

**BY LAWS
GRACE EPISCOPAL CHURCH OF ANNISTON, ALABAMA**

BE IT KNOWN BY THESE PRESENT:

THAT WE, the duly constituted Wardens and Vestry of Grace Episcopal Church of Anniston, ALABAMA (hereinafter the Parish) do hereby create and establish the following By Laws for our Parish; and be it further known that the purposes and aims of these By Laws shall be to supplement our Corporate Charter, the Constitution and Canons of the Protestant Episcopal Church in the United States of America and the Diocese of Alabama; and following the adoption of these By Laws, wherever these provisions are in conflict with prior actions of the Wardens and Vestry, or previously adopted By Laws of the Church, then and in either such event, these By Laws shall govern; and wherever these By Laws are in conflict with the Constitution and Laws of the United States, or the State of Alabama, or the Constitution and Canons of the Protestant Episcopal Church of the United States or Diocese of Alabama, or Corporate Charter of Grace Episcopal Church of Anniston, then and in any such event, these By Laws shall ipso facto stand corrected. Amendments and/or additions to these By Laws may be made by the Wardens and Vestry from time to time in the manner as shall hereinafter be provided, and until so changed, these Articles shall, where applicable, be the rule and guide of the Wardens and Vestry in its deliberations.

ARTICLE I

ELECTION OF VESTRY OFFICERS

Section 1. The Senior Warden shall be elected from nominees by the Vestry from its members and elected by the majority vote thereof by secret ballot.

Section 2. The **Junior Warden** shall be elected from nominees by the Vestry from its members and elected by the majority vote thereof by secret ballot.

Section 3. The **Secretary-Clerk** shall be nominated by the Rector and elected by the Vestry by majority vote thereof. Nominees may or may not be members of the Vestry, but if members of the Vestry, shall be a person other than the Junior or Senior Warden or Treasurer.

Section 4. The **Treasurer** shall be elected by the Vestry from nominations by the Vestry. Nominees may or may not be members of the Vestry, but if members of the Vestry, shall be persons other than the Junior or Senior Warden or the Secretary.

ARTICLE II

TERMS OF OFFICE

Section 1. The terms of office of the Senior and Junior Wardens shall be for a term of one (1) calendar year following their election.

Section 2. The terms of office of the Secretary-Clerk and Treasurer shall be for one year, and subject to re-election, so long as they qualify under the provisions of the Section 3 and 4 of Article I.

Section 3. The Junior and Senior Wardens, Secretary-Clerk and Treasurer may be re-elected in office for successive terms at the option of the Vestry, provided only that both the Junior and Senior Wardens be members of the Vestry respectively at the time of such election.

Section 4. Members of the Vestry shall serve for a term of three (3) years.

ARTICLE III

DUTIES OF OFFICERS

Section 1. The Senior Warden, or the Junior Warden in the absence of the Senior Warden, shall preside at all Parish functions of a business nature, at which the Rector is absent, and shall act as leader and responsible person in all temporal activities of the Parish. It shall be the duty of the Senior Warden, within one calendar month of his election to the said office, to see to it that the Treasurer of the Vestry is bonded in a good and sufficient amount with a good and solvent surety, and the amount of such bond shall be determined by the Vestry. The Senior Warden shall be ex officio a member of all Vestry Committees, and shall further assume all the responsibilities of, and perform all the duties of the Senior Warden as may be provided in these By Laws, the Corporate Charter of this Church, and Constitution and Canons of the Protestant Episcopal Church in the United States of America and Diocese of Alabama.

The Senior Warden shall 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 at its next meeting following receipt of said report. The audit shall conform to the applicable standards set by the Canons of Diocese of Alabama.

The Senior Warden shall also cause a copy of the existing by-laws of the Parish to be delivered to each incoming member of the Vestry upon his or her election.

Section 2. It shall be the duty of the Junior Warden to cooperate with and be the understudy of the Senior Warden in absence of Senior Warden. In such absences the Junior Warden shall perform all the functions and duties and shall assume all the responsibilities of the Senior Warden.

