

October 2017 Vestry Proposed Changes to BYLAWS OF

THE PARISH CHURCH OF ST. CHRISTOPHER

Adopted January 27, 2013

I. NAME OF THE PARISH

This Parish church shall be known as "The Parish Church of St. Christopher".

II. ACKNOWLEDGMENT OF ACCEDECE

As a Parish in union with the Convention of the Diocese of Hawai'i, The Parish Church of St. Christopher accedes to the Constitution and Canons of the Diocese of Hawai'i and the Constitution and Canons of the Protestant Episcopal Church in the United States of America as the respective documents may be 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, the day and hour thereof being determined by the Vestry.

Section 4.2. Special meetings may be held at any time by a call of the Rector with the consent of the Vestry or in the event of a vacancy in the office of Rector, on the call of the Vestry, or upon the receipt of a petition by the Rector or Vestry calling for a special meeting specifying the purpose therefor bearing the signatures of at least ten percent (10%) of the qualified voters of the Parish, provided, however, that the notice of such special meeting shall set forth the business which is to be transacted at such meeting and no other business than such specified business shall be transacted except by a two-thirds (2/3) majority vote in favor thereof.

Section 4.3. Notice of any Parish meeting shall be given at all services held on the two (2) Sundays preceding such meeting and by mail to the membership of the Parish at least ten (10) days prior to such meeting.

Section 4.4. Members qualified to vote shall be those persons of fourteen (14) years of age or over, who, at the time of the meeting shall be communicants in good standing on the records of this Parish who shall have been appropriately recognized by the Rector for their support and attendance.

Section 4.5. Ten percent (10%) 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 Wardens in order of seniority by title shall 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 the Junior Warden and members of the Vestry and Delegates to the Convention of the Diocese of Hawai'i and their alternates shall be by secret ballot. Ties in balloting that will affect the outcome of an election or the order in which an alternate Delegate will be called to serve shall be resolved by the toss of a coin by the nominees under the supervision of the presiding officer. The presiding officer shall appoint three (3) tellers who shall receive and count the ballots and notify the presiding officer of the results thereof.

V. THE VESTRY

Section 5.1. The Vestry shall consist of the Rector, the Senior Warden, the Junior Warden, Youth member and nine (9) Lay members at large. The majority of lay members shall be communicants in good standing. With the exception of the Youth member, no two (2) members of the same immediate family shall serve on the Vestry at the same time. (amended January 27, 2013)

Section 5.2. Three (3) members at large shall be elected at each annual meeting for a term of three (3) years or 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 (3) successive regular Vestry meetings or for a period of three (3) successive months, if more than three (3) regular meetings have been held within such period. At large members may not be elected to successive terms of office.

Section 5.3. The Vestry shall meet regularly each month. A special meeting may be held in addition to the regular meeting at the discretion of the Vestry. All Vestry meetings shall be open to any interested Parish member unless by a two-thirds (2/3) 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 at least five (5) 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.

Section 5.5. A quorum for the meeting of the Vestry shall consist of a majority of all elected members of the Vestry, 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.

Section 5.7. ~~The~~ Youth member ~~may~~ shall be elected ~~by secret ballot~~ for a one (1) year term at the annual meeting. The Youth member shall be a qualified voter of the Parish. The Youth member shall be less than nineteen (19) years old when elected.

VI. WARDENS AND VESTRY OFFICERS

Section 6.1. The Senior Warden is an ex officio member of the Vestry and shall be appointed by the Rector for a term of one (1) year or 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.

Section 6.2. The Junior Warden is an ex officio member of the Vestry and shall be elected at the annual meeting of the Parish for a term of one (1) year and not more than two (2) successive terms. 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.

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 (1) 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 at least five days 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 (1) 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. The Treasurer shall keep or cause to be kept, true and accurate accounting of monthly income and expenses. A monthly report shall be made available to each Vestry member at least five (5) days prior to the next regularly scheduled meeting.

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. DELEGATES TO THE CONVENTION

Section 7.1. The Parish shall be represented at each meeting of the Convention of the Diocese of Hawai'i 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 (16) years of age and shall be qualified voters of the Parish.

Section 7.2. The delegates and one (1) alternate for each delegate shall be elected ~~by secret ballot~~ at the annual Parish meeting.

Section 7.3. Diocesan delegates shall prepare or cause to be prepared a written report to the parish on resolutions and actions of the convention, ~~and how they individually voted.~~

VIII. REGIONAL COUNCIL REPRESENTATIVES

Section 8.1. In addition to the Senior Warden and Junior Warden who shall serve as representatives, ex officio, the Parish ~~may~~ shall be represented on ~~the~~ Regional Council by that number of lay delegates to the Convention to which it is entitled in accordance with the Constitution of the Diocese. Such representatives shall be at least sixteen (16) years of age and shall be qualified voters of the Parish.

Section 8.2. The representatives ~~may~~ shall be elected ~~by secret ballot~~ at the annual meeting of the parish.

Section 8.3. Regional representatives ~~may~~ shall prepare or cause to be prepared a ~~written~~ report for the Annual Meeting of the Parish on the actions of the Regional Council.

