

1 **MODEL PARISH BY-LAWS**
2 **Diocese of the Central States**

3 **ARTICLE I - ORGANIZATION AND GOVERNANCE**

4 Section 1: The name of this organization is *[insert name]* Reformed Episcopal Church
5 (“Parish” or “Mission,” *as appropriate*), organized under the laws of the
6 state/commonwealth of *[insert name]*, and the principal office of which is located
7 in *[insert city/town and state/ commonwealth]*. The mission of the Parish is to
8 conduct the worship of God, preach the Gospel, and administer the sacraments in
9 accordance with the doctrine, discipline, and worship of the Reformed Episcopal
10 Church.

11 Section 2: Toward that end, the Parish acknowledges and accedes to the Constitution and
12 Canons of the Reformed Episcopal Church (“Denominational Canon Law”) and
13 those of the Diocese of the Central States (“Diocesan Canon Law”) and agrees to
14 conform to the requirements therein, with special attention to the requirements of
15 Title IV, Canons 48-50 of the Denominational Canon Law.

16 Section 3: The Parish also submits to the Ecclesiastical Authority of the Bishop Ordinary
17 and Standing Committee of the Diocese of the Central States (“Diocese”), as
18 prescribed by Diocesan Canon Law.

19 Section 4: These by-laws and any articles of incorporation or association filed by the Parish
20 to comply with local law must be interpreted and applied in a manner consistent
21 with Denominational and Diocesan Canon Law. Any provision of these by-laws
22 or related articles that is inconsistent with either Denominational or Diocesan
23 Canon Law shall have no force or effect.

24 Section 5: The authority and responsibility for governance of the Parish is shared
25 between the Vestry and the Rector. The Vestry is the legal representative of the
26 Parish with regard to all temporal matters pertaining to its corporate finances and
27 property and the relations of the parish to its clergy as provided by applicable
28 local civil law and Titles III & IV of the Diocesan Canon Law. The authority and
29 responsibility for worship and the spiritual jurisdiction of the Parish rests with the
30 Rector as provided in Title I, Canon 19 of the Denominational Canon Law, and
31 Title IV, Canon I of the Diocesan Canon Law.

32 **ARTICLE II - THE VESTRY**

33 Section 1: *Composition.* The Vestry of this Parish will consist of *[choose six, nine, or twelve]*
34 persons, elected in accordance with these by-laws as well as Denominational and
35 Diocesan Canon Law, and shall include a Senior or Rector’s Warden, a Junior or
36 People’s Warden, and four, seven, or ten other members, who shall continue in
37 office until their successors have been chosen. The Senior Warden is the chief lay

1 leader of the Parish and, in consultation with the Bishop, provides a supply for the
2 pulpit in the case of illness, absence, or resignation of the minister, and is the
3 custodian of the Parish Register if there is no Rector. The Senior Warden also
4 represents the Rector before the Vestry, keeping the Vestry apprised concerning
5 the Rector’s welfare and needs, and shall present an annual review of the Rector’s
6 salary to the Vestry. The Junior Warden should be qualified in business ability
7 and is responsible for the funds of the Parish as well as the general care and
8 oversight of its physical and real property, including maintenance and repairs.

9 Section 2: *Nominations.* The Rector will appoint a Nominating Committee (“Committee”)
10 consisting of at least three members, each of whom must be a Communicant (as
11 that term is defined below) of the Parish. The Rector will serve *ex officio* as a
12 member of the Committee. The Committee should include two present or former
13 Vestry members, if available and willing to serve. The Rector will nominate at
14 least one adult Communicant as a candidate for each anticipated Warden vacancy;
15 after the initial election, each nominee for Warden will be a sitting Vestry
16 member. The Committee will then nominate at least one Communicant candidate
17 16 years of age or older for each remaining Vestry vacancy, after confirming that
18 each nominee is willing to serve if elected. The Committee will forward its
19 nominations to the Vestry, which will then vote as to whether to present each
20 nominee to the Parish for consideration. If the Vestry does not approve a nominee
21 for Parish consideration, the Committee will provide another nominee for Vestry
22 consideration. If practicable, no sitting member of the Vestry who has served for
23 six consecutive years may be nominated for re-election or for service as a
24 Warden.

