

BY-LAWS
Grace Episcopal Church
Willoughby, OH

The Parish of Grace Episcopal Church, incorporated on the 3rd of December in 1921, in accordance with the laws of the State of Ohio, shall be known hereafter as the "Parish".

The Parish acknowledges the authority of the Protestant Episcopal Church in the United States, its Constitution and General Canons, and the authority of the Diocese of Ohio, its Constitution and Canons.

Membership in the Parish shall be defined as provided in the Constitution and Canons of the Diocese of Ohio. Those members qualified as electors shall be communicants in good standing, entitled to vote at the Annual Meeting being sixteen years of age and older, baptized 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. It is expected that all adult members of this Church, after appropriate instruction, will have made a mature public affirmation of their faith and commitment to the responsibilities of their Baptism and will have been confirmed or received by a Bishop of the Church or by a Bishop of a Church in communion with this Church. (Title I, Canon 17, National Constitution and Canons.)

SECTION I: PARISH MEETINGS

1. The Annual Parish meeting shall be held on the 1st Sunday in February of each year or some other appropriate date as agreed upon by the Vestry for the purpose of electing members of the Vestry and for transacting such other business as may legally come before such meeting.
2. Special parish meetings may be called by the Rector or by vote of the Vestry and shall be held at the Church. Notice shall be given no less than one or more than three weeks prior to any meeting. A quorum for the transaction of business at all annual and Special Meetings shall consist of 20 electors.
3. The Rector of the Parish, if present, shall preside at all such meetings. In the absence of the Rector, 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. (Title II, Canon 2.b, Diocese of Ohio)
4. The members of the Vestry shall be elected by ballot at the Annual Parish meeting. The Vestry shall consist of seven (7) members. Three new members shall be elected at each Annual Meeting. Newly elected members will serve terms divided as follows:
 - a. One member-elect will serve a three (3) year term.
 - b. The remaining members-elect will serve two (2) year terms, with
 - c. terms to be assigned by agreement among the newly elected members,
 - d. However, with no agreement the three year term will be assigned by the Vestry to the member receiving the most votes from the Annual meeting.

Members shall serve until the expiration of their terms and until their successors have been elected and qualified. At the completion of a term a Vestry member must wait one year before being eligible for re-election. The Vestry will elect a replacement for an uncompleted term on the Vestry from qualified parishioners. If serving out an incomplete term, that parishioner is eligible to be re-elected for a regular term without the one-year waiting period. No more than one member of a family in the same household may serve concurrently on the same Vestry.

5. The nominating committee shall consist of the three members rotating off the Vestry. The slate will be posted on the Bulletin board and published in the Parish Newsletter at least two weeks prior to the Annual Meeting. All nominees must give their prior approval for nomination. In addition to the slate presented at the Annual Meeting, a qualified elector of the Parish may be nominated from the floor with the consent of the nominee. All qualified electors attending the Annual Meeting shall vote by written ballot for up to three nominees. The nominees receiving a majority of the votes shall be elected. If any position does not receive a majority, the lowest vote recipient will be dropped from the ballot and a re-ballot will be ordered. On re-ballot each qualified elector shall vote by written ballot for the number of unfilled positions. This shall continue until all three positions have been elected. The poll shall remain open until the presiding officer has determined that all those eligible and present that desire to vote has done so.
6. Voting on questions at the Annual Parish Meeting shall be by voice vote or show of hands, at the discretion of the chair.

SECTION II: DUTIES OF OFFICERS

A. THE RECTOR

1. The authority of and responsibility for the conduct of the worship and the spiritual jurisdiction of the Parish are vested in the Rector, subject to the Rubrics of the Book of Common Prayer, the Constitution and Canons of the Church, and the pastoral direction of the Bishop.
2. For the purposes of the office and for the full and free discharge of all functions and duties pertaining thereto, the Rector shall, at all times, be entitled to the use and control of the Church and Parish buildings with the appurtenances and furniture thereof (Episcopal Church Canon Title III, Canon 14.)

