



By-Laws of Trinity Episcopal Church

Formed: 1955

Hampton, New Hampshire

By-Laws Revised: January 22, 2017



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REGISTRY OF BYLAW CHANGES

VERSION/REVISION	DATE OF UPDATE	UPDATE DESCRIPTION
Version 1.0	(Day) (Month) (Year)	First Iteration of the By-Laws
Rev 1.0 to Version 1.0	18 January 1987	Provisions for the election of Vestry Members
Rev 2.0 to Version 1.0	29 January 2012	Provisions for electing Bishop’s Committee Members
Version 2.0	22 January 2017	Re-write to align with Diocesan By-Law Model

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PREAMBLE

Pursuant to their founding document (filed separately), the people of Trinity Church, Hampton, New Hampshire, referred to in these bylaws as the “congregation,” having associated themselves for the purpose of maintaining the worship of Almighty God according to the faith and usages of The Episcopal Church, have adopted the following as Bylaws of Trinity Church, Hampton, New Hampshire.

ARTICLE 1. Authority Acknowledged

The congregation accedes to the doctrine, discipline, and worship of the Constitution and Canons of The Episcopal Church and to the Constitution and Canons of the Protestant Episcopal Church in the Diocese of New Hampshire, otherwise known as the Diocese of New Hampshire (referred to herein as “the diocese”) and acknowledges their authority. *NH 3.2.2(a)(3)*

ARTICLE 2. Membership

2.1. Membership in the Congregation. Every person who is a member in good standing in accordance with the Canons of The Episcopal Church in the United States of America, whose name is carried on the membership rolls of the congregation, and who has regularly contributed to the support of this congregation, either personally or as a member of a family, shall have the right to vote. A member 16 years of age or older is an adult member of the congregation. *TEC 1.17.1(a) and (b)*

2.2. Qualified Voters. The Bishop’s Committee Clerk shall keep a list of qualified voters, and only those members listed shall be allowed to vote. Before voting proceeds, any question concerning a person’s eligibility for voting shall be adjudicated by the Clerk and one other Bishop’s Committee Officer. Their findings shall be final for the purpose of that meeting and any adjournment thereof. *NH 4.2.7*

ARTICLE 3. Meetings of the Congregation

3.1. Annual Meeting. The annual meeting of the congregation shall be convened in January at a date and time and place appointed by the Bishop’s Committee, except in circumstances provided in *NH 4.2.1*. The purpose of the meeting shall be to elect officers and other Bishop’s Committee Members-at-Large to new and any unexpired terms, elect lay delegates and alternate lay delegates to diocesan convention, receive the budget and reports, and conduct such other business as may properly come before the meeting. The Clerk shall publish the date and place of the Annual Meeting at least thirty (30) days prior to the meeting. The list of the slate of candidates proposed by the Nominating Committee shall be included.

3.2. Special/Emergency Meeting. A Special Parish Meeting may be called by the Clergy and/or Senior Warden to transact appropriate business under such circumstances as may be required. The Clerk shall publish the date, place, and purpose of the meeting at least two (2) Sundays prior to the meeting. An emergency meeting may be called by the Clergy and/or a Warden under such circumstances as may be required. Any action taken at either a Special or Emergency meeting must be affirmed at a regular meeting called under normal circumstances.

3.3. Quorum. At any meeting, not less than twenty (20) of the qualified voters (see Article 2.2 Voting Membership, above) shall constitute a Quorum. The Clerk shall confirm the quorum is present.

3.4. Voting. Except as these bylaws and parliamentary authority may otherwise provide, elections and resolutions shall be carried by the affirmative votes of a majority of those present and voting. Voting by proxy shall not be permitted. An absentee ballot may be cast by a member who for good cause is unable to attend the meeting. The person to be absent must submit (electronically or in writing) a request to the Clerk for an absentee ballot no later than seven (7) days prior to the meeting. The absentee ballot must be submitted to the Clerk no later than three (3) days before the meeting.

3.5. Presiding Officer. The Clergy or, in their absence, a Warden shall preside at all meetings of the congregation. The Clergy, if present, may appoint a moderator to conduct the meeting.

3.6. Rules of Procedure. In all matters of parliamentary procedure not governed by canon or these bylaws, *Robert's Rules of Order Newly Revised* shall govern.

