

BY-LAWS OF SAINT BONIFACE CHURCH

These By-laws of St. Boniface Church, a non-profit corporation, organized and existing under the laws of the State of Florida are subject to the Constitution, Canons and doctrine of The Episcopal Church in the United States of America, and the Constitution and Canons of the Episcopal Church in the Diocese of Southwest Florida, and the Articles of Incorporation of St. Boniface Church.

ARTICLE I

ELECTORS

SECTION 1. A Qualified Elector is a Baptized person, not younger than eighteen (18) years of age, whose name has been enrolled as a member of this Parish for at least one year and who is regular in attendance.

No person's right to vote shall be questioned unless challenged by a qualified elector. In the event of such a challenge, the right of that person shall be passed upon by the Rector, or in the event there shall be no Rector, then by the Senior Warden and confirmed by the Vestry, and the findings shall be final and binding.

SECTION 2. Only those members of this Parish who are duly qualified Electors as set forth in these By-laws and of the Diocese of Southwest Florida shall be entitled to stand for appointment or election to the Office of Senior Warden, Junior Warden and Vestry Member. An elector shall be entitled to vote in any election or matter duly brought before a meeting of the congregation.

SECTION 3. The Rector will appoint a Nominating Committee which shall nominate to the Vestry, for their approval, the names of nominees to be presented at the next Annual Meeting of the parish. In addition, nominations will be accepted from the floor at the time of the Annual Meeting. Each nominee must meet eligibility requirements and have a second and agree to serve if elected.

ARTICLE II

ANNUAL MEETING

SECTION 1. The Annual Treasurer's Report shall be presented to the Vestry for approval at the regular Vestry Meeting preceding the annual Parish Meeting.

SECTION 2. The Election of the Vestry members shall be held at the Annual Meeting of the members of the Parish. The date of the meeting shall conform to the canons of the Diocese of Southwest Florida and is to be announced at the time and place of Public Worship, on two Sundays immediately preceding the election. A written notice will also be given at least two weeks before the election. *(Amended 071510)*

SECTION 3. At the Annual Meeting, the Rector, or in the absence of the Rector, the Senior Warden, shall be Chairperson of the Meeting and preside. Any number of qualified electors assembled after due notice shall constitute a quorum. The Chairperson shall appoint a Secretary of the Meeting. Tellers shall be appointed to distribute and collect ballots, count the votes, and report to the Chairperson, in writing, the names of those elected. The Tellers shall place all ballots in the custody of the Secretary of the Meeting, who shall retain such ballots for a period of 30 days, after which they shall be destroyed.

Nominees receiving a majority of the votes (50% + 1 of the electors voting including those having sent absentee ballots) shall be declared elected. In the event that a majority is not received, thereby affecting the election, the Chairperson shall direct that additional ballots be taken until the required number of votes is achieved and a member elected.

SECTION 4. Nominations for election to the Vestry shall be made by the vestry and published in advance to the parish. It shall be left to the discretion of the Vestry whether the number of individuals nominated shall exceed the number of vacancies to be filled. Nominations from the floor may be accepted at the time of the Parish meeting. Any person nominated to the Vestry must satisfy the requirements set forth in Article VIII, below. Those nominated in advance by the Vestry must be interviewed to determine their compliance with these requirements. Those nominated from the floor must be interviewed by the Chairperson at the time of nomination to determine compliance with these requirements before the nomination will be accepted.

SECTION 5. Any qualified elector may submit an absentee ballot designating his/her choice for Vestry election in writing prior to the election of Vestry members at the Annual Meeting. After the election of Vestry members has begun, no absentee ballots will be accepted. Absentee ballots must be delivered to the Senior Warden in a sealed envelope. The Senior Warden will submit the absentee ballots to the Tellers at the time of the Annual Meeting. Procedures for submitting an absentee ballot will be published to the members of the parish in the church bulletin as well as in the parish newsletter whenever announcements for the Annual Meeting are given.

SECTION 6. Challenges to the propriety of any election of Vestry members must be made in writing to the Senior Warden within five (5) days of the Annual Meeting. If challenges are made, the matter shall be investigated by the Vestry in association with the Rector and any other legal or canonical resource necessary to determine the propriety of the election. If indicated by the investigation, an additional meeting and election will be called. If no irregularities are found and the election is determined to be valid, announcement shall be made to the parish at large as soon as possible. During the time of challenge after an election, any Vestry member whose election is challenged shall have voice but not vote in matters of Vestry business.

