

**St. John's Episcopal Church of Melbourne, INC.
610 Young Street
Melbourne, Florida USA 32935**

ARTICLE I: NAME

The name of the corporation shall be St. John's Episcopal Church of Melbourne, Inc. located in Melbourne, Florida.

ARTICLE II: PURPOSE

The corporation acknowledges its allegiance to be due to the One, Holy, Catholic and Apostolic Church of Christ; and recognizing the body known as the Protestant Episcopal Church in the United States of America otherwise known as the Episcopal Church, and the Episcopal Diocese of Central Florida, to be a true branch of said Church, having rightful jurisdiction as provided in the Constitutions and Canons of this Church. We do hereby accede to the Doctrine, Discipline and Worship of this Church, and to the Constitution and Canons set forth by the General Convention, and to the Constitution and Canons of the Diocese of Central Florida.

ARTICLE III: MEMBERSHIP

Members of the Corporation are adult communicants who are 16 years of age and over, whose names are duly enrolled as such in the register of the said Parish, and who for the previous year have been faithful in corporate worship, unless for good cause prevented, and have been faithful in working, praying, and giving for the spread of the Kingdom of God.

ARTICLE IV: MEETINGS OF THE MEMBERS

Section 1. **Annual Meeting** There shall be an Annual Meeting of the Members of the Corporation within 60 days, on or before the 31st day of January of each year. At the Annual Meeting, at least one-third of the members of the Vestry shall be elected. Notice of such meeting shall be given at least 30 days prior to the meeting.

Section 2. **Special Meetings** The Rector, or the Vestry by vote of at least a majority of its members, may call a Special Meeting of the members of the corporation upon notice of at least 30 days. The manner and form of notice shall be subject to the approval of the Ecclesiastical Authority and the Ecclesiastical Authority may shorten the time of notice to no less than 10 days. Such notice shall state the matters to be considered at such meeting in appropriate detail. Only those matters set forth may be considered at the Special Meeting.

ARTICLE V: VESTRY

- Section 1. **Members** There shall be nine (9) elected members of the Vestry. The Rector shall be a non-elected member of the Vestry. At each annual meeting, one-third of the members of the Vestry shall be elected to serve a term of three years. Any member of the Vestry completing service for a full term shall not be eligible to serve on the Vestry until one year or more has elapsed since such member has served on the Vestry.
- Section 2. **Qualifications** A person shall be eligible to serve as a member of the Vestry who is a qualified elector in St. John's Episcopal Church of Melbourne, Inc., at least 18 years of age, and an adult confirmed communicant in good standing.
- Section 3. **Nominations** Three months prior to the Annual Meeting the Rector, or, in the absence of the Rector, the Senior Warden, shall appoint a Nominating Committee. The Nominating Committee shall nominate candidates to fill the expiring terms for that year. The nominations shall be presented to the Rector, or, in the absence of the Rector, to the Senior Warden, in writing at least 10 days prior to the Annual Meeting. Additional nominations may be made from the floor at the Annual Meeting.
- Section 4. **Elections** The Vestry shall be elected at the Annual Meeting of the Church. They shall be chosen by ballot, and a majority of those voting shall be necessary for election. They shall take office at the Organizational Meeting of the Vestry following their election and shall be installed at a regular Church Service at a time appointed by the Rector.
- Section 5. **Vacancies** Should a vacancy occur on the Vestry during the year the Rector shall appoint a successor with the consent of a majority of the remaining members of the Vestry, such appointee to serve until the next Annual Meeting.
- Section 6. **Removal of Vestry Member(s)** A Vestry Member may be removed from office pursuant to the following:
- (a) By the members of the Parish
 - (i) Any member of the Vestry may be removed from office with or without cause by the vote or agreement in writing by a majority of all persons entitled to vote as determined under Section 2, Article IV.
 - (ii) The notice of a meeting of the members to recall a member or members of the Vestry shall state the purpose of the meeting and the specific Vestry members sought to be removed.

- (iii) A proposed removal of a Vestry member at a meeting shall require a separate vote for each Vestry member sought to be removed. Where removal is sought by written agreement, a separate agreement is required for each Vestry member to be removed.
 - (iv) If removal is effected at a meeting, any vacancies created thereby shall be filled by the members at the same meeting.
- (b) By the Vestry, Rector, and Ecclesiastical Authority
- (i) Any member of the Vestry may be removed from office upon the vote of that number of Vestry members constituting two-thirds (2/3's) of the number of Vestry members established in the Bylaws of the Parish with the consent of the Rector and the consent of the Ecclesiastical Authority.
- (c) A Vestry member who is removed from the Vestry shall not be eligible to stand for reelection until the next annual meeting of the members.
- (d) Any Vestry member removed from office shall turn over to the Vestry within 72 hours any and all records of the Vestry in his/her possession.

ARTICLE VI: OFFICERS

- Section 1. **President** The Rector shall be ex-officio president of the Vestry and shall have the right to vote at all times.
- Section 2. **Wardens** At the Organizational Meeting of the Vestry following the Annual Meeting of the Church, the Rector shall appoint one member of the Vestry to serve as Senior Warden. The Vestry shall elect one member of the Vestry to serve as the Junior Warden.
- Section 3. **Secretary and Treasurer** The Vestry, at the Organizational Meeting following the Annual Meeting of the Church, shall elect from the Church's membership a Secretary and a Treasurer. Assistant Secretaries and Assistant Treasurers may be appointed by the Vestry.

ARTICLE VII: VESTRY MEETINGS

- Section 1. **Organizational Meeting** The Organizational Meeting of the Vestry shall be held as soon as possible following the Annual Meeting of the Parish.
- Section 2. **Regular Meetings** Regular Meetings of the Vestry shall be held at times and dates

agreed on by the Rector and the Vestry.

Section 3. **Electronic Participation** When need arises, it shall be permissible for vestry members to participate in vestry meetings via electronic means as technology allows. Such participation shall be considered full participation for purposes of quorum, voting and attendance.

Section 4. **Electronic Voting** When a vestry decision on a matter is needed between regular meetings and the issue under consideration does not require a special meeting, electronic voting shall be permitted. The Rector; or, in the absence of the Rector, by the Senior Warden; and at least one other voting member of the Vestry must agree to electronic voting. The Rector; or, in the absence of the Rector, by the Senior Warden; shall distribute to the vestry all relevant information, including the actual resolution to be voted on. The Secretary of the vestry shall receive and count the votes. A majority of all vestry members shall be required for the motion to pass.

Section 5. **Special Meetings** Upon reasonable notice, special meetings may be held on call of the Rector; or, in the absence of the Rector, by the Senior Warden; or at the request of two or more members of the Vestry. The Bishop has the discretion to call a meeting of the Vestry and preside at such meeting.

Section 6. **Quorum** A quorum for the conduct of official business shall consist of a majority of the members of the Vestry.

ARTICLE VII: AMENDMENTS

These by-laws, after approval by the Vestry, may be amended or repealed by a majority of the electors present and entitled to vote at any Annual Meeting or Special Meeting, provided that notice of such meeting and proposed amendments or repeal of the by-laws has been sent to qualified electors not less than two (2) weeks prior to the Meeting. Amended by-laws must be approved by the Bishop prior to their taking effect.

Date adopted or last amended _____

Date approved by the Bishop _____

The Right Reverend Gregory O. Brewer
Bishop of Central Florida