

The Bylaws of Saint Matthew's Episcopal Church Louisville, KY

Because the members of Saint Matthew's Episcopal Church associate as a Parish for the purpose of spreading the gospel of Christ according to the canons and customs of the Episcopal Church; and

Because this Parish is subject to the Constitution, Canons, Doctrines, Discipline and Worship of the Episcopal Church in the United States of America, and to the Constitution and Canons of the Episcopal Diocese of Kentucky;

therefore, the Bylaws of Saint Matthew's Episcopal Church are enacted as follows:

SECTION I

DEFINITIONS

"Communicant" means any "Member" of this Church who has received Holy Communion in this Church at least three times during the preceding year.

"Communicant in Good Standing" means any "Communicant" of this Church who for the previous year has been faithful in corporate worship, unless for good cause prevented, and has been faithful in working, praying and giving for the spread of the Kingdom of God.

"Member" means any person who is baptized, whether in this Church or another Christian Church, is sixteen or more years of age, acknowledges the authority of the Constitution and Bylaws of the Parish, and declares an intention to support the Parish by regular attendance at public worship and by financial support.

"Vestryperson" means a person duly elected as a member of the Vestry of this Church pursuant to the provisions set forth herein.

SECTION II

PRINCIPAL OFFICE

The principal office of Saint Matthew's Episcopal Church will be located at 330 North Hubbards Lane, Louisville, Kentucky 40207.

SECTION III

THE PARISH

Section 3.1. Annual Parish Meetings. There shall be an annual Parish meeting held on a convenient date following December 31, as fixed by the Vestry but in no case later than the second Sunday in February. At the annual Parish meeting the congregation shall elect a Vestry in the manner provided below and shall take such other action as may properly come before the meeting. The Rector, or in the Rector's absence, one of the Wardens, shall preside; in the absence of all three, a moderator shall be chosen by the meeting.

Section 3.2. Special Meetings. Special Parish meetings may be called by the Rector, by the Senior Warden, or by the Junior Warden, at any time, and shall be called by them upon the written request of 20 or more Communicants in Good Standing of the Parish qualified to vote at annual and special meetings.

Section 3.3. Notice and Location of Meeting(s). Notice of the time and place of the annual and any special Parish meeting shall be given at a public service of the Parish congregation, in the Sunday bulletin, and in electronic communication at least two weeks prior to the date of the Annual Meeting, and at least seven days prior to a special meeting. No action shall be taken at any meeting of the Parish other than that set forth in the notice for such meeting.

Section 3.5. Qualifications for Voting. All Communicants in Good Standing (DC 21.2) of Saint Matthew's Episcopal Church shall be entitled to vote at annual and special Parish meetings. The Vestry may give written notice to any Member who, for one year, has refrained from regular worship, and from contributing toward the support of the Parish; provide an opportunity to be heard; and remove the Member's name from the list of Communicants of the Parish.

Section 3.4. Quorum and Voting Procedures. At any annual or special Parish meeting a number of parishioners equal to 30% of the average Sunday attendance as reported on the most recent annual parochial report shall constitute a quorum for the transaction of business. Voting by electronic means, in accordance with procedures adopted by the Vestry, is permitted so long as proper notice is provided. Timely electronic votes and in-person attendees shall be counted together to make up the quorum. Voting by proxy at such meetings shall not be permitted.

SECTION IV

THE VESTRY

Section 4.1. Duties and Powers. The Vestry shall:

(a) Cooperate with the Rector for promotion of the spiritual welfare of the Parish and conduct its temporal affairs in accordance with Canons and these Bylaws.

(b) Serve as a board of directors and annually elect a Senior and Junior Warden from among its members.

(c) Select persons for the positions of Treasurer and Secretary/Clerk from among the Communicants in Good Standing within the Parish who are 18 years of age or older, each for a term of one year. With annual approval by the Vestry, these selected persons may serve consecutive terms.

(d) Fix the compensation of the Rector.

