

CODE OF REGULATIONS
OF
EPISCOPAL SOCIETY OF CHRIST CHURCH
(as last amended effective 9 February 2020)

ARTICLE I
NAME

This Cathedral (except in legal matters or documents requiring the full corporate name as above) shall be known as "Christ Church Cathedral Cincinnati".

ARTICLE II
MEETINGS

Section I. Meetings of Members: The Annual Meeting of members of this Cathedral shall be held in the first three months of each calendar year at such time and in such place as shall be appointed by the Vestry; time and place shall be posted sixty days in advance of the meeting. At such meeting, the election of wardens, vestry, Trustees of the Endowment Fund, and delegates and alternates to the Diocesan Convention shall be held, and such other business as may be necessary and appropriate shall be transacted.

Section 2. Special Meetings: Special meetings of the Cathedral membership may be called by the Dean of the Cathedral or by the Vestry. And special meetings shall be called by the Vestry upon the request in writing of ten (10) qualified voters of the Cathedral. Notice of all special meetings shall be given by publication in print and via electronic means at least ten (10) days before the date of such meeting; and by giving notice of such meeting from the Chancel during a regular service at least a week before such meeting. The purpose for which special meetings are called shall be set forth in the call and also in the notice and advertisements of such meetings. Any business may be transacted at a special meeting called as aforesaid that could be transacted at an annual meeting, except the election of Wardens and members of the Vestry and Trustees of endowment funds.

Section 3. Quorum: At all Cathedral membership meetings, annual or special, fifty (50) members of the Cathedral shall be necessary to constitute a quorum for the transaction of business.

ARTICLE III
ELIGIBILITY TO VOTE

Section 1. Qualifications to Vote: Every person 16 years of age or older who is baptized and a member of The Episcopal Church on the membership record of Christ Church Cathedral and who for six (6) months next preceding said election has, as shown by the Cathedral records, subscribed or otherwise contributed to the support of the Cathedral, and is regular in attendance at worship at the Cathedral shall be entitled to vote at Annual or special called meetings of the Cathedral membership.

Section 2. Absentee Ballots: A person not in attendance at an Annual or special called meeting of the Cathedral membership may vote on any matter to come before such meeting by duly executed absentee ballot after the Secretary of the Vestry deems the election open as set forth in Article V, Section 3 of these Regulations. Absentee ballots must be cast and collected or delivered to the Secretary before the Secretary closes voting on any specific ballot.

ARTICLE IV

AUTHORITY, ELIGIBILITY, ELECTION AND MEETINGS OF WARDENS AND VESTRY

Section 1. The Vestry shall consist of a Senior Warden, Junior Warden and thirteen other members, who shall have the authority and duties set forth in the Constitution and Canons of the Episcopal Church, the Constitution and Canons of the Episcopal Church of the Diocese of Southern Ohio, these Regulations and Ohio statutes concerning the duties of non-profit corporate directors, all as may be amended from time to time.

Section 2. Any member is eligible to serve as a Senior Warden, Junior Warden or Member of the Vestry if the member meets the voting requirements of Article III, Section 1 of these Regulations and of the Constitution and Canons referenced in Section 1 of this Article.

Section 3. All persons standing for election as a Senior Warden, Junior Warden or Member of the Vestry shall be elected at the Annual Meeting held in compliance with Article II of these Regulations. In order to be elected to such position, each candidate must receive a plurality of the votes cast in compliance with Article III, Section 2 of these Regulations but, in no event, not less than one-third of such votes cast. To the extent necessary, subsequent ballots shall be cast until a Senior Warden, Junior Warden and all open seats on the Vestry are filled.

Section 4. The Senior Warden, Junior Warden and Members of the Vestry shall serve from the date of their election until their successors are elected.

Section 5. The Senior Warden shall be elected to a one-year term. The same person may serve as Senior Warden for up to six consecutive one-year terms. However, the person elected as Senior Warden may not serve more than nine combined consecutive years as Senior Warden, Junior Warden or a Member of the Vestry. In order to stand for re-election as Senior Warden, the Senior Warden must wait for a one-year interval after serving six consecutive years as Senior Warden. The Senior Warden must also wait for a one-year interval after combined service that exceeds nine years, as set forth above, in order to run for Senior Warden, Junior Warden or a Member of the Vestry.

Section 6. The Junior Warden shall be elected to a one-year term. The Junior Warden may serve up to six consecutive one-year terms. However, the person elected as Junior Warden may not serve more than nine combined consecutive years as Senior Warden, Junior Warden or a Member of the Vestry. In order to stand for re-election as Junior Warden, the Junior Warden must wait for a one-year interval after serving six consecutive years as Junior Warden. The Junior Warden must also wait for a one-year interval after combined service that exceeds nine years, as set forth above, in order to run for Senior Warden, Junior Warden or a Member of the Vestry.

