

BYLAWS
OF
CHRIST CHURCH GREENWICH

PREFACE

Christ Church Greenwich acknowledges the authority of The Protestant Episcopal Church in the United States of America (hereafter referred to as “The Episcopal Church”), its Constitution and General Canons, and the authority of the Episcopal Church in Connecticut (hereinafter referred to as the “Diocese”), its Constitution and Canons. It is understood that when the Rector is absent or otherwise unavailable, or during the tenure of an Interim Rector, the governance of Christ Church Greenwich falls to the Wardens. The provisions of such Constitutions and Canons shall supersede any contrary provision herein, and any term not specifically defined herein shall be interpreted in accordance with such Constitutions and Canons.

ARTICLE I. NAME

This parish shall be known as Christ Church Greenwich, or alternatively as The Parish of Christ Church in the town of Greenwich, County of Fairfield, and State of Connecticut, and is hereafter referred to as the “Parish.”

ARTICLE II. MEMBERSHIP

- Section 1. All persons who attend the Parish shall be known as Parishioners.
- Section 2. Membership in the Parish shall be acquired and terminated as provided in the Constitution and Canons of the Diocese. A person who shall have become a member of the Parish, and whose membership shall not have been terminated, is referred to herein as a “Member”.
- Section 3. A Member of the Parish shall be a “Voting Member”, and thus entitled to vote at any Parish meeting, if such Member shall be an adult communicant who, for at least six (6) months prior to any Parish meeting, shall have been (a) a faithful attendant at the services of the Parish, unless for good cause prevented, (b) a faithful contributor of record to its support and (c) faithful in working, praying, and giving for the spread of the Kingdom of God.
- Section 3. The status of any person as a Member and/or a Voting Member of the Parish shall be determined by the Vestry in accordance with the Constitution and Canons of the Diocese.
- Section 4. The Vestry shall, from time to time, and always within the month preceding the Annual Meeting of the Parish, revise the roll of Members and Voting Members of the Parish in accordance with the Canons of the Diocese. The Vestry shall present such roll to the Annual Meeting and, when adopted by said meeting, shall be the roll of that meeting.

ARTICLE III. PARISH MEETINGS

Section 1. Annual Meetings

There shall be an Annual Meeting of the Parish on a day and time fixed by the Vestry (but no later than the last Sunday or February) for the purpose of electing the Wardens, Vestry

members, the Clerk and the Treasurer, and for transacting such other business as may properly come before such meeting.

Section 2. Special Meetings

A Special Meeting of the Parish may be called by vote of the Vestry or upon the written request of ten percent of the Voting Members of the Parish.

Section 3. Governance of Meetings

- a. At all meetings of the Parish, the Rector, or if the Rector is unavailable, the Senior Warden, or if both the Rector and the Senior Warden are unavailable, the Junior Warden, shall preside.
- b. Upon the election of the presider or upon the demand of ten Voting Members present, a meeting of the Parish shall be conducted in accordance with the then most current edition of Robert's Rules of Order except as otherwise provided by the Diocesan Constitution and Canons or these Bylaws.
- c. All matters at all Annual and Special Meetings shall be decided by majority vote of those Voting Members present unless otherwise provided by the Diocesan Constitution and Canons or these Bylaws. No person shall vote by proxy.
- d. Voting on questions shall be by voice vote or a show of hands, at the discretion of the presider, provided that upon demand of ten Voting Members, voting shall be by written ballot. In the event that there be but one candidate for each vacancy or but one slate of candidates presented, the Clerk may be directed by unanimous voice vote to cast one ballot for each such candidate or slate.
- e. Fifty Voting Members of the Parish shall constitute a quorum at any Parish meeting.

Section 4. Notice

- a. Notice of all Parish meetings shall be signed by the Clerk or, in the absence of the Clerk, by one of the Wardens, and shall be posted at the door of the Parish Church; posted on the Parish Website and sent via email and/or regular mail by the Clerk to every Member of the Parish at least ten days before the meeting.
- b. Notice of all Parish meetings, except the Annual Meetings, shall contain a statement of the purpose of the meeting.

Section 5. Order of Business at Annual Meeting

The agenda shall include but not be limited to the following items:

1. Invocation
2. Presentation and adoption of roll of voting members
3. Minutes of last Annual or Special Meeting of the Parish
4. Report of the Rector
5. Report of the Senior Warden

6. Report of the Treasurer
7. Presentation and approval of the annual budget
8. Other reports as deemed appropriate by the Vestry
9. Election of Wardens, Vestry members, Clerk and Treasurer
10. Election of Delegates and Alternate Delegates to the Diocesan Convention
11. Old business
12. New business
13. Benediction

Section 6. Order of Business at Special Meetings

The agenda at Special Meetings shall include the same items as at Annual Meetings insofar as appropriate.

