



BYLAWS
OF
The Episcopal Church of the Holy Cross

Tryon, North Carolina

The Episcopal Church of the Holy Cross, Tryon, North Carolina (the “**Parish**”), adopts these bylaws to govern its corporate and temporal affairs as a unincorporated nonprofit association organized under the laws of the State of North Carolina and to conform its conduct with the requirements of the Constitution and Canons of the Episcopal Diocese of Western North Carolina (the “**Diocese**”) and the Constitution and Canons of the Protestant Episcopal Church in the United States of America (the “**Church**”).

ARTICLE 1

Definitions

Capitalized terms used in **bold print** in these Bylaws have the meanings provided in this Article I unless defined elsewhere in these Bylaws:

“**Clergy**” means those persons identified as or considered to be clergy in accordance with **Church** Canons and **Diocesan** Canons.

“**Diocesan Convention**” means the annual or any special Convention of the **Diocese** as addressed in the **Diocesan** Canons.

“**Ecclesiastical Law**” means both the Constitution and Canons of the General Convention of the **Church** as amended from time to time and the Constitution and Canons of the **Diocese** as amended from time to time.

“Executive Council” means the Executive Council of the **Diocese** as constituted from time to time.

“Ecclesiastical Authority” means a Bishop Diocesan, Bishop Coadjutor or Suffragan Bishop canonically authorized to act for the **Diocese**, and in the absence of any such person the **Standing Committee** as constituted from time to time.

“Parish Register” means that parish register required to be kept and maintained by the **Parish** as set forth in the **Church Canons** and **Diocesan Canons**.

“Qualified Member” means a member of the **Parish** who (a) is sixteen (16) years of age or older, (b) has made a mature public affirmation of his or her faith and commitment to the responsibilities of his or her baptism and has been confirmed or received by the laying on of hands by a bishop of the **Church** or by a bishop of a church in communion with the **Church**, (c) has received Holy Communion in the **Church** at least three times during the preceding year, and (d) and has otherwise 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.

“Rector” means the rector of the **Parish** or in the absence of a rector a priest-in-charge, although such priest-in-charge shall exercise his or her duties subject to the authority of the **Ecclesiastical Authority**, notwithstanding any provision in these Bylaws to the contrary.

“Standing Committee” means the Standing Committee of the **Diocese** as constituted from time to time.

“Voting Member” means a member of the **Parish** who is sixteen (16) years of age or older who has contributed to the support of the **Parish** financially or otherwise during the six (6) months preceding any election.

“Wardens” means the Senior Warden and Junior Warden of the **Parish** as nominated by the **Rector** and elected by the Vestry from time to time.

ARTICLE 2

Authority Acknowledged

The **Parish** accedes to the doctrine, discipline and worship of the **Church** and the **Diocese** and acknowledges their authority.

ARTICLE 3

Members of the Parish

3.1 **Parish Members.** Any person baptized in this **Parish** is a member of this **Parish**. Any person who is a member of another congregation that is part of the **Church** may become a member of this **Parish** by having a letter of transfer issued by his or her former congregation. Any person who is a member of another congregation that is not part of the **Church** but is in communion with the **Church** may become a member of this **Parish** upon presentment of proof of his or her baptism. Membership in this **Parish** ends at death or upon the transfer of membership to another congregation.

3.2 **List of Members and Questions of Eligibility.** The Secretary, with assistance from the **Rector** and in reliance upon information set forth in the **Parish Register**, shall keep a list of the members of the **Parish**, which list shall identify which of the **Parish's** members are **Voting Members** and which of the **Parish's** members are **Qualified Members**. Any question concerning a person's classification as a **Voting Member** or a **Qualified Member** must be raised before voting begins at any election. The **Rector** shall resolve any such questions, and his or her decision shall be final.