ARTICLE 4. Vicar

4.1. General. The Vicar of a mission is chosen by the Bishop. The selection is arrived at through consultation with the Diocese. The process includes, at least, the following input from the Bishop's Committee: (1) a history of the Trinity Congregation; (2) the description of what the congregation believes is needed from an ecclesiastical leader; (3) and current financial and member status. The call for the new Vicar shall not be made without the approval of the bishop. The elected member of the Clergy (The Vicar) shall be in good standing with the Episcopal Church or with a church in communion with the Episcopal Church.

4.2. Vicar Responsibilities.

4.2.1. Authority for Worship and Spiritual Matters.

The Clergy has authority for spiritual matters of the parish, including specific responsibility for worship. The Clergy may seek consultation and advice concerning these matters. *TEC III.9.5(a)(1)*

4.2.2. Authority for Assisting Clergy. The Clergyperson in Charge (Vicar) has authority to select and direct any assistant clergy, who serve at the Clergyperson in charge's discretion. *TEC III.9.3(c)*

4.2.3. Authority for Employees. The Clergy has authority to select, supervise, direct, discipline, and terminate all employees of the congregation.

4.2.4. Authority for Property and Furnishings. The Clergy has authority for the use and control of the property and furnishings of the congregation. *TEC III.9.5(a)(2)*

4.2.5. Implementation of Policy. The Clergy has general responsibility for administrative implementation of decisions and policies legislated or mandated by The Episcopal Church, the diocese, and the congregation. The Bishop's Committee should recognize decisions and policies of other prevailing authorities that the Clergy is expected to execute or implement. *TEC 9.5(b)(7) and (8)*

4.3. Resignation or Removal of Priest-in-Charge/Vicar. After consultation with the Bishop's Committee, the Bishop may appoint a Priest to serve as Priest-in-Charge of any congregation in which there is no Rector. In such congregations, the Priest-in-Charge shall exercise the duties of Rector outlined in Canon III.9.6 subject to the authority of the Bishop.

TEC III.9.2.3.(b)

ARTICLE 5. Bishop's Committee.

5.1 General. The Bishop's Committee shall be the agent and legal representative of the congregation in all matters in accordance with the Canons of the Episcopal Church and the Diocese.

5.2. Composition and Qualifications. The Bishop's Committee shall consist of at least seven (7) members. All must be at least eighteen (18) years old, baptized, and qualified voters of Trinity Church. The Bishop's Committee shall be organized with Wardens, a Treasurer, a Clerk, and at least three Members-at-Large. All committee members shall be communicants of the Episcopal Church as specified in the Canons of the Episcopal Church.

NH 3.3.1(a)3, TEC 1.17.2(b), NH 4.2.4.

5.3. Bishop's Committee Officers. The officers of the Bishop's Committee are a Senior Warden, a Junior Warden, a Treasurer, and a Clerk. Officers shall be elected by ballot at the annual meeting. (See Article 3.1, above) *NH 4.2.2*

5.4. Terms of the Bishop's Committee. The term of office for all Bishop Committee members shall be three (3) years and aligned with the Episcopal Liturgical years (A, B, C) as follows:

- a. Year A. The Senior Warden, Clerk, and, at least, one Bishop's Committee Member-at-Large shall be elected.
- b. Year B. The Junior Warden and, at least, one Bishop's Committee Member-at-Large shall be elected.
- c. Year C. The Treasurer and, at least, one Bishop's Committee Member-at-Large shall be elected.

The term of office shall start at the adjournment of the Annual Meeting at which elected and shall continue until the adjournment of the Annual Meeting at which the successor is elected. The Bishop's Committee officers shall serve no more than two (2) successive terms. An exception: the Clerk may serve unlimited successive terms. A Bishop's Committee member-at large shall serve no more than two (2) successive terms. After having served their terms, a Bishop's Committee officer or member-at-large may not be re-elected for one (1) year. However, a member-at-large may be elected to an officer position at any Annual Meeting. *TEC 1.14.1, NH 4.2.6*

5.5. Duties of the Bishops Committee Officers.

5.5.1. Wardens. The Wardens shall be agents and legal representatives of the Congregation in all matters concerning its properties and relations to the Clergy. In concert with the Bishop's Committee the Wardens shall:

- a. Assist the Clergy in developing and maintaining a mutual ministry and trust to promote the spiritual well-being of the congregation;
- b. be responsible stewards of the property and physical assets of the congregation;
- c. ensure regular worship services for the congregation by securing, in accordance with the canons of The Episcopal Church and of this diocese, the services of clergy or qualified lay worship leaders or lay readers;
- d. transact the temporal business pertaining to the congregation;
- e. assist the preparation of and approve an annual parochial report;
- f. collect and pay to the diocese the moneys committed for the support of the budget of the diocese;
- g. in the absence of or at the direction of the Clergy, preside at Bishop's Committee and Congregation meetings; and
- h. generally, assist the clergy in promoting the interests of the congregation. *NH 4.5.1*

