

4/28/2013

**BY-LAWS OF  
CALVARY EPISCOPAL CHURCH  
PITTSBURGH, PENNSYLVANIA**

**ARTICLE I  
PARISH MEETINGS**

Section 1. Annual Meetings. A meeting of the Parish shall be held annually at such time not later than May 31, and in the Church premises or at such other place within the City of Pittsburgh, Pennsylvania, as shall be fixed by the Vestry, for the purpose of electing members of the Vestry and of the Parish Council and transacting such other business as may properly come before the Annual Meeting. Notice of the meeting shall be given in accordance with Article XVI of these By-Laws.

Section 2. Election of Vestry Members. The elected members of the Vestry shall be divided into four groups consisting of four members each, the members of each group to serve for a term of four years on a rotating basis. At each Annual Meeting, the vacancies created by the expiration of the term of office of the retiring group shall be filled by the election, in the manner hereinafter provided, of four persons as members of the Vestry, the persons so elected to serve for a term of four years. No member of the Vestry who has served a full regular term may begin to serve another regular term until one year following the expiration of such full term.

Section 3. Appointment of Nominating Committee. A Nominating Committee consisting of six persons shall be chosen in the following manner: At a regular meeting of the Vestry at least two months prior to the Annual Meeting, the Rector, with the affirmative vote of a majority of all members of the Vestry, shall appoint two Vestry members whose terms are expiring and three voting members from the Parish, to be members of the Nominating Committee. The members of the Nominating Committee thus chosen shall serve for the ensuing election of members of the Vestry and the Parish Council at the Annual Meeting. The Rector shall appoint the Chair of the Committee. The Rector shall be a member, ex officio, without vote, of the Nominating Committee.

Section 4. Nomination Procedure. (a) The Nominating Committee shall meet in the Church premises not later than thirty days preceding the Annual Meeting, at a time agreeable to the members thereof, to receive nominations and to consider nominations of candidates for election to the Vestry and the Parish Council to be presented at the ensuing Annual Meeting. Notice of such meeting of the Nominating Committee shall be given to members of the Parish in accordance with Article XVI of these By-Laws.

(b) Voting members of the Parish may nominate candidates for election to the Vestry or the Parish Council either (i) in person at the meeting of the Nominating Committee or (ii) in writing or by electronic communication addressed to and received by the Chair of the Committee prior to said meeting. In order to be valid, each such nomination must be seconded in writing or by electronic communication by at least two voting members of the Parish. No voting member of the Parish, apart from the members of the Nominating Committee, may nominate or second more than one candidate. The Nominating Committee may itself nominate one or more candidates. Only persons nominated in accordance with this paragraph by members of the Parish or by the Nominating Committee shall be eligible to be elected to the Vestry or the Parish Council at the ensuing election. (Note: Voting members of the Parish who wish to recommend prospective candidates to the Nominating Committee for its consideration, but who do not wish to make their recommendations in the form of formal nominations, are encouraged to do so.)

(c) No person shall be presented to the Annual Meeting as a candidate for election to the Vestry or the Parish Council unless such person shall have previously consented, in writing or by electronic communication, to being nominated. No person shall be presented to the Annual Meeting as a candidate for election to the Vestry unless such person is a regular financial contributor to the Parish pursuant to a pledge.

(d) At each Annual Meeting, the Nominating Committee (i) shall present its candidates, and (ii) shall also present the names of such other persons as shall have been properly nominated by members of the Parish, for election to fill the vacancies created by

the retirement of the Vestry members and Parish Council members whose terms are expiring at that Annual Meeting. The Nominating Committee shall present at least one candidate for each vacancy to be filled.

Section 5. Appointment of Judges of Election. At the regular meeting of the Vestry next preceding the Annual Meeting, the Rector, with the affirmative vote of a majority of all members of the Vestry, shall appoint, as Judges of Election, three persons who are qualified voters and who are not candidates for office. Should any of the Judges of Election so appointed not be present at the hour fixed for the holding of an election, the Chair of the Annual Meeting shall appoint a Judge or Judges of Election to fill such vacancy or vacancies.

Section 6. Voting Procedure. (a) Uncontested Elections. If the number of candidates nominated for election to the Vestry or the Parish Council, as the case may be, is not greater than the number of vacancies to be filled in the election, the election shall be held in such manner, by voice vote or otherwise, as the Chair of the meeting shall determine, the polls need not be kept open, and the Chair of the meeting shall declare the results of the election in the presence of the meeting.

(b) Contested Elections. If more candidates are nominated for election to the Vestry or the Parish Council than the number of vacancies to be filled (i) the election shall be held by secret ballot, (ii) the polls shall be kept open for one half hour, (iii) the candidates receiving the highest number of votes shall be declared elected, (iv) in the event of a tie an additional ballot shall be cast to select from the tied candidates, and (v) the Judge(s) of Election shall present a written report to the Chair of the meeting, giving the names of the persons who have been elected, and shall declare in the presence of the meeting the result of the election, but shall not announce the ballot count.

(c) Significant Substantive Resolutions. If any resolution concerning a significant substantive matter not arising in the ordinary course of business is brought before the meeting (i) the vote shall be held by secret ballot, (ii) the polls shall be kept open for one half hour, (iii) the resolution shall be declared adopted if it receives the

approval required by applicable provisions (if any) of these By-Laws, the Articles of Incorporation, and Pennsylvania law or, if none, if it receives more affirmative than negative votes, and (v) the Judge(s) of Election shall present a written report to the Chair of the meeting, giving the number of affirmative and negative votes, and shall declare in the presence of the meeting the result of the vote. A resolution expressing approval of a routine report of a Warden or Vestry officer or appreciation of service to the Parish, or a similar resolution, does not concern a “significant substantive matter not arising in the ordinary course of business” as that term is used in this Section.

