

Bylaws of St. Philip's Episcopal Church

(Unanimously passed by the Parish on December 3, 2023)

Article I Preamble

St. Philip's Episcopal Church, of Southport North Carolina, is a member of the Convention of the Episcopal Diocese of East Carolina and accedes to the Constitution and Canons of the Diocese of East Carolina and accedes to the Constitution and Canons of The Episcopal Church and the General Convention thereof, or their successors.

Article II Membership

All persons who have received the Sacrament of Holy Baptism with water in the Name of the Father, and of the Son, and of the Holy Spirit, whether in this Church or in another Christian Church, and whose Baptisms have been duly recorded in this Church, are members thereof.

Article III Vestry

In addition to the Canons and Constitution of The Episcopal Church and those of the Diocese of East Carolina, the following definitions apply to the St Philip's Vestry:

A. Composition. The governing body of the Parish shall be a Vestry composed of twelve qualified lay persons (as defined by the Canons).

B. Term Length. St Philip's Vestry will be elected in accordance with "Vestry Plan Two" from the canons of the Diocese of East Carolina, which states: The annual parish meeting may select, by vote of the annual parish meeting or bylaw, a rotating Vestry system with three-year terms. At the first election following the adoption of this plan, one-third of the members shall be elected to serve one year, one-third for two years and one-third for three years. Thereafter, at the annual parish meeting, one-third of the Vestry shall be elected. Members of the Vestry shall serve until their successors are elected." No person may serve as a Vestry member for more than one full term without at least a one-year break in service. Vestry members serve the calendar year (i.e., elected at the annual meeting, term begins the following January 1st.

C. Unexpired Terms. Should a person's seat on the Vestry be vacated before the person's term has expired, the Vestry may fill the unexpired term by appointment. An appointee may opt for either serving the remainder of the unexpired term or serving until the next annual parish meeting when the meeting shall elect a person to serve the remainder of the unexpired term. The Vestry and Appointee will agree in advance regarding the term length the Appointee will fill. Those appointed to fill an unexpired term shall have a voice and vote (see Article VI E).

D. Officers. The Vestry shall elect annually a Senior Warden and a Junior Warden from among their own number. The Rector shall nominate the Senior Warden. If there is no Rector, the election of the Senior Warden shall proceed without such nomination. The Vestry shall also annually elect a Clerk and a Treasurer, neither of which are required to be a member of the Vestry.

E. Quorum. At the meetings of the Vestry, seven members shall constitute a quorum.

F. Conduct. Roberts Rules of Order shall govern the general conduct of Vestry meetings.

G. The Vestry shall review, approve, and present the Annual Budget to the congregation at the Annual Meeting.

H. Attendance. A Vestry member's unexcused absences (as determined by the Vestry Executive Committee) from three regularly scheduled Vestry meetings in a 12-month period may be considered a resignation by the Vestry and the Vestry may appoint a replacement.

Article IV

Committees and Ministry Boards

A. Establishment of Committees and Ministry Boards. In accordance with its duties to act as the trustees of the Parish and its property, to regulate the temporal concerns of the Parish, and to assist the Rector or Priest-in-Charge in the furtherance of the Gospel for the laity, the Vestry may from time to time establish such committees, Ministry Boards, or other designated bodies, of a size, structure, and purpose as it deems appropriate, in order to facilitate the orderly and efficient operation of the congregation and any other ecclesiastical goals consistent with its duties under the Canons and Constitutions.

B. Nature, Scope, and Purpose. The Vestry shall define the size, composition, and the nature and scope of the duties or tasks with which each such committee, board, or other body is charged (hereafter referred to as the structural components"), memorialize the group's components in writing, and formally adopt the same as operating guidelines or protocols for the group.

C. Vestry Executive Committee. The Vestry shall constitute a Vestry Executive Committee consisting of the rector, wardens, treasurer, and a Vestry member appointed by the rector all of whom have both voice and vote. The Vestry Executive Committee assists the rector and Vestry in the efficient running of the parish. The Senior Warden chairs the meeting. The Vestry Executive Committee meets monthly, or as needed, to:

- Resolve time-sensitive issues between Vestry meetings providing responsiveness needed for ongoing mission and ministry needs,
- Assist the rector, as needed, with exigent circumstances,
- Preserve the rector's pastoral relationship with parishioners.
- Plan Vestry meeting and retreat,
- Coordinate the annual parish meeting,
- Ensure sufficient and qualified candidates for Vestry nomination,
- Provide resolution in the case of major concern with a Ministry Board, Ministry Board Chair or resolution regarding conflict among multiple Ministry Boards, and
- Meet and coordinate with committees not assigned to Ministry Boards such as the Safety and Security Committee

D. Ministry Boards shall function on behalf of the Vestry and be delegated full authority and responsibility to plan, program, budget, and execute their unique ministry. Ministry Boards shall NOT, however:

- Authorize distributions. Authorization for spending is delegated solely by the Vestry to each ministry board and thereby to each ministry through the annually approved budget. Any variations to a ministry or ministry board budget that exceeds said budget authorization must be submitted to the Finance and Facilities Board for resolution within the total approved annual budget. Any variation that exceeds the authorized and approved total annual budget must be approved by the Vestry. If an operational or budgetary concern is noted, the Vestry Executive Committee will resolve the issue with/through the appropriate Ministry Board Chair

- Authorize dissolution, merger, sale or transfer of any of the church's assets (real property). This authority rests solely with the Vestry and ultimately with the Diocese of East Carolina.

- Authorize funds for actions not in keeping with Ministry Board area.
- Elect, appoint, or remove the Ministry Board Chairs. This authority rests solely with the Vestry

- Adopt, amend, or repeal Parish Bylaws. This authority rests with the Vestry and must be approved by the parish at the Annual Parish Meeting.