ARTICLE IV. NOMINATIONS OF OFFICERS, VESTRY MEMBERS AND DELEGATES

Section 1. Duties of the Nominating Committee

- a. The Nominating Committee shall nominate Officers and Vestry members in accordance with these Bylaws.
- b. The Nominating Committee shall, at the request of the Vestry, recommend nominees to fill Vestry vacancies that occur between Annual Meetings.

Section 2. Composition of the Nominating Committee

- a. Each year, well prior to the October meeting of the Vestry, the Wardens shall convene a Nominating Committee consisting of (i) the Wardens *ex officio*, (ii) all Vestry members who are completing their service on the Vestry, (iii) any Officers who are barred from or have declined to stand for re-election at the next Annual Meeting, and (iv) such other Members of the Parish at large appointed by the Wardens, not to exceed four such persons, as to complete a Nominating Committee that appropriately represents the diverse ministries and membership of the Parish.
- b. Members of the Nominating Committee shall serve from the time the committee is convened until the next Annual Meeting or such member's earlier death or written resignation.
- c. Any vacancies on the Nominating Committee may be filled by Vestry appointment.
- d. The Vestry shall appoint the Committee Chair from among the committee members.

Section 3. Proceedings of the Nominating Committee

- a. The Nominating Committee shall solicit from the Parish the names of qualified potential nominees. Those who would like to serve also should be encouraged to make that fact known to the Nominating Committee.

- b. The Nominating Committee shall consult with the Rector and Assistant Rector and the Wardens, and such other persons as they believe useful, regarding appropriate candidates.
- c. Neither a member of the Nominating Committee nor a person in the immediate family of a committee member may be nominated for Vestry membership. Should a committee member or one of his/her immediate family wish to be considered for nomination to the Vestry, that committee member shall first resign from the Nominating Committee.
- d. The Nominating Committee shall present to the Vestry, no later than the November meeting of the Vestry, the Nominating Committee's slate of recommended candidates for approval by the Vestry.
- e. The candidates approved by the Vestry may then be formally invited by the Nominating Committee to be the candidates presented to the Parish for consideration at the Annual Meeting.
- f. It shall be the responsibility of the Nominating Committee to nominate at least one candidate for each position that will be open at the next Annual Meeting and to nominate Delegates and Alternate Delegates to the Diocesan Convention. The Nominating Committee may nominate additional candidates as may be deemed appropriate.
- g. The report of the Nominating Committee shall be filed with the Clerk at least two weeks prior to the Annual Meeting and shall be sent via email and/or regular mail to the Members of the Parish at least ten days before such meeting. The report shall include biographical background on candidates and a statement that those persons nominated are willing to serve, if elected.

ARTICLE V. PARISH OFFICERS, COUNSEL, AND LAY DELEGATES

Section 1. Officers

- a. The Officers of the Parish shall be the Rector, the Senior Warden, the Junior Warden, the Clerk, and the Treasurer. All Officers shall be sworn to the faithful discharge of their duties and it shall be their duty to familiarize themselves with the Constitutions and Canons of The Episcopal Church and of the Diocese.
- b. Each Officer (other than the Rector) must be a Voting Member of the Parish for as long as such Officer serves and must be at least eighteen years of age. If any Officer (other than the Rector) shall be removed from the roll of the Voting Members of the Parish, such Parish Officer's term of office shall thereupon terminate.
- c. Officers of the Parish (other than the Rector) shall be elected at the Annual Meeting; provided that a vacancy arising between Annual Meetings may be filled at a Special Parish Meeting duly called for that purpose or, at the Vestry's discretion, may be filled by action of the Vestry or left unfilled for the unexpired balance of the term until the next Annual Meeting.
- d. Any Officer (other than the Rector) may be removed from office in the manner prescribed by the Constitution and Canons of the Diocese.

Section 2. Vestry

- a. The Vestry shall consist of (i) two Wardens (a Senior Warden and a Junior Warden) and (ii) not less than twelve nor more than fifteen other duly elected Members of the Parish. In addition, the Rector, Assistant Rector (if any), the Clerk and the Treasurer shall be nonvoting *ex-*

officio members of the Vestry, if not otherwise elected to the Vestry by the Parish.

