
**BYLAWS OF RECTOR, WARDENS, AND VESTRY OF
CALVARY EPISCOPAL CHURCH OF AMERICUS, GA., INC.**

Adopted by the Vestry : November 29, 2022

Approved by the Parish : _____

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CALVARY EPISCOPAL CHURCH OF AMERICUS, GA., INC.**

Article I. - Organization of the Church Corporation

Sec. 1.1. Corporate Existence. The Rector, Wardens, and Vestry of Calvary Episcopal Church of Americus, Ga., Inc. is a Nonprofit Corporation duly organized and incorporated on January 10, 1984, pursuant to the Georgia Nonprofit Corporation Code. The Corporation is the successor in interest to an unincorporated association known as Calvary Episcopal Church of Americus, Georgia, which was organized in 1864. The Corporation shall hereinafter be referred to in these Bylaws as “*Calvary*” or the “*Parish.*”

Sec. 1.2. Parish Defined; Episcopal Authority. The Parish is a constituent part of the Protestant Episcopal Church in the United States of America, (hereinafter “*The Episcopal Church*”) and has acceded to, recognized, and adopted the Constitution and Canons of The Episcopal Church and the Constitution and Canons of the Episcopal Diocese of Georgia (hereinafter the “*Diocese*”) and has acknowledged the authority thereof, including the ecclesiastical authority of the Bishop of Georgia as chief pastor and priest of the Diocese and Parish. Any bylaw contained herein which is in contravention of the Constitution and Canons of The Episcopal Church or the Constitution and Canons of the Diocese of Georgia shall be null and void.

Article II. - Parish Members & Meetings

Sec. 2.1. Parish Members. All baptized persons sixteen (16) years of age or over who are Communicants in Good Standing of Calvary shall be Members of the Parish. A “*Communicant in Good Standing*” is a communicant of the Parish by baptism, confirmation, reception, or transfer from an Episcopal Parish, 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 of material substance to the Parish for the spread of God’s Kingdom. [*Canon I. 17.3*]

Sec. 2.2. Annual Meeting. The Parish shall hold an Annual Meeting on the fourth Sunday of January each year, or on another Sunday in January as set by the Vestry, for the purpose of electing Vestry members, receiving Parish reports, and for the transaction of such other business as may properly come before the Parish. Notice of the time and place of such Annual Meeting shall be given by mail or electronic mail and shall be published in the Parish newsletter or bulletin, at least thirty (30) days prior to date of the meeting.

Sec. 2.3. Special Meetings. Special Meetings of the Parish may be called by the Rector, or in absence of such, the Senior Warden, with the approval of the majority of the Vestry. Notice of the time and place of a called Special Meeting shall be given by mail or electronic mail and shall be published in the Parish newsletter or bulletin, at least fifteen (15) days prior to date of the meeting. The purpose of the Special Parish Meeting shall be stated in the notification to the Parish and shall constitute the agenda for the Special Parish Meeting, no other purpose or business being in order.

Sec. 2.4. Conduct of Meetings. The Rector, or in absence of such, the Senior Warden, shall preside at all Parish Meetings. Rules for parliamentary procedure as set forth in the most recent edition of *Robert’s Rules of Order* shall be followed.

Sec. 2.5. Quorum & Voting. The Members in attendance at a Parish Meeting shall constitute a quorum for the transaction of business. Each Member of the Parish shall be entitled to one vote. There shall be no vote by proxy. All matters shall be decided by a majority vote of the Members, unless otherwise provided in these Bylaws.

Article III. - The Vestry

Sec. 3.1. Vestry Defined; Legal Powers. The business and financial affairs of the Parish shall be managed by a Board of Directors called the "Vestry." Except as provided by the law of the State of Georgia or the Constitution and Canons of the Diocese, 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. *[Canon I.14.2]*

Sec. 3.2. Election; Eligibility. Members of the Vestry shall be elected at the Annual Meeting of the Parish. Any Member of the Parish, as defined in Sec. 2.1 herein, who is at least eighteen (18) years of age shall be eligible to serve on the Vestry. Vestry members shall be elected for a term of three (3) years and shall serve until their successors are elected and qualified. No member of the Vestry who has served a full term shall be eligible for reelection for a period of one (1) year.

