

**AMENDED AND RESTATED**  
**CANONS**  
**OF**  
**ST. PAUL’S CHURCH - CHATTANOOGA**

In restatement and replacement of the Canons of St. Paul’s Church - Chattanooga as previously adopted and as amended from time to time, these Amended and Restated Canons were duly adopted as of the date set forth below.

**ARTICLE I**  
**NAME**

The official name of this corporation is St. Paul’s Church - Chattanooga, which came into being on the 22<sup>nd</sup> day of March, 1888 as the successor in interest to an unincorporated entity organized on January 17, 1853. The corporation shall hereinafter be referred to in these Canons as the “**Parish**”.

**ARTICLE II**  
**OFFICES**

The principal place of business of the Parish shall be 305 W. 7<sup>th</sup> Street, Chattanooga, Tennessee 37402, or such other place as shall be lawfully designated by the Vestry. The Parish may have offices at such other places as the Vestry may from time to time determine or the affairs of the Parish may from time to time require.

**ARTICLE III**  
**PURPOSE**

The Parish is organized to be and serve as a Parish of the Diocese of East Tennessee (the “**Diocese**”) as provided in the Constitution and Canons of the Diocese, and, therefore, the Parish is a constituent part of the Church and the Diocese in accordance with the Constitution and Canons of The Episcopal Church (the “**Church**”) and the Diocese. The Parish acknowledges, accedes to, and adopts, and shall at all times adhere to the Constitution, Canons, doctrines, discipline, worship and usages of the Church and the Diocese. The affairs of the Parish shall be conducted by the Vestry and Rector according to the Constitution and Canons of the Church and the Diocese. These Canons are the by-laws of the Parish.

**ARTICLE IV**  
**MEMBERS, COMMUNICANTS AND MEETINGS OF THE MEMBERS**

**Section 1. Members; Communicants.** The Parish will have members. Every baptized person whose name and baptism are recorded in the Parish Register is a member of the Parish. Confirmed Communicants in Good Standing shall refer to such persons as defined in the Canons of the Diocese. Adult Confirmed Communicants in Good Standing means Confirmed Communicants in Good Standing who are 16 years of age or older.

**Section 2. Annual Meeting.** The Parish shall hold an Annual Meeting provided on a date selected by the Vestry during the months of November or December or as otherwise provided in Title IV of the Canons of the Diocese. At such meeting, the Rector, the Senior Warden and the Treasurer or principal financial officer shall report to the Parish. The agenda of the meeting shall also include such other matters as may be appropriate to bring before the members. Notice of the time and place for the Annual Meeting and election of members of the Vestry shall be given at a public service of the Parish at least two weeks prior to the date of such meeting or meetings.

In the event holding an in-person Annual Meeting is unsafe or impracticable, the Vestry may adopt a resolution authorizing the participation of members in the Annual Meeting by means of a conference telephone, video conference, or similar equipment that allows all persons participating to, at a minimum, hear each other at the same time. Participation by such means shall constitute presence in person at the Annual Meeting. The resolution and the written consents thereto by the members of the Parish or the Vestry shall be filed with the minutes of the proceedings of the members of the Parish or the Vestry or committee making or adopting such resolution.

**Section 3. Other Meetings.** Other Parish meetings may be called by the Rector or Wardens any time, and shall be called by them upon the written request of a number of Adult Confirmed Communicants in Good Standing of the Parish not less than twice the number of Vestry members of the Parish. Said meetings may be held by means of a conference telephone, video conference, or similar equipment that allows all persons participating to, at a minimum, hear each other at the same time. Participation by such means shall constitute presence in person the meeting. Any minutes or recorded business of said meeting shall be recorded, as required, in accordance with these Canons and the Constitution and Canons of the Diocese.

**Section 4. Quorum; Action by Members.** At each Annual Meeting or special meeting of the Parish, a quorum shall consist of a number of Adult Confirmed Communicants in Good Standing of the Parish not less than three times the number of Vestry members of the Parish. Unless otherwise provided in these Canons or the Constitution and Canons of the Diocese, if a quorum exists, favorable action on a matter will be approved if the votes cast favoring the action exceed the votes cast opposing the action.

