

**CONSTITUTION and
AMENDED and RESTATED BYLAWS of
SAINT DAVID’S EPISCOPAL CHURCH, INC.**

**ARTICLE I
ST. DAVID’S EPISCOPAL CHURCH**

Section 1. Authority Acknowledged

The principal office of St. David’s Episcopal Church, Inc. (hereinafter also referred to as the Church, Corporation, or Parish) is located at 1015 Old Roswell Road, Roswell, Fulton County, Georgia 30076. The Church is a constituent part of the Diocese of Atlanta of The Episcopal Church in the United States of America (hereinafter also referred to as the Diocese), and accedes to the doctrine, discipline, and worship of the Constitution and Canons of The Episcopal Church in the United States of America (hereinafter also referred to as the ECUSA) and those of the Diocese and acknowledges their authority.

Section 2. Purposes

The objectives of the Church shall be to expand the Kingdom of God, to teach the Holy Scriptures as contained in any version of the Holy Bible recognized by the Canons of the ECUSA; to preach the Gospel according to the life and teaching of Our Lord and Savior, Jesus Christ, the only Son of God; and to administer the Sacraments and other Rites and Ceremonies of The Episcopal Church in the manner prescribed by the Constitutions and Canons of the ECUSA and the Diocese (hereinafter also referred to collectively as the Canons). The Corporation is established as a non-profit corporation and a charitable organization under Section 501(c) (3) of the United States Internal Revenue Code.

**ARTICLE II
VOTING MEMBERSHIP**

Section 1. Membership in the Parish

The members of St. David’s Episcopal Church (hereinafter also referred to as the Members) include all persons who have 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 the Episcopal Church or in another Christian church, and whose Baptisms have been duly recorded in the Parish Register for the Parish.

Section 2. Voting Eligibility

Those eligible to vote in the Parish (hereinafter also referred to the Eligible Voting Members) shall be all confirmed communicants in good standing of the Parish, not less than sixteen (16) years of age, who have been faithful in corporate worship, unless for good cause

prevented and who have within the past twelve (12) months regularly contributed to the financial support of the Parish, whether personally or as a family member. Prior to the Annual Parish Meeting (as defined below in Article III, Section 1), a list of the Eligible Voting Members shall be made available to the Parishioners in written form and by posting on the Church Internet site. The Vestry has the authority to create an election commission to oversee eligibility decisions. Before voting proceeds, any question concerning a person's eligibility for voting shall be decided by the Rector or the Election Commission and such decision shall be final for the purposes of that meeting.

ARTICLE III MEETINGS OF THE PARISH

Section 1. Annual Parish Meeting

The Annual Parish Meeting of the Members of the Church (hereinafter also referred to as the Congregation) shall be held no earlier than November 1st and no later than December 15th, unless otherwise designated by the Vestry, at St. David's Episcopal Church in Roswell, Georgia, for the purpose of conducting such business as may be properly brought before it.

Section 2. Special Meeting

A Special Meeting of the Members (hereinafter also referred to as a Special Meeting) may be called at any time by the Rector or the Senior Warden or the Vestry by majority vote. The only business that may be transacted in a Special Meeting is such business as has been specified in the notice of the meeting.

Section 3. Required Vote

All elections and other matters voted upon at Parish Meetings shall be decided by a majority of the qualified voters present. Each qualified voter shall have one vote. Voting rights shall not be delegated to another and there shall be no proxy votes.

Section 4. Notice

Written notice of the Annual Parish Meeting shall be given to the Congregation no later than fourteen (14) days prior to the meeting date. Written notice of a special meeting of the Parish shall be given to the Congregation no later than fourteen (14) days prior to the meeting date. Notice shall include the purpose of the meeting. Publication in the Church newsletter, *The Illumination*, the Church Internet site, and in the service leaflet shall constitute such written notice.

Section 5. Quorum

Those voters so qualified and being present at the Annual Parish Meeting or a Special Meeting shall constitute a quorum.

Section 6. Presiding Officer

The Rector or, in the Rector's absence, the Senior Warden shall preside at a Parish Meeting. The Rector, if present, may appoint a Warden or other Vestry member to preside for all or a portion of the meeting in his or her stead.

