

**GRACE EPISCOPAL CHURCH
GAINESVILLE, GA**

BYLAWS

ARTICLE ONE

Mission

Section 1. General. The Mission of Grace Episcopal Church is to restore all people to unity with God and each other in Christ. Grace Church pursues this mission by accepting and welcoming all people as the children of God as we pray and worship, provide education, formation and care for our Parish family, and reach out into the community in which we live. As a community of faith we remain open to the ongoing revelation of God in our time.

ARTICLE TWO

Governance

Section 2.1. Organization. Grace Episcopal Church (the “Parish”) is organized as a corporation pursuant to the Georgia Nonprofit Corporation Code, (O.C.G.A. § 14-3-101), (the “Code”), as a part of the Episcopal Diocese of Atlanta (the “Diocese”), and The Episcopal Church in the United States of America (“TEC”). As specified in the articles of incorporation the formal corporate name is “The Rector, Wardens and Vestrymen of Grace Episcopal Church in Gainesville, GA, Inc.”

Section 2.2. Authority. The Parish, expressly binding itself and its members, submits itself to the authority of the Constitution of the Diocese and the Constitution of TEC (separately or collectively the “Constitution”), the Canons of the Diocese and the Canons of TEC (separately or collectively the “Canons”), and the duly elected, installed and serving Bishop of the Diocese

(variously known as the “Bishop,” “Ecclesiastical Authority” or the “Ordinary”).

The temporal affairs of Grace Episcopal Church shall be administered by the Rector and Vestry in conjunction with the Bishop and, except as otherwise provided by the laws of this State, the Constitution and Canons of the Episcopal Church and the Diocese of Atlanta and by these bylaws. In the event of conflict between these bylaws and the Constitutions and Canons, the latter shall prevail, subject as necessary to the Godly admonition of the Bishop.

The Rector and Vestry members shall be the agents and legal representatives of the Church in all matters pertaining to its property, both real and personal, its fiscal affairs and the relationship of the Church to its Clergy. The execution of all conveyances, evidences of debt, contracts and other writings shall be in the name of the Church using the formal corporate name of “The Rector, Wardens and Vestrymen of Grace Episcopal Church in Gainesville, GA, Inc.”.

Section 2.3. Property. All real and personal property of which the Parish is or may become possessed is held in trust for this Parish at the Diocese of Atlanta and shall be secured against alienation from the Episcopal Church in the Diocese of Atlanta unless such alienation shall be in conformity with the Canons.

Section 2.4. Principal Office. The principal office for the business of the Parish shall be located at 422 Brenau Avenue, Gainesville, GA 30501.

Section 2.5. Fiscal Year. The fiscal year of the corporation shall be January 1 through December 31 of each year.

ARTICLE THREE

The Parish

Section 3.1. Members. All persons who have received the Sacrament of Holy Baptism in the

Parish who have not requested and been granted a Letter of Transfer to another Parish, and all persons who have requested and been granted a Letter of Transfer into the Parish shall be members of the Parish.

Section 3.2. Prohibited Activities. No part of the income of the Parish or its property shall inure to the benefit of, or be distributable to, its members, Vestry officers, or other private persons, except that the Parish shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. No substantial part of the activities of the Parish shall be for the purpose of lobbying or otherwise attempting to promote or influence legislation, except to the extent permitted by law, and the Parish shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the Parish shall not carry on any activities not permitted to be carried on; (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal tax code or; (b) by a Parish, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or any other corresponding provision of any future federal tax code.

Section 3.3. Dissolution. Upon dissolution of the Parish, the Vestry shall, after paying or making provision for the payment of all of the liabilities of the Parish, remit all of the assets of the Parish to the Episcopal Diocese of Atlanta.

Section 3.4. Parish Meetings.

Section 3.4.1. Annual Meeting. An annual meeting of the members shall be called by the Rector or, if there be none, by the Senior Warden or Junior Warden, for the purposes of electing

members to the Vestry and conducting other business as may properly come before the members. The annual meeting of the Parish shall be held each fiscal year on the date and at the time designated. If not otherwise designated the annual meeting shall be held on the fourth Wednesday of January at 7:00 p.m.

