

BY-LAWS OF TRINITY CATHEDRAL PARISH

COLUMBIA, SOUTH CAROLINA

ARTICLE I

Charter, Name, and Membership

A. Trinity Cathedral Parish, formerly Trinity Church of 1100 Sumter Street, Columbia, South Carolina, was established by a Legislative Act enacted by the General Assembly of South Carolina as contained in Volume III of Cooper's Statutes No. 2031, page 268 (renewed in 1850, reincorporated in 1884, amended in 1930, on December 9, 2008, and on January 28, 2018).

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B. The official name of said Church for all corporate and legal purposes is Trinity Cathedral Parish, Columbia, South Carolina.

C. The members of Trinity Cathedral Parish entitled to vote at any Congregational meeting shall be adult communicants in good standing who are enrolled on the Church's records as maintained by the Parish Secretary.

Note: Adult communicant in good standing is defined by the Constitution and Canons of The Episcopal Church.

D. Trinity Cathedral Parish is an eleemosynary corporation organized and established in conformance with the Constitution and Canons of The Episcopal Church and the Constitution and Canons of the Episcopal Diocese of Upper South Carolina.

ARTICLE II

Congregational Meetings

A. Except as provided by the law of the State of South Carolina or the Constitution and Canons of The Episcopal Church and the Constitution and Canons of the Episcopal Diocese of Upper South Carolina, the Vestry shall be the agents and legal representatives of Trinity Cathedral Parish in all matters concerning the corporate property and the relations of Trinity Cathedral Parish to its Dean.

B. An annual meeting of the Congregation of Trinity Cathedral Parish shall be held at a time and place to be designated by the Vestry, of which ten days notice shall be given to every adult communicant in good standing of the Congregation by mail, written electronic communication, or by publication in the Parish Bulletin. At the annual meeting there shall be elected by ballot or by acclamation a Senior Warden, and by ballot a Junior Warden, the members of the Vestry, Deputies to the Diocesan Convention, and members of the Trinity Foundation Commission. Special meetings of the Congregation may be called by the Vestry. Ten days notice of the time, place and purpose of any such special meeting shall be given to each adult communicant in good standing of the Congregation by mail, written electronic communication, or by publication in the Parish Bulletin.

C. A Nominating Committee shall be appointed by the Dean and Wardens at such time as will allow it to publicize its members and task and to solicit qualified candidates from the congregation. This committee shall offer nominees for Junior and Senior Warden, members of the Vestry, Deputies to the Diocesan Convention, and members of the Trinity Foundation Commission. The committee shall report in writing to the Vestry and the report shall be publicized to the Congregation by mail, written electronic communication or in the Parish Bulletin at least thirty days prior to the annual congregational meeting. In addition to those nominated by the Nominating Committee, nominations may be made from the floor at the congregational meeting by any one entitled to vote as set forth above. Nominations from the floor must have prior approval from the person to be nominated and the name must be given to the chair of the Nominating Committee at least seven (7) days before the parish meeting to be sure that the candidate is eligible. A biography of each person nominated from the floor must be provided at the parish meeting for all those present to vote. The members of the Vestry, Wardens, Trinity Foundation Commission and Diocesan Deputies shall be confirmed adult communicants in good standing. No paid employee of Trinity Cathedral Parish, family member of an employee or clergy family member is eligible to be nominated for, elected to, or serve in any office listed herein.

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D. (1) The Senior Warden. A Senior Warden shall be elected at the annual meeting of the congregation to serve for a term of one year. This person shall not be eligible for re-election as Senior or Junior Warden for a period of one year. The Senior Warden must have served at least one year on the Vestry at some time prior to election. The Senior Warden is the Senior Lay Officer of the Congregation and shall

preside over meetings of the Vestry and Congregation in the absence or disability of the Dean. The Senior Warden is a member of all committees of the parish.

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(2) The Junior Warden is a member of all committees of the parish. The Junior Warden must have served at least one year on the Vestry at some time prior to election. In the absence of the Dean and the Senior Warden, he or she shall preside over meetings of the Congregation and the Vestry.

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E. The Vestry shall consist of eighteen (18) members elected by the Congregation (six each year) from the confirmed adult communicants in good standing of the Cathedral Parish for a term of three years. After a vestryperson has held office for three years in succession he or she shall be disqualified for re-election for a period of one year. In order for the Vestry to benefit from the experience of the immediate-past Senior Warden, he or she may be elected for a one-year term to the Vestry, with seat and voice but not vote, in addition to the eighteen elected members.

