

2018 ORDINANCES

of The Rector, Church-Wardens, and Vestrymen of Trinity Church, in the city of New-York

As amended effective January 10, 2018



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The Rector, Church-Wardens and Vestrymen of Trinity Church, in the city of New-York adopt these Ordinances to order and regulate the affairs of the Church to the end that, with God's grace, it may prosper, grow and endure in continuing the ministry of Jesus Christ and the doing of God's work.

ARTICLE I.

THE CORPORATION, PARISH AND CONGREGATION

Section 1.01

Name and Definitions

The legal name of the Corporation (hereinafter called the "Corporation") is "The Rector, Church-Wardens, and Vestrymen of Trinity Church, in the city of New-York." The Parish of Trinity Church (hereinafter called the "Parish") consists of the whole of its parish under the charter of the Corporation. The Congregation of Trinity Church and St. Paul's Chapel (hereinafter called the "Congregation") shall be comprised of all persons duly enrolled as members of such congregation on the records of the Parish. Such enrollment will be open to persons baptized in any Christian church. The faith community of Trinity Church and St. Paul's Chapel shall include both the Congregation and all those participating in and supporting the worship and service life of the Parish.

ARTICLE II.

THE VESTRY

Section 2.01

Composition and Responsibility

The Vestry is composed of the rector, two church wardens, and twenty vestrymen (hereinafter called the "Vestry"). The Vestry shall exercise the power and authority granted to them to have full charge of the affairs of the Corporation and the Parish and in such exercise shall strive that the faith community of Trinity Church and St. Paul's Chapel spread the Gospel of Jesus Christ, manifest its love of God through worship in the Episcopal tradition, and manifest its love of neighbor by promoting the betterment of human life according to God's vision in the parish community, within the Anglican Communion and throughout the world. Acknowledging the inheritance that has enabled the Corporation and the Parish historically to pursue this ministry, the Vestry has a particular responsibility to conserve and enhance that patrimony for future ministry and to use it wisely.

Section 2.02

Election of Church Wardens and Vestrymen

(a) Annual Elections

On Tuesday in Easterweek in each year there shall be an annual election of two church wardens and twenty vestrymen (hereinafter called the “annual election”). Unless otherwise determined by the Vestry, the annual election shall be conducted by ballots submitted by mail or in person, and such in-person voting shall be held during the hours from 4 p.m. until 8 p.m. with polls in the Parish Hall of Trinity Church. The manner, time and place of voting shall be specified in the notice of the election.

(b) Persons Entitled to Vote

All persons who on the date of an annual election shall have attained the age of 18 years and who, for the space of one year preceding such annual election, shall have been duly enrolled on the Parish’s records as members of the Congregation and shall have partaken of the Holy Communion within said year in the Parish and shall have contributed to the support of the Parish by a recorded gift of any amount in the preceding year, and no other persons, shall be entitled to vote at such annual election.

Registry for entitlement to vote at an annual election shall close thirty days prior to such annual election, and thereafter the rector shall cause to be made a register of all persons appearing to be entitled to vote at such annual election. Every person who, on the date of an annual election, would possess the qualifications necessary for the entry of his or her name in said register shall, if his or her name shall not be therein, upon application to the rector and upon proving such qualifications, be entitled to have his or her name so registered. A copy of said register shall be maintained at the polling place during the annual election and prior to the election any person may make inquiry to determine whether his or her name is included on the register.

(c) Eligibility for Election

1) Any person shall be eligible for election as church warden or vestryman if, on the date of the relevant annual election, (a) he or she is between the ages of 18 and 75 (inclusive) and is otherwise qualified under the charter of the Corporation and these ordinances, (b) he or she has been duly nominated in accordance with the provisions of clause (d) of this section 2.02, and (c) he or she is not (i) an employee of the Corporation, (ii) a clergy on the staff of the Parish, (iii) a spouse or child of any such employee or clergy or (iv) any other relative of any such employee or clergy residing in the same home as such employee or clergy.

2) No person shall be eligible for election to more than seven, consecutive one-year terms as a church warden or vestryman (a “term limit”). However, a person who has previously served as a vestryman or church warden for up to seven, consecutive one-year terms but who has not held either office for one or more years (a “term break”) shall be eligible for election for up to seven additional consecutive one-year terms. A person first elected as a vestryman or church warden on or after April 3, 2018 may not serve more than a total of fourteen one-year terms as vestryman or church warden.

3) For persons first elected as vestrymen and church wardens prior to April 3, 2018, the term limit provisions of sub-paragraph 2) above are modified as follows:

a) in determining such person’s eligibility for election or re-election as a church warden, up to three consecutive prior years’ service by such person as a vestryman shall not be counted in determining one term limit for such person, and, as a result, such person may serve up to a total of ten consecutive one-year terms, first as a vestryman and then as a church warden; and

b) in determining such person’s eligibility for election or re-election as a vestryman, all of that person’s prior service as a church warden or vestryman shall be counted in determining a term limit for that person;

c) as a result of the application of the provisions of sub-sub-paragraphs a) and b) above to a person elected as a vestryman and as a church warden prior to April 3, 2018, that person is eligible to serve up to seventeen one-year terms as a vestryman and church warden, in conjunction with the application of a term break as set forth in sub-paragraph 2).

(d) Nominations

All nominations of persons for election as church warden or vestryman at an annual election shall be made by the Nominating Committee upon the consideration of the recommendations by members of the Parish Nominating Committee, by the Congregational Council Nominating and Leadership Development Committee or by any person eligible to vote in such annual election. The decision of the Nominating Committee as to persons to be nominated shall be final. The Nominating Committee shall prepare a brief statement describing each person whom it shall nominate, setting forth his or her qualifications for office. More than one nomination may be made for any vacancy, in which case the Nominating Committee may indicate its preference on the ballot or a document

accompanying the ballot. Recommendations must be delivered in writing to the Nominating Committee not later than the fifth Sunday before Lent, and nominations must be made not later than the fifth Sunday in Lent.

Under the charter of the Corporation, the Vestry is responsible for and to, and representative of, the whole of the Parish and each and every part thereof. No member of the Vestry shall, as such, be deemed to be a special representative of any particular part of the Parish. In making nominations of persons for election as church wardens or vestrymen at an annual election, the Nominating Committee shall nominate those persons who, being eligible for election and willing and able to serve, would, in the opinion of the Nominating Committee, together with the rector constitute a vestry best qualified in terms of devotion, experience, talent, and balanced composition to meet the needs and special requirements of the Corporation and the Parish including, without limitation:

- 1) promotion and expansion of Christ's ministry;
- 2) provision for the pastoral and organizational needs of the Congregation and the other parts of the Parish and the Corporation;
- 3) promotion and support of the outreach of the Parish; provision of prudent management and stewardship of all the resources of the Corporation by careful protection and enhancements of its properties and investments, and the disposition, allocation and utilization thereof in a manner well suited to promote Christ's ministry; and
- 4) provision of enlightened direction of the work and employment of the clerical and lay staff of the Corporation.

