

**BY-LAWS
OF
CHRIST EPISCOPAL CHURCH**

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**THE BY-LAWS
OF
CHRIST EPISCOPAL CHURCH**

ARTICLE I

Name and Status

Section 1.1. Name: The name of the Church shall be Christ Episcopal Church (Christ Church," the"Church," or the "Parish"). The designation "Episcopal" may be used as part of the official name on printed material or as otherwise needed for clarification that Christ Church is a member of the Diocese of East Carolina of the Episcopal Church of the United States of America ("ECUSA").

Section 1.2. Address: The principal place for the transaction of administrative business shall be the Parish office, 320 Pollock Street, New Bern, North Carolina, the mailing address of which is currently P.O. Box 1246, New Bern, North Carolina 28563, but subject to change by the USPS.

Section 1.3. Legal Counsel: Legal Counsel shall be as designated by the Vestry from time to time.

Section 1.4. Tax Status: Christ Church, as a recognized, established church, is and operates as a qualified charitable organization under the laws of the United States of America and the State of North Carolina.

ARTICLE II

Vision/ Mission Statement

Section 2.1. Vision Statement: To be a church that loves the way God loves

Section 2.2. Mission Statement: The mission of Christ Episcopal Church is to welcome and inspire all people to faith, hope and spiritual growth through worship, Christian fellowship, and service to one another and to the community beyond.

ARTICLE III

Membership

Section 3.1. Enrolled Members: All persons who received the Sacrament of Holy Baptism with water in the name of the Father, and of the Son, and of the Holy Spirit, whether in this Church or in another Christian Church, and whose baptisms have been duly recorded in this Church (i.e. transferred), are enrolled members thereof.

Section 3.2. Members in Good Standing: A member/communicant in good standing is one who has taken Communion at least three (3) times during the past year and who is involved in the life and ministry of the Parish.

ARTICLE IV

Parish Meetings

Section 4.1. Annual Meeting: There shall be an annual meeting (“the Annual Meeting”) of members in good standing of the Parish held between November 1st and December 15th at the time and place to be determined by the Vestry, upon not less than two weeks written notice thereof. At this and other meetings of the parish, the Rector shall preside, or in the Rector’s absence, the Senior Warden, or in the Senior Warden’s absence, the Junior Warden shall preside.

Section 4.1. Conduct of Business: The Annual Meeting shall be for the purpose of electing members of the Vestry, for receiving Parish reports, and for transacting such other business as may be properly brought before the Parish.

Section 4.3. Quorum: A quorum for the transaction of business at any meeting of the Parish shall consist of ten percent (10%) of the adult (16 years of age and over) Members in Good Standing, as reported in the previous year’s Annual Parish Report.

Section 4.4. Special Meetings: Special Parish meetings may be called at any time at the request of the Rector, or of fifteen percent (15%) of the adult (16 years of age and over) Members in Good Standing (as constituted below in 5.1) as reported in the previous year’s Annual Parish Report, or a majority of the Vestry, and upon at least one week’s written notice thereof, the method of notice shall be determined by the Vestry.

ARTICLE V

Elections

Section 5.1. Eligibility to Vote: Christ Church adheres to the Constitution and Canons of the Diocese of East Carolina which currently define eligibility for voting as follows: One must be an enrolled, baptized, confirmed communicant in good standing of Christ Church which is sixteen (16) years old or older. In the event that this definition is changed by the Diocese, our definition shall automatically change to conform.

Section 5.2. Elections: Elections shall be by written ballot of those members eligible to vote when present at the annual meeting of the parish. Proxy votes and absentee votes shall not be permitted.

Section 5.3. Election of the Vestry: Election to the Vestry shall be by a plurality of the votes cast at the Annual Meeting. Election results shall be determined by listing all candidates starting with the most votes and continuing in descending order of number of votes received until all Vestry openings are filled.

Section 5.4. Validity of Ballot: A valid ballot will be a written, secret ballot that consists of no more and no less than the number of Vestry seats open, with no more than one vote per nominee.

