

THE “BYLAWS”
Of
CALVARY EPISCOPAL CHURCH
Indian Rocks Beach, Florida
In the Episcopal Diocese of Southwest Florida

BE IT KNOWN AND REMEMBERED that on the date hereafter indicated, the Vestry of Calvary Episcopal Church, a parish of the Diocese of Southwest Florida and pursuant to resolution duly made, seconded and adopted, publishes these by-laws for the governance of the affairs of the church, as follows, to-wit.

The mission of Calvary Episcopal Church is to Worship and praise God through the sacraments of the church, to proclaim the Gospel, to promote Christian fellowship and spiritual growth and to live, not for ourselves, but for all of God’s people.

I. Purpose

- 1.1 The purpose of these bylaws is for the guidance of the members of the parish and Vestry of Calvary Episcopal Church in accordance with provisions set forth in the church’s charter dated July 14th, 1962.

II. The Administration of Church Affairs

- 2.1 The affairs of Calvary church are divided into secular or temporal affairs on the one hand and spiritual, theological and liturgical (worship) on the other. Except as set forth in Article III below, the temporal affairs of the church shall be exclusive province of the membership of church (congregation) as represented by their duly elected representatives, the members of the Vestry. The spiritual, theological and liturgical (worship) affairs shall be exclusively the province of the Rector when there is one, or the most Senior priest as may serve the parish upon appointment of the Bishop of our diocese at such times when the parish has no full-time Rector.

III. The Rector, Clergy and Church Staff

- 3.1 A Rector for Calvary church shall be selected by a call from the parish in accordance with canon law and by a vote of two-thirds of the members of the Vestry present at any regular or specially called meeting, provided however, that all members of the Vestry must have been given formal notice by the best means available not less than ten days in advance of any such vote, or otherwise as provided in 4.2 of these by-laws.
- 3.2 At the pleasure of the Vestry, a nominee, or nominees, for the position of Rector of the parish may be proposed by a committee of parishioners in good standing selected by two thirds vote of the Vestry to search for a Rector, and to be known as the Search Committee. The size of the committee, if appointed, is to be within the discretion of the Vestry but should not be less than five, nor more than fifteen members of the parish. One or more members of the Vestry may serve as members of the appointed Search Committee, but Vestry members shall not constitute more than one-third of the committee.

- 3.3 Once called, the Rector may recruit for employment by the church, such additional clergy as is authorized by the Vestry, and on terms of compensation acceptable to the Vestry. All clergy so employed are subordinate to, and work under the direction of, the Rector.
- 3.4 Non-clergy employees of the church including, but not limited to, a parish organist and/or music director, a financial officer or secretary, a parish secretary and a director of maintenance or sexton shall be hired by the Rector with the concurrence of the Vestry and under terms of employment approved by the Vestry.
- 3.5 The duties of the Rector are established by canon law. As such, the Rector is directly responsible to the Bishop for all parish affairs. The Rector shall be charged with the responsibility for implementing the policies, decisions and directives of the Vestry as they relate to the temporal affairs of the church, and shall have the authority to manage, and the responsibility for the management of, not only the clergy, but also the non-clergy staff employees of the church. All staff, clergy and non-clergy, is subject to the direction of the Rector and, if necessary, may be disciplined by the Rector up to and including the termination of their employment. Where possible, termination of church staff, both clergy and non-clergy, should only occur after consultation with the Executive Committee of the Vestry (as determined in §4.5), or in the presence of an emergency situation wherein either an emergency vote (as per §4.1) or a Called Meeting (as per §4.2) cannot be achieved.

IV. The Vestry

It is the duty of the Vestry to further the spiritual life of Calvary Episcopal Church to prepare a budget providing for the necessary requirements and expenditures of the parish, and to have responsibility for and jurisdiction over the operation of all of its property and improvements, as well as all personnel in its employ, in conjunction with the Rector's authority.