Sec. 3.3. Number and Term. For the Year 2023, the Vestry shall be comprised of eight (8) members. For the Year 2024, and each year thereafter, the Vestry shall be comprised of seven (7) members. The members of the Vestry shall be divided into classes as provided in this section:

- (i) At the 2023 Annual Meeting, and every third (3rd) year thereafter, two (2) Vestry members shall be elected.
- (ii) At the 2024 Annual Meeting, and every third (3rd) year thereafter, two (2) Vestry members shall be elected.
- (iii) At the 2025 Annual Meeting, and every third (3rd) year thereafter, three (3) Vestry members shall be elected.

Sec. 3.4. Regular Vestry Meetings. Regular Vestry Meetings shall be held each month at a date and time as set by the Vestry, unless otherwise determined by a majority of the members thereof. *[GA Canon II.2.4]* The Rector shall serve as ex-officio Chairperson of Vestry Meetings but shall not be entitled to vote except in the case of a tie, and in no event Shall the rector vote on questions concerning personal compensation. Vestry members shall be given notice at least seven (7) days before any meeting, and notice shall be published in the Parish newsletter or bulletin. Vestry meetings shall be open to all parishioners, and Parish Members may address the meeting with approval of the Chair. Any meeting may adjourn to Executive Session if moved by the Chair.

Sec. 3.5. Special Vestry Meetings. The Rector, or in absence of such, the Senior Warden, or in the absence of both, the Junior Warden, may call a special meeting of the Vestry, and the Rector shall call a special meeting of the Vestry at the request of three members thereof. Calls for a special meeting must be made in writing and notice must be given two (2) days in advance of the meeting. The summons must be sent to all Vestry Members and the Rector, and must specify the object of the meeting. No other business shall be considered than that which is named in the summons, unless a two-third (2/3) majority of the Vestry shall consent. *[GA Canon II.2.4]*

Sec. 3.6. Quorum and Voting. A majority of the Vestry shall constitute a quorum. When a quorum is present, the Vestry may transact the business of the Parish. In the absence of a quorum, the chair may adjourn the meeting until such time as a quorum is present. Vestry members who absent themselves for the purpose of preventing a quorum may be removed from the Vestry by the Rector, with the consent of a majority of the remaining Vestry members, and with the Bishop's approval. Motions and resolutions are in order only as proposed by Vestry Members. A majority of all duly elected Vestry members is required to adopt resolutions or otherwise take action.

Sec. 3.7. Action by Consent. Any action that may be taken at a meeting of the Vestry, may be taken without a meeting if a consent in writing or by electronic transmission, setting forth the action so taken, is signed or electronically approved by a two-thirds (2/3) majority of all Vestry Members and delivered to the Clerk for inclusion in the minutes reflecting the action taken. Such consent shall have the effect of a meeting vote and may be described as such in any document.

Sec. 3.8. Removal and Vacancy. The Vestry, by simple majority vote and with the approval of the Rector, may remove any member or officer of the Vestry who has been absent from three successive meetings without cause. Should a vacancy occur on the Vestry, by resignation, removal, or otherwise, and the former Vestry Member's term expires at the next Annual Parish Meeting, then the seat shall remain vacant until such Annual Meeting. Should a vacancy occur, and the former Vestry Member's term does not expire at the next Annual Parish Meeting, then the Rector shall nominate, and the Vestry shall elect, a person to fill the remaining term.

Sec. 3.9. Election of Lay Delegates. The Vestry shall elect Lay Delegates and an equal number of Alternates for each annual meeting of Diocesan Convention. [GA Canon I.1.2] Election of Lay Delegates shall take place no less than forty-five (45) days prior to the annual meeting of Convention. [GA Canon I.1.6] The Vestry shall provide funds for expenses incurred by clergy and lay delegates to Diocesan Convention.