ARTICLE 4

Parish Meetings

4.1 **Annual Meeting.** The **Parish** shall hold an annual meeting of its members by no later than January 31st of each year on a date and at a time and place appointed by the Vestry. The purposes for the annual meeting shall be to elect Vestry members to fill the positions of those Vestry members whose terms are expiring, receive the budget and reports, and conduct such other business as may properly come before the meeting. All members of the **Parish** shall have seat and voice at an annual **Parish** meeting, but only **Voting Members** shall have the right to cast a vote in any election or other matter requiring a vote.

4.2 **Special Meeting.** The **Rector**, the **Wardens** or the Vestry may call a special **Parish** meeting at any time. In addition, the **Rector**, any **Warden** or the Vestry shall call a special **Parish** meeting upon the written request of ten percent (10%) or more of the **Voting Members**. The **Parish** may transact only the business set forth in the notice of the special meeting. All members of the **Parish** shall have seat and voice at a special **Parish** meeting, but only **Voting Members** shall have the right to cast a vote in any election or other matter requiring a vote.

4.3 **Notice.** Notice of a **Parish** meeting is to be given to the **Ecclesiastical Authority** and all members of the **Parish** at least fourteen (14) days in advance of such meeting. Such notice must include the date, time and place of the meeting, the purpose of the meeting if it is a special meeting, and in the case of the annual meeting the slate of candidates for election to the Vestry proposed by the Nominating Committee. The Secretary shall be responsible for

ensuring that notice of the **Parish** meeting is given as herein required, and in the absence of a Secretary the **Wardens** shall be responsible for ensuring that the required notice is given.

4.4 List of **Voting Members** and **Qualified Members**. At least ten (10) days before every **Parish** meeting, the Secretary shall make available for examination at the office of the **Parish** during normal business hours the list of **Voting Members** and **Qualified Members**. Any member of the **Parish** may review the list for any purpose germane to the scheduled meeting.

4.5 [Intentionally left blank]

4.6 Quorum. The presence of the greater of ten (10) **Voting Members** or ten percent (10%) of the **Voting Members** shall constitute a quorum at a **Parish** meeting for the transaction of business.

4.7 Vote. Resolutions presented at a **Parish** meeting are carried by the affirmative votes of a majority of the **Voting Members** present and voting. As for elections, they are to be by written ballot, unless the election is uncontested, in which case the presiding officer may declare the candidate(s) elected by acclamation. Voting by proxy or absentee ballot is not permitted. From the nominees presented by the Nominating Committee, persons shall be elected for the positions to be filled by a plurality of the votes cast at such meeting by the **Voting Members**.

4.8 Presiding Officer. The **Rector** shall preside at all **Parish** meetings. In the **Rector's** absence, the **Wardens** shall preside according to seniority by title. Should neither the **Rector** nor the **Wardens** be present, the **Voting Members** in attendance shall elect one of their members to preside at such meeting.

4.9 Rules of Procedure. Unless governed by **Ecclesiastical Law**, any specific bylaw or any special rule of order that may be adopted, the latest edition of Robert's Rules of Order shall govern as to all matters of parliamentary procedure at any **Parish** meeting.

4.10 Failure of **Parish** to Elect a Vestry. Upon the failure of the members of this **Parish** to assemble and elect a Vestry, the **Ecclesiastical Authority**, with the advice and consent of the **Standing Committee**, may appoint three Trustees of the **Diocese** to take charge of the property of the **Parish** and to exercise all rights and functions of the Vestry of this **Parish** until the **Parish** shall elect a Vestry.

ARTICLE 5

Rector and Assistant Rectors

5.1 Authority and Responsibilities of Rector. The **Rector** is the chief executive officer of the **Parish** and as such he or she is vested with authority over and responsibility for the conduct of the worship and the spiritual growth of the **Parish**, subject to the Rubrics of the Book of Common Prayer, **Ecclesiastical Law** and the pastoral direction of the **Ecclesiastical Authority**. The **Rector** shall have such other responsibilities as prescribed by **Ecclesiastical Law**.

