

BYLAWS of St. Peter's Anglican Cathedral
Tallahassee Florida

[As adopted at founding in 2005, and amended on 3/6/11 and 12/1/2019]

Preamble

These Bylaws are adopted to provide for the orderly administration of the affairs of the Rector, Wardens, and Vestry of Saint Peter's Anglican Cathedral, Tallahassee, Florida (the Parish), and are to be applied consistent with and subject to the Articles of Incorporation of the Parish.

Article 1

Persons Qualified to Vote

A qualified elector of St. Peter's Anglican Cathedral shall be:

- 1) Baptized;
- 2) Over 18 years of age;
- 3) A member of the Church for at least six (6) months prior to the date of the vote or election;
- 4) Free from ecclesiastical censure;
- 5) Regular in his or her attendance at the Church's services;
- 6) A member who contributes his or her time, talents or treasure to the expenses or needs of the Church for at least six (6) months prior to the date of the vote or election; and
- 7) Committed to the orthodox doctrine, discipline, and worship of the Church. Orthodox doctrine is defined as the Christian belief that is taught and established in Holy Scripture and stated in the confession of the Nicene and Apostles' Creed.

Article 2

Meetings

Section 1. Annual Parish Meeting. There shall be an Annual Parish Meeting of the congregation in the month of March at a time, date, and location specified by the Rector.

Section 2. Special Parish Meetings. Special Parish Meetings may be called by the Rector or by majority vote of the Vestry.

Section 3. Notice of Meetings. Notice of the Annual Parish Meeting and Special Parish Meetings shall be given to members of the Parish by the Rector or the Vestry in any reasonable manner at least two weeks prior to such meetings. Notice of a Special Parish Meeting shall include a statement of the purpose of the special meeting.

Section 4. Presiding Officer. The Rector shall preside at all Parish Meetings, and in the absence of the Rector, the Senior Warden and Junior Warden in succession shall preside.

Section 5. Quorum. Seventy-five members of the Parish shall constitute a quorum for the purpose of transacting business at any parish meeting.

Article 3
The Vestry

Section 1. Membership. The Vestry shall consist of the Rector and twelve members of the Parish who must be qualified electors and who shall be elected by the members of the Parish, four of whom shall be elected each year, and serve in accordance with the Articles of Incorporation of the Parish and these Bylaws.

Section 2. Qualifications. In addition to the qualifications contained in the Charter of this Parish, members of the Vestry:

- a. Shall be committed to Jesus Christ as Lord and Savior, to the Holy Scripture as the foundation and authority for our life together and containing all things necessary to salvation, and to the orthodox teachings as shown by Scripture and confessed in the historic Creeds.
- b. Shall be a confirmed member of the Church that regularly attends Church services.
- c. Shall accept the principle of tithing and be willing to commend this principle to the congregation.
- d. Shall accept active leadership, including responsibility for decision making that represents the entire Parish, and invest the time necessary in the ministry of leadership, including attendance at worship, Vestry meetings, committees, special events, and other activities, as required.
- e. Shall, if called upon, serve on the Parish's Committees as well as Boards of affiliated corporations of the Parish.
- f. May not be an employee of the Parish or any affiliated corporation during his or her term of office.

Section 3. Meetings. A quorum shall consist of more than half of the voting membership of the Lay Vestry.

- a. Regular Meetings. The Vestry shall meet monthly, the Rector presiding, unless the Rector and Senior Warden determine there is no business to transact, whereupon the regular meeting may be cancelled.
- b. Special Meetings. The Rector, Senior Warden, or Junior Warden may call a special meeting of the Vestry at any time or shall call the meeting upon the request of four members of the Vestry.
- c. The Rector and Vestry members shall be given due notice of any meeting.

Section 4. Term of Service.

- a. Members of the Vestry shall be elected at the Annual Parish Meeting for a term of three years, after which they are ineligible for reelection for one year. Upon election, newly elected Vestry shall serve an interim period from the Annual Parish Meeting of their election until the May meeting of the Vestry with voice, but no vote. At the May meeting of the Vestry, the newly elected Vestry shall be seated with both voice and vote, and the term of the outgoing Vestry members shall end.
- b. Vacancies on the Vestry. The Vestry may fill any vacancy by appointing a qualified member of the Parish to serve until the next Annual Parish Meeting, at which time the Parish shall fill any such unexpired term. The appointed holder of such unexpired term shall not be disqualified for election.
- c. Members of the Vestry shall continue in office until their successors are seated with voice and vote.

