

NOTE: These form By-Laws were prepared in compliance with the Constitution and Canons of the Protestant Episcopal Church in the United States and the Constitution and Canons of the Diocese of the Episcopal Church of Louisiana. In making them available to the Parish, the Diocese provides no specific legal advice to any Parish. Each Parish should engage its own Chancellor or counsel in preparing its By-Laws.

**BY-LAWS
OF
_____ CHURCH**

**SECTION 1.
OFFICES**

1.1 **Principal Office.** The principal office of _____ Church (“the Parish”) shall be located at _____.

1.2 **Other Offices.** The Parish may have such offices at such other places as the Vestry may from time to time determine or the business of the Parish may require.

**SECTION 2.
MEMBERS**

2.1 **Members** of the Parish shall be 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 shall have been duly recorded in this Church.

2.2 **Adult Members** are members sixteen years of age and over. It is expected that all adult members of this Church, after appropriate instruction, will have made a mature public affirmation of their faith and commitment to the responsibilities of their Baptism, and will have been confirmed or received by a Bishop of this Church, or by a Bishop of a Church in communion with this Church.

2.3 **Communicants** are members of this Church who have received Holy Communion in this Church at least three times during the preceding year.

2.4 **Communicants in good standing** are communicants of this Church who for the previous year have been faithful in corporate worship, unless for good cause prevented, and have been faithful in working, praying, and giving for the spread of the Kingdom of God.

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2.5 **Qualified voters** are adult communicants in good standing, and who have been contributors of record toward the support of the Parish during the six months preceding the meeting. In addition, the Bishop of the Diocese and the President of the Standing Committee of the Diocese shall be ex-officio members of the Parish, with all corporate membership rights.¹

SECTION 3. MEMBERSHIP MEETINGS

3.1 **Annual Meeting.** There shall be an annual meeting of the Parish in accordance with the Articles of Incorporation.

3.2 **Chair and Other Duties.** The Rector, or such other member of the Vestry designated by the Rector, shall preside at all meetings of the Parish. In the absence of the Rector and of such members of the Vestry designated by the Rector, the Senior Warden shall preside.² The Secretary of the Parish shall act as the Secretary of the meeting.

3.3 **Other Meetings.** Other meetings of the Parish may be called by the Rector or the Vestry. At the written request of not fewer than twenty-five communicants in good standing, a meeting of the Parish shall be called by the Vestry.³ A written notice of the time and place of such meeting shall be given to each member of the Parish entitled to vote at such meeting, addressed to each member at his or her last known address, as shown by the books of the Parish, and placed in the United States mail, postage prepaid, not less than fifteen days prior to the date of such meeting.⁴ Notice shall also be given at a public service of the congregation at least two weeks prior to the meeting date.

¹ This section on membership spells out a summary of the sometimes confusing terms contained in the Canons. You may note that the Articles state that the “qualified voters” are as set forth in the Canons, but the By-Laws spell out exactly who the qualified voters are. This is included in the model By-Laws instead of the model Articles in order to allow a Parish the flexibility to change its definition easily in the event the Canons change, such as the recent change in the National Canons to allow voting at age sixteen. If the former “age eighteen” minimum had been in the Articles, the Parish would have had to amend its Articles to make them consistent with the Canons.

² This is taken from Diocesan Canon 19(4).

³ Taken from Diocesan Canon 19(2), second paragraph.

⁴ At the time of this writing, Louisiana law requires ten to sixty days’ notice.

3.4 **Quorum.** At all meetings of the Parish, twenty-five voting members present in person shall constitute a quorum for the transaction of business.⁵

3.5 **Voting.** At any meeting of the Parish, each qualified voter shall be entitled to one vote, in person. Proxy voting is not allowed.⁶

3.6 **Elections of Vestry.** All elections of Vestry members at meetings of the Parish shall be conducted by written ballot and shall be under the direction of at least three supervisors of elections, who shall be members of the Parish other than members of the Vestry, and who shall be appointed by the Rector.

3.7 **Adjournments.** Adjournments of any annual or special meeting of the Parish may be taken without new notice being given unless a new date is fixed for the adjourned meeting.

3.8 **Parish Register and Contributors.** The Secretary and the Treasurer shall submit a joint report to the annual meeting, setting forth the list of those entitled to vote. The “record date” for the joint report shall be the date immediately before the date of first mailing of the notice of the meeting.

SECTION 4. VESTRY

4.1 **Vestry.** The Vestry shall consist of a Rector and twelve Vestry members.⁷ The Rector shall have a vote at Vestry meetings. The twelve Vestry members shall be confirmed communicants in good standing over the age of eighteen, who are entitled to vote at the Parish Meeting at which they are elected.