(e) Appoint or authorize the appointment of a Finance Committee, an Endowment Fund Committee and any other committee(s) that it deem(s) desirable with each/all committees accountable to the Vestry, reporting on a regular basis as defined by the Vestry.

(f) In consultation with the Finance Committee:

- i. Adopt a budget to support all components relating to the clergy, staff and operation of the physical facilities while maintaining them in wholesome and safe condition.
- ii. Adopt and/or revise financial management policies and controls.
- iii. Annually authorize audits of the financial records, as well as compliance with parish financial management policies and controls, and report this to the Parish at the annual Parish meeting.
- iv. Hold in trust for the Parish the corporate property, real and personal, the assets of the Endowment Fund and the restricted, current use and discretionary funds of the Parish. The Vestry shall prudently and with due diligence approve all withdrawals from the Endowment Fund.

(g) Raise sufficient monies to support the mission and ministry of the Parish and adopt an annual operating budget describing the expenditure of all monies provided for the ministry and mission of the Parish and its congregation.

(h) Act in the interest of the Parish in all matters concerning corporate property and the congregation's relationship to the clergy and Diocese.

(i) Approve the annual Parish Report to the Diocese.

(j) Upon notification of resignation by the Rector, promptly notify the Bishop of such action.

(k) Authorize and direct such purchases and sales as the Vestry may from time to time deem wise and any and all transfers, assignments, contracts, deeds, leases, bonds, notes, checks and other instruments which may be necessary or proper in this connection. As appropriate, notify the Diocese of such transactions and receive approval as required by the Canons.

(l) As deemed desirable or necessary, cause these bylaws to be amended, which shall require a three-quarters majority vote of the members of the Vestry present (either in person or electronically) at the meeting at which the vote is taken.

(m) The above enumerated duties shall not be exclusive.

Section 4.2. Qualifications

Section 4.2.1. Eligibility

(a) **Adult Representative.** Communicant in Good Standing at the age of 18 years or over at the date of the annual Parish meeting, who has in some way contributed regularly with his or her time, talent and treasure to the Parish for at least a year.

(b) **Youth Representative.** A Member of the Parish between the ages of 16 and 18 years at the date of the annual Parish meeting, who has in some way contributed regularly to the Parish for at least a year.

Section 4.2.2. Exclusions

(a) No Vestryperson who is completing a three-year term is eligible for re-election until an interval of one year has elapsed provided, however, that a Vestryperson who was selected to fill an unexpired term shall be eligible for reelection to the next succeeding full three-year term.

(b) Two or more members of the same household or family (spouse, parent, sibling, child or in-law) shall not serve concurrently on the Vestry. Additionally, upon completion of a Vestry term, a member of the same household or family may not be nominated for a position on the Vestry until one year has passed.

(c) Spouses or significant others of Clergy or staff employed within the Parish who are compensated for 10 or more hours per week may not serve on the Vestry.

Section 4.3. Nominating Procedures

Section 4.3.1. At least two months prior to the date set for the annual Parish meeting, the Vestrypersons completing their term will serve as the Nominating Committee with a Chair to be selected by the Wardens. These Vestrypersons, in conjunction with the Rector, will select two (2) additional parishioners to serve on this committee. The Committee will nominate a minimum of five and maximum of ten adult parishioners to serve as Vestrypersons and one youth parishioner to serve.

Section 4.3.2. The Nominating Committee will present to the Vestry the names of those persons so nominated at least one month prior to the Annual Parish Meeting and the Vestry shall promptly make known to the congregation by publication, or other means as the Vestry may select, the names of those nominated.

Section 4.3.3. Any group of five or more Communicants of the Parish may nominate a candidate for the position of Vestryperson by submitting such nomination, over their respective signatures, to the Rector and Senior Warden at least two weeks prior to the Annual Parish Meeting and the Vestry shall promptly make known to the congregation by publication, or other means as the Vestry may select, the name of any such nominee.

Section 4.3.4. No person shall be nominated to become a Vestryperson unless the person has agreed to serve and has been determined to be a Communicant in Good Standing by the Rector, the Treasurer, and the Senior Warden.

