

# BYLAWS OF EMMANUEL EPISCOPAL CHURCH

**Preamble: The mission of Emmanuel Episcopal Church is to strive to honor God by nurturing the spirit and ministering to God’s people.**

**The purpose of these bylaws is to make explicit the ways our Christian, Episcopal Parish orders its temporal affairs. This ordering is necessary for our community’s primary purpose: living into our Baptismal promises for mission and ministry. This document should reflect our best attempt to create a viable, healthy Christian community – thus, it is at its core a spiritual document.**

## ARTICLE I: ORGANIZATION

### *Section 1:*

Emmanuel or “Emanuel” Episcopal Church is a Parish organized as a Corporation as of December 27, 1843 pursuant to the Official Code of the State of Georgia under the Georgia Nonprofit Corporation Code, the “Code” made as a part of the Episcopal Diocese of Atlanta, the “Diocese,” and The Episcopal Church.

## ARTICLE II: MEMBERSHIP IN EMMANUEL PARISH

### *Section 1: Members*

An Ordinary Member: Any baptized person, whether in the Episcopal church or another Christian church, whose baptism has been properly recorded in the Episcopal church and who regards Emmanuel as their regular place of worship shall be a member of Emmanuel Episcopal Church.

### *Section 2: Voting Members*

A Voting Member: Every person not less than 16 years of age who has been an ordinary member of the church for at least three months prior to an election, and who is a communicant in good standing in the Episcopal church and enrolled as such in the records of the church, shall be a voting member with the right to vote in the election of Vestry members and in all other matters having to do with the affairs of the church.

*Section 3: A Communicant Member in Good Standing*

A Communicant Member in Good Standing: A member of the Church who has been faithful in corporate worship, unless prevented by a good cause such as illness, and received Holy Communion in the Church at least three times in the preceding year, has been faithful in working and praying for the mission of the church and the spread of the kingdom of God, and is a financial contributor of record to the Parish is a communicant member in good standing.

**ARTICLE III: MEETINGS**

*Section 1: Parish Meetings*

Emmanuel Annual Parish Meeting: The annual meeting of the Parish shall be held each calendar year on the date and at the time designated by the Rector and Vestry. If at any time the Rector or Vestry shall fail to designate a date and time for the annual meeting, such a meeting shall occur on the first Sunday in December.

The purposes of Emmanuel Annual Meeting:

1. Elect one-third of the Vestry
2. Present the annual state of the Parish report including an Annual Report
3. Other such items as determined by the Rector and Vestry

Notice of all regular meetings of Emmanuel shall be posted at least fourteen (14) days before the designated meeting time. Purpose of all called meetings must be posted.

Annual Parish Vestry Election: For the election of the Vestry, the five candidates who receive a plurality of votes will be elected. In the event of a tie, a second ballot is to be used to break the tie.

Called meetings of the Parish: The Rector or the Vestry on a majority vote of that body shall call meetings of the Parish from time to time as deemed necessary. The purpose and time of called meetings shall be posted two weeks or fourteen (14) days prior to the meeting.

Conduct of meetings: Meetings of the Members shall be presided over by the Rector or if absent, the Senior or Junior Warden or if absent, by any other such person as designated by the Vestry. The recording secretary appointed by the Clerk shall act as secretary of the Parish meetings.

Quorum: At all meetings of the Members those present and entitled to vote shall constitute a quorum for action on any matter, unless the Constitution or the Canons provide otherwise.

*Section 2: Vestry Meetings*

Vestry Meetings: The Vestry shall meet no fewer than nine (9) times during the calendar year. Regular meetings shall be monthly and shall be established during the first regular Vestry meeting after the Vestry elections.

Called Meetings of the Vestry: Called meetings shall be by the order of the Rector or at the request of a majority of Vestry members who state the purpose of the meeting in writing.

Notice of all regular meetings of the Vestry of Emmanuel shall be posted to the Parish calendar at least two weeks or fourteen (14) days before the designated meeting time.

Quorum: Quorum for the Vestry shall consist of no fewer than nine (9) members of the Vestry

### *Section 3: Standing Committee Meetings*

Standing Committees: The Standing Committees of the Vestry shall meet at times and places deemed necessary by the chairs of the committees.

