

BY-LAWS OF
CHRIST CHURCH BY THE SEA/IGLESIA CRISTO DEL MAR ANGLICAN CHURCH

Blvrd. Francisco Medina Ascensio 2015, Col. Las Glorias
Puerto Vallarta, Jalisco, México

PREAMBLE

Christ Church by the Sea/Iglesia Cristo del Mar Parish in Puerto Vallarta, Jalisco, Mexico, having associated as a Parish for the purpose of worshipping Almighty God according to the faith and practice of The Anglican Communion, has adopted the Articles appended hereunto as its ByLaws. These By-Laws make explicit the ways our Anglican Parish orders its corporate and temporal affairs and facilitates orderly, comprehensive, and strict guidance for all its actions. The Constitution, Canons, and Regulations of the Anglican Church of Mexico and of the Diocese of Western Mexico shall take precedence over these By-Laws and shall prevail against anything contrary to them, except the laws of the Republic of Mexico.

ARTICLE I – PARISH MEMBERSHIP

1.1 Christ Church by the Sea/Iglesia Cristo del Mar welcomes all who wish to grow spiritually and serve God through one another.

1.2 The requirements for General Parish Membership include the following: a.

Baptism.

- b. Support the Parish by participation at public worship, and by financial and/or work support.
- c. Acknowledgement of the authority of the Bylaws of the Parish.
- d. Has not resigned membership from Christ Church by the Sea/Iglesia Cristo del Mar Anglican Church (see 1.4).

1.3 The requirements for Voting Membership include the following:

- a. Fulfillment of the requirements stated in section 1.2.
- b. Be at least eighteen (18) years of age.

1.4 The Vestry shall oversee the creation and maintenance of a membership list which shall be reviewed at least every November. The Membership Committee shall determine any member's

non-compliance of the requirements and remove them from the rolls if noncompliance is ascertained. Persons removed from the membership list shall be notified if practicable and given an opportunity to dispute removal. The Vestry shall have final jurisdiction as to any dispute resolution. The updated list shall be entered into the minutes of the following Annual General Meeting and registered with the Diocese.

- 1.5 Any Vestry member who is found to be in non-compliance with membership requirements shall be removed immediately from the position to which he/she was elected or appointed.

ARTICLE II – ANNUAL GENERAL MEETING

2.1 The Annual General Meeting of the Parish shall be held in February/March of every year at such place, date, and time as the Rector shall determine. In the Rector's absence or inaction, the Vestry shall determine the place, date, and time of the Annual General Meeting. Public and written notice shall be given to the congregation by email and by posting of such in the church no fewer than two weeks and no more than four weeks prior to the meeting. The meeting shall be governed by Robert's Rules of Order, copy of which to be made available at meetings.

2.2 The Rector shall preside at the Annual General Meeting. The Rector may delegate this authority to any elected Vestry member. If the Rector is absent and the authority to preside has not been delegated by the Rector, the Senior Warden present shall preside. If a quorum of the Vestry is present and the Rector, designated Vestry member and Senior Warden are not present to preside, the Vestry may elect a Vestry member present by a simple majority to preside.

2.3 A quorum is constituted by the physical presence of at least twelve (12) voting members of the Parish. A quorum must be present and maintained during any motion process. A vote may be cast only by the physically present voting members. If a quorum is not present, the meeting shall be declared adjourned and shall be reconvened in no less than one week and no more than three weeks from the originally scheduled Annual General Meeting.

2.4 The usual order of business shall include the following:

- a. Opening prayer
- b. Determination that a quorum is present
- c. Approval of the minutes of the preceding Annual General Meeting or Special Meeting
- d. Approval of any By-Law changes
- e. Election of Vestry members
- f. Annual Report from the Rector
- g. Treasurer's Annual Report

- h. Finance Committee's Report on the proposed budget for the upcoming year
- i. Report of Vestry election results
- j. Motions/Comments from the floor
- k. Closing prayer and adjournment

Other items may be added at the discretion of the Rector or the Wardens.