**Section 5. Record of Meetings.** The minutes of any meeting held in accordance with this section shall be recorded by the Clerk of the Vestry or other person designated by the Vestry or by the Rector and shall be maintained and filed in accordance with these Canons and with the Constitution and the Canons of the Diocese.

## **ARTICLE V VESTRY**

**Section 1. Qualification and Number of Vestry Members.** This Parish shall be governed by a Vestry, as defined in the Constitution and Canons of the Diocese, which shall constitute the board of directors of the Parish. All members of the Vestry shall have equal and full voting rights and responsibilities as members of the Vestry. The Vestry shall consist of a minimum of 12 members and a maximum of 15 members. Members of the Vestry shall have the qualifications prescribed in Article X of the Constitution of the Diocese.

**Section 2. Terms of Members of the Vestry.** The members of the Vestry shall be divided into three (3) classes with one-third of the members of the Vestry to be elected each year to serve three-year terms. Members of the Vestry shall be elected in the manner provided in Section 3 of this Article V. The term of office for each class of the Vestry shall commence on February 1 following their election to the Vestry and shall end on January 31 of the third year following said election.

**Section 3. Manner of Election of Members of the Vestry.** Election of the members of the Vestry shall be as provided in Title IV of the Canons of the Diocese. Qualified voters in such election shall be those members of the Parish who are Adult Confirmed Communicants in Good Standing in the Church registered in the Parish. Members of the Vestry are elected by a plurality of the votes cast by qualified members of the Parish at a meeting at which a quorum is present.

**Section 4. Voting.** Voting by proxy in Parish meetings shall not be allowed. Voting by absentee ballot shall be allowed only if the Vestry or the Nominating Committee adopts a written absentee voting procedure delineating the criteria for the use of an absentee ballot and provides reasonable notice of such procedure prior to each election.

**Section 5. Limitation Upon Terms of Office.** No member of the Vestry who has served a three-year term shall be eligible for reelection unless at least one year shall have expired between his or her terms, nor shall a member of the Vestry who has been elected to serve a full term on the Vestry and has subsequently resigned from that position be eligible for reelection until at least one year shall have expired from the date of resignation.

**Section 6. Vacancy.** Vacancies occurring in a Vestry during the term of office of its members shall be filled by vote of the remaining members of the Vestry; provided, however, that no one may fill a vacancy during the period of time in which such person would be ineligible for reelection as set forth in Section 5 above. Members elected to fill a vacancy shall hold office until the next annual election or until their successors are elected.

**Section 7. Indemnification.** With respect to claims or liabilities arising out of service as a member of the Vestry of the Parish, the Parish shall indemnify and advance expenses to each past, present and future member of the Vestry (and the member of the Vestry's estate, heirs and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.

**Section 8. Immunity.** To the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended, each present and future member of the Vestry (and their estate, heirs, and personal representatives) shall be immune from suit arising from the conduct of the affairs of the Parish.

**Section 9. Meetings of the Vestry.**

- A. Regular Meetings. Regular meetings of the Vestry shall be held monthly. The Rector, and/or any one or more members of the Vestry may participate in a meeting of the Vestry by means of a conference telephone, video conference or similar equipment that allows all persons participating in the

meeting to at minimum hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

- B. Special Meetings. The Rector or Senior Warden or, in the absence of both, the Junior Warden may call a meeting of the Vestry. A meeting may also be called on the request of three members of the Vestry. The Rector, and/or any one or more members of the Vestry may participate in a meeting of the Vestry by means of a conference telephone, video conference, or similar equipment that allows all persons participating in the meeting to at minimum hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.
- C. Action Outside Meetings. Any action required or permitted to be taken by the Vestry or any committee thereof may be taken without a meeting if all members of the Vestry or of the committee consent, in writing, to the adoption of a resolution authorizing the action and such action receives the affirmative vote of a majority of the Vestry or committee. Writing shall include, but is not limited to, email communication. The resolution and the written consents thereto by the members of the Vestry or committee shall be filed with the minutes of the proceedings of the Vestry or committee making or adopting such resolution.
- D. Quorum. A majority of the current members of the Vestry shall constitute a quorum. If a quorum is present, the approving vote of a majority of Vestry present shall be necessary to take action by the Vestry and action so taken shall be the action of the Board, except as otherwise specifically provided by the Charter or these Canons. If a quorum shall not be present at any meeting of the Vestry, the Vestry present may adjourn the meeting from time to time without notice other than as announced at the meeting until a quorum is present.

