

Bylaws of St. Paul's Episcopal Chapel of Magnolia Springs, Alabama

ARTICLE I

Name

The official name of this church is "St. Paul's Episcopal Chapel." The church shall hereinafter be referred to in these Bylaws as the "Chapel."

ARTICLE II

Offices

The principal place of business of the Chapel shall be 14755 Oak Street, Magnolia Springs, Alabama, or at such other places as shall be lawfully designated by the Vestry. The Chapel may have offices at such other places as the Vestry may from time to time determine or the affairs of the Chapel may from time to time require.

ARTICLE III

Purpose

The Chapel is organized to be and serve as a part of the Diocese of the Central Gulf Coast (the "Diocese") as provided in the Articles of Incorporation and Canons of the Diocese, and therefore, the Chapel is a constituent part of the Church and the Diocese in accordance with the Constitution and Canons of the Episcopal Church (the "Church") and the Diocese. The Chapel acknowledges, accedes to, and adopts and shall at all times adhere to the Constitution, Canons, doctrines, discipline, worship and usages of the Church and the Diocese. The affairs of the Chapel shall be conducted by the Vestry and Rector (all references herein to a "Rector" shall also include a Vicar or Priest-in-Charge according to the Constitution and Canons of the Church and the Diocese).

ARTICLE IV

Members and Meeting of the Members

Section 1. Members.

Members of the Chapel and adult communicants, as defined in the Canons of the Church, whose names are duly enrolled as such in the register of the Chapel.

Section 2. Annual Meeting.

The Chapel may hold an annual meeting each January on a date to be determined by the Vestry. At such meeting, the Rector and the Treasurer or principal financial officer shall report to the congregation. The agenda of the meeting shall include such other matters as may be appropriate to bring before the members. Notice of the time and place for the Annual Meetings and election of the members of the Vestry shall be given at a public service of the congregation at least two weeks prior to the date of such meeting or meetings.

ARTICLE V
Vestry

Section 1. Qualifications and Number of Vestry Members.

The Chapel shall be governed by the elected members of the Vestry. All Members of the Vestry shall have equal and full voting rights and responsibilities, except for the Rector, who may vote only in the case of a tie. The Vestry shall consist of six (6) lay members. Lay members of the Vestry shall, at all times, be adult confirmed communicants in good standing in the Church as registered in the Chapel records and who shall have made and honored a stewardship pledge in the year prior to their election and who continue to do so throughout their term.

Section 2. Terms of the Members of the Vestry.

The members of the Vestry shall be divided into three (3) classes with one-third of the members of the Vestry to be elected each year to serve three-year terms. Members of the Vestry shall be elected in the manner provided in Section 3 of this Article V. The term of office for each class of the Vestry shall commence upon their election to the Vestry and shall end upon the election of their successor in office.

Section 3. Manner of Election of Members of the Vestry.

Election of the members of the Vestry shall be by election by those members of the Chapel who are adult confirmed communicants in good standing in the Church registered in the Chapel and in physical attendance at the annual parish meeting.

Section 4. Limitation Upon Terms of Office.

No member of the Vestry shall be eligible for reelection until at least one year shall have expired from the completion of his or her term nor shall a member of the Vestry who has been elected to serve a full term on the Vestry and has subsequently resigned from that position be eligible for reelection until at least one year shall have expired from the date of resignation.

Section 5. Vacancy.

Vacancies occurring in a Vestry during the term of office of its members may be filled by vote of the remaining members of the Vestry; provided, however, that no one may fill a vacancy during the period of time in which such person would be ineligible for reelection as set forth hereinabove in Sec. 4. Members so elected shall hold office until the next annual election or until their successors are elected and will not be eligible for reelection to the Vestry until at least one year shall have expired from the end of their term.

Section 6. Indemnification.

With respect to claims or liabilities arising out of service as a Vestry member of the Chapel, the Chapel shall indemnify and advance expenses to each present and future Vestry members (and the Vestry member's estate, heirs, and personal representatives) to the fullest extent allowed by the laws of the State of Alabama, both as now in effect and as hereafter adopted or amended so long as said Vestry member acted in good faith without intentional misconduct or gross negligence.

Section 7. Immunity.

To the fullest extent allowed by the laws of the State of Alabama, both as now in effect and as hereafter adopted or amended, each present and future member of the Vestry (and the member of the Vestry's estate, heirs, and personal representatives) shall be immune from suit arising from the conduct of the affairs of the Chapel so long as the Vestry member acted in good faith and without intentional misconduct or gross negligence.

Section 8. Meetings of the Vestry.

a. Regular meetings. Regular meetings of the Vestry shall be held at least monthly. At Vestry meetings, the Rector shall preside, or, in the Rector's absence, the Senior Warden. In the absence of both the Rector and the Senior Warden, a member of the Vestry designated by the Rector shall preside.

b. Special meetings. The Rector or Senior Warden, or, in the absence of both, the Junior Warden may call a meeting of the Vestry; a special meeting shall also be called on the request of four members of the Vestry. No meeting of the Vestry may be called or held without the knowledge and consent of the Rector, except in a vacancy in the office of Rector, Interim Rector, Vicar, or Priest in Charge.

c. Quorum. A majority of the current membership of the Vestry shall constitute a quorum. The approving vote of a majority of Vestry members present shall be necessary to take action by and Vestry and action so taken shall be the action of the Vestry, except as otherwise specifically provided by these Bylaws. If a quorum shall not be present at any meeting of the Vestry, the Vestry members present thereat may adjourn the meeting from time to time without notice other than announced at the meeting until a quorum be present.