4.2 **Terms of Vestry Members.** Vestry members shall be elected at the annual meetings of the members of the Parish for terms of three years each, with terms staggered so that at each annual meeting four new Vestry members shall be elected. All such Vestry members shall serve such terms until their successors are elected and qualified. Except for the term immediately following the one-year term after the incorporation of the Parish, Vestry members

⁵ Consider a number constituting a quorum that is sufficient for your parish. In some parishes, a majority might only rarely gather at one time; therefore, a selected number, rather than a percentage of membership, might be preferable in terms of establishing a quorum.

⁶ Proxy voting is prohibited by Article IX of the Diocesan Constitution. Thus, voting by the Parish membership must take place at meetings, in person. La. R.S. 12:232(C)(1).

⁷ Note: Diocesan Canon 19(1) allows a Vestry to range from 5 to 25 members in size.

may not succeed themselves until at least one ecclesiastical year after the expiration of the term just served, unless such term shall have been for an unexpired term of less than one and one-half years.⁸

4.3 **Vacancies.** The remaining Vestry members, even though not constituting a quorum, may by a majority vote fill any vacancy on the Vestry (including any vacancy resulting from an increase in the authorized number, or from failure of the election of the full number of authorized Vestry members) for an unexpired term, provided that the voting membership shall have the right, at any special meeting called for the purpose prior to such action by the Vestry, to fill the vacancy.

SECTION 5. OFFICERS OF THE VESTRY

5.1 **Rector.** The Rector, subject only to The Bishop, shall regulate worship, and shall have charge of all Parish Schools, organizations, and other associations, as well as all things affecting the spiritual interest of the Parish. The Rector shall have access at all times to the Church and other Parish Buildings for public worship, administration of the Sacraments, religious instruction, and for the exercise of the ministry. The Rector shall appoint and have supervision of any clerical and lay assistants, subject to fiscal approval by the Vestry.⁹

5.2 **Wardens and Secretary.** At the first meeting of the Vestry held after each annual meeting, the Vestry shall elect from its members three officers: a Senior Warden, a Junior Warden and a Secretary. The officers shall serve until after the next annual meeting and the selection of their successors.¹⁰

5.3 **Treasurer.** The Treasurer shall be a communicant in good standing selected by the Vestry, who serves without term at the pleasure of the Vestry. It shall be the duty of the Treasurer to receive and disburse funds of the Parish in accordance with the annual budget or other formal authorization of the Vestry. The Treasurer shall make an annual report to the Parish of all sums received and disbursed during the preceding year, and shall include in such report a statement of the condition of the assets of the Parish. The Treasurer is authorized and

⁸ The prohibition against Vestry members succeeding themselves is not contained in the Canons, and some smaller Parishes might not find it advisable to include such a prohibition.

⁹ This is taken from Diocesan Canon 19(4), first two paragraphs.

¹⁰ Diocesan Canon 19(2) gives the Parish a choice. It provides that the Wardens may be elected at the annual meeting of the Parish members, or that the members elect the Vestry and the Vestry elects the Wardens from among its members. This form adopts the latter approach.

empowered, with the approval of the Rector, to appoint assistants as necessary. The Treasurer may be, but need not be, an elected member of the Vestry.¹¹

5.4 **Chancellor.** The Chancellor shall be a communicant in good standing, appointed by the Vestry, who serves without term at the pleasure of the Vestry. The Chancellor shall be learned in the law, and shall be the advisor of the Rector, the Vestry and the Parish upon all matters touching the interests of the Parish. He shall be the custodian of all deeds and other conveyances of property to the Parish, and of such other documents or records as may affect in any way the Title to real property held by or for the Parish. The Chancellor shall not be an elected member of the Vestry.¹²

SECTION 6. MEETINGS OF THE VESTRY

6.1 **Location of Meetings.** The meetings of the Vestry may be held at such place within or without the State of Louisiana as a majority of the Vestry members may from time to time determine.

6.2 **Presiding Officer.** The Rector, or such other member of the Vestry designated by the Rector, shall preside at all meetings of the Vestry. In the absence of the Rector and of such member of the Vestry designated by the Rector, the Senior Warden shall preside.¹³ The presiding officer of the Vestry shall be entitled to vote on all questions, but shall not be entitled to an additional vote in case of a tie.

6.3 **Meetings.** Regularly scheduled meetings of the Vestry are held on the [name a day, such as the third Monday of each month.] Special Meetings may be called by the Rector or Senior Warden, or in the absence of both, by the Junior Warden. A special meeting shall be called at the request of three members of the Vestry. Notice shall be given of all specially called Vestry meetings, placed in the mail or delivered by facsimile at least three days, in advance of said meeting, unless waived in advance or at the meeting by a vote of the majority of those serving on the Vestry.