F. The Wardens, Vestry, and Deputies to the Diocesan Convention shall be elected by a majority vote. If on the first ballot, certain offices have not been filled by election by majority of those voting, there shall be a second ballot on which shall appear the names of the nominees receiving the highest number of votes on the first ballot. The number of nominees appearing on the second ballot shall be double the number of vacancies to be filled. Upon the second ballot the nominee or nominees receiving the highest number of votes, regardless of whether he or she has received a majority of the votes cast, shall be declared elected, unless a tie occurs and in such case, the third and other ballots as may be necessary shall be held until the tie is broken.

G. At the annual meeting of the Congregation there shall be elected two Lay Delegates and two alternates to Diocesan Convention to serve a three-year term. The newly-elected Senior Warden and the newly-elected Junior Warden shall serve as Lay Delegates during the term of their office. In the event any Lay Delegate is unable to serve a full term, the Vestry shall elect one of the alternate delegates to fill the unexpired term. The qualifications for election shall be as set forth above.

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ARTICLE III Responsibilities of the Vestry

A. The management of the affairs of the church shall be the responsibility of the Dean, Wardens, and Vestry. The Vestry shall hold meetings at such times as they in their discretion see fit for the proper conduct of their business. The Dean shall be Chair of the Vestry, but in his or her absence, the Senior Warden shall act as Chair. The Dean shall nominate a Clerk, who is a member of the Vestry, who shall be elected by the Vestry to record the minutes of the meetings in writing, and such minutes constitute a public record available to all adult communicants in good standing of the congregation.

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B. The Mission and Ministry of Trinity Cathedral Parish shall include Worship, Fellowship, Education, Pastoral Care, Helping the Needy of the World, Working for Social Justice, Evangelism and Stewardship and Finance. The Vestry with the Dean shall provide for the work of all areas of the Mission and Ministry of Trinity Cathedral Parish.

C. From time to time, the Dean and the Wardens may create such committees as they deem necessary or desirable to handle areas of Ministry within the Cathedral Parish.

D. The Trinity Foundation Commission shall consist of eight (8) elected members serving staggered terms of four (4) years, plus the Senior Warden and the Junior Warden. The Treasurer shall serve with seat and voice but not vote. Two members shall be elected at each annual meeting. Members shall be confirmed communicants in good standing and be at least twenty-five (25) years of age. The Commission shall be subject to such By-Laws as may be adopted by the Vestry.

E. The Executive Committee shall consist of the Dean and Wardens, and others as appointed by the Dean and Wardens, and shall take action upon matters arising between Vestry meetings with such power as may be designated by the Vestry. All actions taken by the Executive Committee shall be reported to the Vestry as soon as practicable and such actions shall be recorded in the Vestry's minutes.

F. The Finance and Personnel Committee shall consist of the Dean, Wardens, Treasurer, Canon for Administration and others appointed by the Vestry and/or the Dean and shall examine the finances of the

Cathedral and make recommendations to the Vestry. It shall also assist the Dean in examining staffing needs and compensation.

G. The Vestry shall elect a Treasurer of the Cathedral Parish who shall be charged with the duty of receiving funds of the Cathedral Parish and disbursing the same under the direction of the Vestry. The Treasurer shall keep a strict account of all receipts and disbursements and the same shall be examined and audited in accordance with Diocesan Canon and the Episcopal Church's Canon on audits. All endowments or capital funds of the Cathedral Parish shall be turned over to the Trinity Foundation Commission.

H. The Vestry shall appoint a Chancellor who shall be an adult communicant in good standing and shall serve without term at the pleasure of the Vestry. The Chancellor shall be a licensed member of the South Carolina Bar and shall be an advisor to the Vestry upon all matters touching the interests of the Parish. The Chancellor shall serve on the Vestry with seat and voice but not vote.

ARTICLE IV

Property: Mortgages and Indebtedness: Finances

A. Property

The Vestry shall have charge of all temporal matters related to properties, real and personal, belonging to Trinity Cathedral Parish and the Wardens, acting on the Vestry's behalf, shall be responsible for:

- (1) Care and maintenance;
- (2) Proper level of insurance;
- (3) Security against theft; and
- (4) Fire protection.

No real properties of Trinity Cathedral Parish, other than those given as gifts for the purpose of contributions to the Cathedral, shall be sold, encumbered or alienated except in compliance with the Constitution and Canons of the Episcopal Church, and the Constitution and Canons of the Episcopal Diocese of Upper South Carolina.

