

BYLAWS  
OF  
SAINT HUBERT'S EPISCOPAL CHURCH

Clark County, Kentucky

Adopted December 13, 2020

I  
NAME OF THE PARISH

The Parish church shall be known as "The Parish of St. Hubert's Episcopal Church".

II  
ACKNOWLEDGMENT OF ACCEDECE

As a Parish in union with the Convention of the Diocese of Lexington of the Protestant Episcopal Church in the United States of America, the Parish of St. Hubert's Episcopal Church accedes to the Constitution and Canons of the Diocese of Lexington and the Constitution and Canons of the Protestant Episcopal Church in the United States of America as the respective documents may be duly amended from time to time.

III  
MEMBERSHIP

The membership of this Parish shall consist of all baptized persons, whether in The Episcopal Church or another Christian Church, duly recorded on the records of this Parish.

IV  
PARISH MEETINGS

*Section 4.1.* A meeting of the membership of the Parish shall be held annually during the month of January in each calendar year, or in the preceding quarter, the day and hour thereof being determined by the Vestry.

Upon the determination by the Rector or Priest-in-Charge and the Vestry that extraordinary circumstances exist making it impossible or unsafe for the Membership of the parish to meet in person at an Annual Meeting, said meeting may be conducted through the use of electronic visual and/or audio communications by which all members participating may simultaneously see and/or hear each other during all sessions. All members identified as participating by this means shall be present for purposes of determining a quorum and for voting.

*Section 4.2.* Special meetings may be called by the Rector or by a majority of the Vestry. In the case of a vacancy in the office of Rector, the Senior Warden may call a special meeting.

*Section 4.3.* Notice of any Parish meeting shall be given at all services held on the two Sundays preceding such meeting and by posting notice of the meeting in the main parish building in a conspicuous place at least two weeks prior to the meeting.

If the meeting is to be held virtually, the two-week notice requirement can be satisfied by sending electronic notice of the meeting; i.e.; email and/or electronic newsletter.

The Clerk of the Vestry shall send by e-mail to every member, at least 7 days prior to the Annual Meeting, the URL and codes necessary to connect to the Internet meeting service, and, as an alternative and backup to the audio connection included within the Internet service, the phone number and access code( s) the member needs to participate aurally by telephone.

Any member who does not utilize the internet for communication should receive the above notices by first class U.S. mail.

*Section 4.4.* Members qualified to vote shall be those persons who are sixteen years of age or over and who, at the time of the meeting, are confirmed “communicants in good standing” (those who for the previous year have received Holy Communion at least three times, been faithful in corporate worship, unless for good cause prevented, and have been faithful in working, praying, and giving for the spread of the Kingdom of God); or any other baptized persons who are sixteen years of age or over and who have been regular worshipers in the parish for at least six months prior to the meeting and who have been regular contributors to the support of the Parish.

*Section 4.5.* Twenty percent of qualified voters of the Parish shall constitute a quorum for the transaction of business at a Parish meeting. No person shall be permitted to vote by proxy or by absentee ballot.

The presence of a quorum at a virtual meeting shall be established by physically counting the members logged on to the meeting software, or by responses to the call to sign in with the unique voter identification provided with the login information.

Votes shall be taken by the anonymous voting feature of the Internet meeting service or Internet voting service for votes requiring ballots. When required or ordered, other permissible methods of voting are by electronic roll call. The chair will announce the results of the vote. Business may also be conducted by unanimous consent. Except where otherwise provided by canon, by these Rules, or by Robert’s Rules, a simple majority will carry a question

*Section 4.6.* The Rector or one appointed by the Rector shall preside at all Parish meetings; however, in the vacancy of the office of Rector, the Senior Warden, or in the absence of these some adult communicant then selected by the qualified voters shall preside over meetings of the parish.

