

7. AMiA Sample Documents

7.1 Sample ByLaws

BY-LAWS OF [NAME OF CHURCH]

[MANY OF THE PROVISIONS BELOW ARE MERELY RECOMMENDATIONS. AS LONG AS ALTERNATIVES ARE LEGAL, AND IN ACCORDANCE WITH THE CANONICAL CHARTER FOR MINISTRY OF THE ANGLICAN MISSION IN THE AMERICAS, GODLY PURPOSES AND MISSION AS STATED IN SECTION 1.5 BELOW, CHANGES TO REFLECT THE PARTICULAR LOCAL SITUATION ARE ENCOURAGED.]

I. GENERAL PROVISIONS

- 1.1 The name of this corporation is **[NOTE: Add the legal and/or official name of the church]**, hereinafter referred to as the "Church."
- 1.2 The registered office of the Church is located at **[NOTE: Add the street address, city, state and zip code]**.
- 1.3 The fiscal year of the Church shall be a calendar year, beginning on January 1 and ending on December 31 each year.
- 1.4 The Church does, by the adoption of these Bylaws, acknowledge and accept the historic Christian faith, doctrine, discipline and worship of God, Father, Son and Holy Spirit, as set forth in the Solemn Declaration of Principles governing the Anglican Mission in America.
- 1.5 The Church does, by adoption of these Bylaws, join with and come alongside the Anglican Mission in America in its purpose and mission as contained in the Mission and Purpose Statements: "To glorify God and to serve, grow and multiply local churches that love Jesus Christ and reach the world He died to save by building an alliance of congregations in America which are committed to gathering, planting and serving dynamic churches in the Anglican tradition." We acknowledge, with the Anglican Mission, that we are "united in the essentials of the Christian Faith, obedient to Jesus Christ as the unique Son of God Who through His sacrificial death and resurrection provides the only way to the Father and diversified in the expression of the Faith -- evangelical, catholic and charismatic -- as three streams flowing as one river in Jesus Christ ... to reach the world in Jesus' Name through evangelism, discipleship and service."

II. MEMBERSHIP

- 2.1 A "member of the Church" must:
 - (a) be baptized in the Name of God the Father, Son and Holy Spirit,
 - (b) personally request membership,

- (c) be _____ years of age or older **[NOTE: Choose the age that is best for your Church, be it, sixteen (16) {as in ECUSA from which many came}, eighteen (18) {one of the legal ages} or twenty-one (21) {another legal age}],**
- (d) be recognized by the senior ordained clergyperson of the Church (hereinafter, the “Senior Clergy”, and head(s) of the leadership body as a regular attendee at services, and
- (e) be on the Treasurer’s records as a regular contributor to the revenues of the Church.

III. ANNUAL CHURCH MEETING

3.1 A meeting of the Church shall be held annually, after notice thereof is given by the Senior Clergy or Assistant Clergy or by one of the heads of the leadership body at all public worship services on the two (2) Sundays immediately preceding such Annual Meeting. The Annual Church Meeting will be held at a time and place to be fixed by the leadership body during **[NOTE: Add the month]** of each year. Further, written notice thereof shall be posted in the Church at least two weeks before the Annual Meeting; in lieu of the foregoing written notice, notice of the Annual Church Meeting may be given in any manner and at any time permitted under the laws of this jurisdiction applicable to non-profit corporations and which facilitate apprising the membership of such Annual Meeting. A purpose of the Annual Church Meeting shall be the election of members of the leadership body to succeed those retiring from such position of service and such other business as may properly come before the Annual Church Meeting.

3.2 The percentage of Members of the Church assembled after notice given as in Section 3.1 above that shall constitute a quorum shall be **[NOTE: Add a minimum percentage, recommended is 25% to 35%, bearing in mind that this number will be required to effectuate Church business at an Annual Church Meeting].**

3.3 At the Annual Church Meeting or any duly called special meeting of the Church, all Members of the Church who are physically present at such meeting shall be entitled to seat, voice and vote on all matters that properly come before said meeting for a vote. No absentee voting is to be permitted.

