

**THE BYLAWS OF
ST. ANDREW'S EPISCOPAL CHURCH
BIRMINGHAM, ALABAMA**

ARTICLE 1: NAME

Section 1.1

The name of the Parish is, and this Parish shall be known as, St. Andrew's Episcopal Church (referred to hereafter as "St. Andrew's," the "Parish," or "the church").

ARTICLE 2: MISSION STATEMENT

Section 2.1

St. Andrew's is a diverse community that seeks unity with God and neighbor through Christ in the Anglo-Catholic tradition of liturgy and service, promoting justice, peace, and love.

ARTICLE 3: MEMBERS

Section 3.1 **Members**

Members of this Parish include all persons who have received the sacrament of Holy Baptism in any Christian church and whose Baptism has been duly recorded in this church.

Section 3.2 **Communicants**

- (a) Communicants include all members of St. Andrew's who have received Holy Communion in this church at least three times during the calendar year.
- (b) Confirmed Communicants include all Communicants who have been confirmed or received to this branch of the Holy Catholic Church by a bishop of the Episcopal Church.
- (c) Communicants 16 years of age or older are to be considered Adult Communicants.

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Section 3.3 Communicants in Good Standing

All Communicants who, for the previous year, have been faithful in corporate worship, unless for good cause prevented, and faithful in working, praying, and giving for the Kingdom of God shall be considered to be a Communicant in Good Standing.

ARTICLE 4: PARISH MEETING AND ELECTIONS

Section 4.1 Annual Meeting

The Annual Meeting of the Parish shall be held at the church immediately following Diocesan Convention on a Sunday as shall be determined by the Vestry. Notice of the Annual Meeting shall be published and announced by the Rector, or if the Rector is absent, by an officiating minister, or by a warden, on the two Sundays next preceding such meeting during the worship services of the Parish. At the Annual Meeting, reports of various committees and programs of the parish, and of the Episcopal Church Women, the Rector, the Senior Warden, and the Treasurer shall be made and received, and such other business as may be necessary and appropriate shall be conducted. At the close of the business, the Annual Meeting shall adjourn to a date announced in October for the sole purpose of electing the Vestry members and Delegates to Diocesan Convention for the following year.

Section 4.2 Special Meetings

Either the Rector, or the Vestry, or 20 Adult Communicants in Good Standing, shall be able to call a Special Meeting. Notice of the Special Meeting shall be in writing and shall be announced by electronic mail, mailed, or delivered personally, in such a manner as to ensure that each member shall receive notice, at least fourteen (14) days before the date of such meeting. In addition, notice of a Special Meeting shall be published and read by the Rector, or if the Rector is absent, by an officiating minister, or by a warden, on the two Sundays next preceding such a meeting during the worship services of the Parish. The notice of a Special Meeting shall specify the place, day, and hour of the meeting, and the matters or questions to be brought before the meeting. No matter or question not specified in such notice shall be acted upon at the Special Meeting.

Section 4.3 Qualification of Voters

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Adult Communicants in Good Standing, canonically resident in the Parish and physically present at the meeting, and who are known to the Rector and Treasurer as regular contributors to the support of the Parish program, are entitled to vote at the Annual Meeting and Special Meetings, and on such other occasions where there is called for a vote of the Parish. The determination of the Rector or the Treasurer regarding contributions shall be final and conclusive absent manifest error.

Section 4.4 Quorum

Those Adult Communicants in Good Standing of the Parish who appear at an Annual Meeting shall constitute a quorum for the transaction of business, except for the purpose of adjourning the meeting from time to time. The presence of at least 50 Adult Communicants in Good Standing of the Parish shall be necessary to constitute a quorum for the transaction of business at a Special Meeting. The affirmative vote of a majority of Adult Communicants in Good Standing present at any meeting at which a quorum is present shall be necessary for the authorization of any action or conduct requiring a vote.

Section 4.5 Presiding Officer at Meetings

The Rector, or in the Rector's absence, the Senior Warden, or in the Senior Warden's absence, the Junior Warden, or in the Junior Warden's absence, such other member or members of the Vestry designated by the Rector, shall preside in all meetings of the Parish.

ARTICLE 5: PARISH GOVERNANCE

Section 5.1 Number and Term of Vestry

The Vestry of the Parish currently consists of twelve (12) members but shall be gradually reduced to nine (9) members by electing three new members each year, beginning in 2014 for the calendar year 2015. Vestry members shall serve for a period of three (3) years. No Vestry member who has served a complete three-year term may be eligible to serve again, either by election or appointment, as a Vestry member, until the passage of one (1) year from that Vestry member's expired term. Persons elected or appointed to fill unexpired terms may be elected to a full three- (3) year term immediately upon the expiration of their partial term in office.

