**SAINT ANDREW’S EPISCOPAL CHURCH, BURT, NEW YORK**

By-Laws

**March 2019**

**PREFACE**

The organization of St. Andrew’s Episcopal Church and the conduct of affairs by its members and officers shall be governed by the applicable provisions of the Constitution and Canons of the Episcopal Church in the United States of America, the Constitution and Canons of the Episcopal Diocese of Western New York, the Religious Corporation Law of the State of New York and the By-Laws herein set forth.

**ARTICLE 1- PARISH NAME**

The name of the church shall be known as Saint Andrew’s Episcopal Church, Burt, in the Town of Newfane, New York.

**ARTICLE 2-PARISH MEMBERSHIP**

**Section 1. Membership**

All persons who have received the Sacrament of Holy Baptism and whose names have been recorded in the parish records are members thereof.

**Section 2. Qualified Voters**

Persons (18) eighteen years of age or more belonging to the parish, who have been baptized and are regular attenders at Church Services and are contributors to its support for at least twelve months shall be qualified to vote. If there should be a question as to the qualifications of a voter, the Rector/Priest in Charge shall be the final arbiter.

**ARTICLE 3-PARISH ELECTIONS AND MEETINGS**

**Section 1. Time**

The Annual Election shall be held at the Annual Parish Meeting on/or about, but no later than the last Sunday in January, unless otherwise designated by the Rector/Priest in Charge and the Vestry with the permission of the Bishop.

**Section 2. Purpose**

The purpose of the Annual Election shall be the election of a Warden for the term of two years, two Vestry members for terms of three years each, and to fill any vacancies. Two voting delegates for the Diocesan Convention will be selected and these two will serve as parish representatives to the Deanery Council. Two or three alternates may also be selected.

**Section 3. Annual Election Format**

The Annual Meeting shall be conducted in accordance with Roberts Rules of Order.

Agenda shall be determined by the Rector/Priest in Charge and Wardens and minimally include the following:

* Call to order, opening prayer, and distribution of the agenda and minutes from the previous Annual Election.
* Appointment of secretary pro-tem.
* Appointment of tellers
* Report of the Nominating committee and introduction of all candidates.
	1. Floor opened to further nominations.
	2. Floor closed to further nominations.
	3. Distribution of ballots
	4. Polls declared open for a minimum of one hour.
* Reports of Rector/Priest in Charge
* Report of the Warden, Treasurer, and other parish committees and organizations
* Presentation and discussion of the approved Annual Budget.
* Reports on election.
* Adjournment and closing prayer.

**Section 4. Notice of Annual Election**

Notice of the Annual Election shall be read by the Rector/Priest in Charge of the parish, or by the Warden in the Rector/Priest in Charge absence, on each of the two Sundays preceding such election at each service held in the church on said Sundays. The notice shall specify the place, day, and hour of the election and shall include a list of nominees for the positions to be filled.

**Section 5. Nominations**

A nominating committee shall consist of at least one warden, one vestry, and one church member selected by the Rector/Priest in Charge. Such nominating committee shall meet and provide the Vestry with names of qualified nominees by the December vestry meeting. Any member of the parish may submit one or more names to be considered by the nominating committee for Warden or Vestry member.

**Section 6. Qualifications**

1. Each nominee for Vestry member shall be a baptized and qualified voter in good standing and shall have agreed to serve if elected.
2. Each nominee for Warden shall be a baptized communicant in good standing, have been or willing to be confirmed or received in the Episcopal Church, shall have served at least one year as Vestry member in any Episcopal Church, and shall have agreed to serve if elected.
3. Spouses shall not both serve on Vestry at the same time, nor shall one occupy the position of treasurer while the other is on Vestry at the same time. No more than one member of any household may serve on Vestry at a given time.

Section 7. Special Parish Meetings

A special parish meeting may be called by the Rector/Priest in charge or by the Vestry in consultation with the Rector/Priest in charge. If no Rector/Priest in charge is serving the Vestry may call a special parish meeting. Except in case of emergency, the Rector/Priest in charge and Vestry shall inform the congregation of the special parish meeting at least two Sundays prior to the meeting.