Section 7. Rules of Procedure

The latest edition of *Robert's Rules of Order* shall govern all matters of parliamentary procedure not governed by the Canons or these Bylaws.

ARTICLE IV RECTOR

Section 1. General

The Rector shall have had Episcopal ordination, be in good standing with the ECUSA and be elected by a two-thirds (2/3) majority vote of the Vestry, subject to approval by the Bishop of the Diocese or in the Bishop's absence, the Ecclesiastical Authority of the Diocese.

Section 2. Authority of the Rector

The Rector shall have authority for spiritual matters of the Parish, including but not limited to specific responsibility for worship, direction of classes for religious instructions, preparing persons for baptism, confirmation, and Holy Matrimony, and instructing all persons concerning Christian stewardship. The Rector shall have authority to select and direct any assistant clergy, who serve at the Rector's discretion. The Rector shall have final authority for personnel management, including selection, supervision, direction, discipline, and termination, of all employees of the Parish. The Rector shall have specific authority for the use of Parish property and furnishings.

Section 3. Implementation of Policy

The Rector has general responsibility for administrative implementation of decisions and policies legislated or mandated by ECUSA, the Diocese, the Vestry, and the Congregation.

Section 4. Clergy Discretionary Funds

The Rector shall administer the Almoner's Funds, generally known as Clergy Discretionary Funds, which are to be applied to pious and charitable uses and professional, educational and religious and similar needs. The Rector may grant assistant clergy permission to expend monies from the discretionary funds for appropriate uses. Discretionary Funds shall not be used for payments for anything that personally benefits the authorized clergy. If any portion

of a discretionary fund is used for personal use, that portion will be added to taxable income of the individual receiving the benefit.

All clerics shall maintain an accounting record of his or her Clergy Discretionary Funds which shall include an itemization of receipts of funds, disbursements of funds, recipients of disbursements, and the purpose of disbursements. The accounting record of each cleric shall be presented for semi-annual review to the Steward of the Alms (see Article VI, Section 4).

All Clergy Discretionary Funds are classified as temporarily restricted funds of the Congregation and, as such, these funds are subject to review, even if they are kept in a separate checking account. All checking accounts for clergy discretionary funds must be approved by the Vestry, and be opened using the Congregation's Federal Employer's Identification Number. The bank accounts must be in the name of the Congregation and not that of the individual member of the clergy. The co-mingling of personal funds of any kind with discretionary funds is always improper. Monthly bank statements are to be mailed directly to the Church Financial Office and the individual authorized to make disbursements. The individual receiving the statements will verify that all deposits made into the account correspond to disbursements from the general operating account to the separate checking account; review all checks as to payee and who endorsed them; reconcile the checking account; and review all back-up invoices and/or letters, consistent with Generally Accepted Accounting Principles and Parish policy. If cash is disbursed, full documentation must be maintained stating to whom the funds were given or a description of the person, such as a parishioner or "street" person, the date given, the amount, and a full explanation for the expended funds.

Clergy Discretionary Funds remain with the Parish when the clergy departs. Any books, vestments, equipment, or other tangible items purchased with Discretionary Funds are the property of the Parish and should be designated or marked as such at the time of purchase and must stay with the Parish when the cleric leaves unless the Vestry shall permit the departing clergy to acquire such property from the Parish for fair and adequate consideration.

ARTICLE V VESTRY

Section 1. Election of Vestry

The election of members of the governing board of the Parish, known as the Vestry, will be held on the two (2) consecutive Sundays immediately preceding the Annual Parish Meeting. The results of the election will be announced at the Annual Parish Meeting. Those receiving the highest number of votes for the vacancies to be filled shall be deemed elected.

Section 2. Qualifications of Vestry

The Vestry shall be composed of twelve (12) confirmed Voting Members, not less than eighteen (18) years of age, who shall have been Members of the Parish for a period of not less than twelve (12) months immediately prior to the time of their election.

Those qualified to continue to hold the office of Vestry Member shall be any confirmed communicant in good standing of the Parish who is a regular attendant at the services of the Church during his or her term of office and known by the Treasurer to have timely made and faithfully fulfilled an annual stated financial commitment for Church support during such term. The members chosen to run for election should be selected by the assigned class, to include Parish nominations. The Rector may delete any name (or names) for reasons known only to the Rector. The balance of this list, if sufficient for election (more than 4 candidates) should be shared with balance of Vestry for potential agreement. Once agreed upon, designate who and how to ask candidates to agree to have their names posted for election. Recommended number is 6-8 candidates to fill four seats.

