

# **BYLAWS OF ST. LAURENCE EPISCOPAL CHURCH**

**(Revised bylaws adopted at the annual meeting 1/26/19)**

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ST. LAURENCE EPISCOPAL CHURCH, Conifer, Colorado (the “Parish”), does hereby establish and adopt these Bylaws for the governance of the Parish in order to enable it to perform those responsibilities reposed upon it by canon law and civil law and to provide for its orderly governance. The Parish accedes to the Constitution and Canons of the Episcopal Church and the Constitution and Canons of the Diocese of Colorado, and the Parish is restricted from taking any actions that violate the Constitution and Canons of The Episcopal Church, or of the Diocese of Colorado.

## **ARTICLE I - NAME**

The name of the Corporation is ST. LAURENCE EPISCOPAL CHURCH (the “Parish”), sometimes known as ST. LAURENCE’S EPISCOPAL CHURCH.

## **ARTICLE II - MEMBERSHIP**

In accordance with Title I, Canon 17 (“Canon 17”) of the Constitution and Canons for the government of The Episcopal Church (the “Church”), 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 Church or in another Christian church, and whose baptism has been duly recorded in this Church, is a member of this Parish.

No member shall be qualified to vote at any meeting of the Church unless that member is an adult “Communicant in Good Standing,” as defined by Canon 17, as is required by Canon 14 of the Canons for the Government of the Episcopal Church of the Episcopal Church in the Diocese of Colorado. Pursuant to Canon 17 section 8, “any person accepting any office in this Church shall well and faithfully perform the duties of that office in accordance with the Constitution and Canons of this Church and of the Diocese in which the office is being exercised. All members of this Church who have received Holy Communion in this Church at least three times during the preceding year are to be considered communicants of this Church.(Canon I.17.2). The Rector shall be the sole judge of such qualification and may, if deemed appropriate, consult with the wardens and treasurer on such decision.

## **ARTICLE III - MEETINGS OF THE MEMBERS**

### **Section 1. Annual Meetings and Agenda**

An annual meeting of the membership shall be held in the month of January or February of each year at a time and place to be set by the Vestry. The Senior Warden shall set the agenda for the annual meeting in accordance with these bylaws and the Articles of Incorporation of the Parish. In addition, the Senior Warden shall include a matter on the agenda of the annual meeting if ten (10) or more qualified voting members have requested (in a writing delivered to the Senior Warden at least ten (10) days prior to the annual meeting) that a matter be so included.

# **BYLAWS OF ST. LAURENCE EPISCOPAL CHURCH**

## **Revision 5-31-2018 and as presented at 10-28-18 meeting**

---

The agenda of the annual meeting shall also include those items of business required by the Canons of The Diocese of Colorado, if any.

### **Section 2. Special Meetings**

A special meeting of the membership may be called by the Rector, either Warden, or a majority of the Vestry members.

### **Section 3. Notice of Meetings**

Notice of the time, place, qualification of voters and purpose of any meeting of the membership shall be given at the Sunday services for not less than two (2) consecutive Sundays preceding the said meeting, or by publication, no less than ten (10) days nor more than forty-five (45) days in advance of the special meeting, in any newsletter or other type of general communication regularly sent to all the members.

### **Section 4. Presiding Officer**

The Rector shall preside at meetings of the members, or by his/her request, either the Senior Warden or Junior Warden, in that order, or any member of the clergy assigned by the Diocese of Colorado to serve in the parish may preside at the meeting. The Rector may request a Warden or clergy member to preside even though the Rector is present.

### **Section 5. Quorum and Voting**

A quorum at a members' meeting shall consist of twenty (20) qualified voting members. Each person present shall have one (1) vote. Written proxy votes may be cast by any qualified member of the Parish, utilizing such form as may be provided by the person presiding over the annual meeting.

## **ARTICLE IV - ELECTIONS**

### **Section 1. Annual Elections**

Positions to be filled by election at the annual meeting are the offices of Senior Warden, Junior Warden and the open elected positions on the Vestry. The delegates and alternates to the Annual Convention of the Diocese of Colorado, and the Diocesan Regional assemblies may be elected at the Annual Meeting or appointed by the Rector (in the Rector's discretion, in accordance with the Canons of the Diocese of Colorado) or by the Vestry. In the event that any delegate so selected shall be unable to so attend, the alternate designated shall be in accordance with the order of election or appointment.

