

HOLY TRINITY BY THE LAKE EPISCOPAL CHURCH BYLAWS

ARTICLE I

The location of the principal office of HOLY TRINITY BY THE LAKE EPISCOPAL CHURCH (hereinafter referred to as the "Parish") shall be 1529 Smirl Drive, Heath, Texas.

ARTICLE II

As a parish in the Protestant Episcopal Church in the United States of America, otherwise known as the Episcopal Church, we promise conformity to the Constitution and Canons of the Episcopal Church adopted in General Convention and to the Constitution, Canons and Customary of the Diocese of Dallas.

In addition, the Parish shall abide by its Articles of Incorporation, Bylaws, and the Policies and Procedures Manual.

ARTICLE III MEMBERS

Section 3.01. Persons Who Are Members. Each person who is at least sixteen (16) years of age and who is a communicant of the Parish in good standing, as defined by Canons of the Protestant Episcopal Church in the United States of America (hereinafter, "the National Canons"), shall be a member of the Parish, whether such person has been admitted to that status by the Clergy of the Parish or has transferred as a communicant from another parish in conformity with the National Canons.

Section 3.02. Voting Rights. Each confirmed member of the Parish who has attained the age of eighteen (18) and who is a communicant in good standing of the Parish shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3.03. Transfer of Membership. Membership in the Parish is not transferable or assignable.

ARTICLE IV MEETINGS OF MEMBERS

Section 4.01. Location of Meetings. Meetings of the members shall be held in the County of Rockwall, State of Texas, at the location specified in the notice of the meeting.

Section 4.02. Annual Meeting. The annual meeting of members (hereinafter referred to as the "Annual Parish Meeting") shall be held each year on a Sunday in January or February on the date and at the time to be determined by the Vestry. The date and time of the Annual Parish meeting may be changed by appropriate resolutions of the Vestry to a date not beyond the last day of February. At the Annual Parish Meeting the members shall elect Vestrypersons and Delegates and Alternates to the Annual Convention of the Episcopal Diocese of Dallas (hereinafter referred to as the "Diocese") and may transact such other business properly before the meeting. The Annual Parish Meeting may be continued for a period to allow transaction of business which cannot be completed during the initial session of the Annual Parish Meeting.

Section 4.03. Special Meetings. Special meetings of the members may be called by the Rector and Warden(s), or in the case of a vacancy in the Rectorship, by the Warden(s).

Section 4.04. List of Members. At least ten (10) days before each meeting of members, a complete alphabetical list of the names and addresses of members entitled to vote at the meeting of members shall be prepared by the officer or agent having charge of the list of members. Such list shall be kept on file at the Registered Office of the Parish and shall be subject to inspection by any member at any time during usual business hours for a period of ten (10) days prior to such meeting. Such list shall also be produced and kept open for inspection by any member during the whole time of the meeting.

Section 4.05. Notice of Meetings. A written, printed, or electronic notice stating the place, day, date, and hour of any meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) nor more than sixty (60) days before the date of the meeting, either personally or by mail, to each member entitled to vote at the meeting. If mailed, notice shall be deemed to be delivered when deposited, postage prepaid, in the United States mail, addressed to the member at his/her address as it appears on the membership records of the Parish. Notice may be given by publication in the monthly newsletter of the Parish.

Section 4.06. Quorum. There shall be no minimum number of members required to be present at a meeting of members in order to constitute a quorum.

Section 4.07. Majority May Conduct Business. The vote of a majority of the members entitled to vote and present at a meeting shall be the act of the members at the meeting unless the vote of a greater number is required by statute, the Articles of Incorporation or these Bylaws.

Section 4.08. Voting; Proxies. Each confirmed member present who has attained the age of eighteen (18) shall be entitled to one vote on each matter submitted to a vote at a meeting of the members. Voting by proxy is prohibited.

Section 4.09. Record Dates.

(a) For the purpose of determining members entitled to notice of, or vote at, any meeting of members of any adjournment thereof, or in order to make a determination of members for any other proper purpose, the Vestry may provide that the membership transfer books shall be closed for a stated period not to exceed sixty (60) nor be less than ten (10) days immediately preceding the meeting.

(b) In lieu of closing the membership transfer books, the Vestry may fix in advance as the record date for determination of members a date in any case to be not more than sixty (60) nor less than ten (10) days immediately prior to the date on which the particular action requiring the record date is to take place.