(d) Tellers. If a contested election or a significant substantive resolution not arising in the ordinary course of business is to be acted upon at a meeting, the Chair may appoint tellers to assist the Judges of Election in collecting and counting the votes.

Section 7. Announcement. The results of the election and any other vote shall also be announced (i) by the Rector or other clergy during public worship services on the Sunday next following the Annual Meeting and (ii) in a written communication from the Rector posted in the Church premises and distributed to the members of the Parish promptly after the Annual Meeting. (Note: the use of electronic communication or other additional means to announce the results of the election to the Parish is also encouraged.)

Section 8. Recordation of Election Results. The report of the Judges of Election or of the Chair of the meeting, as the case may be, shall be entered upon the Minutes of the Vestry by the Secretary of the Vestry prior to recording the proceedings of the Vestry at its first meeting following the Annual Meeting.

Section 9. Special Meetings. A Special Meeting of the Parish may be called (i) by the Rector, (ii) by both Wardens acting jointly, (iii) by any three other members of the Vestry, or (iv) by the Secretary of the Vestry on the written request, made to the Rector, of ten members of the Parish who are qualified to vote as provided in Article II of these By-Laws. The request to the Rector may be made by electronic communication. A Special Meeting shall be held not less than fifteen days nor more than sixty days after the meeting is called, and shall be held in the Church premises or such other place within the

City of Pittsburgh, Pennsylvania, as shall be reasonably specified by the person or persons calling the meeting. Notice of the meeting shall be given in accordance with Article XVI of these By-Laws. The business transacted at a Special Meeting shall be limited to the purpose or purposes set forth in the notice of the meeting. The meeting shall be conducted in accordance with the provisions of Sections 5 through 8, inclusive, and 10, of this Article.

Section 10. Conduct of Parish Meetings. (a) The Rector shall preside as Chair of Parish Meetings. In the case of a vacancy or in the absence of the Rector, the Senior Warden shall serve as Chair of the meeting. If neither the Rector nor the Senior Warden is present, the Junior Warden shall serve as Chair of the meeting. If none of those officers is present, the meeting shall elect its own Chair by simple majority.

(b) The Secretary of the Vestry shall be Secretary of Parish Meetings. In the absence of the Secretary, the Chair of the meeting shall appoint a secretary who shall keep the minutes of the meeting.

(c) At a Parish Meeting of which notice has been given as provided in Article XVI of these By-Laws, the qualified voting members of the Parish present in person shall constitute a quorum for the transaction of business.

## ARTICLE II QUALIFICATIONS OF VOTERS

Section 1. General. At the Annual Meeting or at any Special Meeting of the Parish, all baptized persons of eighteen years of age or over who are present at such meeting and who have been attendants upon the services of, and have been regular subscribers to the revenues of, this Parish for six months immediately preceding said meeting shall be entitled to vote for the election of members of the Vestry and the Parish Council and with respect to such other matters as may from time to time be presented for the approval of the Parish.

Section 2. Disqualification. Notwithstanding the provisions of Section 1 of this

Article, any member of the Church or Corporation who shall disclaim or refuse conformity to the authority of The Episcopal Church, and of the Episcopal Diocese of Pittsburgh, shall not be entitled to vote in the election of members of the Vestry or the Parish Council, or on any other business coming before a Parish Meeting.

Section 3. Evidence of Qualifications. The evidence of the qualifications of a voter, except in the case of disqualification under the provisions of Section 2 of this Article, shall be those persons recognized by the Rector and Wardens as usual attendants upon the services of, and the Treasurer's records of regular subscribers to the revenues of, this Parish or a certified copy of the same. A regular financial contributor of record to the Parish, pursuant to a pledge or through any other form of payment, is considered to be a "regular subscriber to the revenues of the Parish" as that term is used in this Article II. A record of the members of the Parish who are qualified voters shall be maintained in the Parish office.

ARTICLE III  
QUALIFICATIONS OF MEMBERS OF THE VESTRY

Section 1. General. In addition to the Rector, and subject to the provisions of Article IV, Section 6(d), the Vestry shall consist of sixteen elected persons, all of whom shall be baptized lay voting and pledging members of this Parish and communicants thereof, who shall continue in office until their terms expire and until their successors shall have been duly elected and qualified. The Rector shall be entitled to one vote on all matters.

Section 2. Disqualification. Any member of the Vestry who shall disclaim or refuse conformity to the authority of The Episcopal Church and of the Episcopal Diocese of Pittsburgh shall cease to be a member of the Vestry and to be a voting member of this Corporation.

Section 3. Vacancies. If a vacancy occurs in the Vestry during any year, the Vestry shall at a regular meeting elect a duly qualified member of the Parish to fill the term created by such vacancy, the person so elected to serve out the unexpired term. The affirmative vote of a majority of all members of the Vestry shall be necessary to elect a person to fill such a vacancy.

ARTICLE IV  
MEETINGS OF THE VESTRY

Section 1. Regular Meetings. A regular meeting of the Vestry shall be held once in every month except the months of July and August. Other regular meetings may also be omitted if the Vestry so directs by resolution. Regular meetings shall be held at such times, and in the Church premises or at such other place or places, as the Vestry shall fix by resolution.

Section 2. Special Meetings. (a) Special meetings of the Vestry may be called by notice to the Vestry members (i) given by the Rector or by the Wardens acting jointly, or (ii) given by the Secretary of the Vestry at the request of three members of the Vestry made in writing or by electronic communication to the Rector or, in the Rector's absence,

to either of the Wardens.

(b) Except as provided in paragraph (c) of this Section, notice of a special meeting of the Vestry shall be given to all members of the Vestry in accordance with Article XVI of these By-Laws. The meeting shall be held in the Church premises if no other place is specified in the notice of the meeting. The business transacted at the meeting shall be limited to the purpose or purposes stated in the notice of the meeting.

