

BYLAWS

CHRIST CHURCH

CAPE GIRARDEAU, MISSOURI

ARTICLE I – TERMINOLOGY

These Bylaws shall be broadly construed to include the singular and plural, and masculine and feminine as to the interpretation of any words used herein. Wherever the term “Vestry” appears in these Bylaws, it shall be deemed to be elected Vestry unless otherwise provided.

ARTICLE II – OFFICE

The Church is located at 101 North Fountain, Cape Girardeau, Missouri. Until otherwise ordered by the Vestry, the office of the Church shall be located at that address.

ARTICLE III – MEMBERS

Section 1. The Members shall be all baptized persons registered in this parish.

Section 2. Communicants shall be all confirmed persons registered in this parish through Confirmation, reception from another Communion, or Letter of Transfer.

ARTICLE IV – MEETINGS OF MEMBERS

SECTION 1. Annual Meeting. The annual meeting of members of this Parish shall be held on the first Monday in January of each year, or as soon thereafter as practicable after due notice has been given. The members shall assemble to elect successors to such members of the Vestry whose terms of office have expired, Lay Delegates to Diocesan Convention, and successors to those Endowment Fund Trustees whose terms have expired; receive reports from the Rector, committees, and organizations of the Parish; and transact such other business as shall be brought before them. The outgoing Vestry shall also make a full report of its proceedings and a complete statement of the financial conditions of the Parish.

Section 2. Special Meetings. Special meetings of the members may be called by the Rector or Senior Warden, or when directed to do so by a majority of the Vestry, or at the written request of one-third of the electors.

Section 3. Place of Meetings. Meetings of the members shall be held at the Church unless otherwise directed in the notice of such meeting.

Section 4. Notices of Meetings. Notice of time, place, and purpose of the Annual Meeting of the members shall be given publicly at all services on Sunday at least one week in advance of the date of said meeting. Notice of Special Meetings of the members shall be given at all public services on each of two Sundays not less than fourteen days apart.

Section 5. Quorum. A quorum at all meetings of the members shall be the presence of not less than twenty-five electors.

Section 6. Electors. The electors shall be Communicants not less than 18 years of age, and who have been registered Communicants of the parish for not less than six months prior to the time of the election and such other baptized persons of like age, and not under suspension as Communicants, as may have contributed to the support of the Parish for the six months next preceding such election.

Section 7. Officers of the Meeting. The Presiding Officer at all meetings of the members shall be the Rector or some other qualified member designated by the Rector to act for and in place of the Rector. In the absence of the Rector the Senior Warden shall preside. The Secretary of the meeting shall be the Secretary of the Vestry or a qualified member designated by the Presiding Officer.

Section 8. Voting. The polls shall be kept open for not less than one-half hour, and the voting shall be by ballot; no proxies shall be permitted. Where more than one Vestry member is to be elected, each elector shall be entitled to one vote for each office and no elector shall be allowed to cumulate his vote. A majority of qualified votes cast at the meeting shall be necessary to elect Vestry members; in case of a tie or a failure to elect, further ballots shall be taken until an election is made. By unanimous consent the rules may be suspended and the Secretary or some other person present may be authorized to cast all the votes for any candidate or candidates. The right of challenge shall be admitted and the Secretary of the meeting shall make a record of such challenge and cause and reference may be made to the Bishop whose decision shall be final.

ARTICLE V – VESTRY

Section 1. Qualifications. Vestry members shall be qualified electors who shall have been members of the Parish not less than one year.

Section 2. Number of Members. The Vestry shall consist of nine members; however, such number may be changed at an annual meeting after notice of any proposed change of the existing number has been duly given at least thirty days previously by the person officiating at a regular Sunday service.

Section 3. Term of Office. The term of Vestry members shall be three years and until a successor has been elected or appointed unless such person resigns or is removed. No Vestry member who has served three successive years shall be eligible for re-election until the expiration of one year.

Section 4. Election. At each Annual Meeting of the Parish, the electors shall elect the required number of Vestry.

Section 5. Vacancy. Any vacancy happening in the Vestry shall be filled by the remaining Vestry through appointment of a qualified person to serve until the next Annual Meeting.

Section 6. Nominations. At the December meeting of the Vestry, the Rector shall appoint, by and with the advice and consent of a majority of the Vestry, a nominating committee consisting of at least three members of the Parish, not all of whom may be members of the Vestry. No member of the Vestry whose term is not about to expire shall be a member of the nominating committee. The committee shall prepare a slate of candidates for Vestry to succeed those whose terms are about to expire, for Endowment Fund Trustees to succeed

those whose terms are about to expire, and for Lay Delegates to Diocesan Convention. The Committee shall present said slate at the Annual Meeting. Any member of the parish may nominate other candidates from the floor, provided the consent of the nominee has been secured in advance in each case.

