

**The Episcopal Church of the Epiphany  
DBA The Epiphany Episcopal Church  
Oak Hill, Virginia  
Bylaws**

The Epiphany Episcopal Church is a member of The Episcopal Church of the USA and member of The Episcopal Diocese of Virginia; as such it is subject to all of the Canons set forth by both organizations. Clarifications specific to The Epiphany Episcopal Church are incorporated into the Bylaws as set forth below. These Bylaws are a living document and as such may be amended in the manner proscribed in Article VIII.

The Epiphany Episcopal Church meets regularly for services each week at the address shown below at times defined by the Rector in coordination with Vestry.

3301 Hidden Meadow Drive  
Oak Hill, VA 20171

The members of The Epiphany Episcopal Church, referred to in these Bylaws as the “congregation,” having associated themselves for the purpose of maintaining the worship of Almighty God according to the faith and usages of The Protestant Episcopal Church in the United States of America, accedes to the doctrine, discipline and worship of the Constitution and Canons of The Episcopal Church and to the Constitution and Canons of The Protestant Episcopal Church in The Diocese of Virginia, otherwise known as The Diocese of Virginia and acknowledges their authority.

For the purpose of these Bylaws the term “rector” shall refer to the member of the Episcopal Clergy that has been approved by ecclesiastical authority to lead the congregation.

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## Article I

### Voting Membership

**Membership in the Congregation** - Members are baptized persons whose names are recorded in the Parish Register by Baptism, Transfer, or Petition. Similarly a person may be removed from the register by Transfer or Petition.

**Qualified Electors** - Qualified Electors are adult communicants in good standing registered in the Epiphany Episcopal Church pursuant to Virginia Canon 11, Section 5.

## Article II

### Meetings of the Congregation

**Annual Meeting** - The annual meeting of the congregation shall be convened in January at a date, time, and place appointed by the Vestry. The purpose of the meeting shall be to elect Vestry members to new and any unexpired terms, elect lay delegates and alternate lay delegates to diocesan council, receive the budget and reports, and conduct such other business as may properly come before the meeting.

**Annual Meeting Notice** - Written notice of a meeting shall be given to the congregation no later than twenty-five (25) days before the meeting using suitable communication methods. Notice shall include the purpose of the meeting and, in the case of the annual meeting, the slate of candidates proposed by the nominating committee.

**Special Meeting** - Special Meetings may be called for any church purpose at any time by the Rector, Vestry, or petition signed by at least ten (10) members. The written petition shall be forwarded to the Parish at least ten (10) days prior to the contemplated meeting in person, or via e-mail to the parish address listed on the website. The meeting shall be publicized at the service on the Sunday before the meeting. No business other than the specified purpose shall be conducted.

**Quorum** - A quorum for a congregational meeting shall be attained with 10% of the adult communicants in good standing.

**Vote** - Except as these bylaws and parliamentary authority may otherwise provide, elections and resolutions shall be carried by the affirmative votes of a majority of those present and voting. Voting by proxy shall not be permitted. An absentee ballot may be cast by a member who is for good cause unable to attend the meeting, by application in writing to the Registrar of the Vestry. An absentee ballot must be submitted no later than 10 days before the meeting.

**Presiding Officer** - The rector or, in the rector's absence, one of the wardens shall preside. The rector, if present, may appoint a warden or other Vestry member to serve as moderator and a recording secretary.

**Procedure** - In all matters of parliamentary procedure not governed by canon or these bylaws, *Robert's Rules of Order Newly Revised* shall govern.

## **Article III**

### **Rector**

**General** - The rector shall have had Episcopal ordination, be in good standing with the Episcopal Church and be elected by the Vestry, subject to approval by the ecclesiastical authority.

**Authority for Worship and Spiritual Matters** - The rector has authority for spiritual matters of the parish, including specific responsibility for worship.

**Authority for Assisting Clergy** - The rector has authority to select and direct any assistant clergy, who serve at the rector's discretion.

**Implementation of Policy** - The rector has general responsibility for administrative implementation of decisions and policies legislated or mandated by The Episcopal Church, the diocese, and the congregation.

The Rector of the Church shall be the president and chief executive officer of the Church and shall perform such duties and shall have such powers as may be prescribed by the Constitution and Canons of the Episcopal Church and of the Diocese of Virginia. The Rector shall be elected by majority vote of the entire Vestry and, unless otherwise provided in the terms of the call, resignation, or until the pastoral relationship is severed by mutual consent of the Rector and Vestry and approved by the Bishop or Ecclesiastical Authority of the Diocese of Virginia or otherwise dissolved in accordance with applicable canons. The Rector shall render a report to the Vestry at each regular meeting but may vote only in the case of a tie.

### **Annual Performance Evaluation**

The Rector and the Wardens will review the ministry and performance of the Rector annually on the basis of goals and expectations set at the time of his or her appointment and found in the contract and or letter of agreement agreed upon by both parties.

