

The Falls Church Episcopal PARISH BY-LAWS

ARTICLE I - Name, Form and Place of Worship

SECTION 1. Name. The corporate name and style of the Parish (the "Parish") shall be "The Falls Church," as the same was first formally established in Falls Church, Virginia in 1732, as a Parish of the Church of England (later the Protestant Episcopal Church in the Diocese of Virginia ("the Diocese")), also using the name The Falls Church Episcopal. The Parish is a parish of the Protestant Episcopal Church in the United States of America, otherwise known as The Episcopal Church ("The Episcopal Church"), and of the Diocese.

SECTION 2. Authority Acknowledged. The Parish, its Rector,¹ and Vestry shall at all times adhere to and observe the doctrine, worship, and discipline of The Episcopal Church and the Diocese. The Parish shall at all times be subject to the spiritual jurisdiction and authority of the Bishop of Virginia and the Annual Council of the Diocese. These By-Laws incorporate by reference the Constitution and Canons of the General Convention of The Episcopal Church and the Constitution and Canons of the Diocese ("the Constitutions and Canons").² Any provision of these By-Laws that is contrary to the Constitutions and Canons is declared to be invalid and is hereby changed to comply with the Constitutions and Canons.

(Cross-Reference: Episc. Church Const. Art. X; Gen. Conv. Can. II.3 § 1.)²

SECTION 3. Principal Place of Worship. The principal place of worship of the Parish shall be The Falls Church Episcopal in Falls Church, Virginia. The principal place of worship, or any other place of worship so established by the Parish, shall be referred to herein as "the Church."
(Cross-Reference: Dioc. of Va. Can. 10, § 1.)³

SECTION 4. Other Places of Worship. The Parish may also have a place or places of worship as the purposes of the Parish may require, and the Vestry may from time to time appoint. Its usual place of worship shall be the property generally known as The Falls Church in the City of Falls Church, Virginia, as further described in Appendix A to these By-Laws.

(Cross-Reference: Gen. Conv. Can. III.9 § 5; Dioc. of Va. Can. 10, § 1.)

¹ The term "Rector," as used throughout these By-Laws, shall be understood also to mean interim rector or priest-in-charge, *mutatis mutandis*.

² The citation forms "Episc. Chur. Const. Art. ___" and "Gen. Conv. Can. ___ § ___" refer to the *Constitution & Canons Together with the Rules of Order for the Government of the Protestant Episcopal Church in the United States of America Otherwise Known as The Episcopal Church*, as amended through the 2009 General Convention.

³ The citation forms "Dioc. of Va. Const. Art. ___" and "Dioc. of Va. Can. __, § __" refer to the *Constitution and Canons of the Protestant Episcopal Church in the Diocese of Virginia 2008 Revision*, as amended through the 2009 Annual Council.

ARTICLE II - Members

SECTION 1. Classification of Members.

A. Members. 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 Register of the Parish are Members of the Parish.

(Cross-Reference: Gen. Conv. Can. I.17 § 1(a).)

B. Adult Members. Members 16 years of age and over are Adult Members. Cross-Reference: Gen. Conv. Can. I.17 §§ 1(6), 2(6).)

C. Confirmed Members. Any Member who has received the laying on of hands by a bishop of The Episcopal Church in Confirmation is to be considered both baptized and confirmed. Any member who is both baptized and has made a mature adult commitment to the Christian faith, and been Received into The Episcopal Church is to be considered as both baptized and confirmed.

(Cross-Reference: Gen. Conv. Can. I.17 §§ 1(c)-(d).)

D. Communicant Members. All Members who have received Holy Communion in the Church at least three times during the preceding year are to be considered Communicant Members of the Church.

(Cross-Reference: Gen. Conv. Can. I.17 § 2(a).)

E. Communicant Members in Good Standing. All Adult Members who are also Communicant Members and who for the previous year have been faithful in corporate worship, unless for good cause prevented, and have been faithful in working, praying, and giving for the spread of the Kingdom of God, are to be considered Communicant Members in Good Standing.

(Cross-Reference: Gen. Conv. Can. I.17 § 3.)

SECTION 2. Transfer of Membership.