ARTICLE III

VESTRY

SECTION 1. The Vestry consists of the Rector, ex officio, and of twelve (12) members elected in staggered terms of three years, so that each year the term of office of the four members expires. At any given Annual Meeting of the congregation, except when the parish is without a Rector and the Senior Warden serves in the place of the Rector as temporal head of the Parish for business affairs as outlined in Section 5, below, four members are elected to the Vestry for a term of three years, with four members of the Vestry having an unexpired term of two years and four members of the Vestry having an unexpired term of one year. The Rector shall have voice and vote on matters coming before the Vestry. *(Amended 051916)*

SECTION 2. Vestry members *who have completed one three year term may be nominated and re-elected for one consecutive three year term, but* shall then be ineligible for re-election to the Vestry for a period of one year after their term has expired, unless they have filled the unexpired term of another, in which case they are eligible for election after the completion of the unexpired term.

SECTION 3. It shall be the duty of the Vestry to take charge of the properties of the Parish, to approve a budget for presentation to the parish at the time of the Annual Meeting providing for the necessary expenditures of the Parish, to elect and call a Rector, with the approval of the Bishop of Southwest Florida, and to provide for the Rector's maintenance; and in general, to be responsible for the administration of the Parish. The disposal of Parish property, except that which requires the approval of the Diocese, shall be the responsibility of the Rector, Wardens and Vestry.

SECTION 4. If there should occur a vacancy in the Vestry, such vacancy shall be filled by the Vestry election of another. The remaining members of the Vestry shall elect a person to fill the vacancy and no general vote of the Parish electors shall be required. The one elected to fill the unexpired term will hold that term without further confirmation and will be eligible for re-election at the time the term is completed.

SECTION 5. In the event of resignation of the Rector, the Senior Warden shall serve as temporal head of the parish for business affairs until the assumption of duties of the new Rector. The Senior Warden shall remain in his/her position without interruption until the installation of the new Rector. If the term of the Senior Warden would expire before the installation of the new Rector, his/her position on the Vestry shall not be filled by election at the Annual Meeting, at which only four Vestry members will be elected. Upon installation of a new Rector, the Senior Warden shall offer his/her resignation in a timely fashion, to be determined by the Rector in consultation with the Vestry at his discretion. Upon the resignation of the Senior Warden, the vacant position on the Vestry shall be filled according to procedures set forth in Section 4 above.

ARTICLE IV

MEETINGS

SECTION 1. The newly constituted Vestry shall be convened by the Rector within a reasonable time after the election.

SECTION 2. The Senior Warden shall be appointed by the Rector from the elected members of the Vestry. The Junior Warden shall be elected by the Vestry from their members. This may be done after the first meeting after the annual meeting in which case the term of Junior Warden shall be until the meeting corresponding to that month in the following year. The terms of these offices shall be for a period of one year. They may succeed themselves. The Secretary and the Treasurer may, but need not, be members of the Vestry. If they are not, they are entitled to voice, but no vote.

SECTION 3. Regular meetings of the Vestry shall be held at such times as agreed upon by the Vestry. Special meetings of the Vestry may be held at the request of the Rector, or Senior Warden, or by two Vestry members, upon due notice to the Secretary and Rector, specifying the purpose of such a meeting. A majority of the members of the Vestry shall constitute a quorum.

SECTION 4. Any Vestry member missing three consecutive Vestry meetings without excuse to the Rector, shall be subject to removal by the Vestry.

ARTICLE V

OFFICERS

SECTION 1. The Officers of this Parish shall be a Rector, a Senior Warden, a Junior Warden, a Secretary and a Treasurer. The Secretary and Treasurer shall be elected by the Vestry for a period of one year and may, upon re-election, succeed themselves.

SECTION 2. The Rector shall preside at all business meetings of the Parish.

SECTION 3. The Senior Warden shall, in the absence of the Rector, preside at Vestry and Annual Meetings of the Parish. The Junior Warden shall work with the parish staff to insure that the Vestry receives timely reports regarding the maintenance, upkeep, and insurance coverage for all buildings and grounds and other facilities of the parish. The Junior Warden shall also perform such other duties as may be prescribed by the Rector or by the Vestry.

