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**BYLAWS OF ST. STEPHEN'S EPISCOPAL CHURCH  
OF OAK RIDGE, TENNESSEE**

**A Corporation Incorporated under the Laws of Tennessee**

**ARTICLE I - VESTRY**

**Section 1.**

The Parish and the Corporation, the Vestry and the Board of Directors, and the officers of the Vestry and the Board of Directors are one and the same. The Corporation, Board of Directors, Chairman of the Board of Directors, President, Vice President, Treasurer, and Secretary shall hereinafter be referred to as the Parish, Vestry, Rector, Senior Warden, Junior Warden, Treasurer, and Secretary, respectively.

**Section 2.**

The temporal affairs of the Parish shall be administered by the Vestry, consisting of twelve (12) members. The Vestry shall elect and call the Rector and shall provide for the regular and well-ordered worship of Almighty God and cooperate with the Rector in all efforts to develop the spiritual life of the Parish. The Vestry shall keep the Church in proper condition at all times for its uses and shall give proper care generally to the buildings and grounds of the Parish.

**Section 3.**

There shall be elected at each regular annual Parish Meeting four (4) members of the Vestry to hold office for terms of three (3) years each, together with additional members to fill vacancies on the Vestry so that the total membership of the Vestry shall be twelve (12) and so that terms of office for one third of the Vestry shall expire annually. Terms of office shall begin on January 1 following the election, and each Vestry member shall serve until a successor shall be elected and qualified. After expiration of three years' consecutive service, a vestry member shall not be eligible for reelection until at least one year shall have expired, nor shall a vestry member who has been elected to serve a full term on the Vestry and who has subsequently resigned from that position be eligible for reelection until at least one year shall have expired from the date of resignation.

**Section 4.**

All nominations for the Vestry shall be made in writing or electronically to a Nominating Committee appointed by the Rector, or to the Church Office. Nominations for the Vestry shall be closed two (2) weeks prior to the annual Parish Meeting. The Nominating Committee ensures that biographical data on the nominees is gathered and distributed to Parish members at least one (1) week before the election.

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**BYLAWS (cont.):**

**Section 5.**

Each Vestry member shall be an adult confirmed communicant in good standing who shall be a registered communicant of the Parish at the time of election.

**Section 6.**

At the annual Parish Meeting, if the number of nominees does not exceed the number of open Vestry positions, then a motion to accept this slate by acclamation is acceptable. If there are more nominees than open Vestry positions, then a ballot bearing the names of all nominees shall be given to each qualified voter present. A voter shall mark not more than one name for each position to be filled. To be elected on this first ballot, a nominee must receive votes numbering more than half the ballots cast. Among those receiving such a majority vote, the nominees receiving the highest numbers of votes shall be declared elected on the first ballot to fill the open positions. If any positions remain unfilled for want of a majority, a second ballot shall be prepared and copies distributed bearing the names of the nominees (other than those already elected) who received the most votes on the first ballot. If there are enough nominees, the number of names on the second ballot shall be twice the number of positions remaining to be filled, augmented to the extent necessary to include any nominees tied for the last place available on said ballot. If there are too few nominees to fill a second ballot as thus prescribed, all nominees not elected on the first ballot shall be included on the second ballot. Nominees receiving the highest numbers of votes on the second ballot shall be declared elected to fill the remaining open positions. In the event that positions on the Vestry are to be filled for periods less than three years, persons elected with the highest numbers of votes shall serve the longest terms, and those elected with fewer votes shall serve the shorter terms, in order of the number of votes received, except that persons elected on the first ballot shall take precedence over those elected on the second ballot. In the event that ties prevent a determination of the persons elected or of their terms of office, additional ballots shall be cast to break the ties.

**Section 7.**

The Vestry shall fill any vacancy or vacancies occurring in its membership between annual Parish Meetings by electing an individual or individuals possessing the requisite qualifications for Vestry membership to hold office until the next annual Parish Meeting at which said vacancy or vacancies shall be filled by election for the remaining portions of the original terms.

**Section 8.**

Meetings of the Vestry may be called by the Rector, or by the Senior Warden, or in the absence of both by the Junior Warden. A meeting shall also be called upon request of three members of the Vestry.

