

**BY-LAWS
OF ST. STEPHEN'S EPISCOPAL CHURCH
IN RIDGEWAY, SOUTH CAROLINA**

ARTICLE I: PREAMBLE

St. Stephen's Episcopal Church (hereinafter referred to as *St. Stephen's*) is a DULY ORGANIZED MISSION of the Episcopal Church in the Diocese of Upper South Carolina (hereinafter referred to as *the Diocese*). *St. Stephen's* was founded in 1839, and the Sanctuary was consecrated on August 4, 1854. *St. Stephen's* conforms to the Constitution and Canons of *the Diocese* and to the doctrine, discipline, worship, Constitution and Canons of the Episcopal Church in the United States of America. On January 26, 1960, *St. Stephen's* was registered in the official records of the State of South Carolina as a nonprofit religious and charitable corporation, and it has been recognized as such by the Internal Revenue Service of the United States of America.

ARTICLE II: MEMBERSHIP

SECTION 1: Every person who has received the Sacrament of Holy Baptism and whose name has been duly registered on the records of *St. Stephen's* shall be considered a MEMBER of *St. Stephen's*.

SECTION 2: Each member of *St. Stephen's* who has been confirmed or received, is at least eighteen years of age, and received Holy Communion at least three times during the preceding year shall be considered a QUALIFIED VOTING MEMBER.

ARTICLE III: CONGREGATIONAL MEETINGS

SECTION 1: There shall be an ANNUAL CONGREGATIONAL MEETING of the Qualified Voting Members for the purpose of

- a) hearing reports from the Vicar and from officers of the congregation,
- b) electing members of the Mission Committee,
- c) electing Senior and Junior Wardens for the ensuing calendar year,
- d) electing two Delegates and two Alternates to represent *St. Stephen's* at

the Annual Diocesan Convention and at the Midlands Convocation of *the Diocese*, and

e) attending to such other business as may be brought to the attention of the congregation.

SECTION 2: The Annual Congregational Meeting shall take place either on the first Sunday of Advent or on a day as close to that Sunday as the Vicar and Mission Committee deem convenient, and the Mission Committee shall publish the TIME AND PLACE of the Annual Congregational Meeting at least sixty days in advance of the meeting.

SECTION 3: In unusual circumstances either the Vicar or the Senior Warden after confirmed due notice to the Vicar may call for a SPECIAL CONGREGATIONAL MEETING. The Vicar or the Senior Warden shall give the Qualified Voting Members notice of any such Special Congregational meeting thirty days in advance.

SECTION 4: The Vicar shall PRESIDE at every Congregational Meeting (whether Annual or Special), except that when no duly appointed Vicar of *St. Stephen's* is available the Senior Warden shall preside.

SECTION 5: At every Congregational Meeting (whether Annual or Special) elections shall be by SECRET WRITTEN BALLOT. Voting by proxy shall be allowed, but only Qualified Voting Members shall vote. In such cases the Senior Warden shall vote the proxy as instructed by the absent member.

SECTION 6: For every Congregational Meeting (whether Annual or Special) a QUORUM shall be twenty-five percent of the total number of Qualified Voting Members.

SECTION 7: Robert's *Rules of Order* shall govern the PROCEEDINGS of every Congregational Meeting (whether Annual or Special) except that, in the event of a conflict between Robert's *Rules* and these by-laws, the by-laws shall prevail.

ARTICLE IV: THE MISSION COMMITTEE

SECTION 1: The Mission Committee shall be the OFFICIAL REPRESENTATIVE of *St. Stephen's* and shall maintain and manage the temporalities of *St. Stephen's*

in compliance with the Canons of *the Diocese*, and the laws of the State of South Carolina and the United States of America.

SECTION 2: The Mission Committee shall consist of six Qualified Voting Members elected to serve TERMS of three years, and the terms of two members shall expire each year in rotation. Members of the Mission Committee shall not be elected to succeed themselves.

SECTION 3: From the six members of the Mission Committee the Qualified Voting Members shall annually elect the Senior and Junior WARDENS.

SECTION 4: The Mission Committee shall meet at least nine times a year in scheduled MONTHLY MEETINGS.

