Trinity Cathedral Parish

Bylaws

**ARTICLE I**

**NAME**

The name of the corporation is Trinity Cathedral Parish, not for profit 501(c)(3) corporation.

**ARTICLE II**

**MISSION**

The Mission of Trinity Cathedral is to:

Proclaim the Word of God, Father, Son, and Holy Spirit, to the entire community and congregation through a joyful celebration of life and the richness of our liturgy.

Be good stewards of the Word, of our gifts, ourselves, and our properties.

Open our doors and our hearts through ministry to each other, our community, and the world.

Serve the Diocese of Arkansas as a cathedral by facilitating teaching, sharing, and proclaiming the Holy Trinity.

(adopted by the Vestry March 15, 1996)

**ARTICLE III**

**VESTRY AND OFFICERS**

Section 1 – General Powers and Duties

The powers, property, and affairs of the Parish, except as provided by the Canons of the Diocese, shall be vested in a board of elected members called the Vestry. The Vestry shall be responsible for electing a Rector, setting and paying his or her compensations, executing all contracts for the Parish, and executing its temporal business. The Rector shall serve as Chairman of the Vestry.

Section 2 – Composition and Tenure

The number of Vestry members shall not exceed fifteen (15). Each elected member shall serve a three-year term. The Nominating Committee shall prepare a slate of candidates in such a manner as to elect one-third of the total number each year. Once a member’s three-year term expires, that member will not be eligible to stand for new election for a period of one year.

Eligibility for Vestry membership shall be limited to one who is:

A confirmed communicant of the Parish in good standing;

At least eighteen (18) years of age;

A frequent attendee to services for the six (6) months prior to the election; and

A regular contributor for the support of the Parish.

Whether or not a vacancy on the Vestry exists shall be determined by a majority vote of the Vestry. Vacancies on the Vestry shall be filled within a reasonable time by vote of the remaining members. The person so elected shall serve for the remainder of the unexpired term.

The President of the Parish’s Episcopal Churchwomen (ECW), if any, and the Parish’s Episcopal Youth Community (EYC), if any, shall sit on the Vestry ex-officio with voice but without vote.

Section 3 –

The Vestry shall assume the financial responsibility for the business of the Parish and shall review monthly statements from the Treasurer. It shall also be responsible for the upkeep of the Parish’s property.

Section 4 – Vestry Members’ Obligations

Members of the Vestry shall receive no compensation directly or indirectly for their work.

All Vestry members shall sign the Declaration and Promise of the Church.

Section 5 – Officers of the Vestry

The officers of the Vestry shall be: Senior Warden, Junior Warden, Secretary, and Treasurer.

**ARTICLE IV**

**DUTIES OF THE VESTRY OFFICERS**

Section 1 – Senior Warden

The Senior Warden shall be appointed annually from among the Vestry by the Rector. He/She shall be the senior lay officer of the Parish. It shall be his/her duty to counsel with the Rector from time to time concerning the spiritual state of the Parish and to assist the Rector in promoting such projects as may be undertaken for the general welfare of the Parish. The Senior Warden shall preside at the Vestry meetings and Annual Meeting in the absence of the Rector. He/she shall serve on the Executive Committee and Finance Committee of the Vestry.

Section 2 – Junior Warden

The Junior Warden shall be elected annually from and by the Vestry and shall serve on its Executive Committee and Finance Committee. The Junior Warden shall supervise the maintenance and upkeep of all Parish property. He/she shall keep himself/herself informed regarding the general attitude of the congregation at large and communicate this information to the Rector and to the Vestry, as appropriate. The Junior Warden shall preside at all meetings in the absence of the Rector and Senior Warden.

Section 3 – Secretary

The Secretary (also called the Clerk) of the Vestry shall be elected annually from and by the Vestry and shall serve on the Executive Committee. The Secretary shall record the names of those present and record all votes and the minutes of all Vestry meetings. The Secretary shall see that notice is sent for all Vestry Meetings. He/she shall take the minutes at the Annual Parish Meeting and record the Vestry election results. In the absence of the Secretary, the presiding officer shall appoint a member of the Vestry as Secretary pro-tem.

