

# ST. TITUS' EPISCOPAL CHURCH

Durham, North Carolina

## BYLAWS

Introduction. These bylaws are adopted pursuant to the provisions of Canon 22 of the Canons and are intended to govern the calling and conduct of Parish meetings, the election of a Vestry and the conduct of its affairs, and such other matters as might be contained herein. To the extent that these bylaws are inconsistent with or contrary to the provisions of the Canons, the latter shall prevail and be followed.

Definitions. The following capitalized terms used herein shall have the meanings ascribed to them below:

“Annual Meeting” shall mean the annual meeting of the Parish for the purpose of electing members of the Vestry, as required by the Canons.

“Canons” shall mean the Canons of the Diocese, and “Canon” shall refer to any of such Canons.

“Constitution” shall mean the Constitution of the Diocese.

“Church” shall mean The Episcopal Church.

“Diocese” shall mean the Episcopal Diocese of North Carolina.

“Parish” shall mean St. Titus' Episcopal Church, a parish in communion with the Diocese.

“Vestry” shall mean the vestry of the Parish.

### ARTICLE I PARISH MEETINGS

Section 1. Annual Meeting. The Annual Meeting shall be held on the fourth Sunday in January, unless the Vestry designates some other date; provided such alternate date shall be no more than two months either before or after the date specified for the Annual Meeting by this section.

Section 2. Special Meetings. Upon the call of the Vestry, a special meeting of the Parish may be held at any time, provided that notice of at least two weeks has been given.

Section 3. Notice. Notice of any annual, or special Parish meeting shall be given in each of the following ways:

- a. By announcement at each public worship service held during the fifteen days preceding the scheduled meeting, and

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b. By publication in *The Titusian* or other general Parish mailing mailed to all enrolled confirmed adult communicants in good standing at least ten days prior to the scheduled meeting.

Section 4. Voting Qualifications. An enrolled confirmed adult communicant in good standing in this Church may vote when present at any Parish meeting, as permitted pursuant to Article IX, Section 3 of the Constitution of this Diocese.

Section 5. Voting. Amendments to these bylaws shall be adopted in accordance with the provisions of Section 4 of Article VI below. Motions, resolutions, elections, and other matters presented to a Parish meeting shall be decided by a simple majority of those present and qualified to vote pursuant to Section 4 above.

Section 6. Presiding Officer. The rector shall preside at all Parish meetings. When the rector is unavailable or incapable of acting, the senior warden shall preside.

## ARTICLE II

### Vestry Composition and Election

Section 1. Size and Composition. The Vestry shall be composed of 9 members of the parish, who are enrolled confirmed adult communicants in good standing of the Church.

Section 2. Election. Each year, an election shall be held for three Vestry positions under the rotating system designated as "Vestry Plan Two" in Canon 22.2(c) of the Canons.

Section 3. Elections Committee. At least two months prior to the date of the Annual Meeting, the Vestry shall appoint at least three members of the parish to serve as an election committee. No member of the election committee shall be a nominee for the Vestry in the year in which they serve on the election committee. The election committee shall seek nominations of potential candidates by placing appropriate notices in *The Titusian* and by such other activities as they deem appropriate to encourage nominations from those persons qualified to vote at a Parish meeting. The election committee shall review all potential nominees and present to the Vestry for its consideration and approval a slate of six candidates willing to serve as Vestry members if elected. Additional nominations of persons who have affirmed their willingness to serve on the Vestry may be made at a special Parish meeting by any person qualified to vote at the Annual Meeting. The election committee shall also be responsible for preparing and disseminating biographical or other information on each candidate in advance of the annual meeting and for conducting the elections at the Annual Meeting.

Section 4. Qualifications. As provided by the Canons, all resident members of the parish who are sixteen years of age or older and who are enrolled confirmed communicants in good standing shall be eligible for election to the Vestry. A retiring or former member of the Vestry is not eligible for re-election to the Vestry until one year has elapsed from the expiration of his or her preceding term of service at the time he or she takes office for the new term, except: a) any Vestry person appointed during the last year to fill an unexpired term of one year or less may be eligible for election to a full term, and b) a member of the vestry whose term is expiring, may continue to serve in the current position until a successor is qualified and elected.

