

ST. LUKE'S EPISCOPAL CHURCH (TRINITY PARISH)
6030 Grosvenor Lane, Bethesda, MD 20814

BYLAWS
ADOPTED AT AN ALL-PARISH MEETING
April 28, 2026



COME EAT, GO SERVE

CONTENTS

<u>Article/Section</u>	<u>Page</u>
RESOLVED	
PREAMBLE	
I AUTHORITY OF GOVERNANCE.....	1
II DEFINITIONS.....	2
1. Member	
2. Communicant in Good Standing	
3. Contributor of Record	
4. Voting Member	
5. Parish Organization	
III CLERGY.....	2
1. Rector	
2. Assistant Clergy	
3. Priest-in-Charge	
4. Letter of Agreement	
5. Compensation	
IV VESTRY.....	3
1. Duties and Powers	
2. Elected Members	
3. Election and Installation	
4. Voting and Quorum	
5. Meetings	
6. Vacancies	
7. Committees, Guilds, and Commissions	
8. Parochial and Fiscal Reports	
V LAY DELEGATES and ALTERNATE DELEGATES to the DIOCESAN CONVENTION and REGIONAL ASSEMBLY MEETINGS.....	6
1. Qualifications and Election	
2. Notice to the Secretary of the Diocesan Convention	
3. Duties and Reports	
VI OFFICERS.....	7
1. Terms	
2. Clerk	
3. Treasurer, Assistant Treasurer, and Chair of the Finance Ministry	
4. Financial Contributions Officer (FCO) and Assistant FCO	

VII	ALL-PARISH MEETINGS.....	8
	1. Annual Meeting	
	2. Special Meetings	
	3. Petition Content	
	4. Notice	
	5. Posting of Voting Members	
	6. Presiding Officer	
	7. Location	
	8. Quorum, Voting, and Adjournments	
	9. Business of the Annual Meeting	
	10. Nominations	
	11. Judges and Tellers	
	12. Minutes	
VIII	FISCAL POLICY.....	11
	1. Fiscal Year	
	2. Annual Budget	
	3. Parish Accounts	
	4. Borrowings	
	5. Investment Responsibility	
	6. Annual Audit	
IX	GIFTS and ENDOWMENT FUNDS.....	12
	1. Acceptance of Gifts	
	2. Gifts and Bequests	
	3. Management and Investment of All Gifts, Bequests, and General Endowment Funds	
X	BONDING, INDEMNIFICATION, and INSURANCE.....	13
	1. Bonding	
	2. Indemnification	
	3. Other Insurance	
XI	RULES OF ORDER.....	13
XII	BYLAW AMENDMENTS and REVISIONS.....	14
	1. Periodic Review	
	2. Amendments and Notice	
	3. Two-thirds Vote	
	4. Final Copy	

ST. LUKE'S EPISCOPAL CHURCH
TRINITY PARISH

BYLAWS REVISED, AMENDED, AND ADOPTED AT AN ALL-PARISH
MEETING April 28, 2026

RESOLVED, this 28th day of April 2026, that any and all Bylaws previously adopted by St. Luke's Episcopal Church, Trinity Parish, since its entrance into union with the Convention of the Protestant Episcopal Church of the Diocese of Washington are hereby repealed and that the following Bylaws are adopted and shall take effect immediately.

PREAMBLE

The membership of St. Luke's Episcopal Church, Trinity Parish, called to be a community of worship, faithfulness, and service for the sake of the reign of God on earth as it is in heaven, sets forth these Bylaws for the governance of our communal life in Christ within the tradition of the Protestant Episcopal Church in the United States of America and under the guidance of the Holy Spirit.

In keeping with Church Canons and Constitutions, it is the Parish's firm and joyful commitment that no one shall be denied rights, status, or access to an equal place in the life, worship, and governance of this Church because of race, color, ethnic origin, national origin, marital status, sex, sexual orientation, gender identity and expression, disabilities, age, or immigration status.

