

July 23, 2020

I. <u>CALL TO ORDER</u> . Call to order, declare quorum, waive notice of mtg.	5:30
II. <u>OPENING PRAYER & DEVOTIONAL</u> . See Appendix A. Volunteer	5:30 – 5:31
III. <u>CONSENT AGENDA APPROVAL</u> . See Appendix C for list of items (2 min)	5:31 – 5:33
IV. <u>OLD BUSINESS</u> . a. 2 nd Reading. Bylaws Update to Solve for Zoom Legality (requested by Diocese) & Reduce Size of Vestry (Appendix F) (15 min) b. COVID-19 Federal Payroll Protection Grant Approved. 10 min (Appendix E)	5:33 – 5:48 5:48 – 5:58
V. <u>NEW BUSINESS</u> . a. Charter Finance Committee (per Bylaws Article VII, Section 2) Appendix I (10 min) b. (Possibly) EXECUTIVE SESSION (60 min) (Appendix G – Separate file)	5:58 – 6:08 (5:33 – 6:33 if conducted)
VI. <u>OTHER BUSINESS</u> .	
VII. <u>FUTURE NEW BUSINESS AGENDA</u> . a. 2020 Vestry Meeting calendar. FYI only (Appendix Y.) a. New eDirectory, eGiving System: Vestry first – Brian to demo 15 min (Appendix H) b. Charter Stewardship Committee duties & Appoint Chair c. Develop Stewardship Campaign & Pledge Card system in light of COVID-19 d. “Return to In-Person Worship” Safety Guidelines, 1 st Draft. (Appendix D)	6:33 – 6:38
VIII. <u>COMMITMENTS FOR NEXT MEETING</u> . (1 min)	6:38 – 6:39
IX. <u>CONTINUOUS IMPROVEMENT SUGGESTIONS</u> . Appendix Z handout	6:39 – 6:40
X. <u>CLOSING PRAYER</u> . See Appendix A.	6:40 – 6:41
XI. <u>ADJOURNMENT</u> (and Date/Time/Place next mtg)	6:41

“Meeting After the Meeting” NOTES (Time-saver idea).

APPENDIX A
Opening & Closing Prayers

For a Vestry Meeting

Almighty and everliving God, source of wisdom and understanding, be present with those who take counsel in this Vestry meeting for the renewal and mission of your Church. Teach us in all things to seek first your honor and glory. Guide us to perceive what is right and grant us both the courage to pursue it and the grace to accomplish it; through Jesus Christ our Lord. *Amen.*
(BCP, 818)

For Guidance.

Direct us, O Lord, in all our doings with *thy* most gracious favor, and further us with *thy* continual help; that in all our works begun, continued, and ended in *thee*, we may glorify *thy* holy Name, and finally, by thy mercy, obtain everlasting life; through Jesus Christ our Lord. *Amen.*
(BCP, 832)

For Guidance.

O God, by whom the meek are guided in judgment, and light riseth up in darkness for the godly: Grant us, in all our doubts and uncertainties, the grace to ask what thou wouldest have us to do, that the Spirit of wisdom may save us from all false choices, and that in thy light we may see light, and in thy straight path may not stumble; through Jesus Christ our Lord. *Amen.*
(BCP, 832)

For Search for a New Rector

Almighty God, giver of every good gift: Look graciously on your Church, and so guide the minds of those who shall choose a rector for Christ Church, that we may receive a faithful pastor, who will care for your people and equip us for our ministries; through Jesus Christ our Lord. *Amen.*
(BCP, 818)

For Recovery from Sickness

O God, the strength of the weak and the comfort of sufferers: Mercifully accept our prayers, and grant to your servant _____ the help of your power, that their sickness may be turned into health, and our sorrow into joy; through Jesus Christ our Lord. *Amen.*
(BCP, 458)

In Times of Conflict

O God, you have bound us together in a common life. Help us, in the midst of our struggles for justice and truth, to confront one another without hatred or bitterness, and to work together with mutual forbearance and respect; through Jesus Christ our Lord. *Amen* (BCP, 824)

APPENDIX B

- a. Key points.
 1. Rule #1. Differences of opinion are to be valued. Diversity of thought & opinion is our strength Repression of differing ideas is our Achilles' Heel.
 2. Rule #2. Do your part to make everyone feel safe to express a differing opinion.
 3. Rule #3. Therefore, it's OK if we have a 5-4 vote. That's why we have an odd number of people on the Vestry.
 4. Rule #4. Stick to the 7-Step Process.
 5. Words are important. Use "I MOVE", I move to AMEND"

- b. Voting 7-Step Process. The section below will appear in each Agenda as a reminder.
 1. Get proposal on the agenda one week in advance.
 2. MOTION.
 3. SECOND.
 4. DISCUSSION.
 5. AMENDMENT(S), MOTION TO REFER, MOTION TO POSTPONE (time period or "indefinitely").
 6. CALL FOR THE QUESTION.
 7. VOTING.

MOTION Template. Consider what, who, where, when, by when deadline, budget maximum, must be approved by. E.g. "I move that Vestry compensation increase 20% beginning January 1" or "I move that Christ Church accept Hamilton County's request to rent the upstairs of the Canterbury building for the month of February 2021 for \$5000."

APPENDIX C
Consent Agenda Items

(Unless otherwise noted, the Consent Agenda can be found on the “Vestry Work Board”,
“Upcoming Meetings” Folder)

1. Interim Rector Report - None
2. Senior Warden Report - None
3. Junior Warden Report - None
4. Treasurer Report – None
5. Last Meeting’s Minutes – C-5

Process: The Consent Agenda

1. Members review the Consent Agenda in advance of the Vestry meeting on the website “Vestry Work Board”, “Upcoming Meeting Info” folder (unless otherwise advised). The Consent Agenda will not be printed or emailed unless requested.
2. At the Vestry meeting, the Senior Warden asks:
 - a. “Are there any items in the Consent Agenda that anyone would like to move to Old Business, New Business, or Other Business?” Then, subsequently decide the proper disposition of the request.
 - b. After all requests have been made, the Senior Warden states, “The Consent Agenda is hereby approved without objection. Are there any objections?” If none, the Consent Agenda stands approved.

