

APPROVED BY VESTRY  
(March 19 , 2019)

TRINITY EPISCOPAL CHURCH  
Solebury, PA

BY-LAWS  
Of  
TRINITY EPISCOPAL CHURCH,  
SOLEBURY PENNSYLVANIA

ARTICLE I - STATEMENT OF PURPOSE

The purpose of Trinity Episcopal Church is to carry on such religious and other activities as are generally conducted by a local parish of the Episcopal Church in the United States of America and of the Episcopal Church in the Diocese of Pennsylvania. Trinity Episcopal Church is sometimes referred to in these by-laws as the Parish or Trinity Church.

ARTICLE II - APPLICABILITY OF NATIONAL AND DIOCESAN CANONS

The activities and operations of the Parish are subject to the Canons of the Episcopal Church in the United States of America, and of the Diocese of Pennsylvania. To the extent these by-laws conflict with any such Canons, the Canons shall govern.

ARTICLE III MEMBERSHIP

All persons who have received the Sacrament of Holy Baptism, whether from Trinity Church or another Christian Church, are members hereof. Members sixteen years of age and over are considered adult members.

All adult members of Trinity Church who for the previous year have been faithful in corporate worship, unless for good cause prevented, and have been faithful in working, praying, and giving for the spread of the Kingdom of God, are to be considered communicants in good standing.

A voting member of Trinity Church is a communicant in good standing. The Rector has the authority to determine whether an adult member is a communicant in good standing, and shall maintain a register of adult members.

ARTICLE IV - THE VESTRY

**A. Duties and Authority of the Vestry**

The Vestry shall exercise all the power and authority of the Parish as to all matters except any explicitly reserved to the Rector, the clergy, or the voting members of the Parish by the Articles of Incorporation, these by-laws, or applicable Canons of the National Church or the Diocese of Pennsylvania, or applicable law of the Commonwealth of Pennsylvania. The Vestry and

Wardens shall hold legal title to all real and personal property of the Parish. As specified in Article 9 Section 2 of the Articles of Incorporation, the sale or imposition of a lien on any real property held for use for religious worship, or for a rectory, parish house, or school requires the approval of a majority of both the Vestry and the voting members of the Parish.

In addition to the powers and authorities expressly conferred upon it by these by-laws, the Vestry may exercise all powers of the Parish and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these by-laws required to be exercised or done by the members.

#### **B. Membership of the Vestry**

The Vestry shall consist of the number of members of the Parish from time to time determined by the Vestry and who have been elected by the voting members of the Parish at the Annual Meeting of the Parish or appointed by the Vestry to fill a vacancy, a majority of whom shall be residents of Pennsylvania and members of Trinity Church.

#### **C. Election of the Vestry, Terms of Service, and Filling Vacancies**

Each voting member shall have one vote for each position being filled, and there will be no cumulative voting. Each member of the Vestry shall serve a term of three years. Vestry members shall not be eligible for re-election after serving a full term until at least one year off the Vestry, except that the year off shall not apply to a Vestry member who is a Warden.

Vacancies in the Vestry occurring at any time shall be filled by majority vote of the remaining members of the Vestry, even if less than a quorum. Any member so appointed shall serve until the completion of the term for the position being filled. A Vestry member appointed to fill a vacancy is eligible for election to a full term on the Vestry upon completing his or her appointed term, without the year off specified herein.

A member of the Vestry may be removed only for cause, by a vote of three-quarters of the members of the Vestry then in office.

#### **D. Meetings of the Vestry**

The Vestry shall have regular meetings once a month, at a time and place established by the Vestry. A majority of the members of the Vestry then holding office shall constitute a quorum for the transaction of all business. The Vestry may omit the meetings for July and/or August.

Vestry meetings are open to all members of the Parish. The Rector or other representative of the clergy shall attend each meeting. The presiding officer of the Vestry may, for good cause stated publicly, declare all or part of a Vestry meeting to be an executive session and require some or all non-Vestry members (including the Rector and/or assisting clergy) to withdraw from the meeting or part thereof.