ARTICLE I – AUTHORITY OF GOVERNANCE

These Bylaws of St. Luke's Episcopal Church, Trinity Parish, Bethesda, Montgomery County, Maryland, admitted into union with the Convention of the Protestant Episcopal Church of the Diocese of Washington (EDOW) on May 5, 1958, by resolution of the Convention, are in full conformity with the provisions of the Constitution and Canons of the General Convention of the Protestant Episcopal Church in the United States of America (the Episcopal Church), and the Constitution and Canons of the EDOW and Diocesan Policies, and are not inconsistent with public law (Maryland Corporations and Associations Law). Should these Bylaws, or any part of them, be inconsistent with the said Law, Constitutions and/or Canons, as now written or hereafter amended, said Law, Constitution, and/or Canons shall prevail.¹

¹ The most recent versions of the referenced documents are as follows:

1. The Constitution and Canons of the General Convention of the Protestant Episcopal Church in the United States of America (2024), and
2. The Constitution and Canons of the Episcopal Diocese of Washington (2024) and Diocesan Policies, also referred to at times as the "Diocesan Canons".

ARTICLE II – DEFINITIONS

Section 1. Member. Any person who desires to attend Parish services and to contribute to the support of the Parish is welcome to become a Member. A Member is a person who has been baptized with water in the Name of the Father, and of the Son, and of the Holy Spirit, whether in the Episcopal Church or in another Christian Church, and whose Baptism has been recorded in the Episcopal Church.

Section 2. Communicant in Good Standing. A Communicant in Good Standing is a Member who has received Holy Communion at least three times during the previous 12 months, and has been faithful in corporate worship, unless prevented by good cause, and has been faithful in working, praying, and giving for the spread of the Kingdom of God. The Rector is the final judge of such qualifications and may consult with the Wardens on such decisions.

Section 3. Contributor of Record. A Contributor of Record is a Member of the Parish who has contributed financially and/or through other services to the life of the Parish in the previous 12 months.

Section 4. Voting Member. A Voting Member is a Communicant in Good Standing who is at least 16 years of age and a Contributor of Record to this Parish.

Section 5. Parish Organization is as follows:

- (a) The Vestry consists of the Rector and elected members: the Senior Warden, the Junior Warden, and nine Senior Vestry members, and may include up to two Junior Vestry members;
- (b) Elected Lay and Alternate Delegates to the Diocesan Convention and Regional Assembly Meetings; and
- (c) Officers: Clerk, Treasurer and Assistant Treasurer, Financial Contributions Officer (FCO), (optional) Assistant Financial Contributions Officer, and Chair of the Finance Committee; and others that the Vestry may name.

ARTICLE III - CLERGY

Section 1. Rector. When the Rector's position becomes vacant the Vestry shall, by a majority vote of the whole Vestry, and in consultation with the Bishop, elect a new

Rector from among the priests or other clergy eligible according to the Canons of the Episcopal Church and the policies, guidelines, and Canons of the EDOW.

Section 2. Assistant Clergy. The Vestry shall, by majority vote of the whole Vestry, elect Assistant Clergy who are nominated by the Rector, after consultation with the Bishop, according to the Canons of the Episcopal Church and the policies, guidelines, and Canons of the EDOW.

Section 3. Priest-in-Charge. After consultation with the Vestry, the Bishop may appoint a Priest to serve as Priest-in-Charge of any congregation in which there is no Rector. The Priest-in-Charge exercises the duties of Rector outlined in Canon III.9.6, subject to the authority of the Bishop.

Section 4. Letter of Agreement. A call to a Rector or Assistant Clergy or Priest-in-Charge shall contain a Letter of Agreement in accordance with applicable policies, guidelines, and Canons of the Diocese of Washington.

Section 5. Compensation. To comply with Diocesan Canon 4705(I), the parish will make the payment of clergy compensation a priority over all other payments from the income of the parish and, except as provided in the foregoing clause, make the payment of lay compensation a priority over all other payments from the income of the parish.

ARTICLE IV – VESTRY

Section 1. Duties and Powers.