### **Section 2. Election Procedures**

# **BYLAWS OF ST. LAURENCE EPISCOPAL CHURCH**

## **Revision 5-31-2018 and as presented at 10-28-18 meeting**

---

A majority vote shall be required to pass any measure at the annual meeting, unless a greater percentage is required by law. The election shall be held by secret ballot at the request of any member, or in the event of an election contest.

### **Section 3. Time of Taking Office**

All Wardens and Vestry members shall take office on the first Sunday following the Annual Meeting, and shall be installed at the principal Sunday service held on that day.

## **ARTICLE V – VESTRY**

### **Section 1. Who Constitutes**

a. The Rector, Senior Warden, Junior Warden and no less than five (5) Communicants in Good Standing shall constitute the Vestry. Vestry members shall be confirmed adult communicants of this Church in good standing of the age of eighteen (18) years or over and regular contributors to the support of the congregation by pledge or otherwise.

b. Nominations for open Vestry positions (non-Wardens) shall be submitted to either the Rector or Senior Warden not less than 14 days prior to the date of the Annual Meeting.

1. The nominees shall meet with the Rector and Senior Warden prior to the Annual meeting to discuss the term of office and duties of the Vestry.

2. The nominees shall prepare a brief written statement, giving reasons for their candidacy to be submitted to the membership prior to voting.

3. In the event that the number of candidates to fill the positions is the same as the number of vacancies, the membership will be asked to affirm the candidates by voice vote. If there are fewer candidates than positions available, nominations may be made from the floor at the Annual meeting.

### **Section 2. Terms of Office**

a. Wardens shall be chosen by the Rector and affirmed by the membership at the Annual Meeting for a one (1) year term and shall serve until replaced. Wardens may serve for not more than three (3) consecutive terms, unless authorized by the Rector.

b. Non-warden Vestry members shall be elected for a three (3) year term, and shall serve until replaced. Non-warden Vestry members' terms shall be staggered as identified by the Senior Warden so that each year two (2) vestry members' terms shall expire. Vestry members may serve for not more than two (2) consecutive terms of election by the membership.

# **BYLAWS OF ST. LAURENCE EPISCOPAL CHURCH**

**Revision 5-31-2018 and as presented at 10-28-18 meeting**

---

## **Section 3. Meetings**

- a. The Vestry shall meet not less than every two months for its regular meetings. The Vestry, at its first meeting held after the annual meeting, shall set the time and place for its regular meetings for the succeeding year. No notice of such regular meetings thereafter need be given.
- b. Special meetings of the Vestry may be called by the Rector, either Warden, or a majority of Vestry members. Notice of such special meetings must be delivered either orally or in writing not less than five (5) days prior to the date of the said meeting, stating therein the purpose of the meeting.
- c. No meeting of the Vestry shall be held without the Rector present unless the Rector has received notice of the meeting and given permission for said meeting to be held in his/her absence. In no case shall a meeting be held without a Warden present.

## **Section 4. Vacancies**

- a. A vacancy upon the Vestry may be created by any of the following:
  1. Resignation or disability;
  2. Any member's failure to attend three (3) consecutive meetings of the Vestry unless excused by the Rector or the Senior Warden, which shall constitute a presumptive resignation of the absent member; or
  3. Failure to attend at least sixty percent (60%) of all meetings of the Vestry and membership for the year preceding an annual meeting unless excused by the Rector or the Senior Warden, which shall constitute a presumptive resignation of the absent member.
  4. Failure of any Vestry member to remain a Communicant in Good Standing or to continue to acknowledge his or her personal accession to Constitution and Canons of The Episcopal Church, which shall constitute a presumptive resignation of the Member.
- b. In the event of a vacancy occurring under section 4.a.1. or 2., or 3., the remaining members of the Vestry shall fill the unexpired term by appointment. In the event of a vacancy occurring under section 4.a.4., The Ecclesiastical Authority of the Diocese of Colorado shall have the authority to appoint persons to fill the vacancy of any member of a Vestry who has resigned pursuant to section 4.a.4.

