

EPISCOPAL CHURCH OF THE ASCENSION

BY-LAWS

(As amended on May 26, 2014)

ARTICLE I: NAME

The name of the corporation shall be "Episcopal Church of the Ascension" located in Orange County Florida. The corporation shall hereinafter be referred to in these By-laws as the "Parish."

ARTICLE II: PURPOSE

The Parish supports the public worship of Almighty God, according to the faith and discipline of The Episcopal Church in the United States of America, otherwise known as the Episcopal Church, and to the said Church in the Episcopal Diocese of Central Florida. As such it accedes to, recognizes and adopts the Constitution, Canons, Doctrine, Discipline and Worship of The Episcopal Church, and the Constitution and Canons of the Diocese of Central Florida.

ARTICLE III: MEMBERSHIP

Members of the Parish are adult communicants who are 16 years of age and over, whose names are duly enrolled as such in the register of the said Parish, 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.

ARTICLE IV: MEETING OF THE MEMBERS

Section 1: ANNUAL MEETING. The Annual Meeting of the Parish shall be held before the thirty-first day of January each year. At the Annual meeting, at least one third of the members of the Vestry shall be elected. Notice of such meeting shall be given at least thirty (30) days prior to the meeting.

Section 2: SPECIAL MEETINGS. The Rector, Senior Warden, or the Vestry by the vote of at least a majority of its members, may call a Special Meeting of the members of the Parish upon notice of at least ten (10) days. Such notice shall state the matters to be considered at such meeting in appropriate detail. Only those matters set forth in the notice may be considered at the Special Meeting.

ARTICLE V: THE VESTRY

Section 1: MEMBERS. The Vestry shall be composed of the Rector (ex-officio President) and nine to fifteen members, one-third of who shall be elected each year for a three year term.

Section 2: TERM OF OFFICE. Any member of the Vestry completing service for a full term (three years) shall not be eligible to serve on the Vestry until one year or more has elapsed since such member has served on the Vestry. A member of the Vestry who serves an unexpired term of less than twenty (20) months shall be immediately eligible for a full term at the next succeeding election. The members of the Vestry shall hold their respective offices until the election and qualification of their successors.

Section 3: QUALIFICATIONS. Members of the Vestry shall be elected from the adult members of the church who are eighteen (18) years of age or older, confirmed, in good standing, and canonically resident in the Parish for at least one year prior to the election or appointment to the Vestry. Neither the Parish's Clergy or staff, nor their spouses and immediate family, or the spouses and immediate family members of the Vestry may be elected and seated on the Vestry.

Section 4: NOMINATIONS. Three months prior to the Annual Meeting, the Rector, or, in the absence of the Rector, the Senior Warden, shall appoint a Vestry Nominating Committee composed of the Rector (ex-officio Chair), Senior Warden, two former Vestry members, and at least one Vestry Member whose term is expiring. The Nominating Committee shall nominate candidates to fill the expiring terms for that year. All persons desiring to serve on the Vestry shall, with their prior consent and approval, have their names placed into nomination by submitting in writing said name and all other required information to the Vestry Nominating Committee. The Nominating Committee shall meet to determine if the person(s) nominated is qualified to serve pursuant to Section 2 herein and as defined by the Diocesan Canons. The Nominating Committee shall nominate candidates to fill the expiring terms for that year at least thirty (30) days prior to the Annual Meeting. Additional nominations may be made from the floor at the Annual Meeting.

Section 5: ELECTIONS. Election of the Vestry members shall take place at the Annual Meeting of the Parish by majority vote of those Parishioners present and qualified to vote. Voting by proxy in Parish meetings shall not be allowed. At the Annual meeting the presiding officer shall introduce all nominees. The names of all of the nominees qualified for Vestry will be on the ballot. Votes shall be cast by written ballot, and a majority of those voting shall be necessary for election.

Section 6: VACANCIES. The Vestry may fill all vacancies that may occur in their number to serve until the next Annual Meeting of the Parish, at which time the Parish shall fill any such unexpired terms, and the holder of such unexpired term shall not be disqualified for election to fill a full term after the expiration of the unexpired term.

Section 7: DUTIES/RESPONSIBILITIES OF VESTRY MEMBERS. It shall be the duty of the Vestry to oversee and administer the temporal affairs of the Parish and, except as provided by law of the State or of the Diocese the Vestry, shall be the agents and legal representatives of the Parish in all matters concerning the relationship of the Parish to its Clergy and laity for the furtherance of Ascension's purpose.

Section 8: ATTENDANCE. Each member of the Vestry must commit to attend regularly scheduled Vestry meetings. -Any Vestry member who, without excuse, fails to attend three-meetings in a twelve month period shall be considered to have resigned from the Vestry and the Vestry shall thereupon select a replacement according to Section 5 herein. Excused absences must be approved by the Vestry. It shall be the duty of the Secretary to send notice of removal to the Vestry member being removed with appropriate explanation. The definition of an unexcused absence is one that the member has not notified the Rector, Senior Warden or the Secretary in advance of the expected absence and the reason for it. An emergency situation is not considered an unexcused absence.