APPENDIX C-4

Treasurer's Report – July 23, 2020

I. Income & Expense YTD as of June 30, 2020

APPENDIX C-5

CHRIST CHURCH EPISCOPAL
VESTRY MINUTES

July 9th, 2020

I. **CALL TO ORDER.**

- a. Present were: Seth Sizer; Rachel Lamar; Laura Eichenberger; Rebecca Smith; Joel King; Barbara Arthur; Ray Barney, and Chip Caldwell, Senior Warden. Also present were Wynne Caffey-Knight, Rule 31 Mediator appointed by the diocese; Brian Henry, Parish Admin; and Michael Thompson, Chair of the Rector Search Committee.
- b. Upon declaration that a quorum was in attendance, the Zoom meeting was called to order at 5:25PM.

2. **OPENING PRAYER & DEVOTIONAL.** Seth Sizer.

3. **CONSENT AGENDA APPROVAL.** The Senior Warden opened the Consent Agenda and solicited requests to move any items to Old Business, New Business, or Other Business. Hearing none, the Consent Agenda was approved without objection.

4. **OLD BUSINESS.**

5. **NEW BUSINESS.**

- a. Executive Session. The Vestry moved into Executive Session for the remainder of the meeting.

6. **OTHER BUSINESS.**

7. **FUTURE NEW BUSINESS AGENDA.**

- a. A 2nd Reading Bylaws Update to Solve for Zoom Legality (requested by Diocese) & Reduce Size of Vestry
- b. COVID-19 Federal Payroll Protection Grant Approved.
- c. Charter Vestry as Finance Committee (per Bylaws Article VII, Section 2)
- d. Finance Report & Pledge/Non-Pledge Analysis.
- e. 2020 Vestry Meeting calendar. FYI only.
- f. New eDirectory, eGiving system
- g. Charter Stewardship Committee and appoint chair
- h. Develop Stewardship Campaign and Pledge Card system in light of COVID-19.

- i. "Return to In-Person Worship" Safety Guidelines, 1st Draft.

8. COMMITMENTS FOR NEXT MEETING.

- a. No other commitments were made during this meeting.

9. CONTINUOUS IMPROVEMENT SUGGESTIONS. Email suggestions.

10. CLOSING PRAYER. Barbara Arthur.

11. ADJOURNMENT. Meeting adjourned at 7:00PM. Next meeting will be July 23rd, 2020 at 5:20PM.

Respectfully Submitted,
Brian J. Henry

APPENDIX D

Return to In-Person Worship Safety Precautions – Round 1: DRAFT (From May 21, 2020 Vestry Minutes - APPENDIX A)

The Vestry, at its May 21, 2020 meeting, approved the following guidelines for our next in-person worship service, in accordance with the Diocese COVID-19 Task Force and the Bishop and CDC guidelines, to be updated from time to time, as appropriate:

Worship Services

- One worship service will be conducted each week in order to assure pews, the altar, and other places likely to be touched remain safe; while many churches offering multiple services will attempt disinfecting between services, any missed surface could pose a transmission risk. The CDC states “Coronaviruses on surfaces and objects naturally die within hours to days.”
- That weekly worship service will be 10 am Sunday with the first worship service convening on [REDACTED] (date TBD in the next few weeks).
- For those choosing to remain at home, services will continue to be provided via online broadcast.
- Fox Hall will remain closed.
- The protocol below outlines safe practices to be carefully observed at all times.
 - Entering the church.
 - Please arrive **at least 30 minutes** prior in order to allow time to conduct the safe entry protocol. (What do with late arrivers?)
 - What to do about inclement weather?
 - Those parking in the parking lot will proceed, as directed by ushers, along either the east or west side of the church building to the entry queuing area at the front of the church (McCallie Ave).
 - Facemasks required, for the safety of others, during entry, exit, and the Eucharist, but not while seated. Gloves not required (as they are not recommended by the CDC except for healthcare workers). For those who do not bring their own, facemasks will be available on a table outside the main entrance to the church.
 - The main entrance will be the only entry into the church, with the sidewalk leading into the church taped every 6’ to assure appropriate social distancing as parishioners queue to enter the church. Those with physical challenges may be dropped off in the front on McCallie Ave.
 - Each person entering the church will have their temperature taken via instant read thermometer by an usher; those with temperatures exceeding 101.4° F will be encouraged to seek medical attention immediately and, for the safety of others, will be asked not to enter the church.
 - Ushers at the front door and at the entry into the sanctuary will provide guidance to those in the entrance queue as they enter through the main door to assure 6’ distancing as worshipers make their way through the sanctuary to their seats. See Appendix A for Usher Stations & Duties.
 - Three entry paths will be observed. Parishioners will be asked to move to the front next available pew in order that they are not passed by those proceeding behind them.

1. Those desiring to sit near the center aisle on either side will enter down the center aisle to the front next available pew.
 2. Those desiring to sit on the far side of the St. Mary altar (west) side will enter through the westside door into the sanctuary down the westside aisle to the front next available pew.
 3. Those desiring to sit on the far side of the St. Joseph (east) side will enter through the center into the sanctuary, turn right and proceed down the eastside aisle to the front next available pew.
- o Pew Seating Compartments. The worship space will be marked with distinguishable markings 6' apart and seating will be every other pew ("seating compartment"). Parishioners will be guided by this safe distancing. Families and those living in the same household may sit together.
 - Seating in the pews will begin far enough inside the pew to assure a 6' barrier to the edge of the aisle to assure social distancing during the Eucharist.
 - Per CDC guidelines, 70%+ alcohol-based hand sanitizers will be available in each seating compartment.
 - Children will sit with parents. Children's education and nursery will be closed.
 - o Conduct of the Worship service.
 - It is safe to use the *Book of Common Prayer*, *Bible*, and hymnal, if desired, as they have not been touched in the last seven days, surpassing CDC guidelines on coronavirus survival.
 - Eucharist. 1) The Body of Christ will be proffered as the requisite practice for the Sacrament; to assure safety, the Blood of Christ will not be offered. 2) For the well-being of all, it is important that 6' social distancing be respected at all times.
 - During the peace, parishioners will show the peace sign or other appropriate greeting and will at all times respect social distancing.
 - Music will be organ only with occasional violinist (like broadcast services). The congregation will not sing hymns due to risk of coughing & above normal respiration. The Choir will not be available during the service.
 - Plate offering will be made by dropping into a stationary plate at the exits of the church upon departure; no intra-service plate collection will be taken.
 - o Exiting the church. It is vital that 6' social distancing discipline be maintained at all times for the safety of all.
 - Three exit paths will be observed.
 1. Those seated at the far end of pews on the St. Joseph altar (east) side will exit the garden door by exiting via the east aisle.
 2. Those seated at the far end of pews on the St. Mary altar (west) side will exit the front door by exiting via the west aisle.
 3. Those seated nearest the center aisle on both sides will exit the front door by exiting via the center aisle.
 - Departure will be from back to front (i.e. those seated in the rear pews will exit first).