25 Section 3: *Election.* The Parish will elect Wardens and Vestry members during its annual
26 meeting as described below. At the initial election, one-third the number of Vestry
27 members shall be elected for a one-year term, one-third shall be elected for a two-
28 year term, and one-third shall be elected for a three-year term. Thereafter, Vestry
29 members shall be elected for three-year terms, and the members of the Parish
30 shall ordinarily elect one-third of the Vestry annually.

31 Section 4: *Meetings.* The Vestry meets [*monthly/bimonthly/quarterly*] on a date to be
32 selected by the Vestry. Vestry members will attend all meetings or provide the
33 Vestry Clerk with the reason for an anticipated absence before the meeting.
34 Two-thirds of the total number of Vestry members is the quorum for any meeting.
35 The Vestry [*may / may not*] authorize its meetings to be conducted on a video
36 conferencing platform or by telephone. The rector presides at meetings of the
37 Vestry; or if there be none, or the rector be absent, the senior warden; or if the
38 senior warden be absent, the junior warden. All Vestry Meetings shall be
39 announced to the Parish and open to all members of the Parish or Mission and

1 shall be conducted in accordance with the applicable civil laws of the [State /
2 Commonwealth] where [located / incorporated - choose one] and in full
3 compliance with the Denominational and Diocesan Canon Law and these By-
4 Laws. At each meeting of the Vestry each member thereof shall be entitled to one
5 vote, and a member must be present, either in person (or virtually, if authorized)
6 to vote. Unless otherwise required by Denominational or Diocesan Canon Law or
7 these By-Laws, motions require the support of a majority of the voting members
8 to pass. The Rector may make a motion in the ordinary course of business, but
9 may vote only to break a tie, unless otherwise authorized to vote by
10 Denominational or Diocesan Canon Law. The Vestry may conduct its meetings
11 by such parliamentary rules as the Vestry may adopt from time to time, or by
12 reference to customary parliamentary authority such as Robert’s Rules of Order.

13 Section 5: *Special Meetings.* The Rector, either of the Wardens, or any other two members
14 of the Vestry may call a special meeting at any time, due notice being given to all
15 members of the Vestry. The purpose of such meeting is to be specified in the
16 notice, and no other business may be transacted at the meeting.

17 Section 6: *Officers.* The Vestry will organize and select officers at the first meeting after
18 election. The Rector and Wardens, or the Wardens alone when there is no Rector,
19 shall constitute the Parish Council and perform the duties prescribed by
20 Denominational Canon Law, Title IV, Canon 50, and Diocesan Canon Law, Title
21 II, Canon IV. The Vestry must elect one of its members as clerk, whose
22 responsibilities include taking the Minutes of all meetings of the Vestry and
23 Parish, and, together with the Parish Council, attesting official acts, preserving
24 records, announcing meetings of the Parish, and performing those duties required
25 by Denominational and Diocesan Canon Law, applicable civil law, and elsewhere
26 in these By-laws. The Vestry may elect a treasurer and such other officers as it
27 may determine, with duties assigned by these By-laws or Vestry resolution. Any
28 two or more offices may be held by the same person, but in any case where these
29 By-laws or resolutions of the Vestry provide for the signature of the incumbents
30 of two or more offices upon notes, checks, or other instruments or documents
31 issued by the Parish, no one person shall sign in more than one capacity. All
32 officers shall be elected annually and each officer shall hold office until the first
33 meeting of the Vestry following the next annual election and until his or her
34 successor shall have been duly elected and qualified. Any officer may be removed
35 by the Vestry with or without cause.

36 Section 7: *Vestry Vacancies and Removal.* Vestry members will serve willingly in any
37 capacity needed, as God-given ability permits. If for any reason, after being
38 elected to office, a Vestry member can no longer fulfill the functions of office,
39 that member may resign and vacate the position of Vestry member. A Vestry

1 member who is absent without excuse for four or more regular meetings in a 12-
2 month period is deemed to have vacated the position. Unless otherwise provided
3 by civil or canon law, the Vestry may fill vacancies of either type by electing a
4 Communicant to serve in each vacated position until the next Annual Parish
5 Meeting, at which time the Parish will elect a Communicant - either the
6 Communicant elected by the Vestry to temporarily occupy the position or another
7 Communicant - to serve any unexpired term. Apart from these circumstances,
8 Vestry members may be removed from office before the expiration of a term of
9 office only after imposition of a sentence to removal by a Court of Laity
10 established under Denominational Canon Law, Title II, Canon 27, Section 1(3).