- 2.5 A simple majority vote of those voting members physically present shall determine any matter presented, except changes or amendments to the By-Laws, which shall require a two-thirds majority vote.
- 2.6 All Vestry approved minutes of the Annual General Meeting shall be available on the Parish website for inspection by members of the Parish.

ARTICLE III – ELECTIONS FOR VESTRY

3.1 Elections for the Vestry shall be conducted at the Annual General Meeting or a Special Congregational Meeting called for this purpose.

3.2 To qualify to be an elected or appointed Vestry member, the candidate must be a voting member of Christ Church by the Sea/Iglesia Cristo del Mar Anglican Church for at least one year prior to his/her nomination.

3.3 A Nominating Committee composed of all of the voting members of the Vestry shall present, at minimum and no later than the January vestry meeting, the number of nominees necessary to fill all vacancies for elected positions on the Vestry.

3.4 Every voting member physically present at the Annual General Meeting will be entitled to vote for one candidate for each vacancy on the Vestry by means of a secret ballot. Any ballot that shows more votes will be voided.

3.5 Ballots will be counted and certified by the Secretary and at least one other vestry member and the results given to the Rector to be immediately made public. Any disputes as to the final results will be mediated and resolved by the Nominating Committee.

3.6 Outgoing voting Vestry members' terms shall expire following announcement of the results of the election at the Annual General Meeting. The newly elected members shall be installed at the first regular church service following the Annual General Meeting.

ARTICLE IV – THE VESTRY

4.1 It shall be the duty of the Vestry together with the Rector to manage the affairs of the Parish.

The Vestry shall act as agents and legal representatives of the Parish in all administrative matters.

4.2 The Vestry shall be composed of six (6) to eight (8) voting members elected at an Annual General Meeting or Special Congregational Meeting. The Rector shall serve as the permanent chairperson but may delegate that responsibility to any elected Vestry member. The Rector may vote if he/she is physically present. Additional members of the Vestry are the appointed Treasurer and Parish Secretary, who each have voice but no vote. In the case of these two appointed positions, if an appointee is also an elected or appointed voting member of the Vestry, he/she shall have voting privileges as long as he/she remains a voting member.

4.3 The voting members of the Vestry shall serve three year terms with at least one third of the membership to be elected every year at the Annual General Meeting or a Special Congregational Meeting so designated to fill vacant positions. An outgoing, voting Vestry member, who has served a full three-year term, must wait one year before again standing for election or appointment as a voting member to the Vestry.

4.4 During a transition to a fewer number of voting Vestry members, the number of voting members may consist of a number between the larger number and the By-Law specified number until the transition process is complete. No appointments to fill a vacancy of a voting member will occur until the By-Law specified number is achieved. Likewise, during a transition to a larger number of voting Vestry members, the number of voting members may consist of a number between the smaller number and the By-Law specified number until the transition process is complete. Appointments may be made to fill a Vestry vacancy, except for the Rector.

4.5 If a vacancy occurs on the Vestry, a temporary replacement may be recommended by the Rector and approved by a majority vote of the Vestry members. The new voting member shall serve until the next Annual General Meeting at which time the voting Parish membership shall elect a voting Parish member to fill the unexpired term. If an appointment for an elected vacancy is neither presented nor approved, the remainder of the term shall be filled through election at the next Annual General Meeting. The appointed positions of Treasurer and Parish Secretary shall be filled solely by the Rector's appointment. If the Rector position is in transition, see Articles 5.4b and 5.5b regarding the appointments of the Treasurer and Parish Secretary.

ARTICLE V – OFFICERS OF THE PARISH

5.1 With the exception of the Rector, only voting members of the congregation shall be eligible to be officers of the Parish.