Section 5.5. Term: Members of the Vestry shall be elected for a term of three (3) years, and such terms shall be staggered so that four (4) members of the Vestry shall retire and four (4) members shall be elected each year. A member of the Vestry, having completed a three (3) year term, may be reelected to the Vestry only after an absence of two (2) years. The eligible parishioner who fills an unexpired term by appointment will be eligible for election to a full term at the conclusion of the appointed term.

Section 5.6. Election Committee: There shall be an Election Committee consisting of the members of the Vestry whose terms are expiring. The Election Committee shall oversee all aspects of the election, including nominations.

Section 5.7. Nominations: Each Vestry Commission shall appoint at its September meeting one of its members on the Vestry Nominating Committee. At least forty-five (45) days prior to the Annual Meeting, the Nominating Committee shall begin its work. Twenty-eight (28) days prior to the Annual Meeting, the Nominating Committee shall present six (6) names to the Parish. These names shall be published in the CROWN. Twenty-one (21) days prior to the Annual Meeting a Special Meeting of the Parish shall be called for the sole purpose of receiving nominations from the congregation, all nominations from the congregation must be made at this time. All nominations must be made and seconded to be valid, and each nominee must agree prior to nomination. At the discretion of the Vestry, nominees will be asked to submit a photograph and a brief statement reflecting their reasons for being willing to serve on the Vestry. The Election Committee will make these available to the Parish at least fourteen (14) days prior to the Annual Meeting.

Section 5.8. Election of Diocesan Delegates: Delegates and Alternates to the Diocesan Convention shall be elected by the Vestry, with Delegates elected for three (3) year staggered terms and Alternates for one (1) year terms. Thirty (30) days prior to such election, the Vestry shall provide the members of the Parish an opportunity to express, in writing, their interest in being considered by the Vestry as a Delegate or Alternate to the Diocesan Convention. Duly elected Delegates and Alternates shall represent the Parish at the ensuing Diocesan Convention and at any special Diocesan Convention, unless provided otherwise by the Diocese, and shall serve until their successors are elected. Delegates may serve one (1) term of no longer than three (3) consecutive years, and they may then be reelected after an absence of two (2) years. Alternates may be reelected without limits as the terms. The Vestry shall determine the initial schedule for staggered terms of Delegates.

ARTICLE VI

Vestry

Section 6.1. Composition: The Vestry shall consist of twelve (12) members, and the Rector, if there be one. The Wardens shall be elected annually from the Vestry, with the Senior Warden nominated by the Rector and elected by the Vestry. The Junior Warden and any other Officers shall be nominated by a committee within the Vestry assigned by the Vestry and shall then be elected by the Vestry.

Section 6.2. Eligibility for Election to the Vestry: Only enrolled Confirmed Members in Good Standing sixteen years old or older are eligible for election to the Vestry.

Section 6.3. Vacancy: After an Annual Meeting, should a vacancy occur in the Vestry for any cause, the Vestry shall appoint an eligible Parishioner (see 6.2 above) to fill the vacancy for the remainder of that vacant seat's term. Consideration shall be given to the next candidate in plurality in the most recent election held. If the vacancy occurs within 3 months of the next Annual Meeting, the vacancy will remain and the vacancy filled by election at the next Annual Meeting.

Section 6.4. Absence: Any member of the Vestry who shall be absent from as many as three (3) consecutive meetings during a calendar year, shall be subject to dismissal therefrom, unless specific exception be made by a majority of the Vestry.

Section 6.5. Authority: The Vestry shall be the authorized agents of Christ Episcopal Church for the purpose of conducting church business, and shall be charged with the supervision of its temporal affairs, as specified in the Canons of the Diocese of East Carolina. The Vestry shall be responsible for all financial activities of the Church, exercising reasonable fiscal management of the Church's financial resource, as well as other property and assets. Distribution of all revenues and income of the Church are the responsibility of the Treasurer and shall be carried out in the manner and for the purposes for which funds or property may be given. The Clergy of Christ Church shall be given the privilege of managing discretionary monies made available to them to be distributed by them to such persons and/or organizations that they deem deserving. Such funds should be audited annually in compliance with Diocesan policy

Section 6.6. Compensation: No member of the Vestry except the Rector shall hold any parochial office to which a salary is attached.