### *Section 4: Parliamentary Procedure*

Parliamentary Procedure: The conduct of the meetings of the Vestry as well as all Parish meetings shall be in accordance with the current edition of Robert's Rules of Order unless the Vestry votes to suspend Robert's Rules.

### *Section 5: Rector Notification*

The Rector shall be notified of all Parish and Vestry meetings.

## **ARTICLE IV: ADMINISTRATION**

### *Section 1: The Rector*

The Rector by virtue of office shall have the exclusive jurisdiction over the spiritual concerns of the Parish and shall at all times exercise control over the use of Parish facilities in accordance with the Canons.

Duties of the Rector with regard to the Vestry administration are as follows:

1. Preside over all meetings of the Vestry and Parish
2. Call all meetings of the Vestry and Parish as provided in Article III Sections 1 and 2 and as he / she deems necessary
3. In the case of a tie vote in the Vestry, may cast the deciding vote
4. Appoint Vestry members to commissions and appoint the Senior Warden

5. Create, review, terminate and appoint members to standing and ad hoc committees as needed in consultation with the Vestry
6. Reorganize the structure of the Parish within the restrictions of the Canons
7. Serve as ex officio member of all committees

### *Section 2: The Vestry*

The Vestry: Emmanuel shall elect from its members fifteen (15) persons who with the Rector shall collectively comprise a governing body known as the “Vestry.” The Vestry is the Board of Directors of Emmanuel for the purposes of the Code.

Qualifications for the Vestry: Members must be communicants in good standing, not less than eighteen (18) years of age, and known to the Finance Director of Emmanuel Church to have made and maintained a financial pledge in the year preceding the election, and to have made a financial pledge in the year of the election. No retiring Vestry member, except those Vestry members who have been elected to fill a vacated Vestry term that is less than one-half of a full term, shall be eligible for re-election until there shall have elapsed a period of two years.

Annual Report: The Vestry shall make an annual report by written form to the Rector or, in the absence of a Rector, to the Junior and Senior Wardens. This report shall provide a full, accurate, and faithful statement of the temporal condition of Emmanuel. This annual report shall be communicated to the Members during the Annual Parish Meeting as provided in the Canons.

#### Duties of the Vestry:

1. Establish the mission, vision, and goals for Emmanuel with the Rector
2. Create, review, terminate and appoint members to standing and ad hoc committees as needed in consultation with the Rector
3. Adopt an annual budget
4. Authorize all expenditures by the budget or by amendments to the budget
5. Approve all programs of the Parish
6. Cause a slate of new Vestry to be presented to the Parish one month before the Emmanuel Parish Meeting
7. Present the state of the Parish report during the Emmanuel Annual Parish Meeting
8. Maintain responsibility for overseeing and protecting the Parish property and facilities
9. Participate actively in the life of the Parish including worship
10. Attend Vestry meetings and serve diligently on assigned commissions and committees
11. Participate in spiritual formation including but not limited to Vestry retreats
12. Support the Rector in ministering to the Parish
13. All other such duties as prescribed by the Constitution and Canons

Term of Office: Vestry members are elected at the annual Parish meeting for a three-year term of office that begins at the first following meeting following the Annual Meeting.

Vacancies: Following the resignation or removal of a Vestry member, the unexpired term, if it is more than 4 months from a regular vestry election, shall be filled in a timely fashion by a majority vote of the remaining members of the Vestry from a slate of candidates developed by the Vestry. If resignation or removal occurs within four months of a regular Vestry election, the vacancy/ies will be filled at the next Vestry election from the slate of candidates —to maintain a 15-member vestry, using the method in Article III, section 1.

Removal of a Vestry Member: A member of the Vestry may be removed by a majority vote of the Vestry for malfeasance, incapacitation, or for failing to regularly attend meetings. Prior to such removal, the Wardens or their designees shall attempt to resolve the situation with a meeting with the member.

### *Section 3: Officers and Duties of the Vestry*

Officers and Duties: The officers of the Vestry shall be the Senior Warden, Junior Warden, Clerk and Treasurer. The Episcopal Church Foundation publishes a Vestry resource Guide. It contains both cogent information on responsibilities, as well as on the administration and leadership of the Parish. It is strongly recommended that Vestry members receive and consult the guide.

