

**THE RECTOR, WARDENS AND VESTRYMEN
OF CHRIST CHURCH
BYLAWS**

Mission Statement

“Growing by God’s Grace into a Family of Faith and Ministry”

**ARTICLE 1
NAME**

Section 1.1 Name

This parish, except in legal matters or documents requiring the full corporate name as above, shall be known as Christ Church, Macon. The Parish is organized as a corporation pursuant to the Official Code of the State of Georgia Annotated, the “O.C.G.A.”, under the Georgia Nonprofit Corporation code thereof (O.C.G.A. Section 14-3-101, et. seq.), the “Code” and as part of the Episcopal Diocese of Atlanta, the “Diocese”, and Episcopal Church in the United States of America., “ECUSA”.

**ARTICLE 2
PURPOSE**

Section 2.1 Purpose

The purpose of the corporation is to promote the cause of the Christian Religion, to provide a place of worship and to worship God in accordance with the doctrine, discipline and worship of the Episcopal Church of the United States of America, hereinafter called "ECUSA." We have the power to own and hold property only in trust for the Episcopal Church and the Diocese of Atlanta, hereinafter called the "Diocese", in accordance with Title I, Canon 7, Sec 4.

Section 2.2 Canons

These Bylaws shall conform to the Canons of the Episcopal Church and the Diocese and in case of conflict, said Canons shall control and be determinative thereof.

ARTICLE 3 MEMBERS

Section 3.1 No Shares or Shareholders

The Parish shall have no shares or shareholders, but rather shall have members.

Section 3.2 Members

All persons entitled to membership in Christ Church, according to Title I, Canon 17 of the Canons of ECUSA, shall be deemed members of Christ Church. Voting members shall have the right to vote at the Annual Meeting and other occasions when matters may be decided by a vote of the congregation. Voting members shall be adult members who are communicants in good standing according to Title I, Canon 17 of the Canons of ECUSA and who have made a pledge of time, talent, or treasure for the year of the meeting and the preceding year.

Section 3.3 Not-for-Profit The Parish is organized as a Nonprofit corporation under the Code, qualified as an Exempt Organization under the Internal Revenue Code of the United States of America.

No part of the net earnings of the Parish shall inure to the benefit of, or be distributable to, its members, Vestry offices, or other private persons, except that the Parish shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purpose. No substantial part of the activities of the Parish shall be the carrying on of propaganda, otherwise attempting to influence legislation, except to the extent permitted by law and the Parish 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 By-laws, the Parish shall not carry on any activities not permitted to be carried on 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.

Upon dissolution of the Parish, the vestry shall, after paying or making provision for payment of all the liabilities of the Parish, remit all of the assets of the Parish to the Episcopal Diocese of Atlanta. Any such assets not so disposed of shall be disposed by a court of appropriate jurisdiction exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 4 MEETINGS

Section 4.1 Annual Meeting

The Annual Meeting of the corporation shall be held during the month of January in each year at such time and in such place as shall be determined by the Vestry and specified in the notice of said meeting. At such meeting, Vestry and Delegates and Alternates to the Diocesan Convention shall be elected, and such other business as may be necessary and appropriate, shall be transacted.

Section 4.2 Special Meetings

Special meetings of the members of the corporation may be called by the *Bishop*, Rector or the majority of the Vestry. A special meeting shall be called by the Rector or by the Vestry upon the request of 50 members of the Parish Corporation. The purpose of any special meeting shall be set forth in the notice of said meetings and no business shall be transacted at such special meeting except in matters specified in such notice. Notice of a special meeting shall be in writing and shall be mailed or delivered personally to all members of the corporation at least ten (10) days before the date of such meeting.

Section 4.3 Quorum

The presence of at least 50 members of the Parish Corporation at an Annual or Special Meeting of members shall be necessary to constitute a quorum for the transaction of business except for the purpose of adjourning the meeting from time to time. The affirmative vote of a majority of members present at any such meeting at which a quorum is present shall be necessary for the authorization of any action by the members.

Section 4.4 Presiding Officer at Meetings

The Rector, Senior Warden, Junior Warden or such other members of the Vestry designated by the Rector, shall preside in all meetings of the Parish Corporation.