- Once outside, parishioners will quickly make their way to their vehicles in order to permit timely departure by those still inside.
 - Those with physical challenges may be picked up on McCallie Ave.
-
- St. Mary's Chapel will remain unavailable as its physical layout prevents social distancing.
 - Fox Hall will remain closed.
 - Hospitality events will not be offered during this time. The Parish Life Committee has developed a protocol for the slow and disciplined return, but that time is (sadly) not now upon us.
 - Adult Ed will retain its virtual format.
 - Church Office will remain physically closed, but, as in the past few weeks, business may be conducted via email or phone. Should anyone require assistance, please contact Brian Henry or Chip Caldwell.
 - Vestry and Committee Meetings will retain their current virtual format.

APPENDIX D-I
Parish Life & Outreach Input

----- Parish Life Update 5/13/2020

Chip:

Our Committee doesn't have anything new to add to our previous report. I do, however, have a couple of suggestions for the vestry to consider.

- (1) Formalize the usher program so that it is not a hit or miss/catch as catch can situation on Sunday.
- (2) Have one entrance into the Nave. Use of the front doors would be best in the beginning and keep folks from congregating in the parish hall before services.
- (3) Consider having only one service for the first few weeks. Less to clean and sanitize.
- (4) Mark off every other pew and the middle of each pew with stipulations that only 4-6 per pew or less.
Don't know if any of these ideas would work, but would be good food for thought.

Danese

----- Parish Life Response 4/15/2020

Chip:

In response to your questions, our Committee members have touched base and here are our recommendations.

We feel there will be a gradual reopening of the church / rejoining of the congregation. The fact that the majority of our parishioners fall into the "elderly and compromised" category is our biggest consideration. People are truly frightened, and even when the physical buildings are open again, we feel people will only gradually begin to return to services. Our job and the vestry's job will be to make that transition as easy and non-threatening as possible. For that reason our Parish Life Committee recommends the following:

* **Return to services without any after-church hospitality.** It will be fairly easy to maintain social distance in the pews during service, but folks will not want to congregate in close communion in the parish hall for a period of time afterwards. This could last for several months and we leave that up to the discretion and decision of the vestry.

* **When the vestry feels that it is once again safe to be in closer surroundings with one another, the Hospitality Committee recommends that we offer only a brief period of visitation after church. Coffee and lemonade will be available and we will serve only pre-wrapped pastry items** and possibly packaged crackers for those that do not want sweets. We will have gloves in the kitchen and these will be used for any service. Our suggestion is that this policy continue through to the end of the year. We recommend there be no cooking/food service at all for hospitality for several months to come.

* We also recommend that we use only disposable items (paper cups, coffee cups, individual stir sticks, plates, plastic flatware). No dishes being washed and no cleanup. For obvious health reasons this is not the time to consider going green in the kitchen.

* Our Committee looks to the vestry for their timeline on when it is appropriate to begin hospitality again.

* To our knowledge at this time our members are safe and well. If our parish experienced a death, there is a procedure in place to handle the funeral as far as the parish hall use is concerned. Our policy is that the church provide coffee, lemonade and a cookie tray for any funeral visitation. If the family members wish to have something additional, or have a luncheon for family afterwards, then the family may use the parish hall for this. But it is the family's responsibility to plan, pay for and clean up afterwards. We feel that policy should continue. Since gatherings of 10 or more remain prohibited at this time, I do not foresee any visitations or funerals at the church. Of course these arrangements would be at Park's discretion.

* For grieving families, our policy is to provide a sandwich deli tray to the home of the parishioner's family. We would continue to do this even without personal contact.

The Parish Life Committee remains committed to keeping in touch with our congregation. We continue to make phone calls to those who live alone or have compromised health issues. We continue to send cards to those that are shut-in or ill. At this moment in time, we feel this is the ministry we are called to. We look to the vestry, to you, and to Park to determine the timeline for any of the above knowing that you have the best interests of all in mind. We look forward to your comments.

Danese

----- Outreach Response 4/16/2020

Good morning, Chip. This is a bit soon for you to give up on hearing from me. I contacted my committee after finding your Monday 4/12 email, we met last night via Zoom, and before I have a chance to write a report, here you are. We already met once this month and Ray reported our activities to the vestry, so this was a second called meeting. Patience on your part would be helpful.

Outreach has seven members, six of whom are considered at high risk for COVID-19 because of age or medical conditions. None of us will be contacting members of the community in person. We do not plan to buy, box, and distribute groceries of any kind. However, we have already sent money to Northside Neighborhood House. If a person in need calls 211 to ask for assistance, NNH is one of the agencies to which they are referred. NNH can help with food, clothes, or paying bills. We will likely give money to them again, but not twice in the same month. Ray Barney is thinking about buying gift cards from the Dollar General (no alcohol there) for the Southside Abbey homeless and needy, and if she proceeds with that, Outreach will likely help with funding.

Your email on Monday mentioned nothing about Sunday's tornadoes. I've already contacted Lou Parsons of St. Francis in Ooltewah, offering to send her discretionary money to help parishioners in need. She has not yet been able to contact everyone because of damage and power outages, but was grateful for the offer and will be getting in touch with me after she has done so. Outreach has already approved an amount for sending to her. I may contact April Berends of Grace Church with a similar inquiry. I know that the Brainerd area near Grace Church has experienced damage and power outages; not surprisingly, the county's attention is going first to the wealthier East Brainerd area.