#### **Section 10. Powers and Duties.**

- A. General Powers. The Vestry shall exercise all powers vested in a Vestry by the usages of the Church and the powers of a board of directors of a non-profit corporation under the laws of the State of Tennessee.
- B. Duties. The Vestry shall administer the temporal affairs of the Parish, shall elect and call the Rector, 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, at all times, keep the church in proper condition for its uses and likewise give proper care to all buildings and grounds belonging to the Parish.
- C. Delegates to Convention. The Vestry shall select delegates and alternates to the Convention of the Diocese, each of whom shall be Confirmed Communicants in Good Standing and at least sixteen years of age. The

number of delegates and alternates shall be determined by the Constitution and Canons of the Diocese.

## **ARTICLE VI THE RECTOR**

**Section 1. Election and Call.** The Rector is elected and called by the Vestry subject to the Constitution and Canons of the Diocese and the knowledge of the Bishop from the Diocese.

**Section 2. Spiritual Affairs.** The Rector shall have the exclusive charge of all things affecting the spiritual interest of the Parish, subject only to the Bishop of the Diocese. The Rector shall have spiritual direction and control of all Sunday School, Parish Schools, Church music, and other educational and charitable associations connected with the Parish.

**Section 3. Staff.** The Rector may appoint from time to time persons to assist the Rector in all duties which may lawfully be performed by laypersons. The Rector may hire and dismiss at the Rector's discretion any staff member. All terms and conditions of employment shall be set by the Rector subject to the concurrence of the Vestry.

**Section 4. Access.** The Rector shall be at all times entitled to access to the Church, to open the same for public worship, catechetical or other religious instructions, marriages, baptisms, burials, and all other offices authorized by the Church.

**Section 5. Assistants.** Assistant ministers shall be appointed according to the Constitution and Canons of the Diocese.

**Section 6. Chair.** The Rector shall preside as chair at all Parish and Vestry meetings.

**Section 7. Records.** The Rector shall keep or cause to have kept all records as required by the Constitution and the Canons of the Church, and the Diocese and shall report such records as required by those Constitutions and Canons.

## **ARTICLE VII OFFICERS**

**Section 1. Officers.** The Parish shall have the following officers: Senior Warden, Junior Warden, Secretary, Treasurer and Chancellor. The Rector shall serve as Chair of the Vestry. The Vestry shall elect a Senior Warden and a Junior Warden out of its own body. The Vestry shall also elect a Secretary, Treasurer and Chancellor, who are not required to be members of the Vestry. The officers shall exercise the powers and duties assigned by the Constitution and Canons of the Church and the Diocese and vested in their respective offices by the customs and usages of the Church and the powers and duties ascribed to such offices for a non-profit corporation under the laws of the State of Tennessee. Such officers shall hold office for one (1) year or until their successors are elected.

**Section 2. Elections of Wardens and Officers.** All officers of the Vestry shall be elected by the Vestry at its last regular meeting before the month in which new Vestry members shall take office. Such officers shall serve for terms of one year beginning on February 1 of the year of their election and ending on January 31 of the year following their election. A nominating

committee for Vestry offices shall be composed of the Rector, the Senior Warden, and one member of each Vestry class, such members to be elected by each such Vestry class. The nominating committee shall submit the name of at least one person for each Vestry office no later than the Vestry meeting preceding the meeting at which the officer election shall take place. In addition, any member of the Vestry may submit a nomination for any Vestry office at the meeting during which the election is scheduled to take place.

**Section 3. The Senior Warden.** The Senior Warden shall be the President of the Parish. The Senior Warden shall have the responsibility for securing a Priest to conduct the services of the Parish in the event of the absence of the Rector by necessity or other responsibilities or illness. In the event the Rector is absent, the Senior Warden shall preside at the Parish Vestry meetings and the annual Parish meeting. In matters where the Rector elects not to preside, the Rector may designate the Senior Warden to preside. The Senior Warden shall share with the Rector, in consultation, the responsibility for the appointment of the Vestry committees.