Section 3. The duties of the Secretary-Clerk and the Treasurer shall be as provided for in the Corporate Charter of this Church and Constitution and Canons of the Protestant Episcopal Church in the United States of America and the Diocese of Alabama and shall include any other duties relating to the offices which the Vestry, from time to time, may deem appropriate.

ARTICLE IV

VESTRY MEETINGS

Section 1. The Regular Meeting of the Wardens and Vestry shall be held at a time determined by the incoming Vestry, provided that a simple majority vote of those present at any one meeting (provided there be a quorum) can change the date of the next regular meeting; and provided further that a decision to change the date of any one monthly meeting may also be accomplished through a poll of the Vestry conducted by the Rector or Senior Warden or one acting as his/her delegatee. This poll may be done verbally and not in regular meeting so long as all reasonable steps are taken to notify all concerned of such a change.

Section 2. A Special Meeting of the Vestry may be called at any time upon twenty-four (24) hours notice by the Rector, the Senior Warden or three or more members of the Vestry, provided that the subject matter of such meeting shall be made known to the Vestry upon notification of said meeting.

Section 3. A Quorum of the Vestry shall be one-half (1/2) of the elected Vestry, plus one.

ARTICLE V
COMMITTEES

Section 1. The membership of all Standing committees shall be made not later than the second monthly meeting of the Vestry following the annual Parish meeting. The Standing Committees of the Vestry shall be chosen by the Rector (who shall serve as chair or member of all standing committees) and shall be constituted as follows, to wit:

1. **Executive Committee** – Consists of the Senior Warden (who shall serve as Chairperson) and the Junior Warden, together with one other member of the Vestry. The Committee shall act pursuant to the powers and procedures set forth in Section 4 of this Article.
2. **Finance Committee** – Consists of the Senior or the Junior Warden, (who shall serve as Chairperson), two additional members who may come from the Parish or the Vestry and the Treasurer.
3. **Memorials Committee** – Consists of at least one member of the Vestry, one a member of the E.C.W., and not less than two additional members of the Parish selected by the Rector.
4. **Property Committee** – Consists of one member of the Vestry, and not less than two additional members of the Parish selected by the Rector.
5. **Preservation Committee** – Consists of five members, to include the Rector, Junior Warden, and three (3) members of the Parish chosen by the Rector..
6. **Outreach Committee** – Consists of one member of the Vestry, and at least two additional members of the Parish.

Section 2. Nominating Committee – At least two calendar months prior to the Annual Parish Meeting, the Senior Warden shall arrange the formation of a Nominating Committee, which shall be constituted as follows, to wit:

- (a). Two retiring members of the Vestry to be named by the Rector, one of whom shall serve as Chairperson.
- (b). The presiding officer of the Episcopal Church Women.
- (c). Two other members of the Parish, not then a member of the Vestry, both to be named by the Rector.

Section 3. All other committees shall be formed, as may be deemed appropriate, by the Rector and/or the Senior Warden. Each committee chairperson is hereby authorized to call upon and enlist the aid of such other members of the Congregation of this Parish, as may, in his/her opinion, be required to carry out successfully the objectives of his/her committee, and such other members of the Congregation, so chosen, shall then serve in an advisory capacity, in cooperation with the committee and its Chairperson.

Section 4. The Executive Committee of the Vestry shall be empowered to act upon majority vote of its members on any matter of business as may from time to time be delegated to it by the Vestry. The Executive Committee shall report to the Vestry at its next regular meeting whereupon said report shall reflect in the minutes of that Vestry meeting. A meeting of the Executive Committee may be called by the Rector or any member of the committee upon twenty-four (24) hours prior notice to other committee members.

The Executive Committee shall, not less than annually, conduct a meeting with the Rector in order to review the leadership of the Vestry and the Rector, as well as the general state of the Parish.

ARTICLE VI

ELECTION OF VESTRY

Section 1. The Nominating Committee shall, to the extent possible, nominate double the number of persons from the Parish for election to the Vestry as there are places to fill, and shall secure their consent to serve faithfully, if elected. The election shall take place at the Annual Parish Meeting, and at such time the Rector or Warden presiding at the meeting shall present an opportunity for the Congregation to nominate additional persons from the floor, provided that the consent of the nominee to serve faithfully, if elected, is obtained prior to the placing of his or her name on the ballot.

