



**BYLAWS OF
THE CHURCH OF THE GOOD SHEPHERD, INC.¹**

A FLORIDA NONPROFIT CORPORATION

Approved at the Congregational Meeting on August 9, 2020

I: NAME AND AFFILIATION

1.1. NAME. The name of this corporation is The Church of the Good Shepherd, Inc.

1.2. FICTITIOUS NAMES. The corporation may also do business as “The Episcopal Church of the Good Shepherd,” and may be abbreviated as “COGS” in its Bylaws and other materials.

1.3. AFFILIATION. COGS is a Parish in union with The Episcopal Church (TEC) and a member of the Convention of the Diocese of Southwest Florida (Diocese).² The intention of COGS Bylaws is to comply with and be consistent with the Constitutions, Canons, Policies, and other governing provisions of TEC and the Diocese, as from time to time amended.³

II: CORPORATE OFFICES

2.1. PRINCIPAL OFFICE. The principal office for the transaction of the activities and affairs of The Church of the Good Shepherd is located at 639 Edgewater Drive, Pinellas County, Florida 34698,

2.2. OTHER OFFICES. The Vestry may establish branch or subordinate offices at any place COGS is qualified to conduct its activities.

III: PURPOSES AND LIMITATIONS

3.1. NONPROFIT CORPORATION. COGS is a nonprofit corporation organized under the Florida Nonprofit Corporation Act exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of donations to organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. COGS is not organized for the private gain of any person.

¹ This is the name in the Articles of Incorporation, effective March 14, 1955 as amended and restated through March 17, 1975, as recorded with the Secretary of State of the State of Florida, Document No. 731633

² Diocesan Constitution Article III.

³ Any references to the “Constitution” or to a “Canon” are to the Constitution and Canons of The Episcopal Church and the Diocese of Southwest Florida at the time these Bylaws were adopted.

IV: CONGREGATION

4.1. MEMBERSHIP. The congregational membership of COGS is comprised of persons who have publicly affirmed their desire to join as a Member, Associate Member or Baptized Member, and who shall collectively be known as the Congregation. All Members, Associate Members and Baptized Members are invited and expected to participate fully in the life of the Congregation.

(A) Members. A person is a Member in good standing for purposes of COGS Bylaws and the Congregation's records if the person

(1) is at least sixteen years of age, and

(2) faithful in corporate worship, unless for good cause prevented, and

(3) participates in the mission and ministry of the Congregation, and

(4) is approved by the congregational clergy, and

(5) made stated contributions of record to the general support of COGS within the past 12 months, and

(6) designates COGS as their primary faith community.

(7) To be considered a "communicant in good standing" and "Elector" as those terms are used in the Canons of the TEC and Diocesan Canon VII, a Member must have received the Sacrament of Baptism administered in a manner recognized by TEC.

(B) Associate Members. A person may be enrolled as an Associate Member in the Congregation's records if the person

(1) is at least sixteen years of age, and

(2) faithful in corporate worship, unless for good cause prevented, and

(3) participates in the mission and ministry of the Congregation

(4) is approved by the congregational clergy, and

(5) made stated contributions of record to the general support of COGS within the past 12 months, but

(6) designates a Congregation other than COGS as their primary faith community, or

(7) has not received the Sacrament of Baptism administered in a manner recognized by TEC.

(C) Baptized Members. Persons of any age who have received the Sacrament of Baptism administered in a manner recognized by TEC may be enrolled as Baptized Members in the Congregation's records either by being baptized at COGS, by affirmation, or by transfer.

4.2. CONGREGATIONAL MEETINGS

(A) Annual Meeting. The Vestry shall schedule an Annual Meeting of the Congregation during the first quarter of each calendar year. The purpose of the Annual Meeting shall be to elect members to fill vacancies on the Vestry and the Endowment Board, to elect delegates to the Diocesan Convention, and to conduct any other business on the meeting agenda. Notice of the Annual Meeting shall include the Meeting Agenda and the deadline for filing Statements of Candidacy, which deadline shall be at least three (3) weeks before the Annual Meeting.

