

St. Brendan's Episcopal Church
2365 McAleer Road
Franklin Park, Pennsylvania 15143

PARISH BYLAWS

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The purposes of the corporation are to worship Almighty God according to the faith, doctrine, discipline, and worship of The Episcopal Church, and to promote the civic, educational, social, and spiritual improvement of its members and communicants.

ARTICLE 1

RELATIONSHIP OF THE PARISH TO THE DIOCESE AND THE NATIONAL CHURCH

St. Brendan's Episcopal Church, a Pennsylvania not for profit corporation, Franklin Park, Pennsylvania is a Parish of The Episcopal Diocese of Pittsburgh ("The Episcopal Diocese"). The Parish and its clergy and Vestry are subject to the Constitutions and Canons of The Episcopal Diocese of and of The Episcopal Church, which, together with these Bylaws, shall govern the affairs of the Parish. If any provisions of these Bylaws are inconsistent with the foregoing Constitutions and Canons, those Constitutions and Canons shall control. Notwithstanding any provision of the Diocesan Constitution or Canons to the contrary, in the event of a conflict between any provision of the Constitution or Canons of The Episcopal Diocese and any provision of the Constitution or Canons of The Episcopal Church, the latter shall supersede and govern.

ARTICLE II

THE PARISH

SECTION 1: PARISH MEETINGS

A. The Annual Parish Meeting shall take place during the month of January at a date and time fixed by the Rector and the Vestry. For purposes of these Bylaws, the term "Rector" shall

include any person designated as “Priest-in-Charge,” “Interim Rector” or similar capacity by the Bishop of The Episcopal Diocese.

- B. Special Parish Meetings may be held when deemed necessary by the Rector or the Vestry, when indicated by the Constitution and Canons of The Episcopal Diocese or of The Episcopal Church, or upon the written petition of not less than twenty (20) voting members of the Parish.
- C. Public notice of Annual and Special Parish Meetings shall be given by the Rector or, in the Rector’s absence, by the wardens at all regular services held on the two Sundays immediately preceding such meeting. Notice of the Annual Parish Meeting shall also be given by mail or by electronic delivery to the qualified voters of the Parish at least fourteen (14) days before such meeting. Notice of Special Parish Meetings shall be given in similar manner at least ten (10) days before such meetings.
- D. The Chair of any Annual or Special Parish Meeting shall be the Rector, or in the Rector’s absence, one of the wardens, or in their absence, a Vestry member who shall be selected by a majority of the Vestry members present.
- E. Decisions at the meeting shall be made by a majority of those qualified voters present and voting.
- F. The Secretary, or any other person appointed by the Chair of the meeting, shall act as secretary of each Parish Meeting.
- G. A quorum for any Parish Meeting shall consist of a majority of the Vestry and at least twenty-five (25) qualified voters of the Parish who are not members of the Vestry.
- H. Parish Meetings may be conducted by conference telephone or other form of electronic technology, by means of which all persons participating in the meeting can hear each other, as approved by the Vestry. Voting members of the Parish shall have the right to participate in and to vote at such meetings. Participation in a meeting by voting members, including but not limited to voting and taking other action by conference telephone or other electronic technology, shall constitute presence in person at such meetings. At such meetings, voting members of the Parish shall have a reasonable opportunity to participate in the meeting, read or hear the proceedings concurrently with their occurrence, vote on all matters submitted to the members, and make appropriate motions and vote on matters submitted to the voting members, all subject to such guidelines and procedures as the Vestry may approve.

SECTION 2: QUALIFICATIONS FOR VOTING

- A. The right to vote at Parish Meetings shall be confined to baptized, non-excommunicated members in good standing in the Parish, who either (i) attend services in person and have received Holy Eucharist three (3) times in the past year, or (ii) have been regular worshipers in the Parish, either in person or by remote participation, for six (6) months prior to the meeting. They must also (iii) have given financially at least once during the past year, (iv) be sixteen (16) years of age or older, and (v) be in attendance, either in person or remotely, at the Parish Meeting in question.
- B. Any person who is qualified to vote at any Parish Meeting may vote by ballot distributed at the meeting or by such electronic or other means as may be approved by the Vestry.
- C. Any qualified voter may vote by absentee ballot provided the following conditions are met:
 - (1) The voter is unable to attend the Annual Parish Meeting or other Parish Meeting by reason of illness, travel or other good cause.
 - (2) The voter may use only official ballots obtained from the Parish Administrator, or the Secretary.
 - (3) The ballot must be returned to the Parish Administrator, or other person designated by the Vestry to receive ballots prior to the calling to order of the Parish Meeting.
- D. Participation in the Annual Meeting, or other Parish Meeting, by proxy shall not be permitted.