You also asked about communications. My committee thinks you mean people who are not connected to the internet, or don't have access to the Exsultet, but we aren't sure about that. Most of the Outreach members are 8:00 congregants, and they call each other, and Joel, on a regular basis to share news and be sure everybody is okay. Maybe you could find some 10:30 volunteers to do the same for the later service crowd. As of last night, I was told that none of the 8:00 people plan to return to Christ Church for face-to-face interaction anytime soon, regardless of any decision made by the vestry.

I hope this information helps.

Audrey

----- 4/16/2020 Response #2 -----

Nice save, Chip! Outreach does stay in close, near-daily contact via text because we truly love each other. We have to call a meeting for business, though, because that's a different conversation altogether. Just found your follow-up email and I think the parish will be glad to know our church has a plan.

Audrey

APPENDIX E
COVID-19 Federal Payroll Protection Grant

1. “Cares Act” - S.3548 “Coronavirus Aid, Relief, and Economic Security Act”.
2. Details.
 - a. Focus period of time from February 15, 2020 to June 30, 2020.
 - b. Non-profits, Churches, and any other 501c3 organization that does not receive Medicaid is eligible.
 - c. This is separate from the Small Business Administration Disaster Relief Fund.
 - d. Administered by the Small Business Administration.
 - e. \$349B funded to support this program.
 - f. For organizations under 500 employee (note to multi-site).
3. Loan funds can be used to cover the following expenses:
 - a. Payroll Costs
 - b. Group health insurance benefits, paid sick leave, medical and insurance premiums.
 - c. Mortgage or rent payments.
 - d. Utilities.
 - e. Interest on any other debt obligations that were incurred before the loan period.
4. Payroll costs to include:
 - a. Salary or wages, payments of a cash tip
 - b. Vacation, parental, family, medical and sick leave
 - c. Health benefits
 - d. Retirement benefits
 - e. Limited up to \$100k annual Salary/wage for each employee
 - f. Please note: There is no clarification at this time on pastoral housing allowances
5. Calculation of Loan Amount
 - a. Average Payroll from the above 12 months.
 - b. Maximum amount of allowable loan \$10M
6. Loan Forgiveness
 - a. 100% of the Loan Amount will be forgiven **if** 2020 total staff = 2019 total staff.
 - b. If 2020 total staff less than 2019, 94.70% of the total Loan Amount will be forgiven & 5.3% of the total Loan Amount will be paid back over a 10-year period of time.
7. Other Details
 - a. Lenders will most likely be your current banker.
 - b. No loan payments under this program are due for 1 year.
 - c. No fees are included in the loan.
 - d. Good Faith Certification: You will need to certify the loan will be used for the following:
 - 1) Support ongoing operations
 - 2) Funds used to retain workers and maintain payroll or make mortgage, lease, and utility payments.

3) No collateral or personal guarantees will be required.

APPENDIX E-I
Diocese Approval

Chip,

The Standing Committee today granted blanket approval for parishes to apply for loans under the PPP process, subject to guidance from the Diocese regarding those loans. In other words, as Mary says, if you have particular questions about how to make sure the loans you request are indeed forgivable, I'm sure Mary can provide information as she applies on behalf of the Diocese itself. There is also helpful information released by the Diocese today available

here: <https://www.dioet.org/blog/financial-relief-for-congregations-during-the-covid-19-pandemic/>

In line with the action the Standing Committee took today, Christ Church is cleared to apply for a payroll protection loan. Please keep us in the loop regarding approval, terms, etc., so we can help as we all try to be good stewards of a resource available to us.

Peace to you and yours. -joe+

The Reverend Joe Woodfin

APPENDIX E-2

Regions Bank Application Instructions Page

Source: <https://apply.regions.com/cares/gettingstarted>, accessed 4.4.2020

Paycheck Protection Program Details

Paycheck Protection Program loans are to support Small Businesses with their expenses for 60 days with the primary goal to keep Americans employed in the pre-COVID 19 impact jobs as well as to help with their expenses during this time.

What are the details of the Paycheck Protection Program?

The Paycheck Protection Program, administered by the Small Business Administration (SBA) under its Section 7(a) lending program, provides assistance to businesses impacted by today's challenging economic environment.

Who is eligible?

Under the program, small businesses with generally less than 500 employees; self-employed; sole proprietors; independent contractors; and businesses in the accommodation and food services sector with fewer than 500 employees per location, are eligible for small business loans to cover payroll; health care costs; mortgage interest payments, rent and utility payments; and interest on pre-existing debt obligations incurred prior to February 15, 2020.

What you need to know to apply.

The amount of the loan cannot exceed the sum of 2.5 times the average monthly payroll cost during the year prior to the loan. Loans are available to eligible borrowers under the program through June 30, 2020, fees are waived, payments are deferred by at least six months (but not more than one year), and no collateral or personal guarantee will be required. To be eligible, a borrower must have been in operation prior to February 15, 2020, and have paid employee salaries and payroll taxes.

APPENDIX E-3
COVID-19 Payroll Relief Application Documentation
Accepted 4.6.2020

Thank you for Submitting Your Application

Application ID Number: 9354666

At Regions, we're glad to help your business navigate these times of economic uncertainty.

Now that you are finished, please make note of your application ID referenced on this page. You will need this unique number to upload any supporting documents for this loan request.

You can begin uploading documents by accessing the document upload portal through the following link:



Program Details

Business Name	Christ Church Chattanooga
Monthly Payroll Cost	\$4,884.00
Employee Count	5 Employees
Loan Amount	\$6,074.00

4.27.2020 Update. From Diocese Legal Issues Zoom

1. Increased forgivable loan amount to 2.5 times our \$9361 monthly expense (\$7636 payroll & \$1725 utilities) for **total forgivable loan of \$23,402**. Letter uploaded to Regions portal 4.27.2020.
2. The Diocese Legal Task Force Zoom meeting advised that as long as 75% of the total loan is payroll the loan should be forgiven. Our payroll percentage of the total \$23,402 is 81%. Should the loan, or any portion thereof, not be forgiven, the payback period is 2 yrs at a 1% APR.

6.18.2020 Update. Partial approval - \$10,900; deposited in bank 5.18.20.

APPENDIX F
Updated Bylaws

- Note: 1. **Yellow Highlight** represents Diocese Legal Task Force recommendations & **blue highlights** illustrate differences between our bylaws and the Diocese template.
2. **Do we want to reduce Vestry to 5 members?**

**BYLAWS
OF
CHRIST CHURCH EPISCOPAL**

ARTICLE I

Name

The official legal name of this corporation is Christ Church Parish, Inc., a 501(c)(3) corporation existing under the laws of the State of Tennessee, a/k/a Christ Church Chattanooga and Christ Church Episcopal. The corporation shall hereinafter be referred to in these Bylaws as the "Parish."