Section 3. Terms

Vestry Members shall be elected to a three (3) year term unless they are filling a vacancy in which case their term will be the unexpired portion of the term of the Vestry Member whose place they are filling. One-third (1/3) of the Vestry shall be elected annually. No Vestry Member shall be eligible for reelection after serving a full term until an interval of one (1) year has passed; however, a person elected by the Vestry to fill an unexpired term, with no more than eighteen (18) months remaining in that term, of a regularly elected Vestry Member, is eligible for election for a full term at the conclusion of the unexpired term. No person who is elected by the Vestry to fill an unexpired term of a member, that departing member being in their third year on the vestry, can serve on the nominating committee for the subsequent regular election of Vestry. A term year begins on January 1st and ends on December 31st.

Section 4. Vacancies

Vacancies in the Vestry shall be filled by a majority vote of the remaining Vestry Members at any regular Vestry meeting, of which previous notice of said election shall be given in writing, to every Vestry Member by the Clerk of the Vestry; or, alternatively, the Vestry may submit nominations to fill any vacancy at the Annual Parish Meeting. In either case the vacancy must be filled within four (4) months of the vacancy.

Section 5. Resignation and Removal

A Vestry Member, other than the Rector, may resign at any time by tendering his or her resignation in writing to the Rector or to a Warden. Such resignation need not be accepted by the Vestry in order to become effective.

A Vestry Member, other than the Rector, may be removed at any time for due cause by a two-thirds (2/3) vote of the entire Vestry. Grounds for removal shall include, without limitation, conduct in violation of the Canons of the ECUSA or the Canons of the Diocese or otherwise detrimental to the mission and best interests of the Congregation; failure to disclose and, if appropriate, abstain from Vestry deliberations and determinations by reason of conflict of interest; absence without excuse or good cause shown from four (4) consecutive duly convened Vestry meetings; breach of confidentiality with respect to matters discussed or acted upon by the Vestry in a duly convened Executive Session; ineligibility for office; failure to support the

Congregation by regular pledging without good cause shown; failure to attend with reasonable diligence to his or her duties as a Vestry Member; failure to attend Church services with reasonable frequency and otherwise participate in the corporate life of the Congregation, in either case without good cause shown.

Section 6. Ex Officio Members

The Rector of the Church shall automatically be an *ex officio* member of the Vestry and all committees established by it, and shall preside at all Vestry meetings and have all privileges of the floor, but shall have no vote except in the case of a tie vote.

The Treasurer, who must satisfy the requirements for Vestry membership set forth herein and who must be appointed at the first regular Vestry meeting each year, shall automatically be an *ex officio* member of the Vestry and accorded all privileges of the floor, but shall have no vote (unless the Treasurer is also a Vestry Member as described hereinabove).

The Rector may appoint, from time to time, a Member or Members of the Parish in good standing, subject to confirmation by the Executive Committee, who shall serve *ex officio* as Steward or Stewards, or who shall serve in other defined roles, as deemed necessary by the Rector. This person shall have all privileges of the floor, but no vote and shall serve for such term as the Rector shall decide. The role of the Steward(s) is to assist the Rector and the Vestry in all matters customarily associated with stewardship, especially as this function interfaces with the work of the Vestry, and especially to keep the subject of stewardship as one for continual consideration by the Vestry.

Section 7. Authority and Responsibility

The temporal affairs of the Parish shall be administered by the Vestry in accordance with the Constitution and Canons of the ECUSA and of the Diocese and these Bylaws. The Vestry shall be the directors, agents, and legal representatives of this church corporation in all matters concerning its corporate property (whether real, personal, or mixed) and the relation of the Congregation to its clergy. The Vestry shall at all times preserve and maintain all building and physical properties belonging to the Parish in proper condition for its use. The Vestry shall regulate and supervise the business management and operation of the Parish and shall have final authority over all the business affairs of the Parish including the business affairs of any auxiliary service groups or committees within the Parish. The Vestry shall approve the final Parish budget and any variances to the budget. The Executive Committee (as defined below in Article IX, Section 2) shall, prior to the Annual Parish Meeting, cause to be written and delivered to the Rector and the Vestry for review, a full, accurate and faithful statement of the temporal condition of the Parish in accordance with the Canons of the Diocese. This statement shall be designated the Annual Report of the Vestry which, upon completion and review, shall be made available to the Congregation.

