

## **Model Provisions and Guidelines for Parish Bylaws**

In 2017, the Committee on Constitution and Canons considered how best to update the Model Form of Parish Regulations (or Bylaws), which were last revised by the Committee in 2012. The Committee reviewed several recently-updated parish bylaws from different sized parishes, and determined that it would focus on developing principles for parish bylaws instead of producing a “model” set, mainly due to the differences between smaller and large parishes.

These provisions are intended to encourage parishes in the Diocese to maintain current bylaws in conformity with the Constitution and Canons of The Episcopal Church and the Diocese of Ohio, and to encourage fair and efficient parish governance. The Canons of the Diocese of Ohio are available at: <https://www.dohio.org/our-diocese/about/convention-2019/constitution-canon-1>.

These provisions (in addition to the Canons of the Diocese of Ohio referenced herein) are intended to assist Vestries or bylaws review groups in updating their bylaws. This document is not intended to cover every provision of parish’s bylaws.

Members of the Committee on Constitution and Canons would be pleased to offer consultation and review of proposed parish bylaws revisions. Please contact Bill Powel, Canon to the Ordinary, at 216-774-0449 for more information.

**General Provisions:** All parishes are incorporated as non-profit corporations in the State of Ohio. Therefore, the Code of Regulations (Bylaws) should contain the following Outline:

### **Name of Corporation**

**Accession to the Canons of The Episcopal Church and the Diocesan of Ohio:** Parish bylaws must contain required language to comply with Title II.1.1 of the Canons of The Episcopal Church and the Diocese of Ohio: “Each parish shall make provision in its By-Laws or Articles of Incorporation acknowledging its accession to the doctrine, discipline, and worship of The Episcopal Church and to the canons of General Convention and of the Diocese of Ohio.”

**Annual Meetings:** Each Parish shall hold an annual meeting for the election of Vestry. Unless otherwise provided [by a parish’s corporate documents], such meeting shall be held on the third Sunday of January in each year. Diocesan Canon, Title II.1.3(a). Voting at the annual meeting should be in person only; no proxy or absentee ballots.

- Notice and operation of Annual Meetings: Diocesan Canon, Title II.1.4. To constitute a quorum, a minimum of ten (10) Qualified Electors is necessary.

- Special Meetings: Special meetings of the Parish may also be called as provided in a Parish's Articles of Incorporation or Bylaws. Diocesan Canon, Title II.1.3(b).
- Nominating Committee: The Vestry should select a nominating committee (including those Vestry members whose terms are expiring) to nominate a list of parish members to be presented at the Annual Meeting.
- Qualification of Who May Vote: "All members of the Parish who are communicants in good standing as defined by the Canons of The Episcopal Church" age 16 and older ("Qualified Electors"). Diocesan Canon, Title II.1.5(a).
  - The definition of communicants "in good standing" are those "who for the previous year have been faithful in corporate worship, unless for good cause prevented, and have been faithful in working, praying, and giving for the spread of the Kingdom of God." General Canons, Title I.17.3.
  - General Canons, Section I.17.2(a) also states that "All Members of the Church who have received Holy Communion in this Church at least three times during the preceding year are to be considered communicants of this Church."
- Summary of Who is a "Qualified Elector": The Diocesan Canons (and, by incorporation by reference, the General Canons) include the following qualifications to determine those who may vote in an election of Vestry. Diocesan Canon, Title II.1.5(a):
  - Baptized;
  - Age 16;
  - a Communicant, meaning that he or she received Holy Communion at least three times during the preceding year; and
  - in good standing, meaning faithfulness in corporate worship, and faithfulness in working, praying, and giving for the spread of the Kingdom of God.

Vestry:

- Number: No fewer than five nor more than eighteen members "from among Qualified Electors of a parish." Diocesan Canon, Title II.1.6(a). An odd number of members is preferred.
- Term: "No member of any Vestry shall be elected to more than two consecutive terms nor be re-elected or appointed until one year shall have elapsed following the expiration of the second term." Diocesan Canon, Title II.1.7(a). Three-year terms are typical, with one-third of the Vestry elected each year.
- Meetings: The Rector (or Priest in Charge) shall have notice of, and shall preside at all meetings of Vestry. Officers of the Vestry shall preside when no Rector (or Priest in Charge) is present. Diocesan Canon, Title II.6(c).
- Attendance: If a member of the Vestry fails to attend a meeting for three consecutive meetings unless excused in advance for good cause by the Rector or Senior Warden, then that member is considered to have resigned.
- Officers: Vestry shall elect a Senior Warden and Junior Warden "from its own number; a Clerk and a Treasurer from among Qualified Electors of the Parish." Diocesan Canon, Title II.1.8(b).

- Treasurer: The role of the Treasurer is “to receive, deposit, disburse, and account for all monies collected for any and church purposes, subject to the provisions of the Canon ‘Of Business Methods in Church Affairs’ and such Bylaws as the Parish shall adopt.” Diocesan Canon, Title II.1.9(e). The Treasurer is not required to be a voting member of the Vestry.
- Clerk: The role of the Clerk is to “act as Secretary of the Vestry,” including attesting to documents required by the Diocese. Diocesan Canon, Title II.1.9.(d). The Clerk is not required to be a voting member of the Vestry.
- Voting: Electronic voting by Vestry members is permitted between in-person meetings. Vestry members are not permitted to give a “proxy” vote to another person. The Rector does not vote unless there is a tie.

Committees: The Bylaws may include permanent committees of the Vestry, such as Finance, Building and Grounds, and any such other committees as the Vestry may create to assist in its work. The Vestry has oversight of permanent committees and such other committees that it may create. A member of the Vestry can be a liaison to a committee, but not necessarily serve as its chair. The Bylaws should contain a brief description of the membership and responsibilities delegated to it by the Vestry; a detailed description is not necessary to include in the Bylaws itself. Rather, a separate document (i.e., a committee charter) is preferable for more specific provisions governing operation of the committee.

Amendments: The Bylaws should contain a process for amendment by a majority (or supermajority - 2/3) vote at a meeting of Qualified Electors of the parish where there is a quorum. Under Ohio law, a corporation may amend its bylaws by a majority vote, but a parish can choose a different percentage. Diocesan Canon Title II.1.4(a) provides that a quorum shall consist of not fewer than ten (10) Qualified Electors.