(e) Notice

Announcement of the time and place of an annual election shall be posted in Trinity Church and St. Paul's Chapel on each of the three Sundays preceding such annual election and on the Parish's internet website, if any, commencing the Monday after the initial posting of the notice of an annual election in Trinity Church and St. Paul's Chapel. Notice of an annual election shall include the names of all nominated candidates for church warden and vestrymen, notice of the ability to vote by mail and the requirements for a valid mail ballot, notice of the availability of a registry of eligible voters for inspection in the office of the rector, and notice that every person entitled to vote at such annual election, whose name shall not have been entered upon the registry of voters, may have it entered thereon at the rector's office.

(f) Voting by Mail

At the time notice of an annual election is posted, the form of mail ballot and a pre-paid reply envelope shall be mailed to each person entitled to vote and whose address is known. In addition, forms of ballots and prepaid reply envelopes will be made available in Trinity Church and St. Paul's Chapel at each service during the three weeks preceding the annual election. To vote by mail an eligible voter must place his or her completed ballot in the reply envelope, print legibly and sign his or her name on the back of the reply envelope and mail it through the U.S. Postal Service sufficiently in advance of the election so that it will have been received prior to the close of the polls on Tuesday in Easterweek.

(g) Supervision of Annual Election

The rector, or in his or her absence the vicar, or a presiding officer appointed by the Vestry, shall be in charge of each annual election and shall be responsible for ensuring that there shall be two members of the Congregation serving as inspectors of election at each polling place during times the polls shall be open. The inspectors shall verify the eligibility of each voter from the register for the annual election. The polls shall remain open during the times designated for the election. The inspectors of election shall be responsible for the safekeeping of in-person ballots and after the polls shall have closed shall deliver the ballots unopened to the presiding officer. The rector shall be responsible for the safekeeping of mail ballots received prior to the close of the polls. The presiding officer shall compare the names of the persons who voted in person to those who voted by mail as indicated by the names placed on the reply envelope for mail ballots and set aside as invalid the mail ballot of any person who voted in person at the poll. Thereupon, all of the valid ballots shall be opened and counted by the presiding officer with the assistance of two inspectors of election designated by him or her, and the persons who shall be found to have the greatest number of votes for each position shall be deemed to be duly elected, and the presiding officer and such two inspectors of election shall make and subscribe a certificate thereof. The ballot tally shall be kept confidential by the rector and the inspectors however it shall be reported to the nominating committee, and to the Vestry for good cause as determined by the rector, for their confidential use. The number of ballots cast may be made public. The presiding officer shall determine finally any challenge to the right of any person to vote or the validity of any vote cast.

(h) Terms of Office

The term of office of each church warden and of each vestryman elected at an annual election shall be one year from the date of his or her election or until the election and qualification of his or her successor.

(i) Vacancies

In the event of a vacancy in the office of church warden or vestryman occurring between annual elections, the rector and church wardens shall nominate a person or persons to fill such vacancy and the vacancy shall be filled by an election to be held at a regular or special meeting of the Vestry; provided, however, that notice of the name of the person or persons nominated by the rector and church wardens to be so elected to fill such vacancy shall have been included in the notice of such meeting and posted at that time on the Parish internet website. The term of any person so elected shall expire at the next succeeding annual election.

Section 2.03

Meetings of the Vestry

(a) Regular and Special Meetings; Quorum; Notice

Regular meetings of the Vestry shall be held on dates set by the Vestry which shall include at a minimum dates in September, December, February, April and June; special meetings of the Vestry may be held at such times as the Vestry may direct or upon call by the rector or a church warden or the Standing Committee. A quorum shall be constituted by twelve members of the Vestry, of whom one shall be the rector or, in his absence, the clerk of the Parish, and one shall be one of the church wardens. In extraordinary circumstances where in the judgment of the rector both personal attendance is impractical and participation is essential, one or more members of the Vestry may participate in a meeting of the Vestry by means of a conference telephone or similar communications equipment or by electronic video screen communication, in each case allowing all persons participating in the meeting to hear each other at the same time and allowing each Vestry member to participate in all matters before the Vestry including, without limitation, the ability to propose, object to and vote upon a specific action to be taken by the Vestry. Participation by such means shall constitute presence in person at such a meeting.

The vicar of the Parish (hereinafter called the “vicar”) and one or more of the deputies to the rector, as designated by the rector, or in his or her absence by the assistant to the rector, or in the absence of both the rector and the assistant to the rector by the vicar, shall be allowed to be present at such meeting except when it shall be in executive session (but shall not be entitled to vote thereat). Should a quorum not be present at the time of a regular meeting, the rector or, in his or her absence, the senior church warden present or, in the absence of the rector and both church wardens, the senior vestryman present may call another meeting upon a date to be fixed by him or her with notice as hereinafter provided.

Three days' notice of any such postponed or special meeting, specifying the place, date and hour of the meeting, and the purpose or purposes thereof shall be sent by electronic mail to all members of the Vestry (and to the vicar and deputies designated to attend such meeting) by the clerk of the Parish. The transactions undertaken at any meeting, however called and noticed and wherever and whenever held, shall be as valid as if taken at a meeting duly held in accordance with these ordinances, if a quorum shall be present, and if either before or after such a meeting, each of the persons not present thereat who shall have been entitled to be present shall give a waiver of notice. Notice of a meeting need not have been given to any person who shall attend such meeting.

(b) Action by the Vestry

- 1) At any meeting of the Vestry at which a quorum shall be present, any action of the Vestry, except as otherwise provided in subclause 2) of this clause (b) or unless otherwise specifically provided in these ordinances, may be taken or approved by the vote of a majority of those present and entitled to vote.
- 2) Any action to approve, authorize, ratify, fix or amend the annual budget, any purchase or sale of real property by the Corporation, including any transaction that is tantamount to a purchase or sale, any lease of real property by the Corporation as tenant and any incurrence of debt by the Corporation or liquidation of its investments other than for cash flow, reinvestment or working capital purposes, shall be authorized by the affirmative approval of at least twelve members of the Vestry, of whom one shall be the rector and one shall be a church warden.
- 3) Any action required or permitted to be taken by the Vestry may be taken without a meeting if all the members of the Vestry consent to the adoption of a resolution authorizing the action. Such consent may be in writing or by electronic mail in the manner prescribed by applicable law.

