

*By-Laws*  
*of*  
*Saint James' Episcopal Church*  
*in*  
*Cedartown, Georgia*

**ARTICLE ONE**

**Offices**

**Section 1.1 Organization.** The Parish is organized as a Corporation pursuant to the Official Code of the State of Georgia Annotated (OCGA), under the Georgia Nonprofit Corporation code thereof (O.C.G.A. Section 14-3-101, et. seq.) and as a part of the Episcopal Diocese of Atlanta (the Diocese) and The Episcopal Church in the United States of America (TEC).

The Parish, expressly binding itself and its members, submits itself to authority of the Constitution of the Diocese and the Constitution of TEC, the Constitution and Canons of the Diocese and TEC and the duly elected, installed and serving Bishop (or "Ecclesiastical Authority" or "Ordinary") of the Diocese.

All real and personal property of which the parish may become possessed is held in trust for this Church 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 1.2 Principal Office.** The principal office for the business of the Parish shall be located at such place as the Vestry may fix from time to time.

**Section 1.3 Other Office Locations.** The Parish may have such other offices at such place or places (within or outside of the State of Georgia) as the Vestry may designate from time to time or the business of the Parish may require or make desirable.

**Section 1.4 Registered Office.** The registered office of the Parish shall be the office named in the Articles of Incorporation and may be changed at any time by the Vestry by resolution and upon the filing of appropriate documents in the office of the Secretary of State.

**ARTICLE TWO**

**Members**

**Section 2.1 No Shares or Shareholders.** The Parish shall have no Shares or Shareholders, but rather shall have Members.

**Section 2.2 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 2.3 Not-for-Profit.** The parish is organized as a nonprofit corporation under the OCGA, and qualified as an Exempt Organization under the Internal Revenue Code of the United States of America.

No part of the net earnings 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 the carrying on of propaganda, otherwise attempting to 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 By-Laws, 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.

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. Any of such assets not so disposed of shall be disposed of by a court of appropriate jurisdiction exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE THREE**

### **Meetings of the Parish**

**Section 3.1 Date and Time.** The “annual meeting” of the Parish shall be held each fiscal year on the date and at the time designated, from time to time, by the Vestry. If at any time the Vestry shall fail to otherwise designate the date of an annual meeting, then such annual meeting shall be held at 10:00 a.m., local time, on the second Sunday of December. A “special meeting” shall be held on the date and at the time designated by the person or persons calling such special meeting.

**Section 3.2 Place.** Annual and special meetings may be held within the State of Georgia at such place as the Vestry may from time to time designate or as may be specified in the notice of such meeting. Whenever the Vestry shall fail to designate such place, the meeting shall be held at the principal office of the Parish in the State of Georgia.

**Section 3.3 Call.** Annual meetings may be called by the Bishop, the Rector, Priest-in-Charge, the Vestry, the Vicar, if any, and if none the Senior Warden, the Junior Warden, or by any officer instructed by the Vestry to call the meeting. Special meetings, including any special meeting in

lieu of an annual meeting, may be called in like manner.

**Section 3.4 Notice.** Notice stating the place, day, and hour of each meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be posted conspicuously about the Church, printed in a weekly bulletin or service leaflet and announced at regular Sunday morning services all at least two (2) weeks prior to such meeting.

When a meeting is recessed to a later date, time, or place it shall not be necessary to give any notice of the new date, time, or place if the new date, time, or place is announced at the meeting before adjournment.

**Section 3.5 Members Entitled to Vote.** All Members who are confirmed communicants in good standing not less than sixteen (16) years of age, as certified by the Rector, Vicar or Vestry and present at the meeting shall be entitled to vote on all issues that come before such meeting.

**Section 3.6 Conduct of Meeting.** Meetings of the Membership shall be presided over by one of the following offices in the order of seniority, if present and acting: Rector, Priest-in-Charge, the Vicar, the Senior Warden, the Junior Warden or such other person as directed by the Vestry. The Secretary of the Parish, or in the Secretary's absence an Assistant Secretary, shall act as secretary of every meeting, but, if neither Secretary nor an Assistant Secretary is present, the Members shall elect a secretary of the meeting.

**Section 3.7 Quorum and Action of Members.** At all meetings of the Membership, those present and entitled to vote shall constitute a quorum for action on any matter, unless the Constitution, the Canons, the OCGA, the Articles of Incorporation, or a provision of these By-Laws provide otherwise. If a quorum exists, action on a matter is approved if the votes cast favoring the action exceeds the votes cast opposing the action, unless the Constitution, the Canons, the OCGA, the Articles of Incorporation, or a provision of these By-Laws require a greater number of affirmative votes.

