



**AMENDED AND RESTATED BYLAWS OF
PROTESTANT EPISCOPAL CHURCH OF THE GOOD SHEPHERD OF LAKE CHARLES
ADOPTED NOVEMBER 6, 2024**

Table of Contents

| | |
|---|----|
| PREAMBLE | 3 |
| ARTICLE 1: NAME AND ADDRESS | 3 |
| ARTICLE II: MISSION STATEMENT | 3 |
| ARTICLE III: MEMBERSHIP | 3 |
| Section 3.1 Parish Members | 3 |
| Section 3.2 Voting Members..... | 3 |
| ARTICLE IV: MEETING OF THE MEMBERS | 4 |
| Section 4.1 Annual Meeting..... | 4 |
| Section 4.2 Special Meetings | 4 |
| Section 4.3 Notice of Meetings (Annual and Special)..... | 4 |
| Section 4.4 Quorum for Parish Meeting (Annual or Special)..... | 5 |
| Section 4.5 Eligibility for Election | 5 |
| Section 4.6 Vote | 6 |
| Section 4.7 Presiding Officer..... | 6 |
| Section 4.8 Rules of Procedure | 6 |
| Section 4.9 Minutes of Parish Meetings | 7 |
| ARTICLE V: RECTOR | 7 |
| Section 5.1 Authority and Responsibilities | 7 |
| Section 5.2 Resignation and Removal..... | 8 |
| Section 5.3 Election and Qualification | 8 |
| ARTICLE VI: OFFICERS | 8 |
| Section 6.1 Officers..... | 8 |
| Section 6.2 Qualification and Terms | 9 |
| Section 6.3 Duties | 9 |
| ARTICLE VII: VESTRY | 10 |
| Section 7.1 Members..... | 10 |
| Section 7.2 Duties | 11 |
| Section 7.3 Financial Obligations | 12 |

| | | |
|---|---|-----------|
| Section 7.4 | Vestry Vacancy—Death, Resignation, or Removal | 12 |
| Section 7.5 | Vestry Meetings | 13 |
| Section 7.6 | Conflicts of Interest..... | 14 |
| Section 7.7 | Committees (In General)..... | 15 |
| Section 7.8 | Finance Committee | 15 |
| ARTICLE VIII: INDEMNIFICATION | | 16 |
| Section 8.1 | Indemnification | 16 |
| Section 8.2 | Exculpation..... | 16 |
| Section 8.3 | Directors and Officers Insurance..... | 16 |
| ARTICLE IX: ACCOUNTING AND FINANCIAL MATTERS..... | | 16 |
| Section 9.1 | Fiscal Year..... | 16 |
| Section 9.2 | Indebtedness..... | 16 |
| Section 9.3 | Church Financial Records | 17 |
| Section 9.4 | Audits | 17 |
| Section 9.5 | Gifts and Memorials..... | 17 |
| Section 9.6 | Property Held in Trust | 17 |
| Section 9.7 | Property and Liability Insurance | 18 |
| ARTICLE X: OTHER PARISH RECORDS..... | | 18 |
| Section 10.1 | Annual Parochial Reports | 18 |
| Section 10.2 | Maintenance of Parish Register and Other Records..... | 19 |
| ARTICLE XI: BISHOP NOLAND EPISCOPAL DAY SCHOOL..... | | 19 |
| Section 11.1 | Establishment and Subsequent Incorporation | 19 |
| Section 11.2 | School Bylaws, Board of Trustees, and Head of School..... | 19 |
| Section 11.3 | Use of Parish Property | 19 |
| ARTICLE XII: AGENTS OF THE PARISH | | 20 |
| ARTICLE XIII: NOTICES AND ELECTRONIC COMMUNICATIONS..... | | 20 |
| Section 13.1 | Notice and Delivery | 20 |
| Section 13.2 | Electronic Submission..... | 20 |
| ARTICLE XIV: RATIFICATION OF BYLAWS | | 20 |
| ARTICLE XV: AMENDMENTS TO BYLAWS | | 20 |



PREAMBLE

The Protestant Episcopal Church of the Good Shepherd of Lake Charles, d/b/a Good Shepherd Episcopal Church (the "Parish"), adopts these Bylaws to govern its corporate and temporal affairs as a not-for-profit religious corporation organized under the laws of the State of Louisiana, and to conform its conduct with the requirements of the Constitution and Canons of the Episcopal Diocese of the Western Louisiana (the "Diocese") and the Constitution and Canons of the Protestant Episcopal Church in the United States of America (the "Church").

ARTICLE 1: NAME AND ADDRESS

The Protestant Episcopal Church of the Good Shepherd of Lake Charles, d/b/a Good Shepherd Episcopal Church (the "Parish") located at 715 Kirkman St., Lake Charles, Louisiana 70601, was established under Charter Number 01003790W on 12/17/1937 with the Louisiana Secretary of State as Not for Profit Religious Corporation.

ARTICLE II: MISSION STATEMENT

The mission of Good Shepherd Episcopal Church is to bring God and his people together in an open spiritual family, to learn, to love, and to care for each other and the world in the light of the Gospel of Jesus Christ.

ARTICLE III: MEMBERSHIP

Section 3.1 Parish Members

- (a) All persons who have received the Sacrament of Holy Baptism with water in the Name of the Father, and of the Son, and of the Holy Spirit, whether in this Episcopal Church or in another Christian Church, and whose Baptisms have been duly recorded in this Parish, are Members of the Parish.
- (b) Adult Members are members sixteen (16) years of age and over. It is expected that all Adult Members of this Parish, after appropriate instruction, will have made a mature public affirmation of their faith and commitment to the responsibilities of their Baptism, and will have been confirmed or received by a Bishop of this Parish, or by a Bishop of a Church in communion with this Parish.

