

By-Laws of St. Martin's-In-The-Fields Episcopal Church

Article I - Preamble

St. Martin's-In-The-Fields Episcopal Church is a Parish Church of the Diocese of Upper South Carolina and a constituent member of the Episcopal Church in the United States of America and the Anglican Communion, a Fellowship within the One, Holy, Catholic, and Apostolic Church. The doctrine, discipline and worship, and the Constitution and Canons of the Episcopal Church in the United States and the Diocese of Upper South Carolina govern the operation of this Parish.

As part of its mission responsibility in the Anglican Communion, St. Martin's-In-The-Fields hereby reaffirms the commitment made by its founding members that this Parish shall actively support the establishment of other Episcopal Parish and Mission Churches in the Columbia, South Carolina area.

Article II - Rules of Construction

Section 1 . Constitutions and Canons Control

In the event of any conflict between these By-Laws and either the Constitution and Canons of the Episcopal Church in the United States or the Constitution and Canons of the Diocese of Upper South Carolina, the aforesaid Constitutions and Canons shall prevail.

Section 2. Robert's Rules of Order

The latest edition of Robert's Rules of Order shall govern the parliamentary proceedings to be followed in meetings of the Congregation and Vestry. In the event of any conflict between Robert's Rules of Order and these By-Laws, the By-Laws provision shall prevail.

Article III - Members and Communicants

For statistical and other official purposes this Parish shall adopt the categories of members and communicants approved by the Canons of the Episcopal Church in the United States.

Article IV - Parish Meetings

Section 1. Annual Meeting

There shall be an annual Parish meeting on or about St. Martin's Day (November 11) or at some time prior to the November Vestry meeting.

Section 2. Special Meetings

Special Parish meetings may be called by the Vestry at any time and shall be called by the Vestry whenever requested in writing by twenty-five adult members of the Parish entitled to vote at Parish meetings.

Section 3. Notice of Meetings

Notice of all Parish meetings shall be given to the Rector, or if there is no Rector, to the Senior Warden before any public announcement of the meeting is made: Written notice of the meeting shall be mailed to each member entitled to vote prior to the date set for the meeting. In addition, public notice of a Parish meeting shall be given on two consecutive Sundays immediately prior to the meeting. Publication in the Bulletin or a verbal announcement at all services on the Sundays in question shall satisfy this requirement for public notice.

Section 4. Voting Rights

- (a) *Eligibility To Vote:* All confirmed or received persons 16 years of age or older whose membership in this Parish has been duly recorded in the Parish records and who have received Holy Communion in this Parish at least three times during the preceding 12 months shall be eligible to vote at the annual or any special Parish meeting.
- (b) *Proxy Voting:* Voting by proxy shall not be allowed at any Parish meeting.

Section 5. Quorum

The presence of 10% of the total persons eligible to vote shall constitute a quorum for any Parish meeting.

Section 6. Presiding Officer

The Rector shall preside over all Parish meetings. In the absence of the Rector, a presiding officer shall be elected as the first order of business.

Section 7. Election of Vestry Members

An election to fill vacancies on the Vestry shall take place at the annual Parish meeting in accordance with the procedures set forth in this Section.

- (a) *Number To Be Elected:* At each annual Parish meeting, four eligible persons shall be elected to replace the four members of the Vestry whose three year terms shall expire at the December monthly meeting of the Vestry following the Parish meeting. In the event a vacancy in the Vestry occurs between Parish meetings, the remaining members of the Vestry shall elect a successor, who shall serve until the next annual Parish meeting at which time a replacement shall be elected to serve the balance of the unexpired term.
- (b) *Eligibility Requirements:*
 - 1) To be eligible to be elected as a member of the Vestry, a person must be eligible to vote at Parish meetings and at least 18 years of age.
 - 2) Except in the case of a person elected to fill a vacancy of one year or less in accordance with the provisions of paragraph (a) of this Section, no member of the Vestry shall be eligible for re-election to the Vestry until the second annual Parish meeting after he or she ceases to serve.