5.2 Election and Qualification of **Rector**. When the **Parish** desires to elect a **Rector**, the Vestry shall obtain guidance from the **Ecclesiastical Authority** as to the **Ecclesiastical Authority's** requirements with regard to such process. At least thirty (30) days before an election, the Vestry shall notify the **Ecclesiastical Authority** of the candidate it proposes to elect and request the **Ecclesiastical Authority's** consent. The Vestry shall afford the **Ecclesiastical Authority** the opportunity to communicate with the Vestry about the candidate. If the **Ecclesiastical Authority** consents to the election, the Vestry may then elect the candidate as **Rector**. To be elected at least sixty-six percent (66%) of the members of the Vestry must vote in favor of electing the candidate. If a **Rector** is elected, the **Wardens** shall certify the election and notify the **Ecclesiastical Authority** of the election in writing. If the **Ecclesiastical Authority** is satisfied that the **Rector-elect** is a duly qualified priest and that the **Rector-elect** has accepted the office, the **Ecclesiastical Authority** shall notify the Secretary of the General Convention of the **Church** to have the election recorded.

5.3 Resignation and Removal of **Rector**. Except upon mandatory resignation by reason of age, the **Rector** may not resign without the consent of the Vestry, and the Vestry may not remove the **Rector** against the **Rector's** will. A **Rector** may be removed only as allowed by and in compliance with **Ecclesiastical Law**. If the office of **Rector** becomes vacant or the **Rector** is incapacitated, the **Wardens** or other proper officers of the **Parish** shall take such actions as required or allowed by **Ecclesiastical Law** to provide for regular worship services until a new **Rector** can be elected or the **Rector** can resume his or her duties in the case of incapacity.

5.4 Assistant Clergy. With the approval of the Vestry and the advice and consent of the **Ecclesiastical Authority**, a **Rector** may select one or more assistant **Clergy**, who serve under the authority and direction of the **Rector**.

ARTICLE 6

Vestry

6.1 Duties. The Vestry is the agent and legal representative of the **Parish** in all matters concerning the property held by the **Parish** and the relation of the **Parish** to its **Clergy**. In addition to such other responsibilities as prescribed by **Ecclesiastical Law**, it is the duty of the Vestry to take charge of the property held by the **Parish**; to elect and call a **Rector**; to promote the good stewardship of the **Parish's** resources; to provide for and preserve the **Parish Register** and other records; to prepare an annual **Parish** budget; to support and maintain the **Parish's Clergy**; to keep order during divine service; to pay, consistent with responsible stewardship of funds, all assessments on the **Parish**, including those in support of the **Diocese**; and in general to act as helpers to the **Clergy** in whatever is appropriate to laypersons for the furtherance of the Gospel, it being understood, always, that the spiritual concerns of the **Parish** are under the exclusive direction of the **Clergy** in subordination to the **Ecclesiastical Authority and Ecclesiastical Law**.

6.2 Size of Vestry. The Vestry shall consist of nine (9) members elected by the **Parish**.

6.3 Qualifications for Service. A person must be a **Qualified Member** in order to be elected as a member of the Vestry. A Vestry member who was appointed to fill an unexpired term due to a vacancy is eligible for election to the Vestry following the expiration of that term. In all other cases a member of the Vestry may not stand for re-election until he or she has been separated from the Vestry for at least one year.

6.4 Terms. The elected Vestry members shall serve staggered terms of three (3) years each; therefore, at each annual **Parish** meeting one-third (1/3) of the members of the Vestry whose terms are expiring shall be elected. A Vestry member's term shall begin immediately following his or her election. Notwithstanding the foregoing, although an existing Vestry member's term may have expired he or she shall hold office until his or her successor has been elected.