- b. The Wardens shall be elected for a term of two years, except that, upon a determination of exceptional circumstances by a majority vote of the Vestry, a Warden may be elected for a one-year extension term that shall immediately follow such Warden's initial two-year term. Upon completion of a two-year term, or a two-year term followed by a one-year extension term pursuant to the procedure set forth above, as Junior Warden, an individual may immediately be elected to serve a two-year term as Senior Warden (subject to a one-year extension term pursuant to the procedure set forth above) but may not thereafter be re-elected to any Parish Office within one year after completion of that term.
- c. The number of Vestry members, in addition to the two Wardens and *ex officio* members, shall be fixed from time to time by a resolution passed by the Vestry, provided that no decrease in the number of such members shall shorten the term of any incumbent member of the Vestry. Such Vestry members shall be divided into three classes, each class to serve a term of three years. A Vestry member who has completed a full three-year term may not be re-elected to the Vestry (other than as Warden or *ex officio* as Clerk or Treasurer) within one year after completion of that term. However, after an interval of at least one year, a former Vestry member may be re-elected to the Vestry.

Section 4. Clerk

- a. The Clerk shall be elected for a term of one year and may be re-elected to that office for any number of successive one-year terms.
- b. The Clerk:
 - i) shall be the Clerk of the Vestry *ex officio*;
 - ii) shall make and preserve a full record of the proceedings of all Annual and Special meetings of the Parish and all Vestry meetings;
 - iii) shall, under the supervision of the Vestry and with the assistance of the Parish office, keep an accurate roll of the Members and Voting Members of the Parish and have such roll present at every Parish meeting;
 - iv) shall be official custodian of the files, records and archives of the Parish;
 - v) shall review the Journal of the Annual Convention of the Diocese of Connecticut and the Journal of the Triennial Convention of the Episcopal Church and notify the other officers of any changes made in the Constitutions and Canons of either which affect these bylaws;
 - vi) shall immediately after the election of lay Delegates and Alternate Delegates to the General Conventions of the Diocese, transmit to the Director of Administration and Finance of the Diocese a Certificate of Election indicating the names of the Delegates and Alternate Delegates;
 - vii) shall be responsible for the creation and transmission of the annual Parochial Report in accordance with the Constitution, Canons, and policies of The Episcopal Church and the Diocese;
 - viii) shall perform such other duties as the Wardens may assign to the Clerk; and

- ix) may be assisted by one or more assistant clerks appointed by the Vestry from among the Voting Members of the Parish to perform duties otherwise performed by the Clerk, provided that no assistant clerk has a vote in the meetings of the Vestry.

Section 5. Treasurer

- a. The Treasurer shall be elected for a term of one year and may be re-elected to that office for any number of successive one-year terms.
- b. The Treasurer:
 - i) shall be the Treasurer of the Vestry *ex officio*;
 - ii) shall collect, receive, hold custody of and disburse all monies belonging to the Parish and its endowment;
 - iii) shall make records of such collections, receipts, and disbursements in such a form and manner as will provide the basis for satisfactory accounting of the same;
 - iv) shall keep records of all trust and permanent funds showing at least the source and date, terms governing the use of principal and income, to whom and how often reports of conditions are to be made, and how the funds are invested;
 - v) shall attend the meetings of the Vestry and shall furnish the Vestry with monthly and year- to-date financial statements at each regular Vestry meeting together with a statement of receipts and disbursements since the last such report;
 - vi) shall perform such other tasks as the Wardens and/or Vestry may assign to the Treasurer including support of the Parish Nursery School treasurer and related activities; and
 - vii) may be assisted by one or more assistant treasurers appointed by the Vestry from among the Voting Members of the Parish to perform duties otherwise performed by the Treasurer, except that no assistant treasurer has a vote in the meetings of the Vestry.

Section 6. Miscellaneous Duties and Powers

In addition to the foregoing specifically enumerated duties and powers, each Officer shall be charged with such other duties and shall have such other powers as are customarily incident to his or her office.

Section 7. Counsel

The Vestry may appoint an individual to serve as Parish counsel and may, from time to time, remove and replace the Parish counsel as the Vestry, in its sole discretion, shall determine.

Section 8. Lay Delegates

- a. There shall be not less than two lay Delegates to the Diocesan Convention, each of whom also shall represent the Parish as Representatives to the Southwest Region Missionary.
- b. Lay Delegates shall be elected at an Annual Meeting and shall serve for two years and are eligible for re-election to any number of successive terms. Vacancies may be filled for the unexpired balance of the term, at the Vestry's discretion, at the next Annual Meeting, at a Special Meeting duly called for that purpose, or by action of the Vestry.