*Section 4.7.* The Clerk of the Vestry shall serve as Clerk of the Parish and shall discharge duties of that office at any meeting of the Parish, but in the case of the absence or disability of the Clerk, the voters shall elect a Clerk Pro Tempore to serve for that meeting.

*Section 4.8.* The election for members of the Vestry shall be by ballot. Those persons eligible to stand for election and serve on Vestry must have the same qualifications as those who can vote as set forth in Section 4.4 above. The presiding officer shall appoint three qualified voters as judges of the election, who shall certify the election results in writing and deliver same to the presiding officer. Disputed elections shall be appealed to the Standing Committee, whose judgment shall be final.

*Section 4.9.* Four Lay Deputies to the next annual Convention of the Diocese of Lexington, one of whom shall be a member of the Vestry with the remaining term of at least one year, shall be elected at the Annual Meeting. As many as four alternates may also be elected. Those persons eligible to stand for election and serve as Deputies to Convention must have the same qualifications as those who can vote as set forth in Section 4.4 above.

## V THE VESTRY

*Section 5.1.* The Vestry shall consist of the Rector and nine lay members.

*Section 5.2.* Members of the Vestry shall be elected at each annual meeting for a term of not less than one not more than three years each and until their successors are elected. The terms of the Vestry shall be staggered so that one-third of the members are elected annually. Members may also be elected to serve unexpired terms of one or two years. A member of the Vestry having served for three consecutive years shall be ineligible to again be elected until after a period of one year shall have elapsed. However, a member of the Vestry who was elected to fill a vacancy of an unexpired term and who has served less than two years, may be elected as a member of the Vestry and serve a full three-year term.

*Section 5.3.* Vacancies occurring in a Vestry during the term of office of its members shall be filled by majority vote of the remaining members of the Vestry present at the meeting, and members so elected shall serve until the next Annual Parish Meeting, and until their successors be elected and qualified. Resignations and vacancies shall be acted upon separately and filled in order so that at no time shall a parish be without a Vestry of at least the minimum required number of members. In the event the Vestry and Clergy of a Parish are unable to resolve any dispute involving the composition of

the Vestry or the competency of any member, the dispute shall be appealed to the Standing Committee, whose judgment shall be final.

*Section 5.4.* The Vestry shall meet on such day of the month and at such time and place as it shall from time to time determine. All Vestry meetings shall be open to any interested Parish member unless by a two-thirds majority vote, the Vestry shall decide to meet in executive session to discuss matters of personnel or unusual delicacy or sensitivity. Any vote taken as a result of matters discussed in such executive session shall be taken after returning to open session and must be fully reported in the minutes of the Vestry meeting.

*Section 5.5.* No vote shall be cast by proxy or absentee ballot at any Vestry meeting; however, any member may participate in a regular or special meeting by, or conduct the meeting, through the use of telephonic or video communication by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by these means shall be deemed to be present in person at the meeting.

*Section 5.6.* The Rector or the Senior Warden, or in the absence of both, the Junior Warden, or a number of members of the Vestry equal to the quorum, may call a special meeting of the Vestry, affording at least twenty-four hours' notice to all members of the Vestry, which notice shall specify the purpose for and time and place of the meeting.

*Section 5.7.* A quorum for the transaction of business at a meeting of the Vestry shall consist of a majority or more of all members thereof. The Rector or one appointed by the Rector shall preside at all Vestry meetings; however, in the vacancy of the office of Rector, the Senior Warden, or in the absence of both of these, the Junior Warden shall preside at Vestry meetings.

*Section 5.8.* The duty of the Vestry is to take charge of and regulate the temporal affairs of the Parish, to attend to the business affairs of the Parish, to report the financial condition of the Parish at the Annual Parish Meeting, to sustain and further the mission of the Church, and to cooperate with the Rector for the promotion of the Spiritual cure and to assure the proper support of the Rector through stipend and allowances. The Vestry shall be agents and legal representatives of the Parish in all matters concerning its corporate property and the relations of the Parish to its Clergy.

