

# Bylaws of the Vergers' Guild of the Episcopal Church

Proposed for Approval Saturday, October 26, 2019 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 annual 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. ~~Three M~~members of the board shall be elected ~~in sets of three annually, in staggered terms at the Annual Meeting~~ in an election by current members of the Guild. Members of the Board are elected to three-year terms and may be reelected for a second three-year term. After completing two ~~full~~ terms, ~~full or partial~~, a member must observe at least a one year absence before ~~additional board service~~ being nominated again for election. Each member of the ~~b~~Board shall have one vote. The terms of ~~the new newly elected~~ Board members will start on January 1<sup>st</sup> after their election, except that they will be empowered to vote for new officers of the Guild, as outlined in Article V section B.
- B. ~~Within six weeks following the annual election, the current President will convene a meeting of the Board for the purpose of electing the new Guild officers. The Board of Directors shall elect from the~~ its nine members a ~~p~~President, a ~~v~~Vice-~~p~~President, a ~~s~~Secretary and a ~~t~~Treasurer, each for a one-year term, to commence on the following January 1<sup>st</sup>. ~~Within one month of the Annual Meeting, the current Board President will convene a meeting for the purpose of electing the new board officers.~~ For the purpose of this election, only continuing Board members and Board members-elect shall be eligible to vote.
- C. The immediate past ~~p~~President or his/her predecessor may serve ~~on the Board~~ 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 ~~n~~Nominating Committee of the Guild shall be composed of five members appointed by the Board. A Chair shall be ~~elect~~ed by the ~~nominating committee~~ appointed by the Board. Not more than two members of the Nominating Committee shall be members of the ~~existing~~ Board.

~~The Nominating Committee shall actively seek names of potential candidates from the membership of the Guild, with a view toward encouraging candidates with skills needed for service on the Board. The Nominating Committee shall meet three months prior to the annual meeting election 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~~

election, along with biographies of the candidates. ~~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.~~

The Nominating Committee will conduct the annual election.

- 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 ~~p~~President, or the Vice President if the office of President is vacant, ~~or secretary to convene for an election to fill that office~~ for an election to fill that vacancy from within the Board.
- G. **Resignations:** Any officer or a member of the Board may resign in writing to the ~~p~~President or the ~~s~~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 ~~p~~President or ~~s~~Secretary or at a subsequent time as set forth in the notice of resignation. A Board member may be removed ~~with for~~ cause by a vote of a ~~two-thirds~~ majority of the ~~Guild membership Board~~.
- H. **Vacancies of Board Members:** In the event of a vacancy on the Board, the Board may offer that position to the person who received the next highest number of votes after those elected in the last election. That person will take office immediately and will fill the rest of the term of that position. If within 90 days of the upcoming annual election, ~~v~~vacancies of Board members will be filled ~~by election at the next annual meeting at that election~~.
- 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/~~reappointed~~ at least annually by the Board or the Board President.
- J. **Nominations Election:** An annual election will be held in order to elect new Board members and approve any Bylaws amendments. ~~At the annual meeting, the Board (if required) shall be elected by the members.~~ Members whose dues are current as of 30 days before the start date of the election will be eligible to vote.

Prior to the ~~meeting~~ election, 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 nominees for election in order that the committee may prepare a slate of candidates prior to the election.

Normally, we will elect three new members of the Board each year. Those candidates receiving the most votes will be elected. If we are to elect a member to serve less than a full term, that candidate receiving the most votes after those being elected to a full term will be elected. ~~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.~~

The annual election will be conducted electronically when possible and election results will be announced at the annual meeting. There will be no provision for mail-in or proxy ballots.

**This section is moved here from Article VII, section B and has been rewritten.**

## 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) by the Board. 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.

**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.

**This paragraph, section B (Nominations), is deleted here and has moved to Article V, section J. Remaining sections of this Article have been relettered.**

- B. **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.
- C. **Quorum and Voting:** For the purposes of any business conducted at 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 two thirds of the voting members constitutes 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 that meeting or Board. There is no provision for absentee or proxy ballots.
- D. **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.
- E. **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.
3. The annual election may be conducted electronically, as determined by the Board, in order to facilitate maximum participation by the membership of the Guild.

## **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~~ voting in the annual election. Proposals for amendment are to be submitted to the Secretary of the Board Guild at least two months in advance of the next scheduled annual meeting of the Guild election. Notice to the membership shall be published one month in advance of the meeting election.

## 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.

