

**Bylaws of  
St. Philip's Episcopal Church**

(Amended and Approved by the Congregation December 2, 2018)  
[Revision 9-22-21]

**Article I  
Preamble**

**St. Philip's Episcopal Church, of Southport North Carolina**, is a member of the Convention of the Episcopal Diocese of East Carolina and accedes to the Constitution and Canons of the Diocese of East Carolina and accedes to the Constitution and Canons of The Episcopal Church and the General Convention thereof, or their successors. [1]

**Article II  
Membership**

All persons who have received the Sacrament of Holy Baptism with water in the Name of the Father, and of the Son, and of the Holy Spirit, whether in this Church or in another Christian Church, and whose Baptisms have been duly recorded in this Church, are members thereof. [2]

**Article III  
Vestry**

- A. Composition. The governing body of the Parish shall be a Vestry composed of twelve lay persons serving three-year staggered terms elected by membership vote at the annual Parish meeting.
- B. Term Length. Vestry members shall serve until their successors are elected in accordance with the bylaws and any applicable provisions of the Constitutions and Canons. No person may serve as a Vestry member for more than one full term without at least a one-year break in service.
- C. Unexpired Terms. Should a person's seat on the Vestry be vacated before the person's term has expired, the Vestry may fill the unexpired term by appointment. An appointee may serve the remainder of the unexpired term or serve until the next annual parish meeting when the meeting shall elect a person to serve the remainder of the unexpired term. Those appointed to fill an unexpired term shall have a voice and vote. A person who serves one year or less of an unexpired term may be eligible for election to a full term at the next annual parish meeting. [3]
- D. Officers. The Vestry shall elect annually a Senior Warden and a Junior Warden from among their own number. **The Rector shall nominate the Senior Warden. If there is no Rector, the election of the Senior Warden shall proceed without such nomination.** The Vestry shall also annually elect a Clerk and a Treasurer, neither of which are required to be a member of the Vestry. [4]
- E. Quorum. At the meetings of the Vestry, seven members shall constitute a quorum.

- F. Conduct. Roberts Rules of Order shall govern the general conduct of Vestry meetings.
- G. The Vestry shall review, approve, and present Annual Budget to the congregation at the Annual Meeting.
- H. Attendance. A Vestry member's **unexcused** absences from three regularly scheduled Vestry meetings in a 12-month period may be considered a resignation by the Vestry and the Vestry may appoint a replacement. [5]

#### **Article IV** **Committees and Boards**

- A. Establishment of Committees and Boards. In accordance with its duties to act as the trustees of the Parish and its property, to regulate the temporal concerns of the Parish, and to assist the Rector or Priest-in-Charge in the furtherance of the Gospel for the laity, the Vestry may from time to time establish such committees, boards, or other designated bodies, of a size, structure, and purpose as it deems appropriate, in order to facilitate the orderly and efficient operation of the congregation and any other ecclesiastical goals consistent with its duties under the Canons and Constitutions.
- B. Nature, Scope, and Purpose. The Vestry shall define the size, composition, and the nature and scope of the duties or tasks with which each such committee, board, or other body is charged (hereafter referred to as "the structural components"), memorialize the group's components in writing, and formally adopt the same as operating guidelines or protocols for the group.
- C. Oversight. The Vestry retains the power and discretion to oversee, monitor, and from time to time revise the structural components of, or to dissolve, consolidate, or otherwise restructure, such committees, board, or bodies as it may deem appropriate to promote the fundamental objective of facilitating the orderly discharge of the Vestry's duties and responsibilities to the Parish and the Diocese. To be effective, any decisions to dissolve or substantially change the structural components of any such group must be formally adopted on the record by the Vestry as a whole.

#### **Article V** **Annual Membership Meeting**

- A. Time and Place. The congregation shall meet at least annually, at a time and location established by the Vestry at least 60 days before such meeting, and at such other times as may be provided by or consistent with the Constitutions and Canons.
- B. Quorum. A quorum must be present at membership meetings for the proper transaction of business. A quorum shall constitute at least twenty-five percent (25%) of the average Sunday attendance for the preceding 12 months excluding Christmas, Easter, and Palm Sundays.

