

**By-Laws of St. Christopher’s Episcopal Church Pensacola  
of the Canons of the Episcopal Church  
in the Diocese of the Central Gulf Coast**

**Adopted by:  
The Vestry of St. Christopher’s Episcopal Church on  
October 18, 2021**

**Preamble**

This document acknowledges that Saint Christopher’s Episcopal Church at 3200 North 12<sup>th</sup> Avenue in Pensacola, Florida is a constitute member of the Diocese of the Central Gulf Coast Diocese (“the Diocese”), and The Episcopal Church. As such it accedes to the Constitution and Canons of The Episcopal Church and to the Constitution and Canons of the Diocese.

**Article I  
Name, Intent, Definitions**

**Sec. 1 Name:** The name of this congregation shall be Saint Christopher’s Episcopal Church (“St. Christopher’s Church”).

**Sec. 2 Intent:** These By-Laws are intended to supplement the Constitutions and Canons of The Episcopal Church and the Diocese, and to provide local governance as per the normal and necessary affairs and ministry of the laity and clergy of St. Christopher’s Church.

**Sec. 3 Definitions:** As they pertain to these By-Laws the following definitions shall have the meanings ascribed:

**CANON(S)** includes the Constitution and Canons of The Episcopal Church and the Constitution and Canons of the Diocese.

**BISHOP** means the Bishop holding canonical and corporate authority as recognized by the House of Bishops of The Episcopal Church (or otherwise canonical authority in the Diocese).

**Rector/Vicar/Dean (as appropriate)** means the Priest duly elected by the Vestry and therefore approved by the Bishop to serve St. Christopher’s Church. Within the context of these By-Laws, such terms as Senior Priest, Priest in Charge, Vicar, Rector, and Dean shall be considered equivalent designations. The designation “Rector” is used as an inclusive term

throughout these By-Laws. In no instances, however, shall By-Laws vest canonical authority to a clergy person serving the congregation in a retired status as per the Church Pension Fund or not canonically resident in the Diocese of the Central Gulf Coast or who is otherwise ineligible to vote in Diocesan Convention. In such cases, except as otherwise provided by Canons, the Sr. Warden is the representative of the Bishop for oversight of the congregation.

**VESTRY** means the duly elected and recognized lay council of advice and consent providing local governance for this congregation. While the Rector, as per below, normally serves as presiding officer thereof, the Priest, by whatever designation, is not a member of the Vestry.

**ADULT COMMUNICANT IN GOOD STANDING:** Saint Christopher's Church shall use the extant definition in the Canons of the Episcopal Church and the Diocese, currently designated as a confirmed Christian member 16 years or older of this Church 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. Such person shall be considered an adult communicant in good standing. For the purposes of these By-Laws, the definition so stated shall be considered synonymous with the term "qualified member" as used throughout, except in such circumstances as the Canons may otherwise stipulate the minimum age of 18 be necessary for reasons of secular law.

## **Article II**

### **The Vestry**

**Sec. 1 Governance:** The affairs of Saint Christopher's Church shall be exercised by a Vestry in accordance with the Canons of the Diocese. It shall be the duty of the Vestry, subject to the rights and privileges of the Rector, to take charge of the temporal concerns of Saint Christopher's Church. The Vestry shall elect/nominate a choice for Rector and such name shall be presented to the Bishop for approval/appointment. Upon selection by the specified Rector and with advice of the Vestry, assisting clergy (by whatever title) may be called. Assisting clergy and all other staff and employees shall serve under the authority, direction and at the pleasure of the Rector in so far as such service is not mitigated by other relevant secular or ecclesiastical agreements.

Other duties of the Vestry shall be to keep order in the church during Divine Service and work with the clergy for the furtherance of Saint Christopher's Church program. The Vestry shall be responsible for seeing that reports and registers required by Canons are kept in order. The verification, accuracy and completion of all reports to be sent into the Diocese shall be the responsibility of the Vestry and Rector working together as so indicated by the required signature attestations upon said documents.

**Sec. 2 Composition of the Vestry:** The Vestry shall consist of up to twelve (12) communicants entitled to vote in Parish meetings. The only other qualification required to be a Vestry member is that they must have been a part of the congregation for two years. The term of a member of the Vestry shall be three (3) Years. The Rector shall be the presiding officer except in such circumstances as said leadership may be delegated, in order, to the Sr. Warden, the Jr. Warden, or other qualified member of the Vestry. The Wardens must be chosen from those who are Vestry members. The Senior Warden is selected by the Rector with concurrence of the Vestry. The Junior Warden shall be elected by a majority vote of the Vestry. A Treasurer and Clerk serve at the pleasure and for such terms as designated by the Rector, with the consent of the Vestry, and must otherwise conform to the qualifications herein stated for election to the Vestry but may not be required to be Vestry members and their respective attendance shall not be counted in determining a quorum. All officers are determined at the January Vestry meeting. Nothing in these By-Laws shall preclude or prevent the retention of either volunteer or professional financial management to assist the Treasurer in the management of congregational accounting.