Senior Warden: The Senior Warden shall be appointed annually at or before the first Vestry meeting following the Annual Meeting by the Rector from among the duly elected members of the Vestry.

The duties of the Senior Warden shall be:

1. Preside at all Parish functions of a business nature when the Rector cannot attend
2. In the absence of a Rector, act as leader and the responsible person for all temporal activities of Emmanuel and assume responsibility for the welfare of the Parish and all Parish property
3. Cause an annual report to be made and distributed to the Members during the Annual Parish Meeting
4. Serve as ex officio member of all Vestry committees
5. Cause an annual audit of the church funds to be conducted at the end of the fiscal year and deliver the audit report to the Vestry. The audit shall conform to the standards set by the Canons of the Diocese of Atlanta.
6. At the resignation of the Rector serve as chief executive officer of the Parish

7. Perform all duties not delegated to the Junior Warden but provided by the Corporate Charter of the Church and the Constitution and Canons of the Protestant Episcopal Church and Diocese of Atlanta
8. Perform all other such duties as directed by the Rector
9. The Senior Warden is strongly encouraged to use the sample job description of the Senior Warden in the Vestry Resource Guide as a starting place for discussing the role with the Rector and coming to a common understanding about the role.

Junior Warden: The Junior Warden shall be elected annually at or before the first Vestry meeting following the Annual Meeting by majority vote of the Vestry from among the duly elected Vestry.

The duties of the Junior Warden shall be:

1. Cooperate with and understudy the Senior Warden
2. Perform all duties of the Senior Warden and assume all responsibilities of the Senior Warden in his / her absence
3. Perform other duties as directed by a majority vote of the Vestry
4. The Junior Warden is strongly encouraged to use the sample job description of the Junior Warden in the Vestry Resource Guide as a starting place for discussing the role with the Rector and coming to a common understanding about the role.

Treasurer: The Treasurer shall be elected at or before the first Vestry meeting following the Annual Meeting by the Vestry from nominations by the Vestry and serve for a term of three (3) years. Nominees may or may not be members of the Vestry but must not be the Senior or Junior Warden.

The duties of the Treasurer shall be:

1. Serve as the chief financial officer of the Parish
2. Review all expenditures to determine if they are appropriate and within the budget. Ensure that all bills are paid in a timely fashion and sign all checks.
3. See that adequate and correct accounts of the properties and business transactions of the Parish are maintained, including pledges, receipts, and disbursements
4. See that all monies and other valuables are deposited in the name and to the credit of the Parish with such depository as designated by the Vestry
5. See that reports are made regularly to the Rector, Vestry and Parish Finance Committee of the Vestry on the state of the budget
6. Ensure that adequate insurance is maintained on all real and tangible property
7. Serve as a member of the Parish Finance Committee

8. Assist the Parish Finance Committee in the preparation of the budget
9. Ensure that the congregation's financial operations are in accordance with national and diocesan canons, the Parish's bylaws, and state and federal laws including but not limited to having an audit performed annually by a certified public accountant

Clerk: The clerk shall be elected at or before the first Vestry meeting following the Annual Meeting by the Vestry by nominations from the Vestry for a term of three (3) years and may or may not be a member of the Vestry but must not be the Senior or Junior Warden.

The duties of the Clerk shall be:

1. Ensure safekeeping of the official records of Emmanuel
2. Cause to be made the minutes of the Parish Meetings and all Vestry Meetings
3. Appoint a recording secretary as needed or desired
4. Attest and seal as authorized by the Rector or Senior Warden any such instruments as contracts, deeds, and mortgages

*Section 4:*

Removal of Officers: The Vestry by majority vote may remove any officer elected or appointed by it at any time with or without cause.

## **ARTICLE V: COMMISSIONS AND COMMITTEES**

*Section 1: The Commissions*

Eight commissions oversee all ministries and committees. Each Commission is to develop its own mission, vision, and operating procedures all of which will be approved by the Vestry and must be consistent with the mission and vision of the parish. Commissions meet regularly and at least once a year to oversee the business of each commission as defined below.

1. The Spiritual Formation Commission shall oversee all committees and ministries related to faith formation throughout life.
2. The Worship Commission shall oversee all committees and ministries that support worship services and sacraments at Emmanuel.
3. The Parish Life Commission shall oversee all committees and ministries related to Parish life, including but not limited to groups with fellowship and service roles.
4. The Pastoral Care Commission shall oversee all committees and ministries that provide pastoral care to members of the Parish.
5. The Extended Ministries Commission shall oversee all committees and ministries related to outreach.