(c) If the membership transfer records are not closed and no record date is fixed for the determination of members entitled to notice of, or to vote at, a meeting of members, the date on which the first notice of the meeting is mailed shall be the record date for determination of members.

(d) When a determination of members entitled to vote at any meeting of members has been made, as provided in this Section, such determination shall apply to any adjournment thereof, except where the determination has been made through the closing of membership transfer books and the stated period of closing has expired.

Section 4.10. Agenda Items. Items to be included on the agenda of business to be transacted at the Annual Parish Meeting are the election of one-third (1/3rd) of the Vestrypersons; election of Delegates and Alternate Delegates to the Annual Diocesan Convention; Reports of the Rector or other Clergy, Senior Warden, Junior Warden and Treasurer; presentation of the Annual Budget; special presentations; voting on any amendment to these Bylaws altering the number of Vestrypersons; and such other business as may be properly brought before the meeting. At a minimum, the agenda of the Annual Parish meeting shall include a presentation by the Rector or other Clergy and the Senior Warden or, in his/her absence, the Junior Warden, of a full and faithful account of the condition of the Parish.

(a) The account of the Rector shall include the:

(1) Number of persons baptized and confirmed during the preceding year,

- (2) Present number of confirmed persons in good standing and families, specifying the number of removals and additions that have taken place,
- (3) Number of marriages and funerals,
- (4) Number of services held,
- (5) Number of parochial calls made,
- (6) Number of teachers and students in the Sunday School,
- (7) Amount of the Communion Alms received by him/her, with such statement of expenditures of same as he may deem proper.

(b) The account of the Senior Warden shall include:

- (1) What money, lands, or other property have been received during the preceding year, from what source, and the value of same,
- (2) All offerings, the purpose for which each has been made being separately stated,
- (3) For what object the offerings have been expended, and the amount being stated,
- (4) What property has been purchased, exchanged, mortgaged, sold or otherwise alienated or encumbered, and for what purpose,
- (5) What debts have been contracted and what debts previously contracted are owing, and
- (6) What improvements have been made, with the cost thereof.

(c) Following the Annual Parish Meeting, the reports of the Rector and Senior Warden shall be delivered to the new Vestry to be examined by them and entered in the record book of the Parish.

Section 4.11. Rules of Procedure. Except to the extent inconsistent with the Articles of Incorporation or the Bylaws, the Annual Parish Meeting and any Special Meeting of members shall be conducted in accordance with Roberts Rules of Order or such other rules as may from time to time be adopted by the Vestry.

ARTICLE V VESTRY

Section 5.01. Powers. The affairs and activities of the Parish shall be managed by its Vestry, members of which shall be known as Vestrypersons. The Vestry may exercise all such powers of the Parish and do all such lawful acts and things as are not prohibited by statute, the National Canons, the Articles of Incorporation, or these Bylaws. It shall be the duty of the Vestry to take charge of the property of the Parish and its endowments; to regulate all its temporal concerns; in accordance with the Constitution and Canons, to elect and call a Rector and to provide for his/her support; to provide for paying all Canonical assessments on the Parish; and, in general, to act as helpers to the Rector in whatever is appropriate to Lay persons in the furtherance of the Gospel--it being understood always that the spiritual concerns of the Parish are under the exclusive direction of the Rector, subject to the Ecclesiastical Authority and Canons of the Diocese (hereinafter referred to as the "Diocesan Canons").

Section 5.02. Number, Term and Election. The Vestry shall consist of nine (9) Vestry persons, three (3) of whom shall be elected by ballot by a majority of the votes cast by the qualified voting members at each Annual Parish meeting for individual terms of three (3) years, commencing upon the installation of the newly constituted Vestry following the Annual Parish Meeting or until their successors shall be duly elected, qualified and installed. The number of Vestrypersons may be increased or decreased in increments of three (3) by amendment to these Bylaws proposed by the Vestry and subsequently approved and confirmed by the majority of the votes cast by the qualified voting members at the subsequent Annual Parish Meeting, subject to the provisions of Section 14.6 of Canon 14 of the Diocesan Canons.

Section 5.03. Eligibility. Any confirmed communicant in good standing in the Parish who is over the age of eighteen (18) years and who has been a pledging contributor of record for at least one (1) year before the election takes place is eligible for election as a Vestryperson. No person having served on a Vestry shall be eligible to serve again until one (1) year after expiration of his/her period of service; provided, however, that a Vestryperson who is serving a term of less than two (2) years to which he or she has been elected to fill a vacancy shall be eligible for election to one (1) full term. Employees of the Parish are ineligible for election or appointment as voting members of the Vestry.