Section 9: REMOVAL OF VESTRY MEMBER(S). Any member of the Vestry may be removed from office, with or without cause, pursuant to the vote of that number of Vestry members constituting two-thirds (2/3's) of the number of Vestry members established in the By-laws of the Parish with the consent of the Rector and the consent of the Ecclesiastical Authority. A Vestry member who is removed from the Vestry shall not be eligible to stand for reelection until the next Annual Meeting of the members. Furthermore, any Vestry member removed from office shall turn over to the Vestry within 72 hours any and all records of the Vestry in his/her possession.

ARTICLE VI: VESTRY OFFICERS AND DUTIES

Section 1: RECTOR. The Rector, elected by a two-thirds (2/3) majority of the Vestry in accordance with the Constitution and Canons of the Episcopal Church and the Diocese of Central Florida, shall be ex officio president of the Vestry, shall have a seat, voice and vote on the Vestry, and shall have all the duties and privileges provided for in National and Diocesan Canons. The Rector has charge under the Constitution and Canons of all things affecting the spiritual interests of the Congregation, subject only to the Ecclesiastical Authority of the Diocese, and at all times shall be entitled to the use and control of the church and all Parish buildings with the appurtenances and furniture thereof; at all times shall be entitled to access to the church, to open the same for public worship, for catechetical or other religious instruction, marriages, baptisms, burials, and all other offices authorized the church and shall have full charge of all services in the church and spiritual direction and full charge and control of all church schools, Parish schools, and all other associations, including separate corporations, related to or connected with the Parish. The Staff and employees of the congregation serve under the direction and control and at the pleasure of the Rector. Nothing in this section, however, shall prevent the Rector from delegating to an employee, the Vestry or committee thereof, all or part of the authority to employ, direct, control, evaluate, discharge or otherwise control the staff or employees. A vacancy of the Rector shall be filled in accordance with the National and Diocesan Canons.

Section 2: SENIOR WARDEN. At the organizational meeting of the Vestry, following the Annual Meeting, the Rector shall appoint one member of the Vestry to serve as Senior Warden at the pleasure of the Rector. In the absence of the Rector, the Senior Warden shall serve as Acting President of the Parish and shall preside at Vestry meetings. Also, the Senior Warden shall act as liaison between the Vestry and the Parish, to keep the Parish advised insofar as appropriate and expedient of the actions of the Vestry. In addition, the Senior Warden shall render an annual report to the Parish at the Annual Meeting of the Parish. In the absence or disability of the Rector, the Senior Warden shall ensure see that the services of the Church are held and further perform such duties of the Rector as allowed by the Constitution and Canons.

Section 3: JUNIOR WARDEN. The Vestry shall elect one member to serve as the Junior Warden at the first organizational meeting after following the Annual Meeting, and shall hold office for a term of one (1) year and shall be eligible for reelection thereafter or until a successor is elected. The Junior Warden shall be responsible for filling-in for the Senior Warden during a temporary absence, overseeing the physical property of the Parish, and other duties as assigned. In the absence of the Senior Warden and the Rector, the Junior Warden shall preside at Vestry Meetings and perform other functions of the Senior Warden.

Section 4: TREASURER. A Treasurer, who shall be a member of the Parish, who may or may not be a member of the Vestry, shall be elected by the Vestry for a term of one year. The Treasurer may be re-elected, but not for more than three (3) consecutive terms. A non-member Treasurer shall be deemed to be an ex officio non-voting member of the Vestry. One or more Assistant Treasurers may be appointed by the Vestry to assist the Treasurer in the performance of the duties of such office. The financial affairs of the Church shall be conducted in accordance with National and Diocesan Canons. Specifically, the Parish Treasurer shall:

- a. Oversee the reception and disbursement of the general funds of the Parish, and properly maintain the books of accounts and other financial records of the Parish;
- b. Have charge and custody of, and be responsible for all funds and securities received by the Parish, except as otherwise directed by the Vestry;
- c. Deposit in an insured fund and in the name of the Parish all monies that may come into the hands of the Treasurer;

- d. Maintain accurate books of account reflecting the transactions of the Parish, its accounts, liabilities and financial condition and have available these books for inspection by the Rector, Vestry or any member of the Parish upon reasonable request; determine that all expenditures are duly authorized and are evidenced by proper documents;
- e. Prepare the books to be audited annually by an independent Certified Public Accountant, independent Licensed Public Accountant, or such audit committee as shall be authorized by the Finance and Audit Committee. The financial accounts and records of the Parish shall be reviewed by an independent Certified Public Accountant prior to a new Treasurer taking office;
- f. Ensure that the Parish's financial operations are in accord with the Canons of the Episcopal Church and Diocese, Ascension's By-laws, and state and federal laws; and
- g. The Parish Treasurer shall serve on the Parish Finance and Audit Committee.

