

BY-LAWS
OF
ST. MARK'S EPISCOPAL CHURCH OF TAMPA, INC.
A NOT-FOR-PROFIT CORPORATION

ARTICLE ONE – ORGANIZATION AND MISSION

The name of this organization is St. Mark's Episcopal Church of Tampa, Inc. which shall hereafter be referred to as the "Parish." St. Mark's is a congregation within The Episcopal Church, hereinafter referred to as "TEC".

The mission of the Parish: "We at St. Mark's endeavor to create an environment of encounter with the living Lord where hearts and minds may be renewed by engaging a personal relationship with Jesus. We do this through courageously proclaiming His Gospel through Word and Sacrament, practicing works of mercy, fighting injustice, and serving our surrounding community in its daily needs."

ARTICLE TWO – THE RECTOR, ASSISTING CLERGY, AND PERSONNEL

1. Search Committee. When a Rector is to be called, the Vestry shall appoint a committee, composed of qualified Electors of the Parish and Vestry members, to recommend to them one or more suitable candidates. The Search Committee will be responsible for the creation of a Parish Profile to present to potential candidates, and to select among candidates who have completed a portfolio through the Office of Transition Ministry. The Search Committee will work in consultation with the Bishop and staff of the Diocese of Southwest Florida to identify suitable candidates in an orderly and timely manner.
2. Election. The Rector shall be elected by the majority vote of the members of the Vestry present at a duly called meeting of the Vestry. Such election shall not be effective, however, until all requisite steps set forth in the Canons and Constitution of the Diocese have been taken. Further, no person shall be eligible for the office of Rector unless he or she is a qualified ordained minister of TEC and has been certified by the Bishop to be in good standing. The Rector shall be the chief executive officer of the Parish.
3. Duties. The Rector shall have jurisdiction over the spiritual affairs of the Parish, and shall supervise and direct the staff. For the purposes of the office, its functions and duties, the Rector is entitled to the use and control of the church building and all other Parish buildings, equipment, and furniture, and to access of all records and registers maintained by the Parish.
4. Vacancy or Incapacity. If the office of Rector becomes vacant or the Rector is incapacitated, the Vestry shall consult with the Bishop and appoint an Interim Priest (an "Interim"). In the case of a vacancy, the Interim shall serve until such time as a new Rector is elected; in the case of incapacity, the Interim shall serve until the Rector can resume duty.

5. Assisting Clergy. The authorization for paid positions of Assisting Clergy shall lie solely with the Vestry; the selection and supervision of paid and unpaid Assisting Clergy lie solely with the Rector. Such election of Assisting Clergy and payment for the same shall be subject to the Diocesan Canons.
6. Personnel. The Rector has the right to hire any and all paid personnel employed by the Parish, provided that the Vestry has been consulted to confirm any and all such positions, and to determine the amount of remuneration, including benefits and terms of employment, subject to the approval of the Vestry. Likewise, all non-salaried personnel shall be authorized by the Vestry and selected and supervised by the Rector.

ARTICLE THREE – VESTRY

1. The Vestry or Vestry Committee, hereafter referred to as the "Vestry", shall consist of the Rector/ Vicar/Priest-In-Charge, hereafter referred to as the "Rector", and at least five (5), but not more than twelve (12) laypersons, with the majority being elected by the Parish.
2. Vestry elections shall be held during the Annual Meeting of the Parish. Those elected shall take office in accordance with the Constitution and Canons of the Diocese of Southwest Florida (CANON VII Congregational Governance). A majority of the votes shall decide the choice.
3. The qualifications for eligibility of Vestry Members are the same as for Electors of the Parish (see Article 3, Section 4), and also requires signing the covenant agreement about such responsibilities as outlined on the Vestry Nomination Form (Attachment A).
4. Candidates for vestry shall be defined via a Nomination Committee consisting of the Senior Warden and outgoing vestry members. The Nomination Committee shall convene at least ninety (90) days prior to Annual Meeting to determine slate of candidates.
5. At least forty-five (45) days before the Annual Meeting, the Nomination Committee will recommend a slate of persons who have indicated interest in serving on the Vestry and have been vetted to the standards of Electors of the Parish to the Rector.
6. At least thirty (30) days prior to the Annual Meeting, the Rector and Vestry shall make the announcement of the beginning of the nomination process for the election of new Vestry members. The slate of eligible candidates should be at least the number of persons needed for the number of vacancies.
7. The term of office for a Vestry Member shall not exceed three (3) years. Ideally, at least three (3) members shall be elected annually, and at least three (3) members shall complete their term each year.
 - a. When a vacancy occurs in an unexpired term, the Vestry may vote to fill said vacancy with a qualified person until the next Annual Meeting, at which time the Parish shall elect a person to serve the remainder of the unexpired term.