3.4 Officers of a Church Meeting shall include at least the following:

(a) The Senior Clergy shall preside at the annual or any Special Meeting as Chairperson. In the case of a vacancy or in the absence of the Senior Clergy, then the senior head of the leadership body shall be Chairperson. In the case that neither the Senior Clergy nor the senior head of the leadership body is present, then the junior head of the leadership body shall be Chairperson. In case none of these officers is present, the meeting shall elect its own Chairperson by simple majority.

(b) The Secretary (or Clerk) of the leadership body shall be Secretary of any such meeting. In the absence of the Secretary (or Clerk) of the leadership body, the Chairperson shall appoint a Secretary of the meeting. The Secretary of such meeting shall keep the minutes of the meeting.

(c) The Chairperson shall appoint tellers to collect and count the votes or ballots, if used.

3.5 Special Meetings of the Church may be called by the Senior Clergy, by both heads of the leadership body acting jointly, or by any three (3) other members of the leadership body, or upon the written request of ten percent (10%) of the members of the Church. Notice shall be given as stated in Section 3.1 hereof and such notice shall include the purpose or purposes of the Special Meeting. The provisions regarding the qualification of voters for the Annual Church Meeting shall be applicable to any such Special Meeting.

A. ELECTION OF THE LEADERSHIP BODY

[NOTE: This section and several following utilize a commonly accepted approach to the governance of a church. However, other approaches may be warranted and worthy of consideration, e.g., a larger “Council of Advice,” a “Vision-Casting and Implementation Team,” a body of “Elders,” an “Executive Committee,” etc. The Anglican Mission requires that any such other approach be discussed with and approved by the applicable bishop and the Chancellor of the Anglican Mission.]

4.1 The leadership body, by whatever title it is given, shall consist of **[NOTE: Add the number]** members, divided as evenly as possible into **[NOTE: Add the number]** classes, who shall each to serve for a term of **[NOTE: Add the number]** years on a rotating basis once the initial composition of the leadership body has been constituted. At each Annual Meeting, all vacancies in the leadership body shall be filled by the election in the manner hereinafter provided. No member of the leadership body who has served two full, regular terms may begin to serve another regular term or the unexpired portion of someone else’s term until one (1) year following the expiration of such second term.

4.2 The Leadership Body may establish from time to time criteria for qualification for nomination and service upon the Leadership Body so long as such criteria conform to these By-Laws and the policies of the Anglican Mission in America.

4.3 The outgoing members of the leadership body and the Senior Clergy shall serve as the Nominating Group for the ensuing election of new members of the leadership body at the forthcoming Annual Meeting. The Senior Clergy shall appoint the Chairperson of the Nominating Group.

4.4 The Nominating Group shall meet (a) at least thirty (30) days preceding the Annual Meeting at a time agreeable to the members thereof to receive nominations, and (b) to consider members for nomination to the leadership body to be presented at the forthcoming Annual Meeting. At least thirty (30) days prior to the Annual Meeting, such Nominating Group shall be present its recommendations in writing to the Members of the Church. The Nominating Group **[NOTE: Choose either (a) shall present at least one nominee or (b) may present at least two nominees]**, or such larger number as may be established by Resolution of the leadership body, for each vacancy to be filled. The members of the Church may nominate others pursuant to Section 4.4 below.

4.5 Members of the Church may nominate potential candidates for election to the leadership body in writing addressed to the Secretary or Clerk of the leadership body and submitted at least one week prior to said Annual Meeting; provided however, that all such nominations must be seconded, in writing, by another Member of the Church.

4.6 Only persons nominated, as specified above, shall be eligible to be elected at the forthcoming Annual Meeting.

4.7 The leadership body shall, at its regular meeting prior to the Annual Meeting, appoint **[NOTE: Add the number]** person(s) who are Members of the Church and who are not nominated for office to serve as Supervisors of the election process.

4.8 Election to the leadership body shall be by secret, written ballot unless unanimously waived by all Members of the Church present at any such meeting.

