

Bylaws of the Vergers' Guild of the Episcopal Church

Proposed for Approval, Saturday, September 22, 2018 at the VGEC Annual Meeting.

Article I - Name

The name of this organization shall be the **Vergers' Guild of the Episcopal Church**, hereafter referred to in these **bylaws** as the **"VGEC"** or **"the Guild."**

Article II - Purpose

A. The purposes for which the Guild is formed are:

1. To encourage, through the fellowship and work of the Guild, the sharing of ideas, skills and pertinent information among the members.
2. To promote communications between members of the Guild at all levels as a way of maintaining the pastoral, administrative and liturgical traditions of the office of verger in the Episcopal Church.
3. To provide mutual assistance by advice and counsel with on-the-job problems experienced by members of the Guild.
4. To organize and promote courses of training in the office of verger.
5. To foster a relationship between the clergy and vergers.
6. To make available to the membership educational materials, vestments, badges, promotional materials, and other affinity items which identify the ministry. These items are offered to support the individuals in the fulfillment of their duties and will be available for purchase through the Guild.

B. The Guild is organized exclusively for religious, charitable, and educational purposes as described under sections 501 (c) (3) of the Internal Revenue Code of 1986 as amended. No part of the net earnings of the Guild shall inure to the benefit of any private shareholder or individual, no substantial part of the activities of the Guild is carrying on propaganda, or otherwise attempting to influence legislation, and the Guild does not participate in, or intervene in (including the publication or distribution of

statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

C. The Guild shall at all times be a not-for-profit tax exempt association.

Article III - Seal

The Board of Officers of the Guild may adopt an appropriate seal or coat of arms which may be engraved, printed, impressed, or otherwise affixed to any correspondence, document, or other appurtenance approved by the Guild.

Article IV - Membership

A. **Classes:** There shall be three classes of membership, to wit, regular members, life members, and honorary members. Such of the following are duly admitted as hereinafter provided shall be members of the Guild.

1. *Regular* membership includes those who function as vergers, full-time, part-time, or as volunteers in parish churches, chapels or cathedrals of the Anglican Communion, whose ability and interest enables them to contribute toward the purposes and objectives of the Guild. The Board will designate other categories of regular membership, including but not limited to retired, student, international, and introductory.
2. *Life* membership includes regular members who have paid a one time dues as set by the Board.
3. *Honorary* membership may be conferred by majority vote of the regular and life members at any full meeting of the Guild upon distinguished persons. They have dues free status, may participate at meetings, but may or may not vote at the discretion of the Board of Directors.

B. **Admission to the Guild:** Any person interested in the purposes and objectives of the Guild may apply for membership by filling out an application from the Secretary of the Guild.

C. **Dues:** Members of the Guild shall be assessed annual dues in an amount set by the Board.

- D. **Payment of Dues:** Members must pay dues by a prescribed date determined by the Board to maintain membership. Those members not renewing for longer than two years shall be made inactive.

Article V - Board of Directors hereafter referred to in these bylaws as the “Board.”

- A. The governing body of the Guild at times apart from the Annual Meeting of the entire Guild shall consist of a nine member Board of Directors. Members of the board shall be elected in sets of three annually in staggered terms at the Annual Meeting. Members may be **re-elected** for a second three **year** term. After completing two full terms, a member must observe at least a one year absence before additional board service. Each member of the board shall have one vote. **The terms of the new Board members will start on January 1 after their election.**
- B. The Board of Directors shall elect from the its nine members a president, vice president, secretary and treasurer, for a one-year term, ~~following the annual meeting.~~ **Within one month of the Annual Meeting, the current Board President will convene a Board meeting for the purpose of electing the new Board officers. For the purpose of this election, only continuing Board members and Board members-elect will be eligible to vote.**
- C. The immediate past president or his/her predecessor ~~will~~ **may** serve **for a period of one year** in an *ex-officio* capacity with no vote.
- D. The Chaplain of the Guild, **appointed by the President**, shall serve on the board in an *ex-officio* capacity with no vote.
- E. **Nominating Committee:** The nominating Committee of the Guild shall be composed of five members appointed by the Board. A Chair shall be elected by the nominating committee. Not more than two members of the Nominating Committee shall be members of the existing Board. The Nominating Committee shall meet ~~six~~ **three** months prior to the annual meeting of the Guild and shall recommend a slate of candidates. The slate shall be submitted to the membership thirty days in advance of the annual meeting. At any annual meeting, a nomination for the Board from the floor may be made by submitting the candidate’s name to the chair of the nominations committee no later than