SECTION 3. BALLOTING

- A. Election of Vestry members shall take place at the Annual Parish Meeting and shall be by written ballot or by such electronic or other means as may be approved by the Vestry.
- B. If the number of candidates for election to Vestry is equal to (or less than) the number of vacancies, the slate of candidates may be approved by a voice vote, following a motion and second requesting such approval.
- C. If the number of candidates for election to Vestry is greater than the number of vacancies, written ballots for Vestry member elections shall be cast at the Annual Parish Meeting. The Nominating Committee [Article III, Section 7] shall tabulate and announce the results of the election by the close of the Annual Parish Meeting. Those candidates who receive the largest number of votes shall be considered elected to the vacancies of the Vestry.

D. The Chairperson of the Nominating Committee, as appointed by the Vestry under Article III, Section 3, shall act as Judge of Elections and shall collect ballots, oversee counting of votes, resolve any disputes arising in connection with the balloting process and appoint such persons to assist in the process as he or she deems necessary. If the Chairperson of the Nominating Committee is not available at the Annual Parish Meeting, the Chair of the meeting shall appoint a voting member of the Parish to act in such capacity.

SECTION 4: RULES OF ORDER

For all meetings of the Parish and of the Vestry the Rules contained in the current edition of *Robert's Rules of Order* shall govern in all cases in which they are not inconsistent with these Bylaws or any special rules that may be adopted.

ARTICLE III

THE VESTRY

SECTION 1: SIZE OF THE VESTRY

The elected members of the Vestry shall consist of not more than nine (9) nor less than seven (7) members, one third of whom shall be elected to full terms at the Annual Parish Meeting each year. The candidates receiving the most votes will be considered elected to the positions. Any subsequent change in the number of elected Vestry members shall be made by a vote at the Annual Parish Meeting, provided that the number is between seven (7) and nine (9) members.

SECTION 2: QUALIFICATIONS

All persons elected to serve as members of the Vestry shall be members qualified to vote at Parish Meetings (as defined in Article II, Section 2.A) at the time of the Annual Parish Meeting at which they are elected.

SECTION 3: NOMINEES FOR VESTRY ELECTIONS

A. A Nominating Committee, appointed by the Vestry [Article III, Section 7.(1)], shall present a slate of nominees to stand for election to fill vacancies on the Vestry. All nominees must have indicated a willingness to serve if elected. The Nominating Committee shall consist of those Vestry members whose terms expire following the Annual Parish Meeting and an equal number of parishioners not on the Vestry

- (1) The Nominating Committee shall be appointed by December 1 prior to the Annual Parish Meeting. The Vestry shall designate a Chairperson of the Nominating Committee, who shall also act as Judge of Elections at the Annual Parish Meeting.
 - (2) The Nominating Committee shall meet on one or more occasions at least thirty (30) days prior to the Annual Parish Meeting to receive nominations and consider other possible nominees for election to the Vestry.
- B. Any voting member of the Parish [Article II, Section 2] may nominate candidates for election to the Vestry by:
- (1) informing the Nominating Committee; or
 - (2) nominating a qualified parishioner [Article III, Section 2] from the floor at the Annual Parish Meeting. Nominations from the floor must be seconded by at least one (1) other voting member of the Parish.

SECTION 4: TERM OF OFFICE

- A. All persons elected to the Vestry, other than those appointed or elected to serve unexpired terms, shall serve for terms of three (3) years. All Vestry members will serve until their successors are elected or appointed.
- B. No Vestry person may be re-elected or appointed to the Vestry for a period of one (1) year following the expiration of their elected/appointed term, if that elected/appointed term was for a full three (3) years.