(c) A special meeting of the Vestry may be held without three days' notice if either (i) all members are present at the meeting and no member objects to the lack of notice, or (ii) a quorum is present at the meeting, no member present objects to the lack of notice, and each member not present at the meeting gives a written, signed waiver of notice to the Secretary.

Section 3. Quorum. At all regular or special meetings of the Vestry, unless otherwise provided herein, a majority of the elected members of the Vestry shall constitute a quorum for the transaction of business; provided, however, that a smaller number may meet and adjourn to such other time and place as they may deem advisable until a quorum is obtained.

Section 4. Conduct of Meetings. The Rector shall preside at all meetings of the Vestry. In the absence of the Rector, the Senior Warden or, in the absence of the Senior Warden, the Junior Warden shall preside. If the Rector and the Wardens are absent, the Vestry may call any other member of the Vestry to preside. If a meeting is held in the absence of the Rector and Wardens, any decision made must be ratified at a subsequent meeting at which the Rector and at least one Warden are present. Meetings of the Vestry shall be held in the Church premises unless a different place is specified in the notice of a particular meeting.

Section 5. Order of Business. Unless the occasion demands otherwise, the order of business at meetings of the Vestry shall be as follows: (i) the meeting shall begin with prayer; (ii) the minutes of the preceding meeting shall be submitted and disposed of; (iii) the Treasurer's detailed report of receipts and expenditures shall be submitted and passed



upon; (iv) reports of standing and other committees shall be presented; (v) unfinished business; and (vi) new business shall be considered.

Section 6. Organizational Meeting. (a) The first meeting of the Vestry after an Annual Meeting shall be the organizational meeting. It shall be called by the Rector and shall be held within two weeks after the Annual Meeting. No notice of that meeting of the Vestry shall be required other than notice by announcement at the Annual Meeting.

(b) At the first meeting of the Vestry after an Annual Meeting, the Rector shall appoint a Senior Warden from the members of the Vestry, and the Vestry shall elect a Junior Warden from its members.

(c) The Vestry shall also elect (whether or not from its members) a Secretary, a Treasurer and, if deemed necessary, an Assistant Secretary, an Assistant Treasurer, and such other officers as the Vestry deems necessary. The foregoing officers shall be voting members of the Parish. They shall be elected for a term of one year and shall serve at the pleasure of the Vestry, but they shall be eligible to succeed themselves in office for one or more additional terms.

(d) If the office of Rector is vacant and if the vestry term of the Senior Warden is set to expire, then, at its organizational meeting, the vestry may, with the concurrence of the bishop, vote to extend the term of the Senior Warden. (i) If so voted, the vestry term of the Senior Warden shall not be extended, but the Senior Warden shall be, *ex officio*, a voting member of the vestry. (ii) The extended term of the Senior Warden shall end 6 months after the installation of the new Rector, or earlier at the discretion of the new Rector.

## ARTICLE V DUTIES OF THE VESTRY

Section 1. General. The secular affairs of the Parish shall be conducted by or under the authority and direction of the Vestry. It shall be the duty of the Vestry to take care that the financial affairs of the Parish are administered faithfully and the property of the Parish maintained, to see that the salaries of the Rector, other clergy and lay staff are

paid regularly, to make provision for the current expenses of the Parish, and, in the absence of the Wardens, to perform such duties as are assigned to the Wardens.

Section 2. Parish Register and Parochial Reports. In accordance with the applicable Canons of the Diocese:

(a) The Vestry shall provide a suitable book called the “Church Register”, which shall belong to and remain with the Vestry, as part of the Church records. In the Register the Rector or, if there is none, the Senior Warden, shall keep a record of all the baptisms, confirmations, marriages, and burials in the Parish.

(b) It shall be the joint duty of the Rector and the Vestry to cause the Parochial Report of the Parish to be prepared annually and furnished to the appropriate authorities of the Diocese.

Section 3. Financial Reports. After the close of each fiscal year, the Vestry shall make arrangements to have the Treasurer’s books of account audited by an independent certified public accountant or other qualified person or persons in accordance with the applicable Canons of the Diocese. Financial reports of the Parish shall be presented and filed in accordance with said Canons and applicable provisions of the Pennsylvania Nonprofit Corporation Law.

Section 4. Appointment of Agents. The Vestry shall have authority to appoint such agents as it may deem advisable from time to time to carry out its responsibilities.

Section 5. Real Estate. The Parish shall not acquire or commit itself to acquire any real property, nor shall it sell, mortgage, lease away or otherwise dispose of any real property, unless such action has been authorized by the affirmative vote of three-fourths of all members of the Vestry and has received any approval of Diocesan authorities required by the applicable Canons of the Diocese.

ARTICLE VI  
ELECTION OF DEPUTIES TO THE DISTRICT COMMISSION  
AND THE DIOCESAN CONVENTION

Section 1. Qualifications. The qualifications of Deputies and Alternate Deputies to the District Commission and the Diocesan Convention shall be the same as the qualifications of members of the Vestry as set forth in Article III of these By-Laws. Deputies and Alternate Deputies need not be members of the Vestry, but must be willing to represent this Parish at the District Commission and at the Diocesan Convention, and to accept possible election to the Diocesan Council. The number of Deputies from this Parish shall be determined by the schedule of the Constitution and Canons of the Diocese, as certified in writing annually to this Parish by the Secretary of the Diocesan Convention.

Section 2. Term of Office. (a) Deputies shall be elected for a term of three years, commencing as of the first day of July preceding the annual Diocesan Convention in the year in which they shall be elected, and shall hold office until their successors shall have been duly elected and assumed office. No Deputy who shall have served two full successive three-year terms as Deputy shall be eligible for reelection as Deputy until the election next succeeding the expiration of such second three-year term.

(b) Deputies shall be classified in respect of the terms for which they shall severally hold office by division into three classes, and the number of members of each class shall be as determined by the Vestry; provided, that the membership of all classes shall be as nearly equal in number as practicable, and that the term of office of one of such classes shall expire in each year.

