



The Vestry Handbook

****Adopted by the Vestry on September 15, 2026*`***

Greetings and welcome to your Cathedral Vestry Handbook/Resource Guide, As a new or current member of the Vestry, it is an excellent and exciting time to be engaged in offering leadership for our Parish Community. Your election and, or appointment to this role is an expression of faith, confidence and assurance in your service to the church. As vestry members, we discern in partnership with the Dean to prayerfully support the ministries of the church. Further, to recognize the importance of the Parish as the Bishop's Cathedra in the Diocese of Michigan.

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How to Use This Handbook

This handbook is designed for vestry members serving in the Cathedral Church of Saint Paul. It contains information on parish governance including bylaws, diocesan canons, local policies, and parish practices so that new and continuing leaders have a clear guide for faithful, lawful, and effective service.

This handbook should be read alongside the Constitution and Canons of The Episcopal Church, the canons of the diocese, the Cathedral Chapter articles of incorporation and bylaws. You will find copies of these documents and useful links to resources that will help you as a vestry member.

The Episcopal Church Foundation notes that vestry responsibilities are shaped not only by church canons, but also by local, state, and federal law and by the congregation's own governing documents.

Annual Calendar

A vestry works best when routine responsibilities are placed on a predictable annual cycle, especially for budget preparation, annual meeting planning, audit work, stewardship, and formation.

<u>Month</u>	<u>Key Agenda Items and Responsibilities</u>
<i>January</i>	<i>Annual meeting, officer elections, orientation, review goals</i>
<i>February</i>	<i>Review parochial report status, committee appointments</i>
<i>March</i>	<i>Audit or financial review planning, property review</i>
<i>April</i>	<i>Strategic priorities review, ministry reports</i>
<i>May</i>	<i>Insurance review, leadership development check-in</i>
<i>June</i>	<i>Midyear budget review, summer property planning</i>
<i>July</i>	<i>Light governance month, communication updates</i>
<i>August</i>	<i>Retreat planning, ministry calendar alignment</i>
<i>September</i>	<i>Vestry retreat, mission and budget priorities</i>
<i>October</i>	<i>Stewardship season, draft budget review</i>
<i>November</i>	<i>Approve budget framework, nominating work</i>
<i>December</i>	<i>Year-end review, gratitude, transition planning</i>

The Vision for the Cathedral Church:

Our vision is to be an extraordinary spiritual gathering place where people of all backgrounds are welcome to question and learn, pray, worship, and serve, resting in the knowledge that they are beloved of God.

The mission of the Cathedral Church:

Our mission is to nurture a diverse and welcoming local community, committed to following fearlessly wherever God is leading us and make Disciples of Jesus Christ for the transformation of Detroit and the world!

Purpose of the Vestry

Vestry service includes both governance and ministry. Vestry members are legal representatives and agents of the parish who also share in sacred leadership with the Dean for the mission and future of the congregation.

A healthy vestry keeps mission at the center. The Vestry is not only called to fiduciary work, but also to discernment, leadership development, vision, planning, and stewardship for ministry.

Parish Vision Priorities

Our Dean has expressed the Parish Vision Priorities in the following:

Welcome— “The Cheers Effect”

Worship— “Holy Otherness”

Witness, — “Everyone Join One”

Wisdom— “Cradle to Cane”

World— “What a Wonderful World”

Canonical and Legal Foundation

The canons of The Episcopal Church describe the vestry as the agents and legal representatives of the parish in matters concerning its corporate property and its relations to clergy.

Diocesan canons and parish bylaws provide more specific operating rules for membership, elections, terms, meetings, officers, and property decisions. The Vestry should each year to commit to a review of diocesan canons, Chapter bylaws, and articles of incorporation at the outset of service to clearly understand our roles and obligations.

Governing Documents Checklist

- *Constitution and Canons of the Episcopal Church* —
<https://extranet.generalconvention.org/staff/files/download/32711>
- *Constitution and Canons of the Episcopal Diocese of Michigan* — <https://www.edomi.org/wp-content/uploads/2025/11/2025-Constitution-and-Canons-as-amended-at-the-2025-191st-Convention.pdf>
- *Bylaws of the Cathedral Chapter (Appendix D)*
- *Bylaws of the Cathedral Church Foundation (Appendix E)*
- *The Annual Budget Report is published in the proceedings of the Annual Parish Meeting in January of each year. Modifications or adjustments are determined if required during regular meetings of the Vestry.*
- *Financial statements are provided to the Vestry by the Treasurer at each meeting.*
- *The Vestry approves the annual Parochial Report and the annual Parish Audit.*

Core Responsibilities

This Vestry Resource Guide describes the shared responsibilities of the vestry and the Dean (rector) as discernment of God's call, identification of new leaders, stewardship and development of resources, and special duties when the congregation is without a rector.

In practical terms, the vestry functions much like the board of a nonprofit organization, with responsibility for finances, property, and human resources, while also serving as a spiritual and strategic leadership body within the congregation.

Primary Duties

- *Guard the mission, vision, and long-term health of the parish.*
- *Exercise fiduciary oversight of finances, property, and risk.*
- *Support sound governance through bylaws, policies, and accurate records.*
- *Work collaboratively with clergy in shared ministry and planning.*
- *Raise up, encourage, and recruit new leaders for the parish.*

Relationship with the Rector

The Vestry Resource Guide describes modern Episcopal leadership as shared ministry in which clergy and lay leaders serve together rather than in isolated roles. It recommends building a strong and healthy lay and clergy team, grounded in prayer, honest dialogue, and deep listening.

The Dean ordinarily serves as chair of the vestry or may from time to time delegate that responsibility to one of the wardens. Vestry members should understand the distinct responsibilities of clergy and vestry and use the canons as the starting point for that conversation.

Partnership Commitments

- *Pray regularly for the rector, staff, and congregation.*
- *Clarify expectations early each program year.*
- *Distinguish governance from day-to-day staff supervision.*
- *Address concerns directly, respectfully, and promptly.*
- *Keep parish mission ahead of personal preferences.*

Vestry Membership and Expectations

Vestry members are typically adult communicants in good standing, with terms and election procedures set by diocesan canons and parish bylaws. The current term for Vestry members is three years unless appointed to fill an unexpired term due to a vacancy. Members appointed to such terms are qualified to be elected to a subsequent full three year term. At the conclusion of their terms, members must wait one year before being considered for election.

At the beginning of a new term, the vestry will spend time together learning the canons and bylaws so that expectations are clear and partnership in ministry is well-defined.

Expectations for all members:

- Faithful worship attendance and active participation in parish life
- Preparation for and attendance at vestry meetings and retreats
- Financial support of the parish at a meaningful and planned level
- Confidentiality in sensitive matters
- Willingness to serve on committees or special projects
- Commitment to Christian conduct and healthy communication

Officers and Lay Leadership Roles

Vestry structures vary by diocese and parish, but wardens and other officers are defined by bylaws and diocesan canons.

The Vestry Resource Guide encourages you to become a spiritual, missional, and strategic leader of the congregation in partnership with clergy, which means officer roles should support both administration and leadership formation.