IX. STANDING COMMITTEES

Section 9.1. 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 (1) year or 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 9.2. The following standing committees with the duties and responsibilities as enumerated are hereby established:

- ~~Compensation Review Committee~~ ~~Personnel Committee~~. The Vestry shall appoint a committee of not less than three (3) persons to be known as the "~~Compensation Review~~ ~~Personnel~~ Committee". It shall be the duty of the ~~Personnel~~ Committee to review annually with the Rector the compensation to be paid the clergy and all lay employees in the ensuing year. The Vestry itself, or a portion thereof, may serve as the compensation review committee.
- *Executive Committee.* The Executive Committee shall be composed of the Rector, Senior Warden, Junior Warden, Treasurer, and Clerk. It shall:
 - 1) call a Nominating Committee into being, as necessary, to insure that there are sufficient qualified individuals nominated for election to parish offices which will be vacant at the time of the next election and will encourage qualified individuals to run for election to Diocesan offices. The Nominating Committee shall consist of the Junior Warden, the Senior Class of the Vestry, and two (2) members of the congregation, all of whom shall be appointed by the Junior Warden and confirmed by the Vestry. Additional nominations that are supported by one second may be made from the floor of the parish meeting at which the election will take place.
 - 2) meet at a time and place mutually agreed upon by its members, prior to the regularly scheduled Vestry meetings, to prepare an agenda for such meetings; administer St. Christopher's employment agreements and make recommendations as to possible changes to the Vestry; and, meet at such other times as deemed necessary upon the call of the Rector or Senior Warden in the absence of the Rector.
- *Additional Committees.* The Vestry shall have the authority to create additional committees to promote and foster the ministry of the Parish.

Section 9.3. Each Parish committee/organization shall prepare a written report of its activities to be presented at the Annual Meeting of the Parish.

X. THE RECTOR AND OTHER MINISTERS

Section 10.1. Subject to the authority of the Bishop of the Diocese, the Rector 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 10.2. 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 10.3. The Rector shall be the custodian of the Parish Register and together with the Vestry shall be responsible for the annual submission of the parochial report.

Section 10.4. Any other ordained 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.

XI. PARISH ADMINISTRATION

Section 11.1. The fiscal year of the Parish shall be the calendar year.

Section 11.2. The financial records of the Parish shall be audited annually in accordance with the provisions of Section 41.1.5 of the Canons of the Diocese.

Section 11.3. All checks, notes, drafts, bonds, acceptances, leases, notes, contracts, and all other documents and instruments shall be signed by two (2) of at least four (4) people approved by the Vestry as signatories.~~the following persons: the Rector, Senior Warden, Junior Warden, Treasurer, or Assistant Treasurer.~~

Section 11.4. 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 11.5. 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 11.6. No indebtedness shall be incurred by the Vestry on behalf of the Parish unless it is in accordance with the provisions of Canon 42 of the Canons of the Diocese and Article IX of the bylaws of The Episcopal Church in Hawai'i.

Section 11.7. The methods used by the Parish in conducting its business shall be in conformance with those delineated in Canon 36 and Canon 41 of the Canons of the Diocese and Article IX of the bylaws of The Episcopal Church in Hawai'i.

XII. RULES OF ORDER

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

XIII. AMENDMENT

Section 13.1. 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 (2/3) 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 (10) 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 (14) days prior to the date of the meeting at which such changes are to be considered.

Section 13.2. 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.

Section 13.3. 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 13.4. No amendment to these Bylaws shall become effective until approved by the Chancellor and the Bishop.

Approved by Vestry 01-10-2013

Approved by Chancellor _____

Approved by Bishop _____

Approved by Parish (if necessary) _____

RATIONALE

V.5.1; V.5.7: “optional” youth vestry member leaves open the possibility to have a youth member, without requiring one. Omission of “by secret ballot” leaves open the possibility of secret ballot OR voice vote. The diocesan template does not have “by secret ballot”, plus ours is not consistent one way or the other.

V.7.2: removal of “by secret ballot” tracks Diocesan bylaws and leaves open the possibility of secret ballot or voice vote.

VII.7.3: removal of requirement that Diocesan delegates state how they individually voted (though it is optional).

VIII.”Regional Representatives”: language in this section leaves open the possibility of having regional representatives to a regional council, should the occasion arrive in the future; there is currently no regional council.

IX.9.2: “Compensation Review Committee”: this tracks Diocesan language and the description in the bylaws of the function of the Committee, which is: to review compensation; also, we are required to send to the Diocese a yearly form signed by the head of the “Compensation Review Committee”, hence that should be its name. This language also leaves open the possibility that the vestry, as it approves the budget, may be considered the compensation review committee, or that the committee be a subcommittee of the vestry.

XI.11.3: This leaves the option of having Sr. Warden, Jr. Warden, Treasurer and/or Assistant Treasurer appointed as check signers, but also opens up the possibility of having check signers be those most able to be available. (Your current Rector believes that a Rector should not be a check signer, hence requests that the stipulation that the Rector be an approved signatory be removed.)