Section 3. Election. Each year, at a regular meeting held not later than the thirtieth of June, the Vestry (i) shall elect Deputies of the class whose term shall commence in such year, and (ii) shall also elect such number of Alternate Deputies, for such terms not exceeding three years, as the Vestry shall deem appropriate. Any vacancy in the office of Deputy resulting from any cause (including a vacancy resulting from an increase of the number of Deputies) shall be filled by election by the Vestry at any

regular meeting; and each Deputy so elected shall hold office during the balance of the unexpired term to which such Deputy shall be elected.

Section 4. Certification. Each year a Warden or two members of the Vestry shall certify, to the appropriate authorities of the Diocese, all information required concerning the Deputies and Alternate Deputies to serve at the ensuing Diocesan Convention and in the District Commission in accordance with the applicable Canons of the Diocese. One copy shall be given to the Leader of Deputation who shall have been named as such by the Rector.

Section 5. Delayed Election. If there is due and just cause for a delay in the election of Deputies by the Vestry at the meeting on or before the thirtieth of June preceding the annual Diocesan Convention, they shall, without fail, be elected at the next regular meeting of the Vestry. In such case, the certificate mentioned immediately above shall be furnished to the Diocesan authorities promptly, prior to the commencement of the Convention.

Section 6. Leader of Deputation. The Leader of Deputation shall (i) designate the dates and places of meetings of the Parish's Deputation, set the agenda thereof, and serve as chair of such meetings; (ii) take care that all notices required to be given to Diocesan authorities and others relating to the Parish's Deputation are in proper form and submitted timely, that all other requirements of the Canons relating to the Deputation are satisfied, and that the Deputies and Alternate Deputies receive all important and available information relating to the ensuing Diocesan Convention; and (iii) encourage attendance of the members of the Deputation at meetings of the District Commission and act as spokesperson at such meetings when a statement may be required or deemed appropriate.

ARTICLE VII  
ELECTION OF A RECTOR OR AN ASSISTANT MINISTER

Section 1. General. Subject to the provisions of Canon III.9 (“Of the Life and Work of Priests”) of The Episcopal Church and the applicable provisions of the Constitution and Canons of the Diocese, a Rector or an Assistant Minister shall be elected in the following manner:

(a) The affirmative vote of two-thirds of all members of the Vestry, given by written ballot, shall be necessary to make valid the election of a Rector or an Assistant Minister. In the case of the election of an Assistant Minister, the Rector shall nominate in writing the candidate he or she proposes for that office to the Vestry for election.

(b) In either case, the person to be elected Rector or as an Assistant Minister must have been openly nominated at a previous meeting of the Vestry, duly convened. For a meeting of the Vestry at which such election is intended, notice expressing such intention shall be given in the manner provided in the applicable Canons of the Diocese and in the Articles of Incorporation of the Parish and Article XVI of these By-Laws, and no such election shall be held until one week shall have elapsed after the nomination nor until thirty days shall have elapsed after notice of the intention to hold such election shall have been given to the Bishop or Ecclesiastical Authority of the Diocese.

(c) Written notice of the election of a Rector or an Assistant Minister shall be given to the Bishop or Ecclesiastical Authority in accordance with applicable provisions of Canon III.9 (“Of the Life and Work of Priests”) of The Episcopal Church and the applicable Canons of the Diocese.

Section 2. Vacancy. In the event of a vacancy in the Rectorship of the Parish, the affairs of the Parish shall be conducted in accordance with applicable provisions of Canon III.9 (“Of the Life and Work of Priests”) of The Episcopal Church and of the applicable Canons of the Diocese.

Section 3. Resolving Disagreement. If a disagreement arises between the Rector and the Vestry or the Parish which they are unable to resolve, the matter shall be referred to the

Bishop or other Ecclesiastical Authority for an attempt to resolve the problem in accordance with Canons III.9.12 (“Reconciliation of Disagreements Affecting the Pastoral Relation”) and III.9.13-20 (“Dissolution of the Pastoral Relation”) of The Episcopal Church and the applicable Canons of the Diocese.

## ARTICLE VIII DUTIES OF THE RECTOR

Section 1. General. In all spiritual concerns, the selection and performance of music and ritual observances, and the due and proper celebration of Divine Services, the Rector shall have exclusive charge and care, subject to the Rubrics of the Book of Common Prayer, the Constitution and Canons of The Episcopal Church, and the pastoral direction in such matters of the Bishop or Ecclesiastical Authority of the Diocese. For the purpose of such office and for the full and free discharge of all functions and duties pertaining thereto, the Rector at all times shall control the uses of the Church and Parish buildings and the appurtenances and furniture thereof.

Section 2. Parish Responsibilities. The Rector, ex officio, shall be president of the Corporation, Chair of the Vestry, and a member of the Vestry holding the right of one vote on any matter before that body, and shall preside at all Annual or Special Parish Meetings at which he or she is present. The Rector shall be a member, ex officio, of all committees of the Vestry and the Parish Council, except that the Rector shall serve without vote on the Nominating Committee. The Rector shall have the full control and direction of all guilds, societies and associations within the Parish. The Rector may cause funds of the Parish to be expended in accordance with authorization by the Vestry. The Rector, together with the Vestry, shall cause to be prepared and delivered the annual Parochial Report of the Parish as provided in Article V, Section 2, of these By-Laws.

## ARTICLE IX DUTIES OF THE WARDENS

Section 1. General. The Wardens shall have and may exercise all such rights and shall perform such duties as are imposed upon them by the Rubrics and Canons of The

Episcopal Church. They shall oversee the officers of the Vestry in the performance of their duties. Each Warden shall have the rights and shall assume the duties of the other Warden in the event of the absence or disability of the other. In exercising their rights and performing their duties, the Wardens may seek advice of Canon Law or other counsel and shall be protected in relying on such advice.