**Section 3.8 Adjournment of Meeting.** A majority of the Membership present and voting, whether or not a quorum is present, may adjourn such meeting from time to time.

## ARTICLE FOUR

### Of the Vestry

**Section 4.1 Election.** The Parish shall elect from its members "Vestry Persons," who shall collectively comprise a governing body known as the "Vestry" which, together with the Rector, Priest-in-Charge or Vicar, are known as the "Vestry," which shall have such rights, duties, privileges and obligations as are provided by the OCGA, by the Constitution, Canons and by these By-Laws for "Directors." The Vestry is the "Board of Directors" of the Parish, for purposes of the OCGA.

**Section 4.2 Qualifications.** Those qualified to hold the office of Vestry Person may be any confirmed communicant in good standing of the Parish who is (a) not less than eighteen (18)

years of age, (b) a regular attendant upon the services in the year preceding election, (c) known by the Treasurer to have made and maintained a financial commitment for church support in the year preceding election.

**Section 4.3 Temporal Affairs.** The Rector, Priest-in-Charge, or Vicar, Church Wardens and Members of the Vestry shall administer all 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, Priest-in-Charge or Vicar and others, 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 and before the close of each fiscal year, if the treasury be deficient, the Vestry shall collect, as far as practicable, by subscription or otherwise, a sum sufficient to liquidate all of the current obligations of the Parish.

**Section 4.4 Annual Report.** The Vestry shall, prior to the Annual Parish Meeting, cause to be written and delivered to the Rector, Priest-in-Charge or Vicar or, if there be 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 year past and from what sources, what money has been expended and for what objects, what property has been exchanged or mortgaged or sold and 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 to the Annual Parish Meeting as provided in the Canons.

**Section 4.5 Report of Trust Funds.** The Vestry shall also furnish to the Annual Meeting a separate statement of the money and property held in trust by or for the Parish, which shows: (a) the nature and purpose of each trust, (b) when and by whom the same was created, and the kind of instrument under which it was created, (c) the names of the beneficiaries thereof, (d) the total value of the original trust fund and the amount of the principal thereof at the end of the preceding fiscal year, (e) a brief description of the securities in which the same were then invested, (f) the rate of interest on each investment and the amount of interest in default, if any, (g) the disposition of the income therefrom during such year; which statement shall also show whether or not fiduciary bonds required for such funds by Canon have been approved and delivered, the surety or sureties thereon and the principal amount of each such bond. The Wardens shall deliver an exact copy of such separate statement to the Bishop promptly after each Annual Parish Meeting.

**Section 4.6 Meetings.** There shall be held at least six (6) regular meetings of the Vestry in each year. Special meeting of the Vestry may be called by order of the Rector, or Priest-in-Charge or Vicar, or, in case of vacancy, by the Wardens, at any time deemed expedient and shall call such meetings when requested, in writing, by a majority of the members of the Vestry, which writing shall declare the object of such meeting. Upon request of the Rector, Priest-in-Charge, Vicar, or in absence thereof, the Wardens, the Vestry may act by the written consent of less than all, but not less than a majority, of the Members of the Vestry.

**Section 4.7 Vacancies.** Vacancies in the Vestry shall be filled for the unexpired term by a majority of the remaining members of the Vestry at any regular or special meeting, of which election previous notice shall have been given to each remaining member of the Vestry.

**Section 4.8 Presiding Officer.** The Rector, Priest-in-Charge or Vicar shall preside at all meetings of the Vestry and shall be entitled to cast the deciding vote in the case of a tie. The Rector, Priest-in-Charge or Vicar may, if desirable, appoint any other member of the Vestry to preside at a meeting of the Vestry, such designee being entitled to cast the deciding vote in the case of a tie. The Rector, Priest-in-Charge or Vicar shall be ex officio member of all Committees.

In case there is no Rector, Priest-in-Charge or Vicar, or in case of their absence or inability to act, the Senior Warden, or if absent the Junior Warden, shall preside at all meetings of the Vestry.

No meeting of the Vestry shall be valid in which there shall not be present either the Rector, Priest-in-Charge or Vicar, or one Warden, except for the purpose of electing Wardens if there be no Rector, Priest-in-Charge or Vicar, or Wardens.

**Section 4.9 Quorum and Action.** A majority of the Members of the Vestry shall constitute a quorum for the transaction of business unless the OCGA, the Articles of Incorporation, Canons or Constitution or a provision of these By-Laws requires a greater number. If a quorum is present when a vote is taken, the affirmative vote of the majority of the Members of the Vestry present at a meeting is the act of the Vestry, unless the Articles of Incorporation, the OCGA, Canons or Constitutions or a provision of these By-Laws require the vote of a greater number.