## VI WARDENS AND VESTRY OFFICERS

*Section 6.1.* At its first meeting each year, the Vestry shall elect from their number upon the nomination of the Rector (or upon their own nomination if there be a vacancy in the office of Rector), the Senior Warden.

*Section 6.2.* At its first meeting each year, the Vestry shall elect from their number upon their own nomination, the Junior Warden. It shall be the duty of the Junior Warden to

supervise the care, protection and maintenance of the Church and other buildings of the Parish, to see that they are kept in proper repair and to guard them from use prohibited by law of the Church.

*Section 6.3.* At its first meeting each year, the Vestry shall elect from their number upon their own nomination, the Clerk, who shall keep or cause to be kept, true and accurate minutes of all meetings. The Clerk may appoint an assistant to assist in preparing items for Parish publication or to cover a temporary absence. Copies of Vestry minutes shall be made available to each member prior to the next regularly scheduled meeting.

*Section 6.4.* At its first meeting each year, the Vestry shall also elect the Treasurer, who need not be a member of the Vestry, and who shall receive and account for all funds of the Parish except communion alms, and shall disburse the same as ordered by the Vestry and shall keep or cause to be kept full, detailed and true accounts and to deliver monthly and year-to-date reports to the Vestry and Annual Meeting.

*Section 6.5.* The Clerk and Treasurer shall faithfully deliver into the hands of their respective successors in office all property of the Parish in their possession, including records, books, and other papers relative to the affairs and business of the Parish.

## VII STANDING COMMITTEES

*Section 7.1.* Members of each standing committee shall be appointed by the Rector in consultation with the Senior and Junior Wardens, subject to confirmation by the Vestry. Committee members shall serve for a period of one year and until their successors are confirmed. Each standing committee and any other committee created hereunder shall have at least one member of the Vestry serving on it. The Rector, Senior and Junior Wardens shall be ex officio members of all committees.

*Section 7.2.* The following standing committees with the duties and responsibilities as enumerated are hereby established:

7.2.1 Music Committee: The Music Director and Organist serves as committee member.

7.2.2. Gifts and Memorials Committee: The chair, upon nomination by the Rector, is appointed by the Vestry. Duties of the Chair and committee members are defined and submitted to the Vestry for approval. Periodic and annual reports are required of plans, progress and budget requirements and performance.

7.2.3. Graveyard Committee: The chair, upon nomination by the Rector, is appointed by the Vestry. Duties of the Chair and committee members are defined and submitted to the Vestry for approval. Periodic and annual reports are required of plans, progress and budget requirements and performance.

7.2.4. Budget Committee: The chair, upon nomination by the Rector, is appointed by the Vestry. Duties of the Chair and committee members are

defined and submitted to the Vestry for approval. Periodic and annual reports are required of plans, progress and budget requirements and performance.

7.2.5. Finance Committee: The chair, upon nomination by the Rector, is appointed by the Vestry. Duties of the Chair and committee members are defined and submitted to the Vestry for approval. Periodic and annual reports are required of plans, progress and budget requirements and performance.

*Section 7.3.* Each standing committee shall have prepared a written report of its activities to be presented at the annual Parish Meeting.

*Section 7.4.* From time to time, other committees may be formed with a size, composition, function and duration as may be determined to be appropriate by the Rector and Vestry.

## VIII THE RECTOR AND OTHER MINISTERS

*Section 8.1.* Subject to the authority of the Bishop of the Diocese, the Rector shall have all power enumerated in the Canons of the Episcopal Church in the United States of America and shall have ultimate responsibility for all things pertaining to or affecting the spiritual interests of the Parish. It shall be the Rector's duty and right to give orders concerning public worship, together with all that pertains thereto.

*Section 8.2.* For the purposes of the office and for the full discharge of all functions and duties pertaining thereto, at all times, the Rector shall be entitled to the use and control of the church and Parish buildings with the appurtenances and furniture thereof.

