**St. Timothy’s Episcopal Church**

**Herndon, Virginia**

**Bylaws**

**As of 24 April 2017**

**Preamble**

These Bylaws are adopted by the Vestry of St. Timothy’s Episcopal Church (Church) for the purpose of setting forth the manner in which the organization and business affairs of this church are to be conducted. These Bylaws are intended to be governed by and in accordance with the Canons of the Episcopal Church Diocese of Virginia. All references to Canons or Diocese Canon shall relate to the Canons adopted by the Diocese of Virginia. Nothing in these Bylaws is intended in any way to interfere with the worship and spiritual jurisdiction of the Rector or other clergy as set forth in Title III, Canon 14 of the General Convention Canons.

**Article I: Members and Meetings of Members**

**Section 1. Members**

The members of the Congregation of the Church shall consist of those baptized persons who are also registered as communicants in good standing of the Church.

**Section 2. Voting Members**

Voting members of the Church shall be all communicants in good standing who are at least 16 years of age.

**Section 3. Meetings**

1. *Annual Meeting*

The Annual Meeting of members of the Church shall be held each January, in an appropriate place at the Church, on a date set by the Vestry.

1. *Special Meetings*

Special meetings of the Congregation may be called by the Vestry, or if the Vestry declines to do so, shall be called by the Rector or Senior Warden upon written request of at least twenty qualified voters of the Congregation.

**Section 4. Notice of Congregation Meetings**

Notice of the time, place and purpose of all Congregation meetings shall be given at least 14 days in advance. Notice of the meeting shall be published in the Sunday bulletin, announced at least once at all services prior to the meeting, and published in the monthly newsletter.

**Section 5. Quorum**

At all meetings of the Congregation a quorum shall consist of 10 percent of the Voting Members of the Congregation of the Church.

**Section 6. Voting**

Each Voting Member shall have one vote at any meeting. All votes shall be cast in person and may be by ballot or by show of hands, as determined by the Vestry. Absentee voting shall be allowed if the member presents the ballot, in person, to the Parish Administrator or a Warden, at least two days prior to the election.

**Section 7. Election of Endowment Committee Member**

At the Annual Meeting the Congregation will nominate at least two members to serve on the Endowment Committee according to the Bylaws of the Endowment Fund. The Vestry shall vote to elect candidates to the Endowment Committee during the January Vestry meeting.

**Article II: The Vestry**

**Section 1. General Powers and Duties**

Subject to the provisions and requirements of Canon 12 of the Diocesan Canons, the temporal affairs of the Parish shall be managed by the Vestry. Routine corporate matters of the parish may be acted upon, without prior notice, during any regular meeting of the Vestry.

**Section 2. Number, Term and Qualification of Members**

The Vestry shall consist of twelve persons, elected in four-member classes for staggered terms of three years each. Members shall be ineligible to succeed themselves, and are ineligible to stand again until one year after the expiration of their term. All members of the Vestry shall be Voting Members of the parish who are at least 16 years of age and who are confirmed adult communicants in good standing (as defined in Canon I.17 of the General Convention Canons). One alternate shall also be elected annually for a one-year term. An elected alternate will automatically become a Vestry member upon the resignation or death of an elected Vestry member mid-term.

**Section 3. Nominations**

A committee consisting of: (a) those Vestry members whose terms are scheduled to expire and (b) at least two but no more than five non-vestry members, to be selected by the Senior Warden of the vestry, with the advice of the Rector, shall be responsible for gathering nominations for election to the Vestry. The committee shall be publicized to the Congregation not less than 30 days prior to the Vestry election for the purpose of receiving nominations. It shall be the duty of the committee to ascertain that those nominated are qualified and eligible to serve. Names and a brief biographical sketch or other relevant information about the nominees are to be published and made available to the Congregation at least two weeks prior to the election.

**Section 4. Election**

The election of the Vestry members shall be conducted during all services on the weekend of the January Annual Meeting. At least ten percent of the Qualified Voting Members of the parish must be present in order to have an election. No voting by proxy will be allowed. Voting by absentee ballot will be permitted provided a Qualified Voting Member presents the ballot in person to the Parish Administrator or a Warden at least two days prior to the election. Those receiving a majority of the votes cast will be declared elected. In case of tie votes, a runoff vote will be taken at the Annual meeting and voting will continue until the tie is broken.

**Section 5. Vacancy**

1. *Creation of a Vacancy*

A vacancy in the vestry will be declared upon the death or resignation of a Vestry member during their term of office. Resignation must be in writing and addressed to the presiding officer of the Vestry. The failure of any elected Vestry member to qualify within sixty days, or removal from the Vestry pursuant to Article IV, Section 8 of these bylaws, may after due warning be deemed to create a vacancy which shall be declared by the Vestry.

1. *Filling a Vacancy*

In the case of a vacancy in the Vestry, the elected alternate shall serve the remainder of the term of the member whose vacancy is being filled. . An alternate who has completed a partial term of less than 12 months may stand for election to serve an additional full term.