SECTION 5: In unusual circumstances the Vicar or, after confirmed due notice to the Vicar, the Senior Warden may convene a SPECIAL MEETING of the Mission Committee.

SECTION 6: The Vicar shall normally PRESIDE at meetings of the Mission Committee, but if the Vicar is absent the Senior Warden may preside.

SECTION 7: At any meeting of the Mission Committee duly elected members of the Committee who cannot be present may vote by PROXY. In such cases the Senior Warden shall vote the proxy as instructed by the absent member.

SECTION 8: The Vicar shall not VOTE in any proceedings of the Committee except to break a tie.

SECTION 9: If any member of the Mission Committee is unable to complete her or his term or resigns before his or her term has expired, the Mission Committee shall elect a Qualified Voting Member to serve the UNEXPIRED TERM. If the unexpired term is for two years or more, the person who serves out the term may not be elected to succeed him or herself.

SECTION 10: If any member of the Mission Committee is ABSENT, without good reason, from three consecutive meetings, the Committee may consider him or her to have resigned.

ARTICLE V: OFFICERS

SECTION 1: The VICAR shall control and direct the worship and spiritual life of the congregation in compliance with the Canons of *the Diocese*.

SECTION 2: The SENIOR WARDEN shall assist the Vicar and represent him or her to the Members of *St. Stephen's*. With the consent of the Vicar, the Senior Warden may appoint *ad hoc* committees to enhance the spiritual life and growth of the congregation. The Senior Warden shall take office on the first day of January after the Annual Congregational Meeting at which he or she has been elected, and shall serve for one year. If he or she resigns or becomes unable to function as Senior Warden before he or she has completed one year in office, another member of the Mission Committee shall be elected at a Special Congregational meeting to serve out the remainder of the year as Senior Warden. Senior Wardens who have not served more than two years of a three-year term on the Mission Committee may succeed themselves.

SECTION 3: The JUNIOR WARDEN shall represent the Members of *St. Stephen's* to the Vicar and shall be particularly concerned with the maintenance and improvement of buildings, grounds, and other real property belonging to *St. Stephen's*. He or she may, with the consent of the Vicar, appoint *ad hoc* committees. The Junior Warden shall take office on the first day of January immediately after the Annual Congregational Meeting at which he or she has been elected, and shall serve for one year. If he or she resigns or becomes unable to function as Junior Warden before he or she has completed one year in office, another member of the Mission Committee shall be elected at a Special Congregational Meeting to serve out the remainder of the year as Junior Warden. Junior Wardens who have not served more than two years of a three-year term on the Mission Committee may succeed themselves.

SECTION 4: The Mission Committee shall elect a SECRETARY of *St. Stephen's*, who shall record and keep the minutes of all meetings of the congregation and of the Mission Committee. The Secretary may be a member of the Mission Committee, shall serve for a term of one calendar year, and may succeed himself or herself.

SECTION 5: The Mission Committee shall elect a TREASURER of *St. Stephen's*, who shall receive all monies due and belonging to *St. Stephens'*, shall have custody of the same, and shall pay all bills when due as ordered by the Mission

Committee. The Treasurer may be a member of the Mission Committee, shall serve for a term of one calendar year, and may succeed him or herself. Should an accounting firm (approved by the Mission Committee) perform the day to day and periodic financial functions, the role of the Treasurer shall be one of oversight and assurance that these functions are carried out appropriately and in accordance with the Canons of the Diocese, and the laws of the State of South Carolina and the United States of America. In any event, the Treasurer will continue to be responsible for presenting all financial statements at Mission Committee meetings, the Annual Congregational Meeting, and at any special meeting.

SECTION 6: The DELEGATES AND ALTERNATES elected under Article III, *Section 1*, of these by-laws shall be Qualified Voting Members and shall serve for a term of one calendar year, and may succeed themselves. If a Delegate is unable to complete her or his term or resigns before the term has expired, the Mission Committee shall appoint one of the Alternate Delegates to complete the UNEXPIRED TERM, elect another Qualified Voting Member to replace the Alternate Delegate, and ensure that appropriate certification requirements are met.