5.5.2. Treasurer. The Treasurer shall ensure that funds of the Congregation are properly received and disbursed in accordance with the Bishop's Committee policy and the NH Canons 4.6.1(d) responsible to the Bishop's Committee for all the finances of the congregation and in accordance with *NH 4.6.1(d)*, as follows:

- a. Verify and pay bills presented for payment;
- b. prepare monthly financial reports for presentation to the Bishop's Committee;
- c. prepare a report to be presented at the annual meeting;
- d. prepare the annual financial report for the diocese;
- e. present and recommend to the Bishop's Committee a budget prior to the annual meeting;
- f. be responsible for the work of any other person(s) keeping records of congregation funds and;
- g. annually submit the financial records of the congregation for audit or review.

5.5.3. Clerk. The Clerk is the designated Bishop's Committee member responsible to the Bishop's Committee for the following in accordance with the *NH4.5.3*, as follows:

- a. Announcing all meetings to be Bishop's Committee meetings to be convened;
- b. announcing the annual congregation meeting;
- c. announcing all Special meetings requested to be convened; also
- d. reporting the names of delegates to diocesan convention to the secretary of the convention;
- e. furnishing to the office of the bishop the text of duly adopted parish bylaws including any amendment thereto and;
- f. keeping a current list of all voting members of the congregation. *NH 4.5.3*

5.6. Meetings. The Bishop's Committee shall meet regularly for a minimum of ten (10) meetings annually. The Committee will also meet on a regular basis as mutually agreed with the Christ Church Bishop's Committee, per the Shared Ministry agreement. Bishop's Committee meetings shall be open to all members of the congregation except when the Bishop's Committee adjourns to executive session. Meeting announcements shall be posted on the Narthex bulletin board, placed in the weekly bulletin (if time permits) and addressed at Sunday services.

5.6.1 Special Meetings: The Clergy, Senior Warden (or Junior Warden in his absence), or three members of the Bishop's Committee may call for a Special Meeting as required to conduct business out of cycle of regularly scheduled meetings. Meeting notice shall be posted three (3) days in advance of the meeting date.

5.6.2 Emergency Actions: In situations where urgent action is required and a meeting cannot be convened face-to-face, those convening the meeting can established electronic or telephonic means to conduct the business. A "moderator" shall be selected to contact all Bishop's Committee members and provided the reason for the meeting, the date and time for the meeting, and any relevant data necessary to conduct the business required. The Clerk shall record all actions taken to convene the meeting, names of attendees, what means was used to conduct the meeting, resulting vote and/or actions required following the meeting, and present a report at the next regular Bishop's Committee meeting.

5.6.3 Quorum: A majority of the Bishop's Committee shall constitute a quorum with the Clergy and/or a Warden present. *NH4.3(b)*

5.6.4 Conduct of Meetings

- a. The Clergy or another member of the Bishop's Committee designated by the Clergy shall preside. In the absence of the Clergy and such designation, a Warden shall preside. The Clergy shall have voice in all matters but may vote only to break or create a tie vote. *TEC I.14.3, NH 4.2.5*
- b. Dates for the monthly Bishop Committee meetings are established by mutual agreement. The clerk shall provide all Clergy and Bishop's Committee members with notice of a meeting at least three (3) days in advance of the meeting. *NH 4.3(a)*
- c. Except as may be otherwise required by law, canon, or these bylaws, any action of the Bishop's Committee shall require the affirmative votes of a simple majority of those present and voting.

5.7.5. *Robert's Rules of Order Newly Revised* shall govern all matters of parliamentary procedure not governed by canon or these bylaws.

