

Code of Regulations of the Parish of St. Christopher by-the-River  
Gates Mills, Ohio

Adopted January 8, 2017

**Article I**

Governance, Canons and Membership

Section 1. “Canons” shall hereinafter mean, collectively, the Constitution and Canons of the Episcopal Church of the United States of America and of the Diocese of Ohio, as they may be amended from time to time. This Parish and all the Officers and Members thereof shall be subject at all times to the Canons and shall be otherwise governed by these Regulations as set forth below, as the same may be amended from time to time.

Section 2. A Member in the Parish shall be defined as provided in the Canons, being any person who has received the Sacrament of Holy Baptism and whose name has been duly recorded in the Parish records. Qualified Electors, who are entitled to vote at the Annual Meeting or at a Special Meeting of the Parish, shall be Members who are Communicants-In-Good-Standing: being not under sixteen years of age and having been faithful in corporate worship, having received Holy Communion at least three times during the preceding year, and having been faithful in working, praying and giving for the spread of the Kingdom of God. A register of Members and Qualified Electors shall be kept in the Church Office and shall be available to anyone during regular business hours.

**Article II**

Parish Meetings

Section 1. The Annual Meeting of the Parish, as provided for by Title II, Canon 1, Diocese of Ohio, shall be held each year on a date designated by the Rector or Priest-in-Charge, in consultation with the Vestry, in advance of such meeting to allow for the nomination of candidates for the Vestry as set forth in Article III. Special Meetings of the Parish may be held at any time upon call of the Rector or Priest-in-Charge, or of the Vestry, or at the written request of any ten Members of the Parish who are Qualified Electors thereof, with notice issued as set forth in Section 2 of this Article II.

Section 2. Not less than one nor more than three weeks prior to an Annual or Special Parish Meeting, the Rector or Priest-in-Charge shall cause written notice of such Meeting to be mailed and transmitted electronically to all Members of the Parish and cause a like notice to be posted upon the church bulletin board and published in the Parish bulletin, Parish newsletter, Parish website and such other suitable forms of printed or electronic communication as may exist. In the case of a Special Meeting, the Rector or Priest-in-Charge shall include in the notice a description of the purpose for such meeting and no business other than that specified in the notice shall be considered in such meeting.

Section 3. The Rector or Priest-in-Charge, if present, shall preside. In the absence of the Rector or Priest-in-Charge, an officer of the Parish shall preside, in the following order of priority: (1) the Senior Warden, (2) the Junior Warden, (3) the Clerk. If none of the above is present, the meeting may elect a Qualified Elector as its presiding officer.

Section 4. At any meeting of Members, twenty (20) Qualified Electors shall constitute a quorum.

Section 5. All votes taken at Meetings of Members shall be by voice vote unless a Member requests a vote count by motion duly passed in which case voting shall proceed as set forth in Article III, Section 6. There shall be no voting by proxy or absentee ballot.

### **Article III**

#### Nomination and Election of Vestry

Section 1. The Vestry shall consist of not more than nine (9) and not fewer than five (5) Qualified Electors who have been Members of the Parish for not less than two (2) years prior to their election, who have the qualifications prescribed by the Canons, and who shall be divided into three classes whose tenure of office shall expire at different times. All Vestry Members shall hold office for terms of three years or until the election and qualification of their successors. Vacancies occurring in the Vestry prior to the third Monday in November in any year may be filled by Qualified Electors appointed by the Vestry to hold office until the next Annual or Special Meeting of the Parish, at which time the vacancy for the balance of the term

shall be filled in accordance with the procedures of this Article. Individuals filling partial vacancies of less than 1 and ½ years are eligible for re-election for an additional full term. Vestry Members may serve two consecutive three-year terms after which such Vestry Members shall be ineligible for re-election to the Vestry for a period of one year following the expiration of the second three-year term.

