



## **By-Laws of the Parish of Chapel of the Cross Madison, Mississippi**

*Welcoming the stranger, nurturing one another, and guided by the Holy Spirit, the Chapel of the Cross strives to live the mission of Jesus Christ through prayer, traditional liturgy, Christian education, active outreach, and love of all God's creation.*

### **Article I**

#### **Title and Acknowledgement of Authority**

The Title of this Parish is Chapel of the Cross. The Chapel of the Cross does hereby acknowledge the authority of the Protestant Episcopal Church in the United States of America and the Authority of the Protestant Episcopal Church in the Diocese of Mississippi, as set forth in the respective Constitutions and Canons of these institutions; and further, the Chapel of the Cross hereby incorporates these laws herein for all purposes.

### **Article II**

#### **Purpose**

The purpose of the Chapel of the Cross is to further the mission of the Church, which is to restore all people to unity with God and each other in Christ. The Church pursues its mission as it prays and worships, proclaims the Gospel, and promotes justice, peace, and love. The Church carries out its mission through the ministry of all its members.

### **Article III**

#### **Membership**

##### **Section A**

All persons desiring to further the mission of the Church are welcomed and encouraged to share in the life of the Chapel of the Cross.

##### **Section B**

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, and whose baptism has been duly recorded in the Parish Register are members in good standing.

##### **Section C**

Voting members of the Parish shall be those confirmed Communicants who are sixteen (16) years of age and older and whose names are duly enrolled in the Parish Register.

##### **Section D**

It is the ministry of the lay persons to represent Christ and his Church; to bear witness to him wherever they may be; and according to the gifts given them, to carry on Christ's work of reconciliation in the world; and to take their place in the life, worship, and governance of the Church.

## **Article IV**

### **Meetings and Elections**

#### **Section A**

The Vestry shall consist of the Rector, the Senior Warden, the Junior Warden and nine (9) regular members.

#### **Section B**

An Annual Meeting of the qualified voters of the Chapel of the Cross shall be held for the purpose of electing regular Vestry members and any other Parish business deemed appropriate by the Rector and Senior Warden. Because regular members of the Vestry serve staggered terms as set forth in Article V, Section D herein, the elections at each annual meeting shall serve to fill vacant seats in order to maintain nine (9) regular Vestry members.

#### **Section C**

The Annual Meeting of the Parish shall be held on the last day of January, or as soon thereafter as is practicable.

#### **Section D**

Not less than forty (40) persons qualified to vote in Parish meetings shall constitute a quorum for the Annual Meeting and for any special meeting of the Parish called by the Rector or by the Vestry.

#### **Section E**

Persons shall be nominated for regular Vestry members by a nominating committee consisting of the Rector (who shall be the Chair of the committee), the Wardens, the Conveners of the Parish Commissions, the chairperson(s) of the Finance Committee, the chairperson(s) of the Altar Guild, the chairperson(s) of the Youth Committee, and two communicants who are not Vestry members who are qualified for the office of the Vestry to be selected by lot from a pool of eligible communicants prepared by the Rector. If there is no Rector, the Senior Warden shall prepare the list. The drawing by lot shall be held no later than the October preceding the Annual Meeting and shall be conducted at a regular public Vestry meeting. Two committee members and two alternate committee members shall be drawn. It is the responsibility of the Vestry Nominating Committee to interview potential candidates to ensure their qualifications and the nominees' desire to serve on the Vestry.

Nominations for regular Vestry members shall be made twenty-one (21) days prior to the Annual Meeting.

#### **Section F**

All nominees for any elected position shall be pledging communicants of the Chapel of the Cross, be qualified to vote at the annual meeting of this Parish, and shall be at least twenty-one (21) years of age.

## **Section G**

The election of the regular Vestry members shall be by popular vote upon written ballots at the Annual Meeting.

## **Section H**

Persons shall be nominated for Senior Warden and Junior Warden by a nominating committee (the "Wardens' Nominating Committee"), which will consist of the Rector (who shall be the chair), the Wardens, two members of the Vestry and two members of the Parish selected by lots. The Senior Warden and the Junior Warden shall be elected, as necessary, by a two-thirds (2/3) vote of the Vestry at least thirty (30) days before the Parish annual meeting. In the event that the Vestry is unable to elect a Senior Warden or a Junior Warden by a two-thirds majority vote after five (5) ballots, the Rector, at his discretion, may appoint a Senior Warden and/or a Junior Warden, as necessary, from the slate of nominees presented by the Wardens' Nominating Committee. If appointed by the Rector, the Warden shall serve his/her full term.