- If an operational or budgetary concern is noted, the Executive Committee will resolve the issue with/through the appropriate Ministry Board Chair.

E. Oversight. The Vestry retains the power and discretion to oversee, monitor, and from time to time revise the structural components of, or to dissolve, consolidate, or otherwise restructure, such committees, board, or bodies as it may deem appropriate to promote the fundamental objective of facilitating the orderly discharge of the Vestry's duties and responsibilities to the Parish and the Diocese. Any decision to substantially change the structural components, remove the Board Chair, or dissolve any such group must be formally adopted on the record by the Vestry as a whole.

Article V

Annual Membership Meeting

A. Time and Place. The congregation shall meet at least annually. Notification of the meeting must be at least 60 days prior to the meeting and at such other times as may be provided by or consistent with the Constitution and Canons.

B. Quorum. A quorum must be present at membership meetings for the proper transaction of business. A quorum shall constitute at least twenty-five percent (25%) of the average Sunday attendance for the preceding 12 months excluding Christmas, Easter, and Palm Sundays.

C. Conduct. Roberts Rules of Order will govern the general conduct of congregational meetings.

Article VI

Nominations and Elections

A. Creation of Nominating Committee. At least 60 days prior to the annual meeting, the Vestry shall appoint a nominating committee composed of the then-retiring Vestry members. Should one or more of the members then be serving an unexpired term, be eligible to run for election to a full-term, and choose to seek such election in accordance with these bylaws, the Vestry may appoint the necessary number of qualified members from the congregation to sit on the committee.

B. Duties of Nominating Committee. The duties of the nominating committee are to: actively seek nominees and receive nominations from the congregation; complete a resume profile of each nominee for both Vestry and convention delegate for publication to the parish no later than two weeks prior to the annual meeting to ensure the nominees are known to the parish; verify the nominees are eligible voting members as defined below and present for election at the annual meeting the names of all duly nominated individuals eligible for election.

- Member: A person who has received the Sacrament of Holy Baptism with water in the Name of the Father, and of the Son, and of the Holy Spirit, whether in this Church or in another Christian Church, and whose Baptisms have been duly recorded in this Church.
- Adult Member: A member sixteen years of age or older.
- Communicant: A member who has received Holy Communion at least three times during the preceding year.
- Communicant in good standing: A member who for the previous year has been faithful in corporate worship, unless for good cause prevented, and has been faithful in working, praying, and giving for the spread of the Kingdom of God.

C. Nominations from the Parish. Nominations from the Parish are permitted and are subject to the same qualifications / restrictions as those nominations provided by the committee. Nominations from the Parish must be submitted no later than 30 days prior to the Annual Meeting. This allows nominee vetting to take place. This also allows for the nominee to provide background and rationale as to serving on the Vestry thus encouraging an informed vote to

take place. Nominations from the floor are not permitted on the day of the annual meeting.

D. Election of Vestry Members Serving Unexpired Terms. Those who are current appointed members of the Vestry at the time of the annual election and who have served no more than one year of an unexpired term and who have not opted to serve the remainder of an unexpired term (see Article III C) are eligible to serve an immediately successive full term on the Vestry. However, should such individuals be nominated for election, and should the number of nominees selected for the election be limited to the total number of then-vacant seats on the Vestry, those nominees who receive the greatest number of votes shall be elected to three-year terms while the remaining such nominees shall be elected to serve the balance of the unexpired term.

E. Convention Delegates. The convention delegates will be nominated and elected in accordance with items B and C above. The term of the delegate shall be one year.

Article VII

Voting

A. Voting Eligibility. When voting in elections, or on issues subject to membership vote, only those who meet the qualifications for voting members as defined and determined by the Constitutions and Canons are entitled to seat, voice, and vote.

B. Vestry Voting. Voting for nominees to the Vestry shall be by secret ballot, except when only one candidate is nominated to fill each vacancy and there is no unexpired term, in which case voting may be by acclamation.

C. General Voting. Voting on other items subject to membership, such as adoption of bylaws and election of delegates to the annual convention, shall be by voice vote unless a majority of those present request a secret vote.

D. Method of Voting. Voting for both Vestry and Convention Delegates shall be accomplished using the Plurality method. This means that someone who wins the *plurality* of votes receives more than any of the other candidates but not necessarily the *majority*. When more than one seat is open, those who receive the most votes are elected to the open positions.

Article VIII

Amendments

A. Review. These Bylaws shall be reviewed annually and may be amended by a majority vote of those eligible voting members present at any annual meeting of the congregation.

B. Amendment Process. Proposed amendments must be made in writing and submitted to the congregation at least 30 days prior to the annual meeting, and may be approved, disapproved, or tabled until the following year, by majority vote of the eligible voting members in attendance at the annual meeting.

C. Effectiveness. Approved amendments shall take effect from and after the adjournment of the annual meeting at which they were ratified, unless otherwise stated within the amendment. The Rector and Senior Warden shall file a copy of the Parish Bylaws and any amendments thereto, certified by the Clerk of the Vestry, with the Ecclesiastical Authority of the Diocese for approval within thirty days after their adoption. The Ecclesiastical Authority may, upon the advice of the Chancellor, disapprove any Bylaw which is inconsistent with the Constitution and Canons of the General Convention of the Protestant Episcopal Church in the United States of America, or with the Constitution or Canons of this Diocese. Any Bylaw rejected by the Ecclesiastical Authority shall be severable from the remainder and shall not alter the effectiveness of the remainder of the Parish Bylaws.