A. A member of The Episcopal Church or other Christian church in communion with The Episcopal Church who desires to become a Member of the Parish shall procure a certificate of membership indicating that that person is recorded as a member (or adult member) of The Episcopal Church or other Christian church and whether or not such a member: (i) is a communicant in such church; (ii) is recorded as being in good standing in such church; and (iii) has been confirmed or received by a bishop of The Episcopal Church or a bishop in communion with The Episcopal Church. After the person provides such certificate to the Registrar, the Registrar shall record the person's baptism in the Parish Register. However, if the person who desires to become a Member of the Parish does not have such certificate, appropriate entry may be made in the Parish Register upon the evidence of membership status sufficient in the judgment of the Rector or Warden.

(Cross-Reference: Gen. Conv. Can. I.17 §§ 4(a)-(d).)

B. No one shall be denied rights, status, or access to an equal place in the life, worship, and governance of the Parish because of race, color, ethnic origin, national origin, marital status, sex, gender, sexual orientation, disability, or age, except as otherwise specified in these By-Laws or the Constitutions and Canons.

(Cross-Reference: Gen. Conv. Can. I.17 § 5.)

SECTION 3. Annual Meeting. The annual meeting of the Members of the Parish shall be held on or before February 28 of each year, for the purpose of electing Vestry Members to succeed those whose terms expire, and for such other business as may *come* before the meeting.
(Cross-Reference: Dioc. of Va. Can. 11 §§ 3, 13.)

SECTION 4. Special Meetings. Special meetings of the Members may be called at any time for any purpose or purposes by the Rector and the Wardens, or by a majority of the Vestry, but shall be called forthwith upon the request in writing of a majority of all the Communicant Members in Good Standing. Such request shall state the purpose or purposes of the meeting. Business transacted at all special meetings of Members shall be confined to the purpose or purposes stated in the notice of the meeting.
(Cross-Reference: Dioc. of Va. Can. 11 §§ 3, 13.)

SECTION 5. Place of Holding Meetings. All meetings of Members shall be held at the Church or elsewhere in the Diocese as designated by the Vestry.

SECTION 6. Notice of Meetings. Written notice of meetings of the Members shall be given by announcement at all liturgies of the Church on at least three successive Sundays immediately preceding the date of the meeting, and by publication in the Sunday Bulletin and in the monthly Parish Newsletter, if there is such a bulletin or newsletter, in not less than one issue immediately preceding the meeting. Any such announcement or publication shall state the place, day and hour at which the meeting is to be held and, in the case of any special meeting, shall state briefly the purpose or purposes thereof.
(Cross-Reference: Dioc. of Va. Can. 11 §§ 3, 13.)

SECTION 7. Quorum. The presence in person of fifteen percent (15%) of the Communicant Members in Good Standing of the Parish shall constitute a quorum at all meetings of the Members except as otherwise provided by these By-Laws. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned from time to time by a majority vote of the Communicant Members in Good Standing then present in person, without any notice other than by announcement at the meeting, until a quorum shall attend. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

SECTION 8. Conduct of Meetings. Meetings of the Members shall be presided over by the Rector or, if the Rector is not present, by the Senior Warden or, if the Senior Warden is not present, by the Junior Warden or if the Junior Warden is not present, by a Vestry Member selected by a majority of the Vestry. A modified version of Robert's Rules of Order shall be used, and rulings of the Chair on procedural matters shall be final. However, in all points of contention, the rule of decision will be the latest edition of Robert's Rules of Order except as otherwise provided in these By-Laws. The Chair shall appoint a person as secretary of the meeting to record all proceedings in the Vestry Minute Book.
(Cross-Reference: Dioc. of Va. Can. 11 § 3.)

SECTION 9. Voting.

A. At all meetings of Members, every Communicant Member in Good Standing present in person shall have one (1) vote on all matters except election of the Vestry. All substantive questions shall be decided by a simple majority of the votes cast at a duly constituted meeting. (Cross-Reference: Dioc. of Va. Can. 11 § 5.)

