

BY-LAWS OF TRINITY EPISCOPAL CATHEDRAL OF RENO, NEVADA

ARTICLE I Name and Object

Section 1. The name of this corporation and body of Christ's people shall be known as Trinity Episcopal Cathedral, a Nevada Corporation, meeting in Reno, Nevada, formerly known as Trinity Episcopal Church, and hereafter known as the "Parish."

Section 2. To the extent applicable, the Constitution and Canons of the Episcopal Church in the United States of America, and the Constitution and Canons of the Episcopal Diocese of Nevada, shall be a part of these Bylaws, but in any event shall govern the affairs of this Parish.

ARTICLE II Membership

Section 1. Parish Members. All persons who have received the Sacrament of Holy Baptism with water in the Name of the Father, and of the Son, and of the Holy Spirit, whether in this Church or in another Christian Church, and whose Baptisms have been duly recorded in this Parish, shall be members thereof.

Section 2. Voting Members. All members of this Parish, sixteen years of age and over, who during the previous year have been faithful in corporate worship, unless for good cause prevented, and have been faithful in working, praying, and giving for the spread of the Kingdom of God, are to be considered members in good standing and are entitled to voice and vote at all meetings of the Parish.

ARTICLE III Meetings of the Parish

Section 1. Annual Meeting. There shall be an Annual Meeting in January at such time and place as determined by the Vestry, and it shall be announced at church services on at least the two Sundays preceding the meeting, as well as by written notice mailed and/or emailed to the membership at least ten days prior to the meeting. The agenda at the Annual Meeting will include but not be limited to:

- a. the election of Vestry members;
- b. the election of diocesan convention delegates;
- c. the receiving of reports of the Rector, or if the same person, the Dean, of the Treasurer, of the Vestry, of the Wardens, of committees and other groups; and
- d. any such other business as may be lawfully transacted.

All elections shall be conducted by written ballot unless the number of nominees equals the number of positions being filled and no nominations are made from the floor. In the event of a

written ballot, only voting members shall have the right to cast ballots. In the event the number of nominees equals the number of positions being filled, only voting members may vote by acclamation. There shall be no proxy voting. All Meetings of the Parish membership and Vestry shall be conducted according to Robert's Rules of Order, Revised, whenever such Rules of Order are not inconsistent with the Articles of Incorporation, these Bylaws, or the statutes of the State of Nevada.

Section 2. Special Meetings. Special meetings of the Parish may be called at any time by the Rector, or if the same person, the Dean or the Senior Warden, and shall be called upon written request of a majority of the Vestry or by not less than twenty (20) voting members of the Parish. The time and place of such special meeting shall be determined by the Vestry, but shall be held within thirty (30) days of the date for which the meeting is requested. Public notice of the meeting shall be given from the chancel at each service on at least two Sundays preceding the meeting and shall be set forth in the church bulletin for such Sunday services. The notice shall set forth the time, place and matter(s) to be brought before the meeting. No other business shall be considered at such meetings.

Section 3. Quorum. Five percent (5%) of the pledging units shall constitute a quorum at any meeting of the Parish for all purposes, including the election of Vestry members and delegates to Convention.

Section 4. Presiding Officer. The Rector, or if the same person, the Dean may preside at any Parish meeting, or if the Rector/Dean is not present, the Senior Warden. In the event neither the Rector/Dean nor the Senior Warden desire to preside, then the Rector/Dean, or the Senior Warden, if the Rector/Dean is not present, may designate another to preside over the meeting.

ARTICLE IV

Vestry

Section 1. Purpose. The Vestry, in cooperation with the Ecclesiastical Authority, shall be agents and legal representatives of the Parish in all matters concerning its corporate property and the relations with the Parish to the Clergy. Thus, it shall be the responsibility of the Vestry to establish and enforce policies and procedures of the Parish in matters of finances, personnel, ministries, and buildings and grounds.

