

**AMENDED AND RESTATED VESTRY BY-LAWS  
CHURCH OF THE GOOD SHEPHERD  
ROCKY MOUNT, NORTH CAROLINA**

**ARTICLE I  
PARISH**

**SECTION 1. ANNUAL MEETING**

There shall be an annual meeting of the members qualified to vote in the parish, on the First Sunday in February, or on such other day as the Vestry may decide, in order to elect members of the Vestry and conduct other business that may come before it.

**SECTION 2. NOTICE OF PARISH MEETINGS**

Notice of annual meetings of the parish shall be published in the Church bulletin on the Sunday immediately prior to the meeting.

**SECTION 3. VOTING**

Every enrolled confirmed communicant in good standing in this parish, who is sixteen (16) years of age or older, shall be eligible to vote at parish meetings. Voting may be by paper ballot or voice vote. There shall be no voting by proxy or absentee ballots. Motions, resolutions, elections and all other matters presented to a parish meeting for a vote shall be decided by a majority of the qualified members present and voting.

**SECTION 4. NOMINATION AND ELECTION OF VESTRY PERSONS**

a) At each Annual Parish Meeting there shall be elected, by ballot, four (4) Vestry persons to serve a term of three (3) calendar years, or until their successors are elected, on the rotating Vestry.

b) The Elections Committee, consisting of the two (2) to four (4) members of the Vestry, along with the Rector and any others deemed appropriate by the Vestry, shall be responsible for providing the parish with a list of nominees and for overseeing the election at the Annual Meeting. All nominees must be enrolled on the books of this parish and be adult confirmed communicants in good standing.

c) A majority of those present and voting in an Annual Parish Meeting shall be necessary to elect a member of the Vestry. In the event a majority does not elect one or more on the first ballot, one or more run off ballots shall be conducted until four (4) persons have been elected by a majority of votes cast. If additional ballots are required, the nominees to be voted on shall be limited to twice the number of positions waiting to be filled and, within that number, shall be those not elected on the previous ballot who received the highest number of votes. However, should there be a tie vote for the last position on any ballot, the number of nominees to be placed on any subsequent ballot shall be increased to include the two or more nominees whose votes were tied.

**SECTION 5. SPECIAL MEETINGS OF THE PARISH**

Special meetings of the parish may be called at any time by a vote of two-thirds (2/3) of the persons then actively serving on the Vestry, with the knowledge of the Rector, or of the Bishop in the absence of the Rector. The notice of special meetings shall be published in the Church bulletin

on the Sunday immediately prior to the meeting and specifically state the purpose or purposes for which the meeting is called.

#### SECTION 6. PARISH REGISTER

The Parish shall, under the supervision of the Rector and the Vestry, keep and maintain up-to-date records in permanent book(s) the following Parish Registers: Church Services, Baptisms, Confirmations (including Receptions and Reaffirmations), Marriages, Burials and Communicants.

### ARTICLE II VESTRY

#### SECTION 1. ELIGIBILITY TO SERVE

Eligibility to serve as a member of the Vestry is that set forth by the Canons of the Protestant Episcopal Church in the United States of America (National Canons) and the Diocese of North Carolina (North Carolina Canons).

#### SECTION 2. NUMBER OF VESTRY PERSONS

The Vestry shall consist of twelve (12) adult confirmed communicants in good standing of the parish.

#### SECTION 3. DUTIES AND LEGAL POWERS

a) The duties and authority of the Vestry and Wardens are those as set forth by the National Canons and the North Carolina Canons.

b) The Vestry shall transact all the temporal business of the Church and shall hold, maintain, manage and oversee all Church property, including, without limitation, all real, personal and intangible property. The Vestry shall have power to sell, alienate, mortgage, lease or otherwise deal with and dispose of Church property by deed, contract or other documents executed by the Wardens or one of them upon resolution of the Vestry; provided, however, that the Vestry shall not: (1) sell, alienate, mortgage or otherwise encumber the Church real property or (2) engage in any borrowing or other similar financing transactions, the aggregate amount of which exceeds 50% of the normal operating income of the parish for the previous calendar year or the repayment of which may extend beyond a term of 12 months, without prior consent of the Ecclesiastical Authority or an exception thereto in compliance with Sections 2 and 3 of Canon 23 of the North Carolina Canons.

c) The Vestry shall also provide that all buildings and their contents are adequately insured.

