

CALVARY EPISCOPAL CHURCH
By-Laws
Revisited and Revised 08/20/2017

ARTICLE I – Meetings of the Parish

- a) **Annual Meetings** – The annual meeting of the members of the Parish shall be held during the month of January of each year at an hour and upon a date chosen by the Vestry. All members of the Parish shall be notified at least twenty (20) days in advance of the date and hour of the annual meeting, and notice shall be given in the Parish publication.
- b) **Voting Member** – A voting member of the Parish is one who is at least sixteen (16) years of age who at time of voting shall have contributed by subscription or otherwise to the support of the Congregation, and who shall be entitled to enrollment on the list of members in good standing in the Congregation.
- c) **Special Meetings** – A special meeting of the members of the Parish may be called by the Vestry, by the Rector, or by any fifty (50) members of the Parish or one-third of the members in good standing as defined in the last annual report, whichever is less. Calls for a special meeting shall specify the time, place and object or objects thereof, and no business other than that specified in the call therefore shall be considered at any such meeting. All members of the Parish shall be notified at least ten (10) days in advance of the date and hour of a special meeting, and notice shall be given in the Parish publication.
- d) **Place of Meetings** – All meetings of the members of the Parish shall be held at the Church.
- e) **Quorum** – Twenty-five (25) voting members or one-third of the members as defined in the last annual report, whichever is less, shall constitute a quorum at a meeting of the members of the Parish, but if that number is not present, a lesser number shall be competent to adjourn the meeting to a later date not exceeding fourteen (14) days from the original date of the meeting. If a quorum is not then present, further adjournments may be made from week to week until a quorum can be obtained.
- f) **Proxies** – Voting by proxy shall not be allowed at any meetings of the Parish.
- g) **Presiding Officer** – The Rector of the Parish, if present, shall preside at Congregation meetings, except that he or she may choose to designate a Layperson to preside, or may request the Vestry to elect a Layperson to preside. In the absence of the Rector, the order of priority for the presiding officers shall be first, the Senior Warden; second, the Junior Warden; third, the Secretary of the Vestry. If none of the foregoing officers are

present, the members in attendance at the meeting shall elect one of their number to preside.

- h) **Recorder** – The first order of business for any Parish meeting shall be the appointment of a Recorder by the presiding officer. It shall be the duty of the Recorder to record the minutes of the meeting and to make them available not later than thirty (30) days after the meeting to any member requesting them.

ARTICLE II – The Vestry

- a) **Membership** – The Vestry shall consist of eleven (11) members, of whom one shall be Senior Warden, one Junior Warden, except that the Vestry shall consist of twelve (12) members if the Treasurer elected by the Vestry is not one of the eleven (11) members of the Vestry elected by the members of the Parish. If the Treasurer elected by the Vestry is not one of the eleven (11) members of the Vestry, then the Treasurer shall not have the power to vote as a member of the Vestry.
- b) **Election** – The members of the Vestry shall be elected at the annual meeting of the Parish. The Senior Warden and Junior Warden shall be first elected, in succession, on separate ballots, and the remaining members of the Vestry shall be elected subsequently on a separate ballot. Each member of the Vestry, except the Wardens, shall serve a term of three (3) years. At each annual meeting, three (3) members of the Vestry, in addition to the Wardens, shall be elected to fill the vacancies expiring that year.

The Wardens shall serve for a term of only one (1) year. No Warden shall serve more than three (3) successive terms in each office. No member of the Vestry may serve more than six (6) successive years on the Vestry. However, years served as Wardens or Treasurer shall not be counted for the purpose of the six (6) year limitation.

- c) **Procedure for Election** – The Vestry shall annually appoint a Nominating Committee, not less than sixty (60) days prior to the Annual Parish Meeting, which shall include the three (3) retiring members of the Vestry and also the Rector as a non-voting member. There shall be at least six (6) members of the Nominating Committee. The Nominating Committee shall prepare a slate of nominees for the Vestry offices and Diocesan Convention delegates.

At least one (1) week before the election, at the Annual Meeting, the list of nominees shall be published in the Parish publication. Opportunity shall be given for additional nominations from the floor during the Annual Meeting, but the consent of all people put in nomination must be secured in advance.

The candidates receiving the most votes shall win, unless by a two-thirds vote, the Annual Parish Meeting rules otherwise.

- d) **Vacancies** – Any vacancy occurring in the Vestry shall be filled for the remainder of the term by the vote of the majority of the remaining members of the Vestry. A vacancy occurring in the office of Senior Warden or Junior Warden may be filled only from members of the Vestry.
- e) **Eligibility** – To be eligible as a member of the Vestry one must be a voting member of the Parish, and to be eligible as a Warden, one must be a voting member of the Parish at least twenty-one (21) years of age and a confirmed Episcopalian.

