

By-Laws of the Anglican Church of Livonia

Article I. PURPOSE

The Church does, by the adoption of these Bylaws, acknowledge and accept the historic Christian faith, doctrine, discipline and worship of God, Father, Son and Holy Spirit, as set forth in the Solemn Declaration of Principles governing the Anglican Mission in America.

The Church does, by adoption of these Bylaws, join with and come alongside the Anglican Mission in America in its purpose and mission as contained in the Mission and Purpose Statements: “To glorify God and to serve, grow and multiply local churches that love Jesus Christ and reach the world He died to save by building an alliance of congregations in America which are committed to gathering, planting and serving dynamic churches in the Anglican tradition.” We acknowledge, with the Anglican Mission, that we are “united in the essentials of the Christian Faith, obedient to Jesus Christ as the unique Son of God Who through His sacrificial death and resurrection provides the only way to the Father and diversified in the expression of the Faith -- evangelical, catholic, and charismatic -- as three streams flowing as one river in Jesus Christ ... to reach the world in Jesus' Name through evangelism, discipleship and service.”

Article II. MEMBERSHIP

A “member of the Church” must:

- (a) be baptized in the Name of God the Father, Son and Holy Spirit,
- (b) be 16 years of age or older
- (c) be recognized by the senior ordained clergy person of the Church (hereinafter, the “Rector”), and Warden(s) of the Vestry as a regular attendee at services, and
- (d) be a regular contributor to the finances of the Church.

Article III. ANNUAL CHURCH MEETING

Section 1. A meeting of the Church shall be held annually, after notice thereof is given by the Rector or Assistant Clergy or by one of the Wardens of the Vestry at all public worship services on the two (2) Sundays immediately preceding such Annual Meeting. The Annual Church Meeting will be held at a time and place to be fixed by the Vestry during January of each year. Further, written notice thereof shall be printed in the bulletin at least two weeks before the Annual Meeting. The purpose of the Annual Church Meeting shall be the election of members of the Vestry to succeed those retiring from such position of service and such other business as may properly come before the Annual Church Meeting.

Section 2. The minimum number of Members of the Church assembled after notice given as in Section 1 above that shall constitute a quorum shall be 10.

Section 3. At the Annual Church Meeting or any duly called special meeting of the Church, all Members of the Church who are physically present at such meeting shall be entitled to seat, voice and vote on all matters that properly come before said meeting for a vote. No absentee voting is permitted.

Section 4. Officers of a Church Meeting shall include at least the following:

(a) The Rector shall preside at the annual or any Special Meeting as Chairperson. In the case of a vacancy or in the absence of the Rector, then the Senior Warden of the Vestry shall be Chairperson. In the case that neither the Rector nor the Senior Warden of the Vestry is present, then the Junior Warden of the Vestry shall be Chairperson. In case none of these officers is present, the meeting shall elect its own Chairperson by simple majority.

(b) The Secretary (or Clerk) of the Vestry shall be Secretary of any such meeting. In the absence of the Secretary (or Clerk) of the Vestry, the Chairperson shall appoint a Secretary of the meeting. The Secretary of such meeting shall keep the minutes of the meeting.

Section 5. Special Meetings of the Church may be called by the Rector, by both Wardens of the Vestry acting jointly, or by any three (3) other members of the Vestry. Notice shall be given as stated in Section 3.1 above and such notice shall include the purpose or purposes of the Special Meeting. The provisions regarding the qualification of voters for the Annual Church Meeting shall be applicable to any such Special Meeting.