Special meetings of the Vestry may be called by the Rector, a Warden or a majority of the members of the Vestry then in office. At least three days' written notice, which may include email, of any special meeting, setting forth the subject(s) of the business to be transacted, shall be given to the Rector or priest in charge and all members of the Vestry, except in emergencies when the best notice practicable under the circumstances shall be given. Business transacted at special meetings shall be confined to the subject(s) stated in the notice. Vestry members may participate and vote in special meetings of the Vestry by telephonic arrangements that allow all members participating in person to hear the member(s) on the telephone and that allow the member(s) on the telephone to hear all the members participating in person.

The Rector presides at meetings of the Vestry. He/She may appoint a Warden as presiding officer for a period of time. Voting shall be in person and not by proxy. The Rector shall not have a vote.

#### **E. Committees of the Vestry**

**1. Standing Committees.** The Standing Committees shall be the Finance Committee, the Endowment Committee, the Property Committee, and the Human Resources Committee. The Rector will appoint standing committee members from time to time as necessary. The Chair of each standing committee may be a member of the Vestry.

The **Finance Committee** shall oversee all financial aspects of the operations of the Parish and coordinate the financial activities of all Parish organizations. The committee is responsible for overseeing the preparation of an annual budget and making recommendations to the Vestry with respect thereto; reviewing the monthly operating statements of the Parish and making recommendations to the Vestry with respect thereto; making recommendations to the Vestry with respect to the investment of Parish funds (other than endowment funds); causing the accounts of the Treasurer to be audited or reviewed from time to time as provided in the Canons; conducting a review of all insurance coverage from time to time; making recommendations to the Vestry with respect to all banking and insurance matters; and performing such duties and making such recommendations regarding the finances of the Parish as the Vestry may request. The Treasurer shall serve on the committee, but not as its Chairman. In consultation with the Trinity Day School Board, the committee shall designate one of its members to review the financial statements and oversee the financial operations of the Day School.

The **Endowment Fund Committee** shall oversee the Parish's endowment fund, including the management of funds invested in, and distributions from, the fund in compliance with the purposes and distribution policies adopted by the Vestry from time to time and applicable law. The committee shall also be responsible for developing a comprehensive planned giving program to encourage persons, trusts and estates to consider making gifts, bequests or other legacy gifts to the Parish. Members of the Vestry may serve on the committee, but such members shall not constitute a majority of the Vestry members then in office.

The **Property Committee** shall take charge of the real estate and personal property belonging to the Parish, and from time to time report to the Vestry on the condition of the property; superintend the property; make recommendations to the Vestry as to necessary maintenance of the property; make recommendations to the Vestry as to proposed capital improvements to the property; make recommendations to the Vestry as to the acquisition and/or disposition of real estate by the Parish; monitor for compliance with applicable laws, codes, and regulations; and perform such duties and make such recommendations regarding the real estate belonging to the Parish as the Vestry may request. The committee shall oversee the Cemetery Committee, as provided in Article VIII (B).

The **Human Resources Committee** shall report to the Wardens and shall advise and assist the Rector, the Vestry, and the Day School Advisory Board with respect to Human Resources matters regarding all employees of the Parish. The committee shall develop written Human Resources policies to be recommended to the Vestry with respect to such matters as compensation and benefits, hiring and termination procedures, paid time-off policies (such as holidays, vacation, sick time, personal days), medical and family leave, sexual harassment or misconduct, progressive discipline, performance management, and the like; monitor for compliance with applicable laws and regulations; develop and maintain job descriptions for all staff positions, and ensure that all candidates for staff positions receive adequate information as to the duties and responsibilities of the position, and the salary and benefits to be paid; consult with and assist the Rector and other staff in the search and hiring process; and develop procedures and guidelines for the conduct of annual staff performance reviews. The provisions and guidelines set forth in the Trinity Episcopal Church Employees Handbook from time to time in effect shall apply to all clergy and staff, except where different from any specifically agreed upon in written employment agreements approved by the Vestry, written Diocesan policy, Vestry decisions, or as otherwise agreed in writing, each of which shall prevail over such Handbook.