11 Section 8: *Committees.* The Rector may establish such committees and appoint such
12 members thereto as he considers to be necessary to further the worship and
13 spiritual jurisdiction of the Parish. The Vestry may establish such committees as it
14 determines are necessary for the effective and expeditious administration of the
15 temporal matters of the Parish. The Vestry may appoint sitting Vestry members or
16 other active Communicants in the Parish as committee members, as may be
17 necessary and appropriate for the purpose of the committee. The Rector and
18 Wardens are *ex officio* members of any committee established by the Vestry, and
19 have voice [*and / but not*] vote at all committee meetings. Committee
20 chairpersons must be Vestry members, and each is responsible to report to the
21 Vestry at each meeting, or to send a report in the event of absence. A committee
22 may act on behalf of the Vestry and the Parish only to the extent delegated to the
23 committee by the Vestry. The Vestry may terminate a committee or replace one or
24 more members at the Vestry's discretion.

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26 **ARTICLE III - THE RECTOR**

27 Section 1: *Duties.* In addition to the requirements established in these By-laws, the duties
28 and responsibilities of the Rector are prescribed at length in the Denominational
29 Canon Law, Title I, Canon 19, and the Diocesan Canon Law, Title IV, Canon I.

30 Section 2: *Vacancy and Search.* When the position of the Rector becomes vacant, whether
31 through written resignation, death, or otherwise, the vestry shall make provision
32 for services, and shall notify the Diocesan Bishop. The vestry may appoint a
33 Search Committee or may constitute itself as a Search Committee. When suitable
34 candidates for rector have been identified, the names and qualifications of the
35 final candidates shall be submitted to the Diocesan Bishop for his advice. The
36 Search Committee may propose, and the vestry shall in its discretion, and with the
37 approval of the Diocesan Bishop, issue a call to one priest to be Rector. The call
38 shall be in writing and in complete accordance with Diocesan Canon Law, Title
39 III, Canon I, Section 3. The call shall be approved by not less than a two-thirds

1 vote of the whole number of Vestry members, signed by the senior warden and
2 the clerk, and delivered to the proposed Rector. Upon his acceptance of the call
3 and institution into the Parish, the candidate shall be the Rector in accordance
4 with the terms of the call. The vestry may alter these procedures to call a Rector
5 as it deems appropriate, and the omission or change of any one or more of the
6 foregoing procedures shall not in any way affect the validity of the call of a
7 Presbyterian to be Rector.

8 Section 3: *Termination of a Pastoral Connection.* Parish governance is a collaborative
9 endeavor, and the termination of a pastoral connection cannot be unilaterally
10 effected by either the Rector or the Vestry. The procedures prescribed in the
11 Diocesan Canon Law, Title III, Canon II, will be strictly followed in all
12 circumstances in which the Rector and the Vestry are not in agreement as to the
13 separation and dissolution of the pastoral relation.

14
15 **ARTICLE IV - THE PARISH**

16 Section 1: *Defined.* The Parish consists of all persons enrolled as Communicants in the
17 congregation, and who, in greater or lesser degree, contribute to its support, and
18 have been thus connected with the Parish for twelve (12) months preceding.

19 Section 2: *Annual Meeting.* In each Parish, annually at a time established by the Vestry, the
20 Parish will conduct an Annual Meeting. The Wardens will provide notice of such
21 meeting to the Parish in accordance with Diocesan Canon Law. The Rector shall
22 preside at such meeting; or if there be none, or the Rector be absent, the Senior
23 Warden; or if the Senior Warden be absent, the Junior Warden; or if no Warden
24 be present, a Vestry member elected for the purpose by a majority of the duly
25 qualified voters present. At this meeting, reports shall be made by the Rector of
26 the spiritual condition of the Parish with a synopsis of his official labors, and
27 showings of the Parish Register, and from all other auxiliaries, boards, clubs, and
28 departments of work in connection with the Parish. The Treasurer of the Parish, if
29 one is appointed, and the treasurers of all Parish organizations, shall present
30 itemized reports, receipts, and vouchers. The Clerk will receive a written copy of
31 all reports and documents submitted under this provision and attach them to the
32 minutes and proceedings of the Parish Meeting.

