

BY-LAWS
OF
THE WARDENS AND VESTRYMEN
OF
SAINT ANDREW'S EPISCOPAL CHURCH
OMAHA, NEBRASKA

June 2020

ARTICLE I

Name and Location

- Sec. 1. The name of this Corporation shall be The Wardens and Vestrymen of Saint Andrew's Episcopal Church, (referred to herein as the "Corporation" or "St. Andrew's Episcopal Church.")
- Sec. 2. The location of the Corporation and its principal place of business shall be 925 South 84th Street, City of Omaha, Douglas County, Omaha, Nebraska.

ARTICLE II

Purpose

St. Andrew's Episcopal Church is a non-profit religious corporation under Article 19 of Chapter 21, R.S. 1987, of the State of Nebraska.

ARTICLE III

St. Andrew's Episcopal Church, as a constituent part of the Episcopal Church in the Diocese of Nebraska, expressly accedes to, recognizes and accepts the ecclesiastical authority as defined in such Constitution, Canons, doctrines, discipline and worship of the Protestant Episcopal Church, and the Constitution and Canons of The Episcopal Church in the Diocese of Nebraska, and acknowledges their authority accordingly. The provisions of this Article III cannot be amended.

ARTICLE IV

The membership of St. Andrew's Episcopal Church shall be that specified in Title 1., Canon 16, Sec. 1-3, of the Constitution and Canons of The Episcopal Church in the United States of America.

ARTICLE V

Officers

- Sec. 1. The Rector is President of the Vestry and of the congregation and is entitled to vote on every question.
- Sec. 2. The Rector shall have the rights, powers, functions and duties given to him by the Constitution and Canons of the Episcopal Church in the United States of America and in The Diocese of Nebraska.
- Sec. 3. The Vestry (Board of Directors) shall consist of the Rector (President), Senior Warden (First Vice-President), Junior Warden (Second Vice-President), and nine Vestry members (Directors).
- Sec. 4. The Vestry, at its first meeting after the Annual Meeting, shall elect the Clerk (Secretary) of the Vestry. The Clerk shall be elected from the Vestry. The Clerk shall record the minutes of all Vestry meetings, or shall designate another qualified elector in the Corporation to act in such capacity.
- Sec. 5. The Treasurer shall be elected by the Vestry at its first meeting after the Annual Meeting, and shall serve until a successor in office is chosen. The Treasurer must be a qualified elector in St. Andrew's Episcopal Church, but need not be a member of the Vestry. The Treasurer shall present monthly written reports to the Vestry accounting for all income received and disbursements made during the previous calendar month.
- Sec. 6. The Executive Committee of the Vestry consists of the Rector, Senior Warden, Junior Warden, Treasurer, and Clerk of the Vestry. This committee is empowered to make decisions that due to time sensitivity do not allow full Vestry consideration. The Executive Committee cannot make decisions that commit St. Andrew's Church to an expenditure of more than \$2500.
- Sec. 7. The Vestry shall conduct the business of the Corporation according to the Constitution and Canons of the Episcopal Church in the United States of America and the Constitution and Canons of the Episcopal Church in the Diocese of Nebraska.

ARTICLE VI

Meetings

- Sec. 1. The Annual Meeting of the Corporation shall be held on such date as provided in Canon 13 of the Diocese of Nebraska.
- Sec. 2. The Vestry of the Corporation shall meet as provided in Canon 13 of the Diocese of Nebraska.
- Sec. 3. The Annual Meeting and Vestry meetings shall be conducted according to Robert's Rules of Order.

ARTICLE VII

- Sec. 1. At the Annual Meeting, the Vestry and the lay delegates to Annual Council shall be elected according to the Constitution and Canons of the Episcopal Diocese of Nebraska.
- Sec.2. The Rector shall appoint a nominating committee consisting of the incumbent Junior Warden and at least three qualified electors of St. Andrew's Episcopal Church at large who shall receive the names of the duly qualified lay persons for the offices of the Corporation. Such committee shall be appointed at the annual Corporate meeting to serve during the ensuing year. The Nominating Committee shall elect its Chairman from among the four members.
- Sec. 3. It shall be the duty of the Nominating Committee actively to seek from the entire Congregation qualified candidates for election to all the elective offices to be filled at the Annual Meeting. The committee shall nominate at least one (1) qualified candidate for each vacancy, except that the Rector may nominate the Senior Warden. The committee shall transmit such nominations to the Clerk of the Vestry with the consent of each nominee. Prerequisite for the Junior and Senior Warden shall be current or previous service on the Vestry of St. Andrew's Episcopal Church. All nominees for all elected offices must be confirmed communicants in good standing with St. Andrew's Episcopal Church for at least six months, of the age of majority pursuant to the constitution and canons of The Episcopal Church in the United States of America (16 years or older), and regular contributors of record to St. Andrew's Episcopal Church treasury. Nominations for all elected offices may be made from the floor at the Annual Meeting.
- Sec. 4. At least three weeks before each Annual Meeting, the Clerk of the Vestry shall publish the names of the nominees with a brief biographical sketch of each in St. Andrew's Episcopal Church publications.
- Sec. 5. The Nominating Committee shall prepare ballots, as necessary, on which shall be printed alphabetically the names of persons duly nominated.