- b. Any person elected to serve out an unexpired term of two (2) years or more shall be deemed to be serving and fulfilling the three (3) year term.
 - c. No member shall be permitted to serve more than three (3) consecutive years. However, if a member is elected or appointed for a term of one (1) year, he/she may be elected to serve a consecutive three (3) year term.
 - d. Upon having served a full three (3) year term, one (1) year must have elapsed before a person becomes eligible for election to the Vestry.
 - e. Only one (1) member of an immediate family, or those living as a family, shall be eligible for election to the Vestry.
 - f. Immediate family shall be defined as referring to a person's parents, spouse, children, and siblings and will also include the parent's spouse. Stepchildren and adopted children and their spouses are also included under the purview of immediate family.
 - g. The Rector shall be permitted to ask for the resignation of a Vestry Member, with agreement of the Executive Committee, should a person fail to meet the requirements of the role of a Vestry Member as outlined in the signed Vestry Nomination Form (attached).
8. The Presiding Officer and President of the Vestry shall be the Rector. The Rector and Vestry Officers are hereafter referred to as the "Executive Committee."
- a. General. In addition to the Rector, the Parish shall have as its officers a Senior Warden, a Junior Warden, a Secretary and a Treasurer. The term of office of each officer shall be one year. No person may serve as Senior Warden or Junior Warden for more than three consecutive terms. The officers other than the Rector and the Senior Warden shall be elected each year by the Vestry at a meeting of the Vestry to be held for such purpose immediately following the annual meeting of the Members of the Parish. At such meeting the Rector alone shall appoint one of the then members of the Vestry to serve as Senior Warden without the necessity of an approving vote of the Vestry.
 - b. The Executive Committee shall have the power to exercise fully the powers of the Vestry at any time when the Vestry is not in session, except that the Executive Committee may not:
 - i. elect officers of the Vestry, or fill any vacancy in any office or in the Vestry;
 - ii. authorize the borrowing of money or the granting of liens upon the properties of the Parish;
 - iii. amend the budget adopted by the Vestry;
 - iv. amend these By-laws;
 - v. approve or recommend to the Members any actions or proposals required by the Florida Not-for-Profit Corporation Act to be approved by the Members;

- vi. take any action which is prohibited by resolution of the Vestry adopted subsequent to the date these By-laws are adopted.

9. The Vestry Officers shall be:

- a. The Senior Warden, appointed by the Rector from the Vestry, and shall be the First Vice President.
- b. The Junior Warden, elected annually by the Vestry from its members, and shall be the Second Vice President.
- c. The Secretary, as elected annually by the Vestry. The Rector may request a certain individual fill this role, including someone who is not a member of the Parish, but the Vestry shall make the final vote. It shall be the Secretary's responsibility to ensure that the minutes of the Vestry meetings are taken and recorded, attest the public acts of the Vestry, forward copies of all records, documents, books and papers to the Parish Administrator for keeping, and faithfully deliver into the hands of said Secretary's successor all copies of records, documents, books and papers. The secretary may also perform other duties as shall be legally assigned.
- d. The Treasurer, as elected annually by the Vestry. The Rector may request a certain individual fill this role, including someone who is not a member of the Parish, but the Vestry shall make the final vote. The Treasurer shall perform the duties incumbent upon that office, and report monthly financials to the Vestry (working with the Parish Accountant and Parish Administrator as needed). All books and accounts shall be audited annually as required by the Canons of the Diocese of Southwest Florida and at any time the Vestry may direct.
- e. The offices of Treasurer and Secretary may be held by the same person.

