

**TRINITY EPISCOPAL CHURCH
ST. LOUIS, MISSOURI**

BY-LAWS

(Approved at Annual Meeting of January 29, 2011)

I

This Parish, as part of the One, Holy, Catholic and Apostolic Church of Christ, acknowledges its allegiance to the Protestant Episcopal Church in the United States of America, also known as the Episcopal Church (the "Church"), and to the Episcopal Church in the Diocese of Missouri (the "Diocese").

It submits to the authority of the General Convention of the Church and the Convention of the Diocese.

It accedes to, recognizes and accepts the Doctrine, Discipline and Form of Worship of the Church and the Constitution and Canons of the Church and of the Diocese, as may hereafter be amended from time to time.

In the event of any conflict or inconsistency between the organizational documents of this Parish and the Constitution and Canons of the Church or of the Diocese, as may hereafter be amended from time to time, the Constitution and Canons shall control and govern.

The foregoing provisions may not be altered or deleted without the written consent of the ecclesiastical authority of the Diocese.

II

ANNUAL MEETING

The annual meeting of the Parish shall be held on the first Saturday in January of each year, or as soon thereafter as practicable, upon proper notice in accordance with the Diocesan Canons. Twenty-five members of the Parish shall constitute a quorum.

The annual meeting shall receive reports from the Rector, Vestry, and Treasurer; shall elect vestry members, convention delegates and alternates; and shall transact such other business as shall come before it. As appropriate, committees and other organizations of the Parish may offer reports.

A slate of three trustees of the Parish Endowment Fund shall be nominated by the Vestry and elected at each annual meeting.

To vote at the annual meeting, one must be a baptized communicant in good standing and must be at least eighteen years old.

III

VESTRY AND OFFICERS

The Vestry shall consist of nine communicants who have been members of the Parish for at least one year, who shall be elected by the annual meeting to serve a maximum of three years on a rotating basis. Vestry members shall be adult lay communicants in good standing who are at least eighteen years old and are confirmed.

No Vestry member concluding a regularly elected three-year term shall be eligible for re-election until the expiration of one year.

The officers of the Parish shall be a Senior Warden, a Junior Warden, a Treasurer, a Clerk, and other such officers as the Vestry may choose. The Senior and Junior Wardens shall be installed at the first regular Vestry meeting following the annual meeting, and shall be duly elected members of the Vestry. The Treasurer and Clerk shall be elected at the first regular Vestry meeting following the annual meeting and need not be members of the Vestry. If not members, they may have voice but may not vote.

The Rector shall appoint annually from the Vestry a Senior Warden, and the Vestry shall elect from its members a Junior Warden, both of whom shall be canonically qualified for office. The Rector may at any time commit the appointment of the Senior Warden to the Vestry. If the Parish is without a Rector, the Vestry shall elect from its members a Senior Warden.

Officers and Vestry members shall hold their offices until their successors have been elected or appointed. The Vestry may nominate and approve qualified person(s) to fill any vacancy occurring on the Vestry for the remainder of that term.

The Vestry shall meet in person once per month at a regularly scheduled time. Except for those portions of the meeting conducted in executive session, regularly scheduled Vestry meetings shall be open to members of the parish. Only members of the Vestry may vote.

Any action which may be taken at any meeting of the Vestry may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all members of the Vestry entitled to vote with respect to the subject matter thereof.

Members of the Vestry or of any committee designated by the Vestry may participate in a meeting of the Vestry by means of conference telephone or similar communication equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

IV

DUTIES OF THE OFFICERS OF THE PARISH

The Senior Warden shall represent the Parish as a whole in consultation with the Rector, and shall, in the absence of the Rector or during a vacancy in the rectorship, arrange for all regular services and church activities.

The Junior Warden shall be a member of the Building and Grounds Commission, shall supervise the buildings and equipment of the Parish as directed by the Building and Grounds Commission and, in the absence of the Rector and Senior Warden, shall preside at Vestry meetings.

The Clerk shall keep a record of all Vestry and parish meetings.

The Treasurer shall have oversight of the financial matters of the Parish, including (1) the proper deposit of all money in the name of Trinity Church in such depositories and banks as the Vestry shall designate, (2) the disbursement by check as directed by the Vestry, (3) the keeping of accurate records of all receipts and disbursements, and (4) the drafting of the annual operating budget by the Finance Committee, of which the Treasurer shall be an ex officio member. The Treasurer shall make a full written accounting at the annual meeting of the Parish and at such other times as the Vestry may direct and shall report on the financial status of the Parish at all regularly scheduled Vestry meetings. The Treasurer shall be bonded with such good and sufficient bond as may be required by the Canons of the Diocese and the Episcopal Church and by the Vestry.

V

PARISH COMMITTEES AND VESTRY COMMISSIONS

The Standing Committees of the Parish shall be the Finance and Religious Education Committees.

The Standing Commissions of the Vestry shall be the Building and Grounds, Outreach, Stewardship, and Parish Life Commissions.

The Vestry or the Rector may appoint additional ad hoc Committees as necessary.

The acts of all Committees and Commissions shall be subject to the approval of the Vestry. The Rector and Senior Warden shall be ex officio members of all committees.

VI

THE TRUSTEES OF THE ENDOWMENT

The Trustees shall oversee the investment and disbursement of the funds of the endowment and shall report on same to the Vestry on an annual basis.

VII

PARISH EMPLOYEES

All employees report to the Rector. The Vestry shall ensure compliance with Diocesan policies governing employee background checks and training.

VIII

ANNUAL AUDIT

The Vestry shall annually appoint a committee to complete an audit of the Parish financial records and report the results to the Vestry.

IX

AMENDMENTS

The Vestry shall have the power to make, alter, amend and repeal, in whole or in part, these By-Laws by (1) a resolution duly adopted by the Vestry, and (2) the affirmative vote of the Members present at any annual or special meeting called for that purpose; provided, however, that any action so taken shall become effective only after approval by the Standing Committee of the Diocese, at which time all previous by-laws of this Parish shall be hereby repealed.

No such changes shall be valid unless public notice of the proposed amendment shall be given at least fifteen days before the meeting. A majority vote of those present at the meeting shall be sufficient, provided at least twenty-five members of the Parish shall vote thereon.