Section 2. Membership. The Vestry shall consist of the Rector, or if the same person, the Dean, no more than twelve (12) Vestry members elected by the Parish voting members, and the Youth member, selected as provided in subparagraph (e) of this Section.

a. The Rector/Dean shall be the Presiding Officer of the Vestry, shall be entitled to vote and shall have all rights and responsibilities of other members of the Vestry.

b. The Senior Warden shall be appointed by the Rector/Dean from the membership of the Vestry and announced at the Annual Meeting. In the absence of the Rector/Dean, the Senior Warden shall preside at Vestry meetings, unless the Rector/Dean appoints another Vestry member to preside at the meeting.

c. The Junior Warden shall be elected by the Vestry from its membership at the first regular Vestry meeting following the Annual Meeting.

d. All Vestry members shall be members in good standing, as defined in Article II, Section 2, of the Bylaws and each Vestry member shall have made a written financial pledge to support the work and ministries of the Parish.

e. One youth may serve as a member of the Vestry for the term of one year. The youth member, if under the age of sixteen years, shall be entitled to voice at all meetings of the Vestry. Upon attaining age sixteen years, the youth member shall be entitled to voice and vote

2 and all other rights and responsibilities of the Vestry except as required by Nevada law which precludes Vestry members under 18 years of age from voting on issues involving contracts between the Parish and third parties, investments, loans, banking and real property. The Youth member shall be nominated and selected by the members of the Parish.

f. Each member of the Vestry shall have one vote in deciding matters concerning the Parish, except as provided in subparagraph (e) above.

Section 3. Responsibilities. A Vestry member will be responsible for attending Vestry meetings, for serving on Vestry committees, for serving on Ministry teams, and for having regular contact with the Members of the Parish for the purpose of relating their needs and concerns to the Vestry.

The basic obligations of the Vestry and its members are set forth in Canon I.14.2, of the General Canons of The Episcopal Church and Canon XIV.1.a of the Canons of the Episcopal Diocese of Nevada, which state, respectively:

“...the Vestry shall be agents and legal representatives of the Parish in all matters concerning its corporate property and the relations of the Parish to its Clergy.”

“The vestry, in cooperation with the Ecclesiastical Authority, and in compliance with applicable diocesan policies, practices and standards, shall provide for the regular corporate worship and sacraments for the congregation; for the support and enablement of the ministries of its members; and for the stewardship of the resources of the congregation.”

Section 4. Terms. Terms of Parish-elected Vestry members shall be three (3) years. As nearly as practicable, the terms of Vestry members shall be staggered to enable the election of one-third of the Vestry members at each annual meeting. A Vestry member elected by the voting members shall not be eligible for re-election until the lapse of one year following completion of the member's term in office. The Senior Warden shall be appointed for a term of one-year, and may be reappointed at the discretion of the Rector, or if the same person, the Dean. The Junior Warden shall be elected by the Vestry for a one-year term, and may be re-elected by the Vestry, without limitation on successive terms as Junior Warden.

Vestry elections shall be held at the Annual Meetings and candidates receiving the highest number of votes at such meetings shall be elected.

Section 5. Vacancies. Should any vacancy occur in the Vestry through death, resignation or removal the Vestry shall fill such a vacancy by election of a suitable person to serve until a successor is elected at the next Annual Meeting to complete the remainder of the vacated term. In the event the office of Senior Warden becomes vacant during the year, the Rector, or if the same person, the Dean shall appoint a member of the Vestry to fill the position until the next Annual Meeting. In the event the office of Junior Warden becomes vacant during the year, the Vestry shall appoint a member of the Vestry to fill the position until the next Annual Meeting.

Section 6. Nominations.

a. Nominations for the open positions on the Vestry are to be made by a Nominating Committee composed of the retiring members of the Vestry and two (2) members of the Congregation elected by ballot at the previous Annual Meeting. The Rector, or if the same person, the Dean, is an ex-officio member of the Nominating Committee and shall appoint the Chair of the Committee.

b. The Nominating Committee shall hold its first meeting not less than 30 days prior to the Annual Meeting. It shall establish its own procedure and rules of conduct. The Committee shall select one or more nominees for each open position on the Vestry and shall present the list to the members of the Congregation by mail and/or email at least 10 days prior to the Annual Meeting. Announcements of the forthcoming elections shall be made at the regular Sunday Services.

c. At the Annual Meeting, the Chair of the Nominating Committee shall present the list of nominees and shall ask if there are additional nominations from the floor. Floor nominations may be made by any qualified member of the Congregation. Floor nominations must be seconded, and the nominee must consent to his or her nomination.

Section 7. Clerk and Treasurer. The Vestry shall annually appoint a Clerk and a Treasurer who need not be members of the Vestry. Unless elected members of the Vestry, the Clerk and Treasurer shall have a seat and voice on the Vestry, but no vote.

Section 8. Committees. The Vestry may create standing and special committees with such power and duties as the Vestry may determine.