**Section 4. The Junior Warden.** The Junior Warden shall serve as Vice President of the Parish and as Chair of the Properties Committee. The Junior Warden shall oversee that section of the Parish budget designated to maintaining of Parish properties, including the Church, other buildings, and grounds. The Junior Warden shall prepare proposals with estimates of cost for any major repairs, or refurbishments, or additions to the properties of the Parish for which no provision has been made in the Parish budget. The Junior Warden shall assume responsibilities of the Senior Warden relating to the conduct of services in the absence of both the Rector and the Senior Warden.

**Section 5. Treasurer.** The Treasurer shall serve as the Treasurer of the Parish. The Treasurer shall have custody of the Parish funds and securities, shall keep a full and accurate account of the receipts and disbursements in books belonging to the Parish and shall deposit all monies and other valuable effects in the name and to the credit of the Parish in accordance with Article IX, Section 3 of the Canons. The Treasurer shall disburse the funds of the Parish as may be ordered by the Vestry, taking the proper voucher for such disbursement and shall render to the Vestry at regular meetings thereof, or whenever they may require it, an account of all transactions as Treasurer and the financial condition of the Parish. The Treasurer shall be bonded in such amount and in such manner as Vestry and the Constitution and Canons of the Diocese may direct. The Treasurer shall have authority consistent with the Constitution and Canons of the Diocese. The Treasurer shall have the financial books of the Parish audited by a Certified Public Accountant each year, and such report shall be furnished to the Vestry and persons at its direction and also furnish to the Diocese as provided by Canons.

**Section 6. Secretary.** The Secretary shall serve as the Secretary of the Parish. The Secretary shall record and have custody of the minutes of all Parish and Vestry meetings and shall perform such other customary secretarial functions as directed by the Vestry.

**Section 7. Chancellor.** The Chancellor shall be the advisor to the Rector and the Wardens' Committee with respect to legal matters affecting the interests of the Parish.

**Section 8. Indemnification.** With respect to claims of liabilities arising out of service as a warden or officer of the Parish, the Parish shall indemnify and advance expenses to each past, present and future officer (and the officer's estate, heirs and personal representatives) to the fullest

extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.

## **ARTICLE VIII COMMITTEES**

**Section 1. Standing Committees.** All members of standing committees shall be Confirmed Communicants in Good Standing of the Parish but are not required to be members of the Vestry. The standing committees of the Parish shall be as follows:

- A. Wardens' Committee. The Wardens' Committee shall consist of the Senior Warden, Junior Warden, Secretary and Treasurer. The Chancellor may attend meetings of the Wardens' Committee at the invitation of any member of the Committee. The purpose of the Wardens' Committee is to function as the executive committee of the Vestry. As such, it is the Wardens' Committee's responsibility to keep the Vestry informed on all matters within the Vestry's responsibility and authority, recommend policies for consideration by the Vestry, advise the Rector on sensitive Parish matters and monitor expenditures for personnel and the operation and maintenance of Parish facilities and grounds.
  
- B. Finance Committee. The Finance Committee shall consist of the Treasurer and at least two (2) other members of the Parish appointed by the Chair. The duties of this committee shall include, but not necessarily be limited to, the following:
  - 1. Having charge of the finances of the Parish and determining the method of accounting to be used.
  - 2. Supervising the work of the Financial Secretary or providers performing similar services.
  - 3. Making or having made full financial reports to submit to the Vestry at each quarterly meeting and at such other times as the Vestry may direct.
  - 4. Assuring that the Treasurer and any other agents or employees handling corporate funds give fidelity bonds with good and sufficient sureties thereon, the costs of such bonds to be borne by the Parish. This committee shall pass upon all questions regarding the sufficiency of the sureties of such bonds, the cost of such bonds or any other questions related thereto.
  - 5. Preparing an annual operating budget for the Parish and submitting same to the Vestry prior to the commencement of the fiscal year for which the budget is prepared.
  - 6. Assuring that the books of accounts of the Parish are audited annually as required by the Canons of the Church and the Diocese.