Section 9. Powers and Duties.

a. General Powers. The Vestry shall exercise all powers vested in a Vestry by the usages of the Church and in conformity with the Canons of the Diocese and the Episcopal Church.

b. Duties. The Vestry shall administer the temporal affairs of the Chapel, provide for the regular and well-ordered worship of Almighty God, and cooperate with the Rector in all efforts to develop the spiritual life of the Chapel. The Vestry shall, at all times, keep the church in proper condition for its uses and likewise give proper care to all buildings and grounds belonging to the Chapel.

c. Financial Authority. The authority to appropriate, allocate, and expend tax-deductible parish funds is solely reserved to the Vestry of the parish, or any other canonically designated authority, excepting the Rector's Discretionary Fund, which shall be distributed as designated by the cleric or the parish almoner. All other parish funds shall be under the authority of the Vestry, subject to the restrictions of designated funds.

d. Delegates to Convention. The Vestry shall elect delegates to the Convention of the Diocese, each of whom shall be Confirmed Communicants in Good Standing and at least 18 years of age.

ARTICLE VI
Officers

Section 1. Officers.

The Chapel shall have the following officers of its Vestry: Senior Warden, Junior Warden, Clerk, Treasurer, and Chancellor. The Rector shall serve as the non-voting Chairman of the Vestry unless his or her vote is necessary to break a tie. The Rector shall appoint a Senior Warden and a Junior Warden from the Vestry members. The Rector shall also appoint a Clerk, a Treasurer, and a Chancellor. In the event that the Chapel does not have a Rector, the Vestry itself shall elect the officers of the Chapel. The officers shall exercise the powers and duties assigned by the Constitution and Canons of the Church and the Diocese and vested in their respective offices by the customs and usages of the Church. Such officers shall hold office or one (1) year or until their successors are appointed or elected.

Section 2. Indemnification.

With respect to claims or liabilities arising out of service as a Vestry member of the Chapel, the Chapel shall indemnify and advance expenses to each present and future officer (and the officer's estate, heirs, and personal representatives) to the fullest extent allowed by the laws of the State of Alabama, both as now in effect and as hereafter adopted or amended so long as the officer acted in good faith without intentional misconduct or gross negligence.

ARTICLE VII
Committees

Section 1. Standing Committees. All members of standing committees shall be members of the Chapel. The standing committees of the Chapel shall be as follows:

a. Endowment Committee

b. Finance committee: The Chair of the Finance Committee shall be nominated by the Rector and subject to approval by the Vestry. The Finance Committee shall consist of the Chair of the Committee (who may or may not be the Treasurer), the Rector, the Senior Warden, the Treasurer(s), and one other member of the Parish. The duties of this Committee shall include, but not necessarily be limited to the following:

- Preparation of a detailed, line-item annual budget for the Parish.
- Oversight of the preparation of an annual audit that complies with Diocesan requirements.
- Coordinating with the Endowment Committee as necessary.

c. Nominating Committee. The Nominating Committee shall consist of the members of the Vestry whose terms are expiring. This committee shall annually make nominations as required by these Bylaws with the names of such nominees to be included, if practicable, in the notice of the Annual Meeting of the Members.

d. Other Standing Committees. There shall be such other Standing Committees as established from time to time by the Vestry.

Section 2. Special Committees. Special committees may be authorized by the Vestry and appointed by the Rector from time to time as occasion demands. Their activities shall be limited to the purposes for which they are authorized and shall have only such powers as are specifically conferred by action of the Vestry.

ARTICLE VIII
Notices

Section 1. What Constitutes Notice. Whatever, under the provisions of applicable law or these Bylaws, notice is required to be given to any Vestry member, it shall not be construed to mean personal notice, but such notice may be given in writing by mail by depositing the same in the U.S. mail properly sealed and stamped, addressed to such Vestry member at the address as appears on the books of the Chapel or according to the Clerk's latest reliable information, and such notice shall be deemed to be given at the time when the same shall be thus mailed. Alternatively, Notice shall be considered as given by the timely issuance of electronic communication to the members of record.

Section 2. Waiver of Notice. Whenever any notice is required to be given under the provisions of any applicable statute or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice whether before or after the time stated therein, shall be deemed the equivalent thereto.

ARTICLE IX
Miscellaneous

Section 1. Execution of Legal Documents. All legal documents such as notes, mortgages, contracts, bonds, etcetera, shall be signed by the Senior Warden or by such other person as may be authorized by the Vestry.

Section 2. Fiscal Year. The Chapel's fiscal year shall commence on January 1 and end on December 31 of each year.

ARTICLE X
Amendment of Bylaws

By a majority vote of the Vestry members then in office, the Vestry may amend these Bylaws at any regular or special meeting of the Vestry where a quorum is present, provided that such meeting is preceded by at least two (2) days' notice to each member of the Vestry of the date, time and place of the meeting. Such notice shall also state that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain or be accompanied by a copy or summary of the proposed amendment or state the general nature thereof.

ARTICLE XI
Adoption of Bylaws

These Bylaws adopted by the Vestry on the 22nd day of May, 2006, and subsequently amended on November 17, 2017 (Article V, Section 1) and of January 19, 2019 (Article VII, Section 1.b.). The Bylaws as they appear in this document were adopted by the Vestry on the 27th day of January, 2022.

By: Martha Banks
Martha Banks, Clerk of the Vestry

Retyped to create an electronic document on September 30, 2021