

BYLAWS OF  
HOLY TRINITY EPISCOPAL CHURCH  
Oxford, Ohio

ARTICLE I

Name of Incorporated Parish and Canon Law

The name of this incorporated parish is Holy Trinity Episcopal Church located in Oxford, Ohio. As a parish in the Protestant Episcopal Church in the United States of America, otherwise known as the Episcopal Church, we promise conformity to the Constitution and Canons of the Episcopal Church adopted in General Convention and to those of the Diocese of Southern Ohio.

ARTICLE II

Membership

All persons who have received the Sacrament of Holy Baptism with water in the Name of the Father, and of the Son, and of the Holy Spirit, whether in this Church or in another Christian Church, and whose Baptisms have been duly recorded in the Episcopal Church, are members thereof. [Canons of the Episcopal Church, 2012, I, 17, 1]

Voting Members of the Parish

All enrolled members of the Parish in good standing aged sixteen or older shall be eligible to vote for the election of a Vestry and on other Congregational matters, who at the time of voting shall have contributed, by subscription or otherwise, to the support of the Parish. [Canons of the DSO, 2010, Preliminary Canon and Canon XVI, 2]

ARTICLE III

Eligibility for Offices

All voting members of the Parish are eligible for elective offices in this Parish, except that: Wardens must be members in good standing at least twenty-one years of age; Delegates and Alternates to Diocesan Convention must be members in good standing who have been confirmed or received; and a majority of the members of Vestry must be at least twenty-one years of age or older [Canons of the DSO, 2010, Preliminary Canon, III, 4 and XVI, 6.]

## ARTICLE IV

### Nomination Procedure

Section 1. Nominating Committee: Each year the Vestry shall appoint a Nominating Committee. The Committee shall consist of: the three retiring members of the Vestry; one member of the Vestry who will be retiring in the following year; and one other person who is not a member of the Vestry. The Rector shall serve as an *ex officio* member of the Committee. The Vestry shall designate the chairperson of the Committee.

Section 2. Committee Duties: The Committee is to assure the nomination of at least one person for each of the following positions: Senior Warden, Junior Warden, three Vestry members, and four Delegates to Diocesan Convention. Optionally, the Committee may also propose up to four persons as nominees for the position of Alternate Delegate to Convention. [Canons of the DSO, 2010, III, 4; Constitution of the DSO, 2010, VI, 1] The Nominating Committee shall endeavor to ensure continuity in the offices of Senior and Junior Warden, when possible, by assuring that each year at least one nominee for Warden shall have been a Warden or Vestry Member in the year just completed.

Section 3. Nominating Procedures: At least sixty days before the Annual Parish Meeting, the Nominating Committee shall make a report to the Parish including the following information: the retiring members of the Vestry, the remaining members of the Vestry, eligibility requirements for positions for which nominations are to be made, and the members of the Nominating Committee. The Committee shall include with its report a Nomination Form, and shall set a date by which the Committee will accept nominations from members of the Parish. Any member of the Parish (including members of the Nominating Committee) may place the name of any eligible member of the Parish in nomination for an office by completing the Nomination Form and giving it to the chair of the Nominating Committee. Nominations must be seconded and the consent of the person nominated must be obtained. After the deadline for nominations has passed, the Nominating Committee shall meet to review the nominations received, to check eligibility for office of all persons whose names are submitted, and to ensure that there is a complete slate of nominees. It shall then announce the complete slate of nominees to the Parish. Additional nominations may be made from the floor at the Annual Parish Meeting, provided that each nominee is eligible and has consented to the nomination.

Section 4. Should the Nominating Committee exercise its authority to nominate a Warden for a fourth one-year term, Vestry shall be asked to approve that decision before the slate is presented to the Parish.