Section 3.2 Voting Members

- (a) A Voting Member of the Parish is an Adult Member of the Parish who is a Communicant in Good Standing in the Parish.
- (b) An Adult Member is a Communicant in Good Standing if he or she has received Holy Communion in the Church at least three (3) times during the preceding year, who shall have been a contributor of record toward the support of the Parish ministries during the year preceding the election, of

which the Treasurer's books shall be the only competent evidence, and has otherwise been faithful in corporate worship, unless for good cause prevented, and has been faithful in working, praying, and giving for the spread of the Kingdom of God.

- (c) The Parish Office, under the guidance of the Secretary of the Vestry, maintains a current record of all Voting Members of the Parish. If a dispute arises as to an individual Member's eligibility to vote at a Parish meeting, the Vestry, in consultation with the Rector and the Treasurer, must determine the matter either in advance of the meeting in which the Member wishes to vote; or by a majority vote of the Vestry Members present at the Parish meeting. The decision of the Vestry is a final determination.
- (d) A Voting Member of the Parish may vote in the election of Vestry Members and all other matters arising at Parish meeting (Annual or Special).

ARTICLE IV: MEETING OF THE MEMBERS

Section 4.1 Annual Meeting

- (a) There shall be an Annual Meeting of the Members of the Parish held each year on the first Sunday in January, or as soon thereafter as convenient.
- (b) The Purpose of the Annual Meeting is to:
 - (i) elect new Members to the Vestry, which is the governing body of the Parish,
 - (ii) elect lay delegates (and alternate delegates) to the Diocesan Annual Convention,
 - (iii) present and approve the budget for the year,
 - (iv) receive the Annual Report of the Rector, the Wardens, the Treasurer, and Committee Chairs, and,
 - (v) conduct other business of the Parish as appropriate to an Annual Meeting provided the subject matter was included in the notice of the meeting and a quorum remains present at the time of conducting the other business.

Section 4.2 Special Meetings

A Special Meeting of the Parish may be called by the Rector, and if no Rector by the Senior Warden, the majority of the Vestry, and/or by written request filed with the Parish Office by not less than twenty-five (25) Voting Members of the Parish.

Section 4.3 Notice of Meetings (Annual and Special)

- (a) Written or electronic notice of the Annual Meeting shall be given, personally or by mail or electronic transmission, to each Member entitled to vote at such meeting not less than fifteen (15) days prior to the date of such meeting. Notice shall also be given at a public service of the congregation at least two (2) weeks prior to the meeting date

- (b) The written notice shall include the date, time, and place of the meeting, the purpose of the meeting, and, in the case of the Annual Meeting, the slate of proposed nominees for Vestry and lay delegates to the Diocesan Convention.
- (c) The meeting shall be held at Good Shepherd Episcopal Church, unless otherwise stated in the notice of the meeting.
- (d) For good cause and only in rare circumstances caused beyond the circumstances beyond the control of the Parish, the Rector, and if no Rector the Senior Warden, may designate that a Parish meeting be conducted by electronic means if each Voting Member is able to communicate simultaneously with each other Voting Members at the meeting. In a meeting conducted electronically, the Vestry must assure that the Voting Members are provided with a fair and effective method of electronic voting. The notice of such electronic Annual Meeting must specify the reasons for the conducting the Annual Meeting electronically.
- (e) No matter or question not specified in such notice shall be acted on at any Parish meeting.
- (f) Failure to properly call a Parish meeting shall not render the proceedings null and void if a quorum is present, but a valid objection to the manner or form of calling a meeting may be made and considered, providing the objection is made within 30 days after the meeting is held.

Section 4.4 Quorum for Parish Meeting (Annual or Special)

For the purposes of a Parish meeting (Annual or Special) a quorum shall consist of twenty-five (25) Voting Members of the Parish. In the absence of a quorum, the Parish meeting (Annual or Special) shall transact no other business other than to recess or stand adjourned until a quorum is established.

Section 4.5 Eligibility for Election

- (a) Those eligible for election to the Vestry shall:
 - (i) be a Member of the Parish who is a Communicant in Good Standing,
 - (ii) have reached the age of sixteen (16) years or older,
 - (iii) not be an Immediate Family Member of a current Vestry member,
 - (iv) not be a member of the Clergy serving at the Parish or an Immediate Family Member of such Clergy, and,
 - (v) not be a member or Immediate Family Member of the Parish Office staff.
- (b) No member of the Vestry who is retiring and who has completed a full three (3) year term, or who is filling an unexpired term of greater than one (1) year, is eligible for re-election to the Vestry for a period of one (1) year.
- (c) Retiring Vestry members, who were elected by the Vestry to fill a portion of an unexpired term of not more than one (1) year or elected by the Annual Meeting to fill a portion of an unexpired term

of not more than one (1) year, are eligible for election to a three (3) year term without waiting the one (1) year period.