Section 9. Meetings. The Vestry shall meet at least once each month, at a time and place fixed by the Vestry. Special meetings may be called by the Bishop, the Rector/Dean, a Warden, or any three (3) members of the Vestry, upon at least ten (10) days written notice transmitted by mail and/or email or three (3) days oral notice given to each member of the Vestry. The Vestry may not take formal action except at a properly noticed meeting at which there is a quorum consisting of a majority of the members of the Vestry serving at the time. All meetings of the Vestry shall be open to any member of the Congregation who may wish to attend.

Section 10. Proxies. No proxies of any kind shall be allowed for voting purposes or to establish a quorum at meeting of the Vestry.

Section 11. Conduct of Meetings. The conduct of meetings and the actions of the Vestry shall be in accordance with the Canons of the Church, and Roberts Rules of Order where they do not conflict with Church Canons.

Section 12. Absence from Vestry Meetings. If a Vestry member shall be absent from two (2) consecutive meetings, without excuse or just cause the position shall be considered vacant and will be filled as provided in Section 5 above. A call to the Senior Warden or Junior Warden prior to the meeting is required.

ARTICLE V

Officers

Section 1. The officers of the Parish shall consist of the Rector, or if the same person, the Dean, Senior Warden, Junior Warden, Clerk and Treasurer. All contracts or obligations of the Parish, except checks, shall be executed by the Senior or Junior Warden, and the Rector/Dean or one other officer of the Parish. Checks may be executed by such persons as the Vestry may from time to time prescribe.

Section 2. The Rector/Dean shall be the Parish's Chair of the Board and shall preside at meetings of the Parish and of the Vestry, unless he or she directs the Senior Warden or Junior Warden to preside. The Rector/Dean shall be the chief executive clerical officer of the Parish and shall in general have the powers incident to the office as defined in the Constitution and Canons of The Episcopal Church and the Episcopal Diocese of Nevada and also such additional powers as may be designated by the Vestry.

Section 3. The Wardens, in order of their seniority, shall be the chief executive lay officers of the Parish, and shall exercise any and all powers incident to their office. In the absence of the Rector/Dean or during a vacancy in that office, the Wardens shall provide for the temporary performance of his or her duties.

Section 4. The Treasurer shall have the custody of all the funds of the Parish and shall keep full and accurate accounts of all moneys received and paid by the Treasurer on account of the Parish and present a full statement thereof and of the financial condition of the Parish at each Annual Meeting and whenever so required by the Vestry.

Section 5. The Clerk/Secretary shall keep the minutes of all meetings of the Parish and of the Vestry, shall attend to the giving and service of all notices, and shall certify membership for voting when requested to do so by the Chair of a meeting.

Section 6. All officers, except as herein otherwise provided, shall in general perform the duties generally incident to their office and shall have corresponding powers and they shall perform such duties and have such other powers as may from time to time be designated by the Vestry.

ARTICLE VI

Election of Rector

Section 1. Conformance with Canons. The Rector/Dean shall be elected in accordance with the Canons and policies of the Episcopal Diocese of Nevada and Canons of The Episcopal Church.

Section 2. Qualifications. No person shall be elected Rector/Dean or be allowed to exercise any function as Rector unless he or she shall have the qualifications required by the Episcopal Diocese of Nevada and the approval of the Diocesan Bishop.

Section 3. Search Committee. Rector/Dean called to serve the Parish and the Diocese will be selected by a Search Committee which shall consist of appointees of both the Vestry and the Cathedral Chapter.

Section 4. Election. The call of a Rector/Dean shall be a joint call of the Vestry and the Chapter by a vote of two-thirds (2/3) of the Vestry and two-thirds (2/3) of the Cathedral Chapter in a meeting duly assembled and noticed, and with the consent of the Diocesan Bishop.

Section 5. Compensation. The compensation of the Rector/Dean shall be fixed by the Vestry.

ARTICLE VII

Responsibilities and Authority of Officers of the Parish

Section 1. Rector/Dean.

a. The Rector/Dean, as Chief Executive Officer of the Parish, shall have general control of the worship in the Parish and is vested with the spiritual jurisdiction of the Parish.

b. The Rector/Dean shall keep the Parish register in accordance with Canon XI.1, of the Canons of the Episcopal Diocese of Nevada.

c. The Rector/Dean shall have authority to contract with such ordained persons and other staff members necessary to fulfill the mission of Trinity Parish, as may be required and as authorized by the Vestry. All such contracts shall be in writing, shall be presented to the Vestry for approval as soon as possible, and shall be signed by the Rector/Dean and the contracting party. In the exercise of administrative powers, the Rector/Dean may not obligate the Parish or Vestry without their knowledge and consent.

d. The Rector/Dean shall have all the rights, privileges and duties of the office in accordance with Constitution and Canons of the Episcopal Diocese of Nevada and by the Canons of the Episcopal Church in the United States of America.