The Vestry shall elect and call a Rector and provide for the maintenance of the same. The Vestry shall cooperate with the Rector in all efforts to develop the spiritual life of the Parish.

Every Vestry Member will be assigned annually a number of ministries for which he or she is responsible in order to ensure fiscal stability of the ministry and continuing communication between the Vestry and assigned ministries.

Section 8. Contracts

The Corporation shall not enter into any contracts, nor secure any loans nor execute any deed without the prior approval of the Vestry. Upon authorization of the Vestry, by majority vote of Members then serving in office, any two of the following officers of the Corporation shall be authorized to execute warranty deeds, affidavits, closing statements, deed to secure debts, promissory notes, and any and all other documents necessary to accomplish same: Senior Warden, Junior Warden, Treasurer, or Clerk.

ARTICLE VI VESTRY AND CORPORATE OFFICERS AND SPECIAL APPOINTMENTS

Section 1. Required Officers

The officers of the Corporation consist of a President, Vice President, Clerk, Treasurer, and such other officers as may be deemed necessary by the Vestry.

The officers of the Vestry shall be elected by a majority vote of the Vestry Members then serving in office and shall consist of a Senior Warden, Junior Warden, and Clerk, who must be Vestry Members, and a Treasurer. They shall upon their election automatically become President, Vice President, Clerk, and Treasurer, respectively, of the Corporation.

Section 2. Election and Term

The term of office of each of the officers of the Corporation and Vestry shall be for a period of one (1) year. An officer may be reelected for a successive one (1) year term during the period he/she is a Vestry Member.

The Senior Warden must be a Vestry Member and shall have served at least one (1) year of a Parish Vestry term, immediately prior to being elected as Senior Warden, and shall be elected in the following manner: The Rector may nominate one or more Vestry Members for the office of Senior Warden, and if the Rector makes such nomination, the Vestry shall elect the Senior Warden from the nominee or nominees by majority vote of the Vestry or the Vestry, by majority vote, may authorize the Rector to appoint the Senior Warden. Should the Rector not submit any nomination for this office, or if there is no Rector, the Senior Warden shall be nominated and elected by the Vestry.

The remaining Vestry officers, consisting of a Junior Warden, a Clerk, and a Treasurer, shall be nominated by the Vestry and elected by majority vote of the Vestry.

Section 3. Removal and Resignation

Any officer of the Corporation or Vestry may be removed from office at any time, with or without cause, by majority vote of the Vestry Members then serving. Any officer may resign by giving written notice of his or her resignation to the Vestry.

Section 4. Steward of the Alms

The Steward of the Alms (hereinafter also referred to as the Steward) shall be appointed by a majority vote of the Vestry for a four (4) year term of office. The Steward must meet the same qualifications in Article V Section 2 as a Vestry Member as well as be a person of trust. The Steward will review on a semi-annual basis the accounting record of Clergy Discretionary Funds of the clerics of the Parish. If the Steward discovers any questionable disbursements or irregularities as a result of the review, the Steward will notify the Senior Warden and both will review same. If they deem it appropriate, they will discuss same with the cleric whose accounting record they are examining. If the results of these discussions are not satisfactory, the Steward and the Senior Warden will present the matter to the Rector. In the event discussions with the Rector do not result in a satisfactory resolution, the Steward and the Senior Warden shall present the matter to the Executive Committee of the Vestry and, if not resolved, the Executive Committee will present the matter to the Bishop of the Diocese. If the Rector is the subject of the review, the Steward and the Senior Warden will present the matter first to the Vestry and, if not resolved, then to the Bishop of the Diocese.