6.5 Meetings. The Vestry shall meet at least monthly, unless the Vestry by majority vote and with the consent of the **Rector** approves a different schedule. Vestry meetings are open to all members of the **Parish**, except when the Vestry adjourns to executive session limited to the members of the Vestry, **Clergy** of the **Parish** and officers of the **Parish**, and others by invitation of the **Rector** or the Vestry. Regarding its meetings:

(a) The Vestry need not give notice of regular meetings or specify a purpose for any regular meeting. The **Rector** may call a special meeting of the Vestry. In the absence of a **Rector**, the Senior **Warden** shall call a special meeting of the Vestry if a majority of the Vestry members request that he or she do so. Notice of a special meeting of the Vestry must be given to each Vestry member and the **Rector** and to the other **Clergy** and officers of the **Parish**, and such notice must be given at least seven (7) days in advance of such meeting unless the person calling the special meeting concludes that an emergency or extenuating circumstances justify a shorter notice period or an immediate meeting. Any notice of a special meeting must include the date, time and place of the meeting, the purpose of the meeting. No business may be transacted at a special meeting except that which was specified in the notice. The Secretary shall be responsible for ensuring that notice of the special meeting is given as herein required, and in the absence of a Secretary the **Wardens** shall be responsible for ensuring that the required notice is given.

(b) Those persons with seat, voice and vote at a Vestry meeting may participate in a regular or special meeting of the Vestry, or such meeting may be conducted through the use of, any means of communication by which all members of the participating may simultaneously hear each other during the meeting. A person participating in a meeting by this means is deemed to be present in person at the meeting.

(c) The presence of a majority of the members of the Vestry shall constitute a quorum for the transaction of business at a Vestry meeting.

(d) The **Rector** or a member of the Vestry as designated by the **Rector** shall preside at Vestry meetings. In the absence of the **Rector** or his or her designee, the **Wardens**, according to seniority by title, shall preside at a Vestry meeting.

(e) The **Rector** has seat, voice and vote in all matters before the Vestry, except that the **Rector** shall have no voice or vote as to matters relating to his or her relationship with the **Parish** or in which he or she has a conflict of interest. Other **Clergy** of the **Parish** shall have seat and voice but no vote as to matters before the Vestry.

(f) Unless a member of the Vestry or the **Rector**, an officer of the **Parish** and other **Clergy** of the **Parish** shall have seat and voice but no vote as to matters before the Vestry.

(g) Any person attending a meeting of the Vestry who is not a member of the Vestry or **Clergy** or an officer of the **Parish** shall be a visitor with no right to speak on any matter before the Vestry without the prior approval of the Vestry.

(h) Except as may be otherwise required by **Ecclesiastical Law** or these Bylaws, any action of the Vestry requires the affirmative votes of a simple majority of those present and voting at a meeting at which there is a quorum. No Vestry member is permitted to vote by absentee ballot or proxy.

(i) Unless governed by **Ecclesiastical Law**, any specific bylaw or any special rule of order that may be adopted, the latest edition of Robert's Rules of Order shall govern as to all matters of parliamentary procedure at any Vestry meeting.

6.6 Delegation of Authority to Execute and Delivery Documents. The **Parish**, acting through the Vestry, may delegate to the **Rector**, one or both **Wardens**, the Treasurer or the Secretary, generally or as to specific instances, due authority to execute and deliver on behalf of the **Parish** such contracts, deeds, deeds of trust, notes, checks, drafts and other instruments and documents as the Vestry may deem necessary or proper.

6.7 Nominating Committee. The Vestry shall establish a Nominating Committee at least sixty (60) days prior to the annual **Parish Meeting**. The Vestry shall appoint from its members those persons that are to serve on the Nominating Committee, including a chairperson of the Nominating Committee. With regard to the Nominating Committee, the following shall apply:

(a) The Vestry shall give notice to the **Parish** of the formation of a Nominating Committee, the names of the committee's members, and how to communicate with the committee. Such notice must be given at least fifty (50) days prior to the annual **Parish** meeting. The Secretary shall be responsible for providing such notice, and in the absence of a Secretary the **Wardens** shall be responsible for ensuring that the required notice is given.

