



**CODE OF REGULATIONS
OF
ST. MARK'S EPISCOPAL CHURCH**

Revised 2011 (adopted January 8, 2012)

Revised 2012 (adopted at annual parish meeting, January 27, 2013)

ARTICLE I

Corporate Establishment, Governance and Name

Section 1. This corporation is established as a nonprofit corporation under the applicable provisions of the Ohio Revised Code.

Section 2. This corporation shall be subject at all times to the Constitution and Canons of the Episcopal Church and of the Diocese of Ohio and shall be otherwise governed by these Regulations as set forth below.

Section 3. The name of this Corporation shall be St. Mark's Episcopal Church.

ARTICLE II

Definitions

"Canons" shall hereinafter mean, collectively, the Constitution and Canons of the Protestant Episcopal Church of the United States of America and of the Diocese of Ohio as they may be amended from time to time.

"Communicant in good standing" shall mean a communicant of this church who for the previous year has 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, as defined by the Constitution and Canons of the Episcopal Church.

"Member" shall mean any person who has received the Sacraments of Holy Baptism and whose name has been duly recorded in the Parish records.

"Parish" shall mean St. Mark's Episcopal Church in Canton, Ohio.

"Qualified Elector" shall mean a Member and communicant in good standing as defined in the Canons who is at least 16 years of age.

"Teller" shall mean a vote counter, chosen by the Vestry and nominated at the first Vestry meeting of a new year.



ARTICLE III

Parish Meetings

Section 1. Annual Meeting. The annual meeting of members of the Parish, for the election of the members of the Vestry and for the transaction of such other business as may properly come before the meeting, shall be held on or before the fourth Sunday of January of each year at a time and place that may be designed by the Vestry.

Section 2. Special Meetings. A special meeting of the members of the Parish may be called at any time by the Bishop, Rector, by any five or more members of the Vestry, or by forty Qualified Electors. The call for a special meeting must state with specificity the purpose of the meeting. No action will be taken contrary to the stated purpose of the meeting.

Section 3. Notice of Meetings. Public notice of the annual Parish meeting shall be given by announcement at the regularly conducted services in the Parish, not less than one week, nor more than three weeks, prior to such meeting, and may also be given in any bulletin or other publication distributed to members of the Parish. Notice of special meetings may be given in such manner as may be reasonably practical under the circumstances; but no official action may be taken at any special meeting unless notice has been given in the same manner required for the annual Parish meeting.

Section 4. Organization. At all Parish meetings, the Rector of the Parish shall preside; and in the absence of the Rector, the presiding officer shall be, in order of priority, ex-officio:

- (1) The Senior Warden;
- (2) The Junior Warden;
- (3) The Clerk of the Vestry.

If none of the above are present, the members present at the meeting may elect as presiding officer, by majority vote, any person present who is qualified to vote at the meeting. The Rector or other presiding officer shall be entitled to vote in the meeting.

Section 5. Order of Business. The order of business at all Parish meetings shall be, so far as the same is consistent with the purpose of the meeting, as follows:

- (1) Special Meetings:
 - a. Call to Order
 - b. Opening Prayer
 - c. Determination of a Quorum
 - d. Consideration of the matter contained in the Notice of Special Meeting
 - e. Closing Prayer
 - f. Adjournment



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Section 5. Order of Business (Continued)

- (2) Annual Meeting:
 - a. Call to Order
 - b. Opening Prayer
 - c. Determination of a Quorum
 - d. Reading of the Minutes of previous Annual Meeting
 - e. Appointment of Tellers
 - f. Report of the Nominating Committee
 - g. Opening of Polls
 - h. Rector's Report
 - i. Committee Reports
 - j. Closing of Polls
 - k. Report from the Tellers
 - l. Old Business
 - m. New Business
 - n. Closing Prayer
 - o. Adjournment

Section 6. Annual Meeting Quorum Should less than 18 persons qualified to vote for Vestry members attend the annual Parish meeting, and should the Rector and one Warden, or the presiding officer and one-sixth of those present, concur in believing that the best interest of the Parish demand postponement of an election, then the presiding officer shall declare the election postponed and the Parish meeting adjourned to a designated day and hour, not less than seven nor more than 14 days after the fourth Sunday in January, and public notice having been given of such adjourned meeting, it shall possess the powers and be subject to the rules of a regular Parish meeting.

Section 7. Qualification of Voters. Voters must be qualified electors as defined in Article II.

ARTICLE IV

The Vestry

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 hiring the Rector and for setting his or her compensation and other terms of employment. At least once a year, the vestry shall review with the Rector issues of compensation and related employment and performance matters.

Section 2. Number and Qualifications. The Vestry shall consist of 12 members, who shall be baptized persons who have the qualifications of electors at the annual parish meeting, as defined in Article II of these Regulations.