Section 3.4.2. Special Meeting. Special meetings may be called by the Bishop, the Rector or the Vestry to conduct other business as may properly come before the members.

Section 3.4.3. Place. Unless otherwise designated, meetings shall be held at the principal office of the Parish.

Section 3.4.4. Required Notice. Notice of Parish meeting shall be made in any practical manner designed to adequately inform members at least fourteen (14) days prior to the appointed date.

If a meeting must be recessed to a later date it shall not be necessary to give any notice of the new date, time, and place if the new date, time, and place is announced before it is recessed.

Section 3.4.5. Members Entitled To Vote. All members who are confirmed communicants not less than sixteen (16) years of age shall be qualified to vote. It shall be acceptable to publish this qualification requirement and ask each participant to self-certify entitlement to vote.

Section 3.4.6. Quorum. Qualified members present at the meeting shall constitute a quorum unless the Constitution or the Canons provide otherwise. Action on a matter is approved if votes cast favoring the action exceed votes cast opposing the action.

Section 3.4.7. Conduct of Meeting. Meetings shall be presided over by one of the following officers in this order: the Rector, the Senior Warden, or the Junior Warden. The Secretary of the Parish, or in the Secretary's absence an Assistant Secretary, shall act as secretary of the meeting. If neither is present the presiding officer may appoint a Secretary for the meeting. The Secretary

shall sign and deliver to the Parish Administrator the minutes and all reports given and received at the meeting. These shall be transmitted to the Vestry, to be examined and duly recorded in the minutes of the second meeting of the Vestry following the Parish meeting and filed among the permanent records of the Parish.

ARTICLE FOUR

The Vestry and Other Officers

Section 4.1. Composition and Term. The Vestry of Grace Episcopal Church shall be composed of twelve (12) members, one of whom shall be the Senior Warden, and one of whom shall be the Junior Warden. All vestry members shall be qualified according to the Canons of the Diocese of Atlanta and elected as is hereinafter specified. Vestry members are to serve for a term of three (3) years and until their successors are elected and take office. Members of the Vestry, with the exception of those who have served less than one-half of a full term, may not succeed themselves and may not be eligible for election to the Vestry until two (2) years have passed since the termination of their previous term. For the purpose of the election and service of Vestry members, the annual term of service is from one annual Parish meeting until the next annual Parish meeting.

Section 4.2. Election. The Parish shall elect from its members Vestry members who shall, together with the Rector, govern the Parish. The Rector and the Vestry shall have such rights, duties, privileges and obligations as are provided by the Code, the Constitution, Canons and these bylaws. For purposes of the Code, Vestry members are the Board of Directors of the Corporation. The Senior Warden is the President. The Junior Warden is the Vice-President. The Secretary and Treasurer are as titled.

Section 4.2.1. Nomination. At the September meeting of the Vestry the Rector, or if none, the Senior Warden shall appoint a nominating committee consisting of at least those Vestry members who retired from the Vestry at the previous annual Parish meeting and those Vestry members who will retire at the next annual Parish meeting, naming from said group a Chairperson. It shall be the duty of the Nominating Committee to meet and consider eligible members of the Parish for election to the Vestry at the next annual Parish meeting. All meetings of the Nominating Committee shall be publicized at least 14 days prior to each meeting to the members of the Parish, and are open to participation of all members of the Parish. The nominating committee shall nominate at least two (2) persons for each position which will become vacant at the next annual Parish meeting with special attention having been given to creating a Vestry of broad interest across the congregation. The Nominating Committee shall confer with each proposed nominee prior to the annual Parish meeting to determine his/her eligibility, willingness, ability, and qualifications to serve. The nominating committee shall report its nominees and their qualifications to serve at the annual meeting as was first published in the Parish newsletter at least 14 days prior to the annual meeting.

Section 4.2.2. Voting. Each Parish member qualified to vote shall be entitled to cast one (1) vote for one nominee for each position to be filled. Open positions will be filled by those persons receiving the highest number of votes cast. For example, if four positions are to be filled, the four candidates (from at least eight (8)) receiving the highest number of votes shall be deemed to have been elected by the collective majority. In the case of a tie, voting shall continue, and the subsequent ballot shall name those nominees not elected on the previous ballot. Elected Vestry members shall be announced at once, and a meeting of the Vestry called

as hereinafter provided.

