

TRINITY ECUMENICAL PARISH BYLAWS

Adopted at the Annual Meeting of the Parish on December 11, 1994
Amended at the Annual Meeting on December 10, 1995
Amended at the Annual Meeting on December 8, 2002
Amended at the Annual Meeting on December 5, 2004
Amended at the Annual Meeting on December 7, 2008

I. Preamble

A. Statement of Name

The official and legal name of this ministry is Trinity Ecumenical Parish. Trinity Ecumenical Parish was brought into being by a Covenant Agreement with the Diocese of Southwestern Virginia of the Episcopal Church, the Virginia Synod of the Evangelical Lutheran Church in America, and the Presbytery of the Peaks of the Presbyterian Church U.S. A. In accordance with the Covenant Agreement, Trinity Ecumenical Parish is composed of Trinity Episcopal church, Trinity Lutheran Church, and Trinity Presbyterian Church. Trinity Ecumenical Parish was incorporated as a non-stock corporation under the laws of the Commonwealth of Virginia on December 31, 2003.

B. Purpose

It is our conviction that we are enriched by our ecumenical style and that it is our calling by the Holy Spirit to be a vital, functioning embodiment of our Lord's desire "that they may be one". We continue to celebrate the many gifts which each of our religious backgrounds brings to this ministry, and we rejoice in the strength thus derived. Therefore, we have covenanted together to be one congregation in every way possible, at the same time in union with the Episcopal Church, the Evangelical Lutheran Church in America, and the Presbyterian Church U.S. A. All persons are welcome to participate in the life and worship of Trinity Ecumenical Parish and to receive its nurture and care, and all baptized Christians are welcome at the Lord's table.

C. Covenant Agreement Incorporated as Part of These Bylaws

The Covenant Agreement approved by the Diocese of Southwestern Virginia, the Virginia Synod, the Presbytery of the Peaks and the Ecumenical Ministry of Smith Mountain Lake and ratified and signed on June 23, 1991, is hereby incorporated in and made a part of these bylaws. It is intended that these bylaws be in complete agreement with and supplemental to the Covenant Agreement. In the case of any conflict between these bylaws and the Covenant Agreement, the Covenant Agreement shall prevail.

D. Nomenclature

1. Trinity Ecumenical Parish

As employed in these bylaws this is an inclusive term referring to all of the members and participants in this ecumenical ministry and encompassing all of the elements of Trinity Episcopal Church, Trinity Lutheran Church and Trinity Presbyterian Church. "Trinity Ecumenical Parish" also refers to the non-stock corporation established under the laws of the Commonwealth of Virginia on December 31, 2003.

2. Trinity Episcopal Church

As employed in these bylaws this term refers to all of the members of Trinity Episcopal Church and encompasses all of those officers and organizations related to the Diocese of Southwestern Virginia of the Episcopal Church.

3. Trinity Lutheran Church

As employed in these bylaws this term refers to all of the members of Trinity Lutheran Church and encompasses all of those officers and organizations related to the Virginia Synod of the Evangelical Lutheran Church in America.

4. Trinity Presbyterian Church

As employed in these bylaws this term refers to all of the members of Trinity Presbyterian Church and encompasses all of those officers and organizations related to the Presbytery of the Peaks of the Presbyterian Church U.S.A.

5. Congregation

- a. Used without any descriptive modifiers the term "congregation" will refer to all of the members, associate members, and affiliate members of Trinity Ecumenical Parish as defined in the Covenant Agreement.
- b. The term "congregation of Trinity Episcopal Church" refers to all of the members and associate members of Trinity Episcopal church as defined in the Canons of the Episcopal Church.
- c. The term "congregation of Trinity Lutheran Church" refers to all of the members and associate members of Trinity Lutheran Church as defined in the Constitution of Trinity Lutheran Church.
- d. The term "congregation of Trinity Presbyterian Church" refers to all of the members and affiliate members of Trinity Presbyterian Church as defined in the Book of Order of the Presbyterian Church U.S.A.
- e. The term "constituent congregations" refers collectively and respectively to the congregations of Trinity Episcopal Church, Trinity Lutheran Church, and Trinity Presbyterian Church.

