

BY-LAWS

of

**Trinity Parish, also known as/doing business as Trinity Episcopal Church,
in Ashland, Oregon**

ARTICLE I

Name

Section 1.1 This Parish shall be known by the name of Trinity Parish of Ashland, doing business as Trinity Episcopal Church in Ashland, Oregon.

ARTICLE II

Constitution and Canons as Part of Bylaws

Section 2.1 This Parish, as a constituent part of the Church in the Diocese of Oregon, expressly accedes to the Constitution, Canons, Doctrine, Discipline, and Worship of the Protestant Episcopal Church in the United States of America (The Episcopal Church), and the Constitution and Canons of the Church in the Diocese of Oregon and recognizes the authority of the General Convention and of the Convention of this Diocese.

Section 2.2 This Parish further recognizes the right, power, and authority of the Convention of this Diocese to alter and amend the By-Laws of Parishes by general Diocesan Canon, and also to enact, amend, or repeal Canons and regulations concerning this and all parishes within the Diocese of Oregon.

ARTICLE III

Property

Section 3.1 All real and personal property held by or for the benefit of this Parish is held in trust for The Episcopal Church and the Diocese of Oregon. The existence of this trust shall in no way limit the power and authority of this parish otherwise existing over such property so long as the Parish remains a part of, and subject to, the Constitution and Canons of The Protestant Episcopal Church in the United States of America and the Constitution and Canons of the Diocese of Oregon.

ARTICLE IV

Members and Communicants of the Parish

Section 4.1 All baptized persons whose baptism has been duly recorded in the Register of the Parish, or of the organized Mission from which it was formed, are members of this Parish.

Section 4.2 All such baptized persons who have received Holy Communion at least three times in the past year are communicants; all communicants who have been faithful in corporate worship during the previous twelve months, unless for good cause prevented, and have been faithful in working, praying and giving for the spread of the Kingdom of God, are communicants in good standing of the Parish.

Section 4.3 All such communicants in good standing, who have been confirmed by a Bishop of this Church, or have after baptism received the laying on of hands by a Bishop in this Church, or have been received into this Church by a Bishop of the Church, and whose confirmation or reception has been recorded in the Parish Register or in the preceding Mission Register, are confirmed communicants in good standing.

Section 4.4 Membership in the Parish shall terminate if the member transfers to another Parish, or withdraws or ceases to conform to the Canons of The Episcopal Church.

ARTICLE V Parish Meetings

Section 5.1 All Parish meetings shall be held on the church premises unless, for good cause, the Vestry shall designate some other meeting place and such designation is included in the notice given of the meeting.

Section 5.2 There shall be an Annual Parish Meeting for the purpose of electing Vestry members and delegates and alternates to the Diocesan Convention; hearing and discussing reports of the Rector, the Treasurer, the Church school and the various guilds and other organizations; and for the transaction of such other business as may legally and canonically come before the meeting.

Section 5.2.1 Notice of the Annual Parish Meeting shall be posted conspicuously by the main entrance of the Church by the Rector or Wardens at least two weeks prior to the date of the meeting and also by mail, or a newsletter, or appropriate electronic communication.

Section 5.3 A Special Parish Meeting may be called by the Rector or by vote or written request of a majority of the Vestry.

Section 5.3.1 Notice of the date, time and place of a Special Parish Meeting shall be given by mail and appropriate electronic communication to the entire Parish at least two weeks in advance of the meeting. The purpose of the meeting shall be stated in the notice.

Section 5.3.2 No other business than that specified shall be in order at a Special Parish Meeting.

Section 5.4 A quorum for any meeting of the Parish, duly called and noticed, shall consist of not less than one-fifth of the members of the Parish who qualify as electors under provisions of Section 5.6.

Section 5.5 No Parish meeting shall be valid unless the Rector or one of the Wardens is present.

Section 5.6 At every Parish meeting, any communicant of the Parish sixteen years of age or older, who shall have been enrolled on the Parish Register for six months immediately preceding

such a Parish meeting and who shall have communicated in the congregation during the year preceding the meeting shall be entitled to vote. Similarly, any other baptized member of the Parish sixteen years of age or older who has for not less than six months immediately preceding such Parish meeting been registered on the books of the Treasurer as a regular contributor to the support of the Parish shall be entitled to vote.