(c) Presiding Officer

The rector, or in his or her absence successively the senior church warden present or a vestryman chosen by the vote of the majority of those present, shall preside at any meeting of the Vestry.

(d) Clerk of the Parish

The clerk of the Parish shall be elected from among the vestrymen, upon nomination by the rector, by the affirmative vote of eleven vestrymen and one church warden. The clerk shall record or cause to be recorded in books provided for the purpose, all the proceedings of the meetings of the Vestry, and of all committees

of which a secretary shall not have been appointed; he or she shall see that all notices are duly given in accordance with the provisions of these ordinances and as required by law; he or she shall be custodian of the records (other than financial) and the Seal of the Corporation; he or she shall attest to the signatures of executive officers; and in general he or she shall perform all duties incident to the office of clerk of the Parish and such other duties as may from time to time be assigned to him or her by the rector, church wardens or Vestry. The term of office of the clerk and his or her right to any remuneration shall be solely such as may be agreed with him or her in his or her written acceptance of the office of clerk of the Parish (which acceptance shall provide that such term shall not continue beyond his or her term as vestryman), subject, however, to removal for cause by the rector with the consent of eleven other members of the Vestry.

(e) Chancellor of the Parish

The chancellor shall be elected from among the vestrymen, upon nomination by the rector, by the affirmative vote of eleven vestrymen and one church warden. The chancellor's responsibilities shall include oversight on behalf of the Vestry of the legal affairs of the Corporation and the Parish working in collaboration with the chief legal and compliance officer, if any, of the Corporation and the outside lawyers of the Corporation and the Parish. The chancellor shall be free to consult with and call upon the advice of other attorneys on the Vestry. The terms of office of the chancellor shall be one year with unlimited election so long as he or she is a Vestry member, subject, however, to removal for cause by the rector with the consent of eleven other members of the Vestry.

Section 2.04

Committees of the Vestry

(a) In General

There shall be the following permanent committees of the Vestry: the Standing Committee, the Audit Committee, the Finance Committee, the Mission Properties Committee, the Investment Committee, and the Grants Committee, and such subcommittees of those permanent committees as may be established by the Vestry. By a vote of at least twelve members, one of whom shall be the rector and one a church warden, from time to time the Vestry may designate other permanent committees and subcommittees of permanent committees (each permanent committee and subcommittee of a permanent committee may be referred to as a "committee" in these ordinances).

Each committee shall consist of at least three members of the Vestry as are prescribed in these ordinances or, if not so prescribed, as shall be prescribed in

the resolution establishing the committee. The members and the chair of each committee shall be a church warden or vestryman, and shall be elected to that position by at least a majority of the entire Vestry upon nominations by the rector. Each committee shall have all the authority of the Vestry to the extent specified in these ordinances or in the resolution establishing such committee, except that no committee shall have authority as to the following matters:

- 1) the election or removal of (a) the rector or other members of the Vestry or (b) Executive Officers of the Corporation;
- 2) the filling of vacancies in the Vestry or in any committee thereof;
- 3) the fixing of compensation of members of the Vestry for serving on the Vestry or on any committee thereof;
- 4) the amendment or repeal of these ordinances or the adoption of new ordinances;
- 5) the amendment or repeal of any resolution of the Vestry;
- 6) the approval of a merger or plan of dissolution of the Corporation;
- 7) the exercise of any authority of the Vestry which cannot canonically be delegated;
- 8) the exercise of any authority of the Vestry which could not have been authorized by a vote thereof pursuant to section 2.03(b) hereof;
- 9) the delegation of any powers of the Vestry;
- 10) the authorization of the sale, lease, exchange, or other disposition of all or substantially all the assets of the Corporation;
- 11) submission to the Congregation of any action requiring approval of the Congregation under the charter of the Corporation or other applicable law; or
- 12) the approval of amendments to the Charter of the Corporation.

Each committee shall keep minutes of its proceedings to be entered in a book devoted to that purpose, and copies of those minutes shall be sent to all members of the Vestry prior to each meeting of the Vestry. Permanent records of those minutes shall be kept by the clerk of the Parish. Each committee shall prescribe its own rules of procedure and shall meet at such times as it may determine or upon the call of its chair, the chair of the Standing Committee or the rector.

The Vestry may create special committees of the Vestry as may be deemed desirable. The members and chair of such committees shall be elected by at least a

majority of the entire Vestry upon nominations by the rector. Special committees shall have only the powers specifically delegated to them by the Vestry and in no case shall have powers which are not authorized for permanent committees under this clause (a).

The rector shall ex-officio be a voting member of all committees of the Vestry except the Audit Committee. In his or her absence, the assistant to the rector, if any, may attend meetings of a committee as representative of the rector, without a vote on matters brought before the committee. In the absence of the rector or the assistant to the rector, if any, the vicar may attend meetings of such committees as representative of the rector, but without vote. The rector shall designate individuals from the Parish staff to assist each committee. At the request of the Audit Committee, the rector shall direct appropriate persons on the staff of the Parish to consult with and to aid the Audit Committee and the internal auditor, if any, in carrying out its and their functions.

Except as otherwise provided in these Ordinances or pursuant to an action of the Vestry, the quorum for each permanent or special committee or subcommittee shall be a majority (but not less than three) of the members of the committee. If the rector, or, in his or her absence, the assistant to the rector, is not present at a meeting of a committee, all actions taken by the committee (except in the case of the Audit Committee) shall be subject to the subsequent counting of the rector's vote on such action(s). Committee action may be taken by a vote of a majority of the committee, of which majority the rector shall be one (except in the case of the Audit Committee), provided that if there be a majority of which the rector is not a part, the matter shall be referred to the full Vestry for its vote. Any one or more members of a committee may participate in a meeting of such committee by means of a conference telephone or similar communications equipment or by electronic video screen communication, in each case allowing all persons participating in the meeting to hear each other at the same time and allowing each member of the committee to participate in all matters before the committee including, without limitation, the ability to propose, object to and vote upon a specific action to be taken by the committee. Participation by such means shall constitute presence in person at such meeting.

Any action required or permitted to be taken by a committee may be taken without a meeting if all members of the committee consent to the adoption of a resolution authorizing such action. Such consent may be in writing or by electronic mail in the manner prescribed by applicable law.

Each member of a committee shall serve at the pleasure of the Vestry.