6. The Parish

The term "the Parish" is an inclusive term which is used to refer to Trinity Ecumenical Parish.

7. The Parish Council and the Board of Directors

As provided in the Covenant Agreement and in section III of the Bylaws, below, the Parish Council serves as the governing body of Trinity Ecumenical Parish. The Parish Council also serves as the Board of Directors of the non-stock corporation, Trinity Ecumenical Parish. Therefore, the terms "parish Council" and "Board of Directors" as used in these Bylaws refer to the same governing body and may be used interchangeably. The term "Parish Council" in the language of these Bylaws shall implicitly include the governing body's authority as the Board of Directors, and except for emphasis in selected portions of the remainder of the Bylaws, it is considered unnecessary and cumbersome to refer to the governing body as the "Parish Council/Board of Directors".

II. Meetings of the Congregation of Trinity Ecumenical Parish

Those persons qualified as voting members of any of the three constituent congregations will constitute the voting membership of Trinity Ecumenical Parish.

A. Annual Meeting

An Annual Meeting of the Congregation of Trinity Ecumenical Parish will be held near the first Sunday in Advent of each year, but not later than the second Sunday in December. The purpose of the Annual Meeting shall be: to elect members to the Parish Council/Board of Directors; to hear and receive reports from the pastor and/or associate pastor, the Parish Council, the Parish Treasurer, and Recording Treasurer, and any appropriate, special reports from ministries, committees, task forces, or other groups in Trinity Ecumenical Parish; to approve a budget for the coming year; to hear, consider, and approve plans for the coming year; to act on such recommendations and requests as may be contained in these reports; and to conduct such other business as provided for in section IV, B, of the covenant Agreement.

B. Special Meetings

Special Meetings of the congregation of Trinity Ecumenical Parish may be called by the Parish Council for any of the purposes stated in section IV, B, of the Covenant Agreement, or to conduct such other business as may be necessary to the ministry and affairs of the Parish. The Parish Council may call a Special Meeting when requested to do so by any of the three governing bodies of the three denominations, by the pastor and/or associate pastor, or by any three members of the Parish. The business to be discussed or transacted at any special meeting shall be limited to items specifically listed in the call for the meeting.

C. Notice

Notice of all annual and special meetings of the congregation of Trinity Ecumenical parish shall be printed in the bulletin and announced from the pulpit in all worship services on the two Sundays preceding the meeting and, if timely, printed in the parish newsletter. Additional notice may be given by mail or by telephone at the discretion of the Parish Council.

D. Quorum

The quorum for any meeting of the congregation of Trinity Ecumenical Parish shall be one-quarter of the qualified voting members on roll as of the date of the meeting. "Qualified voting members on roll" shall be the combined number of those members on roll of each constituent congregation who are qualified to vote in accordance with their congregation's canons, constitution, or book of order.

E. Presiding Officer and Records

Ordinarily the President of the Parish Council will preside at meetings of the congregation or, in his/her absence, the Vice-President. The Parish Council may name a presiding officer other than the President or Vice-President for a specific meeting when it deems it wise to do so.

The Secretary of the Parish Council shall keep accurate records of all meetings of the congregation.

III. The Parish Council/Board of Directors

In accordance with the Covenant Agreement the Parish Council will be the governing body of Trinity Ecumenical Parish and will be responsible for the life and ministry of Trinity Ecumenical Parish and its day-to-day operation. The Parish Council is accountable to the congregation as a whole and to the judicatories of the three denominations. The Parish Council also serves as the Board of Directors of Trinity Ecumenical Parish.

A. Composition of the Parish Council

The Parish Council shall consist of four persons from the Vestry of Trinity Episcopal Church, four persons from the Council of Trinity Lutheran Church, and four persons from the Session of Trinity Presbyterian Church. The duly called and installed pastor(s) shall be ex officio member(s) of the Parish Council.