6. The Resources Commission shall oversee all committees and ministries charged with oversight of facilities and property management.
7. The Communications Commission shall oversee all ministries related to communication, including but not limited to publications, the website, and Vestry and Parish meetings.
8. The Finance Commission shall oversee all committees and boards charged with budget preparation, financial planning, stewardship, and financial reporting.

As The Emmanuel Day School has its own board, it is not a commission, but has a Vestry member who is a liaison with the Vestry.

### *Section 2: Commission Membership*

1. The chair of each commission is appointed by the Rector.
2. The Rector is an ex officio member of each commission.
3. The Rector may designate a member of his or her staff to be an ex officio member of any commission.
4. The Senior Warden is an ex officio member of each commission.
5. Other members of the commissions shall be appointed by the Rector, or a person designated by the Rector.
6. The members of each commission shall be the chairs of the committees and ministries within each commission and any other members drawn from the Vestry or the Parish at large as appointed by the Rector or other person designated by the Rector.
7. Except for members described in subsections 1, 2, 3, and 4, the Vestry can remove any commission member of any commission as it sees fit.

### *Section 3: Committees*

The Rector and the Vestry may authorize the creation or dissolution of whatever committees are deemed appropriate.

The Rector and the Vestry shall assign such Committees or Ministries to one of the eight commissions defined in these bylaws. Each Committee or Ministry shall have a Chairperson appointed by the Rector or the Rector's designee.

Committee or Ministry Chairpersons shall serve no longer than three consecutive years, but may be reappointed after at least one year.

### *Section 4: The Power of Commissions and Committees*

No commission, committee or parishioner shall implement a program without the prior approval and direction from the Vestry and the Rector, whichever may be appropriate.

No commission or committee or parishioner shall obligate church funds without the prior approval and direction from the Vestry.

#### *Section 5: Operating Procedures*

The Rector and Vestry shall maintain a list of all commissions, committees and ministries. The list shall include a description of committee and ministry function and the name of the commission, committee or ministry chair (leader) and shall appear as an appendix to these Bylaws.

The Rector and Vestry shall maintain a document specifying the standard operating procedures for commissions and committees at Emmanuel Episcopal Church. It shall appear as an appendix to these Bylaws. The document and any changes thereto must be approved by the Vestry.

#### *Section 6: Business Practices*

Not-for-Profit: Emmanuel is organized as a Nonprofit corporation under the Code, qualified as Exempt Organization under the Internal Revenue Code of the United States of America. Emmanuel will adhere to the law concerning the non-profit designation.

No part of the net earnings of Emmanuel or its property shall inure to the benefit of, or be distributable to, its Members, Vestry officers, or other private persons except that Emmanuel shall be authorized and empowered to pay reasonable compensation for services. No substantial part of the activities of Emmanuel shall be the carrying on of propaganda, otherwise attempting to influence legislation, except to the extent permitted by the law, and Emmanuel shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, Emmanuel shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the internal Revenue Code of 1986 or the corresponding provision of any future federal tax code or (b) by a Parish, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue code of 1986 or any other corresponding provision of any future federal tax code.

### **ARTICLE VI: SPECIAL APPOINTMENTS**

Delegates to the Diocesan Council: The Vestry shall appoint delegates as determined by the constitution of the Diocese of Atlanta to attend the annual Diocesan Council. At least two voting delegates shall be members of the Vestry.

### **ARTICLE VII: AMENDMENTS**

A majority vote of the Vestry shall amend or revise these bylaws provided revisions are submitted in written form one month prior to the vote. Bylaws are to be reviewed at least every five years for appropriateness and to assure the bylaws reflect actual practice. Any and all amendments to these bylaws shall be submitted to the Bishop for vetting by the Office of Chancellor of the Diocese.

The foregoing bylaws Article I through Article VII having been read and considered were adopted at a meeting of the Vestry of Emmanuel Episcopal Church duly convened this 24<sup>th</sup> day of October, 2007, and they supersede all previously adopted bylaws of Emmanuel Episcopal Church.

Clairelis Baxter, Clerk