

I

Name of the Parish

This Parish shall be called “The Parish of St. Clement.”

II

Acknowledgement of Accedence

The Parish of St. Clement, in union with the Convention of the Diocese of Hawai’i, consents to follow the Constitution and Canons of the Diocese of Hawai’i and the Constitution and Canons of The Episcopal Church, as the respective documents may be duly amended from time to time.

III

Definitions and Corporation Provisions

Section 3.1: When used in these Bylaws with an initial capital, the words below shall have the corporation law meanings set forth in this Section unless the context requires otherwise.

- A. “Rector” shall mean the person who is a director and the president of the Corporation.
- B. “Senior Warden” shall mean the person is a director and senior vice-president of the Corporation.
- C. “Junior Warden” shall mean the person who is a director and vice-president of the Corporation.
- D. “Vestry” shall mean the board of directors of the Corporation.
- E. “Treasurer” shall mean the person who is steward of the financial resources of the Corporation.
- F. “Clerk” shall mean the person who is the secretary of the Corporation.
- G. “Parish” shall mean the Corporation, comprised of St. Clement’s Church and St. Clement’s School.

All other capitalized words or terms shall have the meanings given them by the Constitution and Canons of the Diocese of Hawaii and the Constitution and Canons of The Episcopal Church.

Section 3.2: The following corporation provisions shall apply.

- A. Principal Office. The principal office of the corporation shall be in the church buildings of the Parish.
- B. Inspection of Records. The books of account and minutes of proceedings of the members and the Vestry shall be open to inspection upon the written demand of any member, at any reasonable time, and for a purpose reasonably related to that

person's interest as a member and shall be exhibited at any time when required by the demand at all reasonable times during office hours.

- C. Inspection of Bylaws. The Parish shall keep in its principal office the original or a copy of the Bylaws as amended, certified by the Clerk, which shall be open to inspection by the members at all reasonable times during office hours.
- D. Filing Reports and Returns. The proper officers of the Parish shall file with the appropriate government agencies or officers all reports, returns, and other instruments which may be required from time to time to maintain the Corporation in good standing, to obtain and retain its nonprofit, tax-exempt status, and otherwise to comply with the requirements of law. A copy of all such reports, returns, or other instruments shall be filed with the Diocese of Hawai'i concurrently with filing with the government agencies or officers.

IV

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.

V

Parish Meetings

Section 5.1. A meeting of the membership of this Parish shall be held annually during the month of January, the day and hour as determined by the Vestry.

Section 5.2. 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; therefore bearing the signatures of at least ten percent (10%) of the qualified voters of the Parish provided, however, that the notice of such special meeting shall set forth the business that is to be transacted at such meeting. No other business than such specified business shall be transacted except by a two-thirds majority vote in favor thereof by those present.

Section 5.3. Notice of any Parish meeting shall be given at all services on the two Sundays preceding the meeting and by mail, including email, to the membership of the Parish at least ten (10) days prior to the meeting.

Section 5.4. Members in good standing qualified to vote shall be persons sixteen years of age or over, who, at the time of the meeting, shall be either (a) communicants on the records of the Parish or (b) baptized members who have been contributors to the funds of the Parish for six months or more and whose names as regular contributors have been entered or entitled

to be entered into the books of the Treasurer of the Parish. Any dispute as to whether an individual is a qualified voter shall be determined upon the decision of the Rector and Wardens.

Section 5.5. Thirty percent (30%) of qualified voters of the Parish shall constitute a quorum for conducting business at a Parish meeting. Voting by absentee ballot or by proxy shall not be permitted.

Section 5.6. The Rector shall preside at all Parish meetings. In the Rector's absence, the Senior Warden, the Junior Warden, or senior clergy person responsible for the congregation shall preside respectively.

Section 5.7. 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 of the Clerk, the voters shall elect a Clerk to serve for that meeting.

Section 5.8. 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. The election shall be by plurality of the votes cast. If the number of people running for the above positions is the exact number of positions available, the vote may be done by acclamation.

