

AMENDED AND RE-STATED  
BY-LAWS OF TRINITY EPISCOPAL  
CHURCH FORT WAYNE, INDIANA  
Approved by Vestry 22 October 2024  
Approved by Parish 29 December 2024

ARTICLE 1  
MEMBERS MEETING

Section 1      Annual Meeting

(a)      The annual meeting of the Parish shall be held in January in the Great Hall of Trinity Episcopal Church in the City of Fort Wayne, Indiana no later than the last Sunday at a time designated by the Vestry by no later than its regular meeting in December. The Vestry shall have the authority to designate another time or place not later than its regular meeting in December of the previous year. In any event at least fourteen (14) days prior notice of the time and place of said meeting shall be given in accordance with provisions of Canon 7, Section 2 of the Canons of the Diocese of Northern Indiana. If for any reason this schedule cannot be held to, it will be the responsibility of the Vestry to reschedule the meeting with (14) day prior notice.

(b)      At the September Vestry meeting, the Rector shall, with the advice and consent of the Vestry, appoint a Nominating Committee. The nominating committee will serve a term of one year.

(c)      The nominating Committee shall nominate candidates who are Members in Good Standing for the position of the office of Vestryperson, and shall nominate the Delegates and Alternates to the Diocesan Convention. The Nominating Committee shall prepare uniform biographical data on each nominee and shall report it to the Vestry at their regularly scheduled meeting in November of the year preceding the Annual Meeting. If the Vestry accepts the nominees, nominations will be deemed closed. The proposed slate of nominees shall be published in the e-news and posted on the bulletin board at church. Commencing October 1st, any member in good standing shall have fifteen (15) days to nominate any individual, subject to that individual's eligibility, for consideration by the nominating committee. The final slate shall be presented at the October meeting of the Vestry and final approval shall occur no later than the November meeting of the Vestry.

Section 2      Procedure

(a)      Except as otherwise herein expressly provided, the procedure at all meetings shall be governed by Roberts Rules of Order, newly Revised. If it is deemed appropriate by Vestry, given modern communications, a meeting may be held by via an internet-based based process, such as Zoom, Teams or other means

where all attendees may interact with each other visually or aurally, provided at least 48 hours advance notice of such meeting is given to the Members. In the event the Vestry elects to conduct a meeting by Zoom, then Participation shall be by Zoom for all attendees and shall be deemed to be present for all purposes herein.

### Section 3 Special Meetings

Special Meetings of the Members of Trinity Episcopal Church, Fort Wayne, Indiana may be called by the Rector, a majority of the Vestry, or by twenty-five (25) communicants Members in Good Standing of the Parish in a written request for such special meeting delivered to the Rector or the Vestry not less than three (3) weeks prior to the date requested for the special meeting. The notice shall set forth the time, place and purpose of the special meeting and shall be published in the same manner as the Annual Meeting.

### Section 4 Qualifications of Voters at Meetings of Members

All persons who are Members in Good Standing shall be entitled to vote at the election of Vestrypersons and upon all other business transacted at the Annual Meeting or any other meeting of the Parish.

### Section 5 Requirements for Members in Good Standing

A “Member in Good Standing” is a communicant at least 16 years of age of Trinity Episcopal Church, Fort Wayne, Indiana who for the previous year has been faithful in corporate worship, unless for good cause prevented, and has been faithful in working, praying and giving for the spread of the Kingdom of God. The Treasurer or Rector shall have the authority to determine what constitutes a regular contributor for the well being of the church.