- 4.1 The temporal affairs of the church shall be governed by a Board of Directors, or Vestry, comprised of the Rector and twelve confirmed communicant members of the parish in good standing (defined as members that are confirmed members of Calvary Episcopal Church, Indian Rocks Beach, that are at least eighteen years of age, a giver of record during the calendar year immediately preceding the meeting, and otherwise in good standing as determined by the Rector). Each lay member shall be elected by the members of the parish to serve a three-year term, with four members rotating off the Vestry each year and four new members being elected by the parish. Except as otherwise expressly provided herein, or as required by law, decisions of the Vestry shall be by two thirds vote of the members present at meetings. For issues of an urgent or emergent nature, electronic voting may be utilized. The Clerk of the Vestry will record the voters and the votes. The electronic vote will be ratified at the next regularly scheduled Vestry meeting. A quorum of the Vestry shall be two-thirds of the lay members, **and** the Rector. The Rector shall be the presiding officer at all meetings of the Vestry, shall establish the order of business after consultation with the Executive Committee and shall publish an official agenda prior to any Vestry meeting (except an emergency meeting where time precludes such action). No official action of the Vestry may be taken at a meeting where the Rector is absent unless permission is granted

by the Rector to the Senior Warden for such action. Should the parish be without a Rector or Priest-in-charge, the Vestry quorum shall be as previously stated but without consideration of a Rector and the Vestry shall proceed with the temporal business of parish under the direction of the Senior Warden.

- 4.2 Except upon the vote of two-thirds of the members of the Vestry, meetings of the Vestry shall be open to the membership of the church and shall be held as follows: (1) immediately following the annual meeting at which time officers for the upcoming year shall be elected and (2) at a minimum of nine (9) monthly meetings during the calendar year, including the regular monthly meeting during the month of the annual meeting. Meetings will not normally occur during the months of July and August. Such other meetings as are deemed necessary by the Rector, the Executive Committee or by not less than four members of the Vestry, may be held upon notice to all members by the best means available at the time, of the date and time of the meeting. Such special meetings shall be designated "Called Meetings." Should at least four members desire a Called Meeting not otherwise called by the Rector and/or Executive Committee, the members desiring a meeting must provide a written request to the Rector or any member or the Executive Committee which shall state with particularity the reason and purpose for the Called meeting, and within five days of presentation, such meeting shall be called by the Rector or the Executive Committee with notice given to all members of the time, place and purpose of the Called Meeting.
- 4.3 The Vestry shall, by two-thirds vote of those Vestry members voting and present after a quorum is established, elect officers from their members for one year terms as follows: a Junior Warden; a Clerk of the Vestry and a Treasurer. As provided in the charter, the Rector is permitted to appoint the Senior Warden and that appointment shall constitute election by the Vestry. Should, for any reason, there not be a called Rector at the time for election of officers, the Vestry shall also elect a Senior Warden from its members for a one year term. It is preferred to elect the Treasurer from the Vestry, however, circumstances may permit a lay member of the Parish, "in good standing" to be elected who is not a member of the Vestry. This must be a unanimous vote by the Vestry to occur. The Rector shall preside at all meetings and shall provide a report to the Vestry each month, which shall cover all significant developments during the month immediately preceding the meeting. If desired by the Vestry, the Rector's report may also include a summary of the Rector's daily activities. The Rector shall, at the request of the Vestry, also require all assistant clergy personnel to provide monthly reports to the Vestry covering their daily activities and overall areas of responsibility.
- 4.4 The duties of the officers of the Vestry shall include, but not be limited to, the following:
 - 4.4.1 Senior Warden – traditionally known as the "Rector's Warden", the Senior Warden is the lay chairman of the Vestry and the principal lay spokesperson of the parish. He or she shall be the Rector's principal lay advisor and must be able to both be a loyal adviser to the Rector and maintain meaningful lines of communication between the Vestry and the Rector as well as between the Vestry and the parish at large. The Senior Warden is the duly authorized representative of the parish and church corporation and is expressly authorized to execute any lawful instruments,

which require an official representative of the church. The Senior Warden shall preside at Vestry meetings in the absence of the Rector or upon request of two or more members of the Vestry. Responsibilities also include such other duties as defined in Diocesan Canon VIII, Section 4