Roles:

The Dean:

- Chairs meetings unless otherwise provided.
- Provides spiritual and pastoral leadership.
- Partners with the vestry in vision, planning, and ministry.

Senior Warden:

- Serves as principal lay leader and partner to the rector.
- Provides additional leadership during clergy transition.
- Helps monitor follow-through on vestry priorities.

Junior Warden:

- Assists with property, buildings, and operational concerns.
- Supports continuity of vestry work and parish communication.
- Serves in the absence of the Senior Warden

Treasurer:

- Oversees financial reporting, controls, and accountability.
- Coordinates budget preparation and regular financial statements.
- Helps ensure compliance with audit and reporting requirements.
- The Treasurer need not be a member of the Vestry to serve.

Secretary/Clerk:

- Records accurate minutes.
- Maintains official vestry records.
- Preserves adopted resolutions and policy actions.

Cathedral Chapter Representatives:

The Vestry per the bylaws shall elect members to serve three year terms on the Cathedral Chapter from the new class elected after the Annual Parish Meeting.

The Cathedral Foundation and Community Services, Inc.:

The Cathedral Foundation and Community Services, inc. was formed in 1981 and is an independent 501(c)3 organization with a mission to support the Cathedral by helping people address spiritual, social, and practical needs including support and care for the elderly and disabled, youth education and the arts; to help address poverty and other urban and community challenges; and provide further support the needs of the Cathedral. Its subsidiary, Williams Pavilion, Inc., provides management oversight of the operation of Williams Pavilion. The foundation also serves as the fiscal agent for The Cathedral Choir School.

The Dean serves as the chair of the Foundation's Board of Trustees. The Board of Trustees is composed of nine members appointed or affirmed by the Vestry on an annual basis.

The Members of the Foundation are the Board of Trustees, the members of the Vestry Committee, and all other individuals as may be approved by the Vestry Committee from time to time.

The Vestry Committee may determine the qualifications of each applicant for Membership. In the event that a Member of the corporation ceases to be a Member of the Vestry Committee, or if the aforesaid approval is withdrawn, then in either event, this shall constitute automatic resignation as a Member and Trustee of the Corporation.

Meetings

Regular meetings should be governed by parish bylaws and standing rules, with agendas and supporting materials distributed in advance so members can focus on discernment, oversight, and decisions rather than improvisation. Robert's Rules of Order is the most appropriate resource in the conduct of business by the Vestry.

Meeting Agenda:

1. *Opening prayer and scripture*
2. *Mission moment or ministry reflection*
3. *Consent agenda*
4. *Dean's Time*
5. *Rector and wardens' reports*
6. *Committee or task group reports*
7. *Old business*
8. *New business*
9. *Financial report*
10. *Review of decisions and assignments*
11. *Closing prayer*

Finance and Stewardship

The vestry has a responsibility not only to review budgets and financial statements, but to manage finances faithfully and to talk about stewardship both within and beyond meetings.

The vestry's responsibilities include raising funds from the membership, holding an annual meeting that presents the annual budget. The Vestry also has the responsibility to approve the submission of an annual audit, parochial report, and other required reports to the Diocesan Office as determined by the Office of the Bishop.

Financial Oversight Responsibilities:

- *Adopt an annual operating budget.*
- *Receive and review regular financial reports.*
- *Ensure adequate internal controls and segregation of duties.*
- *Provide for an annual audit or financial review.*
- *Encourage a year-round theology and practice of stewardship.*
- *Monitor restricted funds, endowments, and designated accounts.*

Financial Controls Checklist

- *Two unrelated people count offerings.*
- *Bank reconciliations are completed promptly.*
- *Authorized signers are reviewed annually.*
- *Reimbursements require documentation.*
- *Payroll and clergy compensation are reviewed carefully.*

- *Restricted gifts are tracked separately.*
- *Financial reports are shared with vestry monthly.*

Financial Practices:

Check-signing authority: After the annual church meeting, the Vestry will adopt or affirm such resolutions that assign check-signing authority for all parish accounts and financial instruments in keeping with best fiduciary practices and oversight to safeguard the assets of the church. This Senior Warden will be designated as a signatory of parish and Cathedral Chapter related accounts. Other signatories may be vestry members or non-members as directed by the Vestry.

Property, Insurance, and Risk

The Cathedral parish may not alienate or encumber real property or incur indebtedness secured by real property without written consent of the bishop and standing committee of the Diocese. This reflects the Episcopal understanding that property is held in trust for the larger church. As well, we must maintain adequate property and liability insurance in compliance with diocesan requirements.

Property Oversight Responsibilities

- *Maintain buildings and grounds responsibly.*
- *Review major repair and capital needs annually.*
- *Keep insurance coverage current and adequate.*
- *Seek diocesan approvals before any covered real estate action.*
- *Document contracts, inspections, and major maintenance work.*

Insurance

The Cathedral Church has its insurance policy with the Church Pension Fund-Church Insurance which is a denominational insurance carrier serving Episcopal churches. Coverage is structured specifically with the needs and risks of Episcopal churches in mind. The following is a summary of the policy and not the policy document which is available upon request.

The Cathedral's policy (2026) includes the following major liability coverages:

- \$1 million general liability
- \$5 million additional/umbrella liability
- Hired and non-owned automobile liability
- Personal and advertising injury, including libel and slander
- Damage to premises rented to the Cathedral

- Medical payments
- Products/completed operations liability
- Employee benefits liability
- Sexual misconduct coverage
- Directors and Officers liability*
- Employment Practices liability

*Directors & Officers (D&O) Coverage:

The Cathedral has a \$1 million D&O limit, with the umbrella providing additional protection where applicable.

D&O coverage protects individuals acting on behalf of the Cathedral against allegations such as fraud or fiduciary misconduct. (Note—This coverage is particularly important for Vestry members, wardens, and others serving in leadership positions.)

Human Resources and Safe Church

This Vestry Resource Guide includes human resource management and safeguarding communities as part of vestry leadership, reflecting that vestry oversight extends to staff systems, safety, and policy accountability.

Oversight Areas

- Staff job descriptions and lines of accountability
- Annual review process for employees where applicable
- Safe Church training and screening compliance
- Mandatory reporting awareness
- Volunteer supervision in high-risk ministries
- Written policies for children, youth, and vulnerable adults

Safe Church Provisions

The Episcopal Diocese of Michigan mandates parish policies regarding children and youth. This makes Safe Church training and compliance a core governance responsibility rather than an optional program matter.

All members of the Vestry follow the Diocesan and National church mandates to complete the Safe Church Training every three years. The training can be completed through online courses on the Praesidium Platform.

