

**Our Savior Episcopal Church
Martinez, Georgia
Bylaws as of May 11, 2023**

Article I – Definitions

OSEC	Our Savior Episcopal Church, Inc., Martinez, Georgia
TEC	The Episcopal Church of the United States of America
Diocese	The Episcopal Diocese of Georgia of TEC
Bishop	The Bishop of the Diocese
TEC Canons	The Constitution and Canons of TEC
Diocesan Canons	The Constitution and Canons of the Diocese
Congregation	The parishioners of OSEC
Annual Meeting	The annual meeting of the congregation

Article II – Name, Mission, and Nature

1. OSEC is a parish of TEC in union with the Diocese. OSEC is presently located at 4227 Columbia Road, Martinez, Georgia 30907.
2. The mission of OSEC: We understand & experience God as welcoming all people with unconditional love & hospitality.
3. OSEC accedes to the TEC Canons and to the Diocesan Canons. In the event of any conflict between these bylaws or between any act or undertaking of OSEC, and the aforesaid Canons, the latter shall be deemed to prevail.
4. In the event of the dissolution of OSEC, its assets shall be deemed to be assets of the Diocese, subject to any liabilities thereon.

Article III – Governance

1. The Vestry is the elected body of the parish that shares with the Rector the responsibility for oversight of parish life and ministry. The Vestry is responsible for
 - a. working with the Rector to develop and articulate a mission for the congregation.
 - b. supporting that mission by word and deed.
 - c. ensuring adequate resources in leadership and financial stewardship.
 - d. managing resources effectively.

- e. determining that appropriate programs, policies and procedures have been developed and are followed.
 - f. overseeing the upkeep of church property.
 - g. overseeing the business affairs of the parish.
 - h. recruiting and selecting individuals to run for vestry vacancies and serve on parish committees described in these by-laws.
 - i. selecting parish representatives.
 - j. selecting a new Rector in the event of a vacancy.
 - k. assessing its own work and effectiveness.
2. The Annual Meeting of the Congregation
 - a. The meeting shall take place on or before January 31 each year. The Senior Warden shall ensure that a public notice of the annual meeting is provided to the Congregation at least ten (10) days in advance of the meeting.
 - b. The Senior Warden and Rector shall make the agenda, slate of nominees for vestry, and annual reports of the rector, wardens, and ministry leaders available to the congregation electronically at least seven (7) days in advance of the meeting.
 - c. In the event of an emergency, when it is impossible for the parish to meet in person for the annual meeting, the Senior Warden, with the Rector's agreement, may organize another method of conducting the annual meeting and voting.
 3. The Rector is the spiritual leader of OSEC. The temporal governing body of OSEC is the Vestry, elected by the Congregation. The Rector, although not a member, normally is the presiding officer.
 4. The Vestry shall consist of nine (9) members, each of whom shall be a confirmed adult in good standing, 18 years of age or older, and enrolled in OSEC. Each Vestry member shall subscribe to the Declaration appearing in Title II, Canon 2, Section 2, of the Diocesan Canons (2020). In addition, each Vestry member, and each candidate for election to the Vestry, shall be actively involved in at least one of the ministries of OSEC and shall be encouraged to have a program of spiritual development.
 5. Vestry members shall be elected by the Congregation at the Annual Meeting. Vestry members shall serve for terms of three years. One-third shall rotate off annually, and shall then be ineligible for reelection for one year.
 - a. The Senior Warden, with the Rector's concurrence, shall organize a nominating committee to recommend individuals for Vestry membership.
 - b. All nominations to the Vestry will be made at least 10 days prior to the Annual Meeting to provide sufficient time to 1) determine that nominees meet the requirements for vestry membership (see paragraph 4 above and c below) and 2) their names and biographies can be provided to members of the

congregation along with other materials for the Annual Meeting (see Article III, paragraph 2b, above)