(B) Special Meetings. The Clergy in Charge or a majority of the Vestry may call a special meeting of the Congregation to consider any issue requiring congregational action. At least seven (7) calendar days' notice shall be given for any special meeting.

(C) Virtual Meetings. Any annual or special meeting of the Congregation may be conducted virtually, including by telephone or through an online platform, as long as there is no fee for an eligible voter to participate.

(D) Action by Email Without a Meeting. Any decision the Congregation is authorized or required to vote on may be taken through email without a meeting. The Vestry shall give notice of the vote as provided in Section (E) below. A vote made by email is effective upon certification of the results by the Clergy in Charge, the Wardens, and the Clerk.

(1) An email vote by the Congregation is authorized only if the Vestry passes a motion calling for an email vote. The motion must state the issue to be decided, the date the email calling for a vote will be sent to eligible voters, the deadline for those voting to respond, and the date the votes will be tallied and certified. Between the date the voting by email begins and the date the votes will be tallied, the Vestry shall provide at least two (2) opportunities, one (1) on a Sunday morning and one (1) on a weekday evening, for persons to vote in person on a paper ballot instead of by email. A record of those who vote by paper ballot shall be maintained, but the completed ballot shall be kept secret.

(2) The Clergy in Charge shall send the email requesting the vote by "blind copy" so that only the sender's and the recipient's name are displayed. The email shall be sent to every person eligible to vote on the matter using the email address in the parish's records. The email shall inform the recipients of the issue to be decided, the need to reply with a "Yes" or "No" response by the stated deadline, that the way the person votes by email will not be secret, and that if the voter wants to submit a secret ballot they must vote in person on a paper ballot as provided in section (1) above. The Clergy in Charge shall keep a complete record of all responses received, both by email and by paper ballot.

(3) On the date set in section (D)(1) above, the Clergy in Charge, the Wardens and the Clerk shall review the complete record of the voting responses, tally them, certify the results, and report the results to the Vestry and to the Congregation. A “Yes” vote by at least 50% of the eligible voters to whom emails were sent and to whom paper ballots were provided is necessary for the issue to pass.

(E) Notice.

(1) Notice of all meetings of the Congregation shall be given to members by any manner or method reasonably calculated to give wide circulation to the notice, including but not limited to electronic mail, first class mail, newsletter, website, social media, and announcement during worship services. At least one form of notice must be written. The notice shall specify the date, time, location and purpose of the meeting.

(2) Waiver of Notice. Any defect in the notice of any meeting may be cured by a Member or Associate Member by affirming their waiver at the meeting, which shall be recorded in the minutes.

(F) Presider. The Presider at any annual or special meeting of the Congregation shall be the ecclesiastical authority of the Congregation.

(G) Quorum and Voting.

(1) A quorum shall consist of 10% of the total average Sunday attendance as reported by COGS on its most recently filed Parochial Report.

(2) Once a quorum has been established at the time a properly called and noticed meeting is called to order, the departure of people shall not affect the establishment of the quorum.

(3) Eligible voters are permitted one (1) vote per person per vote taken at a meeting. Except for a vote by email without a meeting, all congregational votes besides elections shall be by voice vote. If, in the sole discretion of the Presider, a voice vote is not clear, the Presider shall call for a vote by the show of hands or other manner suitable to the platform of the meeting.

(4) Voting by proxy is not permitted.

(5) Unless otherwise specified in these bylaws, all elections and votes shall be decided by majority of those present and voting.

(H) Minutes. The minutes of every congregational meeting shall be publicly available within two (2) weeks after they have been approved at the next meeting of the Congregation.

4.3. ELECTIONS

(A) Candidates. To be elected to the Vestry or as a Delegate to Diocesan Convention, a person must

(1) be an Elector as defined in Bylaw 4.1.(A)⁴ and,

(2) have been a member of COGS for not less than one year, and

(3) file a completed Statement of Candidacy by the deadline set by the Vestry.⁵ The purpose of the Statement of Candidacy is to give Members sufficient information to make an informed decision regarding the candidates' qualifications and vision for the Congregation. The Statement of Candidacy format shall be specified by the Vestry in its sole discretion.