(b) The Nominating Committee shall have as its only purpose the identification of a suitable number of **Qualified Members** to stand for election to the Vestry at the annual **Parish** meeting. Therefore, and on its own accord, the Nominating Committee shall develop a list of eligible nominees that are willing to devote the time, energy and effort necessary for service on the Vestry. It is requested, but not required, that

the Nominating Committee identify a number of eligible nominees in excess of the number of positions that are to be filled by the election.

(c) Any member of the **Parish** shall have the right to submit to the Nominating Committee through any of its members the name of any person he or she would like to have considered as a nominee for election to the Vestry. All submittals must be made no later than thirty (30) days before the annual **Parish** meeting in order to be considered. The Nominating Committee shall determine if each person whose name has been timely submitted is eligible for election, and if such person is eligible his or her name will be included in the list of nominees being developed by the Nominating Committee.

(d) The Nominating Committee shall provide the Vestry with the list of nominees by no later than twenty-five (25) days before the annual **Parish** meeting. Upon delivery of such list, the Nominating Committee shall automatically dissolve.

6.8 Standing Committees. The Vestry and **Rector** may be supported in their work by standing committees, which, if established, shall remain subject to the supervision and ultimate control of the **Rector** and the Vestry.

(a) Designation. From time to time, the Vestry, with the advice and consent of the **Rector**, may establish a standing committee, and in the process of doing so the Vestry shall specify in writing the purposes for which the standing committee is being created and its rights and responsibilities.

(b) Composition. The Vestry, with the advice and consent of the **Rector**, shall appoint members to any standing committee, including a chairperson for such committee. Any **Voting Member** may serve on a standing committee. The Secretary shall maintain list of the standing committee's members.

(c) Term. A person appointed to serve on a standing committee shall serve for a term of one year, although such person shall hold office until his or her successor has been appointed or the standing committee is dissolved. A person elected to serve on a standing committee may succeed himself or herself as to such position.

(d) Vacancies. In the event of the death, resignation, or removal of a member of a standing committee, the Vestry, with the advice and consent of the **Rector**, shall appoint a **Voting Member** to fill the vacancy for the unexpired term.

(e) Meetings. Each standing committee shall meet as necessary to conduct its business. The committee shall keep records of its activities and periodically report to the **Rector** and the Vestry.

6.9 Ad Hoc Committees. The Vestry, with the advice and consent of the **Rector**, may create and charge other committees to undertake specific tasks in the governance of the **Parish**. In the process of creating any such committee the Vestry shall specify in writing the purposes for which the committee is being created and its rights and responsibilities. The Vestry, with the advice and consent of the **Rector**, shall appoint the committee members, including the chairperson of any such committee. Each such committee shall dissolve upon completion of its work.

6.10 Resignation of a Vestry Member. A member of the Vestry may resign at any time by tendering his or her resignation in writing to the **Rector** or to a **Warden**. The Vestry need not accept the resignation to be effective.

6.11 Removal of Vestry Member. A member of the Vestry may be removed at any time for due cause upon a vote of removal by at least sixty-six percent (66%) of the members of the Vestry; provided, however, notice of the proposed removal and the reasons for the same must have been given to such Vestry member at least ten (10) days in advance of the meeting at which such matter is considered. Grounds for removal include, without limitation, the following: conduct in violation of **Ecclesiastical Law** or otherwise detrimental to the mission and best interests of the **Parish**; failure to disclose a conflict of interest as to any matter before the Vestry and, if appropriate, abstain from Vestry deliberations and determinations as to such matter; absence without excuse or good cause shown from four (4) consecutive regular Vestry meetings or from six (6) regular or special Vestry meetings within one calendar year; breach of confidentiality with respect to matters discussed or acted upon by the Vestry in a duly convened executive session; ineligibility for office; failure to attend with reasonable diligence to his or her duties as a Vestry member; or failure to attend divine services with reasonable frequency and otherwise participate in the corporate life of the **Parish**, in either case without excuse or good cause shown. The Secretary shall be responsible for ensuring that the notice as herein required is timely given, and in the absence of a Secretary the **Wardens** shall be responsible for ensuring that the required notice is given. Any deliberation or action by the Vestry relating to the removal of a Vestry member shall occur in executive session only.

