

BYLAWS

OF

_____ EPISCOPAL CHURCH

ARTICLE I

Name

The official name of this corporation is _____, which came into being on the ___ day of _____, 20__ . The corporation is the successor in interest to an unincorporated association known as _____ Episcopal Church. The corporation shall hereinafter be referred to in these Bylaws as the “Parish.”

ARTICLE II

Offices

The principal place of business of the Parish shall be _____, or such other place as shall be lawfully designated by the Board of Directors. The Parish may have offices at such other places as the Board of Directors may from time to time determine or the affairs of the Parish may from time to time require.

ARTICLE III

Purpose

The Parish is organized to be and serve as a Parish of the Diocese of East Tennessee (the “Diocese”) as provided in the Constitution and Canons of the Diocese, and, therefore, the Parish is a constituent part of the Church and the Diocese in accordance with the Constitution and Canons of The Episcopal Church (the “Church”) and the Diocese. The Parish acknowledges, accedes to, and adopts, and shall at all times adhere to the Constitution, Canons, doctrines, discipline, worship and usages of the Church and the Diocese. The affairs of the Parish shall be conducted by the Vestry and Rector according to the Constitution and Canons of the Church and the Diocese.

ARTICLE IV

Members and Meeting of the Members

Section 1. Members. The Parish will have members. Members of the Parish are adult communicants, as defined in the Canons of the Church, whose names are duly enrolled as such in the register of the Parish.

Section 2. Annual Meeting. The Parish shall hold an annual meeting within the times stated in Title IV of the Canons of the Diocese. At such meeting, the Rector and the treasurer or principal financial officer shall report to the congregation. The agenda of the meeting shall also include such other matters as may be appropriate to bring before the members. Notice of the time and place for the annual meeting and election of members of the Vestry shall be given at a public service of the congregation at least two weeks prior to the date of such meeting or meetings.

In the event holding an in-person Annual Meeting is unsafe or impracticable, the Vestry may, by unanimous consent, adopt a resolution authorizing the participation of members in the Annual Meeting by means of a conference telephone, video conference, or similar equipment that allows all persons participating to, at a minimum, hear each other at the same time. Participation by such means shall constitute presence in person at the Annual Meeting. The resolution and the written consents thereto by the members of the Vestry shall be filed with the minutes of the proceedings of the Vestry or committee making or adopting such resolution.

Section 3. Other Meetings. Other Parish meetings may be called by the Rector or Wardens any time and shall be called by them upon the written request of a number of Confirmed Communicants in Good Standing of the Parish not less than twice the number of Vestry members of the Parish. Said meetings, including, but not limited to, Vestry meetings, may be held by means of a conference telephone, video conference, or similar equipment that allows all persons participating to, at a minimum, hear each other at the same time. Participation by such means shall constitute presence in person the meeting. Any minutes or recorded business of said meeting shall be recorded, as required, in accordance with these Bylaws and the Constitution and Canons of the Diocese of East Tennessee.

Recording of Meetings. The minutes of any meeting held in accordance with this section shall be recorded by the Clerk of the Vestry or other person designated by the Vestry or by the Rector and shall be maintained and filed in accordance with these Bylaws and with Constitution and The Canons of the Diocese of East Tennessee.

ARTICLE V

Board of Directors

Section 1. Qualification and Number of Directors. This Parish shall be governed by a Board of Directors, which shall consist of the Rector and Vestry of the Parish, as defined in the Constitution and Canons of the Diocese. All members of the Vestry shall have equal and full voting rights and responsibilities as members of the Board of Directors. The Vestry shall consist of _____ members. Members of the Vestry shall have the qualifications prescribed in Article X of the Constitution of the Diocese.

Section 2. Terms of Members of the Vestry. The members of the Vestry shall be divided into three (3) classes with one-third of the members of the Vestry to be elected each year to serve three-year terms. Members of the Vestry shall be elected in the manner provided in Section 3 of this Article V. The term of office for each class of Directors shall commence on January 1 following their election to the Board of Directors and shall end on December 31 of the third (3rd) year following said election.

Section 3. Manner of Election of Members of the Vestry. Election of the members of the Vestry shall be as provided in Title IV of the Canons of the Diocese. Qualified voters in such election shall be those members of the Parish who are Adult Confirmed Communicants in Good Standing in the Church registered in the Parish.

Section 4. Voting. Voting by proxy in Parish meetings shall not be allowed. Voting by absentee ballot shall be allowed only if the Parish adopts a written absentee voting procedure delineating the criteria for the use of an absentee ballot and provides reasonable notice of such procedure prior to each election.

Section 5. Absentee Voting. Absentee voting for Vestry elections will be permitted only under the following conditions:

- (a) A request in writing, such as an email, for an absentee ballot for the member voting must be received in the church office on or before the first (1st) Sunday in November;
- (b) The written request must specify the reason for casting an absentee ballot;
- (c) The requesting person must be a qualified elector; and
- (d) Completed absentee ballots must be received by the Election Committee by the time polls are closed.
- (e) **Absentee Voting in the Event of Isolation or Emergent Event:** All votes of the qualified Electors may be taken via absentee ballot if the Vestry and Election Committee consent in writing, which may include email, to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Vestry and Election Committee shall be filed with the minutes of the proceedings of the Vestry or committee adopting such resolution. In such case, qualified Electors may participate in voting via written method as determined by the Vestry and Election Committee. Completed written ballots must be received by the Election Committee on or before the time polls are closed. The results of the Vestry election shall be shared with the Parish via written means as determined by the Election Committee.