4.9 Those nominees receiving the highest number of votes shall be declared selected to serve.

4.10 The ballot count shall not be announced though the order of votes may be announced, if requested.

4.11 In the event of a tie, an additional ballot or ballots will be cast to select from among the tied nominees or by other means approved by all Members of the Church present at any such meeting.

4.12 No person shall be presented to the Annual Parish Meeting for election to the Vestry unless such person is a Member of the Parish and shall have previously given consent to place his or her name for nomination.

4.13 A report of election shall be entered upon the Minutes of the Annual Meeting by the Secretary or Clerk of the leadership body prior to first regular meeting of the leadership body following the Annual Meeting.

4.14 If a vacancy occurs in the leadership body, the leadership body shall at one of its meetings select a Member of the Church, to serve the unexpired term. The affirmative vote of a majority of all members of the leadership body shall be necessary to select a

person to fill such a vacancy. The leadership body may consider the person receiving the most votes but not selected in the final ballot at last Annual Meeting.

V. THE LEADERSHIP BODY

5.1 The leadership body, by whatever name it is given, shall be constituted as described in Section 4.1 above. Each member of the leadership body shall be entitled to one vote on matters that come before the body.

5.2 The Senior Clergy shall be entitled to one vote on only to break a tie on matters which come before the leadership body.

5.3 Regular meetings of the leadership body shall be held once in every month, as needed. Other meetings of the leadership body, if it so directs by Resolution duly adopted, may be added or omitted as warranted by the circumstances in the discretion of the leadership body.

5.4 Special meetings of the leadership body may be held upon three (3) days' notice from the Senior Clergy, from the heads of the leadership body acting jointly, or from the written request of three (3) members of the leadership body presented to the Senior Clergy, or in the vacancy in the office of Senior Clergy, to either of the heads of the leadership body, or upon such occasion as eighty percent (80%) of the leadership body shall be present and by three-fourths (3/4) consent to hold such a meeting. Also, a Special Emergency Meeting may be held at any time without three (3) days' notice upon two conditions: (a) The signing of waivers by all **[NOTE: or some specific supermajority]** of those not able to be present and (b) the presence of a quorum.

5.5 At all regular or special meetings of the leadership body, unless it be herein otherwise provided, a majority of the leadership body shall constitute a quorum for the transaction of business; provided, however, that a smaller number may meet and adjourn to such other time and place as they may deem advisable until a quorum is obtained.

5.6 The Senior Clergy shall preside at all meetings of the leadership body. In the absence of the Senior Clergy, the senior head of the leadership body, or in his or her absence, the junior head of the leadership body, shall preside. If the Senior Clergy and senior and junior heads of the leadership body shall be absent and extraordinary circumstance exist to necessitate a meeting of the leadership body, then the leadership body, so assembled, may select any other member of the leadership body to preside. If a meeting is held in the absence of the Senior Clergy and both of the heads of the leadership body, then any decision made at such meeting must be ratified at a subsequent meeting at which the Senior Clergy and at least one of the senior or junior head of the leadership body are present.

5.7 Deliberative and prayerful discussions are encouraged within the leadership body without rigid resort to parliamentary procedures. However, those rules and procedures contained in the current edition of Robert's Rules of Order Newly Revised shall govern, if necessary, in all cases in which they are consistent with these Bylaws or any special rules as may be adopted.

5.8 The organizational meeting of the leadership body shall be convened by the Senior Clergy within three (3) weeks of the Annual Church Meeting. At such meeting, the Senior Clergy shall appoint the senior head of the leadership body from its membership with the approval of a majority of the leadership body. The leadership body shall elect the junior head from its own members. The leadership body shall also select a Secretary or Clerk, a Treasurer and, if necessary, an Assistant Treasurer and such other officers as the leadership body deems necessary to fulfill the mission and purposes of the Church.

5.9 The Senior Clergy shall appoint such other leadership organization as may be warranted to fulfill the mission and purposes of the Church.

