

# PALMER MEMORIAL EPISCOPAL CHURCH

## **CODE OF PROCEDURES**

(As amended January 20, 2019)

### **Section I Parish Meetings**

#### A. Regular Meetings

This Parish shall hold an Annual Meeting of the Congregation on the third Sunday in January; provided, however, the date may be changed at the discretion of the Vestry. Notice of the meeting shall be given to the congregation during the services and in the Sunday Service Insert on the first and second Sundays in January and by such other means as the Vestry deems appropriate.

#### B. Special Meetings

Special meetings of the Congregation of this Parish may be called by the Rector or a majority of the Vestry. The Clerk of the Vestry shall cause notification of the meeting to be given to the Congregation in the Sunday Service Insert at least two weeks before such a meeting. Such notice shall set forth the date, time, and place of the meeting and the business to be transacted at the meeting.

#### C. Presiding Officers at Parish Meetings

At all meetings of the congregation of this Parish, the Rector shall preside or, in their absence or at their discretion, the Senior Warden or the Junior Warden, taking precedence in the order named. The Parish elections shall be managed and supervised by a Parish Election Commission composed of the Rector, the Senior Warden or, in their absence, the Junior Warden, and the Clerk of the Vestry.

#### D. Order of Business at Parish Meetings

Unless changed by a two-thirds vote of those present at the meeting and eligible to vote, the order of business at each annual and, to the extent applicable, each special meeting of the Congregation of this Parish, shall be as follows:

- 1) Call to Order
- 2) Invocation
- 3) Parish Elections
- 4) Annual Parish Reports by Rector, Wardens, Treasurer and Endowment Chairman and other reports as deemed appropriate by the Rector.
- 5) Old Business
- 6) New Business
- 7) Benediction
- 8) Adjournment

E. Rules of Procedure at Parish Meetings

Robert's Rules of Order Revised shall be the parliamentary rules for the conduct of business at the annual and any special meetings of the Congregation of this Parish. In the event of a conflict between Robert's Rules of Order Revised and this Code of Procedures, this Code of Procedures shall govern.

**Section II Eligibility to Vote and Hold Office**

A. Persons Eligible to Vote

Enrolled, confirmed communicants in good standing of this Parish who have attained the age of sixteen (16) years are entitled to vote for Members of the Vestry and Lay Delegates and upon all questions requiring the action of the Congregation.

*An enrolled communicant in good standing of a Parish is a communicant in good standing who is enrolled as such in the records of such Parish.*

*A confirmed communicant or confirmed communicant in good standing is a communicant or communicant in good standing who has been confirmed by a Bishop of the Episcopal Church or a Bishop of a Church in communion with the Episcopal Church or has been received into the Episcopal Church by a Bishop of the Episcopal Church.*

*A communicant in good standing is a communicant who for the previous year has been faithful in corporate worship, unless for good cause prevented, and has been faithful in working, praying, and giving for the spread of the Kingdom of God.*

Canon 9.2 of the Episcopal Church in the Diocese of Texas.

B. Persons Eligible to Hold Office

All persons who are entitled to vote in the Parish elections shall be eligible to serve as Members of the Vestry and Lay Delegates and Alternate Lay Delegates. No person shall serve as a Member of the Vestry until he or she shall have subscribed to the following declaration:

*"I am persuaded that the Holy Scriptures contain all doctrine required as necessary for eternal salvation through faith in Jesus Christ; and I accede to the Doctrine, Discipline, and Worship of the Protestant Episcopal Church."*  
Canon 9.1b

C. The Number of Members of the Vestry and Lay Delegates and Alternate Lay Delegates to be Elected

At each parish election, the Congregation shall elect: five (5) Members of the Vestry to serve for three (3) years; two (2) Lay Delegates to serve two (2) year terms; and four (4)

Alternate Lay Delegates to serve one (1) year terms. In addition, if any replacement Vestry Members have been selected by the Vestry to fill unexpired terms since the previous Annual Meeting, the Congregation shall, by a majority “yes” or “no” vote, determine whether those replacement Vestry Members shall serve the remainder of their term(s).

D. Vestry Term Holdover in the Event that the Parish has No Rector

Notwithstanding other provisions in this Code, in the event that the position of Rector is vacant, to promote continuity in Parish affairs and oversight of the Rector Search Committee, the Vestry may, by majority vote of the Vestry, opt to extend all current Vestry members’ terms by one year. If the Vestry so votes, a written request for a one-year extension of all current Vestry members’ terms shall be submitted to the Bishop. If the Bishop approves the request, the matter shall be submitted to the Congregation at the Annual Meeting. The Congregation shall, by a majority “yes” or “no” vote, determine whether it will allow all current Vestry members to serve one additional year of their terms. The Vestry may decide to undertake this process each year that the Parish is without a Rector.

