

# PROPOSED

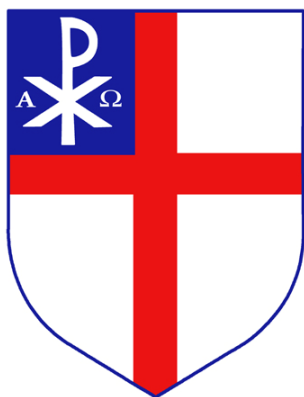
## Constitution and Bylaws

of

## The Anglican Church

of

## Saint Nicholas



Diocese of the Eastern United States



*The Anglican Province of America*

*Traditional Episcopal, Evangelical and Catholic*

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# **Mission Statement**

*"Our Mission is to bring the Light of Christ into the world."*

## **Article I            OF THE FAITH**

The members of The Anglican Church of Saint Nicholas, Inc. (hereinafter the Parish), adhere to the Christian Faith in the Anglican Tradition as contained in the Solemn Declaration of the Anglican Province of America.

## **Article II            OF DUTIES, DISCIPLINE, ORDER AND WORSHIP**

It shall be the duty of every member to adhere to the doctrine, discipline, order and worship of the Church as contained in the Constitution and Canons of the Anglican Province of America, or its lawful successor, the Book of Common Prayer in the American edition of 1928, and the By-Laws of the Parish.

## **Article III           AFFILIATION**

The Parish is in union with the Diocese of the Eastern United States (Anglican) and submits to its doctrine, discipline and worship.

**Article IV            OF MEMBERSHIP**

- A. An adult communicant member of this Parish is a person of at least eighteen years of age who has been validly baptized and confirmed and whose name is contained in the register of the parish. A communicant member is a person who has been baptized and confirmed and whose name is contained in the register. A member is any person who has been validly baptized and whose name appears in the register.
- B. The Bishop has final authority in determining the validity of baptism, confirmation and communicant status of any person desiring to become a member of this Parish.

**Article V            OWNERSHIP OF PROPERTY**

The Parish shall retain and hold all properties and monies pertaining to it and shall in no wise be defeated of its title to the same by any Diocesan or Provincial agency or Synod. Title thereto shall be vested in the Vestry. However, before the Vestry can dispose of any of the Parish's major assets, including buildings or land, they must first have a seventy percent (70%) favorable vote from the communicant membership of the Parish.

**Article VI            ANNUAL PARISH MEETING**

The Annual Parish Meeting shall be called each year by the Rector, in accordance with Parish Policy, with due notice given designating the time, date and place of said meeting. At this meeting members of the Vestry shall be elected or ratified. The Vestry shall present a completed budget for the next financial year for ratification by the members. Reports from the Rector, the Treasurer, the Wardens and committees and organizations of the Parish shall be given. A quorum is necessary to conduct business. A quorum for the Annual Parish Meeting shall be one-third ( $\frac{1}{3}$ ) of the adult communicant members of the Parish.

**Article VII      GOVERNMENT OF THE PARISH**

The government of the Parish is shared among the clergy and adult communicant members.

- A. The Clergy and Ecclesiastical Authority govern the Parish as they are empowered to do by the Constitution and Canons of the Anglican Province of America and the Diocese of the Eastern United States (Anglican).
- B. The adult communicant members as defined in said Canons govern the Parish by electing members to serve on the Board of Trustees, hereinafter the called the Vestry, at a duly called Annual Parish Meeting. The Vestry shall be the governing body of the Parish and shall hold in trust all property of the Parish in accordance with the corporate laws of the State of New York .
- C. The Rector and Wardens serve as officers of the corporation. The Vestry shall ratify the Rector as CEO every 3 years in accordance with aforementioned corporate law.

**Article VIII      QUALIFICATIONS FOR VESTRY**

Prior to being placed on the ballot or appointed to any position, a candidate must be known to be diligent in their duties as defined in Article II of these By-Laws, and must have been a regular supporter of the Parish for a period of at least One (1) year prior to the election, as shown in parish records.

