

By-laws of Trinity Episcopal Church

Adopted January 23, 2011 and as amended February 4, 2018, and January 30, 2022

Section 1: Name, Location, and Authority

a. Trinity Episcopal Church is located at 1011 Vermont Street, Lawrence, Kansas 66044, with offices at 1027 Vermont Street. As a constituent part of the Diocese of Kansas and the Episcopal Church in the United States of America, it accedes to, recognizes, and adopts the General Constitution and Canons of that Church, and the Constitution and Canons of the Diocese of Kansas, and acknowledges the authority of the same. These By-laws shall be interpreted in their plain and literal sense, except that words of male gender shall also imply the female gender.

b. The General Constitution of the Episcopal Church and the Constitution and Canons of the Diocese of Kansas shall be used to define terms within these By-laws.

c. In the event that procedures are not covered by Canons, such procedures shall then be governed by Roberts Rules of Order.

Section 2: The Annual Parish Meeting and Other Parish Meetings

a. The Annual Parish meeting shall be held during the month of January. All adult Communicants, who are 16 years or older, and in good standing, as determined by the Rector, shall be entitled to vote. At the Annual Meeting, the Vestry shall provide an accounting of the Parish finances and property for the past year, and elections shall be held for Wardens, Vestry Members, and other offices as described below.

b. Notice of such Annual Parish Meeting, and of such elections, shall be given during public service upon the two Sundays before such an election, or by written announcement in a Parish newsletter or Sunday Notes publication. Other Parish Meetings may be called by the Rector and/or Vestry with proper advance notice.

c. Those members attending shall constitute a quorum for the business transactions of any Parish meeting. Voting shall be by ballot, and a plurality of the votes cast shall be necessary for election. Absentee ballots are not permitted.

d. The Rector of the Parish, if there be one, shall preside at all regular meetings of the Parish.

Section 3: The Vestry and Trustees of the Parish Corporation

a. Title and Responsibilities: The Rector, Wardens, and Vestry Members, collectively called the "Vestry", are the Trustees, corporate and politic; and when there shall be a vacancy in the Rectorship, the same rights are vested in the Wardens and Vestry Members. The Vestry shall transact all temporal business of the Parish, and take charge of all its property, subject to the provisions of the Constitutions and Canons of the National Episcopal Church and the Diocese. In accordance with the diocesan canons (Sec 5a of Canon IV. 5) the Wardens and Vestry members shall share with the Rector a concern and responsibility for the mission, ministry, and spiritual life of the Parish.

b. Membership: The Vestry shall consist of the Rector and twelve (12) Vestry Members, which shall include the Senior Warden and the Junior Warden.

c. Vestry Meetings: A majority of the whole Vestry shall constitute a quorum for the transaction of business.

Section 4: Elections and Officers; Vestry Meetings; Nominating Committee; Diocesan Convention Delegates/Convocation Representatives; Endowment Board

a. The Wardens and Members of the Vestry shall be elected annually at the Annual Parish Meeting. Only Confirmed Communicants in good standing of this Parish, who are eligible to vote at Parish Meetings, may be elected as Wardens, Members of the Vestry, Diocesan Convention Delegates/Convocation Representatives, or any other elected Parish Office. The candidate receiving a majority of the votes cast at the Meeting shall be elected.

b. Except to fill the unexpired term of another Member, Members of the Vestry shall be elected for three-year terms, with one-third (or as near to that portion as may be) of the Members of the Vestry being elected each year. A Member of the Vestry will be eligible for reelection if he or she has served continuously for fewer than six years, and will be elected for a term that does not result in continuous service of more than six years. Otherwise, a Member of the Vestry will not be eligible for reelection until the expiration of one year from the completion of his or her current term.

c. The Wardens shall be selected annually from among the Members of the Vestry. The Rector shall appoint the Senior Warden. The Vestry shall select the Junior Warden. Each shall hold office for not more than three successive, one-year terms. A Warden shall not be eligible to be elected again as a member of the Vestry until after the expiration of one year from the date he or she completes the most recent period of service, whether for one or more successive terms. In the event of a vacancy occurring in the office of either Warden, the Vestry shall have power to fill the vacancy.

d. The Vestry, at its first Meeting after the Annual Parish Meeting, shall elect a Clerk of the Vestry, and a Parish Treasurer, both of whom must be qualified electors in the Parish, but need not be Members of the Vestry. The Treasurer shall keep an accurate book of accounts, and shall submit to the Vestry a monthly statement of receipts, disbursements, cash, or equivalent on hand, in such form as the Vestry shall direct. In addition, the Treasurer shall prepare and submit to the Bishop and the Trustees for their approval all such reports and other financial information as may be required from time to time. The Clerk of the Vestry shall take Minutes of all Meetings of the Vestry, and shall cause such Minutes to be promptly circulated and maintained.