Section 4.4. Number

Section 4.4.1. The Vestry of the Parish shall consist of the Rector, up to 15 Adult Representatives and one Youth Representative chosen from the members of the congregation at the Annual Parish Meeting.

Section 4.5. Election

Section 4.5.1. Vestrypersons shall be elected during the annual Parish meeting. Communicants in Good Standing may vote in according to the procedures set forth in Section 3.4 above.

Section 4.5.2. Those five adult nominees receiving the highest number of votes for the vacancies shall be elected. The Rector will retain the ballot count and should a subsequent vacancy occur during the current term, the person receiving the next most votes may be asked to serve, subject to other options provided here. The youth nominee will be elected upon receipt of a sufficient number of positive votes, as determined by the Vestry.

Section 4.5.3. Newly elected Vestrypersons will commence their service at the time of the next Meeting of the Vestry following the annual Parish meeting.

Section 4.6. Term of Office

Section 4.6.1. Each Adult Vestryperson will hold office through the annual Parish meeting three (3) years following his or her election and thereafter until the time set for the next regularly scheduled Vestry meeting.

Section 4.6.2. The Youth Vestryperson will hold office through the annual Parish meeting one (1) year following his or her election and thereafter until the time set for the next regularly scheduled Vestry Meeting.

Section 4.7. Meetings and Quorum

Section 4.7.1. Meetings

(a) Regular meetings of the Vestry shall be generally held on a monthly basis at a date and time as mutually established by those Vestrypersons present during the first meeting

following the annual Parish meeting. In no event shall there be less than ten meetings per year. Regular meeting dates will be routinely published through written copy or electronically. All meetings are open to parish Members unless the Vestry determines the necessity to have an executive session, at which time guests will be excluded from the proceedings.

(b) Special meetings of the Vestry may be called by the Rector, the Wardens, or three Vestrypersons with a minimum of five calendar days' notice to be delivered to each Vestryperson by telephone or electronic communication and shall be posted on the public section of the Parish website. No business shall be transacted at these meetings except that specified in the notice.

(c) The Rector or Senior Warden may call an emergency meeting upon approval of the majority of the Vestry. Action may also be taken by e-mail without meeting, if the vote is unanimous.

(d) Minutes of all special meetings, emergency meetings, and all emergency actions shall be presented at the next regularly scheduled Vestry meeting for approval or ratification, respectively.

Section 4.8. Leadership Positions

Section 4.8.1. Selection

(a) The officers of the Vestry shall consist of the Rector, who shall be chairman of the board, the Senior Warden, the Junior Warden, and a Secretary. The Vestry from time to time may deem it advisable to create other positions and recommend parishioners to fill those positions.

(b) The officers of the Vestry shall be elected by the Vestry at the first scheduled Vestry meeting following the annual Parish meeting.

(c) Each officer shall hold office from the first meeting of the Vestry next succeeding his or her respective election and until his or her successor has been qualified and elected or until his or her death, resignation or removal.

(d) Any vacancy in any office shall be promptly filled for the unexpired term thereof by the Vestry.

(e) The Vestry shall also elect a Treasurer who, at the discretion of the Vestry, may or may not be a member of the Vestry. This position shall have voice but not vote during Vestry proceedings if not a regular member of the Vestry.

Section 4.8.2. Duties of Officers

(a) The Rector:

- i. Shall preside at all meetings of the Vestry at which the Rector is in attendance.
- ii. Shall be the chief executive officer of the Parish and shall perform such duties and shall have such powers as may be prescribed by the Constitution and Canons of The Protestant Episcopal Church and the Episcopal Diocese of Kentucky.
- iii. Shall be selected by a three-quarters (3/4) majority vote of the entire Vestry, submitted to the Bishop for acceptance and notifications in accordance with Diocesan Canon (DC 23.2) and, unless otherwise provided in the terms of call, shall continue to serve until death or resignation or until the pastoral relationship is severed by mutual consent of the Rector and Vestry and approved by the Bishop.
- iv. Shall have jurisdiction over the spiritual affairs of the Parish and shall supervise and direct the Parish staff.
- v. Is entitled to use and control of the Parish building(s), equipment, and furniture and to access all records and registers maintained by the Parish.
- vi. Shall have voice at all meetings but vote only if there is a tie between the Vestrypersons present at the time a vote is called.

