

**BYLAWS
OF
IMMANUEL CHURCH-ON-THE-HILL**

Alexandria, Virginia

**Adopted by the Vestry
August 2018**

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Article I – General

Section 1 – Mission Statement

Immanuel Church-on-the-Hill is a joyful Christian community in the Episcopal tradition, striving to be in relationship to God and each other as Christ has taught us, ever trying to sense and to serve God’s plan with great love. We are guided by the scripture passage in Mark 16:15, “Go ye into all the world and preach the gospel,” to learn, discern and proclaim the good news by being active ministers in the various communities where we live and serve.

Section 2 – Statement of Policy

Any person seeking a relationship with God and His son Jesus Christ is welcome in our Christian community. No one will be denied an equal place in the life, worship, and governance of this parish because of race, color, ethnic origin, national origin, marital status, sex, sexual orientation, disability, or age, except as otherwise specified by the Canons (ECUSA Canon I.17, §5).

Section 3 – Organization and Governance

- a. This Parish shall be organized and governed in accordance with these bylaws, the Constitution and Canons of the Protestant Episcopal Church in the United States of America (ECUSA), the Constitution and Canons of the Protestant Episcopal Church in the Diocese of Virginia (CCDOV), as well as applicable federal and state laws. Reference herein to “Canon” refers to the CCDOV, unless otherwise indicated.
- b. These bylaws shall be subordinate to and interpreted consistently with the Constitution and Canons of the Protestant Episcopal Church in the United States of America, the Constitution and Canons of the Protestant Episcopal Church in the Diocese of Virginia, as well as applicable federal and state laws.
- c. Incorporated by reference are policies of the National Episcopal Church, the Diocese of Virginia, and of this parish including:
 - (1) Staff Handbook from Immanuel Church on the Hill (November 2015), as may be revised from time to time.
 - (2) Policy Manual for Sexual Abuse and Misconduct Prevention and Response from the Diocese of Virginia. See: <http://www.thediocese.net>.
 - (3) Manual of Business Methods in Church Affairs from the National Episcopal Church. See: https://www.episcopalchurch.org/files/full_manual_updated_012815_0.pdf

Section 4 – Virginia Theological Seminary

- a. Faculty, staff, students and their families of the seminary shall be considered as part of our parish community. However, for the same to be considered communicants in good standing in this parish, they must meet the requirements as provided in Article II herein.
- b. Nothing in these bylaws shall be construed as inconsistent with the current covenant between this parish and the Virginia Theological Seminary.

Article II – Membership

Section 1 – Members of the Parish (ECUSA Canon I.17, §1(a))

Members of the parish are 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 the Episcopal Church in the United States of America or in another Christian church, and whose baptisms have been duly registered in the parish records.

Section 2 – Adult Members (ECUSA Canon I.17, §1(b))

Members 16 years of age and over are adult members.

Section 3 – Communicants (ECUSA Canon I.17, §2(a))

All members of this parish who have received Holy Communion at least three times during the preceding year are communicants.

Section 4 – Communicants in Good Standing (ECUSA Canon I.17, §3)

- a. All adult, registered communicants of this parish who for the previous year have been faithful in corporate worship (3 communions), unless prevented for good cause, and have been faithful in working, praying, and giving for the spread of the Kingdom of God and are known as contributors by the treasurer, are communicants in good standing.
- b. The rector shall maintain a current and accurate list of communicants in good standing in the parish register.

Section 5 – Confirmed Communicants in Good Standing (ECUSA Canon I.17, §3)

Communicants in good standing of this parish who have been confirmed by the bishop or received into the church are confirmed communicants in good standing.