B. Terms of Parish Council Members

With the exception of the pastor(s), members of the Parish Council will ordinarily serve a term of three years with terms staggered so that one person from each denomination is elected each year, except that each denomination will elect one additional person every third year in staggered sequence. Terms shall begin on January 1 and end on December 31. A member of the Parish Council who has completed a full three-year term of service will be ineligible for re-election to the Parish Council for a period of one year. Persons who serve a partial term on the Parish Council of two years or less may be re-elected to a full term.

C. Election of Parish Council Members

Each of the three constituent congregations shall hold an annual meeting in accordance with the rules of order, canons, or constitution of their respective denomination. At that annual meeting the constituent congregations shall elect such officers and conduct such business as is required by their respective rules of order, canons, or constitution. As part of this annual meeting each constituent congregation shall nominate one person from their Vestry, Council, or Session to serve on the Parish Council. Every year, one of the three constituent congregations, on a rotating basis, shall nominate a second person from its respective Vestry, Council, or Session to serve on the Parish Council, so that the Parish Council will comprise twelve members nominated from the constituent congregations.

The four nominees for the Parish Council shall be presented to the congregation of Trinity Ecumenical Parish at its annual meeting and shall be ratified by a vote of the congregation of Trinity Ecumenical Parish.

If for any cause a member of the Parish Council is unable to complete his or her term of service, the constituent congregation which nominated that person shall elect a replacement to fill the unexpired term of service.

D. Removal from Office

If at any time and for any reason the Parish Council decides by a two-thirds vote of the entire Parish Council that it is desirable and beneficial to the Parish that one of its members be removed from office, the Parish Council shall make such a recommendation in writing, along with its reasons, to the constituent congregation which nominated that person for service on the Parish Council. It shall then be the duty of that constituent congregation to hold a duly called and constituted meeting in accordance with its rules of order, canons, or constitution. At this meeting the constituent congregation shall either: (1) concur with the recommendation of the Parish Council and elect a replacement to complete the remainder of the term; or (2) reaffirm its faith and trust in the Parish Council member in question.

E. Parish Council Meetings

1. Regular Meetings

The Parish Council shall ordinarily meet once each month at a time and place agreed upon by the members. Once the schedule for these regular meetings is agreed upon, no further notice shall be required. All regular Parish Council meetings will ordinarily include: a call to order and opening prayer, approval of minutes of prior meetings, a treasurer's report, reports of ministries, committees, and task forces, denominational reports, old and new business, setting of date, time and place of next meeting, and adjournment with prayer.

2. Special Meetings

Special Meetings may be called by the President (or, in the President's absence, the Vice-President) of the Parish Council in consultation with the pastor and/or associate pastor, or at the request of any three members of the Parish Council. Notice of special meetings shall be given by the President and/or Vice-President and/or Secretary of the parish Council and may be given in writing or by telephone. Ordinarily such notice should be provided at least twenty-four (24) hours in advance and should contain a brief summary of the reason for the special meeting. Emergency special meetings may be conducted by the Parish Council using telephone or e-mail communications.

3. Quorum

The presence of seven (7) elected members of the Parish Council shall be necessary to establish a quorum. The Parish Council shall not meet without the pastor unless the pastor shall give prior approval for such a meeting, the pastor is incapacitated, or in the case that there is no pastor. In such cases where the pastor would not attend the Parish Council meeting, the Parish Council shall not meet without the associate pastor, unless the associate pastor gives prior approval for such a meeting, the associate pastor is incapacitated, or there is no associate pastor.

4. Attendance

It is to be assumed that election to the Parish Council constitutes an agreement by each individual so elected to make every effort to attend every regular and special meeting of the Parish Council. If the Parish Council should determine that the repeated absence of any member is detrimental to the life and ministry of Trinity Ecumenical Parish, the Parish Council may recommend the removal of that member as per paragraph III. D. above.