VI The Vestry

Section 6.1. The Vestry shall consist of the Rector, the Senior Warden, the Junior Warden, nine (9) lay members at large and the Treasurer if elected from outside the Vestry. Lay members of the Vestry shall be members in good standing.

Section 6.2. Three members at large shall be elected at each annual meeting for a term of three years or until their successors are elected. In the event of a permanent vacancy among the members, the remaining members may elect a successor to hold office until the next meeting of the Parish. In the event a portion of the term remains unexpired, an election may be held to fill the unexpired term. A permanent vacancy shall be declared to exist upon a majority vote of the Vestry when a member has three unexcused absences from Vestry meetings over the period of a calendar year. A period of one year shall elapse between regular three-year terms before any one person may again serve on the Vestry.

Section 6.3. The Vestry shall decide on the day, time, and place of its monthly meetings. The Clerk of the Vestry shall cause five calendar days' notice of each meeting to be given. This notice shall be in writing, including email, 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. The Vestry may decide by a 2/3 vote to meet in executive session to discuss matters of personnel or unusual

sensitivity. Any formal action taken in such executive session shall be reported in the minutes of the Vestry meeting.

Section 6.4. A quorum for the meeting of the Vestry shall consist of the majority of all members. No meeting of the Vestry shall be valid unless either the Rector, or the Senior Warden shall be present. If the office of Rector is vacant, then the presence of both the Senior and Junior Warden shall be required.

Section 6.5. The Rector or such other member of the Vestry designated by the Rector shall preside at all Vestry meetings. In the case that the Parish is without a Rector, the Senior Warden shall preside.

Section 6.6. 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.

VII

Wardens and Vestry Officers

Section 7.1. The Senior Warden shall be appointed by the Rector for a term of one year or until a successor is appointed. If there is a vacancy in the office of Rector, and a vacancy occurs 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 the Vestry to elect an individual to that position. The Senior Warden shall be, ex officio, a member of the Vestry.

Section 7.2. The Junior Warden shall be elected at the annual meeting of the Parish for a term of one year or until a successor is 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 a member of the Vestry.

Section 7.3. It is 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 7.4. 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 or until a successor shall be duly elected. The Clerk may appoint an assistant to cover a temporary absence. The Clerk shall maintain true and accurate minutes of all meetings. Copies of Vestry

minutes shall be made available to each member prior to the next regularly scheduled meeting and shall be sent to the Parish Administrator for inclusion in parish historical records.

Section 7.5. At the first Vestry meeting after the annual meeting of the Parish, the Vestry shall elect a Treasurer to serve for a period of one year or until a successor shall be duly elected. The Treasurer need not be a member of the Vestry. If not already a member of the Vestry, the Treasurer shall have voice and vote. The Treasurer shall oversee all funds and monies belonging to the Parish and shall maintain detailed and true accounts of all financial transactions relating to the Parish, its property, and affairs.

Section 7.6. 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.

VIII

Delegates to Convention

Section 8.1. The Parish shall be represented at the Annual meeting of the Convention of the Diocese of Hawaii by that number of lay delegates to which it is entitled in accordance with the Constitution of the Diocese. Delegates shall be at least eighteen (18) years of age and be communicants.

Section 8.2. The delegates and alternates shall be elected by ballot at the annual Parish meeting. Such election shall be by a plurality of the votes cast.

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 and everything associated with it.

Section 9.2. For the purposes of the office and for the full discharge of all functions and duties at all times, the Rector shall be entitled to the use and control of anything related to the church and Parish buildings, including furniture.

Section 9.3. The Rector shall be the custodian of the Parish Register.

Section 9.4. Any other minister within the Parish, by whatever name designated, shall be under the authority of the Rector and shall have duties to be determined by the Rector.

Standing Committees of the Vestry

Section 10.1. Members of each standing committee shall be appointed by the Rector in consultation with the Senior Warden. The Rector, Senior Warden and Junior Warden shall be ex officio members of all standing committees.

Section 10.2.