- (d) Prior to the Annual Meeting a Nominating Committee shall be constituted, made up of the Senior Warden, Junior Warden, and the retiring members of the Vestry, with the Rector as ex-officio. The Nominating Committee will invite nominations from the congregation at large by way of a congregational letter, church newsletter, church services, and/or the Sunday Bulletins. The Nominating Committee shall present at least five (5) qualified candidates who are eligible for election to the Vestry and who are willing to run for the available positions. Nominations for qualified candidates may also be taken from the floor at the Annual Meeting.
- (e) Those persons eligible for election to the Diocesan Convention as lay delegates (or alternate delegates) shall be Adult Members of the Parish who are Communicants in Good Standing in the Parish.
- (f) For the purposes of this Section, "Immediate Family Member", includes parent, spouse (or significant other), children (including adopted, half, or stepchildren), grandchildren, siblings, and In-laws (mother, father, brother, sister, daughter, son).

Section 4.6 Vote

- (a) Except as provided in Section 4.3 (d) above, all Voting Members must be present at the Parish meeting (Annual or Special) for their vote to be counted. Voting by proxy or absentee ballot is not permitted.
- (b) The Voting Members of the Parish present at the Annual Meeting, by majority vote, elect the members of the Vestry, and the lay delegates (and alternate delegates) to the Diocesan Convention.
- (c) If a nominee to one of the elected positions does not receive a majority vote of the Voting Members at the Annual Meeting, the nominee receiving the lowest number of votes is eliminated after the first ballot, and a second ballot is taken as to the remaining nominees. The elimination process continues until a nominee receives a majority vote.

Section 4.7 Presiding Officer

The Rector presides at all Parish meetings (Annual or Special). In the Rector's absence, the Wardens preside according to seniority by title.

Section 4.8 Rules of Procedure

In all matters of parliamentary procedure not governed by canon or these Bylaws, the latest edition of Robert's Rules of Order governs.

Section 4.9 Minutes of Parish Meetings

After all Parish meetings (Annual or Special), the Secretary of the Vestry shall prepare minutes of the meeting, have the meetings approved by the Vestry, and then posted in such a location at the Parish so that the minutes are available to the Members.

ARTICLE V: RECTOR

Section 5.1 Authority and Responsibilities

- (a) Subject to the Church and Diocesan Canons, the Rubrics of the Book of Common Prayer, and the pastoral direction of the Bishop, the Rector is the chief executive officer of the Parish.
- (b) As such the Rector is vested with the authority over and responsibility for:
 - (i) the conduct of the worship and the spiritual growth of the Parish and its Members,
 - (ii) providing necessary instructions in faith, ministry, and Christian stewardship, including, preparing persons for baptism, confirmation, and marriage,
 - (iii) recording all baptisms, confirmations, marriages, and burials in the Parish Registry,
 - (iv) serving as the presiding officer of the Vestry,
 - (v) filing required parochial reports with the Diocese,
 - (vi) communicating and coordinating with the Bishop and the Diocese on spiritual and administrative matters,
 - (vii) receiving the Bishop at Parish visitations and providing the Bishop with current information on the spiritual and administrative matters,
 - (viii) presiding over Parish meetings (Annual or Special), and,
 - (ix) overseeing the employment, supervision, and direction over the Parish Office, subject to fiscal approval by the Vestry.
- (c) To discharge fully these functions and duties for the Parish, the Rector is entitled under Canon law to:
 - (i) use and control all Parish buildings and property, to open the same for public worship, for religious instruction, for the administration of the Sacraments and for the conduct of all Offices authorized by this Church and,
 - (ii) access to all Parish records and registers.

- (d) The Rector may designate, from time to time, subject to the approval of the Bishop, when necessary, persons to assist him or her in all duties which may be performed lawfully by lay persons.

Section 5.2 Resignation and Removal

- (a) On reaching the age of seventy-two (72) years, a Priest, including the Rector, shall resign from all positions in this Parish, and the resignation shall be accepted. Thereafter, the Priest, including the Rector, may continue in the position from which the resignation has occurred with the Bishop's permission in accordance with Church and Diocesan Canons.
- (b) Except upon mandatory resignation by reason of age, the Rector may not resign without the consent of the Vestry, and the Vestry may not remove the Rector against the Rector's will, except as provided in the Church and Diocesan Canons.
- (c) If the office of Rector becomes vacant or the Rector is incapacitated, the Wardens shall notify the Bishop and Standing Committee within thirty (30) days. Within the thirty (30) days and after consultation with the Bishop, the Vestry may appoint an interim Rector or otherwise arrange for regular worship services until such time as a new Rector is elected or the Rector can resume his or her duties in case of incapacity.

Section 5.3 Election and Qualification

- (a) When a Parish is without a Rector, the Wardens shall promptly notify the Bishop in writing. If the Parish shall for thirty days fail to provide services of public worship, the Bishop shall make provision for such worship.
- (b) The Parish may not elect a Rector without the express permission of the Bishop following all requirements in the Church and Diocesan Canons.
- (c) Rectors may have a letter of agreement with the Parish setting forth mutual responsibilities, subject to the Bishop's approval.
- (d) After consultation with the Vestry, the Bishop may appoint a Priest to serve as Priest-in-Charge of any congregation in which there is no Rector. In such congregations, the Priest-in-Charge shall exercise the duties of Rector outlined in herein, subject to the authority of the Bishop.

ARTICLE VI: OFFICERS

Section 6.1 Officers

The Officers of the Vestry and the Parish are the Rector, Senior Warden, Junior Warden, Treasurer, Secretary, and Chancellor, if one is approved or appointed by the Bishop. At the organizational meeting of the Vestry following the Annual Meeting of the Parish, the Rector shall appoint one member of the Vestry to serve as Senior Warden. The Rector shall also nominate members of the Vestry to serve as Junior Warden and Secretary. Once nominated, these Officers shall be elected by a majority vote of the Vestry.