To be appointed or elected to a Warden position, a candidate must have first served in an At-Large position, or as Treasurer, Clerk, Chancellor, or other position as may be duly created over time by the Vestry.

**Article IX            NOMINATIONS FOR ELECTED VESTRY**

- A. Any adult communicant member may nominate one adult communicant member to fill each expiring or vacant vestry term. Such nomination shall be submitted in writing (using the Parish Nomination Form provided) to the Clerk of the Vestry, no more than 40 days prior to the Annual Meeting at which the election shall take place. Nominations will remain open until the day of the Annual Meeting, and may be made from the floor at the meeting.
  
- B. The Clerk of the Vestry shall verify that each person duly nominated is qualified under Articles II & VIII of these by-laws to hold office.
  
- C. The Clerk of the Vestry shall, at minimum, post the names of to date nominees in the Sunday bulletin(s) one week prior to, and on the day of, the Annual Meeting. This section shall not be construed as precluding nominations from the floor.
  
- D. In the event a question of eligibility arises, the Rector, in consultation with the Wardens, shall make the final determination of eligibility.

**Article X            OF THE VESTRY**

**A. There shall be six voting lay members on the Vestry.**

- 1)        Three At-Large members.
- 2)        One At-Large young adult (age 18-22)
- 3)        The Senior Warden.
- 4)        The Junior Warden.

**B. Terms and Limits**

All members of the Vestry are elected or appointed to serve three year terms. They may serve two consecutive three-year terms in any one position, or 3 consecutive three-year terms in any combination thereof, after which they shall be eligible for election or appointment after the interval (lapse) of one year.

- 1) The Young Adult member shall serve as described in Parish Policy.

**C. Vacancies**

In the event of a vacancy on the Vestry before the expiration of a term, the remaining members of the Vestry then serving shall fill such vacancy by electing a qualified member of the Parish. A person so elected shall serve the remainder of the term vacated, subject to ratification at the next Annual Meeting. Partial terms of 18 months or less served shall not apply as regards term limits stated in this Article .

**D. Removal of Vestry members**

No member of the Vestry shall be removed without cause. All members shall be entitled to due process under APA canons.

**Article XI      VOTING MEMBERS OF THE VESTRY**

- A. The Rector is *ex officio* a member of the Vestry and is its Chairman, with voice and vote. The Rector serves as Chief Executive Officer of the corporation, with power to sign contracts, deeds, etc., in the name of the Parish.
- B. The Senior Warden shall be appointed by the Rector from any adult communicant member who satisfies the requirements of Articles II & VIII of these by-laws, and ratified by majority vote of the adult communicant members at the Annual Meeting as need arises. The Senior Warden is an officer of the corporation.
- C. The Junior Warden shall be elected by majority vote of the adult communicant members at the Annual Meeting as need arises. The Junior Warden is an officer of the corporation.
- D. At Large Members shall be elected by plurality vote of the adult communicant members at the Annual Meeting. Terms shall be staggered so that at least 1 position is filled at each Annual Meeting.
- E. All clergy attached to the parish are *ex officio* members of the vestry with voice and vote.

**Article XII      NON-VOTING MEMBERS OF THE VESTRY**

- A. The Clerk of the Vestry shall be appointed by consensus of the Vestry from any adult communicant member who satisfies the requirements of Articles II & VIII of these by-laws. The term shall begin immediately upon appointment. The Clerk can be an elected member of the Vestry. If not an elected member, the Clerk shall have voice but no vote at meetings. The Clerk serves as secretary of the corporation (without vote). This position serves at the pleasure of the Vestry, and is not subject to term limits.
  
- B. The Treasurer shall be appointed by consensus of the Vestry from any adult communicant member who satisfies the requirements of Articles II & VIII of these by-laws. The term shall begin immediately upon appointment. The Treasurer shall not be an elected member of the vestry. The Treasurer serves as corporate treasurer (without vote). This position serves at the pleasure of the Vestry, and is not subject to term limits.

