

DIOCESE OF LEXINGTON  
MODEL PARISH BYLAWS

BYLAWS  
OF  
THE PARISH OF \_\_\_\_\_ (1) \_\_\_\_\_  
Adopted \_\_\_\_\_, 20\_\_\_\_\_

I

NAME OF THE PARISH

This Parish church shall be known as "The Parish of \_\_\_\_\_ (1) \_\_\_\_\_".

II

ACKNOWLEDGMENT OF ACCEDESCENCE

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 \_\_\_\_\_ (1) \_\_\_\_\_ 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 on the records of this Parish who shall have been appropriately recognized by the Rector for their support and attendance.

IV

PARISH MEETINGS

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

*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.

*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 or any other baptized person 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 Parish.

*Section 4.5.* Ten 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 absentee ballot or by proxy.

*Section 4.6.* The Rector shall preside at all Parish meetings; however, in the Rector's absence, the Senior Wardens shall preside or, in the absence of the Rector and the Senior Warden, the Junior Warden will preside.

*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 of members of the Vestry shall be by ballot. The presiding officer shall appoint three tellers who shall receive and count the ballots and notify the presiding officer of the results thereof. There shall be no votes cast by proxy, any voter must be present at the Annual meeting in order to vote.

## V

### THE VESTRY

*Section 5.1.* The Vestry shall consist of the Rector and \_\_\_\_\_(2)\_\_\_\_\_ lay members at large. The majority of the lay members shall be communicants of the Parish while the remainder shall be qualified voters thereof.

*Section 5.2.* \_\_\_\_\_(3)\_\_\_\_\_ members at large shall be elected at each annual meeting for a term of [two] [three] years and until their successors are elected. In the event of a permanent vacancy among the members at large, the remaining members shall elect a successor member to hold office until the next annual meeting of the Parish, at which meeting, in the event a portion of the term remains unexpired, another member shall be elected to hold office for such unexpired term. A permanent vacancy shall be declared to exist upon a majority vote of the Vestry when a member shall have

been absent, without cause, for three successive regular Vestry meetings or for a period of three successive months, if more than three regular meetings have been held within such period.

*Section 5.3.* 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 action taken in such executive session shall be fully reported in the minutes of the Vestry meeting.

*Section 5.4.* The Clerk of the Vestry shall cause five calendar days' notice of each meeting to be given. This notice may be either oral or in writing and may be either mailed or delivered to each member at the member's residence or place of business. This requirement may be dispensed with if agreed to by a two-thirds vote of the full membership of the Vestry.

*Section 5.5.* A quorum for the meeting of the Vestry shall consist of a majority of all members thereof, each having been given due notice thereof unless dispensed with in accordance with [Section 5.4](#). No meeting of the Vestry shall be valid unless either the Rector or the Senior Warden shall be present; provided, that if the office of Rector is vacant, then the presence of both the Senior and Junior Wardens shall be required; but if the offices of the Rector and either Warden shall be vacant, then the presence of the other Warden shall be required.

*Section 5.6.* The Vestry shall have charge of the temporalities and shall attend to all business matters of the Parish, including the providing and keeping in good order a house of worship and all the necessary furniture and appointments of the same and the payment of all Parish obligations and dues. It shall be the agent and legal representative of the Parish in all matters concerning the Parish corporate property and the relations of the Parish with its clergy.

## VI

### WARDENS AND VESTRY OFFICERS

*Section 6.1.* The Senior Warden shall be appointed [from members of the Vestry] by the Rector for a term of one year and until a successor shall be duly appointed. In case there shall be a vacancy in the office of Rector, and a vacancy in the office of Senior Warden occurs, the Vestry shall ask the Bishop of the Diocese to either appoint a successor Senior Warden or authorize it to elect an individual to the position. The Senior Warden shall be, ex officio, a member of the Vestry.

*Section 6.2.* The Junior Warden shall be elected [at the annual meeting of the Parish] [by the Vestry at its first meeting of each year from members of the Vestry] for a term of [one year] [two years] and until a successor is duly elected. In the event a vacancy occurs in the office of Junior Warden, the elected members of the Vestry may elect a replacement to hold office until the next annual Parish meeting. The Junior Warden shall be, ex officio, a member of the Vestry.

*Section 6.3.* It shall be the duty of the Wardens 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. They shall also see that all things needed for the orderly worship of God and for the proper administration of the sacraments are provided at the expense of the Parish and they shall discharge such other duties as may devolve upon them by the provisions of the law of the Church.

*Section 6.4.* At the first Vestry meeting held after the annual meeting of the Parish, the Vestry shall elect a Clerk from among its members to serve for a period of one year and until a successor shall be duly elected. The Clerk 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 6.5.* The Treasurer shall be elected by the Vestry at its first meeting after the annual meeting for a period of one year and until a successor is duly elected. The Treasurer need not be a member of the Vestry. The Treasurer shall receive, have custody of and dispense all funds and monies belonging to the Parish and shall keep or cause to be kept full, detailed and true accounts of all financial transactions relating to the Parish, its property or affairs.