The Rector shall nominate a Treasurer, who may or may not be a member of the Vestry. The Treasurer once nominated, shall be elected by a majority vote of the Vestry.

Section 6.2 Qualification and Terms

- (a) Wardens shall be confirmed Voting Members of the Parish and serve for a term of one (1) year. Wardens must be vestry members. A Junior or Senior Warden may serve no more than three (3) consecutive terms and is ineligible for one (1) year for reelection to that office after having served three (3) consecutive years in the same position.
- (b) The Treasurer shall be a confirmed Voting Member of the Parish and is elected to a term of one (1) year, and such person shall be eligible for re-appointment for one or more successive additional terms. The Treasurer may either be a member of the Vestry or serve ex-officio. The Vestry should select as Treasurer an individual who has had professional financial experience.
- (c) The Secretary shall be a confirmed Voting Member of the Parish and is elected to a term of one (1) year, and such person shall be eligible for re-appointment for one or more successive additional terms. The Treasurer may either be a member of the Vestry or serve ex-officio. The Vestry should select as Secretary of the Vestry an individual who has a strong interest in ensuring that Parish records are complete, accurate, and current.
- (d) The Chancellor shall be a confirmed Voting Member of the Parish and shall be a licensed member of the Louisiana State Bar. The Chancellor shall be appointed by the Rector and approved by the Bishop (or otherwise appointed by the Bishop) and serve for a term of one (1) year, and such person shall be eligible for re-appointment for one or more successive additional terms. The Chancellor shall serve ex-officio and shall not be a member of the Vestry.
- (e) Each Officer holds office until his or her death, resignation, retirement, removal, or disqualification, or until his or her successor is elected and qualified. If the office of Senior Warden becomes vacant, the Rector may appoint a successor to serve until the next Annual Meeting of the Parish. If the Parish becomes vacant (does not have a Rector), the Senior Warden remains in office until such time as the new Rector is installed by the Parish or the Bishop. If the office of Junior Warden becomes vacant, the Vestry may appoint a successor to serve until the next Annual Meeting of the Parish. If any other office becomes vacant, the Vestry may fill the office.

Section 6.3 Duties

- (a) 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 Rector. As the senior Officer of the Parish, it shall be the Senior Warden's special duty to counsel with the Rector from time to time concerning the spiritual state of the Parish and to assist the Rector in promoting such projects and activities as may be undertaken for the general welfare of the Parish.
- (b) The Junior Warden is the person designated as the liaison for the care and maintenance of the temporal plant of the Parish assuring that all matters of maintenance and concern are addressed in a timely manner using appropriate procedures and policies including the bid process, vetting contractors, and ensuring that all work is done appropriately and according to government and historical codes. It shall also be the duty of the Junior Warden to stay informed of the general

attitude of the congregation at large and to act as the congregation's representative in matters which concern the general welfare of the Parish.

- (c) The Secretary records minutes of all Parish meetings (Annual and Special) meetings, and all Vestry meetings, gives notice of all such meetings as required by the Diocesan Canons and these Bylaws; is responsible for reporting the names of the Parish's delegates to Diocesan Convention to the Secretary of the Convention; and, with the Parish Office, maintains a current list of all Voting Members of the Parish.
- (d) The Treasurer does not control Parish finances but is a steward who serves under the direction of the Vestry. In this capacity, the Treasurer shall accomplish the following tasks: (1) receive all Parish funds, and cause same to be counted and deposited in the name of and to the credit of the Parish, in such depositories as may be designated by the Vestry; (2) manage the accurate accounting of all money as directed by the Vestry and executed in accordance with the business methods prescribed in the Canons of the Church and Diocesan Canons; (3) disburse funds as may be ordered by the Vestry; and (4) render an account of all transactions and of the financial condition of the Parish to the Vestry at its regular meeting or whenever the Vestry may require. The Treasurer shall be bonded as required by the canons. The Treasurer serves on the Finance committee.
- (e) The Chancellor shall be an advisor to the Rector and the Vestry upon all legal matters touching the interests of the Parish. The Chancellor shall have the right to be present at all meetings of the Vestry and its committees, and shall be notified of such meetings, as well as included in all correspondence of those involved. The Chancellor shall also have the right to be seated and speak at all business meetings involving the Parish.

ARTICLE VII: VESTRY

Section 7.1 Members

- (a) There shall be nine (9) elected members of the Vestry.
- (b) The Rector shall be an ex-officio member of the Vestry and the presiding officer. In the event a vote brought before the Vestry is tied, the Rector shall have the right to cast the final vote.
- (c) Vestry members shall be elected at the Annual meeting of the Parish for terms of three (3) years each, with terms staggered so that at each Annual meeting three (3) new Vestry members shall be elected. All such Vestry members shall serve such terms until their successors are elected and qualified.
- (d) No member of the Vestry who is retiring and who has completed a full three-year term, or who is filling an unexpired term of greater than one (1) year, is eligible for re-election to the Vestry for a period of one (1) year.
- (e) Retiring Vestry members, who were elected by the Vestry to fill a portion of an unexpired term of not more than one (1) year or elected by the Annual Meeting to fill a portion of an unexpired term of not more than one (1) year, are eligible for election to a three-year term without waiting the one-year period.