Sec. 3.10. Declaration and Promise. Every person chosen Warden or Vestry Member shall, before acting as such, subscribe to the following declaration and promise: *"I do believe that the Holy Scriptures contain all Doctrine required as necessary for eternal salvation through faith in Jesus Christ, and I do yield my hearty assent and approbation to the doctrine, worship, and discipline of The Episcopal Church; and I promise that I will faithfully execute the office of Vestry Member (or Warden) of Calvary Episcopal Church in Americus, Sumter County, Georgia, according to my best knowledge and skill."* [GA Canon II.2.2]

Article IV. - Rector, Wardens, & Officers

Sec. 4.1. Corporate Officers. The Officers of the Parish shall be a Rector, Senior Warden, Junior Warden, Treasurer, and Clerk of the Vestry.

Sec. 4.2. Rector. The Rector shall serve as Chief Executive Officer of the Corporation. The Rector by virtue of office shall have the primary jurisdiction over the spiritual concerns of the Parish and shall at all times exercise control over the use of Parish facilities in accordance with the Canons. The Rector shall be the Presiding Officer at Parish Meetings, Chairperson of the Vestry, and *ex-officio* member of all Parish committees. As used in these Bylaws, the term "*Rector*" shall refer to the priest or cleric, as approved by the Bishop of the Diocese, having full authority and responsibility for the conduct of the worship and the spiritual jurisdiction of the Parish, regardless of said person's rank or title as "Rector," "Interim Rector," "Priest-in-Charge," "Vicar," or other designation or title according to the Canons of the Church.

Sec. 4.3. Senior Warden. The Senior Warden shall be appointed by the Rector, with the consent and approval of the Vestry, from among the duly elected members of the Vestry. If there is no Rector, the Senior Warden shall be elected solely by the Vestry. [GA Canon II.2.1] The Senior Warden shall be elected annually at the first Vestry meeting of the year and may be removed from office by a majority vote of the Vestry and the consent of the Rector.

The duties of the Senior Warden shall include:

1. Represent the interests of the Parish and its Members as the primary lay leader of the Parish;
2. Advise the Rector as may be appropriate on matters concerning the Parish;
3. Preside at Parish and Vestry Meetings in the absence or vacancy of the Rector;
4. Serve as *ex-officio* member of all Parish committees;
5. Serve as Chief Executive Officer of the Corporation in the vacancy of a Rector; and
6. Such other duties and responsibilities as may be assigned by the Rector or Vestry, or as may be required by the Canons of the Church or Diocese.

Sec. 4.4. Junior Warden. The Junior Warden shall be elected by the Vestry from among its members. *[GA Canon II.2.1]* The Junior Warden shall be elected annually at the first Vestry meeting of the year and may be removed from office by a majority vote of the Vestry.

The duties of the Junior Warden shall include:

1. Perform the duties of the Senior Warden in his or her absence;
2. Assume responsibility for the care and maintenance of Parish properties, including oversight of maintenance and improvements to the Parish buildings and grounds; and
3. Such other duties and responsibilities as may be assigned by the Rector or Vestry, or as may be required by the Canons of the Church or Diocese.

Sec. 4.5. Treasurer. The Treasurer shall serve as Chief Financial Officer of the Corporation. The Treasurer shall be elected by the Vestry, but not necessarily from its membership. *[GA Canon II.2.1]* The Treasurer shall be elected annually at the first Vestry meeting of the year and may be removed from office by a majority vote of the Vestry, along with the consent of the Rector.

The duties of the Treasurer shall include:

1. Receive, maintain, and disburse funds of the Parish at the direction of the Vestry;
2. Maintain appropriate accounting books and records to properly account for all the financial activities of the Parish;
3. Ensure the completion of annual audits of Parish financial statements, accounting books, and records, in compliance with the Canons of Diocese;
4. Review the bookkeeping procedures of the Parish Administrator on a monthly basis;
5. Present financial and budget reports to the Vestry at regular meetings, and to the Parish at the Annual Meeting;
6. The treasurer shall furnish a surety bond in an amount designated by the Vestry, with the cost thereof to be paid by the Parish; and
7. Such other duties and responsibilities as may be assigned by the Rector or Vestry.