ARTICLE II

Offices

The principal place of business of the Parish shall be 663 Douglas St., Chattanooga, TN 37403, or such other place as shall be lawfully designated by the Board of Directors. The Parish may have offices at such other places as the Board of Directors may from time to time determine or the affairs of the Parish may from time to time require.

ARTICLE III

Purpose

The Parish is organized to be and serve as a Parish of the Diocese of East Tennessee (the "Diocese") as provided in the Constitution and Canons of the Diocese, and, therefore, the Parish is a constituent part of the Church and the Diocese in accordance with the Constitution and Canons of The Episcopal Church (the "Church") and the Diocese. The Parish acknowledges, accedes to, and adopts, and shall at all times adhere to the Constitution, Canons, doctrines, discipline, worship and usages of the Church and the Diocese. The affairs of the Parish shall be conducted by the Vestry and Rector according to the Constitution and Canons of the Church and the Diocese.

ARTICLE IV

Members and Meeting of the Members

Section 1. Members. The Parish will have members. Members of the Parish are adult communicants, as defined in the Canons of the Church, whose names are duly enrolled as such in the register of the Parish.

Section 2. Annual Meeting. The Parish shall hold an annual meeting within the times stated in Title IV of the Canons of the Diocese. At such meeting, the Rector and the treasurer or principal financial officer shall report to the congregation. The agenda of the meeting shall also include such other matters as may be appropriate to bring before the members. Notice of the time and place for the annual meeting and election of members of the Vestry shall be given at a public service of the congregation at least two weeks prior to the date of such meeting or meetings.

In the event holding an in-person Annual Meeting is unsafe or impracticable, the Vestry may, by unanimous consent, adopt a resolution authorizing the participation of members in the Annual Meeting by means of a conference telephone, video conference, or similar equipment that allows all persons participating to, at a minimum, hear each

other at the same time. Participation by such means shall constitute presence in person at the Annual Meeting. The resolution and the written consents thereto by the members of the Vestry shall be filed with the minutes of the proceedings of the Vestry or committee making or adopting such resolution.

Section 3. Other Meetings. Other Parish meetings may be called by the Rector or Wardens any time and shall be called by them upon the written request of a number of Confirmed Communicants in Good Standing of the Parish not less than twice the number of Vestry members of the Parish. Said meetings, including, but not limited to, Vestry meetings, may be held by means of a conference telephone, video conference, or similar equipment that allows all persons participating to, at a minimum, hear each other at the same time. Participation by such means shall constitute presence in person the meeting. Any minutes or recorded business of said meeting shall be recorded, as required, in accordance with these Bylaws and the Constitution and Canons of the Diocese of East Tennessee.

Recording of Meetings. The minutes of any meeting held in accordance with this section shall be recorded by the Clerk of the Vestry or other person designated by the Vestry or by the Rector and shall be maintained and filed in accordance with these Bylaws and with Constitution and The Canons of the Diocese of East Tennessee.

ARTICLE V

Board of Directors

Section 1. Qualification and Number of Directors. This Parish shall be governed by a Board of Directors, which shall consist of the Rector and Vestry of the Parish, as defined in the Constitution and Canons of the Diocese. All members of the Vestry shall have equal and full voting rights and responsibilities as members of the Board of Directors. The Vestry shall consist of nine (9) members. Members of the Vestry shall have the qualifications prescribed in Article X of the Constitution of the Diocese, i.e. be at least sixteen (16) years of age and a confirmed communicate of the Parish. Only one member of a household shall serve on the vestry at a time. Employees of the Parish may not serve on the vestry.

Section 2. Terms of Members of the Vestry. The members of the Vestry shall be divided into three (3) classes with one-third of the members of the Vestry to be elected each year to serve three-year terms. Members of the Vestry shall be elected in the manner provided in Section 3 of this Article V. The term of office for each class of Directors shall commence on **December 31** following their election to the Board of Directors and shall end on **November 30** of the third (3rd) year following said election.

Section 3. Manner of Election of Members of the Vestry. Election of the members of the Vestry shall be as provided in Title IV of the Canons of the Diocese. Qualified voters in such election shall be those members of the Parish who are Adult Confirmed Communicants in Good Standing in the Church registered in the Parish.

Section 4. Voting. Voting by proxy in Parish meetings shall not be allowed. Voting by absentee ballot shall be allowed only if the Parish adopts a written absentee voting procedure delineating the criteria for the use of an absentee ballot and provides reasonable notice of such procedure prior to each election.

Section 5. Absentee Voting. Absentee voting for Vestry elections will be permitted only under the following conditions:

- A. A request in writing, such as an email, for an absentee ballot for the member voting must be received in the church office on or before the first (1st) Sunday in November;
- B. The written request must specify the reason for casting an absentee ballot;
- C. The requesting person must be a qualified elector; and,
- D. Completed absentee ballots must be received by the Election Committee by the time polls are closed.

E. Absentee Voting in the Event of Isolation or Emergent Event: All votes of the qualified Electors may be taken via absentee ballot if the Vestry and Election Committee consent in writing, which may include email, to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Vestry and Election Committee shall be filed with the minutes of the proceedings of the Vestry or committee adopting such resolution. In such case, qualified Electors may participate in voting via written method as determined by the Vestry and Election Committee. Completed written ballots must be received by the Election Committee on or before the time polls are closed. The results of the Vestry election shall be shared with the Parish via written means as determined by the Election Committee.

Section 6. Limitation Upon Terms of Office. No member of the Vestry who has served a three-year term shall be eligible for reelection unless at least one year shall have expired between his or her terms, nor shall a member of the Vestry who has been elected to serve a full term on the Vestry and has subsequently resigned from that position be eligible for reelection until at least one year shall have expired from the date of resignation.

Section 7. Vacancy. Vacancies occurring in a Vestry during the term of office of its members shall be filled by vote of the remaining members of the Vestry; provided, however, that no one may fill a vacancy during the period of time in which such person would be ineligible for reelection as set forth in Section 5 above. Members elected to fill a vacancy shall hold office until the next annual election or until their successors are elected.