Section 2. Senior Warden. (a) The Senior Warden shall oversee the financial affairs of the Parish and shall convene and shall serve as Chair of the Finance Committee. The Senior Warden shall also serve as a member of the Executive Committee.

(b) In the event of a vacancy in the Rectorship, the Senior Warden shall take charge of the books, records and other movable personal property of the Parish.

Section 3. Junior Warden. The Junior Warden shall see that the Church is kept in good repair, and shall oversee the maintenance of the real property, physical plant, furnishings and equipment of the Parish. The Junior Warden shall also serve as a member of the Executive Committee.

Section 4. Notices and Reports. (a) The Senior Warden and the Junior Warden together shall give written notice to the Bishop or Ecclesiastical Authority of the Diocese of the election of any member of the clergy in accordance with Article VII, Section 1(c), of these By-Laws.

(b) In the event of a vacancy in the Rectorship, the Senior Warden shall notify the Bishop or Ecclesiastical Authority of the Diocese and shall request ministerial services in accordance with applicable provisions of Canon III.9 of The Episcopal Church and the applicable Canons of the Diocese.

## ARTICLE X THE SECRETARY

Section 1. General. The Secretary shall record the Minutes of Vestry Meetings and cause them, and the Minutes of Parish Meetings, to be maintained in paper form as a permanent record of the Parish, and shall perform generally all such duties as pertain to

the office including assuring that the Minutes of each meeting of the Vestry are transcribed and distributed to each member of the Vestry as soon as practicable after each meeting.

Section 2. Parish Meetings. The Secretary shall act as Secretary of each Annual or Special Meeting of the Parish in accordance with Article I of these By-Laws.

Section 3. Assistant Secretary. In the absence of the Secretary, the Assistant Secretary, if there is one, shall perform the duties of the Secretary; if none, the Chair of the meeting shall appoint a secretary who shall keep the minutes of the meeting.

## ARTICLE XI THE TREASURER

Section 1. General. The Treasurer shall be responsible for all the revenues of the Parish and for the disbursement of the same under orders of the Vestry. The Treasurer shall maintain financial records of the Parish in accordance with standard accounting practices that will document all sums received from any and all sources as well as disbursements made for any and all purposes. Said records shall always be subject to the inspection of the Vestry and shall be audited by an independent certified public accountant or other qualified person or persons as provided in Article V, Section 3, of these By-Laws. The Treasurer shall give a report of the financial position and operation of the Parish to the Vestry at each regular meeting thereof, and to each Annual Meeting of the Parish. When requested by the Audit Committee, the Treasurer shall attend meetings of that committee and furnish information to it relating to the financial affairs of the Parish.

Section 2. Salary Payments. The Treasurer shall see that the Rector, Assistant Ministers and all other employees of the Parish who have stated salaries are paid in convenient and appropriate installments.

Section 3. Record of Qualified Voters. The Treasurer shall furnish to the Judges of Election or, if none, the Secretary of the Parish meeting, upon demand, a record of the members of the Parish who are qualified voters in accordance with Article II, Section 3,



of these By-Laws.

Section 4. Bond. The Treasurer and all others charged by the Vestry with the responsibility of handling funds of the Parish shall give blanket bond in a sum determined by the Vestry from time to time. The premium shall be paid by the Vestry out of Parish funds.

Section 5. Additional Financial Personnel. The Vestry may, by resolution, authorize the delegation of some or all of the Treasurer's duties and authority to such one or more other officers of the Vestry or employees of the Parish as the Vestry deems appropriate for the administration of the financial affairs of the Parish, subject always to oversight by the Treasurer.

Section 6. Signatures on Checks. All bank checks or other orders for the disbursement of funds of the Parish shall be signed by such person or persons as the Vestry shall designate from time to time by resolution and, if the Vestry shall so determine or if the applicable Canons of the Diocese shall so require, shall also be countersigned by a person or persons similarly designated.

Section 7. Fiscal Year. The fiscal year of the Parish shall be the period of twelve months ending on December 31, or such other period as the Vestry may fix by resolution duly adopted.

ARTICLE XII  
COMMITTEES OF THE VESTRY

Section 1. General. (a) In addition to the Standing Committees listed in Sections 2, 3, 4 and 5 of this Article, the Vestry may appoint such other committees as it may deem necessary. At least one member of each such other committee shall be a member of the Vestry. All members of committees of the Vestry, other than ex officio members, shall be approved by the affirmative vote of a majority of all members of the Vestry, and shall serve at the pleasure of the Vestry.

(b) No committee shall have the powers specified in Section 5731 of the Pennsylvania Nonprofit Corporation Law, including the power to submit any action to members of the Parish for approval, to create or fill vacancies on the Vestry or Parish Council, to amend these Bylaws, or to act on matters reserved exclusively to another committee.

Notwithstanding any provision of these By-Laws or the appointment of any committee pursuant hereto, the Vestry shall retain its responsibility under the applicable Canons of the Diocese to conduct the secular affairs of this Parish.

(c) At each regular meeting of the Vestry, each committee shall report any action taken by it since the preceding Vestry meeting.

Section 2. Executive Committee. (a) The Executive Committee shall consist of the Rector, Wardens, Treasurer, and Secretary, as ex officio members. The Vestry may elect one or more additional Vestry members as members of the committee.

(b) The Vestry may delegate all or any part of its powers, authority, duties and responsibilities to the Executive Committee between meetings of the Vestry; provided, however, that the Executive Committee when so acting shall not have the power to take any action for which, by resolution of the Vestry or under the provisions of these By-Laws, the affirmative vote of a majority or more of all members of the Vestry is required.

Section 3. Finance Committee. (a) The Finance Committee shall consist of the Rector, Wardens, and Treasurer, as ex officio members, and not more than five additional members of the Vestry appointed by the Senior Warden and approved by the Vestry.