- Sec. 6. The Senior Warden shall be elected annually and shall hold office for not more than three (3) successive one (1) year terms and shall not be eligible for election to the Vestry until after the expiration of one (1) year from the date of the termination of said Warden's previous service. In the event of a vacancy occurring in the Office of Senior Warden the Vestry using the same system of nomination, shall have the power to fill the vacancy until the next Annual Meeting of the Corporation.
- Sec. 7. The Junior Warden shall be elected annually and shall hold office for not more than three (3) successive one (1) year terms and shall not be eligible for election to the Vestry except as Senior Warden until after the expiration of one (1) year from the date of termination of said Warden's previous service. In the event of a vacancy occurring in the office of Junior Warden, the Vestry shall have power to fill such vacancy.
- Sec. 8. The additional Lay members shall be elected for three-year terms, with one-third of said members being elected each year, and shall not be eligible for election to the Vestry except as Senior or Junior Warden until after the expiration of one year from the date of the termination of said member's previous service. Vacancies occurring in this office may be filled by the Vestry until the next Annual Meeting of the Corporation, at which time additional Lay members shall be elected to fill out the unexpired terms. Provided, however, that no person so appointed by the Vestry shall be ineligible for election de novo to the Vestry at the next Annual Meeting.

ARTICLE VIII

Standing Committees of the Vestry

The separate document, "Standing Committee Procedures & Membership" details the operating procedures and membership of the Standing Committees.

A Standing Committee is defined as a committee that meets regularly, at least once a quarter. An exception is the Visioning Committee which will meet at least every five years. Other committees may be created as required to address needs that arise in the Parish, but are for a specific purpose and of short duration.

A monthly Standing Committee report is due to the Clerk of the Vestry no later than the first Monday of each month for Vestry review.

These reports should include previous month's activity (if none - so state), upcoming month's planned activity, any recommendations requiring Vestry action, any motion the committee would like presented to the Vestry for consideration with a statement of the motion, resources to include monies from the budget and/or additional monies required to achieve the desired outcome and projected benefit(s) to St. Andrew's Episcopal Church.

All expenditures of funds above those designated in the annual budget to Standing Committees, Sub-committees or areas of committee responsibility require prior approval from the Vestry.

Single expenditures of more than \$1500 must be approved by either the Executive Committee or the full Vestry depending on the amount.

Sec. 1. Buildings and Grounds

This committee shall be responsible for the following:

- (1). Maintenance, including the periodic inspection of the Church buildings, grounds and equipment; the investigating any problems and making recommendations for appropriate corrective action.
- (2). Investigate and coordinate with the Visioning Committee proposed additions and/or modifications to buildings, grounds or equipment, and submit information and recommendations to the Vestry.
- (3). Supervise any additions or maintenance work in the buildings, grounds, or equipment.
- (4). Investigate and recommend possible cost savings in building-related operating costs, such as insurance, utilities, etc.
- (5). Utilize expertise of St. Andrew's Episcopal Church members for Building and Grounds' projects.
- (6). The Chairperson will be a member of the Long-Range Planning Committee.
- (7). The Chairperson will be a member of the Finance Committee.
- (8). Prior to the end of September, prepare and submit budget needs for the upcoming fiscal year to the Finance Committee.

Sec. 2. Christian Education

- (1). Develop, coordinate and implement all Christians Education Programs for St. Andrew's Episcopal Church to include, but not limited to, Sunday School, Vacation Bible School, Adult Education, Spiritual Renewal, and the Youth Group.
- (2). This Committee will consist of, but not limited to, the Rector, the Christian Education Director, Youth Ministry Coordinator(s), Parish Intern (when applicable), and a vestry representative.
- (3). Supervise all operations of the Church Library.
- (4). Prior to the end of September, prepare and submit budget needs for the upcoming fiscal year to the Finance Committee.

Sec. 3. Welcoming and Connecting

In discharging its responsibilities, this committee will:

- (1). Oversee the ushers and greeters.
- (2). Arrange for volunteers to visit with all newcomers.
- (3). Prepare and disseminate materials informing newcomers of the activities and organizations within the Parish.
- (4). Coordinate Parish social events.
- (5). Organize and coordinate quarterly Newcomer Dinners/Luncheons as required.
- (6). Organize at least one Recognition Sunday where newcomers are honored.
- (7). Prior to the end of September, prepare and submit budget needs for the upcoming fiscal year to the Finance Committee.