ARTICLE VII POWERS AND DUTIES OF OFFICERS

Section 1. Senior Warden

The Senior Warden shall perform the duties of office as set forth in the Canons of the ECUSA and the Diocese, and, as President of the Corporation, shall have general supervision of all other officers, committees, and workers. The Senior Warden shall also have the following specific duties:

- (a) To assist the Rector in his or her work, and in the absence of the Rector to make necessary provisions for the conduct of the regularly appointed services of the Church;
- (b) To serve on the Executive and Finance Committees; and
- (c) To preside, when delegated by the Rector or should there be no Rector, at all Vestry and Parish meetings.

Section 2. Junior Warden

The Junior Warden shall perform the duties of office as set forth in the Canons of The Episcopal Church and serve as the Vice President of the Corporation and shall assist the Rector

and the Senior Warden in the performance of their duties. The Junior Warden shall also have the following specific duties:

- (a) To supervise all property of the Parish and all committees which are charged in any way with procurement, maintenance, and repair of Parish property;
- (b) To see at all times that sufficient insurance is carried for adequate protection of the interests of the Parish, and to recommend any changes in insurance coverage when in his or her opinion a change is necessary; however, the Vestry shall have the final decision as to the placement of insurance;
- (c) To present annually to the Vestry a statement of any repairs or alterations which should be undertaken on the physical property of the Parish during the forthcoming year, and an estimate of the expenses involved;
- (d) To assume, in the event of the death, resignation, or disqualification of the Senior Warden, the duties of that office until the Senior Warden's successor is duly elected and qualified; and
- (e) To be a member of the Executive, Finance, and Building and Grounds Committees.

Section 3. Treasurer

The Treasurer shall perform the duties of office as set forth in the Canons of the ECUSA and serve as the Treasurer of the Corporation and shall have the custody of all corporate funds and securities, including contributions to the building fund and memorial funds and shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit, or cause to be deposited, all monies and other valuable effects in the name of and to the credit of the Corporation in such depositories as may be designated by the Vestry. The Treasurer shall also have the following specific duties:

- (a) To disburse the funds of the Corporation as may be ordered by the Vestry, taking proper vouchers for such disbursements, and shall render to the Vestry at its regular meetings, or whenever the Vestry requires, an account of all transactions as Treasurer and of the financial condition of the Corporation;
- (b) To make a financial report at the Annual Parish Meeting;
- (c) To supervise and direct any Assistant Treasurers the Vestry may elect as needed, with the understanding that the Treasurer shall at all times be solely responsible for the duties and obligations of the office;
- (d) To oversee an annual independent audit to be presented to the Bishop within 30 days from the date of the report as set forth in the Canons of the ECUSA, Title 1, Canon 7, Section 1.
- (e) To be a member of the Executive and Finance Committees.

Section 4. Clerk

The Clerk shall serve as the Secretary of the Corporation. The Clerk shall attend all meetings of the Vestry and make and preserve (or cause to be made and preserved and supervise the making and preservation of) an accurate record of all proceedings at each meeting thereof, and shall perform like duties for the Standing Committees of the Vestry when required. Minutes of the Vestry meeting will be distributed to the Vestry within two (2) weeks after the meeting for consideration and approval. The Vestry will make the necessary editing changes and the final draft of the minutes will be completed by the following Vestry meeting. The Clerk shall be responsible for posting the minutes for the Parish to review immediately following the Vestry meeting in which the minutes are approved. The Clerk shall be responsible for maintenance of complete Vestry records and storage thereof, maintained and stored in annual files. The Clerk may appoint (provided that such appointment is approved by a majority vote of the Vestry) a Parish Member to serve as the Assistant to the Clerk, to assist him or her in making and preserving an accurate record of all proceedings at each Vestry and Standing Committee meeting.

The Clerk shall have a copy of the latest issue of the Constitution and Canons of both the Episcopal Church in the United States of America, the Diocese of Atlanta, and the St David's Constitution available at all Vestry meetings.

The Clerk is a member of the Executive committee.

ARTICLE VIII VESTRY MEETINGS

Section 1. Regular Meetings

Regular meetings of the Vestry shall be held at least monthly at St. David's Church or in another suitable location at such times as may be determined by the Vestry. The Vestry, by its own action, may suspend meetings during the course of the year, provided however, that at least nine (9) regular meetings shall be held each year. Vestry meetings shall be open to all Members of the Congregation except when the Vestry adjourns to Executive Session (during which minutes will not be taken and the contents of the discussion will be treated as confidential, although the results may be announced).