There are ten required trainings for Vestry members. These include the following:

Universal Training (four modules):

*Theological Background;
Healthy Boundaries;
Inclusion;
Organizational Rules & Policies*

Specialty Training (four modules):

*Power and Relationships;
Abuse and Neglect;
Pastoral Relationships;
Bullying*

Model Policies (two modules):

*Policy for the Protection of Vulnerable Adults
Policy for the Protection of Children and Youth*

- Safe Church coordinator—Canon Carmen Piggins
- Incident reporting contact—The Dean or Senior Warden

Safe Church

Use the following instructions to access required Safe Church Training:

To Enroll:

1. Go to <https://www.praesidiumacademy.com/redeem>, or click the red button above.
2. Fill in your contact information including First Name, Last Name, Email Address, and desired Password.
3. Enter “reg-episdiomi-313-cathedralchurchdetroit” when asked as the registration code.
4. Click **Validate** to confirm registration code.
5. Click the checkbox to agree to the Terms & Conditions.
6. Click **Redeem**.
7. Write down your user login and password for future reference.
8. Answer the **Registration Questions** about your status and role within the organization.
([View the required courses by position/role.](#))
9. Click **Save & Continue**.

To begin taking training immediately, scroll down and click a course to start the content.

Records and Communication

The Vestry is responsible for the maintenance of governing documents, a parish register, and parish policies as examples of oversight associated with congregational leadership.

Clear records strengthen trust, legal compliance, and institutional memory. Accurate minutes, adopted policies, financial records, and annual reports should be preserved in an organized and secure way.

Required Records

- Vestry minutes and resolutions
- Current bylaws and articles of incorporation
- Parish register and sacramental records
- Audit or financial review reports
- Parochial reports
- Insurance policies
- Personnel and Safe Church compliance files, as permitted by law

Communication Norms

- Speak truthfully and consistently.
- Protect confidential information.
- Communicate decisions clearly to the congregation.
- Distinguish between open information and restricted information.

Conflict of Interest and Confidentiality

Because the vestry acts as the legal representative of the parish, members should follow clear ethical standards in financial and governance matters.

Written conflict of interest and confidentiality practices help members know when to disclose a relationship, abstain from discussion or voting, and protect sensitive pastoral, personnel, and legal information.

Standards:

- Disclose any personal or business interest in a proposed transaction.
- Leave the room when necessary during sensitive deliberations.
- Do not use parish information for personal advantage.
- Keep personnel, pastoral, legal, and confidential financial matters private.

Leadership Development and Succession

The Vestry Resource Guide states that, after discernment of mission, one of the vestry's most important responsibilities is raising up new leaders who can carry the mission forward. It encourages vestry members to act as ambassadors for the congregation's mission, to look beyond the usual suspects, and to identify leaders from across the life of the church and community.

Leadership Development Practices

- *Maintain a year-round list of emerging leaders.*
- *Invite newer members into meaningful service.*
- *Pair new vestry members with experienced mentors.*
- *Use retreats and formation time for spiritual and leadership growth.*
- *Thank and recognize lay leaders publicly.*

Vestry During Clergy Transition

This Vestry Resource Guide includes a full section on clergy transition, covering the period after a rector leaves, interim leadership, and the search process.

During a clergy transition, vestries usually take on additional leadership responsibility in collaboration with diocesan staff, while carefully following diocesan transition policies and communication protocols.

Transition Readiness Checklist

- *Confirm diocesan contact person.*
- *Review transition canons and diocesan search process.*
- *Clarify wardens' roles during vacancy.*
- *Stabilize records, finances, and communications.*
- *Support prayerful and healthy leave-taking and welcome.*

Vestry Covenant

The Vestry Covenant recognizes that written commitments can strengthen trust, prayerfulness, accountability, and Christian conduct within the leadership team.

Covenant (adopted on September 15, 2026)

Members of the Vestry of The Cathedral Church of Saint Paul commit to:

- *Pray for one another and for the parish.*
- *Prepare for and attend meetings faithfully.*
- *Listen respectfully and speak truthfully.*
- *Seek the mission of Christ above personal preference.*
- *Maintain confidentiality when required.*
- *Support vestry decisions once made.*
- *Encourage one another in charity and hope.*

New Vestry Member Onboarding

It is recommended that each new vestry spend time at the outset becoming familiar with the canons, because they define the key roles and separate responsibilities of clergy and vestry.

Onboarding Checklist

- *Receive this handbook.*
- *Receive parish bylaws and diocesan canons.*
- *Review current budget and recent financial statements.*
- *Review the last six months of vestry minutes.*
- *Complete Safe Church requirements.*
- *Meet with rector, wardens, and treasurer.*
- *Tour the Cathedral Church and Center and review key property concerns.*
- *Review parish mission, strategic priorities, and calendar.*

Appendices

Appendix A: Reference Contacts (2026-2027)

- Rector—The Most Reverend Joseph. C. Alsay (jalsay@detroitcathedral.org)
- Senior Warden— Dr. George W. Swan III (george.swaniii@gmail.com)
- Junior Warden—Joseph Poisson (jpoisson17@gmail.com)
- Secretary/Clerk—Bren B. O'Connor (brenjonesoconnor@gmail.com)
- Treasurer — Frank Kong (fejong@gmail.com)
- Parish Administrator—Erin McClellan (emcclellan@detroitcathedral.org)
- Finance Administrator—Merriam Lanseur (mlanseur@detroitcathedral.org)

Appendix B: First-Year Vestry Orientation Agenda

- 1. Prayer and introductions***
- 2. Review of mission and current ministry context***
- 3. Review of governing documents***
- 4. Review of vestry roles and clergy-vestry partnership***
- 5. Review of finances and budget calendar***
- 6. Review of property, insurance, and risk***
- 7. Review of Safe Church and key policies***
- 8. Review of annual calendar and retreat dates***
- 9. Covenant signing***

Appendix C: Vestry Job Descriptions

General Job Descriptions for All Vestry Members

Vestry members should, to the best of their ability:

- Have a love of God and demonstrate a commitment to following the way of Christ
- Be active in and knowledgeable about the congregation, its programs, and governance
- Be fair, interact well with people, and strive to earn the respect of the members of the congregation
- Commit themselves to the concept of partnership between vestry and clergy leaders, recognizing the success of an inclusive model of leadership relies on everyone's participation
- Offer talents to discern and support the congregation's mission and vision
- Be active ministers of the gospel in daily life and work
- Pledge financial support early in the annual or other campaign

Vestry members should be able to make the following time commitments

- Vestry meetings and committee work
- Vestry retreat(s)
- Weekly worship services, rotating occasionally if more than one is offered
- Congregational events: coffee hours, meals, fundraisers, Christian formation programs, Diocesan meetings as necessary
- Annual meeting

Episcopal Church canons stipulate the vestry shall:

- Be agents and legal representatives of the congregation in all matters concerning its corporate properties and the relations of the congregation to its clergy (Title Canon 14, Section 2).
- Ensure that standard business methods, as outlined in The Episcopal Church's Manual of Business Methods in Church Affairs, will be observed (Title I. Canon 7, Section 1).

When a congregation is without a rector, the officers of the vestry are responsible for the continuation of worship, including the calling of a new rector (Title III. Canon 9, Section 3).

- The vestry has responsibility for nominating persons for holy orders (Title Canon 5, Section 2).*

Vestry members are responsible for:

- Bringing one's whole self to the table: being present in mind, body, and spirit
- Risking openness with one's ideas, beliefs, and desires
- Praying daily for the rector, leaders, and members of the congregation

Senior Warden Job Description

The Canons of The Episcopal Church assign specific responsibilities to the senior warden and form the basis for their job description. These are in addition to the requirements and responsibilities of all vestry members.