## **Section I**

Nominations for Senior Warden and Junior Warden may be made to the Warden's Nominating Committee by the Vestry and by any Parish member who is qualified to vote at the Annual Meeting of the Parish. It shall be the responsibility of the Warden's Nominating Committee to interview the candidates and verify the Nominees' qualifications and desire to serve. Nominations must be presented to the Wardens' Nominating Committee at least twenty-one (21) days before the scheduled vote by the Vestry for Junior and/or Senior Warden.

## **Section J**

All nominees for Senior Warden shall be pledging members of the Parish in good standing and shall have served at least one year on the Vestry of the Chapel of the Cross. All nominees for Junior Warden shall be pledging members of the Parish in good standing and shall have served (1) at least one year on the Vestry of the Chapel of the Cross or (2) at least one year on the vestry or comparable administrative body at a church other than the Chapel.

## **Section K**

The Vestry shall elect a Clerk and a Treasurer for the Parish, who may or may not be members of the Vestry.

## **Section L**

The Vestry shall meet monthly, subject to its own appointment.

## **Article V**

### **Terms of Office**

#### **Section A**

The Senior Warden shall serve a two (2) year term and may serve two (2) consecutive terms with a maximum possible consecutive appointment of four (4) years.

#### **Section B**

The Junior Warden shall serve a one (1) year term and may serve three (3) consecutive terms with a maximum possible consecutive appointment of three (3) years.

#### **Section C**

The duties of the Wardens shall be as set forth in Canon Law. Unless it conflicts with the law of the State or of the Diocese, the Rector, or such other member of the Vestry designated by the Rector, shall preside in all meetings of the Vestry.

#### **Section D**

The nine (9) regular Vestry members shall serve three (3) year terms and may not serve more than two (2) consecutive terms with a maximum possible consecutive appointment of six (6) years. However, in no case shall a Warden or member of the Vestry serve more than six (6) consecutive years as a Warden or a member of the Vestry.

#### **Section E**

The terms of newly elected members of the Vestry shall begin at the first regular Vestry meeting following the Parish Annual Meeting.

#### **Section F**

The Clerk and the Treasurer shall be elected annually and shall hold office until his or her successor is appointed and qualified.

#### **Section G**

In the event of a vacancy in one of these offices, caused by death, removal, resignation, or inability to serve, the Vestry may, in its discretion, elect by majority vote a qualified person to fill the unexpired term.

## **Article VI**

### **Delegates to Council**

The Vestry shall have full power and authority to select and appoint three delegates and three alternate delegates to the annual and special Diocesan Council meetings. Delegates shall be chosen each year during the month of February by the following procedure: two delegate positions are assigned to the Senior and Junior Wardens; the remaining positions are assigned to Vestry members appointed by the Senior Warden and Rector. If any or all of the above appointees are unable to attend Diocesan Council, the Senior Warden and Rector shall select the delegates from a list of eligible voting members of the Parish provided to them by the Vestry.

## **Article VII**

### **Organizations**

#### **Section A**

No organization or committee shall be created within, or associated with, the Parish without the permission and approval of the Rector. The Rector shall consider the suggestions and advice of the Vestry in such matters. If the Cure is vacant, the permission and approval of the Vestry will be necessary.

#### **Section B**

All organizations within the Parish shall submit to the Vestry a financial report and a report of their work during the past year. A yearly financial report of such organizations shall be given to the Treasurer of the Parish on or before the 15th day of January of the following year.

## **Article VIII**

### **Amendments**

Wherever it is deemed necessary to change, alter or amend these By-Laws, the proposed change, alteration or amendment shall be first submitted to the Vestry for approval. If the Vestry so approves, the Rector shall then submit a copy of the proposed change to the duly called meeting of the Parish, and if the voting members present at such meeting approve by a majority vote, the change or amendment shall be made.

## **Article IX**

### **Adoption**

These By-Laws shall be in force and effect immediately upon passage at a duly called meeting of the Parish.

*Revisions approved by the Vestry at its July 20, 2022 meeting & approved by the parish on January 22, 2023 at the Annual meeting. (Article V, Section C amended to reflect who presides at meetings of the Vestry)*