5. Open Meetings and Executive Session

Meetings of the Parish Council will ordinarily be open to members of Trinity Ecumenical parish. Any member desiring to attend a meeting of the Parish Council shall advise the President of their intent prior to the meeting. The Parish Council shall have the right to enter into executive session when it deems that the business before it is of a confidential nature. A vote of two-thirds of the Parish Council members present and voting shall be required in order to enter into executive session.

F. Resignation

Any member of the Parish Council may resign at any time and for any reason which that member finds to be appropriate. Any member wishing to resign from the Parish Council shall submit a letter of resignation to the President of the Parish Council and to the presiding officer of the constituent congregation which nominated that member.

G. Officers

1. President and Vice-President

At a specially called organizational meeting in December with those who will comprise the next year's Council, members of the next year's Parish Council shall elect from the next year's Parish Council membership a president and vice-president. The president shall ordinarily preside at all meeting of the Parish Council and all meetings of the congregation of Trinity Ecumenical parish. In the absence of the president, the vice-president will preside. In the absence of both, the Parish Council will elect a temporary chairperson.

2. Secretary

The Parish Council may elect or appoint a secretary. The secretary shall be a member of Trinity Ecumenical Parish and may be a member of the Parish Council. The secretary shall keep accurate records of all meetings of the congregation of Trinity Ecumenical Parish and of the Parish Council. These records will be maintained in a volume provided by the Parish and will be permanently preserved in its archives.

3. Parish Treasurer

At the specially called organizational meeting in December with those who will comprise the next year's Council, the Parish Council shall elect or appoint a parish treasurer. the parish treasurer shall maintain financial records for Trinity Ecumenical Parish and shall record and disburse funds as authorized by the Parish Council. The parish treasurer shall ordinarily make written summaries of the financial transactions to the Parish Council monthly, and to the entire Parish at each annual meeting. The parish treasurer shall be responsible for filing in a timely manner all reports as may from time to time be required by the Internal Revenue Service or other agencies of the government of the United States of America, agencies of the Commonwealth of Virginia, and governing bodies of the Episcopal Church, The Evangelical Lutheran Church in America, and the Presbyterian Church U.S.A. The parish treasurer shall be a member of Trinity Ecumenical Parish with skills and experience commensurate with the duties as stated above.

4. Recording Treasurer

At the specially called organizational meeting in December with those who will comprise the next year's Council, the Parish Council shall elect or appoint a recording treasurer. The recording treasurer shall receive and deposit in such financial institutions as may from time to time be approved by the Parish Council all contributions to and income of Trinity Ecumenical Parish. The recording treasurer shall maintain accurate records of all contributions and shall furnish appropriate records to all contributors. The recording treasurer shall acknowledge all contributions in a form and manner as shall be acceptable to the Internal Revenue Service and shall forward to the parish treasurer at lease monthly an accurate summary of all income and deposits. The recording treasurer shall be a member of Trinity Ecumenical Parish with skills and experience commensurate with the duties as stated above.

5. Other Officers

The Parish Council may establish such other officers as it may from time to time deem necessary to the conduct of its business and the implementation of the ministry of Trinity Ecumenical Parish. In doing so the Parish Council shall describe the duties of each office, the criteria for holding that particular office, and the means by which the office is to be filled. The Parish Council shall report the establishment of additional offices to the congregation at the next annual meeting.

6. Terms of Office

The terms of all officers shall begin on January 1 and end at the close of the calendar year on December 31. Officers may be re-elected to subsequent terms as long as they are eligible, providing that they are willing and able to serve.

7. Vacancies

The Parish Council may elect or appoint eligible persons to fill any vacancies in these offices as they may occur. The term of any officer so elected or appointed shall begin on the date of election or appointment and end at the close of the calendar year on December 31.

IV. Ministries, Committees, Task Forces, and Small Groups

A. Ministries and Standing Committees

The Parish Council may create such ministries and standing committees as it shall from time to time deem appropriate and necessary for carrying out the ministry and conducting the business of Trinity Ecumenical Parish. The Parish Council will appoint a ministry team leader to co-leaders, or chairperson or co-chairpersons for each ministry and standing committee. Chairpersons of ministries and standing committees shall ordinarily be members of Trinity Ecumenical Parish, and the Parish Council shall determine the length of their term of service.