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Section 3. Election and Term. The Vestry shall be divided into three classes of four members each. Each year, four members shall be elected to the Vestry for a term of three years each. After completing one full elected term of three years, a person shall be ineligible for re-election to the Vestry for a period of one year. The election of Vestry members shall be by ballot at the Annual Meeting, following nominations gathered by a nominating committee appointed by the Vestry, and before the polls are open, the presiding officer shall announce publicly to those present the time during which votes shall be received, which shall in no case be less than 30 minutes nor more than one hour. The persons, to the number required to fill vacancies then occurring on the Vestry, who receive the highest number of votes shall be declared elected; but if there be two or more persons having the same number of votes so that the proper number of Vestry members are not elected, only the names of those elected shall be announced, and a second ballot shall be called at once. In such second ballot, only the names of those previously nominated and not elected and having the same number of votes shall be considered, and the polls shall be reopened only for so great a time as will allow to each qualified elector then present sufficient time to exercise his choice of sufficient names to fill the Vestry. The person or persons receiving the greatest number of votes on the second ballot shall be declared elected to the remaining place or places on the Vestry.

Section 4. Vacancies. Vacancies may occur in the Vestry either by resignation of a member, submitted in writing to the Vestry, by the death of a member, or by the moving of a member from the Parish. The unexpired term of any Vestry member whose office becomes vacant may be filled by a person selected by a majority of the remaining members. Any such Vestry member shall hold office until the time of the annual Parish meeting for the election of Vestry members, at which time the vacancy for the balance of the term shall be filled by election by the members of the Parish at such meeting. In the event that all the positions on the Vestry should become vacant, a special Parish meeting may be called by the Bishop of the Diocese of Ohio (giving due notice thereof) for the election of a Vestry to serve until the annual Parish meeting next following.

Section 5. Duties. It shall be the duty of the Vestry to take charge of the property of the Church and to regulate all its temporal concerns. It shall also be the duty of the Vestry to elect and call a Minister and provide for his/her maintenance, and provide for paying all lawful assessments on the Parish to keep order in the church during divine service, and in general to act as helpers to the Minister in whatever is appropriate to lay persons, for the furtherance of the Gospel.

Section 6. Meetings. The Vestry shall meet regularly at least once in each calendar month at such time as may be determined by the Vestry, excepting that the Vestry, by resolution, may dispense with such regular meetings during the months of July and August in each year. The Vestry may go into executive session to discuss personnel issues. Special meetings of the Vestry may be called by the Rector, or in the Rector's absence, by the Senior Warden or in the absence of both the Rector and Senior



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Warden, by the Junior Warden, and shall be called at any time upon the request of any two members of the Vestry. The Rector shall preside at all meetings of the Vestry, and in the absence of the Rector, the order of priority of the presiding officers, ex-officio, shall be:

- (1) The Senior Warden;
- (2) The Junior Warden;
- (3) The Clerk of the Vestry.

If none of the above are present, the Vestry may elect as presiding officer any member present.

Section 7. Quorum. At all meetings of the Vestry, a majority of the members, not less than 7, then serving, shall constitute a quorum.

Section 8. Removal of Vestry Members. A member of the Vestry, other than the Rector, may be removed at any time for just cause by a vote of a 2/3 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 3 consecutive Vestry Meetings or 5 such meetings in any calendar year, breach of confidentiality with respect to matters discussed or acted upon by the Vestry, or failure to attend with reasonable diligence to his or her duties as a member of the Vestry and participate in Parish life.

ARTICLE V

Officers

Section 1. Rector.

- a. As administrative leader, the Rector shall preside at all special and annual meetings of Members and the Vestry unless as otherwise provided herein. The Rector is an ad hoc member of all committee meetings and special meetings. 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 the Vestry** and shall see that the books, records and operational certificates or authorities of canonically required filings and payments are made by the Parish on a timely basis.
- b. 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



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of his or her ministry as it may be defined including, but not limited to, Parish Christian education programs, music, liturgy, stewardship and community outreach.

- c. 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, **or as authorized by the canons and the guidance of the Bishop under extraordinary circumstances.**

Section 2. Number and Election. The Vestry, at its first meeting following the annual Parish meeting, shall elect from its own number a Senior Warden, and a Junior Warden, both of whom must be communicants of this parish. The Vestry shall also elect a Clerk of the Vestry and a Treasurer. Both Clerk and Treasurer must also be communicants of this parish.

Section 3. The Wardens. It shall be the duty of the Wardens, especially, to provide the elements for the Lord's Supper, to collect the alms at the administration of the same, to disburse such alms in case the church is destitute of a Minister, to provide for the celebration of public worship and the instruction of the congregation by occasional clerical services, or lay-reading, as the circumstances may permit.

Section 4. The Clerk. It shall be the duty of the Clerk to take and record the minutes of the proceedings of the Vestry and of any Parish meetings, to attest its public acts, to preserve all records and papers belonging to the Parish, not otherwise provided for, to perform such other duties as shall be legally assigned to him/her, and to deliver faithfully to his/her successor all books and documents in his/her possession belonging to the Parish.

