

St. John's Episcopal Church
Versailles, Kentucky
Diocese of Lexington
By-laws
Adopted this the 12th Day of March 2013

PREFACE

1. Articles of Incorporation, Constitution and Canons. St. John's Church was incorporated by an act of the Kentucky General Assembly on January 21, 1864. The official name of the corporation is "Rector, Wardens and Vestry of St. John's Church, Versailles, Kentucky". The Kentucky Act is found in chapter 121, page 258 of the Commonwealth of Kentucky Acts and is incorporated herein by reference thereto as though wholly set out. These By-Laws also acknowledge the Articles of Incorporation of 1864, duly adopted June 7, 1977 and the Restated provisions of the Articles of Incorporation as heretofore amended, and supercede the original Articles of Incorporation and all amendments thereto. True copies of the 1864 Act, the Articles of Amendment, and the Restated Articles of Incorporation are added as an appendix to the By-Laws for reference. St. John's Church also acknowledges the Constitution and Canons of the Episcopal Church in the United States of America and the Constitution and Canons of the Diocese of Lexington. No portion of these By-Laws is to be construed as in any way contrary to either Kentucky law, or the Restated Articles of Incorporation. To the extent these By-Laws are in conflict with the Constitution and Canons of the Diocese of Lexington, Constitution of General Convention, and/or the Kentucky Revised Statutes, the provisions of the latter documents and legislation shall govern. The adoption of these By-Laws supersedes and replaces all previous By-Laws enacted.

PRINCIPAL OFFICE

2. Principal Office. The principal office of St. John's Church shall be 210 N. Main Street, Versailles, Woodford County, Kentucky.

PARISH MEETINGS

3. Annual Meeting. Annual meeting of the members shall be held on a Sunday in November. Notice of such meetings shall be given at not less than two consecutive Sunday services held in the Church next preceding the day of the meeting. Notice shall be published in the church service bulletins and the October edition of the newsletter. The definition of eligible voters of the Parish shall also be included in the published notices.
4. Special Meetings. A special meeting of the Parish may be called by the Rector or Minister in Charge or by the simple majority of the Vestry's membership at any time as needed.
5. Presiding Officer. At Parish meetings, the Rector, Priest in Charge, Senior Warden, or Junior Warden shall preside. In the absence of these officers, some adult communicant selected at the time shall preside.
6. Eligible Voters. By Diocesan Canon 17.03, the following persons are eligible voters at Parish meetings: (1) Communicants over the age of sixteen years, whose names have for three months (immediately preceding the meeting) been on the list of communicants of the Parish, and (2) baptized persons, other than communicants, who are regular worshippers at St. John's, and known to be regular contributors to the support of the Church, for a period of at least six months prior to the meeting.
7. Vote by Proxy. No vote shall be cast by proxy at a Parish meeting. No ballot shall be valid which does not contain as many votes as offices being filled on that ballot.

8. Principal Business of the Annual Meeting. The principal business to be transacted at the annual Parish meeting shall be the election of members of the Vestry, the election of two representatives from the Parish to the Greater Cathedral Chapter, the election of four deputies to the General Diocesan Convention, one of whom shall be a member of the Vestry with a minimum of one year remaining in their term, and at least one alternate. The meeting shall also include the publication of Annual Reports from the Rector or Priest in Charge, from the Senior and Junior Wardens, from the Treasurer, and from the several organizations and committees of the Parish. The proceedings of the Parish Meeting shall be recorded by the Clerk of the Vestry and be kept from year to year in a book provided for the purpose.
9. Quorum. Twenty (20%) percent of the eligible voters of the Parish shall constitute a quorum. It shall be the duty of the judges of the election (see Article 13) to determine immediately prior to the Parish meeting the total number of the eligible voters. If 20% of the Parish eligible voters are not present at the meeting, a second meeting will be called for the following week. If 20% are not present at that meeting, a third meeting will be called at which a quorum will be constituted by 10% of the eligible voters. Those persons receiving the highest number of votes for the vacancies available shall be elected. In the event a tie prevents the election of the required number, a second ballot shall be taken between those tied.