ARTICLE VI Nominations and Elections

Section 6.1 The Vestry shall form a nominating committee consisting of at least two retiring Vestry members and at least two members of the Parish whose names shall not be placed in nomination that year for the Vestry. All members of the nominating committee shall be qualified to vote at a Parish meeting at the time of election to the committee according to the provisions of Section 5.6. At least two months prior to the Annual Meeting the names of the nominating committee shall be published to the Parish.

Section 6.2 The nominating committee shall present at least as many nominees for election to the Vestry as there are vacancies to be filled. The names shall be published to the Parish at least thirty days prior to the Annual Meeting.

Section 6.2.1 All nominees to the Vestry shall be lay people, sixteen years of age or more and qualified to vote at the Annual Parish Meeting.

Section 6.3 Additional nominations for election to the Vestry may be presented to the Clerk of the Vestry in writing over the signatures of at least three qualified voting members of the Parish at least twenty-one days prior to the Annual Meeting. The Clerk shall determine the eligibility and willingness to serve of any such nominee. The names of all such nominees shall be merged in alphabetical order with the list of nominees presented by the nominating committee and published to the Parish.

Section 6.4 Additional nominations to the Vestry may be presented from the floor at the Annual Meeting with prior consent of the nominee. The Clerk shall determine the eligibility of the nominee prior to the election.

Section 6.5 Written material describing nominees may be published to members of the Parish no later than seven days prior to the Annual Parish Meeting.

Section 6.6 The ballot shall not differentiate between names placed in nomination according to the provisions described in Sections 6.2 and 6.3 above.

Section 6.7 No person shall be entitled to more than one vote or to vote by proxy.

Section 6.8 There shall be three tellers for the election. One shall be appointed by the Rector, one shall be appointed by the members of the Vestry present, and one shall be appointed by the two persons already appointed.

Section 6.9 Persons elected shall be those with a majority of votes for the vacancies to be filled. In the case of a tie vote, there shall be a runoff election among the tied nominees. If there are no more nominees than vacancies to be filled, the Meeting may move to cast a unanimous ballot.

Section 6.10 The Clerk shall save all the ballots cast, including rejected ballots, in a sealed envelope and delivered it sealed to the Vestry. The envelope shall be preserved, unopened and subject for one (1) year to the call of the Bishop, in the event of an appeal under Diocesan canons.

Section 6.11 The tabulation of the results, signed by the tellers, shall be in the possession of the Vestry Clerk.

Article VII

Vestry

Section 7.1 The affairs and business of the Parish shall be managed and conducted by the Rector, Wardens and Vestry of the Parish, who shall have the powers and duties of a board of directors of a corporation under the laws of the State of Oregon, subject to these Bylaws and the Constitution and Canons of The Episcopal Church and the Diocese of Oregon.

Section 7.2 Members of the Vestry shall be elected at the Annual Parish Meeting for terms of three years, to succeed those whose three-year terms expire at that meeting, and one member shall be elected to a one-year term, to succeed the member in the designated one-year seat on the Vestry. Members who have served three years are not eligible for re-election for one year; however, a member elected or appointed to fill a vacancy of one year or less in a three-year term shall, at the expiration of that term, be eligible for election to a three-year term. Members who are elected to the one-year seat are eligible for re-election for up to two more terms. In no case, shall a person serve more than four consecutive years without a one-year break.

Section 7.3 The number of the Vestry shall be eleven, including the Rector. A majority of the Vestry must be confirmed communicants in good standing.

Section 7.4 The term of each member of the Vestry shall begin at the first meeting of the Vestry following the Annual Meeting at which the member is elected and shall continue until a successor is elected at the Annual Meeting in the year in which the term of such member expires.

Section 7.5 The Vestry shall have power:

Section 7.5.1 To elect, appoint or remove at pleasure the Clerk, the Treasurer, and all officers, agents and employees of the Parish not otherwise provided for, to prescribe duties for them consistent with Church Canons or these By-laws and to fix their compensation.

Section 7.5.2 To conduct, manage and control the temporal affairs of the Parish in all matters concerning its corporate property and relations of the Parish to its Clergy, subject to Canonical and civil limitations.

Section 7.5.3 To set goals, develop programs, develop and monitor budgets and finances and maintain the buildings and properties of the Parish.