**Section 6. Leave of Absence**

A member of the Vestry may request a leave of absence from the Vestry due to exceptional circumstances that will temporarily prevent such member from performing his or her function. The Executive Committee, consisting of the Clergy and Wardens, shall determine whether to approve such a request. A leave of absence shall be for a minimum period of three months, and for a maximum period of either six months or until the end of the calendar year, whichever occurs first. If the Executive Committee approves a leave of absence, it may either: (a) leave that member’s position vacant until the leave of absence ends or the member resigns; or (b) temporarily fill the vacant position pursuant to Article II, Section 5(b) of these bylaws. No member shall be allowed more than one leave of absence per three year term.

**Article III: Vestry Meetings**

**Section 1. Time and Place of Regular Meetings**

Regular Vestry Meetings shall be held monthly as decided annually by a vote of the Vestry in January. Meeting dates shall be published on the church calendar and in the newsletter. Any changes to meeting dates shall be published at least 7 days in advance.

**Section 2. Call of Special Meetings**

The Rector may call a meeting at any time. If the Rector fails to call a meeting when requested to do so by two vestry members, or at least one of the Wardens, such Vestry members may themselves call a meeting, giving at least three days notice of the time and place to the Rector and each Vestry member.

**Section 3. Opening Prayer**

Every meeting of the Vestry shall be opened with prayer by the Rector or the person appointed by the Rector.

**Section 4. Presiding Officer**

The Rector shall preside at all meetings of the Vestry. In the absence of the Rector, or at his or her request when present, the Rector may request either Warden to act as presiding officer. If the Church is without a Rector, meetings of the Vestry shall be presided over by one of the Wardens or, in their absence, by a Vestry member selected by the Vestry. The Rector shall not be entitled to vote except in the case of a tie and then only when he/she has no personal interest in the matter.

**Section 5. Quorum**

It shall be necessary for a quorum of the Vestry to be present at a meeting in order for any business to be transacted. A two-thirds majority of the Vestry members who have qualified, exclusive of the Rector, shall constitute a quorum.

**Section 6. Voting**

Each Vestry member in attendance shall have one vote. There shall be no absentee or proxy votes on any motion made at any Vestry meeting. A simple majority of the attending members of the Vestry will be sufficient to pass any motion concerning regular Vestry business. A two-thirds majority vote of all members of the Vestry, after notification to the Congregation, shall be necessary to carry a motion concerning adoption or change in Vestry Bylaws, the election of a Rector or Assistant Ministers, and any other such matters as may be designated by the Vestry.

**Article IV: Duties of the Vestry**

**Section 1. Vestry Officers**

1. *Election of Officers*

The Vestry shall elect a Senior and a Junior Warden, a Registrar, and a Treasurer. The Wardens shall be members of the Vestry and shall continue in office until their successors are elected. Vestry officers shall be elected each January.

1. *Duties of Officers*

**Senior Warden.** The Senior Warden is the principal and senior lay advisor to the Rector. The Senior Warden is ex officio member of all committees and ensures that responsibilities of the Junior Wardens and Vestry are carried out. Specifically the Senior Warden’s duties include, but are not limited to: (i) assisting the Rector in a carrying on the business of the church and in the absence of the rector shall, to the extent appropriate, assume the Rector’s duties and responsibilities; (ii) assuring that the church is prepared for every occasion of public worship; (iii) determining that the employees of the Church properly discharge their duties and responsibilities; and (iv) ensuring that the offerings of the people are properly collected.

**Junior Warden.** The Junior Warden is also a senior lay advisor to the Rector. The primary focus of the Junior Warden is to keep informed of the internal activities within the church’s operating structure and to advise of problems/changes. The Junior Warden shall participate in monthly meetings with the Rector and Senior Warden. The Junior Warden shall be well versed in all Parish, Vestry, and Diocesan matters and be prepared to serve in the absence of the Senior Warden, when necessary. Specifically, the Junior Warden’s duties include, but are not limited to: (i) overseeing and coordinating the Vestry’s pastoral involvement in the life of the parish; (ii) assisting the Senior Warden in carrying out his/her duties; and (iii) is ex officio member of all committees.

**Registrar.** The Registrar shall keep correct entries of all proceedings of the Vestry in a well-bound book to be provided for that purpose and to deliver the records and minute books to the Rector, when his/her term expires.

**Treasurer.** The Treasurer shall be responsible for all church funds, except for any clergy Discretionary Account, and shall oversee the same under the direction of the Vestry; shall provide oversight of maintenance of church accounts in accordance with the canonical requirements for the conduct of business in church affairs; and shall render such reports to the Vestry as may be required. The Treasurer shall be elected by the Vestry for a three year term, and may serve up to three additional consecutive one year terms thereafter. At the end of his/her term of office the Treasurer  shall deliver all books and papers pertaining to this office to the Wardens. The Treasurer shall be bonded in such sum and such surety as the Vestry may determine.

**Section 2. Selection and Election of the Rector and Assistants**

The Rector of the Church shall be selected and elected by the Vestry, with advice of the Bishop and in compliance with National Canon III.17 and Diocesan Canon 12, in such manner as the Vestry may determine by resolution. The rector shall serve as such until he/she dies, resigns, retires, or becomes incapable of further service. If approved by the Vestry, there may be one or more Assistant Ministers whose names shall be proposed by the Rector, and elected by the Vestry.