Article III – Parish Meetings

Section 1 – Annual Parish Meetings

- a. The Annual Parish Meeting shall be held on a Sunday in January or such other date that is designated by the vestry with prior notice. Notice of the meeting may be given in church at each worship service for four weeks prior to the meeting, by email, or by other adequate means as determined by the vestry. At least three-days' notice of the time and place of each election of vestry members shall be given in the church on an occasion of public worship, by email, or by other adequate means (Canon 11, §3).
- b. The Election Committee, consisting of retiring members of the vestry (See: Article IV, §5), shall run the election of new members of the vestry in accordance with Article IV, §6.
- c. The rector may appoint a parliamentarian to assure procedural conformity with these bylaws and the Canons of the Church. The parliamentarian shall be a communicant in good standing who, by tenure and experience, is versed in the rules and traditions of the parish and the church.
- d. The agenda of the Annual Parish Meeting is the election of vestry members and other items as set by the rector and vestry and may include a report on the state of the parish.

Section 2 – Special Parish Meetings (Canon 11, § 13)

All other meetings of the congregation may be called by the vestry or, if the vestry declines to do so, by ten qualified voters of the congregation (as defined by Article III, §4) after at least three-days' notice of the time, place and the object of the meeting have been given either on an occasion of public worship or by other adequate means to the priest, each vestry member, and the congregation.

Section 3 -- Presiding Officer at Parish Meetings (Canon 11, §3)

The rector shall preside at all parish meetings, or at his or her request when present, the rector may request the vestry to elect a substitute presiding officer, in which case the rector will continue to have seat, voice and vote.

Section 4 – Qualified Voters at Parish Meetings (Canon 11, §5)

Only adult communicants in good standing, as defined in Article II, §4, are entitled to vote in person in the election at the Annual Parish Meeting. There shall be no absentee or proxy votes.

Section 5 – Quorum at Parish Meetings (Canon 11, §5)

No election or business conducted at a parish meeting shall be valid in the absence of a quorum. A quorum shall constitute of at least ten per cent of the number of active communicants qualified to vote reported for the previous year.

Article IV – The Vestry

Section 1 – Responsibilities (Canon 12)

- a. The vestry of the parish is responsible for the lay leadership of the parish. The rector is a member of the vestry. The vestry shall transact all temporal business in accordance with those duties and responsibilities described by Canon Law and shall have all powers enumerated in the Canons.
- b. The vestry shall be responsible for approving budgets, establishing policies, electing parish officers and parish representatives, establishing commissions, committees and subcommittees as required or necessary. The vestry shall also monitor the organized activities of the parish, establish goals and objectives for parish programs, make changes to bylaws, and appoint members to the vestry to fill unexpired terms (See: Article IV, §8; Canon 11, §11).
- c. Vestry members shall not participate in decisions that financially affect themselves or members of their families.
- d. Vestry members shall serve until their successors are elected and have qualified (Canon 11, §3, ¶2).

Section 2 – Duties (Canon 12, §§2-6)

The vestry shall:

- a. Cooperate with the rector in promoting the spiritual welfare of his or her cure (any person that the priest may have pastoral contact with in the discharge of his or her office) and assist in his or her duties.
- b. Support the programs of the parish and encourage the members of the congregation to support the programs of the parish and give generously towards the support of those programs.
- c. See that the rector, other clergy and staff are properly supported, that their salaries are paid in full and with regularity, and that the pension premiums and other obligations due from the parish are also paid with regularity. Advise the diocese by November 30th of the percentage of its annual disposable income that will be shared with the diocese in support of diocesan programs (Canon 12, §5).
- d. Support the wardens in the execution of their duties and perform other duties as required by the Canons.

- e. Adopt an annual operating budget, after it is prepared and submitted by the Finance Committee.
- f. Be responsible for the proper upkeep, maintenance and use of the buildings and facilities, and establish policies for the use of the property by members of the parish and other parties and entities.
- g. Be responsible for the upkeep, maintenance, and policies pertaining to the Memorial Garden (Canon 12, §6(c)).

Section 3 – Number of Members and Terms

The vestry shall consist of twelve lay persons who shall be grouped into three classes of four members each. Each member of a class shall serve a term of three years, with the term of one class to expire each year upon the first meeting of the newly chosen vestry following the election.

Section 4 – Qualifications

- a. Vestry members must be members of the parish who are adult, confirmed communicants in good standing as defined in Article II of these bylaws (Canon 11, §4). Family members of the clergy and paid staff are not eligible to serve on the vestry.
- b. No person shall be elected to a consecutive full term on the vestry (Canon 11, §4). A person who is appointed or elected to fill a vacancy on the vestry for less than three years is eligible to be elected to a consecutive full term of three years.