ARTICLE 5 WARDENS AND VESTRY

Section 5.1 Number and Term

The Vestry of the Parish Corporation shall consist of twelve members elected at the Annual meeting of the Corporation. Vestry members shall serve for a period of three years, after which time they shall not be eligible for election for one year. Four Vestry members shall be elected each year at the Annual Meeting of the members of the Parish Corporation.

Section 5.2 Election of Wardens

The Vestry shall annually elect from the Vestry members; one member as Junior Warden after consultation with the Rector. The Rector shall appoint the Senior Warden. The Senior and Junior Wardens may serve in such capacity for one year or longer at the discretion of Vestry or Rector respectfully.

Section 5.3 Qualifications for Vestry Members

In order to be eligible for election to the Vestry, one must be an adult communicant in good standing who:

- A. Makes a pledge for the current year, strives to attend church regularly, and is working to tithe to the Church.
- B. Has pledged time, talent, and treasure for the preceding two years.
- C. Is in agreement with the Mission Statement and core values of the Parish.
- D. Is actively involved in one of the ministries of the church (e.g., worship, music, education, outreach, pastoral care).
- E. Will be encouraged to participate in a program of spiritual formation, or some other such program to be approved by the Rector.
- F. Will attend the vestry orientation session weekend during each year of their term.

Section 5.4 Vacancy

If a vacancy occurs among the members of the Vestry, the remaining members shall elect a successor from among the members of the Parish Corporation. At the next Annual Meeting, the members of the Corporation shall elect a successor to complete the unexpired term created by such vacancy. A vacancy in the office of the Senior or Junior Warden shall be filled as provided in Section 5.2.

Section 5.5 Powers and Duties of Vestry

The Vestry shall constitute the Board of Directors of the Parish Corporation and as such shall have all the powers granted to Boards of Directors of not-for-profit corporations by the laws of the State of Georgia except as limited herein and by the Canons of the Episcopal Church and the Canons of the Diocese. The Vestry shall have all duties specified by the Canons of the Episcopal Church and the Canons of the Diocese.

In accordance with Title I, Canon 14 of the Canons of ECUSA, the Vestry shall be agents and legal representatives of the Parish in all matters concerning its corporate

property and the relations of the Parish to its clergy, subject to the Canons and the authority of the Bishop. The authority of the Vestry is subject to the canonical authority and responsibility of the Rector. The Canons vest in the Rector various authorities including inter alia, the authority and responsibility for the conduct of worship and the spiritual jurisdiction of the Parish. The Rector has the use and control of the Church and Parish buildings with the appurtenances and furniture thereof. In addition to his canonical authority, the Rector shall have exclusive authority to supervise, hire and fire staff and adjust their job responsibilities. Vestry members will also pray regularly for one another seeking God's guidance in the governance of our community life.

Section 5.6 Powers and Duties of Wardens

The Senior and Junior Wardens shall have all the duties specified by the Canons of the Episcopal Church, the Diocese, the Rector, and these Bylaws. The Senior and Junior Warden may sign, with the Clerk, or any other Vestry members authorized *by the Vestry any* Instruments which the Vestry shall have authorized to be executed on behalf of Christ Church, Macon, except in any case where the signing and execution thereof shall be expressly delegated by the Vestry, or by these Bylaws, to some other officer or agent of the corporation.

Section 5.7 Presiding Officer

The Rector shall be a member of the Vestry as set forth in the corporate charter. He/She shall preside at all meetings of the Vestry and shall be entitled to cast the deciding vote in the case of a tie. Other Clergy of the Parish may have a voice but may not vote.