B. If the Chair shall so determine, a vote by secret ballot may be taken upon any matter, and the vote shall be so taken upon the request of ten percent (10%) of all of the Communicant Members in Good Standing present in person. In either of such events, the ballots shall be received and be taken in charge and all questions touching the qualification of voters and the validity of proxies and the acceptance or rejection of votes shall be decided by the tellers. (Cross-Reference: Dioc. of Va. Can. 11 § 5.)

C. If the Chair shall so determine, or upon request of ten percent (10%) of all Communicant Members in Good Standing present in person, the Chair shall nominate three tellers to count and tabulate votes and announce the result to the congregation forthwith.

ARTICLE III -Election of the Vestry

SECTION 1. General Powers.

A. The property and business of the Parish shall be managed under the direction of the Vestry of the Parish (the "Vestry"). The Vestry shall be the agent and legal representative of the Parish in all matters concerning its corporate property and the relations of the Members to its Clergy.

(Cross-Reference: Gen. Conv. Can. I.14 §§ 1-3; Dioc. of Va. Can. 12 § 6.)

B. The Vestry may, from time to time, appoint or employ persons in such capacities as the Vestry may consider necessary to assist in the proper conduct of the activities and management of the Parish. The terms and conditions of any such appointment shall be at the discretion of the Vestry. (Cross-Reference: Dioc. of Va. Can. 12 § 6.)

C. In general, procedures adopted by the Vestry regarding the management of the property and business of the Parish shall remain in force until such procedures are changed by the Vestry.

SECTION 2. Number, Classification and Term of Office. The Vestry of the Parish shall consist of the Rector and Members chosen from among those eligible. The Vestry Members regularly chosen from among those eligible shall be divided into three classes. The Vestry Members of each class shall serve for a period of three (3) years. The classes shall be staggered so that the term of office of one class of Vestry Members expires each year. The class chosen in 2014 and later years shall consist of four (4) Vestry Members; each class chosen prior to 2014 consists of three (3) Vestry Members. Consequently, the total number of Vestry Members will gradually rise from nine (9) in 2013 to twelve (12) in 2016.

SECTION 3. Qualification, Nomination and Election of Vestry Members.

A. All Adult Confirmed Communicant Members in Good Standing shall be eligible to serve on the Vestry.

B. No Member may serve on the Vestry for more than four consecutive years.

C. On or before the First Sunday in December of each year, the Rector shall declare the number of vacancies on the Vestry to be filled at the annual meeting next following, and request nominations from the Members for filling those vacancies.

D. Each Communicant Member in Good Standing present in person at the Parish Meeting may cast a ballot listing his or her choices for election to Vestry, in no particular order. No person may vote for more persons than there are open positions on the Vestry, although he or she may vote for fewer. No person may vote for any candidate more than once.

E. If the slate of eligible Members is less than the number of Vestry Members whose terms are expiring, then after all eligible Members shall be elected to succeed the Vestry Members whose terms are expiring. The Vestry may appoint additional eligible Members as Vestry Members to fill the remaining vacancies, in the manner prescribed in Article III.S(A). In no case may the Vestry elect a member in violation of Article III.3(B).

(Cross-References: Gen. Conv. Can. I.14 § 1; Dioc. of Va. Can. 11 §§ 3-5.)

SECTION 4. Commencement of Term of Vestry Service. The terms of Vestry Members shall commence immediately upon election and qualification, and shall expire at the annual meeting of the conclusion of their elected term. No Vestry Member's term of service shall commence until he or she has signed the following statement:

I do believe the Holy Scriptures of the Old and New Testament to be the Word of God, and to contain all things necessary to salvation; and I do yield my hearty assent and approbation to the doctrines, worship and discipline of The Episcopal Church; and I promise that I will faithfully execute the office of Vestry member of The Falls Church, the South Fairfax Region, in the City of Falls Church, to the best of my knowledge and skill.

SECTION 5. Filling Vacancies.

A. Following due and reasonable notice to its occupant, a seat on the Vestry may be declared vacant by resolution of the majority of the Vestry members if (a) an elected Vestry member fails to qualify within 60 days of election; (b) fails to continue as a communicant in good standing; (c) regularly fails to attend Vestry meetings without excuse; or (d) neglects to perform faithfully the duties of a Vestry person as set forth by the Constitutions and Canons and these By-Laws.
(Cross-Reference: Dioc. of Va. Can. 11 § 11.)