Section 2. The Rector or Priest-in-Charge shall each year appoint a Nominating Committee of at least four (4) and no more than six (6) Qualified Electors of the Parish, at least two of whom shall not be currently Members of the Vestry, and report the same to the Vestry at a meeting held not later than ninety (90) days before the succeeding Annual Meeting. Upon ratification by the Vestry of such committee, the names of the Members of the committee shall be posted upon the bulletin board of the Parish prior to the succeeding Sunday and publicized in accordance with the methods set forth in Article II, Section 1 above, not later than the second succeeding Sunday. In the event that the Vestry does not ratify at least four (4) appointees, the Rector or Priest-in-Charge shall appoint additional Qualified Electors, subject to Vestry ratification, until at least four (4) appointees have been ratified.

Section 3. The Nominating Committee shall solicit nominations of eligible Qualified Electors by any means practical, including posting requests for suggested nominations and inviting Electors to nominate themselves. The Nominating Committee shall, on or before forty-five (45) days prior to the succeeding Annual Meeting, prepare and deliver to the Rector or Priest-in-Charge a written report signed by said Nominating Committee or a majority thereof, setting forth the names of at least as many eligible Qualified Electors of the Parish as are needed to fill the positions on the Vestry to be voted upon at the succeeding Annual Meeting of the Parish.

Section 4. The Rector or Priest-in-Charge shall, upon receiving from the Nominating Committee its report of nominations, cause a list thereof to be posted upon the Bulletin Board and publicized in accordance with the methods set forth in Article II, Section 1 above, and announced during church services, not later than the second succeeding Sunday and said list shall remain posted until after the Annual Meeting.

Section 5. Other nominations for such vacancies may be made by ten Qualified Electors of the Parish. Any such nominations shall be submitted in writing signed by the nominators and shall be delivered to the Rector or Priest-in-Charge not later than twelve days prior to the Annual Meeting. The Rector or Priest-in-Charge shall cause the same to be posted and published in like manner as the nominations of the Nominating Committee.

Section 6. In the event the nominations exceed the vacancies to be filled, the Rector or Priest-in-Charge shall cause ballots to be prepared and at the Annual Meeting or on the occasion of a Special Meeting, wherein written ballots have been authorized, shall appoint three Qualified Electors of the Parish as tellers who shall supervise the elections.

#### **Article IV**

##### **Vestry Meetings**

Section 1. Subject to the applicable Canons, the property and business affairs of the Parish shall be managed and controlled by the Vestry. The Vestry shall be responsible for the hiring of the Rector or Priest-in-Charge and for setting his or her compensation and other terms of employment. At least once per year, the Vestry shall review with the Rector or Priest-in-Charge issues of compensation and related employment and performance matters.

Section 2. The Vestry shall meet regularly each month; provided, however, that:

(a) at any regular meeting of the Vestry, a quorum being present, the Vestry may by majority vote elect to cancel any future meeting; and

(b) without a meeting the Vestry may by unanimous agreement in writing, by electronic mail, or by telephone agreement elect to cancel any future meeting.

Section 3. At its organizational meeting following the election of new Members the Vestry shall establish a regular meeting schedule. The Vestry shall cause notice of each meeting to be published in the Parish bulletin the Sunday before each meeting and no other notice of such meetings need be given.

Section 4. At any meeting of the Vestry, not fewer than five (5) Members of the Vestry shall constitute a quorum.

Section 5. The Rector or Priest-in-Charge shall act as the Chair of the Vestry and preside at all meetings as such with voting privileges. In his or her absence, the Senior Warden, Junior Warden, Clerk or an Associate Clergy of the Parish may serve in that capacity as may be designated by the Rector or Priest-in-Charge.

Section 6. Each Vestry Member present at a meeting shall have one vote. Voting by proxy shall not be permitted. Electronic attendance (e.g., by telephone or internet) shall be permitted, with advance approval of the Rector, Priest-in-Charge or Senior Warden, subject to the approval of the Presiding Officer as to the adequacy of the communication.

Section 7. All meetings of the Vestry shall be open to all Members of the Parish. Members are not entitled to voice or to otherwise participate in Vestry Meetings unless invited to speak by the Presiding Officer with the concurrence of the Vestry. The Vestry may, by a vote of two thirds of its Members, adjourn to executive session; provided, however, that no action may be taken in executive session.