- (f) The Ex-Officio members of the Vestry are the Rector, Chancellor, the Headmaster of Bishop Noland Episcopal Day School, and the Treasurer (if not a regular member of the Vestry). Except for the Rector in case of a tie vote, these Ex-Officio members have the right to attend all meetings and to engage in any discussion but shall not have a right to vote.

Section 7.2 Duties

- (a) The Vestry manages and directs the temporal affairs of the Parish, including the maintenance of its property, buildings and grounds which are held in trust for the Diocese.
- (b) The Vestry is also the agent and legal representative of the Parish in all matters concerning its corporate property and in its relation to its Clergy.
- (c) It is the duty of the Vestry:
 - (i) to act as the legal owner of the Parish property in trust for the Diocese,
 - (ii) to take charge of the maintenance and operations of the Parish property,
 - (iii) to elect and call a Rector in accordance with the Church and Diocesan Constitution and Canons,
 - (iv) to promote the good stewardship of the Parish's resources,
 - (v) to provide for and preserve the Parish register and other records,
 - (vi) to direct and supervise Parish finances,
 - (vii) to assist the Rector and the Treasurer as needed to prepare the annual budget,
 - (viii) to approve the parish budget and financial expenditures,
 - (ix) to support and maintain the Parish's Clergy,
 - (x) to ensure payment of the Diocesan assessment,
 - (xi) to ensure that there is an annual audit of the financial records as required by Church and Diocesan Canons, and,
 - (xii) to take other actions it finds necessary to assure the honest, fair, and efficient administration of the Parish.
- (d) Members of the Vestry and Officers of the Parish shall discharge the duties of their respective positions in good faith and with the degree of diligence, care, and skill that ordinarily prudent persons would exercise under similar circumstances in like positions.

Section 7.3 Financial Obligations

- (a) No obligations or bills shall be contracted for the Parish nor commitments of any kind made or entered into on its behalf, nor disbursements made, involving a liability or expenditure exceeding \$2,500.00, except as specifically directed or approved by the Vestry in advance, or as specifically provided for in a budget duly adopted by the Vestry and currently in effect.
- (b) In case of emergency and if it is impossible or inexpedient to call a meeting of the Vestry, a commitment may be entered into, or an indebtedness may be incurred, or a payment may be made, even though not so authorized, for non-budgeted amount not to exceed \$5,000.00 upon the approval of the Treasurer, the Junior Warden, and the concurrence of the Rector, if there be one, and if there is no Rector, by the two Wardens.
- (c) A report of any such transaction shall be made at the next vestry meeting.

Section 7.4 Vestry Vacancy—Death, Resignation, or Removal

- (a) Upon the death, resignation, or removal of a Vestry member, the Vestry, by a majority vote, shall appoint a qualified person to fill the vacancy until the next Annual Meeting of the Parish.
- (b) A member of the Vestry, other than the Rector, may resign at any time by tendering his or her resignation in writing to the Rector or to the Senior Warden. The Vestry need not accept the resignation in order for such resignation to be effective.
- (c) Should a member of the Vestry fail or refuse to attend three (3) consecutive meetings of the Vestry, then after due notice and the failure of that member or any other Vestry member to offer due cause for that member's absence, then that member's place may be declared vacant by the affirmative vote of at least one-half of the members of the Vestry.
- (d) The Vestry, in consultation with the Bishop, and by two-thirds ($2/3^{\text{rds}}$) vote of the total membership of the Vestry, at any special meeting called for the purpose, may remove from office any one or more of the Vestry members based upon the provisions of 7.4 (e) below, notwithstanding that his, her or their terms of office may not have expired, and may forthwith at such meeting proceed to elect a successor for the unexpired term.
- (e) Grounds for removal include:
 - (i) Conduct in violation of the Church Canons or Diocesan Canons or otherwise detrimental to the mission and best interests of the Parish.
 - (ii) Failure to disclose and, if appropriate, abstain from Vestry deliberations and determinations by reason of conflict of interest.
 - (iii) Breach of confidentiality with respect to matters discussed or acted upon by the Vestry.
 - (iv) Failure to support the Parish by regular pledging or failure to honor the pledge once made, in either case without excuse or good cause shown.
 - (v) Failure to attend with reasonable diligence to his or her duties as a Vestry member.

- (vi) Failure to attend Parish services with reasonable frequency or otherwise participate in the corporate life of the Parish, in either case without excuse or good cause shown.