thirty minutes before the start of the meeting.

- F. **Vacancies of Officers:** In the event of a vacancy due to death, resignation or incapacity to fulfill the duties of the his /her office, a meeting will be called by the president or secretary to convene for an election to fill that office.
- G. **Resignations:** Any officer or a member of the Board may resign in writing to the president or the secretary as representatives of the Guild. That member shall immediately return all books and records of their office. The resignation shall take effect upon its receipt by the president or secretary or at a subsequent time as set forth in the notice of resignation. A Board member may be removed with cause by a vote of a majority of the Guild membership.
- H. **Vacancies of Board Members:** Vacancies of Board members will be filled by election at the next annual meeting.
- I. **Other Committees:** Other committees consisting of Guild members who may or may not be Board members may be formed for specific purposes as deemed necessary by the Board. These committees shall be reviewed and appointed **at least** annually by the Board **or the Board President**.

Article VI - Duties of Officers

A. The President shall:

1. Be the chief executive officer and the official representative of the Guild.
2. Preside at all board and annual meetings of the Guild.
3. Appoint the chair of special committees, and fill vacancies occurring in all committees with the approval of the Board.
4. Appoint a parliamentarian if desired.
5. Initiate necessary correspondence to the Guild and supervise the preparation of the *Annual Report of the Guild*.
6. Be the official spokesperson and liaison of the Guild.

7. Perform all other duties pertaining to the office of President.

B. The Vice-President shall:

1. Preside in the absence or inability of the President.
2. Serve in other capacities as shall be requested by the President or Board.
- 3. Chair the Annual Conference Committee.**

C. The Secretary shall:

1. Record the minutes of all meetings of the Guild and the Board.
2. Oversee an accurate membership list.
3. Present the minutes of each meeting to the president within two weeks after each meeting.

D. The Treasurer shall:

1. Be custodian of all funds collected, keeping an accurate record of all monies.
2. Collect all dues from members, giving acknowledgement for the same.
3. Pay all bills upon presentation of proper written notification.
4. Submit all books and records for financial review and files within thirty (30) days after the Fiscal Year End, or whenever leaving office.
5. Deliver to the successor a proper financial review and files within 30 days after the annual meeting, or whenever leaving office.
6. Provide any and all records to the audit committee upon request.

Article VII - Meeting of Members

A. **Annual Meetings:** The annual meeting of the Guild shall be held at a place and

date determined at the annual meeting one year preceding upon the invitation of the potential host vergers(s). Due consideration shall be given to fair geographical distribution of the meetings from year to year. Should it become necessary, the Board may alter the arrangements.