(4) Nominations from the floor will not be accepted for elections under this section.

(B) Voting Participation

(1) Members and Associate Members in good standing may participate at any annual or special meeting, or a vote by email without a meeting, of the Congregation *except* only Electors as defined in COGS Bylaw 4.1.(A) may vote for members of the Vestry and for Delegates to Diocesan Convention. Baptized Members have seat and voice at any annual or special meeting of the Congregation, but not vote.

(2) All Clergy Members of Convention⁶ with whom COGS has a written agreement to serve the Congregation⁷ are qualified and entitled to vote at any annual or special meeting, or vote by email without a meeting, of the Congregation, as well as any meeting of the Vestry, and all committees, teams and groups doing the work of the Congregation.

(3) A person's vote shall not be questioned unless the eligibility to vote is first challenged by a Member in good standing. In the event of a challenge, the person's eligibility to vote shall be determined by the Vestry using the criteria set forth in COGS Bylaw 4.1.

(C) Election Procedures.

(1) Prior to an annual or special meeting in which voting will take place, the Vestry, in its sole discretion, shall name a Head Teller and at least two other people to serve as the Teller Team to count the ballots cast. No member of the Teller Team may be a candidate for a position being filled by election at the meeting, nor a member of the Vestry or Endowment Fund Board. The Presider shall announce names of the members of the Teller Team prior to the beginning of ballots being cast.

⁴ Diocesan Canon VII.4.a.

⁵ COGS Bylaw 4.2(A).

⁶ Diocesan Constitution Article V.

⁷ Diocesan Canon VI.1.e and VI.4.

(2) Contested elections shall be decided by secret ballot, which shall be collected and tallied by the Teller Team.

(a) All ballots must be counted and recorded in the presence of at least three people.

(b) The Head Teller will convey the results of the election in writing to the Presider to announce at the meeting.

(c) The Head Teller shall collect and preserve all of the ballots and the tally sheets used to record votes cast. When the meeting is adjourned, the Head Teller shall give the ballots and tally sheets to the Clerk of the Vestry for safekeeping for one (1) year, after which they may be destroyed.

(3) Uncontested elections may be filled by acclamation upon motion made and seconded by two different Electors and affirmed by a voice vote.

V: ECCLESIASTICAL AUTHORITY, OFFICERS, AND VESTRY

5.1 ECCLESIASTICAL AUTHORITY. The Clergy in Charge of the Congregation is the ecclesiastical authority of the Congregation in accordance with the Constitutions and Canons of the TEC and the Diocese.⁸

(A) Presider. The Ecclesiastical Authority shall preside at all Vestry meetings.⁹

(B) Designated Authority. A Clergy in Charge planning to be absent for a period of thirty (30) days or more may designate, in writing or at a meeting of the Vestry, that the Senior Warden or, if the Senior Warden is unable to serve, the Junior Warden, shall serve as the ecclesiastical authority until the return of the Clergy in Charge and the designation is withdrawn, in writing or at a meeting of the Vestry.

(C) Authority in Absence of Clergy. If there is no Clergy in Charge of the Congregation, the Senior Warden or, if the Senior Warden is unable to serve, the Junior Warden, is the ecclesiastical authority of the Congregation.

5.2. OFFICERS¹⁰

(A) Treasurer. The Treasurer, who need not be a member of COGS, shall be appointed annually by the Vestry to perform the duties incumbent upon that office. The Treasurer shall serve without compensation but may be reimbursed for expenses incurred in the performance of their duties. The

⁸ Diocesan Canon VI.1.b.

⁹ Diocesan Canon VI.4.a.

¹⁰ Diocesan Canon VII.4.f. specifies two officer positions, Secretary and Treasurer. For purposes of reporting Corporate Officers with the Florida Department of State, Division of Corporations, the Senior and Junior Wardens are listed as a Director and a Vice Director.