33 Section 3: *Election.* At the Annual Meeting, the Parish will elect Wardens, Vestry members,
34 Delegates to the Synod of the Diocese of the Central States, and when necessary,
35 Delegates to the General Council of the Reformed Episcopal Church. Delegates
36 shall be chosen from among Communicants 16 years of age or older who have
37 been nominated by the Rector. Only active Communicants 16 years of age or
38 older enrolled in the Parish Register may vote. The Parish Council will consult the

1 Parish Register in advance of the meeting and publish a list of qualified voters to
2 the Parish at least three weeks before the election in the manner they shall think
3 fit, and any person who believes he or she is entitled to be included on such list
4 may appeal to the Parish Council not less than seven days prior to an election or
5 special meeting, for its determination.

6 Section 4: *Procedure.* Voting will be by secret ballot, and the nominees gaining the highest
7 number of votes for each vacancy shall be elected. If there is more than one
8 vacancy for a position, the candidate receiving the next highest number of votes
9 will fill the next vacancy, and so forth. If one or more of the vacancies are for
10 partial terms, all positions with full terms will be filled first, and then the partial
11 term positions will be filled according to the length of the remaining term, with
12 longer term preceding the shorter.

13 Section 5: *Special Meeting.* Special meetings of the parish may be called by the Rector, or if
14 there be no Rector, by the Wardens, upon the same notice as prescribed for the
15 Annual Meeting. The notice shall specify the object for which the meeting is
16 called, and no vote shall be taken upon any question not specified in the notice.
17 Special meetings shall be conducted in the same manner as the meetings for the
18 annual election, and voting may be conducted on any question [*except the election*
19 *of Wardens and Vestry*].

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21 **ARTICLE V - AUXILIARY BODIES**

22 Section 1: The formation of any body within this Parish is subject to the approval of the
23 Rector, on advice of the Vestry.

24 Section 2: No funds shall be raised in or by this Parish for any cause without the express
25 approval of the Rector and Vestry.

26 Section 3: All programs of this Church must be presented to the Rector for approval who, at
27 his discretion, may seek the advice of the Vestry.

28 Section 4: Treasurers of authorized auxiliary bodies must present a written itemized report
29 annually to the Junior Warden or Treasurer, if one is appointed. No debts may be
30 incurred without the knowledge and approval of the Vestry. All assets and monies
31 are to be considered property of the Church, and final disposition of said assets
32 and monies rests with the Vestry.

33 Section 5: Approved auxiliary bodies will be budgeted necessary operational monies by the
34 Vestry, as resources allow.

1 **ARTICLE VI - FINANCIAL MANAGEMENT**

2 Section 1: The Treasurer, or if one not be appointed, the Junior Warden, shall function as the
3 Chief Financial Officer of the Parish and keep a record of all monies received by
4 subscription, donation, and/or any other manner, and shall pay all expenses under
5 the direction of the Vestry.

6 Section 2: The Treasurer shall keep a regular account of receipts and expenditures in a book
7 or other manner to be provided for that purpose, which shall be open at all times
8 to the inspection of the members of the Vestry; and shall submit to the Vestry a
9 monthly summary of receipts and expenditures. An Annual Report, approved by
10 the Vestry, shall be submitted at the annual Parish Meeting. As the representative
11 of the people of the Parish, the Junior Warden will ensure that the records of the
12 Treasurer are reviewed annually by a qualified person or persons prior to the
13 annual Parish Meeting.

14 Section 3: An annual statement to members and others shall be provided by the Treasurer
15 upon request. The Treasurer shall provide receipts to all contributors in
16 accordance with Internal Revenue Service regulations.

17 Section 4: All monies or other material gifts given as memorials will be received with
18 thanksgiving to God, and to the glory of Christ Jesus our Lord, and will be the
19 responsibility of the Vestry to designate in accordance with the requirements of
20 these By-laws, and with due consideration given to the interests of the
21 contributor; with the understanding that the ultimate responsibility for faithful
22 stewardship rests with the Vestry.

23 Section 5: The Vestry shall not sell, mortgage, lease, or otherwise alienate any real property
24 of the Parish without the authorization by vote of the Vestry at a meeting duly
25 called and held, at which time a quorum is present, and at which time two-thirds
26 of the Vestry members present and voting shall vote in favor thereof; which
27 action must be ratified by the Parish at a Parish Meeting duly called and held in
28 accordance with the laws of the State, at which time two-thirds of the qualified
29 voters present vote in favor thereof.

30 Section 6: In the case of the dissolution of the Parish, the records shall be turned over to the
31 Bishop of the Diocese. All funds, deeds of trust, and property shall be given in
32 entirety to the Diocese of the Central States of the Reformed Episcopal Church.