Section 5 – Election Committee

- a. There shall be an Election Committee composed of the retiring vestry members whose terms of office expire at the Annual Meeting, or others as may be appointed by the rector.
- b. The Election Committee shall have the following responsibilities:
 - (1) To communicate with the parish on all matters concerning the nomination and election process.
 - (2) To nominate a slate of eligible candidates, at least equal to the number of vacancies.
 - (3) To present a slate of nominees to the parish at least 2 weeks prior to the Annual Meeting including a short biographical sketch.
 - (4) To allow nominations to be made from the floor if eligibility has been determined, the nominee consents to nomination, and nominee is present at the meeting.
 - (5) To enter all nominees on the ballot with blank spaces provided for potential floor nominations.

(6) To oversee the actual election process including, but not limited to, printing and distributing ballots, counting ballots, reporting results to the candidates and parish in a timely manner, and immediate disposal of the ballots.

(7) To determine the qualification of voters if brought into question (Canon 11, §6).

Section 6 – Election of the Vestry (Canon 11, §§ 3-6)

- a. No election shall be valid unless there are present a quorum of qualified voters who are adult communicants in good standing.
- b. Vestry members shall be elected to term lengths commensurate with the seat being filled.
- c. Voting shall take place at the Annual Parish Meeting.
- d. Voting shall be by secret ballot, with a majority of ballots cast needed for election unless changed to a plurality by a majority of persons in attendance at that Annual Parish Meeting.
- e. The Election Committee, as defined in Article IV, §5, shall supervise the voting process, including tabulation of ballots, and determine the qualification of the voters and eligibility of persons for nomination as members of the vestry (Canon 11, §6).
- f. Candidates for the vestry may have their names placed on the ballot either by nomination from the Election Committee or by nomination from the floor. Persons nominated from the floor must have given prior permission for their nomination, must be willing to serve, and must be present during the election.
- g. The Election Committee shall announce their nominations to the slate at an occasion of public worship, parish newsletter, or other means appropriate to notify the congregation.
- h. The official ballot, including nominations from the floor, is final. No candidates may be added to it after nominations have been closed at the Annual Meeting. Nominations from the floor will be written in; no other write-in votes shall be recognized.
- i. The procedures of this section notwithstanding, if the number of nominees is equal to the number of vacancies on the vestry, then the nominees may be elected by acclamation.

Section 7 – Meetings

- a. As soon as practicable after the Annual Meeting, the rector shall call an organizational meeting of the vestry (Canon 11, §7).
- b. Regular meetings of the vestry shall be held at such time and place as the vestry shall determine, but no less than six meetings yearly. The rector or, in his or her absence, the

senior warden or a vestry member selected by the vestry, shall preside at all meetings (Canon 11, §10).

- c. Vestry meetings are open to all adult members of the parish. Should the vestry determine that it is necessary to convene into executive session, non-vestry persons shall leave the meeting room and may return when the executive session is over. Visitors have no voice unless granted or requested by the vestry. An executive session can be held on any subject since there is no voting done or minutes taken in the session.
- d. The date, time and location of regularly scheduled vestry meetings shall be posted to the parish calendar in advance of the meeting.
- e. A quorum for any vestry meeting is seven, not including the rector. (Canon 11, §10).
- f. A special meeting of the vestry may be called by the rector or by two members of the vestry at any time upon three-days' notice to the rector and members of the vestry (Canon 11, §10). A special meeting of the vestry may take place by teleconference or other electronic means.

Section 8 – Vacancies on the Vestry (Canon 11, §11)

- a. Filling a vacancy on the vestry: The vestry may appoint a qualified member of the parish to fill the vacancy until the next Annual Meeting when the congregation will elect a person to fill an unexpired term. Filling a vacancy is not mandatory, but at no time can there be a vestry with fewer than seven people.
- b. Creation of a vacancy on the vestry (Canon 11, §11): The following actions of any vestry member may, after due warning, be deemed to create a vacancy which shall be declared by resolution of at least eight members 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 these bylaws.
- c. No member of the vestry shall be removed without being given four weeks' advance notice (28 days) and an opportunity for a hearing before the vestry.

