**Region [A] Council Bylaws**

**Article I – Structure**

The Region [A] Council is an unincorporated association formed by and operated for the benefit of The Episcopal Diocese of Virginia and The Episcopal Church, shall operate in conformity with the doctrine, discipline and worship of The Episcopal Church in The Diocese of Virginia.

1. The churches and missions in Region [A] are determined by the Standing Committee of The Diocese. (Canon 8.1)
2. The Bishop, with the advice and consent of the Standing Committee, shall appoint a priest as Dean of the region. (Canon 6.2)
3. The members of the Council of Region [A] are determined by Canon 8.4(a). The Region’s representative to the Executive Board shall be an *ex officio* member of the Regional Council, with seat, voice and vote. *[possible other ex officio members? how elected/appointed? Seat, voice and vote?]*
4. Churches and missions shall elect their delegates to the Region [A] Council and the churches or missions shall notify the Secretary of the Region [A] Council of the delegates’ election not less than sixty (60) days prior to the Annual Convention of The Diocese. Churches or missions may also elect and designate alternate delegates to serve in the absence of their delegates.
5. Delegates shall serve a term of office commencing at the conclusion of the Annual Diocesan Convention after their election and shall serve until the conclusion of the next regular Annual Diocesan Convention, or until their successor is elected.
6. Qualifications for election to the Region [A] Council are stated in Canon 8.4(a).

**Article II – Responsibilities**

The responsibilities of the Region and the Region [A] Council are stated in

Canon 8.5(a).

**Article III – Meetings**

1. [*Regular meetings of the Region [A] Council shall be held at such times and locations as may be determined by the Regional Council, provided that there shall be not less than [4?] regular meetings each year* ***or*** *The Region [A] Council shall meet monthly at [6 P.M., local time on the 4th Friday of each month]*.] Notice of the regular meeting schedule shall be given annually to all members of the Region [A] Council not less than thirty (30) days prior to the first meeting of each year.
2. Special meetings of the Regional Council may be called by the Dean, the President, the Vice President or the majority of the delegates from any [3?] churches or missions in the Region. All members of the Regional Council shall be given not less than fourteen (14) days’ notice of the date, time and location of a special meeting.
3. *[??? majority of members? fixed number?]* shall constitute a quorum at any meeting to transact business.

**Article IV – Officers**

1. The Region [A] Council shall elect a President, a Vice President, a Secretary and a Treasurer. The Region [A] Council may also elect assistant secretaries and treasurers and such other officers as may be deemed appropriate. The President and the Vice President shall be lay members of the Region [A] Council. All officers who are lay persons shall be persons eligible for election to the vestry of a church in Region [A].
2. The President and Vice President shall serve regular terms of three (3) years each. The President and Vice President shall not serve more than [one (1) / two (2) full terms] in their office. The other officers shall serve terms of one (1) year each. Terms shall commence and end at the adjournment of each Annual Diocesan Convention. In each case, the officers shall continue to serve until their successor is elected.
3. The President shall preside at meetings of the Region [A] Council; shall appoint members of committees in consultation with the Dean; shall represent the Region at Diocesan meetings; and shall perform such other duties as he may be directed to perform by the Region [A] Council.
4. The Vice President shall preside at meetings of the Region [A] Council in the absence of, or at the request of, the President and shall perform such other duties as may be determined by the President, in consultation with the Executive Committee, or as he or she may be directed to perform by the Region [A] Council or the Executive Committee.
5. The Secretary shall prepare minutes of meetings of the Region [A] Council and the Executive Committee; shall maintain the records of the Region [A] Council; and shall perform such other duties as may be directed by the President, the Vice President, the Executive Committee or the Region [A] Council.
6. The Treasurer shall have general charge of the financial affairs of the Region [A] Council; shall have authority to deposit funds to the account(s) of the Region [A] Council; shall have authority to disburse funds from the accounts of the Region [A] Council as directed by the Region [A] Council or the Executive Committee; shall prepare and present a financial report for each meeting of the Region [A] Council; and shall prepare such provide such other financial reports as may be requested by the President, the Region [A] Council or the Executive Committee.
7. The duties of any other officers shall be determined by the Region [A] Council by resolution at the time of establishment of such other offices.

**Article V – Elections**

1. Regular elections shall take place at a meeting of the Region [A] Council not less than ninety (90) days prior to the commencement of each regular Annual Diocesan Convention (the “Election Meeting”).
2. Not less than sixty (60) days prior to the Election Meeting, the [*President / President in consultation with the Dean / Executive Committee?]* shall appoint a Nominating Committee of not less than three (3) persons, including at least one lay person and one member of the clergy, to nominate persons for election at the Election Meeting.
3. The Nominating Committee shall nominate not less than [*one person] / [two persons*] for election to each office for which the term of office expires at the adjournment of the regular Annual Diocesan Convention and shall also, in appropriate years, nominate not less than one person for election as the Region [A] member and one person for election as the Region [A] alternate member of the Executive Board in accordance with Canon 7. The Nominating Committee shall determine that (a) all nominees are qualified to serve in the position he or she is being nominated for and (b) that the nominee is willing to serve in said position if he or she is elected. [*Nominations from the floor?]*
4. All elections shall require a plurality vote to elect the nominee [**or** *require a simple majority?*]. Elections for each office and position (including the Executive Board member and alternate) shall be held sequentially and separately.
5. The Region [A] Council may replace vacancies in officer positions and in the Region’s Executive Board member or alternate.

**Article VI – Committees**

1. There shall be an Executive Committee composed of the Dean, the President, the Vice President, the Secretary, the Treasurer and the Region [A] Executive Board member.
2. There shall be a Finance Committee composed of not less than (3) members of the Region [A] Council, appointed by the President, in consultation with the Dean. The Finance Committee shall provide assistance in financial matters to the Region [A] Council and its Executive Committee and officers.
3. The Region [A] Council may establish such other committees as it may deem appropriate, designating the charge of the committee and the term of its existence. Unless the composition of the other committee is defined in the resolution establishing the committee, the President shall appoint the members of such other committees, including a chair person. Each committee shall include a majority of persons who are members of the Region [A] Council.

**Article VII – Finance**

1. The Treasurer, in consultation with the Executive Committee, shall prepare an annual budget for approval by the Region [A] Council prior to each year.
2. The Treasurer shall be responsible for compliance with the requirements of Canon 13 and General Convention Canon I.7 on Business Methods in Church Affairs
3. The Executive Committee shall annually designate an Audit Committee [**or** *engage an independent Certified Public Accountant*] to audit the financial books and records of the Region [A] Council. The audit report shall be presented to the Region [A] Council prior to its submission to the Treasurer of The Diocese on or before August 1 of each year.

**Article VIII – Amendments**

These bylaws may be amended by a two-thirds vote of the members of the Region [A] Council at a meeting with a quorum present, provided that notice of the proposed amendment(s) has been given to each member not less than fourteen (14) days prior to the meeting.

These bylaws are effective upon their adoption at a meeting of the Region [A] Council on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.