In the event there may occur a vacancy in the office of either Sr. Warden or Jr. Warden prior to the completion of a regularly elected term, the Rector shall appoint a successor until such time as the next regularly scheduled Vestry meeting. Unless the Vestry elects otherwise, said appointment shall stand for the remainder of the term. These By-Laws do not presume the Jr. Warden automatically becomes Sr. Warden in the case of a vacancy in the latter office.

**Sec. 3 Vestry Nominations:** The Vestry may serve as the Nominating Committee or appoint a Nominating Committee, with the consent of the Rector for the purpose of nominating persons to stand for the election to Vestry. This committee may be presided over by the Rector and shall present to the members of Saint Christopher's Church a list of nominations of those who have agreed to stand for election. Any qualified member conforming to the provisions contained throughout these By-Laws and as specified by Canons shall be nominated by any other qualified member, provided that the nominator has received the nominee's consent. Nominations must be provided to the Rector and the currently serving Sr. Warden not less than two successive Sunday's before the date set for the Annual Election Meeting Day.

**Sec. 4 Limitations of Terms:** A qualified member of Saint Christopher's Church is selected to the Vestry for a three-year term. The terms are staggered by a third of the total number of Vestry seats and Saint Christopher's Church shall hold elections for the vacant seats at the Annual Election Meeting. Vestry members, upon serving a full three-year term, cannot seek immediate re-election to the Vestry for a period of not less than one year, said year to be defined as the time between Annual Election Meetings, except in such circumstances as there be, as determined by the Rector, and with the consent of the Bishop, insufficient qualified members to serve otherwise.

**Sec. 5 Vacancies:** Should a premature vacancy occur in the Vestry, the Vestry may, by

majority vote, elect a qualified member to serve for the remainder of the term for the seat being vacated. Those elected for a partial term to fill a prematurely vacated Vestry member seat may, after serving the partial term, seek reelection for a full three-year term unless such election may conflict with Sec. 4, above.

**Sec. 6 Presiding Officer:** The Rector, except as herein specified, shall preside over and conduct the Vestry meetings which shall be held a minimum of once a quarter. In the case of the known absence of the Rector and as stated previously in this document, the Senior Warden, or if the Senior Warden be not present then the Junior Warden, shall conduct the Vestry meeting. At the discretion of the Rector, the privilege of presiding may be delegated to the appropriate Warden according to the succession described previously. There can be no meeting of the Vestry to conduct any official business in the absence of the Rector unless said Rector gives prior consent. Likewise, in the case of a vacant Rector, there can be no such meeting without the presence of the Sr. Warden unless the Senior Warden gives prior consent.

**Sec. 7 Quorum:** A quorum shall consist of a majority of the total Vestry members. A majority is defined as 50% +1. At the discretion of the Vestry and with the consent of the Rector, the Vestry may determine to allow, from time to time, electronic or telephonic presence in the establishment of a quorum. Such electronic/telephonic allowances shall not apply in certain circumstances as previously identified by Vestry resolution, such as electing a Rector.

**Sec. 8 Tie Breaking:** The Rector may cast a vote when such a vote is necessary to alter the outcome (breaking a tie).

**Sec. 9 Removal:** If a Vestry member is absent for three (3) consecutive normally scheduled meetings, the Vestry, at its discretion, may remove the member by a majority vote. Said person shall not be eligible for re-election or appointment for a period of one year as defined elsewhere in these By-Laws.

**Sec. 10 Vacancy of the Rector:** The Senior Warden will inform the Bishop immediately upon the knowledge that the current Rector is no longer willing to serve Saint Christopher's Church in such official capacity. The Vestry shall use the Canons of the Diocese and the Episcopal Church as the governing rules to guide them in securing a call.

**Sec. 11 Emergency Clause:** In the case of National Emergency, Pandemic, Natural Disaster or other catastrophic event in which compliance with these By-Laws is not possible, the Vestry may, by super majority vote of 2/3 of members present constituting a quorum, abridge the provisions of these By-Laws with the concurrence of the Rector. Under the provisions of this clause, it is expected that the Vestry will make every effort to comply with the spirit and intent of these By-Laws if at all possible.