ARTICLE VI: STANDING COMMITTEES

SECTION 1: The Mission Committee may with the consent of the Vicar establish Standing Committees. The overlaying PURPOSE of said committees is to act for the Mission Committee in the best interest of *St. Stephen's* for specified temporal matters of the church.

SECTION 2: The Mission Committee shall establish Standing Committees by ADOPTION OF A RESOLUTION that defines the purposes, responsibilities/duties, powers, and terms of the subject committee. The Mission Committee shall elect the initial members of Standing Committees; the Standing Committee may recommend additional or replacement members to the Mission Committee for approval. The Mission Committee shall grant such powers as befit the specific needs of the Standing Committee, but shall not grant absolute autonomy to any such committee. The Mission Committee shall provide to any Standing Committee any designated contributions and such budgetary considerations as may be appropriate and necessary for the Standing Committee to carry out its established purpose.

SECTION 3: Each Standing Committee shall be responsible to the Mission Committee for the implementation of its established purpose. Standing Committees shall elect appropriate officers from their membership and prepare the GUIDELINES, POLICIES, PROCEDURES, AND/OR REGULATIONS they deem necessary to achieve their established purposes, presenting such guidelines, policies, procedures, and/or regulations, including any subsequent revisions thereof, to the Mission Committee for concurrence prior to implementation. In September of each year, every Standing Committee shall make an annual report of its activities to the Mission Committee.

SECTION 4: Established for the purpose of maintaining the grounds and records of *St. Stephen's* cemetery, THE CEMETERY COMMITTEE is responsible for the maintenance of accurate cemetery records in a reasonably perpetual manner (i.e. electronic and hardcopy), including the layout and survey of the grounds themselves as well as the records of those interred in the cemetery and plots purchased for future use. The Cemetery Committee is also responsible for the physical maintenance, improvement, and/or expansion of the cemetery but, as long as the Mission Committee and *St. Stephen's* exist as operating entities, alteration or expansion of the physical scope of the cemetery shall require the prior approval of the Mission Committee.

SECTION 5: THE ARCHIVES AND HISTORY COMMITTEE was formed in 2006 in order to identify, evaluate, and preserve all items of archival value pertaining to *St. Stephen's* (including, but not limited to, artifacts, records, photographs, and information). *St. Stephen's* items of archival value are intended to be preserved and to be accessible to the congregation as well as a resource for appropriate historical endeavors.

SECTION 6: THE INVESTMENT COMMITTEE was formed in 2003 to assure the continued relevance and suitability of guidelines, objectives, financial status and capital markets expectations to the benefit of *St. Stephen's*, its mission and purpose.

SECTION 7: THE ALTAR GUILD has continuously served God and the people of *St. Stephen's* by preparing and tending the church and the other such places where his people worship him. It receives direction and guidance in its duties from the VICAR in all matters related to the worship and spiritual life of the congregation in compliance with the Canons of the Diocese. It acts for the

Mission Committee in the best interest of St. Stephen's by maintaining and preserving those furnishings of the church used in its worship and spiritual life.

ARTICLE VII: AMENDMENT OF THESE BY-LAWS

SECTION 1: No CHANGES OR ADDITIONS to these by-laws shall be effective until such changes or additions have been approved by means of one of the three following procedures:

- a) approval by two-thirds of the Qualified Voting Members present at an Annual Congregational Meeting, *OR*
- b) approval by two-thirds of the Qualified Voting Members present at a Special Congregational Meeting called for the express purpose of approving the proposed changes or additions, *OR*
- c) approval by a simple majority of the Qualified Voting Members present at two successive Annual Congregational Meetings.

SECTION 2: In any of the above three procedures, COPIES of the proposed changes or additions shall be published to the membership of *St. Stephen's* at least thirty days before the Congregational Meeting at which Qualified Voting Members will be asked to approve the changes or additions.

ATTEST: These by-laws, which supersede and cancel all and any previously published or attested by-laws of *St. Stephen's*, were approved at the Annual Congregational Meeting on this twenty-second day of November in the year 2009.

JoAnn Palmer, Senior Warden*

**Attested by the Senior Warden in the absence of a VICAR.*