

# BY-LAWS OF TRINITY CATHEDRAL PARISH

COLUMBIA, SOUTH CAROLINA  
AS ADOPTED EFFECTIVE JANUARY 29, 2023

## ARTICLE I

### Charter, Name, and Membership

A. Trinity Cathedral Parish, formerly Trinity Church (herein “Trinity”, the “Parish” or the “Church”), of 1100 Sumter Street, Columbia, South Carolina, was established by an act of the South Carolina General Assembly on December 18, 1813, as contained in Volume VIII of The Statutes at Large of South Carolina, Act No. 2031, page 268 (which charter was renewed by an act of the South Carolina General Assembly on December 20, 1850, and was amended by filings with the Secretary of State of the State of South Carolina on July 28, 1884, June 19, 1930, and December 9, 2008).

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

C. The members of Trinity entitled to vote at any congregational meeting shall be confirmed adult communicants in good standing who are enrolled on the Church’s records.

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

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

## ARTICLE II

### Congregational Meetings

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

B. An annual meeting of the congregation of the Parish shall be held at a time and place to be designated by the Vestry, of which ten days notice shall be given to every confirmed adult communicant in good standing of the congregation by mail, written electronic communication or by publication in the Parish bulletin or newsletter. At the annual meeting of the congregation there shall be elected a Senior Warden, a Junior Warden, the members of the Vestry, Deputies to the Diocesan Convention and members of the Trinity Foundation Commission. Special meetings of the congregation may be called by the Vestry. Ten days notice of the time, place and purpose of any such special meeting shall be given to each confirmed adult communicant in good standing of the congregation by mail, written electronic communication or by publication in the Parish bulletin or newsletter. All annual meetings and special meetings of the congregation shall be held at such time and place as determined by the Vestry. In the event the Vestry deems it appropriate for any reason, meetings of the congregation may be held virtually through the use of any means of communication by which all members of the congregation who are participating in the meeting may hear each other during the meeting. A member of the congregation participating in a meeting by this means is deemed to be present in person at the meeting.

C. A Nominating Committee shall be appointed by the Dean, the Senior Warden and the Junior Warden, subject to approval by the Vestry, at such time as will allow it to publicize its members and task and to solicit qualified candidates from the congregation. The Nominating Committee shall offer nominees for Junior Warden, Senior Warden, members of the Vestry, Deputies to the Diocesan Convention and members of the Trinity Foundation Commission, all of which nominees must be confirmed adult communicants in good standing who are enrolled on the Church's records. The committee shall report in writing to the Vestry its list of nominees, as well as its recommendation as to whether to present a single nominee or multiple nominees for each of the offices to be filled. Upon acceptance of the report by the Vestry, as such report may be amended or modified by the Vestry, the report shall be publicized to the congregation by mail, written electronic communication or in the Parish bulletin or newsletter at least thirty days prior to the annual congregational meeting. In addition, after the Nominating Committee report, as amended or modified by the Vestry, is issued to the Parish, nominations may be made from the congregation by anyone entitled to vote at the congregational meeting as set forth above; provided, however, such nominations from the congregation must have the prior approval from the person to be nominated and the name of the nominee must be given to the chair of the Nominating Committee at least seven days before the Parish meeting to be sure that the candidate is eligible. To be eligible for nomination and election, the person must be a confirmed adult communicant in good standing who is enrolled on the Church's records. A

biography of each person nominated by the congregation for consideration at the Parish meeting must be provided at the Parish meeting for all those present to vote. No paid employee of Trinity, family member of an employee or clergy family member is eligible to be nominated for, elected to or serve in any elected office of the Parish.

D. (1) A Senior Warden shall be elected at the annual meeting of the congregation to serve for a term of one year. This person shall not be eligible for re-election as Senior or Junior Warden for a period of one year. The Senior Warden must have served at least one year on the Vestry at some time prior to election. The Senior Warden is the senior lay officer of the congregation and shall preside over meetings of the Vestry and congregation in the absence of the Dean. The Senior Warden is a member of all committees of the Parish.

(2) A Junior Warden shall be elected at the annual meeting of the congregation to serve for a term of one year. The Junior Warden must have served at least one year on the Vestry at some time prior to election. In the absence of the Dean and the Senior Warden, the Junior Warden shall preside over meetings of the Vestry and congregation. The Junior Warden is a member of all committees of the Parish.

