

Code of Regulations Of the Parish of St. Paul's Episcopal Church, Maumee, Ohio

ARTICLE I: TITLE & MISSION

The Corporation is and acknowledges itself to be a Parish of the Protestant Episcopal Church in the United States of America in the Diocese of Ohio and bound by the Constitution and Canons of said Church and the Constitution and Canons of said Diocese. These by-laws are supplementary to the regulations of the above mentioned Constitutions and Canons and nothing in them shall be construed to be at variance with the national and diocesan Constitutions and Canons.

- A. The name of this Corporation shall be St. Paul's Episcopal Church.
- B. The Mission Statement of St. Paul's Episcopal Church shall be: "A loving family united in the ministry of service through Jesus Christ."

ARTICLE II: THE VESTRY

- A. The Board of Trustees of The Parish of St. Paul's Maumee, shall be known as the Vestry.
- B. The Vestry of St. Paul's shall consist of twelve (12) members who shall be divided into three (3) classes of four (4) members each, one class of which shall be elected at each Annual Meeting of the members of the Parish.
- C. The Term of each member of each such class shall be three (3) years. The Vestry may also consist of one additional member known as the Youth Representative. The youth member, if there be one, shall be nominated by the youth group and confirmed by the Vestry. The term of the youth seat shall be one year. The youth member shall have voice and vote.
- D. A parishioner must be a Communicant in Good Standing as defined in ARTICLE V to qualify for Vestry membership.
- E. To retain Vestry membership for a full term, a member must be in attendance at a minimum of sixty-seven (67) percent of the regularly scheduled full Vestry meetings. A member failing to meet this attendance standard shall be subject to removal from the Vestry by a two-thirds (2/3) vote of the remaining Vestry members. The Vestry may, however, elect to void such removal by excusing up to two of the absences for extenuating circumstances.
- F. No member of the Vestry who has served two consecutive full three-year terms will be eligible for re-election until one year after the completion of such terms. In no event may a member of the Vestry serve more than six consecutive years.
- G. When a vacancy of either a Vestry person or an officer occurs prior to the expiration of that term of office, such vacancy shall be filled by a majority vote of the remaining Vestry persons at a Vestry meeting that has been announced as one dealing with the filling of such vacancy.
- H. There shall be a minimum of seven (7) members present at any Vestry meeting to constitute a quorum for the purpose of transacting official parish business.
- I. Under normal circumstances, the Rector shall preside at meetings of the Vestry. In the absence of the Rector (or Assistant, if applicable) the descending order of presiding officials will be the Senior Warden, the Junior Warden, the Treasurer, and the Clerk. The Rector may only vote to break a tie.
- J. It shall be the duty of the Vestry to take charge of the property of the church and to regulate all its temporal concerns, as outlined in the Canons of the Church. The Vestry shall have the power and the duty:
 - (a) to elect annually at the first Vestry meeting following the Annual Meeting from their own number a Senior Warden, a Junior Warden, and a Clerk;

- (b) A Treasurer shall also be elected annually, but is not required to be a member of the Vestry;
- (c) to receive all income and all current contributions and to disburse such funds for the operation and development of the Parish and its programs, including the Missionary Program of the Diocese and of the General church, charities, contributions and other purposes;
- (d) to fix the salaries of all clergy and authorize budget expenses for other employees in service with the Parish.