2. **Other Committees.** The Vestry may by resolution create such other committees as it may deem necessary or advisable. Subject to the approval of the Vestry, the Rector shall appoint the chair of each such committee, who need not necessarily be a member of the Vestry.
3. **Elections.** The Vestry or a committee selected by the Vestry shall prepare a slate of nominees to be presented to the Annual Meeting for election to the Vestry, as diocesan/deanery delegates, and other offices or representatives as necessary. The slate so prepared shall be placed into nomination prior to the Annual Meeting. Nominations may also be accepted from voting members for all positions to be filled at the Annual Meeting, provided that any person so nominated shall be qualified, have agreed to serve and have submitted to the Wardens a written description of qualifications at least two weeks prior to the Annual Meeting.
4. **Voting and Notice.** The provisions of Article IV D relating to meetings of the Vestry shall also apply to meetings of committees. Each of the committees may establish rules for

membership criteria, size, frequency of meetings, terms of service, removal and similar matters, all subject to the oversight of the Vestry. Unless otherwise determined by a committee, the term of members of each committee shall not exceed three years, and members may be elected to consecutive terms. Committees shall report regularly to the Vestry and, when appropriate, to the members at the Annual Meeting.

## ARTICLE V - THE RECTOR AND CLERGY

### A. The Rector

**1. Duties and Authority of the Rector.** Consistent with the Canons of the national church and the Diocese of Pennsylvania, the Rector shall be responsible for the spiritual life and religious services of the Parish. The Rector shall carry out the policies set by the Vestry and ensure that the Vestry is adequately informed about all matters relating to the functioning and well-being of the Parish. The Rector shall serve as a member ex officio of the Vestry and of all committees. The Rector shall have the authority, in consultation with the Wardens, to hire and/or discharge employees of the Parish, consistent with the provisions of the Employee Handbook. The Rector shall maintain a Register in which shall be recorded all marriages, baptisms, confirmations, and burials performed by the clergy of the Parish, together with all other pertinent data as required by the Canons.

**2. Election of a Rector.** The Rector shall be ordained in the Episcopal Church in the United States of America or in the Evangelical Lutheran Church in America, The Rector shall be elected at a regular or a special meeting of the Vestry called for that purpose. The affirmative vote of at least two-thirds of the total membership of the Vestry then in office shall be necessary for election and for the approval of the final terms of the Rector's employment, which shall be set forth in a written agreement. The Bishop shall be notified before issuing a call.

**3. Employment Arrangements.** The employment agreement between the Parish and the Rector shall be in writing and signed by both parties. Such agreement shall be consistent with these by-laws and in the event of any conflict between such agreement and these by-laws, these by-laws shall prevail. Each party shall be furnished a copy. The Wardens and the Chairmen of the Finance and Human Resources Committees shall be responsible for conducting an annual review with the Rector of his or her performance during the preceding year, and shall recommend to the Vestry any changes in compensation or other changes to the Rector's employment agreement.

**4. Vacancy.** Whenever the Rector is unable to conduct regular religious services, whether by reason of incapacity, resignation, retirement, or other cause, the Wardens shall make arrangements for the continuation of services. During an interim period, the Vestry may at its discretion choose to call an Interim Rector or provide for the continuation of services

through other means. The duties and responsibilities of an Interim Rector shall be as agreed in writing between the Vestry and the Interim Rector at the time of the Interim Rector's employment. Duties not specifically given to the interim in writing remain with the Wardens and the Vestry.