(3) The immediate-past Senior Warden may be elected by the congregation to serve on the Vestry for a term of one year, in order for the Vestry to benefit from the experience of such person.

E. The Vestry shall consist of up to twenty-two members, which include the following:

(1) Eighteen members elected by the congregation (six each year) from the confirmed adult communicants in good standing of the Parish, each to serve a term of three years, all of whom have voice and vote. After a member of the Vestry has held office for three years in succession, such person is ineligible for re-election for a period of one year.

(2) The Senior Warden and Junior Warden, both of whom have voice and vote.

(3) The immediate-past Senior Warden, if elected, who has voice but not vote.

- (4) The Dean, who is an ex officio member of Vestry, with voice but not vote.

The Dean, the Senior Warden and the Junior Warden may invite other persons to attend Vestry meetings. In the event any elected member of Vestry is unable to serve a full term, the Vestry may elect a confirmed adult communicant in good standing who is enrolled on the Church's records to fill the unexpired term.

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

G. At the annual meeting of the congregation there shall be elected two Delegates and two Alternate Delegates to Diocesan Convention to serve a three-year term. In addition to the elected Delegates, the Senior Warden and the Junior Warden shall serve as Delegates during the term of their office. In the event any Delegate is unable to serve a full term, the Vestry shall elect one of the Alternate Delegates to fill the unexpired term. Additionally, in the event a Delegate is not able to attend and participate in a Diocesan Convention or event, the Dean, the Senior Warden and the Junior Warden shall select one of the Alternate Delegates to participate in such Diocesan Convention or event.

### ARTICLE III **Responsibilities of the Vestry**

A. The management of the affairs of the Church shall be the responsibility of the Dean, Wardens and Vestry.

- (1) The Vestry shall hold meetings at such times as it in its discretion sees fit for the proper conduct of its business. The Dean shall be Chair of the Vestry, but in the Dean's absence, the Senior Warden shall act as Chair. The Clerk shall record the minutes of the

meetings in writing, and such minutes constitute a public record available to all confirmed adult communicants in good standing of the congregation.

(2) A majority of the voting members of Vestry at any meeting of Vestry shall constitute a quorum for the transaction of business, and the act of a majority of the voting members of the Vestry present at any meeting at which there is a quorum shall be the act of the Vestry. No member of Vestry may vote by proxy. Any action required or permitted to be taken by Vestry may be taken without a meeting if all voting members of Vestry consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the voting members of Vestry shall be filed with the minutes of Vestry.

(3) The Vestry may permit any or all members of Vestry to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all members of Vestry who are participating in a meeting may hear each other simultaneously during the meeting. A member of Vestry participating in a meeting by this means is deemed to be present in person at the meeting.

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

C. From time to time, the Dean, the Senior Warden and the Junior Warden may create such committees as they deem necessary or desirable to handle areas of ministry within the Parish.

D. The Trinity Foundation Commission shall consist of eight elected members serving staggered terms of four years, with two members elected each year at the annual congregational meeting, plus four ex officio members. The ex officio members shall consist of the Dean, the Senior Warden and the Junior Warden, all of whom shall serve as ex officio voting members, and the Treasurer of the Parish who shall serve as an ex officio non-voting member. Members of the Trinity Foundation Commission shall be confirmed adult communicants in good standing.

E. The Executive Committee of the Parish shall consist of the Dean and the Wardens, and others as appointed by the Dean and Wardens. The

Executive Committee shall take action upon matters arising between Vestry meetings with such power as may be designated by the Vestry. All actions taken by the Executive Committee shall be reported to the Vestry as soon as practicable and such actions shall be recorded in the Vestry's minutes.

F. The Finance Committee shall consist of the Dean, Wardens, Treasurer, Canon for Administration (or in the event Trinity does not then have a Canon for Administration, the Parish's Business Administrator) and others appointed by the Vestry and/or the Dean. The Finance Committee shall examine the finances of the Parish and make recommendations to the Vestry. The Finance Committee shall also assist the Dean in evaluating staffing needs for the Parish and setting compensation and benefits for all employees of the Cathedral, subject to applicable budget conditions and limitations.

G. The Vestry shall elect a Treasurer of the Parish each year who shall be a confirmed adult communicant in good standing. The Treasurer shall serve at the pleasure of the Vestry for a term of one year, and such person shall be eligible for re-election for one or more successive additional terms. The Treasurer shall support the Canon for Administration (or in the event Trinity does not then have a Canon for Administration, the Parish's Business Administrator) and the Vestry by reviewing and analyzing the monthly financial statements and providing advice on financial and other business matters. The Treasurer shall assist with the budgeting process and report to the Parish at the annual congregational meeting on the finances of the Parish.