6.12 Filling Vestry Vacancies. In the event of the death, resignation, or removal of a Vestry member, a majority of the remaining members of the Vestry may, but is not required to, appoint a **Qualified Member** to fill the vacancy for the unexpired term. If such majority of the Vestry fails or refuses to act, the **Ecclesiastical Authority** may call a special **Parish** meeting in accordance with **Ecclesiastical Law** to fill such vacancy.

ARTICLE 7

Officers

7.1 Officers. The officers of the **Parish** are the **Rector**, Senior **Warden**, Junior **Warden**, Treasurer and Secretary. Upon nomination by the **Rector**, the Vestry shall elect from its members two persons, one to serve as Senior **Warden** and one to serve as Junior **Warden**. The Vestry also shall elect the Secretary and Treasurer, who may or may not be members of the Vestry. No person may hold more than one office at the same time. Following the annual meeting and the election of members of the vestry a meeting of the newly formed Vestry is to be held for the purpose of the election of **Wardens** at a time as soon as practicable, not to exceed seven (7) days after the annual meeting.

7.2 Qualifications and Terms.

(a) **Wardens** must be members of the Vestry who are 18 years of age or older. Each **Warden** shall be elected to a term of one year, although such person shall hold office until his or her successor has been appointed even if such person is no longer a member of the Vestry. A person serving as a **Warden** may be elected to no more than two consecutive terms as a **Warden** during his or her current tenure as a member of the Vestry.

(b) The Treasurer must be a **Qualified Member** who is eighteen (18) years of age or older. The Treasurer shall be elected to a term of one year. A person elected as Treasurer shall hold such office until his or her death, resignation or removal by the Vestry or until the expiration of his or her term. Despite the expiration of his or her term, such person shall continue to serve until his or her successor has been appointed. A person elected to serve as Treasurer may succeed himself or herself as to such office.

(c) The Secretary must be a **Qualified Member** who is eighteen (18) years of age or older. The Secretary shall be elected to a term of one year, although such person shall hold office until his or her successor has been appointed. A person elected as Secretary shall hold such office until his or her death, resignation or removal by the Vestry or until the expiration of his or her term. Despite the expiration of his or her term, such person shall continue to serve until his or her successor has been appointed. A person elected to serve as Secretary may succeed himself or herself as to such office.

7.3 Duties.

(a) The **Wardens** shall be responsible for providing the elements for Holy Communion; collecting alms at the administration of Holy Communion; keeping and disbursing such alms in case the **Parish** is without a minister; and while the **Parish** is without a minister, providing for the holding of public worship and instruction of the congregation by occasional clerical services or by lay reading, as the circumstances may permit. The **Wardens** shall have such other duties as may be prescribed by **Church Canons**, **Diocesan Canons**, or the Vestry. The **Wardens** shall have such other duties as may be prescribed by **Ecclesiastical Law** or the Vestry.

(b) The Treasurer is to ensure that funds of the **Parish** are properly received and disbursed and that there is an accurate accounting of the funds delivered to or held by the Parish. The Treasurer is to be adequately bonded by the **Parish**. The Treasurer shall have such other duties as may be prescribed by **Ecclesiastical Law** or the Vestry.

(c) The Secretary is responsible for recording and maintaining minutes of all **Parish** meetings, recording and maintaining minutes of all Vestry meetings, attesting the public acts of the Vestry, and preserving all records and papers of or belonging to the **Parish**. The Secretary shall perform such other duties as prescribed by these Bylaws or by **Ecclesiastical Law** or the Vestry.