Treasurer does not have the right of voice or vote at Vestry meetings unless elected or appointed to a seat on the Vestry.

(1) Books of Accounts. The Treasurer of COGS shall keep or maintain, or cause to be kept or maintained, adequate and correct books and accounts of the properties and transactions of COGS. The books of accounts shall be open to inspection by any Vestry member at all reasonable times.

(2) Deposit and Disbursement of Money and Valuables. The Treasurer shall cause to be deposited all money and other valuables in the name and to the credit of COGS with such depositories as may be designated by the Vestry, shall disburse the funds of COGS as may be authorized by the Vestry, and shall ensure, to the best of their ability, that COGS complies with the applicable Canons, Policies and other requirements of TEC, the Diocese, and the COGS *Financial Policies and Procedures*.

(3) The Treasurer shall send or cause to be sent to the Vestry a monthly report including financial statements no later than twenty-one (21) days after the close of a month, and an annual report including financial statements no later than thirty (30) days after the close of a year, as well as any other reports or statements as are required by law or requested by the Vestry.

(4) Review and Audit. The Treasurer and any assistant Treasurer shall not serve on the annual Audit Team, but may consult with the Team members to provide information.

(5) Transfer to New Custodian. Upon resignation, retirement or removal from office, the Treasurer shall faithfully deliver into the hands of any successor all books, papers, vouchers, money, digital files and records, and other property of every kind in the possession or under the control of the Treasurer that relate to the Treasurer's duties, and ensure the successor has actual, complete and unfettered access to any files related to the Treasurer's duties that are maintained on a computer owned by COGS.

(6) Bond. If required by the Vestry, the Treasurer or any assistant Treasurer, at the expense of COGS, shall give COGS a bond in the amount and with the surety or sureties specified by the Vestry for faithful performance of the duties of the office and for restoration to COGS of all books, papers, vouchers, money, digital files and records, and other property of every kind in the possession or under the control of the Treasurer that relate to the Treasurer's duties, upon the Treasurer's death, resignation, retirement or removal from office.

(B) Clerk of the Vestry. A Secretary, who need not be a member of COGS, shall be appointed annually by the Vestry to perform the duties incumbent upon that office; the Secretary of the Vestry shall be known as and referred to as the Clerk. The Clerk shall serve without compensation but may be reimbursed for expenses incurred in the performance of their duties. The Clerk does not have the right of voice or vote at Vestry meetings unless elected or appointed to a seat on the Vestry.

(1) Records and Minutes. The Clerk shall ensure that the minutes of the Vestry's proceedings are taken and reported, attest to the public acts of the Vestry, preserve all records and papers created or received while performing the duties of the office, and perform such other duties as shall be legally assigned. The Clerk shall prepare or cause to be prepared a draft of the minutes of a Vestry proceeding within twenty-one (21) days after the meeting is adjourned, or at least one (1) day before the next regular or special meeting of the Vestry, whichever is earlier.

(2) Transfer to New Custodian. Upon resignation, retirement or removal from office, the Clerk shall faithfully deliver into the hands of any successor all books, papers, digital files and records, and other property of every kind in the possession or under the control of the Clerk that relate to the Clerk's duties, and ensure the successor has actual, complete and unfettered access to any files related to the Clerk's duties that are maintained on a computer owned by COGS.

(C) Combined Office. The offices of Treasurer and Clerk may both be held by the same person.

5.3. AUTHORITY AND COMPOSITION OF THE VESTRY

(A) Authority. Any decision-making and management power or responsibility not within the canonical authority of the Clergy in Charge of the Congregation is vested in the congregational council, which shall be known as the Vestry.¹¹

(B) Covenant. The Vestry shall agree on a Vestry Behavioral Covenant at its annual organizing meeting. Vestry members who will not agree to sign or to abide by the Covenant will be considered to have tendered their resignation from the Vestry, effective immediately.