Article V – Parish Officers

Section 1 – Qualifications and Election (Canon 11, §9)

The vestry shall elect a senior and a junior warden, register and treasurer at its organizational meeting. The senior and junior wardens shall be elected from among the members of the vestry.

Section 2 – Wardens (Canon 12, §7)

- a. The wardens, with the assistance of the other members of the vestry and parish, shall have the following responsibilities:
 - (1) To oversee the operation and maintenance of the parish property.
 - (2) To see that the parish is duly prepared for every occasion of public worship, attend to the accommodations of the congregation with seats, and maintain order and decorum at the time of public worship.
 - (3) To collect the offerings of the people.
 - (4) To provide out of church funds, under the direction of the vestry, a sufficient supply of vestments and books to be used in public worship and also the elements for each celebration of the Holy Eucharist.
 - (5) To possess a copy of the current General Convention and Diocesan Constitutions and Canons for the information and guidance of the rector, vestry and congregation.
 - (6) To see that the sexton and other employees properly discharge their duties.
- b. The wardens are each empowered to make and execute all contracts on behalf of and as authorized by the vestry, and to act as the vestry's legal representatives, unless otherwise provided for in law or canon.

Section 3 – Register of the Vestry (Canon 12, §8)

At the vestry organization meeting, the vestry shall elect a qualified individual to serve a one-year term as the register of the vestry. The register serves at the pleasure of the vestry and may be re-elected annually to successive terms. The register shall take charge of all records, except the parish register which is maintained by the rector, and keep correct entries of all proceedings of the vestry in a well-bound book to be provided for that purpose and to deliver the records and minute books to the rector or wardens when the register's term of office expires, and to perform other duties as assigned by the vestry. The register may assign a recorder to take minutes during vestry meetings. The recorder may or may not be a member of the vestry.

Section 4 – Parish Treasurer (Canon 12, §9)

- a. The vestry shall select a qualified individual to serve a one-year term as the parish treasurer. The parish treasurer serves at the pleasure of the vestry and may be re-appointed annually to successive terms.
- b. The treasurer shall be bonded in such sum and with such surety as the vestry may from time to time determine (Canon 13, §3).
- c. The treasurer shall take charge of all funds except communion alms (the Discretionary Funds of the Clergy) and the Immanuel Church-on-the-Hill Trust Fund, which is under the direction of a board of trustees (see Article VII, § 4). The treasurer shall disburse the same under the direction of the vestry (or, in the case of the Immanuel Church-on-the-Hill Trust Fund, under the direction of the board of trustees or the vestry). The treasurer shall maintain the church's accounts in accordance with the canonical requirements for the conduct of business in parish affairs and render reports to the vestry and to the Diocesan Convention as may be required (Canon 12, §9). At the end of his or her term of office, all books and records pertaining to the office of treasurer shall be delivered to the wardens (Canon 12, §9).
- d. If not an elected member of the vestry, the treasurer shall have no vote in vestry proceedings, but shall have the right to comment and make recommendations to the vestry on any fiscal matter.
- e. The vestry may provide for a bookkeeper as a paid employee of the parish. The vestry and treasurer shall assure that the bookkeeper is professionally qualified for such position. The rector, in consultation with the treasurer, shall supervise the bookkeeper.

Section 5 – Parish Officer Vacancies

In the case of a senior warden and/or junior warden vacancy created by other than a normal term expiring, the vacant position(s) shall be filled by vote of the vestry. In the case of a vacancy of the register of the vestry and/or treasurer, the vestry may elect a qualified replacement from among confirmed communicants in good standing over the age of 18.

Article VI – Financial Procedures

Section 1 – General

- a. The business practices and methods of the parish shall conform to those prescribed in Diocesan Canons (Canon 13, §1), the Manual of Business Methods in Church Affairs from the Diocese of Virginia, and the principles authorized by General Convention of the Episcopal Church and of the Diocese of Virginia.

