

By-Laws
Church of the Word
Gainesville, VA

December 2, 2007

14215 Lee Highway
Gainesville, VA 20155

Article 1

Introductory Statement

These By-Laws of Church of The Word, Gainesville, Virginia (“CWG” or “the Church”) have been approved by the Vestry of the Church, publicized to the members of the Church, and become effective immediately upon their acceptance by the members at the December 2, 2007 Annual Meeting of Church of The Word, Gainesville. These By-Laws derive their authority from the Virginia Constitution Bill of Rights, including Article I, Section 16 – “Free exercise of religion; no establishment of religion”; Article X, Section 6 – “Taxation and Finance: Exempt Property”; and the Code of Virginia, Title 57 – “Religious and Charitable Matters; Cemeteries”.

These By-Laws constitute the only formal governing document for the Church, and recognize the authority and power of the Anglican District of Virginia (ADV) of the Convocation of Anglicans in North America (CANA), as set forth in their respective Constitution and Canons and in the exercise of its own powers and authority.

Some of these By-Laws include restatements of, or are paraphrased from, provisions of the Statute and/or the Constitution and Canons for the ADV and CANA. If any of these governing authorities are amended after adoption of these By-Laws, any By-Law provision affected thereby may be modified or nullified; therefore, both those authorities and these By-Laws should be consulted to obtain complete information as to the issues addressed in these By-Laws.

Article 2

Members and Communicants of the Church

Section 2.1 – Members. The following persons are members of this Church:

- a. 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; and, whose baptisms have been duly recorded in the records of this Church; and, who have not caused such records to be transferred out of the Church to another Church; or,
- b. All persons who have received said Sacrament in another Church and who have duly transferred to this Church; or,
- c. All persons who have been duly received into The Anglican Church as members of this Church.
- d. Members 16 years of age and over are to be considered adult members.

Section 2.2 – Members. Members of Church of the Word are defined as those who have been confirmed by a Bishop of The Anglican Church or a Bishop of a church in communion with the Church or have been received into the Church by a Bishop of the Church and have been registered in the official roles of this church. Members shall, unless for good cause prevented, have received Holy Communion at least three (3) times during the preceding year.

Section 2.3 – Members in Good Standing. All members of this Church, 16 years and older, who have for the previous year been faithful in corporate worship, unless for good cause prevented, and been faithful in working, praying, and giving for the spread of the Kingdom of God, are members in good standing.

Article 3

Annual Meeting of the Church

Section 3.1 – Annual Meeting of Members. During the month of December of each year, at a time, date, and place determined by the Vestry, the Annual Meeting of the Church shall be held. All members in good standing shall be entitled to have voice and vote at the Annual Meeting.

Section 3.2 – Notice of Annual Meeting. At least thirty (30) days' notice shall be given of the time, date, and place of the Annual Meeting and elections to be held by the Rector on an occasion of public worship or, in the absence of such notice, by the Vestry in writing, either conspicuously posted at the door of the ordinary place of worship or by publication in the monthly newsletter.

Section 3.3 – Organization of Annual Meeting. The Rector or, in his absence, the Senior Warden or, in their absence, the Junior Warden shall preside at the Annual Meeting. The Secretary of the Vestry shall record the minutes of the proceedings of the Annual Meeting.

Section 3.4 – Order of Business at Annual Meeting. The order of business at the Annual Meeting shall include:

- a. Call to order and opening prayer.
- b. Determination of quorum.
- c. Presentation of reports:
 - (1) Rector's report.
 - (2) Vestry's report of the church (includes annual budget).
 - (3) Other reports from committees and ministries of the church.
- d. Elections to fill vacant Vestry positions.
- e. Other business.
- f. Closing prayer.

Section 3.5 – Quorum for Annual Meeting of the Church. A minimum of ten percent (10%) of all the registered members in good standing of the church who are eligible to vote must be present during the annual meeting of the church in order for any business conducted to be considered valid.

Section 3.6 – Conduct of Elections (Majority Vote Required). The Nominating Committee will serve as election judges; if unable to attend the annual meeting, the presiding officer shall appoint qualified members or communicants to replace the member(s) of the Nominating Committee not in attendance at the annual meeting. The duties of these judges shall be to adjudicate all questions and issues arising with regard to the qualifications of voters, conduct of the elections or the results. Election of Vestry members shall be determined by tallying the votes cast on any given slate of candidates and those receiving the highest totals shall be elected for the term. The judges shall collect, count and make a full list of the ballots cast and then report to the presiding officer the names of the persons receiving the most votes, and such persons shall be declared by the presiding officer to be duly elected.