## ARTICLE V

### Election Procedures

Section 1. The Senior Warden and Junior Warden shall be first elected, in succession, on separate ballots and the remaining members of the Vestry shall be elected on a subsequent separate ballot. Delegates to Diocesan Convention and Alternates to Diocesan Convention (if nominated) shall be elected on single ballots. [Canons of the DSO, 2010, XVI, 3]

Section 2. Terms of Office: The Senior Warden and Junior Warden, Delegates and Alternates to Diocesan Convention shall be elected each year. A Senior or Junior Warden who has just completed three consecutive one-year terms may not be elected Warden again (either Senior or Junior) until a year has elapsed; however, under unusual circumstances (e.g. change or absence of a rector, financial emergency or the like), the Nominating Committee has the authority to ask a Warden to stand for one additional one-year term. The Vestry shall consist of eleven members: Senior Warden, Junior Warden, and nine other Vestry members, with three of those nine elected each year to serve three-year terms. Vestry members who have just completed serving the entirety of a three-year term may not be re-elected until they have been off the Vestry for one year. Each member of Vestry shall continue in office until his or her successor is chosen. In the event of a vacancy on the Vestry during the year, the remaining members of Vestry may fill the open position by appointment. [Canons of the DSO, 2010, XVI, 12]

Section 3. Election by the Vestry: The Vestry shall elect a Treasurer and a Clerk (referred-to in DSO Canons as Secretary). An assistant to the Treasurer may also be elected. The Treasurer and Clerk shall be expected to attend all meetings of the Vestry, along with all Ministers of the Parish. These persons are to have voice, but no vote, unless they are elected to Vestry at the Annual Parish Meeting as provided in Section 1 of this Article. Should a vacancy occur in any elected office, the Vestry may elect a qualified person to fill such vacancy.

It shall be the duty of the Clerk to take and record the Minutes of the proceedings of the Vestry, to attest the public acts of the Vestry, to preserve all records and papers belonging to the Parish, not otherwise provided for, to perform such other duties as shall be legally assigned, and to faithfully deliver to the Clerk's successor all books and documents in the possession of the Clerk belonging to the Parish. [Canons of the DSO, 2010, XVI, 10]

It shall be the duty of the Treasurer to receive, disburse and account for the funds of the Parish. The Parish shall comply with the audit requirements of the Church's Canons. [Canons of the DSO, 2010, XVI, 11]

The Treasurer, and such other officers who are charged with the handling or custody of funds, shall be bonded according to the requirements of the Church's Canons. [*Id.*]

## ARTICLE VI

### Annual Parish Meeting

Section 1. Each year there shall be an Annual Parish Meeting at which the usual business of the Parish shall be conducted. The Annual Parish Meeting shall be held within the first three months of the year at a date, time and place to be determined by the Vestry. Vestry shall give public notice of the date, time and place of the Annual Parish Meeting at least twenty (20) days in advance. [Canons of the DSO, 2010, XVI, 3] The minutes and reports of Annual Parish Meeting shall be published and made available within sixty days.

Section 2. The Rector, if present, shall preside at the Annual Parish Meeting, except that he or she may choose to designate a Layperson to preside, or may request the Vestry to elect a Layperson to preside. In the

absence of the Rector or the Layperson presider, the order of priority for the Presiding Officer shall be *ex-officio*: 1) The Senior Warden; 2) The Junior Warden; and 3) The Parish Clerk. Should none of the foregoing officers be present, the Parish Meeting may elect one of its members to preside. [Canons of the DSO, 2010, XVI, 5]

Section 3. The Annual Parish Meeting shall be opened with prayer. Elections called for in these Bylaws shall be conducted; and the financial reports for the past calendar year, along with a budget for the current year, shall be submitted. The Rector shall also submit a report on the over-all state of the Parish, or, in the Rector's absence, the Senior Warden or Junior Warden shall do the same.

Section 4. Twenty-five voting members of the Parish shall constitute a quorum for any Parish Meeting.

## ARTICLE VII

### Vestry Meetings

Section 1. All Vestry meetings shall be open to the whole Parish except when, by majority vote of the Vestry, that body decides to go into executive session. Minutes of Vestry meetings, and financial reports presented at Vestry meetings, shall be made available to members of the Parish upon request.

Section 2. The agenda for each Vestry meeting shall be posted prior to the date of the Vestry meeting.

Section 3. Normally, the Vestry meets monthly, with each meeting's date and time set at the preceding meeting. Meetings of the Vestry may be called by the Rector, or in the absence of the Rector, by the Senior Warden, and in the absence of both by the Junior Warden. A meeting may be called at the request of two members of the Vestry. [Canons of the DSO, 2010, XVI, 9]

Section 4. A majority of the members of the Vestry shall constitute a quorum for Vestry meetings. Except as otherwise directed by Episcopal Church Canons, Diocesan Canons, or these Bylaws, all questions about the conduct of meetings shall be determined by reference to Robert's Rules of Order.