- b. Funds held in trust, endowment and other permanent funds, and securities represented by physical evidence of ownership or indebtedness, shall be deposited with a national or state bank, or a diocesan corporation, or with some other agency approved in writing by the Finance Committee of the Diocese or the Department of Finance of the Diocese, under a deed of trust, agency or other depository agreement providing for at least two signatures on any order of withdrawal of such funds or securities. But this paragraph shall not apply to funds and securities refused by the depositories named as being too small for acceptance. Such small funds and securities shall be under the care of the persons or corporations properly responsible for them. This paragraph shall not be deemed to prohibit investments in securities issued in book entry form or other manner that dispenses with the delivery of a certificate evidencing the ownership of the securities or the indebtedness of the issuer (ECUSA, Canon I.7, §1(b)).

Section 2 – Treasurer Responsibilities

The treasurer – with the assistance of the bookkeeper – shall:

- a. Have custody of and maintain all account books.
- b. Have custody of all revenues which shall be deposited in such accounts as designated by the vestry to the credit of Immanuel Church-on-the-Hill, Alexandria, Virginia.
- c. Be responsible for payment of all authorized bills.
- d. Prepare all monthly financial and budget reports and furnish such to the vestry for each regularly scheduled meeting of the vestry.
- e. Prepare the financial section of the Parochial Report each year in cooperation with the rector.
- f. Provide all financial contributors of the parish a written account of their giving in conformance with the Internal Revenue Service guidelines.
- g. Prepare the annual financial report for presentation at the Annual Meeting.

Section 3 – Commitment of Funds

- a. No funds shall be expended unless in conformity with the annual budget prepared and approved by the vestry, except that discretionary funds of the clergy shall be expended at their direction.
- b. The board of trustees of the trust fund is responsible for assuring that disbursements from the trust fund are consistent with the fund's enabling resolution.
- c. A payment authorization shall be submitted in writing for each expenditure, identifying the purchase or outlay and the appropriate budget line item, and signed by the rector,

senior or junior warden, or vestry steward with responsibilities for that expenditure, or as provided in paragraph c.

- d. Outreach funds have these specific requirements:
 - (1) Expenditures authorized by the vestry-approved outreach budget may be authorized in writing by the rector, the vestry steward for outreach, or a chair or co-chair of the Outreach Committee.
 - (2) Disbursement of funds designated in the approved outreach budget for unanticipated charitable needs may be authorized in writing by the rector, the outreach steward, or a co-chair of the Outreach Committee.
 - (3) With the approval of the rector and the vestry steward for outreach, the Outreach Committee may reallocate funds within the approved budget to address changed or emergency situations.
 - (4) Every entity that receives financial support pursuant to the outreach budget shall be monitored by one or more parishioners or clergy who serve as a liaison to that ministry. In consultation with the liaison, the Outreach Committee shall assess the effectiveness of prior support and the need for and level of any continued support. This assessment shall be reflected in the annual outreach budget.
- e. Any departures from the approved annual budget must be approved by the vestry.
- f. The rector, senior warden, junior warden, and treasurer are authorized signers of checks. The rector and treasurer may authorize an assistant treasurer to be a signatory.
- g. To comply with the legal responsibilities of the office, the treasurer must have knowledge of all purchases paid from the budgeted receipts. It is incumbent upon all persons who purchase things on behalf of the church and who seek reimbursement for the same to comply with this policy.
- h. At the end of each fiscal year, any unobligated budgeted funds remaining in various budget lines will be closed out unless otherwise provided by the vestry. No additional obligations against past year budgeted accounts will be incurred by any individual or organization of the parish. Any obligations outstanding against the past year's budget shall be brought to the attention of the treasurer by the end of the fiscal year.

Section 4 – Plate Collection and Offerings

- a. Following each church service, the plate collection shall be counted and recorded by two persons under the responsibility of the vestry.
- b. The plate collection record form shall be delivered to the treasurer or parish administrator.