B. Special Committees

The Parish Council may create special committees for specific purposes. The Parish Council will appoint a chairperson or co-chairpersons for each special committee and shall provide a written statement of the purpose and goal of each special committee. Chair persons of special committees shall ordinarily be members of Trinity Ecumenical Parish, and the Parish Council shall designate the length of their term of service.

C. Task Forces

The Parish Council may appoint task forces for accomplishing specific tasks related to the ministry and affairs of Trinity Ecumenical Parish. The Parish Council will appoint a task force leader, or co-leaders, or chairperson, or co-chairpersons for each task force and shall provide a written statement of the task to be accomplished. Chairpersons of task forces shall ordinarily be members of Trinity Ecumenical Parish, and the Parish Council shall designate their term of service.

D. Duties

The Parish Council shall, at the time of the creation of any ministry, standing committee, special committee, or task force, adopt a written statement of the duties, purpose, and tasks for which the ministry, committee or task force is being formed.

E. Membership

Service on the ministry teams, standing committees, special committees, and task forces of Trinity Ecumenical Parish shall be ordinarily be open to any member, associate member, affiliate member and other active participants in the life of Trinity Ecumenical Parish. If the Parish Council deems it wise and appropriate to limit the membership of any ministry team, standing committee, special committee, or task force it shall make a clear and written statement of such intent along with the statement of the duties and purposes of which the ministry team committee, or tasks force is being formed.

Ministry teams and standing committees may recruit as many members as each particular ministry team or committee deems appropriate and necessary for carrying out its duties. The Parish Council shall ordinarily specify the number of members of each special committee and task force and shall determine the method of their selection.

F. Meetings

Ministry teams and standing committees will ordinarily establish and publish a schedule of regular meetings. They shall hold special meetings whenever directed to do so by the Parish Council.

Special committees and task forces will meet as often as necessary to accomplish their purpose and shall meet whenever directed to do so by the Parish Council.

G. Records and Reports

Each ministry team, standing committee, special committee, and task force shall cause appropriate records of its meetings and actions to be maintained. These records shall be submitted to the secretary of the Parish Council at least annually or whenever requested by the Parish Council. a summary of the work of each ministry, committee, and task force will be prepared and made available for review by the congregation before the annual meeting of the congregation of Trinity Ecumenical Parish.

H. Duration of Special Committees and Task Forces

A special committee or task force which has accomplished its purpose or completed the task which was assigned to it shall be dismissed by action of the Parish Council. If a special committee or task force determines that it is unable to fulfill its purpose or to accomplish its task, or that the reason for its formation is no longer valid, it may request the Parish Council to dismiss it or to have its purpose or task clarified or redefined.

I. Ex Officio Memberships

The President of the Parish Council and the pastor(s) of Trinity Ecumenical Parish will be ex-officio members of all ministry teams, standing committees, special committees, and task forces, except that a pastor or associate pastor being replaced will not be an ex-officio member of the respective Pastor or Associate Pastor Search Committee.

J. Small Groups

Small groups focused on special interests, as well as neighborhood groups, may be established to meet needs and interests of the Parish. These groups shall pursue their missions under the general oversight of the parish Council and more detailed supervision and coordination of the pastor(s).

V. Ownership and Control of Real Property

Title to the real property of Trinity Ecumenical Parish is currently vested in the non-stock corporation entity known as Trinity Ecumenical Parish. The acquisition, utilization and disposal of real property shall be in accordance with the rules of order, canons and constitutions of the Episcopal Church, the Evangelical Lutheran Church in America, and the Presbyterian Church U.S.A. and as directed by official action of the congregation of Trinity Ecumenical Parish taken at a duly called and constituted meeting.

VI. Rules of Order

The rules of parliamentary procedure contained in the current edition of Robert's Rules of Order Newly Revised shall govern in all cases to which they are applicable and in which they are not inconsistent with the Covenant Agreement, these bylaws, any special rules or order adopted by the Parish Council, or with the rules of order, canons and constitutions of the Episcopal Church, the Evangelical Lutheran Church in America, or the Presbyterian Church U.S.A.