## ARTICLE FIVE

### Committees

**Section 5.1 Members.** The Vestry may create one or more committees. The Rector, Priest-in-Charge or Vicar, together with the Wardens, shall nominate and the Vestry shall appoint members to serve on them. Any Committee may have one or more Vestry Persons, who shall serve at the pleasure of the Vestry.

**Section 5.2 Authority.** Each committee may exercise such authority as may be and is given them by the Vestry, consistent with the OCGA.

**Section 5.3 Removal.** The Vestry shall have power to remove any member of any committee at any time, with or without cause, to fill vacancies, and to dissolve any such committee.

## ARTICLE SIX

### Officers

**Section 6.1 Selection.** The Rector, Priest-in-Charge, or Vicar shall appoint the Vestry shall elect

the Senior Warden and the Junior Warden. Both shall always be confirmed communicants in good standing.

The Vestry shall elect or appoint a Secretary and a Treasurer and may elect or appoint one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers, assistant officers, and agents as they may determine, having such titles as the Vestry deems appropriate. The same person may hold any two (or more) offices simultaneously unless prohibited by the OCGA. All officers, assistant officers, and agents of the Corporation shall have such authority, powers, duties, functions, and privileges as provided in the Constitution, the Canons and the OCGA and as the Vestry may determine from time to time in keeping therewith.

**Section 6.2 Term.** Unless otherwise provided in the resolution of election or appointment, all officers shall be elected for a one (1) year term of office and thereafter until their successors have been duly elected or appointed and qualified or until their earlier resignation, removal from office, or death.

**Section 6.3 Duties of the Wardens.** All duties belong equally to both Wardens; however, every duty assigned to one Warden devolves, in absence or disability, on the other and include, but are not limited to:

(a) The Wardens shall see that the Church is duly provided with a standard Bible, containing the Old and New Testaments and other books commonly called the Apocrypha, and Prayer Books of proper size and of standard editions, and with a lectern, and Altar. It shall be their duty to provide fair linen and the elements of bread and wine appropriate for the celebration of the Holy Eucharist, and all vessels, vestments and things necessary to the conduct of public worship, including those persons necessary to lead such worship.

(b) The Wardens shall provide a Parish Register and all necessary record and registration books and, if there be no Rector, Priest-in-Charge or Vicar, they shall:

- (1) Make or cause to be made all registrations required by the Canons of the Church or of the Diocese; and
- (2) Issue and receive certificates of membership for Members moving to or from the parish; and
- (3) Cause to be made the Annual Report of the Parish; and
- (4) Cause to be done by the Vestry any duty that may be required by the provision of the Constitution, the Canons or the OCGA.

(c) The Wardens, under the direction of the Rector, Priest-in-Charge or Vicar, shall have a care that the church building be kept from all secular or other uses not authorized by or especially named in the Constitution and Canons, and that at all times it be kept in good repair and clean, as befits the house of God, and that the premises around be in proper order.

(d) It is the duty of the Wardens, under the direction of the Rector, Priest-in-Charge or Vicar, to preserve order and decorum in and around the church building on all occasions.

(e) In case of vacancy or impending vacancy of a Rector, Priest-in-Charge or Vicar in a parish, the Wardens shall immediately notify and consult with the Bishop on measures to be taken. Upon election of a Rector, Priest-in-Charge or Vicar, the Wardens shall sign and send to the Bishop written notice of such election.

**Section 6.4 Duties of the Treasurer.** The Treasurer shall keep, or cause to be kept, the financial books and records of the Parish, and shall faithfully account for the Parish's funds, financial

assets, and other assets entrusted to the Treasurer's care and custody. The Treasurer shall make such reports as may be necessary to keep the Bishop, Rector, Priest-in-Charge or Vicar and the Vestry informed at all times as to the financial condition of the Parish, and shall perform such other duties as the Vestry may prescribe. The Treasurer shall maintain the money and other assets of the Parish in the name and to the credit of the Parish in such depositories as the Treasurer may choose or as may be designated by the Vestry. The Treasurer may provide for the investment of the money and other assets of the Parish consistent with the needs of the Parish, and to disburse such money and assets in the course of conducting Parish business. The Treasurer shall perform the duties of the Secretary of the Parish in the absence or disability of the Secretary, any Assistant Secretary or other appointee. Any Assistant Treasurer, if elected, shall perform the duties of the Treasurer during the absence or disability of the Treasurer, and shall perform such other duties as the Vestry may prescribe.

**Section 6.5 Bonds.** The Vestry shall require bonds from any and all of the Treasurers, those authorized to sign checks for the Parish and all custodians of funds of \$500.00 or more for the faithful performance of their duties and conduct while in office.