Section 5. The Rector, or such member of the Vestry designated by the Rector, shall preside at all the meetings of the Vestry. [Canons of the Episcopal Church, 2012, I, 14, 3]

Section 6. Should it become necessary for the Vestry to take prompt action before its next regular meeting, the Rector and Wardens, or any two of them, may submit a proposed resolution to the Vestry for a vote by telephone, e-mail or other electronic means. The result of any such vote shall be fully effective once a majority of Vestry members have voted either for or against the proposal. The resolution and the outcome of the vote shall be reported at, and recorded in the minutes of, the next regular Vestry meeting.

## ARTICLE VIII

### Duties of Vestry

Section 1. It shall be the duty of the Vestry to take charge of the property of the Parish, and, except insofar as the Parish has adopted a different plan with regard to its endowment funds, to regulate all of the Parish's temporal concerns. But the Vestry may not convey title or mortgage, or encumber the real property of the Parish, or divert any of its endowments, or in any way alienate any of said property from the use of the Episcopal Church in the Diocese of Southern Ohio, without the previous consent of the Bishop and Standing Committee. [Canons of the DSO, 2010, XVI, 7 (a)]

Section 2. It shall be the duty of the Vestry to maintain the property of the Parish and to insure the property at a prudent level for its replacement as determined by the Vestry and as approved by the Bishop and Standing Committee. [Canons of the DSO, 2010, XVI, 7 (b)]

Section 3. It shall be the duty of the Vestry to elect and call a Rector and to provide for his or her maintenance. [Canons of the DSO, 2010, XVI, 7 (a)]

Section 4. It shall be the duty of the Vestry to provide for paying all lawful assessments on the Parish, to keep order in the Church during Divine Services and, in general, to act as helpers to the Rector, Vicar, or Priest-in-Charge, in whatever way is appropriate to Laypersons for the furtherance of the Gospel; it being understood always that the spiritual concerns of the Church are under the exclusive direction of the Rector, Vicar, or Priest-in-Charge, in subordination to the Ecclesiastical Authority and Laws of the Diocese. [Canons of the DSO, 2010, XVI, 7 (a)]

## ARTICLE IX

### Duties of 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 keep and disburse such alms in case the Church is destitute of a Rector, Vicar, or Priest-in-Charge, and while the Church is destitute of a Rector, Vicar, or Priest-in-Charge, to provide for the celebration of public worship, and the instruction of the congregation, by occasional clerical services, or by lay reading, as the circumstances may permit. [Canons of the DSO, 2010, XVI, 8]

## ARTICLE X

### Meetings Conducted by Digital or Virtual Means

Meetings of members of the congregation, of the Vestry and of other committees within the congregation may occur in person, by digital or virtual means, or by a combination thereof, subject to implementing reasonable measures to allow each participating person to hear (or otherwise be informed about) comments and information available to those attending in person and to participate by voice or other means of oral or written communication available to those attending in person.

## ARTICLE XI

### Audit

The Parish shall comply with the requirements relative to annual audit reports set forth in Title I, Canon 7 of the Episcopal Church Canons, under the procedures established by the Diocesan Finance Committee.

## ARTICLE XII

### Amendment

These Bylaws may be amended by a majority vote at a Parish meeting as long as notice of the suggested amendments is given to the Parish at least one week prior to the meeting.

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#### Amendments:

March 21, 2021

February 22, 2015

January 28, 2007\*

January 23, 1999

January 26, 1997

\*No vote to amend is recorded but it was noted that “appropriate procedures had been taken which resulted in a change in the Church by-laws to permit both the Senior and Junior Warden to serve an additional term.” On the document itself the date of amendment is given as Oct. 3, 2006.

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#### Except as otherwise indicated:

Episcopal Church Canon citations are from “Constitution & Canons of the Episcopal Church 2012.”

Diocesan Canon citations are from “The Constitution and Canons of the Episcopal Church in the Diocese of Southern Ohio 2010.”