- (a) Trustees for the Parish. The Vestry shall act as Trustees for the Parish in accordance with the usage and discipline of the Episcopal Church, in compliance with the laws of the State of Maryland, and under the provisions of these Bylaws.
- (b) Basic Responsibilities. The responsibilities of the Vestry shall include:
 - (1) Assisting in defining and articulating the mission and strategy of the congregation;
 - (2) Supporting the mission of the church by word and deed;
 - (3) Selecting the Rector;
 - (4) Ensuring effective organization and management of, and planning for, the Parish;

- (5) Mobilizing adequate resources of leadership and financial stewardship;
- (6) Formulating and enforcing all internal financial controls to ensure that resources are managed prudently, wisely, and effectively;
- (7) Ensuring that buildings and other properties of the Parish are well maintained and repaired promptly when necessary, and also that maintenance and depreciation are adequately provided for;
- (8) Determining that appropriate programs, policies, and procedures are developed and followed; and
- (9) Periodically assessing its performance and the general health of the Parish.

Section 2. Elected Members.

- (a) Only one member of a household may serve as a Warden or Member of the Vestry at any one time.
- (b) Senior and Junior Warden.
 - (1) Qualifications: Must be at least 18 years of age and a Voting Member of the Parish for at least the 12 months before the election. A Warden shall indicate, to the satisfaction of the Rector and the Nominating Committee, an understanding of the Constitution and Canons of the Episcopal Church.
 - (2) Terms: Wardens are elected to serve two years and may be elected to serve up to two consecutive terms. After the second term there must be at least a one-year break in service before an individual can be reelected as a Warden.
- (c) Senior Vestry Members.
 - (1) Qualifications: Must be at least 18 years of age and a Voting Member of the Parish.
 - (2) Terms: Senior Vestry members are elected to serve three years and may be elected to serve up to two consecutive terms. After the second term there must be at least a one-year break in service before an individual can be reelected as a Senior Vestry member.
- (d) Junior Vestry Members.

- (1) Qualifications: Must be at least 16 and no more than 18 years of age and a Communicant in Good Standing.
- (2) Terms: Junior Vestry members are elected to serve one year and may be elected to a second one-year term.

Section 3. Election and Installation. Vestry members shall be elected at the Annual Meeting by the Voting Members of the Parish. They take office immediately following election, at which time they pledge to execute faithfully the office to which they have been elected.

Section 4. Voting and Quorum.

- a) The following may vote at Vestry meetings: the Rector, the Senior Warden, the Junior Warden, Senior Vestry members, and Junior Vestry members, subject to the restrictions noted in Section 4(b) below.
- b) Junior Vestry members under the age of 18 may not constitute a majority of the Vestry members, may not be included in the computation of a quorum, and may not vote on the acceptance of any contractual obligation of the Vestry. In all other respects, they shall have full power and responsibilities as Vestry members.
- c) A quorum for the transaction of Vestry business shall consist of 5 voting members. A quorum having been established, the vote of a majority of the voting members present shall be required for all elections or adoption of any matter.
- d) The terms of office of Wardens, Vestry Members, and Officers shall extend until the due election of their respective successors.

Section 5. Meetings.

- a) Regular meetings of the Vestry shall be held monthly at a regular time and place to be fixed by the Vestry. A Vestry meeting may be conducted by electronic means, including by telephone, if each Vestry member participating in the meeting is able to communicate simultaneously with each other member participating in the meeting.
- b) Other meetings of the Vestry may be called by the Rector, the Senior Warden, or one-third of all the lay voting Vestry members, upon not less than three days' notice.
- c) The Rector shall have the right to preside at all Vestry meetings. If the Rector declines to preside, the Senior Warden, if present, otherwise the Junior Warden, shall preside, or in the absence of both, another member

elected by the Vestry shall preside. If the parish is without a Rector, the Bishop of the Diocese shall preside, if present.

- d) All meetings of the Vestry shall be open to members of the Parish, except that any meeting or portion of a meeting may be closed to non-members of the Vestry upon a majority vote of the Vestry present. Portions of any meeting in which employee compensation and/or personnel actions are discussed shall be closed. The Vestry shall maintain a full and fair record of all its meetings and make the record of all but the closed portions of those meetings freely available to Parish members.

Section 6. Vacancies. In the event of a vacancy between Annual Meetings in the position of Warden or elected Vestry member, the Vestry shall elect by majority vote a qualified person to fill the vacancy until the next Annual Meeting, when the Parish will elect someone to complete the vacated term.