**ARTICLE 4- VESTRY**

**Section 1. Composition and election**

There shall be two Wardens and six Vestry members as follows:

a. Each warden shall be elected for a term of two years and is not eligible to be re-elected for consecutive terms. A Warden may not run for Vestry until at least one year after completing his/her term as Warden.

b. Each Vestry member shall serve a term of three years. A Vestry member serving a full three-year term cannot succeed him/herself. An interval of one year must elapse before he/she may be elected again. A Vestry member may be elected Warden having completed at least one year of his/her term of office as Vestry member.

c. A Vestry member who has been nominated to run for Warden and who fails to be elected shall not forfeit his/her right to complete his/her term as Vestry member.

d. A duly elected Warden or Vestry member shall begin his/her term of office at the Vestry meeting following the Annual Parish meeting.

**Section 2. Vacancies.**

A Warden or Vestry member may resign from office after consultation with the Rector/Priest in Charge and with the Vestry. The Vestry may pass a resolution to ask of the resignation of the Warden or Vestry member after consultation with the person and the Rector/Priest in Charge. After this consultation, a Letter of Resignation will be signed by the person, a Warden, and Vestry member.

Grounds for immediate removal from Vestry include, but are not restricted to,

1. Unexcused absence from at least 4 Vestry meetings in a 12-month period
2. Violation of Episcopal Church Safeguarding All God’s People Policy
3. Inability to fulfill the duties of Vestry as outlined in Article 4 Section 5 or the duties of Warden as outlined in Article 5 Section 2.

Vacancies caused by death, resignation, transfer or any other reason shall be filled by a majority vote of the vestry and those elected shall serve until the next Annual Election, at which time the vacancy shall be filled to complete the term.

**Section 3. Meetings**

1. Regular meetings of the Vestry shall be held at a time and date determined by the new Vestry.
2. Any meeting may be cancelled with approval of the Rector/Priest in Charge and Vestry.
3. The Rector/Priest in Charge, or in his or her absence either Warden, shall preside at all meetings.
4. All Vestry meetings shall be conducted in accordance with Robert’s Rules of Order.
5. The Rector/Priest in Charge, in collaboration with the Wardens, sets the agenda for Vestry meetings.
6. At each regularly scheduled Vestry meeting a financial report will be provided by the treasurer.
7. Special meetings of the Vestry may be requested in writing by two-thirds of the Vestry. The Rector/Priest in Charge shall schedule a special Vestry meeting within ten days of receiving the written request. All Vestry members shall be given three days’ notice of the meeting time and place. If the Rector/Priest in Charge fails to call such a meeting, within ten days of receiving such a request, the clerk of the Vestry shall call the meeting and give at least three days’ notice to all Vestry members.
8. The quorum required to conduct business shall be a majority of the Vestry, not including the Rector/Priest in Charge. For an eight-person Vestry a quorum will be five Vestry members

**Section 4. Clerk and Treasurer**

1. A clerk and treasurer shall be appointed by the Vestry annually at the first Vestry meeting following the annual meeting. Either may be a member of the Vestry or congregation at large. Unless elected as a Vestry member, they have no vote.
2. The Clerk shall perform the duties of a secretary at the meetings of the Vestry and such other duties as may be requested by the Rector/Priest in Charge or the Vestry and as required by law. He/she shall serve at the will of the Vestry.
3. The Treasurer shall perform the function of the corporate treasurer under the direction of the Rector/Priest in Charge and the Wardens. He/she shall serve at the will of the Vestry. It is preferable to have a volunteer who is a member of the church as Treasurer. If it is not possible to find a qualified church member to volunteer, the Vestry may pay an outside company/organization to perform these duties. Such outside company/organization will report to the Vestry. In order to maintain checks and balances within the church, at no times shall the Treasurer simultaneously hold the role of Office Manager. It is the Treasurer’s responsibility to ensure a monthly financial report is provided to the Vestry.

**Section 5. Vestry Powers and Duties**

1. The Vestry follows [Title 1, Canon 14 of the Canons of the General Convention of the Episcopal Church](https://extranet.generalconvention.org/staff/files/download/15057.pdf).
2. The Vestry shall make such by-laws as are necessary for the accomplishment of its functions consistent with the articles of Incorporation and the canons of the church and shall submit them to the parish for approval at a regular or special meeting.
3. The Vestry shall direct, manage, and control the business affairs of the parish in accordance with the canons of the church and applicable federal, state, and local laws.
4. The Vestry shall act as representatives of the parish in its relations with the Diocese and the National Church.
5. The Vestry shall act as representative of the parish in securing and providing for the support of a Rector/Priest in Charge.
6. The Vestry approves the annual budget for the church.
7. The Vestry, in partnership with the Rector/Priest in Charge, mutually discerns the mission of the church.
8. Vestry members are strongly encouraged to have access to email and check email regularly.
9. A duly elected Vestry member shall begin his/her term of office at the Vestry meeting following the Annual Parish Meeting.