Balloting:

Voting for Vestry members shall be by written ballot. To be counted, a ballot must contain votes for up to but not exceeding the number of positions of the Vestry to be filled. To be elected, a nominee must receive the affirmative vote of a majority of those persons voting at the meeting. Balloting shall continue based on the full list of nominees less those duly elected on prior ballots until such time as persons to fill all open positions have been duly elected; provided, however, that prior to the third ballot the list of nominees shall be reduced to twice the number of positions remaining to be filled by eliminating from each successive ballot the appropriate number of nominees who have received the fewest votes on the preceding ballot.

Whenever one or more persons are required to be elected to serve the balance of an expired term of a former member of the Vestry, the first four persons elected by the requisite majority vote shall fill the positions on the Vestry held by the four members whose three year terms are expiring and the fifth person duly elected shall fill the vacancy created by the unexpired term. If more than one unexpired term exists, then the fifth person elected shall fill the position that has the longest remaining unexpired term and the sixth and, if necessary, the seventh and succeeding persons elected shall fill the positions with the next longest unexpired term. If two or more unexpired terms are for the same length of time, then the first person duly elected as set forth shall fill one of these vacancies and succeeding persons duly elected shall fill the remaining positions in the order of their election.

Section 8. Election of Diocesan Delegates and Alternates:

The lay Delegates of this Parish shall equal the number of Delegates designated by the Canons of the Diocese of Upper South Carolina and shall consist of the Senior Warden and such other number of Delegates as are necessary to reach the Diocesan allotment, plus two (2) Alternates. At the time of adoption of this Bylaws provision, the Canons of the Diocese call for four Delegates from each Parish of our size. The lay Delegates will represent this Parish at all Diocesan Conventions and Convocation meetings held during their terms in office and shall be elected at the annual Parish meeting in accordance with the procedures set forth in this Section.

- (a) *Eligibility:* To be eligible for election as a Delegate or an Alternate, a person must fulfill the eligibility requirements to be a member of the Vestry set forth in Section 7 (b) (1) of this Article.
- (b) *Elections:* At the first annual Parish meeting following approval of this Amendment to the Bylaws, the full Diocesan allotment of Delegates and two (2) Alternates shall be elected by written ballot. The terms of office of the Parish Delegates shall generally be three years. The offices of the Delegates shall be divided into Classes or groups, to be numbered 1, 2, and 3. At the first annual Parish meeting following approval of this Amendment, the nominee receiving the highest number of votes on the ballot shall be elected to Class 3 with a three-year term; the nominee receiving the second highest number of votes shall be elected Class 2 to serve an initial two-year term; and the nominee receiving the third highest number of votes shall be elected to Class 1 to serve an initial one-year term. The seats designated by Class shall be retained as terms expire and new Delegates are elected. When the initial terms expire, the new Delegates elected to each seat shall serve a term of three years.

In the election at the first Parish meeting following approval of this Amendment, the nominee receiving the fourth highest number of votes shall serve a two year term as an Alternate; the nominee receiving the fifth highest number of votes shall serve an initial one year term as an Alternate.

Thereafter, at each succeeding annual Parish meeting one Delegate shall be elected for a three-year term and one Alternate shall be elected for a two-year term by written ballot, with the nominee receiving the highest number of votes being elected as the Delegate and the nominee receiving the second highest number of votes being elected as an Alternate.

In the event that our Parish becomes entitled to additional lay Delegates through the increase in population of the Parish or through changes in Canons of the Diocese, the Classes and terms described herein shall be continued, with additional candidates being added to the Classes as appropriate. Delegates shall be elected at the annual Parish meeting following such increase in Delegate number as follows: the nominee receiving the highest number of votes on the ballot shall be elected to the Class with its seat expiring; the nominee receiving the second highest number of votes on the ballot shall be added and elected as an additional Delegate in the Class with its seat expiring for a three year term; if two new Delegates were added, the nominee receiving the third highest number of votes on the ballot shall be elected as the second additional Delegate seat and added to the Class which has its seat expiring in two years for a two year term; if three new Delegates were added, the nominee receiving the fourth highest number of votes on the ballot shall be elected as the third additional Delegate seat and added to the Class which has its seat expiring in one year for a one year term. The nominee receiving the next highest number of votes after the election of one, two, three, or four Delegates shall be elected as an Alternate to the term expiring.

