

**By-Laws  
of  
St. Philip's Episcopal Church**

(Amended and Approved by the Congregation September 2018)

**Article I  
Preamble**

**St. Philips Episcopal Church of Southport North Carolina**, a member of the Convention of the Episcopal Diocese of East Carolina, hereby adopts the following By-Laws in furtherance of the orderly and efficient governance of its Parish insofar as such By-Laws are consistent with the letter and spirit of the Constitution and Canons of the Diocese of East Carolina, and the Constitution, Canons, and General Convention of The Episcopal Church (collectively hereafter, "the Constitutions and Canons"), as those Constitutions and Canons may from time to time be modified or amended, with those ecclesiastical authorities to control in the event of any conflict between them and these By-Laws.

**Article II  
Membership**

"Membership" in the Parish shall be defined and determined by the Constitutions and Canons.

**Article III  
The Vestry**

- A. Composition. The governing body of the Parish shall be a Vestry composed of twelve lay persons serving three year staggered terms elected by membership vote at the annual Parish meeting.
- B. Term Length. Vestry members shall serve until their successors are elected in accordance with the By-Laws and any applicable provisions of the Constitutions and Canons. No person may serve as a Vestry member for more than one full term without at least a one year break in service.
- C. Unexpired Terms. Should a person's seat on the Vestry be vacated before the person's term has expired, the Vestry may fill the unexpired term by appointment. Those appointed to fill such unexpired terms shall have a voice and vote until the next annual election, at which time their seats will be placed on the ballot for election by the congregation (for the remaining period of the term).
- D. Officers. The Senior Warden, Junior Warden, Secretary, and Treasurer shall be appointed annually by the Vestry and serve their respective roles in accordance with the Constitutions and Canons.
- E. Quorum. At the meetings of the Vestry, seven members shall constitute a quorum.
- F. Conduct. Roberts Rules of Order shall govern the general conduct of Vestry meetings.
- H. Vestry shall review, approve and present Annual Budget to the congregation at the Annual Meeting.
- G. Attendance. A Vestry member's failure to attend three regularly scheduled Vestry meetings in a 12 month period may be considered a resignation by the Vestry and the Vestry may elect a replacement.

**Article IV**  
**Committees and Boards**

- A. Establishment of Committees and Boards. In accordance with its duties to act as the trustees of the Parish and its property, to regulate the temporal concerns of the Parish, and to assist the Rector or Priest-in-Charge in the furtherance of the Gospel for the laity, the Vestry may from time to time establish such committees, boards, or other designated bodies, of a size, structure, and purpose as it deems appropriate, in order to facilitate the orderly and efficient operation of the congregation and any other ecclesiastical goals consistent with its duties under the Canons and Constitutions.
- B. Nature, Scope, and Purpose. The Vestry shall define the size, composition, and the nature and scope of the duties or tasks with which each such committee, board, or other body is charged (hereafter referred to as “the structural components”), memorialize the group’s components in writing, and formally adopt the same as operating guidelines or protocols for the group.
- C. Oversight. The Vestry retains the power and discretion to oversee, monitor, and from time to time revise the structural components of, or to dissolve, consolidate, or otherwise restructure, such committees, board, or bodies as it may deem appropriate to promote the fundamental objective of facilitating the orderly discharge of the Vestry’s duties and responsibilities to the Parish and the Diocese. To be effective, any decisions to dissolve or substantially change the structural components of any such group must be formally adopted on the record by the Vestry as a whole.

**Article V**  
**Annual Membership Meeting**

- A. Time and Place. The congregation shall meet at least annually, at a time and location established by the Vestry at least 60 days before such meeting, and at such other times as may be provided by or consistent with the Constitutions and Canons.
- B. Quorum. A quorum must be present at membership meetings for the proper transaction of business. A quorum shall constitute at least twenty-five percent (25%) of the average Sunday attendance for the preceding 12 months excluding Christmas, Easter, and Palm Sundays.
- C. Conduct. Roberts Rules of Order will govern the general conduct of congregational meetings.

**Article VI**  
**Nominations and Elections**

- A. Creation of Nominating Committee. At least 60 days prior to the annual meeting, the Vestry shall appoint a nominating committee composed of the then-retiring Vestry members. Should one or more of the members then be serving an unexpired term, be eligible to run for election to a full term, and choose to seek such election in accordance with these By-Laws, the Vestry may appoint the necessary number of qualified members from the congregation to sit on the committee.
- B. Duties of Nominating Committee. The duties of the nominating committee are to: receive nominations from the congregation / Vestry; complete a resume profile of each nominee for publication in the annual report; verify the nominees are part of the eligible “membership” as defined in the

Constitution and Canons; and present for election at the annual meeting the names of all duly nominated individuals eligible for election.

- C. Nominations from the Floor. Nominations from the floor at the annual meeting are permitted and are subject to the same qualifications / restrictions as those nominations provided by the committee.
- D. Election of Vestry Members Serving Unexpired Terms. Those who are current members of the Vestry at the time of the annual election and who have served no more than one year of an unexpired term are eligible to serve an immediately successive full term on the Vestry. However, should such individuals be nominated for election and should the number of nominees selected for the election be limited to the total number of then-vacant seats on the Vestry, those nominees who receive the greatest number of votes shall be elected to three year terms while the remaining such nominees shall be elected to serve the balance of the unexpired term to which they had been appointed.

## **Article VII**

### **Voting**

- A. Voting Eligibility. When voting in elections, or on issues subject to membership vote, only those who meet the qualifications for voting members as defined and determined by the Constitutions and Canons are entitled to seat voice and vote.
- B. Vestry Voting. Voting for nominees to the Vestry shall be by secret ballot, except when only one candidate is nominated to fill a vacancy, in which case voting may be by acclamation.
- C. General Voting. Voting on other matters issues subject to membership shall be by voice vote unless a majority of those present request a secret vote.

## **Article VIII**

### **Amendments**

- A. Review. These By-Laws shall be reviewed annually and may be amended by a majority vote of those eligible voting members present at any annual meeting of the congregation.
- B. Amendment Process. Proposed amendments must be made in writing, submitted to the congregation at least 30 days prior to the annual meeting, and may be approved, disapproved, or tabled until the following year, by majority vote of the eligible voting members in attendance at the annual meeting.
- C. Effectiveness. Approved amendments shall take effect from and after the adjournment of the annual meeting at which they were ratified, unless otherwise stated within the amendment.