SECTION 5: MEETINGS

- A. Meetings will be open to all members of the Parish. The Vestry may go into closed or executive session during any meeting for the purpose of discussing matters of personnel relating to Parish staff, including the Rector, or for matters involving litigation, pending or threatened, or for the purpose of discussing other matters of a confidential or sensitive nature. Parish members will not be admitted to executive sessions.
- B. Regular Meetings will be held by the Vestry and their schedules will be announced or published to the Parish in advance.
- C. An Organizational Meeting of the Vestry shall be convened by the Rector within two (2) weeks after the Annual Parish Meeting. There shall be no less than ten (10) Regular Meetings during the term year, including the Organizational Meeting.
- D. Special Meetings of the Vestry may be called:

- (1) by the Rector by giving notice thereof at any regular service(s) on a Sunday or by giving notice to all members of the Vestry; or
- (2) by the Senior Warden, or in his or her absence, the Junior Warden, or by one third of the members of the Vestry by giving notice personally or by mail to the Rector and to all other members of the Vestry.

Reasonable prior notice of any Special Meeting of the Vestry shall be given to the voting members of the Parish, either by electronic delivery, or at all regular services on Sunday at least three (3) days prior to the meeting.

- E. A majority of the members of the entire Vestry in office at the time shall constitute a quorum.
- F. Decisions at Vestry meetings, a quorum being present, will be made by a simple majority of those Vestry members present, unless otherwise required by these Bylaws.
- G. The Rector shall have the right to vote at a Regular or Special Meeting of the Vestry only in order to break a tie vote.
- H. Minutes of all Vestry meetings shall be posted on the bulletin board in the narthex and/or published on the Parish website within two (2) weeks of each meeting.
- I. The Vestry may adopt a policy that establishes conditions and procedures allowing for the remote participation by members of the Vestry in meetings of the Vestry.
- J. The Vestry shall determine whether proxy voting may be permitted at Vestry meetings.

SECTION 6: OFFICERS AND COMMITTEES

- A. A Senior Warden and Junior Warden shall be selected as provided in Article IV, Section 1, sometime between the conclusion of the Annual Parish Meeting and the Vestry's Organizational Meeting [Article III, Section 5.C]. At its Organizational Meeting, the Vestry shall appoint a Secretary and a Parish Treasurer, which persons may be members of the Vestry. The Vestry shall describe the duties of the Secretary and Parish Treasurer in accordance with the Canons and Article VI of these Bylaws.
- B. The Vestry, in consultation with the Rector, shall appoint such other employees, agents and/or representatives of the Parish as are determined to be necessary, including but not limited to a Parish Administrator, and shall prescribe the duties and responsibilities of those persons.

- C. Committees or other work units may be formed, and their chairs appointed, by the Vestry or the Rector. Committee chairs may be chosen from the membership of the Vestry or from the parish membership at large.

SECTION 7: DUTIES AND RESPONSIBILITIES

- A. The Vestry shall meet regularly as specified in Article III, Section 5 above.
- B. The Vestry shall have authority and responsibility, in the corporate name of the Parish, to manage the financial and real affairs of the Parish in accordance with the Canons.
- C. The Vestry shall authorize persons to have signatory authority to manage and disburse the funds of the Parish.
- D. The Vestry shall provide for the furniture, books, vestments, and all things necessary for the celebration of public worship.
- E. The Vestry shall elect, call, and provide for the maintenance of the Rector, and shall conduct a periodic mutual ministry review with the Rector not less than annually, or otherwise as specified in the letter of agreement with the Rector.
- F. The Vestry shall be responsible for the maintenance of the property of the Parish. No real estate owned by the Parish may be sold, leased, mortgaged, encumbered, or substantially altered without prior authority to do so being granted by the members of the Parish at the Annual Parish Meeting or at a Special Parish Meeting called for that purpose, all subject to the written consent of the Bishop, the Standing Committee, and/or the Board of Trustees, as required by the Canons of The Episcopal Diocese.
- G. The Vestry shall appoint a Nominating Committee as provided in Article III, Section 3A.
- H. It is the duty of the Vestry to see that the financial affairs of the Parish and the congregation be faithfully administered; to see that the salary of the Rector be regularly paid; to make provision for the current expenses of the Parish; and, in the absence of the wardens, to do such duties as in that case are assigned to it.
- I. The Vestry shall perform such other duties as are set forth separately in these Bylaws.