(b) Standing Committee

The Standing Committee shall be composed of the rector, both church wardens, the clerk of the Parish, the chancellor of the Parish and not less than six additional vestrymen, so that the total number of members of the committee shall be no less than eleven. Regular meetings of the Standing Committee shall be held in October and May. A quorum of the Standing Committee shall be six members, of whom one shall be the rector or the clerk of the Parish, and one shall be one of the church wardens. The Standing Committee shall, subject to the limitations of clause (a) of this section 2.04, have and exercise all the powers of the Vestry. The rector will designate one of the church wardens to be chair of the Standing Committee. Special meetings may be called by the chair, the rector, the church warden who is not the chair, or a majority of the Standing Committee. At least three days' notice of a special meeting specifying the place, date, and hour of the meeting and the purpose or purposes thereof shall be sent to all members of the Standing Committee (and to other members of the Vestry, the vicar and other deputies designated by the rector to attend such meetings) by the clerk of the Parish. In the absence of the chair, the rector, a church warden, the clerk of the Parish, or a majority of the members present will designate a chair. If a quorum is not present at a regularly scheduled Vestry meeting, but a quorum of the Standing Committee is present, the Standing Committee may exercise its powers to act for the Vestry, the requirement of a notice of a special meeting of the Standing Committee being waived in this instance. In addition to its general power to act for the Vestry, the Standing Committee shall have responsibility for the oversight of the governance of the Corporation and the Parish, including without limitation promoting its efficiency and coordination and proposing to the Vestry such amendments to the governing documents of the Corporation and the Parish as it shall think advisable.

(c) Audit Committee

The Audit Committee shall consist of at least three members of the Vestry who are independent of the Corporation. The responsibilities of the Audit Committee shall include the following:

- 1) appoint, on behalf of the Vestry, the Corporation and the Parish, independent public accountants to conduct, in accordance with Generally Accepted Auditing Standards in the United States, the annual audit of the financial statements of the Corporation that have been prepared in accordance with Generally Accepted Accounting Principles;
- 2) appoint and supervise as appropriate an internal auditor, if in the discretion of the Committee one is selected, who shall report to the Audit Committee;

- 3) consider, with the independent public accountants selected pursuant to subsection 1) hereof, the scope of the audit to be made by such accountants in accordance with Generally Accepted Auditing Standards in the United States and the examination of areas of special significance to the extent deemed necessary or desirable by the committee;
- 4) review of the findings and recommendations of the independent public accountants;
- 5) review of the financial and risk management policies, controls and practices of the Corporation, the Parish, and each committee of the Vestry, the reasonableness of the Corporation's insurance program, the soundness of the Corporation's procurement policies and the appropriateness of the levels of executive compensation proposed to be fixed by the Vestry; and
- 6) report regularly, but not less than annually, to the Vestry and provide whatever additional assistance the Vestry or the Committee may determine to be desirable to assist the Vestry in fulfilling its responsibilities in relation to the financial and risk management affairs of the Corporation and the Parish. Each year the Audit Committee shall submit to the Vestry for its review and action an audited account of the finances of the Corporation for the preceding year certified by the independent public accountants selected pursuant to subsection 1) hereof.

(d) Finance Committee

The Finance Committee shall consist of the rector and at least three other members of the Vestry. The responsibilities of such committee shall include the following:

- 1) development, recommendation and oversight of the budgeting process and procedures of the Corporation and the Parish;
- 2) preparation of the proposed annual budget for presentation to the Vestry for its approval; and
- 3) development, recommendation and oversight of policies related to strategic direction of information systems, human resources, and staff and clergy development, compensation, benefits and pensions.

The rector with the consent of the Vestry may give the committee other responsibilities relevant to its mandate.

(e) Mission Properties Committee

The Mission Properties Committee shall consist of the rector and at least three other members of the Vestry. The responsibilities of such committee shall include the following:

- 1) oversight of the maintenance, preservation and improvement of all church buildings and grounds and other properties used in connection with the programs of the Parish, and of Trinity Cemetery, St. Cornelius Chapel, Neale House, and clergy housing and other properties as shall be assigned to the committee by the rector, church wardens or Vestry (the foregoing properties are referred to as the “Mission Properties”);
- 2) development, recommendation and oversight of policies relating to such Mission Properties and the activities conducted therein, including risk management policies; and
- 3) acting as liaison to the Board of St. Margaret’s House.

(f) Investment Committee

The Investment Committee shall be comprised of the rector and at least three other members of the Vestry. The Investment Committee shall develop, recommend to the Vestry for its approval, and oversee the implementation of (i) policies for the investment and management of the Corporation’s securities investment portfolio (the “Securities Portfolio”), its real estate investment assets, exclusive of Mission Properties (the “Real Estate Portfolio”), and any assets or funds of the Corporation that constitute endowment funds within the meaning of the New York Not-for-Profit Corporation Law (collectively, the “Portfolio”); and (ii) prudent spending policies and other policies as it decides are necessary to secure, use prudently and seek to grow the Portfolio. The responsibilities of the Investment Committee shall also include the following:

- 1) oversight of the Securities Portfolio, including:
 - a) developing and recommending portfolio investment policies to the Vestry for its approval, including asset allocation and risk management policies;
 - b) making investment decisions in accordance with investment policies approved by the Vestry;
 - c) developing policies to measure the effectiveness of investment decisions, and reporting on them to the Vestry;

- d) overseeing and reviewing the actions taken by, and performance of, any outside investment advisers and financial consultants retained by the Corporation upon the recommendation of the Investment Committee; and
 - e) overseeing the actions taken by the Corporation's Chief Investment Officer and investment team who are responsible for the day-to-day management of the Securities Portfolio;
- 2) oversight of the Real Estate Portfolio, including:
- a) oversight of the maintenance, preservation, and improvement of the properties constituting the Real Estate Portfolio;
 - b) development and oversight of policies relating to the properties in the Real Estate Portfolio and interests therein, including risk management policies;
 - c) approving and disapproving leases of the Corporation's directly-managed real estate assets, reporting to the Vestry on leases that have been approved, and referring to the Vestry those leases which the Investment Committee believes the Vestry should deal with directly; and
 - d) oversight of any interest of the Corporation in any joint venture or similar entity owning real estate.

The responsibilities of the Investment Committee may be delegated to one or more subcommittees of the Investment Committee established by the Vestry. Actions within the responsibilities of the Investment Committee that are required to be taken between meetings with respect to the Securities Portfolio may be taken, if consistent with policies approved by the Vestry, upon the joint approval of the rector, the chair of the Investment Committee and one other member of the Investment Committee.

(g) Grants Committee

The Grants Committee shall consist of the rector and at least three other members of the Vestry. Responsibilities of such committee shall include the following:

- 1) development, recommendation and oversight of policies related to grant-making;
- 2) making specific recommendations for approval by the Vestry of grants, program loans, and Parish outreach initiatives to be supported by the grants budget;

- 3) oversight of Parish granting activities and coordination of them with diocesan-designated funding and with the Congregational Council and special ministries; and
- 4) evaluating the results of funded activities and their implications for future work.