Section 5. The Finance Committee. This standing committee of the Vestry shall consist of the Rector, the Senior and Junior Wardens, the Treasurer, and three parishioners who are not members of the Vestry. The three parishioners that will serve on the Finance Committee shall be nominated by the Rector, in consultation with the Finance Committee, and confirmed by the Vestry. The Chair shall be elected by the Committee from among the three non-Vestry members. The Rector shall be an ex-officio member and shall have the right to voice and vote. The functions of the Finance Committee shall be to advise and consult with the Vestry on all matters relating to the financial affairs and condition of the Parish, including, without limitation, all responsibilities assigned to the Treasurer, the investment of the Parish funds, the annual audit of the books and records of the Parish, the recommendation of an annual budget to be adopted by the Vestry, and the management of that budget.

Section 6. Other Committees. On the basis of the needs of the Parish, the Rector and Vestry shall determine the number and duties of other committees of the Vestry.

The chair and members of the committees shall be appointed annually by the Rector and Senior Warden. Additional members may be appointed at any time by the Rector to fill vacancies or at the request of the chair to appoint additional personnel for the work of the committees.

Article 4

Officers

Section 1. Officers Designated. The officers of the Parish shall consist of the Rector, Senior Warden, Junior Warden, Secretary, Treasurer, and Chancellor.

Section 2. The Senior Warden, a member of the Vestry, shall be appointed by the Rector and shall preside at meetings of the Vestry in the absence of the Rector, to assist and serve the Rector for the good of the Church, as well as such additional duties as prescribed by the Rector.

Section 3. The Junior Warden, a member of the Vestry, shall be elected by a majority vote of the Vestry at the first regularly scheduled monthly meeting of the Vestry at which the Vestry members elected at the Annual Parish Meeting are seated with voice and vote, or at any such time as is needed to fill a vacancy in the office. The Junior Warden shall have such duties as requested by the Vestry.

Section 4. The Secretary shall be a member of the Parish and shall be elected by a majority vote of the Vestry at the first regularly scheduled monthly meeting of the Vestry at which the Vestry members elected at the Annual Parish Meeting are seated with voice and vote, or at any such time as is needed to fill a vacancy in the office. The Secretary shall have the duty of accurately recording and maintaining minutes of all Vestry and Parish meetings and performing such additional duties as requested by the Vestry.

Section 5. The Treasurer shall be a member of the Parish, who is not a member of the vestry, and shall be elected by the Vestry at the first regularly scheduled monthly meeting of the Vestry at which the Vestry members elected at the Annual Parish Meeting are seated with voice and vote, or at any such time as is needed to fill a vacancy in the office.

The Treasurer shall have custody of all Parish funds and securities, shall keep, or cause to be kept, accurate accounts of the properties and financial transactions of the Parish, and shall submit to the Vestry a monthly statement of receipts, disbursements, and cash on hand and in such form as the Vestry shall direct.

The Treasurer shall also prepare a statement of financial condition of the Parish for the Annual Parish Meeting, and shall prepare for an annual audit of all books and records concerning the financial affairs of the Parish by a Certified Public Accountant licensed by the State of Florida, and designated by the Vestry, and perform such additional duties as requested by the Vestry.

Section 6. The Chancellor shall be nominated by the Rector and elected by a majority vote of the Vestry at the first regularly scheduled monthly meeting at which the Vestry members elected at the Annual Parish Meeting are seated with voice and vote, or at any such time as is needed to fill a vacancy in the office. The Chancellor shall be a person learned in the law, licensed to practice law in the State of Florida, and a member of the Parish. The Chancellor shall be the legal advisor of the Parish, have such other duties as may be prescribed from time to time by the Vestry, and attend Vestry meetings at the invitation of the Rector or Senior Warden.

Section 7. Terms of Office. The term of all lay officers shall be one year.

Article 5

Absence from Meetings

A lay member of the Vestry or officer other than the Chancellor, who has a total of four absences from regularly scheduled meetings of the Vestry in any one calendar year of the member's or officer's term shall automatically forfeit his or her privilege to membership and / or office.

Article 6

Nominations for Parish Office

Section 1. Nominating Committee. Each year there shall be established a Nominating Committee of six persons, two of whom shall consist of the immediate past Junior Warden and a member of the outgoing Vestry, selected by the Vestry. Four others as described below who represent significant aspects of our church life shall be:

- (1) Two representatives chosen by the current chairs of the organizations active in the life of the Parish as specified by the Rector.
- (2) The chair of the Worship Committee or the person performing the function thereof.
- (3) The chair of the Outreach Committee or the person performing the function thereof.

The outgoing Vestry member shall serve as chair of the Nominating Committee. The Nominating Committee shall be established four months prior to the Annual Meeting.

Section 2. Qualifications. To serve on the Vestry, a person must be at least eighteen years of age, a communicant in good standing, a pledger of record, and conform to the qualifications set forth in Article 3, Section 2 of these Bylaws.

The Nominating Committee, in consultation with the Rector and Treasurer, is responsible for determining if a proposed candidate is qualified. Nominating Committee members are not eligible for nomination to serve on the Vestry or as a convention delegate.