Section 7. Committees, Guilds, and Commissions. The Vestry may establish such committees, guilds, and commissions as it deems necessary to carry out the purposes of the Parish. Each such committee, guild, or commission shall be overseen by the Vestry members, and shall prepare a Charter describing its purpose, responsibilities, membership, methods of operation, and similar performance details. Each such Charter shall be submitted to the Vestry for approval as requested by the Vestry.

The Vestry establishes the Financial Ministry as a standing committee, responsible for developing an annual operating budget, presenting a budget to the Vestry for approval, monitoring adherence to the budget, and setting long-range financial goals along with funding strategies to achieve them. The Financial Ministry will present all financial goals and proposals to the Vestry for approval. Members of the Financial Ministry include the Chair, the Treasurer, the Assistant Treasurer, the Financial Contributions Officer, and a minimum of two additional parish members.

Section 8. Parochial and Fiscal Reports. The statistical and fiscal years of the Diocese coincide with the calendar year. The Parish shall submit required Parochial Reports and fiscal audit reports for each year to the Bishop in accordance with Episcopal Church Canon.²

ARTICLE V – LAY DELEGATES and ALTERNATE DELEGATES to the DIOCESAN CONVENTION and REGIONAL ASSEMBLY MEETINGS

² The deadlines are March 1 for the parochial report (Episcopal Church Canon I.6.1) and September 1 for the audit report (Episcopal Church Canon I.7.1(g)).

Section 1. Qualifications and Election. Lay Delegates and Alternate Delegates to the Diocesan Convention shall be elected by majority vote at the Annual Meeting, and in accordance with the Constitution and Canons of EDOW. Delegates and their Alternates shall be at least 18 years of age and Voting Members of the Parish. Delegates and Alternates shall serve from their election until the next Annual Meeting and shall be eligible for reelection for up to six consecutive years.

Section 2. Notice to the Secretary of the Diocesan Convention. For all Lay Delegates and Alternates, the Clerk shall certify to the Secretary of the Diocesan Convention promptly following their election, but not less than 30 days before the date of the Convention, all pertinent contact information, including their name and address, specifying that they have been chosen in accordance with EDOW Canon 2.

Section 3. Duties and Reports. Lay Delegates to the Diocesan Convention shall report to the Parish within 30 days after Diocesan Conventions. The Lay Delegates shall also represent the Parish at Diocesan Regional Assembly Meetings and other meetings as the Vestry may specify. The Vestry may designate representatives other than, or in addition to, the Lay Delegates, to represent the Parish at meetings other than the Diocesan Convention. Alternate Delegates may attend all Diocesan functions and may vote in the absence of Lay Delegates.

ARTICLE VI –OFFICERS

Section 1. Terms. Officers shall serve from their appointment until the next Annual Meeting and shall be eligible for reappointment for up to six consecutive years.

Section 2. Clerk. The Vestry, at its first meeting after each Annual Meeting and at other times when the position of Clerk is vacant, shall elect a Clerk from among Voting Members who are at least 18 years of age and are not members of the Vestry. The Clerk is charged with the following duties:

- (a) Maintaining, under the direction of the Rector, accurate written records of the life of the Parish;
- (b) Providing for keeping full and accurate minutes of all official meetings of the Parish and Vestry, including the Annual Parish Meeting and other All-Parish Meetings;
- (c) Executing, together with the Rector, all liens, deeds, contracts, transfers, and other legal instruments when directed by the Vestry or as provided by the Bylaws; and
- (d) Such other responsibilities as the Vestry may direct.

The Rector, or in the Rector's absence the Senior Warden, shall designate an alternate Clerk in the absence of the appointed Clerk.