- a. Regular meetings shall be held monthly at such times and places as fixed by the Vestry.
- b. Special meetings may be held on twenty-four hours' notice to the Vestry members.

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**BYLAWS (cont.):**

- c. Notices of special meetings shall state the objects of such meetings and no other business shall be transacted at said meetings.
- d. A majority of the members of the Vestry currently in office shall constitute a quorum for the transaction of business at any regular or special meeting. Voting by proxy shall not be allowed.
- e. Regardless of the number of Vestry members in attendance a number of affirmative votes equal to or greater than a majority of the current Vestry membership shall be required to pass a motion.

**Section 9.**

All resolutions and official actions of the Vestry shall be reduced to writing by the Secretary.

**Section 10.**

There shall be elected at each regular annual Parish Meeting three (3) delegates and three (3) alternates to represent St. Stephen’s at the upcoming annual Diocesan Convention. Additional delegates and alternates may also be voted upon as the Convention may permit.

**Section 11.**

At the annual Parish Meeting, if the number of nominees does not exceed the number of open Convention delegate/alternate positions, then a motion to accept this slate by acclamation is acceptable. If there are more nominees than open Convention delegate/alternate positions, then a ballot bearing the names of all nominees shall be given to each qualified voter present. A ballot bearing the names of all delegate nominees shall be given to each qualified voter present. A voter shall not mark more than one name for each position to be filled. Delegates and alternates will be determined by the number of votes each nominee receives. Delegates will be the three nominees who each receive the highest number of votes. Alternates will be the three nominees who each receive the next, successive highest number of votes. In the event there is a tie in the amount of votes, the Rector will determine the delegates/alternates, as applicable.

**Section 12.**

In addition to the powers and authority expressly conferred upon it by these Bylaws, the Vestry may exercise all such powers of the Parish and do all such lawful acts and things as are consistent with statutory law, the charter of incorporation, the constitution, canons, doctrine, discipline and worship of the Episcopal Church in the Diocese of East Tennessee which this Parish acknowledges and to which it accedes.

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**BYLAWS (cont.):**

**ARTICLE II - OFFICERS**

**Section 1.**

The officers of the Vestry shall be the Rector, the Senior Warden, the Junior Warden, the Treasurer, and the Secretary.

**Section 2.**

The Rector shall be elected and called by the Vestry and shall serve indefinitely. The Rector shall be the spiritual head of the Parish; shall preside (but with the right to vote only in the event of a tie) at meetings of the Parish and of the Vestry; and shall have the powers and duties provided for in the Constitution and Canons of the national Episcopal Church and of the Episcopal Church in the Diocese of East Tennessee.

**Section 3.**

All officers of the Vestry other than the Rector shall be elected on a date after the annual Parish Meeting and at a time and place designated by the Rector with at least seven (7) days advance notification. Officers shall be elected for a term of one year commencing January 1. The officers shall be elected by those Vestry members whose term of office includes the year commencing January 1. The Senior Warden and Junior Warden shall be, and the Secretary and Treasurer may be, chosen from among those who will be serving as Vestry members. All officers shall be communicants in good standing. Vacancies in any of the foregoing offices shall be filled by the Vestry.

**Section 4.**

The officers listed in Section 3 above shall perform the duties normally pertaining to their respective offices including, without limitation, the following:

- a. The Senior Warden shall preside in the absence of the Rector at all meetings of the Parish and the Vestry, shall sign or countersign all contracts, agreements, notes, mortgages, and other instruments of the Parish as authorized by the Vestry, and shall perform such other duties as are incident to the office or properly required by the Vestry.
- b. The Junior Warden shall have such powers and perform such duties as may be from time to time delegated or assigned by the Vestry and shall exercise all of the powers and perform all of the duties of the Senior Warden in the latter's absence.

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**BYLAWS** (cont.):

- c. The Treasurer, who may or may not be a member of the Vestry, shall be responsible for seeing to the proper recording of the receipt, deposit, and reporting of all funds and securities received by the Parish and for the proper disbursement of funds and securities as ordered by the Vestry (or agents it authorizes) and for the reporting of the same. All receipts and disbursements must be in accordance with good business practices and with Title III, Canon 3 of the Diocese of East Tennessee. The Treasurer shall be bonded in amount appropriate to the funds handled, and all accounts of the Parish shall be audited annually by an independent Certified or Licensed Public Accountant.
  