Section 5.04. Vacancies. In the event of any vacancy on the Vestry caused by the death, resignation, disqualification or removal of any Vestryperson, such vacancy shall be filled by an eligible communicant elected by the majority vote of the remaining Vestrypersons. The term of office of the replacement Vestryperson so elected shall be the unexpired balance of the vacated three-(3)-year term of office.

Section 5.05. Removal. Any Vestryperson who is absent from regular meetings of the Vestry for a continuing period of three (3) months without valid excuse is subject to removal by a majority vote of remaining Vestrypersons, who may elect in his/her stead another eligible communicant to serve the unexpired balance of the three-(3)-year term of the removed Vestryperson.

Section 5.06. Meetings of the Vestry.

(a) An annual Vestry meeting shall be held following the Annual Parish Meeting, at which meeting the Rector shall appoint the Senior Warden and the Vestry shall elect the Junior Warden, each of whom shall serve for a term of one (1) year. The Vestry shall also elect a Secretary or Clerk and a Treasurer, neither of whom need be members of the Vestry.

(b) Special meetings of the Vestry may be held at any place within the City of Heath or the State of Texas.

(c) Regular meetings of the Vestry shall be held each month on a day and time to be established by the Vestry at the annual Vestry meeting immediately following the Annual Parish Meeting and shall be held in the Conference Room at the principal location of the Parish. Written, oral, or electronic notice of regular meetings of the Vestry to be held at other than such stated day, time and place shall be given to each Vestryperson at least three (3) days before the date of the meeting.

(d) Special meetings of the Vestry may be called by the Rector or, in his/her absence, by the Senior Warden, or, in the absence of both, by the Junior Warden or, if requested in writing by a majority of the Vestrypersons, by the Clerk. Written or oral notice of special meetings of the Vestry shall be given to each Vestryperson at least three (3) days before the date of the meeting.

(e) At all meetings of the Vestry the presence of a majority of the Vestrypersons then in office shall be necessary and sufficient to constitute a quorum for the conduct of the affairs of the Parish and the act of a majority of the Vestrypersons present at any meeting at which there is a quorum shall be the act of the Vestry, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these Bylaws. If a quorum shall not be present

at any meeting of the Vestry, the Vestrypersons present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

(f) Except to the extent inconsistent with the Articles of Incorporation or these Bylaws, all regular and special meetings of the Vestry, or any Committee thereof, shall be conducted in accordance with Roberts Rules of Order or such other rules as may from time to time be adopted by the Vestry.

Section 5.07. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Vestry, or of any committee thereof, may be taken without a meeting if a consent in writing (including electronic means), setting forth the action to be taken, is signed by a sufficient number of Vestrypersons or committee members, as the case may be, as would be necessary to take the action at a meeting at which all of the Vestrypersons or committee members, as the case may be, were present and voted.

Section 5.08. Ex-Officio Vestrypersons. The Treasurer of the Parish and the Clerk of the Parish, if such offices are not held by elected Vestrypersons, shall be ex-officio, non-voting Vestrypersons, who shall receive notice of all meetings of the Vestry. The Vestry may create other ex-officio Vestryperson positions from time to time as needed.

Section 5.09. Presiding Officer. The Rector, or such other Vestryperson designated by the Rector, shall preside in all the meetings of the Vestry. The Rector of the Parish is ex-officio President of the Vestry and has the casting vote, in case of a tie, on all questions before the Vestry.

Section 5.10. Minutes. The Clerk shall keep minutes of all meetings and actions of the Vestry to be filed in the record book of the Parish.

ARTICLE VI COMMITTEES.

Section 6.01. Nominating Committee. The Nominating Committee shall consist of the third-year Vestrypersons, the Rector, and other persons to be determined by the Vestry. The duties of the Nominating Committee shall be to solicit nominations from the entire Parish and present a slate of one (1) or more nominees for each Vestry person and for each Delegate and Alternate Delegate to the Diocesan Convention to be elected at the next Annual Parish Meeting. Prior to presentation of the slate, the Nominating Committee shall confirm the eligibility of each proposed nominee and then personally contact each of the proposed nominees to determine his/her willingness to serve if elected.

Section 6.02. Minimum Standing Committees. There shall be the following minimum standing committees of the Vestry: Finance, Building and Grounds, and Outreach. Sub-committees shall be formed by the Vestry if deemed necessary, and members appointed by the Rector.