Section 3. Treasurer, Assistant Treasurer, and Chair of the Finance Ministry. The Vestry, at its first meeting after each Annual Meeting and at any other time when the position of Treasurer, Assistant Treasurer, or Chair of the Finance Ministry becomes vacant, shall elect a Treasurer, an Assistant Treasurer, and a Chair of the Finance Ministry. An individual may be qualified to be Treasurer regardless of whether or not that individual is a member of the parish or a member of the Vestry (Diocesan Canon 4706(b)(1)). The Treasurer, the Assistant Treasurer, and the Chair of the Finance Ministry are charged with the following duties:

- (a) Providing for the maintenance of all books and records necessary for facilitating the financial business of the Parish;
- (b) Rendering a monthly report to the Vestry on the financial condition of the Parish;
- (c) Providing for all disbursements for the account of the Parish when the proper invoices or vouchers for the expenditures have been approved by the Parish member serving as chair of the relevant ministry.
- (d) Filing reports and summaries as required by the Vestry, the Episcopal Church, and local, state, or federal law; and
- (e) Such other responsibilities as the Vestry may direct.

Section 4. Financial Contributions Officer (FCO) and Assistant FCO. The Vestry, at its first meeting after each Annual Meeting and at other times when the position of FCO or Assistant FCO becomes vacant, shall elect an FCO and (optionally) an Assistant FCO from among Voting Members who are at least 18 years of age and are not members of the Vestry. The FCO and the Assistant FCO are charged with the following duties:

- (a) Providing for the maintenance of all books and records necessary for recording, reporting, and summarizing contributions made to the Parish by individuals, families, and other entities, and for protecting the confidentiality of such contributions;
- (b) Filing reports and summaries as required by the Vestry, the Episcopal Church, and local, state, or federal law; and
- (c) Such other responsibilities as the Vestry may direct.

ARTICLE VII – ALL-PARISH MEETINGS

Section 1. Annual Meeting. There shall be an Annual Meeting of the Parish during the month of October, on a date designated by the Vestry. If the Vestry does not determine the date and place of the annual meeting of the parish during the first 11 months of any year, that meeting shall be held on the Monday night following the first Sunday in December at the church (Diocesan Canon 4704(a)).

Section 2. Special Meetings. A Special Meeting of the Parish to address specific agenda topics may be called by (a) the Rector, (b) at least five members of the Vestry, or (c) a petition signed by at least 15 Voting Members.

Section 3. Petition Content. Any petition from Voting Members must state the purpose of the meeting and be delivered to the Rector and one of the Wardens (or in their absence, another member of the Vestry). If such a petition does not specify a date for the Special Meeting or specifies a date that will not permit adequate notice to be given pursuant to Section 4 of this Article, the Senior Warden (or in the absence of the Senior Warden, the Junior Warden or another member of the Vestry) shall fix a date for the Special Meeting that is within 45 days of the receipt of the petition.

Section 4. Notice. Written notice of an All-Parish Meeting (any annual or special meeting) shall be sent by mail and e-mail at least 20 days before the date of the meeting (or at least 30 days before the date of the Meeting if action on Bylaw changes is to be presented) to all Voting Members of the Parish. The Notice may also be posted on the Parish website and communicated by other official electronic media of the Parish. The Notice shall indicate the date, time, place, and proposed agenda of the meeting (including, if applicable, explanations of any proposed Bylaw changes to be presented for action). In the case of a Special Meeting, no business shall be conducted other than the business specified in the Notice. The Notice of Meeting shall be repeated at every Sunday service for the two Sundays immediately preceding the date of the meeting.

Section 5. Posting of Voting Members. The Clerk shall post the Parish list of all Voting Members in a prominent location at least 15 days before any All-Parish Meeting.

Section 6. Presiding Officer. The Rector (or, in the Rector's absence, the Senior Warden; or in the Senior Warden's absence, the Junior Warden) shall preside at All-Parish Meetings. If the Rector position is vacant, (1) the Bishop of the Diocese, if present, shall preside, or (2) a designee of the Bishop shall preside, or (3) if neither the Bishop nor the Bishop's designee is present, then the Senior Warden shall preside or, in the absence of the Senior Warden, the Junior Warden (Diocesan Canon 4704(e)(5)).

Section 7. Location. The annual parish meeting and special parish meetings are held at a location that the Vestry designates.

For good cause, the Vestry may designate that a parish meeting be conducted by electronic means if each meeting participant is able to communicate simultaneously with each other participant at the meeting, when recognized to speak.

In a meeting conducted electronically, the Vestry must ensure that the voting members are provided with a fair and effective method of electronic voting.

Section 8. Quorum, Voting, and Adjournments.

