

PROPOSED BY-LAWS OF ST. STEPHEN'S ANGLICAN CHURCH, INC.

PREAMBLE

St. Stephen's Anglican Church is a Traditional Anglican Parish church upholding the faith, morals, discipline and worship of the One, Holy, Catholic and Apostolic Faith. The Parish is incorporated under the laws of the State of Texas, governing non-profit corporations, as a separate and free corporation willingly and voluntarily submitting itself to the ecclesial leadership and supervision of an Anglican jurisdiction retaining its name, property and freedom of association.

ARTICLE ONE Registered Office

1. The registered office of the corporation is located at 2101 East College Street, Athens, Texas 75751.
2. The registered agent of the corporation is the Rector or in the case the office of Rector be vacant, the Senior Warden.

ARTICLE TWO Standards of faith, Doctrine and Discipline

1. The standards of Faith, Doctrine and Discipline of the Parish shall be the Holy Scriptures, which we hold to be the authoritative Word of God and as containing all things necessary for salvation; the 1928 Book of Common Prayer of The Protestant Episcopal Church of the United States of America; the historic Creeds of the undivided Catholic Church: the Nicene Creed, the Apostles Creed and the Athanasian Creed; and the Thirty-nine (39) Articles of Religion as generally received by Anglicans in the United States throughout history.
2. Acknowledging our baptism as the initiation of us all as Ministers of Christ Lay Ministry in this Parish shall be open to all members regardless of age, color, ethnic origin, or gender in accordance with the practice of the One, Holy, Catholic and Apostolic Church.
3. We recognize the traditional ordained ministry of Bishop, Priest and Deacon in Apostolic Succession as ordered by the One, Holy, Catholic and Apostolic Church.

ARTICLE THREE Affiliation

1. This Parish shall voluntarily submit itself to the Constitution and Canons of an Anglican jurisdiction approved by two-thirds (2/3) vote of those members entitled to vote at a called meeting for said purpose.
2. Should at such time the Parish desire to disassociate itself from said Anglican jurisdiction it may do so by two-thirds (2/3) vote of those members entitled to vote at a called meeting for said purpose.

ARTICLE FOUR Membership

1. A member shall be any person who attends worship services regularly and contributes to the financial support of the Parish.
2. The Rector of the Parish is a member of the Parish with voice and vote at all meetings of the Parish.
3. A member entitled to vote shall be confirmed according to the Constitution and Canons of the Anglican jurisdiction with which this Parish has affiliated or be eighteen (18) years of age or older. The Vestry shall prepare for each meeting of the Parish, with the advice of the Rector, a roll of those members entitled to vote as of the date the meeting is called, no less than ten (10) days or more than thirty (30) days before such meeting. The roll shall be available for inspection as requested at least ten (10) days in advance of the called meeting.
4. A member may also be a member of another church or religious organization.

ARTICLE FIVE Members' Meeting

1. All meetings of the membership shall be held at St. Stephen's Church or any other place within or without the State of Texas, as may be designated for the purpose from time to time by the Vestry.
2. The Annual Meeting of the membership shall be held each year on a Sunday designated by the Rector or in the case the office of Rector is vacant, by the Senior Warden; or in the case of his/her absence, the Junior Warden; or in the absence of the Senior Warden and Junior Warden, the majority of the Vestry.

3. Notice of all meetings, stating the place, day and hour of the meeting (and in the case of a special meeting, the purpose for which the meeting is called) shall be given in writing to each member entitled to vote at the meeting at least ten (10) days prior to, but not more than thirty (30) days before the date of the meeting by mail addressed to the member at the address appearing for him/her on the books of the corporation, hereafter known as the Parish.
4. Special meetings of the membership for any purpose or purposes whatsoever may be called at any time by the Rector or, with the consent of the Rector, by the Senior Warden; or, in the case the office of Rector is vacant, by the Senior Warden with the consent of a majority of the Vestry. The meeting shall be scheduled to allow notice of at least ten (10) days nor more than thirty (30) days prior to the meeting.
5. Special meetings of the membership for any purpose or purposes whatsoever may be called by petition signed by no less than one-half (1/2) of the members entitled to vote by delivering such petition to the Rector not later than thirty (30) days prior to the date such meeting shall take place.
6. One-third (1/3) of the members entitled to vote constitutes a quorum for the transaction of business. Business may be continued after a withdrawal of enough members to leave less than a quorum.
7. The Rector is Chairman of the Parish Meeting with voice and vote. No meeting of the Parish can be legally held without his knowledge and, as a matter of courtesy, should not be conducted without his presence unless he is away from the Parish for an extended period of time. In such event, the Senior Warden shall preside at the meeting. The Junior Warden shall preside in the absence of the Rector and the Senior Warden. The Clerk of the Parish shall preside in the absence of the Rector, the Senior Warden and the Junior Warden. In the absence of the Clerk of the Parish or when the Clerk of the Parish presides, any person appointed by the presiding officer, shall act as Clerk of the meeting.
8. There shall be no proxy voting in the member's meeting.