5.7.6. Action by the Bishop's Committee; Agents Consistent with these bylaws and with the Constitutions and Canons of The Episcopal Church and of the Diocese of New Hampshire, the Bishop's Committee may from time to time delegate to the Warden[s], the Treasurer and/or the Clergy, generally or as to specific instances, or to any employee or agent of the congregation as to specific instances, due authority to execute and deliver, on behalf of the congregation, such contracts, deeds, mortgages, notes, bonds, checks, drafts, and other instruments and documents as the Bishop's Committee may deem necessary or proper. In the absence of such a general or specific delegation of authority residual authority in this regard shall lie with the warden[s] or the treasurer, or any of them. The Bishop's Committee may appoint such employees, agents and representatives of the congregation (including legal counsel) and delegate to them due authority to perform such acts and duties on behalf and in the name of the congregation as the Bishop's Committee may from time to time see fit, consistent with these bylaws and with the Constitutions and Canons of The Episcopal Church and of the Diocese of New Hampshire. Except as provided herein or as specifically authorized by the Bishop's Committee, no Bishop's Committee member, officer, or employee of the congregation or any other person shall have the power or authority to bind the congregation by any contract or transaction or to render it legally or financially liable for any purpose or in any amount. *NH4.6.4*

5.9. Vacancy. If a vacancy occurs on the Bishop's Committee or in another elected position between annual meetings of the congregation, the remaining members of the Bishop's Committee shall choose another person to fill that position. A vacancy occurring among delegates to Convention shall be filled by an elected alternate delegate, unless no alternates remain, in which case the vacancy shall be filled by the Bishop's Committee. *NH4.2.3*

5.10. Resignation. A member of the Bishop's Committee, other than the Clergy, may resign at any time by tendering their resignation in writing to the Clergy or Warden, effective as provided therein. Such resignation need not be accepted by the Bishop's Committee in order to become effective.

5.11. Removal. A member of the Bishop's Committee, other than the Clergy, may be removed at any time for due cause by the votes of a two-thirds majority of the entire Bishop's Committee, provided notice of the proposed removal and the reasons for the same shall have been given to the said Bishop's Committee member at least fourteen (14) days in advance of the meeting. Grounds for removal shall include, without limitation, conduct in violation of the Constitutions or Canons of the Episcopal Church or of the Diocese of New Hampshire or otherwise detrimental to the mission and best interests of the congregation; failure to disclose and, if appropriate, abstain from Bishop's Committee deliberations and determinations by reason of conflict of interest; absence without excuse or good cause shown from three (3) consecutive duly convened Bishop's Committee meetings or from five (5) such meetings within one calendar year; breach of confidentiality with respect to matters discussed or acted upon by the Bishop's Committee in a duly convened executive session; ineligibility for office; failure to support the congregation by regular pledging or failure to honor the pledge once made, in either case without excuse or good cause shown; disability; failure to attend with reasonable diligence to his or her duties as a Bishop's Committee member; failure to attend worship services with reasonable frequency and otherwise participate in the corporate life of the congregation, in either case without excuse or good cause shown.

ARTICLE 6. Other Committees

Standing (permanent) or ad hoc (temporary) committees may be established by vote of either the Bishop's Committee or the Congregation at any meeting convened. The Clergy, the Senior Warden or the Junior Warden in the absence of the Senior Warden may establish an ad hoc committee to conduct short term business.

ARTICLE 7. Convocation and Diocesan Convention Delegates

7.1. Election and Term. Delegates and alternate delegates to the Diocesan Convention and the Seacoast Convocation shall be elected at the annual meeting. Delegates and alternates shall be adult voting members and shall each serve a term of two (2) years. In the event of a vacancy, the Clergy and/or the Bishop's Committee shall appoint a member from the Congregation to fill the vacancy.

7.2. Duties. Delegates shall attend all Convocation and Diocesan Convention functions unless for good cause prevented. Delegates and alternates shall discuss anticipated convention business with the Bishop's Committee prior to Diocesan Convention, and shall report convention proceedings to the Bishop's Committee within one month after each Diocesan Convention. *NH 1.2.*

Article 8. Other Accounting and Financial Matters

8.1. Funds. The handling of any or all of the cash, funds and investments of the congregation, including the purchase, custody, sale and transfer of the same, may be delegated by the Bishop's Committee to the Warden(s), the Treasurer, or other members of the Congregation, either generally or as to specific instances, but subject to the ultimate direction and control of the Bishop's Committee. *TEC I.14.2, NH5.1(a)*

8.2. Fiscal Year. The fiscal year of the congregation shall coincide with the calendar year. *TEC I.7.1(j)*

8.3. Indebtedness. The congregation shall have the authority to borrow money, provided that no indebtedness shall be incurred, renewed or extended by or on behalf of the congregation without the express approval of the Bishop's Committee; nor without the written assent of the Bishop and Standing Committee of the Diocese of New Hampshire except as provided in the diocesan canons. *NH 4,6,4*

8.4. Books of Account. Proper books of account for the congregation shall be kept by the Treasurer so as to provide the basis for satisfactory accounting, reporting, and auditing. *TEC I.7.1 (e)*

8.5. Audits. All accounts of the congregation shall be audited annually by an independent certified public accountant, a licensed public accountant, or in such other manner as the diocesan finance committee may from time to time prescribe. The audit report shall be filed as prescribed in the diocesan canons. *TEC I.7.1(f), NH 4.6.1(d)*

8.6. Annual Reports. An annual report of all business and financial matters of the congregation, including complete financial statements, shall be prepared by or under the direction of the treasurer, approved by the Bishop's Committee, and distributed to the congregation prior to each annual meeting.

