

**OFFICIAL BY-LAWS of ST. DAVID'S EPISCOPAL CHURCH
TOPEKA, KANSAS
AS LAST AMENDED JANUARY 2009**

Article I

Name, Authority, Address

Section 1. The name of this parish is St. David's Episcopal Church, hereinafter "St. David's," St. David's is a constituent part of the Diocese of Kansas of the Episcopal Church in the United States of America. As such, it accedes to, recognizes and adopts the Constitution and Canons of the Church, and also the Constitution and Canons of the Diocese of Kansas, and acknowledges the authority of the same.

Section 2. The location of the Parish office shall be 3916 SW 17th Street in the city of Topeka, Kansas; and within the jurisdiction of the Diocese of Kansas, and acknowledges the authority of the same.

Section 3. These By-laws shall be interpreted in their plain and literal sense except reference to the male gender also shall imply female gender.

Article II

Property

Section 1. The legal control of all property vested in this Parish shall be exercised by the Rector, Wardens and the Vestry of St. David's Parish of Topeka, Kansas, who are trustees both corporate and politic for this Parish. In case of a vacancy in the Rectorship, such authority is vested in the Senior Warden.

Section 2. The Rector, Wardens and Vestry, known as "The Vestry" shall transact all temporal business of the Parish, including management of its property, both real and personal, subject to the provisions of the Constitution and Canons of the Church and of the Diocese.

Article III

Parish Membership

Section 1. All baptized persons who, for the preceding year, have fulfilled the requirements of the Canon "Of the Due Celebration of Sundays", unless for good cause are prevented, are members of the Parish in good standing.

Section 2. All such members in good standing who unless for good cause prevented, have received Holy Eucharist on at least three (3) occasions during the preceding year are communicants in good standing of this Parish.

Section 3. Constituent members shall be communicants in good standing as determined by the Rector, who are sixteen (16) years of age or older, and who in the preceding year have contributed financially to the support of the Parish. Constituent members shall have the right to vote on all matters presented at the Annual Parish Meeting or at Special Parish Meeting or at Special Parish Meetings.

- a. Challenges to a person's right to vote shall be resolved by the presiding officer at the meeting.
- b. Constituent members will not vote by proxy.

Article IV Parish Meeting

Section 1. An Annual Parish Meeting shall be held each year in January, called by the Rector, and when the Rectorship is vacant, by the Senior Warden, for the purpose of conducting elections, hearing and approving annual reports, and transacting such other business as shall come before it. Notice of the time and place of the Annual Parish Meeting shall be given at all public services two weeks preceding the meeting; or by posting such a notice in the Parish Bulletin circulating to each constituent member of the Parish, not less than ten (10) days prior to the meeting. The notice must contain the location of the meeting, the date, and the hour when the meeting is to be held.

Section 2. Special Parish Meetings may be called by the Rector or by the Senior Warden during a vacancy in the Rectorship, or by the Bishop when in his judgment, it is necessary for the good of the Parish that a Special Meeting be called. Notice of such Special Meeting shall be given at all public services the week preceding the date of such meeting or by mail to each constituent member of the Parish at least five (5) days prior to the meeting.

Section 3. The Rector of the Parish, or the Bishop if he is present, shall preside at Parish Meetings. In the absence of the Rector or Bishop, the senior Warden, followed by the Junior Warden shall preside. Should none of the aforementioned be present, the constituent members present shall elect one of its members to preside.

Section 4. Twenty-five (25) constituent members shall constitute a quorum for the transaction of business at any Parish Meeting. A majority of those present and entitled to vote shall be necessary to carry any question.

Section 5. Elections shall be by written ballot. A majority of the votes cast by those present and entitled to vote shall be necessary for election. If after two ballots are taken without an election, the meeting may, by majority of vote, rule that the person who receives the highest number of votes on the next ballot shall be declared elected.

Article V

Vestry

Section 1. The Vestry shall consist of the Rector, who serves as ex-officio chair and nine (9) Vestry members, including the Senior Warden and the Junior Warden. All Vestry members shall be communicants who have the qualifications of constituent members at Parish Meetings and be certified by the Treasurer as having made a financial pledge for the upcoming year by December 31st of the current year.

Section 2. Each Vestry member shall serve for a term of three (3) years and three (3) members of the Vestry shall be elected at each Annual Parish Meeting. No Vestry member shall be re-elected until the next Annual Parish Meeting following the expiration of their term.

a. In the case of a vacancy on the Vestry, the remaining members of the Vestry shall elect a successor from among those qualified Parishioners who shall hold office until the next Annual Parish Meeting, at which time the unexpired term of office shall be filled. The appointee shall be eligible for election to the unexpired term. Each Vestry member shall serve until his successor is elected.

Section 3. Prior to the Annual Parish Meeting, the Rector, or if there is none, the Vestry, shall appoint a nominating committee consisting of three (3) constituent members of the Parish in good standing. The committee shall nominate to the Annual Parish Meeting, at least one (1) qualified person for each vacancy on the Vestry. Additional nominations of qualified persons may be made from the floor.