Section 7. A Member of the Vestry shall serve a three-year term and may also be elected to one additional three-year term or for such portion of a term resulting from a vestry vacancy as provided in Article IX below, but in no event may a person be elected to serve as a Member of the Vestry for more than six consecutive years. A Member of the Vestry may be elected to an additional three-year term or for such portion of a term resulting from a vestry vacancy as provided in Article IX below after waiting for a one-year interval after the completion of a second term.

Section 8. A member of any existing youth ministry shall be appointed by the Vestry as an *ex officio* member of the Vestry for a one-year term. The Vestry shall make such appointment at its first regular meeting following the Annual Meeting. In order to be eligible for this appointment, such Youth Member shall be between the ages of 13 and 18 at the time of appointment and shall commit to attending at least four of the regular meetings of the Vestry during the year of appointment. Such appointee shall meet the requirements of a voting member under Article III, Section 1 of these Regulations.

Section 9. The Vestry shall hold a minimum of six meetings between the dates of successive Annual Meetings and as many other meetings as necessary to carry out its duties. The time of such meetings shall be fixed by the Vestry, and due notice of such meetings shall be given.

ARTICLE V NOMINATIONS

Section 1. A nominating committee shall be elected and appointed, as set forth in Section 2 of this Article V, which Nominating Committee shall be responsible for formulating a slate of candidates to be elected at the Annual Meeting. Such Slate of Candidates shall consist of the Senior Warden, to be elected under Article IV of these Regulations; the Junior Warden, to be elected under Article IV of these Regulations; Members of the Vestry, to be elected under Article IV of these Regulations; Delegates to the Annual Convention of the Diocese of Southern Ohio, to be elected under the Canons of the Episcopal Church of the Diocese of Southern Ohio and Article XI of these Regulations; Members of the next Nominating Committee, to be elected under this Article V; and Trustees of the Endowment Funds, to be elected under Article X of these Regulations. The Slate of Candidates may include such other elected positions as may be required by the Constitution and Canons of the Episcopal Church, the Constitution and Canons of the Episcopal Church of the Diocese of Southern Ohio, these Regulations and Ohio statutes concerning non-profit corporations, as may be amended from time to time. In formulating the Slate of Candidates, the Nominating Committee shall be responsible for recruiting candidates; vetting candidates, with the advice and consent of the Dean of the Cathedral; and encouraging Members of the Cathedral to nominate candidates. In formulating the Slate of Candidates, the Nominating Committee shall attempt to make the Slate of Candidates a diverse representation of the Members of the Cathedral. To the greatest extent possible, and, as may be practical, the Nominating Committee shall attempt to include multiple persons for each of the open seats on the Slate of Candidates.

Section 2. The Nominating Committee shall consist of seven members, who shall be elected or appointed in the following manner: Four Members of the Nominating Committee shall be elected at the Annual Meeting; two Members of the Nominating Committee shall be appointed by the Dean of the Cathedral; and one Member of the Nominating Committee shall be appointed by the Trustees of the Endowment Funds. The Dean and the Trustees of the Endowment Funds shall make their appointments to the Nominating Committee within one week of the Annual Meeting. Each elected Member of the Nominating Committee shall serve a term of two years, for a maximum of three two-year terms, and the Dean and Trustees of the Endowment Funds shall attempt to appoint the same persons for two-year periods of time. The elected Members of the Nominating Committee shall serve from the time of the Annual Meeting until the time of the next Annual Meeting.

Section 3. The Nominating Committee shall publish the Slate of Candidates thirty days prior to the date of the Annual Meeting, through all available resources that are designed to reach the Members of the Cathedral. The Slate of Candidates shall remain open for a period of fourteen additional days in order that additional nominations may be made and added to the Slate of Candidates. In order for an additional nominee to be added to the Slate of Candidates, ten Members of the Cathedral, who are eligible to vote under Article III, Section 1 of the Regulations, shall execute a petition, nominating such person, and shall submit such Petition to the Secretary of the Vestry. Any person so nominated shall also meet the requirements of Article III, Section 1 of these Regulations. Should such Nominee meet the requirements, and, should the Secretary of the Vestry deem the Petition to be valid, such Nominee shall be added to the Slate of Candidates. Nominations shall be closed upon the expiration of the fourteen-day period set forth in this Section 3, and the Secretary of the Vestry shall, within 48 hours, open the election for absentee ballots, as set forth in Article III, Section 2, of these Regulations, based upon the final Slate of Candidates.

ARTICLE VI OFFICERS OF THE VESTRY

At the first meeting of the Vestry after its election each year; the members thereof shall elect a Treasurer of the Cathedral from the members of the Cathedral and a Secretary of the Vestry from the members of the Vestry, whose duties respectively shall be those prescribed by the Constitution and Canons of the Episcopal Church, the Constitution and Canons of the Episcopal Church of the Diocese of Southern Ohio, these Regulations and Ohio statutes concerning the duties of non-profit corporate officers, all as may be amended from time to time. The Secretary of the Vestry shall be ex-officio Secretary of the Cathedral. The Vestry may also elect and appoint such other officers as they may deem necessary. All officers shall continue in office until their successors are elected and qualified.