Section 8. The Vestry shall hold special meetings upon the call of the Rector or Priest-in-Charge or upon the call of a majority of its Members with a minimum of seven days' prior notice, unless such time requirement is unanimously waived by the Vestry Members.

### **Article V**

#### **Officers and Members**

Section 1. The Officers of the Parish shall be:

Rector  
Senior Warden  
Junior Warden  
Treasurer  
Clerk

## Section 2. Rector:

(a) The Rector shall serve as the administrative and spiritual leader of the Parish.

(b) As administrative leader, the Rector shall preside at all meetings of Members and the Vestry unless as otherwise provided herein. The Rector shall provide a report to the Members as to the state of the Parish affairs at the Annual Meeting of Members. The Rector shall be responsible for the hiring of any Parish staff subject to the approval of terms by the Vestry and shall see that the books, records and operational certificates or authorities of the Parish are properly maintained and that all governmentally or canonically required filings and payments are made by the Parish on a timely basis.

(c) As spiritual leader, subject to the authority of the Bishop of the Diocese of Ohio and the Canons, the Rector shall have exclusive charge of all matters affecting the spiritual affairs of the Parish. He or she shall see that Parish property is open for regular public worship, administration of Holy Sacraments and, in consultation with the Vestry, shall see to all other elements of his or her ministry as it may be defined including, but not limited to, Christian education, music, liturgy, stewardship and community outreach.

(d) Except upon mandatory resignation by reason of age, the Rector may not resign without the consent of the Vestry, and the Vestry may not remove the Rector against the Rector's will except as provided in the Canons. Vacancies in the Rector's position shall be filled by the Vestry through the establishment of a Search Committee, which shall conduct its activities as directed by the Vestry and in consultation with the Bishop of the Diocese of Ohio and in accordance with the Canons.

Section 3. The Senior Warden shall be a Member of the Vestry and elected by the Vestry. In the absence or incapacity of the Rector, the Senior Warden shall assume all duties of the Rector except those which may only be performed by clergy.

Section 4. The Junior Warden shall be a Member of the Vestry and elected by the Vestry. The Junior Warden shall carry out the duties of the Senior Warden in the event of the inability or incapacity of the Senior Warden.

Section 5. The Treasurer:

(a) Shall be appointed by the Vestry but is not required to be a Member thereof.

(b) Shall have the responsibility for the financial books and records of the Parish, and shall ensure that all proper controls are applied and maintained with respect to the accounting practices relating to the Parish activities, including maintenance, with approval of the Vestry, of surety bonding and insurance on the properties and buildings of the Parish.

(c) Shall ensure that funds of the Parish are properly received and disbursed in accordance with Vestry policy, verifying and paying bills properly presented for payment.

(d) Shall prepare monthly financial reports for the Vestry,

(e) Shall present an annual financial report to the Members at the Annual Meeting,

(f) Shall present and recommend an annual budget to the Vestry for approval and

(g) Shall arrange for an annual audit of the books and records of the Parish in accordance with the Canons.

Section 6. The Clerk:

(a) Shall be appointed by the Vestry but is not required to be a Member thereof and

(b) Shall record and maintain the minutes of the meetings of Members and Vestry. The Clerk's duties may also include assistance with general

parish correspondence and such additional administrative support to the Rector or Priest-in-Charge as may be required.

Section 7. The Vestry may, in its discretion, appoint an Assistant Treasurer and/or Assistant Clerk. Such individuals may be but are not required to be Members of the Vestry.

Section 8. A Member of the Vestry, other than the Rector, may be removed at any time for just cause by a vote of two thirds majority of the entire Vestry, provided that notice of the proposed removal and the reasons therefore are given to said Vestry Member at least 5 days in advance of such vote. Grounds for removal may include, but are not limited to, conduct in violation of the Canons or behavior otherwise deemed by the Vestry in its sole discretion to be detrimental to the mission and best interests of the Parish, failure to disclose conflicts of interest, absence without good cause from two consecutive Vestry Meetings or three such meetings in any calendar year, breach of confidentiality with respect to matters discussed by the Vestry in executive session, or failure to attend with reasonable diligence to his or her duties as a Member of the Vestry and participation in Parish life.