## **Section 5. Powers**

The Vestry shall be the governing body of the Church and vested with all powers conferred upon it by statute, canon, the Articles of Incorporation and these Bylaws and such other powers as may be necessary to carry out the legal purposes of the Parish.

# **BYLAWS OF ST. LAURENCE EPISCOPAL CHURCH**

**Revision 5-31-2018 and as presented at 10-28-18 meeting**

---

## **Section 6. Quorum, participation and voting**

A quorum shall be a majority of the members of the Vestry. A vestry member may participate in any meeting by speaker telephone or other electronic means by which all members of the Vestry participating in the meeting may hear and communicate with each other simultaneously. Each Vestry member shall have one vote, and a majority vote of the Vestry members present in person or by electronic means shall constitute the affirmative decision of the Vestry. No proxy votes shall be allowed.

## **Section 7. Unanimous consent in lieu of meeting**

The Vestry may take action by unanimous written or electronic consent in lieu of a meeting. To accomplish unanimous written or electronic consent, each Vestry member shall be presented with and execute approval of an identical resolution or other proposed Vestry action. Such approval shall be manifest by the Vestry member's handwritten signature, or by delivery of the Vestry member's intentionally affixed electronic signature, sound, symbol, or process logically associated with the return of the resolution and otherwise executed in accordance with the Uniform Electronic Transaction Act, COLO. REV. STAT. §24-71.3-101 et seq.

## **ARTICLE VI - OFFICERS**

### **Section 1. Rector**

The Rector shall preside at all meetings of the Vestry. In his/her discretion, the Rector may request a Warden or any member of the clergy assigned by the Diocese to serve the parish to preside. The Rector shall act as the President of the Parish Corporation and is vested with those powers conferred by canon. The Rector shall develop with the Vestry a job description and qualifications for the Rector, other clergy, paid staff, and key volunteers in accordance with the guidelines established under the Canons of the Diocese of Colorado.

### **Section 2. Senior and Junior Wardens**

- a. Wardens shall be members of this Church per Article II and of the age of eighteen (18) years or over and regular contributors to the support of the congregation by pledge or otherwise.
- b. The Senior Warden, in the absence of the Rector, shall assume the duties of the Rector to the extent permitted by canon and shall be responsible to aid the Rector in the spiritual growth of the Church. The Senior Warden shall monitor the financial activities of the parish.
- c. The Junior Warden shall be responsible to aid the Rector in the supervision of the property of the parish. In the absence of both the Rector and Senior Warden, the Junior Warden shall assume their duties as is permitted by canon.

### **Section 3. Clerk and Treasurer**

# **BYLAWS OF ST. LAURENCE EPISCOPAL CHURCH**

## **Revision 5-31-2018 and as presented at 10-28-18 meeting**

---

a. The Clerk shall be appointed by the Vestry and shall record and publish all meetings of the Vestry and membership, preserve the records, and have such other duties as may be prescribed by the Vestry. The most recent report of the Clerk shall be posted within the church building, or published in a newsletter or other document regularly circulated to all members. Assistant clerks, if needed, may be appointed by the Vestry.

b. The Treasurer shall be appointed by the Vestry and shall have custody of all funds of the parish, keep financial records and issue reports on the same to the Vestry as requested. The Treasurer shall remain in compliance with all applicable canons of the Episcopal Church in the USA and the Diocese of Colorado, and shall be bonded if such canons so require. The Vestry may appoint an assistant treasurer, if needed. A financial report shall be submitted to each regular meeting of the Vestry. Quarterly, if so requested by the Vestry, a detailed financial transaction report will be submitted advising the Vestry as to budget expenditures and balances and setting forth the areas of budget deficit. All treasurer's reports will be summarized in the Clerk's report of each Vestry meeting and available upon request to any member.

## **ARTICLE VII - MISCELLANEOUS MATTERS**

### **Section 1. Committees and Commissions**

The Vestry shall establish a Finance Committee, a Stewardship Committee, and, as needed, an Endowment Committee. The Vestry may establish additional committees and commissions and task groups as it deems necessary to carry out the purposes of the parish. The duties and powers of such bodies shall be set forth in the minutes of the Vestry.