Section 2. Senior Warden.

a. The Senior Warden shall function as Chief Executive Officer during the extended absence of the Rector/Dean or in event of a vacancy in the office of the Rector/Dean. "Extended absence" as used herein shall mean an absence, without prior approval of the Vestry, for more than two consecutive weeks and the failure of the Rector/Dean to perform the duties of Rector/Dean, or the incapacity of the Rector/Dean to function as Rector/Dean for reasons of illness or other disability, or upon certification by the Bishop of the Episcopal Diocese of Nevada.

b. The Senior Warden shall be responsible for maintenance of public worship when the Parish is without a Rector/Dean.

c. The Senior Warden, or designee, shall be the custodian of the Articles of Incorporation, the official transcript of the Bylaws, and all evidence of indebtedness, bonds, mortgages and all other intangible property.

d. In the absence of the treasurer, the Senior Warden may pay out monies upon presentation of invoices approved by the Rector/Dean.

e. The Senior Warden shall perform such duties as necessary on behalf of the Parish in accordance with the Canons of the Episcopal Diocese of Nevada. If the Parish is without a Rector/Dean, the Senior Warden shall be appointed by the Ecclesiastical Authority, with the unanimous consent of the members of the Vestry.

Section 3. Junior Warden.

a. The Junior Warden may be responsible for the care, maintenance and safe-keeping of the tangible personal and real property of the Parish, and may report on the condition and amount of such property at each Annual Meeting and at such times as the Vestry shall require.

b. In the event of an extended absence of both the Rector/Dean and the Senior Warden, the Junior Warden shall perform the duties of the Senior Warden with the oversight of the Vestry.

Section 4. Treasurer. The Treasurer shall be the custodian of the funds of the Parish and, under direction of the Vestry, shall deposit and disburse the same. The Treasurer shall maintain adequate and correct accounts of the properties and business transactions of the Parish including its assets, liabilities, receipts, and finances of the Parish. Additionally, the Treasurer shall follow the standard business practices prescribed by the Canons of The Episcopal Church. At Annual Meetings of the Parish, the Treasurer shall provide a statement of the assets and liabilities of the Parish, together with a report of receipts and disbursements of Parish funds for the year. In addition, a financial statement including a statement of assets and liabilities of the Parish and a report of receipts and disbursements shall be submitted by the Treasurer to the Vestry and the Episcopal Diocese of Nevada not less than monthly, in accordance with Canon XII.6 of the Episcopal Diocese of Nevada.

Section 5. Secretary of the Parish. The Secretary shall keep a written record of all transactions of the Vestry in minutes duly approved by the Vestry.

Section 6. Executive Committee. An Executive Committee shall consist of the Wardens, the Rector/Dean and two (2) members of the Parish not currently serving on the Vestry. The Treasurer, if not a member of the Vestry, shall be an ex-officio member of the Executive Committee. The duties, purpose and mission of the Executive Committee are advisory only. The Executive Committee serves at the pleasure of the Rector/Dean and does not vote as a committee.

ARTICLE VIII

Properties

Section 1. Property Use. For the purposes of the office and for the full and free discharge of all functions and duties pertaining thereto, the Rector, of the same person, the Dean shall at all times be entitled to the use and control of the Church and Parish buildings together with all appurtenances and furniture, and access to all records and registers maintained by or on behalf of the congregation.

Section 2. Real Property. All real and personal property held by or for the benefit of any Parish, Mission or Congregation is held in trust for this Church and the Diocese thereof in which such Parish, Mission or Congregation is located. The existence of this trust, however, shall in no way limit the power and authority of the Parish, Mission or Congregation otherwise existing over such property so long as the particular Parish, Mission or Congregation remains a part of, and subject to, this Church and its Constitution and Canons as referenced in Canon IX.5.b of the Episcopal Diocese of Nevada.

ARTICLE IX

Cathedral Chapter

Section 1. Cathedral Covenant. The Parish has entered into a Cathedral Covenant with the Diocese of Nevada. Pursuant to that Covenant, the Parish is now known as "Trinity Episcopal Cathedral" and will undertake those roles and responsibilities traditionally and normatively understood to accord with the designation of a church as a Cathedral in the Episcopal Church.