VESTRY

10. Governing Body of Parish. The local governing body of the Parish shall be known as the Vestry of St. John's Church and shall consist of the Rector, when there is one, and nine (9) lay persons who are confirmed communicants and are regular worshippers at St. John's Church. Notice shall be given to the Parish of all Vestry meetings indicating the time and location of the meeting. No business can be conducted without at least five Vestry members present, which constitutes a quorum, provided, however, that no quorum shall exist unless the Rector or one of the Wardens is present.
11. Election of Vestrypersons. At the annual Parish meeting there shall be elected by ballot, from the qualified voters of the Parish not fewer than three persons to serve as members of the Vestry for the term of three years and until the election and qualification of their successors; provided, however, that at the expiration of their term, each shall be ineligible for re-election for one year thereafter. The term of a Vestryperson shall begin January 1 following the Annual Meeting.
12. Nominating Committee. At the September meeting of the Vestry in each year, the Vestry shall appoint a nominating committee to consist of the retiring members of the Vestry, one of whom shall act as Chair of the committee, and three members of the congregation at large. Such committee shall publish its nominations, consisting of at least three nominees, for the office of vestryperson to the Parish through the bulletin or other similar publication at least two weeks prior to the annual meeting of the Parish. Nominations may also be accepted from the floor at the annual meeting with the consent of the person nominated.
13. Election Judges. Prior to each annual Parish meeting, the Vestry shall appoint three qualified voters of the Parish to act as judges of the election. Said judges, two of whom shall constitute a quorum, shall conduct the election, determine the qualified voters present, and declare the result; and it shall be their duty to certify as to the correctness of the minutes of all Parish meetings at which members of the Vestry are elected, so far as the same may relate to such election. If no judges shall have been appointed by the Vestry, or if a quorum of those appointed shall not attend, the presiding officer shall appoint judges of the election. In case of a dispute regarding elections not resolved among the judges, an appeal shall be made to the Diocesan Standing Committee, whose judgment shall be final.
14. Vacancies in the Vestry. Vacancies occurring in the Vestry during the term of office of its members shall be filled by majority vote of the remaining members of the Vestry, and members so elected shall serve until the end of the calendar year, until their successors be elected and

qualified at the next Annual Parish meeting. Resignations and vacancies shall be acted upon separately and filled in order so that at no time shall the parish be without a Vestry of at least five members. The Vestry may not remove a Vestry member except for cause, which is defined to mean having been charged with a crime of moral turpitude, which would rise to the level of a felony if convicted under Kentucky or Federal law. In the event the Vestry and Clergy of the Parish are unable to resolve any dispute concerning the composition of a Vestry or the competency of any member, the dispute shall be appealed to the Standing Committee whose judgment shall be final.

15. Election of Vestry Officers. At the first Vestry meeting of the new year, the Vestry shall elect, from their own number, a Senior Warden who shall be nominated by the Rector, a Junior Warden and a Clerk, who shall be nominated by the Vestry. If the Vestry fails to elect a Senior Warden nominated by the Rector, then the Rector shall continue to nominate until a Senior Warden is elected. They shall also elect a Treasurer, who may or may not be a member of the Vestry; provided, however, if a non-Vestry person is elected, then the Vestry shall elect an Assistant Treasurer from their own number. They shall also elect an Assistant Clerk.
16. Presiding Officer of Vestry Meetings. The Rector shall be the presiding officer of the Vestry. In the absence of the Rector, the Senior Warden, and in the absence of the Senior Warden, the Junior Warden, shall preside. The Presiding Officer may originate motions and enter into debate; but, when so doing, shall call upon one of the other members of the Vestry to take the chair. The Vestry shall fix the time of its regular meetings. Special meetings may be called by the Rector, the Wardens, or any three members of the Vestry upon twenty-four (24) hours notice; provided, however, the Rector and all Vestry members shall have notice of all meetings, and the announcement of the special meeting must state the reason for which the meeting has been called. The twenty-four (24) hour notice of a special meeting may be waived if a waiver of notice is signed by all Vestry members. All votes shall be by voice, and the affirmative vote of a majority of those present shall be necessary and sufficient to carry any motion. If requested, a poll of the Vestry shall be taken and recorded in the minutes.
17. Duties of the Vestry. The Vestry shall be in charge of and regulate the temporal affairs of the Parish; present a full statement of its financial condition at the annual Parish meeting; sustain and further the Church's mission; cooperate with the Rector for the promotion of the spiritual welfare of his cure; see that the Rector is properly supported and that his salary and Pension Fund premium, and the cost of his Church Group Life and Comprehensive Medical Care Insurance are regularly and punctually paid; and, in case of a vacancy in the Rectorship, to fill the same as soon as possible. The Vestry shall approve the annual Parish budget. In the event of the urgent need for a non-budgeted expenditure before the next regularly scheduled Vestry meeting, approval of the expenditure must be obtained from a simple majority of active Vestry members.
18. Selection of a Rector. In the choice of a Rector the Vestry shall abide by Diocesan Canon 19.03.
19. Mission Funds. All monies collected for missions or missionary purposes shall be considered by the Parish and its Treasurer as trust funds, and shall be in no case diverted from the objects or purposes for which they were given, nor shall the Vestry have power to authorize or approve any such diversion.
20. Year End Audit. At the end of each year the Vestry shall cause an audit to be made of the funds contributed for all purposes, and shall at the same time furnish a copy of such audit to the Bishop. The Treasurer and/or Assistant Treasurer shall deliver to their successor all monies, accounts, and vouchers in their possession belonging to the Parish.
21. Standing Committees. At the first regular meeting of the Vestry of the New Year, the Standing Committees shall be appointed and/or elected as hereinafter prescribed.