- c. A candidate for election to the Vestry must be a member of OSEC in good standing (as defined by Title 1, Canon 17, Section 3 of TEC Canons).
 - d. Three consecutive absences, or four absences from any six consecutive meetings, shall be considered to have resigned from the Vestry. The Secretary shall keep records of attendance and record these in the minutes. This removal is automatic. The Senior Warden shall use this information as the basis for notifying the absent member of their effective resignation.
 - e. Whenever a vacancy occurs during a Vestry member's term, the Senior Warden, with the Rector's concurrence, shall nominate an individual(s) to complete the term. The Vestry will then vote to elect the replacement.
 - f. The Senior and Junior Warden shall be elected from the newly elected Vestry by the Vestry, at a meeting immediately following the annual meeting, and for that sole purpose.
6. All Vestry members have the following responsibilities:
- a. Prepare for, attend, and participate in Vestry meetings.
 - b. Read and be familiar with the OSEC by-laws.
 - c. Be an active member of one of the parish's ministries.
 - d. Assist in stewardship education.
 - e. Attend all Vestry retreats.
 - f. Interpret decisions of the Vestry and the Rector to other parishioners in a supportive way.
 - g. Maintain confidentiality on sensitive topics.
 - h. Support the mission of the church, putting overall interests of the church above personal or group interests.
 - i. Be receptive to individual parishioner's concerns and, if necessary, be willing to discuss these concerns with the rector, wardens and/or Vestry.
7. All Vestry members are encouraged to
- a. Regularly attend worship services
 - b. Lead a life that includes personal disciplines of prayer and Bible study
 - c. Faithfully contribute to the mission of the church through an annual pledge to the Church
 - d. Serve in visible roles in parish worship (greeters, ushers, etc.)
 - e. Take part in various ministries and missions of the church
 - f. Share in the social activities of the church
8. The lay officers of the OSEC shall serve for one-year terms, or until their successors are elected or selected. These officers are the:

- a. Senior Warden: The Senior Warden works closely with the Rector in leading the vestry and the congregation. The Senior Warden works with the diocesan office to provide for a priest when there is no rector. Also with a vacancy, the Senior Warden is responsible for keeping up the parish records, including the register and record of services.
- b. Junior Warden: The Junior Warden is responsible for the buildings and grounds of OSEC. He or she is expected to keep these assets safe, attractive, and in good working order within the limits of the parish budget. The Junior Warden is assisted in this work by two committees:
 - i. The Buildings Committee is composed of a minimum of three (3) parishioners whose primary responsibility is to monitor the condition of OSEC facilities, review suggestions or proposals for building improvements and make recommendations on their appropriateness to the Junior Warden, and assist the Junior Warden in organizing repairs and parish workdays. The Buildings Committee is also responsible for developing policies concerning facility usage, subject to final approval by the Vestry. The chair of this committee is chosen by vote of the vestry.
 - ii. The Grounds Committee is composed of a minimum of three (3) parishioners whose primary responsibility is to monitor the condition of OSEC gardens, lawns, trees, and grounds, review suggestions or proposals for improvements and make recommendations on their appropriateness to the Junior Warden, and assist the Junior Warden in organizing repairs and parish workdays. The Grounds Committee is also responsible for developing policies governing the upkeep and maintenance of grounds and gardens, subject to final approval by the Vestry. The chair of this committee is chosen by vote of the vestry.
- c. Treasurer: The Treasurer is responsible for the financial activities of the congregation including income and revenue, expenses and disbursements, payroll, assets and investments. He/she is expected to oversee and account for assets and liabilities, according to decisions of the congregation, vestry and diocese, in a reasonable, ethical and legal manner. The Treasurer is assisted with this by the Endowment Board, the Money Counting Teams, and the Finance Committee.
 - i. The Endowment Board is composed of a minimum of five (5) parishioners whose primary responsibility is to monitor the investments of the parish and determine availability of distributable monies as specified by each fund. The chair of this committee is chosen by vote of the vestry.
 - ii. The Money Counting Teams are charged with counting and recording attendance and offerings collected at services. The Chair of this group is responsible to the Treasurer for recruiting, scheduling, and managing the teams of counters. Each team shall have a minimum of two members. The chair of this committee is chosen by vote of the vestry.

- iii. The Finance Committee is composed of the Treasurer and at least three and no more than five parishioners whose primary responsibility is to assist the Treasurer in managing the financial activities of the congregation and developing a budget. The Treasurer serves as Chair of this committee.
 - d. Secretary: The Secretary is responsible for keeping minutes of vestry meetings and parish meetings, for correspondence related to vestry business and for maintaining vestry records.
- 9. Regular meetings of the Vestry shall be held every month upon such days and times as shall be determined by the vestry.
 - a. The vestry shall inform the congregation of its meeting schedule and location, and clearly state that all vestry meetings are open to the public.
 - b. The Vestry may cancel no more than one meeting per year, if determined appropriate by the Vestry and the Rector.
 - c. Meetings may be held in person, on-line, or a combination of both if deemed appropriate by the Vestry and the Rector.
 - d. A quorum (4 members, including at least one warden) must be present in order to conduct any official business.
- 10. Special meetings of the Vestry may be called in an emergency by a) the rector, b) the junior or senior warden with the approval of the rector, or c) at the request of three (3) members of the vestry with the approval of the rector. In the absence of a rector, the junior or senior warden may call a special meeting. Such meetings may be held in person, on-line, or a combination of both if deemed appropriate by the Senior Warden and/or the Rector. Vestry members must be given at least two (2) days notice of the special meeting, its arrangements, and agenda.
- 11. In an emergency, as determined by the Senior Warden and the Rector, an electronic vote may be held on a specific, single item.
- 12. The Rector shall preside at all meetings of the Vestry and of the Congregation. In the absence of the Rector, the Senior Warden shall preside, and in his or her absence, the Junior Warden shall preside.
- 13. OSEC shall have the standing committees listed below. The Vestry shall elect the chairs of each of the standing committees. The Rector shall be, ex officio, a voting member of the Endowment Board.

