

**BY-LAWS
OF
THE CHURCH OF THE ASCENSION**

405 Talbot Hall Road
Norfolk, VA 23505

Preamble

The Church of the Ascension ("Ascension" or the "parish") located in Norfolk, Virginia, having formed as a parish for the purpose of maintaining worship according to the faith and usage of the Episcopal Church in the United States of America, has adopted these Amended and Restated By-Laws as follows:

Article I - Acknowledgment of Authority

Ascension operates under the authority of the Constitution and Canons of both the Protestant Episcopal Church in the United States of America and the Constitution and Canons of the Episcopal Diocese of Southern Virginia, and acknowledges their authority. Where these by-laws conflict or are otherwise silent, the foregoing authorities shall be read into these by-laws.

Article II - Membership

All baptized and confirmed persons, who declare their intention to support Ascension by regular attendance at public worship, shall be members of Ascension. All members who are sixteen years of age or older shall be entitled to vote in its affairs.

Article III - Officers and Vestry

Section 1. Officers

The officers of Ascension, all of whom shall be members of Ascension, may consist of the following: Senior Warden, Junior Warden, Treasurer, Assistant Treasurer, and Register. The Wardens shall be elected from the membership of the Vestry. The other officers are nominated and elected by the Vestry from the parish membership and may be ex-officio nonvoting members of the Vestry.

Section 2. Vestry

The Vestry shall be comprised of nine confirmed communicant members, age eighteen or older, elected by the membership of Ascension. The membership of the Vestry shall rotate with one-third being elected each year. Each member of the Vestry is eligible to serve a term of three years. At the end of a full three year term, a member must wait until the next annual meeting before being eligible for re-election. Any member who has served an unexpired term of another member is immediately eligible for re-election to a full three year term.

The Rector and any Associate or Assistant Rector shall also be members of the Vestry, and each of the Rector and any Associate or Assistant Rector shall be entitled to one vote. In cases of a tie in any vote, the Rector shall be entitled to cast a second vote to break the tie.

Section 3. Vacancies

Vacancies on the Vestry may be filled at any meeting by the remaining Vestry members, upon a vote of a majority of the voting members present at such meeting. A vacancy of any office of the Vestry shall be filled by a vote of a majority of the voting members present at such meeting.

If any member of the Vestry is absent without reasonable cause or excuse for three successive regular meetings of the Vestry as reported by the Rector, it shall be presumed, unless otherwise determined by a vote of a majority of the remaining members of the Vestry, that said member has been absent without reasonable cause or excuse. The Vestry member absent without cause shall be deemed to have resigned, and shall be so notified.

Article IV- Election of Regular Voting Members of the Vestry

Election of members of the Vestry shall be conducted in May of each year at an Annual Meeting of the membership of Ascension. Each person elected to the Vestry shall subscribe to the declaration for Vestry persons as set forth in Canon xvii, Section 8, of the Canons of the Diocese of Southern Virginia, to which Article I refers. The Rector shall be responsible for providing a declaration to each newly elected member, prior to said member taking any official action as a member of the Vestry. The term for newly elected members of the Vestry shall begin June 1, or when said declaration is signed, whichever is later. The Officers shall be elected by a simple majority of the voting members of the Vestry. Election of the Officers shall be conducted at the Vestry meeting held soon after the Annual Meeting.

Article V - Meetings

Section 1. Parish Meetings

The Vestry shall determine the date, hour and place of the Annual Meeting and the Vestry shall provide written notice to the parish membership at least fourteen days prior thereto.

The Wardens or the Vestry may call a Special Meeting of the parish as may be deemed necessary. The Rector may call a Special Meeting of the parish by requesting it in writing, supported by at least three members of the Vestry. The Vestry shall provide written notice (of any such Special Meeting) to the membership at least seven days prior thereto. No business other than that specified in the notice shall be transacted at special meetings.

Section 2. Vestry Meetings

The Vestry shall meet regularly at the Church on the third Tuesday of each month at 7:00 P.M. or at such other time and date as may be decided by the Vestry. The Vestry may dispense with meetings for the months of July and August vote of a majority of the Vestry.