22. Order of Business, Regular Vestry Meetings. At the regular meetings of the Vestry, the order of business shall be as follows: (a) the meetings shall be opened with prayer. (b) the Rector may address the meeting if desired. (c) the minutes of the last meeting shall be read, including minutes of any intervening special meetings, and they shall be approved by the Vestry. (d) the Rector shall make a report to the Vestry on the state of the Parish. (e) the Senior Warden shall report to the Vestry on matters pertaining to the office. (f) the Junior Warden shall report to the Vestry on matters pertaining to the office. (g) the Treasurer shall present in writing the financial report hereinafter designated and make comment by voice on the fiscal affairs of the Parish. (h) the chair of each of the standing committees, hereinafter described, shall report to the Vestry on matters with which their committees are concerned. If the chair of a committee is not a member of the Vestry, that report should be submitted in writing and read by the Clerk. It shall be the privilege of any member of the Vestry to bring before the Vestry any matter which the member deems worthy of consideration by the Vestry. Upon motion to adjourn, a majority concurring, the meeting shall be closed with prayer. 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 sensitive personnel matters or litigation. If present for the meeting, the Treasurer shall be included in all executive sessions. All Vestry meetings shall be held at a reasonable time in which to allow meaningful input and discourse and shall be held at the Church building unless circumstances dictate a different location.
23. Purchase and Sale of Church Property. The purchase, sale, mortgage or other encumbrance of real property shall be governed by and shall conform to Canon 30.02 (c) of the Diocese of Lexington and equivalent provisions of the General Church Title I, Canon 7, Sec. 3.
24. Rules of Order. Unless in conflict with other provisions found herein, Vestry proceedings shall be governed by Robert's Rules of Order Revised.

VESTRY OFFICERS

25. Senior Warden. The Senior Warden, upon nomination by the Rector, shall be elected by the Vestry from its own members for a term of one (1) year. As the senior lay officer of the Parish, it shall be the duty of the Senior Warden to consult with the Rector, from time to time, concerning the spiritual state of the Parish, and to assist the Rector in promoting such projects and activities as may be undertaken for the general welfare of the Parish.
26. Junior Warden. The Junior Warden shall be nominated and elected by the Vestry for one (1) year. It shall be the duty of the Junior Warden to assist the Rector and Senior Warden in assessing the well-being of the church and to support projects and activities for the general welfare of the congregation.
27. Clerk. The Clerk shall be elected by the Vestry, from its membership, for a term from one (1) year and shall attend all meetings of the Vestry, record the names of those present, record all votes and the minutes of all proceeds in a book to be kept for that purpose. The Clerk shall give or cause to be given, notices of all meetings of the Vestry and shall perform such other duties as the Vestry shall prescribe. In the absence or the disability of the Clerk, the presiding officer shall appoint an officer of the Vestry to act as substitute Clerk. The Clerk shall deliver to his or her successor all books and papers in their possession belonging to the Parish. An Assistant Clerk shall be elected from non-Vestry membership and may be delegated any of the above mentioned duties.
28. Treasurer. The Treasurer, who may or may not be a member of the Vestry, shall be elected by the Vestry for a period of one (1) year. In the event a Treasurer is elected who is not a member of the Vestry, then the Vestry shall elect an Assistant Treasurer from its own membership who shall consult with the Treasurer, and shall in the absence or incapacity of the Treasurer, act in the Treasurer's behalf. The Treasurer shall have custody of all Parish funds and securities except Communion Alms, (non-pledged offerings also known as "loose offerings"). The Treasurer shall

keep full and accurate accounts of receipts and disbursements in books belonging to the Parish and shall receive and deposit all monies and other valuable effects or cause them to be deposited in the name and to the credit of the Parish in such depositories as may be designated by the Vestry. The Treasurer shall keep the books and execute the Treasurer's office according to the business methods prescribed in the Canons of The Episcopal Church. The Treasurer shall disburse the funds of the Parish as may be ordered by the Vestry, taking proper vouchers for such disbursements, and shall render to the Vestry, at its regular meetings or whenever they might require it, an account of all transactions as Treasurer and of the financial condition of the Parish. The Treasurer shall make a financial report at the annual meeting of the Parish. There shall be an annual audit of the books of the Parish by competent auditors designated by the Vestry, as required by the Canons of the Diocese of Lexington and The Episcopal Church. The Treasurer and/or Assistant Treasurer if there be one, shall deliver to their successor all monies, accounts, and vouchers in their possession belonging to the Parish.