**Article XIII. VESTRY MEETINGS**

- A. Regular Vestry Meetings shall be held at least once every two months and normally once a month at a place and time designated at least one month in advance.
- B. The Rector has the authority to call a Vestry Meeting at any time provided that due and adequate notice be given the members of the Vestry. Such notice must be given at least 7 days prior to the meeting. If the Chair of the Rector is vacant, the Senior Warden shall have like authority.
- C. A quorum of 4 members, that is 3 lay members of the Vestry which shall include at least 1 warden, and the Rector or other clergy member, shall be necessary for a meeting to be duly held.
- D. When in the opinion of a majority of the members of the Vestry, a Vestry meeting should be called, and the Rector refuses to call for said meeting, the Wardens shall be responsible jointly to call such a meeting, provided the Rector has been given due and adequate notice as described in (B) above.
- E. At meetings of the Vestry, all members of the congregation shall be welcome with seat and voice, but only Vestry members shall have vote.

**Article XIV      LEGAL POWERS OF THE VESTRY**

- A. Except as provided by the Laws of the State of New York, the Constitution and Canons of the Anglican Province of America and the Diocese of the Eastern United States (Anglican) and these By-Laws, the Vestry, as represented by the officers of the corporation, shall be the agent and legal representative of the Parish in all matters concerning its corporate property and the relations between the Clergy and members of the Parish.
  
- B. The Vestry has full authority to accept or reject a gift. It is understood that if a gift of property other than cash or publicly traded securities is offered to the parish, there will be conducted a careful review to determine whether the best interests of the parish are served by accepting or rejecting the gift.
  
- C. Any action of the Vestry may be overruled by a 70% majority of the adult communicant members of the Parish. Unless a meeting is already scheduled within the following time frame, such meeting must be called not less than **30** days nor more than **40** days after a petition requesting the meeting, signed by at least ten members of the congregation, shall have been delivered to the Rector, or either Warden. In the event that a 70% majority of the adult communicant members of the Parish should fail to attend the meeting, the motion to overrule shall be deemed to have failed.

**Article XV      SAVINGS PROVISIONS**

- A. If any provision of these by-laws shall be found to be in conflict with state or federal law, the law shall take precedence
  
- B. In the event that this organization should cease to exist, all sacred property (sacramental vessels, vestments, liturgical books, etc.) shall be donated to another APA church for ecclesiastical use. All secular property, movable and real, shall be sold on the open market to the highest bidder and the proceeds, along with any remaining liquid assets, given to the Anglican Province of America, Diocese of the East. Should the Anglican Province of America, Diocese of the East no longer be in existence, all of the remaining secular property of this organization shall after necessary expenses thereof be distributed exclusively for the purposes of the organization in such manner or to such organization or organizations organized and operated exclusively for charitable, educational religious or scientific purposes as shall at that time qualify as an exempt organization under section 1116a(4) of the New York State Sales and Use Tax Law, as the governing body of The Anglican Church of Saint Nicholas, Inc. shall determine.

**Article XVI EARNINGS**

No part of the net earnings of The Anglican Church of Saint Nicholas, Inc. shall inure to the benefit of any member, trustee, director or officer of the organization or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, director or officer of The Anglican Church of Saint Nicholas, Inc. or any private individual shall be entitled to share in the distribution of any of the assets upon its dissolution.

**Article XVII PROHIBITIONS**

No substantial part of the activities of The Anglican Church of Saint Nicholas, Inc. shall be carrying on propaganda, or otherwise attempting to influence legislation and it shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

**Article XVIII ORGANIZATIONAL PURPOSE**

Notwithstanding any other provisions of these articles, The Anglican Church of Saint Nicholas, Inc. is organized exclusively for religious charitable, or educational purposes as specified in section 11 16(a)(4) of the New York State Sales and Use Tax Law.

## **Article XIX AMENDMENTS**

These By-Laws may be amended by the members present at any Annual Parish Meeting where a quorum is met by a two-thirds (2/3) majority vote. Any amendments so made shall take effect upon the close of the Annual Parish Meeting at which the amendment is approved.

### **ENDORSEMENTS**

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Approved by the Constitution and By-Law Committee

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Approved by the full Vestry

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Accepted by the congregation at the Annual Parish Meeting



