

BYLAWS

OF

THE PARISH OF ST. ELIZABETH'S EPISCOPAL CHURCH

Adopted June 28, 2015

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ARTICLE I

ST. ELIZABETH'S EPISCOPAL CHURCH

This Parish church shall be known as "The Parish of St. Elizabeth's Episcopal Church."

ARTICLE II

ACKNOWLEDGMENT OF ACCEDECE

As a Parish in union with the Convention of the Diocese of Hawai'i, The Parish of St. Elizabeth's Episcopal Church 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 duly amended from time to time.

ARTICLE 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.

ARTICLE 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 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 majority vote in favor thereof.

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

Section 4.4. Members qualified to vote shall be those persons of sixteen (16) 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 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 shall be 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.

ARTICLE V

THE VESTRY

Section 5.1. The Vestry shall consist of the Rector, the Senior Warden, the Junior Warden, and eight (8) lay members at large. The majority of the lay members shall be communicants of the Parish while the remainder shall be qualified voters thereof.

Section 5.2. Eight (8) members at large are elected onto the Vestry. Two (2) or three (3) new members 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 shall 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.

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 shall cause five calendar days' notice of each meeting to be given. This notice may be either oral or in writing and may be either mailed, emailed 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.

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. 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.

ARTICLE VI

WARDENS AND VESTRY OFFICERS

Section 6.1. The Senior Warden shall be appointed by the Rector for a term of one year and 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. The Senior Warden shall be, ex officio, a member of the Vestry.

Section 6.2. The Junior Warden shall be elected at the annual meeting of the Parish for a term of one year and until a successor is duly elected. 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. The Junior Warden shall be, ex officio, 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, including identifying persons to run for necessary offices.

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 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 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 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.

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.

ARTICLE 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 years of age and shall be communicants.

Section 7.2. The delegates and two alternate delegates shall be elected by ballot at the annual Parish meeting.

ARTICLE 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 committees.

Section 8.2. The following standing committees with the duties and responsibilities as enumerated are hereby established:

A. Compensation Review Committee. The Vestry shall appoint a committee of not less than three persons to be known as the "Compensation Review Committee". It shall be the duty of the committee to review annually with the Rector the compensation to be paid the clergy and all lay employees in the ensuing year, to the end that all clergy and all lay employees shall receive fair and equitable compensation. The word "compensation" as used in this section shall include not only cash salary, but also allowances for housing, utilities, travel, insurance and any other customary allowances or benefits.

B. Finance Committee. The Vestry shall appoint a committee of not less than three persons to be known as the "Finance Committee". It shall be the duty of the Committee to supervise the administration of the Parish budget and serve as council of advice to the Board of Directors with regard to all financial matters of income and expenditure. The Committee shall also assist in the preparation of the annual budget; review the investment guidelines of the Parish not less than once every two years, making any recommendations for change to the Vestry; review the Procter Fund and other investments no less than annually to insure that these meet the investment guidelines as established by the Vestry.

C. Property Committee. The Vestry shall appoint a committee of not less than three persons to be known as the "Property Committee". It shall be the duty of the Committee to supervise and evaluate the maintenance of the Parish buildings and grounds as required by Canon. The Committee shall advise the Board of Directors as to the property needs and expenditures and to recommend the acceptance of all property gifts as they may be offered from time to time. The Junior Warden shall be the Chair of this Committee.

D. Stewardship Committee. The Vestry shall appoint a committee of not less than three persons to be known as the "Stewardship Committee". It shall be the duty of the Committee to plan, administer and evaluate the Every Member Canvass. It shall be the responsibility of this Committee to provide a year-round program of stewardship education. Such a program will include stewardship of our earth's physical as well as financial resources.

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.

ARTICLE IX

THE RECTOR AND OTHER MINISTERS

Section 9.1. 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 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.

ARTICLE 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 a committee composed of two individuals appointed by the Vestry who shall have the appropriate qualification to conduct such an audit.

Section 10.3. All checks, 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 42 of the Canons of the Diocese and Article IX of the bylaws of The Episcopal Church in Hawai'i.

Section 10.7. 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.

ARTICLE XI

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 the Parish meetings and the meetings of the Vestry shall be governed by Roberts Rules of Newly Order Revised.

ARTICLE 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. 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 therefor.

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

+ Robert L. Fitzpatrick
Bishop
The Right Reverend Robert L. Fitzpatrick

07-15-2015
Date

Ms. Martha C. Im

Chancellor
Ms. Martha C. Im

7-18-15

Date

Warden

Date

Clerk

Date