- B. **Nominations:** At the annual meeting, the Board (if required) shall be elected by the members. Prior to the meeting, the names of those on the Nominating Committee shall be communicated to all members, who shall have the opportunity to suggest possible names for any officer or board position. A candidate shall be elected by a majority vote of those voting in person. If no one candidate has a majority of those present and voting, a runoff election shall be held and a candidate shall be elected by a majority vote. **Members of the current year Annual Conference Host Committee may not stand as candidates for election to the board.**
- C. ~~**Meetings of the Board:** A regular meeting of the Board shall be after the annual meeting, to organize and transact such business as may be properly presented to the Board. (DELETE C)~~
- D. **Other Meetings:** Other meetings of the Board may be held at any time upon the call of the president or three members of the Board.
- E. **Quorum and Voting:** For the purposes of the annual meeting or other committees of the Guild, those present and eligible to vote shall constitute a quorum for the transaction of business. For a Board meeting a minimum of six members constitute a quorum for the transaction of business. The vote of a majority of those voting at a meeting at which a quorum is present constitutes the action of the annual meeting or Board. There is no provision for absentee or proxy ballots.
- F. **Parliamentary Order:** *Robert's Rules of Order, Revised* shall be used to order the proceedings of the Vergers' Guild of the Episcopal Church in all cases not otherwise provided for in the By-Laws or Policies and Procedures Statements of the Guild.
- G. **Participation by Electronic Communication:**
 - 1. A member of the Board may participate electronically in a meeting of the same by means of conference telephone or similar communications equipment by means which all persons participating in the meeting can hear each other. Such participation constitutes presence in person at the meeting. A meeting of a committee, or a joint meeting of the Board and one or more committees, may be

conducted in the same manner.

2. Notice to the membership may be by electronic means.

Article VIII - Financial

The monies of the Guild are derived from dues, activities, donations, and grants paid to the Treasurer of the Guild. All monies in possession of the Guild shall be held in depositories as designated by the Board. All checks or demands for money and notes of the Guild shall be signed by the Treasurer, or president, or, at the discretion of the Board, the treasurer and such other officer or officers as the Board may from time to time designate.

Article IX - Chapters

- A. The Vergers' Guild of the Episcopal Church supports and encourages the establishment of chapters of the VGEC.
- B. This body recognizes the importance of local custom and organization in structuring such chapters.
- C. The Board, upon request, may assist any member(s) of the Guild in setting up a local chapter.
- D. This body further recognizes that consistent with the Bylaws and principles of the VGEC, local chapters and convocations of vergers may wish to establish a variety of classes of membership, establish rules of operations, and set up local dues categories. In no case, however, shall the bylaws of local chapters of vergers supersede or nullify the bylaws of the Vergers' Guild of the Episcopal Church.
- E. The VGEC requires that local chapters request affiliation and recognition from the Guild by formal procedures established by the VGEC.
- F. Upon approval of above request the VGEC shall formally charter such local chapters by means of appropriate certificate or document approved for such purposes. Relatedly, upon the installation of vergers into the office of verger the presentation certificate shall acknowledge membership in the VGEC upon receipt of required dues. A second certificate acknowledging membership in a local

chapter of vergers may also be presented in keeping with local custom and tradition.

- G. Local chapters are encouraged to assess membership dues consistent with local requirements. Collection and administration of these funds are functions of the local chapter or convocation.
- H. It shall be the responsibility of a designated member of such a chapter to provide organizational information to the president or vice president of the Vergers' Guild of the Episcopal Church, and to make a report to the annual meeting of the VGEC which shall be included in the *Annual Report of Guild*.

Article X - Amendments

The bylaws of the Guild may be amended by a two-thirds majority of the Guild present at the annual meeting. Proposals for amendment are submitted to the secretary of the Board at least two months in advance of the next scheduled annual meeting of the Guild. Notice shall be published one month in advance of the meeting.

Article XI - Declaration of Unity

The Vergers' Guild of the Episcopal Church (**VGEC**), the Church of England Guild of Vergers (**CEGV**), and their respective chapters and branches, being conscious of a common unity of purpose in their endeavor to raise the Office and Ministry of the Verger in the Anglican Communion, by service, prayer, and fellowship, do hereby declare a common Association and alliance.

1. The VGEC and the CEGV declare that membership in one Guild shall include membership in the other for any VGEC/CEGV member who shall relocate to the area of the other Guild.
2. A regular exchange of Reports and information and invitations to events shall be made between the two Guilds.
3. During travels abroad, members of each Guild shall be made welcome and extended hospitality; with advance notice, each Guild may be able to assist in arranging itineraries, and room and board.