e. In the event that a Member of the Vestry shall fail, for a period of three consecutive months, to attend Vestry Meetings, the Vestry shall give written notice to such Member that failure to attend the next regular meeting, or to provide satisfactory reason for failure to attend, shall be evidence of his/her inability or lack of desire to serve. In such case, if the member does not attend the next Meeting, and does not provide reason satisfactory to a majority of the other Members of the Vestry, the Vestry shall

declare the office vacant, and notify the Member of its action. Whether a reason is satisfactory will be determined at the sole discretion of the Vestry.

f. Vacancies occurring on the Vestry may be filled by the Vestry until the next Annual Parish Meeting, at which time an election shall be held for the unexpired term or terms. A Member of the Vestry, so appointed by the Vestry, shall be eligible for election to the Vestry.

g. The Vestry shall meet at least bi-monthly. It shall be the duty of every Member of the Vestry to attend regularly the Meetings of the Vestry.

h. Request for and notice of special meetings of the Vestry may be called by the Rector or upon written request, by mail, email or other electronic means submitted by three Members of the Vestry, including one Warden.

Notice of such Meetings shall be in writing to the Members of the Vestry, not later than twenty-four (24) hours prior to the hour fixed for the Meeting, except that a Vestry Meeting may be held at any hour without notice, the Rector consenting, provided that every Member of the Vestry shall be present, either in person, or by telephone.

i. There shall be no Meeting of the Vestry, unless the Rector, if there is one, and a majority of the Vestry be present; provided, if the Rector is absent from the Diocese two calendar months, or if when duly notified of such Meeting, shall consent to the Meeting or decline or neglect to be present, the Vestry shall be competent to transact business, if there be a majority of the Vestry, including one Warden present.

J. Provision for remote vote by email for an urgent or time-critical matter which allows the vestry to vote on an individual matter expeditiously, when the opportunity to act would be lost or impaired by passage of the time required to request and provide notice for a special meeting according to subsection (h).

k. The Nominating Committee shall consist of the outgoing Vestry Members, the Senior Warden, and two Communicants of the Parish, who are eligible to vote in Parish elections. The non-Vestry members shall be prayerfully appointed by the Vestry. The Senior Warden shall serve as Chair of the Nominating Committee. In consultation with the Rector, the Nominating Committee shall nominate at least the number of candidates required to fill the open terms on the Vestry; at least the number of candidates to fill the Office of Diocesan Convention Delegates and Alternate Convocation Representatives; and at least the number of candidates required to fill the vacant places on the Endowment Board. Nominations of persons qualified for election may also be made from the floor for any Office, except the Wardens, with the permission of the person being nominated.

l. Diocesan Convention Delegates/Convocation Representatives: Convention Delegates/Convocation Representatives shall represent this Parish at the Annual Diocesan Convention, and at all the Meetings of the Convocation Board. They shall report to the Parish and Vestry on the Diocesan Convention and Convocation Board meetings within thirty (30) days of its adjournment.

m. Starting with the January, 1996 Annual Meeting, one Member shall be elected to the Endowment Board each year (see the By-laws of the Trinity Endowment Board).

Section 5: Policies and Procedures

The Vestry, in consultation with the Staff, shall develop a Policy and Procedures Manual for the operation of Trinity Episcopal Parish.

Section 6: Amendments

Amendments to these By-laws must be proposed in writing, and presented to the Vestry thirty (30) days prior to any Special or Annual Parish Meeting. Before presenting any Amendments to a Special or Annual Meeting, the Amendments must be approved by the Bishop, and the Diocesan Chancellor. If the Vestry reports favorably, the Amendment or Amendments may be adopted by a majority vote at the Meeting. But, if the Vestry votes unfavorably, the Amendment or Amendments, in order to be adopted, must receive a two-thirds (2/3) vote of those present at the Special or Annual Parish Meeting. Voting must be by ballot.

Bylaws of Trinity Episcopal Church

Parish Endowment Fund

RESOLVED that the Annual Parish Meeting of Trinity Episcopal Church, Lawrence, Kansas, duly convened in the City of Lawrence, Kansas, on January 24, 1993, does hereby establish and create a new and separate fund to be known as the Trinity Episcopal Church Endowment Fund for the purpose of supporting the mission and ministry of Trinity Episcopal Church; and be it

FURTHER RESOLVED that the Trinity Episcopal Church Endowment Fund be defined, organized, and administered in accordance with the Articles attached hereto, and made part of this Resolution.

I. DEFINITION

There will be established an Endowment Fund for Trinity Episcopal Church, Lawrence, Kansas, in the Diocese of Kansas. The purpose, governance, and administration was defined at an Annual Parish Meeting of said Parish, duly convened at Lawrence, Kansas, on January 24, 1993, with revisions approved at the Annual Parish Meetings, held on January 16, 2000, January 17, 2010, and February 4, 2018.

The Trinity Episcopal Church Endowment Fund is created as a separate and distinct entity within said Parish, apart from the governance and all other existing Funds of the Parish.