6.4 **Quorum.** A quorum of the Vestry shall consist of at least one-half of its members. A majority of those voting shall decide all issues except that a majority of the

¹¹ This language was borrowed from Canon 3(3) of the Diocese, addressing the duties of the Treasurer of the Diocese.

¹² This language was borrowed from Canon 3(4) of the Diocese, addressing the duties of the Chancellor of the Diocese.

¹³ This is taken from Diocesan Canon 19(4), third paragraph.

membership of the Vestry shall be required to: (1) call a Rector, (2) mortgage or sell immovable property, or (3) invade the principal of any endowment fund of the parish.¹⁴

6.5 **Voting.** Voting at Vestry meetings must be in person or by telephone, and not by proxy. Where Vestry members participate in meetings by telephone, a speakerphone or other system must be utilized to allow all participants to communicate with one another.

6.6 **Unanimous Consent.** Whenever the affirmative vote of Vestry members is required to authorize or constitute corporate action, the consent in writing to such corporate action signed by all of the Vestry members, shall be sufficient for the purpose, without necessity for a meeting of members. This consent, together with a certificate by the Secretary of the corporation to the effect that the subscribers to the consent constitute all of the members entitled to vote on the particular question, shall be filed with the records of minutes of the Vestry.¹⁵

6.7 **Removal.** Should any Vestry member fail or refuse to attend three consecutive meetings of the Vestry, then after due notice and the failure of that member or any other Vestry member to offer due cause for that member's absence, then that member's place may be declared vacant by the affirmative vote of at least one-half of the members of the Vestry.

SECTION 7. COMMITTEES OF THE VESTRY

7.1 **Committees.** The Vestry may designate one or more committees. Each committee shall include at least one Vestry member, and other adult members of the Parish. Such committee or committees shall have such name or names as may be stated in the By-laws, or as may be determined, from time to time, by the Vestry as reflected in the minutes of the Parish. Any vacancy occurring in any such committee shall be filled by the Vestry, but the Rector may designate another Vestry member to serve on the committee pending action by the Vestry. Each such committee shall hold office during the term of the Vestry constituting it, unless otherwise ordered by the Vestry.¹⁶

¹⁴ From Diocesan Canon 19(3). The Canon further provides that in lieu of a majority of all members of the Vestry, the Communicants of the Parish may also provide for a greater majority of the Vestry, or reserve to a vote at a Parish membership meeting, in order to mortgage or sell immovable property or to invade the principal of any endowment fund of the Parish. In the latter case, the provision should be in the Parish's Articles. See Diocesan Canon 19(3) for details.

¹⁵ This is taken from La. R.S. 12:233.

¹⁶ A Parish might want to describe the various committees and their responsibilities in its By-Laws.

7.2 **Duties and Powers of Committees.** The committees shall have such duties as provided in the By-laws or as reflected in the minutes of the Vestry. Unless the Vestry expressly grants authority to a particular committee or to particular committees, Vestry committees shall not have the authority to take action that is ordinarily reserved to the Vestry, and they shall report and make recommendations to the Vestry.

**SECTION 8.
NOMINATIONS AND ELECTIONS OF VESTRY MEMBERS**

8.1 **Nominating Committee.** The Nominating Committee shall consist of seven persons: those members of the Vestry whose terms expire at the next annual meeting (four persons); and three additional qualified voters to be designated by the Rector. These three will also serve as election supervisors at the Annual Meeting. All members of the Committee must be communicants in good standing of the Parish who are qualified voters..

8.2 **Duties.** The charge of the Nominating Committee shall be:

- (1) To receive names from the congregation of persons who might serve as members of the Vestry;
- (2) To generate other names of qualified voters who might serve as members of the Vestry;
- (3) To ensure that there are at least two more nominees than there are vacancies; and
- (4) To verify that those persons to be nominated are indeed qualified voters, and that they are indeed willing to run in the election.

8.3 **Invitation of Nominations From Members.** Two months prior to the annual meeting, written notice of the day, time and place of the annual Parish meeting shall be published in the newsletter of the Parish, for the purpose of inviting nominations. Such notice shall include the qualifications needed to vote at the annual Parish meeting, and a calendar for the rest of the process. Formal notice of the annual meeting shall be in accordance with the Articles of Incorporation.

8.4 **Publication of List of Nominees.** One month prior to the annual Parish meeting, a list of nominees shall be published and distributed to the congregation, and such publication shall also advise the members of the Parish that further nominations may be made upon written petition of five or more qualified voters, one of whom must be the nominee. This petition must

be submitted to and received by the Rector on or before the Sunday two weeks prior to the annual meeting, and include a brief biography of the nominee stating his or her qualifications and reasons for running. Biographies of the other nominees are also due at this time.