Section 2. Special Meetings

Special meetings of the Vestry may be called by the Rector, or if there is no Rector, by the Senior and Junior Wardens together, or when requested, in writing, by a majority of the Vestry, which writing shall declare the purpose of such meeting.

Section 3. Quorum

At all Vestry meetings, except in case of an emergency Executive Committee meeting, a majority of the Vestry, then serving in office, shall be necessary to constitute a quorum to transact business, although a lesser number may adjourn the meeting.

Section 4. Attendance

Any meeting of the Vestry shall require the presence of the Rector or the Rector's delegate; or, if there is no Rector, the Senior Warden or the Junior Warden. Officers and Vestry Members shall attend not less than three-fourths (3/4) of all regular meetings of the Vestry during a calendar year. If business, personal, or health reasons prevent such attendance, that member shall resign from the Vestry, unless the Vestry by a majority vote of the remaining Vestry Members elects not to accept such resignation. Vestry Members may participate in a meeting through use of conference telephone or similar communications equipment, provided that all Members participating in such meeting can hear one another.

Section 5. Notice

Reasonable notice of all meetings of the Vestry, setting forth the place, day, and hour of the meeting, shall be given to each Vestry member by telephone, fax, mail or email. The Congregation shall be given notice of Vestry meetings in such form and at such times as the Rector, or, in the Rector's absence, the Senior Warden and Junior Warden shall deem appropriate.

Section 6. Manner of Acting.

Except as otherwise expressly required by law, the Articles of Incorporation of the Church, or these Bylaws, the affirmative vote of a majority of the Vestry Members present at any meeting of the Vestry at which a quorum is present shall be the act of the Vestry. Voting rights of a Vestry Member shall not be delegated to another and voting by proxy shall not be permitted. Anything herein to the contrary notwithstanding, if any Vestry Member shall ask for discussion by the Vestry of any proposed action, no vote of the Vestry shall be taken and no action of the Vestry without a meeting (as permitted in the following Section 7) shall be taken unless there shall have first been discussion by the Vestry of the proposed action.

Section 7. Action Without a Meeting.

Any action required or permitted to be taken at a Vestry meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by a majority of the Vestry Members. This consent shall be considered the equivalent of vote of the Vestry during a meeting with a quorum and shall be filed and recorded with the minutes of the Vestry and a copy shall be sent to the Vestry Members who did not sign as soon as practicable, but no later than the next regularly scheduled Vestry meeting.

Section 8. Minutes

Minutes of each meeting shall be recorded. The minutes shall be distributed to the Vestry Members for consideration and approval within two (2) weeks following the meeting. The approved minutes will be posted on the Vestry bulletin board or similar location in St. David's Church. The Clerk shall maintain a file of the approved Vestry minutes.

ARTICLE IX COMMITTEES OF THE VESTRY

Section 1. General

The Rector and the Senior Warden shall, after each Annual Parish meeting and at or before the second regular Vestry Meeting of each year, recommend to the Vestry the Committee members as stated herein. If the Rector is not available, the Senior Warden or Jr Warden can proceed. The Vestry, by a majority vote of members then serving in office, may establish one or more standing committees and/or *ad hoc* committees.

Section 2. Standing Committees

The Vestry, by a majority vote of members then serving in office, may appoint Members of the Congregation to the following standing committees, except as otherwise noted, designate the chair of each, and require such reports as will assist the Vestry in its work. One member of each standing committee must be a Vestry Member. The Rector, or if there is no Rector, the Senior Warden shall, after new Vestry Members are installed and at or before the second regular Vestry meeting of each year, appoint the committee members except as stated herein. Committee members will serve annually and may be reappointed at the beginning of each year unless a different term of service has been previously agreed to by a majority vote of the Vestry.

(a) Executive Committee. The Executive Committee shall consist of the Rector, Senior Warden, Junior Warden, Treasurer, Clerk, and Chair of the Finance Committee. The Executive Committee will conduct or transact any business of an emergency nature when it is impossible or impractical to convene the Vestry. Any such action by the Executive Committee shall be reported to the Vestry at the next regular Vestry meeting and shall be recorded in the minutes. The Executive Committee also shall oversee the Parish Administrator's office.