5.10 The officers of the leadership body shall be appointed or selected for a specific term as agreed by the leadership body. They shall be eligible to succeed themselves in office as determined by the leadership body in accordance with the provisions of these Bylaws.

5.11 The leadership body may employ such outside assistance as the Treasurer recommends.

VI. DUTIES OF THE LEADERSHIP BODY

6.1 It shall be the duty of the leadership body to be responsible for at least the following:

- (a) the financial affairs of the Church are administered faithfully, including adoption of an annual budget;
- (b) the property of the Church is maintained;
- (c) help empower and enable the ministry plans of the Senior Clergy for the Church to be effectively facilitated;
- (d) the salary of the Senior Clergy, other clergy and lay staff are paid regularly;
- (e) provision is made for payment of the current expenses of the Church;
- (f) seek to comply with the foundational principle of 10% giving to the Anglican Mission in America;

(g) select and call Senior Clergy in accordance with these By-Laws; and

(h) such duties as may be assigned to members of the leadership body from time to time are appropriate.

6.2 It is desirable that the leadership body be involved in the spiritual direction and leadership of the Church under the Senior Clergy.

6.3 At the close of each fiscal year, the leadership body shall make arrangements to have the Treasurer's books of account reviewed and/or audited by a Certified Public Accountant or other qualified person or persons, as required in the Statement of Understanding with the Anglican Mission in America.

6.4 The Senior Clergy, the senior and junior heads of the leadership body and members of the leadership body shall have authority to appoint such agents or representatives as may from time to time be deemed advisable to help carry out the responsibilities of the body, or the leadership body may delegate such authority to the Senior Clergy alone. The Senior Clergy shall have authority to engage the services of all members of the Church staff, lay and clerical.

6.5 The leadership body shall not mortgage, encumber or convey any part of the real estate of this Church without the concurring affirmative vote of three-fourths (3/4) of all the members of the leadership body; provided, however, that no real estate held or owned by this Church shall be alienated or encumbered without the approval of 70% of the Members of the Church.

6.6 In the case of a vacancy in the office of Senior Clergy and/or a vacancy arises in the leadership body, the leadership body shall appoint from among its lay members the senior head of the leadership body. In the case that office is vacated, leadership body may appoint the person to serve until the Senior Clergy is appointed and in office.

VII. ELECTION OF A SENIOR CLERGY

7.1 (a) A Church within the Anglican Mission in America may not call a Senior Clergy until such time as it has come under the oversight of a Bishop and has fully discussed the matter of calling a Senior Clergy with the overseeing Bishop of the Church. When a Church desires to call a Senior Clergy, it is to enter into a process of assessment in consultation with the Office of Coaching and Consulting Supervision and which is consistent with the policies and direction of the Anglican Mission in America before formally beginning the search process. At the appropriate time, the Church is to consider a list of suggested candidates proposed by the overseeing Bishop of the Church in collaboration with the other bishops of the Anglican Mission. The suggestions of the Bishop

are to be considered along with or in addition to any names from the members of the congregation of the Church or other sources. The Leadership Body of the Church may reject all of the suggested names from the Bishop after considering them in good faith; if so and after notifying the Bishop with an explanation of the reason for not pursuing or calling any of the suggested names provided by the Bishop, the Leadership Body may consider other names.

(b) The Leadership Body's final choice must be communicated to the overseeing Bishop of the Church in writing together with documentation evidencing the qualifications of the candidate. If the final choice for Senior Clergy is not currently a clergy in good standing with the Anglican Mission, then he must be approved for ordination or reception by the Office of Clergy Credentialing. The Bishop in consultation with the Council of Bishops will have at least seven (7) days and up to fifteen (15) days to respond. The overseeing Bishop has the option of approving the proposed name or in consultation with the Council of Bishops rejecting the proposed name. If the name is rejected, the Leadership Body may proceed to consider other candidates.

