

**BY-LAWS OF THE EPISCOPAL CHURCH OF THE GOOD SHEPHERD
ASHEBORO, NORTH CAROLINA**

ARTICLE I

The Episcopal Church of the Good Shepherd, Asheboro, North Carolina, accedes to and adopts the Constitution and Canons of the Protestant Episcopal Church in the United States of America and of the Diocese of North Carolina, as set forth in the General Conventions thereof, and acknowledges their authority accordingly.

ARTICLE II

All the temporal interests and affairs of this Church shall be governed and controlled by the Vestry, which shall be composed of twelve (12) Vestrypersons, who shall be nominated and elected as provided in Article III.

ARTICLE III
PARISH MEETINGS

Section 1 - General

An Annual Parish Meeting shall be held in the Episcopal Church of the Good Shepherd or other suitable location at a time determined by the Vestry, but no later than the second Sunday of Advent or as provided by the Canons of the Diocese. The Rector shall preside at all Parish Meetings. In his absence, the Senior Warden or the Junior Warden shall preside at any meeting, in that order.

Pursuant to Canon 33, the Vestry may authorize the annual meeting to be conducted by teleconference, videoconference, or any other technology that allows all persons participating to hear each other at the same time and to participate in discussion. For purposes of determining a quorum, *conducting a parliamentary process*, and voting, members participating in a meeting by means of remote technology are deemed present in person at the meeting.

Section 2 - Purpose

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 other person fulfilling the requirements of Section 3 of this article.
- b) To elect new Vestrypersons of The Episcopal Church of the Good Shepherd; and
- c) To receive annual reports of the various activities of the Parish.

Section 3 - Voting Requirements

An enrolled confirmed adult communicant in good standing in this Church may vote when present at any meeting of that parish. [Canon 22, Section 1(c)]. An enrolled confirmed adult communicant in good standing is:

- a) A member who is 16 years of age or older who has received Holy Communion at least three times in the preceding year; has been faithful in corporate worship; has been faithful in working, praying, and giving for the spread of the Kingdom of God; and whose baptism has been recorded in this congregation; or
- b) One whose membership has been duly transferred to this congregation and who has been confirmed or received by a method as provided in Canon 30, Section 3(a) of the Canons of the Diocese of North Carolina.

Section 4 - Nominating Process

A. Nominating Committee: No later than the first Sunday of June of each year, the Nominating Committee consisting of the retiring members of the Vestry shall be formed. The Nominating Committee should review the roster of adult communicants in good standing and shall approach potential nominees to determine their willingness to fulfill the responsibilities required of a Vestryperson. The Nominating Committee should prepare a slate of persons to be presented at the Annual Parish Meeting.

B. Members of the congregation at large may nominate other persons for the Vestry having determined their consent to serve. Such nominations may be made by written letter or other satisfactory form of communication to the Nominating Committee prior to the first Sunday of October.

Section 5 – In Person Election

A. The election shall be by written ballot. The vote of the majority of those present at the Annual Parish Meeting shall be necessary to elect a member of the Vestry from those nominated.

B. A profile of each nominee for the Vestry shall be published in the church newsletter one month prior to the Sunday of the election and a picture and a statement from each nominee displayed in the Narthex a month before the annual meeting.

C. Election Procedure: Each member in attendance shall indicate his or her selections for the Vestry by selecting a number of names, no more than the number of those to be elected from those nominated. To be elected, a nominee must receive at least a majority of the votes of those in attendance. Those receiving the greatest number of votes shall be elected to the Vestry in the order of votes received, provided that such total is at least a majority. In the event that a second or subsequent ballot is required to fill a vacancy or vacancies, the number of nominees shall be limited to twice the number of positions remaining to be filled. Successive ballots shall consist of the nominees who received the next highest tally from the preceding ballot who were not elected. Should there be a tie vote for the last position on any subsequent ballot, the number of nominees to be placed on the subsequent ballot shall be increased to include the two (2) or more nominees whose vote totals were tied.

D. Counting Procedure: Votes for the Vestry shall be counted and compiled by the retiring members of the Vestry with assistance as required.

Section 6 – Election by other Voting Methods

A. Pursuant to Canon 20, the Vestry may authorize vestry elections to be conducted by paper absentee ballots, electronic survey technology, or other reliable and secure means that allow participation in the election by qualified voters who are not physically present at the annual meeting, provided that proxy voting shall not be permitted

B. A profile of each nominee for the Vestry shall be published in the church newsletter one month prior to the election and a picture and a statement from each nominee displayed in the Monthly online Newsletter

C. Election Procedure: To be elected the nominee must at least have the majority of the Votes.

D. Counting Procedure: retiring Vestry members shall count and compile the paper absentee ballots and the survey votes and report the results to the Vestry.

Section 7 - Special Meetings of the Parish

Special meetings of the Parish may be called when deemed necessary by a majority of the Vestry. Notice of any special meeting, including the purpose, time and location, shall be given by announcement during the morning services, as well as published in the parish newsletter and church bulletin where the vote of the congregation is required.

ARTICLE IV- VESTRY

Section 1 - Size

The Parish Vestry shall consist of twelve (12) persons who are enrolled confirmed adult communicants in good standing. [Diocese of North Carolina, Cannon 22, Section 2(a)]_The Rotating Vestry System whereby one-third (1/3) of the Vestry shall be elected annually for a term of three (3) years employed. No retiring member of the Vestry shall be eligible for re-election until one (1) year has elapsed, except as set forth in Section 3 of this Article. [Diocese of North Carolina, Cannon 22, Section 2(c)]

The Vestry may also consist of one (1) confirmed youth member of the congregation, who will be elected for a term of one (1) year.