C. Conduct. Roberts Rules of Order will govern the general conduct of congregational meetings.

## **Article VI** **Nominations and Elections**

A. Creation of Nominating Committee. At least 60 days prior to the annual meeting, the Vestry shall appoint a nominating committee composed of the then-retiring Vestry members. Should one or more of the members then be serving an unexpired term, be eligible to run for election to a full-term, and choose to seek such election in accordance with these bylaws, the Vestry may appoint the necessary number of qualified members from the congregation to sit on the committee.

B. Duties of Nominating Committee. The duties of the nominating committee are to: receive nominations from the congregation / Vestry; complete a resume profile of each nominee for publication in the annual report; verify the nominees are eligible voting members **as defined below** and present for election at the annual meeting the names of all duly nominated individuals eligible for election. [6]

- **Member**: A person who has received the Sacrament of Holy Baptism with water in the Name of the Father, and of the Son, and of the Holy Spirit, whether in this Church or in another Christian Church, and whose Baptisms have been duly recorded in this Church.
- **Adult Member**: A member sixteen years of age or older.
- **Communicant**: A member who has received Holy Communion at least three times during the preceding year.
- **Communicant in good standing**: A member who for the previous year has 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.
- **Adult communicant in good standing**: A communicant in good standing who is sixteen years of age or older.

C. Nominations from the Floor. Nominations from the floor at the annual meeting are permitted and are subject to the same qualifications / restrictions as those nominations provided by the committee.

D. Election of Vestry Members Serving Unexpired Terms. Those who are current members of the Vestry at the time of the annual election and who have served no more than one year of an unexpired term are eligible to serve an immediately successive full term on the Vestry. However, should such individuals be nominated for election, and should the number of nominees selected for the election be limited to the total number of then-vacant seats on the Vestry, those nominees who receive the greatest number of votes shall be elected to three-year terms while the remaining such nominees shall be elected to serve the balance of the unexpired term to which they had been appointed.

E. Convention Delegates. The convention delegates will be elected at the annual meeting.

## **Article VII**

## **Voting**

- A. **Voting Eligibility**. When voting in elections, or on issues subject to membership vote, only those who meet the qualifications for voting members as defined and determined by the Constitutions and Canons are entitled to seat voice and vote.
- B. **Vestry Voting**. Voting for nominees to the Vestry shall be by secret ballot, except when only one candidate is nominated to fill a vacancy, in which case voting may be by acclamation.
- C. **General Voting**. Voting on other matters issues subject to membership, such as adoption of bylaws **and election of delegates to the annual convention**, shall be by voice vote unless a majority of those present request a secret vote. [7]

## **Article VIII Amendments**

- A. **Review**. These bylaws shall be reviewed annually and may be amended by a majority vote of those eligible voting members present at any annual meeting of the congregation.
- B. **Amendment Process**. Proposed amendments must be made in writing, submitted to the congregation at least 30 days prior to the annual meeting, and may be approved, disapproved, or tabled until the following year, by majority vote of the eligible voting members in attendance at the annual meeting.
- C. **Effectiveness**. Approved amendments shall take effect from and after the adjournment of the annual meeting at which they were ratified, unless otherwise stated within the amendment. **The Rector and Senior Warden shall file a copy of the parish bylaws and any amendments thereto, certified by the Clerk of the Vestry, with the Ecclesiastical Authority of the Diocese for approval within thirty days after their adoption. The Ecclesiastical Authority may, upon the advice of the Chancellor, disapprove any bylaw which is inconsistent with the Constitution and Canons of the General Convention of the Protestant Episcopal Church in the United States of America, or with the Constitution or Canons of this Diocese. Any bylaw rejected by the Ecclesiastical Authority shall be severable from the remainder and shall not alter the effectiveness of the remainder of the parish bylaws.** [8]