### **Section 2. Vestry Responsibilities - Liaison Responsibilities**

The Senior Warden, at the first Vestry meeting each year, shall assign an area of Church activity to each Vestry member who shall be responsible as the Vestry Liaison to oversee the assigned areas. The purpose of a Vestry Liaison is to help coordinate, encourage and facilitate the lay ministry of the Church.

The Senior Warden shall be responsible to see that the Vestry members are undertaking their responsibilities and to correlate such activities to enable parish organizations to effectively function.

### **Section 3. Convention Delegates**

Delegates to the Annual Convention of the Diocese of Colorado and the Diocesan Regional assemblies must be confirmed adult communicants of this Church in good standing. Delegates shall attend the Annual Convention and such other special meetings as may be called by the Diocese, and each shall represent the Parish as the delegate's conscience requires.

# **BYLAWS OF ST. LAURENCE EPISCOPAL CHURCH**

**Revision 5-31-2018 and as presented at 10-28-18 meeting**

---

## **Section 4. Fiscal Year**

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

## **Section 5. Rules of Order**

The Vestry may set its own rules of order by custom or by resolution. In the event no rules of order are recognized, or if any Vestry member shall request, *Robert's Rules of Order*, most recently revised, shall govern the conduct of all meetings of the Vestry and membership. In the event of the establishment of committees and commissions, the Vestry in the resolution establishing the same, may require the use of such rules of order by such committee or commission.

## **ARTICLE VIII - ADOPTION AND AMENDMENT**

### **Section 1. Notice of Proposed Amendment**

Any proposal to alter, amend or repeal any part or all of these Bylaws must be submitted in writing to the Vestry at least thirty (30) days prior to the annual meeting of the membership and signed by the person or persons submitting the same. A copy of such proposal shall be provided to the membership not less than ten (10) days prior to the annual meeting by conspicuously posting a copy of the same within the church building. The members shall be informed of such posting by announcement or, if necessary, by a mailing. A copy of such a proposal will be submitted to the Bishop and Chancellor prior to adoption by the parish at the annual meeting.

### **Section 2. Adoption of Amendment**

These Bylaws may be altered, amended or repealed in whole or in part as set forth in Section 1 or this Article by a majority vote of the qualified members casting a vote at the annual meeting or at a special meeting duly called per the guidelines. No amendment may conflict with the provisions of the Articles of Incorporation of the parish or with the Constitution and Canons of the Diocese or of The Episcopal Church. Any amendments to the bylaws will be submitted to the Bishop and the Chancellor of the Diocese, and shall be effective upon the vote of the membership, and the amended procedures may be utilized for the balance of the meeting.

## **ARTICLE IX - ENDOWMENT COMMITTEE**

### **Section 1. Receipt and Acknowledgement of Funds for the Parish**

Funds received by the parish through pledge or plate donations shall be accepted by the parish as unrestricted funds, subject to the control of the Vestry, and deposited as appropriate with financial institutions as provided in Article X, section 4 below.

# **BYLAWS OF ST. LAURENCE EPISCOPAL CHURCH**

## **Revision 5-31-2018 and as presented at 10-28-18 meeting**

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Small gifts and bequests may be managed by the parish as unrestricted funds and co-mingled with pledge and plate donations. Except for small cash donations (e.g. cash donations in the offering plate at services), the Parish shall provide documentation to the donor of all gifts and bequests in accordance with applicable IRS regulations and the provisions for management of funds as provided in the Manual for Business Methods in Church Affairs. Major gifts and bequests shall be managed by the parish Endowment Committee with the oversight of the Vestry.

The parish shall not accept donor restrictions on gifts and bequests without the consent of the Vestry. All funds accepted by the parish shall be considered and accounted for as follows:

- (a) unrestricted funds (available for any lawful use),
- (b) "Board Designated Funds" subject to a revocable Vestry designation (these are funds collected for a specific purpose designated by the Vestry, but subject to Vestry revision), or
- (c) temporarily restricted funds (these are funds designated by the donor for a particular purpose, which must be expended solely for that purpose unless the donor agrees to an alternative purpose).

The Vestry shall not accept a gift of permanently restricted funds (these funds for which the donor designates that the principal shall not be expended, but only interest and other proceeds may be utilized by the parish for specified activities) except by an affirmative vote of two-thirds of the authorized number of the Vestry, and after 30 days' written notice is provided to the Standing Committee of the Diocese for advice and consultation.