Section 4. At its first meeting following the Annual Parish Meeting, the Vestry shall determine the time of its regular meetings, and due notice shall be given to each Vestry member, thereafter.

a. Special Meetings of the Vestry may be held at any time upon call of the Rector, or in case of a vacancy in the Rectorship, by the Senior Warden. The Rector or Warden shall call such meeting when requested in writing by a majority of the Vestry. Such request shall declare the object, or objects of such meeting.

Section 5. Five (5) members of the Vestry shall constitute a quorum for the transaction of business and a majority of the Vestry present and voting shall be necessary to carry any question. The Rector shall preside at all meetings of the Vestry, and shall have the right to address the Vestry on all issues, and vote. In case of a vacancy in the Rectorship or in the absence of the Rector, the Senior and Junior Wardens, in succession shall preside, and shall not abdicate the right of voice and vote.

Section 6. The Rector shall appoint, with the advice and consent of the vestry, the chair and all members of the parish standing committees

- a. If the Rectorship is vacant, the Vestry shall assume appointment responsibility.
- b. The standing committees of this parish shall be:
 - 1) The Finance Committee
 - 2) The Building and Grounds Committee
 - 3) The Stewardship Committee
 - 4) The Executive Committee which shall also function as the Personnel Committee
- c. The Rector may form, with the advice and consent of the Vestry, such other committees or program specific groups as shall be considered necessary for the efficient administration of the parish. The Rector shall also appoint the chair and members.

The Vestry in conjunction with the Rector shall develop and approve a description of the scope and work of each committee and program specific group.

Section 7. At its first meeting following the Annual Parish Meeting, the Vestry shall elect a Parish Treasurer. The Parish Treasurer shall be a constituent member in good standing of the Parish, and need not be a member of the Vestry. However, the Parish Treasurer, if not a duly elected member of the Vestry, shall have the right to address the Vestry on all issues but shall not have the right to vote at Vestry meetings.

- a. The Parish Treasurer, with the consent of the Rector and Vestry, may designate an assistant.
- b. The Parish Treasurer may be required to give a good and sufficient bond for faithful discharge of the duties of the office. The cost of the bond shall be paid by the Parish.
- c. The monies of the Parish shall be deposited by the Parish Treasurer in a bank designated by the Vestry.
- d. It will be the responsibility of the Parish Treasurer to report an account of Parish funds to the Vestry at its regular meetings and prepare an annual report to be given at the Annual Parish Meeting.
- e. The fiscal year of this Parish shall coincide with the calendar year. The Vestry shall direct the Finance Committee to prepare an annual budget. The Vestry shall adopt the budget prior to the beginning of the new year and present it to the parish at the Annual Meeting.
- f. The Vestry, with the assistance of the Parish Treasurer and the Rector, shall authorize an annual audit of Parish accounts by a certified or independent accountant or as otherwise provided by the Canons of the Church. A certified copy of the audit shall be forwarded to the Diocesan office. The costs of such an audit, if any, shall be paid by the Parish.

Section 8. At its first meeting following the Annual Parish Meeting, the Vestry shall nominate and elect from outside its membership, a clerk. It will be the responsibility of the Clerk to record all proceedings of Vestry meetings and serve as custodian of certain records, including but not limited to, the minutes of the Vestry and the corporate records of the Church.

a. The Clerk, elected from outside the Vestry, must be a communicant in good standing of the Parish, and shall have the right to address the Vestry on all issues, but shall not have the right to vote at Vestry meetings.

Section 9. It shall be the duty of the Vestry to conduct a periodic evaluation of the insurance coverage on the Parish property and of its liability to insure adequate coverage.

Section 10. It shall be the duty of the Vestry to cause to have prepared an annual accounting of the temporal condition of the Parish. The report will be received at the Annual Parish Meeting and shall be forwarded to the incoming Vestry at its first meeting following the Annual Parish Meeting.

Section 11. It shall be the duty of the Vestry to prepare a capital improvement plan and update said plan annually.

Article VI

Wardens and Executive Committee

Section 1. At its first meeting following the Annual Parish Meeting, the Vestry shall elect the Senior Warden and the Junior Warden. The Rector, if he desires, shall nominate the Senior Warden from among the Vestry members, who shall be known as the "Rector's Warden." A Junior Warden shall be elected by the Vestry from its membership and shall be known as the "People's Warden."

a. The Wardens shall serve for one year and shall be eligible to succeed themselves provided they are eligible to remain on the Vestry.

b. In the event of a vacancy in the office of either Senior or Junior Warden, the Vestry shall select from among its number a Warden or Wardens who shall serve until the next Annual Parish Meeting.

c. The duties of the Senior Warden shall be those as set out within these By-laws and the Constitution and Canons of the Church.

d. The duties of the Junior Warden shall include, the care and maintenance of the physical property of the Church and to serve in the stead of the Senior Warden in the absence of the Senior Warden.

e. There shall be an Executive Committee comprised of both Wardens, the Rector, the chair of the Finance Team and one member of the Vestry, selected by the members of the Vestry.

