

**ZION EPISCOPAL CHURCH
CHARLES TOWN, WEST VIRGINIA
BY-LAWS**

Amended on January 23, 2022

Article I – NAME

This congregation shall be known as Zion Episcopal Church, St. Andrew’s Parish, Charles Town, West Virginia. It shall be a Parish of the Diocese of West Virginia of the Episcopal Church in the United States of America and shall be subject to the authority of the Constitution and Canons of the Episcopal Church in the United States of America, the Episcopal Diocese of West Virginia, and the laws of the State of West Virginia.

Article II – MEMBERS OF THE CONGREGATION

Section 1. All persons qualifying as such under the Canons of the Episcopal Diocese of West Virginia shall be members of the Congregation.

Section 2. All members qualified to vote under Canon 13, Section 3 of said Canons shall be entitled to receive notice of and to attend regular and special meetings of the Congregation and to vote on all matters thereat.

Article III – MEETINGS OF THE CONGREGATION

Section 1. There shall be held annually a meeting of the Congregation of Zion Episcopal Church, St. Andrew’s Parish, which shall be held at Charles Town, West Virginia, at such time and place as may be designated by the Vestry of the Parish and stated in the notice of said meeting.

Section 2. The annual meeting of the Congregation of the Parish shall be held to elect Members of the Vestry and for the transaction of such other business as may be brought before the meeting.

Section 3. Special meetings of the Congregation may be called on the order of the Rector, on the order of the two Wardens, or on the order of a majority of the members of the Vestry, or upon the signed petition of at least ten (10) per centum of the members of the congregation who are entitled to vote in accordance with Canon 13-Section 3 of the Canons of the Diocese.

Section 4. Notice of all meetings of the Congregation shall be mailed to each name and address included on the regular mailing list of the Parish at least ten (10) days prior to such meetings. Notice of all such meetings of the Congregation shall state in general terms the purpose for which the meeting is to be held.

Section 5. Ten per centum of the members of the Parish entitled to vote in accordance with Canon 13-Section 3 of the Canons of the Diocese shall constitute a quorum for the

transaction of business at all such meetings of the Congregation; but if there be less than a quorum, those present may adjourn the meeting from time to time.

Section 6. No proxy will be accepted for any purpose.

Section 7. The Rector, or in his/her absence, the Senior Warden or Junior Warden or, in their absence, any Member of the Vestry shall call to order all meetings of the Congregation: The Rector of the Parish shall chair all meetings of the Congregation except that in the Rector's absence or should there be no Rector, the Congregation shall, as the first order of business elect a qualified voter as Chairperson of the meeting and shall elect another person as Secretary of the meeting.

Section 8. The Vestry, at the annual meeting, shall present to the Congregation for ratification the proposed budget for the ensuing fiscal year.

Article IV – VESTRY

Section 1. The Vestry shall consist of no fewer than seven (7), and no more than twelve (12) eligible members. No more than four (4) and no fewer than one (1) member shall be elected each year in a pattern of rotation or classes. Additionally, one (1) youth member may be elected for a term of one (1) year.

Section 2. Following an election in the final two months of a calendar year, the term of each Vestry Member shall commence on the first day of the next calendar year and shall expire on the last day of the third consecutive year. Following an election in the first two months of a calendar year, the term of each Vestry Member shall commence immediately upon election and shall expire on the last day of the third consecutive year. Persons elected to fill unexpired terms of less than three years shall serve only until the last day of that calendar year following the date of his or her election to said unexpired term.

Section 3. All Vestry nominees must have attained their sixteenth (16th) birthday on or before the date of the meeting of the Congregation at which they are elected as Members of the Vestry.

Section 4. The Nominating Committee shall consist of those Vestry Members whose successors are to be elected at the next annual meeting of the Congregation. The Nominating Committee shall present for consideration of the Congregation, at said annual meeting of the Congregation, a list of qualified persons for election to the Vestry. The list shall be published in the parish newsletter or by a mailed letter at least ten (10) days prior to said meeting. Qualified voters shall be given the opportunity to make additional nominations from the floor of the annual meeting or may make said additional nominations by submitting them in writing to the Rector or Senior Warden no later than thirty (30) days prior to the Annual Meeting of the Congregation at which the election is to be held. The consent of all persons nominated must be secured in advance.