- (c) Vacancy: Whenever a vacancy exists at the time of the Annual Parish Meeting because a Delegate has resigned or is otherwise unable to serve the balance of the term to which he or she was elected, then the above election procedure shall be modified as follows: the person receiving the highest number of votes on the ballot shall be elected for a three-year term, the person receiving the next highest number of votes shall be elected to serve the balance of the vacancy created by the unexpired term (and if two unexpired term vacancies exist, then the person with the second highest number of votes shall be elected to serve a two-year term and the person receiving the third highest number of votes shall be elected to serve a one-year term). The vacant Alternate seats shall be filled by the person or two persons receiving the next highest number of votes being elected as Alternates to serve two and one years respectively.
- (d) Inability of Delegate to Attend Meetings: In the event a Delegate is unable for any reason to attend a meeting where Diocesan Delegates are to participate or vote, the first and then the second Alternate shall be designated as a replacement. The First Alternate shall be the Alternate whose term will soonest expire. In the event neither Alternate can attend, the Vestry shall select an Alternate to attend the meeting as one of the official lay Delegates of this Parish.

Notwithstanding any other provision in these By-laws, these election procedures will be deemed amended to conform with the Diocesan Canons upon notification to the Vestry by the Diocese of any provision hereof not in compliance with the Canons.

Article V – The Vestry

Section 1. Duties

The Vestry shall have charge of the temporalities of the Church and shall be the agent and legal representatives of the Parish in all matters concerning its corporate property, it shall select the Rector and other Church officers in accordance with the provisions of this Article; and it shall provide for all repairs and adequate insurance on all Parish buildings and contents, salaries of Parish employees and other current expenses and shall take all necessary steps to raise the funds required and to keep a proper account of the same. Special fees received by the Rector or any other Clergy employed by the Parish may be retained by the recipient and shall not be considered as part of his or her compensation from the Parish. The Vestry shall, through the Senior Warden, make an annual report of its activities at the annual Parish meeting, and shall, in its discretion, make other reports summarizing its activities to the Parish from time to time.

Special Limitation With Respect To Real Property. The Vestry may not authorize the sale or any mortgage or other encumbrance of any real property owned by the Parish without complying with all procedures of the Bishop and standing Committee of the Diocese.

Section 2. Number

The Vestry shall consist of twelve persons elected as set forth in Section 7 of Article IV for staggered three year terms, together with the Rector.

Section 3. Term

The term of a member of the Vestry shall begin with the December monthly meeting of the Vestry following the annual Parish meeting, or in the case of a successor member elected by the Vestry, immediately upon such election.

Section 4. Meetings

- (a) *Chairman:* The Rector shall be the Chairman of the Vestry. In the absence of the Rector, the Senior Warden will act as Chairman.
- (b) *Regular Meetings:* During the regular meeting of the Vestry, at which the newly-elected Vestry members from the previous annual meeting take office, the Vestry shall elect Wardens and other officers, fill vacancies on the board of Trustees of St. Martin's-In-The-Fields Foundation, appoint members of the Memorial Committees and transact such other business as may be appropriate. Unless otherwise agreed, regular monthly meetings shall be held thereafter at a time and place designated by the Vestry.
- (c) *Special Meetings:* Special Meetings of the Vestry may be called on one day's advance notice by the Rector or by two or more members of the Vestry. The notice shall state the matters to be considered at the special meeting.

- (d) Quorum: Seven members shall constitute a quorum at any regular or special meeting of the Vestry.
- (e) Attendance at Meetings: Any member of the Vestry who is absent from four consecutive regular meetings shall automatically cease to be a member of the Vestry; provided, however, that on motion approved by at least eight members of the Vestry, this provision shall be deemed inapplicable.