Section 2. Parish Property. The Parish shall retain ownership of all parish real property in the name of "The Rector (Dean), Wardens and Vestry of Trinity Episcopal parish in trust for Trinity Parish of the Episcopal Diocese of Nevada" in accordance with the Canons of the Episcopal Diocese of Nevada. The Parish shall retain ownership of all personal property in its name.

Section 3. Mission and Ministry. The mission and ministry of the Parish shall continue to be governed by the Dean and Vestry in accordance with the Parish bylaws. The mission and ministry of the Cathedral Chapter shall be governed by the Canons of the Episcopal Diocese of Nevada

Section 4. Use of Parish Property and Resources. The Parish undertakes to serve as a resource for all parishes in the Episcopal Diocese in Nevada and to bear a special responsibility for unifying all Episcopalians throughout the Diocese in their apostolic mission. The Parish shall coordinate with the Cathedral Chapter regarding the use of all parish real and personal property and resources. Calendaring of diocesan events shall be run through the Dean and Vestry to prevent conflicts with Parish events.

ARTICLE X

Fiscal Policies

Section 1. Fiscal Year. The fiscal year of Trinity Episcopal Cathedral shall be from the 1st day of January to the 31st day of December in each year.

Section 2. Budget Adjustments and Revisions. The Vestry shall adjust and/or revise the annual budget to conform to any limitations or expenses created by changes in the gross income according to changing conditions throughout the year.

Section 3. Annual Audit. The Vestry shall cause all books and accounts of the Parish to be audited at the close of the year's business as required by the Canons of The Episcopal Church and the Canons of the Episcopal Diocese of Nevada.

ARTICLE XI

Acceptance of Gifts

Section 1. The Vestry may accept gifts of money, securities, or other property, be it real, personal, tangible, or intangible, and wherever located, upon such terms as the Vestry may approve. All such gifts shall be held in the name of the Parish or such trusts or endowments as the Vestry may establish.

Section 2. The Vestry may collect and receive the income from such gifts and use the principal and/or income to the benefit of the Parish or such other benevolent or charitable purpose within the scope of any restrictions imposed by the donor. The Vestry may agree to gift restrictions imposed by a donor, including the direction to continue to use the principal and/or income of a gift for a particular designated purpose, provided that such restriction and purpose are approved by the Vestry and are in accordance with the Constitution, Canons doctrines and policies of the Parish, the Episcopal Diocese of Nevada and The Episcopal Church.

Section 3. A registry of all gifts and memorials to the Parish shall be kept and maintained. At a minimum, the following information shall be recorded in reference to each gift received: Name of donor, type and amount of gift, purpose, if any, conditions, terms or limitations placed upon the gift, and date.

ARTICLE XII

Common Trust Funds and Endowments

The Vestry may, by resolution from time to time, establish or participate in one or more common trust or endowment funds for the purpose of supporting the mission and ministry of the Parish and such religious beneficial, charitable, or educational purposes as shall be determined and are consistent with the Constitution, Canons, doctrines and policies of The Episcopal Church and the Episcopal Diocese of Nevada.

ARTICLE XIII

Amendments and Interpretation

Section 1. These Bylaws may be altered, amended or repealed by a majority vote of voting members present and voting at the Annual Meeting or a special meeting of the Parish on the recommendation of the Vestry.

Section 2. If any of the provisions of these Bylaws should be or become in conflict with the Constitution and Canons of the Episcopal Diocese of Nevada or The Episcopal Church, that provision of the Bylaws shall be deemed to be amended or repealed to such extent as to render the same in entire harmony with said Constitutions and Canons.

Certificate of Adoption

We, the undersigned, do hereby certify:

1. That we are the duly elected and acting Vestry of Trinity Episcopal Cathedral of Reno, formerly known as Trinity Episcopal Church and incorporated as the "Rector, Church Wardens, and Vestry of Trinity Episcopal Church in Reno, Nevada."

2. That the foregoing Amended Bylaws, consisting of 13 articles and 10 pages, constitute the Bylaws of said Parish as duly adopted and amended by unanimous vote of the Members at its Annual Meeting duly held on the 28th day of January, 2018.

Dorothy Walrath
Dorothy Walrath

Paul P. Hewen
PAUL P. HEWEN

Susan Cothren
Susan Cothren

Guy Moreno
Guy Moreno

Julie Demler
Julie Demler

James G. Heller
James G. Heller

Janice Williams

Janice Williams

Lynne Charlat

Lynne Charlat

Robert S. Andvack

[Signature]

