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| Constitution & By-Laws Dated: 4 October 2018 | Author: KEITH A. BISHOP |
| Proposed Amendment to Constitution Article No.: | Amendment Submission Date: 9/23/2023 |
| Proposed Amendment to By-Laws Article No.: ARTICLE III, Section 2: Election of Wardens ARTICLE III, Section 6: Open Meeting ARTICLE III, Section 7: Executive Session | Amendment No.: 2023-01 |
| Parish Annual Meeting Date: Secretary: William "Chuck" Hennessey | Approved by: <input type="checkbox"/> Majority <input type="checkbox"/> Unanimous Vote Quorum Present: <input type="checkbox"/> Yes <input type="checkbox"/> No |

1. Rationale or background for Amendment or Revision:

Bylaws Article III, Section 2: This provision is missing from the bylaws. The text of the new provision is included in Canon 22, Section 3. It is needed to remove confusion about the roles and rights of the rector and elected Vestry members in the Nomination and Election of the Wardens.

Bylaws Article III, Section 6: This Amendment is needed to clarify that the Vestry is a deliberative body that must be engage in thoughtful discernment. Non-members of the Vestry may attend by invitation.

Bylaws Article III, Section 7: This Amendment removes the potential for abuse by making clear that a Rector may call the Vestry into Executive Session, but the Rector is not the only person vested with the authority to call the Vestry into executive session. This amendment further provides that certain items must be discussed in Executive Session.

2. Current Provisions to be Amended:

VESTRY MEETINGS:

Bylaws Article III

Section 2. None

Section 6. Open Meetings. All regularly scheduled monthly Vestry meetings shall be open for attendance by any person qualified to vote at an annual parish meeting. The Vestry shall attempt to schedule its meetings and give appropriate notice thereof to the parish to facilitate attendance at its meetings by parish members who are not on the Vestry.

Section 7. Executive Session. The rector or, in his or her absence, the warden presiding over the meeting, shall be entitled to call the Vestry into executive session in order to discuss and determine any matter involving the parish staff, a pastoral concern of the rector for which he or she seeks Vestry guidance, a potential or asserted liability claim against the parish or a member of its staff, or any other matter which the rector or presiding officer reasonably believes requires confidential consideration. Only members of the Vestry and the rector shall be entitled to attend an executive session of the Vestry. An appropriate record of the matters dealt with during the executive session shall be maintained but the record shall be kept confidential and shall not be published with the regular minutes and records of Vestry meetings. Matters dealt with at executive session shall be confidential.

3. Proposed Amendment:

Section 2. Election of Wardens. Each Vestry shall annually elect from among its own number a Senior and a Junior Warden.

(a) The vestry shall elect the Senior Warden upon nomination by the rector, unless there is no rector, in which case the election shall proceed without the rector's nomination.

(b) The vestry shall elect the Junior Warden upon nomination by an elected member of the Vestry.

(c) If a vacancy occurs in the office of Senior Warden or Junior Warden, a successor shall be nominated and elected

in the same manner.

Section 6. Open Meetings. All regularly scheduled monthly Vestry meetings shall be open for attendance by Vestry Members qualified to vote. All other persons may attend Vestry meetings by invitation approved by the Vestry. The Wardens may approve invitations for non-Vestry Members to attend Vestry Meeting.

Section 7. Executive Session. The rector or, in his or her absence, the warden presiding over the meeting, may call the Vestry into executive session. The Wardens or any two Vestry Members may call the Vestry into executive session. Executive Session shall be used to discuss and determine any matter involving the parish staff, a pastoral concern of the rector for which he or she seeks Vestry guidance, a potential or actual liability arising against the parish or a member of the Parish staff, or any other matter which the rector, presiding officer, Wardens, or any two Vestry Members reasonably believes requires confidential consideration. Only members of the Vestry and the rector shall attend an executive session of the Vestry. An appropriate record of the matters dealt with during the executive session shall be maintained but the record shall be kept confidential and shall not be published with the regular minutes and records of Vestry meetings. Matters dealt with at executive session shall be confidential.


Secretary to The Vestry

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| Constitution & By-Laws Dated: 4 October 2018 | Author: Vickie Miller |
| Proposed Amendment to Constitution Article No.: | Amendment Submission Date: 10/14/2023 |
| Proposed Amendment to By-Laws Article No.: ARTICLE I, Section 1: Annual Meeting ARTICLE I, Section 2: Special Meetings ARTICLE I, Section 3: Notice | Amendment No.: 2023-02 |
| Parish Annual Meeting Date: Secretary: William "Chuck" Hennessey | Approved by: <input type="checkbox"/> Majority <input type="checkbox"/> Unanimous Vote Quorum Present: <input type="checkbox"/> Yes <input type="checkbox"/> No |

1. Rationale or background for Amendment or Revision:

Bylaws Article I, Section 1: To bring language in conformity and compliance with the Canons and the business management practices.

Bylaws Article I, Section 2: To update the amount of notice that is provided to the Parish for special meetings called by the Vestry.

Bylaws Article I, Section 3: To update language to include electronic and digital means as allowed by the NC Diocese to communicate with the Parish about meetings of the Vestry.

2. Current Provisions to be Amended:

VESTRY MEETINGS:

Bylaws Article I

Section 1. Annual Meeting. The Annual Meeting shall be held on the fourth Sunday in January, unless the Vestry designates some other date; provided such alternate date shall be no more than two months either before or after the date specified for the Annual Meeting by this section.

Section 2. Special Meetings. Upon the call of the Vestry, a special meeting of the Parish may be held at any time, provided that notice of at least two weeks has been given.

Section 3. Notice. Notice of any annual, or special Parish meeting shall be given in each of the following ways: a) By announcement at each public worship service held during the fifteen days preceding the scheduled meeting, and b) By publication in The Titusian or other general Parish mailing mailed to all enrolled confirmed adult communicants in good standing at least ten days prior to the scheduled meeting.

3. Proposed Amendment:

Section 1. Annual Meeting. The Annual Meeting shall be held on the first Sunday of Advent unless the Vestry designates some other date; provided such date shall be no more than 60 calendar days either before or after the date specified for the Annual Meeting by this section.


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Section 2. Special Meetings. Upon the call of the Vestry, a special meeting of the Parish may be held at any time, provided that notice of at least 10 calendar days has been given.

Section 3. Notice. Notice of any annual, or special Parish meeting shall be given in at least one of the

following ways:

- a. By announcement at each public worship service held during the ten calendar days preceding the scheduled meeting, or
- b. By publication in *The Titusian* or other general Parish communications sent (UPS, digitally, website, etc.) to all enrolled confirmed adult communicants in good standing at least ten days prior to the scheduled meeting.


Secretary to The Vestry