Article VII

Convocation Board and Diocesan Delegates

Section 1. Delegates and Alternate Delegates to the Convocation Board and Diocesan Convention shall be elected as provided by the Canons of the Diocese of Kansas. They shall be elected at the Annual Parish Meeting and shall serve in accordance with the Canons.

a. If the Annual Parish Meeting fails to elect such delegates and Alternates, the Vestry shall elect the same.

Section 2. Delegates and Alternate Delegates shall serve for terms of three (3) years, and shall not be re-elected until the Annual Parish Meeting following the expiration of their terms.

Section 3. Only constituent members in good standing, who are eligible to vote at Parish Meetings, shall be eligible to serve as Delegates to the Convocation Board and the Diocesan Convention.

Article VIII

Rules of Order

Section 1. The Constitution and Canons of the Episcopal Church in the United States of America, together with the Constitution and Canons of the Diocese of Kansas and the By-laws, shall govern all meetings of the Parish and of the Vestry.

a. On matters not addressed by any of the above, the latest edition of the rules found in *Robert's Rules of Order* shall apply. If desired, the Rector may appoint from among the constituent members in good standing, a person to act as parliamentarian for Parish meetings and Vestry meetings.

Article IX
Articles of Incorporation and Indemnification
of Parish Officers and Vestry Members

Section 1. The Parish, being incorporated, shall comply with the Kansas statutes governing corporations. The Parish shall have a corporate seal on which shall be inscribed information consistent with Kansas statutes governing corporate seals.

- a. The Clerk of the Vestry shall have custody of the corporate seal.

Article X
Enactment, Amendment and Repeal

Section 1. The By-laws shall become effective upon and from the date of their adoption by a two-thirds (2/3) majority of constituent members present and voting at the Annual Parish Meeting. New By-laws may be enacted and existing By-laws may be repealed or amended by two-thirds (2/3) majority of constituent members present and voting at the Annual Parish Meeting or at a Special Parish Meeting.

Section 2. Amendments to these By-laws must be proposed in writing and circulated to each constituent member of the Parish who is eligible to vote at the Annual Parish Meeting, not less than ten (10) days prior to any Annual Parish Meeting or Special Parish Meeting.

Section 3. Any portion of the By-laws found to be in conflict with the Constitution and Canons of the Episcopal Church in the United States of America or the Constitution of the Diocese of Kansas shall be null and void.

Upon their adoption at the Annual Parish Meeting, and with the concurrence of the Bishop of the Diocese of Kansas, these By-laws shall rescind and supersede all other By-laws previously adopted by this Parish.

Article XI
Indemnification

In accordance with the laws of the State of Kansas, these By-laws shall provide for the indemnification of officers, member of the Vestries, employees and agents; the advancement of expenses; insurance and definitions related thereto.

- a. St. David's shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that such person is or was a member of the Vestry, officer, employee or agent of the

corporation, or is or was serving at the request of the corporation as a member of the Vestry, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including attorney fees, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the interests of the corporation; and with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such a person reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

b. St. David's shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a member of the Vestry, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a member of the Vestry, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, including attorney fees, if such person acted in good faith and in a manner such person reasonable believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

c. To the extent that a member of the Vestry, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b), or in defense of any claim, issue or matter therein, such member of the Vestry, officer, employee or agent shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith, including attorney fees.

d. Any indemnification under subsections (a) and (b), unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the member of the Vestry, officer,

employee or agent is proper in the circumstances because such member of the Vestry, officer, employee or agent has met the applicable standard of conduct set forth in subsections (a) and (b). Such determination shall be made (1) by the Vestry by a majority vote of a quorum consisting of member of the Vestry who were not made parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, by the members of the Parish.

e. Expenses incurred by a member of the Vestry or officer in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the member of the Vestry or officer to repay such amount if it is ultimately determined that the member of the Vestry or officer is not entitled to be indemnified by the corporation as authorized in the section. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Vestry deems appropriate.

f. The indemnification and advancement of expense provided by, or granted pursuant to, the other subsections of this section shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expense may be entitled under any Bylaw, agreement, vote of the Parish or disinterested members of the Vestry or otherwise, both as to action in a person's official capacity and as to action in another capacity while holding such office.

g. St. David's may purchase and maintain insurance on behalf of any person who is or was a member of the Vestry, officer, employee or agent or the corporation, or is or was serving at the request of the corporation as was a member of the Vestry, officer, employee or agents of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this section.

h. For purposes of this section, references to "St. David's" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of s constituent) absorbed in a consolidation or merger which, of its separate existence and continued, would have had the power and authority to indemnify its member of the Vestry, officer, employee or agents, so that any person who is or was a member of the Vestry, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a member of the Vestry, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this section with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued.

i. For purposes of this section, references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to “serving at the request of the corporation” shall include any service as a member of the Vestry, officer, employee or agent of the corporation which imposes duties on, or involves services by, such member of the Vestry, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interest of the corporation” as referred to in this section.

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