

**Grace in the Desert Episcopal Church
2004 Spring Gate Lane
Las Vegas, NV 89134**

Parish By-Laws

FINALIZED 6/6/2011 BY THE VESTRY

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

To the extent applicable, the constitution and canons of the Episcopal Church of the United States of America and the constitution and canons of the Episcopal Diocese of Nevada shall be a part of these by-laws, but, in any event, shall govern the affairs of this church and parish.

Article IV: Membership

- 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, whether in this church or in another Christian Church, and whose baptisms have been duly recorded into this church are members thereof.
- b. All members of this church who have received Holy Communion in this Church at least three times during the preceding year are communicants of this Church.

- c. For the purpose of statistical consistency in this Diocese, members and communicants sixteen (16) years of age and over shall be considered adults.
- d. All communicants of this Church who for the previous year have been faithful in corporate worship and identified in writing by the Treasurer, unless for good cause prevented, and have been faithful in working, praying, and giving for the spread of the Kingdom of God, are to be considered communicants in good standing.
- e. All of the above criteria must be met for an individual to be counted among the membership.

Article V: Church Records

Section 1: Rectors, or if there be no Rector, the wardens, shall be custodians of the parish register and other records. An administrator may be appointed by the Vestry to exercise this responsibility.

Section 2: A record of all public services shall be kept, in which shall be noted place, date, and nature of each service, the attendance, and if the service be the Holy Communion, the number of persons communicating and signed by the Officiating Clergy.

Section 3: The parish shall keep a list of its members, adult members, communicants and adult communicants, which shall be the basis of the Annual Parochial Statistical Report. Letters of Transfer and Certificates of Membership shall be issued and received insofar as possible, as outlined in the Canons of the Episcopal Church.

Article VI: 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 indentified and

recorded as contributors to the income of the congregation for the six (6) months preceding the meeting of the congregation

Section 3: Special meetings of the congregation may be called by a warden, the Rector, or any two (2) Vestry members. Announcement of the time and place and purpose of all such meetings shall be given at three (3) or more public services of the Church preceding such a meeting and in writing.

Section 4: The Rector shall preside at all meetings of the congregation; but if such a one be not present, then a warden, or 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** (the three (3) retiring members) of potential nominees to stand for Vestry.
- b. To elect members of the Vestry as needed.
- c. To elect bonafide delegate(s) and alternate(s) to the Annual Diocesan Convention.
- d. To receive the Treasurer's report on the finances of the previous year and to approve the annual budget.
- e. To receive a report on the State of the Church, which shall be made by the presiding officer. Such report shall include the membership list of the parish in accordance with Canon XIII, Section 5.
- 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.

Section 7: A parish meeting can be requested of the Vestry by any five members of the parish; a written request stating the purpose for the meeting shall be in writing to the Senior Warden.

Section 8: Notification of parish meetings shall be made at all services for at least three (3) Sundays prior to the meeting and the Senior Warden shall be responsible for notifying parish members of the meeting.

Section 9: The chairman of any formal meeting will designate the manner and the methods that records may be kept. To assist in the transcription of the minutes of formal meetings a recording device may be used.

Article VII: 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 Article IX (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 1 of these by-laws.

Section 3:

- a. The Vestry shall consist of two (2) wardens and seven (7) members at large. The wardens and Vestry members shall be confirmed or received adult communicants in good standing and qualified electors 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.

- b. The number of Wardens and Vestry within these limitations shall be determined by the congregation at an annual meeting, unless parish by-laws provide otherwise.

Section 4: The selection of Vestry members shall be as follows as determined by the congregation at an annual meeting.

- a. Wardens shall be selected as follows:
 - 1. The Senior Warden shall be appointed by the Rector from the Vestry membership unless the Rector agrees to elect as follows:
 - 2. The congregation, at an annual meeting, determines the election process of one or two wardens either
 - a) by election annually from its membership or,
 - b) the Vestry elects one or two wardens annually from its membership.
- b. Vestry members at-large shall be elected by the congregation for a three (3) year term and terms appropriately staggered.
- c. A member may serve no more than two (2) elected terms on the Vestry.
- d. The Vestry shall appoint annually a secretary and a treasurer who need not be members of the Vestry.
- e. The Vestry selects either a warden or the Rector as its presiding officer. Said officer then presides at Vestry meetings and at meetings of the congregation.
- f. In the event the office of warden becomes vacant during the year, the Rector shall appoint one of the 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 Rector shall appoint a replacement and the Vestry will confirm said replacement by a majority vote.

