

PREAMBLE

The Church of Saint Clement in Alexandria Virginia, established in 1943, is a parish in the Episcopal Diocese of Virginia and is required to adopt bylaws in accordance with the Constitution and Canons of The Protestant Episcopal Church in the United States of America and the Canons of the Episcopal Diocese of Virginia. RESOLVED that any and all bylaws previously adopted are hereby repealed and replaced by the following bylaws, which are effective upon the adjournment of the parish meeting held on January 24 2021 at which they have been adopted.

These Bylaws govern the organizational and business affairs of the Church of Saint Clement, Alexandria, Virginia (“St. Clement”) in the Episcopal Diocese of Virginia (“EDOV”). These Bylaws are used to establish the job of the Vestry, and the organizational plan, policies and procedures for St. Clement in the areas of church and preschool management. St. Clement is guided and directed by the Constitution and Canons of the Protestant Episcopal Church in the United States of America (“ECUSA”) and of the Episcopal Diocese of Virginia.

ARTICLE I: THE CLERGY OF ST CLEMENT

Section 1.1 The Rector:

- A. The Rector is responsible under God and the Ecclesiastical Authority of the Episcopal Diocese of Virginia for the spiritual leadership of the Church, as defined by Title III, Canon 14 of the Canons of the ECUSA and applicable portions of the Canons of the Episcopal Diocese of Virginia.
- B. The principal, but not exclusive list of authorities and responsibilities are listed below:
 1. The Rector shall have full authority and responsibility for the conduct of the worship and the spiritual jurisdiction of the Parish, including all matters pertaining to music as an offering for the glory of God and as a help to the people in their worship.
 2. The Rector shall at all times be entitled to the use and control of the Church and Parish buildings.
 3. The Rector shall ensure all persons in their charge receive Instruction in the Holy Scriptures; in the subjects contained in An Outline of the Faith, in the doctrine, discipline, and worship of this Church; and in the exercise of their ministry as baptized persons.

4. The Rector shall ensure that all persons in their charge are instructed concerning Christian stewardship.
5. The Rector shall ensure that persons be prepared for Baptism, Confirmation, Reception, and the Reaffirmation of Baptismal Vows.
6. The Rector shall preside at Vestry meetings.

Section 1.2 Assisting Clergy:

- A. The Rector may hire additional clergy to help lead the church.
- B. Any other clergy (paid or unpaid) will serve under the authority, direction and discretion of the Rector.
- C. Assisting clergy (assistants, associates, etc.) shall not serve beyond the period of service of the Rector except that, pending the call of a new Rector, assisting clergy may continue in the service of the Parish if requested to do so by the Vestry of the Parish and under such conditions as the Bishop and Vestry shall determine. The assisting clergy may continue to serve under the new Rector if the new Rector approves.

Section 1.3 Other staff

- A. The rector, in consultation with the vestry, may hire such staff as may be needed for the operations of the parish
- B. The rector, in consultation with the vestry, shall prescribe the position descriptions for all staff. All staff members shall have a letter of agreement or contract identifying the terms and conditions of their employment and specifying their duties, responsibilities, supervision, hours of work, salary and benefits.
- C. The rector shall supervise all staff, and may delegate supervisory functions to the assistant or associate rector.
- D. No staff shall be employed unless the approved budget provides the necessary funding for the position.

ARTICLE II: THE VESTRY

Section 2.1 General Powers and Duties:

- A. The Vestry shall manage the affairs of the Parish and make all rules and regulations respecting the temporal government and support of the Parish in accordance with Canon 12.6 (EDOV).
- B. Specifically the vestry shall be responsible for:
 - 1. providing for the appointment of Trustees pursuant to the laws of the Commonwealth of Virginia to hold title to the property of the Church;
 - 2. making and executing all contracts for erecting, furnishing, and preserving the Church edifice and other property;
 - 3. regulating the use of any graveyard or columbarium;
 - 4. establishing a Finance Committee as required by EDOV Canon 25 (Finance Committees);
 - 5. observing EDOV Canon 13 (Business Methods in Church Affairs).