Sec. 4. Liturgy

The purpose of the Liturgy Committee is to provide the clergy and laity of St. Andrew's Episcopal Church with a forum that can provide direction for the liturgical life of the congregation.

This committee will oversee the following:

1. Altar Guild
2. Lay Readers
3. Acolytes
4. Music
5. Prayer Teams

In discharging its responsibilities, the committee will:

- (1) Insure that a regular schedule of worship services and other rites as needed are conducted in accordance with the Constitution and Canons of the Episcopal Church; and
- (2) Insure that all materials, supplies, and furnishings for all services are available
- (3). Prior to the end of September, prepare and submit budget needs for the upcoming fiscal year to the Finance Committee.

Sec.5. Visioning

The Visioning Committee will meet at least every five years, preferably initiating in years that end in 0 and 5. and any other time deemed appropriate. The Visioning Committee will be the Chair, Senior/Junior Warden, the chair of the Buildings and Grounds Committee, the Director of Christian Education, and two at-large members from St. Andrew's Episcopal Church.

This committee will be responsible for the following:

- (1). Identify long-term needs of St. Andrew's Episcopal Church such as new facilities, major repairs, replacement of existing facilities, special programs and/or ministries.
- (2). Identify resources required to meet identified needs.
- (3). Design orderly plans to meet identified needs.
- (4). Coordinate solutions/plans with other Vestry Standing Committees.
- (5). Prior to the end of September, prepare and submit budget needs for the upcoming fiscal year to the Finance Committee.

Sec. 6. Outreach

This committee will be responsible for the following:

- (1). Develop, plan, organize and direct St. Andrew's Episcopal Church resources (financial, talent and time) to worthy projects addressing needs of others.
- (2). Prior to the end of September, prepare and submit budget needs for the upcoming fiscal year to the Finance Committee.

Sec. 7. Finance

The Finance Committee will meet monthly preceding the scheduled Vestry meeting. The Finance Committee will be chaired by the Treasurer and will consist of the Rector, Senior and Junior Wardens, the Chair of the Buildings and Grounds Committee, the Chair of the Stewardship Committee, the ECW Treasurer, the Parish Financial Secretary, and at least two at-large from St. Andrew's Episcopal Church. Vestry members are encouraged to attend.

This committee shall be responsible for the following:

- (1). Review, validate, and resolve all financial reports correctly reflecting the Corporation's financial status prior to each Vestry meeting. At a minimum, the Finance Committee will be prepared to discuss through the Corporate Treasurer the status of all checking account activity, disbursement of funds, balance of all funds, and changes to forecasted end-of-year balances.

(2). Review, validate, and resolve all disbursements of Corporate revenues and expenditures with the Parish Financial Secretary prior to each Vestry meeting. The Finance Committee should be prepared to discuss with the Vestry any unusual disbursement funds.

(3). Prepare and submit a proposed disbursement budget for the upcoming fiscal year to the Vestry no later than the second Monday in October.

(4). Prepare and submit a balanced budget for the upcoming fiscal year to the Vestry no later than the second Monday in November.

Sec. 8. Stewardship

This committee will be responsible for:

(1). Seeking the financial revenue to support St. Andrew's Episcopal Church - planning, organizing, and directing the annual operating pledge drive, capital fund drives, and any drive designated to generate revenue for the Corporation.

(2). Seeking new and alternative sources of funds.

(3). Communicating to St. Andrew's Episcopal Church members the benefits of bequests to the St. Andrew's Episcopal Church.

Sec. 9. Episcopal Church Women (ECW)

This committee will be responsible for the following:

(1). Manage the Nearly New Shop.

(2). Manage the Arts and Crafts Faire

(3). Manage the finances acquired from the Nearly New Shop and Arts and Crafts Faire.

(4). Keep Kitchen stocked.

(5). Organize fellowship events for women.

(6). Prior to the end of September, prepare and submit budget needs for the upcoming fiscal year to the Finance Committee.

ARTICLE IX

Organizations

Organizations may be formed for the deepening of the Spiritual Life and Fellowship of St. Andrew's Episcopal Church with the advice and consent of the Rector and Vestry. Each organization shall elect their officers and they shall follow the Canons of the Church in business methods and church affairs. Upon disbanding, any monies held by the organization shall be turned over to the Treasurer.

ARTICLE X

Amendment

These by-laws may be amended or repealed at any Vestry Meeting provided that such amendment or repeal is not inconsistent with the Constitution and Canons of the Church and the Articles of Incorporation. Notice of intent to amend these by-laws shall be published by the Clerk of the Vestry 30 days before the Vestry Meeting in each of St. Andrew's Episcopal Church Publications.

DATED: _____, 2022

AUTHENTICATED:

Colleen Messec, Clerk of the Vestry