ARTICLE SIX Vestry

1. The Rector shall be the Chairman of the Vestry with voice and vote. No meeting of the Vestry can be legally held without his knowledge and, as a matter of courtesy, should not be conducted without his presence unless he is away from the Parish for an extended period of time. In such event, the Senior Warden shall preside at the meetings of the Vestry. The Junior Warden shall preside in the absence of the Rector and the Senior Warden. The Clerk of the Parish shall preside in the absence of the Rector, the Senior Warden and the Junior Warden. In the absence of the Clerk of the Parish or when the Clerk of the Parish presides, any Vestry person appointed by the presiding officer, shall act as Clerk pro-tem of the Vestry.
2. The Vestry shall act only as a board and an Individual Vestry person shall have no power as such. All corporate powers of the Parish shall be exercised by, or under the authority of and the business and affairs of the Parish shall be controlled by the Vestry, subject, however, to such limitations as are Imposed by law, the Articles of Incorporation, these By-laws, or by Canon Law, as to actions to be authorized or approved by the members, by the Rector, or by the Bishop. The general or limited or special power and authority to the officers and employees of the Parish to transact general business, or any special business, of the Parish and may give powers of attorney to agents of the Parish to transact any special business requiring such authorization.
3. The authorized number of Vestry persons of the Parish shall be no less than three (3) or more than six (6) lay members of the Parish in addition to the Rector. Only members of the Parish with voting rights are eligible to be elected to the Vestry. The number of members composing the Vestry may be increased or decreased from time to time within these limits by majority vote of the Vestry, but no decrease shall have the effect of shortening the term of any Incumbent Vestry person. Any position to be filled by reason of an increase in the number of Vestry persons shall be filled at an annual meeting or at a special meeting of the membership of the Parish called for that purpose.
4. The Vestry lay persons shall be elected at the annual meeting of the membership of the Parish by the members entitled to vote and shall hold office from the date of election until their respective successors are elected, or until their death, resignation, or removal. Nominations to fill positions on the Vestry shall come from the floor of the meeting of the membership of the Parish. There shall not be a nominating committee.

5. Vacancies on the Vestry for more than thirty (30) days may be filled by nomination and a majority vote of the remaining Vestry persons at its next regular or specially called meeting. A vacancy causing the Vestry to have less lay members than the minimum prescribed by these bylaws must be filled at the next regular or special meeting of the Vestry. The individual member of the Parish elected by the Vestry to fill said vacancy shall serve until the next annual meeting of the membership at which time he/she may be nominated and elected to complete the un-expired term. Nominations and election to fill an un-expired term shall not be limited to the individual member previously elected by the Vestry to fill a vacancy. Any member elected to complete an un-expired term shall be eligible for election to his/her own term of office.
6. Any Vestry person missing three (3) consecutive regular meetings of the Vestry unless excused by a majority vote of the Vestry for just and good cause shall be considered to have resigned his/her position on the Vestry. At the next regular meeting the remaining Vestry persons may fill the vacancy in the manner previously prescribed.
7. The entire Vestry or any individual Vestry person may be removed from office for cause by two-thirds (2/3) vote of those members entitled to vote at any regular or special meeting of the Parish.
8. All meetings of the Vestry shall be held at St. Stephen's Church, or at such a place within or without the State of Texas as may be designated from time to time by resolution of the Vestry or by written consent of all Vestry persons.
9. Regular meetings of the Vestry shall be held without call or notice, within thirty (30) days of each annual meeting of the membership of the Parish and quarterly on such date as determined by vote of the Vestry.
10. Special meetings of the Vestry for any purpose shall be called at any time by the Rector or, if there is no Rector, the Senior Warden or by petition of three Vestry persons.
11. Written notices of the special meetings, stating the time and in general terms, the purpose or purposes thereof, shall be mailed or personally delivered to each Vestry person not later than two (2) days before the day appointed for the meeting.
12. A majority of the authorized number of active Vestry persons shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereafter provided. Business may be continued after a withdrawal of enough members to leave less than a quorum.
13. Every act or decision done made by the majority of the Vestry persons present shall be regarded as the act of the Vestry, unless a greater number be required by Law, By-laws, the Articles of Incorporation, or Canon Law.
14. Any action, required or permitted to be taken by the Vestry, may be taken without a meeting and with the same force and effect as a unanimous vote of the Vestry, if all members of the Vestry shall individually and collectively consent in writing to such action.
15. A quorum of the Vestry may recess any meeting to meet again at a stated day and hour. Notice of the time and place of holding a recessed meeting shall be given as for any other meeting. In the absence of a quorum, a majority of the Vestry persons present at any Vestry meeting, either regular or special, may recess from time to time until the time fixed for the next regular meeting of the Vestry.
16. The term of office of all Vestry persons shall be three (3) years with one-third (1/3) of the Vestry being elected each year at the annual meeting of the membership. Any Vestry person may be re-elected to serve without limit of terms.
17. Vestry persons may receive reimbursement for expenses as may be fixed or determined by resolution of the Vestry.
18. The Vestry may authorize the Parish to pay expenses incurred by, or to satisfy a judgment or fine rendered or levied against present or former Vestry persons, officers, or employees of this Parish as provided by Article 2.02 (A) (16) of the Texas Business Corporation Act and Article 1396-2.22A Vernon's Annotated Civil Statutes.
19. Excepting major decisions, budget approval and other weighty agenda items the Vestry will precede with unanimous consent similar to US Congressional rules. The Vestry may adopt, alter, or eliminate other rules of order as best suits there deliberation.
20. There shall be no proxy voting in Vestry meetings.

