

Approved on January 21, 2007

ST. BARTHOLOMEW EPISCOPAL CHURCH, INC.
By-Laws

ARTICLE I Purpose

We associate ourselves for the purpose of maintaining the worship of God and preaching the Gospel, according to the doctrine, discipline and worship of the Episcopal Church in the United States of America (ECUSA), otherwise known as The Episcopal Church, under the name of St. Bartholomew Episcopal Church, Inc., in the town of Mayfield Village, County of Cuyahoga, and the State of Ohio and do hereby promise conformity to the Constitution and Canons of the General Convention and of the Diocese of Ohio. As provided in the canons of General Convention, parishes hold title to all real and other property in their care and custody in trust for the Diocese.

ARTICLE II Membership

All baptized person who are 16 year of age or older and who are members in good standing as defined by the Canons of The Episcopal Church shall have the right to vote at an annual meeting.

ARTICLE III Annual Parish Meeting

The Annual Parish Meeting shall take place before the 31st of January on a date agreed upon by the Rector and the vestry. Public notice of such meeting shall be given at least two weeks prior to said meeting.

- i. At all meetings 18 members shall constitute a quorum, unless otherwise provided by the statutes of the State of Ohio.
- ii. Procedure in meetings of members shall follow *Roberts Rules of Order* and shall be presided over by the Rector of the Parish, who shall have a vote in such meeting, and, in the absence of the Rector, the order of priority of the presiding officers shall be ex-officio:
 - The Senior Warden
 - The Junior Warden
 - The Clerk of the Vestry

If none of the above are present, the meeting may elect as presiding officer any person who is qualified to vote under this Canon.

ARTICLE IV Trustees

Section 1. The Vestry shall be the Board of Trustees of the Parish. Officers of the vestry shall be the Officers of the Corporation.

Senior Warden - President
Junior Warden - Vice President
Clerk - Secretary
Treasurer - Treasurer

Section 2. The Vestry shall meet once a month on a date determined by its members. Meetings during the months of July and August shall be held as deemed needed by the members.

Section 3. Whenever the need shall arise, special meetings of the Vestry may be called by the Rector or Senior Warden, or by written request of a majority of the Vestry upon due notice.

Section 4. A majority of the Vestry shall constitute a quorum. A quorum shall be required to conduct business.

Section 5. The Vestry may create an executive committee, or any other committee of the Vestry, to consist of not less than three members. It may delegate to any such committee any of the business of the Vestry. From time to time, the Vestry may create such other committees as it may deem necessary. Members of said committees may or may not be members of the Vestry. These committees may render advice and counsel to the Vestry, but shall not under any circumstances exercise any authority concerning the affairs of the church.

ARTICLE V Election and Nominating Committees

A. Vestry The election of a Vestry shall be held at the Annual Parish Meeting. The Vestry shall consist of

not more than 15 and not less than 9 members. The Vestry shall determine the number of seats that shall be filled in advance of each Annual Parish Meeting, in such a manner as is consistent with this constitution. These members shall be baptized persons who have the qualifications of electors as provided for in the Canons of the Diocese of Ohio.

B. Nominating Committee

The nominating committee consists of outgoing members of the Vestry.

C. Nominations

A call for those who are interested in serving as vestry members shall be communicated to the parish during November and December.

Four weeks prior to the Annual Parish Meeting the nominating committee will post a list of nominees for the forthcoming vestry election. Names of candidates may be added to this list by any active parish member provided the candidate has previously agreed to be nominated.

Nominations may also be accepted from the floor during the Annual Parish Meeting with prior consent of the nominee.

D. Elections

The Vestry shall be elected by secret ballot. Polls shall be open no less than 30 minutes, nor more than one hour. The presiding officer shall be the judge of the right of each person to vote subject, however, to appeal and final determination by a two-thirds majority of the electors present at such meeting.. Those persons who shall receive the highest numbers of votes shall be elected.

E. Terms of office

At whatever time elected, vestry members shall hold their offices for the term of three years from the Annual Parish Meeting and until their successors are elected. After serving a three-year term, these

members shall be ineligible to serve again for a period of one year.

F. Vacancies Should a vacancy occur in any office through resignation, death or disqualification, power is vested in the remaining members of the Vestry to fill such vacancy by appointment to serve out the unexpired term. Members who have missed more than three consecutive vestry meetings without cause as determined by the members of the Vestry or cease to be a member in good standing are deemed to be disqualified. Persons who were nominated but not elected at the previous Annual Parish Meeting will be considered first for appointment to the Vestry.

ARTICLE VI Vestry Officers

At its first meeting, the Vestry shall elect from its own number:

A Senior Warden.

A Junior Warden.

A Clerk who may also be an ex-officio member of the Vestry without vote and be a member of another committee.

A Treasurer who may also be an ex-officio member of the Vestry without vote.

ARTICLE VII Duties of Officers

Section 1. The Senior Warden is the Rector's Warden. He or she shall assist the Rector in running the parish. In case of a vacancy of a clergy, he or she shall assume responsibility for calling a new rector, in accordance with the Canons of the Diocese.

Section 2. The Junior Warden shall be responsible for buildings and grounds and in assisting the Senior Warden and the Rector.

Section 3. It shall be the duty of the Clerk to record the minutes of the proceedings of the Vestry, attest to its public acts, preserve all records and papers belonging to the Parish not otherwise provided for, perform such duties as shall be assigned, and deliver all books to his or her successor.

Section 4. It shall be the duty of the Treasurer to receive, disburse, and account for all funds collected for any and all church purposes, and shall direct treasurers of other organizations within the church. All funds and securities, books of account and auditing shall be governed by the Canons of the Diocese of Ohio, Section 12, and its Business Practices Manual.

ARTICLE VIII Separate Entities

When submitting the Parochial Report, each parish shall also submit financial statements including a statement of assets, liabilities, and net assets, an IRS Form 990 (if required by the IRS), and a brief report on the activities of any related entity which has a separate annual budget of \$25,000 or more. Such report shall indicate whether such entity has a governing board separate from the vestry of the parish. The report shall list the names and addresses of the governing board members, and such related entity shall respond in a timely fashion to any inquiries from the Bishop and the Standing Committee concerning the report.

In establishing any related entity, no parish shall list the Diocese of Ohio or the parish itself as an incorporator, agent, guarantor or responsible party without the prior written consent of the Bishop and the Standing Committee.

For purposes of this section, a "related entity" includes, but is not limited to, a daycare center, homeless shelter, school or educational institution, corporation, foundation, trust, nursery, outreach program or similar entity which uses the name of or a variant of the parish's name, and/or uses facilities, resources and/or personnel of the parish, and/or over which the parish exercises some degree of control.

ARTICLE IX Amendments

These regulations may be amended, supplemented, or repealed by the written assent of two-thirds of the voting members of this corporation, or by a majority vote of the voting members present at a meeting called for that purpose, or at any Annual Parish Meeting of the members.