### **Section 2. Function of Endowment Committee**

All major gifts and bequests received by the parish will be invested and managed under the direction of the Endowment Committee. The Endowment Committee will be established by the Vestry with the tasks of management, investment and raising endowment funds within the parish, and shall have no fewer than three members.

The Vestry shall set standards for the determination of a threshold amount which shall constitute a "major gift" or "bequest." The Endowment Committee shall develop policies on the acceptance and management of gifts and bequests, which shall be approved by the Vestry. Such policies may require that to change the stated purpose of Board Designated funds, the Vestry must engage in an affirmative vote of 2/3 of the authorized members of the Vestry.

### **Section 3. Qualifications of Endowment Committee Members**

In order to qualify for appointment to the Endowment Committee, potential members must be Communicants in Good Standing, regular contributors to the parish, and regular in attendance at the parish. The term of committee membership shall be three (3) years; however, initial



# **BYLAWS OF ST. LAURENCE EPISCOPAL CHURCH**

**Revision 5-31-2018 and as presented at 10-28-18 meeting**

---

appointments will be staggered so that there is continuity of some membership from year to year. No member of the Endowment Committee may be a member of the current Vestry appointing committee members. In addition to the Endowment Committee members appointed by the Vestry, the parish Treasurer and Rector shall be *ex officio* non-voting members of the Endowment.

## **Section 4. Term**

After expiration or a term of service, Endowment Committee members may be appointed to another term on the Endowment Committee after being off for one year.

## **Section 5. Quorum**

In order to constitute a quorum, a majority of Vestry-appointed members of the Endowment Committee shall attend any regular or special meeting. Except as hereinafter set forth, all decisions of the Endowment Committee regarding the management and investment of endowments shall require consent of no less than three (3) members or two thirds (67%) of the Vestry-appointed members, whichever is greater.

## **Section 6. Maintenance and Distribution of Funds**

The Endowment Committee shall invest, maintain and monitor the funds of the parish endowment in accordance with the laws governing fiduciaries under the statutes and common law of the State of Colorado. Investments shall be made under the auspices of and managed by the Colorado Episcopal Foundation, unless the Endowment and Vestry concur that a different investment vehicle is preferable based upon sound investment criteria. The parish acknowledges that it is encouraged by the Diocese to provide ten percent of each and every bequest and gift, and also ten percent (10%) of the periodic investment increase thereof, to the Colorado Episcopal Foundation or the Bishop and Diocese of Colorado for the advancement of the wider work of The Episcopal Church.

The endowment funds of the parish shall be available to the Vestry to accomplish the following purposes, in accordance with the policies adopted by the Vestry:

- a. for capital improvements, debt reduction or the building program of the parish or to be held in escrow or spent for major maintenance of this parish;
- b. for scholarships or grants to members of the parish who demonstrate need for the purpose of attending college, seminary, nursing or medical school; for special medical or psychological needs; for church related camping or leadership conferences; or for training which enables members of this congregation to grow in the Christian faith and service to God's people;

## **BYLAWS OF ST. LAURENCE EPISCOPAL CHURCH**

**Revision 5-31-2018 and as presented at 10-28-18 meeting**

---

- c. for outreach into the community, including but not limited to, social service agencies, institutions and agencies to which this parish relates, and to special programs designed for those persons in our parish area who are in spiritual and/or economic need; and
- d. for projects of the Episcopal Church and its related organizations at home and overseas, including but not limited to, grants to the Domestic and Foreign Missionary Society of the Protestant Episcopal Church in the United States of America for new mission development, professional leadership, educational ministries, and stewardship.

### **Section 7. Meetings**

The Endowment Committee shall meet at least annually, and at other times as necessary. Special meetings of the Endowment Committee may be called with at least three (3) days notice at the request of at least two (2) committee members, or the Rector, Treasurer or Senior Warden. A report of the Endowment Committee shall be made to the parish at its annual meeting each year.