**B. Assisting Clergy.**

The Parish may employ such additional clergy to assist the Rector as the Vestry may decide. Any such assisting clergy shall be ordained in the Episcopal Church in the United States of America or in the Evangelical Lutheran Church in America. The Rector, together with Vestry and the Human Resources Committee, will choose assisting clergy, within such financial and other guidelines as the Vestry may establish. The Bishop shall be notified before issuing a call. The employment agreement between the Parish and any assisting clergy shall be in writing and signed by both parties. Each party shall be furnished a copy. The Rector, in consultation with the Human Resources Committee, shall conduct annual performance reviews with each assisting clergy person, and shall recommend to the Vestry any changes in compensation or other changes to the assisting clergy person's employment agreement. Decisions to terminate the employment of an assisting clergy person requires approval of the Rector, the Human Resources Committee and the Wardens.

**ARTICLE VI - WARDENS AND OTHER OFFICERS**

**A. Officers of the Parish**

The officers of the Parish shall be the Rector, at least two (2) Wardens, who shall be appointed by the Rector from among the current or former members of the Vestry, a Clerk, a Treasurer (who may also be a Warden), and such other officers as the Vestry may by resolution establish, who shall be elected by the Vestry from among the voting members of the Parish but who need not be members of the Vestry. Each officer shall serve for a term of two years and be eligible for reappointment or reelection.

**B. Wardens.**

The Wardens shall be the Rector's advisors and shall carry out such additional functions as the Vestry may from time to time request. The Wardens shall designate contract signing authority in writing and provide a list of authorized signatories to the Parish secretary and the Vestry.

**C. Treasurer.**

The Treasurer shall have custody of the funds and financial books and records of the Parish. He or she shall receive all revenues of the Parish and promptly deposit them in such bank, trust company, or other financial institution as may be approved by the Vestry. He or she shall establish appropriate methods, with appropriate controls, for the counting of offerings, and shall

maintain a record of all persons who contribute to meet the current expenses of the Parish and the amounts so contributed. He or she shall disburse all payments from the Parish as may be directed by the Vestry.

The Treasurer shall cause the financial books and records of the Parish to be kept in accordance with sound accounting and financial principles, and shall insure the adequacy of internal financial controls for the Parish. He or she shall cause the records of the Parish to be audited or reviewed from time to time in accordance with the Canons. The Treasurer shall present a report on the condition of the finances of the Parish at each regular meeting of the Vestry, and at the Annual Meeting of the Parish; and shall present an annual report on the financial condition of the Parish to the Vestry as soon as possible after the close of the Parish's fiscal year.

The Treasurer shall comply with all requirements of the Canons of the national church and of the Diocese of Pennsylvania, and such other rules as may be established by the Vestry regarding business matters. The Treasurer shall have the authority to sign all checks or orders for payment of money drawn against the funds of the Parish. With the approval of the Vestry, the Treasurer may appoint such person or persons as he or she may deem necessary to help carry out his or her duties.

The Treasurer and any other person who has the authority to sign checks or otherwise transfer money on behalf of the Parish shall be bonded in an amount to be determined from time to time by the Vestry.

#### **D. Clerk.**

The Clerk shall keep regular minutes of the proceedings of all Vestry meetings and all Parish meetings, give required notices of meetings, call special meetings when required to do so by these by-laws, and otherwise act as secretary of the Parish.

### ARTICLE VII - TRINITY DAY SCHOOL

#### **A. General.**

The Day School is an integral part of Trinity Church -- one of many ministries carried out by the Parish. As such its affairs are subject to the oversight and ultimate authority of the Vestry, Wardens, and Rector as are the affairs of all other ministries of the Parish. The Vestry shall exercise general oversight over all aspects of the Day School and the employment of the director shall be subject to the Trinity Church Employee Handbook. The Day School shall operate under policies and procedures consistent with these by-laws, and subject to approval by the Vestry.

The purpose of the Day School is to provide high quality education in a loving and Christian setting to children and young people of the community, including those whose families are not

members of the Parish. The Day School should endeavor to operate in a sound businesslike way and if possible to make a contribution each year to the operating budget of the Parish.