Section 2.2 Number, Selection and Tenure of Vestry Members:

- A. The vestry shall consist of the Rector, the Senior Warden, the Junior Warden and not fewer than three or more than ten additional vestry members. The vestry lay member shall be elected at the Annual Meeting and hold office as hereafter described.
- B. Vestry Election Procedures: The enrolled communicants of the Parish, entitled to vote, shall elect the Vestry from among their number at the Annual Parish Meeting. Between one and four Vestry members shall be elected each year (the term is defined as being from one Annual Parish Meeting to the next Annual Parish Meeting). Vestry shall be elected for a term of three years, and may not thereafter be re-elected until one year has passed since their previous term of office (Canon 11.11 EDOV).
- C. At the first Vestry meeting after the Annual Parish Meeting, there shall first be conducted the qualification of new Vestry members. Every person chosen a Vestry member shall qualify by subscribing to the declaration and promise contained in Canon 11, Section 8 in order to act as a Vestry member.

- D. The next order of business will be election of a Senior Warden or Junior Warden (Canon 11.9 EDOV). A Warden may serve for one, two or three years per his/her election. He or she may not thereafter be re-elected to the Vestry until one year has passed since the previous term of office (Canon 11.11 EDOV).
- E. In case of a mid-year vacancy in the Vestry, the remaining members may elect a qualified member of the congregation to fill the vacancy until the next Annual Parish Meeting, at which time such vacancy shall be filled. Members who fill a vacancy for one year or less may then serve a three-year vestry term without having to wait a year between service.

Section 2.3 Individual Vestry Responsibilities:

- A. It shall by the duty of each Vestry member to:
 - 1. become acquainted with the Constitution and Canons, especially those pertaining to the organization and duties of Vestries (EDOV Canons 11-13, 15, 25);
 - 2. attend all meetings of the Vestry unless prevented by illness or other good cause, otherwise forfeiting all right to hold office after unsubstantiated absences from three consecutive meetings (the Vestry making the ultimate determination whether absences are justified); and
 - 3. set an example of commitment to Jesus Christ to the rest of the congregation, including regular attendance at worship services and participation in Parish activities.
- B. The following actions of any Vestry member may, after due warning, be deemed to create a vacancy which shall be declared by resolution of the Vestry:
 - 1. Failure to qualify within 60 days of election; or
 - 2. Failure to continue as a communicant in good standing; or
 - 3. Continued failure to attend the meetings of the Vestry without adequate excuse; or
 - 4. Neglect to perform faithfully and diligently the duties of Vestry members enumerated in the Canons or by the by-laws of the congregation.

Section 2.4 Officers of the Vestry:

- A. The Officers of the Vestry include the Senior Warden and Junior Warden and may include the Register (Clerk) and Treasurer.
- B. The Senior Warden and the Junior Warden must be members of the Vestry.

By-Laws for The Church of St. Clement Alexandria, VA
Adopted in January 2021

- C. The officers of the St. Clement Vestry shall duly and faithfully perform all of the duties and obligations required of them by the Diocesan Canons (EDOV Canon 12. Sections 7, 8 and 9), together with such further duties as may, from time to time, be prescribed by the Rector and/or Vestry.

Section 2.5 Vestry Meetings:

- A. Meetings of the Vestry are subject to the Rector's call; but if s/he fails to do so at the request of any two of the Vestry members, they may together call a Vestry meeting giving at least three days' notice of the time and place to the Rector and the entire Vestry in accordance with EDOV Canon 11, Section 10.
- B. A majority of the Vestry members, exclusive of the Rector, shall constitute a quorum; but any Vestry may, by resolution, fix a smaller number to act as a quorum at future meetings.

Section 2.6 Committees:

- A. The Vestry must establish a Finance Committee as required by Canon 25 of the Diocesan Canons.
- B. The Vestry may create other committees, ministries and programs as may be necessary or appropriate to conduct the affairs of St. Clement. Such committees may include members other than Vestry members.