B. VESTRY QUALIFICATIONS AND DUTIES

1. The Vestry shall, at its first meeting after any Annual Meeting (and thereafter as required), elect the following officers of the Parish: Senior Warden and Junior Warden, both of whom shall be from its own number; a Clerk and a Treasurer from among qualified electors of the Parish.
2. Eligibility for election to the Parish Vestry is defined by the canonical requirements for parish electors as set forth in paragraph three of this document. In addition, they must be confirmed or received and from a pledging household. Members of the Vestry must be able to attend meetings regularly and be willing to serve on a commission or committee as requested. Any member may be removed from office for just cause as determined by the Rector and affirmed by

majority vote of the Vestry. (Title II Canon 1 Section 7(a) - (b) Diocese of Ohio)

3. It shall be the duty of the Vestry to take charge of the property of the Parish and its business interests except those reserved to the Rector. (Title II Canon 1 Section 9(b) Diocese of Ohio)
4. The Vestry shall set up a realistic budget for the Parish and see that it is followed. They may establish committees and commissions, which shall report to the Vestry monthly. The business affairs of the Parish shall at all times be governed by the Constitution and Canons of the Protestant Episcopal Church of America, The Constitution and Canons of the Episcopal Church in the Diocese of Ohio and the provisions of these By-laws.

C. THE WARDENS

1. It shall be the duty of the Wardens to work with the Rector in establishing a climate of mutual trust and honesty within which the Parish can be provided with effective leadership and its problems addressed and mission furthered. It shall be the duty of the Wardens to work with the Rector to identify and hear concerns and ideas of the Parish, and to communicate the concerns and ideas of the Parish leadership to the Parish at large. It shall also be the duty of the Wardens to collect alms and to disburse such alms in case the Parish is without a Rector; and to provide for the celebration of public worship and the instruction of the Parish, as circumstances may permit. (Title II, Canon 1 Section 9(c) Diocese of Ohio)
2. The Senior Warden shall work closely with the Rector in all affairs of the Parish and in the absence of the Rector shall conduct meetings and assume responsibility for the continuing work of the Parish.
3. The Junior Warden shall be responsible for the buildings and grounds of the Parish and may assist the Senior Warden in requested specific tasks.

D. THE CLERK

1. The Clerk shall be elected by the Vestry members at the first meeting following the Annual Parish meeting. The Clerk must have all the qualifications of a Vestry member although not necessarily be on the Vestry.
2. The Clerk of the Parish shall also act as Secretary of the Vestry, and it shall be the duty of the Clerk to take, record and preserve minutes of the proceedings of any Regular or Special meeting of the Parish and the Vestry, to attest to its public acts, to preserve all records and papers belonging to the Parish not otherwise provided for, to perform such other duties as are usual and customary to this office, to transmit promptly to the successor Clerk all the Parish's documents in the Clerk's possession. (Title II Canon 1 Section 9(d) Diocese of Ohio)

E. THE TREASURER

1. The Treasurer shall be elected by the Vestry members at the first meeting following the Annual Parish meeting. The Treasurer must have all the qualifications of a Vestry member although not necessarily be on the Vestry.
2. It shall be the duty of the Treasurer to receive, deposit, disburse and account for all moneys collected for any and all church purposes, subject to the provisions of the Canon "Of Business Methods in Church Affairs" and such By-laws as the Parish shall adopt. The Vestry may, in its discretion, appoint other treasurers for funds raised for special purposes provided that the provisions of the aforesaid Canon are observed. (Title II, Canon 1 Section 9 (e) Diocese of Ohio)
3. The Treasurer shall be responsible for keeping accurate records of all financial matters of the Parish and shall attend the meetings of the Vestry furnishing to them a financial report of the conditions for the month recently ended.

SECTION III: DIOCESAN CONVENTION DELEGATES

1. Three delegates are allowed by Article II Section 2 (d) of the Constitution of the Episcopal Church in the Diocese of Ohio. The delegates and their alternates are elected by the Vestry annually to represent the Parish.
2. Delegates and alternates must attend a pre-convention caucus, and then discuss convention issues with the Vestry to determine how best to represent the Parish.
3. Following the Convention, the delegates must report back to the Vestry and the Parish on the actions of the Diocesan Convention. Delegates and alternates must meet the same requirements as Vestry members.

SECTION IV: SPECIAL FUNDS

Two endowment funds and one foundation, whose purpose, governance and operational procedures shall be defined by special resolutions adopted by the Parish, shall be established.

SECTION IV: AMENDMENTS

These By-laws may be altered, amended or repealed at any validly called and convened Annual or Special meeting of the Parish by an affirmative vote of two-thirds (2/3) of those qualified electors present.