

# **Grace in the Desert Episcopal Church**

2004 Spring Gate Lane

Las Vegas, NV 89134

## **Parish By-Laws**

### **Article I: Name and Mission Statement**

**The full and complete name of this Parish is GRACE IN THE DESERT EPISCOPAL CHURCH. Our mission statement shall be: “TO BE A GROWING, INCLUSIVE COMMUNITY OF FAITH THAT SUPPORTS A VARIETY OF MINISTRIES AND EDUCATES OUR CHILDREN AND ALL PEOPLE THROUGH TRADITIONS OF THE EPISCOPAL CHURCH.”**

### **Article II: Incorporation**

Grace in the Desert Episcopal Church shall be incorporated as a Nevada non-profit corporation conforming to the Canons of the Episcopal Diocese of Nevada.

### **Article III: Conformity**

The Constitution & Canons of the Protestant Episcopal Church in the United States of America (also known as the “The Episcopal Church”) and the Canons of The Episcopal Diocese Of Nevada, as such Canons may be adopted and revised from time to time, are hereby incorporated into these by-laws to the same extent and with the same legal significance as if set forth fully herein. To the extent any provision of these by-laws should conflict with such Canons the Canon provision shall prevail, and such by-law shall have no force or effect to the extent in conflict with the Canons. In addition, these by-laws are subject to the provisions of Chapter 82 (Nonprofit Corporations) of the Nevada Revised Statutes. To the extent any by-law should be in conflict with such statutory law the applicable statute shall prevail and such by-law shall have no force or effect to the extent it is in conflict with such statute.

### **Article IV: Annual Meetings**

**Section 1:** An annual meeting of the parish will be held in the month of January at a time and place prescribed by the Vestry for the election of Vestry members, delegates to Convention and for receiving reports, and for such other business as it may lawfully transact.

- Section 2: The qualified voters of the congregations shall be all adult members of the congregation, who have been regularly as contributors to the income of the congregation for the six (6) months preceding the meeting of the congregation. A statement by any member of the Church that he or she has contributed regularly to the income of the congregation, through the open plate, shall be accepted as evidence of regular contribution until the contrary be shown.
- Section 3: Special meetings of the congregation may be called by a warden, the Rector, any two (2) Vestry members or a written request stating the purpose of the meeting by five (5) members of the parish addressed to the Senior Warden. Announcement of the time and place and purpose of all such meetings shall be given on three (3) Sundays at all services preceding such a meeting and in writing.
- Section 4: The Rector shall preside at all meetings of the congregation; but if the Rector is not present, then the Senior Warden, followed by the Junior Warden and then a Vestry member, in the order of seniority, shall preside.
- Section 5: The annual meeting shall have the following powers:
- a. To receive the report from the Nominating Committee (comprised of the three (3) retiring members) of potential nominees to stand for Vestry.
  - b. To elect members of the Vestry as needed.
  - c. To elect delegates and alternates to the Annual Diocesan Convention.
  - d. To receive the Treasurer's report on the financial statements for the previous year and to approve the annual budget. Financial reports of all the organizations of the congregation shall also be made.
  - e. To receive a report on the State of the Cure, which shall be made by the presiding officer. Such report shall include the membership list of the parish in accordance with the Diocesan Canon on Church Records.
  - f. To receive other reports concerning the activities and programs of the parish.
  - g. To exercise such other powers as may be deemed necessary and proper to fulfill the purposes and policies of the parish.
- Section 6: A simple majority of the voting members present shall constitute the necessary quorum to elect vestry members and annual Diocesan Convention delegates and alternates.