# **BYLAWS OF ST. LAURENCE EPISCOPAL CHURCH**

**Revision 5-31-2018 and as presented at 10-28-18 meeting**

---

## **Section 8. Removal of Members**

Any member of the Endowment Committee may be dismissed from said committee by unanimous vote of the full Vestry. Should all members of the Endowment Committee be dismissed, the responsibilities of said committee shall revert to the Vestry for a period not to exceed ninety (90) days. By the end of said ninety (90) day period, the Vestry shall appoint a new Endowment Committee pursuant to these Bylaws.

## **Section 9. Financial Transactions**

All financial transactions of the Endowment Committee shall require the signature of two (2) committee members, or one (1) committee member and the Parish Treasurer.

## **Section 10. Bonded Status**

The members of the Endowment Committee shall be bonded in an amount determined by the Vestry, and the cost of said bond shall be paid by the parish.

## **Section 11. Disposition upon Parish Dissolution**

Should the parish close or this corporation be dissolved without succession, the funds overseen by the parish endowment committee shall revert to the corporation known as the Bishop and Diocese of Colorado, Inc., also known as the Episcopal Diocese of Colorado, to be placed in its general endowment, with the funds to be invested, managed, and expended after such time according to the determination of the Ecclesiastical Authority of the Diocese, his or her designated committee, or his or her successor, in accordance with the Constitution and Canons. The donor of any funds to the parish is presumed to know and approve of this section 11 and to recognize that any donor restrictions shall be removed upon the transfer of the Parish's endowment funds to the Episcopal Diocese of Colorado.

## **ARTICLE X - CONTRACTS, LOANS, CHECKS AND DEPOSITS**

### **Section 1 – Contracts**

The Vestry may authorize the Rector or any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the parish, and such authority may be general or confined to specific instances.

### **Section 2. Loans**

No loans shall be contracted on behalf of the parish and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Vestry and in accordance with the applicable provisions of the Canons of the Diocese of Colorado, if any. Such authority may be general or confined to specific instances. All loans and indebtedness will comply with the

# **BYLAWS OF ST. LAURENCE EPISCOPAL CHURCH**

## **Revision 5-31-2018 and as presented at 10-28-18 meeting**

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Canons including approval by the Bishop and Standing Committee of the Diocese, if secured by real property or by an endowment fund or another significant asset of the parish.

### **Section 3. Check and Drafts**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the parish shall be signed by such Officer or Officers, agent or agents of the Parish and in such manner as shall from time to time be determined by resolution of the Vestry.

### **Section 4. Deposits and Banking Relationships**

All funds of the parish shall be deposited to the credit of the parish in such banks, trust companies or other depositories as the Vestry may select. The expenses of the parish may be paid from such depository accounts in accordance with the financial policies and procedures of the parish.

## **ARTICLE XI - REPORTS, BOOKS AND RECORDS**

### **Section 1 – Reports**

The Vestry shall prepare a written annual financial report listing the assets and liabilities of the parish, and describing its affairs throughout the preceding year. Such report shall be available to members at reasonable times at the parish office and shall be mailed to a member upon the member's written request. All such other reports as required by taxing and other governmental authorities shall be filed by the Parish.

### **Section 2 - Books and Accounts**

The parish shall keep at its principal office complete and correct books and records of account, notices and minutes of the proceedings of its members, Vestry and Committees, a record of names and addresses of the members and the Vestry, and all written communications sent within the past three (3) years as a communication made to all members. All books and records may be inspected by any member to the extent provided by law, these Bylaws, or pursuant to any applicable Vestry policy.

The parish shall comply with all applicable laws relating to the maintenance and disclosure of its financial, medical, business and other records as may be applicable by law.

## **ARTICLE XII - INDEMNIFICATION AND INSURANCE**

### **Section 1 - Indemnification of Vestry and Officers**

## **BYLAWS OF ST. LAURENCE EPISCOPAL CHURCH**

### **Revision 5-31-2018 and as presented at 10-28-18 meeting**

---

In the sole discretion of the Vestry, the parish may indemnify and hold harmless, to the fullest extent allowed by law, any person who at any time serves or has served as a member of the Vestry or Officer of the parish. To be eligible for indemnification, the person's conduct shall conform to the strictures of COLO. REV. STAT. §7-129-102 (as it may be amended from time to time), to wit: the person's conduct shall have been made in good faith, in the reasonable belief that his or her conduct was not opposed to the corporation's best interests, and, in the case of a criminal proceeding, that the person had no reasonable cause to believe that the conduct was unlawful. The extent of the indemnification of the person may include, at the discretion of the Vestry:

(a) reasonable expenses, including reasonable attorneys' fees, actually incurred by him or her in connection with any threatened, pending or completed action, suit or proceedings and any appeal thereof, whether civil, criminal, administrative or investigative, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity; and

(b) reasonable payments made by him or her in satisfaction or any judgment, money decree, fine, penalty or settlement for which he or she may have become liable in any such action, suit or proceeding.