10. A quorum shall be a simple majority of elected Vestry in attendance, either in person or via electronic communication. A quorum is necessary to decide a vote.

11. Meetings of the Vestry shall be held at a minimum of two (2) times annually to receive reports of all officers and committees, pass on the same, and to turn over the affairs of the Parish to the newly elected Vestry. A meeting of new and continuing vestry members must be held immediately following the Parish Annual Meeting, during which the Vestry Officers will be elected, and Lay Delegates to diocesan convention appointed. Other meetings may be provided for at regular times: as called by the Rector; as called by the Sr. Warden at the request of the Rector in his/her absence. At the request of two (2) Vestry members, and the Bishop at his/her discretion, a meeting may be called at which the Bishop will preside.

12. The Vestry shall have all the duties, rights, and obligations conferred upon it by Canon VIII of the Diocese of Southwest Florida, which is incorporated herein by reference.

ARTICLE FOUR - ANNUAL MEETING

1. There shall be an Annual Meeting of the Parish within one hundred-twenty (120) days before or on the 28th day of February, and at said meeting an election of the Vestry shall be held; by ballot if necessary.
2. On recommendation of the Rector, and no later than October 1, the Vestry shall set the date of the Annual Meeting. The Vestry shall ensure that every Communicant Member of the Parish is notified of the date, time and location of the Annual Meeting at least two (2) weeks before it is held.
3. Definition of Membership
 - a. Member, In accordance with Section 3 (a) of Diocesan Canon VII, a Member of the Parish (a "Member") is hereby defined to mean any person who is a lay communicant member of the Parish, who is 16 years of age or older, whose name is duly enrolled as a Regular Member (and not as an Associate Member) in the register of the Parish, who is regular in attendance at divine services and who makes stated contributions of record to the general support of the Parish. A Member shall be entitled to vote in all elections held by the Members of the Parish and on all matters that come before any meeting of the Members.
 - b. A Communicant Member is defined in Section 2 (a) of Canon 17 of Title I of the TEC Canons as a member of TEC who has received Holy Communion in TEC at least three times during the preceding year.
 - c. A Baptized Member of TEC is defined in Section 1 (a) of such Canon 17 as a person who has received the Sacrament of Holy Baptism and whose baptism has been duly recorded in TEC.
4. Only Communicant Members of the Parish, who are sixteen (16) years of age and over, whose names are duly enrolled as such in the Parish register of St. Mark's, who are in regular attendance, and make contributions of record to the Parish's general support, shall be considered a qualified Elector entitled to vote at the annual election of the Vestry.
5. The vote of no person shall be questioned unless his/her right to vote shall first be challenged by a qualified Elector. In the event of such a challenge, the right of such persons shall be decided upon by the Vestry Officers present, and such decision shall be final and binding.
6. For the purpose of voting at the Annual Meeting, a quorum shall be all those qualified Electors present, and a majority shall decide the vote.

ARTICLE FIVE - FINANCE COMMITTEE

1. The Rector, Senior Warden, Junior Warden, Treasurer, and other persons as may be appointed by the Rector, shall serve for the Finance Committee of the Parish.