Section 8. Indemnification. With respect to claims or liabilities arising out of service as a Director of the Parish, the Parish shall indemnify and advance expenses to each present and future Director (and the Director's estate, heirs and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.

Section 9. Immunity. To the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended, each present and future Director (and the Director's estate, heirs, and personal representatives) shall be immune from suit arising from the conduct of the affairs of the Parish.

Section 10. Meetings of the Board of Directors.

A. Regular meetings. Regular meetings of the Board of Directors shall be held at least monthly. The Rector, and/or any one or more members of the Vestry and/or Board of Directors may participate in a meeting of the Board of Directors by means of a conference telephone, video conference, or similar equipment that allows all persons participating in the meeting to at minimum hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

B. Special meetings. The Rector or Senior Warden or, in the absence of both, the Junior Warden, may call a meeting of the Board of Directors; a meeting shall be called on the request of three members of the Vestry. The Rector, and/or any one or more members of the Vestry and/or Board of Directors may participate in a meeting of the Board of Directors by means of a conference telephone, video conference, or similar equipment that allows all persons participating in the meeting to at minimum hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

C. Action outside meetings. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or of the committee consent, in writing, to the adoption of a resolution authorizing the action. Writing shall include, but is not limited to, email communication. The resolution and the written consents thereto by the members of the Vestry or committee shall be filed with the minutes of the proceedings of the Vestry or committee making or adopting such resolution.

D. Quorum. A majority of the current membership of the Board shall constitute a quorum. The approving vote of a majority of Directors present shall be necessary to take action by the Board and action so taken shall be the action of the Board, except as otherwise specifically provided by the Charter or these Bylaws. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting from time to time without notice other than as announced at the meeting until a quorum is present.

Section 10. Powers and Duties.

A. General Powers. The Vestry shall exercise all powers vested in a Vestry by the usages of the Church.

B. Duties. The Vestry shall administer the temporal affairs of the Parish, shall elect and call the Rector, provide for the regular and well-ordered worship of Almighty God, and cooperate with the Rector in all efforts to develop the spiritual life of the Parish. The Vestry shall, at all times, keep the church in proper condition for its uses and likewise give proper care to all buildings and grounds belonging to the Parish.

Delegates to Convention. The Vestry shall elect delegates and alternates to the Convention of the Diocese, each of whom shall be Confirmed Communicants in Good Standing and at least sixteen years of age. The number of delegates and alternates shall be determined by the Constitution and Canons of the Diocese.

ARTICLE VI

Officers

Section 1. Officers. The Parish shall have the following officers: Senior Warden, Junior Warden, Secretary and Treasurer. The Rector shall serve as Chairman of the Board of Directors. The Vestry shall elect a Senior Warden and a Junior Warden out of its own body. The Vestry shall also elect a Secretary and Treasurer. The officers shall exercise the powers and duties assigned by the Constitution and Canons of the Church and the Diocese and vested in their respective offices by the customs and usages of the Church. Such officers, other than the Chairman, shall hold office for one (1) year or until their successors are elected.

Section 2. Indemnification. With respect to claims of liabilities arising out of service as an officer of the Parish, the Parish shall indemnify and advance expenses to each present and future officer (and the officer's estate, heirs and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.

ARTICLE VII

Committees

Section 1. Standing Committees. All members of standing committees shall be members of the Parish. The standing committees of the Parish shall be as follows:

A. Endowment Committee. The Endowment Committee shall consist of three (3) members who are not members of the vestry. **Members shall be elected by the vestry for three (3) year terms.** It shall be the duty of the Endowment Committee to **manage the Endowment Fund of the Parish in accordance with resolutions adopted by the vestry.**

B. Nominating Committee. The Nominating Committee shall consist of the members of the Vestry whose terms are expiring, **plus two at-large members appointed annually by the vestry.** This committee shall annually make nominations as required by these Bylaws with the names of such nominees to be included, if practicable, in the notice of the Annual meeting of the Members.

Section 2. Special Committees. Special committees may be authorized by the Board of Directors and appointed by the Chairman from time to time as occasion demands. Their activities shall be limited to the purposes for which they are authorized and shall have only such powers as are specifically conferred by action of the Board of Directors.

ARTICLE VIII

Funds of the Parish

Section 1. Disbursements. Disbursements from the income or the assets of the Parish for uses and purposes consistent with the objects and purposes of the Parish, as outlined in the Charter and these bylaws, shall be made upon the order of the Board of Directors.

Section 2. Contributions. Any contribution to the Parish through any means whatsoever shall not be complete until accepted by the Parish through action of the Board of Directors, and the Board shall have full authority to reject or

refuse to accept any contribution for any reason deemed adequate or sufficient to the Board, including but not limited to the specifications of a use of or restriction on the use of any contribution which conflicts with the purposes of the Parish, its tax exempt status, or its status as a religious, not for profit, or public benefit corporation. Section 3. Depositories. All funds of the Parish shall be deposited to its credit in such depository or depositories as the Board of Directors may designate. All checks or demands for money of the Parish shall be signed by such officer or officers or other person or persons as the Board of Directors may from time to time designate.

ARTICLE IX

Notices

Section 1. What Constitutes Notice. Whenever, under the provisions of state law, the Charter of the Parish or these Bylaws, notice is required to be given to any Director, it shall not be construed to mean personal notice, but such notice may be given in writing by mail by depositing the same in the U.S. mail properly sealed and stamped, addressed to such Director at the address as appears on the books of the Parish or according to the Secretary's latest reliable information, and such notice shall be deemed to be given at the time when the same shall be thus mailed.

Section 2. Waiver of Notice. Whenever, under the provisions of state law, the Charter of the Parish or these Bylaws, notice is required to be given, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed the equivalent thereto.

ARTICLE X

Miscellaneous

Section 1. Execution of Legal Documents. All legal documents such as notes, mortgages, contracts, bonds, etcetera, shall be signed by such of the officers of the Parish or by such other person as may be authorized by the Board of Directors. All transactions involving real property must comply with the Constitution and Canons of the Diocese, and in particular Title III thereof.

Section 2. Seal. The Parish shall have no seal.