B. Churchyard, Columbarium, and Memorial Garden

(1) The Churchyard is bordered on the North by the wall at Gervais Street, on the East by a brick masonry wall, and the Education Building sidewalk, on the South by the Parish House, the Cathedral, and the Cathedral sidewalk, and on the West by the Cathedral and by the wall at Sumter Street. The Columbarium is bordered on the North by its fence, and the Administration Building; on the East by the Administration Building, covered walkway and the Education Building; on the South by its fence, and the Education Building; and on the West by the brick masonry wall. The Memorial Garden is within the Columbarium area. No other areas of the Cathedral property shall be used for interment purposes.

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(2) A charge shall be made by the Vestry for use of burial privileges and other interment purposes in family or other burial plots, crematory plots or columbarium areas in the Churchyard, Columbarium, or Memorial Garden.

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(3) The Vestry shall elect a Churchyard Administrator, who shall be a member of Trinity Cathedral Parish with particular knowledge and information pertaining to the history and maintenance of the churchyard. The Churchyard Administrator shall serve without term at the pleasure of the Vestry.

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(4) The Churchyard Committee, consisting of the Dean, Wardens, Canon for Administration, and Churchyard Administrator, shall have charge over grave plots and cremation plots Churchyard Columbarium, or Memorial Garden. The Churchyard Committee shall maintain a record book and plat of the burial grounds and columbarium areas and appropriate entries as to burials and other interments shall be entered.

(5) The Churchyard Committee shall be responsible for determining the right of persons to be buried in family plots and other burial and cremation plots in accordance with such policies and procedures as may be adopted by the Vestry, and its approval shall be written in the book maintained for the churchyard.

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(6) The fee titles to all properties in the churchyard are vested in Trinity Cathedral Parish, subject to easements for burial purposes in the various plots; as heretofore granted.

(7) The Vestry has the right to designate unused or abandoned portions of the churchyard for burial or other interment of such person or persons, or of their cremains, as it deems fit and proper, subject to subsection (1) above.

C. Indebtedness

Before any mortgage indebtedness can be placed on any real property of Trinity Cathedral Parish, the following procedure must be followed:

(1) The Finance Committee must recommend the proposal to the Vestry.

(2) The Vestry must approve the indebtedness proposal and the property to be covered by the mortgage.

(3) The approval of the Standing Committee of the Diocese shall be obtained before the monies are borrowed as required by the Constitution and Canons of the Episcopal Church and the Constitution and Canons of the Episcopal Diocese of Upper South Carolina.

D. Operating Finances

Funds for the operation of Trinity Cathedral Parish and for its Mission and Ministry shall be caused to be raised by the Vestry.

E. Endowments

All Endowment Funds of the Trinity Cathedral Parish shall be handled by the Trinity Foundation Commission, the Board of which shall compose the Endowment Committee of the parish.

F. Budget

The Vestry shall present to the Congregation at its annual meeting a report of parish receipts, expenditures and ~~assets~~. A proposed Cathedral budget shall be adopted by the Vestry and presented to the Congregation at its annual meeting.

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ARTICLE V **Dean and Staff**

A. The Dean shall be called by the Vestry upon the affirmative vote of two-thirds of its members. Whenever there shall be an election of a Dean, publication thereof shall be made in the parish on the first Sunday morning on which there shall be services after the said election.

B. The Dean shall be entitled to such salary as may be fixed by the Vestry.

C. ~~Canons and other clergy and ministerial staff~~ may be called by the Dean with the assistance of the Finance and Personnel Committee, and others chosen by the Dean from the areas of ministry affected, and they shall serve under the direction of the Dean, with such salary as may be fixed by the Vestry.

D. Such secretarial, administrative, or other assistance as is needed for a parish staff shall be designated by the Dean. The Vestry shall be responsible for allocating funds for such staff.

E. All employees of the Cathedral serve at the pleasure of the Dean of the Cathedral.

F. The Dean shall provide for regular worship services and shall be in charge of all Spiritual matters for Trinity Cathedral Parish. In addition he or she shall cause to be kept at the expense of the parish a book in which shall be entered all Baptisms, Confirmations, Marriages, and Funerals in or from the Cathedral Parish.

ARTICLE VI **Amendment of By-Laws and Rules of Order**

A. These By-Laws may be amended at any regular annual meeting of the Congregation or at any special meeting of the Congregation. Ten days prior to the meeting at which the proposed amendment is to be considered, notice of the proposed amendment and the meeting shall be given to every adult communicant in good standing of the Congregation, either in writing, including written electronic communication, or by publication in the Parish Bulletin.

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B. Whenever written notice is required by these By-Laws, a notice mailed, with proper postage affixed, to the last known address of the adult communicants in good standing shall be sufficient.

C. Cathedral Parish and Vestry meetings shall be governed by Robert's Rules of Order.

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