Section 6. Limitation Upon Terms of Office. No member of the Vestry who has served a three-year term shall be eligible for reelection unless at least one year shall have expired between his or her terms, nor shall a member of the Vestry who has been elected to serve a full term on the Vestry and has subsequently resigned from that position be eligible for reelection until at least one year shall have expired from the date of resignation.

Section 7. Vacancy. Vacancies occurring in a Vestry during the term of office of its members shall be filled by vote of the remaining members of the Vestry; provided,

however, that no one may fill a vacancy during the period of time in which such person would be ineligible for reelection as set forth in Section 5 above. Members elected to fill a vacancy shall hold office until the next annual election or until their successors are elected.

Section 8. Indemnification. With respect to claims or liabilities arising out of service as a Director of the Parish, the Parish shall indemnify and advance expenses to each present and future Director (and the Director's estate, heirs and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.

Section 9. Immunity. To the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended, each present and future Director (and the Director's estate, heirs, and personal representatives) shall be immune from suit arising from the conduct of the affairs of the Parish.

Section 10. Meetings of the Board of Directors.

A. Regular meetings. Regular meetings of the Board of Directors shall be held at least monthly. **The Rector, and/or any one or more members of the Vestry and/or Board of Directors may participate in a meeting of the Board of Directors by means of a conference telephone, video conference, or similar equipment that allows all persons participating in the meeting to at minimum hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.**

B. Special meetings. The Rector or Senior Warden or, in the absence of both, the Junior Warden may call a meeting of the Board of Directors; a meeting shall be called on the request of three members of the Vestry. **The Rector, and/or any one or more members of the Vestry and/or Board of Directors may participate in a meeting of the Board of Directors by means of a conference telephone, video conference, or similar equipment that allows all persons participating in the meeting to at minimum hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.**

C. Action outside meetings. **Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or of the committee consent, in writing, to the adoption of a resolution authorizing the action. Writing shall include, but is not limited to, email communication. The resolution and the written consents thereto by the members of the Vestry or committee shall be filed with the minutes of the proceedings of the Vestry or committee making or adopting such resolution.**

D. Quorum. A majority of the current membership of the Board shall constitute a quorum. The approving vote of a majority of Directors present shall be necessary to take action by the Board and action so taken shall be the action of the Board, except as otherwise specifically provided by the Charter or these Bylaws. If a quorum shall not be

present at any meeting of the Board, the Directors present may adjourn the meeting from time to time without notice other than as announced at the meeting until a quorum is present.

Section 10. Powers and Duties.

A. General Powers. The Vestry shall exercise all powers vested in a Vestry by the usages of the Church.

B. Duties. The Vestry shall administer the temporal affairs of the Parish, shall elect and call the Rector, provide for the regular and well-ordered worship of Almighty God, and cooperate with the Rector in all efforts to develop the spiritual life of the Parish. The Vestry shall, at all times, keep the church in proper condition for its uses and likewise give proper care to all buildings and grounds belonging to the Parish.

Delegates to Convention. The Vestry shall elect delegates and alternates to the Convention of the Diocese, each of whom shall be Confirmed Communicants in Good Standing and at least sixteen years of age. The number of delegates and alternates shall be determined by the Constitution and Canons of the Diocese.

ARTICLE VI

Officers

Section 1. Officers. The Parish shall have the following officers: Senior Warden, Junior Warden, Secretary and Treasurer. The Rector shall serve as Chairman of the Board of Directors. The Vestry shall elect a Senior Warden and a Junior Warden out of its own body. The Vestry shall also elect a Secretary and Treasurer. The officers shall exercise the powers and duties assigned by the Constitution and Canons of the Church and the Diocese and vested in their respective offices by the customs and usages of the Church. Such officers, other than the Chairman, shall hold office for one (1) year or until their successors are elected.

Section 2. Indemnification. With respect to claims of liabilities arising out of service as an officer of the Parish, the Parish shall indemnify and advance expenses to each present and future officer (and the officer's estate, heirs and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.

ARTICLE VII

Committees

[The following enumeration of standing committees is by way of example only. None of these standing committees is required by the Constitution and Canons of the Diocese.]

Section 1. Standing Committees. All members of standing committees shall be members of the Parish. The standing committees of the Parish shall be as follows:

A. Endowment Committee. The Endowment Committee shall consist of _____ . It shall be the duty of the Endowment Committee to _____ .

B. Finance Committee. The Finance Committee shall consist of the Treasurer and at least two (2) other members of the Parish appointed by the Chairman. The duties of this committee shall include, but not necessarily be limited to, the following:

1. Having charge of the finances of the Parish and determining the method of accounting to be used.

2. Making investments of the permanent funds of the Parish in such securities as it may deem safe and proper and selling or changing securities when it shall be of advantage to do so, subject to the supervision of the Board of Directors.