- c. The plate collection record form and contributions shall be locked in the church safe pending deposit within that immediate week into the parish bank account by the treasurer or parish administrator.
- d. Special collections shall be consistent with the current special collections policy of the vestry. The rector and vestry may authorize special collections from time to time, provided such contributions shall be recorded and expended only for the purposes so designated.

Section 5 – Fund Categories

The following categories shall be used for the grouping of funds:

- a. **General Fund** – monies available for the operation of the church.
- b. **Rector’s and Assistant/Associate Rector’s Discretionary Funds** – monies managed by the rector or assistant/associate rector, shall be administered by the senior warden or his or her designee when the office of rector/assistant/associate rector is vacant.
- c. **Trust Funds** – funds contained within the trust fund and overseen by the trust fund’s board of trustees.
- d. **Restricted Funds** – monies given for a specific purpose specified by the donor. These monies may only be used for the donor’s specified purpose.
- e. **Designated Funds** – monies reserved by the vestry for specific purposes. The amount of such funds is to be determined by majority vote of the vestry.
- f. **Outreach Fund** – monies generated by fund-raising for outreach purposes, or donations to the parish for outreach purposes.

Section 6 – Audit (Canon 13, §4)

An annual audit of all church accounts which exceed \$500 shall be completed in compliance with General Convention Canon I.7, §1(a), and as supplemented.

Article VII – Parish Representatives

Section 1 – Delegates to Diocesan Convention and the Region

- a. After the Annual Parish Meeting, the vestry shall elect delegates and alternates to serve one-year terms to represent the parish at both the diocesan convention and regional meetings. One delegate and one alternate shall be elected for each 300 confirmed communicants in good standing, or major fraction thereof in accordance with Canon III, §1(d).

- b. All delegates and alternates are encouraged to attend vestry meetings and shall attend the vestry meetings immediately preceding and following each regional and diocesan convention meeting to receive counsel from the parish leadership and to bring to the vestry the concerns of the region and the diocese. While attending vestry meetings, they shall have seat and voice only. They report to the vestry and/or the congregation. They may be reelected annually to successive terms.
- c. Delegates, and, in their absence, alternates, shall attend diocesan convention and regional meetings as the representatives of the parish. The delegates will keep the rector and vestry informed of significant matters coming before the conventions. They shall obtain vestry approval prior to committing the parish to any action, policy, expense, or financial pledge to either the region or the diocese.
- d. Delegates and alternates shall be reimbursed for expenses incurred while representing the church at regional and diocesan meetings pursuant to vestry policies.

Section 2 – Qualifications

Official parish representatives must be adult, confirmed communicants in good standing as defined in Article II of these bylaws. In the case of a parish representative vacancy, the vestry shall elect a qualified member of the parish to fill the unexpired term.

Section 3 – Parish Trustees

- a. The vestry shall elect three adult confirmed communicants in good standing, who are over 21 years of age, to act as trustees to hold the title to the property of the parish on behalf of the Diocese of Virginia. Trustees shall be named to ten-year terms, or such other term as the vestry may prescribe in the appointment. The trustees need not be members of the vestry and may be elected to successive terms.

Trustee appointments shall be approved by the Circuit Court for the City of Alexandria pursuant to §57-8 of the Code of Virginia.

Section 4 -- Board of Trustees, Immanuel Church-on-the-Hill Trust Fund

- a. The vestry shall appoint nine adult confirmed communicants in good standing to serve on the board of trustees (“board”) of the Immanuel Church-on-the-Hill Trust Fund. The Trust Fund shall be composed of funds from the pre-existing Endowment Trust, the Callaway Memorial Trust and the Memorial Garden Trust. Additionally, the rector, the senior warden, the junior warden, the vestry steward for resources and property and the treasurer of the parish shall be invited to attend meetings of the board and shall each have a right to speak but not to vote. No trustee shall be a current member of the vestry or employed by the parish.
- b. Except as herein limited, the term of each appointed trustee shall be three years. The vestry will stagger the terms of trustees to maximize continuity over time. No trustee shall serve more than two consecutive full three year terms. After a lapse of one year,

former board members may be reappointed. In the event of a vacancy on the board, the vestry shall appoint a trustee to complete the unfulfilled term. Upon the completion of the unfulfilled term, that person is eligible for reappointment to serve two consecutive full three-year terms. The board shall oversee the management of the invested funds and monitor the distributions from the fund in compliance with the purposes and distribution policies set out in the Enabling Resolution for the Trust Fund, as approved by the vestry and the parish from time to time. The vestry shall have ultimate responsibility for the management and expenditures of trust funds.