Section 6.7. Election of Vestry Officials: At its first meeting each year, the Vestry shall elect the following officials for a one (1) year term.

- a) Secretary/Clerk to the Vestry- The Secretary to the Vestry, whom the Vestry shall elect from among its members, shall be responsible for the keeping of records of the Minutes of every Vestry meeting and of each Parish meeting, and shall perform other duties as specified by the Canons. The Vestry shall annually elect a Clerk, who is not required to be a member of the Vestry to work with the Secretary and attend all meetings of the Vestry and provide monthly and annual reports (minutes) of such meetings.
- b) Treasurer-The Vestry shall appoint a member of the parish in good standing and not on the Vestry, to be the Treasurer of the Church. The Treasurer will maintain, or cause to be maintained, a record of the receipt, care and disbursement of funds. This record shall be reviewed annually by an objective financial professional who meets the requirements of the Diocese of East Carolina. The financial records and operations of the Church shall be audited by an independent CPA firm at least once every three years. The Treasurer may request, with approval of the Vestry, that the Chief Financial Officer of the Parish, if there be one, attend all meetings of the Vestry and provide monthly and annual reports on Parish Finances.

Section 6.8. Vestry Meetings: The Vestry shall meet at least monthly at a regular day and time to be determined by its members; except, however that during the months of June, July and August, the Vestry shall have the option to cancel such meetings at its discretion. Special meetings of the Vestry may be called at any time at the request of the Rector or of two (2) or more of its members. Due notice of all meetings must be given in writing, by telephone, or by electronic communication. At any meeting of the Vestry, a quorum of seven (7) members shall be required for the transaction of official business. At all meetings of the Vestry the Rector shall preside, or if the Rector is absent or if there be no Rector, the Senior Warden, or in the Senior Warden's absence, the Junior

Warden shall preside. Only the Rector and elected Vestry members shall have voice and vote at Vestry meetings. Members of the Parish and/or staff may have voice at Vestry meetings at the pleasure of the Rector and the Vestry, jointly.

Section 6.9. Commissioning: The Vestry shall qualify annually during a worship service in the Church or during a regular Vestry meeting by being commissioned as prescribed by the National Church to be administered by the Rector or by a Warden acting for the Rector.

Section 6.10. Finance Committee: At its first meeting each year, the Vestry shall elect a Finance Committee.

- a) Composition. The Finance Committee shall consist of nine voting members. The Treasurer, upon election by the Vestry, will automatically be a member of the Finance Committee and shall serve on the Finance Committee only during the period of his/her office as Treasurer. The Finance Committee shall consist of the Treasurer, the Senior Warden, a Vestry member (appointed annually), and six remaining members.
- b) Eligibility and Term of Remaining Members. The six (6) remaining members of the Finance Committee shall not be members of the Vestry. The six (6) remaining members of the Finance Committee shall be nominated by members of the Vestry, and shall then be elected by the Vestry. The six (6) remaining members of the Finance Committee shall be elected for a term of three (3) years, and such terms shall be staggered so that two (2) remaining members of the Finance Committee shall be elected each year. A remaining member of the Finance Committee having completed a three (3) year term may be reelected to the Finance Committee for only one additional term. A member who has served two terms may be elected to the Finance Committee only after an absence of two (2) years. The eligible parishioner who fills an unexpired term by appointment will be eligible for election to a full term at the conclusion of the appointed term. A former Treasurer, who is not on the Vestry, may be elected as a remaining member of the Finance Committee.