## **Article V: The Vestry**

- Section 1:
- a. The Vestry, in cooperation with the Ecclesiastical Authority, and in compliance with applicable diocesan policies, practices and standards, shall provide for the regular corporate worship and sacraments for the congregation; for the support and enablement of the ministries of its members; and for the stewardship of the resources of the congregation.
  - b. The provisions of this section are not intended to contravene the provisions of the Diocesan Canons on Ministry.
- Section 2: The function of the Vestry shall be to conduct the normal business of the parish and to see that the ministries of the parish are fulfilled in order to satisfy the mission statement of the parish as outlined in Article I of these by-laws.
- Section 3:
- a. The Vestry shall consist of nine (9) members that shall be confirmed adult communicants in good standing and qualified electors of the Parish. Vestry members shall not include paid staff of the Parish. Nevada law precludes Vestry members, below 18 years of age, from voting on issues involving contracts between the parish and third parties, investments, loans, banking and real property. A Vestry majority, for purposes of voting on issues involving contracts between the parish and third parties, investments, loans, banking and real property, shall consist of a majority of all Vestry members over 18 years of age present at the meeting at which there is a quorum. All contracts binding the parish as a legal obligation must be approved by the Vestry.
  - b. Immediately following the Annual Meeting, the newly constituted Vestry will meet for the purpose of designating one of its members as Senior Warden and another as Junior Warden to serve in those positions for one year. Both Wardens may be re-designated in future years provided they are serving an elected term on the Vestry.
- Section 4: The selection of Vestry members shall be as follows:
- a. Vestry members shall be elected by the congregation for a three (3) year term and the terms will be staggered so that no more than three (3) members are elected to a full three (3) year term at any one annual meeting.
  - b. A Vestry member may serve no more than six (6) consecutive years on the Vestry and is then ineligible to stand for election or be appointed to the Vestry again for a period of one year.

- c. Senior and Junior Wardens shall be selected as follows:
  - 1. The Rector may (i) appoint or (ii) allow the Vestry to elect the Senior Warden from the vestry members who have been elected at an annual meeting of the parish.
  - 2. If a Rector is not present, then the Vestry shall elect the Senior Warden, from the vestry members who have been elected at annual meeting of the parish.
  - 3. The Vestry will elect the Junior Warden from the remaining vestry members who have been elected at an annual meeting of the parish.
- d. The Rector, or such other member of the Vestry designated by the Rector, shall preside in all the meetings of the Vestry. If a Rector is not present, then the Senior Warden, followed by the Junior Warden and then a Vestry member, in the order of seniority, shall preside.
- e. In the event an office of warden becomes vacant during the year, the Vestry (or the Rector, as appropriate) shall appoint one of the elected members of the Vestry to fill the position until the next annual parish meeting.

Section 5: In the event of a vacancy in the Vestry, the Vestry shall appoint a qualified member of the congregation to fill the position until the next annual meeting. The balance of such term will be elected at the ensuing annual meeting. All resignations must be submitted in writing and shall be attached to the minutes of the meeting at which they were accepted.

Section 6: The Vestry shall be required to hold a minimum of ten meetings per year. These meetings shall be open to attendance by all interested parties. The Vestry meets on the third Monday of each month unless changed by a majority vote of its members. The Vestry may not take formal action except at a regularly scheduled meeting or properly noticed special meeting and with a majority of all members present.

Section 7: Special meetings of the Vestry may be called by: the Diocesan Bishop, the Rector, Senior Warden or, in his or her absence, the Junior Warden or any two Vestry members. Any such special meeting requires one week's notice be given to the members. The person(s) calling the meeting will be responsible to notify the members of the time, place and purpose of the meeting. Only business relating to the called purpose of the special meeting shall be discussed or acted upon at the special meeting.

Section 8: A simple majority of all nine (9) Vestry members (including Senior and Junior Wardens) shall constitute a quorum for the purpose of conducting business and a simple majority of a quorum so convened shall be competent to act for the Vestry.