**B. The Director.**

The Director of the Day School shall be hired by, and report to, the Rector upon the recommendation of the Trinity Day School Board (TDSB) following the hiring process established by the Human Resources Committee, and shall be compensated at such levels as shall be recommended by the TDSB and approved by the Vestry. The employment agreement and periodic performance evaluation of the Director shall be in accordance with the Trinity Church Employee Handbook.

The Director shall be the Executive Administrator of the Day School and shall carry out the policies set by the Vestry. The Director shall be the head of the Day School faculty, and shall be responsible for fulfilling the duties as defined in the job description.

**C. The Day School Board.**

The Director and the Wardens will attempt to include members of the Parish, as well as parents of children attending the Day School, whether or not members of the Parish, on the TDSB, all subject to approval by the Vestry. The TDSB will also include at least one Vestry member, or a person designated by the Vestry, who will be responsible for keeping the Vestry (or its Finance Committee) apprised of all material information pertaining to the Day School. The Rector will serve ex officio.

**D. The Budget, Financial Affairs and State of Trinity Day School.**

The Director will manage the financial operations of the Day School in conjunction with the chairman of the TDSB, the Wardens and the Rector. The TDSB shall be responsible for developing an annual Day School budget, which shall be presented to the Vestry and become effective upon the Vestry's approval. At least once per calendar year, the Director shall also present to the Vestry a review of the Day School operations which anticipates issues that will affect the business of the Day School or Trinity Church. The Director and the TDSB shall be responsible for developing and implementing adequate financial recordkeeping and controls for the Day School, and for operating the Day School on a sound business basis.

The books and records of the Day School shall be available at all times to the Vestry and may be audited or reviewed at such times and in such manner as the Vestry shall direct.

**ARTICLE VIII - THE CEMETERY**

**A. General.**



The Cemetery is an integral part of Trinity Church — one of many ministries carried out by the Parish. As such its affairs are subject to the oversight and ultimate authority of the Vestry, Wardens, and Rector as are the affairs of all other ministries of the Parish. The Vestry shall exercise general oversight over all aspects of the Cemetery. The Cemetery should endeavor to operate in a sound businesslike way and if possible to make a contribution each year to the operating budget of the Parish.

**B. The Cemetery Committee.**

The affairs of the Cemetery shall be overseen by a Cemetery Committee of one or more of the voting members of the Parish appointed by the Vestry and reporting to the Property Committee. The Cemetery Committee shall oversee the physical maintenance of the Cemetery; take charge of sales; develop sales policies to be recommended to the Vestry for adoption; maintain separate financial accounts for the Cemetery; maintain adequate maps, books, and records of all aspects of the Cemetery's operations, including records of burials and financial books and records. The books and records of the Cemetery shall be audited or reviewed at such times and in such manner as the Vestry shall direct. Subject to the oversight of the Vestry, the committee shall promulgate rules and regulations governing the Cemetery; and shall be responsible for maintaining adequate financial reserves to provide perpetual care maintenance for the Cemetery.

ARTICLE IX - PARISH MEETINGS

**A. The Annual Meeting.**

The Annual Meeting of the Parish shall be held on the first Sunday in February each year or such other date determined by the Vestry. A written notice of such meeting shall be given to each voting member at least ten days prior to the day named for the meeting. The purposes of the Annual Meeting shall be 1) to inform the Parish through reports (which may be written or oral) from the Rector, Wardens, Treasurer, and Chairmen of committees about the state of the Parish's affairs, and to present such other reports as the Vestry shall request; 2) to elect members of the Vestry, lay delegates or deputies to the Diocesan Convention and to the Deanery, and 3) to conduct such other business as the Vestry or any voting member may bring before the meeting. Any such other business must be communicated to the Wardens in writing at least two weeks prior to the Annual Meeting.

If the Annual Meeting is not called and held within six months of the designated date, any group of 10 or more voting members may call such meeting by providing written notice to the Vestry, the Rector, and the Clerk of the Vestry in accordance with the procedure for calling special meetings set out below.