Section 5.8 Vestry Meetings, Time, Quorum and Participation

- A. Upon reasonable notice, the Vestry shall meet at least six times per year. Special meetings of the Vestry may be called by the Rector or in his absence by the Senior Warden or in his absence by the Junior Warden, or at the request of any *four* members of the Vestry with the knowledge of the Rector.
- B. A majority of the members of the Vestry shall constitute a quorum at any meeting of the Vestry. The affirmative vote of the majority of members present at a meeting of the Vestry, at which a quorum is present, shall be necessary for the authorization of any action by the Vestry.
- C. Each Vestry member should attend all vestry meetings. Failure to regularly attend Vestry meetings may be considered good cause for the absent member to be removed from the Vestry. Such a situation shall be brought to the attention of the Executive Committee, which shall designate two members of the Vestry to approach the absent member to inquire of the member's reasons for non-attendance and to report back to the Executive Committee. Unless there are reasonable extenuating circumstances, the Executive Committee shall recommend

to the Vestry at its next regular meeting to declare the seat to be vacated. Should three or more months remain in the former member's term, a successor shall be selected according to Section 5.2 or Section 5.4.

- D. Further, it is also expected that Vestry members participate in the life of the parish, which includes attendance at Sunday worship service on a regular basis, to remain in good standing on the Vestry. This is not to say that 100% attendance is required, but that a good faith attempt will be made to attend unless extenuating factors exist. A failure to attend worship as expected according to the terms of this Paragraph may trigger removal of the member in the same manner as required in Paragraph C.

Section 5.9 Vestry Committees

A. Executive Committee: The Executive Committee of Christ Church shall consist of the Senior Warden, the Junior Warden, the Clerk of the Vestry, and the Treasurer. The Rector shall preside at the meetings of the Executive Committee and shall be entitled to cast the deciding vote in the case of a tie. The purpose of the Executive Committee shall be as follows:

1. To advise the Rector on any church or other related matters.
2. To make any decisions which otherwise could be made by the Vestry as a whole, provided, however, that any such decision shall be made by the Executive Committee when time does not allow such decision to be made at a regular or specially called meeting of the entire Vestry.
3. Executive Committee has the authority to make financial decisions within the scope of the budget.
4. They shall also have authority to offer advice and consent regarding personnel decisions as brought to them by the Rector.
5. Establish the agenda for the vestry meetings.

In the case of any advisory opinion from the Executive Committee, no meeting need be held in person, as the members of the Executive Committee may be polled by telephone or any other means.

In the event a decision of the Executive Committee is needed, a meeting shall be held and at least three of the four members of the Executive Committee shall be present. Any decision of the Executive Committee shall be binding only if a majority of those members present vote affirmatively for the decision.

- B. Other committees may be established from time to time by the Vestry for such special purposes and needs as may arise.

- C. The Rector shall be ex officio member of all committees.

Section 5.10 Nominations for the Vestry

- A. Not less than sixty days prior to the Annual Meeting of the members of the congregation, a Nominating Committee shall be appointed by the Rector, with the advice and consent of the Vestry, and announced to the congregation. The Nominating Committee shall consist of the Vestry persons whose term of office expires at the next Annual Meeting, and up to four members of the Parish who are not Vestry persons. The Nominating Committee, after consultation with the Rector, shall nominate at least eight persons for election to the Vestry. The recommendations of the Nominating Committee shall be set forth in the notice of the Annual Meeting for the members of the congregation.
- B. Any person wishing to make a nomination from the floor must have received permission from the person to be nominated, prior to the nomination, and must have notified the Senior Warden no later than two weeks prior to the Annual Meeting, in order for the nominating to be confirmed.
- C. Voting for these positions will take place by written ballot in the Church or designated place in the Parish House. All members of the Parish of Christ Church, of not less than sixteen years of age who are communicants in good standing, are eligible to vote. The Canons of the church do not provide for absentee balloting.

**ARTICLE 6
TREASURER**

Section 6.1 Appointment and Term

At the first meeting of the Vestry following each annual meeting, the Rector, with the advice and consent of the Vestry, shall appoint, from the Vestry members, a Treasurer to serve for a term of one year. However, if no member of the Vestry is qualified or willing to serve as Treasurer, the Rector, with the advice and consent of the Vestry, shall appoint a Treasurer from the Parish Corporation. A Treasurer appointed from the Parish Corporation shall be a member in good standing and shall have a voice at Vestry meetings but no vote.