Endowment Board
 Buildings Committee
 Grounds Committee
 Finance Committee

Article IV – Financial Matters and Indebtedness

1. No obligations or bills shall be contracted for the OSEC, nor commitments of any kind made or entered into on its behalf, nor disbursements made, involving a liability or expenditure exceeding \$2,000 or an amount to be determined periodically by the vestry (excluding the Rector's Discretionary Account) and not exceeding a period of time to be determined periodically by the vestry by anyone purporting to represent OSEC in an official capacity or otherwise, except as specifically directed or approved by the vestry in advance, or as specifically provided for in a budget duly adopted by the vestry and currently in effect.
2. In case of emergency, and if it is impossible or inexpedient to call a meeting of the vestry, a commitment may be entered into, or an indebtedness may be incurred, or a payment may be made, even though not so authorized for an amount not to exceed an amount to be determined periodically by the Vestry
 - a. Upon approval of the treasurer
 - b. Or if the treasurer be incapacitated or absent, by the two wardens with the concurrence of the rector.
3. Individuals wishing to conduct fund raising events which require OSEC to commit resources (including building or grounds usage), will apply for approval from the rector and the Vestry.
 - a. Fund raisers which do not require the use of church resources, but are using the OSEC name, may be approved by the Senior Warden and/or Rector.
 - b. The Senior Warden and/or Rector shall inform the Vestry of such fund raisers at the next, regularly scheduled meeting.

Article V – Duties of Vestry Members and Officers; Immunity and Indemnification

1. Members of the Vestry, officers, and committee members (including the Rector and other members of the clergy in their capacities as such) of OSEC shall discharge the duties of their respective positions in good faith and with the degree of diligence, care, and skill that ordinarily prudent persons would exercise under similar circumstances in like positions. Such Vestry members, officers, and committee members may rely upon financial statements represented to them to be correct by the Treasurer or other officer having charge of the books of account of OSEC or its affiliated undertakings, or stated in a written report by an independent public or certified public accountant fairly to reflect the financial condition of OSEC or any of its affiliated undertakings.
2. To the extent permitted by applicable law, both as now in effect and as hereafter may be adopted or amended, such members of the Vestry, officers, and committee members and their respective estates, heirs, and legal representatives from and against any and all liabilities, assets, and expenses (including attorneys' fees and other defense assets) relating to any threatened, pending, or completed proceeding

in which any of them may become involved by reason of their service to OSEC in such capacities; and to assure such indemnification, the Vestry may obtain appropriate insurance.

Article VI – Miscellaneous

1. The Vestry shall elect such delegates and alternates to the Diocesan Convention as shall be allotted to OSEC by the Dioceses, as well as to any other Diocesan organizations or events.
2. OSEC shall not carry on any activities not permitted to be carried on under Section 501c(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal tax code, or which would jeopardize the deductibility of contributions to it or to the Dioceses under Section 170c(2) of said Code or the corresponding provision of any future federal tax code.

Article VII – Adoption and Amendment

1. These by-laws may be amended by a majority vote of the Vestry after a public comment period.
 - a. Proposed changes must be sent to all Vestry members at least seven (7) days in advance of a regularly scheduled Vestry meeting, and be a part of the published agenda for the meeting.
 - b. At that meeting, the proposed changes may be discussed, but not voted upon.
 - c. Within 24 hours of this meeting, the Senior Warden will ensure the proposed changes are sent to parish members for a fourteen (14) day public comment period. During this period, parishioners may submit comments to any member of the Vestry or to the Rector; however, comments received AFTER the 14-day public comment period need not be considered. Regardless of who receives comments, ALL comments must be shared with ALL Vestry members and the Rector at least seven (7) days prior to the next, regularly scheduled Vestry meeting.
 - d. At that meeting, the proposed changes and comments will be discussed, and may be voted upon.
2. These by-laws, and all proposed changes, will be considered to go into effect immediately upon passage by majority vote of the vestry.