Section 4 – Treasurer

The Treasurer shall be elected by the Vestry, but needs not be a member of the Vestry and shall serve on the Executive Committee of the Vestry. The Treasurer shall serve as Chairman of the Finance Committee. He/she shall keep full and accurate accounts of receipts and disbursements of the Parish and shall review the receipt and deposit of all monies and other valuable effects to be deposited in the name and to the credit of the Parish.

The Treasurer shall also oversee the disbursement of funds as ordered by the Vestry. He/she shall make a monthly financial report to the Vestry. The Treasurer shall see that there is an annual audit or review of the books by a certified public accountant as required by the Canons of the Diocese or other Diocesan policy or rule. He/she shall make a financial report to the Parish at the Annual Meeting.

**ARTICLE V**

**MEETINGS OF THE VESTRY**

Section 1 – Time and place of meetings

The Vestry shall hold regular meetings once a month on a mutually agreed upon time and date in the Parish Conference Room at Trinity Cathedral, unless otherwise stated.

Section 2 – Special meetings

Special meetings of the Vestry may be called at the written request of the Rector, either Warden, or three or more members of the Vestry or congregation, due notice being given, due notice being no less than five business days before the date of the meeting.

Section 3 – Attendance, Quorum, and Voting

Attendance is required of each Vestry member at each Vestry Meeting and shall be recorded by the Secretary. Any member unable to attend shall notify the Rector or his/her Secretary. A quorum shall constitute a majority of the elected Vestry members. All elected Vestry members may vote. The ex-officio members may have voice but no vote.

Section 4 – Order of the Meetings

The Rector shall preside at all Vestry Meetings. In the Rector’s absence, the Senior Warden and Junior Warden shall preside, in that order. Each Vestry meeting shall begin with one or more collects and the Lord’s Prayer.

**ARTICLE VI**

**MEETINGS OF THE PARISH**

Section 1 – Time, Date, and Place

There shall be an Annual Meeting of the Parish within sixty (60) days before or on the 31st of January. The date and place will be designated by the Vestry and two weeks’ notice given to the members of the Parish. Other Parish meetings may be called at the request of twenty (20) or more members of the Parish.

Section 2 – Reports, Votes, Quorum, and Election of Vestry Members

The Rector shall preside at the Annual Meeting or, in his/her absence, the Senior Warden or Junior Warden, in that order. A quorum shall be determined in the good-faith judgment of the Rector or, in his/her absence, the Senior and Junior Wardens, in that order. All matters voted upon shall be decided by a majority of the qualified voters present and voting.

The Vestry Members shall be elected from a slate presented by the Nominating Committee or from nominations from the floor. If any voter votes for fewer or more persons than the total number of positions to be filled, then that ballot shall be invalid and not counted. A tie shall force an additional ballot. If necessary to obtain a majority vote for each Vestry person elected, a runoff election shall be held. One third of the Vestry shall be elected each year, and each elected member shall serve a three-year term.

All worshippers sixteen (16) years of age or older who are confirmed communicants and regular contributors (or members of a contributing family) for the support of the Parish and who have been canonically connected to the Parish for thirty (30) days or more prior to the meeting are qualified voters

The Vestry shall have an annual report of the Parish written and delivered at the Annual Meeting. This shall include the Rector’s report, the reports of the Senior Warden, Junior Warden, and Treasurer, and all Committee reports or other reports as designated by the Vestry or Rector. The reports shall be presented by the Senior or Junior Warden, another Vestry member, or the person so designated by the Rector.

**ARTICLE VII**

**STANDING AND SPECIAL COMMITTEES**

Section 1 – The Standing Committees

**The Executive Committee**

The Executive Committee shall be composed of the Rector, Senior and Junior Wardens, Secretary, Treasurer, and a member-at-large. The President of the Parish’s ECW, if any, shall be an ex-officio member of this Committee. It shall meet at the request of one of its members. The Rector shall preside. The Executive Committee shall act in the absence of the Vestry and have the power to approve emergency expenditures up to $10,000.00. This Committee shall make assignments to other Committees. It shall report its actions at the next regular Vestry meeting.

**The Finance Committee**

The Finance Committee shall be composed of the Rector, the Senior and Junior Wardens, the Treasurer, and up to two (2) other members-at-large. The Treasurer shall be the Chairman of the Committee. The Committee shall oversee the Budget of the Parish and investment of Parish funds and shall review the accounts of the Parish. The Committee will make recommendations on the financial operations and prepare a Budget, which will be presented to the Vestry for approval annually.