Section 5: SECRETARY. A Secretary, who shall be a member of the Parish, but who may or may not be a member of the Vestry, shall be elected by majority vote of the Vestry and shall hold office for a term of one (1) year and shall be eligible for reelection thereafter or until a successor is elected. Among other duties, the Secretary shall: to record the minutes of Vestry and Parish meetings; preserve all records and papers belonging to the Parish; conduct such correspondence in the name of the Rector, Wardens and Vestry as the Vestry may authorize and direct, and maintain the correspondence of the Vestry; and perform other duties as shall be assigned, and to faithfully deliver to the next clerk Secretary all books and documents of the Parish currently held. A non-member Secretary shall be deemed to be an ex officio non-voting member of the Vestry.

Section 6: EXECUTIVE COMMITTEE. The Executive Committee shall consist of the Parish Officers and may include the Rector (ex-officio Chair), Senior Warden, Junior Warden and Secretary. In the event of an emergency, the Executive Committee may take such immediate action as is necessary to further the interest of the Parish until such time as a special meeting of the Vestry may be noticed and called, which meeting shall be called within one (1) week of said immediate action. The Executive Committee shall not otherwise exercise the authority belonging to the Vestry under these By-laws.

ARTICLE V I I : VESTRY MEETINGS

Section 1: ORGANIZATIONAL MEETING. The Organizational Meeting of the Vestry shall be held as soon as possible following the Annual Meeting of the Parish.

Section 2: REGULAR MEETINGS. The day and time for Regular Meetings of the Vestry shall be determined at the organizational meeting of the Vestry. If a regularly scheduled meeting should fall upon a legal holiday, in such cases, the rescheduled meeting shall be held at a time and date fixed by majority vote of the Vestry. The Rector shall be the Chair of the Vestry and shall preside over the meetings of the Vestry, or may authorize the Senior Warden to preside. Meetings shall be conducted according to the protocol prescribed by the Roberts Rule of Order.

Section 3: SPECIAL MEETINGS. Upon reasonable notice, Special Meetings may be held at the call of the Rector; or in the absence of the Rector, of the Senior Warden; or at the request of any one-third of the members of the Vestry. No business of a called meeting may be conducted unless all Vestry members have been notified forty-eight (48) hours prior to the meeting. The Bishop has the discretion to call a meeting of the Vestry and preside at such meeting.

Section 4: QUORUM. A quorum for the conduct of official business shall consist of a majority of members of the Vestry, including the Rector or one of the Wardens.

ARTICLE VIII: THE COMMITTEES

Section 1: ORGANIZATION. The conduct of the Parish religious activities and the execution of administrative and business responsibilities require the commitment and participation of Parishioners. All Parishioners in good standing are eligible for membership on the various committees. Chairs of Committees will be designated by the Vestry at the organizational meeting following the Annual Meeting and elections subject to the concurrence of the Rector. Chairs of Parish Committees need not be members of the Vestry, whereas Chairs of the Vestry Standing Committees should be current or former members of the Vestry.

Section 2: STANDING COMMITTEES. Such committees exist and are chartered to meet the Canonical needs of the Vestry, and may include among others: Finance & Audit Committee; Human Resources and Compensation Committee; and Building and Grounds Committee, etc.

Section 3: PARISH COMMITTEES. Such committees enable the spiritual and organizational needs of the Parish to be accomplished and may include: Communications Committee; Outreach Committee; Pastoral Committee; Youth Committee; and Worship Committee, etc.

Section 4: OTHER COMMITTEES. Such other committees including additional standing committees, ad hoc committees, and task forces may be designated by the Vestry at any time, as are necessary to the well-being of the Parish and the ability to function in an orderly and businesslike fashion.

Section 5: COMMITTEE MEETINGS. All committees shall meet regularly to perform the work of the Vestry and Parish. Minutes shall be kept of each committee's meetings.

ARTICLE IX: FISCAL YEAR

The fiscal year of the Parish shall commence on January 1 and end on December 31 of each year.

ARTICLE X AMENDMENTS

These By-laws, may be amended or repealed by a majority vote of the Vestry, subject to ratification by a majority vote of the Parish membership who are present, eligible and who elect to vote at an appropriate Parish meeting that has been duly called with proper notice given pursuant to Article IV herein.

ARTICLE XII: AMENDMENT OF BY-LAWS

These By-laws were approved as amended by the Vestry on the 26 day of May, 2014

By:

The Rev. James A. Sorvillo, Sr., Rector

Lynda A Dickerson, Secretary

(W.S. Norman: 26May2014)