- c. The board shall also advocate for a comprehensive planned giving program to encourage persons, trusts, and estates to consider making gifts, grants, bequests, or other legacy gifts to the parish.

Article VIII – Parish Committees

Section 1 – Committees

- a. There shall be the following standing committees:
 - (1) ***Finance Committee*** – This committee has general responsibility for reviewing and monitoring the financial affairs of the parish and reporting to the vestry, including providing for the proper audits of the respective financial offices. The treasurer is a member *ex officio* of the Finance Committee.
 - (2) ***Facilities and Resources Committee*** – This committee is charged with identifying facilities-related issues and advising the vestry on long-term planning needed to address major maintenance, capital improvements and enhancements to the physical plant and grounds.
 - (3) ***Stewardship and Planned Giving Committee*** – This committee is dedicated to making stewardship and planned giving a year-round initiative and underscoring the importance of good stewardship through the giving of time and talent, pledging and planned giving. The Stewardship and Planned Giving Committee directs the annual stewardship campaign and encourages planned giving to the parish.
 - (4) ***Outreach Committee*** – This committee oversees outreach fundraisers and coordinates parish outreach to various charities and organizations. The Outreach Committee prepares an outreach budget for approval by the vestry. It proposes outreach ministries and funding commitments, implements an approved outreach budget, and monitors and encourages ongoing activities.
 - (5) ***Worship Committee*** – At the direction of the rector, this committee coordinates all aspects of worship, including music, altar guild, flower guild, ushers, acolytes, lectors, chalcists, and intercessors.

- b. The rector shall appoint the chair or co-chairs of each committee with the concurrence of the vestry. The rector, the wardens, and the vestry steward appointed to oversee the functions of the particular committee, shall be *ex officio* members of each committee. The vestry may adopt policies governing the membership of committees. In the absence of such policies, the rector, in consultation with the chair of each committee, may appoint members of a committee.
- c. Each committee may adopt written policies governing its work, which shall be approved by the vestry. In the event of any conflict between a committee policy and these bylaws, the bylaws shall prevail. Final responsibility for policies of the parish lies with the vestry and rector.
- d. The rector may establish an Executive Committee. The Executive Committee shall include the senior and junior wardens and may also include, at the discretion of the rector, the treasurer, register, and one other member of the vestry. Functions of the Executive Committee may include planning the agendas for forthcoming meetings of the vestry and congregation, review of all financial matters to be brought before the vestry, and any other function which the rector may prescribe.
- e. The vestry, rector, and wardens may from time to time create such additional committees as deemed necessary or desirable.

Article IX – The Rector

Section 1 – Definition

As used in these bylaws, the term rector shall be understood to mean rector, priest-in-charge, or interim rector. A priest-in-charge or an interim rector has the same rights and responsibilities as a rector except for tenure.

Section 2 – Appointment of a Search Committee

The vestry shall appoint a search committee that shall be charged to seek qualified candidates to fill the position of rector. The vestry shall determine the budget for the committee and may set parameters for the search in its charge to the committee. Search committee chairs are required to report regularly to the vestry and update the congregation on the search process.

Section 3 – Government of Selection Process

The Constitution and Canons of the Diocese of Virginia and the Episcopal Church shall govern the process of choosing a rector for this parish.

Section 4 – Choosing a Rector

The rector shall be chosen by the vestry at a meeting called for that purpose, of which meeting every member of the vestry shall have been duly notified at least two weeks prior to the election. Concurrence of two-thirds of all voting members of the vestry shall be necessary to call a rector.