Article 4

Vestry

Section 4.1 – Number and Qualifications. There shall be nine (9) Vestry members, divided into three (3) classes of three (3) members each, who shall be confirmed members of the Church who have been duly elected during the annual meeting of the church as described in Article 3. Only one member of an immediate family (i.e., husband, wife, or children aged 16 years and older and still residing with the father or mother) may serve as a Vestry member at any one time.

Section 4.2 - Manner of Election and Term of Office. At each Annual Meeting of the Church, the requisite number of Vestry members shall be elected for three (3) year terms. Any vacant, unexpired Vestry member's term will also be filled during the elections at the annual meeting, and the person so elected shall fill out the remainder of the vacant member's term.

Section 4.3 – Immediate Filling of Vacancies. In the event of a vacancy in the office of Vestry member, the remaining Vestry members are authorized to appoint another eligible member of the church to fill the vacancy until the next regular election.

Section 4.4 – Powers and Duties. Each Vestry member shall support the programs of the Church and continuously encourage the members of the congregation to support the programs of the Church and to give generously towards the support of those programs. The Vestry shall transact all of the temporal business of the Church, shall see that all things needed for divine services are provided, shall collect and disburse all monies with regard to Church purposes, shall pay when due and at intervals agreed upon all agreed salaries, shall maintain awareness of the status and keep current with the payments of any pledges which may be made to the ADV and CANA, and shall take measures for the due and prompt liquidation of all such obligations. The Vestry shall have the responsibility to collect each fiscal year a sum sufficient to liquidate all of the current expenses and obligations of the Church. The Vestry shall provide for the appointment of Trustees pursuant to the laws of the Commonwealth of Virginia to hold title to the property of the Church.

Section 4.5 – Annual Vestry Retreat. After each annual meeting, the Vestry shall hold an Organization Meeting for the entire newly constituted Vestry as elected at the Annual Meeting. At this meeting the Senior Warden, Junior Warden, and Secretary shall be elected for the year. This meeting will address projected activities for Church of the Word for the coming year, and encourage strong communications among the Vestry members.

Section 4.6 – Resignations and Cause for Termination. A Vestry member may resign at any time by filing his written resignation with the Rector or the Secretary of the Vestry. The recipient shall note on the resignation the time and date of receipt thereof. The resignation shall be effective either when specified therein, or, if later, upon such receipt, without regard to any formal acceptance of such resignation. If any Vestry member shall be absent without reasonable excuse (the reasonableness of any excuse to be determined by the Vestry as a whole) from at least two (2) consecutive regular meetings of the Vestry, then he shall be deemed to have resigned his office, and a successor may be elected or appointed. Other actions may, after due warning, be cause to create a vacancy as declared by resolution of the Vestry.

Article 5

Vestry Meetings

Section 5.1 – Regular Meetings. Regular meetings of the Vestry shall be held each month of the Calendar year, on a day and time determined by consensus.

Section 5.2 – Special Meetings. Special Vestry meetings may be called by the Rector, or by any two Vestry members with at least three days notice of the time and place.

Section 5.3 – Notice of Meetings. At least one week prior to each regular meeting, the Secretary of the Vestry shall give written notice of the time, date, and place thereof by e-mail, regular mail, or telephonically to each Vestry member and shall include with the written correspondence a copy of the previous month's Vestry meeting minutes. In addition, the notice shall be a part of the weekly church bulletin and the monthly newsletter.

Section 5.4 – Quorum. At any meeting of the Vestry, the presence of a majority (no less than half) of the Vestry members, exclusive of the Rector and at least one of whom shall be either the Senior or Junior Warden, shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of those Vestry members present may adjourn such meeting from time to time until a quorum is present. At the continuation of an adjourned meeting, any business may be transacted which might have been transacted at the meeting as originally called.

Section 5.5 – Organization of Meetings. The Rector, or in his absence or at his behest the Senior Warden or Junior Warden, shall preside at meetings of the Vestry. The Secretary of the Vestry, or in his absence any other person appointed by the presiding officer, shall record the minutes of the proceedings of such meetings.

Section 5.6 – Order of Business at Meetings. The order of business at regular meetings of the Vestry shall include the following as appropriate:

- a. Opening Prayer and Meditation
- b. Correction and Approval of Previous Minutes
- c. Matters arising from Previous Minutes
- d. Pastoral Concerns
- e. Finance Report
- f. Building and Grounds Report
- g. Unfinished/Old Business
- h. New Business
- i. Any other business
- j. Closing Prayer

The order of business at special meetings of the Vestry shall include the following:

- a. Opening Prayer
- b. Business for which meeting is called
- c. Closing Prayer

Section 5.7 – Open Meetings. Unless publically announced prior to a specific meeting, all Vestry meetings will be open to members of the church who are welcome to attend and provide input as appropriate to specific Vestry discussions. If it is deemed necessary, portions of Vestry meetings may be designated as executive sessions, and persons other than Vestry members may be asked to excuse themselves during that portion of the meeting.