#### SECTION 4. TERM OF OFFICE

No Vestry person may serve two (2) consecutive terms on the Vestry but shall be required to wait a period of one (1) year before becoming eligible for re-election to the Vestry.

#### SECTION 5. FILLING VESTRY VACANCIES

In the event a vacancy on the Vestry occurs, the Vestry shall be empowered to elect a successor who will serve for the remainder of the unexpired term. A Vestry person, so elected to fill a vacancy of one (1) year or less shall be eligible for election to a full term at the expiration of that term.

## SECTION 6. PRESIDING OFFICER

The Rector shall preside over all parish and Vestry meetings. The Senior Warden shall preside in the absence of the Rector. In the event that the Rector and Senior Warden are not in attendance, the Junior Warden shall preside and, in the Junior Warden's absence, a presiding officer shall be appointed from the Vestry by a majority vote of the Vestry.

## SECTION 7. VESTRY MEETINGS

The Vestry shall meet monthly at a time and place designated by resolution of the Vestry, unless agreed otherwise by its members. Special meetings of the Vestry may be called by the Rector, by the Wardens with the knowledge of the Rector, or by three (3) or more members of the Vestry with the knowledge of the Rector. If for any reason the parish is not then being served by a rector, the Senior Warden, or, in the absence of the Senior Warden, the Junior Warden, may call special meetings of the Vestry. The notice of the special meeting shall specifically state the purpose or purposes for which the meeting is called.

## SECTION 8. QUORUM/VOTING

A quorum for a Vestry meeting shall consist of a majority of the duly elected Vestry persons then actively serving on the Vestry. Except as provided in Article I, Section 5 and Article VI hereof, motions, resolutions, elections and other matters presented to the Vestry for a vote shall be decided by a majority of the members present at a meeting at which a quorum is present.

## SECTION 9. REMOVAL

A person may be removed from the Vestry as set forth in Section 2(h) of Canon 22 of the North Carolina Canons.

## SECTION 10. COMPENSATION

The Vestry shall set compensation for all officers and employees. No persons receiving any compensation from the Church may vote on his/her own salary should he/she be members of the Vestry.

## SECTION 11. ANNUAL REPORTS

The Vestry, through the Clerk or other Vestry person duly appointed by the Vestry, shall submit to the Annual Meeting of the parish a report of their official acts during the year and other information deemed important. The Vestry, in conjunction with the Rector, shall prepare and deliver the annual report as set forth in Canon 30 of the North Carolina Canons.

## SECTION 12. CONDUCT OF MEETING AND VOTING BY REMOTE TECHNOLOGY

A meeting of the Vestry or any of its commissions, committees or task forces may be conducted by teleconference, videoconference or other technology that allows all persons participating to hear each other at the same time and to participate in discussion. For purposes of determining a quorum for voting and for all other purposes, members participating in a meeting by means of remote technology are deemed present in person at the meeting. Any action required or permitted to be taken by the Vestry or any of its commissions, committees or task forces may be taken by the body without a meeting if (i) all members of the body consent to the action in writing or by authenticated electronic transmission (e.g., an email from the Vestry Member's personal email

account) and (ii) such writing or authenticated electronic transmissions are filed with the minutes of the proceedings.

### SECTION 13. EMPLOYEE BENEFITS

The Vestry shall formulate a policy and program to cover employee's compensation, vacation, holidays, sick leave, personal leave, and other aspects of their employment.

### SECTION 14. OPERATIONAL RULES AND PROCEDURES

A list of operating policies, rules and procedures, as adopted and changed from time to time by the Vestry, shall be kept with the records of the Church. It shall be the duty of the Clerk to insure that this list of rules and procedures is kept current and available at all times.

## **ARTICLE III OFFICERS OF THE VESTRY**

### SECTION 1. SENIOR WARDEN

Each Vestry shall annually elect from among its own number a Senior Warden. The election shall occur no later than the second Vestry meeting following the Annual Parish Meeting. The Vestry shall elect the Senior Warden upon nomination by the rector unless there is no rector, in which case the election shall proceed without the rector's nomination. The term of office for the Senior Warden shall be for one (1) year.