### Section 6 Voting Procedures

If an election has only one candidate for an office, then the vote may be a voice vote. Where 2 or more candidates are slated for one office, then the election shall be by written ballot. In the event attendance at any election is approved by Vestry to occur by Zoom, then the Member shall be obligated to send the vote in an e-mail to the Clerk forty-eight (48) hours prior to the actual meeting in order for that vote to be counted. At least two (2) weeks before the Annual Meeting when elections are to take place, the controller will submit a list of all qualified voters, as stated in Section 5, to the Senior Warden. At the annual Meeting qualified voters will receive a packet with the annual report, their year end statements and a ballot. The packet must be signed for by the voter. Voters may cast one vote for each vacancy being filled. A voter may not cast more than one vote for any one candidate. The candidates receiving the highest number of votes shall be elected

to offices to be filled. Members must be present in person or, if approved, electronically via an internet-based process to be entitled to vote.

Section 7 Judges of Election

The presiding officer as set forth in Article II, Section 1 shall appoint two (2) Members in Good Standing to act as judges of the election, whose duty shall be to decide all questions which may arise as to the qualifications of voters. Such presiding officer shall appoint a clerk and teller whose duties shall be to collect, count and deliver the election results to the presiding officer. The presiding officer shall declare those persons elected who receive the vote required by Article II, Section 3. The judges will also count the number of ballots cast against the registration list.

After the ballots have been counted and the election individuals declared, the teller will deliver (in order of votes only) the voting results to the Clerk to be kept with the official minutes. In the event the number of ballots for each vacancy exceeds the number of registered voters, a new vote shall be taken.

Section 8 Quorum

The qualified Members of the Parish present at any Annual Meeting or special meeting shall constitute a quorum for the transaction of all business, and the votes of the majority of the qualified Members so present shall be sufficient to pass upon any business transacted at the meeting, except as provided in Article V.

ARTICLE II  
RECTOR-WARDENS-VESTRYERSONS

Section 1 Rector, Assistants to Rector, and Priest-in-Charge

The Rector, assisted by any assistants to the Rector, or Priest-in-Charge of the Parish in the absence of a Rector, shall have charge of all the religious activities of the Parish, particularly as provided in Title III, Canon 14 of the Constitution and Canons of the Episcopal Church. Such Rector, assistant to the Rector or Priest-in-Charge shall possess the qualifications required by Title III of the Constitution and Canons of the Episcopal Church and Canons 7 and 10 of the Constitution and Canons of the Diocese of Northern Indiana. The Rector shall preside at all meetings of the Members of the Parish and the Vestry. In the absence or inability of the Rector to act, and if there is no Priest-in-Charge who is performing the functions of the Rector at that time, then the Wardens, according to the seniority, shall preside at the meetings of the Vestry and of the Parish.

Section 2 Wardens

At the first meeting of the Vestry after the Annual meeting, the Rector, with the advice and consent of the Vestry, shall select a Member in Good Standing to serve as Senior Warden; and the Vestry shall select a Junior Warden from among the members of the Vestry. They shall hold offices for 1 year or until successors are duly elected and qualified. No person shall be selected to serve as either Senior Warden or Junior Warden for more than the longer of six (6) consecutive years or the length of that Warden's Vestry term.

Section 3 Vestry

The Vestry shall consist of the Rector, the two Wardens, and the elected Vestrypersons elected at the annual meeting of the Parish. The twelve (12) Vestrypersons elected by the Parish shall be elected at the Annual Meeting of the Parish, as set fourth herein below, by qualified Members thereof present in person at such meeting. All Vestrypersons shall be a Member in Good Standing who is eighteen (18) years of age or older, is a confirmed Member of the Church and is regularly pledging. Of the twelve (12) Vestrypersons, four (4) shall be elected each year to serve a term of three (3) years and until their successors are duly elected and qualified. They shall take office immediately upon election. Of the Members nominated for such office, the candidates receiving the highest number of votes cast for such offices shall be deemed elected. No person shall be eligible to serve as Vestryperson for more than six (6) consecutive years. In the event a person has been appointed to fill a vacancy on the Vestry, the balance of that term of vacancy shall not count toward the six consecutive years set forth herein.