Time commitment

Weekly meetings with the rector if required. These may be one-on-one or include the junior warden or church staff depending on the need of the congregation

Responsibilities

- Meet regularly with the rector to review the life and work of the congregation, plan ahead, and anticipate and resolve problems
- Provide leadership so the vestry can identify the mission, vision, and goals of the congregation; make and implement plans; assess programs; and celebrate achievements
- Provide leadership in the congregation by demonstrating a consistently positive attitude that seeks to resolve problems, recognizes accomplishments, and gives thanks for those things that build community and further the mission and vision of the church
- Be available to discuss any and all concerns with the rector and maintain confidentiality where appropriate
- Be available to discuss any and all concerns with members of the congregation; avoid making hasty judgments; and avoid triangulation by encouraging complainants to speak directly to those involved.
- Foster understanding, forgiveness, and reconciliation, in cases where the rector, staff, or vestry is beleaguered or being overly criticized
- Ensure that policies and procedures are in place and enforced regarding employee or volunteer misconduct; immediately take any questions, concerns, and complaints to the rector and/or appropriate authorities
- Support the rector in taking action when employees or volunteers are charged with misconduct or inappropriate behavior
- Take action to intervene promptly (with others as appropriate) in the event that the rector is charged with misconduct, has problems with drugs or alcohol, or is acting inappropriately; speak with the rector and the bishop
- Petition the bishop in writing on behalf of the vestry to intervene in cases where conflict imperils the pastoral relationship between the rector and the congregation
- Encourage the rector to take corrective steps as appropriate in cases where the rector is overworked, disregarding his or her health and well-being or the health of the rector's family
- Assist in the identification of persons for leadership roles and participate in inviting them to serve in those roles
- Be prepared to assist the rector or to step in and do what is necessary (represent the congregation at community meetings, take responsibility for preparing the church for special events, advocate on behalf of the congregation, etc.)

—With the rector, announce the bishop's pending visit and prepare information on the spiritual and temporal state of the congregation to be discussed during his or her visit (Title III. Canon 9, Section 5b)

When the congregation is without a rector:

—*Notify the bishop promptly and make provisions for worship services (Title III. Canon 9, Section 6d)*

Lead the congregation by ensuring that:

- The worship services, program, and pastoral care needs are being met
- The selection process for a new rector has begun
- Employee relations and communications with the diocese are maintained
- Ensure the name of the person proposed to be called as rector is submitted to the bishop thirty days before the election is to be held and deliver written notice of the election of a rector to the bishop (Title Canon 9, Section 3a (2&3))
- Prepare a Letter of Agreement with the proposed new rector, which outlines mutual responsibilities and is subject to the bishop's Check with your diocese for sample letters. (Title III. Canon 9, Section 3a (4))

Additional responsibilities

- Conduct the vestry meetings in the absence of, or when delegated by the Dean (Rector). While the canons designate the rector as the one to preside at vestry meetings, he or she may delegate this responsibility
- Conduct the annual meeting. Again, the rector often does this but in some congregations, the senior warden takes this responsibility
- Make the Sunday morning announcements
- Visit anyone known to have a major problem with a program, vestry decision, clergy, etc. in consultation with, and often accompanied by, the rector

Accountability

The senior warden is elected and accountable to the rector and the vestry.

Adopt the practice of creating a covenant (promise) in which both the rector and the senior warden agree on the roles and responsibilities of the warden. This should be developed, and then reviewed annually, in a conversation with the vestry and in place before the election/selection of the senior warden.

The senior warden's ministry should be considered as part of the annual mutual ministry review of the congregation.

Junior Warden Job Description

Time commitment

Weekly meetings with the rector if requested

Responsibilities

—Assist the rector and senior warden in providing leadership so the vestry can identify the mission, vision, and goals of the congregation; make and implement plans; assess programs; and celebrate achievement.

—Provide leadership in the congregation by demonstrating a consistently positive attitude that seeks to resolve problems, recognizes accomplishments, and gives thanks for those things that build community and further the mission and vision of the church.

—Work closely with the rector and senior warden in providing overall leadership of the congregation. In congregations where this position is responsible for property management and maintenance

—Have an understanding of property management and maintenance needs

—Have an ability to work with service people and to recruit and motivate members of the congregation to take responsibility for maintenance work

—Establish and execute a plan for and oversight of seasonal maintenance of all equipment (furnace, air conditioning, plumbing, kitchen facilities, office equipment, etc.)

—Establish and oversee a process for annual safety checks

—Review insurance needs with the treasurer and insurance agent; revise annually as needed

—Establish and oversee a process for obtaining the service of contractors as needed

—Chair or work with the head of a maintenance committee. If such a group exists, the above responsibilities may be delegated among the members with the warden providing primary oversight on behalf of the vestry

—Chair or work with an appointed group to oversee new building construction or renovation and property acquisition or disposal

—Consult with the vestry and rector on whether or not to accept gifts of real property to the parish

If the junior warden is not responsible for property matters, it is advisable to have a designated individual or committee charged with building and property management.

Accountability

The junior warden is elected and accountable to the rector and the vestry.

Adopt the practice of creating a covenant (promise) in which both the rector and the junior warden agree on the roles and responsibilities of the warden. This should be developed, and then reviewed annually, in a conversation with the vestry and in place before the election/selection of the junior warden.

The junior warden's ministry should be considered as part of the annual mutual ministry review of the congregation.

Treasurer Job Description

These are in addition to the requirements and responsibilities of all vestry members.

Time commitment

- Weekly oversight of collections and deposits
- Periodic payment of bills
- Monthly generation of accounting reports

Responsibilities

- Supervise the collection, counting, and deposit of all contributions to the faith community, ensuring that at least two persons are present at all times during the collection and counting process
- Supervise the treasurers of all other accounts, ensuring that they follow established accounting procedures and appropriate safeguards (those accounts maintained by any organization/committee/task force that is part of the congregation)
- Ensure that bills are paid in a timely fashion
- Work with any designated committee to make certain that adequate insurance is maintained on all real property
- Determine that the books and accounts of the congregation are kept in accordance with standard accounting procedures and the requirements of the canons
- Ensure that the congregation's financial operations are in accordance with The Episcopal Church's and diocesan canons, congregational bylaws, and state and federal laws
- Ensure that the congregation's deeds and other instruments of ownership are secure and maintained in the manner prescribed by canon and civil law
- Ensure that anyone serving as custodian of any congregational or organizational funds over \$500 is bonded by a professional bonding insurer
- Meet regularly with the rector, wardens, and/or staff for planning and evaluation
- Develop (if one does not exist) and serve on the finance committee
- Assist in the development of budgets
- Be available to consult with other committees that might need help in planning budgets or other assistance with financial matters
- Submit a monthly financial report to the vestry and an annual financial report to the congregation
- Make appropriate contributions to the diocesan parochial report

Accountability

The treasurer may be elected or appointed as provided for by diocesan canon or congregational bylaws. The treasurer is accountable to the rector and vestry, and depending on the diocesan canon or congregational bylaws, may or may not be a member of the vestry.