Section 6.2 Duties

The duties of the Treasurer shall be as follows:

- A. Serve as liaison for the Endowment Funds Management Committee with the Vestry and be an ex officio member of the Funds Management Committee.
- B. Be the chairman of the Finance committee and an ex officio member of the Stewardship/Planned Giving Committees to establish the link between these two committees and the Vestry.
- C. Work closely with the parish bookkeeper in order to:
 - 1. Present a monthly financial statement to the Vestry.
 - 2. Help prepare financial information for annual parish report and parochial report.
 - 3. With the Rector prepare the proposed budget each year with *assistance* from Finance Committee.
 - 4. Sign checks or make sure bookkeeper is notified of who is available to perform this function.

ARTICLE 7 CLERK

Section 7.1 Appointment

- A. At the first meeting of the Vestry the Rector shall appoint the Clerk from the members of the Vestry, with the advice and consent of the Vestry.
- B. The Rector, with the consent of the Vestry, shall appoint a secretary from the Parish to take minutes. The secretary shall have a voice but no vote.
- C. It is desirable, if at all possible, one of the departing 4 vestry person be the recording secretary for the next year.

Section 7.2 Duties of the Clerk

It shall be the duty of the Clerk to take the minutes of the Executive committee meetings, check the minutes taken by the secretary at the Vestry meeting before they are

transcribed and distributed to the Vestry for approval at the next succeeding Vestry meeting.

**ARTICLE 8
DIOCESAN COUNCIL**

Section 8.1 Diocesan Council Delegates

The Vestry Nominating Committee shall also nominate four (4) persons for election as Delegates and two (2) as Alternate Delegates to the Diocesan Council. Two (2) of the four (4) Delegates will be designated as "Senior Delegates," and the remaining two (2) will be designated as "Junior Delegates." If possible, in subsequent years, the Senior delegates will retire and the Junior Delegates will be renominated and become Senior Delegates; the Alternate Delegates will be renominated and become the Junior Delegates, and two (2) new persons will be nominated to become Alternate Delegates.

**ARTICLE 9
COMMITTEES OF THE CORPORATION**

Section 9.1 The following committees of the Parish Corporations are hereby established.

Standing Committees: There shall be ten (10) standing committees of the Parish as follows:

- A. Building and Grounds
Congregational Growth and Development
Education
Finance
Funds Management
Outreach
Parish Life
Pastoral Care
Stewardship and Planned Giving
Worship (advisory to rector)

- B. Subcommittees: The vestry may create such subcommittees as may be helpful in the conduct of vestry or parish administration.

- C. Chairperson: The Rector shall appoint the chairperson of each committee whose term shall be for three years and one year off before being eligible for reappointment. Members of the Vestry shall not serve as committee chairs.
- D. Meetings: All standing committees shall meet to review the ministry in their charge and to conduct other business on a regular basis, but no less than quarterly. Minutes of the committee meetings shall be kept and copies shall be available upon request to the Rector.
- E. Membership: Members of the Funds Management Committee and the Finance committee shall be appointed by the Rector with the advice and consent of the Vestry. The members of all other committees shall be selected by the committee chairperson with the advice and consent of the Rector. All adult members of the church shall be eligible to serve on any committees, as well as such other baptized Christians as the Rector may designate. The Parish Office and the Committee Chairperson shall maintain lists of committee members.
- F. Quorum: A quorum shall be a simple majority of the committee members Present.
- G. Term: Committee membership terms shall be for one year, except for membership on the Funds Management Committee. Members of the Funds Management Committee shall serve staggered six-year terms. All committee members may serve successive terms.

ARTICLE 10 AMENDMENT

Section 10.1 Amendment

These Bylaws may be amended, supplemented or repealed at any Annual or Special Meeting of the members of the Parish Corporation by a vote of two-thirds of the members of the Parish Corporation or by a vote of two-thirds of the members of the Vestry. All changes in the Bylaws shall be communicated to the members of the Parish Corporation at the first Annual Meeting, subsequent to the Bylaws change.

These Bylaws have been amended this 00th day of Month, 2004 by a two-thirds vote of the Vestry.

*For a signed copy of this document see the record 1993. This document is
Stored in the vault. The original should not be removed*

Rector

Senior Warden

Junior Warden

Previous Revisions:
November 19, 2001