ARTICLE SEVEN The Calling of Ministers

1. A two-thirds (2/3) vote of the Parish members assembled at a called meeting for the purpose of issuing a call to a priest to serve this Parish and the approval of the Bishop shall be required to issue a call. Once called and having accepted the priest shall serve as Rector-Elect performing the duties and responsibilities of the Rector until such time he is instituted as Rector by the Bishop.
2. Prior to the calling of a meeting a committee consisting of the Senior Warden, Junior Warden and three members of the Parish appointed by the Vestry shall meet, visit, interview, investigate and otherwise inquire with the purpose of making a recommendation to the Parish as to an individual to which a call to minister in this Parish should be extended. The proceedings of the committee shall be kept confidential until such time as their recommendation is presented to the Parish and then only the result of their investigation regarding the individual recommended shall be made public. The results of their investigation regarding Individuals not recommended shall remain confidential for the sake and ministry of the individual concerned.
3. An Associate or Assistant Rector or lay or ordained minister to assist the Rector shall be nominated by the Rector and appointed by the Vestry to serve at the pleasure of the Rector within such limitations as may be imposed by Canon Law.

ARTICLE EIGHT Officers

1. The officers of the Parish shall be the Rector, the Senior Warden, the Junior Warden, the Clerk of the Parish, the Treasurer and such other officers as the Vestry shall from time to time determine or be required by Canon Law. Any two offices, except Senior Warden and Clerk, may be held by one person.
2. All officers except Rector and the Senior Warden, who shall be appointed by the Rector, shall be elected by and hold office at the pleasure of the Vestry within such limitations as may be imposed by Canon Law. An officer may or may not be a member of the Vestry.
3. The Rector shall be elected by the Parish and having been installed by the Bishop, shall hold such office until such time as he shall resign, retire, or be removed for cause, within such limitations as may be Imposed by Canon Law.
4. The officers of the Parish shall have the powers and duties generally ascribed to the respective offices and such additional authority or duty as may from time to time be established by the Vestry.
5. If the office of Rector is vacant, unless otherwise provided in these by-laws, the Vestry, by majority vote, shall act in the place of the Rector.

ARTICLE NINE Elections of Delegates to Synod and Affiliated Organizations and Associations.

1. Delegates to the jurisdiction's Synod will be elected in the numbers authorized by the Constitution and Canons of the Anglican jurisdiction with which this Parish has affiliated at the annual meeting of the membership of the Parish.
2. Delegates to affiliated organizations and associations will be elected by the Vestry in the number authorized by the constitutions and by-laws of such organization which the Parish may join from time to time.

ARTICLE TEN Liturgy

The Official Liturgy of this Parish shall be the 1928 Book of Common Prayer of The Protestant Episcopal Church of the United States of America, the 1940 Hymnal of The Protestant Episcopal Church of the United States of America and Hymns Ancient and Modern, New Standard Edition. Other liturgies, hymnals, hymns and music may be used with the consent of the Rector which are in conformity with the liturgy prescribed by the 1928 Book of Common Prayer of The Protestant Episcopal Church of the United States of America including but not limited to the American Missal, English Gradual, A Manual for Priests of the American Church and the Book of Occasional Services of The Protestant Episcopal Church of the United States of America.

ARTICLE ELEVEN Christian Education

Christian Education shall be a priority of this Parish exceeded only by the corporate worship of the Parish. To that end, the Rector shall appoint a Director of Christian Education to oversee, under his supervision, the Christian Education Program of this Parish.