Adopt the practice of creating a covenant (promise) where the treasurer, rector, and the vestry agree on the roles and responsibilities of the treasurer. This should be developed, and then reviewed annually, in a conversation with the vestry and in LLP.place before the election/selection of the treasurer

The treasurer's ministry should be considered as part of the annual mutual ministry review of the congregation.

Secretary/Clerk Job Description

These are in addition to the requirements and responsibilities of all vestry members.

Time commitment

- Monthly time commitment is approximately 8-10 hours a month
- Distribution of agenda and minutes from previous meetings
- Maintain roster of members and contact information
- Other duties as deemed necessary by the rector and senior warden

Responsibilities

- Take notes during vestry meetings and afterwards, prepare and distribute minutes
- Maintain a file of all vestry meeting minutes
- If asked, take minutes for the annual congregation meeting
- Prepare, date, sign, and maintain documents as required

Accountability

The secretary/clerk may be elected or appointed as provided for by diocesan canon or congregational bylaws.

The secretary/clerk is accountable to the rector and vestry.

A covenant between the secretary/clerk, rector, and the vestry should be developed and reviewed annually.

The secretary's/clerk's ministry should be considered a part of the annual mutual ministry review.

Additional sample vestry job descriptions are available on ECF Vital Practices (ecfvp.org/topics)

Appendix D: Cathedral Chapter Bylaws

Bylaws of THE CATHEDRAL CHURCH OF ST. PAUL

A Michigan Ecclesiastical Corporation
Incorporated 1824 *Revised 12/18/73*

3/24/77
3/17/88
2/22/2003
12/17/2008

ARTICLE I

Corporate Powers

All of the corporate powers of this corporation (the "Cathedral") not expressly reserved to the Congregation of the Cathedral Parish pursuant to the Canons of the Diocese of Michigan, or otherwise, shall be vested in the Chapter of the Cathedral.

ARTICLE II

The Chapter

Section 1. Composition.

The Chapter shall consist of a board of eighteen members, of whom six shall be clerics, with the Bishop of the Diocese as Chair. The Chapter shall be composed of three classes of six members each, representing, (a) the Diocese, (b) the Congregation of the Cathedral Parish, and (c) the Convention of the Diocese. The class representing the Diocese shall consist of three clerics and three laypersons; the class representing the Congregation of the Cathedral Parish shall consist of six laypersons; the class representing the Convention of the Diocese shall consist of three clerics and three laypersons.

Section 2. Selection and term of office.

The representatives of the Diocese shall be appointed by the Bishop; the representatives of the Congregation of the Cathedral Parish shall be selected by the Vestry Committee from its new members; the representatives of the Convention of the Diocese shall be elected by the Convention. One third of each class shall be selected each year. Representatives shall serve a term of three years.

Section 3. Vacancies.

Any vacancy in the members representing the Diocese shall be filled by the Bishop, who shall appoint a new member from the same category as the member whose vacancy is being filled; any vacancy in the members representing the Congregation of the Cathedral Parish shall be filled by the Vestry Committee; any vacancy in the members representing the Convention of the Diocese shall be filled by Diocesan Council. Persons so appointed or elected shall hold office for the balance of their predecessor's term.

Section 4. Meetings.

Regular meetings of the Chapter shall be held four times each year on the third Thursday of March, June, September, and December at 6:00 p.m. at the Cathedral Church, Woodward Avenue and Hancock Street, Detroit, Michigan, or at such other time and place as may be designated in the notice of such meeting. Special meetings of the Chapter may be called by the Bishop, and shall be called by the Bishop upon the written request of any four members of the Chapter. At least ten days written notice shall be given for all meetings of the Chapter. Notices of meetings shall state the time, place, and purpose of the meeting. **Section 5.** Quorum. A quorum for the transaction of business at all meetings of the Chapter shall require the presence of at least seven voting members, of whom no fewer than four are laypersons.

ARTICLE III

Officers and Agents

Section 1. Enumeration and Selection of Officers. The officers of the Chapter shall consist of the Chair, the Vice Chair, the Dean, the Chancellor, the Treasurer, and the Secretary. The Bishop of the Diocese shall be ex officio Chair of the Chapter; the Suffragan Bishop of the Diocese shall be ex officio Vice Chair of the Chapter; the Dean of the Cathedral Parish shall be ex officio Dean of the Chapter and ex officio Vice Chair. All other officers shall be elected by the Chapter. The Chapter may elect one or more Vice Chancellors, Assistant Treasurers, Assistant Secretaries, and such other officers as it shall deem advisable. The Chapter may also appoint such other officers as it may deem necessary for the transaction of the business of the Cathedral. No officer appointed or elected by the Chapter need be a member of the Chapter.

Section 2. Agents

- (a) The Provost, selected and employed by the Chapter, will (with the advice of the Bishop and Dean) be the executive administrator of the daily Chapter operations and, ex officio, a member of the Chapter.
- (b) The Canon to the Ordinary, selected by the Bishop, may attend meetings (with voice) and represent the Bishop in his absence.
- 3The Chapter may also appoint such other agents as it may deem necessary for the transaction of the business of the Cathedral.

Section 3. Term of Office.

Officers and agents of the Chapter elected or appointed by the Chapter shall hold their offices and positions for such terms as shall be determined by the Chapter. Any officer, agent, or employee may be removed at any time by the Chapter. Vacancies occurring in any office or position elected or appointed by the Chapter may be filled by the Chapter. An agent appointed by the Bishop holds office for such term as the Bishop may determine, with a vacancy being filled by the Bishop.

Section 4. Duties of Officers.

- (a) The Chair shall preside at all meetings of the Chapter at which he is present, but shall have no vote except in case of a tie.
- (b) (c) (d) The Vice Chair, in the absence or disability of the Chair, shall perform the duties and exercise the powers of the Chair. The Dean shall act as spiritual adviser to the Chapter, shall serve as Chair of the Vestry Committee, and shall perform such other duties as the Chapter may prescribe. In the absence or disability of the Chair and the Vice Chair, the Dean shall perform the duties and exercise the powers of the Chair. The Chancellor shall be the legal adviser to the Chapter and shall perform such duties as the Chapter may prescribe.
- (e) The Treasurer shall have the custody of all funds and securities of the Cathedral under the control of the Chapter and shall keep full and accurate accounts of receipts and disbursements in books provided by the Chapter for that purpose. The Treasurer shall deposit all such funds and securities and other valuable effects in the name and to the credit of the Cathedral in such depositories as may be designated by the Chapter. The Treasurer shall render to the Chair and to the Chapter, whenever they shall require it, an account of all transactions as Treasurer and of the financial condition of the Cathedral.
- 4(f) The Secretary shall attend all meetings of the Chapter and record all votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Chapter and shall perform such other duties as may be prescribed by the Chapter. The Secretary shall keep in safe custody the seal of the Cathedral and when authorized by the Chapter, affix the same to any instrument requiring it, and when so affixed, it shall be attested by signature of the Secretary.
- (g) Other Officers The Vice Chancellors, in the order of their seniorities, shall perform the duties and exercise the powers of the Chancellor in case of absence or disability. The Assistant Secretaries, in the order of their seniorities, shall perform the duties and exercise the powers and authorities of the Secretary in case of absence or disability. The Assistant Treasurers, in the order of their seniorities, shall perform the duties and exercise the powers and authorities of the Treasurer in the case of absence or disability. The Vice Chancellors, the Assistant Secretaries, and the Assistant Treasurers shall also perform such duties as may be delegated to them by the Chancellor, the Secretary, and the Treasurer, and also such duties as the Chapter shall prescribe.