ARTICLE III: THE ANNUAL PARISH MEETING

Section 3.1 Date of Annual Parish Meeting:

- A. The Annual Parish Meeting of St Clement will be held on a Sunday in January of each year at such time and place as may be appointed by the Vestry. In case of emergency, the Annual Parish Meeting will be held on the next available Sunday the community gathers.
- B. The Annual Parish Meeting may be held electronically.

Section 3.2 Actions of Annual Parish Meeting:

- A. At the Annual Parish Meeting, the Voting Members (as defined by EDOV Canon 11 Section 5) will elect such Vestry members as may be necessary, and take such other actions as

requested by the Rector or Vestry. Only Voting Members are qualified to vote at the Annual Parish Meeting.

- B. The Vestry will present a vestry- approved budget at the Annual Parish Meeting.

ARTICLE IV: TRUSTEES

Section 4.1 Number, Tenure, Selection, and Qualifications:

- A. There will be three Trustees of St. Clement appointed by the Vestry. Each Trustee is a voting Member of St. Clement and at least 18 years of age.
- B. The Vestry will select a replacement for any vacancy in the office of Trustee.

Section 4.2 Powers and Duties of Trustees:

- A. Subject to the provisions and requirements of Canon 15 of the Diocesan Canons, the Trustees will hold title, on behalf of St. Clement, to all land and the improvements thereon, which are owned or leased by St. Clement, and must be responsible for executing any deeds, mortgages, bonds, contracts, or other instruments relating to real property which the Vestry has authorized to be executed, and such other duties as may be prescribed, from time to time, by the Vestry or by the laws of the Commonwealth of Virginia.

Section 4.3 Execution of Trustees' Duties:

- A. Execution of any act, power, or duty required or allowed to be carried out by one or more of the Trustees must be approved or ratified by a majority of the Trustees then in office.

ARTICLE V: DELEGATES TO DIOCESAN CONVENTION AND REGIONAL COUNCIL

Section 5.1 Selection and Qualifications:

- A. The Vestry will annually elect lay delegates and alternate delegates to represent St. Clement at the Convention of the Diocese of Virginia, pursuant to Article III of the Constitution of the Episcopal Church of the Diocese of Virginia, and to any Regional

By-Laws for The Church of St. Clement Alexandria, VA
Adopted in January 2021

Council, pursuant to Canon 8 of the Diocesan Canons. All designated delegates are considered Voting Members of St. Clement as defined in Canon 11 Section 5 of EDOV.

Section 5.2 Duties of Delegates:

- A. Each lay delegate and alternate delegate will perform such duties as may be required under the Diocesan Constitution and Canons and must, at least annually, report to the Vestry with respect to the proceedings of the Diocesan Convention and Regional Council.

ARTICLE VI: CONTRACTS, CHECKS, AND DEPOSITS

Section 6.1 Contracts:

- A. The Vestry may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of or on behalf of St. Clement. Such authority may be general or confined to specific instances.

Section 6.2 Checks, Drafts, and Other Negotiable Instruments:

- A. All checks, drafts, and other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of St. Clement shall be signed by such officer or officers, or by such agent or agents, of St. Clement as determined by the Vestry.

Section 6.3 Deposits:

- A. All funds of St. Clement not otherwise employed must be deposited to the credit of St. Clement in interest-bearing accounts, in such banks, trust companies, or other depositories directed by the Vestry.

ARTICLE VII SAINT CLEMENT EPISCOPAL SCHOOL

Section 7.1 Mission:

- A. Saint Clement Episcopal School seeks to offer an educational environment, within a Christian community, that promotes the development of children's spiritual, intellectual, social, emotional, physical and artistic potential.

- B. Saint Clement Episcopal School admits students of any sex, race, color, family structure, national or ethnic origin to all rights, privileges, programs and activities made available to students at the school.
- C. Saint Clement Episcopal School strives to meet the needs of our community by providing developmentally appropriate Early Childhood Education for a diverse and integrated population at a moderate price.