Section 3. Fiscal Year. The Parish's fiscal year shall commence January 1 and end on December 31 of each year.

ARTICLE XI

Amendment of Bylaws

By a majority vote of the Directors then in office, the Board of Directors may amend these Bylaws at any regular or special meeting of the Board of Directors where a quorum is present, provided that such meeting is preceded by at least two (2) days' notice to each Director of the date, time and place of the meeting. Such notice shall also state that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain or be accompanied by a copy or summary of the proposed amendment or state the general nature thereof. The foregoing notwithstanding, these Bylaws may not be amended without the prior written approval of the Bishop of the Diocese.

ARTICLE XII

Adoption of Bylaws

These Bylaws were adopted by the Board of Directors on the ____ day of _____, 2020.

By: _____, Chip Caldwell, Senior Warden

APPROVAL OF THE BISHOP

I, the Rt. Rev. Brian Lee Cole, Bishop of the Diocese of East Tennessee, hereby approve the foregoing Bylaws of Christ Church Episcopal, this the ____ day of _____, 2020 .

_____ The Rt. Rev. Brian Lee Cole, Bishop and President
The Diocese of East Tennessee
Reviewed:
_____ Sarah Y. Sheppard, Chancellor

APPENDIX G
EXECUTIVE SESSION
Impact & Actions of Father Bodie Resignation on New Rector Search
[See separate document](#)

APPENDIX H
New eDirectory, eGiving System Demo

APPENDIX I
Finance Committee Charter
(in accordance with Bylaws, Article VII, Section 2)

In accordance with the Bylaws, Article VII, Section 2, the Vestry charters the Finance Committee with the following charter with the Rector selecting its members (also in accordance with the Bylaws):

The Finance Committee of Christ Church is chartered as of July 23, 2020 to remain active until some future Vestry action. The duties of the Finance Committee shall be as follows:

1. To review and report to the Vestry the financial condition of the church from time to time, but no less than quarterly. The report to the Vestry should include, but is not limited to, "Actual vs. Budget", "Statement of Financial Position Comparison" (Balance Sheet), "Statement of Cash Flows", and status of giving (Pledge & Non-Pledge).
2. To recommend and oversee financial policies and practices of the church, including, but not limited to, the "Accounting & Bookkeeping Policy".
3. To recommend to the Vestry an annual budget and monitor compliance.
4. To conduct an annual audit conforming to Diocese and regulatory authority specifications.
5. To prepare and submit to the Vestry various required reports, including, but not limited to, the Parochial Report to the Diocese.
6. To oversee the preparation and submission various tax reports and payments to taxing authorities (e.g. IRS Form 940 & 941 and property taxes on non-exempt assets).

Chip Caldwell, Senior Warden

July 28, 2020

APPENDIX V
Adult Christian Ed Calendar - Suspended

Goal: To offer a worldclass Adult Education experience that attracts Christ Church enthusiasts, as well as, attract the community in a collaborative effort with the Growth Committee to increase the number of “1st Time Visitors”. (Consider web broadcast & social media library.)

Sunday	Topic
4/19 - 5/3 (2 nd -4 th Sundays of Easter)	<p>“Martin Luther and the Continental Reformation”</p> <ul style="list-style-type: none"> • Carl Springer, PhD, UTC Suntrust Chair of Excellence in the Humanities, Modern & Classical Languages & Literature <p>About Dr. Springer - https://www.utc.edu/modern-classical-languages-literatures/profiles/faculty/int321.php</p>
5/10 - 5/31 (5 th Sunday of Easter – Day of Pentecost)	<p>“What it means to be an Episcopalian”</p> <ul style="list-style-type: none"> • Joel King
6/7 – 8/30	Summer Break
9/6 – 9/27	<p>“Christian Belief, Practice, & Thought in an Age of Redefined Identity”</p> <ul style="list-style-type: none"> • Oren Whightsel, PhD, Assoc Lecturer, UTC <p>About Dr. Whightsel https://www.utc.edu/english/profiles/lecturers/abc124.php</p>
10/4 – 10/25	<p>Social Issue TBD</p> <ul style="list-style-type: none"> • Phil Johnson
11/1 – 12/29 (All Saint’s Day – 4 th Sunday of Advent)	<p>“Church Music: History and Other Cool Things”</p> <ul style="list-style-type: none"> • Kenneth Miller, DMA, Asst Professor, Sewanee School of Theology <p>About Ken Miller - https://theology.sewanee.edu/faculty-staff/faculty/</p>
TBD	<p>Topic TBD</p> <ul style="list-style-type: none"> • Right Reverend Neil Alexander, PhD, Dean, Sewanee School of Theology, Professor of Theology & Liturgy, & the Charles Todd Quintard Professor of Theology (invited) <p>About Rev Alexander - https://theology.sewanee.edu/faculty-staff/faculty/</p>

APPENDIX W

“All We Can Be” Committee Mission Review Calendar - Suspended

Purpose: To conduct a periodic review of each Christ Church Committee (and other vital groups) in order to aid chairs to be “All We Can Be”.

Goals:

1. Aid chairs in achieving their committee goals.
2. Stimulate cross-mission collaborative initiative.
3. Document continuous improvement (metrics).
4. Increase number of Christ Church participants.
5. Assist Vestry in its vital role to provide support and remove barriers.

Process:

1. 3rd Thursday of the week prior to Vestry meeting the chair & Vestry liaison “on deck” presents an overview of their goals, improvements, “dreams”, barriers/obstacles, & other matters to the Vestry.
2. At following Vestry meeting, liaison leads a discussion regarding supports to improve.

Month/ Date	Committee
March, 3/11	<u>Growth</u> Nancy Poston Liaison: Chip Caldwell
April, _____	<u>Outreach</u> Audrey Workman Liaison: Ray Barney
August	<u>Liturgy & Worship</u> Father Bodie Liaison: Joel King (In parallel, Finance Comm updates approved vendor list.) <u>Music Committee</u> Karla Fowkes Liaison: James Hawkins
November	<u>Adult Ed</u> Father Bodie Liaison: Chip Caldwell <u>Childrens’ Ed</u> Betsy Bedwell Liaison: Laura Eichenberger
February 2021	<u>Parish Life</u> Danase Sizer Liaison: Ray Barney
May 2021	<u>Growth</u> Nancy Poston Liaison: Chip Caldwell

APPENDIX X
 Vestry of the Day (VOD) – DEFERRED DUE TO COVID-19

Each Sunday Following Vestry Meeting

Note: If you must cancel, please arrange a replacement.