Section 9. A Vestry Member or any non-Vestry Officer may resign at any time. A resignation shall take effect the earlier of fifteen (15) days after being delivered in writing to the Rector or Priest-in-Charge or upon being accepted by vote of the Vestry.

## **Article VI** Committees

Section 1. The Vestry may create any Standing Committee of the Vestry by a vote of two thirds of the Members of the Vestry. Any such Standing Committee shall consist of not fewer than three (3) Vestry Members. The Vestry may assign to such Standing Committee any function or responsibility or category of functions and responsibilities as the Vestry may determine. Any such Standing Committee shall report to the Vestry at the next regular meeting of the Vestry any actions which it has taken. Upon receipt of the report, the Vestry may approve or disapprove of any such



actions, but no disapproval shall invalidate any action taken by such Standing Committee. In case of disapproval by the Vestry, the Standing Committee shall take any actions as are reasonably available to reverse such disapproved action.

Section 2. The Vestry may create from time to time such other Parish Committees, as it may deem necessary, whose Members shall include at least one Vestry Member and any number of non-Vestry Members of the Parish, but such Parish Committees shall not exercise the authority of the Vestry concerning the affairs of the Church. No person can serve as Chair of any Parish Committee for more than three successive years.

## **Article VII**

### **Parish Organizations**

Section 1. The Parish recognizes the value and contributions of the activities of the Guilds, Societies and Associations (“Parish Organizations”) within the Parish. In accordance with Title II, Canon 1, Section 9, Diocese of Ohio, the Rector or Priest-in-Charge has been assigned responsibility for the direction and control of all Parish Organizations. This responsibility is to be exercised with due regard for the ministry, mission, Membership and goals such Parish Organizations.

Section 2. The funds of any such Organization shall be used for the mission and purposes of said Organization and shall be maintained under the supervision of the Vestry.

Section 3. Each Parish Organization shall submit an annual budget and a summary of proposed program activities to the Vestry each November. With due deference to the ministry and mission of said Parish Organization, the Vestry shall review and may approve the Organization’s budgets and donations to outside organizations, such approval not to be unreasonably withheld.

Section 4. In the event the Vestry disapproves of a proposed expenditure in an Organization budget, one representative of that Organization and one

representative of the Vestry shall meet with the Rector or Priest-in-Charge to discuss and resolve the issue.

Section 5. The Vestry may, from time to time, enter into Memoranda of Understanding with one or more Parish Organizations regarding the mission, ministry, budget, and functions of said Parish Organizations.

### **ARTICLE VIII**

#### Reports and Records

Section 1. In addition to the financial records and reports required to be maintained by the Treasurer as provided herein, the Parish, on a timely basis, shall file an Annual Parochial Report to the Diocese in a form as directed by the Diocese. The preparation and delivery of the Annual Parochial Report shall be the responsibility of the Rector or the Priest-in-Charge and Vestry.

Section 2. The Rector, or the Wardens if there is no Rector, shall maintain a Parish Register to record all baptisms, confirmations or receptions, marriages and burials. The Rector is the custodian of the Parish Register.

### **ARTICLE IX**

#### Amendments

Section 1. These Regulations may be amended or repealed by a vote of two thirds of Qualified Electors present at a duly-called Meeting of Members at which there is a quorum.

### **ARTICLE X**

#### Other

Section 1. Representatives to Diocesan Convention shall be nominated by the Rector or Priest-in-Charge and elected by the Vestry for terms and on conditions as may be set by the Vestry and the Canons.

Section 2. At all Meetings of Members, committee meetings and meetings of the Vestry, procedural matters not covered by these Regulations or the Canons, shall be governed by the latest edition of Robert's Rules of Order.

Approved by the Vestry on: December 20, 2016