33 Section 7: *Access to Property.* The Vestry will regulate access and use of
34 Parish property, provided that the Rector shall, at all times, be entitled to the use
35 and control of the Church and Parish buildings with the appurtenances and
36 furniture thereof for the purposes of his office and for the full and free discharge
37 of all functions and duties pertaining thereto. However, if an emergency should
38 arise and it becomes necessary to protect children or vulnerable adults from

1 violence, sexual abuse, or other imminent abusive behavior, the Rector or a
2 Warden may temporarily prohibit any person from being on the premises of the
3 Parish or any part thereof pending proceedings under Diocesan Canon Law or
4 other resolution of the matter.

5 Section 8: *Indemnification.* Any person made or threatened to be made a
6 party to any action or proceeding, whether civil or criminal, by reason of the fact
7 that he or she, or his or her testator or intestate, is or was a member of the Vestry
8 or officer of the Parish or serves or served any other corporation or entity in any
9 capacity at the written request of the Vestry, shall be indemnified by the Parish,
10 and the Parish may advance his or her related expenses, to the fullest extent
11 authorized or permitted by law.

12 Section 9: *Conflicts of Interest.* Any contract or other transaction between the
13 Parish and one or more members of the vestry or officers, or between the Parish
14 and any other corporation or entity in which one or more members of the vestry or
15 officers are directors or officers, or have a substantial financial interest, shall be
16 either void or voidable, irrespective of whether such interested member or
17 members of the vestry or officer or officers are present at a meeting of the vestry
18 or of a committee thereof which authorizes such contract or transaction and
19 irrespective of whether his or her or their votes are counted for such purpose. In
20 the absence of fraud any such contract or transaction may be conclusively
21 authorized or approved as fair and reasonable by the vestry or a duly empowered
22 committee thereof by a vote sufficient for such purpose without counting the vote
23 or votes of such interested member of the vestry or officer (although he or she or
24 they may be counted in determining the presence of a quorum at the meeting
25 which authorizes or approves such contract or transaction), if the material facts as
26 to the interest of such member of the vestry or officer in such contract or
27 transaction and as to any common directorship, officership, or financial interest
28 are disclosed in good faith or known to the vestry or committee as the case may
29 be. If there was no such disclosure or knowledge, or if the vote of such interested
30 member of the vestry or officer was necessary for the authorization of such
31 contract or transaction at a meeting of the vestry or committee at which it was
32 authorized, the Parish may void the contract or transaction unless the party or
33 parties thereto establish affirmatively that the contract or transaction was fair and
34 reasonable as to the Parish at the time it was authorized by the vestry or a
35 committee.

36 **ARTICLE VI - ADOPTION**

37 Section 1: A vote of two-thirds of the members of this Parish, present at a duly called and
38 constituted meeting, shall be required to initially adopt these By-laws.

1 **ARTICLE X - AMENDMENTS**

2 Section 1: No repeal, alteration, or amendment of the By-laws shall be made unless
3 approved at a meeting of the Vestry, by a two-thirds majority of the membership
4 present and voting. The Clerk will give notice to the Parish of such action to the
5 Parish as soon as practicable after Vestry approval.

6 Section 2: Any change to these By-laws that affects the right of a Communicant to vote or
7 the determination of which matters may be subject to Parish vote must also be
8 ratified by a two-thirds majority of the active Communicants present and voting at
9 the next Parish Meeting; provided that notice shall have been given to the
10 Congregation of the changes proposed in conjunction with the notification
11 required for said Parish Meeting according to Diocesan Canon Law.

12 Section 3: The Senior Warden, or the Rector if the Senior Warden is unavailable, will ensure
13 that any proposed By-Laws or amendment thereto are provided to the diocesan
14 Constitution and Canons Committee no less than six weeks before the Vestry
15 meets to consider the proposed matters, if review of such proposals is required by
16 diocesan canon. Upon approval of such action by the Vestry or Parish, as
17 appropriate, the Senior Warden, or the Rector if the Senior Warden is unavailable,
18 will provide a copy of the revised By-laws to the diocesan Constitution and
19 Canons Committee.

20 Section 4: The Rector will present each Vestry member after election with an electronic
21 copy of these Bylaws, the Diocesan Canons, the Constitution and Canons of the
22 Reformed Episcopal Church, and the Constitution and Canons of the Anglican
23 Church in North America.

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