Article 6

Vestry Officers and Agents

Section 6.1 - Number and Qualifications. As indicated in Article 4, the Vestry shall elect two (2) wardens and a secretary each year at its annual retreat. They shall be designated as Senior Warden, Junior Warden, and Secretary, respectively. The Vestry shall also appoint a Treasurer, invited to attend all Vestry meetings and functions without vote.

Section 6.2 - Term of Office. The Wardens and Secretary shall be elected for a term of one (1) year and may serve consecutive terms.

Section 6.3 - Resignation. A Warden, Secretary, or Treasurer may resign at any time by filing a written resignation with the Rector, Senior Warden or Secretary. The recipient shall note on the resignation the time and date of receipt. The resignation shall be effective either when specified or, if later, upon such receipt, without regard to any formal acceptance.

Section 6.4 - Filling of Vacancies. In the event of a vacancy in the office of Warden, Secretary, or Treasurer, the remaining Vestry members shall be authorized to appoint another person to fill the vacancy until the next regular election.

Article 7

Committees

Section 7.1 – General Provisions; Appointment of Members; Quorum: Voting. Committees shall be designated by action of the Vestry at either a regular or special meeting. The Rector, or in his absence the Senior or Junior Warden, may appoint the Chairperson and all other members of each Committee, except to the extent Committee membership is specified below for certain purposes (such as 7.2, 7.4). Committees shall meet at the call of the Chairperson, who shall designate a member of the Committee as Secretary to take minutes of the proceedings of the Committee, which minutes shall immediately be transcribed and forwarded to the Vestry. A majority of the members of each Committee shall constitute a quorum for the transaction of business, and the concurrence of a majority of all of the members of the Committee shall be necessary for the transaction of business.

Section 7.2 – Vestry Nominating Committee. The Nominating Committee shall consist of a Chairperson designated by the Vestry and at least two other members of the Church in good standing, whose duty it shall be to present a slate of candidates for the Vestry. (Our tradition has been that the outgoing vestry members will constitute the primary committee membership.) The slate of candidates shall be presented first to the Vestry for approval, and then to the congregation, for election at the Annual Meeting. The vestry will review this slate to ensure that all names listed have fulfilled the requirements of the by-laws prior to approving this slate for presentation at the annual meeting. No nominations for Vestry election, which have not been considered by the Vestry Nominating Committee, will be accepted from the floor during the annual meeting.

Section 7.3 – Property Committee. The Property Committee shall consist of a designated chairperson and at least two members of the congregation. The Committee shall prepare and maintain a current and accurate list of, and shall oversee the maintenance and improvement of, the Church's real estate and tangible personal property assets. Further, it shall advise the Vestry on a periodic basis as to required, necessary, or desirable repairs, alterations, and replacements of such properties that may reasonably be anticipated.

Section 7.4 – Finance Committee. The Finance Committee shall consist of the Treasurer (Chairman), and at least two (2) members appointed by the Vestry. This Committee, reporting to the Vestry, develops and recommends an annual church operating budget in time for presentation at the annual congregational meeting. It monitors the budget throughout the year, monitors debt and debt payment plan, and audits accounts annually. The Committee provides information and assistance in the preparation of any annual reports requested by the Anglican District of Virginia.

Section 7.5 – Other Committees. The Vestry may appoint other committees from time to time as may be deemed necessary or advisable for proper operation of the Church and its ministries.

Article 8

Clergy

Section 8.1 – Rector. The Rector of the Church has, by virtue of his office, the exclusive charge of all of the spiritual concerns and pastoral care, worship services, music, and ritual observances of the Church, subject to the Rubrics of the Book of Common Prayer, Anglican District of Virginia (ADV) of the Convocation of Anglicans in North America (CANA), as set forth in their respective Constitution and Canons, and the pastoral direction of the Bishop. He is entitled at all times to have access to the Church building and to open the same as he may deem proper for the celebration of the Holy Communion, for prayer, for catechetical or other religious instruction, for marriages, baptisms, or burials, and for other rites and ceremonies authorized by the Church or other recognized ecclesiastical authorities. He shall exercise pastoral oversight of all groups whose purpose is pastoral in nature, such as Home Groups, or whose purpose is intended to support the worship and spiritual life of the church. He may call special meetings of the Vestry, and shall have full rights to vote and speak before that body.