### **Section 2 - Indemnification of Employees and Agents**

The Vestry, in its sole discretion, may indemnify and advance expenses to an employee or agent of the parish who is not a Vestry member or Officer of the Parish to the same extent as to a Vestry member or Officer, if such indemnification and advance expense payment is not inconsistent with public policy.

### **Section 3 – Evaluation**

The Vestry shall take all such action as may be necessary and appropriate to authorize the parish to pay the indemnification required by this Article, including, without limitation, making a good faith evaluation of the manner in which the claimant for indemnity acted, the amount of indemnity due him or her, the impact upon the parish as a whole of the indemnification, and the justice of the matter.

### **Section 4 – Insurance**

The parish shall have the power, by resolution of the Vestry, to purchase and maintain insurance on behalf of any person who is or was a Vestry member, Officer, employee or agent of the parish, or is or was serving at the request of the parish as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any liability asserted him or her and incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the parish would have the power to indemnify him or her against such liability.

## **BYLAWS OF ST. LAURENCE EPISCOPAL CHURCH**

**Revision 5-31-2018 and as presented at 10-28-18 meeting**

---

### **Section 5 - Non-Exclusivity of Rights**

The right of indemnification herein above provided shall be in addition to the other rights of indemnification permitted by applicable law, and shall not be exclusive of any rights to which any such Vestry member, Officer, employee or agent may otherwise be entitled under the Articles or Bylaws, any agreement, vote of the Vestry or otherwise with respect to any liability or litigation expenses arising out of his or her activities in such capacity. Plainly stated, total indemnification could exceed actual expenses.

### **ARTICLE XIII -- CONFLICTS OF INTEREST AND CONFIDENTIALITY**

- a. The parish's affirmative policy shall be to require that all actual or potential conflicts of interest be disclosed promptly and fully to the Vestry and all other appropriate parties. This policy shall apply to all Vestry members, Officers, members of committees appointed by or reporting to the Vestry, and all employees having discretionary management authority. When any such person has an actual or potential conflict of interest, as defined by the written policies of the Vestry and/or COLO. REV. STAT. § 7-128-501, he or she shall make a prompt and full disclosure of such interest to the Vestry prior to its acting on the matter. Such disclosure shall include any relevant and material facts known to such person about the person's relationship or interest and about the matter or transaction which might reasonably be construed to be adverse to the parish's interest.
- b. The Vestry, upon receiving such disclosure shall thereupon determine, by a majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use any personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Vestry or a committee votes on the transaction. The minutes of the meeting shall reflect the disclosure made; the vote thereon; where applicable, the abstention from voting and participation of the interested person; and whether a quorum was present.
- c. All persons who may serve the Parish as clergy, or as a Vestry member, Warden, committee member, employee, or agent shall recognize the confidentiality of information provided to such person in his or her official capacity. Information which may be considered confidential shall include financial information of individuals or families, medical or psychological information, information concerning personal or spiritual history, legal information, and any other information which a reasonable person would consider confidential. The confidentiality of such information shall be maintained with the care that a reasonably prudent person would utilize to maintain the confidentiality of his/her own confidential information. This provision shall not be interpreted to prohibit the sharing of such information among such clergy, staff, agents or volunteers who have a reasonable need to know such information to carry out their duties on behalf of the parish

# **BYLAWS OF ST. LAURENCE EPISCOPAL CHURCH**

**Revision 5-31-2018 and as presented at 10-28-18 meeting**

---

## **ARTICLE XIV – SEVERABILITY**

If any provision of these bylaws or the application of it to any person or circumstance is for any reason held to be invalid, the remainder of the bylaws shall not be affected.