*Section 6.6.* 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

### DEPUTIES TO THE CONVENTION

*Section 7.1.* The Parish shall be represented at each meeting of the Convention of the Diocese of Lexington by that number of lay delegates to which it is entitled in accordance with the Constitution of the Diocese. Such delegates shall be at least sixteen years of age and shall be communicants.

*Section 7.2.* The delegates and one alternate for each delegate shall be elected by ballot at the annual Parish meeting.

## VIII

### STANDING COMMITTEES

*Section 8.1.* 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 committee.

*Section 8.2.* The following standing committees with the duties and responsibilities as enumerated are hereby established:

\_\_\_\_\_ (4) \_\_\_\_\_ Committee . . .

*Section 8.3.* Each standing committee shall have prepared a written report of its activities to be presented at the annual Parish Meeting.

*Section 8.4.* 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.

## IX

### THE RECTOR AND OTHER MINISTERS

*Section 9.1.* 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 appertains thereto.

*Section 9.2.* 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 9.3.* The Rector shall be the custodian of the Parish Register and shall also be responsible for the annual submission of the parochial report.

*Section 9.4.* 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.

## X

### PARISH ADMINISTRATION

*Section 10.1.* The fiscal year of the Parish shall be the calendar year.

*Section 10.2.* The financial records of the Parish shall be audited annually by a committee composed of two individuals appointed by the Vestry who shall have the appropriate qualification to conduct such an audit.

*Section 10.3.* All checks, notes, drafts, bonds, acceptances, leases, notes, contracts, and all other documents and instruments shall be signed by two of the following persons: the Rector, Senior Warden, Junior Warden, Treasurer or Clerk.

*Section 10.4.* 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 10.5.* The Vestry shall prepare or cause to be prepared each year a report of its business and activities together with a proposed income and expense budget for the following year which shall be presented at the time of the annual meeting.

*Section 10.6.* No indebtedness shall be incurred by the Vestry on behalf of the Parish unless it is in accordance with the provisions of Canon 30 of the Canons of the Diocese of Lexington.

*Section 10.7.* The methods used by the Parish in conducting its business shall be in conformance with those delineated in the Canons of the Diocese of Lexington.

## XI

### 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.

## XII

### AMENDMENT

*Section 12.1.* 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 mail to the last known place of residence of the 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 to the congregation at least fourteen days prior to the date of the meeting at which such changes are to be considered.

*Section 12.2.* 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 12.1](#). 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 therefor.

*Section 12.3.* No amendment to these Bylaws shall become effective until approved by the Chancellor and the Bishop.

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## Model Parish Bylaws

This document is designed solely for the assistance of any Parish. It is **not** a document which must be adopted by each Parish as it is presented here. That obviously cannot happen as there are options presented within the model bylaws for each Parish to select. It should be noted, however, that much of the material contained in the bylaws is based on Canon law and before any Parish decides to deviate from what is provided for within the model, the Canon provision which addresses itself to the same subject should be checked to insure that the proposed change is not in conflict with it.

Note that [Section 4.4](#), relating to qualified voters, provides a choice. The one which is to be used will depend upon how inclusive or exclusive the Parish wishes to be at its Annual Meetings. Use only one of the provisions.

Similarly, [Section 5.2](#) provides a similar choice with respect to one-year terms or two or three-year terms for the vestry.

The following subparagraphs correspond to the numbers which are indicated in the blanks in the model bylaws:

- (1) The name of the Parish should be inserted in these blanks.
- (2) This blank should be filled in with the number of lay Vestry members that the Parish decides to have. The Canons of the Diocese provide that there shall be no less than five (5) nor more than fifteen (15) lay members.
- (3) This blank should be filled in with the number of members who will be elected at each annual meeting in the event of staggered terms of either two or three years.
- (4) This blank would be filled in with the name of each committee which the Parish decided to create and then the description of its duties and composition would follow. Standing committees would be the following: Nominating, Worship and Music, Building and Grounds, Education, Stewardship, Outreach, Finance, Mission, Program, and Administration, etc.

The method of amending the bylaws which is suggested is prompted by two factors: (a) the realization that in the large majority of cases, the Vestry of a Parish is going to be the only body really concerned with the method of its administration and that expeditious changes to meet changing circumstances need to be made and (b) the fact that ultimately the power of a Parish rests in its membership as is obvious from it having the right to elect the members of the Vestry. While it is not anticipated that the right of the Parish membership to modify the bylaws would be exercised on anything close to a frequent basis, the ultimate capacity for it being able to do so should be recognized and provided for.