ARTICLE 8

Diocesan Convention Delegates

From time to time and in accordance with and subject to any requirements as may be set forth by **Ecclesiastical Law**, the Vestry shall elect delegates and alternate delegates to represent the **Parish** at any annual or special **Diocesan Convention**. A delegate or alternate delegate must be a **Voting Member**. Once elected, the **Rector** shall send notice of the same to the secretary of the **Diocesan Convention** consistent with the requirements of **Ecclesiastical Law**. Each delegate or alternate delegate shall hold such position until his or her successor is appointed.

ARTICLE 9

Accounting and Financial Matters

9.1 Fiscal Year. The fiscal year of the **Parish** is the calendar year.

9.2 Fiscal Policy. The Vestry shall have responsibility as to matters of fiscal policy of or relating to the **Parish**, subject to the requirements of **Ecclesiastical Law**.

9.3 Funds. The handling of any or all of the cash, funds and investments of the **Parish**, including the purchase, custody, sale and transfer of the same, shall be the responsibility of the Vestry, although the same may be delegated by the Vestry to the **Wardens**, the Treasurer and/or to a standing committee of the **Parish**, if the same is established, either generally or as to specific instances, but subject to the ultimate direction and control of the Vestry.

9.4 Electronic Bookkeeping or Accounting System. Should the **Parish** or any officer wish to employ or use an electronic bookkeeping or accounting system, approval of such system must be obtained from the **Ecclesiastical Authority** or its designee.

9.5 Indebtedness. The **Parish** has the authority to borrow money, provided, however, no indebtedness shall be incurred, renewed or extended by or on behalf of the **Parish** without the express approval of the Vestry and the **Parish** may not encumber any real property as collateral for any debt without first notifying the **Executive Council** and obtaining the consent of the Bishop of the **Diocese** and the consent of the **Standing Committee**.

9.6 Books of Account. The Treasurer shall keep proper books of account for the **Parish** as to provide the basis for satisfactory accounting, prepare periodic interim financial statements at least monthly, and prepare annual financial statements. The financial statements shall consist of a statement of financial position (balance sheet), a statement of activities (income statement) and a statement of cash flows. The financial accounts of the **Parish** are to be maintained in compliance with **Ecclesiastical Law** and such other standards as may be prescribed by the **Church** or **Diocese**, including, without limitation, the Manual of Business Methods in Church Affairs provided by the **Church** and as the same may be amended from time to time.

9.7 Audits. The **Parish's** financial statements and accounts, including any discretionary accounts of the **Rector**, shall be audited at least once every four years by an independent certified public accountant, or independent licensed public accountant, or such committee or agency as may be allowed by **Ecclesiastical Law**. All audit reports, financial statements, footnotes and supplementary schedules, including memorandum issued regarding the sufficiency of internal controls or other accounting matters and a summary of action taken or proposed to be taken to correct deficiencies or implement recommendations contained in any such memorandum, are to be filed with the **Ecclesiastical Authority** within 30 days following the date of the report, and in no event later than September 1 of the year following the year covered by the audit report.

ARTICLE 10

Property Matters

10.1 Property Held in Trust. All real and personal property of the **Parish** is held in irrevocable trust for the **Diocese** and the **Church**. The existence of this trust, however, shall in no way limit the power and authority of the **Parish**, otherwise existing over such property so long as the **Parish** remains a part of and subject to the **Church** and the Constitution and Canons of the **Church**.

10.2 Real Property. The **Parish** shall not acquire real property, whether by purchase, gift, bequest or otherwise, without the prior advice and consent of the **Ecclesiastical Authority** or the Chancellor of the **Diocese** to ensure compliance with **Ecclesiastical Law**. The **Parish** must adequately insure all of its buildings and their contents, with such coverage and limits to be at least at such minimums as may be prescribed by the **Church** or **Diocese**. The **Parish** may not sell, convey, transfer, abandon, dispose of or encumber any real property of the **Parish** without first notifying the **Executive Council** and obtaining the consent of the Bishop of the **Diocese** and the consent of the Standing Committee of the **Diocese**.

