

AMENDED AND RESTATED RULES OF THE VESTRY OF
EPISCOPAL SOCIETY OF CHRIST CHURCH
April 9, 2014

WHEREAS, it is the function and duty of the Vestry to take charge of the property of the Cathedral which it serves consistent with the Constitution and Canons of the Episcopal Church in the United States of America; the Constitution and Canons of the Episcopal Church in the Diocese of Southern Ohio; the Articles of Incorporation and the Code of Regulations of the Episcopal Society of Christ Church, Cincinnati (a corporation organized and existing under the laws of the State of Ohio more commonly known as Christ Church Cathedral, Cincinnati); the doctrine, discipline and worship of the Episcopal Church and in accordance with all other applicable laws, statutes, ordinances, rules and regulations;

WHEREAS, the present Vestry of Christ Church Cathedral, Cincinnati, believes it and its successors may more effectively achieve this function and duty by adopting rules to govern its proceedings and operation; and

WHEREAS, the Vestry previously adopted Rules of Vestry for the governance of its proceedings and operations, most recently amended on January 10, 1996.

NOW THEREFORE, the Vestry of said Cathedral does hereby repeal any previously adopted by-laws and or rules to govern its proceedings and operation and does hereby adopt these Amended and Restated Rules of the Vestry (“Rules”) of the Episcopal Society of Christ Church, effective the 9th day of April, 2014.

ARTICLE I
Officers

1. Officers. The officers of the Vestry shall be the Senior Warden, the Junior Warden, the Secretary and the Treasurer. The Vestry may, from time to time, elect such other officers or assistant officers as it may deem necessary or desirable for the conduct of its affairs.
2. Election and Term. The Wardens shall be elected as provided in the aforementioned constitution and canons and the code of regulations of the Cathedral. All other officers of the Vestry shall be elected at the first regular meeting of the Vestry following the Annual Cathedral Meeting and shall serve until the first regular meeting of the Vestry following the next Annual Cathedral Meeting or until their respective successors are elected.
3. Dean. In conformity with the aforementioned constitution and canons, the Dean shall preside at all meetings of the Vestry. In the absence of the Dean, the Senior

Warden shall preside. In the absence of the Dean and the Senior Warden, the Junior Warden shall preside. In the absence of the Dean and Wardens, the Secretary shall preside. In the absence of the Dean, the Wardens and the Secretary, the Vestry shall elect a member of the Vestry to preside. When the Secretary presides, the Secretary shall also serve as Secretary of the meeting. The Dean or, at the request of the Dean, the Cathedral Administrator shall make a report of the operations of the Cathedral at each regular meeting of the Vestry.

4. Wardens. The Wardens shall perform all duties and functions assigned to Wardens according to the aforementioned constitutions and canons. As the Vestry is the board of directors or trustees of the Cathedral according to State law, the Senior Warden shall serve so far as is otherwise consistent with the aforementioned constitutions and canons as the chairman of such board.
5. Secretary. The Secretary shall record the minutes of proceedings of the Vestry, attest to the public acts of the Vestry, preserve all records and papers belonging to the Cathedral, not otherwise provided for, perform such other duties as shall be legally assigned him, and deliver to his successor all books and documents in possession belonging to the Cathedral. At each Annual Cathedral meeting the Secretary shall submit a written report of the actions taken by the Vestry since the last Annual Cathedral Meeting. The Secretary shall also serve as the Secretary of the Cathedral Corporation and perform all such duties as may be required of a secretary of a not-for-profit corporation under State law.
6. Treasurer. The Treasurer shall receive, disburse and account for the funds of the Cathedral and ensure that the Cathedral complies with all requirements of the aforementioned canons and all other applicable laws, statutes, ordinances, rules and regulations. The Treasurer shall submit a report of the financial condition of the Cathedral at each regular meeting of the Vestry and at each Annual Cathedral Meeting. The Treasurer shall also submit to the Vestry a written report of the financial condition of the Cathedral not less frequently than every three months. The Treasurer shall also serve as the Treasurer of the Cathedral corporation and perform all such duties as may be required of a treasurer of a not-for-profit corporation under State law. The Treasurer shall also annually make a report to the Cathedral on all bequests, legacies and other extraordinary gifts and contributions whether testamentary or inter vivos or in trust or otherwise, received by the Cathedral during the immediately preceding calendar year and of the total dollar value of all such gifts and contributions received by the Cathedral during each of the immediately preceding five calendar years.
7. Registrar. The Vestry may appoint a Registrar to assist the Dean and Secretary in the performance of their respective duties.