ARTICLE TWELVE Lay Organizations and Guilds

1. Lay Organizations and Guilds may be organized under the jurisdiction of this Parish. Such organization shall prepare and submit to the Rector of the Parish a formal constitution and by-laws of said organization. The Rector shall then submit these to the Vestry for approval.
2. No organization may maintain cash or have an account in any financial institution of funds in excess of one thousand dollars (\$1000.00) without permission of the Vestry. Funds in excess of one thousand dollars (\$1000.00) shall be turned over to the Vestry of the Parish for the use of the Parish as the Vestry shall deem appropriate.

ARTICLE THIRTEEN Reserve Fund

A Reserve Fund is established, to be administered by the Vestry for the purpose of paying the mortgage or other related emergencies as deemed appropriate by the Vestry. To access these funds a unanimous decision by the Vestry and the approval of the Rector is required, or failing this, a two thirds (2/3) vote of the Parish members entitled to vote at a called meeting for the purpose.

ARTICLE FOURTEEN Execution of Instruments

The Vestry may, in its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or documents, or to sign the corporate name without limitation, except where otherwise provided by Law and such execution or signature shall be binding upon the Parish.

ARTICLE FIFTEEN Records and Reports

1. All books and records of the corporation provided for by statute shall be open to inspection of the members from time to time and to the extent expressly provided by statute for shareholders of business corporations and not otherwise.
2. The Vestry may examine such books and records at all reasonable times.
3. The Treasurer shall post the financial status of the Parish no less than monthly.
4. An audit may be requested by any member entitled to vote with all expenses of said audit to be paid by the requesting member.

ARTICLE SIXTEEN Dissolution and Distribution of Assets

1. The Vestry must adopt a resolution recommending dissolution and designating it for a vote at a called meeting of the Parish for such purpose.
2. The notice must inform the members that at least one purpose of the meeting will be to consider dissolving the corporation. Notice must be given to each person entitled to vote by at least ten (10) days prior to, but not more than thirty (30) days before the date of the meeting by mail addressed to the member at the address appearing for him/her on the books of the corporation.
3. Membership approval of the dissolution requires at least a two-thirds (2/3) affirmative vote.
4. Once dissolution is authorized and the Parish has ceased operations, the Vestry shall establish a place for applying and distribution of Parish assets, by:
 - a. Determining if any Parish assets are loaned on condition that they be returned or transferred to a particular person or entity if the Parish ever dissolves;
 - b. After returning conditionally-held assets, then apply its remaining assets to satisfy its claimants and creditors, until all such obligations are paid, satisfied or otherwise discharged, unless the Parish assets will not fully satisfy all obligations and liabilities of the Parish, in which case the Parish must apply its assets to its debts and Obligations pro rata, or by some other just and equitable scheme; and

c. After returning conditionally-held assets and discharging Parish obligations, if the Parish has any remaining assets, such assets will be distributed to one or more "non-profit organizations" that are either exempt from federal taxation under Section 501 (c)(J) of the Internal Revenue Code or described in Section 170(c)(1) of the Internal Revenue Code.

5. A plan for the distribution of the Parish assets that is consistent with the provisions described above must be adopted to authorize the transfer or conveyance of any asset. The Vestry shall adopt a resolution recommending a plan of distribution and submit it to the Parish for a vote at a called meeting of the members. The distribution plan must be approved by at least two-thirds (2/3) vote of the members entitled to vote at such meeting.
6. Notice must set forth the proposed plan of distribution or a summary of that plan. Notice must be given to each person entitled to vote by at least ten (10) days prior to, but not more than thirty (30) days before the date of the meeting by mail addressed to the member at the address appearing for him/her on the books of the corporation

ARTICLE SEVENTEEN Amendment of By-Laws

The power to adopt, alter, amend, or repeal these bylaws is vested in members entitled to vote at an annual Parish meeting or a called meeting with the purpose of amending these by-laws. A petition signed by no less than one-half (1/2) of the members entitled to vote may call such a meeting according to the provision of these bylaws. A two-thirds (2/3) vote of the members at such meeting shall be required to alter, amend, or repeal, these by -laws.

ARTICLE EIGHTEEN The Supremacy of the Constitutions and Canons of the jurisdiction

Nothing in these by-laws shall be held in conflict with any provision of the Constitutions and Canons of the Anglican jurisdiction to which this Parish voluntarily submits itself except that no provision of said Constitutions and Canons may prevent the Parish from retaining its autonomy to call a Rector subject to appropriate episcopal approval, elect a Vestry, conduct its business affairs and/or voluntarily disassociate itself as provided by these by-laws.

These by-laws adopted by _____ vote at the Special Meeting of St. Stephen's Anglican Church Inc.,
this ____ day of _____ in the Year of our Lord _____ and supersede all previous corporate by-laws.

ATTEST:

, Clerk of the Parish

Kenneth Nash, Senior Warden

(Rev.) Jerry Pardue, Rector