Article IV. ELECTION OF THE VESTRY

Section 1. The Vestry shall consist of nine (9) members, divided into three classes, who shall each to serve for a term of three years on a rotating basis once the initial composition of the Vestry has been constituted. At each Annual Meeting, all vacancies in the Vestry shall be filled by the election in the manner hereinafter provided. No member of the Vestry who has served two full, regular terms may begin to serve another regular term or the unexpired portion of someone else's term until one (1) year following the expiration of such second term. In the interest of distributing representation as widely as possible throughout the parish, no more than one member of an immediate family may serve on the same Vestry. The person must also be available to attend Vestry meetings. It is expected that a Vestry member who anticipates an absence will inform the Rector or a Warden prior to any scheduled or special meeting. Absences to the extent of three (3) in any year will be cause for the chair to counsel the Vestry member in question regarding the advisability of resignation.

Section 2. The outgoing members of the Vestry and the Rector shall serve as the Nominating Group for the ensuing election of new members of the Vestry at the forthcoming Annual Meeting. The Rector shall appoint the Chairperson of the Nominating Group.

Section 3. The Nominating Group shall meet (a) at least thirty (30) days preceding the Annual Meeting at a time agreeable to the members thereof to receive nominations, and (b) to consider members for nomination to the Vestry to be presented at the forthcoming Annual Meeting. At least twenty (20) days prior to the Annual Meeting, such Nominating Group shall present its recommendations in writing to the Members of the Church. The Nominating group shall present at

least one nominee for each vacancy to be filled. The members of the Church may nominate others pursuant to Section 4.4 below.

Section 4. Members of the Church may nominate potential candidates for election to the Vestry in writing addressed to the Secretary or Clerk of the Vestry and submitted at least one week prior to said Annual Meeting; provided however, that all such nominations must be seconded, in writing, by another Member of the Church.

Section 5. Only persons nominated, as specified above, shall be eligible to be elected at the forthcoming Annual Meeting.

Section 6. The retiring Vestry members not candidates for re-election shall also serve as tellers for the election.

Section 7. Election to the Vestry shall be by secret written ballot unless unanimously waived by all Members of the Church present at any such meeting.

Section 8. A majority of all votes cast shall be necessary to elect. Every ballot to be valid must contain a vote for each position vacant. If after the second ballot, the new Vestry members have not been elected, the nominees shall be reduced to twice the number of remaining vacancies using the top nominees. Any succeeding ballots shall follow the same procedure.

Section 9. The ballot count shall not be announced though the order of votes may be announced, if requested.

Section 10. No person shall be presented to the Annual Parish Meeting for election to the Vestry unless such person is a Member of the Parish and shall have previously given consent to place his or her name for nomination.

Section 11. If a vacancy occurs in the Vestry, the Vestry shall at one of its meetings select a Member of the Church, to serve the unexpired term. The affirmative vote of a majority of all members of the Vestry shall be necessary to select a person to fill such a vacancy. The Vestry may consider the person receiving the most votes but not selected in the final ballot at last Annual Meeting.

Article V. THE VESTRY

Section 1. The Vestry shall be constituted as described in Section 4.1 above. Each member of the Vestry shall be entitled to one vote on matters that come before the body.

Section 2. The Rector shall be entitled to one vote only to break a tie on matters which come before the Vestry.

Section 3. Regular meetings of the Vestry shall be held once in every month, as needed. Other meetings of the Vestry, if it so directs by Resolution duly adopted, may be added or omitted as warranted by the circumstances in the discretion of the Vestry.

Section 4. Special Meetings. Meetings of the Vestry may be called by the Rector by giving notice thereof at any regular service on Sunday, or they may be called by the Rector or by one-third of the Vestry members by giving notice personally or by mail/email to the Rector and to all the members of the Vestry.

Section 5. At all regular or special meetings of the Vestry, unless it be herein otherwise provided, a majority of the Vestry shall constitute a quorum for the transaction of business; provided, however, that a smaller number may meet and adjourn to such other time and place as they may deem advisable until a quorum is obtained.

Section 6. The Rector shall preside at all meetings of the Vestry. In the absence of the Rector, the Senior Warden of the Vestry, or in his or her absence, the Junior Warden of the Vestry, shall preside.

