

BY-LAWS OF
THE CHURCH OF THE GOOD SHEPHERD
RALEIGH, NC

ARTICLE I
Identity

These are the By-Laws of The Church of the Good Shepherd Episcopal Church of Raleigh, North Carolina (referred to herein as the “Parish”); a Parish in the Diocese of North Carolina (referred to herein as the “Diocese”) of the Protestant Episcopal Church in the United States of America (referred to herein as the “Church”). These By-Laws are intended to supplement the Constitution and Canons of the Episcopal Church and the Constitution and Canons of the Diocese of North Carolina. In case of conflict between any By-Law herein and in any such Constitutional or Canonical provision, the latter shall in all respects control.

ARTICLE II
Parish Meeting

Section 1. Annual Parish Meeting. An annual Parish meeting shall be held at some suitable location. The meeting shall be held as close to the first Sunday in December as possible. The Rector shall preside at the annual meeting and all Parish meetings. In his absence, the Senior Warden or the Junior Warden shall preside at that meeting, in that order.

Section 2. Special Meeting. Special meetings of the Parish may be called when deemed necessary by the Rector or by a majority of the Vestry. Special meetings may also be called upon the written request of a number of enrolled Communicants in Good Standing not less than four times the number of the membership of the Vestry.

Section 3. Notice of Meeting. Written notice of each Parish meeting, stating the date, time, and place of the meeting shall be given at least ten (10) days prior to the meeting. Such notification may be published in the Parish newsletter, Sunday bulletin, Parish Website or mailed separately to those persons whose names and addresses are on file in the Parish office. Any business may be transacted at any parish meeting, provided however, that the Notice of any Special Meeting of the Parish shall contain a summary of the business to be transacted at that meeting.

Section 4. Quorum. For purposes of conducting the business of the Parish at any Parish meeting, a quorum shall consist of those voting members of the Parish present at the Parish meeting.

Section 5. Purpose of Annual Meeting. The purpose of the annual Parish meeting shall be:

- (a) To discuss any new or old business which may be brought before the meeting by the Rector, Vestry, or any voting members of the Parish then present;
- (b) To receive annual reports of the organizations operating under the auspices of the Parish as provided in ARTICLE V, including a Financial Report by the Chairman of the Finance Committee and a Parish Report by the Rector;

- (c) To elect new Vestry members as herein after provided.

Section 6. Voting Requirements. A voting member of the Parish may vote in any meeting of the Parish provided the voting member is present in person.

Section 7. Voter Eligibility. All members of the Parish, who are sixteen (16) years or older and Communicants in Good Standing, shall be eligible to vote for nomination and election of Vestry members and on all other matters coming before the Parish meeting for consideration. Definitions relating to membership eligible to vote are as provided in Canon 30, Section 3(a) of the Canons of the Diocese of North Carolina.

Section 8. Vestry Elections

- (a) Nominating Committee. The Nominating Committee shall be composed of the retiring members of the Vestry (excluding any Vestry eligible for re-election pursuant to the provisions of Section 4 of Article III of these By-Laws) with a Chairman to be appointed by the Rector. It shall be the duty of the Nominating Committee to seek out qualified parishioners to run for the Vestry and to screen nominees for eligibility.
- (b) Nomination Form. Nomination to the Vestry shall be made by filing a nomination form prepared by the Nominating Committee and approved by the Vestry. Nomination forms will set forth the purpose of the Vestry, request information about the nominee as determined by the Nominating Committee and require the signature of the sponsor and the nominee. The date of the deadline for filing such nomination form shall be included on the form. The Nominating Committee shall make the Nomination Form available not less than four (4) weeks preceding the Annual Parish Meeting. Forms shall be considered properly filed when they have been filled out completely, bear the appropriate signatures and have been received by the Nominating Committee no later than two (2) weeks prior to the Annual Meeting of the Parish.
- (c) Nomination of Vestry Members. The Nominating Committee shall actively solicit qualified nominees and make nominations with the written consent of the person so nominated. All Vestry members shall be encouraged to seek out qualified candidates to run for the Vestry, and, further, any Communicant in Good Standing of the Parish may make nominations to the Vestry. There shall be no limit on the number of candidates nominated for election, but the Committee shall endeavor to have twice the number of candidates as there are positions to be filled. After screening the nominees for eligibility, the Nominating Committee shall certify those properly nominated. The Nominating Committee shall promptly publish the names of all such nominees to the Parish, together with a brief resume of each of the nominees. In addition to nominations made pursuant to the foregoing procedure, nominations may be made from the floor for the election of Vestry members at the Annual Parish Meeting. The Nominating Committee shall cause to be published in the order of worship and posted in the church for at least two weeks before the annual meeting the names of the Vestry nominees.
- (d) Teller Committee. The Teller Committee shall be composed of three (3) members whose Chairman shall be appointed by the Rector prior to or at the Annual Meeting. The Chairman of the Committee shall select the members of the Committee. The duty of the Committee shall be to determine the eligibility of voters, count the ballots, certify the results, and take all other action necessary or desirable to conduct the election for Vestry members in