## **Article IV Vestry, Officers, and Committees**

**Vestry** - The Vestry shall consist of not fewer than three or more than twelve members of the parish. The Vestry shall elect a Senior and a Junior Warden, and select a Registrar and a

Treasurer, who shall continue in office until their successors are elected and qualified. The Wardens shall be members of the Vestry.

### **Qualifications of Vestry and Officers**

**Vestry Members** - shall be adult communicants in good standing as defined by General Convention Canon Title I. section 17, and shall be elected to a term of no more than three (3) years. Only one member from a household will be allowed to serve on the Vestry at any one time. No person may be elected if he/she is a paid member of the staff. Members of the Vestry may not be re-elected to consecutive full terms.

**Wardens** - shall be elected by members of the Vestry for terms of one (1) year.

**Registrar** - shall serve at the pleasure of the Vestry. The Registrar is not required to be an elected member of the Vestry.

**Treasurer** - shall serve at the pleasure of the Vestry. The treasurer is not required to be an elected member of the Vestry.

### **Vestry Duties**

**Wardens** - shall promote the general interest of the congregation, fulfilling all duties in accordance with the diocesan canons.

**Registrar** – shall take and record minutes of all Vestry, annual, and special meetings.

**Treasurer** – shall ensure that funds of the congregation are properly received and disbursed in accordance with Vestry policy; verify and pay bills presented for payment; prepare monthly financial reports for presentation to the Vestry, a report to the annual meeting, and the annual financial report to the diocese; present and recommend to the Vestry a budget prior to the annual meeting; and annually submit the financial records of the congregation to audit by a qualified person. The treasurer shall be adequately bonded by inclusion in the congregation's directors' and officers' liability insurance coverage.

**Advisory Team** – shall advise and assist the Rector as needed. The Advisory Team shall consist of the Senior and Junior Warden and the Treasurer.

The Vestry shall be agents and legal representative of the congregation in all matters concerning its corporate property and the relation of the congregation to its clergy. It shall be the duty of the Vestry to take charge of the property of the congregation and to transact the temporal work pertaining to the congregation; to elect and call a rector and provide for the maintenance of the same; and to collect and pay to the Diocese of Virginia the moneys committed for support of the budget of the diocese. In the absence of the wardens, it shall be the duty of the remainder of the Vestry to perform the several duties specially pertaining to these officers.

## **Vestry Meetings and Member Vacancies**

**Meetings** - The Vestry shall hold a minimum of eleven (11) meetings annually. Vestry meetings shall be open to the congregation except when the Vestry moves into executive session.

**Quorum** - A majority of the Vestry shall constitute a quorum, provided that the rector or member of the clergy in charge or one of the wardens is present.

**Leadership** - The rector or, in the rector's absence, one of the wardens shall preside. The rector, if present, may appoint a moderator. The rector shall have voice in all matters but may vote only to break a tie vote.

**Special Vestry Meeting** - may be called by the rector or by three (3) members of the Vestry. Vestry members shall be provided notice of a special meeting at least three (3) days in advance of the meeting.

**Voting** - Except as may be otherwise required by law, canon, or these bylaws, any action of the Vestry shall require the affirmative votes of a simple majority. When necessary for executing time-sensitive Vestry decisions, Vestry members may also submit motions to the members of the Vestry for voting via email or other digital means, according to the process described in the Vestry covenant. For the purposes of digital voting only, a unanimous affirmative vote of the Vestry shall be necessary for the passage of any motion. If any person votes in the negative, the motion shall be automatically deferred to the next Regular or Special Meeting of the Vestry. Motions made by digital means and the outcome of the voting will be reported and entered in the minutes at the next Vestry meeting.

**Procedures** - *Robert's Rules of Order Newly Revised* shall govern all matters of parliamentary procedure not governed by canon or these bylaws.

**Vestry Covenant** – Vestry members will abide by the expectations and business processes described in the Vestry Covenant. All Vestry members shall sign this document at the beginning of their term.

**Vestry Vacancy** In the event of the death, resignation, or removal of a member of the Vestry, the remaining members of the Vestry may elect a qualified person to fill the vacancy for the remainder of the vacated term.

**Resignation** - A member of the Vestry, other than the rector, may resign at any time by tendering his or her resignation in writing to the rector or to a warden, effective as provided therein. Such resignation need not be accepted by the Vestry in order to become effective.

**Removal** - A member of the Vestry may be removed at any time for due cause by the votes of a two-thirds majority of the entire Vestry, provided notice of the proposed removal and

the reasons for the removal shall have been given to the said Vestry member at least ten (10) days in advance of the meeting. Grounds for removal shall include, but not limited to:

- a. Failure to qualify within 60 days of election,
- b. Failure to continue as a communicant in good standing,
- c. Continued failure to attend the meetings of the Vestry without adequate excuse,
- d. Neglect to perform faithfully and diligently the duties of Vestry members enumerated in the Canons or by the Bylaws of the congregation.