If the Congregation does not vote to approve the term extensions for all current Vestry Members, then the Nominating Committee will commence its work immediately as provided in Section III, and a Special Meeting will be called to elect new Vestry Members within eight (8) weeks of Annual Meeting. The current Vestry Members in their final year of their terms will continue to serve until the next set of Vestry Members is elected.

### **Section III Nominations**

A. The Nominating Committee

The Nominating Committee for each Parish election shall consist of seven (7) Members of the Vestry, including the five (5) retiring Members of the Vestry, one (1) Member of the Vestry serving the first year of his or her three-year term on the Vestry, and one (1) Member of the Vestry serving the second year of his or her three-year term on the Vestry. The first year Member of the Vestry shall be elected by the Members of the Vestry serving the first year of three-year terms; the second-year Member of the Vestry shall be elected by the Members of the Vestry serving the second year of three-year terms. The Senior Warden, if he or she be a member, shall preside as Chair of the Nominating Committee, and, if he or she is not a member, the Senior Warden shall designate the Chair of the Nominating Committee from its membership. The Rector and Assistant Clergy members shall have the privilege of attending all meetings of the Nominating Committee, but they shall have no vote in these deliberations.

B. Meetings of the Nominating Committee

The Nominating Committee shall meet before the end of November of each year. Five or more members of the Committee shall constitute a quorum. Notice of the date of the meeting and the names of the Chair and all members of the Nominating Committee, shall be published in the Sunday Service Insert on each of the three (3) Sundays immediately preceding the meeting date. The notice shall invite suggestions of persons to be nominated by the Committee for offices or positions to be filled at the Parish election. The Chair of the Nominating Committee shall see to the publication of such notice and the receipt of suggested nominations.

C. Making and Reporting Nominations

The Nominating Committee shall nominate twice the number of persons as there are full-term Vestry positions to be filled and at least six (6) persons for Lay Delegate. No member of the Nominating Committee, nor any immediate relative of any member of the Nominating Committee shall be nominated by the committee. All persons nominated must receive the votes of a majority of the Nominating Committee present, but not less than three (3) votes. The report of the Nominating Committee shall be filed not later than the second Sunday in December with the Clerk of the Vestry, who shall receive same on behalf of the Parish Election Commission. Such report shall state, as to persons nominated, that such nominees have consented to their nominations and have given assurance that if elected to the offices or positions for which nominated they will serve faithfully. The Clerk of the Vestry shall make the report available at the Rector's office for inspection, and such report shall be published in the Sunday Service Insert on the third Sunday in December.

D. Nominations by Petition

In addition to those persons nominated by the Nominating Committee, other persons may be nominated for Member of the Vestry or Lay Delegate by written petition. No such written petition shall be valid unless it is signed by at least ten (10) persons who are qualified voters of this Parish, names the person nominated and the office for which such person is nominated, and contains a certificate to the effect that the nominee has consented to his or her nomination and that the nominee has assured the petitioners that he or she will serve faithfully if elected. Nominations by petition shall be submitted to the Chair of the Nominating Committee not later than the first Sunday in January.

E. Publication of Nominations

The Clerk of the Vestry, acting on behalf of the Parish Election Commission, shall cause to be published in the Sunday Service Insert on the second and third Sundays in January the names and biographical information of all the nominees, including those by petition (identified as such), for Members of the Vestry and Lay Delegate to be filled in the Parish elections. The nominees' names shall be drawn by lot and published in that order in all publications and on the ballots.

F. Presentation of Nominees

The Chair of the Nominating Committee shall present the slate of nominees for the Vestry election and the Lay Delegate election and preside over the receipt of nominations from the floor.

G. Nominations from the Floor

Additional nominations for the office or position of Member of the Vestry or Lay Delegate to the Council of the Diocese of Texas may be made from the floor at the Annual Meeting. If the person nominated is present, he or she must consent to his or her name being placed in nomination and must assure the assembly that he or she will serve faithfully. If the nominee is not present, the person nominating must have obtained the nominee's written consent and the assurance that he or she will serve faithfully.