The Finance Committee shall see that the Parish stays in compliance with the Church Pension Fund and that the Parish’s Diocesan Pledge is paid in twelve monthly installments.

**The Personnel Committee**

The Personnel Committee shall be appointed by the Executive Committee and shall oversee the employee and business operations of the Parish.

**The Nominating Committee**

The Nominating Committee shall be appointed by the Executive Committee. Usually, it will consist of the retiring members of the Vestry. This Committee shall present a slate of candidates for the Vestry to the Parish for election at the Annual Meeting. The Committee will oversee the voting and count the ballots. The Committee will determine if an additional ballot is necessary. The Committee will also recommend candidates to the Vestry as Delegates and Alternates to the Diocesan Convention.

**Special Committees**

All other and Special Committees shall be appointed by the Vestry or Executive Committee as deemed necessary and shall be given their duties at that time. A chair will also be appointed.

**ARTICLE VIII**

**FISCAL YEAR**

The Fiscal year of this Parish shall be the calendar year.

**ARTICLE IX**

**USE OF PARISH PROPERTY**

Other than for Parish or Diocesan activities, no person or group may use the Parish House and its facilities or the church without the consent of the Rector, Senior Warden, or Junior Warden.

**ARTICLE X**

**LAY DELEGATES TO THE DIOCESAN CONVENTION**

Three (3) Lay Delegates and three (3) Alternates to the Annual Diocesan Convention shall be elected from the Parish by the Vestry. The Nominating Committee may suggest candidates to the Vestry. The Alternates may sit only as a Delegate at Convention if one of the Lay Delegates is absent.

**ARTICLE XI**

**EXECUTIVE COUNCIL AND CATHEDRAL CHAPTER**

The Executive Council, which shall also be the Cathedral Chapter of the Diocese, shall be composed of the Bishop, the Dean of the Cathedral, the President of the Standing Committee, the Chancellor of the Diocese, the President of the Diocesan ECW, the President of the Diocesan EYC, and others serving ex-officio and/or appointed by the Bishop. They shall encourage the pledge to the Diocese by the fifteenth (15) of December.

There is an Architectural Review Committee, which shall approve any major changes to the structure of the Cathedral. The title to the Cathedral property shall always be vested, as at present, in the Bishop and Chapter.

**ARTICLE XII**

**AMENDMENTS**

These Bylaws may be amended at any Annual or special meeting of the Parish by a majority vote of those present to vote, a quorum of members being present and due notice having been given to the members of the Parish at least twenty (20) days prior to the meeting.

**ARTICLE XIII**

**PARLIAMENTARY AUTHORITY**

All meetings of the Vestry and Parish shall proceed in accordance with the rules set forth in the most current edition of Robert’s Rules of Order, Book II, where such procedure is not inconsistent with the Canons of the Diocese or these Bylaws.

**ARTICLE XIV**

**INDEMNIFICATION OF OFFICERS AND THE VESTRY**

The Officers and each member of the Vestry shall be indemnified by the Parish against liabilities, damages, fines, penalties, and claims imposed upon or asserted against him or her (including amounts paid in settlement) by reason of having been an Officer or member of the Vestry, whether or not then continuing so to be, and against all expenses reasonably incurred by him or her in connection therewith, including but not limited to attorneys’ fees, except in relation to matters as to which he or she shall have acted with gross negligence or in willful misconduct, as determined by a majority vote of the Vestry, excluding any voting member seeking indemnity, in the performance of his or her duties as such Officer or Vestry member. This right of indemnity shall extend not only to Officers and Vestry members but also to other persons, according to the same terms and conditions as those applicable to Officers and Vestry members, acting in a position of leadership on behalf of the Parish, so long as the person has been designated to act in such position of leadership by the Rector and is acting within the course and scope of the duties assigned by the Rector. The right of indemnification hereby provided shall not be exclusive of any of the rights to which any Officer, Vestry member, or other person may be entitled, including those set out in any contract of insurance obtained on the person’s behalf by the Parish.

**ARTICLE XV**

**DISSOLUTION CLAUSE**

Convention has declared that should the Parish cease to exist, the title of all Parish properties shall be vested by the Parish to the Episcopal Diocese of Arkansas.