

**THE BY-LAWS OF TRINITY EPISCOPAL CHURCH
WEST BRANCH, MICHIGAN**

Article I

The Congregation

This Congregation shall be known as Trinity Episcopal Church, West Branch, Michigan, and shall be in union with the Diocese of Eastern Michigan in the Protestant Episcopal Church of the United States of America and under the jurisdiction and authority of the Bishop of Eastern Michigan. It shall order its life according to the Constitution and Canons of the Diocese of Eastern Michigan and the Constitution and Canons of the General Convention of the Protestant Episcopal Church of the United States of America, otherwise known as The Episcopal Church.

Article II

Purpose and Membership

Section I Purpose

The purpose of Trinity Episcopal Church is to work to restore all people to unity with God and each other in Christ, by praying, worshiping, proclaiming the Gospel by word and deed, and promoting justice, peace, and love. The purpose of these By-Laws is to help guide this Congregation in the fulfillment of its purpose.

Section II Membership

Members are those individuals who have met the requirements as defined in Title I, Canon 17, Section 1 of the Constitution and Canons of The Episcopal Church.

Article III

Annual and Special Meetings

Section I Voting Rights

All persons who are members of Trinity Episcopal Church, who are sixteen years of age or older and who are physically present at said meeting, shall have the right to vote.

Section II The Annual Meeting

The Annual Meeting shall take place during the month of January. The Rector¹ or in the Rector's absence, either Warden, shall announce the meeting time at the two Sunday services preceding the meeting. Written notice of the meeting may also be sent to the Congregation. Notice of the meeting shall be posted in a conspicuous place on or within the church building. The meeting shall take place at Trinity Episcopal Church, 100 East Houghton Avenue, West Branch, Michigan.

The purpose of the meeting is to elect Vestry Members, Convention Delegates and Alternates and to approve the Annual Budget. The Congregation may conduct such other business as may be brought before it.

Unless otherwise required by these By-laws, all issues voted upon shall be passed by a majority of those present and eligible to vote. The Rector, when present, shall preside at all meetings of the Congregation, but shall have no vote except in case of a tie. A full and complete record of the

¹ The term "Rector" refers to the cleric in charge of the Congregation, whether this person holds the title of Rector, Priest-In-Charge, or Transitional Deacon-In-Charge.

proceedings of all such meetings shall be made by the Clerk or Secretary of the Vestry.

Special Meetings of the Congregation may be called by the Vestry, Rector or Wardens, and a like notice shall be given of any such special meeting as is required for an Annual Meeting and the object of such Special Meeting shall be stated. Notice of the meeting shall be posted in a conspicuous place on or within the church building.

Article IV

The Vestry

The function of the Vestry shall be to act as the governing body of the Congregation known as Trinity Episcopal Church, with respect to all temporal affairs of the Congregation within the limits specified by National and Diocesan Canons.

Section I Number of Members and Term.

The Vestry shall consist of not fewer than six members nor more than nine. Each shall be elected for a term of three years at the Annual Meeting. No full term Vestry member shall be eligible for reelection until the following Annual Meeting.

Section II Qualifications

No person shall be elected who is not a member of this Congregation for at least six months prior to the meeting at which he or she is elected. and at least sixteen years of age.

Section III Duties

The Vestry shall have the authority, in the corporate name of the Congregation to:

- (a) Lease, purchase or hold such real estate as shall be reasonably necessary for Congregational purposes.
- (b) Sell or encumber any property of the Congregation subject to being first authorized to do so by a vote of the members of the Congregation and further subject to the previous consent of the Diocesan Council and the Bishop as provided in the Constitution and Canons of the Diocese of Eastern Michigan.
- (c) Maintain the property of the Congregation.
- (d) When the position of Rector becomes vacant, will elect and call a new Rector and provide for his maintenance.
- (e) Keep order in the Church during the worship.
- (f) Act as helpers to the Rector in whatever is appropriate for the furtherance of the Gospel.
- (g) Provide, when the Congregation is without a Rector, for regular public worship and instruction led by Clergy or Lay Readers, as circumstances may permit.
- (h) Institute a program of Stewardship Education.
- (i) Carry on the managerial and administrative needs of the Congregation and the Rector, all in conformity with the Constitution and Canons of the Diocese and the Church and be agents and legal representatives of the Congregation in all matters concerning its corporate property and the relations of the Congregation to the clergy.

Section IV Vacancies

All vacant seats on the Vestry may be filled by the remaining Vestry members at any meeting and the person so appointed shall hold office for the unexpired term of their predecessor.

Section V Meetings

Meetings of the Vestry may be called by the Rector by giving notice at any regular Sunday service or by giving notice personally or by mail or electronic mail (email). The Vestry shall meet monthly, dates and times as determined by the Vestry. A Majority of the Vestry members shall constitute a quorum. Any member of the Vestry must be physically present in order to cast a vote on any matter coming before a meeting of the Vestry. In matters of Parliamentary procedure beyond these bylaws. Robert's Rules of Order as last revised shall control. All regular meetings of the Vestry shall be open to the Congregation.

Section VI President

The Rector or some other member of the Vestry designated by the Rector shall preside at all Vestry meetings.

Section VII Committees

The Vestry members may formulate committees and appoint such members as required. The activities of all committees, groups, guilds, and organizations of the Congregation shall be subject to the Vestry. Monies or other assets held by such groups shall be subject to Vestry control and direction with an annual or as requested report and accounting to the Vestry.