Section 5. Wardens

- (a) Eligibility: To be eligible to serve as a Warden, a member of the Vestry shall have served one year on the existing or a prior Vestry of this Parish.
- (b) Term: The term of office for a Warden shall be one year. A person who is completing a term as a Warden is, however, eligible to be elected to the same position for an additional one-year term.
- (c) Election: Wardens shall be elected by written ballot at the organizational meeting of the Vestry (see Section 4 (b)). The nominee for Senior Warden shall be presented by the Rector. In the event the nominee does not receive sufficient votes to be elected, the Rector shall submit the name of another nominee at that meeting or at the next regular meeting, or at a special meeting called for the purpose of electing a Senior Warden. In the event the Parish is without a Rector, the Senior Warden shall be nominated and elected by the Vestry. After the election of the Senior Warden, the Vestry shall nominate and elect the Junior Warden.
- (d) Senior Warden: The Senior Warden shall preside at meetings of the Vestry in the absence of the Rector, shall have the authority to sign alone or, when required, to co-sign, deeds, checks and other contractual documents on behalf of the Vestry, and shall have such further responsibilities as may be delegated to this Office from time to time by the Vestry. In the event the Senior Warden resigns or is otherwise unable to complete his or her term, a successor shall be elected at the first meeting of the Vestry following notification of the vacancy according to the procedure set forth in paragraph (c) of this Section.
- (e) Junior Warden: The Junior Warden shall have primary responsibility for overseeing the maintenance of the Parish buildings and grounds and shall have such further responsibilities as may be delegated to this Office from time to time by the Vestry. In the event the Junior Warden resigns or is otherwise unable to complete his or her term, a successor shall be elected at the first meeting of the Vestry following notification of the vacancy according to the procedure set forth in paragraph (c) of this Section.

Section 6. Other Officers

- (a) Secretary: The Secretary shall be elected annually by the Vestry from its members at its organizational meeting. The Secretary shall be responsible for seeing that due notice is given of all Vestry meetings, keeping and filing minutes of all Vestry proceedings, keeping in a separate notebook or in the Minutes Book a copy of these By-Laws, as amended from time to time, and a current list of all committees and commissions created by the Vestry pursuant to Section 7 (c) of this Article, which list shall contain the purposes and powers of all such Committees and Commissions, and for such other duties as may be delegated to this Office from time to time by the Vestry.
- (b) Treasurer and Assistant Treasurer: At its organizational meeting each year the Vestry shall elect a Treasurer and, if deemed necessary, one or more Assistant Treasurers, to serve for the ensuing year. Together they shall be responsible for collecting, depositing and disbursing all monies belonging to this Parish, keeping financial-records in accordance with accounting standards that are reasonable under the circumstances, which records shall be annually audited by a Certified Public Accountant, and submitting an annual report summarizing the financial condition of the Parish to the Vestry. The financial records shall at all times be available for inspection by members of the Vestry, except for individual pledge and donation records which shall be confidential and may be inspected only by the Rector, the Treasurer and other persons specifically authorized to review such records by the Vestry. The annual report and the monthly income and disbursement statements supplied to the Vestry shall be available for inspection in the Parish Office by any member of the Parish. The respective duties of the Treasurer and Assistant Treasurer shall be determined from time to time by the Vestry. The Treasurer and all Assistant Treasurers shall be bonded in an amount determined by the Vestry.

Section 7. Committees and Commissions

- (a) Memorials Committee: At its annual organizational meeting the Vestry shall appoint a Memorials Committee having a minimum of three members. The Memorials Committee shall be responsible for presenting to the Vestry for its approval all proposed memorials and for keeping the Memorials Book current. No names shall be affixed to any memorial but instead shall be recorded in the Memorials Book.
- (b) Nominations Committee: At least sixty days prior to the annual Parish meeting, the Vestry shall appoint a Nominations Committee having six members, two of whom shall be members of the Vestry whose three year terms will expire following the annual Parish meeting. Appointments to the Nominations Committee shall as far as possible reflect the diversity of the Parish. The Nominations Committee shall be responsible for obtaining and proposing to the annual Parish meeting qualified candidates for the election of Vestry members conducted pursuant to section 7, Article IV, and for the election of Diocesan delegates and alternates conducted pursuant to section 8 of Article IV. The Nominations Committee must forward the names of all eligible parishioners for either of the above offices if they are duly nominated and agree to serve. Nominations of members of the parish who meet the eligibility requirements for a member of the Vestry set forth in section 7(b) of Article IV may be made from the floor of the Annual Meeting or at any time during the balloting by writing such names on a ballot.