Section 8.2 – Interim Rector. If there is no Rector but there is either an Interim Rector, designated by the Vestry with the approval of the Bishop, then the Interim Rector shall have all of the rights and duties of a Rector for that time.

Section 8.3 – Other Priests. Subject to approval by the Vestry additional priests may be engaged on terms and needs dictated by the Church. All Ministers of the Church, by whatever name they may be designated, shall be regarded as under the authority of the Rector.

Article 9

Miscellaneous

Section 9.1 – Vestry Acceptance of Restricted Gifts. All funds or property given to the Church for special or restricted purposes may be accepted only with the consent of the Vestry, in its sole discretion. The Vestry shall have no authority to modify any term or restriction applicable to any such gift that, if accepted, shall be applied and/or used exactly as specified by the donor. Notwithstanding the foregoing limitation however, the Rector is solely authorized to accept gifts and contributions of properties relating solely to the conduct of his priestly activities and the various services of the Church, such as altar memorials, candlesticks, chalices, vestments, prayer books, hymnals, Holy Bibles, and so forth.

Section 9.2 – Rector’s Discretionary Fund. Funds that the Vestry may, in its sole discretion, see fit to include in the annual Church budget shall be deposited with and applied by the Rector to such pious and charitable uses as he may see fit, in his sole discretion. Suitable documentation shall be presented to the Treasurer for these disbursements for accounting and audit purposes at the time of the expenditures. The Rector’s discretionary fund will be subject to the same annual audit requirements as all the other accounts maintained by the church.

Section 9.3 – Fiscal Year and Accounting Requirements. The fiscal year of the Church shall be the calendar year. Church accounts shall be audited on an annual basis by the Finance Committee with the possible addition of other persons who may be called upon for this specific purpose. In special, unusual situations, the Vestry may require an audit by an independent Certified Public Accountant, if available, or by a Licensed Public Accountant or other person of publically recognized competence. The Treasurer, bookkeeper, and other persons having custody of Church funds shall be bonded at all times.

Section 9.4 – Captions. The captions of the various Articles and Sections of these By-Laws are used for convenient reference purposes only and are not intended to define, limit, construe, or otherwise affect the scope or intent of these By-Laws in general or any provision hereof in particular.

Section 9.5 – Number and Gender. Unless the context of these By-Laws indicates otherwise, the singular number shall include the plural and the plural shall include the singular, and words of one gender shall include the other gender, as the case may be.

Section 9.6 – Policy Memorandums. Policy Memorandum shall be used by the Vestry to put in place standard operating procedures or other administrative procedures required for the Vestry to conduct the temporal business of CWG. Policy Memorandum may be proposed by any Vestry member or congregation member, through a Vestry member sponsor. Policy Memorandum shall be brought before a regularly scheduled Vestry meeting for consideration and final action/voting as expeditiously as possible. Policy Memorandums, to become an official part of the administration of CWG, must be approved by majority vote of the Vestry and will become an attachment to the official Vestry minutes for the meeting in which they were approved. Following Vestry approval, each memorandum should be published as part of the next church newsletter to ensure the widest dissemination of its contents to the congregation. The Vestry may also, or in lieu of the newsletter, mail copies to each CWG Family on a case-by-case basis. All Policy Memorandum shall be maintained in the church office in a binder specifically set aside and clearly labeled for this purpose; this binder shall be available for inspection by any member of the congregation.

Section 9.7 – Trustees. The Vestry shall appoint at least three trustees for the corporation known as 'Church of the Word, Gainesville.' Trustees are appointed pursuant to the laws of the Commonwealth of Virginia to hold title to the property of the Church.

Section 9.8 – Amendment of By-Laws. These By-Laws may be supplemented, altered, amended, or repealed, in whole or in part, by the Vestry at any of its regular meetings. Such changes may be made known to the congregation in the same manner as policy memorandums and will also be included in the reports presented at the Annual Meeting of the Church.

Robin Adams
Rector
Church of the Word, Gainesville

Mariann Lynch
Senior Warden
Church of the Word, Gainesville

Appendix A

Duties of Vestry Officers

The Senior Warden, Junior Warden, Secretary, Treasurer, and other Vestry officers shall bear the following responsibilities.