(b) It shall be the duty of the Finance Committee to look after and examine the revenues and expenditures of the Parish, and to oversee the preparation and presentation by the Treasurer of detailed monthly reports of receipts, expenditures, and financial assets and obligations of the Parish. Each year the Finance Committee shall provide to the Vestry, for its consideration and approval, a detailed budget of estimated receipts and expenditures for the ensuing fiscal year.

Section 4. Endowment Committee. (a) The Endowment Committee shall consist of the Rector, Senior Warden, and Treasurer, as ex officio members, and not more than six additional voting members of the Parish, who need not be members of the Vestry, appointed by the Rector on the basis of their relevant investment or business expertise and approved by the Vestry. The additional members shall be divided into three classes, as equal in number as practicable, each class to serve for a term of three years on a staggered or rotating basis.

(b) It shall be the duty of the Endowment Committee to cause the endowment funds of the Parish to be invested in a manner consistent with its mission as defined from time to time by the Vestry, including any social policies determined by the Vestry. The Endowment Committee shall recommend investment guidelines for consideration and approval by the Vestry annually or more frequently as the Vestry may request, and shall provide to the Vestry each year a review of the condition and performance of the endowment.

(c) From time to time the Endowment Committee shall determine which investment style it considers most appropriate under the circumstances, determine the criteria for selection of investment managers, oversee the selection of an investment manager or managers, and monitor and document the investment managers' performance.

Section 5. Audit Committee. (a) The Audit Committee shall consist of at least three but not more than seven members elected by the Vestry, other than the Rector, Wardens and Treasurer. At least two members of the committee shall be members of the Vestry; all other members of the committee shall be voting members of the Parish.

(b) The Audit Committee shall recommend the engagement of an independent certified public accountant or other qualified person or persons as provided in Article V, Section 3, of these By-Laws to audit the financial statements and financial records of the Parish and to provide an assessment of the internal financial controls of the Parish. The Committee shall recommend to the Vestry such action as it deems appropriate to address any exceptions and management issues raised by such audit and assessment.

### ARTICLE XIII QUALIFICATIONS AND MANNER OF ELECTION OF THE PARISH COUNCIL

Section 1. General. The Parish Council shall consist of not more than sixteen elected persons, all to be baptized lay members of this Parish and residents of Pennsylvania, who shall continue in office until their terms shall expire and until their successors shall be duly elected and qualified.

Section 2. Disqualification. No person shall be elected or be eligible as a member of the Parish Council who has not been an attendant upon the services of, and a regular subscriber to the revenues of, this Parish for at least six months immediately preceding such person's election.

Section 3. Time of Election. The members of the Parish Council shall be elected at the Annual Meeting of the Parish, duly called and held in accordance with Section 1 of Article I of these By-Laws.

Section 4. Election by Classes. The Parish Council shall be divided into four groups, as nearly equal in number as practicable, each group to serve for a term of four years on a rotating basis. At each Annual Meeting, the vacancies created by the expiration of the term of office of the retiring group shall be filled by the election, in the manner hereinafter provided, of not more than four persons as members of the Parish Council, the persons so elected to serve for a term of four years. No member of any retiring group who shall have served a full four year term shall be eligible for re-election until at least one year following the expiration of that member's term.

Section 5. Nomination and Election Procedures. The procedures for the nomination and election of members of the Parish Council shall be those set forth in Sections 3 to 8, inclusive, and 10, of Article I , and Article II, of these By-Laws for the nomination and election of members of the Vestry.

Section 6. Vacancies. If a vacancy occurs in the Parish Council during any year, the Parish Council shall at a regular meeting elect a duly qualified member of the Parish to fill the term created by such vacancy, the person so elected to serve out the unexpired term. The affirmative vote of a majority of all members of the Parish Council shall be necessary to elect a person to fill such a vacancy.

#### ARTICLE XIV DUTIES OF THE PARISH COUNCIL

Section 1. General. It shall be the duty of the Parish Council to assist and advise the Rector and the Vestry in the implementation of programs and policies of this Parish within the scope of the Rector's canonical authority for the furtherance of the Christian religion and the benefit of the Parish. Each member of the Parish Council shall consider it to be his or her duty, by reason of such office, to participate willingly and actively in such implementation and to continue to develop his or her leadership capabilities in the work of this Parish through its organizations, prayer, education and community service.

Section 2. Meetings. A regular meeting of the Parish Council shall be held not less often than once in each calendar quarter. Special meetings of the Parish Council may be held at any time at the request of the Rector or the Chair of the Parish Council, if there be one, or at the request of three members of the Parish Council given in writing or by electronic communication. Meetings of the Parish Council shall not be held in the absence of the Rector, except pursuant to his prior consent given to the Chair of the Parish Council.

Section 3. Organization. The Parish Council shall be called together by the Rector within two weeks after each Annual Meeting of the Parish, and the Rector may appoint, from the members of the Parish Council, a Chair thereof to serve for the ensuing

year or until a successor shall be chosen, or may serve as Chair ex officio. The Rector and the Chair of the Parish Council, if there be one, may from time to time jointly appoint one or more Chairs of committees and committees of the Parish Council. The Parish Council may, with the consent of the Rector, from time to time elect such other officers for such terms of office, and having such duties, as the Parish Council may determine. The Parish Council may elect one or more voting members of the Parish to membership in any one or more of the committees of the Parish Council, for terms continuing until the next succeeding Annual Meeting of the Parish.

## ARTICLE XV PERSONAL LIABILITY, INDEMNIFICATION AND INSURANCE

Section 1. Personal Liability of Vestry Members. (a) To the fullest extent that the laws of the Commonwealth of Pennsylvania, as in effect on January 27, 1987 or as thereafter amended, permit elimination or limitation of the liability of directors, no member of the Vestry shall be personally liable for monetary damages as such for any action taken, or any failure to take any action.