5.2 The Rector

- a. The Rector of Christ Church by the Sea/Iglesia Cristo del Mar Anglican Church is a permanent officer of the Vestry.
- b. The Rector together with the Vestry shall have responsibility over the affairs of the Parish.
- c. Relationships with clergy within or outside the congregation, the Diocese of Western Mexico, and the Anglican Church of Mexico shall be the responsibility of the Rector.

- d. The Rector shall act as permanent chairperson of the Vestry, the Annual General Meeting or any Special Congregational Meeting that may be called; he/she may delegate these responsibilities to any elected Vestry member.

5.3 The Wardens

- a. The Wardens shall be chosen from amongst the voting members of the Vestry.
- b. Upon the recommendation of the Rector, the Vestry shall confirm by majority vote the appointment of both the Rector's (Senior) Warden and the People's (Junior) Warden to a one-year term each. These appointments may be renewed annually by majority vote of the Vestry.
- c. If no permanent Rector is present, the Nominating Committee (see article 3.3) shall present to the newly installed Vestry two (2) candidates for Senior Warden. The Vestry shall choose the Senior Warden by secret majority vote. The Senior Warden will then present a voting Vestry member to the Vestry for approval as Junior Warden.
- d. The Senior Warden shall have precedence over the Junior Warden.
- e. Every duty that is assigned to one Warden devolves, in his or her absence or disability, on the other. The senior of the wardens shall preside in the absence of the Rector. The Rector shall determine if a new Warden shall be chosen if in his/her opinion a Warden is no longer capable of performing all of the tasks defined by the By-Laws.
- f. The Senior Warden shall oversee the well-being of the Parish: he/she shall be responsible for the organization of the Vestry and all of its committees, shall oversee the continuous function of the Vestry, and shall make sure that all actions of the Vestry and the congregation are in accord with the By-Laws and Policies of the Parish.
- g. The Senior Warden is a defacto member of all committees.
- h. The Senior Warden shall act as a liaison between the Vestry and the congregation communicating the actions of the Vestry to the congregation and communicating any concerns of the membership to the Rector and the Vestry.
- i. The Junior Warden shall act in concert with the Senior Warden in assuring the well being of the Parish. He/she shall help organize and oversee the Vestry. The Junior Warden shall be responsible for maintenance and inventory of Parish assets and leased real estate property as well as communications to and from the congregation.
- j. If no permanent Rector is present and the Senior Warden is removed from office, the Junior Warden shall assume the office of Senior Warden and will appoint for approval by Vestry a Junior Warden by majority vote.

5.4 The Treasurer

- a. The Treasurer is nominated by the Rector and approved by the Vestry. The Treasurer shall serve for one year and may be appointed to successive terms by the Rector, upon confirmation by majority vote of the Vestry.
- b. If no permanent Rector is present, the Senior Warden shall present a nominee to the Vestry for approval by majority vote.
- c. The Treasurer shall have voice but no vote at Vestry meetings unless he/she is also an elected or appointed voting member of the Vestry and remains so for the duration of his/her term.
- d. The Treasurer shall receive and disburse the general funds of the Parish and properly maintain all Parish financial records in a manner consistent with the Generally Accepted Accounting Principles.
- e. The Treasurer shall render a financial report at each regular meeting of the Vestry. Such reports should show receipts, expenditures, assets, and liabilities for the preceding month together with such other financial data, including bank statements and reports as the Vestry may direct.
- f. The Treasurer shall present a financial report at the Annual General Meeting to disclose the finances of the Parish during the calendar year just preceding. A budget for the current calendar year shall also be presented at the same Annual General Meeting.
- g. The Treasurer, in concert with the Finance Committee, shall make available for audit, according to the Diocesan/Parish guidelines, all Parish accounts and financial records over which he/she has full authority.

