

BY-LAWS
ST. TIMOTHY'S EPISCOPAL CHURCH
SIGNAL MOUNTAIN, TENNESSEE

ARTICLE I

Affiliations

St. Timothy's Church of Signal Mountain shall be and is in union with the Protestant Episcopal Church in the United States of America and the Diocese of East Tennessee and is subject to the Constitution and Canons of the Church and the Diocese.

ARTICLE II

Membership

Section 1. All persons on the church register are constituted members of this parish and all persons hereinafter baptized or confirmed in this parish, or received by transfer, shall be members.

Section 2. The membership of this parish shall consist of two categories (a) those who are confirmed Communicants of the parish; and (b) those who are baptized members of the parish.

Section 3. All confirmed Communicants in good standing of the Church in the parish, who are sixteen (16) years of age or over, shall be eligible to vote at the Parish Meetings.

ARTICLE III

Parish Meetings

Section 1. Special meetings of the members of this parish, called Parish Meetings, may be called by the Rector or by the Senior Warden and must be called by them upon written request of communicants of this parish, numbering not less than twice the number of Vestrypersons.

Section 2. The Clerk shall give notice of all called Parish Meetings by written notice, or by notice in the parish bulletin, said notice being given at least seven (7) days prior to the meeting. At least two (2) weeks prior to the date fixed, at a public service of the congregation, notice shall be given of the time and place of the Annual Parish Meeting at which Vestrypersons will be elected.

Section 3. At all meetings of the members, termed Parish Meetings, fifty (50) communicants of voting age shall constitute a quorum for the transaction of business. Voting by proxy in Parish Meetings shall not be allowed.

Section 4. The Annual Parish Meeting for the election of the Vestry and for the purpose of presenting annual reports of parish organizations shall be held no earlier than the first Sunday in October each year. The Clerk shall record the minutes of the Annual Parish Meeting, which shall be presented to the Vestry for approval no later than its second regular business meeting following the Annual Parish Meeting.

ARTICLE IV

Vestry

Section 1. The Vestry shall be the governing body of this parish. The Vestry shall consist of twelve (12) confirmed Communicants in good standing of the Episcopal Church and registered members of St. Timothy's Church of Signal Mountain, for at least the year immediately preceding the election, who are eighteen (18) years of age or over, elected to a three-year term, followed by one year of ineligibility. The composition of the members of the Vestry shall be alternated so that one-third (1/3) (4 vestrypersons) are elected each year. The term of office shall begin January 1.

Section 2. Qualifications for Vestry Service are as follows:

- Eighteen years of age
- A confirmed communicant of St. Timothy's for at least one year immediately preceding the election
- A pledging member
- Regular at worship
- Prepared to attend all monthly and called Vestry meetings unless prevented by illness, travel or business
- Prepared to attend the annual Vestry planning conference
- Supportive of all parish activities

Section 3. Regular meetings of the Vestry shall be held on the second Monday of each month. Called meetings may be held whenever found necessary, on notice by the Rector or the Senior Warden, or in the absence of both, by the Junior Warden. A meeting shall be called on the request of any three members of the Vestry. Called Vestry meetings may be held by telephonic means if the Executive Committee determines it is necessary due to exigent circumstances or because of the inability of Vestry members to attend in person due to illness, travel or business. In the event a called meeting is held telephonically, in whole or in part, the meeting shall be scheduled at a time selected to maximize the ability of members to participate, and the Clerk shall confirm the existence of quorum both at the beginning of the meeting and at the time of any vote taken.

Section 4. Vacancies occurring on the Vestry during the term of office of its membership may be filled by vote of the remaining Vestrypersons. A member so elected shall hold office until the termination of the term for which his predecessor had been elected. At the end of said term he shall be ineligible for re-election for one year unless the remaining term is 12 months or less, in which case he shall be eligible for re-election to a regular three year vestry term.

Section 5. At all meetings of the Vestry a majority of its members shall constitute a quorum for the transaction of business.