- A. Compensation Review Committee. The Compensation Review Committee shall be composed of the Senior Warden as chair, the Treasurer, two other Vestry members, and one non-Vestry member of the Parish. It is the duty of the committee to review annually with the Rector compensation to be paid to all employees in the ensuing year. All clergy and employees shall receive fair and equitable compensation according to the provisions of Canon 38.2 of the Canons of the Dioceses. The Compensation Review Committee shall also recommend to the Vestry the Rector's compensation package for the following year. 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 Finance Committee shall be composed of the Treasurer as chair and up to four other members of the Parish, including at least one other Vestry member. It shall be the duty of this committee to advise the Rector and Vestry in matters relating to investments, to prepare the annual budget of the parish, and to oversee the annual pledge drive. It shall also be the duty of this committee to review the proposed annual budget of St. Clement's School and to make a recommendation to the Vestry regarding its approval.
- C. Property Committee. The Property Committee shall be composed of the Junior Warden serving as chair, and up to five other members of the Parish, including at least one Vestry member. It shall be the duty of this committee to advise and assist the Wardens in the supervision of the care, protection, and maintenance of the church and other buildings, and of the grounds of the Parish according to the provisions of Article VII, Section 3 of these Bylaws and Canon 31 of the Canons of the Diocese.
- D. School Committee. The School Committee shall be composed of the Rector of the Parish of St. Clement, the Treasurer of the Parish, two Vestry members, and two non-Vestry Parish members. The School shall be governed by the St. Clement School Bylaws as approved by the Vestry.
- E. Stewardship Committee. The Stewardship Committee shall be composed of five members of the Parish, two of whom shall be Vestry members. They shall elect their chair from among their members. It shall be the duty of the Stewardship Committee to encourage the participation of Parish members in

the various ministries by using their time, talent, and treasure in the life of the Parish, their spiritual home.

- F. The Rector's Advisory Committee. The Rector's Advisory Committee shall be composed of the Senior Warden, the Treasurer and at least two Vestry members, and shall be composed and organized in a manner deemed appropriate by the Rector. It shall be the duty of this committee to advise the Rector and to formulate, evaluate, and revise Parish goals and objectives as appropriate for recommendation to the Vestry.

XI

Parish Administration

Section 11.1. The fiscal year of the Parish shall be the calendar year.

Section 11.2. The financial records of the Parish (church and school) shall be audited annually by an accounting method approved by the Diocesan Council.

Section 11.3. All checks, notes, drafts, bonds, acceptances, leases, contracts, and all other documents and instruments shall be signed by two of the following persons: the Rector, Rector's Warden, Junior Warden, Treasurer, or Clerk; except that checks for less than one thousand dollars (\$1000.00) may be issued with only one of the above signatures.

Section 11.4. The Treasurer and any other individual within the Parish who, on a regular basis, handles a substantial amount of funds shall be adequately bonded.

Section 11.5. The Vestry shall prepare each year a report of its business and activities together and approve an income and expense budget for the following year, which shall be presented at the time of the annual meeting.

Section 11.6. The Rector and Vestry shall be responsible for the submission of the parochial report in accordance with the provisions of Canon 35.4 of the Canons of the Diocese.

Section 11.7. No indebtedness shall be incurred by the Vestry on behalf of the Parish unless it is in accordance with the provisions of Canon 42.1 of the Canons of the Diocese.

Section 11.8. The methods utilized by the Parish in conducting its business shall conform with those outlined in Canon 36 and Canon 41 of the Canons of the Diocese.

XII

Rules of Order

Unless contradicted by other provisions found in these Bylaws, in the Constitution and Canons of the Diocese of Hawai'i, or in the Constitution and Canons of The Episcopal Church, the proceedings of the Parish meetings and the meetings of the Vestry shall be governed by *Robert's Rules of Order Newly Revised*.

XIII
Amendments

Section 13.1. 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, including email, 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 change 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 13.2. 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 13.1. of this Article. 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, summary, and/or rationale thereof.

Certification of Bylaws as to correctness as approved on the 26th day of October, 2021.

Corporate Seal

Certified by 
Holoua Stender, Clerk