Sec. 4.6. Clerk of the Vestry. The Clerk shall serve as Secretary of the Corporation. The Clerk shall be elected by the Vestry, but not necessarily from its membership. *[GA Canon II.2.1]* The Clerk shall be elected annually at the first Vestry meeting of the year and may be removed from office by a majority vote of the Vestry, along with the consent of the Rector.

The duties of the Clerk shall include:

1. Keep minutes of all Parish and Vestry Meetings;
2. Serve as the custodian of all official Parish records, including membership rosters, minutes, resolutions, bylaws, and other corporate or legal documents; and
3. Such other duties and responsibilities as may be assigned by the Rector or Vestry.

Sec. 4.7. Employees. The Rector shall have authority over and supervision of all Parish employees. The Rector shall have sole authority to hire and terminate employment. In the vacancy of a Rector, the Vestry shall have authority concerning Parish employees.

Sec. 4.8. Other Appointments. Other officers and assistants may be appointed by the Rector, with the consent of the Vestry. The Rector or Vestry may delegate certain duties of the Treasurer or Clerk to a Parish Administrator, Assistant Treasurer, or other employee or person, as appropriate.

Article V. - Committees

Sec. 5.1. Standing Committees. The standing committees of the Parish shall be the Finance Committee, the Endowment Committee, and the Nominating Committee.

A. *Finance Committee.* The Finance Committee shall consist of the Rector, Senior Warden, Junior Warden, Treasurer, Parish Administrator, and at least two (2) at-large committee members appointed by the Vestry. The at-large members shall be Members of the Parish and may or may not be Vestry Members. The Treasurer shall serve as Chair. The Finance Committee shall prepare and submit to the Vestry a proposed Annual Parish Budget, which may be amended by the Vestry before approval. The Annual Budget shall be submitted to the Parish at the Annual Meeting and may be amended by the Parish Members prior to approval. The Finance Committee shall review and audit Parish expenditures; report periodically to the Vestry concerning financial policies and procedures; implement and oversee financial policies and procedures; and undertake additional functions and duties as requested by the Rector or Vestry.

B. *Endowment Committee.* The Endowment Committee shall be governed by a standing resolution approved by the Vestry and by the Members of the Parish at the Annual Meeting.

C. *Nominating Committee.* The Rector shall appoint a Nominating Committee each year, consisting of those Vestry Members whose terms expire at the next Annual Parish Meeting. The Committee shall seek nominees for membership on the Vestry. Potential nominees should represent a variety of skills, talents, and experiences. The nominating process shall be communicated to the congregation, and names solicited. The names of nominees shall be communicated to the congregation in a timely manner before Annual Parish Meeting. The Committee shall nominate (i) a number of persons equal to the number of Vestry Members whose terms expire at the next Annual Parish Meeting; or (ii) at least two (2) more persons than the number of Vestry Members whose terms expire at the next Annual Parish Meeting. Candidates for Vestry may also be nominated by Parish Members prior to the Annual Meeting, pursuant to such rules and procedures as the Vestry may establish.

Sec. 5.2. Special Committees. Special committees may be established by the Vestry and Rector from time to time as occasion demands. The powers and duties of special committees shall be limited to those that are specifically conferred by the Vestry.

Article VI. - Miscellaneous Provisions

Sec. 6.1. Meetings by Telephone or Electronic Means. Any meeting allowed under these Bylaws may be held by telephone or electronic means if authorized by the Vestry, provided however that all persons attending any such meeting have the ability to hear and to be heard by all other persons in attendance. Action at any such meeting may be taken by written or electronic ballot as authorized by the Vestry.

Sec. 6.2. Registered Office; Agent. The Registered Office of the Corporation shall be 408 South Lee Street, Americus, Sumter County, Georgia 31709. The Registered Agent of the Corporation shall be the Rector, or the Senior Warden if the Rector is vacant.