Section 6. The Rector shall preside at all Parish Meetings and at all meetings of the Vestry, and in his absence the Senior Warden shall preside. The Senior Warden, Junior Warden and Rector shall appoint SWEEPSEA Ministry Liaisons with the approval of the Vestry. Committee and Commission chairmen shall be appointed by the SWEEPSEA Ministry Liaisons, with respect to Committees and Commissions within the scope of their assigned SWEEPSEA Ministry. The Rector shall be an ex-officio member of all Commissions and Committees.

Section 7. There shall be an Executive Committee consisting of the officers of the Vestry and the Senior Warden shall be the Chairman. This committee shall, from time to time, consider and make recommendations to the Vestry concerning matters of policy, activities and administration.

Section 8. A primary focus of the Vestry shall be to foster and promote lay ministry at St. Timothy's. To this end, the Vestry shall organize itself in accordance with the SWEEPSEA model of ministry management. Members of the Vestry shall be appointed to serve as SWEEPSEA Ministry Liaisons in the following categories:

Service: Inreach

Service: Outreach

Worship

Education

Evangelism

Pastoral Care

Stewardship

Administration: Office and Communications

Administration: Buildings and Grounds.

SWEEPSEA Ministry Liaisons shall be responsible to 1) report to the Vestry on a regular basis regarding the status and needs of their assigned ministries, 2) inform persons within their assigned ministries about pertinent Vestry actions, and 3) monitor expenditures within their assigned ministries for compliance with the approved budget. SWEEPSEA Ministry Liaisons should inform the Executive Committee of significant items requiring a Vestry Resolution in advance of the regular Vestry meeting preceding the meeting at which the Resolution is to be acted upon.

ARTICLE V

Officers

Section 1. Officers of the Vestry shall be a Senior Warden, a Junior Warden, a Clerk, a Treasurer, and a Chancellor, if one is appointed. The officers of the Vestry for the year following election of a new Vestry in the fall of the year shall be elected after the election of said new Vestry, but in no case later than the first regularly scheduled Vestry meeting in January of the year following. If any of the Vestry officers are not elected at this meeting, subsequent called meetings will be held until elections are completed. Voting at these meetings will be limited to the incoming Vestry (the continuing Vestrypersons plus the Vestrypersons-elect), with a majority of the incoming Vestry constituting a quorum. The term of office shall begin January 1 and run for one fiscal year, or until their successors are elected. The Vestry shall fill these offices from its own members except that in the case of the Treasurer and Clerk, it may go outside its own membership if it is found necessary or desirable to do so. The Vestry may, at any time, appoint a Chancellor to perform the duties ordinarily performed by a General Counsel.

Section 2. The Senior Warden shall perform the duties ordinarily performed by a President.

Section 3. The Junior Warden shall perform the duties ordinarily performed by a Vice-President.

Section 4. The Treasurer shall have charge of the funds of the parish, and shall disburse the same under the direction of the Vestry. The Treasurer shall present an oral financial report to the Vestry at each regular meeting and a written statement or report of the finances of the parish for the Vestry at least once each quarter and to the parish at each

Annual Parish Meeting. The Treasurer, Parish Administrator and the Financial Secretary shall be bonded by the parish in such amount as the Vestry shall designate. An annual audit of the Parish's financial records shall be made by a Certified Public Accountant who is not a member of St. Timothy's.

Section 5. The Clerk shall keep and record the minutes of all business meetings of the Vestry, and shall perform such other duties as may be assigned by the Vestry. The Clerk shall receive and file any written reports of the various committees and shall give notice of the time and place of the meetings of the Vestry to each of the members thereof; said notice may be given by electronic means to members who have designated an electronic address for the receipt of Vestry communications. The Clerk shall compile and maintain a complete file of By-Laws, Resolutions and Standing committees for ready reference by the Vestry. Purely clerical detail may be delegated to a hired parish secretary when desirable and practicable.

Section 6. Paid staff cannot serve as officers or vestry members of the Parish.

ARTICLE VI

Elections

Section 1. The four annual vacancies on the Vestry shall be filled at the Annual Parish Meeting.

Section 2. At the August meeting of the Vestry, the Senior Warden shall nominate and the Vestry shall appoint a Committee to Receive Nominations.