H. The Vestry shall elect a Chancellor of the Parish each year who shall be a confirmed adult communicant in good standing. The Chancellor shall serve at the pleasure of the Vestry for a term of one year, and such person shall be eligible for re-election for one or more successive additional terms. The Chancellor shall be a licensed member of the South Carolina Bar and shall be an advisor to the Vestry upon all legal matters touching the interests of the Parish.

I. The Dean shall nominate and the Vestry shall elect a member of Vestry each year to serve as the Clerk. The Clerk shall serve at the pleasure of the Vestry for a term of one year, and such person shall be eligible for re-election for one or more successive additional terms while such person is a member of Vestry. The Clerk shall be responsible for recording minutes of all meetings of the Vestry, as well as all meetings of the congregation of the Parish.

ARTICLE IV  
**Property; Churchyard; Mortgage Indebtedness;  
Operating Finances; Foundation; Budget**

A. Property

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

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

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

B. Churchyard, Columbarium, and Memorial Garden

(1) The Vestry shall elect a Churchyard Administrator of the Parish, who shall be a member of the Parish with particular knowledge and information pertaining to the history and maintenance of the Churchyard, Columbarium and Memorial Garden. The Churchyard Administrator shall be a confirmed adult communicant in good standing and shall serve without term at the pleasure of the Vestry.

(2) The Churchyard Committee, consisting of the Dean, Senior Warden, Junior Warden, Canon for Administration (or in the event Trinity does not then have a Canon for Administration, the Parish's Business Administrator) and Churchyard Administrator, shall have charge over grave plots, cremation plots, Churchyard Columbarium and Memorial Garden. The Churchyard Committee shall be subject to such policies and procedures as may be adopted by the Vestry. The Churchyard Committee shall maintain a record book and plat of the burial grounds and columbarium areas and appropriate entries as to burials and other interments shall be entered.

C. Mortgage Indebtedness

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

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

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

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

D. Operating Finances

Funds for the operation of the Parish and for its mission and ministry shall be raised by the Vestry.

E. Trinity Foundation Commission

The Trinity Foundation Commission shall manage the endowed funds of the Parish and such other funds as may be directed by the Vestry in accordance with the provisions of the Trinity Foundation Commission By-Laws, as the same may be amended from time to time by the Vestry.

F. Budget

The Treasurer shall present to the congregation at its annual meeting a report of the Parish's receipts and expenditures for the prior year, as well as its assets and liabilities as of the end of the prior year. A proposed Parish budget shall be adopted by the Vestry and presented to the congregation at its annual meeting.

ARTICLE V  
**Dean and Staff**

A. The Dean shall be called by the Vestry upon the affirmative vote of two-thirds of its voting members. Whenever there shall be an election of a Dean, notice thereof shall be given to the congregation at the earliest possible



time by printed and/or electronic communication, and by public announcement at one or more weekly worship services, with due consideration of the need to coordinate all such communications with the newly-elected Dean.

B. The Dean shall be entitled to such salary and benefits as fixed initially by the Vestry upon the call of the Dean, and as adjusted from time to time thereafter by the Executive Committee (excluding the Dean), subject to applicable budget conditions and limitations, and with due consideration to the compensation standards as adopted from time to time by the Diocese of Upper South Carolina.

C. Canons and other clergy and ministerial staff may be called by the Dean, with the assistance of the Finance Committee, Personnel Committee and others chosen by the Dean from the areas of ministry affected, subject to applicable budget conditions and limitations. Such Canons, clergy and staff shall serve under the direction of the Dean.

D. Secretarial, administrative and other personnel as is needed for the Parish staff shall be determined by the Dean, subject to applicable budget conditions and limitations. Such secretarial, administrative and other personnel shall serve under the direction of the Dean.

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

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

## ARTICLE VI

### **Amendment of By-Laws and Rules of Order**

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

B. Whenever written notice is required by these By-Laws, a notice mailed, with proper postage affixed, to the last known address of the

confirmed adult communicants in good standing, or an electronic notice issued by electronic mail to the last known address of the confirmed adult communicants in good standing, shall be deemed sufficient and full legal notice.

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