(c) *By-laws Review Committee*: At its first meeting after the adoption of these amended By-laws, the Vestry shall appoint a By-laws Review Committee having a minimum of three (3) members. The initial members shall be appointed for staggered terms of one, two and three years. All subsequent appointments shall be for a three year term. Members appointed may serve no more than two consecutive terms. The By-laws Review Committee shall be responsible for:

- reviewing the Parish By-laws at least twice a year
- monitoring changes to the Canons of the Diocese of Upper South Carolina and the Episcopal Church
- identifying sections of the Parish By-laws that are in conflict with National or Diocesan Canons
- proposing changes to bring these By-laws into conformance with the National and Diocesan Canons
- reviewing proposed amendments referred from the Vestry or members of the Parish
- making recommendations regarding the acceptance of proposed amendments
- developing a format for submission of proposed amendments

The Vestry shall review the recommendations of the By-laws Review Committee and present any proposed changes at the annual Parish meeting for approval.

(d) *Other Committees and Commissions*: The Vestry may establish from time to time Commissions and Committees. These Commissions and Committees shall have such purposes and powers as are specified in the resolutions creating them. Each Commission and Committee shall report its activities to the Vestry at least two weeks prior to the annual Parish meeting and at such other times as may be designated by the Vestry.

Section 8: Selection of the Rector.

Whenever the office of Rector is vacant, the Vestry shall notify the Bishop of this fact, shall ascertain the wishes of the congregation with respect to the desired qualifications of potential candidates, and shall determine the procedure for investigating and bringing to it for consideration one or more candidates. After considering the Bishop's opinion and advice and the candidates to be considered by the Vestry, the Vestry shall, by written ballot requiring the affirmative vote of eight of its members; approve from this list of candidates submitted to it a nominee, who shall be invited to be the Rector. If the nominee accepts, the Wardens shall comply with the procedure set forth in the Canons for confirmation and recording of the appointment in the Diocesan records. If the nominee does not accept; the Vestry shall choose another nominee as set forth above and this process shall continue until such time as a nominee accepts the invitation to be the Rector.

Article VI – EYC Representative To The Vestry

The EYC may select one of its members annually to attend meetings of the Vestry. This person shall have the privilege of the floor but no vote and shall not be present during any executive session of the Vestry.

Article VII – The Rector

The Rector shall control and direct the worship and spiritual life of the Parish. The Rector shall at all times be entitled to the use and control of all Parish buildings and may authorize their use by any organization or group on such terms and conditions as he or she deems appropriate. The Rector shall, subject to the availability of funds approved by the Vestry, hire and supervise, and, whenever in his or her opinion it is necessary, terminate, all Parish employees, with the exception of any Officer elected by the Vestry, and may appoint one or more Assistants or other Clergy and designate their responsibilities. Except as may be otherwise provided in these By-Laws, the Rector shall also, after consultation with the other members of the Vestry, annually appoint all members of Commissions and Committees established by these By-Laws or the Vestry.

Article VIII - Amendments

All amendments to these By-laws shall be submitted in writing to the By-Laws Review Committee or the Vestry and shall be submitted at least three months prior to the Parish meeting at which the amendment is to be considered.

Written notice of the amendment containing the language of the proposed change, the By-laws Review Committee's recommendation, and the Vestry's recommendation shall be provided to every person eligible to vote at a Parish meeting with the notice of the meeting as required in Article IV, Section 3.

At the Parish meeting at which the proposed change is considered, the amendment shall be read, debated, voted upon as provided for in the latest edition of Robert's Rules of Order as stated in Article II, Section 2 of these By-laws. If approved by a majority vote of the eligible voters present, the amendment and its proposed language shall be considered adopted and will take effect in accordance with the provisions of the amendment. If the amendment does not specify an effective date, it will be effective upon adoption.