(b) Building and Grounds Committee. The Building and Grounds Committee shall be composed of a Chair, who shall be the Junior Warden, and at least four (4) other members. The Building and Grounds Committee shall at all times keep the Parish buildings, both owned and used by the Parish, in proper condition, attend to necessary replacements and repairs, and supervise the physical equipment of the Parish buildings.

(c) Christian Education Committee. The Christian Education Committee shall be composed of a Chair and at least four (4) other members. The Christian Education Committee shall assist the Rector in providing a complete Christian education program for the members of

St. David's, their families, and other who may attend. This program shall include adequate Church School, adult education, and youth activities.

(d) Finance Committee. The Finance Committee shall be composed of a Chair, the Treasurer, and at least four (4) other members who must include a minimum of two (2) Vestry and two (2) non-Vestry members. The Senior Warden and the Junior Warden shall be *ex officio* members of this committee. The Senior Warden shall appoint the Chair in consultation with the Rector and the Treasurer. The Chair and the Treasurer shall recommend the other members of the Committee to the Senior Warden for appointment to the Finance Committee.

The Finance Committee is charged with the responsibility of recommending fiscal policy to the Vestry, and shall give a financial report to the Vestry at such regular intervals as may be required by the Vestry; however, no less than two (2) times a year. The Finance Committee is charged with the responsibility of preparing and presenting the annual operating budget for the approval of the Vestry. This involves investigating ordinary budgeted expenditures, and any unusual non-budgeted expenses, and making recommendations to the Vestry. All committee handling corporate funds will report to the Finance Committee upon its request. The Finance Committee shall be responsible for engaging an independent Certified Public Accountant to audit the books and records of the Church, at least annually after the close of each year's fiscal business, or more frequently, if authorized by the Vestry. And, in consultation with the Treasurer, the Finance Committee will review the performance of the Church's investments at least quarterly in accordance with the Parish investment policy.

The Finance Committee will also develop guidelines for periodic Vestry-Ministry Head meetings to review the financial condition of each ministry.

(e) Nominations Committee. The Nominations Committee shall be composed of the middle class of Vestry members and the Rector who shall submit nominations for new members of the Vestry at least two (2) months in advance of each Annual Parish Meeting. The Vestry shall provide notice of the names and qualifications of the nominees by publication in the Parish newsletter or by such other means as the Vestry may select.

(f) Stewardship Committee. The Stewardship Committee shall be composed of a Chair and at least four (4) other members. The purpose of the Stewardship Committee is to encourage, through the power of the Holy Spirit, individual spiritual growth in relationship to God by the Christian use of time, talent, and finances. The Stewardship Committee shall be responsible for the education and implementation of a stewardship program, which encourages members to be generous in giving to the needs of others. The Parish recognizes the tithe as the minimum standard of biblical giving, in accordance with the Canons of ECUSA.

Section 3. *Ad hoc* Committees

The Vestry may from time to time create and charge committees to undertake specific tasks in the governance of the Parish. Committee members shall be appointed by the Vestry. Each such committee shall be dissolved upon the completion of its work.

**ARTICLE X
ACCOUNTING AND FINANCIAL MATTERS**

Section 1. Funds

The handling of any or all of the cash, funds, and investments of the Congregation, including the purchase, custody, sale and transfer of the same, may be delegated by the Vestry to the Wardens, the Treasurer, the Finance Committee and/or the investment committee of the Congregation, either generally or as to specific instances, but subject to the ultimate direction and control of the Vestry.

Section 2. Fiscal Year

The fiscal year for the Corporation, for accounting purposes, the making of all contracts for services and otherwise, and for estimates of revenue and expenses, shall be the calendar year. Existing contracts and arrangements shall, on renewal or revision, be arranged to run concurrently with the calendar year.

Section 3. Indebtedness

The Congregation shall have the authority to borrow money, provided that no indebtedness shall be incurred, renewed or extended by or on behalf of the Congregation without the express approval of the Vestry; nor without the prior approval of the Bishop and the Diocesan Department of Finance as provided in the Canons of the Diocese.