8.7. Bonding. The treasurer shall be adequately bonded. *TEC I.7.1(d), NH4.6.1(e)*

8.8. Gifts and Memorials. No object intended as a permanent addition to the property of the congregation or to be used therein for public worship shall be accepted as a gift or memorial without the approval of the Clergy and the Bishop's Committee, subject to such conditions as they may prescribe. All objects so accepted may be altered, removed, or disposed of when deemed necessary or appropriate by the Bishop's Committee. The names of the donors of and of the persons memorialized by such gifts and memorials, any terms and conditions thereof, and the dates of acceptance of the same shall be preserved in the permanent records of the congregation.

8.9. Property Held in Trust. All real and personal property of the congregation is held in trust for The Episcopal Church and the Diocese of New Hampshire, provided that such trust shall in no way limit the power and authority of the congregation, otherwise existing over such property, so long as it remains a part of and subject to said church and its Constitution and Canons. *TEC I.7.4. II.6.4; NH 4.6.5*

8.10. Real Property. All buildings of the congregation and their contents shall be kept adequately insured. The Bishop's Committee may not encumber or alienate any real property of the congregation without the written consent of the bishop and standing committee of the Diocese of New Hampshire. *TEC 1.7.1, 1.7.3, and 1.7.4; NH 4.6.3, 4.6.4*

ARTICLE 9. Indemnification

If and to the extent permitted by applicable law and unless proscribed or otherwise limited by the Constitutions or Canons of The Episcopal Church or of the Diocese of New Hampshire, the congregation shall indemnify, defend, and hold harmless past and present officers and Bishop's Committee and committee members, including the Clergy, and their respective heirs and legal representatives from and against any and all liabilities, costs, and expenses (including attorneys' fees and other defense costs) from time to time incurred by or imposed upon them respectively in connection with any threatened, pending, or completed civil, criminal, or administrative proceeding in which any of them may become involved by reason of their service to the congregation in such capacities, except with respect to matters as to which they may finally be adjudged in such proceeding to be liable for willful, wanton, or grossly negligent misconduct. Such indemnification shall be limited to instances in which the Bishop's Committee, acting on the advice of counsel and without participation by any party to the proceeding in question, has (a) determined that indemnification is appropriate under the provisions of this Article, and (b) in the event of any settlement of such proceeding prior to a final and binding adjudication of the same, approved the terms of the settlement. The right of indemnification under this Article is not exclusive, and shall be in addition to and not in derogation of any such right under applicable law or by contract. If this Article shall be amended or repealed such action shall have prospective effect only, and shall not affect the indemnification rights of any individual with respect to proceedings in respect of which indemnification has been properly sought by application to the Bishop's Committee in writing by the individual(s) in question prior to the effective date of such action.

ARTICLE 10. Amendments to Bylaws

Bylaws may be amended at any annual meeting or at special meetings called for that purpose by the affirmative vote of two-thirds of those present and voting. Amendments may be proposed by the Bishop's Committee or pursuant to a written petition executed by at least five (5) voting members of the congregation delivered to the clerk in a timely fashion. Notice of any meeting at which a proposed amendment is to be taken up shall be given at least fourteen (14) days prior to the said meeting and shall include the full text of any proposed amendment. A statement of proposed amendments shall also be included in the regular notice of said annual meeting. The clerk shall promptly furnish to the Office of the Bishop the full text of the bylaws, including all amendments adopted.

Certification

WE HEREBY CERTIFY that the foregoing are the Bylaws which were adopted at the Annual Meeting of Trinity Episcopal Church on January 22, 2017.

Senior Warden

Clerk

Date

Approval by the Standing Committee

WE HEREBY CERTIFY that the Standing Committee of the Episcopal Diocese of New Hampshire approve the foregoing Bylaws which were adopted at the Annual Meeting of Trinity Episcopal Church on January 22, 2017.

Bishop

President of the Standing Committee

Date