2. The Finance Committee shall prepare a budget of the Parish, which shall be presented to the Vestry no later than fourteen (14) days prior to the Annual Meeting.
 - a. The budget shall be acted upon by the Vestry, subject to corrections they deem necessary.
 - b. The Vestry shall vote and approve the Annual Budget and make available to the Parish and presented to the Diocesan Office on or by the 28th day of February.
 - c. The approved budget must be presented to the Parish at the Annual Meeting for discussion and explanation.
 - d. At any time, the Vestry may alter the budget under which it is operating. Said altered budget shall be posted for the review for fourteen (14) days in a common area, no later than thirty (30) days after its alteration.
3. The Finance Committee, in its preparation of the budget, shall comply with the Canons of the Diocese of Southwest Florida.

ARTICLE SIX - VESTRY COMMISSIONS

At such time as it becomes necessary to operate with a commissioned vestry, the Rector may define ministry areas to be overseen by each commission and shall appoint the Chair of each Vestry Commission needed to carry out and implement the programs and ministries of the Parish.

ARTICLE SEVEN - MEMORIAL AND ENDOWMENT GIFTS

The Endowment Committee will handle all matters concerning monetary gifts and bequests, as well as disbursement of monies from the Endowment Fund as per the guidelines established and in accordance with Diocesan and Endowment Fund policies. The Rector, or the Rector and Chair of the Endowment Committee, shall discuss with those making contributions whether such contributions are for Memorial and/or Endowment Funds.

Gifts and Memorials. No object intended as a permanent addition to the property of the Parish shall be accepted as a gift or memorial without the approval of the Rector and the Vestry. All objects so accepted may be removed when deemed necessary by the Vestry. Similarly, any monetary gift or bequest made with an attached condition shall require a vote of the Vestry authorizing the gift's acceptance with such condition. The names of donors of all such gifts, any terms relating to its purpose, conditions and use, and the date(s) of acceptance shall be recorded by the Secretary in the records of the Parish.

ARTICLE EIGHT - USE OF BUILDINGS AND LAND

For the purposes of the office and for the full and free discharge of all functions and duties pertaining thereto, the Rector shall at all times be entitled to the use and control of the Church and Parish buildings together with all appurtenances and furniture, and to access to all records and registers maintained by or on behalf of the congregation. Canon III.9.6(a)2.

The Rector, along with the Executive Committee and the Vestry, may develop Special Purpose Entities (SPE) or Related Organizations as necessary for the changing needs of the parish and its role within the community, in accordance with CANON XVII.

ARTICLE NINE - DIOCESAN OBLIGATIONS

All obligations to the Diocese, financial or otherwise, are considered important, necessary, and will be honored whenever possible. Personnel and operating expenses determined by the Rector and Executive Committee to be critical will receive priority. Should it become necessary to delay payment of diocesan apportionment or other obligations, the Rector or Senior Warden shall notify the Diocese in accordance with Canon VIII.4(b).

Lay Delegates to Convention. The Vestry shall annually appoint Members of the Parish to be Lay Delegates to the annual Convention of the Diocese in accordance with the Canons.

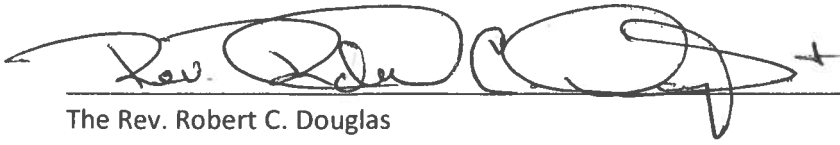
ARTICLE TEN – AMENDMENTS

Proposed amendments to these By-Laws shall be provided for review to all Vestry Members during a regular meeting, for consideration and vote to be taken at a subsequent regular meeting. These By-Laws shall be amended only after affirmative vote for the Amendment has been cast at a regular meeting of the Vestry, providing that the final vote of a quorum of Vestry Members, is cast.

