

St. Richard's Episcopal Church

The Rev. Alison P. Harrity, Rector

Articles of Incorporation and By-Laws

Article I-Name

The Name of this organization shall be St. Richard's Episcopal Church, Winter Park , FL

Article II-Purpose

The Purpose of the Corporation is to proclaim the Gospel to its members and to the outside community and to provide a place for spiritual and pastoral ministries through regular services and other means as the Rector may prescribe.

The Corporation acknowledges its allegiance to be due the One, Holy, Catholic and Apostolic Church of Christ; and recognizing the body known as The Episcopal Church and the Episcopal Diocese of Central Florida to be a true branch of said Church, having rightful jurisdiction as provided in the Constitutions and Canons of this Church. We do hereby accede to the Doctrine, Discipline, and Worship of this Church, and to the Constitution and Canons set forth by the General Convention, and to the Constitution and Canons of the Diocese of Central Florida.

Article III-Membership

Members of the Corporation are adult communicants who are 16 years of age and over whose names are duly enrolled as such in the register of the said Parish, and who for the previous year have been faithful in corporate worship unless for a good cause prevented and have been faithful in working, praying and giving for the spread of the kingdom of God.

Article IV-Meetings of the Members

Section 1. Annual Meeting. There shall be an Annual Meeting of the Members of the Corporation with in 60 days on or before January 31 of each year. At the Annual Meeting at least one third of the members of the Vestry shall be elected (except in instances where the Diocesan Ecclesiastical Authority has notified the Vestry that its membership has been frozen). Notice of such meeting shall be given at least 30 days prior to the meeting.

Section 2. Special Meetings. The Rector or Vestry by the vote of at least a majority of its members, may call a special meeting of the members of the Corporation upon notice of at least 10 days. Such notice shall state the matters to be considered at such meeting in appropriate detail. Only those matters set forth in the notice may be considered at the Special Meeting.

Article V-Vestry

The purpose of the Vestry is to take charge of the property of the Church and to keep the same fully insured; to prepare a budget providing for the necessary requirements and expenditures of the Parish; to regulate all of its temporal concerns; to elect and with the approval of the Bishop, call a Rector; to provide for his maintenance, to keep order in the Church during the celebration of Divine Worship, and in general to act as helpers to the Rector in whatever is appropriate to

Laity for the furtherance of the welfare of the Church; it being understood always that the spiritual concerns of the Parish are under the exclusive direction of the Rector (see Canon XVII, Diocese of Central Florida).

Section 1. Members. The Vestry shall be composed of twelve persons, four of whom shall be elected each year for a three-year term. The Rector is a non elected member of the Vestry. No member of the Vestry shall be eligible for re-election after serving his/her term until one year has elapsed.

Section 2. Qualifications. Members of the Vestry shall be members of St. Richard's Episcopal Church who are in good standing and who meet the qualifications as outlined in Canon XVIII of the Diocese of Central Florida.

Section 3. Elections. Election of members of the Vestry shall take place at the Annual Meeting of the Church. They shall be chosen by ballot, and the four candidates with the greatest number of votes will be elected (Vestry approved change August 2019). They shall take office at the next regular meeting of the Vestry following their election and shall be installed at a regular Church service at a time appointed by the Rector.

Section 4. Vacancies. Should a vacancy occur on the Vestry during the year, the Vestry shall elect a qualified parishioner to serve until the next annual meeting. Such temporary election shall not prohibit such a person at such annual meeting from being elected to a regular three year term.

#### Article VI-Officers

Section 1. President. The Rector shall be ex-officio president of the Vestry and shall have the right to vote at all times.

Section 2. Wardens. At the first meeting of the Vestry following the Annual Meeting of the Church, the Rector shall appoint one member of the Vestry to serve as Senior Warden and the Vestry shall elect one member of the Vestry to serve as the Junior Warden.

Section 3. Clerk of the Vestry. The Vestry at the organizational meeting following the Annual Meeting of the Church shall elect a Clerk of the Vestry for the term of one year.

Section 4. Parish Treasurer. The Vestry at the organizational meeting following the Annual Meeting of the Church shall elect a Parish Treasurer for the period of one year.

Section 5. Secretary-Treasurer of Corporation. The Vestry at the organizational meeting following the Annual Meeting of the Church, shall elect a Secretary-Treasurer of the Corporation for a term of one year with the restriction that the same person may not serve concurrently as the Parish Treasurer.

#### Article VII-Duties of Officers

Section 1. The Rector shall preside at all meetings of the Vestry except that in his absence the Senior Warden may preside; and in the absence of both the Rector and the Senior Warden the Junior Warden may preside.

Section 2. Wardens. It shall be the duty of the wardens to see that all things needed for the orderly worship of God and for the administration of the Sacraments and Ordinances of the Church are provided and to assume such other duties as requested by the Rector.