**ARTICLE 5— OFFICERS AND MINISTRY TEAMS**

**Section 1. The Rector/Priest in Charge**

* 1. The Rector/Priest in Charge, subject to the rubrics of the Book of Common Prayer, the canons of the church, and the counsel of the Bishop, has worship and spiritual jurisdiction of the parish.
	2. All other ministers of the parish, by whatever name they may be designated, shall be regarded as under the authority of the Rector/Priest in Charge.
	3. The Rector/Priest in Charge, when present, shall preside at all meetings of the Vestry.
	4. The Rector/Priest in Charge shall be final authority in the administration of all matters pertaining to music - ([Title II Canon 5](https://extranet.generalconvention.org/staff/files/download/15057.pdf))
	5. The Rector/Priest in Charge shall, except as otherwise provided, be the chief administrative officer of the parish.
	6. The Rector/Priest in Charge shall always be entitled to the use and control of the Church and Parish buildings together with all appurtenances and furniture, and to access to all records and registers maintained by or on behalf of the congregation

**Section 2. The Wardens**

* 1. The Wardens shall act as the counsel of advice to the Rector/Priest in Charge and they may assist in the preparation of the agenda for the Vestry meetings, the assignment of Vestry Ministry Team, and such other duties as mutually agreed upon.
	2. When a vacancy in the clergy of the parish occurs, the Wardens shall act as representatives of the Vestry in advising and consulting with the Bishop.
	3. When the Rector/Priest in Charge position is either vacant or the Rector/Priest in Charge is on vacation, on sabbatical, or ill the Wardens will assume all the rights and responsibilities of the Rector/Priest in Charge outside the Sacramental duties.
	4. A duly elected Warden shall begin his/her term of office at the Vestry meeting following the Annual Parish Meeting.

**Section 3. Ministry Teams**

1. Ministry Teams shall be appointed by the Rector/Priest in Charge with the advice of the Wardens and Vestry as deemed necessary.
2. The convener or Vestry liaison of each Ministry Team shall report to the Vestry at least once annually.
3. Each commissioned Ministry Team shall submit their budget request in writing to the Treasurer or chair of the Finance Team before the November meeting of the Finance Team.
4. The Rector/Priest in Charge shall be ex-officio member of each Ministry Team.

**Section 4. Paid Employees**

1. In consultation with the Rector/Priest in Charge, all paid positions are created and funded by the Vestry.
2. All paid employees shall have a written contract. The contract will include job duties as assigned by the Rector/Priest in Charge and employee compensation as approved by the Vestry.
3. Employment decisions will be made by the priest in consultation with the Vestry.
4. Management of all paid employees falls under the purview of the Rector/Priest in Charge.

**ARTICLE 6- SPECIAL DATES TO BE OBSERVED THROUGHOUT THE YEAR**

Each year there will be an appropriate observance to commemorate St. Andrew’s Day.

**ARTICLE 7- AMENDMENTS AND CONFLICTS**

**Section 1. Amendments**

By-law amendments shall be initiated by the Vestry. Amendments shall be approved at any duly constituted meeting of the parish by a majority vote of those present, provided that written notice of the proposed action is presented to the parish and discussed at least 30 days prior to said meeting.

**Section 2. Conflicts**

If any provision of these by-laws’ conflicts with any canonical, state or federal laws, heretofore or hereafter enacted and applicable to this corporation, such canonical, state or federal laws shall take precedence over any such provision of these by-laws. The remainder of these by-laws not affected by any such conflict shall remain in full force and effect.

**ADDENDUM**

CORPORATE NAME: “ THE PRIEST, WARDENS AND VESTRY MEMBERS OF SAINT ANDREW’S EPISCOPAL CHURCH, BURT-TOWN OF NEWFANE, NEW YORK.”

*Visit this link for further information regarding the Canons and other Episcopal policies.*

*Episcopal Policies* [*https://episcopalwny.org/policies/*](https://episcopalwny.org/policies/)