Section 5.2 Vacancies

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The Vestry shall be authorized to fill vacancies occurring in the office of the Vestry, by a majority vote of the Vestry. A Vestry member so elected shall serve through the then remaining unexpired portion of the three (3) year term of that Vestry position, upon the expiration of which an election for the position shall be conducted in the manner provided in Sections 5.1 and 5.8.

Section 5.3 Qualifications for Vestry Members

Vestry members shall be selected from the Adult Communicants in Good Standing of this Parish. Each Vestry member shall:

- (a) Believe in God the Father as Creator, Jesus Christ His Son as Savior and the Holy Spirit as Sanctifier.
- (b) Have been confirmed or received into the Episcopal Church.
- (c) Receive Holy Communion regularly.
- (d) Be committed to responsible stewardship through the Parish.
- (e) Accept the Parish Mission Statement and work for its realization.
- (f) Give high priority to attending and participating in Vestry meetings and the Annual Vestry Retreat.
- (g) Accept and participate in Vestry Committee assignments.
- (h) Be aware of all public programs and activities of the Parish and attempt to be present at as many as possible.
- (i) Make a sincere effort to represent the Vestry to the Parish and the Parish to the Vestry.
- (j) Intentionally behave in such a manner as to represent Christ and His Church to the world in which we live.
- (k) Support the decisions of the Rector and Vestry.
- (l) Pray for the Parish, its people and its leader.

Section 5.4 Election of Wardens

Each year, after election of Vestry members for the coming year, the newly constituted Vestry shall elect from its membership one Senior Warden and one or more Junior Warden(s). The Senior and Junior Wardens each shall serve in their respective capacities for a one-year term. Election of wardens shall be carried out under the supervision of outgoing members of the Vestry and shall be by secret ballot. Outgoing members shall have no vote in warden elections. No other persons, including the clergy, shall participate in the counting and certification of results for warden elections.

Section 5.5 Authority and Duties of Vestry

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It shall be the duty of the Vestry to manage the prudential affairs of the church and, from time to time, to authorize and execute such contracts and agreements as may be necessary or proper in the fulfillment of its duties. The Vestry shall assist the Rector in the nurture and extension of Christ's Church. The Vestry shall have the legislative authority for the Parish and shall transact all of its temporal business. The Vestry shall be responsible for furnishing, preserving and adequately insuring the Parish property, including all items necessary for public worship, for maintaining adequate Parish records, and for managing the financial resources of the Parish. When the Parish is without a Rector, the Vestry is authorized to call and elect a Rector.

Section 5.6 Authority and Duties of Wardens

The Senior and Junior Wardens shall have all the duties specified by the Rector and these Bylaws. The Senior and Junior Wardens are each authorized, separately and severally, on behalf of St. Andrew's to execute with the Clerk all contracts, agreements, or instruments which the Vestry shall have authorized to be executed on behalf of St. Andrew's, except in any case where the signing and execution thereof shall be delegated by the Vestry, or by these Bylaws, to some other authorized person.

Section 5.7 Vestry Meetings

- (a) Regular meetings of the Vestry shall be held monthly, at least ten times each year, at a regular time agreeable to its members. Special meetings of the Vestry may be called by the Rector at any time and it shall be the duty of the Rector to call a special meeting, if requested in writing, by at least five members of the Vestry. One week's notice of each regular or special meeting of the Vestry shall be given to each member by the Rector (or by the Clerk under the Rector's direction) in person or by mail, including electronic mail. Except as otherwise expressly provided for in these Bylaws, at each meeting of the Vestry the actions of the Vestry upon any matter or question shall be decided upon by a majority of the members of the Vestry present. The Rector shall not vote except to break a tie. Vestry meetings shall be open to other members of the Parish. All Vestry meetings shall proceed in accordance with an order of business set forth in a written agenda, which shall be prepared by the Rector and the Wardens and provided to each Vestry member. Vestry meetings shall open and conclude with prayers, devotion, or an appropriate office.

- (1) Executive Session

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Upon a majority vote of the Vestry Members, taken at a meeting open to all parishioners, the Vestry may go into a closed Executive Session.

Attendance at such Executive Session shall be the Vestry members and persons designated by the Senior Warden. If there is disagreement with regard to attendance by non-Vestry members, then a motion can be made to determine who may and may not be present.

Minutes of executive sessions shall be kept but shall be confidential and not published with the regular Vestry minutes and records. Matters discussed at executive sessions shall be confidential.