- d. The Secretary, whose principal duty is to serve as Clerk of the Vestry and who may or may not be a member of the Vestry, shall be responsible for assuring the maintenance of appropriate records of all Vestry meetings and Parish Meetings, shall be the official custodian of such records during the year(s) of service, and shall turn those over to the Rector's Secretary and thence to the Parish Archivist for longer term preservation. The Secretary shall perform other functions as directed by the Vestry.
  
- e. The Rector, Senior Warden, Junior Warden, Treasurer, and Secretary, together with other officers of the Parish and organizations thereof as may be appropriate, shall present written reports covering the conduct of their respective offices during the year.

**ARTICLE III - PARISH MEETINGS**

**Section 1.**

There shall be an annual Parish Meeting held on a convenient date following October 1, as fixed by the Vestry.

**Section 2.**

At the annual Parish Meeting the congregation shall elect the Vestry and the Diocesan Convention delegates and alternates in the manners hereinbefore provided. The Rector and Treasurer (or principal Financial Officer) shall make reports to the congregation. The congregation shall take such other action as may properly come before the meeting.

**Section 3.**

Special Parish Meetings may be called by the Rector, by the Senior Warden, or by the Junior Warden, at any time, and shall be called by them upon the written request of twenty-four (24) or more registered communicants of the Parish qualified to vote at annual and special meetings.

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**BYLAWS (cont.):**

**Section 4.**

Notice of the time and place of the annual and of any special Parish Meeting shall be given at a public service of the Parish congregation at least two (2) weeks prior to the date of the meeting.

**Section 5.**

At any annual or special Parish Meeting fifty (50) members of the congregation qualified to vote shall constitute a quorum for the transaction of business. Voting by proxy at such meetings shall not be permitted.

**Section 6.**

All confirmed communicants of St. Stephen’s Episcopal Church, in good standing, who are sixteen (16) years of age or older, shall be entitled to vote at annual or special Parish Meetings.

**ARTICLE IV - GENERAL**

**Section 1.**

All checks or demands for money and notes of the Parish and all bonds, mortgages, debts and other contracts of the Parish shall be signed by such officer or officers as the Vestry may from time to time designate.

**Section 2.**

Robert’s Rules of Order shall govern in all parliamentary matters not covered by these Bylaws.

**Section 3.**

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

- a. By affirmative vote of a majority of the qualified voters voting at an annual Parish Meeting, provided that notification has been given in writing not less than four (4) weeks prior to the meeting.
- b. By affirmative vote of two-thirds of the qualified voters voting at a special Parish Meeting, provided that notification has been given in writing not less than four (4) weeks prior to the meeting.

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- c. By action of the General Convention of the Episcopal Church or by action of the Convention of the Diocese of East Tennessee in amending or adopting an Article or Canon or provision thereof which requires a revision of these Bylaws. In such a case the St. Stephen's Bylaws shall be automatically altered, and the Vestry shall be authorized to change the language of the Bylaws, and so inform the Parish.

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**Reference Notes:**

- a. ART. I, Sec. 5: Definition of Adult- there is no Canonical definition, but this Corporation is bound by the civil law in Tennessee which defines an adult as a person who is 18 years or older. The addition of "confirmed" and "in good standing" is required by Dioc. Cn., Art. X, Sec. 1.
- b. ART. I, Sec. 6: This was amended and adopted by the Parish Meeting of Oct. 5, 1986.
- c. ART. I, Sec. 7: The change to "elected" is required by Dioc. Cn. 15, Sec. 5.
- d. ART. I, Sec. 10: Change to 4, Dioc. Cn. 1 Sec. 7a(2)- as long as we're over 500 communicants.
- e. ART. II, Sec. 2: Wording changes requested by the Chancellor, Aug. 11, 1987. (See Vestry minutes.)
- f. ART. II, Sec. 3: Change on Secretary required by Dioc. Cn., Art. X(2).

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Bylaws were first adopted 10 September 1962. Amended at Parish Meetings in 1967, 1969, 1970, 1971, 1976, 1981, 1986 and 2003, 2011, 2016, and 2023.

Updated for conformance with Diocese of East Tennessee, etc. by Vestry 1989, 1991, 1995, 1997, and October 2003.