accordance with the Canons of the Episcopal Church and the Diocese of North Carolina as well as these By-Laws.

- (e) Election Ballot. Ballots for the election of Vestry members shall contain the names of all nominees and each voter may vote for four (4) of the nominees shown on the ballot or as many nominees as remain to be elected, as the case may be. In the first count, those nominees receiving a majority of the votes cast shall be declared elected. If additional ballots are required, the nominees to be voted on shall be limited to twice the number of positions to be filled and, within that number, shall be those not elected on the previous ballot who received the highest number of votes. However, should there be a tie vote for the last position on any subsequent ballot, the number of nominees to be placed on the ballot shall be increased to include the two or more nominees whose votes were tied.

Section 9. Officers of the Parish Meeting. In addition to the Nominating Committee referred to herein and the Teller Committee, the Rector shall appoint a Secretary and Parliamentarian of each Parish Meeting. It shall be the duty of the Secretary to keep a record of the proceedings of the Parish Meeting and to provide a draft of the minutes of the meeting to the Rector and the Vestry within thirty (30) days following the conclusion of the Parish meeting. The Parliamentarian shall rule on all parliamentary procedure matters arising at the Parish meeting in accordance with the provisions of Robert's Rules of Order.

ARTICLE III Vestry

Section 1. Duties of the Vestry. The Vestry shall have all the rights, duties, and authority given to vestries by the Constitution and Canons of the Diocese of North Carolina, particularly including Canon XXIII. Members of the Vestry are legal agents of the congregation who work with the Rector, assisting clergy, and staff to provide leadership to the Parish and to manage the affairs of the Parish. Together they shall discern the mission of the Parish, establish and monitor programs and services, and manage Parish resources through effective stewardship.

Section 2. Composition of the Vestry. The Parish Vestry shall consist of twelve (12) persons and shall use the rotating vestry system whereby one-third of the Vestry shall be elected for a term of three (3) years annually.

Section 3. Eligibility. All members of the Parish, who are Communicants in Good Standing and contributing members by pledge, shall be eligible to run for a term on the Vestry, with the following noted exceptions: staff and parishioners who are spouses or partners of Church of the Good Shepherd clergy or staff are not eligible to serve on the Vestry. No more than one member of an immediate family may serve on the Vestry at the same time. Retiring Vestry members shall not be eligible for re-election to a term of office beginning less than three (3) years after retirement from office; however, this shall not apply to any Vestry member who has served one (1) year or less having been appointed to fill an unexpired term in accordance with Section 9 of this Article.

Section 4. Term of Office. In order to provide for continuity in the transaction of the business of the Vestry, four (4) members shall be elected each year for a three-year term of office according to the procedure hereinabove set forth. A Vestry member elected to fill a vacancy on the Vestry in accordance

with the provisions of Section 9 of this Article shall serve until the end of the term of the Vestry member whose vacancy he or she filled.

Section 5. Vestry Meetings. The Vestry shall meet monthly at a time agreed upon by the elected members. The date of the meeting shall be published to the members in any appropriate parish mailing or the parish calendar in advance of the meeting. The Rector and Senior Warden may change the approved day or times of any meeting. The Rector shall preside at such meeting of the Vestry unless the Rector delegates that duty. Special meetings of the Vestry may be held upon call of the Rector, the Wardens or any three (3) members of the Vestry with the same notice to the members as above stated. The Rector shall be notified of the time and place for meetings called other than by the Rector. All meetings of the Vestry shall be open to any Parishioner unless a matter to be discussed is a personnel or pastoral matter, in which case, the Vestry may vote to go into Executive Session.