Section 7. Meetings. As soon as practicable following the adjournment of the Annual Meeting of members of the Parish, the Vestry shall meet for the purpose of organization, election of officers, and transaction of such other business as may be brought before the Vestry, the meeting to be held without notice. Thereafter, regular meetings of the Vestry shall be held monthly but no less than nine times each year at a time and place decided by the Vestry. Special meetings of the Vestry may be called by the Rector or other Presiding Officer of the Vestry or at the request of any three Vestry members after proper notice.

Section 8. Notice. Regular meetings of the Vestry may be held without notice. If there be any change in the time and place of holding a regular meeting, and for all special meetings, written notice thereof shall be given to the Vestry members and Rector not less than three days prior to the meeting so called. Such notice, may, however, be waived by the Vestry.

Section 9. Presiding Officer. The Rector shall preside at all meetings of the Vestry except that if the Rector be ill, absent, or there be no Rector, or at the request of the Rector, the acting Presiding Officer shall be the Senior Warden. If the Senior Warden is absent, the Junior Warden shall preside. If they are both absent, the Vestry shall elect its Presiding Officer from among its members.

Section 10. Quorum. A quorum of the Vestry for transaction of business shall be the majority of all elected members except that less than a majority may adjourn such meeting from time to time until a quorum is present.

Section 11. Voting. A vote of a majority of the Vestry members present shall be the act of the Vestry except as may be otherwise herein provided. Voting shall be done by any appropriate means as shall be decided by the Vestry from time to time. The Rector shall not vote except in the case of a tie.

Section 12. Duties. A) The duties of the Vestry shall be to take charge of the property of the Parish; attend to and regulate all its temporal concerns; provide for the support of the Rector, and in the case of his death, resignation, or removal, with the advice and consent of the Bishop, to supply his place as soon as possible; and in general to act as helpers to the Rector in whatever is appropriate to the Laity, for the furtherance of the Gospel; it being understood always that the spiritual concerns of the Church are under the exclusive direction of the Rector, in subordination to the ecclesiastical authority and laws of the Diocese.

B) The Vestry shall be agents and legal representatives of the Parish in all matters concerning its corporate property except that no mortgage or conveyance of any land or tenements belonging to the Parish shall be made without a vote of the Vestry, two-thirds thereof being present and concurring; nor shall any such conveyance or encumbrance be made without the written consent of the Bishop and Standing Committee of the Diocese as may be required by the Canons of the Diocese.

C) It shall be the duty of the outgoing Vestry to make a full report of its proceedings and a complete statement of the financial conditions of the Parish at each Annual Meeting of the Parish.

Section 13. Resignation and Removal. Any Vestry member may resign by giving written notice of said resignation to the Presiding Officer of the Vestry. Unexcused absence from three successive regular meetings by a Vestry member shall be considered by the Vestry as cause for removal.

Section 14. Officers and Duties. A) Senior Warden. The Rector shall annually appoint from the Vestry a communicant as Senior or he may ask the Vestry to elect from its members a Senior Warden who shall have general charge and supervision of all matters concerning the church appropriate to the laity, the Vestry, and such other duties as the Vestry may assign or delegate. The Senior Warden shall assist the Rector at the Rector's request.

B) Junior Warden. Annually the Vestry shall elect from its members a communicant as Junior Warden who shall assist the Senior Warden and the Rector, and shall act in the absence of the Senior Warden. The Junior Warden shall have general supervision of all real properties of the Church, and such other duties as the Vestry may assign or delegate.

C) Secretary. Annually the Vestry shall elect a Secretary who need not be a member of the Vestry, provided that when the Secretary is not an elected member of the Vestry the Secretary shall not have the right to vote. The Secretary shall keep a record of all Vestry and Parish meetings.

D. Treasurer. Annually the Vestry shall elect a Treasurer who need not be a member of the Vestry, provided that when the Treasurer is not an elected member of the Vestry, the Treasurer shall not have the right to vote. The Treasurer shall have charge of all the monies of the Parish, for deposit in the name of Christ Episcopal Church in such bank or banks or Trust Companies as the Vestry may designate and shall disburse same by check only as directed by the Vestry. The Treasurer shall keep an accurate record of all receipts and disbursements and shall make a full, written accounting thereof at the Annual Meeting of the Parish and at such other times as the Vestry may direct. The Treasurer may be assisted by a Receiving Treasurer at the direction of the Vestry. It shall be the duty of the Receiving Treasurer to receive and deposit all monies of the Parish, furnishing a complete and detailed record of such deposits to the Treasurer. The Treasurer shall be bonded.

Section 15. Employees and Agents. The Vestry shall appoint or hire and retain, with the advice of the Rector, such employees, agents, servants, accountants, auditors and attorneys as deemed necessary from time to time, upon agreement of terms and conditions of employment.

ARTICLE VI – CLERGY

Section 1. Rector. The rector shall be elected by a majority of the Vestry at a meeting duly convened for that purpose, or at a regular meeting of the Vestry, provided that at least two-thirds of the Vestry are present.

Section 2. Other Clergy. The Rector, with the consent of the Vestry, may appoint Associate and Assistant clergy whose duties shall be those directed by the Rector consistent with ecclesiastical authority.