**Section 6.6 Removal.** The Vestry may remove any officer elected or appointed by it at any time with or without cause.

## ARTICLE SEVEN

### Indemnification

**Section 7.1 Authority to Indemnify.** (a) Except as provided in subsections (b) and (c) of this Section, the Parish shall indemnify an individual made a party to a proceeding because such individual is or was a Vestry Person against liability incurred in the proceeding, if:

- (1) Such Vestry Person acted in a manner such Vestry Person believed in good faith to be in (or not opposed to) the best interests of the Parish, and
- (2) In the case of any criminal proceeding, such Vestry Person had no reasonable cause to believe the conduct was unlawful.

(b) The Parish may not indemnify a Vestry Person under this Article:

- (1) In connection with a proceeding by or in the right of the Parish in which the Vestry Person was adjudged liable to the Parish, or
- (2) In connection with any other proceeding in which the Vestry Person received personal benefit.

(c) Indemnification permitted under Section 7.1 in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding, including, but not being limited to, judgments, settlements, fines, penalties and attorney's fees.

**Section 7.2 Mandatory Indemnification.** To the extent that a Vestry Person has been successful, on the merits or otherwise, in the defense of any proceeding to which the Vestry Person was a party, or in defense of any claim, issue, or matter therein, because that individual is or was a Vestry Person of the Parish, the Parish shall indemnify the Vestry Person against

reasonable expenses incurred by the Vestry Person in connection therewith, including, but not being limited to, judgments, settlements, fines, penalties and attorney's fees.

**Section 7.3 Advance for Expenses.** (a) The Parish may pay for or reimburse the reasonable expenses incurred by a Vestry Person who is a party to a proceeding in advance of final disposition of the proceeding if:

(1) The Vestry Person furnishes the Parish a written affirmation of such Vestry Person's good faith belief that such Vestry Person has met the standard of conduct set forth in Section 7.1(a) of these By-Laws, and

(2) The Vestry Person furnishes the Parish a written undertaking, executed personally or on the Vestry Person's behalf, binding the Vestry Person to repay the Parish for any advances if it is ultimately determined that the Vestry Person is not entitled to indemnification under Section 7.1.

(b) The undertaking required by Section 7.3(a)(2) must be an unlimited general obligation of the Vestry Person, but need not be secured and may be accepted without reference to financial ability to make repayment.

**Section 7.4 Determination and Authorization of Indemnification.** The Parish may not indemnify a Vestry Person under Section 7.1 of these By-Laws unless a determination has been made in the specific case that indemnification of the Vestry Person is allowable in the circumstances because the Vestry Person has met the standard of conduct set forth in Section 7.1(a).

**Section 7.5 Indemnification of Officers, Employees, and Agents.**

(1) An officer of the Parish who is not a Vestry Person is entitled to mandatory indemnification under Section 7.2 of these By-Laws to the same extent as a Vestry Person; and

(2) The Parish may, in the discretion of the Vestry, indemnify and advance expenses to an officer, employee, or agent, who is not a Vestry Person, to the extent the Vestry deems appropriate.

**Section 7.6 Vestry Person's Expenses as a Witness.** This Article does not limit the Parish's power to pay or reimburse expenses incurred by a Vestry Person, Officer, Employee or Agent in connection with such Vestry Person's appearance as a witness in a proceeding at a time when such Vestry Person has not been made a named defendant or respondent to the proceeding.

## ARTICLE EIGHT

### Miscellaneous

**Section 8.1 Fiscal Year.** The fiscal year of the Parish shall be fixed from time to time by resolution of the Vestry in absence of which the fiscal year shall end on December 31st of each calendar year.

**Section 8.2 Seal.** The corporate seal shall be in such form as the Vestry may determine from



time to time.

**Section 8.3 Contracts, Deeds, and Loans.** 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 the duly authorized Rector, Priest-in-Charge or Vicar, and Senior Warden. Any such instrument required to be given under the seal of the Parish may be sealed and attested to by the Secretary or any Assistant Secretary of the Parish.

**Section 8.4 Checks and Drafts.** Checks and drafts of the Parish shall be signed by such officer or officers or such other employees or persons as the Vestry may from time to time designate. The Vestry may provide by resolution for the authority of officers, employees, and other persons to deal with banks and other financial institutions on behalf of the Parish.

**Section 8.5 Amendments.** These By-Laws are adopted by the Vestry and, unless the Constitution, Canons or Code expressly prohibit, these By-Laws may be amended, repealed or revoked by the Vestry at any regular or special meeting of which not less than ten (10) days notice shall have been given in writing, stating the purpose thereof.

The foregoing By-Laws being Article Numbers One through Eight, having been read and considered, were unanimously adopted at a duly-called meeting of the Vestry convened on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

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Secretary of the Parish

\_\_\_\_\_  
Date

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