Section 7.5.4 To appoint committees as it deems necessary to facilitate the management and control of the Parish. Committee action shall be approved by the Vestry unless the committee has been expressly empowered to act on behalf of the Vestry.

Section 7.5.5 To borrow money and incur indebtedness for the purposes of the Parish, subject to the limitations of the Church Canons.

Section 7.5.6 To call special Parish meetings.

Section 7.5.7 To certify, through the Rector, a Warden, or the Clerk, the election of delegates and alternates to the Diocesan Convention to the Secretary of the Convention within 30 days of their election at the Annual Meeting, as required by the Constitution and Canons of the Diocese; in the event of a vacancy among the delegates or alternates which cannot be filled from previously elected alternates, to elect replacement delegates or alternates and certify the election results to the Secretary of the Convention immediately.

Section 7.5.8 To perform every act permitted to a board of a directors of a corporation, subject to the limitations of the Diocesan Canons.

Section 7.6 The regular meeting of the Vestry shall be held monthly on the same day and time, as determined by the Vestry, unless other arrangements are agreed upon by a majority of the Vestry members.

Section 7.7 Special meetings of the Vestry may be called at any time by the Rector, or both Wardens, or by any three Vestry members by giving three days notice by telephone, email or mail to each Vestry member. The notice shall specify the business to be transacted. No business other than that specified in the call shall be in order.

Section 7.8 The presence of a majority of qualified members of the Vestry shall be necessary to constitute a quorum of the Vestry for the transaction of business. Every decision made by a majority present at a meeting lawfully called and held at which a quorum is present shall be regarded as an act of the Vestry.

Section 7.8.1 When electing a Rector, a two-thirds majority is required.

Section 7.9 No meetings of the Vestry shall be valid unless the Rector or one of the Wardens is present.

Section 7.10 The Rector may vote at a Vestry meeting, and having voted shall not vote again to break a tie vote.

Section 7.11 All Vestry meetings shall be open to all members of the congregation, except when personnel matters are being discussed.

Section 7.12 The Vestry shall fill any vacancies which may occur during the year, notifying the Parish of vacancies, soliciting interested Parish members, and consulting ballot tallies from the previous Annual Meeting. The person appointed will serve the unexpired term of the person being replaced.

Section 7.13 Vestry members shall intend to attend all meetings of the Vestry, and shall notify one of the Wardens if unable to attend.

Section 7.14 Absence from three consecutive regularly scheduled Vestry meetings, or failure to remain current on stated pledge shall be cause for removal from the Vestry at the discretion of a majority of the Vestry. A three-week notice and an opportunity to be heard will be given to the Vestry member whose term is in question.

ARTICLE VIII Officers

Section 8.1 The officers of the parish shall consist of a President, who shall be the canonically elected Rector of the parish; a First Vice President, who shall be the Senior Warden; a Second Vice President, who shall be the Junior Warden; a Clerk and a Treasurer. The Clerk and the Treasurer need not be members of the Vestry.

Section 8.2 The Senior Warden and the Junior Warden shall be members of the Vestry. All of the officers, other than the Rector and the Senior Warden, shall be elected by the Vestry. The Senior Warden shall be appointed by the Rector. If there is no Rector, the Senior Warden shall be elected by the Vestry.

Section 8.3 The officers of the Parish, excluding the President, shall be elected annually.

ARTICLE IX The President

Section 9.1 The powers and duties of the Rector, as President, are as follows:

Section 9.1.1 to preside at all Parish and Vestry meetings or to designate an alternate chair.

Section 9.1.2 To execute on behalf of the Parish all deeds, leases, conveyances, mortgages, promissory notes, contracts, obligations, certificates and other papers and instruments, in writing that may require the same, and to supervise and control, subject to the direction of the Vestry, all of the officers, agents and employees of the Parish.

Section 9.2 The Rector of the Parish, or if there be no Rector, the Priest in charge thereof, or if there be no Priest in charge, then one of the Wardens, shall keep a suitable book, to be known as the Parish Register, in which shall be entered all records canonically prescribed.

Section 9.3 The Rector shall have control of all things pertaining to or affecting the worship and spiritual jurisdiction of the Parish, as provided in the Canons of The Episcopal Church and the Diocese.