B. In the case of any vacancy in the Vestry, the remaining Vestry Members, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the Vestry Member whose place shall be vacant, or until he or she shall be removed.

C. Any Vestry Member, other than the Rector,⁴ may be removed from office by the affirmative vote of a majority of the Communicant Members in Good Standing present at any special meeting of Members called for the purpose of such removal.

(Cross-References: Gen. Conv. Can. I.14 § 1; Dioc. of Va. Can. 11 § 11.)

⁴ The removal of a rector, interim rector, or priest-in-charge shall be governed by the applicable canons and the provisions of his or her employment contract with the Vestry.

ARTICLE IV -Conduct of Business

SECTION 1. The Clergy. The Rector shall have general charge and control of all its business affairs and properties for the purpose of the free and full discharge of his or her duties. The Rector shall preside at all meetings of the Members, shall preside at all meetings of the Vestry, and shall be an *ex officio* member of all standing committees. The Rector may vote during Vestry meetings. By March 31 of each year, the Rector shall prepare and forward to the Bishop or the Standing Committee of the Diocese the Parochial Report for the previous calendar year. (Cross-References: Gen. Conv. Can. III.5 § 5(a)(2); Dioc. of Va. Cans. 11, §§ 3, 10; 16, § 2.)

SECTION 2. Place of Meeting. The Vestry may hold its meetings and have one or more offices, and keep the books of the Parish, within the Diocese of Virginia, at such place or places as they may from time to time determine by resolution or by consent of all the Vestry Members. The Vestry may hold its meetings by any means of communication by which all Vestry Members may simultaneously hear each other during the meeting.

SECTION 3. Regular Meetings. The annual organizational meeting of the Vestry shall be the first regular meeting of the Vestry following the annual meeting of Members at which a Vestry is elected, or at such other date as the Rector and Wardens shall determine. The Vestry shall, at its annual organizational meeting, establish by resolution a schedule or rule for scheduling regular meetings for the following year. Further meetings may be held at such times and places as shall from time to time be determined by resolution of the Vestry, provided that notice of every resolution of the Vestry fixing or changing the time or place for the holding of regular meetings of the Vestry shall be communicated to each Vestry Member at least three (3) days before the first meeting held pursuant thereto. Any business may be transacted at any regular meeting of the Vestry. At each meeting, minutes shall be kept in the Parish Register by the Registrar or, in the absence of the Registrar, by someone appointed by the Rector or Chair of the meeting.

SECTION 4. Special Meetings. Special meetings of the Vestry shall be held whenever called by the Rector, the Senior Warden, or any four (4) or more Members of the Vestry. The Rector or Senior Warden shall cause notice of each special meeting of Vestry Members to be communicated at least three (3) days prior to the meeting. At each meeting, minutes shall be kept in the Parish Register by the Registrar or, in the absence of the Registrar, by someone appointed by the Rector.

SECTION 5. Quorum. A simple majority of all voting Vestry Members shall constitute a quorum for the transaction of business at all meetings of the Vestry, and the act of a majority of the Vestry Members present at any meeting at which there is a quorum shall be the act of the Vestry except as may be otherwise specifically provided by these By-Laws. If at any meeting less than a quorum is present, a majority of those present may adjourn the meeting.

SECTION 6. Resolutions and Required Vote. To the extent practicable, all resolutions shall be presented in writing at the time the Agenda is distributed to the Vestry. An affirmative vote of a majority of those present in person at all meetings of the Vestry and entitled to vote shall be necessary for the passage of any resolution.

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SECTION 7. Email Voting. Resolutions shall be submitted to the members of the Vestry by the Rector, or at least two members of the Vestry in lieu of requesting a second to the motion. A discussion period of a reasonable amount of time (not to exceed 48 hours) shall follow the presentation of a proposed resolution; such discussion period may be shortened or lengthened by agreement of a majority of the Vestry. The Rector or Senior Warden shall call for a vote at the conclusion of the discussion period. The voting period will be no less than 24 hours. Vestry members who have not submitted a vote by email or are unavailable by email will have the opportunity to vote by phone. For the purposes of email voting only, an affirmative vote of a majority of the Vestry shall be necessary for the passage of any resolution. Motions made by email and the outcome of the voting will be reported and entered in the minutes at the next Vestry meeting.