### SECTION 2. JUNIOR WARDEN

Each Vestry shall annually elect from among its own number a Junior Warden. The election shall occur immediately following the election of the Senior Warden. The term of office for the Junior Warden shall be for one (1) year.

### SECTION 3. VACANCIES

In the event of a vacancy in the office of Senior or Junior Warden, a successor shall be nominated and elected in the same manner, at the first Vestry meeting following the occurrence of the vacancy.

### SECTION 4. CLERK

The Vestry shall elect a Clerk who may or may not be a member of the Vestry, who shall give due notice of all meetings of the Vestry, keep minutes of its proceedings and attend all clerical requirements of the Vestry. The Clerk shall act as secretary of meetings of the parish and shall keep in a separate book a copy of the by-laws with any changes made thereof by proper action. The Vestry may elect an Assistant Clerk, who may or may not be a member of the Vestry, to assist the Clerk.

### SECTION 5. TREASURER

The Vestry shall elect a Treasurer, who need not be a member of the Vestry, who shall receive all sums due the Church and deposit them in the name of The Church of the Good Shepherd in banks and/or other depositories approved by the Vestry, draw checks on the accounts as directed by the Vestry, render statements to the Vestry as shall be requested by them, and keep a proper set

of the books on the finances of the church which at all times shall be available for inspection by members of the Vestry. Investments of Church funds in any item other than in banks and/or depositories previously approved by the Vestry shall be done only after approval by the Vestry. The Treasurer's books shall be audited at least once a year. The Vestry may engage a bookkeeper and/or elect an Assistant Treasurer, who need not be a member of the Vestry, to assist the Treasurer as directed by the Vestry.

## **ARTICLE IV COMMISSIONS, COMMITTEES, AND TASK FORCES**

### **SECTION 1. COMMITTEES, COMMISSIONS, AND TASK FORCES**

The Vestry shall establish boards, committees, commissions and task forces as it deems necessary or advisable to carry out its canonical responsibilities. The committees shall include Finance, Buildings and Grounds, Pledge Drive, Stewardship Trust, Elections, Day School and such others as the Vestry shall establish from time to time. The Vestry shall appoint members to each such group, who do not need to be members of the Vestry unless otherwise provided in these By-Laws. The Vestry shall also establish the duties, authority and objectives thereof and may develop and modify by-laws, policies and procedures related thereto as it deems appropriate. Each such committee and other group shall regularly report to the Vestry.

### **SECTION 2. SUPPORT**

The Vestry shall also support the committees, commissions and task forces the Rector may establish as useful in support of the Parish's ministries (e.g., Christian Education, Outreach, Pastoral Care, Worship). Each such group shall regularly report to the Vestry.

## **ARTICLE V CLERGY**

### **SECTION 1. RECTOR**

There shall be a priest for The Church of the Good Shepherd referred to as the Rector, who shall be entitled to receive from the Church such salary and other compensation as may from time to time be fixed by the Vestry. The Rector shall be chosen and called after election by the Vestry, with the consent of the Bishop of the Diocese, and with due regard to the ascertained wishes of the parish. The Rector shall have the duties as set forth in the National Canons, North Carolina Canons and any Letter of Agreement with the Parish, specifically including the duty and authority to hire, evaluate, direct, manage, discipline, and terminate employees and staff members, subject to the Vestry's provision of funds for compensation of employees.

### **SECTION 2. ASSISTANT/ASSOCIATE**

The Rector, when provision is made by the Vestry, shall have the power to select a Priest to work as an Assistant/Associate to the Rector, functioning as provided by the National Canons and the North Carolina Canons.

**ARTICLE VI  
AMENDMENTS TO BY-LAWS**

These By-laws shall not be altered or amended except upon thirty (30) days' notice in writing given the Vestry and adopted by a vote of two-thirds (2/3) of the persons then actively serving on the Vestry.

**ARTICLE VII  
CONFORMITY WITH CANONS**

The terms of these by-laws which may be in conflict with the Canons of the Episcopal Church and/or the Diocese of North Carolina are hereby amended to conform to such Canons.

Adopted by the Vestry on June 12, 2018  
Received by the Bishop on June 18, 2018, and October 19, 2018