SECTION 8: VACANCIES

- A. All vacancies on the Vestry may be filled by appointment by the remaining Vestry members at any meeting. The persons so appointed shall hold office for the unexpired term of their predecessors, unless stated to be for a lesser term by the Vestry at the time of their appointment.

- B. If the office of Junior Warden falls vacant, a replacement shall be appointed by the members of the Vestry at any meeting. The person so appointed shall hold office until the next Organizational Meeting of the Vestry.
- C. If the office of Senior Warden falls vacant, a replacement shall be chosen in the manner set forth in Article IV, Section 1 below. The person so appointed shall hold office for the remainder of the current term year.

SECTION 9: REMOVAL FROM OFFICE

- A. Any member of the Vestry, with the exception of the Rector, may be removed from their position at any time for good cause by a vote of a two-thirds majority of the entire Vestry, provided that notice of the proposed removal and reason(s) for the same has been given to the Vestry member in question at least fifteen (15) days prior to the meeting at which the vote is to be held.
- B. Good cause for removal shall include, (i) failure to continue to meet the requirements of being a voting member of the Parish; (ii) aggressive, abusive or harassing behavior toward other persons in the Parish; (iii) knowing, willful and substantive violation of these Bylaws; (iv) conduct in violation of the Constitutions and/or Canons of The Episcopal Church or of The Episcopal Diocese, (v) failure to attend, without having been excused, more than three (3) regular Vestry meetings during any calendar year, or (vi), conduct otherwise detrimental to the mission and best interests of the Parish.

SECTION 10: CONFLICTS OF INTEREST

- A. Whenever a member of the Vestry has a financial or personal interest in any matter coming before the Vestry, the affected person shall: (i) fully disclose the nature of the interest; and (ii) withdraw from discussion, lobbying, and voting on the matter.
- B. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of the members of the Vestry without a conflict determine that it is in the best interest of the Parish to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE IV
THE WARDENS

SECTION 1: ELECTION

The Senior Warden and the Junior Warden shall be elected annually by the members of the Vestry from their own body. Prior to election, the Rector and the Vestry shall engage in a process of discernment to determine who should be selected as Senior Warden.

SECTION 2: DUTIES

- A. The Wardens shall act as the executives of the Vestry.
- B. The Senior Warden shall assist the Rector in discharge of the Rector's clerical duties and, in the absence of the Rector, shall perform and exercise the lay duties and powers of the Rector.
- C. The Junior Warden shall assist the Rector and the Senior Warden in their duties and, in their absence, shall perform and exercise their lay powers and duties.
- D. In the event of a vacancy in the clergy, the Wardens shall notify the Bishop of The Episcopal Diocese and ask for ministerial services, and, during any such vacancy, shall take charge of all parish property.
- E. The Wardens shall report to the Bishop of the Diocese any violation of the Constitutions or Canons of The Episcopal Diocese or of the Episcopal Church on the part of the Rector and will have and exercise all rights and perform such duties as are imposed upon them by the foregoing Constitutions and Canons.

ARTICLE V
THE RECTOR

SECTION 1: POSITION

The Rector shall be an ordained priest in good standing in The Episcopal Church and approved by the Bishop of the Diocese. The authority of and responsibility for the conduct of the worship and the spiritual jurisdiction of the Parish are vested in the Rector, under the pastoral direction of the Bishop of The Episcopal Diocese.

SECTION 2: STAFF

All other clergy, program staff, and parish employees shall be approved by the Vestry and shall work under the authority of the Rector.

SECTION 3: COMMITTEES

- A. The Rector shall be an ex-officio member of the Vestry, all parish committees and other work units.
- B. The Rector, or such other members of the Vestry designated by the Rector, or as otherwise provided in these Bylaws, shall preside at all Parish and Vestry Meetings.