**SECTION 9.
REMOVAL OF VESTRY MEMBER**

The Vestry, in consultation with the Bishop, and by two-thirds vote of the total membership of the Vestry, at any special meeting called for the purpose, may remove from office any one or more of the Vestry members, notwithstanding that his, her or their terms of office may not have expired, and may forthwith at such meeting proceed to elect a successor for the unexpired term.¹⁷

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**SECTION 10.
WAIVER OF NOTICES**

Whenever any notice is required to be given by law, the Articles of Incorporation or the By-laws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

**SECTION 11.
INDEMNIFICATION, ADVANCEMENT AND EXCULPATION**

11.1. **Indemnification and Advancement.** The Parish shall indemnify its Vestry members and officers, and may indemnify its employees and agents, to the fullest extent permitted by the Louisiana Non-Profit Corporation Law, as amended from time to time.¹⁸ It shall advance funds and costs to the maximum extent allowed by law. In addressing claims by Vestry members and officers for indemnification or advancement, there shall be a presumption that the person is entitled to indemnification or advancement.

11.2. **Exculpation.** To the fullest extent permitted by La. R.S. 9:2792 et seq. (including La. R.S. 9:2792.1 through 9:2792.9), as amended from time to time, a person serving the Parish

¹⁷ Note that there are two provisions for removal; paragraph 6.7 addresses absence at three consecutive Vestry meetings, and this Canon is more general. Neither is required by Canon, but you should carefully consider the advantages of granting the Vestry removal power in appropriate instances.

¹⁸ See La. R.S. 12:227 regarding indemnification. This is a complex area of the law, and one on which a Parish could make several decisions, which should be discuss with the Parish Chancellor.

as a member, Vestry member, trustee or officer shall not be individually liable for any act or omission arising out of the performance of his or her duties.

11.3. The Vestry may (i) adopt By-laws or resolutions, or cause the Parish to enter into contracts, providing for further indemnification or exculpation from liability of Vestry members officers, employees or agents of the Parish to the fullest extent permitted by law and (ii) cause the Parish to procure insurance on behalf of Vestry members, officers, employees and agents, notwithstanding that some or all of the members of the Vestry acting with respect to the foregoing may be parties to such contracts or beneficiaries of such By-laws or resolutions or the exercise of such powers. No repeal or amendment of any such By-laws or resolutions limiting the right to indemnification or exculpation from liability thereunder shall affect the entitlement of any person to indemnification or exculpation whose claim thereto results from conduct occurring prior to the date of such repeal or amendment.

11.4. Notwithstanding any other provision of these Articles of Incorporation, any amendment or repeal of this Section 11 shall not adversely affect any rights of a Vestry member, officer, member or trustee of the Parish under this Section 11 with respect to any action or inaction occurring prior to the time of such amendment or repeal.

SECTION 12. BUSINESS METHODS

12.1 **Business Methods in Church Affairs.** In conducting its business, the Parish shall comply with the Canon of the Diocese entitled, "Business Methods in Church Affairs."¹⁹

12.2 **Written Contracts.** All contracts and obligations of this Parish evidenced in writing shall be signed either by the Rector, by the Senior Warden, or in his absence by the Junior Warden, and shall be attested by the Secretary of the Vestry.

12.3 **Checks and Notes.** All checks or demands for money and notes of the Parish shall be signed by such officer or officers or such other person or persons as the Vestry may from time to time designate.

12.4 **Expenditures by Check.** Except for petty cash under the control of the Vestry, expenditures made in furtherance of the purposes of the Parish provided in the Articles of Incorporation shall be made by check and authorized by the Vestry.

¹⁹ This is a reference to Diocesan Canon 25, and serves as a friendly reminder to the Vestry of this source of authority.

**SECTION 13.
AMENDMENTS**

These By-laws may be amended or repealed by the Vestry at any regular or special meeting or by written consent. These By-laws may be amended at any meeting of the Vestry regardless of whether or not the notice of such meeting stated such amendment as a purpose of the meeting.

**SECTION 14.
ACTIVITIES MUST BE CONSISTENT WITH TAX STATUS**

In no event shall the Parish make any expenditures or engage in any activity inconsistent with the Parish's status as a corporation exempt from Federal Income Taxation under Section 501 (c)(3) of the Internal Revenue Code of 1986.

Adopted by the Vestry of _____ [name of Parish] _____ on the _____ day of _____, 200__.

Secretary of Vestry