**B. Special Meetings.**

Special meetings of the Parish may be called by the Vestry and shall be called upon the written request of not less than 20% of the voting members of the Parish to the Clerk of the Vestry. At least ten days' written notice of a special meeting, specifying the subject(s) of the business to be transacted, shall be given to all voting members of the Parish. Business transacted at special meetings shall be confined to the subject(s) stated in the notice.

**C. Quorum.**

Ten per cent of the voting members shall constitute a quorum. The members present at a duly organized meeting may continue validly to do business until adjournment, notwithstanding the withdrawal of sufficient members to leave less than a quorum.

**D. Procedures.**

The Rector, an assisting clergy person, or a Warden, in the order named, shall preside at meetings of the Parish. Each of the foregoing may designate a member of the Vestry to preside in his or her stead. All voting shall be in person and not by proxy, unless a vote shall be dispensed with by unanimous consent of those present. If the presiding person deems it appropriate, or if there are more nominations for Vestry than available openings, voting shall be by secret ballot. Only voting members of the Parish as defined in these by-laws shall be eligible to vote.

ARTICLE X - OFFICES, BOOKS AND RECORDS

**A. Principal Office.**

The principal office of the Parish shall be maintained at 6587 Upper York Road, Solebury, Pennsylvania 18963 unless otherwise designated by resolution of the Vestry.

**B. Books and Records.**

The Parish shall keep at its principal office minutes of all meetings of the Parish and of the Vestry, a current list of voting members with their addresses, a Register of marriages, baptisms, confirmations, and burials, and appropriate and complete records of its finances.

Every voting member shall have the right to examine in person or by agent or attorney, at any reasonable time or times, for any reasonable purpose, the books and records of the Parish.

ARTICLE XI - LEGAL RESPONSIBILITY  
OF VESTRY MEMBERS

Section 1. A member of the Vestry shall stand in a fiduciary relation to the Parish and shall perform his/her duties as a Vestry member, including his/her duties as a member of any committee of the Vestry upon which he/she may serve, in good faith, in a manner he/she reasonably believes to be in the best interests of the Parish, and with such care, including

reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. Each member of the Vestry is obligated to disclose to the other members of the Vestry any material information he or she may know concerning any matter being considered by the Vestry or concerning the well-being of the Parish generally. In performing his/her duties, a Vestry member shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- a. One or more officers or employees of the Parish whom the Vestry member reasonably believes to be reliable and competent in the matters presented.
- b. Counsel, public accountants or other persons as to matters which the Vestry member reasonably believes to be within the professional or expert competence of such persons.
- c. A committee of the Vestry upon which he/she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Vestry member reasonably believes to merit confidence.

A Vestry member shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause his/her reliance to be unwarranted.

Section 2. In discharging the duties of their respective positions, the Vestry, committees of the Vestry and individual Vestry members, in considering the best interests of the Parish, shall consider the effects of any action upon members and employees of the Parish and upon the community in which the Parish is located, and all other pertinent factors. The consideration of these factors shall not constitute a violation of Section 1 hereof.

Section 3. Where there is no breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Vestry member or any failure to take any action shall be presumed to be in the best interests of the Parish.

Section 4. A Vestry member shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- A. The Vestry member has breached or failed to perform the duties of his/her office under Sections 1 through 3 hereof; and
- B. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Section 5. The provisions of Section 4 hereof shall not apply to:

A.the responsibility or liability of a Vestry member pursuant to any criminal statute; or

B. the liability of a Vestry member for the payment of taxes pursuant to a local, state or federal law.

Section 6. It is the intention of this Article to provide to Vestry Members protection from liability to the fullest extent allowed by Pennsylvania law. Any amendment or repeal of this or any other section of these by-laws or the Articles of Incorporation or adoption of any by-law or provision of the Articles of Incorporation which has the effect of increasing the liability of members of the Vestry shall operate prospectively only and shall not affect any action taken, or failure to act, prior to its adoption.