(C) Number of Vestry Seats. The Vestry shall consist of nine (9) Electors in three (3) classes, with three (3) people being elected each year for a three (3) year term. In no case shall the Vestry consist of fewer than five (5) Electors.¹²

(D) Vestry Term Limits. No person shall remain the Vestry member for more than six (6) consecutive years. If a person has served on the Vestry for any portion of six (6) of the previous seven (7) years, the person is not eligible to serve as a member of the Vestry for one (1) year.¹³

(E) Wardens.

(1) The Clergy in Charge shall appoint one (1) member of the Vestry to serve as the Senior Warden. If there is no Clergy in Charge, the members of the Vestry shall elect a member of the Vestry to serve as the Senior Warden majority vote.

¹¹ Diocesan Canon VII.4.a.

¹² Diocesan Canon VII.4.b.

¹³ Diocesan Canon VII.4.d.

(2) The members of the Vestry shall elect by majority vote one (1) member of the Vestry to serve as the Junior Warden.

(3) The term of office for the wardens is one (1) year, and no person may serve as a warden, whether Senior or Junior, for more than three (3) consecutive terms.

(F) Vacancies. If a position on the Vestry becomes vacant during a term, the Vestry may vote to fill the vacancy immediately, or may wait until the next annual meeting where the vacancy may be filled by election to serve the unexpired term

5.4. MEETINGS OF THE VESTRY

(A) Annual Organizational Meeting.¹⁴ The Vestry shall hold an organizational meeting within two (2) weeks following the annual congregational meeting for the purpose of appointing the Treasurer and Clerk, electing the Junior Warden, identifying Vestry Liaisons, and other organizational responsibilities.

(B) Regular Meetings. The Vestry shall meet on a regular schedule for the conduct of business. The schedule shall be published in the normal church communications with the Congregation.

(C) Special Meetings. The Clergy in Charge, Senior Warden, Junior Warden, or a majority of Vestry members may call a special meeting of the Vestry. Actual notice of the time, purpose and place of a special meeting shall be given to each Vestry member at least forty-eight (48) hours before the time set for the meeting.

(D) Virtual Meetings. Any meeting of the Vestry may be conducted virtually, including by telephone or through an online platform, as long as there is no fee for a Vestry Member to participate.

(E) Action by Email Without a Meeting. Any action required or permitted to be taken by the Vestry may be taken through email without a meeting. The action taken by email shall have the same force and effect as any other validly approved action, effective immediately upon receipt of a majority vote to approve. The Presider shall keep a complete record of any action taken by email until the next regular Vestry meeting. At that meeting, the Presider shall be prepared to present the records of the action taken by email, and a vote to ratify the action taken by email shall be taken. If a majority of the Vestry ratifies the action taken by email, it shall be recorded in the minutes of the meeting. If a majority of the Vestry does not vote to ratify the action taken by email, the Presider shall present the record of the action taken by email. The Wardens and Clerk shall review the Presider's records; if all three agree that the records show that a majority of the Vestry voted for the action taken by email, the action will be final and recorded in the minutes of the meeting.

¹⁴Diocesan Canon VII.4.g.

(F) Waiver of Notice. Any defect in the notice of any meeting may be cured by a Vestry member by affirming their waiver at the meeting, which shall be recorded in the minutes.

(G) Quorum. A majority of Vestry members in office shall constitute a quorum for the transaction of business. A meeting at which a quorum was present when the meeting was called to order may continue to transact business notwithstanding the withdrawal of a member.

(H) Voting.

(1) Vestry members and Clergy are permitted one (1) vote per person per vote taken at a meeting.

(2) Voting by proxy is not permitted.

(3) Except as otherwise specifically provided in COGS Bylaws, any decision of the Vestry shall be made by majority vote of the members present at a meeting at which a quorum was present when it was called to order. If a Vestry member abstains on the record because of a conflict of interest or the appearance of a conflict of interest in a matter that is the subject of deliberation by the Vestry, for purposes of that matter only the Vestry member's position shall be considered vacant for purposes of calculating the necessary number for a quorum and majority vote.