(b) The Senior Warden:

- i. In the absence or disability of the Rector, shall perform the duties and exercise the powers of the Rector.
- ii. Serve as lay consultant and advisor to the Rector.
- iii. Perform such duties as may be prescribed by the Vestry.
- iv. Be attentive to the needs and concerns of the Parishioners and of the Rector, providing advice and counsel where needed.
- v. Provide for the temporary performance of the Rector's duties when the Parish has no Rector or in the Rector's absence.

(c) The Junior Warden:

- i. Shall work collegially with the Senior Warden in performing the duties and services prescribed above.
- ii. Should the Rector and Senior Warden both be absent, perform the duties of each as stated above.
- iii. Perform such duties as may be prescribed by the Vestry.

Section 4.9 Duties of the Secretary. The Secretary shall:

(a) Attend all meetings of the Vestry, the annual Parish meeting and other meetings as directed by the Wardens and record minutes and votes of all proceedings; distribute copies of proceedings to appropriate persons; make adjustments as directed and produce final documents for Vestry approval; and, upon approval, see to the safe keeping of all documents within the Parish office.

(b) Maintain these Bylaws in a current condition including subsequent amendments.

(c) Perform other such duties as may be prescribed by the Vestry.

Section 4.10 Duties of the Treasurer. The Treasurer shall:

(a) Have custody of all the corporate funds and securities. Keep, or see to the keeping of full and accurate account of receipts and disbursements in records belonging to the Parish. Deposit or see to the depositing of all monies and other valuable effects in the name and to the credit of the Parish in such depositories designated by the Vestry.

(b) Report at each regularly scheduled Vestry meeting and the annual Parish meeting the financial accounting of all operating and Endowment Funds administered on behalf of the Parish.

(c) Make available all financial documents necessary to support an annual audit. Upon completion of same, see to the implementation of recommended procedural changes, respond with clarifications or both.

(d) Perform other such duties as may be prescribed by the Vestry.

Section 4.11. Replacements

Section 4.11.1. Rector

(a) Upon receipt of notice to the Senior Warden that the Rector is concluding his or her relationship with the Parish, the Vestry acting with due diligence, shall notify the Bishop(DC 23.2) and see to the formation of a Search Committee who will be charged with identifying and presenting to the Vestry a number of nominees to serve as the new Rector of the Parish.

(b) Upon formal receipt of nominees from the Search Committee, a special meeting of the Vestry and the Search Committee shall be called by the Wardens to hear the credentials of all nominees and have the opportunity to inquire further about their qualifications. Following completion, the Search Committee's accomplishments should be duly noted and those Search Committee members who are not members of the Vestry, along with any other person at the meeting who is not a member of the Vestry, should then be excused from the meeting.

(c) After all persons not members of the Vestry have been excused from the meeting, the Vestry will go into executive session, the Wardens will present the protocol for further discussion, prayerful reflection time, and a process for casting ballots and selection, and in accordance with DC 23.2 the Wardens shall forward the name(s) of the proposed nominee(s) to the Bishop who shall have not more than 60 days to consult with the Vestry concerning a call. All Vestrypersons are to vote by a method approved by the Wardens. A three-quarters (3/4) majority vote of the members of the Vestry present (either in person or electronically) at the meeting at which the vote is taken is necessary to issue a call to the successful nominee selected by the Vestry.

Section 4.11.2. Vestry

(a) Officer - A vacancy that occurs in an officer's position for any reason shall be filled promptly in a manner mutually agreed upon by the remaining Vestry members.