Section 3. Clerk of the Vestry. It shall be the duty of the Clerk to record the minutes of the meetings, to accord all Vestry Members full access to the minutes and to perform all such other duties as shall be assigned by the rector and the vestry.

Section 4. Treasurer. The Treasurer shall perform the duties usually incumbent on that office. S/He shall make monthly reports on the accounts of the Church and regularly deposit all monies of the Church in a bank designated by the Vestry. S/He shall pay all bills which normally fall within the approved budget or those approved by the Vestry. S/He shall keep records of all receipts and shall make quarterly reports to the Parishioners. Quarterly reports of all finances will be made to the Vestry. The Treasurer's books and accounts shall be audited annually and at any other time the Vestry may direct.

Section 5. Corporation Secretary Treasurer (paid Book Keeper, 2020). The Corporation Secretary Treasurer shall be keeper of the Corporate Seal, recorder of all documents given the Corporate Seal and custodian of all correspondence pertaining thereto. S/He shall be custodian of all intangible property of the Corporation and of all securities titled or entrusted to the Parish. Under a subsidiary title of Associate Treasurer, s/he shall be custodian of all monies segregated from the Parish Cash Book account but not held as a corporation property. The Secretary/Treasurer is hereby empowered, acting under appropriate title to act as agent of the Corporation in negotiating sale of securities of the Corporation and in making withdrawals from time-deposit, checking or passbook accounts in her/his custody. The Secretary-Treasurer shall furnish the Parish Treasurer, quarterly, all accounting necessary for reconciliation of his/her accounts with the Parish Cash Book and for reports to Vestry Meetings.

Section 6. Vestry. All members of the Vestry shall assume such duties as requested by the rector and the wardens, and shall make regular reports of their activities at meetings of the Vestry.

#### Article VIII-Committees

Section 1. Executive Committee. The Executive Committee shall be composed of the Rector, the Wardens, The Clerk, The Parish Treasurer and the Corporation Secretary Treasurer, all of whom have voting power on this committee. It shall be the duty of this committee to act on Corporation matters when empowered by the Vestry and to meet prior to Vestry meetings to consider the affairs of the Corporation and to prepare the agenda for Vestry Meetings.

Section 2. Memorial Gardens Committee. Membership of the Memorial Gardens Committee will consist of the Rector and incumbent holders of the office of Senior Warden; Junior Warden who shall be the chairman; Clerk, who shall be the secretary; and Associate Treasurer, who shall be the Treasurer. The Committee will elect two persons not members of the Vestry for a period of two years, terms to be staggered.

Section 3. Vestry Committees. Other committees appointed shall perform such duties as are usually incident to such committees, and such other special duties as might be requested by the Rector and the Vestry.

## Article IX-Vestry Meetings

Section 1. Organizational Meeting. The organizational meeting of the Vestry shall be held immediately following the Annual Meeting of the Parish.

Section 2. Regular Meetings. Regular meetings of the Vestry shall be held each month at a time and date agreed on by the Rector and the Vestry; and other meetings may be held on call of the Rector or in the absences of the Rector, by the Senior Warden; or at the request of two members of the vestry. Vestry meetings are open to all members of the Parish. Anyone other than elected Vestry members wishing to participate at a Vestry meeting must submit a written statement stating the desire to participate in advance of the Vestry Meeting.

Section 3. Quorum. A quorum shall consist of seven members of the Vestry. Said quorum shall include the rector unless the Rector has given consent for the meeting to be held in the Rector's absence.

Section 4. Inability to Serve. In the event a member of the Vestry is unable to discharge his duties by reason of incapacity, removal from the community or parish, or other circumstances preventing the regular exercise of his duties, it shall be his or her duty to resign from the Vestry. If such resignation is not forth-coming within 90 days of the incapacity, removal or circumstances, the Vestry may declare the office vacant and elect a replacement under provisions of Article VI of the Charter and these By-Laws.

## Article X-Order of Business

Holy Eucharist  
Report of the Wardens  
Report of Committee Chairman  
Report of Treasurer  
Old Business  
New Business  
Adjournment

## Article XI-Amendments

These By-Laws may be amended by a majority vote at a regular meeting of the Vestry, providing the amendment or addition as previously been read at a meeting of the Vestry and a copy thereof mailed or delivered to each member of the Vestry at least 15 days before the meeting at which it is proposed to be adopted.

## Article X-Parliamentary Procedure

Roberts Rules of Order shall be the authority for all matters of procedure not specifically covered by these By-Laws.

Nothing in these By-Laws shall be construed to in any way conflict with the Canons of the Diocese of Central Florida or the Charter of St. Richard's Episcopal Church.