

BY-LAWS OF SAINT MARK'S EPISCOPAL CHURCH

Upper Arlington, Ohio

Approved by Annual Meeting, February 2023

1. The Annual Election

- (A) The Vestry shall consist of fifteen qualified voters of the parish, not more than one of whom may be under twenty-one (21) years of age who shall continue in office until their successors are duly elected. An election of members of the vestry and delegates to the Diocesan Convention shall be held prior to the end of the month of February in each year, on a date fixed by the Vestry. The following members of the Vestry shall be elected by ballot.
- (1) A Senior Warden and a Junior Warden to be elected, in succession, and by separate ballot to serve for one year each.
- (2) One person (1) of high school age to be elected by a separate ballot and to have the title of Youth Warden, to serve for one year. Or two persons of high school age may be elected to share the position of Youth Warden, to serve for one year.
- (3) Twelve members of the Vestry. Each year four shall be elected to serve for three years beginning with the Annual Meeting in 1993. Thereafter, elections shall be held for successors to those whose terms expire, each to serve for three years.
- (B) Two delegates and two alternates to the Diocesan Convention shall be elected by ballot to serve terms of one year each. The Senior and Junior Wardens shall be ex-officio delegates.
- (C) Any member of the Vestry who has served on the Vestry for three consecutive calendar years shall not be eligible for reelection to the Vestry for one year after the expiration of their final year in office except as provided in section (D) below. Any vacancy occurring in the Vestry shall be filled by the remaining members of the Vestry, by the vote of a majority of them. A vacancy occurring in the office of Senior Warden or Junior Warden may be filled only from members of the Vestry. A member of the Vestry elected to fill the vacancy shall serve only for the remainder of the term of the member of Vestry replaced.
- (D) Any person may serve as a Warden for a total of three consecutive one-year terms regardless of previous service on the Vestry, except that no Warden shall be eligible for re-election to the Vestry after for one year after expiration of their final year in office as Warden.

2. Election – Time for, etc.

Meetings for elections shall be held at the Parish Church and the Secretary of the Vestry or Wardens shall cause notice of the hour to be announced at the morning services in the church on the two previous Sundays; also, in the parish publications preceding the meeting.

Twenty-five qualified voters of the Parish shall constitute a quorum at such meetings, but if that number shall not be present, a lesser number shall be competent to adjourn the meeting to a later date not exceeding fourteen days from the original date of the meeting. If a quorum is not then present, further adjournments may be made from week to week until a quorum can be obtained. For the purposes of establishing a quorum, those attending the meeting by audio, video, or other remote means shall be counted as part of the quorum.

3. Election – How Held

The Vestry shall annually appoint a Nominating Committee, not less than 60 days prior to the Annual Parish Meeting, to prepare a slate of nominees for Vestry offices and Diocesan Convention delegates. The Rector and Wardens shall be ex-officio members of the Nominating Committee.

At least one week before the election, at the Annual Meeting, the list of nominees shall be published in parish publications. Opportunity shall be given for additional nominations from the floor during the Annual Meeting, but consent of all people put in nomination must be secured in advance.

To be elected to any office a candidate must receive a majority of the ballots cast, unless by a two-thirds vote the Annual Parish Meeting rules otherwise.

In the case where the number of nominees equal the number of positions, the election may be held by acclamation.

4. Qualification of Voters, and Officers

Every member of the Parish, sixteen (16) years of age or over, who has contributed, by subscription or otherwise, to the support of the Parish, shall be a qualified voter of the Parish. The Senior and Junior Wardens shall be qualified voters twenty-one (21) years of age or over of the Parish and communicants in good standing of the Protestant Episcopal Church. Delegates to the Diocesan Convention shall be qualified voters of the Parish and communicants in good standing of the Protestant Episcopal Church.

5. Presiding Officer and Secretary

The Rector shall preside at Parish meetings and, in the absence of the Rector the Senior Warden; and in the absence of both the Rector and the Senior Warden, the Junior Warden; and in case of the absence of these three, the meeting shall choose a chair. The Secretary of the Vestry shall, ex-officio, be the Secretary of the Parish, and shall keep a proper record of the proceedings of the Parish meetings in a suitable book; and carefully preserve all records, documents, and papers pertaining to the office, and shall deliver the same to their successor. (If the Vestry Secretary is absent, the presiding officer may choose a Secretary pro-tem.)

The Secretary of the Vestry and the Parish Treasurer shall be elected by the Vestry at its meeting preceding the Annual Parish Meeting.

6. Special Parish Meeting

Special meetings of the Parish may be called by the Rector or by the Vestry. And special meetings shall be called by the Vestry upon the request in writing of twenty qualified voters of the Parish. Notice of all special meetings shall be given in the parish publications at least ten days before the date of the meeting and by announcement from the chancel during all Sunday morning services at least one week before the meeting.

7. Vestry Meetings

The Vestry shall hold at least six regular meetings each year, and as many more regular meetings as it may prescribe. The time and place of regular meetings shall be fixed by the Vestry and, at all Vestry meetings, regular or special, a majority of the number of members of the Vestry then in office shall constitute a quorum.

Special meetings of the Vestry may be called by the Rector, or in their absence, by the Senior Warden, and in the absence of both by the Junior Warden. Special meetings shall also be called by the Secretary of the Vestry on request of any four members of the Vestry. All such requests for special meetings shall be in writing, addressed to the Secretary of the Vestry, and shall specify the purpose of the meeting, which purpose shall also be stated in the notice of the meeting sent out by the Secretary and no other business shall be transacted at any special meeting so called.

When any Vestry member is absent from more than half of the regular Vestry meetings in any calendar year their office may be declared vacant by the remaining members of the Vestry, who shall thereupon appoint a successor to fill such vacancy.

Attendance at regular and special meetings of the Vestry by audio, video, or other remote means shall be considered attendance at the meeting.

If necessary, and with the consent of the Rector and at least one of the Wardens, the Vestry may vote by email. The results of votes taken by email to be recorded in the minutes of the subsequent meeting of the Vestry.

8. Amendments

These by-laws may be amended or replaced at any legally constituted Parish Meeting by the concurrent vote of two-thirds of the members present, provided a quorum is present.

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