## **ARTICLE III**

### **Rector**

**Sec. 1 Spiritual and Pastoral:** The Rector shall have full authority and responsibility for the conduct of the worship and the spiritual jurisdiction of Saint Christopher's Church, subject to the rubrics of the Book of Common Prayer, the Constitution and Canons of the Episcopal Church and this Diocese and the pastoral direction of the Bishop.

**Sec. 2 Use of Buildings:** 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 buildings of Saint Christopher's Church together with all appurtenances and furniture and to access to all records and registers maintained by or on behalf of the congregation.

**Sec. 3 Employees and Staff:** The staff and employees shall serve under the direction and control and pleasure of the Rector. Nothing in this section, however, shall prevent the Rector from delegating to the Vestry or a member/committee thereof all or part of the authority to employ, direct, control, evaluate, discharge, or otherwise control the staff or employees.

## **Article IV**

### **Annual Election and Parish Meeting**

**Sec. 1 Annual Election:** Saint Christopher's Church shall hold an election annually in the month of November for the purposes of electing Vestry members, electing delegates and alternates to the Diocesan Convention and conducting such other business as may come before the meeting.

**Sec. 2 Nomination of Candidates:** Nominations of candidates for election to the Vestry and delegates and alternates to the Diocesan Convention may be made by any qualified member of the congregation qualified to vote by submitting in writing to the Rector or to the Clerk of the Vestry a photograph, biographical sketch and qualifications of the nominee. The Treasurer and Rector will certify the eligibility of all candidates.

Nominations, along with photographs and a brief biography, shall be published and made available to the congregation at least two Sundays prior to the Annual Election.

**Sec. 3 Annual Parish Meeting:** The Parish shall have an Annual Parish Meeting in January. The "State of the Parish" will be presented and the budget, as adopted by the Vestry, shall be presented at the meeting. The Rector, Senior Warden and Treasurer shall report on the activities of the Vestry from the previous year and the reports of Parish organizations shall likewise then be made and such other business as may be properly brought before the meeting by any staff member or any communicant entitled to vote.

## **Article V**

### **Executive Committee**

The Executive Committee is to provide advice and assistance to the members of the clergy in the operation of the congregation between times of the regularly scheduled Vestry meetings. The Committee will normally be composed of the Rector, Sr. Warden, Jr. Warden, Clerk, Treasurer and Chancellor. The Rector shall chair the Committee or may delegate the presidency with the understanding that such delegation can be rescinded at will. No meeting of the Committee may take place without the consent of the Rector. The Committee shall annually prepare a draft budget for presentation to the Vestry for adoption in November. In an emergency circumstance, if immediate action is required, the committee may take whatever action is necessary to protect life and property but must report those actions and any expenditures to the Vestry at their next regularly scheduled meeting for ratification by majority vote. The committee may engage in other activities at the request of the Rector.

## **Article VI**

### **St. Christopher's Endowment Trust**

The purpose of this Trust is to promote the perpetuation and growth of St. Christopher's parish and to provide a method of accumulation of funds in an orderly manner for the purpose of capital expenditures, special funding needs and for any other expenditure which is deemed by the trustees to further the mission and ministry of the Church. The history, designation and responsibilities of the Trustees and terms of the Trust are set forth in the official Trust documents.

## **Article VII**

### **Amendments**

These By-Laws may be amended, changed, added to, repealed or replaced with the consent of the Rector and at least a 2/3 vote of the Vestry, followed by approval of a majority of those present at a special or Annual Meeting of Saint Christopher's Church. A current copy of these By-Laws shall be provided to the Diocese and any changes thereto shall be provided not later than the date required for the annual Parochial Report.

A copy of these By-Laws shall be entered by majority adoption into the minutes of the applicable Vestry meeting and shall be so posted in a prominent and public space of the congregation for a period of not less than three months from such adoption.

A copy of these By-Laws shall be made available to any qualified member of Saint Christopher's Church upon request.

Adopted on the 18<sup>th</sup> day of October, 2021 by the Vestry of Saint Christopher's Church.

Approved at the Annual Election Meeting on the \_\_\_\_ day of November, 2021 by the  
Congregation of St. Christopher's Church.

Rector, The Rev. Susan R. Sowers: \_\_\_\_\_, November 28, 2021

Senior Warden, John Fogg: \_\_\_\_\_, November 28, 2021

Clerk, Terry Preston: \_\_\_\_\_, November 28, 2021