Section 6. Quorum. A majority of the Vestry shall constitute a quorum for the transaction of official business.

Section 7. Resignation. Resignations of the Vestry members and officers must be accepted by action of the Vestry.

Section 8. Action by the Vestry. A majority vote of those members of the Vestry present at any meeting at which a quorum is present shall be required for the approval of any action.

Section 9. Vacancies. Vacancies on the Vestry shall be filled by a majority vote of the remaining Vestry members in attendance at a meeting called for that purpose and attended by a quorum of those in office.

Section 10. Parliamentary Procedure. Robert's Rules of Order shall apply.

ARTICLE IV Officers of the Vestry

Section 1. Election. At the first meeting of the Vestry after each Annual Meeting, the Vestry shall elect a Senior Warden, a Junior Warden, a Registrar, a Treasurer, and may elect an Assistant Treasurer. The Senior Warden and the Junior Warden shall be members of the Vestry. The Registrar, the Treasurer, and the Assistant Treasurer (if elected) may, but need not be, members of the Vestry. The Senior Warden shall be nominated by the Rector (or if there is no Rector, nomination will be by the Vestry). All officers shall serve from the time of their election until their successors are elected.

Section 2. Duties.

- (a) Senior Warden. The Senior Warden shall serve as Vice Chairman of the Vestry, preside in the absence of the Rector, serve as liaison with parish organizations, and assist the Rector in promoting the spiritual life of the parish. The Senior Warden provides leadership to the Vestry and to the congregation and is accountable to the Rector and the Vestry.
- (b) Junior Warden. The Junior Warden shall be responsible to the Vestry for the upkeep of the buildings and grounds and report to the Vestry all major requirements and proposals for

repairs before any action is taken, unless that action has been provided for in the budget. The Junior Warden works with the Rector and Senior Warden to provide leadership to the congregation.

- (c) Registrar. The Registrar shall keep an accurate journal of the proceedings of the Vestry and may appoint a recorder to be present to transcribe the minutes of the meeting. The Registrar shall preserve the records thereof assuring that copies are maintained in the church office and available for viewing by all parishioners.
- (d) Treasurer. The Treasurer shall see to the disbursement of Parish funds providing such disbursement is included in the budget approved by the Vestry. Any disbursement of unbudgeted funds must have prior approval of the Chairman of the Finance Committee. The Treasurer shall provide for and submit an audit of the financial records of the Parish for the preceding year to the office of the Diocese by July 1 of each year. The Treasurer shall also be responsible for maintaining financial records of the Parish and shall prepare from time to time such reports of the financial condition of the Parish as may be appropriate. The Treasurer shall perform such other duties as may from time to time be designated by the Rector and the Vestry.
- (e) Assistant Treasurer. The Assistant Treasurer shall be responsible for (a) recording pledge receipts each week on individual pledge statements; (b) mailing quarterly statements to those pledging members who are in arrears, and year-end statements to all pledging members showing the amount pledged, the amount paid and the amount due, if any, and (c) delivering into the hands of each succeeding Assistant Treasurer all books, documents, and funds relative to or belonging to the Parish. The Vestry may choose to have the duties of the Assistant Treasurer carried out by a paid staff member of the Parish.

ARTICLE V

Vestry and Parish Committees

Section 1. The Vestry may establish committees of the Vestry and shall appoint the members of such committees. The Rector may establish and appoint members of such committees of the Parish as may be deemed necessary to insure the smooth operation of the Parish. The Rector is a non-voting member of all committees; the Senior and Junior Wardens are voting members of all committees.

Section 2. Publication of Membership and Annual Reports. The Rector shall cause the names of the Committees and Commissions and those appointed to them to be published annually in one or more appropriate parish publications. Every organization operating under the auspices of the parish shall annually submit to the Vestry, by November 1, a written report of its activities.