Section A.1 – Senior and Junior Wardens

- (1) Meet regularly with the Rector to review the life and work of the congregation, plan ahead, anticipate and resolve problems;
- (2) Provide Vestry leadership to identify the vision, mission and goals of the congregation, make and implement plans, assess progress and celebrate achievements;
- (3) Provide leadership in the congregation by demonstrating a consistently positive attitude that seeks to solve problems and learn from mistakes, recognizes accomplishments and gives thanks for those things that build community and further the mission of the Church;
- (4) Be available to discuss any and all concerns with the Rector and members of the congregation; avoid hasty judgments, encourage complainants to speak to those involved, discuss problems with the Rector, and maintain confidentiality where appropriate;
- (5) In cases where the Rector, staff or Vestry is beleaguered or unfairly criticized, foster understanding and reconciliation, distribute accurate information, etc.;
- (6) Ensure that policies and procedures regarding employee and volunteer misconduct are in place and enforced; take any questions, complaints and concerns to the rector and/or appropriate authorities immediately;
- (7) Support the Rector in taking action when employees or volunteers have problems with drugs or alcohol or are charged with misconduct or inappropriate behavior;
- (8) Take action to intervene promptly (with others as appropriate) in the event that the Rector is charged with misconduct, has problems with drugs or alcohol, or is acting inappropriately; speak with the rector and the bishop as necessary and appropriate;
- (9) When conflict imperils the pastoral relationship between the Rector and congregation, the Rector or a majority vote of the vestry may ask the bishop, in writing, to intervene; the Senior Warden traditionally makes this petition on behalf of the Vestry;
- (10) Monitor the Rector and staff workloads and take action as appropriate to ensure that any overworking conditions are speedily addressed and corrected;
- (11) Identify members of the congregation for leadership roles in the church and actively seek their support in these endeavors;
- (12) Represent Church of the Word to ADV or CANA when necessary.
- (13) In the absence of a Rector:
 - (a) Notify the Bishop and lead the congregation by making provisions for worship services, program and pastoral care needs of the congregation;
 - (b) With the assistance of the Vestry, establish a Search Committee to guide and support the selection process for a new rector and maintain communications with the church's Bishop;
 - (c) Prepare a Letter of Agreement with the new Rector;
 - (d) Ensure that the name of the person proposed to be called as Rector is submitted to the Bishop thirty days before a formal offer of employment is given to the potential new rector
 - (e) Deliver written notice of the acceptance of the offer of employment by the new Rector to the Bishop;
 - (f) Conduct the annual congregation meeting in the absence of the Rector.

Section A.2 – Vestry Secretary

- (1) Take notes and prepare minutes for all Vestry meetings, Vestry retreats, and Annual Meetings of the Church;
- (2) Maintain a file of all vestry and Annual Meeting minutes and other vestry correspondence;
- (3) Prepare and maintain other documents for the vestry as required.

Section A.3 – Treasurer

- (1) Oversee the collection, counting and deposit of all contributions to the congregation;
- (2) Maintain separate accounts for designated funds as directed by the Vestry; ensure that established accounting procedures and appropriate safeguards are used;
- (3) Ensure bills are paid in a timely fashion;
- (4) Ensure adequate insurance is maintained on real and tangible property;
- (5) Ensure that the book and accounts of the congregation are in accordance with standard accounting procedures and any requirements of the ADV or CANA;
- (6) Ensure that the congregation's financial operations are in accordance with applicable ADV or CANA canons, the congregation's by-laws, and state and federal laws;
- (7) Ensure that the congregation's deeds and other instruments of ownership are established and maintained in the manner prescribed by canon and civil law;
- (8) Ensure all custodians of congregational or organizational funds over \$500 is bonded;
- (9) Meet regularly with the Vestry, Rector and/or staff for planning and evaluation;
- (10) Develop and be an active member of the Finance Committee;
- (11) Assist in the development of budgets;
- (12) Submit monthly finance reports to the vestry in time for their monthly meetings;
- (13) Prepare yearly finance report for the annual congregational meeting.

Section A.4 – Vestry Person Charged with Oversight of the Church's Physical Facilities. Provide the overall guidance of property maintenance to include:

- (1) Understand and plan property maintenance needs and activities;
- (2) Have an ability to work with service people and to recruit and motivate members of the congregation to take responsibility for maintenance work;
- (3) Establish and oversee seasonal maintenance of all equipment (furnace, air conditioning, plumbing, facilities, kitchen grounds, etc.);
- (4) Establish and oversee annual safety checks;
- (5) Review insurance needs with the Treasurer, vestry and insurance agents annually;
- (6) Establish and oversee processes for obtaining contractor services as required;
- (7) Chair all committees organized to address buildings and grounds construction and/or maintenance at Church of the Word.