ARTICLE III: THE NOMINATING PROCESS

- A. A Nominating Committee shall recommend to Vestry candidates from the adult (age 16 years of age or older) Communicants in Good Standing of the Parish the candidates to stand for election to Vestry at the Annual Meeting of the Parish Vestry.
- B. The Nominating Committee shall consist of six adult (age 16 years of age or older) Communicants in Good Standing, five (5) of which shall be appointed by the Rector in consultation with the wardens and confirmed by the vestry to serve for a five (5) year term and the sixth (6th) shall be the Junior Warden who shall serve as Chairman of the Nominating Committee for as long as he or she holds the office of Junior Warden.
- C. The initial Nominating Committee shall be appointed by the Rector in consultation with the wardens and confirmed by the Vestry in 2007 at the meeting at which it elects the Junior Warden or at an ensuing meeting as soon thereafter as practical and shall consist of one (1) member appointed for a one (1) year term, one (1) member appointed for a two (2) year term, one (1) member appointed for a three (3) year term, one (1) member appointed for a four (4) year term, and one (1) member appointed for a five (5) year term. Thereafter, each year at the meeting at which it elects the Junior Warden or at an ensuing meeting as soon thereafter as practical, the Vestry shall appoint one (1) member of the Nominating Committee to serve for a five (5) year term.
- D. Communicants in Good Standing in the Parish may propose persons for consideration as prospective candidates for Vestry to any member of the current Vestry or any member of the Nominating Committee at any appropriate time and such names shall be forwarded by the recipient to the Chair of the Nominating Committee, provided that the Nominating Committee is not obligated to act in any way with respect to such proposed candidates.
- E. The Nominating Committee shall present its report to the Vestry with a list of proposed candidates from among the adult (age 16 years of age or older) Communicants in Good Standing for election to the Vestry.
- F. The Vestry shall review the list of proposed candidates presented by the Nominating Committee, may approve or reject the recommendations, may alter the proposed list of candidates in any way, may accept or reject any of the candidates proposed, may add additional or other candidates, and may reduce the number of candidates to be presented to the Annual Meeting of the Parish.
- G. Following its review and determination with respect to the candidates it proposes, Vestry shall direct that a copy of the list of candidates approved by Vestry, with the candidates listed in alphabetical order and containing a brief biographical sketch of each, be mailed in or with the Parish News Letter or otherwise in a general mailing to the persons on the Parish mailing list at least two (2) weeks prior to the next Annual Meeting. This notification shall also advise the parishioners that these candidates will be placed in nomination at the Annual Meeting and that additional nominations from the floor may be made as outlined in the following section.
- H. At the Annual Meeting, the names of candidates shall be placed in nomination and additional nominations shall be entertained from the floor. The person making a nomination from the floor is responsible for insuring that the nominee is willing to serve and is a Communicant in Good Standing.
- I. The Vestry shall cause to be prepared and distributed to all eligible voting members of the Parish present at the Annual Meeting a ballot containing the names of said candidates, in alphabetical order, with additional spaces for the insertions of the names of any person nominated at the meeting. The number of candidates equal to the number of positions to be filled receiving the highest number of votes shall be elected.

ARTICLE IV: OFFICERS

- A. The officers of the Parish of St. Paul's Maumee shall be known as Senior Warden, Junior Warden, Treasurer and Clerk.
- B. The duties of said officers shall be:
 - 1. Senior and Junior Wardens: It shall be the duty of the Wardens to support and assist the Rector and to carry out specific duties which the Rector and Vestry may assign to them. In the absence of the Rector, the Senior Warden shall preside at Vestry meetings, and in the absence of both the Rector and Senior Warden, the Junior Warden shall preside.
 - 2. Clerk: It shall be the duty of the Clerk to take and record the minutes of the proceedings of the Vestry, attest its public acts, preserve all records and papers belonging to the Parish, not otherwise provided for, perform such other duties as shall be legally assigned and faithfully deliver to the successor Clerk all books and documents in the Clerk's possession belonging to the Parish.
 - 3. Treasurer: It shall be the duty of the Treasurer to receive, disburse and account for all funds and money collected for any and all church purpose. Books of account shall be so kept as to make accounts and securities available for satisfactory accounting at any reasonable time. All accounts shall be audited annually, and by a certified or independent public accountant at least every three years. A Certificate of Audit shall be forwarded to the Bishop in accordance with Diocesan reporting requirements. Treasurers and custodians of church funds shall be adequately bonded, except treasurers of funds that do not exceed \$500 at any time during the fiscal year. All buildings and their contents shall be adequately insured.