- 4.4.2 Junior Warden – assumes the Senior Warden’s role in all respects in his or her absence, and generally assumes responsibility for the care and maintenance of all church property, this responsibility to include all such property subject to the canonical authority of the Rector and liability insurance coverage. In the absence of the Senior Warden, the Junior Warden is the duly authorized representative of the parish and church corporation and is expressly authorized to execute any lawful instruments, which require an official representative of the church. Responsibilities also include such other duties as defined in Diocesan Canon VIII, Section 4
- 4.4.3 Treasurer – is the chief financial officer of the Vestry and is the Vestry’s liaison with the church staff person bearing the title “Bookkeeper”. The Treasurer shall have full authority to direct all aspects of church financial matters, subject to the budget and policies adopted by the Vestry, and in a prudent manner in accordance with sound and accepted financial and accounting standards. The Treasurer may find it necessary to appoint a temporary assistant Treasurer for reasons of the absence of a Bookkeeper or due to his or her seasonal attendance. He or she may, with the consent of two-thirds of the Vestry, appoint such assistant Treasurer. If appointed the assistant Treasurer must be a member of Calvary Episcopal Church, but need not be a member of the Vestry. The Treasurer and all assistant treasurers shall be bonded.
- 4.4.4 Clerk of the Vestry – is the official reporter of the minutes of the Vestry, all official meetings of the parish at large, and the Vestry’s official communications officer.
- 4.5 The Rector and the Vestry officers (Senior Warden, Junior Warden, Treasurer, Clerk of the Vestry) shall comprise the executive committee of the Vestry. The Executive Committee shall supervise the day-to-day operation of the church and make interim decisions that do not require the formal action of the Vestry as a whole. All Executive Committee action is subject to the review of, and modification by, the Vestry. All checks written on checking accounts or withdrawals from banking, financial or investment institutions of any nature or description shall bear two signature. One signature must be from the Rector, Sr. Warden, or Treasurer, and the other signature must include any of the other two aforementioned or any member of the Vestry or Finance Committee. Two signatures are required on all disbursements per Diocesan recommended Standard Accounting Procedures with only one exception. The Clergy Discretionary Fund is under the exclusive privilege of the Rector to distribute per pastorally related expenses as it relates to a sacred trust. No expenditure of church funds in excess of \$1500 shall be made absent a two-thirds vote of the Vestry. In an extraordinary circumstance demanding immediate action which if not taken would have serious and significant adverse consequences to the parish or its property, emergency

expenditures up to the sum of \$5,000 may occur on the recommendation of the Rector and the concurrence of a majority of the Executive Committee.

- 4.6 Should any meeting of the Executive Committee result in a recommendation on behalf of the Executive Committee to the Vestry for specific action by the Vestry involving issues related to personnel, Vestry membership or incurring debt in the name of Calvary Church, the Executive Committee's recommendation shall initially be presented to the Vestry at a meeting in the form of a "first reading" and without any vote upon a motion related to the first reading being taken until the next regularly scheduled meeting of the Vestry. This provision shall not preclude the calling of a special meeting as otherwise provided in these by-laws should the matter be determined urgent in nature and requiring action earlier than the next regular meeting of the Vestry.
- 4.7 The Vestry may establish and appoint, or dissolve committees as they deem appropriate and shall define the duties and scope of authority for each committee established.
- 4.8 Should any member of the Vestry resign his or her membership on the Vestry prior expiration of his or her term, or otherwise become unable to serve for any reason, or should any member be removed from membership on the Vestry as hereafter provided, a replacement Vestry member shall be nominated by the remaining Vestry members and selected by two-thirds of the remaining Vestry members at any meeting at which reasonable and appropriate notice has been given to the remaining members of the scheduled election. In the unlikely event that all members of the Vestry should resign, be removed, or otherwise be unable to serve, the Rector or the priest in charge shall call a special parish meeting at which a new Vestry shall be elected (four for a three-year term, four for a two-year term and four for a one-year term).
- 4.9 Attendance at Vestry meetings by members of the Vestry is of paramount importance to the proper functioning of the Vestry. Accordingly, absent illness or other matters totally beyond the control of the Vestry person, the failure of a Vestry person to attend three consecutive meetings shall constitute cause for the Vestry to remove the absent member at the next regularly scheduled Vestry meeting and the matter shall automatically be an item of business for that meeting. Should any Vestry person miss two consecutive meetings without notifying the Rector or a member of the executive committee of his or her circumstances, the Rector and executive committee should make all reasonable attempts to contact the absent member to determine the reason or reasons for his or her absence, and to afford him or her notice of the potential for removal from the Vestry if he or she misses the next Vestry meeting. Likewise, the failure of a Vestry member to attend five meetings in any calendar year, consecutive or otherwise, shall constitute cause for removal at the next regularly scheduled Vestry meeting and the matter shall automatically be an item of business for that meeting.
- 4.10 The Clerk of the Vestry shall notify the Vestry and the Rector should any member of the Vestry be in jeopardy of suffering removal due to poor attendance.