In order to be on the written ballot, preliminary nominations from the Parish must be received no less than ten (10) days prior to election. The Nominating Committee will make the written slate available to the congregation no less than seven (7) days prior.

Section 2. The Chairperson of the Nominating Committee shall see to it that the proper ballots are prepared for presentation to the Church members at the Annual Meeting with the candidates named by the Committee listed in alphabetical order. The nominations made from the floor shall be added to this list in the order named.

Section 3. Each qualified voter shall vote for no more candidates than there are vacancies to fill in the Vestry utilizing the following procedure:

First Ballot – All nominees receiving a majority of the votes cast on said ballot shall be elected to the Vestry.

Second Ballot – The list of nominees on the second ballot shall be reduced to twice the number of positions remaining to be filled after the tabulation of the first ballot, taking into account the election of any nominees. The nominees shall be selected in order of the number of votes which each receive on the first ballot beginning with the highest number of votes received. The second ballot shall be submitted to the congregation in alphabetical order without regard to the number of votes which each received on the first ballot, and each qualified voter of the

Church shall vote for the same number of nominees as there are places remaining left to be filled with those receiving the highest number of votes being declared elected to the remaining positions left unfilled.

In case of a tie for any office, leaving in doubt the person or persons elected, the Tellers shall resubmit to the Congregation, only the names of those persons, as to whom there is doubt of election, for a re-vote.

Section 4. No absentee ballots shall be allowed. No ballot shall be deemed valid or tabulated unless it shall contain no more votes than the number of positions sought to be filled by such ballot.

Section 5. The Tellers at said election shall be from the retiring members of the Vestry plus two persons named by the Rector, except that no Teller shall be the immediate family member of a nominee. The Tellers, or their designees, shall conduct the Election, count the ballots, and announce the results.

Section 6. No retiring member of the Vestry shall be eligible for re-election to the Vestry until one full year has elapsed from the date of his or her retirement; provided however that any retiring member of the Vestry having filled a vacancy on the Vestry shall be eligible for re-election.

ARTICLE VII

USE OF CHURCH BUILDINGS

The Church and Parish buildings of the Parish may be used, under the direction of the Rector, for all services, rites, ceremonies, and other purposes not contrary to the traditions or directions of the Episcopal Church, and at such times as the Rector, or when there is no Rector, the Vestry, may deem proper.

ARTICLE VIII

REMOVAL OF VESTRY MEMBER FROM OFFICE

The Vestry may request the resignation of a member of the Vestry by a 2/3 vote of the Vestry for one or more of the following reasons:

1. Repeated violation of the Constitution and Canons of the Protestant Episcopal Church in the United States and/or the Diocese of Alabama and/or the Charter and By Laws of the Parish.

2. Repeated violation of laws.

3. Absence from four consecutive regular meetings of the Vestry unless or having an excuse acceptable to a majority of the members present at a regular meeting.

4. Upon the resignation or removal of a member of the Vestry under the provisions of the Constitution and Canons of Protestant Episcopal Church of the United States or the Diocese of Alabama, or the Charter and By Laws of this Church, the vacancy created shall be filled by a vote of a majority of the remaining members of the Vestry at its next meeting from a slate of nominees made by the Vestry. The person succeeding to the vacant position shall serve until the next annual Parish meeting.

ARTICLE IX

REVISIONS, AMENDMENTS OR ADDITIONS TO BY LAWS

These By Laws may be revised, amended, or added to, by a vote of two-thirds of the total number of the Vestry, provided that any such suggested change shall not be voted upon by the Vestry, except at the next regular meeting following the proposal of the change.

CERTIFICATE

I, THE UNDERSIGNED, Secretary-Clerk of the Vestry of the Parish, do hereby certify that the foregoing is a true and complete copy of the By Laws of said Church, including all amendments, and as the same are in force on the date hereof.

IN WITNESS WHEREOF, I have hereunto subscribed my name and signature, this the

26 day of May, 2020.

Jane Wood

SECRETARY-CLERK