Section 7.5 Vestry Meetings

- (a) Regular meetings of the Vestry shall be held at least monthly for at least 10 of 12 months of a calendar year at a time and date agreed by the Vestry. The business of the Vestry shall be conducted the Vestry members, Officers, and Clergy of the Parish, and to others by invitation of the Rector or the Vestry.
- (b) Vestry meetings are generally open to Members of the Parish, except when the Vestry, by majority vote, determines that it is in the best interest of the Parish to call an executive session in which all, or part of a meeting closed. The specific purpose for going into executive session should be stated, at the Vestry meeting, but the details of the discussion are kept confidential.
- (c) The Vestry need not give notice of regular meetings or specify a purpose.
- (d) The Rector, the Senior Warden, the Junior Warden, or any two members of the Vestry may call a special meeting of the Vestry. The person or persons calling a special meeting must give written notice to each member of the time, place (if any), date and purpose of the special meeting. Notice is given in person, by e-mail or by telephone not less than forty-eight hours preceding the meeting or by mail posted not less than two days preceding the date of such meeting unless an emergency exists which requires the immediate attention of the Vestry. No business may be transacted at special meetings except that specified in the notice.
- (e) A quorum of the Vestry shall be a simple majority of all Vestry members. A majority of those voting shall decide all issues except as provided in Section 7.5 (e) below.
- (f) To (i) call a Rector, (ii) mortgage or sell immovable property of the Parish in accordance with the Diocesan Canons, or (iii) invade the principal of any endowment fund of the Parish, an affirmative vote of two-thirds (2/3rds) all members of the Vestry is required.
- (g) Any member of the Vestry may participate in a meeting of the Vestry by means of a conference telephone or similar equipment that allows all people participating in the meeting to hear each other at the same time if such equipment is available. Participation by such means shall constitute presence in person at such a meeting. Voting at Vestry meetings must be in person or by telephone, and not by proxy.
- (h) Any action of the Vestry may be taken without a meeting if the Rector and a quorum of the members of the Vestry consent in writing to the adoption of a resolution authorizing the action. The resolution and written consent shall be filed with the minutes of the Vestry.
- (i) If there is a Rector called to the Parish, no action shall be taken in the Rector's absence relating to or affecting the personal or exclusive rights of the Rector, or the alienation of the capital or principal of any investments held by the Parish, or the sale of its real estate, or the encumbrance thereof, except as may be necessary for ordinary repairs.
- (j) Regular meetings shall include the following Order of Business:

- 1) Call to Order. The meeting shall be opened with a prayer.
 - 2) Minutes. The minutes of the previous regular meeting, as well as minutes of any intervening called meetings, shall be reviewed. Minutes are subject to Vestry approval or approved with revisions and/or corrections as noted.
 - 3) Reports. The following reports shall be heard and considered:
 - a) Rector
 - b) Senior Warden
 - c) Junior Warden
 - d) Treasurer, who shall also provide a written financial statement.
 - e) Head of Bishop Noland Episcopal Day School
 - f) Any parish ministries or committees that the Vestry may designate
 - 4) Old Business
 - 5) New Business
 - 6) Executive Session if required
 - 7) Adjournment. The meeting shall be closed with a prayer.
- (k) Executive session minutes are recorded separately from the main Vestry minutes. The minutes of the executive session should note the date, time, location, and who was present. The minutes should generally describe the topics discussed in the executive session, but not include confidential information, detailed deliberations or specific comments made by individual Vestry members.
- (l) Once approved by the Vestry, the Secretary of the Vestry must promptly make the minutes of a Vestry meeting available to Members of the Parish.

Section 7.6 Conflicts of Interest

- (a) A Vestry member must avoid a conflict, and the appearance of a conflict, of financial or personal interest.
- (b) If a Vestry member has a financial or personal interest in a matter coming before the Vestry, he or she must disclose to the Vestry members the nature of the interest, and either:
 - (i) withdraw from discussing or voting on the matter; or
 - (ii) request that the Vestry permit the member to participate in the matter.
- (c) After the disclosure, the Vestry may set conditions that the affected Vestry member must meet in order to continue to participate in a related discussion or applicable vote.

Section 7.7 Committees (In General)

- (a) The Vestry and Rector are supported by the work of committees, which are subject to the supervision and ultimate control of the Rector and the Vestry.
- (b) The Rector, with the advice and consent of the Vestry, designates the chair of each committee, and requires such activities as will assist the Vestry in its duties. The chair of the committee may appoint members of the committee. The Secretary of the Vestry maintains lists of committee members.
- (c) The Vestry may create and charge ad hoc committees to undertake specific tasks for the benefit of the Parish. The Rector, with the advice and consent of the Vestry, appoints the committee members, including the chairs. Each such ad hoc committee dissolves upon completion of its work.
- (d) Guilds and Other Parish Organizations. The Parish may support and encourage guilds and other Parish organizations to assist in its missions. These organizations report at least annually at the Parish's annual meeting and are subject to the supervision and ultimate control of the Rector and the Vestry. The assets of these organizations are the assets of the Parish.

Section 7.8 Finance Committee

- (a) The Finance Committee shall be composed of three (3) to five (5) members of the Parish who shall be nominated by the Rector and approved by the Vestry. With Vestry approval, the Finance Committee may employ the services of outside agents or individuals as necessary.
- (b) Each Member representing the Parish on the Finance Committee will serve a term of three (3) years, with one member rotating off each year to maximize continuity. No member of the Finance Committee who has served a three (3) year term shall be eligible for reelection to the Finance Committee for one (1) year following expiration of their term.
- (c) The Rector, Senior Warden, and Treasurer will be non-voting, ex-officio members of the Finance Committee.
- (d) Any member of the Vestry may attend the Finance Committee meetings but will have no vote in the deliberations.
- (e) The duties, authorities and responsibilities of the Finance Committee include:
 - (i) To be responsible for recommending an annual budget to the Vestry.
 - (ii) To exercise general supervision over the annual stewardship drive.
 - (iii) To consider and recommend to the Vestry what actions might be taken regarding the financial affairs of the Parish; including but not limited to, any matter calling for the raising of special funds, investing in excess cash, any expenditure of un-budgeted funds in an amount exceeding \$2,500.00, any proposed increases in salaries, and the like. Any material financial changes and/or expenditures being made by the church or the Rector in excess of \$2,500.00 be approved by a majority vote of the Finance Committee and then be ratified by a majority vote of the Vestry prior to those expenditures being made.

- (iv) To perform all other appropriate duties as designated by the Vestry.