- (b) A majority of the members of the Vestry shall constitute a quorum at any meeting of the Vestry. Except where these Bylaws expressly specify otherwise, the affirmative vote of the majority of members present at a meeting of the Vestry, at which a quorum is present, shall be necessary for the authorization of any action by the Vestry.
- (c) The Rector shall preside at all meetings of the Vestry.
- (d) Failure to attend Vestry meetings, in the absence of illness or other reasonable cause, may be considered good cause for removal from the Vestry, which may be effected by a two-thirds vote of the Vestry. A member of the Vestry who is absent from a total of three (3) consecutive regular Vestry meetings or four (4) regular meetings in any calendar year, save for absences due to illness or reasonable cause, shall be deemed to have resigned and a successor shall be chosen as provided in these Bylaws.
- (e) It is expected that Vestry members shall participate in the life of the Parish, which includes attendance at Sunday worship services on a regular basis. Failure by a Vestry member to so participate may be considered, in the absence of illness or other reasonable cause, to be good cause for removal from the Vestry, which may be effected by a two-thirds vote of the Vestry.

Section 5.8 **Nominations for and Elections to the Vestry**
(as amended 11 August 2019)

- (a) No less than sixty (60) days prior to each Annual (October) Meeting, a Vestry Nominating Committee shall be constituted and announced to the members of the Parish. The Nominating Committee shall consist of those Vestry

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members whose terms of office expire at the end of that calendar year. In the event of one or more of these members being unavailable to serve on the committee, the Vestry shall appoint former vestry members to serve on this committee in their place. The tasks of the Vestry Nominating Committee are to nominate candidates to serve for a three (3) year term on the Vestry and candidates for Delegates to the subsequent year's Annual Diocesan Convention. The Nominating Committee shall not discriminate against potential candidates based on gender, race, sexual orientation, immigration status, physical disability or income. The Nominating Committee shall nominate at least a sufficient number of candidates plus up to two (2) additional candidates for Vestry and Convention. The Nominating Committee shall provide each candidate with a copy of the Vestry Covenant prior to the Annual (October) Meeting. The Nominating Committee shall submit these slates of candidates to the full Vestry for approval with thirty (30) days of the Annual (October) Meeting. In the event of the Vestry not approving the slate(s), the Nominating Committee shall revise the slate(s) until approved by the majority of the Vestry. The Nominating Committee, with the help of the Parish Administrator, shall compile ballots for voting and biographical information on all candidates that shall be published in a bulletin and online at least fourteen (14) days prior to the Annual (October) Meeting. The Nominating Committee shall arrange a meeting for parishioners to meet the candidates seven (7) to fourteen (14) days prior to the Annual (October) Meeting. At the Annual Meeting, the Nominating Committee shall provide an opportunity for nominations from the floor, collect the ballots, count the votes and report the results to the Clerk of the Vestry. In the event of a tie, the tie shall be broken by writing each candidate's name on folded pieces of paper and having a neutral individual pick a candidate's paper. Members of the Nominating Committee are permitted to stand as Convention Delegate candidates but cannot count votes for Convention Delegates. After the election, the following year's Senior and Junior Wardens shall be elected at the regular December meeting of the Vestry. Incoming vestry members shall be given voice and vote at this meeting, outgoing vestry members shall have voice but no vote in the Wardens' election.

- (b) At the Annual Meeting, any Parish member qualified to vote may nominate any qualified person for election to the Vestry, provided that such person is present to accept the nomination, that such person has provided prior consent to the nomination, and that the Rector has been notified of the intent to nominate such person no later than two (2) weeks prior to the Annual Meeting.

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- (c). Voting for the Vestry shall take place by written ballot at the Annual Meeting. All Adult Communicants in Good Standing who are qualified in accordance with Section 4.3 hereinabove are eligible to vote. All voting shall take place in the church. Voting by absentee or proxy shall not be permitted in any Vestry election.

Section 5.9 Vestry Committees

The Vestry shall create the following committees:

- (a) The Steering Committee: The Steering Committee shall consist of the Senior Warden and the Junior Warden(s). The Rector shall preside at the meetings of the Steering Committee. The purposes of the Steering Committee shall include the following:
1. To advise the Rector on matters important to the Parish.
 2. To advise and assist the Rector in the organization and staffing of Committees.
 3. To prepare the agenda for each Vestry meeting.
- (b) The Nominating Committee: The Nominating Committee will be appointed and constituted as set forth in Section 5.8 above.
- (c) The Finance Committee: The Finance Committee shall include the Rector, the Senior Warden, the Junior Warden, the Treasurer, the Assistant Treasurer, the past year's Senior Warden, and one member of the Vestry at large, who shall be chosen by the Senior Warden. Among its other duties, the Finance Committee shall serve as the Compensation Review Committee contemplated by Canon 8, Section 3 of the Canons of the Diocese of Alabama and it shall perform the duties prescribed therein. The Finance Committee shall also be responsible for the fulfillment of the requirement in Canon 6, Section 3 of the Canons of the Diocese of Alabama that an audit be performed on the accounts of the Parish as prescribed therein. A copy of the audit for such year and any management letter shall be furnished to each member of the Vestry.
- (d) Other committees may be established by the Vestry from time to time, in consultation with the Rector, for such special purposes and needs as may arise.