Section 5. Fidelity Bond.

The Chapter may require any officers, agents, or employees to give bond for the faithful discharge of their duties and for the protection of the Cathedral in such sum and with such surety or sureties as the Chapter may deem advisable.

ARTICLE IV

Committees

Section 1. Enumeration of Committees.

To facilitate the conduct of the affairs and the management of the property of the Cathedral under the control of the Chapter, there shall be appointed the following committees: (a) Executive Committee, (b) Finance Committee, (c) Communications Committee, (d) Property Committee, (e) Publications Committee, (f) Fund Raising Committee, (g) Vestry Committee, and such other committees as may from time to time be deemed appropriate. Except as stated below, committee members need not be members of the Chapter.

Section 2. Executive Committee.

The Executive Committee shall consist of the Officers, Chairs of the other committees, and three members of the Chapter selected by the Chapter upon nomination of the Bishop (one member from each of the three classes of membership). The Executive Committee shall have and exercise the authority of the Chapter, subject to such limitations and restrictions as the Chapter may impose. The Executive Committee shall be chaired by the Bishop or, in case of absence, a Vice Chair.

Section 3. Finance Committee.

The Finance Committee shall be composed of no fewer than three members of the Chapter and such number of other persons as may be appointed thereto, all of whom shall be appointed by the Bishop with the advice of the Executive Committee. The Bishop shall designate one of the members of such Committee as the Chair. The Finance Committee shall be charged with the responsibility of holding all financial matters of the Cathedral under the control of the Chapter and shall have the custody and control of endowment funds, memorials, and other special funds which may from time to time be received by the Cathedral to be administered by the Chapter.

Section 4. Communications Committee.

The Communications Committee shall be composed of no fewer than three members of the Chapter and such number of other persons as may be appointed thereto, all of whom shall be appointed by the Bishop with the advice of the Executive Committee. The Bishop shall designate one of the members of such Committee as the Chair. The Communications Committee shall be charged with the responsibility of public relations and publicity in connection with the affairs of the Cathedral.

Section 5. Property Committee.

The Property Committee shall be composed of no fewer than three members of the Chapter and such number of other persons as shall be appointed thereto, all of whom shall be appointed by the Bishop with the advice of the Executive Committee. The Bishop shall designate one of the members of such Committee as the Chair. The Property Committee shall be charged with the responsibility of all of the properties of the Cathedral controlled by the Chapter, the maintenance of all buildings, the care and landscaping of the Cathedral close, and the acquisition of additional property in accordance with the Canons of the Episcopal Church USA and the Diocese of Michigan.

Section 6. Publications Committee.

The Publications Committee shall be composed of no fewer than three members of the Chapter and such number of other persons as shall be appointed thereto, all of whom shall be appointed by the Bishop with the advice of the Executive Committee. The Bishop shall designate one of the members of such committee as the Chair. The Publications Committee shall be charged with the responsibility of publishing pamphlets, booklets, books, or other materials that deal with the mission of the Chapter, the Cathedral, and the Church and are within fiscal ability.

Section 7. Fund-Raising Committee.

The Fund-Raising Committee shall be composed of no fewer than three members of the Chapter and such number of other persons as shall be appointed thereto, all of whom shall be appointed by the Bishop with the advice of the Executive Committee. The Bishop shall designate one of the members of such Committee as the Chair. The Fund-Raising Committee shall be charged with the responsibility of raising funds for the improvement of the Cathedral property and of carrying out other projects inaugurated by the Chapter.

Section 8. Vestry Committee.

The Vestry Committee shall be composed of a number of people, determined by a decision of a parish meeting and the vestry, consistent with national and Diocesan Canons, elected by the annual meetings of the Cathedral Parish.

They shall be charged with the responsibility of administering the parochial affairs of the Congregation of the Cathedral Parish. In every particular, except as otherwise provided in the Articles of Incorporation, as amended, and in these Bylaws, it shall function as a vestry of a parish in union with the Diocese. Without impairment of the generality of the foregoing, the Vestry Committee shall have the following specific duties and powers:

(a) (b) All moneys for the support of the regular parochial activities of the Cathedral Parish shall be raised and expended by the Vestry Committee, which shall have the exclusive authority to fix salaries and adopt budgets in connection with parochial activities. Subject to the canonical authority of the Bishop, the Vestry Committee shall have the exclusive right to call and employ the clergy of the Cathedral Parish, including the Dean and all assistant ministers.

(c) The jurisdiction, management, and control of the Endowment Funds of the Cathedral Parish shall continue to be vested in and exercised exclusively by the Vestry Committee or by such trustee as the Vestry Committee or the Congregation of the Cathedral Parish shall appoint.

7(d) (e) The personal property of the Cathedral Parish and the real property which comprises the site of the Cathedral Church located on the northeast corner of Woodward Avenue and Hancock Street, the Deanery and houses for assistant Ministers, and other real property acquired for parochial purposes exclusively, will be controlled and administered exclusively by the Vestry Committee and the Cathedral Parish consistent with the Canons of Episcopal Church USA and the Diocese of Michigan. The Vestry Committee may adopt all such rules or bylaws (not inconsistent with the Articles of Incorporation as amended, these Bylaws, or the Canons of the Diocese) as it may deem necessary for the proper regulation of the work of the Vestry Committee and of its various commissions and committees.

ARTICLE V

Limitation of Authority of Chapter over the Cathedral Parish

Section 1. The Chapter shall have no authority to obligate the Congregation of the Cathedral Parish in any financial matter, without the prior consent of the Vestry Committee.

Section 2. The personal property of the Cathedral Parish and the real property which comprises the Cathedral Church site, the Deanery and houses for assistant ministers, shall not be encumbered or disposed of without the prior consent of the Vestry Committee and the Congregation of the Cathedral Parish, given in such manner as is required for such purposes under the Canons of the Diocese.

ARTICLE VI

Execution of Instruments

All instruments in writing requiring the corporate signature of the Cathedral shall be signed in the name of the Cathedral by the Chair or Vice Chair of the Chapter and by the Secretary or Assistant Secretary of the Chapter or by such other officer or officers or member or members of the Chapter as shall be authorized so to do by resolution of the Chapter.

ARTICLE VII

Corporate Seal

The seal of the Cathedral shall be a representation of the shield of the Diocese surrounded by a circular band inscribed, "The Cathedral Church of St. Paul."

ARTICLE VIII

Fiscal Year

The fiscal year of the Cathedral shall begin on the first day of January and shall end on the thirty-first day of December.