Section 5. The Treasurer. It shall be the duty of the Treasurer to receive, disburse and to account for all funds and monies collected for any and all church purposes. The Treasurer, shall, at each monthly meeting of the Vestry, make a report to the Vestry of receipts and disbursements for the preceding month. The Treasurer, shall, on the first Monday of each month, remit all monies received by him for the preceding month, except such as he shall receive for parochial purposes, to the Treasurer of the organization for which such money was collected and the financial state of the church as requested by the Vestry. The Treasurer, the Treasurer of any Parish organization, and any other officer or employee of the Parish charged with the custody or disbursement of funds shall be covered by an individual fidelity bond, or by a blanket fidelity bond secured and approved by the Diocesan Council, the cost thereof to be financed in such manner as may be determined by the Convention of the Diocese. Nothing in this section shall prevent the election by the Vestry of a



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Treasurer for any funds raised for any special purpose whenever in the judgment of the Vestry it is desirable that such action be taken.

Section 6. Banking and Audit.

(a) All funds and all securities of whatsoever kind or nature belonging to any Parish, Mission or Diocesan organization shall be deposited with a Federal or State Bank or Trust Company, or federally insured Savings and Loan Association within the limits of such insurance, or a Diocesan corporation, subject to the withdrawal there from, in whole or in part, only on the written order of two persons authorized by a governing body of the Parish, Mission or Diocesan organization; or deposited in a safe deposit vault, access to which shall only be had by two persons authorized as herein provided. Records shall be made and kept of all trusts and permanent funds showing at least their source and date, the terms governing the use of principal and income, to whom and how often reports of conditions are to be made, and how the funds are to be invested.

(b) 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 by a certified or independent public accountant or by such an accounting agency as shall be permitted by the Department of Finance of the Diocese. A certificate of audit shall be forwarded to the Bishop not later than July 1 of each year, covering the financial reports of the previous year.

(c) Treasurers and custodians other than banking institutions 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. Only individuals designated by the Vestry may disperse monies including the treasurer, administrative assistant, senior warden, and up to three additional persons, as the Vestry shall designate. Two persons must sign for monies.

Section 7. Real Property. If at any time the Vestry shall deem it expedient to alienate or encumber any or all of the real property belonging to the Parish, the same may be done in the following manner and not otherwise:

(a) The resolution to alienate or encumber such real property must first be adopted by an affirmative vote of a majority of all of the regularly elected or appointed members of the Vestry. In accordance with the laws of the State of Ohio, however, no member of the Vestry under the age of 21 shall have a vote on such matters which affect the corporate property of the Church.

(b) Upon the adoption of such Resolution, the Vestry shall thereupon transmit to the Bishop and Trustees of the Diocese a minute of its proceedings, stating fully therein the reasons for such alienation, the price to be obtained and the proposed disposition of the proceeds, and, in case the resolution is one to encumber, the amount of the proposed encumbrance, the rate of interest to be paid and a full statement of the necessity therefore and the proposed use of the avails.



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(c) The Treasurer of the Diocese shall make a report to the Bishop and Trustees on any financial considerations relating to the proposed transactions and shall call for any additional information which may be reasonably required for this purpose.

(d) If, after such statement to the Bishop and Trustees of the Diocese as aforesaid the resolution of the Vestry shall be, by the Bishop acting with the advice and consent of the Standing Committee of the Diocese, and Trustees, approved, the Vestry may proceed to carry its resolution into effect in accordance with the laws of the State of Ohio, but in case such resolution is not approved, the Vestry shall proceed no further in the matter.

(e) Such real property shall be offered for sale, sold, or leased only on a non-discriminatory basis with respect to race, color, creed, national origin or sex. No agent shall be authorized to sell, lease or otherwise deal with such real property except in accordance with the policy.

Section 8. Committees. The Vestry may establish such committees as it may consider necessary or desirable to assist in conducting the affairs of the Parish. Such committees may consist of members of the Vestry, or other members of the Parish, and shall be appointed in such manner as the Vestry shall determine upon the establishment of the committees. Such committees shall be responsible to the Vestry and shall have only such authority as the Vestry shall delegate to such committees.

ARTICLE VI

Interpretation and Amendment

Section 1. Interpretation. The Interpretation and application of these Regulations shall at all times be subject to the Constitution and Canons of The Episcopal Church in the United States of America and the General Convention thereof, and of The Episcopal Church in the Diocese of Ohio, and to the Doctrine, discipline and worship of The Episcopal Church. Any provision in these Regulations which may be inconsistent with or in conflict with any of the foregoing shall be of no force or effect, and in case of any amendment of any of the provisions of the foregoing from which any of these Regulations may be derived, these Regulations shall immediately be deemed to be amended so far as is necessary to conform therewith, until formal amendment of these Regulations has been accomplished as provided herein.

Section 2. Time and Manner of Amendment. These Regulations may be amended or added to only at a Parish meeting, called by the Vestry, whether annual or special, when the proposal to amend these Regulations has been announced when notice of the meeting is given as provided in these Regulations. Such announcement shall state the substance of the proposed amendment. Amendments may be approved only by the



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vote of two-thirds of the members attending the Parish meeting at which such amendments are proposed to be made.

ARTICLE VII

Other

Section 1. At all Meetings of Members, including but not limited to special meetings, annual meeting, official meetings, 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.

Section 2. Representatives to Diocesan Convention shall be nominated and elected by the Vestry for terms and on conditions as may be set by the Vestry and the Canons.