Sunday	8:00 Hospitality	10:30 Hospitality
12/22/19	Ray Barney	Everyone
1/19	Rebecca Smith	Rebecca Smith
2/23	Ray Barney	Seth Sizer
3/22	Chip Caldwell	Laura Eichenberger
4/26	James Hawkins	Rachel Lamar
6/7	Ray Barney	Joel King
7/5	Chip Caldwell	Barbara Arthur
7/26	Ray Barney	Barbara Arthur
8/23	James Hawkins	James Hawkins
9/27	Chip Caldwell	Rebecca Smith
10/25	Ray Barney	Chip Caldwell
11/22	Ray Barney	Chip Caldwell
12/27	Ray Barney	Chip Caldwell

APPENDIX Y
Vestry Agenda Calendar

Agenda Item
<p><u>1. December 2019</u></p> <p>a. APPROVED – Charter Accounting & Bookkeeping Procedures Improvement Fin (IAW Bylaws Article VII, Section 2). Final report due – Feb meeting.</p>
<p><u>2. January 2020</u> Vestry Retreat, Debose Conference Center, Monteagle.</p> <p>a. Vestry Retreat – “Feed My Sheep” Strategic Planning Workshop</p> <p>b. Complete - 2020 Voluntary Commitment to the Diocese Form (\$20,525 in 2019)</p> <p>c. APPROVED - Charter 10-yr Building Risks & Improvements Task Force (VII,2). Final report due - July meeting.</p> <p>d. Discussed advisability of a “Green Church, Green Community” strategy</p>
<p><u>3. February 2020</u> – Vestry Retreat, Debose Conference Center, Monteagle.</p> <p>a. Vestry Retreat – “Feed My Sheep” Strategic Planning Workshop</p> <p>b. APPROVED – Accounting/Bookkeeping</p> <p>c. APPROVED - Charter Growth Committee (VII,2)</p> <p>d. APPROVED - Charter Music Committee (VII,2)</p> <p>e. APPROVED Accounting & Bookkeeping Procedures (VII,2) (IAW 12/19/19 Charter). Effectiveness review – May meeting</p>
<p><u>4. March 2020</u></p> <p>a. “All You Can Be” Committee Mission Review – Growth Committee (3/11/20)</p> <p>b. Adult Ed. New offerings: “Martin Luther & the Continental Reformation (Carl Springer, PhD, UTC SunTrust Chair of Excellence in the Humanities, Modern & Classical Languages & Literature); “What it means to be an Episcopalian” (Joel King); “Christian Belief, Practice, & Thought in an Age of Redefined Gender” (Oren Whightsel, PhD)</p> <p>c. APPROVED 2020 Parochial Report</p>
<p><u>5. April 2020</u></p> <p>a. “All You Can Be” Committee Mission Review – Outreach Committee – DEFERRED – COVID-19</p> <p>b. New Rector Search Update (Michael Thompson, Chair)</p> <p>c.</p>
<p><u>6. May 2020</u></p> <p>a. New Rector Search Update (Michael Thompson, Chair)</p> <p>b. Review effectiveness of new Accounting & Bookkeeping Processes (per Feb meeting)</p>
<p><u>7. June 2020</u></p> <p>a. 6.18.20 Meeting – Executive Session</p> <p>b. 6.26.20 Meeting with Canon Bolt – Executive Session</p>
<p><u>8. July 2020</u></p> <p>a. Charter Stewardship Committee duties & Appoint Chair</p>

b. Develop Stewardship Campaign & Pledge Card system in light of COVID-19
9. <u>August 2020</u> a. “All You Can Be” Committee Mission Review – Liturgy, Worship, & Music Committees b.
10. <u>September 2020</u> a. TBD
11. <u>October 2020</u> <u>a.</u> 2021 Budget Prep – 1 st Review (Liaisons meet with Chairs) <u>b.</u> Appoint Nominating Committee (IAW Bylaws, Article VII, Section 2 b)
12. <u>November 2020</u> <u>a.</u> “All You Can Be” Committee Mission Review – Adult Ed & Children’s Ed. (In parallel Finance Committee conducts Approved Vendor List in prep for their Nov review.) <u>b.</u> 2021 Budget Prep – 2 nd Review <u>c.</u> Annual Meeting Agenda Review & Prep
13. <u>December 2020</u> <u>a.</u> 2021 Budget Prep – APPROVE <u>b.</u> Annual Meeting <u>c.</u> New Vestry Member Orientation <u>d.</u> Appoint 2021 Diocese Convention delegates <u>e.</u> January 2021 Vestry Retreat Planning
14. <u>January 2021</u> – Vestry Retreat (subject to new SW approval) <u>a.</u> Committee Chair Mission & 2021 Plans Overview – 2 nd Thurs – prior to Vestry Retreat
15. <u>To Be Scheduled</u> a. “Green Church, Green Community” – To be or Not to Be? b. Bishop Cole annual visit planning c. Joint Canterbury Board-CC Vestry information meeting (Troy Eichenberger & Rev. Lou Parsons)? (Last held July 2019) d. Reduce Vestry size to 7 or 5? (Good idea/ Bad idea) (See Aug 2019 Vestry Minutes.) e. “All You Can Be” Committee Mission Review – Parish Life – Feb 2021 f. “All You Can Be” Committee Mission Review – Growth – May 2021

APPENDIX Z
Meeting Evaluation

Vestry Meeting Guidelines 90-Minute Time-Saving Format	Rating (1-5)	Suggestions
1. Never assume underlying motives; ask.		
2. Follow 7-Step Voting process, including all agenda items submitted one week in advance		
3. Prepare for the meeting in advance; read all Consent Agenda items in advance		
4. Avoid non-agenda item discussion. Stick to the agenda topics. Replace "I would like to bring up a topic" with one-week in advance preparation with the Senior Warden.		
5. Time limits of agenda items maintained. If allotted time expires, a MOTION to defer to next meeting is approved.		
6. Other		

What did you like about this month's meeting?

What improvements do you recommend?

APPENDIX Z - I
Detail Financial Statement
YTD June 30, 2020