- 4.11. Nominations for election to Vestry shall be made by the Vestry nominations committee. This committee shall be appointed by the Rector or Senior Warden in the absence of a Rector and may consist of at least the retiring Vestry members and, as required, other communicants in good standing. Nominations must be accompanied by the written consent of the nominee to stand for election. The Vestry may require any nominee to furnish such other information as may be reasonably required to determine the eligibility of the proposed nominee. The slate of nominees shall be publicly posted and printed in the Sunday bulletin at least three weeks prior to the annual meeting.

V. The Annual Meeting of the Parish

- 5.1 As provided in the charter of Calvary Church, each January the church membership shall gather for an annual parish meeting at which all confirmed communicant members of the parish in good standing as described in §4.1 are eligible to vote in the election of the new members of the Vestry, and as to any other matters coming before the parish. Ten percent of the eligible voting members of the parish as recorded in the official register of the church shall constitute a quorum. A two-thirds vote of those qualified members present and voting in favor of a Vestry nominee, or in favor of any motion or proposition, is necessary for any election, or other action or decision. Voting either by proxy or absentee ballot is not permitted.
- 5.2 Votes for the election of members of the Vestry shall be by written ballot. The retiring members of the Vestry shall be the elections commission for the election of the new members of the Vestry.
- 5.3 The Rector or his nominee shall preside at the annual meeting, and in the absence of the Rector or his nominee, the Senior Warden, or in his absence, the Junior Warden, or in his absence, the Treasurer of the Vestry, shall preside. The Secretary of the Vestry shall be the reporter for the meeting.
- 5.4 The Rector or other presiding officer in the Rector's absence shall conduct the meeting with decorum and in accordance with these by-laws, all applicable laws, both civil and canonical, the church charter, and Robert's Rules of Order.
- 5.5 Unless otherwise recommended by the Vestry for good cause, and approved by a vote of two-thirds of the Vestry, and unless the Vestry's recommendation is approved by a vote of the majority of those members of the parish qualified to vote as provided in §4.1, and present at the annual meeting for that calendar year, or at such special meeting otherwise called, during January of each calendar year, four new Vestry members shall be elected from the written nominations submitted by the Vestry nomination committee and members of the parish to replace the Vestry members whose terms expire. Each parishioner nominating a candidate for the Vestry shall certify in writing that the nominee accepts the nomination and is able to make the time commitment necessary to be an active Vestry member. Nominations may come from the floor at the annual meeting, provided that the person nominated is present at the meeting and accepts the nomination.

- 5.6 In addition to the election of new Vestry persons, the Rector, Wardens and Treasurer of the Vestry shall provide annual reports to the parish of the past year's work, the current state of the church's affairs (financial and otherwise), and their visions, plans and goals for the future. At the discretion of the Rector, any other reports as may be appropriate may be presented.

VI. Called (Special) Meetings of the Parish

- 6.1 Pursuant to the charter, Called Meetings may be called by the Rector or both Wardens, or the Vestry, and shall be called upon the written petition of not less than twenty-five confirmed communicant members of the parish in good standing, as defined in §4.1. All matters classified as secular or temporal in nature may be the subject of special meetings of the parish. Such meetings may address the election or removal of members of the Vestry, or matters related to the overall relationship between the Rector and the Vestry and the Parish.
- 6.2 The rules herein made applicable to annual meetings shall be applicable to special meetings and to include, but not be limited to, the vote necessary for an election, removal from office or other action or decision (a simple majority of those eligible members present and voting).
- 6.3 The following additional rules shall apply only to Called Meetings that have been called upon the petition of confirmed communicant members of the parish:
- 6.3.1 Any petition seeking to initiate a Called Meeting of the parish shall therein contain and clearly state the following information:
 - 6.3.2 The reason or reasons for which the meeting is to be called;
 - 6.3.3 The objectives of the meeting;
 - 6.3.4 The specific propositions to be included within the notice of a called special meeting;
 - 6.3.5 The principal spokesperson for each proposition to be presented at the special meeting; and
 - 6.3.6 The proposed date of the special meeting which shall not be less than twenty-one days after a written notice of a special called meeting is mailed to each member in good standing of the parish.
 - 6.3.7 Only those matters included within the official notice of the called special meeting may be addressed at the meeting.
 - 6.3.8 Should the removal of a Vestry member or members be a subject of any special Called Meeting, the initiator of the removal shall state specifically each and every

reason allegedly justifying removal. Only those reasons specifically stated in the official notice of the meeting shall be relevant at the special meeting.