Special meetings of the Vestry may be called by the Rector, Senior Warden, or upon the request of at least three members of the Vestry. The time and place of each special meeting shall be determined by the Rector or the Senior Warden, but must be called within two weeks of the request. Upon receipt of a call for a Special Meeting, the Register, or his delegate, shall give written or verbal notice to each member of the Vestry at least three days before the meeting. Written notice may include facsimile or e-mail and verbal notices may be left on a members' answering machine. No meeting of the Vestry shall be held without proper notice and invitation to all members of the Vestry, including the Rector. Only the business specified for the special meeting shall be transacted.

At all meetings of the Vestry six elected Vestry Members and the Rector, if present, or seven elected Vestry Members shall constitute a quorum for transaction of business. All votes shall be carried by a majority of the voting members present.

The Rector, when present, shall preside at all meetings of the Vestry, except that (s)he may designate the Associate or Assistant Rector or the Senior or Junior Warden to preside.

The following order of business at each regular meeting may be observed unless circumstances dictate a temporary departure from the normal order:

- Opening Prayer or Meditation;
- Ascertainment by the Register of a quorum;
- Reading and disposal of any unapproved minutes;
- Reading of financial statements;
- Report of the Rector and Associate or Assistant Rector; Reports of the Wardens;
- Commission Reports;
- Old business;
- New Business;
- Adjournment;
- Closing Prayer;

Parliamentary questions shall be determined by Roberts Rules of Order, or as otherwise determined by the Vestry. The Vestry may designate a member of the Vestry or the Register to act as Parliamentarian.

Article VI - The Rector

Section 1. Duties of the Rector

The Rector shall preside at all meetings of the Vestry and shall be in charge of the spiritual affairs and operations of the parish. The parish staff shall report directly to the Rector. With the approval and consent of the Vestry, the Rector may hire an Associate or Assistant Rector to assist in these duties.

Section 2. Vacancies

If the office of the Rector becomes vacant, or if the Rector is incapacitated, the Vestry shall appoint an interim Rector after consultation with the Bishop. Such interim Rector shall serve until a new Rector is appointed or any period of incapacity has ceased. Vacancies of any Associate or Assistant Rector shall be filled by the Rector, after consultation with the Bishop and the Vestry.

Article VII - The Wardens

Section 1. The Senior Warden

It shall be the duty of the Senior Warden to preside at those meetings of the Vestry when delegated or when necessary due to the absence of the Rector and Associate or Assistant Rector. The Senior Warden shall be concerned with the policy and welfare of the parish, the relationship of the Rector and the Vestry, and the general efficient functioning of all parish organizations, commissions and the Vestry. In the absence of the Rector and any Associate or Assistant Rector, it shall be the duty of the Senior Warden to take charge of parish business.

Section 2. The Junior Warden

The Junior Warden shall take over the responsibilities of the Senior Warden in his or her absence. The Junior Warden may be designated as the member of the Vestry to act as a liaison with the Rector in matters dealing with the oversight of the parish property, including its maintenance, repair and upkeep.

Article VIII - Other Officers

Section 1. The Treasurer

The Treasurer shall take charge of all offerings and income collected for the expenses of the parish and disburse same under the direction of the Vestry. The Treasurer shall see to the maintenance of appropriate banking and security accounts for parish operating and trust funds and regularly report on said accounts at each Vestry meeting. He or she shall assist the Vestry in the preparation of an annual budget for the parish and shall be responsible for compliance with Diocesan guidelines regarding parish accounts, audits and procedures. The Vestry may elect an Assistant Treasurer to assist the Treasurer in discharging these duties.

Section 2. The Register

The Register shall keep accurate minutes of all proceedings of the Vestry including the Parish Annual meeting. In the absence of the Rector, or Associate or Assistant Rector, the Register shall be responsible for the maintenance of all permanent parish records.

Article IX - Committees

Section 1. Executive Committee

The Executive Committee shall be comprised of the Rector, Senior Warden and Junior Warden. In the discretion of the Rector, the Associate or Assistant Rector shall also be a member of said committee. The Rector, Senior Warden, and Junior Warden, at their discretion, may from time to time, appoint other persons to the Executive Committee. It shall have all the powers of the Vestry between meetings, exclusive of filling vacancies in the offices and in the Vestry, but it shall not exercise these powers except in emergencies, or where it is clear that the best interests of the parish are in jeopardy.