Sec. 6.3. Execution of Documents; Seal. All deeds, notes, mortgages, contracts, bonds, leases, and other legal documents shall be executed on behalf of the Vestry by the Rector, Senior Warden, and Junior Warden, and the same shall be attested by the Clerk of the Vestry, as Secretary of the Corporation. The Parish shall have no corporate seal. All transactions involving

the alienation or encumbrance of real property, or the incurrence of indebtedness on behalf of the Parish, shall comply with the Constitution and Canons of the Diocese.

Article VII. - Nonprofit Status

Sec. 7.1. Charitable Purpose. The Corporation is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under *Section 501(c)(3) of the Internal Revenue Code*, or the corresponding section of any future federal tax code. In furtherance of such purposes, the Corporation shall have full power and authority to perform any acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable or conducive, directly or indirectly, as determined by the Vestry, to carry out any of the purposes of the Corporation, as set forth in the Articles of Incorporation or these Bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the *Georgia Nonprofit Corporation Code* (within and subject to the limitations of *Section 501(c)(3) of the Internal Revenue Code*). The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in this Section and as are entitled to tax exempt status under *Section 501(c)(3) of the Internal Revenue Code*.

Sec. 7.2. Prohibited Activities. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, Officers, Members, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws or the Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under *Section 501(c)(3) of the Internal Revenue Code*, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under *Section 170(c)(2) of the Internal Revenue Code*, or the corresponding section of any future federal tax code.

Article VIII. - Indemnification

Sec. 8.1. Authority to Indemnify. The Parish shall indemnify any person who is an employee, officer, agent, Vestry member, Rector, committee member, or otherwise acting on behalf of the Parish in an official capacity. Such indemnification shall be in accordance with the provisions of *O.C.G.A. §§ 14-3-850, et seq.*, so long as the person has acted in good faith, acted in the best interests of the Parish, and there is no cause to believe the person's conduct was unlawful.

Sec. 8.2. Insurance. Pursuant to *O.C.G.A. § 14-3-857*, the Parish may purchase and maintain insurance on behalf of any person who is or was a Warden, Vestry member, clergyperson, employee, or agent of the Parish against liability asserted against or incurred by said person in his or her capacity, or arising from his or her status as Warden, Vestry member, clergyperson, employee, or agent of the Parish whether or not the Parish would have power to indemnify him or her against the same liability.

Article IX. - Amendment

Sec. 9.1. Consideration by Vestry. Amendments to these Parish Bylaws, wholly or in part, shall be presented at a regular meeting of the Vestry, provided there is given fifteen (15) days' notice by mail or electronic communication, to each member of the Vestry. Such notice shall include the

actual wording of the proposed amendment(s). Such proposed amendment(s) must receive a two-thirds (2/3) vote of the entire Vestry membership before being presented to the Parish for consideration.

Sec. 9.2. Consideration by the Parish. Proposed amendment(s) that have been approved by the Vestry shall be submitted for consideration at an Annual or Special Parish Meeting. Notice of proposed amendment(s) shall include the actual wording of thereof and shall be sent to every Parish Member at least fifteen (15) days before said meeting by written notification, mail, or electronic communication. Any proposed amendment may be revised at the Parish Meeting prior to adoption. Amendments shall take effect immediately, unless stated otherwise.

ATTESTATION

ADOPTED by the Vestry this 29th day of November, 2022.

APPROVED by the Parish this ____ day of _____, 2023.

The Very Rev. RICHARD NELSON,
Priest-In-Charge

SAM PEAVY,
Senior Warden

BETH FOWLER,
Clerk of Vestry

CERTIFICATE OF CORPORATE SECRETARY

The undersigned, Beth Fowler, being the duly elected and authorized Secretary of Rector, Wardens, and Vestry of Calvary Episcopal Church of Americus, Ga., Inc., a Georgia Nonprofit Corporation, hereby certifies that the attached document is a true and complete copy of the Bylaws of the Corporation and that such Bylaws were duly adopted by the Vestry and approved by the Parish Members on the dates as set forth above.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of this ____ day of _____, 2023.

BETH FOWLER, *Corporate Secretary*