The rector with the consent of the Vestry may give the Committee other responsibilities relevant to its mandate.

ARTICLE III. PARISH COMMITTEES, CONGREGATIONAL COUNCIL AND BOARDS

Section 3.01

Parish Committees

(a) In General

In addition to the Nominating Committee and the Ethics and Christian Responsibility Committee, there shall be such other Parish committees as from time to time shall be established by the vote of twelve members of the Vestry, of whom one shall be the rector and one a church warden.

Except as otherwise provided herein, the membership of each parish committee shall consist of such members of the Vestry as from time to time shall be appointed by the rector with the consent of the Vestry, together with such congregational representatives as shall either be appointed by the rector with the consent of the Congregational Council or chosen in a manner approved by the Vestry and the Congregational Council. The Vestry may designate one or more of its members as alternate members of any parish committee who may replace any absent Vestry member at any meeting of such committee.

Each parish committee shall keep minutes of its proceedings to be entered in a book devoted to such purpose and copies of such minutes shall be delivered to the rector and the chair of the Standing Committee. Each parish committee shall elect its own chair, shall prescribe its own rules of procedure, and shall meet at such times as it may determine or upon call of its chair. The rector shall ex officio be a member of all parish committees. In his or her absence, the vicar or any deputy authorized by the rector may attend meetings of such committees as representative of the rector. The rector shall appoint from among the parish staff such staff to assist each parish committee as shall be necessary and appropriate to its work. A majority of the members of each parish committee shall constitute a quorum thereof and may act

by a majority of those present. Any one or more members of a parish committee may participate in a meeting of such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

(b) Nominating Committee

The Nominating Committee shall include three church wardens or vestrymen appointed by the rector, three representatives of the Congregation chosen by the Congregational Council with the concurrence of the rector, and the rector, who shall be the chair. The responsibilities of such committee shall include the following:

- 1) diligently seeking names and qualifications of people to serve on the Vestry and boards of affiliated institutions; and
- 2) preparing recommended slates of nominees and developing relatively uniform data concerning all nominees for election as church wardens and vestrymen and for election to boards.

(c) Ethics and Christian Responsibility Committee

The Ethics and Christian Responsibility Committee shall include the chancellor of the Parish, who shall chair the committee, two church wardens or vestrymen one of whom shall be the chair of the Audit Committee appointed by the rector with the consent of the Vestry and two representatives of the Congregation appointed by the rector with the consent of the Congregational Council. The responsibilities of such committee shall include the following:

- 1) Proposing to the Vestry a Lay Leadership Code of Ethics and Christian Responsibility, including any amendments thereto as such committee may deem advisable from time to time (“Code”), addressing such matters as conflict of interest, self-dealing, the making of statements and commitments on behalf of the Parish or the Corporation, and non-abusive conduct in dealings with others, to be applicable to the lay leadership of the Corporation and the Parish in their official activities. Lay leadership means church wardens, vestrymen, Congregational Council members, congregational representatives to Vestry committees parish committee members, and chairs of Congregational Council committees and subcommittees;

- 2) Proposing to the Vestry procedures (“Procedures”), including any amendments thereto as such committee may deem advisable from time to time, for insuring compliance with the Code including the hearing of matters and the recommending to the rector of determinations and sanctions; and
- 3) When a proposed Code or Procedure, or a proposed amendment to any of them, is transmitted to the Vestry, the Vestry may accept, reject or amend any part thereof or it may return one or more provisions to the committee for further consideration. When a recommended determination of a matter referred by the rector to the committee, and recommended sanction if applicable, are transmitted to the rector, the rector may accept, reject or amend such recommendations or return the matter to the committee for such further proceedings as he or she may specify. Nothing herein shall limit the power of the Vestry to act on its own initiative if the committee does not submit proposals.

Section 3.02

Congregational Council

(a) In General

There shall be a Congregational Council, which shall have the governance authority specified herein. The Vestry may delegate such additional authority for the governance of the affairs of the Parish and the Congregation as the Vestry shall determine to be suitable in the circumstances, consistent with the charter of the Corporation, these ordinances, and the responsibilities of the Vestry.

(b) Composition

The Congregational Council shall include the vicar as a voting member ex officio and not more than fifteen persons elected from the Congregation or appointed as provided in clause (f) of this section 3.02. The rector shall ex officio be a nonvoting member of the Congregational Council.

(c) Bylaws

The Congregational Council shall adopt bylaws for the governance of its affairs provided, however, that the adoption, amendment or repeal of such bylaws shall be subject to the approval of the Vestry.

(d) Duties and Powers

The Congregational Council:

- 1) shall so conduct its affairs as to provide an effective means of including the members of the Congregation in all aspects of life and ministry of the Parish;
- 2) shall cooperate in implementing the ministries of the Parish insofar as they shall relate to Trinity Church and St. Paul's Chapel and the Congregation;
- 3) shall initiate and carry out the Council sponsored programs of the Congregation so long as such programs shall be consistent with the any policies of the Parish fixed by the Vestry and are within the budgetary limits in the parish budget for the Council sponsored programs of the Congregation. Full information concerning such programs shall be furnished in advance of their implementation and periodically thereafter to the rector through the vicar and shall thereby be coordinated with other related activities within the Parish;
- 4) shall have charge of the stewardship effort of the Congregation through pledge and plate offerings, the progress of which shall be taken into account by the Vestry in fixing the budgetary amount available for Council sponsored programs of the Congregation initiated and carried out by the Congregational Council;
- 5) shall prepare annually and submit (through the applicable Vestry committees) to the Vestry for its approval a budget for the operations of the Congregational Council and the Council sponsored programs of the Congregation. The proposed budget shall be accompanied by a memorandum in support jointly signed by the vicar and at least one of the president and vice president of the Congregational Council;
- 6) shall have the right to recommend to the rector for his or her consideration congregational members to serve on Parish committees, and at the request of the rector, to recommend to the rector for his or her consideration congregational members to serve on inter-parish bodies and bodies of the Diocese of New York and the Anglican Communion;
- 7) at the request of the rector, shall develop and update, together with the vicar, guidelines for the relationship between the vicar and the Congregation, and, at the request of the rector, may make recommendations to the rector with respect to filling a vacancy in the office of vicar; and

8) shall exercise such authority as shall be delegated to it from time to time by the Vestry and shall furnish to the Vestry full reports at appropriate intervals with respect to the exercise of the authority so delegated, together with reports describing expenditure of all funds whose expenditure falls within its jurisdiction.