The purpose of the Endowment Fund is to support and expand the mission and ministry of Trinity Episcopal Church.

II. ORGANIZATION

There shall be five (5) voting members of the Endowment Fund Board, none of whom shall be members of the Vestry during his or her term of membership. The Church Treasurer shall serve as a non-voting, ex officio member. All members of the Board shall be communicants in good standing. To form the Board, three (3) members of the Endowment Fund Board, as nominated by the Vestry, shall be elected for three-year, two-year, and one-year terms, respectively, at the Annual Parish Meeting. The Vestry shall appoint two (2) members to three-year and two-year terms, respectively. After the Board has been formed, as members' terms expire, subsequent members shall be elected at the Annual Parish Meeting or appointed as applicable to three-year terms. Board members may not serve more than two (2) consecutive terms or six consecutive years. A former member shall be eligible to be elected or appointed again after one year has elapsed following his or her previous service.

If a vacancy of any board position develops, the Vestry shall appoint a member subject to the provisions otherwise established in these by-laws. If the vacancy is a Vestry appointed position, the new appointment shall be for the remainder of that position's term. If the vacancy is an elected position, the Vestry appointment shall be effective until the next Annual Parish Meeting at which time the parish shall elect a member to fill the remainder of that term.

The Endowment Fund Board shall meet not less than quarterly. A majority of all voting members shall constitute a quorum, and the consent of a majority of the whole number of the Board shall be necessary to carry out any motion or resolution.

The Board shall elect from its own membership a Chairperson. The Treasurer of the Parish shall serve as Treasurer of the Board. The Board may adopt rules for its work, subject to the Constitution and Canons of the Episcopal Church and the Diocese of Kansas, and the statutes and regulations of the United States and the State of Kansas. For purposes of the Internal Revenue Code, the Endowment Board shall be part of Trinity Episcopal Church, Lawrence, Kansas. The Board may request other members of the congregation to serve in an advisory capacity, and, at the expense of the Endowment Fund, may provide for such legal or other professional counsel as it deems necessary.

The Board shall report its acts not less than quarterly to the Vestry, and shall render a full and complete report of its work to each Annual Parish Meeting.

No Board member shall engage in any self-dealing, nor in any transactions involving the Endowment Fund in which he or she has any direct or material indirect financial interest. Every Board member shall at all times refrain from any conduct in which his or her personal interests may conflict with the interests of the Endowment Fund.

The Endowment Fund may receive contributions of cash, securities of every kind, real estate, life insurance, trust instruments, personal property, and other items of value. The Board shall not be required to accept contributions which contain restrictions, or which are designated for purposes inconsistent with the stated purposes of the Endowment Fund, or the religious, moral, and ethical standards of the Episcopal Church.

All assets shall be held in the name of the Trinity Episcopal Church Endowment Fund. Power to hold, buy, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other respects to manage and control the assets of the Endowment Fund, including stocks, bonds, debentures, notes, mortgages, or other securities, is vested in the Endowment Fund Board, to be exercised in accordance with the religious, moral, and ethical standards of the Episcopal Church.

The Board shall direct the investment of endowment funds with proper regard for maintaining a balance between income/growth and security of principal. The primary investment objective shall be attainment of a maximum total rate of return, inclusive of current income and capital appreciation, consistent with prudent regard for security of principal.

Expenditures of funds from the principal of the Endowment Fund may occur only in very unusual circumstances. The Board shall not have the power to expend any portion of the principal amount of the Endowment Fund, except upon its recommendation to, and approval by, two-thirds of those voting at an Annual, or Special Parish, Meeting.

With growth of the Endowment Fund a primary concern, not more than 50% of annual earnings, including current reinvested earnings, may be distributed each year, unless otherwise authorized and directed by the Vestry.

The Endowment Fund Board shall honor the requests of donors that gifts to the Fund be used for a specific purpose.

In the event that Trinity Episcopal Church merges with another parish, in accordance with the provisions of Canon IV.7 of the Diocese of Kansas, entitled "Of the Dissolution and Merging of Parishes", the Endowment Fund shall become the Endowment Fund of the newly-merged parish, and shall be administered in accordance with these Articles to fulfill the purposes herein defined.

In the event that Trinity Episcopal Church shall be dissolved as a congregation of the Episcopal Church in the Diocese of Kansas, or otherwise terminate its relationship as a congregation of The Protestant Episcopal Church in the United States of America, otherwise known as the Episcopal Church, all the assets of the Endowment Fund of whatever kind shall transfer and pass to The Episcopal Diocese of Kansas, Inc., a Kansas corporation, to be administered by them.

III. DISTRIBUTION OF INCOME

The expenditure of net income from the Endowment Fund shall be directed by the Board with approval of the Vestry. Proposals and applications for expending funds may be made to the Board under guidelines established by the Board. Endowment funds shall not be committed for more than one year.