Section 5 – Authority

The rector, under authority of the bishop and the provisions of the Constitution and Canons of the Diocese of Virginia and the Episcopal Church, has charge of all things pertaining to the spiritual interest of the parish. The rector is responsible for the worship of the church and all that accompanies it; may appoint fit persons for the performance of such duties as may be properly assigned to others; and shall be, at all times, entitled to the use and control of the church and parish buildings with the appurtenances and furniture thereof for religious purposes. (ECUSA, Canon III.9.6)

Section 6 – Duties

The rector shall have these duties:

- a. Ensure that children, youth and adults receive instruction in the Holy Scriptures, the catechism, and the doctrine, discipline, and worship of the church.
- b. Instruct all persons in their charge concerning Christian stewardship.
- c. Prepare persons for baptism.
- d. Encourage and prepare persons for confirmation, reception, and the reaffirmation of baptismal vows, and present them to the bishop.
- e. Record in the parish register all baptisms, confirmations, marriages and burials.

Further, the rector shall work with and supervise those who assist in the conduct of worship, including musicians, altar guild, acolytes, lectors, chalicists, and other participants, to ensure the appropriateness of all worship services.

Section 7 – Assistants to the Rector

All assisting clergy and ministers shall be selected by the rector, subject to the approval of the vestry, and shall serve under the authority and direction of the rector. The assisting clergy, ministers and staff shall not serve beyond the period of service of the rector except that, pending the call of a new rector, the assisting clergy, ministers, and staff may continue in the service of the parish if requested to do so by the vestry and under such conditions as the bishop shall determine.

Section 8 – Staff

- a. The rector, in consultation with and approval by the vestry, may hire such staff as may be needed for the operations of the parish, including a parish administrator, music director, youth minister, bookkeeper (see Article V, § 4.e), sexton, and such other positions deemed necessary or desirable.
- 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. Letters of agreement or contracts shall be reviewed and updated annually at the time of the annual performance review.
- c. The rector shall supervise all staff, and may delegate supervisory functions to the assistant or associate rector.
- d. Terms and conditions of employment of any person shall be approved by the vestry. No staff shall be employed unless the approved budget provides the necessary funding for the position.

Article X – Facilities

Section 1 – Uses

- a. The vestry, in conjunction with the Facilities and Resources Committee, shall prescribe policies and procedures for the use of church facilities, including for weddings, receptions, funerals and internal and external church groups.
- b. To the extent practicable, use of facilities by members of the parish shall take precedence over use by non-members.
- c. Smoking is prohibited in church buildings and on the grounds. Subject to such terms and conditions as the vestry may prescribe, alcohol may be consumed on the premises at appropriate functions subject to state and local laws and regulations.

Section 2 – Rental

- a. Upon the recommendations of the Facilities and Resources Committee, the vestry shall establish policies for the rental of the facilities to members and non-members of the parish. Policies need not treat members and non-members equally with respect to uses of facilities or rental fees.
- b. At a minimum, rental fees should be set at rates which cover anticipated costs to the parish, including utilities. Rental fees may include a profit.

Article XI – Changes to Bylaws and Rules of Order

Section 1 – Proposed Changes

- a. Initial approval of these bylaws shall be by a super-majority vote of eight members of the vestry.
- b. Changes to these bylaws may be proposed by a member of the vestry or by ten members of the Congregation in a written petition to the vestry. Changes must be approved by a super-majority of eight members of the vestry.
- c. The congregation shall be notified of any changes to the bylaws. If within 30 days of notification, there are objections raised to any changes by petition made and seconded by ten members in good standing, the vestry shall hold the change in abeyance for a period of 90 days to allow comments from the congregation. Thereafter, the vestry may enact the change only upon a super-majority of eight voting in the affirmative.

Section 2 – Date of Effect

Except as provided in Article XI, § 1(c), changes shall take effect immediately upon approval unless otherwise expressly stated in the proposal.

Section 3 – Rules of Order

The latest edition of the Roberts Rules of Order shall govern questions of parliamentary procedure in the conduct of parish, vestry and committee meetings unless provided otherwise by these bylaws or the canons.