H. Official Ballot - Vestry and Lay Delegates Ballots

The Parish Election Commission shall cause to be printed two (2) appropriate ballots for use in the Parish elections, one for the Vestry election and one for the Lay Delegates election. The names of all candidates for each ballot shall be printed in the sequence determined by a drawing by lot. At the top of the ballot shall be printed the appropriate (Vestry or Lay Delegate) rules of Section III.B2 of this code. Space shall be allowed for names of candidates nominated from the floor.

#### **Section IV Voting**

A. Supervisors and Tellers

The Parish Election Commission shall appoint one or more groups of supervisors and tellers for each Parish election. Said supervisors and tellers shall actually conduct the election including the distribution and collection of all ballots and tallying of all votes.

B. Method of Voting

Each qualified voter shall be permitted to cast one ballot in the Vestry election; to be valid a Vestry ballot must contain votes for five (5) different nominees. Each qualified voter shall be permitted to cast one ballot in the Lay Delegate election; to be valid a Lay Delegate ballot must contain votes for two (2) different nominees.

C. Absentee Voting

Eligible voters who are unable to attend the Annual Meeting may cast ballots for the Vestry election and the Lay Delegate election the Sunday before the Annual Meeting from 8:30 A.M. to 1:00 P.M. Absentee voters must sign a register which certifies their ballot was cast in the absentee voting process. The Parish Election Commission shall appoint persons to be in charge of absentee balloting.

D. Vestry Results

The five (5) persons receiving the most votes shall be elected to the Vestry. If additional members of the Vestry are needed to fill unexpired terms after replacement Vestry members are selected under Section V. D, the person with the sixth highest number of votes shall fill the longest unexpired term, the person with the seventh highest number of votes shall fill the next longest unexpired term, etc.

E. Lay Delegate Results

The two (2) persons receiving the most votes shall be the Lay Delegates to the Council of the Diocese of Texas, each for a two-year term. The four persons with the next highest votes shall be the Alternate Lay Delegates, each for one-year terms.

F. Certification of Results

After the tallying of the votes, the Supervisor of the Tellers, if satisfied that the results are correct, shall certify the results of the election to the Rector, and the Rector shall publish the results to the Senior Warden, who shall notify the Vestry and candidates. The Rector shall cause the results to be published in the Sunday Service Insert for the following Sunday. The Rector shall cause to be maintained on file said certification, which shall include the total number of votes cast for the nominees in each election, for one year.

## **Section V The Vestry**

A. Composition

The Vestry shall be composed of fifteen (15) persons; five (5) elected each year for three-year terms. The Rector shall have the right to name the Senior Warden. In the event that the position of Rector is vacant, the Interim Rector shall have the right to name the Senior Warden. If the Parish has no Interim Rector, the Bishop shall have the right to name the Senior Warden. The Senior Warden shall appoint a Chancellor or Chancellors. Prior to the first Vestry meeting following the Annual Meeting, the Rector (or the Interim Rector or Bishop, if the position of Rector is vacant) and Senior Warden shall agree upon and appoint a Junior Warden, a Clerk, and a Treasurer, subject to confirmation by a majority of the Vestry in attendance at the first Vestry meeting.

At the first Vestry meeting following the Annual Meeting of the Parish or at the earliest meeting thereafter as may be practicable, the Vestry shall elect from a slate of three qualified persons nominated by the Endowment Board one person to serve a five-year term as member of the Board of Trustees of the Palmer Memorial Episcopal Church Endowment Fund. The person so elected shall succeed the person whose term on the Board of Trustees is expiring as provided in the Articles of Incorporation of the Endowment Fund. Any vacancy occurring on the Board of Trustees shall be filled in a like manner.

B. Responsibilities

The Vestry shall have the responsibilities provided for in the Canons:

*The Vestry shall establish rules and keep a record of its proceedings; it shall report to the Secretary of the Diocese the result of the annual Parish election; it shall supply any vacancy in the Rectorship of the Parish; it shall administer the temporal concerns of the Church in the parish; it shall provide for the prompt payment of all liabilities incurred; it shall maintain order in and about the Church building during divine services; and it shall in general assist the Minister in carrying on the work of the Church in the Parish in all things appropriate. By two-thirds vote of the whole membership, approved by the Rector, the Vestry may remove any member of the Vestry whose conduct may tend to bring reproach on the Church.*

A member of the Vestry who misses three (3) meetings in one year or two consecutive (2) meetings without just cause shall be asked to resign. Just cause shall be defined as illness, a death in the family, etc. The Clerk shall notify the Vestry if any member has failed to fulfill this obligation. Notwithstanding the foregoing, at the Senior Warden's discretion, a Vestry member whose contribution is so significant in committee work or in the Councils may be excepted.