Section 5. All vacancies on the Vestry shall be filled by a vote of the majority of the remaining Vestry Members. The person or persons so elected shall serve until the next Annual Meeting of the Congregation except that vacancies occurring within a sixty- (60)

day period immediately following an Annual Meeting of the Congregation shall be filled from the list of those nominees who failed to be elected at said meeting. In the event that all nominees at the last previous Annual Meeting of the Congregation were elected to the Vestry, then the Vestry shall proceed to elect another qualified person as stated in the first sentence of this section.

Section 6. No person who shall have served as a Vestry member for more than one year preceding the expiration of his or her term shall be eligible for re-election until two (2) years shall have passed since the expiration of his or her term. Wardens of the Vestry are immediately eligible for re-election, but may not exceed two (2) consecutive three-year terms on the Vestry.

Section 7. The Vestry shall hold the regular meetings of the Vestry monthly at a time and place as set.

Section 8. Special meetings of the Vestry may be called by the Rector, or by the Senior Warden, or by any two members of the Vestry. Notice of Special Meetings shall be given by mail no less than four (4) days prior to said meeting or by telephone or e-mail no less than (1) day before the meeting. All notices of Special Meetings of the Vestry shall report the purpose or purposes for which the meeting has been called.

Section 9. If during any one (1) year period, any Vestry Member is absent from three (3) regularly scheduled Vestry meetings for any reason other than illness or family illness, the Clerk shall notify said member in writing that should he or she be absent from another regular meeting, the position shall be considered vacant. However upon the receipt of a written explanation for said absences, the Vestry may deem the absence excused or it may proceed to replace that person under Article IV, Section 4 of these by-laws.

Article V – OFFICERS

Section 1. At the first regular meeting of the Vestry of each calendar year its members shall elect one (1) of its members Senior Warden and another of its members Junior Warden to serve at the pleasure of the Vestry, but in no case longer than the first regular monthly Vestry meeting of the next calendar year.

Section 2. The Vestry shall elect a Clerk and a Treasurer of the Parish and at its discretion an Assistant Treasurer to serve at the pleasure of the Vestry but in no case longer than the first regular monthly meeting of the next calendar year.

Section 3. A quorum of the Vestry shall be fifty per centum of those persons currently holding office plus one member.

Section 4. A Keyman or Keywoman shall be elected at each annual meeting of the Congregation. Such election shall be conducted in the same manner and subject to the same requirements as the election of persons to be Members of the Vestry. The Keyman or Keywoman shall be elected for a term of one (1) year, or until his or her successor takes office. A vacancy occurring between annual meetings of the Congregation shall be filled by the Vestry until the next Parish meeting. (Canon 16-B Sections 1, 3, 4, and 5).

Article VI – TRUSTEES

Section 1. The Vestry shall elect no less than three (3) nor no more than five (5) members of the Parish to serve as Trustees of the Parish. Those elected shall have reached the age of twenty-one (21) and be considered members of the parish in accordance with Canon 13 Section 3 of the Diocese of West Virginia. Those elected shall serve at the will of the Vestry and shall serve a three (3) year term without limitation as to the number of consecutive terms.

Section 2. Legal title to all assets of the Parish shall be vested in the Parish Trustees as provided by the Code of the State of West Virginia.

Section 3. The Parish Trustees shall perform such other duties as they may be directed to perform by the Vestry.

Article VII – MISCELLANEOUS

Section 1. Unless otherwise fixed by the Vestry, the calendar year shall be the fiscal year.

Section 2. Any notice required to be given by the provisions of these By-laws or otherwise may be waived by the member of the Congregation, Vestry Member or officer to whom such notice is required to be given.

Section 3. The Vestry is authorized to make any adjustments to the annual budget as deemed expedient or necessary for the prudent and efficient conduct of parish affairs.

Article VIII – AMENDMENT

Section 1. The By-laws may be amended or replaced at any annual meeting of the Congregation or at any Special Meeting of the Congregation called for the purpose, by the vote of two thirds of the quorum present.

Section 2. All proposed changes, additions, or deletions to the By-laws shall be presented to the Vestry for consideration no less than ninety (90) days prior to the next Annual Meeting of the Congregation or no less than sixty (60) days before a proposed Special Meeting of the Congregation called for those purposes. All persons qualified to vote at an annual meeting or special meeting of the congregation shall be provided with the language of the proposed change, addition, or deletion and the language of the existing and relative portion of the By-laws thirty (30) days prior to the annual or special meeting at which an amendment is to be voted upon.