(b) Member - A vacancy that occurs on the Vestry for any reason may be filled for the unexpired portion of the term by a majority vote of the remaining Vestry members in one of the following ways:

- i. The parishioner receiving the sixth most votes at the previous Annual Parish Meeting may be invited to fill the vacancy for the unexpired term, or
- ii. The Vestry may, by a majority vote, select another Communicant in Good Standing from the Parish to fill the unexpired term.

Section 4.12. Vestry Resignation or Removal

Section 4.12.1. Resignation. Any Vestry member may resign at any time by giving written notice to the Rector, the Vestry, or the Secretary/Clerk of the Parish. Unless otherwise specified in such written notice, such resignation shall take place upon receipt thereof by the Vestry and the subsequent election of his or her successor. Acceptance of such resignation shall not otherwise be necessary to make it effective.

Section 4.12.2. Removal. If any person elected to the Vestry shall fail to attend its meetings or to serve on any Committee, the Vestry by a simple majority of those present (either in person or electronically) at a regularly scheduled meeting shall have the right, by a majority vote, to remove that person from the Vestry and proceed to elect a successor to serve the unexpired term.

Section 4.13. Voting Procedures and Quorum

Section 4.13.1. Voting Procedures

(a) Action taken at any Vestry meeting will be preceded by such discussion as affords all members of the Vestry the opportunity to express their opinions and reservations concerning the proposed action. No action shall be taken until such opportunity for discussion has been afforded to every member present at the meeting. Upon adoption of action, the Secretary/Clerk shall

appropriately reflect the action taken but not the specifics concerning the discussion or personal views of any Vestry member.

(b) Should the Wardens determine that following a topic of discussion a vote of the vestry is warranted, two thirds ($\frac{2}{3}$) of the Vestry must be available to vote either through physical presence or use of a communicating device. An affirming vote will be a simple majority of those defined above.

(c) Any action taken at a meeting of the Vestry may be taken without a meeting if consent in writing setting out the action so taken has been signed by all members of the Vestry.

Section 4.13.2. Quorum

(a) At all regular or special meetings of the Vestry, the presence of a majority of the entire Vestry shall be necessary and sufficient to constitute a quorum for the transaction of business.

(b) The Vestry may permit any or all of its members to participate in regular or special meetings through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. Any Vestryperson participating by these means shall be deemed to be present in person at that meeting.

SECTION V

BUSINESS AFFAIRS OF THE PARISH

Section 5.1. Fiscal Year. The business year of the Parish shall be the calendar year.

Section 5.2. Financial Policies and Signatories. The Vestry shall review and approve financial management policies and controls consistent with the Episcopal Church's *Manual of Business Methods in Church Affairs*. The Wardens of the Parish as defined above, the Treasurer and selected Vestrypersons and/or parishioners as selected by the Vestry are the persons authorized to sign checks or make withdrawals from the Parish's restricted and general checking, savings, and other financial accounts. Two signatures are required for all checks. All checking and savings, restricted and discretionary, are subject to the Annual Audit/Review. All custodians of funds of the Parish, other than banking institutions, shall be adequately bonded at the expense of the Parish.

Section 5.3. Annual Audit. All accounts having to do with the receipt, expenditure or investment of money of the Parish shall be audited at the close of each year by a certified public accountant, an independent licensed public accountant, or such audit committee as shall be authorized by the Finance Committee of the Diocese. A copy of any written audit report or summary thereof prepared by the auditor shall be made available upon request to each family of the Congregation.

Section 5.4. Gifts. The Parish may accept any contribution, gift, bequest or devise for the general purposes of the Parish or for any special purpose of the Parish or the donor, subject to the Vestry retaining the right to decline any gift made for a purpose the Vestry determines to be inconsistent with the Parish's purpose and operation.

Section 5.5. Endowment Fund. The Parish shall maintain an Endowment Fund and may receive contributions, gifts, bequests or devises to the Endowment Fund. The Endowment Fund shall be maintained separately from the other assets of the Parish and shall be accounted for separately. The Vestry shall be responsible for maintaining the Endowment Fund and making all decisions with regard to the Endowment Fund, consistent with the purposes and goals of the Endowment and the Kentucky Uniform Prudent Management of Institutional Funds Act. (KRS 273.600 *et seq.*)

Section 5.6. Facility Use. The Vestry shall adopt guidelines for the use of facilities of the Church by any group or individual other than the Parish.