ARTICLE III – Duties of the Vestry

- a) **Property** – The Vestry, as the Board of Trustees of the incorporated Parish, shall take charge of the property of the Parish and its funds, and shall regulate all its temporal concerns. The Vestry may not convey title, mortgage, or encumber the real property of the Parish or divert any of its endowments, or in any way alienate any property of the Parish from the use of the Protestant Episcopal Church in the United States of America, without the previous consent of the Bishop and Standing Committee.
- b) **The Rector** – The Vestry shall elect and call a Rector in accordance with the canons and provide for the Rector's maintenance.
- c) **General** – The Vestry shall provide for paying all lawful assessments on the Parish, and, in general, shall act as helpers to the Rector in whatever is appropriate to Lay Persons for the furtherance of the Gospel. It is understood always that the spiritual concerns of the Church are under the exclusive direction of the Rector, in subordination to the Ecclesiastical Authority and Laws of the Diocese.

ARTICLE IV – Meetings of the Vestry

- a) **Regular Meetings** – Unless the Vestry determines otherwise, meetings will be held monthly. The vestry may, from time to time, decide to conduct regular meetings on a more frequent basis.
- b) **Special Meetings** – Special Meetings of the Vestry may be called by the Rector or, in the absence of the Rector, by the Senior Warden, and in the absence of both, by the Junior Warden; and also at the request of two members of the Vestry.
- c) **Organizational Meeting** – The first meeting of the Vestry following the Annual Meeting of the Parish shall be the organizational meeting of the Vestry. At this meeting, the Vestry shall elect Officers of the Vestry as Board of Trustees as described below in Article V.

- d) **Place of Meetings** – Meetings of the Vestry shall be held at such place as designated by the Vestry or parties calling the meeting.
- e) **Quorum** – A majority of the Vestry members in office shall be a quorum at all meetings of the Vestry.

ARTICLE V – Duties of Vestry Members

- a) **President** – The Vestry, being also the Board of Trustees of the incorporated Parish under the statutory laws of the State of Ohio, shall elect annually a President of the Board of Trustees to be known by that name. It shall be the duty of the President to preside when necessary under the laws of the State of Ohio and to take any action as may be required by the laws of the State of Ohio. Unless the Vestry elects otherwise, the Senior Warden shall be President. Notwithstanding the foregoing, the Canons of the diocese of Southern Ohio shall govern and control the duties of all Vestry members, including the President, and if there be a conflict between the Canons and the laws of the State of Ohio, the Canons shall govern.
- b) **Secretary** – The Vestry shall also elect annually from its members a Secretary, whose duty shall be to take and record the minutes of its proceedings, attest public acts of the Vestry being also the Board of Trustees, preserve all records and papers belonging to the incorporated Parish, not otherwise provided for, perform such other duties as shall be legally assigned to the Secretary, and faithfully deliver to the succeeding Secretary all books and documents in his or her possession belonging to the incorporated Parish. The Vestry may appoint a Recorder who need not be a member of the Vestry to assist the Secretary.
- c) **Treasurer** – The Vestry, being also the Board of Trustees, shall elect annually a Treasurer of the incorporate Parish, whose duty shall be to receive, disburse, and account for the funds of the Parish. If the Treasurer is not elected from the members of the Vestry, the Treasurer shall be without the right to vote.
- d) **Bonds** – Both the Treasurer, and the Secretary, if necessary, and such other officers who have the responsibility for handling, or custody of funds shall furnish a suitable bond to the Parish with Surety satisfactory to the Vestry. Expenses are to be paid from Parish funds.

ARTICLE VI – Lack of a Vestry

- a) **Replacement by Members of the Parish** – If the Vestry should become extinct or incapacitated for action, by the death or resignation of its members, the Bishop may call a special meeting of the incorporated Parish (giving due notice thereof) to elect a Vestry, being also a Board of Trustees, to serve until the annual Parish meeting in January next following.

- b) **Without Parish Action** – If the members of the incorporated Parish shall refuse or neglect to assemble and elect as herein provided, the Bishop, with the advice and consent of the Standing Committee, may appoint three Trustees to take charge of the property and endowment funds of the incorporated Parish, and to exercise the rights and functions of the Vestry, being also a Board of Trustees, until the incorporated Parish shall elect the same.

ARTICLE VII – Amendments

- a) These By-Laws may be adopted, amended, or repealed by the affirmative vote of two-thirds of those present at any annual meeting or any special meeting called for the purpose of amending, adopting or repealing these By-Laws. Any proposed amendment to these By-Laws, including adoption or repeal, must be filed in advance with the Vestry and published to the Parish at least thirty (30) days prior to the date fixed for the meeting at which the amendments shall be considered.