ARTICLE 2
Meetings

1. Regular Meetings. The Vestry shall hold at least ten (10) regular monthly meetings during each calendar year, at a time and place approved by the Vestry.
2. Special Meetings. A special meeting of the Vestry may be held upon the announcement of the time and place thereof and of the purpose therefore by the Dean, or by either Warden, or by at least two members of the Vestry, to all members of the Vestry prior to the date of any such special meeting.
3. Agenda. A written agenda of the known business to be conducted and the motions and/or resolutions proposed to be approved by the Vestry at any meeting of the Vestry shall be distributed to all members of the Vestry by the Dean at least seven (7) days prior to that meeting. All requests for discussion and motions and/or resolutions proposed to be approved by the Vestry must be submitted to the Dean in writing at least seven (7) days prior to the next scheduled meeting of the Vestry. The Wardens shall review with the Dean the items to be placed on the agenda of each meeting of the Vestry and the priority thereof. The first item of business at each meeting of the Vestry shall be to approve the agenda of that meeting.
4. Quorum. Eight members of the Vestry shall constitute a quorum.
5. Minutes. A record of all motions and/or resolutions made and seconded, whether approved and/or passed or disapproved and/or not passed, and of any other action taken by the Vestry shall be recorded in the minutes of the meeting wherein made and shall be distributed to all members of the Vestry no later than five days prior to the next regular meeting of the Vestry.
6. Attendance. Any member of the Cathedral may attend any regular or special meeting of the Vestry; provided, however that after any regular or special meeting of the Vestry is called to order and upon the declaration of an Executive Session as provided below, all persons other than members of Vestry and the Dean may be excluded from the meeting room for good reason but only for that portion of the meeting as may be appropriate. An Executive Session may be declared by the Dean, by any Warden, or upon a majority vote of the Vestry.
7. Actions. Subject to the provisions of Section 7.b of Article 2 of these Rules:
 - a. Majority Vote. Except as otherwise provided herein, no action or resolution shall be approved by the Vestry except upon the affirmative vote of at least a majority, but not less than five, of the members of the Vestry present at any meeting of the Vestry at which a quorum is present.
 - b. Express Authority. No action may be taken by any person on behalf or in

the name of the Vestry except upon the express authority and direction of the Vestry by appropriate motion or resolution approved by the Vestry prior to the taking of any such action.

8. Ratification of Actions. The Vestry may ratify any action taken by any person or persons not in conformity with the requirements of Section 7.b. of Article 2 of these Rules upon the affirmative vote of the Vestry within a reasonable time after a request for ratification of any such action is made to the Vestry.
9. Voting.
 - a. Meetings by Means of Authorized Communications Equipment. One or more members of the Vestry may participate in a meeting of the Vestry by means of authorized communications equipment within the meaning of Section 1702.01(Q) of the Ohio Revised Code, as the same may be amended or renumbered. Such authorized communications equipment includes, without limit, a telephone conference call where all persons participating can hear each other. Participation of a Vestry member at a meeting by authorized communications equipment in accordance with this Section shall constitute presence in person at such meeting.
 - b. All voting shall be by voice or a show of hands, unless otherwise requested by at least one member of the Vestry or unless a meeting is being conducted in accordance with Section 9.a. above, in which case voting shall be by roll call.
10. Action Without a Meeting. Any action that may be authorized or taken at a meeting of the Vestry may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all of the members of the Vestry, which writing or writings shall be filed with or entered upon the records of the Vestry. Such writing or writings may include a unanimous vote conducted by email or a transmission by means of other authorized communications equipment within the meaning of Section 1702.01(Q) of the Ohio Revised Code that constitutes a writing. If an action is taken by unanimous written consent via email or other authorized communications equipment, such writing shall be filed with the records of the Vestry.

ARTICLE 3 Committees

Standing Committees. The Standing Committees shall be established from time to time by the Vestry. At the second regular meeting of the Vestry following the Annual Cathedral Meeting, the Vestry shall appoint a chair and at least two but

no more than five persons as members to each of the Standing Committees or, in its discretion, may confirm those members that may be proposed by the various Standing Committee memberships provided, however, the Treasurer of the Vestry shall always be appointed by the Vestry as a member of the Finance Committee.

Each Standing Committee, with the advice and consent of the Dean and Wardens, may appoint additional members of the committee as the committee may determine is necessary for the effective performance of the functions and duties of the committee. Each Standing Committee shall perform all functions and duties as may from time to time be assigned by the Vestry in writing.

1. Special Committees. The Vestry may establish and provide for the appointment of all members and the chair of any Special Committee as the Vestry may from time to time believe to be necessary. No such Special Committee of the Vestry shall continue in existence for a period in excess of one year unless expressly reestablished within that time by the Vestry.
2. Committee Budgets. Each Standing Committee shall submit in writing to the Finance Committee no later than September 1 of each year a proposed budget for that committee for the next fiscal year of the Cathedral.
3. Committee Reports. Each Standing Committee and each Special Committee, if any, shall submit to the Vestry each year a written report of the program and the activities of each such committee since the submission of the last such written report to the Vestry or the creation of the committee if no such prior written report has been previously submitted.

ARTICLE 4 Fiscal Matters

1. Fiscal Year. The fiscal year of the Cathedral shall be from January 1 through December 31 of each calendar year.
2. Budget. The budget of the Cathedral shall be established as follows;
 - a. Finance Committee. The Finance Committee shall submit to the Vestry by November 15 each year a proposed budget for the Cathedral for the next occurring fiscal year of the Cathedral.
 - b. Vestry. The Vestry shall approve a budget for each fiscal year of the Cathedral prior to the commencement of that fiscal year.
3. Contracts. No contract for the employment of any person by the Cathedral and no contract for labor to be performed or for materials to be furnished to the

Cathedral in an amount exceeding \$5,000.00 may be entered into after the effective date hereof by any person in the name or on behalf of the Cathedral, or any of its committees or constituent parts, without the express prior approval of the Vestry as reflected in the minutes of a meeting of the Vestry or in the budget previously approved by the Vestry for the fiscal year in which the expense is to be incurred.

4. Contributions. No payment of Cathedral funds to and no use of Cathedral facilities by any person or persons other than members of the Cathedral may be made except upon the express prior approval of such payment or of such use by the Vestry as reflected in the minutes of a meeting of the Vestry.

ARTICLE 5 Amendment

1. Two Readings. These Rules may be amended upon the vote of twelve (12) members of the Vestry at the next regular meeting of the Vestry after any such amendment is proposed and recorded in the minutes of a regular meeting of the Vestry.