SECTION 4. The Secretary shall issue notices of all meetings of the congregation and the Vestry, shall attend and keep the minutes of all such meetings, shall have charge of all Parish documents and records, shall be custodian of the official seal of the Parish and shall perform all such other duties as are incident to the office of Secretary. The Vestry may appoint or employ such assistant secretaries as the Vestry may deem

appropriate from time to time. The Secretary shall forward a copy of the last Vestry meeting minutes to each Vestry member prior to the next Vestry meeting.

SECTION 5. The Treasurer shall keep regular books of account for all funds and financial matters of the Parish and shall submit a monthly report to the Vestry showing the Church's financial condition. All vouchers, receipts, records and other papers of the Treasurer shall be available to the Vestry for examination and approval by the Vestry as often as the Vestry may require. The Treasurer shall be responsible for the proper receipt, deposit, expenditure and withdrawal of all funds of the Parish. The Vestry may provide for the establishment and maintenance of accounts and depositories for Parish funds with financial institutions and for the carrying on of usual Parish business with financial institutions. The Treasurer shall perform all such other duties as are incident to the office of Treasurer. The Vestry may appoint or employ such assistant treasurers as the Vestry may deem appropriate from time to time. The Treasurer and any assistant treasurer may be required in the judgment and discretion of the Vestry to post bond in an amount determined by the Vestry for the satisfactory performance of the duties and responsibilities performed by the Treasurer or any such assistant treasurer.

SECTION 6. Any curate, assistant to the Rector or other member of the clergy appointed, called or employed by the Parish shall be under the direct control and supervision of the Rector and shall not be considered an officer of the Parish. Any such curate, assistant to the Rector or other member of the clergy may, at the direction of the Rector or the Vestry, be required to attend meetings of the Vestry with the right of voice, without the right to vote.

ARTICLE VI RECTOR

SECTION 1. The duties of the Rector are defined in the Constitution and Canons of the Episcopal Church and of the Diocese of Southwest Florida.

SECTION 2. Subject only to the Bishop of the Diocese of Southwest Florida and the Constitution and Canons of this Diocese, the Rector has exclusive charge of all things affecting the spiritual interest of the congregation. The Rector shall at all times be entitled to the use and control of the Church and all Parish or Mission buildings with the appurtenances and furniture thereof. The Rector shall be entitled, at all times, to access to the Church, to open the same for public worship, for Catechetical or other religious instructions, marriages, baptisms, burials, and all other Offices authorized by the Church. The Rector shall have full charge of all services in the Church and spiritual direction and control of all schools and all other associations connected with the congregation.

SECTION 3. A vacancy in the rectorship shall be filled by the election of a new Rector, only after fulfilling the requirements provided by the Diocese of Southwest Florida and the Constitution and Canons of the Episcopal Church.

SECTION 4. To elect a Rector, the vote and consent of two-thirds (2/3) of the

voting members of the Vestry given by ballot shall be necessary, and to elect other clergy after receiving approval by the Rector. The Person to be elected as Rector must have been nominated at a previous meeting of the Vestry, duly convened for that purpose. Not less than two weeks' notice shall be given of the Vestry meeting to elect a Rector. The notice shall specify the date, place and purpose of such meeting.

ARTICLE VII

AMENDMENTS

These By-laws may be amended by a majority vote of the voting members of the Vestry at any regular or special meeting of the Vestry held after five days' written notice of the proposed amendment has been served on each Vestry member.

ARTICLE VIII

OFFICES

SECTION 1. Any offices of the St. Boniface Church not specifically covered by these By-laws or any other governing regulation shall be in accordance with the Canons of the Episcopal Church of the United States and the Canons of the Episcopal Church of the Diocese of Southwest Florida.

SECTION 2. Any and all members of this parish who shall wish to serve on any and all committees, boards, organizations and any other such activities by whatever name known and who shall wish to serve as officers of this parish by whatever name known shall be in accordance with the following requirements:

- a) shall be a baptized person
- b) shall not be younger than 16 years of age
- c) shall be enrolled as a member of this Parish for at least one year
- d) shall be regular in attendance
- e) shall make stated contributions of record to the general support of this parish and
- f) shall otherwise and in all ways be in full compliance with the Constitution and Canons of both the Episcopal Diocese of Southwest Florida and the Episcopal Church of the United States of America.

Amended and Adopted 1994 and 2003 and 2010 and 2016