Section 4 Duties of the Vestry

(a) Whenever any vacancy shall occur in the Vestry due to death, removal, resignation or refusal to serve, the Vestry shall fill the vacancy with a Member in Good Standing to serve until the next scheduled Annual Meeting, at which time the Nominating Committee shall nominate qualified candidates for election by the voters of the Parish to fill the remainder of the term.

(b) The vestry shall have charge of the corporate property of the Parish, its fiscal and prudential affairs, and shall particularly perform the duties and functions prescribed in Title I, Canon 14 of the Constitution and Canons of the Diocese of Northern Indiana. All vestry and clergy powers defined herein are subject to any and all limitations provided by the National and/or Diocesan Canons.

(c) Voting privileges of the Vestry are granted to the Rector, the Senior Warden, and duly elected Vestrypersons.

(d) At the first meeting of the Vestry after the Annual Meeting the Vestry will elect a Clerk of the Vestry. The clerk of the Vestry does not need to be a member of the Vestry. The Clerk shall keep minutes and be custodian of the records and seal, if any, of the Vestry. The Clerk serves at the discretion of the Vestry. The Clerk may be heard at the Vestry meetings. Given modern communications, in the event of an urgent matter that requires formal action or approval by the Vestry, then upon the concurrence of the Rector and both Wardens, such action or approval may be taken by email. In such an email vote, where the affirmative response to a proposed action is 75% or more, then such action is deemed to have been approved. In such event, such action shall be formally ratified at the next meeting of the Vestry.

(e) The Vestry may conduct a meeting via an internet-based process, such as Zoom or Teams, or a meeting where all attendees may interact with each other visually or aurally, provided at least 48 hours advance notice of such meeting is given to the members of Vestry.

#### Section 5 Duties of the Treasurer

The Treasurer shall be appointed by the Vestry at the Vestry Meeting following the Annual Meeting. The Treasurer need not be a member of the Vestry. The Treasurer's duties are to keep the financial records of the Parish and to advise and report on those at each Vestry meeting and to the Parish at the Annual Parish Meeting. The Treasurer shall also be the head of the Finance Commission and serves at the discretion of the Vestry. The Treasurer shall have the right to attend and be heard at all Vestry meetings.

### ARTICLE III COMMISSIONS AND OTHER CONSTITUENT BODIES

At the first meeting following the Annual meeting of the Parish or at such vestry meeting or meetings thereafter as may be convenient, the Rector shall, with the advice and consent of the vestry, appoint such commissions, taskforces or other constituent bodies as may be needed or expedient to carry out the functions or mission of the Parish. As of the date of these amendments, existing commissions include finance, property, outreach, stewardship, music, and investment. The chairs of the Commissions shall be drawn from the Vestry or lay membership of the Parish. The Rector, with the advice and consent of the Vestry, may appoint one or more Vestry liaisons to each of the Commissions. The Rector may appoint one or more staff members as staff liaisons to each of the Commissions.

### ARTICLE IV

## DEPOSITORY AND BUDGET MATTERS

The funds of the Parish shall be deposited in one or more depositories to be selected by the Vestry, who shall have power to determine the manner in which funds may be withdrawn from such depository.

The annual church budget shall be created by the Finance Committee in the Fall of each calendar year. Upon the establishment of a proposed budget, same shall be presented to the Vestry for approval.

## ARTICLE V AMENDMENT OF THE BY-LAWS

The By-Laws may be amended by a 2/3 vote of the Members of the Parish attending the Annual Meeting of the Parish or any duly called special meeting thereof called for such purpose. All proposed amendments shall first be submitted to the Vestry for its review. Upon review and no less than 30 days prior to the Annual Meeting or a special meeting called for such purpose, all members in Good Standing of the Parish shall have available a copy of the proposed By-Law changes as well as a “redlined” copy by notice thru the e-news publication. They shall be informed that they may request a mailed copy, and a copy shall be posted on the Vestry Bulletin Board.

These Amended By-Laws are adopted by the Vestry this 22<sup>nd</sup> day of October, 2024.