Section 3 - Vacancies

A. A person may be removed as a member of the Vestry by the vote of two-thirds (2/3) of the members of the Vestry then in office if the person has missed three or more meetings of the Vestry in a twelve month period without excuse, if before any meeting of the Vestry at which a vote on the removal of such person will be made, such person is given notice of the date and time of the meeting and the cause for removal and such person is given an opportunity to be heard at the meeting. A person may be removed as a member of the Vestry by the vote of two-thirds (2/3) of the members of the Vestry then in office for cause other than the failure to attend Vestry meetings, if before any meeting of the Vestry at which a vote on the removal of such person will be made, such person is given notice of the date and time of the meeting and the cause for removal and such person is given an opportunity to be heard at the meeting. [Diocese of North Carolina, Canon 22, Section 2(h)]

B. In the case of a vacancy on the Vestry by reason of death, resignation, or other cause, the remaining members of the Vestry shall fill the vacancy from among those eligible to serve under the provisions of this Article by affirmative vote of a majority.

C. A person elected to fill a vacancy on the Vestry shall hold office until the expiration of that term.

D. Any person filling an unexpired term of one (1) year or less shall be eligible for the nomination for the Vestry at the end of that term notwithstanding the provisions of Article IV, Section 1.

Section 4 - Meetings

Meetings shall be at regularly determined intervals or upon call of the Rector or as provided under Diocese of North Carolina Canon 22(5)(a).

The Vestry may conduct meetings by teleconference, videoconference, or any other technology that allows all persons participating to hear each other at the same time and to participate in discussion. For purposes of determining a quorum and for voting, members participating in a meeting by means of remote technology are deemed present in person at the meeting. [Diocese of North Carolina, Canon 33 (1)] This provision does not apply to the Annual Meeting of the Parish.

Actions required or permitted to be taken by the body may be taken without a meeting if (i) all members of the body consent to the action in writing or by authenticated electronic transmission, and (ii) such written or authenticated electronic transmissions are filed with the minutes of the proceedings. [Diocese of North Carolina, Canon 33 (2)] This provision does not apply to the Annual Meeting of the Parish.

ARTICLE V **OFFICES OF THE VESTRY**

Section 1 - Election

A. The Vestry annually shall elect the Senior Warden from its own members upon nomination by the Rector. Each Vestry also shall elect annually from its own members a Junior Warden. A secretary and treasurer, who may, but need not be, members of the Vestry, may also be elected.

Section 2 - Duties

A. Senior Warden: In the absence of the Rector, the Senior Warden shall preside at all meetings of the parish and/or Vestry. The Senior Warden shall also assist the Rector in dispatching church business.

B. Junior Warden: In the absence of the Rector and Senior Warden, the Junior Warden shall preside at all meetings of the parish and/or Vestry. The Junior Warden shall also be responsible for maintaining and repairing all church property. Any single expenditure or repair to the property in excess of five hundred (\$500) dollars must be approved by the Vestry. In the absence of the Treasurer, the Junior Warden shall be authorized to disburse funds.

V.2.B

Junior Warden: In the absence of the Rector and Senior Warden, the Junior Warden shall preside at all meetings of the parish and/or Vestry. The Junior Warden shall also be responsible for maintaining and repairing all church property. Any non-budgeted single expenditure or repair to the property in excess of five hundred (\$500) dollars must be approved by the Vestry. In the absence of the Treasurer, the Junior Warden shall be authorized to disburse funds.

C. Clerk: The Clerk of the Vestry records the minutes of the Vestry meetings. Accurate minutes of each Vestry meeting shall be kept, signed by the Clerk, presented at the next meeting for approval, revised if necessary, thereafter approved, and preserved with the records of the Parish [Diocese of North Carolina, Canon 22, 5 (d)]. Once the minutes are approved, the Clerk will deliver a signed copy of the minutes to the Secretary of the Parish (administrator) for preservation.

D. Treasurer: The Treasurer shall keep a correct set of books, which shall be available to the Vestry at all times for inspection and/or audit. The Treasurer shall submit a written report to the Vestry for each regular Vestry meeting and shall submit an annual written report to the Finance Committee Chairman for submission to the Parish at the Annual Parish Meeting. The Treasurer shall pay all obligations related to the operation of the church with prior approval from the Vestry. The Treasurer shall research and prepare financial information as requested by the Vestry or the Rector.

ARTICLE VI **OTHER PARISH OFFICES**

Section 1 – Delegates to the Diocesan Convention

Such delegates to the Diocesan Convention as the Parish may be entitled to shall be members elected in accordance with Canon 1, Section 3 of the Diocese to a three-year term. Alternate delegates shall be selected annually by a vote of the Vestry to serve a one-year term.

ARTICLE VII **AMENDMENT**

Amendments to these by-laws may be proposed by the Vestry by notice of any annual or special meeting. Any amendment shall be approved if adopted by a majority vote of the members eligible to vote and present at such meeting.

Pursuant to Canon 33, the Vestry may authorize the adoption of amendments to these by-laws without a meeting if (i) all members of the body consent to the action in writing or by authenticated electronic transmission, and (ii) such written or authenticated electronic transmissions are filed with the minutes of the proceedings.

A copy of the by-laws and each amendment thereto adopted by each parish, certified by the secretary, shall be filed within 30 days thereafter with the Ecclesiastical Authority of the Diocese for approval. The

Ecclesiastical Authority may, with the advice and consent of the Standing Committee, disapprove any by-law which is inconsistent with the Constitution or 26 Canons of the Diocese or of the General Convention of the Protestant Episcopal Church. [Canon 2, Section 1(d)]