ARTICLE VI. VESTRY

Section 1. Duties

- a. In accordance with the Canons of The Episcopal Church and the Diocese:
 - i) the Vestry shall be agents and legal representatives of the Parish in all matters concerning its corporate property and the relations of the Parish to its Clergy;
 - ii) the property and all business affairs of the Parish shall be subject to the direction, management, and control of the Vestry; and
 - iii) the Rector may hire assisting Clergy with the advice and consent of the Vestry, with the terms of employment subject to the approval of the Rector and the Vestry.
- b. The Parish hereby specially votes to grant and delegate to the Vestry the power to dispose of the real estate of the Parish and to borrow or lend money subject to Diocesan Canon IV, Section 3.
- c. The business affairs of the Parish shall at all times be governed by and conducted in accordance with the Constitution and Canons of The Episcopal Church, the Diocesan Constitution and Canons, and the provisions of these bylaws.
- d. The fiscal year of the Parish shall be January 1 to December 31.

Section 2. Meetings

- a. Regular meetings of the Vestry shall be held monthly; provided, however, the meeting for the month of July or August may be suspended at the election of the Wardens.
- b. Special meetings of the Vestry may be called by the Rector, the Wardens, or by three members of the Vestry upon ten days' written notice or three days' telephone and/or email notice to each member.
- c. The Rector shall be Chair, *ex-officio*, of the Vestry. The Rector or the Rector's designee shall preside at all the meetings of the Vestry.
- d. Notice of the date, time and place of each regular Vestry meeting shall be mailed and/or emailed to each member of the Vestry at least five days prior to the meeting.
- e. At all Vestry meetings, a majority of the voting members of the Vestry shall constitute a quorum.
- f. Provided a quorum is present, all matters at regular and special Vestry meetings shall be decided by majority vote of the voting members present, except as otherwise provided

herein. Each of the Wardens and each of the other Vestry members (other than nonvoting *ex officio* members of the Vestry) shall have one vote. A vote by proxy is permitted, if submitted in writing and/or via email and received by the Clerk and a Warden by noon of the day of the scheduled meeting.

Section 4. Annual Budget.

- a. Each year, the Vestry shall adopt a budget for the following fiscal year and shall present the budget at the Annual Meeting.
- b. Prior to each Annual Meeting, the Vestry shall invite all Members of the Parish to a special conference to discuss financial planning and mission priorities for the following year.

Section 5. Commissions and Committees

- a. *Executive Committee.* The Vestry shall be authorized to establish and constitute an Executive Committee, which shall include the Rector and Wardens and such other Officers as the Vestry shall determine from time to time, and to delegate to the Executive Committee such duties, powers, and authority as shall be set forth in a written resolution or charter, including without limitation the power to act on behalf of the Vestry in an emergency or between Vestry meetings.
- a. *Vestry Committees.* The Vestry shall have the authority to establish and constitute such standing or temporary committees of the Vestry as it shall deem necessary or advisable from time to time, and may delegate to any such committee such duties, powers, and authority as shall be set forth in a written resolution or charter.
- b. *Parish Commissions, Committees, and Task Forces.* The Vestry shall have the authority to establish one or more Parish Commissions, Committees, or Task Forces as it shall deem necessary or advisable to carry out the missions and programs of the Parish, to be governed by such terms and conditions as shall be set forth in a resolution or charter; provided that (i) the Wardens shall have the power to appoint and remove the chair and any of the members of any such Parish Commissions, Committees, and Task Forces, and (ii) neither the chairs nor the members of Parish Commissions, Committees, or Task Forces need be members of the Vestry, but all must be Members of the Parish.

ARTICLE VII. CHRIST CHURCH NURSERY SCHOOL

Section 1. The Parish owns the Christ Church Nursery School (“CCNS”), a not-for-profit school for children, which operates as an extension of the mission of the Parish under the authority and oversight of the Vestry.

Section 2. Except as the Vestry may otherwise provide by resolution, the Vestry delegates responsibility for the management, policies, and general operation of CCNS to the Board of Trustees of CCNS, but retains the sole authority (i) to approve CCNS annual budgets, (ii) to consent to the election of members of the CCNS Board of Trustees, (iii) to approve changes to CCNS by-laws with the consent of the Rector, and (iv) such other authority and responsibilities as required by the Constitution and Canons of The Episcopal Church and of the Diocese.

ARTICLE VIII. THE RECTOR

In accordance with the Canons of the Diocese, the Rector shall at all times be entitled to the use and control of the Parish buildings with the appurtenances and furniture thereof for the full and free discharge of all functions and duties pertaining thereto.

ARTICLE IX. AMENDMENTS

Section 1. Amendments to these Bylaws may be proposed by the Vestry or by written petition signed by at least twenty Voting Members of the Parish.

Section 2. These Bylaws may be amended by the affirmative vote of two-thirds of the Voting Members present at an Annual Meeting or at a Special Meeting, provided that the full text of such proposed amendment shall have been included in a timely notice of the meeting duly mailed or emailed to every member of the Parish.

[Adopted at the Annual Meeting, January _____, 2019]