5.5 The Parish Secretary

- a. The Parish Secretary is nominated by the Rector and approved by the Vestry. There may be as many co-Secretaries as required to fulfill the needs of the Parish. The Parish Secretary(s) shall serve for one year and may be appointed to successive terms by the Rector, upon confirmation by majority vote of the Vestry.
- b. If no permanent Rector is present, the Senior Warden shall present a nominee to the Vestry for approval by majority vote.
- c. The Parish Secretary shall have voice but no vote at Vestry meetings unless he/she is also an elected or appointed voting member of the Vestry and remains so for the duration of his/her term.
- d. The Parish Secretary shall faithfully and accurately record the minutes of all meetings of the Vestry as well as of all congregational meetings.

- e. The Parish Secretary shall maintain typewritten minutes of all Parish and Vestry meetings in a loose-leaf binder having a durable cover; the minutes shall be kept in the Parish office and shall be available for inspection to parishioners.
- f. The Parish Secretary shall also maintain an electronic file on the Parish website of all Vestry approved Parish and Vestry minutes for inspection by members of the Parish.
- g. The Parish Secretary shall conduct such correspondence in the name of the Rector, Wardens, and Vestry as the Vestry may authorize and direct, and maintain the correspondence of the Vestry in a file appropriately labeled. The Parish Secretary may also, at the discretion of the Rector, maintain the Rector's correspondence in matters that pertain to and impact Christ Church by the Sea/Iglesia Cristo del Mar Anglican Church.

5.6 The Executive Committee

- a. All officers, with the exception of the Parish Secretary, shall constitute the Executive Committee, and said Committee shall act and have full authority in situations where it is agreed unanimously within the Committee that there is a serious or imminent danger to the building structure or to any person who may enter therein, or a situation exists that prevents the staff from doing the necessary functions of the Parish.
- b. Any action taken by the Executive Committee shall be reported to the Vestry at its next meeting following said action.
- c. The Senior Warden shall preside over any Executive Committee meeting.

ARTICLE VI – VESTRY MEETINGS

6.1 At least six monthly meetings in a calendar year and special meetings, as deemed necessary, shall be called by the Rector or, in his/her absence or inaction, by the Senior Warden. In the event of the Rector's and Wardens' absence or inaction, any two voting Vestry members may convene a monthly or special meeting that one of them shall chair. All meetings shall be governed by Robert's Rules of Order.

6.2 A quorum, defined as a simple majority of the authorized number of Vestry Members, is necessary to convene the meeting. A quorum must be present and maintained during any motion process. Members of the Vestry may participate in a Vestry meeting through use of conference telephone or similar communications equipment, as though the missing Member(s) were physically present at the meeting, so long as all Vestry Members participating in such meeting can hear one another.

6.3 The Vestry may vote to remove any member absent for more than three (3) regularly scheduled Vestry meetings in a calendar year. If any voting member of the Vestry is absent for three regularly scheduled Vestry meetings in a calendar year, a Warden shall notify said member

regarding his potential dismissal and inform the Vestry of the cause of the absences. If a motion to dismiss the member occurs, said member has a voice but no vote for this motion. If a motion to dismiss passes with a majority vote, said member is immediately removed from the Vestry.

6.4 Passage of a motion is by a majority vote of the present voting members.

6.5 The Order of Business shall be determined beforehand by the Rector and the Wardens or by any two voting Vestry members if the Wardens and the Rector are absent.

6.6 The Order of Business shall include at least the following:

- a. Opening prayer
- b. Discussion and approval of the previous meeting's minutes
- c. Committee reports
- d. Old business
- e. New business
- f. Closing prayer

6.7 All Vestry-approved minutes of previous Vestry meetings shall be available for inspection by members of the Parish.

ARTICLE VII – SPECIAL CONGREGATIONAL MEETINGS

7.1 Special Congregational Meetings may be called by one of the following:

- a. The Rector.
- b. By majority vote of the Vestry.
- c. Any member of the congregation with a petition containing signatures of ten (10) voting members whose voting status has been confirmed. The cause of action shall be submitted in writing to the Vestry by the submitting person. The Vestry may request the confirmation of the written signatures.