ARTICLE VIII: INDEMNIFICATION

Section 8.1 Indemnification

The Parish shall indemnify its Vestry members and Officers, and may indemnify its employees and agents, to the fullest extent permitted by the Louisiana Non-Profit Corporation Law, as amended from time to time. It shall advance funds and costs to the maximum extent allowed by law. In addressing claims by Vestry members and Officers for indemnification or advancement, there shall be a presumption that the person is entitled to indemnification or advancement.

Section 8.2 Exculpation

To the fullest extent permitted by La. R.S. 9:2792 et seq. (including La. R.S. 9:2792.1 through 9:2792.9), as amended from time to time, a person serving the Parish as a Member, Vestry member, or Officer shall not be individually liable for any act or omission arising out of the performance of his or her duties.

Section 8.3 Directors and Officers Insurance

- (a) The Vestry may (i) adopt resolutions, or cause the Parish to enter into contracts, providing for further indemnification or exculpation from liability of Vestry members, Officers, employees or agents of the Parish to the fullest extent permitted by law and (ii) cause the Parish to procure insurance on behalf of Vestry members, Officers, employees and agents, notwithstanding that some or all of the members of the Vestry acting with respect to the foregoing may be parties to such contracts or beneficiaries of such resolutions or the exercise of such powers.
- (b) No repeal or amendment of any such resolutions limiting the right to indemnification or exculpation from liability thereunder shall affect the entitlement of any person to indemnification or exculpation whose claim thereto results from conduct occurring prior to the date of such repeal or amendment.

ARTICLE IX: ACCOUNTING AND FINANCIAL MATTERS

Section 9.1 Fiscal Year

The fiscal year of the Parish shall run from January 1 of each year until December 31 of the same year.

Section 9.2 Indebtedness

The Parish has the authority to borrow money, provided that no indebtedness shall be incurred, renewed, or extended by or on behalf of the Parish without the express approval of the Vestry and the written assent of the Bishop and Standing Committee of the Diocese, except as provided in the Diocesan Canons.

Section 9.3 Church Financial Records

- (a) The Parish will maintain organized and accurate church financial records in full accordance with the latest edition of the Manual of Business Methods in Church Affairs.
- (b) The Vestry should adopt written internal operating procedures to provide guidance in the timely and efficient performance of the Parish's administrative and financial responsibilities.

Section 9.4 Audits

- (a) All financial accounts of the Parish shall be audited annually by an independent Certified Public Accountant, or independent Licensed Public Accountant, or such audit committee as shall be authorized by the Finance Committee, Department of Finance, or other appropriate Diocesan authority.
- (b) All audit reports, financial statements, footnotes and supplementary schedules, including memorandum issued regarding the sufficiency of internal controls or other accounting matters and a summary of action taken or proposed to be taken to correct deficiencies or implement recommendations contained in any such memorandum, are to be filed with the Diocesan Finance Committee and the Bishop within thirty (30) days following the date of the report, and in no event, not later than September 1 of the year following the year covered by the audit report.

Section 9.5 Gifts and Memorials

- (a) No object intended as a permanent addition to the property of the Parish, or to be used for public worship, may be accepted as a gift or memorial without the approval of the Rector and the Vestry, subject to such conditions as they may prescribe.
- (b) All objects so accepted may be altered, removed, or disposed of when deemed necessary or appropriate by the Vestry.
- (c) The names of the donors of and of the persons memorialized by such gifts and memorials, any terms and conditions of the gift and the dates of acceptance shall be preserved in the permanent records of the Parish.

Section 9.6 Property Held in Trust

- (a) All real and personal property of the Parish is held in irrevocable trust for the Church and the Diocese, provided that the trust does not in any way limit the power and authority of the Parish, otherwise existing over such property, while it remains a part of and subject to the Church and its Constitution and Canons.
- (b) The Vestry may not encumber or alienate any real property of the Parish without first obtaining the written consent of the Bishop and the Standing Committee, or as otherwise provided in the Church and Diocesan Canons.

Section 9.7 Property and Liability Insurance

The Rector and Vestry, in consultation with the Finance Committee, shall keep the Parish's buildings and contents insured against fire and other customary hazards and shall take out public liability insurance on the Parish's premises and on its motor vehicles, if any, and shall secure and maintain such other kinds of insurance, including officer liability insurance and other insurance as from time to time may be reasonably required, all pursuant to the direction of, and in amounts fixed by, the Vestry.

ARTICLE X: OTHER PARISH RECORDS

Section 10.1 Annual Parochial Reports

- (a) The Parochial Report is required by the Constitution and Canons of The Episcopal Church as a tool for the collection of data and statistics about the Parish, such as membership, attendance, finances, and other key metrics.
- (b) The Parochial Report shall be prepared annually for the year ending December 31 preceding and shall be filed not later than March 1 with the Bishop of the Diocese.
- (c) The Rector, Treasurer, and Secretary, in consultation with the Finance Committee, is responsible for preparing the Parochial Report; however, prior to filing the report with the Bishop, the Vestry must, by simple majority vote, approve the Parochial Report.
- (d) The Parochial Report includes the following information:
 - (i) The number of baptisms, confirmations, marriages, and burials during the year; the total number of adult baptized members, baptized members under 16 years of age, and total number of baptized members; the total number of adult communicants in good standing, the total number of communicants in good standing under 16 years of age, and the total number of communicants in good standing, and the total number of confirmed adult communicants.
 - (ii) Financial information in the form required by the Church, including a summary of all receipts and expenditures, from whatever source derived and for whatever purpose used.
 - (iii) A schedule of the property held by the Parish, whether real or personal, with an appraisal of its value, together with a statement of the indebtedness of the Parish, if any, and of the amount of insurance carried.
 - (iv) A report stating whether the Parish has conducted the mandatory annual review of compensation and indicating levels of Clergy compensation.
 - (v) Such other relevant information as required by the form approved for the Annual Parochial Report, which may include information required by these Canons or as appropriate to secure an accurate view of the state of the Diocese and the Church.