Section 3. Fiscal responsibility. Every organization of the Parish is responsible for monitoring its cash receipts and disbursements for the year within the annual operating budget approved by the Vestry. Disbursements in excess of the annual operating budget must be approved in advance by the Vestry or by the Finance Committee if the Vestry has so delegated that responsibility. Each Committee or Commission shall submit an annual budget request to the Vestry or Finance Committee in advance of the preparation of the succeeding year's annual budget.

ARTICLE VI

Finance

Section 1. Financial Management. The Vestry, according to Church Canons, has responsibility for Parish finances. The Vestry may delegate the management of the Parish finances to a Finance Committee and the Parish staff. In discharging this responsibility, the Vestry shall:

- (a) Prepare for and manage all stewardship campaigns of the Parish
- (b) Present an annual operating budget for action at a Vestry meeting
- (c) Count and record all collections, and make periodic reports to all pledging units
- (d) Review monthly financial reports made to the Vestry
- (e) Make annual audits and reports as required by the Church Canons;
- (f) Adequately insure the parish property
- (g) Maintain the capital and other non-operating accounts.

Section 2. Finance Committee. If the Vestry chooses to delegate management of Parish finances to a Finance Committee, the voting members shall at a minimum consist of a chairperson who is an elected Vestry member, the Senior Warden, the Junior Warden, and the Treasurer. The Rector shall be a non-voting member. The committee shall meet and report monthly to the Vestry. All Vestry members shall be encouraged to attend Finance Committee meetings. The meetings shall be open to all parishioners unless personnel issues or topics of a personal nature are discussed in which case the committee may vote to go into Executive Session.

Section 3. Disbursement of Church Funds. Funds of the Parish may be disbursed, invested, and reinvested. Funds may be dispersed upon the signature of any one of the Vestry officers listed in Article IV, Section 2 of these By-Laws.

ARTICLE VII Clergy

Section 1. The Rector. Subject to the authority of canonical superiors, the Rector shall have exclusive authority of and responsibility for the spiritual concerns of the Parish. The Rector is entitled, at all times, to have access to the Parish's buildings and properties and to open the same for services and instructions. In addition to the foregoing general authority, the Rector shall:

- (a) Call and preside at meetings of the Vestry and the congregation. He shall vote only if his vote will be the deciding vote.
- (b) Administer matters pertaining to Parish music.
- (c) Have authority of and responsibility for the worship and spiritual jurisdiction of the Parish, subject to the Rubrics of the Book of Common Prayer, the Canons of the Church, and the Godly counsel of the Bishop.
- (d) Control the use of the Parish buildings together with the furnishings and appurtenances thereto.
- (e) Manage the register of official acts of and membership of the Parish.
- (f) Call Assistant Ministers with the consent of the Vestry and approval of the Bishop.
- (g) Appoint salaried members of the Parish staff to be paid from funds approved by the Vestry.

- (h) Provide supervision and guidance to assisting clergy and parish staff in the performance of their duties.

Section 2. Assistant Clergy and Staff. Any assisting clergy and lay professional staff shall serve at the pleasure of the Rector and shall have such duties as are assigned from time to time by the Rector, subject however, to the terms of any employment agreement. Assisting clergy are authorized to attend and participate in meetings of the Vestry, but shall have no vote. Assisting clergy shall tender their resignations when a new Rector is elected.

ARTICLE VIII

Election of Delegates and Alternates to the Diocesan Convention

The Delegates and Alternates to the Diocesan Convention shall be elected by the Vestry. A Delegate or Alternate must be a Voting Member of the Parish. The Voting Members of the Parish shall be given the opportunity to nominate Delegates and Alternates.

ARTICLE IX

Amendments

These By-Laws shall be proposed for adoption by the members of The Church of the Good Shepherd at the Annual Meeting held in December, 2008, and, if approved by majority vote, shall be certified as effective on that date by the Secretary. Amendments to these By-Laws may be proposed by the Vestry in the notice of any Annual or Special Meeting of The Church of the Good Shepherd and shall be approved if adopted by a vote of the majority of the members present at such Meeting.

This certifies that the foregoing By-Laws were approved by a majority vote of The Church of the Good Shepherd on the _____ day of _____, _____.

Secretary