ARTICLE VII

Clergy

Section 7.1. Authority of Rector: The authority of and responsibility for the conduct of worship and the spiritual jurisdiction of the Parish is vested in the Rector, subject to the Rubrics of the Book of Common prayer, the Constitution and Canons of the Church, and the pastoral direction of the Bishop. All assistant clergy, and other employees of the Parish, by whatever title they may be designated, are to be selected by the Rector, with the approval of the Vestry, and shall serve under the direction and authority of the Rector. The compensation of the Rector, all assistant clergy, and other employees of the Parish shall be determined by the Vestry. Each assisting member of the clergy and all other Parish employees shall serve at the discretion of the Rector. When the Parish is without a Rector, the Vestry may request that assisting clergy and other Parish employees continue to serve the Parish until the new Rector's staff is selected. These same assisting clergy and Parish staff members may continue to serve the Parish at the discretion of the new Rector when he or she is called.

Section 7.2. Term: The Rector shall have canonical tenure and shall serve or continue to serve as Rector in accordance with the provision of the Diocesan Canons and Bylaws and the Constitution and Canons of the National Church.

Section 7.3. Use of Church Property: For the purposes of the Rector's office and for the full and free discharge of all functions and duties pertaining thereto, the Rector shall at all times, be entitled to the use and control of the Church and Parish buildings with equipment and accessories and furniture thereof.

Section 7.4. Vacancy: When the Parish is without a Rector, it shall be the duty of the Senior Warden to notify the Bishop of this fact, and it shall be the duty of the Vestry to elect and invite a Rector, but not without due regard to the ascertained wishes of the Parish and the approval of the Bishop.

Section 7.5. Perquisites: The member of the Clergy who performs any service, for which a perquisite is allowed, shall in all cases be entitled to the fee or compensation therefrom, unless such perquisites are commuted.

ARTICLE VIII

Churchyard

Section 8.1. No monument, head or foot stone, cradle or other stonework around the churchyard shall be erected or altered without approval of the Vestry.

Section 8.2. No monument shall be erected on the inside or on the outside walls of the church without the approval of the Vestry.

Section 8.3. The "Policy, Rules, and Regulations Governing Burial in the Christ Episcopal Churchyard", are incorporated herein in their entirety, and are attached hereto as Exhibit "A".

ARTICLE IX

Property

Section 9.1. No Church property of historical significance or exceptional value shall be removed from Church premises without the approval of the Vestry.

ARTICLE X

Historian

Section 10.1. The Historian shall serve as custodian of historical documents and artifacts belonging to the Church and shall represent the Church when historical information is requested. The Historian shall compile an inventory of significant pieces of personal property of historical importance belonging to the Church wherever located and shall submit annually to the Vestry an updated inventory prior to the Annual Meeting. The Historian shall update memorial gifts made to the Church.

ARTICLE XI

Special Funds

Section 11.1. Memorial Fund: The Christ Episcopal Church Memorial Fund receives and manages memorial gifts made to the Church. The Fund is managed by four (4) Trustees, appointed by the Rector, whose identities shall remain confidential, and who shall serve a four (4) year term, with a limit of two (2) successive terms. The Trustees shall serve staggered terms, with one (1) Trustee being up for reappointment each year. A Memorial Fund report shall be made to the Vestry quarterly and to the Parish annually at the Annual Meeting as to the amount of monies in the Fund and the manner in which the monies in the Fund have been distributed.

Section 11.2. Christ Episcopal Church Trust: The Christ Episcopal Church Trust, which was established in 1975 by specific legal instrument, exists exclusively for charitable, religious, and educational purposes; for the benefit, development, expansion, and maintenance of the work of the Church; and for missions, projects, or charities, all selected by the Board of Trustees. The Board of Trustees consists of five (5) members; the Rector of Christ Episcopal Church and four (4) members of the Parish selected by the Vestry and nominated by the Board of Trustees—one (1) per year to serve a staggered four (4) year term which expires on December 31. A report shall be made at the Annual Meeting of the Parish.

