**MODEL PARISH BY-LAWS**

**Diocese of the Central States**

# ARTICLE I - ORGANIZATION AND GOVERNANCE

Section 1: The name of this organization is [*insert name*] Reformed Episcopal Church

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

Section 2: Toward that end, the Parish acknowledges and accedes to the Constitution and

Canons of the Reformed Episcopal Church (“Denominational Canon Law”) and those of the Diocese of the Central States (“Diocesan Canon Law”) and agrees to conform to the requirements therein, with special attention to the requirements of Title IV, Canons 48-50 of the Denominational Canon Law.

Section 3: The Parish also submits to the Ecclesiastical Authority of the Bishop Ordinary

and Standing Committee of the Diocese of the Central States (“Diocese”), as prescribed by Diocesan Canon Law.

Section 4: These by-laws and any articles of incorporation or association filed by the Parish

to comply with local law must be interpreted and applied in a manner consistent with Denominational and Diocesan Canon Law. Any provision of these by-laws or related articles that is inconsistent with either Denominational or Diocesan Canon Law shall have no force or effect.

Section 5: The authority and responsibility for governance of the Parish is shared

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

# ARTICLE II - THE VESTRY

Section 1: *Composition*. The Vestry of this Parish will consist of [*choose six, nine, or twelve*] persons, elected in accordance with these by-laws as well as Denominational and Diocesan Canon Law, and shall include a Senior or Rector’s Warden, a Junior or People’s Warden, and four, seven, or ten other members, who shall continue in office until their successors have been chosen. The Senior Warden is the chief lay leader of the Parish and, in consultation with the Bishop, provides a supply for the pulpit in the case of illness, absence, or resignation of the minister, and is the custodian of the Parish Register if there is no Rector. The Senior Warden also represents the Rector before the Vestry, keeping the Vestry apprised concerning the Rector’s welfare and needs, and shall present an annual review of the Rector’s salary to the Vestry. The Junior Warden should be qualified in business ability and is responsible for the funds of the Parish as well as the general care and oversight of its physical and real property, including maintenance and repairs.

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

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

Section 4: *Meetings*. The Vestry meets [*monthly/bimonthly/quarterly*] on a date to be selected by the Vestry. Vestry members will attend all meetings or provide the Vestry Clerk with the reason for an anticipated absence before the meeting. Two-thirds of the total number of Vestry members is the quorum for any meeting. The Vestry [*may / may not*] authorize its meetings to be conducted on a video conferencing platform or by telephone. The rector presides at meetings of the Vestry; or if there be none, or the rector be absent, the senior warden; or if the senior warden be absent, the junior warden. All Vestry Meetings shall be announced to the Parish and open to all members of the Parish or Mission and shall be conducted in accordance with the applicable civil laws of the [*State / Commonwealth*] where [*located / incorporated - choose one*] and in full compliance with the Denominational and Diocesan Canon Law and these By-Laws. At each meeting of the Vestry each member thereof shall be entitled to one vote, and a member must be present, either in person (or virtually, if authorized) to vote. Unless otherwise required by Denominational or Diocesan Canon Law or these By-Laws, motions require the support of a majority of the voting members to pass. The Rector may make a motion in the ordinary course of business, but may vote only to break a tie, unless otherwise authorized to vote by Denominational or Diocesan Canon Law. The Vestry may conduct its meetings by such parliamentary rules as the Vestry may adopt from time to time, or by reference to customary parliamentary authority such as Robert’s Rules of Order.

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

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

Section 7: *Vestry Vacancies and Removal.* Vestry members will serve willingly in any capacity needed, as God-given ability permits. If for any reason, after being elected to office, a Vestry member can no longer fulfill the functions of office, that member may resign and vacate the position of Vestry member. A Vestry member who is absent without excuse for four or more regular meetings in a 12-month period is deemed to have vacated the position. Unless otherwise provided by civil or canon law, the Vestry may fill vacancies of either type by electing a Communicant to serve in each vacated position until the next Annual Parish Meeting, at which time the Parish will elect a Communicant - either the Communicant elected by the Vestry to temporarily occupy the position or another Communicant - to serve any unexpired term. Apart from these circumstances, Vestry members may be removed from office before the expiration of a term of office only after imposition of a sentence to removal by a Court of Laity established under Denominational Canon Law, Title II, Canon 27, Section 1(3).

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

**ARTICLE III - THE RECTOR**

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

Section 2: *Vacancy and Search.* When the position of the Rector becomes vacant, whether through written resignation, death, or otherwise, the vestry shall make provision for services, and shall notify the Diocesan Bishop. The vestry may appoint a Search Committee or may constitute itself as a Search Committee. When suitable candidates for rector have been identified, the names and qualifications of the final candidates shall be submitted to the Diocesan Bishop for his advice. The Search Committee may propose, and the vestry shall in its discretion, and with the approval of the Diocesan Bishop, issue a call to one priest to be Rector. The call shall be in writing and in complete accordance with Diocesan Canon Law, Title III, Canon I, Section 3. The call shall be approved by not less than a two-thirds vote of the whole number of Vestry members, signed by the senior warden and the clerk, and delivered to the proposed Rector. Upon his acceptance of the call and institution into the Parish, the candidate shall be the Rector in accordance with the terms of the call. The vestry may alter these procedures to call a Rector as it deems appropriate, and the omission or change of any one or more of the foregoing procedures shall not in any way affect the validity of the call of a Presbyter to be Rector.

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

**ARTICLE IV - THE PARISH**

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

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

Section 3: *Election.* At the Annual Meeting, the Parish will elect Wardens, Vestry members, Delegates to the Synod of the Diocese of the Central States, and when necessary, Delegates to the General Council of the Reformed Episcopal Church. Delegates shall be chosen from among Communicants 16 years of age or older who have been nominated by the Rector.Only active Communicants 16 years of age or older enrolled in the Parish Register may vote. The Parish Council will consult the Parish Register in advance of the meeting and publish a list of qualified voters to the Parish at least three weeks before the election in the manner they shall think fit, and any person who believes he or she is entitled to be included on such list may appeal to the Parish Council not less than seven days prior to an election or special meeting, for its determination.

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

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

**ARTICLE V - AUXILIARY BODIES**

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

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

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

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

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

**ARTICLE VI - FINANCIAL MANAGEMENT**

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

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

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

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

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

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

Section 7: *Access to Property.* The Vestry will regulate access and use of Parish property, provided that the Rector shall, at all times, be entitled to the use and control of the Church and Parish buildings with the appurtenances and furniture thereof for the purposes of his office and for the full and free discharge of all functions and duties pertaining thereto. However, if an emergency should arise and it becomes necessary to protect children or vulnerable adults from violence, sexual abuse, or other imminent abusive behavior, the Rector or a Warden may temporarily prohibit any person from being on the premises of the Parish or any part thereof pending proceedings under Diocesan Canon Law or other resolution of the matter.

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

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

# ARTICLE VI - ADOPTION

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

# ARTICLE X - AMENDMENTS

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

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

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

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