SECTION VI

DIOCESE RELATIONSHIP

Section 6.1. If the office of Rector becomes vacant, the Vestry shall consult with the Bishop and subsequently appoint a committee to find an Interim Rector, gain approval from the Bishop and recommend the candidate for approval by the Vestry. In case of a Rector vacancy, the Interim Rector shall serve until such time as a new Rector is elected by the Vestry.

Section 6.2. Should the current Rector become incapacitated, with the Bishop an Interim Rector shall be selected and serve until the Rector can resume duty.

Section 6.3. At least 45 days before the annual Diocesan Convention, lay delegates of the Parish will be selected by the Vestry. Current members of the Vestry may be asked to serve. The Vestry will, within 30 days prior to the convention, properly notify the Secretary of the Diocese of those selected to represent the Parish.

Section 6.4. As may be requested by the Diocese to the Vestry and congregation, the Parish will endeavor to meet all requests asked by the Diocese and respond accordingly.

SECTION VII

INDEMNITY

Section 7.1. Indemnification. The Parish shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Warden, Treasurer, Secretary/Clerk, the Rector in his or her capacity as a member of Vestry, or other position in the Parish, against all expenses and liabilities, including without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with threatened, pending or completed action, suit or proceeding,

whether civil, criminal, administrative or investigative , in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits and the proceeding was authorized by a majority of the Vestry.) However, no indemnification shall be provided for any such person with respect to any matter in which he or she is adjudicated not to have acted in good faith on behalf of the Parish. Any compromise or settlement payment shall be approved by the Vestry in the same manner as provided below for the authorization of indemnification.

Section 7.2. Expenses. Such indemnification may, to the extent authorized by the Vestry, include payment by the Parish of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, provided that the person indemnified agrees to repay such payment if he or she is not entitled to indemnification under this Article; the repayment agreement may be accepted without regard to the financial ability of such person to make repayment.

SECTION VIII

IMMUNITY FROM CIVIL LIABILITY

Without limiting protections otherwise provided by law, Commonwealth of Kentucky KRS 411.200 provides that any person who serves as a director, officer, volunteer, or member of the governing board of the Church, as defined, and who is not compensated for such services on a salary or a prorated equivalent basis, shall be immune from civil liability for any act or omission resulting in damage or injury if such person was acting in good faith and within the scope of his or her official functions and duties, unless such damage or injury was caused by the willful or wanton misconduct of such person.

SECTION IX

CONFORMITY TO THE CONSTITUTION AND CANONS OF THE PROTESTANT EPISCOPAL CHURCH AND THE EPISCOPAL DIOCESE OF KENTUCKY

These bylaws are subject to the Constitution and Canons of the Protestant Episcopal Church and the Episcopal Diocese of Kentucky. To the extent that any provision here conflicts with any provision of the Constitution and Canons of the Protestant Episcopal Church or the Episcopal Diocese of Kentucky, the provision of the Constitution and Canons of the Protestant Episcopal Church or the Episcopal Diocese of Kentucky prevails and is controlling. Current copies of such documents are available electronically through the Diocesan website, the Church website, and in printed form in the parish office.

SECTION X

REVIEW AND AMENDMENTS

Section 10.1. Biannual Review. Biannually, the Vestry shall form a short-term committee to review these bylaws. The committee shall have no longer than six months to report whether it has proposed revisions.

Section 10.2. Amendments. Revisions or amendments of these bylaws shall be presented at one Vestry meeting but not voted upon until the next regularly scheduled meeting. The proposed changes shall become effective upon the affirming vote of three-quarters of the members of the Vestry present (either in person or electronically) at the meeting at which the vote is taken.

Approved and adopted by the Vestry of Saint Matthew's Episcopal Church on the Eighteenth day of November, 2014.

Revisions on: November 17, 2015, August 16, 2016, December 18, 2018