STANDING COMMITTEES

29. Finance Committee. There shall be a Finance Committee consisting of up to six members including at least two (2) members of the Vestry, elected by the Vestry at the first regularly scheduled meeting in the new year. This Committee shall be charged with the responsibility of recommending fiscal policy of the Parish to the Vestry and assisting in Stewardship Campaign. It shall also be the obligation of this Committee to recommend procedure for the accounting of all church affairs.
30. Building and Grounds Committee. The Building and Grounds Committee shall be composed of up to six members, including at least two (2) members of the Vestry, one of whom shall be the Chair of the Committee. It shall be the duty of this committee to supervise the maintenance and up-keep of all Parish property and to spend the necessary funds to do so, except that they shall seek the advice and consent of the Vestry whenever any expenditure exceeds ten (10) percent of the repairs and maintenance budget.
31. House Committee. The House Committee shall be composed of five members, including the Rector, the Chair of the Buildings and Grounds Committee, and two others, at least one of whom shall be another Vestry member. This committee shall be responsible for recommending to the Vestry approval of all redecorating, renovations, or any other change or addition of an aesthetic nature that affects the church building or grounds. The committee shall also be responsible for recommending to the Vestry in writing acceptance and usage of any gift to the church that alters the appearance of the building and grounds, including furniture, carpeting, fixtures, paintings or other artwork, and memorial windows.
32. Kitchen Committee. The Kitchen Committee shall oversee the entire operation of the kitchen and church member/volunteers who work in the kitchen; the committee shall consist of a Vestry member and two other persons, not necessarily a Vestry member.
33. Christian Education Committee. The Christian Education Committee shall consist of a Chair, who may or may not be a member of the Vestry, selected by the Rector, and three (3) or more other members, nominated by the Chair and approved by the Rector. Its function shall be to supervise and oversee all facets of Christian Education, including but not limited to the Sunday School, Vacation Bible School, and special instructional meetings outside of regularly scheduled educational activities. To this end, this committee shall be authorized to spend funds up to its budget without further approval of the Vestry.
34. Personnel Committee. The Personnel Committee shall consist of a chair who shall be the Rector and at least two other Vestry members who shall oversee all issues pertaining to employees of the Church.

35. Outreach Committee. The Outreach Committee shall consist of a chair who shall be a member of the Vestry and appointed by the Rector, and at least two others, working with the Rector, whose duties it will be to oversee and coordinate outreach in the community.
36. Communication Committee. The Communication Committee shall consist of a chair and up to six additional members, one of whom shall be the Parish Secretary. The chair shall be nominated by the Rector and approved by the Vestry for the purpose of coordinating the dissemination of parish information by all means including print, electronic, etc.
37. Other Committees. The Vestry may form such other committees as it may deem necessary for the general welfare of the Parish.
38. Chairs of Standing Committees. Except as otherwise directed, the Chairs of each Standing Committee shall be members of the Vestry.
39. Standing Committee Files. It shall be the responsibility of each Standing Committee Chair to develop and maintain a file on the work of his or her respective committee, including but not limited to such information as previous committee work, monies involved, and interested volunteers within the church membership. This file shall be kept at the church office.

THE SERVICE OF THE CHURCH AND THE USE OF THE CHURCH BUILDINGS

40. Parish Buildings. The Rector has control of the use of the Parish Buildings. (See Title III, Canon 9.5 of the Canons of The Episcopal Church).
41. Services of the Church. The Rector is responsible for all aspects of public worship.

RATIFICATIONS AND AMENDMENTS

42. Ratification of By-Laws. Upon ratification by the Vestry, these By-Laws shall supersede all other By-Laws of St. John's Church heretofore enacted and shall be published for the parish and a copy provided to the Diocese.
43. By-Law Amendments. These By-Laws may be altered or amended by the affirmative votes of two-thirds (2/3) of the elected Vestry who are present at two (2) consecutive regular meetings of the Vestry. Upon approval, these amended Bylaws shall be published for the parish and a copy provided to the Diocese.