Section 3. Nominations by Members of the Parish. Nominations for Vestry may be made by any member of the Parish. Nominations other than those made by the Nominating Committee must be made in writing and provided to the Nominating Committee at least three months prior to the next Annual Parish Meeting. All nominees must meet the qualifications set forth in Article 6, Section 2 of these Bylaws. The person nominating must have obtained the nominee's written consent to his or her name being placed in nomination.

Section 4. Nominations by the Committee. The Nominating Committee shall review all nominations for Vestry and shall nominate a slate of nominees to fill the

number of positions being vacated, in like number. Each person nominated must receive the votes of a majority of the committee members. The Nominating Committee shall publish the slate of nominees, with a brief biographical sketch of each nominee, to the members of the Parish at least six weeks prior to the Annual Parish meeting.

Section 5. Additional Nominations. After publication of the slate of nominees by the Nominating Committee, additional nominations for Vestry may be made by members of the Parish other than members of the Nominating Committee. All such nominations shall be in writing and seconded in writing by at least five members of the Parish, shall include a brief biographical sketch of the nominee, and shall be submitted to the Chair of the Nominating Committee at least three weeks prior to the Annual Parish Meeting. All such nominees must meet the qualifications set forth in Article 6, Section 2 of these Bylaws, and must consent in writing to his or her name being placed in nomination. Previous nominees not selected by the Nominating Committee may be re-nominated pursuant to the procedure set forth in this section. At least ten days prior to the Annual Parish Meeting, the names and brief biographical sketches of all qualified additional nominees shall be published by the Nominating Committee to the members of the Parish.

Article 7

Elections for Parish Office

Section 1. The Vestry. The Vestry shall supervise elections at Parish meetings.

Section 2. Candidates for Election. Only those nominated according to the procedures set forth in Article 6 of these Bylaws shall be candidates for election. Nominations from the floor shall not be permitted.

Section 3. Ballots. Voting for Parish office shall be by secret written ballot, each voting member of the Parish being entitled to one vote for each vacancy. There shall be no cumulative voting, and any cumulative ballots cast shall be void. The Vestry may place on the ballot information identifying which candidates have been nominated by the Nominating Committee and those candidates who have been nominated through Article 6, Section 5.

Section 4. Election Procedure; Vestry. Nominees receiving the greatest number of votes shall be declared elected to the available vacancies for that office.

Section 5. Tellers. The Chair of the Nominating Committee shall be responsible to appoint tellers to count ballots at Parish elections and to certify the results of the elections to the Vestry.

Section 6. Proxies. There shall be no voting by proxy.

Section 7. Absentee Voting. Absentee voting shall be allowed for members who are unable to attend the Annual or a Special Parish meeting because of infirmity, illness, being house-bound, or absent because of attendance in a Church Mission trip. In order to obtain an absentee ballot, the member who is requesting the ballot for themselves must request the ballot in writing to the Senior Warden, and the ballot shall be provided to the member requesting the ballot or mailed to their address. Any absentee ballot shall be returned to the Senior Warden or Church on or before the date of the Annual Meeting or Special Meeting.

Article 8
Rules of Procedure

Robert's Rules of Order, as revised, shall be observed on all matters of parliamentary procedure not covered by these Bylaws or by the Articles of Incorporation of the Parish.

Article 9
Attending Vestry Meetings

Members of the congregation shall be welcome at any meeting of the Vestry (except when the Vestry shall declare itself in executive session) but without voice or vote, except that the privilege of addressing the vestry may be extended to a member of the congregation by the Rector or Senior Warden, **in their sole discretion**.

At the invitation of the presiding officer, or of one of the Wardens or Chair of any standing committee yielding for the purpose, others may be permitted on the floor.

Article 10
The Rector Selection
Committee

In the event of a vacancy of the position of Rector, the Wardens shall appoint members of a Search Committee. The duties of the Search Committee shall include, but not be limited to, conducting a search for and recommending to the Vestry appropriate candidates to be considered for the position of Rector. The Vestry shall then select the Rector by a two-thirds vote.

Article 11

Amendment of Bylaws

Amendments to these Bylaws may be proposed in writing to or by the Vestry and, in either event, published by the Vestry to the members of the Parish at least two weeks prior to any duly noticed and called Annual or Special Parish meeting. Any such proposed amendment may be adopted by a majority vote of the members of the Parish attending and qualified to vote at the Annual Parish meeting at which the proposed amendment is noticed for consideration.

Article 12

Suspension of the Bylaws

In extraordinary circumstances and for weighty cause, such as following the resignation of the Rector, the Vestry may, by a three-quarters vote, suspend provisions of these Bylaws which relate to or concern the Annual Parish Meeting and the Vestry electoral process, and for no other purpose, subject to ratification by the Annual Parish Meeting, or by a Special Parish Meeting called for that purpose.