Section VIII Absences

In the event that any member of the Vestry shall be absent from the regular meetings for a period of three consecutive months, the remaining members of the Vestry may, with the advice and consent of the Rector elect a qualified person to fill the unexpired term. If there be no Rector, the advice and consent of the Convocation dean shall be secured.

Section IX Execution of Documents

All instruments requiring the corporate signature shall be signed, in name of the corporation, by one of the Wardens and the Clerk, or by such other member or members of the Vestry as shall be authorized so to do by resolution of the Vestry, in accordance with Title I, Canon 22, Section 4 of the Constitution and Canons of the Episcopal Diocese of Eastern Michigan.

Section X Records

The Vestry shall keep a record of its proceedings which together with a record of meetings of the Congregation shall at all times be open for inspection by all persons qualified to vote at the Annual Meeting of the Congregation. Such records shall be Prima Facie evidence of the facts stated therein.

Article V

Officers and Duties

Section I Election of Officers

The Vestry shall meet immediately following the Annual Meeting in January for the purpose of election from their number, by ballot, one Senior Warden, one Junior Warden and one Clerk.

The Vestry shall also chose a Treasurer, who need not be a member of the Vestry, and other such agents as may be required.

Section II Senior Warden

The Senior Warden shall preside over Vestry Meetings at the discretion of the Rector, appoint committees and members thereof, with the advice and consent of the Rector, act as judge of elections at the Annual Meeting and do all such as shall be necessary to carry out the duties of the Vestry in a timely and orderly fashion. In the absence of the Rector, the Senior Warden shall see that spiritual care is provided for the Congregation, call and conduct Vestry Meetings as appropriate, and keep the members of the Vestry informed of relevant events, issues, and circumstances. The Senior Warden shall serve as advisor and counselor to the Rector. The Senior Warden shall, within one month of leaving office, deliver into the hands of his/her successor all books and documents belonging to the Congregation that may be in his/her possession.

Section III Junior Warden

The Junior Warden shall assume the duties of the Senior Warden in the latter's absence and shall assume charge of the management, maintenance and improvements of all Church property, both real and personal. The Junior Warden shall serve as advocate to the Congregation. The Junior Warden shall, within one month of leaving office, deliver into the hands of his/her successor all books and documents belonging to the Congregation that may be in his/her possession.

Section IV Clerk

The Clerk shall note and record, in a book provided for that purpose, the minutes of the proceedings of the Vestry meetings (which duties may be delegated to a Secretary appointed by the Vestry), attest to the public acts of the Vestry, preserve all records and papers belonging to the Congregation and not required to be kept by any other person or officer, and perform such duties as may be assigned. The Clerk shall, within one month of leaving office, deliver into the hands of his/her successor all books and documents belonging to the Congregation that may be in his/her possession.

Section V Treasurer

The Treasurer shall receive and disburse all monies collected under the authority of the Vestry and shall disburse the same under the direction of the Vestry. The Treasurer shall make a written report to the Vestry monthly and to the Congregation at its Annual Meeting. The Treasurer shall prepare such financial reports required from time to time by the National Church, Province, Diocese, or Vestry of the Congregation. The Treasurer shall, within one month of leaving office, deliver into the hands of his/her successor all books and documents belonging to the Congregation that may be in his/her possession.

Section VI Rector

The worship and spiritual concerns of the Congregation are under the exclusive direction of the Rector in subordination to the ecclesiastical authority and laws of the church and with the Godly counsel of the Bishop of the Diocese of Eastern Michigan. The Rector when present, shall preside at

all meetings of the Congregation, but shall have no vote, except in case of a tie. The Rector shall be an ex-officio member of all standing and special committees of the Congregation. The Rector shall have such other duties as provided by the Canons of the Church.

Article VI

Financial Provisions

Section I Banking

The Vestry shall determine such depository as it deems necessary for all monies and determine such signatures as may be necessary.

Section II Annual Audit or Financial Review

All accounts of every Congregation, including clergy accounts and accounts of all organizations in a Congregation, shall be audited annually (based on calendar year) by an independent certified public accountant or such audit committee or process as shall be authorized by Diocesan Council. The Vestry shall approve the results of such review or audit not later than September 1 of the calendar year following the end of the annual period audited.

Section III Fiscal Year

The fiscal year of the corporation shall be January 1 through December 31 of each year.

Article VII

Amendments of By-Laws

These By-Laws may be amended or repealed and new By-Laws adopted at the Annual Meeting of the Congregation or at a Special Meeting called for such purpose, as may be necessary for the management of the temporal affairs of the Congregation. Amendments or repeal of these By-

Laws may be proposed by the Vestry or by any ten members entitled to vote at the Annual Meeting provided such proposed amendment or repeal shall be filed with the Clerk at least fifteen (15) days prior to the Annual Meeting or Special Meeting called for that purpose and notice given to the Congregation at the next regular Sunday service prior to said meeting. These By-Laws or any revisions thereof shall be in conformity with the Constitution and Canons of The Episcopal Church, the Constitution and Canons of the Diocese of Eastern Michigan and in conformity with the laws of the State of Michigan for Ecclesiastical Corporations.

Presented to the Congregation on 18 January 2015 and adopted by the Vestry on 18 January 2015

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| <u>Jane Hutchins</u> | <u>January 18, 2015</u> |
| Senior Warden | Date |
| <u>Wim Stevelinck</u> | <u>January 18, 2015</u> |
| Junior Warden | Date |
| <u>Karen Stevelinck</u> | <u>January 18, 2015</u> |
| Clerk | Date |