- (a) A quorum for the conduct of business at any All-Parish Meeting shall be 20 percent of all Voting Members.
- (b) A quorum having been established, the vote of a majority of the Voting Members present shall be required for all elections or adoption of any matter, except that a two-thirds majority shall be required for any change to the Bylaws. All voting shall be by secret ballot unless by acclamation.
- (c) In the absence of a quorum, the Presiding Officer shall adjourn the meeting to allow for a new time and place to be determined by the Vestry. Written Notice of the time and place for reconvening the meeting shall be communicated to all Members of the Parish at least five days before the date of reconvening and otherwise in accordance with Section 4 of this Article.

Section 9. Business of the Annual Meeting. The content and order of the business of the Annual Meeting shall be set by the Presiding Officer in consultation with the Vestry. All reports included in the business of the Annual Meeting shall be made available to Members in writing.

Section 10. Nominations.

- (a) Nominating Committee. At least one month before the date of the Annual Meeting, the Vestry shall select five qualified Voting Members of the Parish to act as a Nominating Committee and shall report their names at Sunday services and in Parish publications soon after selection. No more than two currently-serving Vestry members may be members of the Nominating Committee, and none may be running for another term at the time of their Nominating Committee membership. The Committee shall make nominations for the open positions of Warden or Vestry member for consideration at the Annual Meeting.

- (b) List of Nominees. The list of nominees shall be published in the Sunday bulletin and notified to all Members by mail, e-mail, and other official electronic media of the Parish at least 10 days before the Annual Meeting.
- (c) Other Nominees. At the Annual Meeting, nominations for any position may be made from the floor, provided the nominator has ascertained the qualifications and received the consent of the nominee.

Section 11. Judges and Tellers.

- (a) The Vestry members present at the Annual Meeting shall act as judges of elections, and all questions respecting the qualification of Voting Members and conduct of elections shall be submitted to them for a majority decision. Any determination of the Vestry shall be final (Diocesan Canon 4703(d) and 4704(f)).
- (b) The Presiding Officer shall appoint from the Voting Members present three or more tellers to count the ballots and report the result of each vote.

Section 12. Minutes.

- (a) The Clerk shall act as recorder of the meeting. If the Clerk is absent, the Presiding Officer may appoint a recorder, subject to the affirmation of those participating in the Annual Meeting.
- (b) It shall be the duty of the recorder to make a full and fair written record of the proceedings of the meeting and all determinations of the questions passed upon by the Vestry members acting as judges of the election. This record shall be made available to all Members and made part of the permanent record of the Parish.

ARTICLE VIII – FISCAL POLICY

Section 1. Fiscal Year. The Fiscal Year of the Parish shall begin January 1 and end December 31.

Section 2. Annual Budget. An Annual Budget for each Fiscal Year shall be prepared and approved by the Vestry, preferably before the beginning of the Fiscal Year, but in no case later than January 31 of the new Fiscal Year. During the Fiscal Year the Vestry may amend the Annual Budget as needed to reflect actual experience.

Section 3. Parish Accounts. All Parish Accounts in excess of \$200 shall be maintained by the Treasurer unless otherwise directed by the Vestry.

Section 4. Borrowings. No loans shall be contracted on behalf of the Parish and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Vestry and approved by the Standing Committee of EDOW.

Section 5. Investment Responsibility. Ultimate responsibility for all investments shall lie with the Vestry. Investments shall be reviewed periodically, at least annually. No provision shall be approved that permits any Parish funds to be managed by an independent agency, trust, or other entity that is not appointed by Vestry and directly answerable to it.

Section 6. Annual Audit. The Vestry shall designate a Certified Public Accountant to make an audit of the Parish's books and records in accordance with generally accepted accounting principles or on any other comprehensive basis approved by the Vestry. The audit shall be conducted at the end of each fiscal year and on any occasion when there is a change in the office of Treasurer. The audit report shall be reviewed by the Vestry and a final copy of the audit shall be sent to the Bishop of the EDOW in accordance with Episcopal Church Canon I.7.1(g).³ A copy of the final audit report shall be made available to any Contributor of Record who requests it.