ARTICLE IX

Amendment of Bylaws

These Bylaws may be amended or altered by the affirmative vote of two-thirds of the members of the Chapter, in person, at any regular or special meeting of the Chapter, following two-week notice of the intent to alter or amend these bylaws. The provisions of Section 8 of Article IV, Article V and this Article IX shall not be amended, altered or repealed without the affirmative vote of a majority of the members of the Vestry Committee representing the Congregation of the Cathedral Parish and the affirmative vote of a majority of the members of the Cathedral Parish present at any annual meeting or at a special meeting called for such purpose.

Appendix E: Cathedral Church Foundation Bylaws

Notes: The original document was created on a typewriter and this was converted into a PDF for presentation in this handbook. The formatting is preserved wherever possible. The purpose of the foundation has changed since it was established and referenced in the handbook by title.

BYLAWS OF THE CATHEDRAL FOUNDATION (A Michigan Nonprofit Corporation)

ARTICLE I

OFFICES

Section 1. The principal office and registered office of The Cathedral Foundation (the "Corporation") shall be in the City of Detroit, Michigan, or such other place as the Board of Trustees shall from time to time determine.

Section 2. The Corporation may have offices at such other places, either within or without the City of Detroit as the Board of Trustees may from time to time determine.

ARTICLE II

PURPOSE

Section 1. As provided in the Articles of Incorporation, the purpose or purposes for which the Corporation is organized are as follows:

- (a) To provide elderly persons and handicapped persons with housing facilities and related services which meet such persons needs for housing, health care and financial security. The residential facilities so provided shall be designed to meet the combination of physical, emotional, recreational, social religious and similar needs of aged and handicapped persons. Provision shall also be made for the physical and, if necessary, the mental well-being of the residents. All such facilities and services shall be provided at the lowest feasible cost, taking into consideration all relevant expenses, including, by way of illustration and not of limitation, payment of the indebtedness of the Corporation, maintenance of adequate reserves sufficient to insure the life care of each resident, and maintenance of reserves for future physical expansion of the Corporation's residential facilities commensurate with the needs of the community which it serves.
- (b) The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the income or assets of the

Corporation shall be distributed to, nor inure to the benefit of, any of the Foundation's members, directors, Trustees, officers or any other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II;

- (c) To receive and administer funds exclusively for educational, charitable and public welfare purposes and, in general, except as provided in paragraph (e) of this Article II, to engage in any activity within the purposes for which Michigan not-for-profit corporations known as foundations may be organized under Act 327 of the Public Acts of 1931, as amended;
- (d) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; and
- (e) Notwithstanding any other provision of the Articles of Incorporation and these Bylaws, this Corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal internal revenue laws, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal internal revenue laws.

ARTICLE III

MEMBERSHIP

Section 1. The Members of the Corporation shall be the Board of Trustees, the members of the Vestry Committee of The Cathedral Church of St. Paul, a Michigan ecclesiastical corporation, and all other individuals as may be approved by the aforesaid Vestry Committee from time to time. Said Vestry Committee may determine the qualifications of each applicant for Membership. In the event that a Member of the corporation ceases to be a Member of the aforesaid Vestry Committee, or if the aforesaid approval is withdrawn, then in either event, such shall constitute automatic resignation as a Member and Trustee of the Corporation. Except as otherwise provided by law or by these Bylaws, all corporate powers shall be exercised by or under the authority of the Board of Trustees.

Section 2. There shall be an annual meeting of Members within ninety (90) days of the close of the fiscal year, and such special meetings as the Board of Trustees or the Chairman of the Board shall call. Notice shall be given as for meetings of the

Board of Trustees. Meetings of Members and the Board of Trustees may be held jointly.

Section 3. At all meetings of the Members, each Member shall be entitled to vote in person or by proxy. No proxy shall be deemed operative unless and until signed by the Member and filed with the Secretary. A majority of the total number of actual Members of this Corporation shall constitute a quorum at any meeting of the Members.

ARTICLE

IV BOARD OF

TRUSTEES

Section 1. All rights, powers, duties and responsibilities relative to the management and control of the Corporation's property, business and affairs are vested in the Board of Trustees.

Section 2. The original trustees are named in the Articles of Incorporation. The Board of Trustees shall be composed of nine (9) Members, and the first full Board shall be elected by the Members at their organizational meeting three (3) of whom shall serve for one (1) year, three (3) for two (2) years, and three (3) for three (3) years. The initial terms of the respective Trustees shall be determined by lot. Thereafter, Trustees shall serve a term of three (3) years and until their respective successors are named. In addition, based upon the needs of the Corporation, the Members may from time to time appoint additional Trustees who shall serve until the next annual meeting. Also, the Bishop of The Cathedral Church of St. Paul shall be an additional Trustee, ex officio. All Trustees, including those appointed, are eligible for successive terms.

Section 3. All vacancies on the Board, whether by reason of expiration of term or otherwise, shall be appointed by the Vestry Committee of The Cathedral Church of St. Paul. A majority of the total number of actual Trustees shall constitute a quorum for the transaction of business.

ARTICLE V

MEETINGS OF THE BOARD OF TRUSTEES

Section 1. Annual meetings of the Board of Trustees shall be held within ninety (90) days of the close of each fiscal year for the election of officers and for the transaction of other business which may come before such meeting.

Section 2. Special meetings of the Board of Trustees shall be called by the President on his or her own motion.

Section 3. At least five (5) days' notice of the time and place of all meetings of the Board of Trustees shall be given to each trustee by mail, addressed to his or her last address appearing in the official records of the Corporation. Notices of special meetings shall state the business for consideration.

Section 4. Meetings of the Board of Trustees may be held at any place or places within or without the State of Michigan.

ARTICLE VI

OFFICERS

Section 1. Officers. The officers of the Corporation shall be a Chairman of the Board, a President, one or more Vice-Presidents, a Secretary and a Treasurer. All such officers (except the Chairman of the Board) shall be elected by the Board of Trustees immediately after each annual meeting of the Members. The Board of Trustees may from time to time elect or appoint other officers including Assistant Treasurers and Assistant Secretaries, as the Board may deem advisable, and such officers shall have such authority, and shall perform such duties as from time to time may be prescribed by the Board of Trustees. The President and Chairman of the Board shall be Members of the Board of Trustees. Any two or more offices, other than the offices of President and Secretary, may be held by the same person. In addition to the powers and duties of the officers of the Corporation as set forth in these Bylaws, they shall have such authority and shall perform such duties as from time to time may be determined by the Board of Trustees.

Section 2. Chairman of the Board. The Dean of the Cathedral Church of St. Paul shall be the Chairman of the Board, and shall preside at all meetings of Members and Trustees and shall have such other powers as may be determined by the Board of Trustees from time to time. The Chairman, together with the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer, may sign and execute contracts, agreements and conveyances in the name of the Corporation.

Section 3. President. The President shall be the chief operating officer of the Corporation, shall preside at meetings of Members and Trustees when no Chairman of the Board is present and shall have and may exercise such powers and perform such other duties as may be assigned by the Board of Trustees. The President, together with the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer, may sign and execute contracts, agreements, notes, bills and conveyances, in the name of the Corporation unless otherwise provided by resolution of the Board of Trustees.