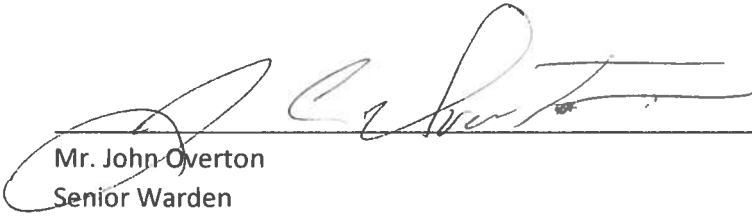
ARTICLE ELEVEN – RATIFICATION

These By-Laws shall be ratified and shall take effect upon their acceptance by Resolution of the Vestry of St. Mark's Episcopal Church of Tampa, Inc., Tampa, Florida. Resolution shall be filed with and attached to the original writings hereof, and filed with the Charter of St. Mark's Episcopal Church of Tampa, Inc.

BE IT RESOLVED that we, the Vestry of St. Mark's Episcopal Church of Tampa, Inc., Tampa, Florida, duly convened at our regular Vestry meeting on the _____ day of _____ in the year of our Lord, Two Thousand and Twenty-three, and did accept these as the By-Laws of St. Mark's Episcopal Church of Tampa, Inc., Tampa, Florida pursuant of our Corporate Charter.



The Rev. Robert C. Douglas
Rector



Mr. John Overton
Senior Warden



Mr. Dennis Hall
Junior Warden



Mr. Kristopher Bryant
Treasurer



Mrs. Gretchen White
Secretary

VESTRY RESPONSIBILITIES AND NOMINATION FORM

I, _____, acknowledge that the following are requirements for serving on the vestry:

Have a love of God and demonstrate a commitment to following the way of Christ. Pray for St. Mark's daily, for its clergy, leaders, ministries, and for God's provision.

Be active in and knowledgeable about the congregation, its programs and governance. Understand how the parish relates to the Diocese and know the roles of clergy and laity.

Participate in the mission and outreach efforts of St. Mark's. Being a good steward of time and talents given by God providing an example for others to follow.

Learn and fulfill the fiduciary duties of a vestry, as explained in the publications and Canons that will be provided to all newly elected vestry members in whatever is appropriate to laypersons for the furtherance of the Church's welfare.

Commit to upholding a church that is free of abuse and harassment; complete Safeguarding training, or renew training, in a timely fashion throughout the vestry tenure; report any incidents of abuse or harassment immediately to the Rector.

Be a financial supporter of the parish, actively working toward the tithe if not already doing so, and pledge financial support early in the stewardship campaign.

Attend, in person worship on a regular basis; typically, three (3) out of four (4) weeks, and attend 80% of parish events: coffee hours, meals, fundraisers, adult education programs, etc.

Bring one's whole self to the table; be present during meetings – mind, body, and spirit. Share ideas and contribute your knowledge and experience while plans and business are discussed and voted upon.

Attend monthly Vestry meetings. You must notify the Rector three (3) days before a planned absence. , After missing two (2) meetings you are expected to resign from the Vestry. You may be excused from meetings for emergencies and medical reasons by notifying and in agreement with the Rector.

Additional time and work commitments:

- Read the agenda, minutes from previous meetings, financial reports, and other documents sent by the Secretary in preparation for the meeting.
- Attend the Annual Meeting.
- Attend the Vestry Retreat: typically a day-long retreat in February in lieu of the February monthly meeting.
- Occasionally, special meetings may be called by the Rector to discuss or vote upon time-sensitive business. Rarely, the Bishop may call the vestry to meet. It is important that special meetings be attended by all Vestry members.
- Vestry members who also hold positions as Officers will be expected to attend additional monthly meetings of the Executive Committee.
- All Vestry members, but especially the Executive Committee, will be contacted via text and email as necessary and are expected to read and respond within a day of receiving messages.

By signing this Vestry Nomination form, I acknowledge that I am willing to work as a team member and parish leader to ensure St. Mark's continues to serve and welcome all of God's people, and that we do so by loving God and loving our neighbor in the name of Jesus Christ as our Lord and Savior.

Nominee

Date

Sponsoring Vestry Member

Date