Section 7.2 Affiliation and Governance:

- A. Saint Clement Episcopal School is a ministry of the Church of Saint Clement.
- B. The school's governing body is the church Vestry.
- C. The Vestry approves the hiring of the school Director, annual school budgets, fees and other broad matters of policy.
- D. The Vestry appoints a School Committee.

Section 7.3 The School Committee:

- A. The School Committee shall be comprised of the Rector, the school Director, and at least three additional members, one of whom must be on the vestry and one of whom must be from the school parent/guardian population.
- B. School Committee members shall serve for a one-year term though members may choose to serve for an additional year. The term of office shall begin August 1 of each year.
- C. The School Committee shall meet at least twice per year.
- D. The School Committee shall be responsible for:
 1. presenting the school's annual budget to the Vestry
 2. submitting an Annual Report to the Vestry
 3. providing the Director's Report(s) to the Vestry
 4. helping to integrate the school into the life of the Church
 5. supporting public and community relations as requested by the Director
 6. providing support and recommendations for the facilities, maintenance and upkeep of the school
 7. hearing grievances that have not been resolved through the chain of command outlined in the school Personnel Manual or the Parent Handbook
 8. assisting the Rector and Vestry in the hiring of a new Director as needed

Section 7.4 School Staffing:

- A. The school leadership team shall be comprised of a Director and a School Administrator, Teachers, Assistant Teachers, Enrichment Teachers and other such persons deemed necessary for the operation of the school, and who are fully funded by the school budget.
- B. The Rector of the Church of St. Clement is considered Head of School. The Rector is responsible for the spiritual needs of the school staff, Chapel services, and outreach to the parent community.
- C. The school Director will be appointed by the Rector upon the recommendation of a Search Committee.
- D. The Director will be responsible for implementing the mission of the school as described in Section 7.1 and specifically:
 - 1. the overall operation of the school on a day-to-day basis in accordance with the policies established by the Diocese of Virginia, policies governing Religious Exempt Early Childhood programs by the Commonwealth of Virginia, and policies determined by the Vestry
 - 2. creating the annual school budget(s)
 - 3. hiring and terminating school employees
 - 4. conducting annual employee evaluations
 - 5. conducting staff meetings and bi-annual staff development
 - 6. submitting an Annual Report and Vestry reports to the School Committee as needed by the Vestry

Section 7.5 School Financial Procedures:

- A. The school budget(s) will be developed by the school Director, and reviewed by the School Committee before presentation to the Vestry for approval.
- B. The school will maintain, as best as possible, a Management Reserve equal to or greater than the total staff and administration salaries for two months, plus the equivalent sum of building/operational expenses for two months.
- C. The school shall submit all financial documents for an annual audit conducted in concert with the church audit.

ARTICLE VIII: MISCELLANEOUS

Section 8.1 Prerogatives of the Rector:

- A. Nothing in these Bylaws is intended in any way to interfere with or contravene the power and duties of the Rector or other clergy as set forth in the General Convention Canons and the Constitution of the Episcopal Church or in the Constitution and Canons of the Episcopal Diocese of Virginia.

Section 8.2 Supremacy Clause:

- A. These Bylaws are subject and subordinate in all respects to the provisions and requirements of the Constitution and Canons of the Episcopal Diocese of Virginia and the General Convention Canons and the Constitution of The Episcopal Church, and no Bylaws may be adopted contrary to their provisions.
 1. Constitution and Canons of Diocese of VA (2017) Specifically, Canon 11, 12, 13 and 15. (located on Diocesan website): http://www.thediocese.net/Customer-content/www/CMS/files/CC_2017_English_use_this.pdf
 2. Constitution and Canons of The Episcopal Church (2015) (located on Diocesan website) http://www.thediocese.net/Customer-Content/www/CMS/files/2015_CandC - for_website.pdf

ARTICLE IX: ADOPTION AND AMENDMENTS

Section 9.1 Adoption and Amendments:

- A. These rules and regulations may be adopted or amended at any Annual or Special Parish Meeting by a two-thirds majority vote of the registered eligible communicants present, provided that a copy of the proposed amendment has been posted, announced and copies made available on request to eligible registered communicants at least 30 days prior to the vote.