3. Supervising the work of the Treasurer.

4. Making or having made full financial reports to submit to the Board of Directors at each quarterly meeting and at such other times as the Board of Directors may direct.

5. Assuring that the Treasurer and any other agents or employees handling corporate funds give fidelity bonds with good and sufficient sureties thereon, the costs of such bonds to be borne by the Parish. This committee shall pass upon all questions regarding the sufficiency of the sureties of such bonds, the cost of such bonds or any other questions related thereto.

6. Preparing an annual operating budget for the Parish and submitting same to the Board of Directors prior to the commencement of the fiscal year for which the budget is prepared.

7. Being responsible for raising the annual operating budget and the supervision of its expenditures.

8. Assuring that the books of accounts of the Parish are audited annually as required by the Canons of the Church and the Diocese.

C. Policy Committee. The Policy Committee shall consist of at least three (3) members of the Parish appointed by the Chairman. This committee shall be charged with developing and making recommendations to the Board of Directors respecting compliance with applicable laws and regulations.

D. Public Relations Committee. The Public Relations Committee shall consist of at least three (3) members of the Parish appointed by the Chairman. This committee shall be

responsible for devising means that are consistent with the policies of the Board of Directors for promoting the interest of the Parish and its programs. It shall use every worthy means for dissemination which will enhance the standing of the Parish or its programs throughout the area served by the Parish. It shall cooperate with the Finance Committee in plans for securing contributions to the Parish.

E. Nominating Committee. The Nominating Committee shall consist of the members of the Vestry whose terms are expiring. This committee shall annually make nominations as required by these Bylaws with the names of such nominees to be included, if practicable, in the notice of the Annual meeting of the Members.

Section 2. Special Committees. Special committees may be authorized by the Board of Directors and appointed by the Chairman from time to time as occasion demands. Their activities shall be limited to the purposes for which they are authorized and shall have only such powers as are specifically conferred by action of the Board of Directors.

ARTICLE VIII

Funds of the Parish

Section 1. Disbursements. Disbursements from the income or the assets of the Parish for uses and purposes consistent with the objects and purposes of the Parish, as outlined in the Charter and these bylaws, shall be made upon the order of the Board of Directors.

Section 2. Contributions. Any contribution to the Parish through any means whatsoever shall not be complete until accepted by the Parish through action of the Board of Directors, and the Board shall have full authority to reject or refuse to accept any contribution for any reason deemed adequate or sufficient to the Board, including but not limited to the specifications of a use of or restriction on the use of any contribution which conflicts with the purposes of the Parish, its tax exempt status, or its status as a religious, not for profit, or public benefit corporation.

Section 3. Depositories. All funds of the Parish shall be deposited to its credit in such depository or depositories as the Board of Directors may designate. All checks or demands for money of the Parish shall be signed by such officer or officers or other person or persons as the Board of Directors may from time to time designate.

ARTICLE IX

Notices

Section 1. What Constitutes Notice. Whenever, under the provisions of state law, the Charter of the Parish or these Bylaws, notice is required to be given to any Director, it shall not be construed to mean personal notice, but such notice may be given in writing by mail by depositing the same in the U.S. mail properly sealed and stamped, addressed to such Director at the address as appears on the books of the Parish or according to the

Secretary's latest reliable information, and such notice shall be deemed to be given at the time when the same shall be thus mailed.

Section 2. Waiver of Notice. Whenever, under the provisions of state law, the Charter of the Parish or these Bylaws, notice is required to be given, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed the equivalent thereto.

ARTICLE X

Miscellaneous

Section 1. Execution of Legal Documents. All legal documents such as notes, mortgages, contracts, bonds, etcetera, shall be signed by such of the officers of the Parish or by such other person as may be authorized by the Board of Directors. All transactions involving real property must comply with the Constitution and Canons of the Diocese, and in particular Title III thereof.

Section 2. Seal. The Parish shall have no seal.

Section 3. Fiscal Year. The Parish's fiscal year shall commence January 1 and end on December 31 of each year.

ARTICLE XI

Amendment of Bylaws

By a majority vote of the Directors then in office, the Board of Directors may amend these Bylaws at any regular or special meeting of the Board of Directors where a quorum is present, provided that such meeting is preceded by at least two (2) days' notice to each Director of the date, time and place of the meeting. Such notice shall also state that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain or be accompanied by a copy or summary of the proposed amendment or state the general nature thereof. The foregoing notwithstanding, these Bylaws may not be amended without the prior written approval of the Bishop of the Diocese.

ARTICLE XII

Adoption of Bylaws

These Bylaws were adopted by the Board of Directors on the ____ day of _____, 20__.

By: _____ Secretary

APPROVAL OF THE BISHOP

I, the Rt. Rev. Brian Lee Cole, Bishop of the Diocese of East Tennessee, hereby approve the foregoing Bylaws of _____ Church, this the _____ day of _____, 20__ .

_____ The Rt. Rev. Brian Lee Cole, Bishop and President The Diocese of East Tennessee

Reviewed:

_____ Sarah Y. Sheppard, Chancellor