

**BYLAWS
OF
THE PARISH OF CALVARY EPISCOPAL CHURCH OF ASHLAND, INC.
Adopted September 24, 2012**

I

NAME OF THE PARISH

This Parish church shall be known as "The Parish of Calvary Episcopal Church of Ashland, Inc."

II

ACKNOWLEDGMENT OF ACCEDECE

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 Calvary Episcopal Church of Ashland, Inc. 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 worshippers

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. The Clerk may be but shall not be required to be a member of the Vestry.

Section 4.8. The election of members of the Vestry shall be by voice vote or such other means as the majority of those present and voting shall determine by majority vote. If the vote is 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 twelve lay members at large. Members of the Vestry shall hold the same qualifications as a qualified voter as mentioned above.

Section 5.2. Four members at large shall be elected at each annual meeting for a term of 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 may 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. No member shall serve more than one consecutive term of three years plus any unexpired term to which the member is appointed without a hiatus of at least one year between service.

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 or the Clerk's designee shall cause three calendar days' notice of each special 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. No notice shall be required regarding the regularly scheduled meetings 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* above. At all meetings of the Vestry, the Rector shall preside; provided, in the absence of the Rector, the presiding officer shall be determined by the Constitution and Canons.

Section 5.6. 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 5.7. 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 nominated from members of the Vestry by the Rector at its first meeting of each year for a term of one year and until a successor shall be duly appointed with said Senior Warden being elected by the Vestry after nomination by the Rector. 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 a voting member of the Vestry.

Section 6.2. The Junior Warden shall be nominated from members of the Vestry by the Rector at its first meeting of each year for a term of one year and until a successor shall be duly appointed and elected by the Vestry with said Junior Warden being elected by the Vestry after nomination by the Rector. In the event a vacancy occurs in the office of Junior Warden, the elected members of the Vestry may elect a replacement after nomination by the Rector to hold office until the next annual Parish meeting. The Junior Warden shall be 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 to serve for a period of one year and until a successor shall be duly elected. The Clerk may be but shall not be required to be a member of the Vestry. 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 may be but shall

not be required to 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 voice vote or such other means as the majority of those present and voting 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 standing committees shall be those from time to time formed and appointed under *Section 8.1* above with the duties and responsibilities as prescribed by the Vestry but shall include a Nominating Committee whose members shall consist of the outgoing Vestry Members, the Senior Warden and two communicants of the Parish eligible to vote in Parish elections. The non-Vestry members shall be prayerfully appointed by the entire Vestry. The Senior Warden shall serve as chair of the Nominating Committee. In consultation with the Rector, the Nominating Committee shall nominate at least the number of candidates required for the full-term places to be filled on the Vestry, at least the number necessary to fill any vacancies on the Vestry and at least the number of candidates of the office of Diocesan Convention Deputy. Nominations of persons qualified for election may also be made from the floor for any office with the prior permission of the person being nominated and the signatures of three confirmed communicants in good standing in the Parish.

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 an independent and qualified outside auditor or such other qualified person(s) as the Vestry may from time to time appoint.

Section 10.3. All checks in excess of \$1,000.00, 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. (Note: Canon 30 pertains to conveyance and encumbrance of real property).

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

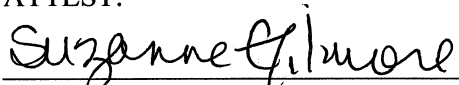
Section 12.1. These Bylaws may be amended or repealed, or new Bylaws may be adopted at any meeting of the Vestry called for that purpose, by an affirmative vote of two-thirds of the entire membership of the Vestry, provided that a copy of the proposed changes shall be delivered or sent by mail to the 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 of those present and voting. 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 therefore.


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

APPROVED this 24th day of September, 2012 by a majority vote of the Vestry members present and voting.

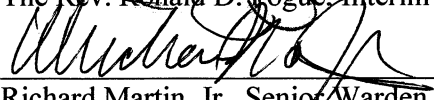
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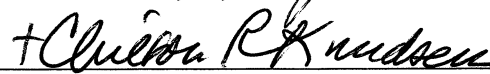
Suzanne Gilmore, Clerk of the Vestry



The Rev. Ronald D. Pogue, Interim Rector



Richard Martin, Jr., Senior Warden



The Rt. Rev. Chilton Knudsen, Interim Assisting Bishop

Calvary Episcopal Church
Ashland, Kentucky

The Vestry

Minutes of Called Special Meeting
September 27, 2012

Present: Debbie Braun, Martha-Lindsey Cooke, Jerry Ford, Richard Ford, Suzanne Gilmore, Cleve McHenry, , Bruce Leslie, Trish Pitt

Absent: Dicky Martin, Don Maxwell, E.B. Lowman, Lisa Pullem

Fr. Ron Pogue called the special meeting to order and opened with prayer at 6:00 p.m. on Thursday, September 27, 2012.

The purpose of the special meeting was to revisit *Section 10.3* of the new bylaws that were adopted at the regular monthly meeting on Monday, September 24, 2012. The bylaws revision task force had originally recommended that checks in excess of \$500 should require two signatures, along with certain other documents. Following discussion at that meeting, the vestry increased the amount to \$2,000.

The Diocesan Chancellor, Buck Hinkle, and Bishop Chilton Knudsen felt that the amount was too high to provide an appropriate level of security. Bishop Knudsen has agreed to approve the bylaws if the amount in Section 10.3 did not exceed \$1,000 and if presented to her by the close of business on Friday, September 28, 2012.

Martha-Lindsey Cooke moved and Debbie Braun seconded the motion that the vestry concur with the recommendation of the Chancellor and Bishop and revise *Section 10.3* to read as follows:

Section 10.3. All checks in excess of \$1,000.00, 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.

Following discussion, by a vote of 8 to 0, the vestry approved the motion to replace Section 10.3 with the language contained in the aforementioned motion, which requires checks in excess of \$1,000 must be signed by two of the named authorized officer holders.

Fr. Pogue adjourned the meeting at 6:15 p.m.

Respectfully submitted,



Suzanne Gilmore, Clerk of the Vestry