6.3.9 For each issue to be presented, the official spokesperson for the proposition shall have not more than five minutes to present the issue. Thereafter, the proponents of the issue shall have not more than ten minutes to speak to the issue and those opposed shall have not more than fifteen minutes to speak against the issue. At the discretion of the presiding officer, such additional time as is necessary to permit each parishioner desiring to be heard on the issue may be allowed, but each side must be given equal time unless to do so would permit a second opportunity to speak to any one parishioner.

6.3.10 All votes taken on a proposition forming a basis for the Called Meeting must be by written ballot unless by motion duly seconded another means of voting is proposed and both (1) the majority of the proponents (those signing the petition actually present) and (2) the majority of the total membership and including the proponents, vote in favor of an alternative means of voting. The vote to waive written ballot may either be by written ballot or a show of hands at the discretion of the presiding officer.

VII. The Beach Community Food Pantry

7.1 The Beach Community Food Pantry was established under the auspices of Calvary Episcopal Church. As such, the Vestry of Calvary Episcopal Church remains the final authority as to all matters affecting The Beach Community Food Pantry. The Vestry shall permit the Beach Community Food Pantry to operate the missional activities under separate by-laws approved by and at all times subject to, the authority of the Vestry of Calvary Episcopal Church.

VIII. Finance Committee

8.1 The purpose of the Finance Committee is to provide tactical and strategic financial recommendations to the Vestry through its continuous oversight of the church's finances.

8.2 Membership will consist of the Rector and no less than four (4), and no more than seven (6) members which shall include the Sr. Warden, and should include members of the Vestry, Endowment Committee, and other lay members as approved by the Vestry.

8.3 Meetings shall be monthly prior to the Vestry meeting.

IX. Endowment

9.1 The purpose of the Endowment Committee shall be to provide a vehicle and structure for members who have the desire to benefit Calvary Episcopal Church through charitable giving that is consistent with its mission of witnessing to the message of salvation through Jesus Christ on both a local and global level. Calvary's Endowment Fund shall provide a perpetual source of income to benefit the following category(ies): capital expenses.

- 9.2 The Endowment Committee will be subject to the Bylaws of Calvary Episcopal Church and to the by-laws established by the Endowment Committee.

X. Organizations

- 10.1 All formal organizations associated with the parish shall be responsible to the Rector, or in his absence the Senior Warden. Each organization shall present at the annual meeting a report containing a summary of its activities, finances and a list of its officers. All organizations shall have their funds audited annually by the Parish Treasurer. The funds of any organization which has not met in three years or more shall be turned over to the Parish Treasurer for the Vestry's discretionary use.

XI. Amendments

- 11.1 Any member of the Vestry upon second may offer amendments to these bylaws. Proposed amendments must be in writing and initially offered at a duly called meeting of the Vestry at which a quorum is present. No vote on a proposed amendment may be taken at the meeting at which it is offered. Not later than three days following a meeting at which a bylaw amendment is proposed, the Secretary shall mail an exact copy of the proposed amendment to all members not present at the meeting at which a bylaw amendment is proposed. Amendments may be approved by a two-thirds vote of the members present after the presiding officer determines that a quorum is present.

XII. Severability

- 12.1 Should any provision of these bylaws hereafter be determined by a civil court of competent jurisdiction to be in violation of law, then to the extent that such finding does not affect the entire document herein set forth as by-laws, the offending portion only shall be deleted and the remainder hereof shall remain in full force and effect.

XIII. Effective Date

- 13.1 These by-laws shall be effective immediately as evidenced by the date on which the Vestry approved them and they shall be reviewed no less than every three years.

Amended and approved by the Vestry: October 11, 2022

Approved by the Congregation: January 29, 2023