**Section 3. Election of Trustees**

The Vestry shall choose three Trustees of the Parish for the Purpose of holding legal title to the real and personal property of the Church. The Trustees, who shall serve until their death, resignation or removal by the Vestry, shall merely hold legal title and shall have no power over management, control and acquisition of such property. Each Trustee shall be a Voting Member of the Parish and shall be at least 21 years of age. Any vacancy in the office of Trustee must be filled by the Vestry. Any resignation by a Trustee may be in writing to the Vestry giving the reason for the tendered resignation. After election to the position of Trustee, the Senior Warden shall petition the appropriate court of the County of Fairfax for appointment by the Court of such Trustees for the purpose of and pursuant to the statutes of the Commonwealth of Virginia.

**Section 4. Election of Representative to Council and Region V**

Annually, in February, the Vestry will elect a lay delegate to the Council and to Region V of the Diocese of Virginia according to the number determined by the diocese.

**Section 5. Committees of the Vestry**

The Vestry shall establish a Finance Committee as well as such other committees as may be necessary or appropriate to conduct the affairs of the Parish. Any such committee may include members of the Parish other than Vestry members. All such committees shall be responsible to the Vestry and have at least one Vestry member on the committee, who shall serve as liaison to the Vestry. All parish groups are to abide by the operational guidelines established by the Vestry, unless exemptions are granted by a majority vote of the Vestry.

**Section 6. Spiritual and Support**

Each Vestry member shall cooperate with the Rector in promoting the spiritual welfare of his/her cure. Each Vestry member shall support and continuously encourage the members of the congregation to support the programs of the Church and to give generously towards the support of those programs, as well as giving support to the Rector in keeping with the Canons and published guidelines of the Diocese.

**Section 7. Church Audit**

The Vestry shall annually cause to be audited the accounts of its Treasurer and all other custodians of funds or securities.

**Section 8. Attendance at Meetings**

Each Vestry member is required to attend the meetings of the Vestry and the meetings of the ministry for which such member serves as the liaison. If a member of the Vestry is unable to attend any such meeting, he or she must promptly so notify the rector or the senior warden. Such notification should occur as soon as the member discovers he or she will be unable to attend and whenever practicable should occur at least 48 hours prior to the meeting. Repeated failures to make such notification without good cause shall constitute grounds for the Vestry to remove such member from the Vestry. The Vestry shall remove any member from the Vestry who fails to attend three successive regularly scheduled meetings of the Vestry, four regularly scheduled Vestry meetings within any twelve month period, or three successive meetings of the ministry to which such member serves as the liaison, unless the Vestry determines that the member was reasonably unable to attend such meetings.

**Section 9. Election of Endowment Committee Member**

Annually, in January, the Vestry will elect members of the Endowment Committee to serve according to the Bylaws of the Endowment Fund.

**Article V: Financial Matters**

**Section 1. Contracts**

The Vestry, in writing, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Parish. Such authority may be general or confined to specific instances.

**Section 2. Loans**

No loans shall be contracted for or on behalf of the parish and no evidence of indebtedness shall be issued in the Parish’s name unless authorized by a resolution of the vestry and, as required, by the Bishop and Standing Committee of the Diocese pursuant to Canon 14 of the Diocesan Canons. Such authority by the vestry may be general or confined to specific instances.

**Section 3. Checks, Drafts, and Other Negotiable Instruments**

All checks, drafts, and other orders of payment of money, notes, or other evidences of indebtedness issued in the name of the Church shall be signed by such officer or officers or by such agent or agents, of the Church as shall from time to time be determined by the Vestry. Authorization for all such payments shall be in writing and signed by an authorized vestry member.

**Section 4. Insurance**

All buildings and tangible personal property shall be kept adequately insured in such amount and with such insurers, as the Vestry may determine.

**Section 5. Designated Gifts**

Designated gifts are those financial and material items given to the church for specific project accomplishment or uses. The Vestry must formally accept/approve all designated gifts.

If an approved gift is designated to be used for a particular purpose, the gift will, so far as is practical, be used in accordance with such a designation. If the designated purpose has already been achieved, the gift (including proceeds there from or balance remaining) may be transferred to the endowment fund upon recommendation by the Treasurer and the Stewardship Ministry and Vestry approval.

**Article VI: Adoption and Amendment of Bylaws**

These Bylaws may be adopted, amended or repealed or new Articles made by the vote of at least two thirds of all the members of the Vestry, after notification to the Congregation; Provided, however, that the proposed change shall have been made available to all the member of the vestry not less than ten days prior to the day upon which the vote is taken upon such change. After adoption of these Bylaws by the Vestry, notice shall be given to the Congregation of the adoption of the Bylaws and Copies shall be made available for review by the congregation in the Church office.

As adopted by the Vestry on January 23, 1995, as amended by the Vestry on March 26, 2001, on December 15, 2003, on April 26, 2004, January 23, 2006, January 30, 2016 and as further amended by the Vestry on April 24, 2017.