Section 3. Resignation of Rector. Except as provided in the Canons of the General Convention from time to time adopted, the Rector may not resign without the consent of the Vestry nor may the Rector be removed against his will, nor in a dispute over the same, may his compensation and allowances be diminished without his consent.

Section 4. Duties. A) The Rector shall be ex-officio member of the Vestry and the Presiding Officer of the Church and the Vestry. B) The Rector shall keep a Parish Register as is required by the Canons of the General Convention and containing such information as is required by the Canons of the Diocese of Missouri. (c) The Rector shall perform other duties as provided by these By-Laws, Canons, customs and traditions of the Church.

ARTICLE VII – PROPERTY AND FUNDS

Section 1. Depositories. All Trust funds, permanent funds, and all securities of whatsoever kind or nature belonging to the Church shall be deposited with a Federal or State bank, or Trust Company, or a Diocesan Corporation under either a deed of trust or an agency or custodian agreement, not to be withdrawn, in whole or in part, without the written consent of two persons authorized by the Vestry, or deposited in a safe deposit vault to which only two persons shall be authorized.

Section 2. Real Estate. The real property of the Church shall not be conveyed or mortgaged except as provided in the duties of the Vestry in Article V, Section 12 hereof and without the written consent of the Bishop and Standing Committee of the Diocese.

Section 3. Church Funds and Securities. A) General Fund. All monies received by or on behalf of the Church shall be deposited in one or more bank or trust accounts as directed by the Vestry, and any general funds not currently needed shall be invested from time to time as directed by the Vestry on the advice of the Treasurer. B) Investment Funds. As directed by the Vestry, all gifts and bequests of money and securities NOT made and received as an Endowment or for a special purpose, shall be deposited and invested and re-invested in one or more trust or bank accounts. Any income therefrom and the principal may be withdrawn and sold by or at the direction of the Vestry, and used for Church purposes at the direction of the Vestry. C) Endowment Funds. All gifts and bequests of money and securities made and received by the Church as an Endowment shall be deposited for investment and re-investment as set forth in the “Amended Declaration of Trust Covering the Endowment Fund of Christ Church (Protestant Episcopal) Cape Girardeau,” December 9, 1974. D) Memorial Funds. All gifts and bequests of properties, money, and securities made and received by the Church as memorials shall be received, deposited and held by the Memorial Committee. The Memorial Committee shall consist of the Rector, ex officio, a Secretary-Treasurer and two other communicants who shall be appointed by the Rector, with the consent of the Vestry, for a term not to exceed three years. The responsibilities of the Memorial Committee shall be as follows: 1) to keep a permanent record of all memorial funds and gifts installed in the parish property; 2) to determine the appropriateness of all memorials and gifts; and, 3) to purchase and install memorial items subject to the approval of the Vestry.

Section 4. Audit. All financial accounts shall be audited annually by a certified public accountant or qualified person who is not a member of the Vestry at least thirty days before the end of the fiscal year. A copy of the Auditor’s Certificate shall be sent to the Diocesan Office by June 1.

Section 5. Fiscal Year. The fiscal year for all of the Church funds shall be the calendar year, beginning on January 1 and ending on December 31 of each year.

Section 6. Bonding. The Treasurer and any other custodian of Church funds shall be adequately bonded.

ARTICLE VIII – LAY DELEGATES TO CONVENTION

Section 1. Delegates. At the Annual Meeting the electors shall elect lay delegates to the Convention of the Diocese of Missouri for numbers and terms of office as established by the Canons of the Diocese of Missouri.

Section 2. Alternate Delegates. One Alternate Delegate may be elected at each Annual Meeting to serve if either Delegate cannot.

Section 3. Election. Procedure for the election shall be the same as for the election of Vestry members except that the Alternate shall be the next highest in ballot count after those elected Delegate.

Section 4. Credentials. The Rector shall send to the Secretary of the Convention a statement of the election of Delegates and Alternate by name within one week of election at the Annual Meeting.

Section 5. Duties. The Lay Delegates shall represent the Church in all matters concerning the Diocesan Convention.

ARTICLE IX – COMMITTEES

The Vestry shall annually organize itself into committees it deems appropriate to carry on its work.

ARTICLE X – AMENDMENTS AND CHANGES

Section 1. Whenever any provision of these By-Laws is inconsistent with the Articles of Association of the Parish, or the Constitution or Canons of the Diocese of Missouri or the General Convention, such Articles, Constitutions or Canons shall prevail.

Section 2. These By-Laws may be amended on written motion of the Vestry, or of at least ten communicants of the Parish, at any Annual Meeting of the Parish or at a special parish meeting called for that purpose following the canonical requirements for such special parish meetings. No change shall be valid unless public notice shall have been given of the proposed amendment at least ten days before the meeting. A simple majority of the qualified electors at the meeting shall be sufficient, provided, that at least twenty-five electors of the parish shall vote.