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Section 5. Election Procedures. Vestry elections shall be held at the Annual Meeting and the following provisions shall govern such elections.

a. The number of nominees for election to the Vestry shall be at least twice the number of positions on the Vestry to be filled at that Annual Meeting.

b. Elections for members of the Vestry shall be by paper ballot. Prior to the Annual Meeting, the election committee shall prepare an initial ballot listing the nominees in alphabetical order. Each ballot shall provide an appropriate instruction or mechanism to allow a voter to vote for up to the number of positions on the Vestry to be filled at such election and no more. Any ballot which contains a vote for more than the number of positions to be filled at such election will not be counted in the election. Cumulative voting shall not be permitted and any ballot by which a voter seeks to cast more than one vote for a candidate shall be counted as only one vote for that candidate.

c. A majority of those present and voting in the Annual Meeting at each ballot or vote which is taken shall be necessary to elect a member of the Vestry. Nominees receiving such a majority shall be elected. If additional ballots are required, the nominees to be voted on shall be limited to twice the number of positions remaining to be filled and, within that number, shall be those nominees not elected on the previous ballot who, on that ballot, received the highest number of votes. However, should there be a tie vote for the last position on any subsequent ballot, the number of nominees to be placed on that ballot shall be increased to include the two or more nominees whose votes were tied.

Section 6. Filling Vacant Positions. In the case of a vacancy on the Vestry by reason of death, resignation, or other cause, the remaining members of the Vestry may fill the vacancy from among those persons eligible to serve. A person elected to fill a vacancy shall hold office until the expiration of the term of the person whose office is to be filled.

Section 7. Removal of Vestry Persons for Cause. A person may be removed as a member of the Vestry for cause only in accordance with the provisions of Canon 22, Section 2(h).

## ARTICLE III Vestry Meetings

Section 1. Monthly Meeting. The Vestry shall meet at least monthly. At the first regular or Special Meeting of the Vestry following each Annual Meeting, the Vestry shall establish a date and time for each regular monthly meeting for the coming year. The regular monthly meeting of the Vestry shall then occur each month on the scheduled date until such meeting time is modified by subsequent Vestry action. Written notice of the designated date and time for a regular monthly meeting shall be given to each Vestry person at least one week prior to the first Vestry meeting to be held pursuant to the adopted schedule. Provided such written notice is given, no subsequent written notice to the Vestry of a regularly scheduled monthly meeting is required.

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Section 3. Special Meetings. The rector may call a special meeting of the Vestry for a date and time other than a regular monthly Vestry meeting. Special meetings of the Vestry may also be called in accordance with the provisions of Canon 22, Section 5.

Section 4. Quorum. At each Vestry meeting, the presence of a majority of the membership of the Vestry shall be necessary to constitute a quorum. Motions, resolutions, elections, and all other matters presented to the Vestry for vote shall be decided by a majority of the members present at a meeting at which a quorum is present.

Section 5. Minutes. Accurate minutes of each Vestry meeting shall be kept, signed by the secretary, presented at the next meeting for approval, revised, if necessary, thereafter approved, and preserved with the records of the parish.

Section 6. Open Meetings. All regularly scheduled monthly Vestry meetings shall be open to attendance by any person qualified to vote at an annual parish meeting. The Vestry shall attempt to schedule its meetings and give appropriate notice thereof to the parish to facilitate attendance at its meetings by parish members who are not on the Vestry.

Section 7. Executive Session. The rector or, in his or her absence, the warden presiding over the meeting, shall be entitled to call the Vestry into executive session in order to discuss and determine any matter involving the parish staff, a pastoral concern of the rector for which he or she seeks Vestry guidance, a potential or asserted liability claim against the parish or a member of its staff, or any other matter which the rector or presiding officer reasonably believes requires confidential consideration. Only members of the Vestry and the rector shall be entitled to attend an executive session of the Vestry. An appropriate record of the matters dealt with during the executive session shall be maintained but the record shall be kept confidential and shall not be published with the regular minutes and records of Vestry meetings. Matters dealt with at executive session shall be confidential.