Section 5.10 The Treasurer and Assistant Treasurer

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The Steering Committee, at or before the first Vestry meeting following the Vestry elections, shall appoint, from the Vestry members or other Adult Communicants in Good Standing, a Treasurer and may appoint an Assistant Treasurer, each to serve for a term of one year. Subject to the approval of the Steering Committee, the Treasurer and Assistant Treasurer shall be eligible to serve up to three (3) consecutive one-year terms. The Treasurer, subject to the direction and control of the Vestry, shall account for all monies due and belonging to the Parish and shall have custody, in trust for the Parish, of all funds, securities, memorial funds, and title deeds thereof. The Treasurer shall use accepted accounting methods and render monthly reports to the Vestry. The Assistant Treasurer shall assist the Treasurer, as appropriate, in the performance of the aforementioned duties.

Section 5.11 The Clerk of the Vestry

The Steering Committee, at or before the first Vestry meeting following the Vestry elections, shall appoint from the Vestry or other Adult Communicants in Good Standing a Clerk, who shall act as secretary of the Vestry. The appointed Clerk shall serve in office for a term of one (1) year. Subject to the approval of the Steering Committee, the Clerk shall be eligible to serve up to three (3) consecutive one-year terms. The Clerk of the Vestry shall keep the minutes and records and shall conduct the correspondence of the Vestry. Subject to the control of the Vestry, the Clerk shall execute, countersign, or attest the various instruments affecting the Parish as may be directed by the Vestry and shall perform the usual duties appertaining to the office of a corporate secretary.

Section 5.12 Legal Counsel

The Steering Committee, at or before the first Vestry meeting following the Vestry elections, may appoint from the Vestry or other Adult Communicants in Good Standing a Legal Counsel, who shall serve in office for a term of one (1) year. Subject to the approval of the Steering Committee, the Legal Counsel shall be eligible to serve up to three (3) consecutive one-year terms. The Legal Counsel shall provide such legal advice and assistance as is requested by the Rector and the Vestry.

ARTICLE 6: STANDING COMMITTEES

Section 6.1

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The Rector, after consultation with the Wardens and the Vestry, shall appoint A Vestry Liaison to each of the eight parochial Areas of Ministry. Each committee in the parish should fall within an Area of Ministry and give regular reports to the Vestry Liaison. The Rector and Vestry may create additional committees from time to time.

**Pastoral Care
Parish Life & Fellowship
Worship & Music
Christian Formation
Evangelism
Outreach
Stewardship
Buildings & Grounds**

ARTICLE 7: DIOCESAN CONVENTION

Section 7.1

At the same time and Vestry elections are held each year, delegates and alternate delegates to the Convention, in the number designated by the Diocesan Canons, shall be elected by the Parish. Nominations for delegates and alternates shall be made by the Nominating Committee. Delegates should be Adult Communicants in Good Standing of the Parish and will serve for one (1) year, or until their successors are duly chosen.

ARTICLE 8: RECORDS, REPORTS, AND AUDIT

Section 8.1 Records and Reports

The Rector and the Vestry each year shall file with the Bishop of the Diocese, by the time requested by the Diocese, a report which shall include the following information:

- (1) the number of baptisms, confirmations, marriages, and burials during the year; the total number of baptized members, the total number of Communicants in good standing, and the total number of Communicants in Good Standing under 16 years of age.
- (2) a summary of all the receipts and expenditures, from whatever source derived and for whatever purposes used.

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- (3) such other relevant information as is needed to secure an accurate view of the state of this Church, as required by the approved form.

Section 8.2 Audit

The financial books and records of the Parish shall be audited annually by an audit committee authorized by the Finance Committee, the Department of Administration and Finance of the Diocese of Alabama, or other appropriate diocesan authority.

ARTICLE 9: PARLIAMENTARY AUTHORITY

Section 9.1

The rules contained in the current edition of Robert's Rules of Order shall govern the membership and Vestry in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, and any special rules of order the membership or the Vestry may adopt.

ARTICLE 10: AMENDMENT OF BYLAWS

Section 10.1

These Bylaws may be amended by a two-thirds vote of the qualified voters present and voting at any duly noticed and constituted meeting of the Parish or by a two-thirds vote of the members of the Vestry at any duly noticed and constituted meeting of the Vestry.

ARTICLE 11: ADOPTION OF BYLAWS

Section 11.1

These Bylaws have been duly adopted by a two-thirds vote of the Vestry at its regular meeting on September 21, 2014, and amended May 18, 2017, and August 11, 2019, and December 8, 2019 and February 2021.

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Rector _____ Senior Warden

Junior Warden _____ Junior Warden

Clerk