(e) Limitations

- 1) The Congregational Council may not make or authorize changes or alterations to the interior or exterior of the parish property without prior approval of the Vestry;
- 2) the Congregational Council may not incur indebtedness or dispose of, or impose any charge, lien or encumbrance on, any parish property without the prior approval of the Vestry;
- 3) the Congregational Council may not expend funds not authorized by the budget adopted by the Vestry for the operations of the Congregational Council and the Council sponsored programs of the Congregation, as such budget may be modified from time to time in accordance with these ordinances, and may not base planning on the expenditure of such funds without the prior approval of the rector;
- 4) the Congregational Council may use any property or facilities of Trinity Church and St. Paul's Chapel for purposes other than those for which they were intended only with the prior approval of the rector;
- 5) the Congregational Council may not assume or attempt to exercise any powers not delegated to it pursuant to these ordinances or by the Vestry; and
- 6) the Congregational Council may not act in a manner that shall be inconsistent with the charter of the Corporation, these ordinances, and the policies of the Parish fixed by the Vestry.

(f) Annual Elections

At least once in each year there shall be an election of lay members of the Congregational Council as provided in these ordinances and its bylaws. Such bylaws may provide for the election of lay members annually or for the division thereof into not more than three classes, each substantially equal in number, each such class to be elected for a term of years equal to the number of such classes. The bylaws shall make provision for voting in person and may also make provision for voting by mail. Only the names of persons nominated by the Congregational Council Nominating and Leadership Development Committee shall appear on the ballot for the election of Congregational Council members.

Vacancies in unexpired terms occurring more than four months prior to an annual election shall be filled by the vicar with the consent of the Congregational Council pending such unexpired term being filled at the next annual election.

(g) Persons Entitled to Vote in Annual Elections

All persons who on the date of an annual election shall have attained the age of 18 years and who, for the period of one year preceding such annual election, shall have been duly enrolled on the Corporation's records as members of the Congregation and shall have partaken of the Holy Communion within said year in the Parish and who shall have contributed to the support of the Parish by a recorded gift of any amount in the preceding year, and no other persons, shall be entitled to vote at such annual election.

Registry for entitlement to vote at an annual election shall close thirty days prior to such annual election, and thereafter the rector shall cause to be made a register of all persons appearing to be entitled to vote at such annual election. Every person who, on the date of annual election, would possess the qualifications necessary for the entry of his name in said register shall, if his name shall not be therein, upon application to the rector and upon proving such qualifications, be entitled to have his name so registered. A copy of the appropriate portion of said register shall be maintained at each polling place during the annual election.

Any disputes on challenges with respect to the right of any person to vote in a congregational council election or to the validity of any vote cast shall be referred to the rector whose decision shall be final.

(h) Qualifications for Membership on the Congregational Council

In order to be qualified to serve on the Congregational Council, a person must be qualified to vote as provided in clause (g) of this section 3.02. Anything in this clause (h) to the contrary notwithstanding, none of the following shall be qualified to serve on the Congregational Council (except ex officio):

- 1) any employee of the Corporation;
- 2) any clergy on the staff of the Parish; and
- 3) any spouse or children of such clergy or employee or any other relative of such clergy residing in the same home as such clergy or employee.

(i) Congregational Council Nominating and Leadership Development Committee

- 1) There shall be a Congregational Council Nominating and Leadership Development Committee chaired by the vicar and including six members

of the Congregation serving three year terms except that two of the first members of the Committee shall serve one year terms, two shall serve two year terms and two shall serve three year terms. Of the first members serving one, two, and three year terms, one in each term category shall be appointed by the rector in consultation with the vicar and with the consent of the Congregational Council and one in each term category shall be appointed by the Congregational Council with the consent of the rector in consultation with the vicar. In each year thereafter, in filling expired terms, one member of the committee shall be appointed by the rector in consultation with the vicar with the consent of the Congregational Council and one member shall be appointed by the Congregational Council with the consent of the rector in consultation with the vicar. In the event of a vacancy arising because a person has failed to serve out his or her full term, that vacancy shall be filled for the balance of the term in the same manner as was the initial appointment for that term. Except for an appointment filling an unexpired term, the rector shall make his or her appointments in the third week following the annual election and the Congregational Council shall make its appointments within three weeks of the rector having made his or her appointments.

- 2) The Congregational Council Nominating and Leadership Development Committee shall nominate members of the Congregation well-qualified to be members of the Congregational Council and recommend to the rector for consideration by the Nominating Committee persons who are well-qualified to be members of the Vestry.

(j) Liaison Representatives of the Vestry

The rector with the consent of the Vestry shall appoint one or more members of the Vestry to serve as liaison representatives of the Vestry to the Congregational Council. Such representatives shall be entitled to notice of, to attend, to address, and to receive copies of minutes of all meetings of the Congregational Council, but (unless elected or appointed as members thereof or unless the bylaws thereof so provide) shall not be entitled to vote thereat.

Section 3.03

Delegation to Parish Committees, Congregational Council and Boards

Parish committees, the Congregational Council and such boards as the Vestry may create shall exercise only such authority as shall be specifically delegated to them by these ordinances or the Vestry. Any such delegation shall be subject to such limitations as the Vestry shall deem suitable in the circumstances and shall be revocable by the Vestry in whole or in part at any time.

ARTICLE IV. PARISH MEETINGS

Section 4.01

Convocation, Persons Entitled to Vote and Address Meetings

There may be such meetings of the Parish or of the Congregation or of other parts of the Parish as the Vestry may from time to time determine. Appropriate notice, provision for presiding officer, and such other procedures as may be necessary, shall be prescribed by the Vestry, with respect to such meetings. The notice of any such meeting shall specify the matters or questions to be brought before such meeting and no matter or question not so specified in such notice shall be acted on at such meeting. Persons who would, pursuant to section 2.02(b) hereof, have been entitled to vote at an annual election, if one were held on the date of such meeting, shall be entitled to vote at such meeting. Except as otherwise prescribed in the convocation of the meeting by the Vestry, only members of the Vestry, clergy and staff designated by the rector or the vicar and persons entitled to vote shall be entitled to address such meeting.

ARTICLE V. EXECUTIVE OFFICERS

Section 5.01

Executive Officers of the Corporation

The executive officers of the Corporation shall be the rector, the assistant to the rector, the clerk of the Parish, the vicar, and the deputies to the rector referred to in section 5.05 hereof.