ARTICLE V: MEMBERS, COMMUNICANTS, COMMUNICANTS IN GOOD STANDING

- A. All persons who have received the Sacrament of Holy Baptism in the Episcopal or another Christian Church, and can demonstrate baptisms have been duly recorded by the Parish of St. Paul's Maumee, shall be considered as members.
- B. All persons who have received Holy Communion in this Parish at least three times during the preceding year are to be considered Communicants of this Parish.
- C. All Communicants of this Parish who for the previous year have been faithful in corporate worship, unless for good cause prevented, and have been givers of record are to be considered Communicants in Good Standing.
- D. As defined by the Canons of The Episcopal Church and the Canons of The Diocese of Ohio All Communicants in Good Standing who are 16 years of age and older shall be eligible to vote and shall also be eligible for Vestry membership.
- E. New members shall be admitted to the Parish in accordance with the National Canons of the Episcopal Church (1991) and the Constitution and Canons of The Diocese of Ohio (1993).

ARTICLE VI: ANNUAL MEETING

- A. The Parish of St. Paul's Maumee, shall convene an Annual Meeting each February, usually on the second Sunday, in order to transact various business matters that require the action of the Parish membership. Such meeting shall be announced to the membership at least two weeks in advance with notification being given as to any specific matters that will be acted upon by the membership.

- B. Matters to be brought before the membership for information and action shall include, but not be limited to, election of the new Vestry class, adoption of the new year's budget, approval of the prior year's minutes, Treasurer's report, a State of the Parish Report, ratification of certain actions taken by the Vestry such as amendments to the Code of Regulations, and any other matters as appropriate.
- C. The Annual Meeting must have present at least fifty (50) Communicants in Good Standing which shall constitute a quorum or the enactment of business matters. Any matters requiring a vote of membership shall require only a simple majority for passage.

ARTICLE VII: COMMITTEES

- A. The Vestry may appoint, revise and terminate such committees as it deems necessary and proper to carry out any of the responsibilities placed upon it by this Code of Regulations, the Canons of The Diocese of Ohio or the Canons of The Episcopal Church and may delegate any authority it may have thereto. Such action shall be taken by resolution which shall clearly delineate the extent of the authority and responsibility of any such committee.
- B. The Rector and Wardens may appoint additional committees as required from time to time to accomplish certain tasks. Specific assignments and responsibilities shall be delineated by the Rector and Wardens when making such appointments. It shall also be within their authority to terminate any committee when appropriate.
- C. The Chairperson of each such committee shall be designated by the Rector and Wardens and shall be removable by them. Committees may have such other officers and such sub-organizations from among their membership as they deem necessary to carry out their assignments.
- D. All members of the Parish shall be eligible for committee appointment.
- E. There shall be an Executive Committee of the Vestry, composed of the Rector, the Senior and Junior Warden and Treasurer. The Executive Committee will meet monthly prior to the regular Vestry meeting to set the Vestry agenda and review any current budget or other matters that are scheduled for discussion to insure that all committee members are fully informed. This committee shall also be empowered to take actions on behalf of the Vestry when the Vestry is not scheduled to meet (such as summer months when the Vestry is off) or when a matter requires action of such immediacy that it cannot await the regularly scheduled meeting of the Vestry and the Vestry cannot be called together in a timely manner. Any such actions taken by the Executive Committee on behalf of the Vestry shall be reported to the Vestry at its next regularly scheduled meeting. The Executive Committee shall have no authority that exceeds that of the Vestry.

ARTICLE VIII: VACANCY IN THE RECTORATE

- A. In the event of a vacancy in the office of Rector of St. Paul's Episcopal Church, the Vestry shall appoint a search committee and designate the chair persons for the purpose of nominating candidates for the position of Rector. The Vestry will have sole responsibility of issuing the call to the new rector.

ARTICLE IX: RATIFICATION

- A. This Code of Regulations shall be ratified by a majority vote of Vestry and a majority vote at the Annual Meeting.

ARTICLE X: AMENDMENTS

- A. These regulations may be amended, supplemented or repealed by a majority vote of the Communicants in Good Standing present at an Annual Meeting or a specifically called meeting of the entire parish for such purpose, provided all Parish members are given at least two weeks notice of such proposed action, such notice to include a summary of the proposed amendment, supplement or repealer and a statement that one of the purposes of the meeting will be to consider and act upon such proposal.

These By-laws amended and approved at Annual Parish Meeting on February 7, 2010.

APPROVALS:

Bill Heywood

Bill Heywood
Senior Warden

Kathy Mouch

Kathy Mouch
Clerk of Vestry