Section 4. Books of Account

Proper books of account for the Corporation shall be kept by the Treasurer so as to provide the basis for satisfactory accounting, reporting, and auditing.

Section 5. Audits

All accounts of the Corporation shall be audited annually by an independent certified public accountant, a licensed public accountant, or in such other manner as the Diocese may from time to time prescribe. The audit report shall be filed as prescribed in the Canons of the Diocese.

Section 6. Annual Reports

An annual report of all business and financial matters of the Congregation, including complete financial statements, shall be prepared by or under the direction of the Treasurer, approved by the Vestry, and distributed to the Congregation at least seven (7) days prior to each Annual Parish Meeting.

Section 7. Gifts and Memorials

No object intended as a permanent addition to the property of the Congregation, or to be used therein for public worship, shall be accepted as a gift or memorial without the approval of the Rector and the Vestry, subject to such conditions as they may prescribe. All objects so accepted may be altered, removed, or disposed of when deemed necessary or appropriate by the Vestry. The names of the donors or and or the persons memorialized by such gifts and memorials, any terms and conditions thereof and the dates of acceptance of the same shall be preserved in the permanent records of the Congregation.

Section 8. Insurance

All buildings of the Congregation and their contents shall be kept adequately insured for loss and adequate liability insurance shall be maintained at all times.

Section 9. Purchases and Expenditures

All purchases and expenditures shall be made on the authority of the Vestry and payment shall be made on its approval. Such of this authority as may be expedient, may be delegated, from time to time, to the Finance Committee.

The following continuing expense items shall be paid by the Treasurer without reference to the Vestry provided they are within the adopted annual budget:

- (1) Scheduled payments on loans and mortgages;
- (2) Salaries;
- (3) Utility, telephone bills, and postage;
- (4) Insurance;
- (5) Committees, Guilds, and ministries.

Under the authority of the Chair of the Finance Committee responsible for such funds, the Treasurer shall pay the following items:

- (1) Office supplies;
- (2) Building and grounds maintenance and supplies;
- (3) Clergy and religious supplies (music, Altar supplies, etc.).

The Vestry shall review these expenses at least quarterly in relation to the annual budget.

All other expenditures of Parish funds shall be specifically approved by the Vestry before payment. The Vestry may establish a fixed amount for staff approval of expenditures, without additional Vestry approval.

Section 10. Special Offerings

All special offerings, provided by the Canons of the ECUSA, or otherwise specifically and properly authorized, shall be passed to the Treasurer for record and promptly applied to the purpose for which they are taken.

Section 11. Compensation Management for the Rector and Clerics of the Parish

The Rector's compensation shall be subject to review by the Vestry on not less than an annual basis. The Executive Committee shall make a recommendation to the Vestry for its approval within the annual budgeting process. All communication with the Rector concerning his or her compensation shall be limited to the Senior Warden or Junior Warden of the Vestry.

Compensation of staff clerics shall be reviewed by the Rector and the Executive Committee on an annual basis. Communication with staff and clerics regarding compensation shall be the responsibility of the Rector.

ARTICLE XI INDEMNIFICATION

Every Vestry Member may be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Vestry in connection with any threatened, pending, or completed action, suit, or proceeding to which he or she may become involved by reason of his or her being or having been a Vestry Member, or any settlement thereof, unless adjudged therein to be liable for gross negligence of misconduct in the performance of his or her duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Vestry approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such Vestry Members are entitled.

ARTICLE XII AMENDMENTS

These Bylaws may be altered, amended or repealed by a two-thirds (2/3) vote of the Vestry Members then serving in office at two (2) consecutive Vestry meetings; provided that notice of such proposed amendment or new Bylaws shall be set forth verbatim to all Vestry members. If there is no notice, these Bylaws may be altered, amended, or repealed by a three-fourths (3/4) vote of the Vestry Members then serving in office at two (2) consecutive Vestry Meetings.

Any major changes to the constitution shall be brought to the attention of the parish membership for comment prior to adoption.

The within and foregoing Constitution and Amended Bylaws of Saint David's Episcopal Church, Inc. **ADOPTED** by the Vestry of St. David's Episcopal Church, Inc., at the September 21st Vestry meeting, 2010, Roswell, Georgia.

Original signed by Bonnie Underwood
Senior Warden and President