*Section 8.3.* The Rector shall be the custodian of the Parish Register and shall also be responsible for the annual submission of the parochial report.

*Section 8.4.* Any other minister within the Parish, by whatever name designated, shall be under the authority of the Rector and shall have such duties as shall be determined by the Rector.

*Section 8.5.* Pursuant to Canon III.9.6 of the Canons of The Episcopal Church, any Priest-in-Charge of the Parish shall exercise the duties of Rector, subject to the authority of the Bishop of the Diocese. All references to Rector contain in these by-laws shall also apply to Priest-in-Charge.

## IX PARISH ADMINISTRATION

*Section 9.1.* The fiscal year of the Parish shall be the calendar year.

*Section 9.2.* Pursuant to Canon 31 of the Diocese of Lexington, the Parish shall, at all times, adhere to the regulations and provisions of the Canons of the Episcopal Church

regarding business methods, including but not limited to the Manual of Business Methods in Church Affairs promulgated pursuant to Canon 7 ("Of Business Methods in Church Affairs") and as amended from time to time by The Episcopal Church.

*Section 9.3.* The Treasurer and any other individual within the Parish whose job description shall include (on a regular basis) the unsupervised handling of substantial amount of funds shall be adequately bonded.

*Section 9.4.* The Vestry shall prepare or cause to be prepared each year a report of its business and activities for the current/prior year, together with a proposed income and expense budget for the upcoming year, all of which shall be presented at the time of the annual meeting.

*Section 9.5.* All financial records of the Parish shall be audited annually pursuant to the directives contained in the Manual of Business Methods in Church Affairs referred to in Section 10.2 above, a copy of which may be viewed and/or downloaded from the website of the Diocese of Lexington.

*Section 9.6.* Any indebtedness, which must be secured by real estate of the Parish, shall not be incurred by the Vestry unless it is done in accordance with the permissions required by the provisions of Canon 30 of the Diocese of Lexington.

*Section 9.7.* The required signatories on each Parish bank or investment account shall be established by majority vote of the Vestry at its first meeting each year. The required signatories on contracts, notes and any other document shall be specifically identified as each occasion arises, and shall be established by majority vote of the Vestry prior to execution of the document(s).

## X RULES OF ORDER

Unless contradicted by other provisions found herein or in the Constitution and Canons of the Diocese of Lexington, the proceedings of the Parish meetings and the meetings of the Vestry shall be governed by Roberts Rules of Order Revised.

## XI AMENDMENT

*Section 11.1.* These Bylaws may be amended or repealed, or new Bylaws may be adopted at any meeting of the Vestry called for that purpose, by an affirmative vote of two-thirds of the entire membership of the Vestry, provided that a copy of the proposed changes shall be delivered or sent by e-mail or first-class mail to Vestry members at least ten days before the date of the meeting, and provided further, that a copy of the proposed changes shall have been conspicuously posted on the Parish grounds and notice of such posting has been generally circulated electronically and in Parish

publications, including Sunday bulletins, to members of the Parish at least ten days prior to the date of the meeting at which such changes are to be considered.

*Section 11.2.* In addition, these Bylaws may be amended or repealed or new Bylaws may be adopted at any annual or special meeting of the Parish by a simple majority vote. This power in the membership of the Parish shall include the power to change or override any otherwise effective action taken by the Vestry to amend or repeal or adopt new Bylaws taken pursuant to Section 11.1. The notice of any annual or special meeting whose agenda shall include the amendment, repeal, or adoption of new Bylaws shall set forth the proposed change or a summary thereof and the rationale therefore.

*Section 11.3.* No amendment to these Bylaws shall become effective until approved by the Chancellor and the Bishop.

Adopted by the required vote of the Vestry on the 13th day of December, 2020.

ATTEST:

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Clerk

Approved:

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Bishop of the Diocese of Lexington      Date

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Chancellor of the Diocese of Lexington      Date