(I) Meetings Open. A Member, Associate Member, or Baptized Member may attend any meeting of the Vestry, without voice or vote. The Vestry may vote to go into "executive session" for the purpose of dealing with personnel, contractual, or legal matters, during which time the meeting shall be closed to anyone not a COGS Vestry member, Clergy, or Officer. No vote shall be taken during an executive session except to end the session.

(J) Publication of Minutes. Minutes of every Vestry meeting shall be made publicly available to the Congregation within two (2) weeks of the minutes being approved by the Vestry.

VI: PROPERTY

6.1. ACCEPTANCE OF GIFTS

(A) Review Prior to Acceptance. The Clergy in Charge and Vestry shall review all proposed gifts to COGS that are not routine pledges or unrestricted financial contributions. The review shall include the proposed terms of the gift and whether there are any legal, fiscal, moral or ethical concerns, potential expenses, conditions to resale, restrictions as to use, or potential for liability that would make acceptance of the proposed gift inadvisable.

(B) Contingency. If a restricted gift of any kind is accepted, the terms of the gift must include a contingency provision for COGS to dispose of the property or redirect the funds should the original use or purpose of the gift, in the church's sole discretion, no longer serve the best interests of COGS.

6.2. USE OF CHURCH PROPERTY

(A) Groups Affiliated with COGS. Any Committee, Team, Member or Associate Member may request to use church property free of charge for any program, activity, or event that furthers the mission and ministry of COGS. The request must be made on the required form with an agreement to comply with all Vestry policies for using COGS facilities and handling any funds, and approved in advance by the Clergy in Charge.

(B) Fundraisers. A fundraiser to benefit COGS or its missions or ministries that is proposed to be conducted on church property must be approved in advance using the required form with an agreement to comply with all Vestry policies for using COGS facilities and handling any funds. The COGS Finance Team shall review the proposal according to policies adopted by the Vestry and make a recommendation to the Vestry, which shall have the final decision.

(C) Unaffiliated Persons or Groups. Any person or group not affiliated with COGS may request to use church property. The request must be made in advance on the required form with an agreement to comply with all Vestry policies for using COGS facilities, including an executed “Hold Harmless Agreement” in favor of COGS. Incorporated entities must also include COGS as an additional named insured on its business’ insurance policy. Any such request must be approved in advance by the Clergy in Charge.

(1) Groups approved to use the campus and which do not charge a fee to participants may use COGS property free of charge, but a free-will offering to cover expenses is encouraged.

(2) Groups approved to use the campus and to which a fee is charged to participants are expected to give a tithe (10%) of the fee to COGS to cover expenses.

VII: POLICIES AND TEAMS

7.1. POLICIES AND FORMS. The Vestry shall adopt policies to implement its responsibilities.

(A) Vestry Policies. The Vestry shall adopt policies and forms that, in its sole discretion, will assist in efficient and widely-understood methods of administering the activities of the Congregation and caring for its property, resources, and interests. All policies and forms adopted by the Vestry shall be consistent with any policies adopted by the Diocese. In lieu of drafting its own policies forms, the Vestry may adopt Diocesan policies and forms in their entirety, with any nomenclature modified to reference COGS. The Vestry shall review its policies and forms in 2020, and thereafter whenever advisable, but no less than every five (5) years.

(B) Vestry Policies and Forms.

(1) *Vestry Policies and Procedures*

(2) *Financial Policies and Procedures*

(3) *Policies for the Protection of Children and Youth from Abuse*

(4) *Policy for the Prevention of Sexual Exploitation of Adult*

(5) *Memorial Garden Policy and Agreement*

(6) *Request to Use Campus Form and Hold Harmless Agreement*

(7) *Facility Use Form* (for Members and affiliated groups)

(8) *Wedding Protocols and Policies*

(9) *Campus Use Fee Schedule for Weddings and Events*

(10) *Campus Use Fee Schedule for Funerals*

(11) *Incident Report*

(12) *Fundraising Policies and Form*

7.2. PERMANENT TEAMS. The Vestry shall ensure that the following Teams are formed and active, and which shall be comprised of Members, Associate Members, Staff, and other interested persons, and which shall consist of not fewer than five (5) people. The Clergy in Charge is a member of all Teams *ex officio*, and may delegate another member of the clergy or a Staff member to attend on their behalf, with vote. Meetings and actions of all Teams shall be consistent with COGS Bylaws. A Team may adopt practices and policies for self-governance that are not inconsistent with COGS Bylaws.