ARTICLE VII PRESIDING OFFICER OF THE VESTRY

The Dean, though not a member of the Vestry, shall be privileged to attend all meetings of the Vestry, and, when present, shall preside and shall open all meetings with prayer. In case of the discussion of matters personal to the Dean, the Dean shall be notified by the Secretary of the object of the meeting, and shall then elect whether the Dean will attend or not. In the absence of the Dean the order of priority for presiding officer shall be: (1) Senior Warden, (2) Junior Warden, (3) Secretary of the Vestry. Should none of the foregoing officers be present, the Vestry may elect a Chairperson to preside, When the Secretary of the Vestry presides at any meeting, the Secretary shall also be Secretary of such meeting.

ARTICLE VIII COMMITTEES OF THE VESTRY

The Vestry shall have power to appoint or may authorize the Dean to appoint all necessary committees for the transaction of the business of the Cathedral under its jurisdiction.

ARTICLE IX
VACANCY IN THE VESTRY

Whenever a vacancy occurs in the Vestry of this Cathedral from death, resignation, or other cause, the Wardens and Vestry are hereby given full power and authority to fill the vacancy thus created by electing by simple majority, at a meeting at which a quorum is present, a qualified voter of the Cathedral as a member of the Vestry to serve until the next Annual Meeting. At the next annual meeting, the remainder of the unexpired term created by the vacancy will be filled by election for a term of one or two years that remain in the unexpired term. A Vestry person, other than a Warden, so elected for a one- or two-year term remaining assumes the tenure of the Vestry person replaced until the next Annual Meeting and shall be eligible for election to the Vestry either for a second full three-year term or for an unexpired term that was created by the vacancy, but in no event will the tenure of an elected Member of the Vestry extend beyond six consecutive years. If an unexpired term is to be filled at an Annual Meeting, a person standing for election to the Vestry may be a candidate for election to either a full three-year term or for the one or two years remaining in the unexpired term that was created by a vacancy, but not for both. A vacancy in the office of Warden can be filled only from Members of the Vestry.

ARTICLE X
ENDOWMENT FUNDS

Section 1. Members of the Trustees of Endowment Funds: There shall be five members of the Trustees of Endowment Funds. One member of the Trustees of Endowment Funds shall be elected by the qualified voters at each annual meeting of the Cathedral membership to serve for a term of five years. In the event a member of the Trustees of Endowment Funds resigns or is otherwise unable to serve prior to the expiration of the term of that member, the Vestry shall appoint a person to replace that member until the next Annual Meeting whereupon the qualified voters shall elect a person to fill such unexpired term.

Section 2. Duties of the Trustees of Endowment Funds: The Trustees of Endowment Funds shall hold, control, and manage all cash, stocks, bonds, endowment funds, trust funds and all such similar property transferred to the Parish or Cathedral not wholly expendable by the Cathedral on a current basis under the conditions of the applicable gift instrument, the Constitution and Canons of the Episcopal Church, the Constitution and Canons of the Episcopal Church of the Diocese of Southern Ohio, these Regulations and Ohio statutes and common law. The Trustees of Endowment Funds shall annually make a report to the Vestry as the Vestry may indicate and also shall make a written report to the membership at each annual meeting of the Cathedral membership. The Trustees of Endowment Funds shall keep such records, hold such meetings and provide for such other details of organization as is necessary for the performance of the duties of the Trustees of Endowment Funds.

ARTICLE XI
DELEGATES TO THE ANNUAL DIOCESAN CONVENTION

Section 1. Delegates to the Annual Diocesan Convention: Delegates and alternate delegates to each annual convention of the Diocese from the Cathedral shall be elected by plurality vote at the annual meeting of the Cathedral immediately prior to each such convention from among members of the Cathedral in accordance with Article V of this Code of Regulations; provided, however, the persons elected at such annual meeting as Senior Warden and as Junior Warden shall be deemed to also be elected as delegates to such convention. The number of such delegates so elected shall be in accordance with the Constitution and Canons of the Diocese of Southern Ohio and an equal number of persons also shall be elected as alternate delegates. Elections for delegates shall be conducted separately. The Wardens shall make such reports to the membership on the affairs of the annual convention of the Diocese as is appropriate. All such delegates and alternate delegates shall serve for a term of one year or until their successors are elected. The position of any delegate who is unable to attend the annual convention of the Diocese shall be filled by the alternate delegate who received the highest number of votes until there are no more alternate delegates and thereafter by the appointment of another member of the Cathedral by a majority of the delegates.

ARTICLE XII
AMENDMENT

These regulations may be amended, supplemented or repealed at any meeting of the Cathedral membership herein provided for by a three-fourths vote of the qualified voters of the Cathedral present at such meeting.

Amended 9 Feb 2020