### **Parish Committees**

**Standing Committees** - The rector and/or the Vestry may appoint members of the congregation to standing committees, designate the chair of each, and require such reports as will assist the Vestry in its work.

**Ad hoc Committees** - The Vestry may from time to time create and charge committees to undertake specific tasks in the governance of the parish. Committee members shall be appointed by the rector and/or the Vestry. Each such committee shall be dissolved upon the completion of its work.

### **Article V**

#### **Accounting, Financial Matters and Property**

The Epiphany Episcopal Church shall conform to the Manual of Business Methods in Church Affairs of the Episcopal Church.

**Funds** - The handling of any or all of the cash, funds and investments of the congregation, including the purchase, custody, sale and transfer of the same, may be delegated by the Vestry to the wardens or the treasurer, subject to the ultimate direction and control of the Vestry.

**Property** - The Vestry shall elect Trustees for appointment pursuant to law to hold title to church properties, in accordance with the diocesan canons.

**Fiscal Year** - The fiscal year of the congregation shall coincide with the calendar year.

**Indebtedness** - The congregation shall have the authority to borrow money, provided that no indebtedness shall be incurred, renewed or extended by or on behalf of the congregation without the express approval of the Vestry; nor without the written assent of the Bishop and Standing Committee of the Diocese of Virginia except as provided in the diocesan canons.

**Books of Account** - Proper books of account for the congregation shall be kept by the treasurer so as to provide the basis for satisfactory accounting, reporting and auditing.

**Audits** - All accounts of the congregation shall be audited annually by an independent certified public accountant, a licensed public accountant, or in such other manner as the

diocesan Finance Committee may from time to time prescribe. The audit report shall be filed as prescribed in the diocesan canons.

**Annual Reports** - An annual report of all business and financial matters of the congregation, including complete financial statements, shall be prepared by or under the direction of the treasurer, approved by the Vestry and distributed to the congregation at least seven (7) days prior to each annual meeting of the congregation.

## **Article VI**

### **Indemnification**

If and to the extent permitted by applicable law and unless proscribed or otherwise limited by the Constitutions and Canons of the Episcopal Church and of the Diocese of Virginia, the congregation shall indemnify, defend and hold harmless past and present officers and Vestry and committee members (including the rector and other members of the clergy in their capacities as such) and their respective heirs and legal representatives from and against any and all liabilities, costs and expenses (including attorneys' fees and other defense costs) from time to time incurred by or imposed upon them respectively in connection with any threatened, pending or completed civil, criminal or administrative proceeding in which any of them may become involved by reason of their service to the congregation in such capacities, except with respect to matters as to which they may finally be adjudged in such proceeding to be liable for willful, wanton or grossly negligent misconduct. Such indemnification shall be limited to instances in which the congregation, acting on the advice of counsel and without participation by any party to the proceeding in question, has (a) determined that indemnification is appropriate under the provisions of this Article, and (b) in the event of any settlement of such proceeding prior to a final and binding adjudication of the same, approved the terms of the settlement. The right of indemnification under this Article is not exclusive, and shall be in addition to and not in derogation of any such right under applicable law or by contract. If this Article shall be amended or repealed such action shall have prospective effect only, and shall not affect the indemnification rights of any individual with respect to proceedings in respect of which indemnification has been properly sought by application to the Vestry in writing by the individual(s) in question prior to the effective date of such action.

## **Article VII**

### **Action by the Congregation; Agents**

The congregation may from time to time delegate to one or both wardens, the treasurer and/or the rector, generally or as to specific instances, or agent of the congregation as to specific instances, due authority to execute and deliver, on behalf of the congregation, instruments and documents as the Vestry may deem necessary or proper. In the absence of such a general or specific delegation of authority residual authority in this regard shall lie with the wardens or the treasurer, or any of them. The Vestry may appoint such agents and representatives of the congregation (including legal counsel) and delegate to them due authority to perform such acts and duties on behalf and in the name of the congregation as the Vestry may from time to time see fit, consistent with these bylaws and with the

Constitutions and Canons of the Episcopal Church and of the Diocese of Virginia. Except as provided herein or as specifically authorized by the Vestry, no Vestry member, officer or employee of the congregation or any other person shall have the power or authority to bind the congregation by any contract or transaction or to render it legally or financially liable for any purpose or in any amount.

## **Article VIII**

### **Amendments to Bylaws**

Bylaws may be amended at any annual meeting, or at special meetings called for that purpose, by the affirmative vote of two-thirds of those present and voting. Amendments may be proposed by the Vestry or pursuant to a written petition executed by at least five (5) voting members of the congregation delivered to the Vestry in a timely fashion. Notice of any meeting at which a proposed amendment is to be taken up shall be given as required by these bylaws and shall include the full text of any proposed amendment. The Registrar shall promptly furnish to the Office of the Bishop the full text of the bylaws, including all amendments adopted.