7.2 The meeting shall be governed by Robert's Rules of Order.

7.3 As soon as the place, time, and date of the meeting are determined, the congregation shall be notified electronically; the notification will also specify the purpose of the meeting.

7.4 A quorum of at least twelve (12) voting members must be physically present for the entire meeting in order to conduct business. Only voting members who are physically present may cast ballots.

7.5 The Order of Business shall contain only the following:

- a. Opening prayer.
- b. Review and approval of the minutes of the previous meeting of the congregation.
- c. Consideration of the cause(s) requiring action for which the meeting was called.
- d. If a vote is called, the Secretary and two other vestry members shall count the votes and report the results to the Rector who shall immediately make the results public.
- e. Closing prayer.

7.6 The Rector shall preside. If the Rector is absent, see Section 2.2

7.7 All Vestry-approved minutes of the Special Congregational Meeting shall be available on the parish website for inspection by members of the Parish.

ARTICLE VIII – LEGAL AND FINANCIAL

8.1 Indemnification: All current or past Vestry member actions will be indemnified, held harmless, and made whole while performing duties or executing obligations in the name of Christ Church by the Sea/Iglesia Cristo del Mar Anglican Church when such duties are performed according to the By-Laws and approved by the Vestry. Actions that were not Vestry-approved and/or actions contrary to the By-Laws will not be indemnified, held harmless, or made whole, and shall be the sole responsibility of the person(s) executing such obligations.

8.2 Contracts and Obligations: All contracts or obligations approved by the Vestry and conforming to the By-Laws must be executed by any two of the following:

- a. Senior Warden
- b. Junior Warden
- c. Treasurer
- d. Any Vestry member(s) so designated by the Vestry for a particular contract or obligation.

8.3 Payment of Obligations: All financial instruments for payment of obligations must be approved by the Treasurer and signed by two voting members of the Vestry authorized by the institution upon which the instrument is drawn. The Vestry must first approve all persons so authorized.

8.4 Donations: All non-anonymous cash donations to Christ Church by the Sea/Iglesia Cristo del Mar Anglican Church, including checks made payable to Mexico Ministries and Mission for the benefit of Christ Church by the Sea/Iglesia Cristo del Mar Anglican Church, shall be recorded by

the Treasurer and assigned to each donor account in a manner which allows the donor to receive a yearly summary of donations if the donor requests said summary.

ARTICLE IX – LANDS AND BUILDINGS

9.1 Ownership and control of the buildings and land which comprise the real property of Christ Church/Iglesia Cristo del Mar Anglican Church are subject to the canons, rules, and regulations of both the Diocese of Western Mexico and the Anglican Church of Mexico which govern usage, ownership, and control. The current laws of the Republic of Mexico prevail over all of the aforementioned.

ARTICLE X – COMMITTEES

10.1 The day-to-day functions of the Parish may be delegated to volunteers and committees.

10.2 The committees shall be organized by the Rector and/or Wardens who will assign Vestry liaisons as deemed necessary. Written monthly reports shall be submitted to the Vestry by each liaison regarding the activities of the committee(s) for which he/she is responsible.

10.3 The Vestry liaison shall recruit a committee chairperson from the voting membership if necessary, and assist the chairperson in recruiting members to meet the committee needs. All chairpersons must be voting members of the Parish.

ARTICLE XI – BY-LAW REVISIONS

11.1 After approval by two-thirds of the voting members of the Vestry, By-Law revisions shall be brought before the congregation for approval at the Annual General Meeting or a Special Congregational Meeting designated for that purpose.

11.2 Revisions to the By-Laws shall be distributed to voting members no fewer than five (5) days before the Meeting in which the change to the By-Laws is brought before the congregation for approval.

11.3 Any revision requires a vote of approval by two-thirds of the voting members physically present at the Meeting.

11.4 Any approved revision to the By-Laws shall take effect immediately upon approval.

These By-Laws were approved by the membership of Christ Church by the Sea/Iglesia Cristo del Mar Anglican Church at its Annual General Meeting held on _____.