ARTICLE VI

DUTIES OF THE SECRETARY AND THE PARISH TREASURER

SECTION 1: THE SECRETARY

- A. The Secretary, if not a member of the Vestry, should be available to attend all Vestry meetings, the Annual Parish Meeting and other parish meetings, and may be invited to attend the Vestry Organizational Meeting.
- B. The Secretary shall take notes and prepare minutes of the meetings of the Vestry; maintain a file of all Vestry meeting minutes; take minutes at the Annual Parish Meeting; prepare, sign, and maintain documents as required; and duly notify Vestry members of all its meetings; and perform generally such other duties as pertain to the office.
- C. The Secretary shall be appointed by the Vestry.

SECTION 2. THE TREASURER

- A. The Vestry shall nominate and elect by majority vote a Treasurer (and, if desired, an Assistant Treasurer), to serve for a period of one (1) year, or until a successor is elected. The Treasurer (and the Assistant Treasurer, if any) need not be elected members of the Vestry.
- B. The Treasurer shall:
 - (1) receive all the revenues of the Parish and disburse the same under direction of the Vestry;

- (2) provide payments for regular disbursements in accordance with such standards as are approved by the Vestry;
 - (3) cause to be maintained a record of all sums received and all disbursements made for any and all purposes in accordance with standard accounting practices;
 - (4) make financial records and documents available for inspection by the Vestry, and by certified public accountants, or other qualified persons, appointed annually to examine the Treasurer's accounts; and,
 - (5) cause the Rector and all others who have stated salaries to be paid in convenient installments, and to cause to be maintained proper records thereof.
- C. The Parish books shall be audited annually by a public accountant or by a qualified committee appointed by the Vestry.

ARTICLE VII

LIABILITY AND INDEMNIFICATION

SECTION 1: FIDUCIARY RELATIONSHIP

- A. Every member of the Vestry shall well and faithfully perform the duties of that office in accordance with the Constitution and Canons of The Episcopal Church and of the Diocese.
- B. Every member of the Vestry shall also stand in a fiduciary relation to the Parish and shall perform his or her duties as a member of the Vestry, including his or her duties as a member of any committee upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interest of the Parish, and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a member of the Vestry shall be entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared by any of the following:
- (1) one or more officers or employees of the Parish whom the member reasonably believes to be reliable and competent in the matters presented;
 - (2) counsel, public accountants, or other persons as to matters that the member reasonably believes to be within the professional or expert competence of such person; and

(3) a committee of the Vestry upon which the member of the Vestry does not serve, duly designated in accordance with applicable law, as to matters within its designated authority, which the member of the Vestry reasonably believes to merit confidence.

C. A member of the Vestry shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted. In discharging the duties of their respective positions, the Vestry, committees of the Vestry, and individual members of the Vestry may, in considering the best interests of the Parish, consider to the extent they deem appropriate:

(1) the effects of any action upon any or all groups affected by such action, including members, employees, suppliers, parishioners and creditors of the Parish, and upon communities in which offices or other establishments of the Parish are located;

(2) the short-term and long-term interests of the Parish, including benefits that may accrue to the Parish from its long-term plans and the possibility that these interests may be best served by the continued independence of the Parish;

(3) the resources, intent and conduct (past, stated and potential) of any person seeking to have a material effect on the Parish, and

(4) all other pertinent factors.

The consideration of these factors shall not constitute a violation of this Section C.

D. Absent breach of fiduciary duty, lack of good faith or self-dealing, any actions taken as the Vestry, a committee of the Vestry, or an individual member of the Vestry or any failure to take any action shall be presumed to be in the best interest of the Parish.

SECTION 2: PENNSYLVANIA NONPROFIT CORPORATION LAW OF 1988

A member or former member of the Vestry shall not be personally liable for monetary damages for any action taken, or any failure to take any action, in his or her capacity as such, unless as set forth in § 5713(a) of the Pennsylvania Nonprofit Corporation Law of 1988 (hereinafter referred to as “the NCL”), the Vestry member has breached or failed to perform the duties of his or her office under Subchapter B of Chapter 57 of the NCL, and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness, provided, however, that the foregoing provision shall not eliminate or limit:

(1) the responsibility or liability of any Vestry member pursuant to any criminal statute,
or

- (2) the liability of any Vestry member for the payment of taxes pursuant to local, state or Federal law.