Section 4.3. Vestry Qualifications. Those qualified for election to the office of Vestry Member shall be as follows: Any confirmed communicant in good standing of the Parish who is not less than eighteen (18) years of age, a regular attendant at the services of the Church in the year preceding election, and known by the Treasurer to have made and fulfilled a stated financial commitment for church support in the year preceding election. These qualifications also govern continued service on the Vestry. As leaders of the Parish, Vestry members should set an example through active participation in the worship life and financial support of the Parish.

Section 4.4. Wardens and Other Officer Selection. The Rector shall annually appoint a member of the Vestry to serve as the Senior Warden. The Senior Warden is traditionally the “Rector’s Warden” and should be someone who is a supporter of, and co-worker with, the Rector. (The Vestry may elect a Senior Warden if there be no Rector.) The Vestry shall annually elect a member of the Vestry to be the Junior Warden. The Vestry shall also annually elect a Treasurer and a Secretary. The Vestry may elect one or more other officers and assistants as they from time to time determine appropriate. The Treasurer, Secretary and other officers may be, but need not be, Vestry members. The Treasurer and Secretary, if not Vestry members, shall attend Vestry meetings and shall have voice but no vote in actions of the Vestry. The Wardens, the Treasurer and Secretary serve a one (1) year term and may succeed themselves in these offices. The election of the Junior Warden, Treasurer, and Secretary shall take place at the January Vestry meeting. Nominations for these positions may be made before or during the January meeting. The terms of service of the Wardens, Treasurer, Secretary shall run from the February Vestry meeting following the annual Parish meeting until the next February Vestry

meeting following the next annual Parish meeting. The terms of service of other officers shall be determined by the Vestry at the time of election but shall not be longer than one (1) year.

The Vestry may remove any officer elected by it at any time with or without cause. The Rector may similarly remove a Senior Warden.

Section 4.5. Vestry Meetings. Meetings shall be chaired by the Rector, Senior Warden, or Junior Warden in that order. No meeting of the Vestry shall be valid in which there shall not be present either the Rector or one Warden, except for the purpose of electing Wardens if there be no Rector or Wardens.

Section 4.5.1. Regular Meetings. With the exception of the months of July and December, the Vestry shall hold a regular monthly meeting on a day and time designated and published by the Vestry at the beginning of each new Vestry year. Regular meetings of the Vestry may be adjourned or recessed at any time by the Chairperson.

Section 4.5.2. Special Meetings. Special meetings of the Vestry may be called by the Rector, the Senior Warden, or in their absence the Junior Warden. Upon the written request of three (3) or more members of the Vestry a special meeting of the Vestry shall be called. The written request shall declare the subject of such meeting. Unless certified as an emergency by the person calling such meeting, at least two (2) days notice shall be given.

Section 4.5.3. Quorum & Voting. A quorum to conduct business shall be seven (7) provided one is either the Rector or one of the Wardens. All actions of the Vestry shall require a majority vote of those present. The chair is entitled to, but may choose not to, cast a deciding vote in the case of a tie.

Section 4.5.4. Written/Electronic Voting. Upon request of the Rector, or in the absence thereof

the Wardens, the Vestry may act by the written vote of less than all, but not less than a majority. Such written vote may be by electronic mail. At the next Vestry meeting, the vote count and actions taken shall be recorded in the minutes of the meeting in the same manner as actions taken at a regular meeting.

Section 4.6. Conflict Of Interest. No Vestry member shall act/vote in an official capacity when he/she has a conflict of interest. A conflict of interest is present when the Vestry member, his or her immediate family member, or a business organization in which the Vestry member has a substantial financial or non-financial interest could reasonably be expected to impair the Vestry member's objectivity or independent judgment. In such a case, the Vestry member shall disclose his or her conflict and shall abstain from discussing and voting on the matter.