Section 5.02

Rector

The rector shall be chosen by the affirmative vote of eleven vestrymen and one church warden, and in compliance with the duly prescribed procedures of the Diocese of New York with regard to his or her selection. He or she shall serve in conformance with, and enjoying the duties and privileges of his or her office, both spiritual and temporal as established under the charter of the Corporation and the constitution and canons of the Protestant Episcopal Church in the United States of America and the Diocese of New York. He or she shall be the chief executive officer of the Corporation and the spiritual leader of the Parish, managing operations, and organization of parish programs, the clergy and other staff, and all resources and facilities of the Corporation. He or she shall utilize the

authority of his or her position to guide and counsel the deputies and clergy of the Parish in the discharge of their respective responsibilities, exercising spiritual leadership and exerting personal influence throughout the communities and fields of endeavors where the mission of the Parish can be served. A detailed description of the authority, duties, and responsibilities of the rector, as amended from time to time, shall be maintained in the records of the Parish; and he or she shall hold office until the expiration of any term agreed upon between him or her and the Vestry or until dissolution of his or her pastoral relationship to the Parish pursuant to the duly prescribed procedures of the Diocese of New York.

Section 5.03

Assistant to the Rector

Upon the nomination of the rector, by the affirmative vote of eleven vestrymen and one church warden, there may be appointed an assistant to the rector who shall serve under the rector's direction. In the absence or disability of the rector, or in the event of a vacancy in the office of the rector, and until a successor shall be chosen and installed and shall have assumed his or her duties, the assistant to the rector shall perform the duties incident to the office of the rector, including, without limitation, presiding and voting at meetings of parish committees and being ex officio a member of all parish committees, the Congregational Council, and all boards. If at the time of vacancy in the Office of the Rector due to death or incapacity there is a vacancy in the Office of Assistant to the Rector, upon nomination by the church wardens and the clerk of the Parish, the Vestry may elect an assistant to the rector by the affirmative vote of eleven vestrymen and one church warden. The assistant to the rector shall perform such other duties as the rector may assign (but may not vote at meetings of the Vestry or committees of the Vestry), and, upon recommendation of the rector, a detailed description of his or her authority, duties, and responsibilities, as amended from time to time, shall be maintained in the records of the Parish. He or she shall hold his or her position until the expiration of any term agreed upon between him or her and the Vestry or until the dissolution of his or her pastoral relationship to the Parish pursuant to the duly prescribed procedures of the Diocese of New York.

Section 5.04

Vicar

The vicar of Trinity Church and St. Paul's Chapel shall be appointed by the Vestry upon nomination of the rector. The vicar shall serve under the direction of the rector and shall be responsible for the pastoral and congregational life of the Parish. The vicar may, in the absence of the rector, serve as his or her personal

representative. Upon recommendation of the rector, a detailed description of the authority, duties, and responsibilities, as amended from time to time, of the vicar shall be maintained in the records of the Parish; and he or she shall serve until expiration of any term agreed upon between him or her and the Vestry or until the dissolution of his pastoral relationship to the Parish pursuant to the duly prescribed procedures of the Diocese of New York.

Section 5.05

Deputies to the Rector

One or more deputies to the rector, including but not limited to the president of the Real Estate Division of the Corporation, an executive assistant to the rector, a chief financial officer, a chief investment officer, a chief legal and compliance officer and a chief communications officer, may be appointed by the Vestry upon nomination of the rector. The deputies so appointed shall serve as representatives of the rector and shall have such responsibility and accountability for executive supervision and administration of bodies, programs or functions of the Corporation and the Parish, and shall perform such other duties as may, from time to time, be assigned to them, respectively, by the rector with the approval of the Vestry. The qualifications for any such deputy shall be those approved by the Vestry upon the recommendation of the rector. A detailed description of the authority, responsibilities, and duties of each such deputy, as assigned to him or her by the rector from time to time, shall be maintained in the records of the Parish. Each such deputy shall serve until the expiration of any term agreed upon between him or her and the Parish, however, if he or she shall be a member of the clergy, his or her relationship with the Parish other than as a deputy shall survive until the dissolution of his pastoral relationship to the Parish pursuant to the prescribed procedures of the Diocese of New York.

ARTICLE VI.

PROGRAM LEADERSHIP

Section 6.01

Other Clergy

The Vestry, upon recommendation of the rector, shall appoint such other clergy of the Parish as shall be required, from time to time, to carry out the work and mission of the Parish. Each of such clergy shall serve under the direction of the rector or his or her designee and hold his or her office until expiration of any

terms agreed upon between him or her and the Vestry or until dissolution of his or her pastoral relationship to the Parish pursuant to the duly prescribed procedures of the Diocese of New York. Upon the recommendation of the rector detailed description of the authority, duties, and responsibilities, as amended from time to time, such clergy shall be maintained in the records of the Parish.

Section 6.02

Program Directors

The rector shall appoint organists, directors of special ministries, and such other program directors as may be required for leadership of programs established pursuant to polices adopted by the Vestry. Each shall serve until expiration of any terms agreed upon between him or her and the Vestry. Upon recommendation of the rector, in the case of each such person, a detailed description of the authority, duties, and responsibilities of the leadership position being filled, as amended from time to time, shall be maintained in the records of the Parish.

ARTICLE VII. PARISH STAFF

Section 7.01

Appointment and Terms of Appointment

The appointment of each member of the parish administrative or program staff shall be by the rector or his designee, upon recommendation of the deputy, the vicar or program director under whom such proposed staff member shall serve. The recommendation for each appointment shall include a description of the proposed authority, duties, and responsibilities, as amended from time to time, for the position proposed to be filled. Each such person shall serve upon such terms as are agreed upon between him or her and the rector.

Section 7.02

Supervision of Parish Staff

Each deputy, the vicar, and program directors shall have responsibility for the direct supervision of the members of the parish staff serving under him or her, and shall recommend to the rector continued service, changes in the terms of service or termination of the services of such individuals, as appropriate from time to time.

Section 7.03

Terms of Service

The Vestry shall adopt, upon recommendation of the rector, detailed personnel policies covering the terms of employment of all parish staff. Such personnel policies shall include such provisions for career development, vacations, insurance benefits, retirements, and pension benefits as judged appropriate by the Vestry, and may be amended from time to time upon recommendation of the rector. Agreements with individual members of the parish staff, covering length of appointment, salary, termination, and other provisions, shall be subject to and consistent with such policies.

ARTICLE VIII.

PARISH FACILITIES

Section 8.01

Trinity Church and St. Paul's Chapel

Divine worship and administration of the sacraments shall be conducted in Trinity Church and St. Paul's Chapel or, with the participation of parish clergy, in the homes of members of the Congregation or on the internet, all in accordance with the approved forms and usages of the Episcopal Church in the United States of America and the Diocese of New York, and no special, unusual or extraordinary service shall be held without the prior consent of the rector. If any clergymen not connected with the Parish by due appointment shall desire to perform a baptism, a marriage or a burial service in or using parish facilities, or to preach or lecture therein, the prior consent of the rector or his designee must be obtained. All usages of parish facilities shall be under the supervision of the rector, or as he or she may delegate to other clergy or officers of the Parish, from time to time, consistent with policies adopted by the Vestry.