VII. Internal Revenue Service Compliance

Trinity Ecumenical Parish will conduct its affairs in a manner that will continue its tax exempt status pursuant to the rules and regulations of the Internal Revenue Service and the Commonwealth of Virginia, and in a manner which will preserve the deductibility of the charitable contributions of all of its supporters.

VIII. Depository Banks

The parish treasurer, recording treasurer, and all other officers of Trinity Ecumenical Parish shall cause all of the funds of Trinity Ecumenical Parish to be deposited in those banks and other financial institutions as shall from time to time be designated by the Parish Council.

IX. Fiscal Year

The fiscal year for Trinity Ecumenical Parish shall begin on January 1 and conclude on December 31 of each calendar year.

X. Indemnification

Each person now or hereafter serving s a member of the Parish Council/Board of Directors of Trinity Ecumenical Parish (and his/her heirs, executors and administrators) shall be indemnified by Trinity Ecumenical Parish against all claims, liabilities, judgments, settlements, costs and expenses, including all attorney's fees, imposed upon or reasonably incurred by him/her in connection with or resulting from any action, suit, proceeding or claim to which he/she is or may be made a party by reason of his/her being or having been a member of the Parish Council (whether or not a member at the time such costs or expenses are incurred by or imposed upon him/her), except in relation to matters as to which he/she shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his/her duties as such member. In the event of a settlement, the indemnification shall be made only if the Parish Council is satisfied that such member was not guilty of gross negligence or willful misconduct in the performance of his/her duty and that such settlement was or is in the best interest of Trinity Ecumenical Parish. This right of indemnification shall also apply to the pastor(s), Parish Treasurer, Parish Recording Treasurer, Assistant Treasurers, Parish Council Secretary, and any other employee of Trinity Ecumenical Parish.

XI. Official Signatures

All official papers, documents, contracts and other written instruments necessary to carry on the administration of the affairs of Trinity Ecumenical Parish shall be signed by the President of the Parish Council/Board of Directors of Trinity Ecumenical Parish unless other authorization be given by the Parish Council/Board of Directors.

The parish treasurer and such additional persons as may from time to time be designated by the Parish Council shall have the authority to open and close accounts, deposit funds, transfer funds, and sign checks. Any and all persons to authorized shall be covered by a fidelity bond or other comparable insurance as is deemed appropriate by the Parish Council.

XII. Audits

The Parish Council shall provide for an annual audit of all of the financial records of Trinity Ecumenical Parish. Normally such an audit will be conducted by an audit committee appointed by the Parish Council, in a manner consistent with the rules of order, canons and constitutions of the three denominations. The Parish Council may from time to time authorize the use of an outside auditor.

XIII. Amendment of These Bylaws

These bylaws may be amended, upon the recommendation of the Parish Council, by a two-thirds vote of the members present and voting at a duly called and constituted meeting of the congregation of Trinity Ecumenical Parish. Copies of all proposed amendments are to be made available to all interested persons at least forty-eight (48) hours prior to the meeting where the vote is to be taken. If at any time these bylaws are found to be in conflict with the Covenant Agreement, or with the rules of order, canons and constitutions of the Episcopal Church, the Evangelical Lutheran Church in America, or the Presbyterian Church U.S.A. it shall be incumbent upon the Parish Council to propose remedial amendments in a timely manner.

XIV. Addition of Other Denominations

In accordance with section IV.B.2.f. of the Covenant Agreement additional denominations may become a part of Trinity Ecumenical Parish with the consent of a two-thirds vote at a duly called and constituted meeting of the congregation of Trinity Ecumenical Parish and with the approval of the governing bodies of all of the denominations which are already a part of Trinity Ecumenical Parish.

Adopted by a vote of the members of Trinity Ecumenical Parish held on December 7, 2008

Secretary, Parish Council/Board of Directors