C. Investiture

The investiture of the newly elected members of the Vestry shall be held in conjunction with a regular Sunday morning service as soon as possible after the Annual Meeting of the Parish. As part of the investiture, each newly elected member of the Vestry shall declare: *"I am persuaded that the Holy Scriptures contain all doctrine required as necessary for eternal salvation through faith in Jesus Christ; and I accede to the Doctrine, Discipline, and worship of the Protestant Episcopal Church."*

D. Vacancy

In case a vacancy shall occur, the person with the sixth highest number of votes from the most recent Annual Meeting Vestry election shall fill the unexpired term, and the person with the seventh highest number of votes shall fill the next vacancy, etc. If in any year, more vacancies arise than there are replacement candidates from most recent Annual Meeting Vestry election, the Vestry shall accept nominations for a qualified replacement Vestry member from the Rector and Vestry members, and elect a replacement by majority vote. The Vestry members who fill unexpired terms are entitled to serve the remainder of the term if a majority of the voting members of the Congregation so votes in the next scheduled Annual Meeting. If a majority of the voting members does not vote to retain a replacement Vestry member, the Vestry shall fill that vacancy in the manner prescribed in this paragraph. If a replacement Vestry member is selected to fill a term that has less than one year remaining, that replacement Vestry member is eligible to stand for election for a full three-year term at the next Annual Meeting. This change is

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effective for current members of the Vestry who were selected to fill an unexpired term, and all those Vestry members who may fill unexpired terms in the future.

E. Succession

No retiring member of the Vestry elected by the Congregation for a full term, or who has served longer than one year of an unexpired term, shall be eligible for re-election until a period of one year shall have elapsed, unless approved in writing by the Bishop.

F. Meetings

Members of the Parish may attend vestry meetings as visitors without voice. The Vestry retains the right at all times to go into executive session at the discretion of the majority of the quorum present.

G. Councils and Committees of the Vestry

1. Composition

Standing Councils and special committees of the Vestry (the “Committees”) shall be composed of Vestry and non-Vestry members, including clergy where appropriate and as designated by the Rector or Senior Warden.

2. Purpose

The Councils and Committees shall be an extension of the Vestry and shall, in general, assist the Rector in carrying on the work of the Church in the Parish on all things appropriate. The spiritual gifts and special talents, knowledge, and resources of all members of the Parish should be utilized to this end. The Councils and Committees shall have no powers except those specifically designated by the Vestry.

3. Standing Committees

a) Permanent Standing Committees

The following shall be standing committees of the Vestry:

1) Finance

2) Wardens’ Committee (comprised of the Senior Warden, the Junior Warden and the chairs of the above committees, as well as the Chair of the Endowment Committee)

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Special Note Regarding the Endowment: The Chair of the Endowment Committee's participation in the Warden's Committee does not alter any of the procedures and practices of the Endowment Committee, nor does it change the Endowment's purpose and position with respect to the Parish.

b) Permanent Councils

- 1) Worship
- 2) Outreach
- 3) Stewardship
- 4) Evangelism
- 5) Communications

c) Formation of Standing Committees

The need for other standing committees shall be determined jointly by the Rector and the Vestry.

d) Composition

1) Appointment of Members

At the first regular Vestry meeting following the Annual Meeting of the Parish the Rector and Senior Warden shall recommend members of the Vestry and non-Vestry members for appointment to Councils and Committees and may assign a temporary chairperson.

2) Member of the Vestry Acceptance

A member of the Vestry may accept or reject his assignment by the Rector and/or volunteer for assignment to a Council or Committee(s).

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3) Non-Vestry Participation

Members of the Vestry may make recommendations for non-Vestry participants on the Councils or Committees.

4) Non-Vestry Selection

The Rector or his appointee shall announce to potential non-Vestry Council or Committee members that they have been proposed for membership on a Council or Committee.

e) Meetings

1) Organization Meeting

i. Election of Officers

At the first meeting of a Council or Committee there shall be an election of a chair, a second officer and a secretary who shall keep minutes of each meeting.

ii. Expansion of Council or Committee

The Council or Committee may be expanded, as appropriate, to include other expertise.

iii. Definitions of Goals

The immediate and long-range goals should be defined.