Section 8.02

Cemetery and Churchyards

The cemetery and churchyards of Trinity Parish shall be under the supervision of the superintendent of the cemetery who shall be responsible to the Rector or a deputy designated by him or her and be appointed in accordance with ARTICLE VII hereof. The Vestry shall, upon the recommendation of the rector and Mission Properties Committee, approve and may amend from time to time procedures for governance of the cemetery and churchyards. Such procedures as amended from time to time, shall be maintained in the records of the Parish. Such procedures

shall include provisions for ownership of plots, erection of monuments, and reservations of plots as deemed appropriate.

ARTICLE IX. FINANCE

Section 9.01

Budget and Controls

The Finance Committee shall submit to the Vestry each year a budget setting forth an estimate of the expense for carrying out the work of the Parish and each of its parts for the ensuing year. Such proposed budget shall be in a form satisfactory to the Vestry, covering such items and making such projections as the Vestry shall deem appropriate. The Vestry shall adopt a budget for the forthcoming year. The budget, when adopted, shall be sufficient authority for payment by the authorized officers of the Corporation of any sums appropriated by the budget or any amendments thereof for the said purposes. The budget may be amended from time to time during the year by the Vestry, upon recommendation of the rector. Interim approval of budgetary changes involving no changes in budgetary policy may be given jointly by the rector and the chair of the Finance Committee.

Section 9.02

Contracts and Other Legal Documents

The rector, or in his or her absence, the assistant to the rector or the vicar, may execute and deliver, and any other executive officer or officer of the Corporation or the chair of any permanent committees of the Vestry may be authorized by resolution of the Vestry, to execute and deliver contracts or other legal instruments in the name of and on behalf of the Corporation or the Parish. Any authorization so given may be general or confined to specific instances.

Section 9.03

Checks, Drafts and Accounts of Deposit

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as may be designated from time to time by the Vestry. For the purposes of such deposit, all checks, drafts, and other orders for the payment of money which shall be payable to the order of the Corporation or the Parish may be endorsed for deposit by any executive officer of the Corporation or by such other person as may from time to time be determined by resolution of the Vestry.

Any checks or drafts drawn on any such account shall be signed by such executive officer or officers or employee or employees of the Corporation, or in such other manner, as shall be determined by resolution of the Vestry.

Section 9.04 **Gifts and Bequests**

Unless otherwise agreed with the donor, all funds received by gifts or bequests may be mingled with the principal funds of the Corporation; provided, however, that separate accounts shall be maintained in order that it may be determined what proportion of income of the Corporation shall be attributed to the specific gifts and bequests received, and applied to the purposes specified in such gifts and bequests. Prior express approval of the Vestry or of the church wardens and the rector shall be required to authorize the Corporation to accept (i) any restricted gift or bequest of cash or marketable securities or (ii) any gift or bequest of property other than cash or marketable securities. The Vestry or a committee of the Vestry to which it may delegate such responsibility shall make such arrangements as shall be required for the proper segregation and application of specific bequests. The rector shall annually provide to the Vestry an account of the receipts and disbursements and any changes in investments in all funds held by the Corporation, which account shall specify the satisfaction of all obligations of the Corporation with regard to all such funds.

Section 9.05 **Annual Audit**

The accounts of the Corporation shall be audited annually by independent public accountants selected by the Audit Committee.

ARTICLE X. **CHURCH RECORDS**

Section 10.01 **Registers**

The vicar or a person acting under his or her supervision shall be the parish recorder and shall keep a record, in a form prescribed by the rector, in which shall be entered a report of each baptism, confirmation, marriage, and burial at Trinity Church or St. Paul's Chapel. Such report shall be duly signed by the clergy officiating at such ceremonies and shall be delivered monthly to the rector. It shall be the duty of the rector to see that the said monthly reports are transmitted to the archivist who shall thereupon cause the same to be recorded in the parish

registers of baptism, confirmations, marriages, and burials. The archivist shall keep such parish registers and take all precautions that may be needed for their due preservation, and shall hold them in readiness for inspection.

ARTICLE XI. AMENDMENTS

Section 11.01 Ordinances

These ordinances may be amended by vote of twelve members of the Vestry, of whom one shall be the rector and one a church warden as follows:

- 1) The rector or a church warden or any vestryman may propose amendments to these ordinances by delivery of a copy of the proposed amendment in writing to the clerk of the Parish at least ten days in advance of the date of the meeting of the Vestry at which it is to be proposed.
- 2) Notice of such proposed amendment, stating the date of the meeting at which it is to be proposed, shall be promptly mailed by the clerk of the Parish to all members of the Vestry; and
- 3) The proposed amendment shall be voted upon at the regular meeting of the Vestry next following the meeting at which the amendments shall have been proposed.

ARTICLE XII. INDEMNIFICATION

Section 12.01 Indemnification

The current and past members of the Vestry, the members of the parish committees, the congregational representatives to the vestry committees, the members of the Congregational Council and the executive officers of the Corporation shall be indemnified, defended and held harmless by the Corporation against and from all judgments, liabilities, losses, claims, fines, costs and expenses (including but not limited to attorneys' fees and expenses) in any actions or proceedings relating to or arising out of their services to the Corporation or the Parish or any other corporation, company, partnership or organization in which they may serve at the request or with the approval of the Corporation, unless an adjudication adverse to any such member of the Vestry, Congregational Council or executive officer establishes that his or her acts were committed in bad faith or were the

result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she gained a financial profit or other advantage to which he or she was not legally entitled. Members of the Vestry, members of the parish committees, the congregational representatives to the Vestry Committees, the members of the Congregational Council and the executive officers of the Corporation shall on a current basis be advanced all their expenses of defending or participating as a witness, deponent or otherwise in any such action or proceeding, subject to recovery of such expenses if there shall be such an adjudication adverse to such member or executive officer. To the extent permitted by law, this right of indemnification shall not affect any other rights to indemnification to which such members, officers or any agent of the Corporation may at the time be entitled by contract or otherwise by law.

Section 12.02

Insurance for Indemnification

The Corporation may purchase and maintain insurance for the indemnification of the current and past members of the Vestry, the members of parish committees, the congregational representatives to the vestry committees, the members of the Congregational Council and the executive officers of the Corporation, and agents of the Corporation to the full extent and in the manner permitted by the applicable laws of the State of New York from time to time in effect.





The Rev. Dr. William Lupfer, *Rector* | The Rev. Phillip A. Jackson, *Vicar*