Section 2. Other Commissions and Organizations

The Rector, in consultation with the Wardens, shall appoint such committees as may be deemed necessary for the efficient functioning of the parish. No commission or organization shall be sanctioned without the approval of both the Rector and the Senior Warden.

Article X – Delegates to Diocesan Annual Council

The Vestry shall appoint each year two delegates to the Diocesan Annual Council for a term of three years. The first year of service is as an alternate, non-voting delegate. Each alternate shall be ready to serve in the absence of any of the Delegates. Delegates and alternates may also be members of the Vestry.

Article XI - Trustees

The Vestry shall appoint such trustees as may be necessary to administer capital and other trust funds of the parish. It shall also appoint such trustees as may be necessary to hold and convey legal title to the real estate of the parish. No real property shall be encumbered or sold without the prior consent of the Bishop and the Vestry in accordance with the Canons to which Article I refers.

Article XII - Gifts and Memorials

No object intended as a permanent addition to the parish, or to be used in public worship, shall be accepted as a gift or memorial without the approval of the Rector and the Vestry in accordance with the Ascension Gift Acceptance Policy. Funds which are restricted in their use may be accepted only with the approval of the Rector and the Vestry. Otherwise, all funds shall be accepted as unrestricted gifts or memorials. The names of the donors of all such gifts and memorials, the terms and conditions thereon, and the dates of acceptance shall be recorded in the permanent records of the parish.

Article XIII - Indemnification of Officers

The parish shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Warden, Treasurer, or other officer of the parish, against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, in which that person may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless that person is successful on the merits and the proceeding was authorized by a majority of the Vestry). However, no indemnification shall be provided for any such person with respect to any matter in which that person is adjudicated not to have acted in good faith on behalf of the parish; and further provided that any compromise or settlement payment shall be approved by the Vestry in the same manner as provided below for the authorization of indemnification.

Such indemnification may, to the extent authorized by the Vestry, include payment by the parish of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, provided that the person indemnified agrees to repay such payment if that person is not entitled to indemnification under this Article; the repayment agreement may be accepted without regard to the financial ability of such person to make repayment.

Any payment shall be conclusively deemed authorized by the parish under this Article, and each officer of the parish approving such payment shall be wholly protected, if (I) the payment has been approved or ratified (1) by a majority vote of a quorum of either (a) the members of the parish who are not at that time parties to the proceeding or (b) the members of the Vestry who are not at that time parties to the proceeding or (2) by a majority vote of a committee of two or more Vestry members who are not at that time parties to the proceeding and are selected for this purpose by the full Vestry (in which selection Vestry members who are parties may participate); or (ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the parish) appointed for the purpose by vote of the Vestry in the manner speed in clauses (1) or (2) of subparagraph (I) or, if that manner is not possible, appointed by a majority of the full Vestry then in office; or (iii) a court having jurisdiction shall have approved the payment.

This indemnification shall inure to the benefit of the heirs, executors and administrators of each officer entitled to indemnification.

The right of indemnification shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which parish employees, agents, Vestry members and other persons may be entitled by contract or otherwise under law.

This Article, as amended, constitutes a contract between the parish and each officer. No amendment or repeal of the provisions of this Article which adversely affects the right of an officer under this Article shall apply to that person with respect to his or her acts of omissions which occurred at any time prior to such amendment or repeal without his or her written consent.

Article XIV - Amendments

These by-laws may be amended by a majority vote of the members of the Vestry at any regular meeting after notice of the proposed amendments has been given at the preceding regular meeting.

Duly adopted at a meeting of the Vestry held on 18 September 2007.

CHANGES

Page 2: April 16, 2013- gave vote to any Assistant or Associate Rector

Page 1 Feb 17, 2015- changed Vestry membership to 9

Page 2 Feb 17, 2015- clarified Officer of Vestry Elections timing

Page 3 Feb 17, 2015- changed quorum requirements