SECTION 8. Officers of the Parish. At the Annual Organizational Meeting of the Vestry, the Vestry shall elect the Officers of the Parish. It shall elect a Senior Warden, a Junior Warden, a Treasurer, a Registrar, and, if it so desires, other officers. The Junior and Senior Wardens must be elected from the duly-elected members of the Vestry. However, the Registrar and Treasurer need only be Confirmed Communicant Members in Good Standing. If the Registrar or Treasurer is not a duly-elected member of the Vestry, he or she shall be entitled to speak but not vote at Vestry meetings.
(Cross-References: Gen. Conv. Can. I.14 § 1; Dioc. of Va. Can. 11 § 9.)

SECTION 9. Compensation of Vestry Members. Vestry Members shall not receive any salary for their service, although they may receive reimbursement for actual expenditures on behalf of the Parish, in accordance with the business and financial policies of the Parish.

SECTION 10. Executive Committee. The Executive Committee of the Vestry shall consist of the Rector, the Senior Warden, the Junior Warden, and the Treasurer. The Executive Committee shall have and may exercise such powers and duties as may be determined from time to time by resolution adopted by the Vestry.

SECTION 11. Finance Committee. There shall be a Finance Committee of not fewer than three (3) persons to advise the Rector, Senior Warden, Junior Warden, and Treasurer in carrying out their duties. The Treasurer shall also be a member and chair of the Finance Committee. The Committee shall have at least two (2) members who are not also members of the Vestry. It shall be the duty of the Finance Committee to exercise general oversight of the Parish's property and finances.
(Cross-References: Gen. Conv. Can. I.7; Dioc. of Va. Cans. 12, § 6; 13, §§ 1-5; 25, § 2.)

SECTION 12. Audit Committee. The Audit Committee of the Vestry shall be appointed annually by the Executive Committee in consultation with the Finance Committee. The Audit Committee shall not include members or officers of the Vestry and shall be charged with performing an internal inspection of the books and records of the Parish in each year or, when in its or the Vestry's judgment it is needed, recommend an outside auditor to perform a professional audit of the books and records of the Parish.
(Cross-References: Gen. Conv. Can. I.7 § 1(£); Dioc. of Va. Cans. 12 § 6; 13, § 4.)

SECTION 13. Personnel Committee. The Personnel Committee of the Vestry shall consist of the Senior Warden, the Treasurer and two members of the Vestry to be appointed by the Senior Warden. The Director of Finance and Administration shall be an *ex officio* member of the Personnel Committee. The Personnel Committee shall be charged, in each year, with (i) evaluating the compensation to be paid to the Rector for the year next following, and presenting that evaluation and a compensation recommendation to the Vestry for approval; and (ii) evaluating the Rector's recommendations respecting the compensation to be paid to assistant clergy and lay staff members of the Parish for the year next following and presenting that evaluation and recommendation to the Vestry for approval, disapproval, or approval with modifications.

SECTION 14. Nominating Committee. The Nominating Committee of the Vestry shall consist of the outgoing members of the Vestry. For each upcoming vacancy, the Nominating Committee shall nominate at least one Adult Confirmed Communicant Member in Good Standing who has agreed to serve if elected. All Members of the Parish are invited to recommend members to the Nominating Committee.

SECTION 15. Other Committees. The Vestry may, by resolution passed by a majority of the whole Vestry, designate one or more committees which, to the extent provided in the resolution, shall carry out the charge of the Vestry. Such committee or committees shall have such names and duties as may be determined from time to time by resolution adopted by the Vestry.

SECTION 16. Diocesan Convention and Regional Council. Lay Delegates to the Annual Diocesan Convention and to regular meetings of the Regional Council shall be elected by the Vestry from the confirmed Communicant Members in Good Standing of the Parish before April 1 of each year.

(Cross-References: Dioc. of Va. Const. Art. III; Dioc. of Va. Cans. 2, § 3; 8 § 4(a).)

ARTICLE V - Officers of the Vestry

SECTION 1. Officers: Election, Tenure.