Immediate family member includes the spouse, mother, father, brother, sister, son, or daughter of a Vestry member, whether related by blood or marriage.

Section 4.7. Vestry Meeting Attendance. Members of the Vestry are charged to diligently pursue their duties and to attend meetings. If a member misses three (3) consecutive regular meetings, said member shall be deemed to have resigned from the Vestry. In such event, the Secretary shall notify the Vestry member that his/her resignation has been accepted, and that position shall then be vacant.

Section 4.8. Vacancies.

If during an elected term a Vestry member or officer becomes unable to serve, their resignation shall be submitted in writing. For any vacancy, the Vestry shall elect a qualified member of the Parish to serve the remainder of the unexpired term. Vacancies shall be filled by a vote of the remaining members of the Vestry at any regular meeting of which written notice of said

election shall have been given to each Vestry member at least five (5) days prior to the meeting. The Vestry may waive this notice requirement by unanimous vote of all remaining Vestry members.

Section 4.9. Vestry Duties.

Section 4.9.1. Temporal Affairs. The Rector, Wardens and other Vestry members and officers shall administer the temporal business of the Parish; shall see that all things needful for the public services are provided; shall pay with punctuality, at the intervals agreed, the stipulated salary of the Rector and other employees; shall inform themselves of the directives required by the Canons of the Diocese and imposed by the Council; and take measures for the obedient fulfillment and due liquidation of these obligations. Before the close of each fiscal year, if the treasury be deficient, the Vestry shall plan for the collection of or collect, as far as practicable, by subscription or otherwise, a sum sufficient to liquidate necessary obligations of the Parish.

Section 4.9.2. Financial Policy and Practices. All practices concerning obligations, purchases, and expenditures shall be governed by the Vestry approved Parish Financial Policy. The Parish shall maintain organized and accurate financial records in accordance with the latest edition of the “Manual of Business Methods in Church Affairs” and in accordance with Title I, Canon 7 “Of Business Methods in Church Affairs” and Resolution D-147 (1979 GC): “Accounting Principles and Practices for Dioceses, Parishes and Other Congregations”, and the Diocesan full disclosure policy.

Section 4.9.3. Annual Fiscal Year Report. The Vestry shall, prior to the annual Parish meeting, cause to be written and delivered to the Rector or, if there is none, to the Wardens, a full, accurate and faithful statement of the temporal condition of the Parish. This statement (to

be designated the Annual Report of the Parish) shall show, among other things, what money, lands and other property have been received during the past fiscal year and from what sources; what money has been expended for what objects, what property has been exchanged or mortgaged or sold for what purposes; what debts are owing by the Parish and what security, if any, has been given therefore; and what money, lands and other property are then owned by the Parish. This Annual Report shall be communicated at the annual Parish meeting.

Section 4.9.4. Report of Endowment Funds. The Vestry shall also furnish at the annual meeting a separate statement of the money and property held in endowment by or for the Parish.

Section 4.9.5. Special Offerings. All special offerings, provided by the Canons or otherwise specially and properly authorized, shall be passed to the Parish Administrator to be recorded and at once applied to the purpose for which they were taken.

ARTICLE FIVE

Specified Duties

Section 5.1. Wardens. The duties of the Wardens shall be as specified in the Canons and belong equally to both the Senior and the Junior Warden. The specific duties and responsibilities of both are prescribed in Canon 32 of the Diocese of Atlanta.

Section 5.2. Treasurer. At each regular Vestry meeting the Treasurer shall submit or cause to be submitted an appropriate financial statement of the affairs of the Church, which shall be made a matter of record. The Treasurer shall perform such other financial duties as prescribed in the Parish Financial Policy and as the Vestry shall direct.

Section 5.3. Secretary. At each meeting of the Vestry the Secretary shall make and preserve an accurate record of all proceedings, and perform such other duties as may be assigned. The

Secretary shall ensure that all Vestry members are notified of all meetings. The Secretary shall have available at all meetings of the Vestry a copy of the latest issue of the Constitution and Canons of TEC and the Diocese of Atlanta, the Vestry Handbook, the Articles of Incorporation, and all published policies of Grace Episcopal Church.