Any repeal, modification or adoption of any provision inconsistent with this Article shall be prospective only, and neither the repeal or modification of any portion of this Article nor the adoption of any provision inconsistent with any portion of this Article shall adversely affect any limitation on the personal liability of a Vestry member existing at the time of such repeal or modification or the adoption of such inconsistent provision.

SECTION 3. INDEMNIFICATION

The Parish shall indemnify and hold harmless to the full extent permitted by Subchapter D of Chapter 57 of the NCL, as the same exists or may hereinafter be amended, interpreted or implemented (but, in the case of any amendment, only to the extent that such amendment permits the Parish to provide broader indemnification rights than are permitted the Parish to provide prior to such amendment), each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including actions by or in the right of the Parish or otherwise (hereinafter a “proceeding”), by reason of the fact that he or she is or was a Vestry member, officer, employee or agent of the Parish (each, a “representative”), or is or was serving at the request of the Parish as a representative of another corporation, partnership, joint venture, trust employee benefit plan or other enterprise (including without limitation service with respect to employee benefit plans), or where the basis of such proceeding is any alleged action or failure to take any action by such person while acting in an official capacity as a representative of the Parish, or in any other capacity on behalf of the Parish while such person is or was serving as a representative of the Parish, against all expenses, liability and loss, including but not limited to attorneys’ fees), judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement (whether with or without court approval), actually and reasonably incurred or paid by such person in connection therewith.

SECTION 4: AUTHORIZATION OF INDEMNIFICATION

Notwithstanding the foregoing, except as provided hereinafter, the Parish shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Vestry. Subject to the limitation set forth above concerning proceedings initiated by the person seeking indemnification, the right to indemnification conferred in this provision shall be a contract right and shall include the right to be paid by the Parish the expenses incurred in defending any such proceeding (or part thereof) or in enforcing his or her rights hereunder.

SECTION 5: DETERMINATION OF INDEMNIFICATION

Where a Court has not made a determination that the act or failure to act giving rise to a claim for indemnification constituted an indemnifiable claim pursuant to the NCL and these Bylaws, the Parish shall only make payments in respect of its indemnification obligations described in this Article (unless ordered by a court of competent jurisdiction) upon a determination that indemnification of the representative is proper in the circumstances because he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Parish. Such determination shall be made (i) by the Vestry by a majority vote of a quorum consisting of Vestry members who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable or, even if obtainable, if a majority vote of a quorum of disinterested Vestry members so directs, by independent legal counsel in a written opinion.

SECTION 6: EXPENSES

Expenses incurred by or imposed upon a representative of the Parish or at the direction of the Parish in defending a civil or criminal action, suit or proceeding may be paid by the Parish in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such representative to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Parish as authorized by this Article.

SECTION 7: ADVANCEMENT OF EXPENSES

The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any other bylaw, agreement, vote of disinterested Vestry members or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Notwithstanding any other provisions set forth in this Article, the indemnification authorized and provided hereby shall be applicable only to the extent that any such indemnification shall not duplicate indemnity or reimbursement which such person has received or shall receive otherwise than under this Article.

SECTION 8: AMENDMENT

No amendment or repeal of this Article shall adversely affect any right or protection extended to a representative hereunder for an act or failure to act occurring prior to the time of such amendment or repeal. Each representative shall be deemed to act in such capacity in reliance upon the rights of indemnification and advancement of expenses hereunder, and such rights

of indemnification and advancement of expenses hereunder shall continue as to a person who has ceased to be a representative and shall inure to the benefit of the heirs, executors and administrators of such representative.

SECTION 9: INSURANCE

In addition to such coverage as may be maintained by The Episcopal Diocese, the Vestry may purchase such insurance as it determines necessary to protect St. Brendan's and its Directors and Officers, including clergy, church officers, chapter members, and boards and leaders of church-related institutions, against any claims, actions, suits, damages or liabilities. Notwithstanding any other provision in this Article VII, the Parish will not take any action to interfere with the rights of a representative to receive indemnity, defense costs or other expenses due under any insurance policy or other agreement.