Section 7. Deliberative and prayerful discussions are encouraged within the Vestry without rigid resort to parliamentary procedures. However, those rules and procedures contained in the current edition of Robert's Rules of Order Newly Revised shall govern, if necessary, in all cases in which they are consistent with these Bylaws or any special rules as may be adopted.

Section 8. The organizational meeting of the Vestry shall be convened by the Rector within three (3) weeks of the Annual Church Meeting. At such meeting, the Rector shall appoint the Senior Warden of the Vestry from its membership with the approval of a majority of the Vestry. The Vestry shall elect the Junior Warden from its own members. The Vestry shall also select a Secretary or Clerk, a Treasurer and, if necessary, an Assistant Treasurer and such other officers as the Vestry deems necessary to fulfill the mission and purposes of the Church.

Section 9. The Rector shall have the authority to establish any committees or organizations within the Church, which he deems necessary. He shall also have the right to name the officers of such committees. If approved by the Rector any committee may establish its own By-Laws providing they are not inconsistent with the By-Laws of the Church.

Section 10. The officers of the Vestry shall be appointed or selected for a specific term as agreed by the Vestry. They shall be eligible to succeed themselves in office as determined by the Vestry in accordance with the provisions of these Bylaws.

Section 11. All clergy persons of the Parish other than the Rector, and who are under the authority of the Rector, shall be non-voting members of the Vestry.

Article VI. DUTIES OF THE VESTRY

Section 1. It shall be the duty of the Vestry to be responsible for at least the following:

- (a) the financial affairs of the Church are administered faithfully;
- (b) the property of the Church is maintained;
- (c) the salary of the Rector, other clergy and lay staff is paid regularly;
- (d) provision is made for payment of the current expenses of the Church;
- (e) compliance with the foundational principle of 10% giving to the Anglican Mission in America; and
- (f) such duties as may be assigned to members of the Vestry from time to time are appropriate.

Section 2. It is desirable that the Vestry be involved in the spiritual direction and leadership of the Church under the Rector.

Section 3. At the close of each fiscal year, the Vestry shall make arrangements to have the Treasurer's books of account reviewed and/or audited by a Certified Public Accountant or other qualified person or persons, as required in the Statement of Understanding with the Anglican Mission in America.

Section 4. The Rector, the Senior and Junior Wardens of the Vestry and members of the Vestry shall have authority to appoint such agents or representatives as may from time to time be deemed advisable to help carry out the responsibilities of the body, or the Vestry may delegate such authority to the Rector alone. The Rector shall have authority to engage the services of all members of the Church staff, lay and clerical, including church worship musicians and shall have any terms of such employment reduced to writing.

Section 5. The Vestry shall not mortgage, encumber or convey any part of the real estate of this Church without the concurring affirmative vote of three-fourths (3/4) of all the members of the Vestry; provided, however, that no real estate held or owned by this Church shall be alienated or encumbered without the approval of 70% of the Members of the Church present at the meeting to discuss the proposal.

Article VII. ELECTION OF A RECTOR

Section 1. The following process will be followed.

(a) When a Church desires to call a Rector, it is to consider a list of suggested candidates proposed by the Bishop of the Church. (A Church within the Anglican Mission in America may not call a Rector until such time as it has come under the oversight of a Bishop). The suggestions of the Bishop are to be considered along with or in addition to any names from the members of the congregation of the Church. The Vestry of the Church may reject all of the suggested names from the Bishop after considering them in good faith; if so and after notifying the Bishop with an explanation for not pursuing any of the suggested names provided by the Bishop, the Vestry may proceed to consider other names.

(b) The Vestry's final choice must be communicated to the Bishop in writing together with documentation evidencing the qualifications of the candidate. The Bishop will have at least seven (7) days and up to thirty (30) days to respond. The Bishop has the option of approving or rejecting the proposed candidate. If the candidate is rejected, the Vestry may proceed to consider other candidates.