## ARTICLE IV

### Organization of the Vestry

Section 1. Wardens. There shall be a Senior Warden and a Junior Warden elected as provided in Section 3 of Canon 22 of the Diocesan Canons and with the powers, duties and responsibilities as set out in said Canon. The Vestry may from time to time establish additional duties and powers for the wardens consistent with the requirements of the Diocesan Canons.

Section 2. Treasurer. There shall be a Treasurer elected by the Vestry. The Treasurer need not be a member of the Vestry but may be selected from outside the membership of the Vestry. The Treasurer shall maintain the financial and business records of the Parish, make monthly financial reports to the Vestry, prepare the annual financial report for submission at the parish annual meeting, comply with financial recordkeeping and reporting requirements of the Diocesan Canons and perform other duties as might be assigned by the Vestry from time to time.

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Section 3. Secretary. There shall be a secretary elected by the Vestry. The secretary need not be a member of the Vestry but may be selected from outside the membership of the Vestry. The secretary shall take minutes of all Vestry and parish meetings, prepare the same for approval by the Vestry and maintain the minutes and other official records of Vestry action.

Section 4. Finance Committee. There shall be a standing Finance Committee consisting of the wardens, the treasurer and any additional Vestry member elected by the Vestry. The Finance Committee shall monitor the financial matters of the parish and shall undertake appropriate planning, review, and management of parish financial matters.

Section 5. Other Committees. The Vestry may create other committees from time to time as it deems necessary or appropriate to conduct its work. The rector shall make appropriate appointments to those committees.

## ARTICLE V

### Miscellaneous Provisions

Section 1. Annual Report. The Vestry shall furnish to each Annual Meeting a full report of its actions and all monies expended under its direction during the preceding year, including a report from each standing committee of the Vestry with respect to the work done by such committee. Information presented by the Vestry at the Annual Meeting will include the final financial statements for the preceding year. As part of its annual report to the parish meeting, the Vestry shall submit a report setting forth its evaluation of the work and program of the parish, the objectives towards which it believes that the parish must work, and its specific recommendations for objectives to be included in the program and the budget of this parish for the fiscal year next following that for which a budget is being adopted.

Section 2. Record of Meetings. The Vestry shall make and preserve a full record of its acts and the work of each of its committees. The Vestry shall also make and keep a full record of the acts of any special Parish meeting or Annual Meeting.

Section 3. All meetings shall include an appearance by teleconference, videoconference, or any other technology that allows all persons participating to hear each other at the same time and to participate in discussion. For purposes of determining a quorum and for voting, members participating in a meeting by means of remote technology are deemed present in person at the meeting.

Section 4. Parliamentary Guide. Roberts Rules of Order, newly revised shall be the parliamentary guide for all matters not covered in these Bylaws but may be deviated from by a majority vote of the Vestry with respect to a Vestry meeting or the persons present and qualified to vote at any special Parish meeting or Annual Meeting.

Section 5. Amendment to the Bylaws. These Bylaws may be amended only by the affirmative vote of a majority of the persons present and qualified to vote at an Annual Meeting. No new bylaw, or change in an existing bylaw, shall be considered, or adopted without first having been

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submitted to and reported on by the Vestry to the preliminary annual meeting provided for in Article 1, Section 2 of these Bylaws. Floor amendments to these Bylaws shall be allowed only upon a two-thirds majority vote of those persons present and qualified to vote. All bylaws or amendments thereto shall take effect from and after the adjournment of the Parish Annual Meeting at which they shall have been adopted.

## CERTIFICATION

The undersigned certifies that the foregoing constitute the Bylaws of St. Titus' Episcopal Church, Durham, North Carolina, with amendments approved by the Vestry at its regular meeting held on December \_\_\_\_, 2021, and adopted by majority vote of the members present at the Parish's Annual Meeting held on January \_\_\_\_, 2022.

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Diane Hundley  
Secretary to the Vestry and Secretary  
to the Annual Meeting