(b) This Section shall not apply to any actions filed prior to January 27, 1987, nor to any breach of performance of duty or any failure of performance of duty by any Vestry member occurring prior to January 27, 1987. The provisions of this Section shall be deemed to be a contract with each member of the Vestry who serves as such at any time while this Section is in effect and each such member shall be deemed to be so serving in reliance on the provisions of this Section. Any amendment or repeal of this Section or adoption of any by-law or provision of the Articles of Incorporation which has the effect of increasing Vestry members' liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, by-law or provision.

Section 2. Indemnification and Advancement of Expenses. (a) Right to Indemnification. Except as prohibited by law, every member of the Vestry and every officer of the Vestry shall be entitled as of right to be indemnified by the Corporation

against expenses and any liability paid or incurred by such person in the defense of any actual or threatened claim, action, suit or proceeding, whether civil, criminal, administrative, investigative, or other, and whether brought by or in the right of the Corporation or otherwise, in which he or she may be involved in any manner, whether as a party, witness, or otherwise, or is threatened to be so involved, by reason of such person being or having been a member or officer of the Vestry, or by reason of the fact that such person is or was serving at the request of the Corporation, as set forth in a resolution adopted by the Vestry, as a director, officer, employee, fiduciary or other representative of another corporation, partnership, joint venture, trust, employee benefit plan or other entity (such claim, action, suit or proceeding being hereinafter referred to as “Action”). One or more persons who are not members or officers of the Vestry may be similarly indemnified in respect of services to the Corporation or to another such entity at the request of the Corporation to the extent that the Vestry at any time by resolution designates such person or persons as entitled to the benefits of this Section. As used in this Section, “Indemnitee” shall include each member of the Vestry, each officer of the Vestry, and each other person so designated by the Vestry as entitled to the benefits of this Section; “expenses” shall include fees and expenses of counsel selected by an Indemnitee; and “liability” shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement.

(b) Right to Advancement of Expenses. Every Indemnitee shall be entitled as of right to have his or her expenses in defending any Action paid in advance by the Corporation prior to final disposition of such Action promptly after receipt by the Corporation of a request thereof stating in reasonable detail the expenses incurred, provided that the Corporation receives a written undertaking by or on behalf of the Indemnitee to repay the amount advanced if it should ultimately be determined that the Indemnitee is not entitled to be indemnified for such expenses.

(c) Right of Indemnitee to Initiate Action. If a written claim under this Section is not paid in full by the Corporation within thirty days after such claim has been received by the Corporation, the Indemnitee may at any time thereafter initiate an action (an “Indemnitee Action”) to recover the unpaid amount of the claim and, if successful in whole or in part, the Indemnitee shall also be entitled to be paid the expense of prosecuting the Indemnitee Action. The only defense to an Indemnitee Action to recover a claim for indemnification under Section 2(a) of this Article shall be that the Indemnitee’s conduct was such that under Pennsylvania law the Corporation is prohibited from indemnifying the Indemnitee for the amount claimed, but the burden of proving such defense shall be upon the Corporation. Neither the failure of the Corporation (including its Vestry and independent legal counsel) to have made a determination prior to the commencement of such Indemnitee Action that indemnification of the Indemnitee is proper under the circumstances, nor an actual determination by the Corporation (including its Vestry or independent legal counsel) that the Indemnitee’s conduct was such that indemnification is prohibited under Pennsylvania law, shall be a defense to such Indemnitee Action or create a presumption that the Indemnitee’s conduct was such that indemnification is prohibited by Pennsylvania law. The only defense to an Indemnitee Action to recover a claim for advancement of expenses under Section 2(b) of this Article shall be the Indemnitee’s failure to provide the undertaking required by Section 2(b).

(d) Insurance and Funding. The Corporation may purchase and maintain insurance to protect itself and any person eligible to be indemnified hereunder against any liability or expense asserted or incurred by such person in connection with any Action, whether or not the Corporation would have the power to indemnify such person against such liability or expense by law or under the provisions of this Section.

(e) Non-Exclusivity; Nature and Extent of Rights. The rights to indemnification and advancement of expenses provided for in this Section shall (i) not be deemed exclusive of any other rights, whether now existing or hereafter created, to which any Indemnitee may be entitled under any agreement or by-law, Articles of Incorporation, vote of Vestry or



otherwise, (ii) be deemed to create contractual rights in favor of each Indemnitee who serves the Corporation at any time while this Section is in effect (and each such Indemnitee shall be deemed to be so serving in reliance on the provisions of this Section), and (iii) continue as to each Indemnitee who has ceased to have the status pursuant to which he or she was entitled to indemnification under this Section and shall inure to the benefit of the heirs and legal representatives of each Indemnitee. Any amendment or repeal of this Section or adoption of any by-law or provision of the Articles of Incorporation which limits in any way the right to indemnification or the right to advancement of expenses provided for in this Section shall operate prospectively only and shall not affect any action taken, or failure to act, by any Indemnitee prior to the adoption of such amendment, repeal, by-law or other provision.

(f) Partial Indemnity. If an Indemnitee is entitled under any provision of this Section to indemnification by the Corporation for some or a portion of the expenses or a liability paid or incurred by the Indemnitee in the preparation, investigation, defense, appeal or settlement of any Action or Indemnitee Action but not, however, for the total amount thereof, the Corporation shall indemnify the Indemnitee for the portion of such expenses or liability to which the Indemnitee is entitled.

(g) Applicability of Section. This Section shall apply to every Action other than an Action filed prior to January 27, 1987, except that it does not apply to the extent that Pennsylvania law does not permit its application to any breach of performance of duty or any failure of performance of duty by an Indemnitee occurring prior to January 27, 1987. It is the intent of the Corporation to indemnify an Indemnitee to the fullest extent permitted by law.