ARTICLE IX – GIFTS and ENDOWMENT FUNDS

Section 1. Acceptance of Gifts. No object or gift intended as a permanent addition to the Parish property, or to be used therein in public worship, shall be accepted as a gift or memorial without the approval of the Rector and Vestry. All gifts and endowment funds shall be included in Parish records and subject to the annual audit as directed in Article VIII, Section 6.

Section 2. Gifts and Bequests. Restricted gifts and bequests to the Parish shall be maintained in separate accounts.

- (a) Restricted Accounts shall consist of all gifts and bequests to the Parish that have been restricted in use to funding a particular program, activity, or asset of the Parish and shall be administered in accordance with the directives of the donors.
- (b) Permanently Restricted Gifts shall consist of all gifts and bequests that have been restricted in use by donors so that principal may not be diverted to other uses.
- (c) General Endowment Funds shall consist of all gifts and bequests to the Parish that have not been restricted in use by donors and have been added to the General Endowment by the Vestry.

3. Episcopal Church Canon I.7.1(g) provides that the audit reports are due by September 1.

Section 3. Management and Investment of All Gifts, Bequests, and General Endowment Funds. All such funds shall be managed carefully for purposes specified by donors or invested prudently to obtain current income while conserving principal. Appropriate provision shall be made for accounting to the donors the manner in which principal and income have been applied toward the purposes they specified.

ARTICLE X – BONDING, INDEMNIFICATION, and INSURANCE

Section 1. Bonding. The Treasurer, Assistant Treasurer, and such other officers and personnel of the Parish as determined by the Vestry may be bonded with corporate surety for the faithful performance of their duties. The Parish pays the cost of such bonds.

Section 2. Indemnification. The Parish shall indemnify and hold harmless, to the fullest extent allowed by law, any person who at any time serves or has served the Parish as Clergy, a Member of the Vestry, or an Officer, as well as any other person the Vestry has determined to be responsible for specified Parish activities. To be eligible for indemnification, the person's conduct shall conform to the strictures of relevant Maryland laws, to wit: the person's conduct shall have been made in good faith, in the reasonable belief that his or her conduct was not opposed to the best interests of the Parish nor was unlawful. The extent of indemnification may include, at the discretion of the Vestry: (a) reasonable expenses, including reasonable attorney's fees, actually incurred by the person in connection with any threatened, pending, or completed action, suit, or proceedings and any appeal thereof, whether civil, criminal, administrative, or investigative, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity; and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, fine, penalty, or settlement for which he or she may have become liable in any such action, suit, or proceeding.

Section 3. Other Insurance. The Vestry may also purchase, maintain, and otherwise arrange such other insurance as it considers necessary on behalf of any person who is (or was) a Vestry member, officer, employee, or agent of the Parish, or is (or was) serving at the request of the Parish in any other organization as a director, officer, employee, or agent. Such insurance is generally obtained under blanket policies maintained by EDOW for that purpose.

ARTICLE XI – RULES OF ORDER

The Vestry may establish its own rules of order by custom or by resolution. If no rules of order are recognized or if any member shall request it, "Robert's Rules of Order" most recently revised shall govern. This practice shall apply to all meetings of the Vestry and the Parish.

ARTICLE XII – BYLAW AMENDMENTS and REVISIONS

Section 1. Periodic Review. At least every five years, these Bylaws shall be reviewed by a committee appointed by the Vestry, revised or amended as needed, and submitted by the committee to the Vestry for final drafting and referral to an All-Parish Meeting for approval, according to the notification process set out in Section 2 of this Article.

Section 2. Amendments and Notice. These Bylaws may be revised, amended, or repealed at an All-Parish Meeting, provided that written notice and a copy with explanation of any proposed revision, amendment, or repeal of any Bylaw shall be mailed/e-mailed to all Voting Members at least 30 days before the meeting at which such revision, amendment, or repeal is intended to be proposed.

Section 3. Two-thirds Vote. A two-thirds majority of the Voting Members present at an All-Parish Meeting shall be necessary to revise, amend, or repeal these Bylaws.

Section 4. A final copy of any approved revision, amendment, or repeal of the Bylaws must be sent to the Governance Officer or Bishop of EDOW.