(c) If any differences over the selection of the Senior Clergy can not be resolved between the overseeing Bishop and the Leadership Body, then the matter is to be taken to the National Leadership Council which will consider the facts from all concerned parties and recommend a course of action. A Bishop will then consult with the Leadership Body to resolve the issue in a satisfactory manner.

7.2 The Senior Clergy of a Church must be elected by the affirmative votes of two-thirds of the Leadership Body and by a recorded vote. The notice for the meeting of the Leadership Body at which such election is to transpire must express such intention.

7.3 The call of the Senior Clergy shall be in writing in a letter of agreement between the Senior Clergy and the Leadership Body and must clearly express the job description and any special conditions together with the understandings as to salary and benefits, including vacation and other time off. The salary and benefits may be increased or diminished, as the parties may from time to time agree.

7.4 The Senior Clergy by virtue of his office has the exclusive charge and care of all the spiritual concerns, worship, music and liturgical observances of the church, subject and answerable to the Bishop and in collaboration with the Leadership Body of the Church. The Senior Clergy is the ex-officio presiding officer of the Leadership Body and is entitled to speak and vote on all questions before the Leadership Body, including matters arising in executive session. The Senior Clergy may call meetings of the Leadership Body and Church as he deems proper. The Senior Clergy must call a meeting of the Leadership Body when requested to do so by a majority of the members thereof.

7.5 The Leadership Body shall be the agents and legal representatives of the Church in all matters concerning corporate property.

7.6 When, in the judgment of the Bishop of the Church, it shall appear (1) that there are grounds for believing that the relationship between a Senior Clergy and a Church is such that it may not be in the best interest of the Church that such person continue to perform such duties, (2) that there may be grounds for believing that the relations between a Senior Clergy and a Church are such that Senior Clergy is prevented from performing ecclesiastical and other duties in a manner which is in the best interest of the Church or (3) other serious dispute or difficulty, then the policies of the Anglican Mission for Congregational Conflict resolution shall be followed.

7.7 During a vacancy in the position of Senior Clergy of the Church, the leadership body shall place the ministerial duties appertaining to said position in the hands and under the control of the bishop or ecclesiastical authority until such time as a Senior Clergy is selected.

VIII. DUTIES OF THE SENIOR CLERGY

8.1 In accordance with the responsibilities placed upon the Senior Clergy by the ordination vows and the rubrics of the Prayer Book, the Senior Clergy, in subordination to the bishop, shall be responsible for and have charge and care of the spiritual concerns, Christian education, ministry programs, worship, music and ritual observances of the Church, and the performance of their duties by all employees of the Church.

8.2 The Senior Clergy shall preside at all meetings of the Church and leadership body.

8.3 The Senior Clergy shall be responsible for the hiring, oversight and retention of any other clergy, the church staff and the church worship musicians and shall have any terms of such employment reduced to writing.

8.4 The Senior Clergy shall have authority over the usage of all buildings and property of the Church for ministry purposes.

IX. DUTIES OF THE HEADS OF THE LEADERSHIP BODY

9.1 The senior and junior heads of the leadership body shall supervise the property of the Church and shall offer lay leadership to the leadership body in performance of their respective duties in a satisfactory manner. Among their duties shall be the following:

- (a) To see that the Church is kept in good repair, fit for use and used for the purpose of its consecration.
- (b) To provide, at the Church's expense, the necessary books, bread and wine, vestments, etc. for the due celebration of the Sacred Offices subject to the direction of the Senior Clergy.
- (c) To oversee the collection and handling of the offerings of the Church in accordance with sound accounting practices.
- (d) To maintain order and decorum during the time of Worship Services at the direction of the Senior Clergy.
- (e) Upon the vacancy in the position of Senior Clergy, to notify the bishop or ecclesiastical authority thereof and to receive guidance as to the provision for ministerial services. During any such vacancy, the Wardens shall take charge of the Parish Register, Church Books, Plate and other movable property.
- (f) Upon selection of a new Senior Clergy Rector, to notify the bishop or ecclesiastical authority of such selection, giving the name of the person so selected and the compensation proposed.