Section 4. Vice-Presidents. Each Vice-President shall have such powers and perform such duties as shall from time to time be assigned to him by these Bylaws or by the Board of Trustees. A Vice-President may be designated by the Board of Trustees who shall, in the event of absence, inability to act or death of the President and Chairman of the Board of Trustees, exercise all the functions of the Presidents' office.

Section S. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Trustees and the minutes of all meetings of the Members in books provided for that purpose, attend to the giving or serving of all notices of the Corporation, and sign with the Chairman of the Board or President, in the name of the Corporation, all contracts when authorized so to do. The Secretary shall have charge of such books and papers as the Board of Trustees shall direct, all of which shall at all reasonable times be open to the examination of any Trustee, and shall in general perform all the duties incident to the office of Secretary, subject to the control of the Board of Trustees.

Section 6. Treasurer. The Treasurer shall have custody of all the funds and securities of the Corporation; endorse on behalf of the Corporation for collection checks, notes and other obligations and shall deposit the same to the credit of the Corporation in such bank or banks or depository or depositories as the Board of Trustees may designate, sign all receipts and vouchers for payments made to the Corporation; enter or cause to be entered regularly in the books of the Corporation kept for the purpose full and accurate accounts of all moneys received and paid on account of the Corporation and whenever required by the Board of Trustees shall render statements of such accounts; shall, at all reasonable times, exhibit the books and accounts to any Trustee of the Corporation and shall perform all acts incident to the position of Treasurer, subject to the control of the Board of Trustees.

Section 7. Assistant Secretary and Assistant Treasurer. The Board of Trustees may from time to time by resolution delegate to any Assistant Treasurer or Treasurers any of the powers or duties herein assigned to the Treasurer; and may similarly delegate to any Assistant Secretary or Secretaries any of the powers or duties herein assigned to the Secretary.

Section 8. Giving of Bond by Officers. All officers of the Corporation, if required to do so by the Board of Trustees, shall furnish bonds to the Corporation for the faithful performance of their duties, in such penalties and with such conditions and security as the Board shall require.

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Section 9. Compensation of Officers. The officers of the Corporation shall be entitled to receive such reasonable compensation for their services as shall from time to time be determined by the Board of Trustees.

ARTICLE VII

COMMITTEES

Section 1. The Board of Trustees may designate standing committees with such duties and powers as it may provide in order to carry out the program and purposes of the Corporation and the Board shall further designate the individuals from their number to serve as chairmen of said standing committees.

ARTICLE VIII

DISSOLUTION

Section 1. Upon the dissolution of the Corporation, or the winding up of its affairs, or other liquidation of its assets, the Board of Trustees will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the property and other assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any subsequent Federal internal revenue laws), as the voting Members of the Corporation shall determine; provided, however, that the Corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development, acting in such capacity. Any assets not disposed of pursuant to the above, shall be disposed of by a court of competent jurisdiction in the county in which the principal officer of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated for such purposes. Voluntary dissolution of the Corporation may only occur with the approval of the Members.

ARTICLE IX

INDEMNIFICATION OF TRUSTEES, OFFICERS AND EMPLOYEES

Section 1. The Corporation shall indemnify any 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 (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a trustee, officer, employee or agent of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if 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 Corporation, and, with respect to

any criminal action or proceeding, has no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, have reasonable cause to believe that his or her conduct was unlawful.

Section 2. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a trustee, officer, employee or agent of the Corporation, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if 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 Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which the Court shall deem proper.

Section 3. To the extent that a trustee, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 4. Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the Corporation 'only as authorized in the specific case upon a determination that indemnification of the trustee, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made (i) by the Board of Trustees by a majority vote of a quorum (as defined in Article IV of these Bylaws) consisting of trustees who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable, by independent legal counsel in a written opinion. Notwithstanding the failure or refusal of the trustees, counsel and the Members of the Corporation to make provision therefor, such indemnification shall be made if a court of competent jurisdiction made a determination that the trustee, officer, employee or agent has a right to indemnification hereunder in any specific case upon the application of such trustee, officer, employee or agent.

Section 5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Trustees in the specific case upon receipt of an undertaking by or on behalf of the trustee, officer, employee or agent to repay such amount unless

it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation.

Section 6. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee, or agent of the Corporation, against any liability asserted against him or her or the Corporation and incurred by him or her or the Corporation in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

such purposes. Voluntary dissolution of the Corporation may only occur with the approval of the Members.

ANNUAL AUDITS AND FISCAL YEAR

Section 1. There shall be an annual audit of the financial affairs of the Corporation by a disinterested auditor approved by the Board of Trustees.

Section 2. The fiscal year of the Corporation shall be the calendar year or such other fiscal year as may be determined by the Board of Trustees from time to time.

ARTICLE XI

MISCELLANEOUS

PROVISIONS

Section 1. All conveyances, contracts and instruments of transfer and assignment shall be specifically approved by the Board of Trustees and shall be executed on behalf of the Corporation by such officers or agents as may be specifically authorized by the Board of Trustees.

Section 2. All checks, drafts, bills of exchange, acceptances, notes or other obligations or orders for the payment of money shall be signed and countersigned by such officers of the Corporation and/or other persons as the Board of Trustees shall from time to time by resolution designate.

Section 3. No loans and no renewals of any loans shall be contracted on behalf of the Corporation except as authorized by the Board of Trustees, or as otherwise provided by these Bylaws. When authorized so to do, any officer or agent of the Corporation may effect loans and advances for the Corporation from any bank, trust company or other institution or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes or other evidences of indebtedness of the Corporation. When authorized so to do, any officer or agent of the Corporation may pledge, hypothecate or transfer, as security for the payment of any and all loans, advances, indebtedness and liabilities of the Corporation, any and all stocks, securities and other personal property at any time held by the Corporation, and to that end may endorse, assign and deliver the same. Such authority may be general or confined to specific instances.

Section 4. Any notice required by statute or by these Bylaws to be given to the Members, to the trustees, or to any

officers of the Corporation, unless otherwise provided herein or in any statute, shall be given by mailing to such Member, trustee, or officer at his last address as the same appears on the records of the Corporation, and such notice shall be deemed to have been given at the time of such mailing.

Section 5. Whenever any notice is required to be given under the provisions of these Bylaws to any person or persons, a waiver thereof in writing signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Presence at any meeting, in person or by proxy, without objection to the manner in which notice of the meeting has been given, shall be deemed a waiver of notice thereof.

Section 6. Any action which may be taken at any meeting of Members or Trustees may be taken without a meeting if authorized in writing by all of the Members or Trustees entitled to notice of such meeting.

ARTICLE XII

AMENDMENTS AND

ADDITIONS

Section 1. These Bylaws may be altered or amended at any duly called meeting of the Members at which a quorum is present by a majority vote, provided that written notice naming the substance of the proposed amendment has been sent to each Member at least five (5) days in advance of the date of meeting, unless such notice is waived by all the Members, and provided further that any amendment hereto shall not conflict with the provisions of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development.

Section 2. The Board of Trustees may adopt additional rules and regulations, general or specific, for the conduct of their meetings, and additional rules and regulations, general or specific, for the conduct of the affairs of the Corporation.

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