- C. Investment Committee. The Investment Committee shall consist of not less than three members nor more than seven members of the Parish appointed by the Vestry. It shall be the duty of the Investment Committee to oversee and monitor the investments of the endowment and restricted funds of the Parish.
- D. Nominating Committee. The Nominating Committee shall consist of the members of the Vestry whose terms are expiring and up to five members of the Parish appointed by the Senior Warden. This committee shall annually receive nominations from the Parish and make nominations for election to the Vestry as required by these Canons with the names of such nominees to be included, if practicable, in the notice of the Annual Meeting of the Members.
- E. Properties Committee. The Properties Committee shall consist of not less than three members nor more than seven members of the Parish appointed by the Vestry. The Junior Warden shall serve as Chair of the Committee.
- F. Outreach Committee. The Outreach Committee shall consist of not less than three members nor more than seven members of the Parish appointed by the Vestry.

**Section 2. Special Committees.** Special committees may be authorized by the Vestry and appointed by the Rector from time to time as occasion demands. Their activities shall be limited to the purposes for which they are authorized and shall have only such powers as are specifically conferred by action of the Vestry.

**Section 3. Committee Charters.** Each Standing Committee shall prepare, adopt and update from time to time a committee charter to outline its membership, purposes, rules for meetings and other rules for the orderly conduct of its business, subject to approval by the Vestry.

## ARTICLE IX FUNDS OF THE PARISH

**Section 1. Disbursements.** Disbursements from the income or the assets of the Parish for uses and purposes consistent with the objects and purposes of the Parish, as outlined in the Charter and these Canons, shall be made upon the approval and order of the Vestry.

**Section 2. Contributions.** Any contribution to the Parish through any means whatsoever shall not be complete until accepted by the Parish through action of the Vestry, and the Vestry shall have full authority to reject or refuse to accept any contribution for any reason deemed adequate or sufficient to the Vestry, including but not limited to the specifications of a use of or restriction on the use of any contribution which conflicts with the purposes of the Parish, its tax exempt status, or its status as a religious, not for profit, or public benefit corporation.

**Section 3. Depositories.** All funds of the Parish shall be deposited to its credit in such depository or depositories as the Vestry may designate. All checks or demands for money of the



Parish shall be signed by such officer or officers or other person or persons as the Vestry may from time to time designate.

## **ARTICLE X NOTICES**

**Section 1. What Constitutes Notice.** Whenever, under the provisions of state law, the Charter of the Parish or these Canons, notice is required to be given to any member of the Vestry, it shall not be construed to mean personal notice, but such notice may be posted or transmitted to the recipient's address, telephone number or email address as shown on the records of the Parish in a manner normally used for the posting or transmission of information in the medium chosen, and such notice shall be deemed to be given at the time when the same shall be thus posted or transmitted.

**Section 2. Waiver of Notice.** Whenever, under the provisions of state law, the Charter of the Parish or these Canons, notice is required to be given, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed the equivalent thereto.

## **ARTICLE XI MISCELLANEOUS**

**Section 1. Execution of Legal Documents.** All legal documents such as notes, mortgages, contracts, bonds, etcetera, shall be signed by such of the officers of the Parish or by such other person as may be authorized by the Vestry. All transactions involving real property must comply with the Constitution and Canons of the Diocese, and in particular Title III thereof.

**Section 2. Seal.** The Parish shall have no seal.

**Section 3. Fiscal Year.** The Parish's fiscal year shall commence January 1 and end on December 31 of each year.

## **ARTICLE XII AMENDMENT OF CANONS**

By a majority vote of the members of the Vestry then in office, the Vestry may amend these Canons at any regular or special meeting of the Vestry where a quorum is present, provided that such meeting is preceded by at least two (2) days' notice to each member of the Vestry of the date, time and place of the meeting. Such notice shall also state that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the Canons and shall contain or be accompanied by a copy or summary of the proposed amendment or state the general nature thereof. The foregoing notwithstanding, no amendments of these Canons shall be effective until approved by the Bishop of the Diocese.

**ARTICLE XIII**  
**ADOPTION OF CANONS**

These Canons were adopted by the Vestry of St. Paul's Church - Chattanooga on the \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

By: \_\_\_\_\_ Secretary

**APPROVAL OF THE BISHOP**

I, the Rt. Rev. Brian Lee Cole, Bishop of the Diocese of East Tennessee, hereby approve the foregoing Amended and Restated Canons of St. Paul's Church - Chattanooga, this the \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_ The Rt. Rev. Brian Lee Cole, Bishop and President of The Diocese of East Tennessee

Reviewed:

\_\_\_\_\_ Sarah Y. Sheppard, Chancellor