#### ARTICLE XII - INDEMNIFICATION OF VESTRY, CLERGY, EMPLOYEES, AND AGENTS

Section 1. The Parish shall indemnify any Vestry member, the Rector or assisting clergy, or any officer of the Parish, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to or who is called as a witness in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the Parish, by reason of the fact that he/she is or was a Rector or assisting clergy, Vestry member, officer, employee or agent of the Parish, or is or was serving at the request of the Parish as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Section 2. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall not be deemed exclusive of any other rights which those seeking indemnification or advancement of expenses may be entitled under by-law, agreement, contract, vote of members or disinterested Vestry members or pursuant to the direction, howsoever embodied of any court of competent jurisdiction or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office. It is the policy of the Parish that indemnification of, and advancement of expense to, Vestry members and officers of the Parish shall be made to the fullest extent permitted by law. To this end, the provisions of this Article XII shall be deemed to have been amended for the benefit of the clergy, Vestry members, officers, and employees or agents of the Parish effective immediately upon any modification of the Corporation Not-for-profit Code of the Commonwealth of Pennsylvania (the "NPC") or the Directors' Liability Act of the Commonwealth of Pennsylvania

(the "DLA") which expands or enlarges the power or obligation of corporations organized under the NPC or subject to the DLA to indemnify, or advance expenses to, directors, officers, or employees or agents of such corporations.

Section 3. The Parish shall pay expenses incurred by a clergy person, officer, or Vestry member, and may pay expenses incurred by any other employee or agent, in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by the Parish.

Section 4. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article XII shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be clergy, a Vestry member, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

#### ARTICLE XIII - NOTICES

Whenever written notice is required to be given to any person, it may be given either by sending a copy thereof through the mail or commercial delivery service, by facsimile, or by electronic mail, charges prepaid, to the person at his or her address appearing on the books of the Parish or supplied by the person to the Parish for the purpose of notice, If the notice is sent by mail, it shall be deemed to have been given to the person two days after it was deposited in the United States mail. If given by other means, notice shall be deemed to have been given at the time shown by the records of the commercial delivery service, or on the facsimile or electronic mail, that the notice was delivered to the person.

Whenever any written notice is required, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of notice. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where the person attends a meeting for the sole and express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

When a meeting has been lawfully called and organized, it may be postponed or adjourned to a later day upon notice to those present at the time of the postponement or adjournment, and without any further notice to persons not then present.

#### ARTICLE XIV - AMENDMENTS

The Vestry, by a vote of two thirds of the members then in office, shall have the power to adopt, alter, amend, or repeal by-laws. Any such adoption, alteration, amendment, or repeal of

by-laws shall be proposed in writing at a meeting not less than fourteen days before the meeting at which final action thereon is taken. Provided, the foregoing powers are subject to the power of the voting members of the Parish to change or repeal the same as provided by law.

#### ARTICLE XV - MISCELLANEOUS

**A. Fiscal Year.**

The Fiscal Year of the Parish shall end on December 31 of each calendar year.

**B. Church Buildings and Furniture.**

No alteration of or addition to any part of the Trinity Church grounds or buildings or the Trinity Church furniture, nor any decoration of the same, shall be made without the consent of the Vestry. The Vestry may appoint a committee to advise it with respect to such matters.

**C. Gifts to Trinity Church.**

All monetary and non-monetary gifts to the Parish shall be subject to any gift acceptance policy adopted by the Vestry on behalf of the Parish. In the absence of such a policy, all non-monetary gifts and conditional monetary gifts are subject to the approval of the Vestry. All articles of every description given to the Parish or placed in, upon, or about the Trinity Church buildings, whether as memorials or otherwise, shall become the absolute property of the Parish, and shall be subject to the exclusive control and disposition of the Vestry in all respects. All monetary gifts to Trinity Church, whether or not in trust, shall likewise become the absolute property of the Parish unless the donor has reserved in writing a right of revocation.

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