- Section 9: The Vestry will appoint a Treasurer who is not a member of the Vestry to fill a one-year term with possible term extensions at the discretion of the Vestry.
- Section 10: The Vestry shall appoint a Clerk to the Vestry who is not a member of the Vestry to fill a one-year term with possible term extensions at the discretion of the Vestry.
- Section 11: Subject to the provisions of the Canons of the Diocese of Nevada, it will be the responsibility of the Vestry and the Rector to: provide for a yearly audit of the finances of the parish, to develop the annual budget, to gather pledges toward that budget from the members of the parish, and to maintain a balanced budget. The Rector and the Vestry shall have the power, after due consultation, to expend all sums of money received in accordance with any provisions made by a donor of a gift.
- Section 12: The Vestry and the Rector shall communicate regularly with the parish and render a full report, concerning the work with which it is charged, to each annual meeting and to the Bishop.
- Section 13: The Vestry has the authority to organize itself into committees, as necessary, subject to the provisions of the Episcopal Diocese of Nevada to fulfill the mission statement of the Parish..
- Section 14: Whenever a member of the Vestry is absent from three (3) consecutive meetings, whether regular or special, without good cause being shown, they shall be presumed to have resigned their position and a vacancy is created.

**Article VI: Duties of Lay Officers**

- Section 1: The lay officers of the corporation shall be as follows:
- a. Senior Warden – The Senior Warden shall have powers and responsibilities equivalent to those of a “president” or “chairman of the board” as such titles are recognized in NRS 82.211(1) and any related provision of Chapter 82 of the Nevada Revised Statutes;
  - b. Junior Warden – The Junior Warden shall have powers and responsibilities equivalent to those of a “vice president” as such title is recognized in NRS 82.211(2) and any related provision of Chapter 82 of the Nevada Revised Statutes;

- c. Treasurer – The Treasurer shall have powers and responsibilities equivalent to those of a “treasurer” as such title is recognized in NRS 82.211(1) and any related provision of Chapter 82 of the Nevada Revised Statutes;
- d. Clerk to the Vestry – The Clerk to the Vestry shall have powers and responsibilities equivalent to those of “secretary” as such a corporate officer is recognized in NRS 82.211(1) and any related provision of Chapter 82 of the Nevada Revised Statutes.
- e. Pursuant to NRS 82.211 and the related provisions of Chapter 82 of the Nevada Revised Statutes and these by-laws other lay officers may be designated and elected as may be deemed necessary for the conduct of the business of the corporation.

Section 2: The Senior Warden is the lay leader and speaks on behalf of the Vestry, and is the chief supervisor of the programs and activities of the parish, and is a representative for the parish at Diocesan Conventions and activities.

Section 3: The Junior Warden shares in the Senior Warden’s leadership role with both parish and Vestry and represents the parish at Diocesan Conventions.

Section 4: The Treasurer is custodian of all parish monies, funds and securities and is responsible for maintaining proper books and accounts thereof. Subject to review by the Rector and the Vestry, the Treasurer plans and evaluates the annual parish budget.

Section 6: The Clerk to the Vestry will take, and distribute the minutes of all Parish and Vestry meetings. The Clerk to the Vestry shall be responsible for the safekeeping and maintenance of all corporate records of Grace such as Articles of Incorporation, By-Laws, Parish and Vestry meeting minutes, and the filing of the Annual List of Officers, Directors and Registered Agent with the Nevada Secretary of State.

**Article VII: Amendments**

Section 1: Proposed amendments to these by-laws must be submitted in writing to the Vestry at least 45 days prior to the date of the annual meeting. The Vestry must submit to the parish all proposed amendments at least 30 days prior to the annual meeting.

Section 2: These by-laws may be amended by a vote at a parish meeting, two- thirds of the voting members present concurring.

**Article XI: Adoption and Approval**

Two thirds of the voting members present at a parish meeting concurring, these by-laws shall be adopted.

Certified as approved at the Annual Parish Meeting of Grace in the Desert Episcopal Church on January 27, 2013.

Attest:

/s/ Margery Kosek

Margery Kosek

CLERK OF THE VESTRY