## ARTICLE XVI NOTICES

Section 1. Meetings of the Nominating Committee. (a) Notice of a meeting of the Nominating Committee pursuant to Article I, Section 4, of these By-Laws shall be given (i) by announcement by the Rector or other clergy, or one of the Wardens, during

public worship services on the two Sundays immediately preceding such meeting, and (ii) by a written notice posted in the Church premises at least two weeks prior to such meeting, and (iii) by a written notice mailed to the members of the Parish at least two weeks prior to such meeting. The posted notice shall be accompanied by a copy of Article I, Section 4, of these By-Laws. (Note: Publication of the provisions of Article I, Section 4, by electronic communication or other additional means is also recommended.)

(b) A notice pursuant to Subsection (a) of this Section 1 shall set forth the time and place of the meeting and the purpose of the meeting.

Section 2. Parish Meetings. (a) Notice of an Annual or Special Parish Meeting pursuant to Article I, Section 1 or 9, of these By-Laws shall be given (i) by announcement by the Rector or other clergy, or one of the Wardens, during public worship services on the two Sundays immediately preceding such meeting, and (ii) by a written notice posted in the Church premises at least two weeks prior to such meeting, and (iii) by a written notice mailed to the members of the Parish at least two weeks prior to such meeting. The notice posted in the Church shall be accompanied by a copy of Article II of these By-Laws. (Note: Publication of the provisions of Article II by electronic communication or other additional means is also recommended.)

(b) A notice pursuant to Subsection (a) of this Section 2 shall set forth the time and place of the meeting and the purpose or purposes of the meeting. In addition, if the purpose or one of the purposes of the meeting is to consider the adoption, amendment, or repeal of the Articles of Incorporation of the Parish or of By-Laws, a copy of the proposed amendment or a summary of the changes to be effected thereby shall be included in or enclosed with each written notice pursuant to clause (ii) or (iii) of Subsection (a).

Section 3. Special Meetings of the Vestry. (a) Notice of a special meeting of the Vestry pursuant to Article IV, Section 2, of these By-Laws shall be given at least three days in advance of the meeting by any one or more of the following methods: (i) in person, or (ii) by telephone, or (iii) by a form of electronic communication sent to the

electronic mail address supplied to the Secretary for the purpose of notice by the member to whom the notice is being given. A notice by electronic communication shall be deemed given when sent.

(b) A notice pursuant to Subsection (a) of this Section 3 shall set forth the time and place of the meeting, the purpose or purposes of the meeting, and the identity of the person or persons calling the meeting.

Section 4. Election of Clergy by the Vestry. (a) Notice expressing an intention to elect a Rector or an Assistant Minister at a meeting of the Vestry pursuant to Article VII, Section 1, of these By-Laws shall be given in any one or more of the methods specified in Section 3, Subsection (a), of this Article.

(b) A notice pursuant to Subsection (a) of this Section 4 shall set forth the time and place of the meeting and the identity of the person intended to be elected.

## ARTICLE XVII CHURCH POLITY

This Parish acknowledges itself to be a member of The Episcopal Church, and of the Episcopal Diocese of Pittsburgh.

## ARTICLE XVIII INTERPRETATION AND RULES OF ORDER

Section 1. Interpretation. Throughout these By-Laws:

\_\_\_\_\_ (a) Gender. Words used in the masculine gender shall include the feminine.

(b) Headings. Headings of Articles, Sections, and Subsections are solely for convenience of reference and are not part of the By-Laws.

(c) Notes. Notes are only suggestions, and are not part of the By-Laws.

(d) Electronic communication. "Electronic communication" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and may be directly reproduced in paper form by such recipient through an automated process,

including but not limited to facsimile transmission and email message.

(e) Parish, Corporation. Each of the terms “Parish” and “Corporation” refers to Calvary Episcopal Church, Pittsburgh, Pennsylvania, a Pennsylvania nonprofit corporation.

(f) Diocese, Episcopal Diocese of Pittsburgh. Each of the terms “Diocese” and “Episcopal Diocese of Pittsburgh” refers to the Episcopal Diocese of Pittsburgh of The Episcopal Church in the United States of America.

Section 2. Rules of Order. The rules of order for the meetings of the Parish, Vestry, Parish Council, and committees thereof shall, as far as applicable, be the rules of order set forth in the then current edition of *Robert’s Rules of Order, Newly Revised*. In the event of a conflict between those rules and these By-Laws, the provisions of these By-Laws shall prevail to the extent of such conflict.

#### ARTICLE XIX MANNER OF AMENDMENT

These By-Laws may be altered or amended only in the following manner, viz.: The Amendment shall be proposed in writing at a regular meeting of the Vestry. No action shall be taken until the next regular meeting and, if the Amendment is thereupon approved by the Vestry, it shall be submitted to the Convention or the Standing Committee of the Diocese for consent in accordance with the applicable Canons of the Diocese. After such consent is given, written notice of the proposed Amendment shall be sent to each voting member of the Parish in accordance with the provisions of the Pennsylvania Nonprofit Corporation Law and Article XVI of these By-Laws. Any Amendment must be approved by the affirmative vote of two-thirds of all members of the Vestry. No Amendment shall be valid until it has been approved at any Annual or Special Meeting of the Parish by a majority of those present who are entitled to vote for members of the Vestry and by the Convention or by the Standing Committee of the Diocese in accordance with the applicable Canons of said Diocese and the Articles of Incorporation of the Parish.

ARTICLE XX  
ADOPTION OF THESE BY-LAWS

Section 1. Adoption. These By-Laws may be adopted (i) by a majority of those present who are entitled to vote for members of the Vestry at an Annual or Special Meeting of the Parish of which notice has been duly given in accordance with Article XVI of these By-Laws and (ii) in accordance with the by-laws of the Parish in existence at the time of such Parish Meeting and the provisions of the Pennsylvania Nonprofit Corporation Law.

Section 2. Repeal. By adoption of these By-Laws, all prior by-laws heretofore enacted by this Parish are hereby repealed.

**Approved by the Standing Committee of the Diocese on April 8, 2013.**

**Adopted by the Parish at an Annual Meeting held on April 28, 2013.**

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*Secretary*