X. DUTIES OF THE SECRETARY/CLERK

10.1 The Secretary or Clerk (by whatever name the Church prefers) shall: (a) keep the Minutes of the leadership body in a permanent form and shall transmit such report to each member of the leadership body as soon as practical after each meeting; (b) duly notify the members of the leadership body of its regular, special or other meetings for which notice may be required; and (c) perform all such other duties as appertain to the office.

10.2 The Secretary or Clerk shall act, if present, as Secretary or clerk of the Annual Meeting of the Church or any Special Meetings of the Church.

XI. DUTIES OF THE TREASURER

11.1 The Treasurer shall maintain or oversee the maintenance of the financial records of the Church in accordance with generally accepted accounting principles and the Property, Administrative and Financial Policies of the Anglican Mission in America, including but not limited to all sums received from any and all sources as well as all disbursements made for any and all purposes, which records shall always be subject to the inspection of the leadership body or its appointees.

11.2 It is preferred that no checks in the general operating or capital accounts of the Church be signed by the Senior Clergy. All checks should be signed by the Treasurer and countersigned by such other persons appointed by the leadership body in a duly adopted Resolution and in accordance with generally accepted accounting principles.

11.3 The Treasurer shall pay the Senior Clergy and all others who have approved salaries, in convenient installments.

11.4 The Treasurer shall furnish to the Senior Clergy, if requested, an accurate list from the ledgers of the Church identifying those persons who are regular contributors to the revenues of the Church. **[NOTE: Consideration should be given as to whether or not the Senior Clergy may also request and see the amounts. There exist valid positions on each side of this question.]**

11.5 The Church shall secure for the Treasurer, any Assistant Treasurer, Bookkeeper and any others charged by the leadership body with the responsibility of handling funds of the Church a surety or fiduciary bond or insurance coverage in the aggregate sum deemed appropriate by the leadership body which bond or coverage shall be paid from Church funds.

XII. LIABILITY AND INDEMNIFICATION

12.1 Except for responsibility or liability of a member of the leadership body pursuant to any criminal statute or for payment of taxes pursuant to local, state or Federal law, a member of the leadership body shall not be personally liable for monetary damages for any action taken or any failure to take any action unless (a) such member has breached or failed to perform his or her fiduciary duties and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

12.2 Each person who was or is a party or is threatened to be made a party to any action, suit or proceeding, including actions by or in the right of the Church, by reason of the fact that he or she is or was a member of the leadership body, officer, employee or agent of the Church, or is or was serving at the request of the Church as a member of the leadership body, officer, employee or agent of another entity shall be indemnified by the Church against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by or imposed upon him or her in connection with such action, suit or proceeding; provided however, that the Church shall not indemnify any such person where the act or failure to act giving rise to the claim for indemnification is determined by the court to have constituted willful misconduct or recklessness and, with respect to any criminal action or proceeding, unless such person had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by the judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person is not entitled to indemnification

under this Section, or with respect to any criminal action or proceeding had reasonable cause to believe that his or her conduct was unlawful.

12.3 No amendment or repeal of this Article shall adversely affect any right or protection extended to a member of the leadership body, officer, employee or agent hereunder for an act or failure to act occurring prior to the time of such amendment or repeal. Each Vestry member, officer, employee and agent shall be deemed to act in such capacity in reliance upon the rights of indemnification, and advancement of expenses hereunder shall continue as to a person who has ceased to be a Vestry member, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

XIII. MANNER OF AMENDMENT

14.1 These Bylaws may be altered or amended only in the following manner:

(a) The amendments shall first be proposed in writing at a regular meeting of the leadership body;

(b) If the amendments are thereupon approved by the leadership body, such shall be made available to each Member of the Church;

(c) Any amendment must be approved by two-thirds of the full membership of the leadership body; and

(d) No amendment shall be valid until it has been approved at any Annual or Special Meeting by a majority of those Members of the Church present after due notice.

END OF DOCUMENT



**Bylaws from several AMiA Churches
may be obtained from the
Mission Resource Center by Email.**