Section 11.3. The E. K. Bishop Trust: Christ Episcopal Church and First Presbyterian Church serve as custodians of funds from the Bishop Estate which is managed by Branch Banking and Trust Company as Trustee. The funds are made available to the Bishop Home Board as requested for the operation and maintenance of the Bishop Home. Under the terms of Mr. E. K. Bishop's bequest, five (5) Trustees are to be from Christ Episcopal Church, one (1) being the Rector, and three (3) are to be from First Presbyterian Church. The Trustees from Christ Church shall be nominated by the Rector and elected by the Vestry.

Section 11.4. The Bryan Fund: Funds were left by the Hon. Shepard Bryan as an endowment to Christ Episcopal Church. The interest on the endowment goes into a money market account to be used at the discretion of the Vestry for educational, charitable, and religious purposes.

Section 11.5. The Churchyard Fund: The Churchyard Fund consists of monies collected from the sale of burial plots. This money is used for preparing plots. Additional monies will be held in trust for the churchyard upkeep, capital improvements, perpetual care, and maintenance. A Board of Trustees for the Churchyard Fund shall consist of the Rector, the Junior Warden, and Three (3) Trustees elected by the Vestry. All expenditures of Churchyard Funds will be recommended by the Board of Trustees for approval by the Vestry.

Section 11.6. Forbes Account: The Forbes Account arises from the Estate of E. M. Forbes, who was Rector of Christ Church in 1870. His estate is handled by the Diocese of East Carolina, and a percentage of the income is given annually to Christ Church. The money is designated to be used for poor Episcopalians in the Parish. The Vestry has authorized the Rector to use this money at his discretion.

Section 11.7. Dale T. Millns Jr. Scholarship Fund: This fund was established in memory of Dale T. Millns Jr., the income of which shall be used to provide scholarships for persons attending camps, conferences, or other church related meetings at Trinity Center or other locations. The instrument controlling this fund is attached herein as Exhibit "C".

Section 11.8. Christ Episcopal Church Endowment Fund: this fund was established by the Vestry in 2006 to consolidate all the special funds not earning sufficient returns. A rotating Board of Directors oversees the investment of these funds, with the Vestry retaining ultimate control and access to the principal and earnings.

The Fund is divided into several sub-accounts, each of which has a specific purpose to support the work of Christ Episcopal Church.

Section 11.9. General Statement: These funds shall be administered according to the respective legal instruments which established each fund. Appropriate reports will be prepared annually for each fund and will be incorporated in the Annual Report to the Parish at each Annual Meeting.

ARTICLE XII

Amendments

Section 12.1. These Bylaws may be amended by the Vestry upon proposal and discussion and a two thirds (2/3's) majority vote of the entire Vestry at one duly called monthly Vestry meeting; and upon proposal, discussion, and approval by a two-thirds (2/3's) majority vote of the entire Vestry at a second duly called monthly Vestry meeting; the meetings shall be no less than thirty (30) days apart. Written notice and a copy of the proposed change to the Bylaws shall be provided no less than ten (10) days prior to each meeting. Once approved by the procedure in this Section 12.1, the amendment shall be effective as to all Articles and Sections of the Bylaws except any amendment to Article V Elections. Any proposed amendment to Article V Elections, after approval by the Vestry as prescribed in this Section 12.1, shall be submitted to a meeting of the Parish as prescribed in these Bylaws.

Section 12.2. Any changes in the Bylaws relating to Article V Elections shall not become effective until approved by a simple majority of the persons eligible to vote as defined in Section 5.1 of the Bylaws at the first Annual Meeting subsequent to the final approval of the proposed amendment by the Vestry pursuant to Section 12.1, or at a specially called Parish meeting. Written notice together with a copy of the proposed change or including the proposed change shall be given to all persons known by the Vestry to be eligible to vote pursuant to Section 5.1 no less than 10 and no more than 30 calendar days prior to said Parish meeting. The notice shall also include the date, time, and place and purpose of the meeting.

Section 12.3. Bylaws which have been revised shall be preserved in their original form in the archives of the Parish.

ARTICLE XIII

Adoption

Section 13.1 These Bylaws shall be effective upon adoption by the Vestry following the procedures established in Article XII, Section 12.1 on the day of 2017.

Secretary of the Vestry