(A) Finance Team. The Finance Team shall support the Vestry in the preparation of the annual budget, provide regular oversight of the finances of the Congregation, suggest amendments to the *Financial Policies and Procedures* adopted by the Vestry, and undertake other tasks as provided in COGS Bylaws or as requested by the Vestry. The Treasurer shall be a Team member *ex officio*, and the Endowment Fund Board and Vestry shall each be entitled to have at least one person on the Team.

(1) The Finance Team shall recruit and train the annual Audit Team. The Audit Team shall make its report to the Finance Team no later than May 31st of each year.

(2) The Finance Team shall review the Audit Team's report and forward the Audit Team report and any comments from the Finance Team to the Vestry within two (2) weeks.

(B) Buildings and Grounds Team. The Buildings and Grounds Team shall support the Vestry in the preservation, maintenance, improvement and beautification of the COGS campus; negotiate maintenance agreements; ensure church property is adequately insured; and support and assist the Sexton, who shall be a member of the Team *ex officio*.

(C) Emergency Management Team. The Emergency Management Team shall support the Vestry in preparing for and responding to emergencies, including natural disasters and public health crises.

7.3. MINISTRY TEAMS.

(A) Forming and Disbanding Teams. The Vestry may form any other teams that, in its sole discretion, are advisable to carry out the mission and ministry of the Congregation. The Vestry may also disband Teams that are no longer active or productive.

(B) Vestry Liaisons. Each Ministry Team shall have a designated Vestry Liaison, which is a Vestry member responsible for supporting the Team leaders and advising them of Vestry policies, questions, and deadlines, as well as taking the Team members' concerns back to the Vestry. A person serving as a Vestry Liaison may also serve as an active member or Team leader of any ministry team they support and advise.

VIII: REMOVAL OF VESTRY MEMBERS AND OFFICERS

8.1. VESTRY MEMBER REMOVAL.

(A) Absenteeism. A Vestry member who misses three (3) consecutive meetings, or more than four (4) regular meetings in seven (7) months, shall be given the opportunity to resign voluntarily. If the member does not resign voluntarily, the Vestry may vote to remove the Vestry member for absenteeism by an affirmative vote of two-thirds (2/3) of the Vestry.

(B) Vestry Covenant Non-Compliance. The Vestry shall consider the actions of a Vestry member who has admitted or has been alleged not to have complied with the provisions of the Vestry Covenant they signed and agreed to abide by. If an admission is made or clear evidence of noncompliance is shown, the Vestry member shall be given the opportunity to resign voluntarily. If the member does not resign voluntarily, the Vestry may vote to remove the Vestry member for noncompliance by an affirmative vote of two-thirds (2/3) of the Vestry.

8.2. OFFICER REMOVAL. The Officers serve at the pleasure and discretion of the Vestry, and may be removed at any time without cause by an affirmative vote of two-thirds (2/3) of the Vestry.

IX: ADOPTION AND AMENDMENT OF BYLAWS

9.1. ADOPTION OF BYLAWS. COGS Bylaws may be adopted, amended or repealed by a majority vote of the members of the Congregation present at a properly called annual or special congregational meeting at which a quorum is present.

9.2. SEVERABILITY. If any provision of the COGS Bylaws is deemed to be inconsistent with the Constitution, Canons, or Policies of the TEC or Diocese, or the laws of the State of Florida or the United States of America, or be found or declared to be invalid or ineffective for any reason, only the provisions specifically found or declared to be invalid or ineffective shall cease to be operative, and the remaining terms and provisions of COGS Bylaws shall continue in full force and effect.