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. At its first meeting following the annual meeting, the Vestry shall decide the time and place for its regularly scheduled meetings. The Vestry meets on the third Monday of each month unless changed by a majority vote of its members.

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 quorum shall consist of a majority of the members of 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. This position will keep and distribute the minutes of the monthly Vestry meetings.

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: Attendance requirement: Missing three regularly scheduled Vestry meetings in a row, without prior approval, requires a review by the Vestry and possible dismissal.

Article VIII: Duties of Lay Officers.

Section 1: 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 2: The Junior Warden shares in the Senior Warden's leadership role with both parish and Vestry and represents the parish at Diocesan Conventions.

Section 3: 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. Grace in the Desert checks must contain dual signatures by authorized check signers. Authorized check signers will be approved by the Vestry from a list of names submitted by the Treasurer. Contracts binding the parish must be approved by the Vestry and contain the dual signatures of the Rector and Senior Warden.

Section 4: The Treasurer will coordinate directly with the Senior Warden (ref Section 2) for the administration of funds. The Treasurer must be the honest broker responsible for all funds associated with the Parish and may, at his/her discretion with the concurrence of the Senior Warden, appoint such individuals needed to aid in the accomplishment of these duties and responsibilities.

Article IX: Ministry

Section 1: It shall be the duty of the Ecclesiastical Authority of the Diocese, in cooperation with vestries, congregations and Mission Districts, to authorize and support ways through which the services of priests and deacons are available in all congregations.

Section 2: The Diocesan Bishop, where a parish is without a Rector, may appoint particular clergy for the oversight and support in which case such clergy shall represent the Diocesan Bishop under the terms specified in their work and counsel with assigned congregations and clergy. Such clergy shall be ex-officio members of the Vestry of those congregations to which they are appointed.

- a. The Clergy and Vestry are expected to work and plan together. An annual review of the performance of both parties shall be a normal element of discipline in their cooperative endeavor.
- b. The annual review referred to in this section shall be reported to the Diocesan Bishop within thirty (30) days of its completion.

Section 3: Grace in the Desert, in compliance with the National Canons and Canons of the Diocese of the Episcopal Church of Nevada, may choose to call a Rector, in which case the following apply:

- a. The Vestry, in consultation with the Diocesan Bishop, shall elect the Rector; a Rector shall not be called without prior approval of the Diocesan Bishop in writing, or of the Standing Committee if there be no Diocesan Bishop.
- b. The Vestry shall set forth terms of employment in a Letter of Agreement and the terms shall comply with all diocesan and Episcopal Church standards. The Vestry may include terms for limited tenure or for review and possible renewal of the call after a stated period of tenure. The terms of employment must be reviewed annually and changed only with the approval of the Diocesan Bishop. An agreement between a Rector and a Vestry for specified tenure, and any resulting subsequent termination of employment, shall be considered consistent with the provisions of Canon III.19.1 of the Canons of the Episcopal Church.

- c. The Rector and Vestry are expected to work and plan together. An annual review of the performance of both parties shall be a normal element of discipline in their cooperative endeavor.
- d. The Rector, duly called and installed, shall be ex-officio a member of the Vestry.

Section 4: The Rector will have authority to hire, appoint, supervise, and terminate an Administrative Assistant, and such other employees approved by the Vestry. The Administrative Assistant will report to the Rector and carry out such duties as assigned by the Rector. All other employees shall perform such duties as are designated for their position.

Section 5: Performance reviews of employees and parish functions shall be conducted in the following manner:

- a. The Rector and the Vestry are expected to work and plan together. An annual review of the performance of both parties, i.e. a Mutual Ministry Review, shall be a normal element of discipline in their cooperative endeavor.
- b. An annual review of the performance of the Rector shall be conducted as prescribed by the processes of Grace in the Desert.
- c. The Rector shall perform an annual review of parish employees and provide a report of said evaluation to the Vestry.
- d. The annual performance review of the Rector and the Mutual Ministry Review shall be reported to the Diocesan Bishop within (30) days of their completion.

In the event of an unresolved dispute between the Rector and Vestry, the Ecclesiastical Authority shall decide the dispute and such decisions shall be final and binding on both parties.

Article X: 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 and submitted to the Standing Committee of the Diocese for approval.

ORIGINAL DATE June 6, 2011.