A. The officers of the Parish shall be Senior Warden, Junior Warden, Registrar, and Treasurer, and such other assistants to the foregoing officers as the Vestry from time to time may consider necessary for the proper conduct of the business of the Parish.

B. In the event that any office, other than an office required by law, shall become vacant, then such office and all references to it in these By-Laws shall be deemed inoperative unless and until such office is filled in accordance with the provisions of these By-Laws. In no case shall the Vestry fail to elect a replacement within 30 days of the vacancy occurring.

C. All officers and agents of the Parish other than the Rector shall be subject to removal at any time by the affirmative vote of a majority of the whole Vestry. All officers and appointed agents, other than the Rector, shall hold office at the discretion of the Vestry or of the officers appointing them.

SECTION 2. Duties. The duties of the Officers of the Parish shall be as laid out in Diocese of Virginia Canon 12.

ARTICLE VI - Bank Accounts and Loans

SECTION 1. Custody of Intangible Personal Property. The Treasurer shall have general custody of the intangible personal property of the Parish and any investments or other instruments of indebtedness, bonds, equities, or securities of any kind whatever ("the Parish's Funds"). The Vestry may from time to time designate in writing such other custodians as it may deem proper for the efficient administration of the Parish's Funds.

(Cross-Reference: Gen. Conv. Can. I.7 § 1(6); Dioc. of Va. Cans. 12, § 9; 13, § 2.)

SECTION 2. Indebtedness. The Vestry may designate in writing officers and agents entitled to make checks and drafts, use credit cards and other forms of consumer debt, bills, accounts receivable, and other forms of debt. Under no circumstance shall the Vestry authorize the creation of indebtedness to exceed 20% of its total current receipts for the previous year without the concurrence of the Bishop and Standing Committee of the Diocese, and concurrence of the congregation at an Annual or Special Meeting called for the purpose. No instrument of indebtedness, credit line, or credit card for an amount or with a limit higher than \$25,000 or 10% of the average gross receipts of the Parish for the previous three years, whichever shall be smaller, shall be authorized without a vote of the Communicant Members in Good Standing at an Annual Meeting or Special Meeting called for the purpose.

(Cross-Reference: Dioc. of Va. Can. 14, § 1.)

SECTION 3. Insurance. The Vestry shall at all times maintain in force adequate insurance for the Parish.

(Cross-Reference: Dioc. of Va. Can. 13, § 5.)

ARTICLE VII -Trustees

SECTION 1. Trustees Authorized. Trustees will be appointed and act within the scope of the authority under Dioc. of Va. Can. 15, § 1.

ARTICLE VIII - Miscellaneous Provisions

SECTION 1. Fiscal Year. The fiscal year of the Parish shall begin at 12 midnight on January 1 of each year and end on December 31 at 11:59 p.m.

SECTION 2. Amendment of By-Laws. At any Annual or Special Parish Meeting called for the purpose, a simple majority of Communicant Members in Good Standing may amend, alter, or repeal these By-Laws.

SECTION 3. Severability. If any provision of these By-Laws is or becomes inconsistent with the Canons of The Episcopal Church or the Diocese of Virginia, or with the laws of the Commonwealth of Virginia or the United States, that provision is severed and void, and the remainder of these By-Laws remains in full force and effect.

ARTICLE IX- Indemnification

SECTION 1. Indemnification of Vestry Members and Officers. Subject to the procedures in Section 3, the Parish may indemnify and advance expenses to a Vestry Member, officer, employee, or agent of the Parish in connection with any legal, administrative, or other proceeding against him or her in his or her official capacity as a Vestry Member, Officer, employee, or agent of the Parish.

SECTION 2. Indemnification Procedure. Any person seeking indemnification shall complete a Request and submit it to the Treasurer, or, if the Treasurer is seeking indemnification, to the Senior Warden, detailing the facts and circumstances giving rise to the claim or proceeding. The Treasurer, or, if the Treasurer is seeking indemnification, the Senior Warden, shall forward the Request to the Vestry with his or her recommendation to grant or not grant, as he or she shall see fit. The Vestry shall then pass a resolution granting or denying the Request.

Current as of January 31, 2022