Section 9.4 Whenever the Rector shall resign or the Rectorship of the Parish shall otherwise become vacant, the Vestry shall proceed to fill such vacancy in the manner prescribed in the Diocesan Canons.

ARTICLE X Vice Presidents

Section 10.1 In case the parish shall be without a Rector, or the Rector be absent or unable to act, the Vice Presidents, in order, shall exercise the powers and perform the duties of the President, as the same are set forth in Article 9.1 and 9.2, to the extent canonically permitted.

Section 10.2 The Senior Warden shall be a communicant in good standing.

Section 10.3 The Senior Warden shall preside at meetings of the Parish or of the Vestry in the absence of, or at the request of, the Rector.

Section 10.4 The Senior Warden, in the event of a vacancy in the office of the Rector, shall notify the Bishop of the vacancy, administer the work of the Parish, schedule the worship and safeguard the Church Registers.

Section 10.5 The Junior Warden shall be a communicant in good standing.

Section 10.6 The Junior Warden shall preside at meetings of the Vestry or of the Parish in the absence of the Rector and the Senior Warden.

Section 10.7 The Junior Warden shall assist the Rector and the Senior Warden in the administration of the work of the Parish.

Section 10.8 The Junior Warden shall oversee the work of property management of the Parish.

ARTICLE XI Clerk

Section 11.1 The powers and duties of the Clerk as Secretary of the corporation are as follows:

Section 11.1.1 To keep in the Parish office a current copy of the Canons of The Episcopal Church, the Diocesan Canons, Parish By-laws and Minutes of the Vestry. They should be available to members of the Parish for review at all reasonable times.

Section 11.1.2 To keep a complete and authentic record of the proceedings of the Vestry and of the Parish meetings. Both printed and electronic copies of the Minutes should be kept in the Church Office.

Section 11.1.3 To keep an indexed record of policy decisions for easy reference.

Section 11.1.4 To keep a record of important events in the life of the Parish and to oversee the keeping of a membership list unless this responsibility is designated to a Parish employee.

Section 11.1.5 To keep the Rector and the Vestry members aware of any unfinished business.

Section 11.1.6 To prepare and send required notices of meetings and proposals.

Section 11.1.7 To perform all duties pertaining to the office of Secretary as required by the Vestry or by law.

ARTICLE XII **Treasurer**

Section 12.1 The duties of the Treasurer are as follows:

Section 12.1.1 To receive and safely keep all moneys of the Parish, to have them deposited in the name of the Parish in such bank or banks as the Vestry may designate, and to cause the same to be disbursed by such bank or banks on checks signed by the Treasurer or others as authorized by the Vestry. Special funds may be placed in charge of special trustees by resolution of the Vestry.

Section 12.1.2 To pay Parish bills as authorized by the Vestry.

Section 12.1.3 To keep track of all bequests, endowments, memorials and investments.

Section 12.1.4 To remit to the Diocese of Oregon monthly the portion of the Diocesan Program Assessment (DPA) then due.

Section 12.1.5 To remit to the Diocese of Oregon any other moneys designated for missionary purposes, special offerings and Canonical offerings.

Section 12.1.6 To keep full and accurate financial records and to render financial statements as required by the Rector and the Vestry.

Section 12.1.7 To submit, at the Annual Parish Meeting, a complete statement of the Treasurer's accounts for the past year.

Section 12.1.8 By request of the Vestry, to submit the Books of the Treasurer to an audit by an auditor or an auditing committee. The Clerk and Treasurer may not be members of the auditing committee.

Section 12.1.9 To make available the Books of the Treasurer for inspection by the Rector, Vestry, Bishop or any person deputized by the Bishop.

Section 12.1.10 To qualify for a fidelity bond, if required by the Vestry.

Section 12.1.11 To perform all duties pertaining to the office of Treasurer as required by the Vestry or by law.

**ARTICLE XIII
Amendments**

Section 13.1 Any amendments must be approved by a two-thirds majority of a duly constituted Parish meeting. Notice of the proposed amendments must be provided to the Parish at least one month before the meeting at which they are to be voted upon. Amendments take effect immediately upon adjournment of the meeting at which adopted unless otherwise specified in the amendment.

Amended by the Annual Meeting held February 3, 2019.

Lissa McNiel, Clerk