Section 10.2 Maintenance of Parish Register and Other Records.

- (a) The Rector, or the Wardens if there is no Rector, shall maintain a Parish Register, in the form adopted by the General Convention, to record all baptisms, confirmations, marriages and burials.
- (b) The Rector is the custodian of the Parish Register, and great care shall be taken to preserve the Register and other Parish records.
- (c) Under the guidance of the Rector and the Secretary of the Vestry, the Parish Office should adopt and regularly update written internal operating procedures that assure that the Parish's paper and digital records are produced, maintained, secured, and safeguarded timely and properly in accordance with the latest edition of the "Manual of Business Methods in Church Affairs," as approved by the Episcopal Church.

ARTICLE XI: BISHOP NOLAND EPISCOPAL DAY SCHOOL

Section 11.1 Establishment and Subsequent Incorporation

- (a) The Bishop Noland Episcopal Day School (the "School") was originally established in 1953 as a ministry of the Good Shepherd Episcopal Church. On May 12, 2009, the School was separately incorporated as Non-Profit Corporation with the Louisiana Secretary of State, and as such maintains its status as a separate tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.
- (b) Although the School is a separately incorporated entity, the Rector of the Parish, the Head of School, the Parish Vestry, and the Board of Trustees of the School are committed to maintaining and strengthening the mutual relationship which is essential to this ministry and serves to enrich both the Parish and the School.

Section 11.2 School Bylaws, Board of Trustees, and Head of School

- (a) Subject to limitations, restrictions or requirements imposed by Church and Diocesan Canons, by Louisiana law and the School Bylaws, the Board of Trustees has the power and responsibility to manage the property and oversee the business of the School.
- (b) The Head of School is the Chief Administrative Officer and the Official agent of the School and exercises general superintendence over all the affairs of the School as outlined in the School Bylaws.

Section 11.3 Use of Parish Property

- (a) The School currently has two campuses with the North Campus located at 803 North Division Street, and the South Campus located at 5665 North Gray Market Drive in Lake Charles.
- (b) The School's use of certain real property owned by the Parish (which is held in trust for the Episcopal Church and the Diocese) on the North Campus is governed by a Shared-Use Agreement

negotiated between the Parish and the School and approved by the Vestry and the School's Board of Trustees.

ARTICLE XII: AGENTS OF THE PARISH

Except as provided in these Bylaws or as specifically authorized by the Vestry, no Vestry member, officer or employee of the Parish or any other person has the power or authority to bind the Parish by any contract or transaction or to render it legally or financially liable for any purpose or in any amount.

ARTICLE XIII: NOTICES AND ELECTRONIC COMMUNICATIONS

Section 13.1 Notice and Delivery

Unless these Bylaws expressly provide otherwise, the Parish, its Rector, officers, committees, or agents may give effective notice under these Bylaws in person, by U.S. postal service, by overnight delivery service, or by electronic transmission, such as telephone, facsimile, e-mail, voice mail, or another similar medium. Effective notice must be posted or transmitted to recipient's address, telephone number, facsimile number, or email address as shown on the books of the Parish in a manner normally used for the posting or transmission of information in the medium chosen.

Section 13.2 Electronic Submission

- (a) Unless applicable law or these Bylaws otherwise provide, whenever the Bylaws require that communication be in writing, the requirement may be satisfied by an electronic transmission, and whenever the Bylaws require the signature of a person, the requirement may be satisfied by a facsimile or conformed signature sent by an electronic transmission.
- (b) For purposes of this Section, the term "electronic transmission" means any form of communication not directly involving the physical transmission of paper that creates a record that may be retained, retrieved, and reviewed by a recipient thereof and that may be directly reproduced in paper form by such a recipient through an automated process.

ARTICLE XIV: RATIFICATION OF BYLAWS

Upon ratification by the Vestry of these Bylaws, they shall supersede all other Bylaws in effect at the time of ratification.

ARTICLE XV: AMENDMENTS TO BYLAWS

When the Vestry decides that the existing Bylaws of this Parish should be amended, revised, repealed, added to, or altered in any way, such proposed change shall be read at a regular meeting of the Vestry, with a second reading of the proposed changes along with the vote of the adoption or rejection taking place at the next regular meeting, requiring a two-thirds (2/3rds) majority vote of the Vestry present and voting. Notice of any proposed changes to the Parish Bylaws shall be posted electronically and on the Parish Bulletin Board.



The undersigned hereby certifies that the foregoing constitutes a true and correct copy of the Amended and Restated Bylaws of the Parish as adopted by the Vestry on the 6th day of November 2024.

Executed as of the 6th day of November 2024 in Lake Charles, LA, 70601

Martha Hoskins

Martha Hoskins
Vestry Secretary

Mary Shaddock Jones

Mary Shaddock Jones
Chancellor

Ben Williams

Ben Williams
Senior Warden

Earl Daigle

Earl Daigle
Junior Warden

Mitzi George

Rev. Dr. Mitzi George
Rector