2) Regular Meetings

i. Schedule

Councils and Committees should meet at regularly scheduled times in order that the meeting dates may be announced in Parish Communications as appropriate.

ii. Agenda

The chairs are responsible for preparing agendas and having them sent to Council or Committee members in advance of meetings.

iii. Called Meetings

When necessary, the chair may call a meeting.

iv. Sunrise/Sunset

The Vestry, clergy, and appropriate staff, in consultation

with their group leaders and ministry leaders, shall periodically assess each ministry to verify the need for the ministry and ensure its alignment with the mission of the parish.

f) Length of Term

Persons shall hold a membership on a standing Committee or Vestry Council from the first regularly scheduled Vestry meeting following the Annual Meeting of the Parish of one year until the first regularly scheduled Vestry meeting following the Annual Parish meeting of the next year.

g) Budgeting and Expenditures Review

The Council and Committee chairs are expected to participate actively in both the annual budget process and in adhering, as strictly as possible, to the budget established by the Vestry for their expenditures. It is anticipated that Council and Committee Chairs, in consultation with the finance Committee Chair and Parish Administrator, may move amounts between budget line items without increasing annual expenditures in the aggregate. If matters arise that, in the opinion of the Council or Committee chair, require a substantial deviation from the budget, the leader or chair shall contact the Senior Warden and the chair of the Finance Committee to obtain Vestry authorization.

h) Performance Reviews

The Council and Committee chairs are expected to participate in annual reviews of the clergy and staff in a manner requested by the Senior Warden, including at least annual review meetings in a procedure substantially in accord with that which is promulgated by the Diocese of Texas, and with specific reference to any call letters and/or letter agreements that may apply. The reviews are confidential documents, copies of which are to be delivered to the Senior Warden to be kept in the employee's personnel file only. A negative performance review(s) shall be brought immediately to the attention of the Rector and Senior Warden.

4. Special Committees

a) Definition

A special committee is a committee that is assigned a specific task not defined by a standing committee. Its needs and assignment are determined by the Rector and/or Vestry. Membership on a special committee shall

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continue through the completion of the assigned task without regard to the conclusion of a member's term on the Vestry.

b) Composition

1) Assignment

At the first Vestry meeting that a need is determined for a special committee, the Rector shall recommend members of the Vestry and non-Vestry members for appointment to committees and may assign a temporary chairperson and shall set the date for the organization meeting of the committee,

2) Member of the Vestry Acceptance

A member of the Vestry may accept or reject his or her assignment by the Rector.

3) Non-Vestry Participation

Members of the Vestry may make recommendations for non-Vestry participants on the committee.

4) Non-Vestry Selection

The Rector or the temporary chairman shall announce to potential non-Vestry committee members that they have been proposed for membership on a special committee. After receiving their acceptances, the Rector or chairman advises them of the date for the organization meeting for their committee.

5) Meetings

i. Organization Meetings  
Same as Section V.G.3.d.l.

ii. Regular Meetings

(a) Schedule

When appropriate, the committee should meet at a regularly scheduled time in order that the meeting date may be announced in the Sunday Service Insert.

(b) Agenda

The chair is responsible for preparing an agenda and having it sent to committee members in advance.

(c) Called Meetings

When necessary, the chair may call a meeting.

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5. Reports

At each regular Vestry meeting each Council and standing Committee, and, if it has met, each special committee shall make a concise report on its meeting.

6. Recommendations

When a Council or standing Committee or a special committee deems it necessary, it shall make recommendations of proposed actions to the Vestry, such as creation or termination of ministries.

7. Attendance at Meetings

Vestry members may attend any standing or special committee meeting.

**Section VI Lay Delegates to the Council of the  
Diocese of Texas**

A. Composition

Palmer Memorial Episcopal Church shall be represented by four (4) Lay Delegates and up to four (4) Alternate Lay Delegates.

B. Responsibilities

Lay Delegates are responsible for attending all regular and called sessions of the Council of the Diocese of Texas until adjournment. If a Lay Delegate is unable to attend, the Alternate Lay Delegate elected with the next highest number of votes shall serve as a replacement.

**Section VII Amendments**

This code may be amended at any meeting of the Congregation of this Parish provided for in this code by a majority vote of those persons present who are eligible to vote under the provisions of this code; provided, however, each amendment first shall have been presented to the Vestry accompanied by petition of twenty (20) or more qualified voters, then, by direction of the Clerk of the Vestry, copies shall have been made available and announcements made in the Sunday Service Insert the two Sundays prior to the meeting where it will be considered.

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