Section 3. The membership of said committee shall be published to the parish with the request that any parishioners desiring to nominate a person for election into the Vestry shall make such nomination, after obtaining the consent of the nominee, to any member of the Committee to Receive Nominations. Such nominations shall be made at least one week prior to the Annual Parish Meeting.

Section 4. The Committee to Receive Nominations shall meet not less than eight (8) days before the Annual Parish Meeting and shall tabulate the names of those persons who have been nominated. The said Committee shall be empowered to make additional nominations to ensure that at least two (2) persons shall be nominated to fill each vacancy on the Vestry. The Rector will be consulted to verify eligibility. Said Committee shall have a slate of the nominees published in the Parish newsletter and request the Rector to announce the names at all worship services the Sunday before and the day of the parish meeting.

Section 5. The Chairman of the Committee shall make its report to the Annual Parish Meeting and shall have a printed ballot prepared with the names of all persons nominated.

Section 6. At the Annual Parish Meeting, any parishioner who is qualified to vote shall have the right to make additional nominations (with the consent of the nominee and verification of eligibility by the nominating committee) from the floor. In the event such nominations are made, the names of such nominees may be written on the printed ballots.

Section 7. After the nominations have been completed, the ballots shall be cast by the parishioners, voting for one person for each vacancy to be filled. Any ballot upon which a vote is cast for more or fewer than the exact number to be elected shall be declared by the teller to be void and shall not be counted.

Section 8. Tellers shall be appointed by the chair, to count, tally the ballots and report the results to the meeting.

Section 9. On the first ballot, the person or persons receiving the greatest number of legal votes cast shall be elected to fill the available vacancies so long as such person or persons receive a majority of the legal votes cast.

Section 10. The second ballot shall be made up of two nominees for each vacancy not filled on the first ballot. Those persons not elected on the first ballot but having the higher number of votes shall be the nominees on the second or any subsequent ballots.

Section 11. In the case of a tie vote, additional balloting for those tying shall resolve the tie.

ARTICLE VII

Resolutions

Section 1. From time to time the Vestry may deem it advisable to pass, by majority vote, resolutions for the administration of the business of the Parish. Such resolutions, duly passed, shall become effective after being enrolled and properly indexed in the Book of Resolutions and By-Laws maintained by the Clerk.

Section 2. If the Executive Committee deems necessary due to exigent circumstances, the Clerk may be directed to solicit a vote on a Resolution by electronic means using an address designated by Vestry members for the receipt of electronic communications, provided that the vote is solicited from all Vestry members simultaneously, that the Resolution passes by a majority of the entire Vestry, and that the Resolution is read at the next regular meeting of the Vestry and made a part of the minutes thereof, along with copies of the electronic communications indicating the votes of the members. Resolutions for the purpose of electing Officers, filling vacancies on the Vestry, calling clergy, or authorizing expenditures in excess of \$2,500 may not be passed by electronic voting.

ARTICLE VIII

Amendments

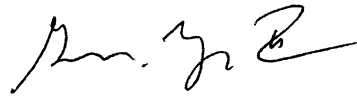
These By-Laws may be amended at any regular meeting of the Vestry. Such amendment proposed, shall be in writing, with copies for each member of the vestry, and shall automatically lay over until the next regular meeting of the Vestry, when it shall be acted

upon, and a vote of the majority of the entire Vestry, in favor of the Amendment, shall be sufficient to authorize a change in the By-Laws.

Amended and restated (0610812015)

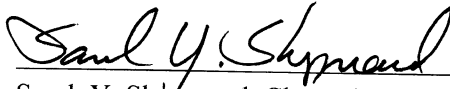
APPROVAL OF THE BISHOP

I, the Rt. Rev. George D. Young, III, Bishop of the Diocese of East Tennessee, hereby approve the foregoing Bylaws of St. Timothy's Church, this the 15th day of September, 2015.



The Rt. Rev. George D. Young, III
Bishop and President
The Diocese of East Tennessee

Reviewed:



Sarah Y. Sheppard, Chancellor