ARTICLE VIII

ELECTION OF DEPUTIES TO THE DISTRICT COMMISSIONS

AND THE DIOCESAN CONVENTION

SECTION 1: DEPUTY QUALIFICATIONS

- A. 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, Section 2.
- B. Deputies and alternate deputies need not be members of the Vestry but must be willing to represent the 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 Episcopal Diocese of Pittsburgh, as certified in writing annually to this parish by the Secretary of the Diocesan Convention.

SECTION 2: TERMS

Deputies shall be elected for a term of three years, commencing on July 1 of 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 a deputy shall be eligible for re-election as a deputy until the election next succeeding the expiration of such second three-year term.

SECTION 3: CLASSIFICATION

Deputies shall be classified in respect of the terms for which they hold office by division into three classes(e.g., class of 2023, 2024, 2025), and the number of members of each class shall be as determined from time to time by the Diocese, 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 each class shall expire in each year.

SECTION 4: ELECTION

Each year, at a Regular Meeting preceding the annual Diocesan Convention to be held in such year, the Vestry shall elect deputies to the class whose term shall commence in such year, and 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 5: CERTIFICATION

The Rector, a warden or two members of the Vestry shall certify, in writing, the names, addresses and terms of office of deputies and alternate deputies to serve at the ensuing Diocesan Convention and in the District Commission, as well as the names, addresses and terms of newly elected deputies who are to take office at the adjournment of the Convention. This certificate shall be in triplicate and shall be submitted on or before June 30 of each year, one copy being sent to the Secretary of the Diocesan Convention, one copy to the President of the District Commission and one copy to the Deputy Leader who shall have been named as such by the Rector.

ARTICLE IX

MISCELLANEOUS

SECTION 1: GOVERNING THE CORPORATION

In all other respects, St. Brendan's shall abide by the requirements of, and shall continue to be a participating member Parish within, The Episcopal Church and The Episcopal Diocese, and shall conform to the Constitution and Canons thereof.

SECTION 2: BONDING

The Vestry shall ensure that the Treasurer of the Parish and all money custodians be adequately bonded. The Vestry shall establish safeguards to protect St. Brendan's against employee and volunteer dishonesty, forgery, and alterations of documents.

SECTION 3: FISCAL YEAR

The fiscal year of the Parish shall be the calendar year.

SECTION 4: CRIES ADVOCACY

Ten percent (10%) of the operating income of this parish shall be allocated to the Cries Advocacy outreach program, which works to alleviate suffering, injustice, intolerance or hardship.

SECTION 5: GIFTS AND MEMORIALS

- A. No physical object intended as a long-term or permanent addition to the property of the Parish or to be used therein for public worship shall be accepted as a gift without the approval of the Rector and the Vestry and shall be subject to such conditions as the Vestry and Rector may prescribe. All physical objects so accepted may be altered, removed, or disposed of as deemed necessary or appropriate by the Vestry.
- B. All terms and conditions applicable to any monetary gift to the Parish shall be approved by the Rector and the Vestry, subject to any conditions that the Rector and Vestry may prescribe.
- C. The name(s) of donor(s) and/or any person(s) memorialized by such gifts or memorials, any terms or conditions thereof, and the dates of acceptance of the same shall be preserved in the permanent records of the Parish.

ARTICLE X

BYLAWS

SECTION 1: AMENDMENTS

- A. These Bylaws may be amended, deleted, expanded, or otherwise altered by a majority vote of the qualified voters present at an Annual Parish Meeting or at a Special Parish Meeting, provided that all such modifications and amendments shall have been approved by the Standing Committee of the Diocese of Pittsburgh.

- B. Proposed amendments to these Bylaws shall be reviewed and approved by either the Vestry or a committee of Parish members designated by the Vestry.
- C. All such modifications and amendments shall be submitted to the voting members of the Parish by a written document or electronic communication distributed not less than twenty (20) days prior to the Annual Meeting or Special Parish Meeting at which they are to be considered.
- D. The adoption of these Bylaws, including any amendments, shall operate to repeal all previous Bylaws heretofore enacted by the Parish.