Section 5.4. Delegates to Diocesan Annual Council. The Diocesan Council conducts the affairs of the Diocese. Delegates to Annual Council shall meet the qualifications as specified in Section 4.3 of these Bylaws. In addition to the Clergy, the Vestry shall nominate and elect five (5) delegates and one (1) alternate to the Diocesan Annual Council. At least one (1) delegate and one (1) alternate shall be a member of the Vestry. These delegates and alternate shall attend all Convocation Pre-Council meetings and the Diocesan Annual Council usually held in November. The Vestry shall endeavor to pay attendees' expenses.

ARTICLE SIX

Indemnification

Section 6. General. Except as superseded by TEC Constitution and other applicable indemnification policy, the Parish shall indemnify, to the extent of available insurance coverage, an individual made a party to a proceeding because such individual is or was an officer or Vestry member against liability incurred in a proceeding, if: (1) Such person acted in a manner such person believed to be in good faith and not opposed to the best interests of the Parish; and (2) In the case of any criminal proceeding, such person had no reasonable cause to believe the conduct was unlawful.

ARTICLE SEVEN

Committees

Section 7.1. Committee Appointments. The Rector or the Vestry may create one or more committees to inform its work. The Rector shall be *ex officio* member of all committees.

Section 7.2. Authority. Each committee may exercise such authority as is given to it by the Vestry, consistent with the Canons and these bylaws and other applicable policies.

Section 7.3. Removal and Dissolution. The Rector or the Vestry shall have power to remove any member of any committee at any time, with or without cause. The Vestry shall have the power to dissolve any committee before or after its work is completed.

ARTICLE EIGHT

Miscellaneous

Section 8.1. Seal. The corporate seal shall be in such form as the Vestry may determine.

Section 8.2. Authority to Legally Obligate the Church. All contracts, deeds, mortgages, pledges, promissory notes, security documents, transfers, and other written instruments binding upon the Parish shall be executed on behalf of the Parish by two (2) of the following officers: the Rector, Senior Warden, Junior Warden, or Treasurer. In the absence of three of the above or in other instances as specified and approved by the Vestry, the Parish Administrator may be one of the two officers.

Section 8.3. Rules Governing Conduct of Parish, Vestry, and Other Meetings.

Parliamentary procedure, as set forth in the latest available edition of “Robert’s Rules of Order”, shall govern meetings.

Section 8.4. Bylaw Approval, Changes, and Amendments. The bylaws shall be approved and adopted by the Vestry. Except for the Vestry election process as stipulated in these bylaws and, unless the Constitution, Canons or Code expressly prohibit, these bylaws may be changed and/or

amended by the Vestry at any regular or special meeting of which not less than 14 days notice shall have been given in writing, stating the purpose thereof.

Section 8.5. Vestry Member Nomination and Election Process Changes. The Vestry nomination and election process as defined in Section 4.2 may only be changed by a vote of Parish members at a Parish meeting. When so changed that newly approved process will be incorporated into revised bylaws by the Vestry. Before any proposed changes shall be presented to the Parish members for a vote, the following process shall be followed: (1) Resolutions seeking the repeal, amendment, or the adoption of a changed Vestry election process (Section 4.2) will be presented to the Vestry for consideration. The specific proposed changes must be provided to Vestry members prior to the meeting at which the changes will be discussed. No vote on the proposed changes shall be taken at the first meeting. (2) The Vestry will take action on the proposed bylaw changes at the next Vestry meeting by voting “for” or “against” the requested change language and providing rationale for its recommendation. If recommending “against” the Vestry shall consider providing modified language if so desired. (3) The requested change and the recommendation of the Vestry shall be published to the Parish membership through reasonable means at least fourteen (14) days prior to the Parish meeting. (4) At the conclusion of discussion, proposed changes will be presented to the membership for a vote. (5) Approved changes shall be effective immediately, unless specifically stated otherwise in the adopted language.

RECORD OF APPROVAL

The foregoing bylaws being Article One through Article Eight having been read and considered were adopted at a duly called meeting of the Vestry which convened the 26th day

of October, 2015.

Louise Forrester, Secretary