ARTICLE 11

Church Records and Recordkeeping

11.2 **Parish Records.** All documents or records of the **Parish**, including those produced or generated by the officers of the **Parish** in performing the duties of their office and in whatever format, shall at all times be and remain the property of the **Parish**, but held by it in trust for the benefit of the **Diocese** and **Church**.

11.2 Security of and Access to Electronic Recordkeeping Systems. To the extent any records of the **Parish** are kept in an electronic format, including those maintained or generated by an officer of the **Parish**, such system or systems used for keeping such records must be reasonably secure to prevent unauthorized access to such records or an impermissible disclosure of confidential information. Moreover, each officer shall provide the **Rector** and **Wardens** such passwords and instructions as needed to allow them or others any of them may designate access to such electronic records, and such officer shall immediately advise the **Rector** and **Wardens** of any change with regard to a password or any procedure for accessing such electronic records. In addition, upon request of the **Ecclesiastical Authority** the officers of the **Parish** shall provide the **Ecclesiastical Authority** or its designees such passwords and instructions as needed to obtain access to such electronic records, and such officers shall immediately advise the **Ecclesiastical Authority** or its designees of any change with regard to a password or procedure for accessing such electronic records.

11.3 Annual Parochial Report. The **Rector** and the Vestry shall be jointly responsible for preparing and filing with the **Church** and the **Ecclesiastical Authority**, in the form required by the **Church** and the **Diocese**, an annual Parochial Report that includes the following information: (a) the number of baptisms, confirmations, marriages and burials during the year; (b) the total number of baptized members; (c) the total number of communicants in good standing; (d) the total number of communicants in good standing under 16 years of age; (e) a summary of all the receipts and expenditures from whatever source derived and for whatever purpose used; and (f) such other relevant information as is needed to secure an accurate view of the state of **Parish** and/or the Church. The Vestry must approve the annual Parochial Report before it is filed with the **Ecclesiastical Authority**. After approval, the annual Parochial Report must be filed with the **Church** and **Ecclesiastical Authority** by March 1 following the close of the calendar year to which the report applies.

11.4 Maintenance of **Parish Register**. The **Rector**, or the **Wardens** if there is no **Rector**, shall maintain a **Parish Register**, in the form adopted by the **Church**, to record all baptisms, confirmations, marriages and burials. The **Rector** is the custodian of the **Parish Register**, and

great care shall be taken to preserve the **Parish Register**. The **Parish Register** is to remain with and at the **Parish** at all times.

ARTICLE 13

Dissolution of Connection with Diocese or Church

If the connection between this **Parish** and the **Diocese** or the **Church** should be dissolved, then upon such occurrence all members of the Vestry and all other officers of the **Parish** shall automatically be relieved of office and duty, and the Trustees of the **Diocese** shall take charge of any property of the **Parish** and exercise all rights as to the same, including the use of any such property to satisfy debts or obligations of the **Parish** and the transfer or conveyance of any such property to the **Diocese** or the **Church**.

ARTICLE 14

Dissolution of Parish

If this **Parish** should become inactive for at least two (2) years or should this **Parish** become extinct for want of a congregation, then upon such occurrence all property of the **Parish** shall vest in the Trustees of the **Diocese**, without the requirement of deed or other action, and any person in possession or control of any property of the **Parish** shall convey or transfer the same to the Trustees of the **Diocese**.

ARTICLE 15

Amendments

These Bylaws may be amended or repealed, in whole or in part, (a) with the approval of at least sixty-six percent (66%) of all Vestry members at each of two (2) duly called meetings of the Vestry and (b) with the approval of the **Ecclesiastical Authority** and the **Executive Council**. The Secretary shall record all approved changes to these Bylaws in the records of the **Parish** or, in the alternative, may restate these Bylaws to reflect such changes and indicate the date of such restatement.

The undersigned hereby certify that the foregoing constitutes a true and correct copy of the Bylaws of the **Parish** as adopted by the **Parish** on _____, 2019.

_____, Rector

_____, Senior Warden

_____, Secretary