(c) If the Bishop and the Vestry cannot resolve their differences over the selection of the Rector, then the matter is to be taken to the National Leadership Council which will consider the facts from all concerned parties and recommend a course of action. A Bishop will then consult with the Vestry to resolve the issue in a satisfactory manner.

Section 2. The Rector of a Church must be elected by the affirmative votes of two-thirds of the Vestry and by a recorded vote. The notice for the meeting of the Vestry at which such election is to transpire must express such intention.

Section 3. The call of the Rector shall be in writing in a letter of agreement between the Rector and the Vestry and must clearly express the job description and any special conditions together with the understandings as to salary and benefits, including vacation and other time off. The salary and benefits may be increased or diminished, as the parties may from time to time agree.

Section 4. The Rector by virtue of his office has the exclusive charge and care of all the spiritual concerns, worship, music and liturgical observances of the church, subject and answerable to the Bishop and in collaboration with the Vestry of the Church. The Rector is the ex-officio presiding officer of the Vestry and is entitled to speak on all questions before the Vestry, including matters arising in executive session. The Rector may call meetings of the Vestry and Church as he deems proper. The Rector must call a meeting of the Vestry when requested to do so by a majority of the members thereof.

Section 5. The Vestry shall be the agents and legal representatives of the Church in all matters concerning corporate property.

Section 6. When, in the judgment of the Bishop of the Church, it shall appear (1) that there are grounds for believing that the relationship between a Rector and a Church is such that it may not be in the best interest of the Church that such person continue to perform such duties or (2) that there may be grounds for believing that the relations between a Rector and a Church are such that Rector is prevented from performing ecclesiastical and other duties in a manner which is in the best interest of the Church, the bishop shall first counsel with the member of the Rector in that Church, and thereafter shall counsel with the Vestry or Rector, as appropriate, and attempt to resolve the matter. Failing this, the Bishop, or the Vestry, or the Rector may take the matter to the National Leadership Council which shall consider the facts, call for any records deemed necessary, and recommend a course of action.

Article VIII. LIABILITY AND INDEMNIFICATION

Section 1. Except for responsibility or liability of a member of the Vestry pursuant to any criminal statute or for payment of taxes pursuant to local, state or Federal law, a member of the Vestry shall not be personally liable for monetary damages for any action taken or any failure to take any action unless (a) such member has breached or failed to perform his or her fiduciary duties and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Section 2. Each person who was or is a party or is threatened to be made a party to any action, suit or proceeding, including actions by or in the right of the Church, by reason of the fact that he or she is or was a member of the Vestry, officer, employee or agent of the Church, or is or was serving at the request of the Church as a member of the Vestry, officer, employee or agent of another entity shall be indemnified by the Church against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by or imposed upon him or her in connection with such action, suit or proceeding; provided however, that the Church shall not indemnify any such person where the act or failure to act giving rise to the claim for indemnification is determined by the court to have constituted willful misconduct or recklessness and, with respect to any criminal action or proceeding, unless such person had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by the judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person is not entitled to indemnification under this Section, or with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 3. No amendment or repeal of this Article shall adversely affect any right or protection extended to a member of the Vestry, officer, employee or agent hereunder for an act or failure to act occurring prior to the time of such amendment or repeal. Each Vestry member, officer, employee and agent shall be deemed to act in such capacity in reliance upon the rights of indemnification, and advancement of expenses hereunder shall continue as to a person who has ceased to be a Vestry member, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Article IX. MANNER OF AMENDMENT

These Bylaws may be altered or amended only in the following manner:

(a) The amendments shall first be proposed in writing at a regular meeting of the Vestry;

(b) Any amendment must be approved by two-thirds of the full membership of the Vestry; and

(c) Any amendment made shall be in effect immediately but subject to review and approval at the next Annual or Special Meeting. Any amendment must be approved by a two-thirds vote of members present at any regular or special parish meeting.

Adopted 8/2/2006; Amended 9/13/2006