(a) Finance Committee shall be composed of the following:

- (1) Rector (non-voting, ex-officio)
- (2) Senior Warden
- (3) Immediate Past Senior Warden
- (4) Treasurer
- (5) Other members as may be appointed by the Vestry

(b) Building and Grounds Committee shall be composed of the following::

- (1) Junior Warden
- (2) Other members as may be appointed by the Vestry

(c) Outreach Committee

- (1) Chairperson appointed by the Rector
- (2) Other members as may be appointed by the Vestry

Section 6.03 Special Committees. The Rector or the Vestry may, from time to time, designate and appoint such other committees as may be required for the purposes of the Parish. Each such committee shall have the name, membership, duties and responsibilities designated by the Rector or the Vestry and shall be comprised of a Chairperson and other members of the Parish, none of whom need be members of the Vestry, except where otherwise directed at the time of the creation of any such committee.

Section 6.04. Reports to Vestry. All committees shall report to the Vestry when required and from time to time and shall provide a written report to be included each year in the Annual Report to the Parish presented at the Annual Meeting.

ARTICLE VII ENDOWMENT FUND

Section 7.01. In September, 2008, Holy Trinity by the Lake Episcopal Church established a new and separate fund to be known as THE ENDOWMENT FUND OF HOLY TRINITY BY THE LAKE EPISCOPAL CHURCH. See current Enabling Resolution and PLAN OF OPERATION for establishment and governing details.

ARTICLE VIII NOTICES

Section 8.01. Written notice to any Vestryperson or member of the Parish may need to be given when required by applicable provisions of Texas statutes, the Articles of Incorporation and/or the Bylaws of the Parish or the National or Diocesan Canons.

(a) Any required written notice may be given through any publication, website or other forms of electronic communication from the Parish or by mail addressed to such person at the address contained in the records of the Parish.

Section 8.02. Waiver of Notice. Any person entitled to a required written notice may sign a written waiver of this requirement.

ARTICLE IX OFFICERS

Section 9.01. Officers of the Parish.

(a) The Rector is ex-officio President of the Vestry with the right to vote in case of a tie vote.

(b) The other officers of the Parish shall be the following:

(1) Senior Warden,

(2) Junior Warden,

(3) Treasurer, and

(4) Clerk.

(c) The Senior Warden is appointed by the Rector. In the absence of a Rector, the Senior Warden is elected by the Vestry.

- (d) The Junior Warden, the Treasurer and the Secretary or Clerk shall be elected by the Vestry.
- (e) All of these persons shall serve for terms of one (1) year and shall take their positions following the Annual Parish Meeting and shall serve until their successors are installed.
- (f) With the exception of a vacancy in the position of the Senior Warden, any other vacancy occurring in the Vestry or other Parish officers shall be filled by the Vestry.
- (g) A vacancy in the office of Senior Warden shall be filled by the Rector.

Section 9.02. Rector.

- (a) The Rector is ex-officio President of the Vestry and the Parish.
- (b) The Rector has the casting vote, in case of a tie, on all questions brought before the Vestry and the Parish.
- (c) The Rector has the spiritual oversight of the Parish, and he shall, at all times, be entitled to the use and control of the Church and Parish buildings, as well as all appurtenances and furniture thereof.
- (d) The Rector shall be ex-officio Chairperson of all organizations engaged in Church work. Said organizations shall exist at his/her pleasure, and their work shall be under his/her direction and advice.
- (e) With the approval of the Vestry and subject to consultation with the Bishop pursuant to the Diocesan Canons, the Rector may call an Assistant Minister or Curate. .

Section 9.03. Senior Warden.

- (a) The Rector shall appoint a Vestryperson to serve as Senior Warden.
- (b) The Senior Warden shall act as the representative of the laity of the Parish.
- (c) The Senior Warden shall have the power to sign deeds, mortgages, contracts, and agreements in the name of and on behalf of the Parish and perform such other duties as the Rector or Vestry shall prescribe.

- (d) The Senior Warden shall be a member ex-officio of all committees of the Parish and of the Vestry.
- (e) Unless the Vestry votes otherwise, the Senior Warden shall serve as the chairperson of the Finance Committee. The Senior Warden or designee shall present the annual budget, as approved by the Vestry, at the annual meeting.

Section 9.04. Junior Warden.

- (a) The Vestry shall elect a Vestryperson to serve as Junior Warden.
- (b) The Junior Warden shall be primarily responsible for the physical facilities of the Parish.
- (c) In the absence of the Senior Warden, the Junior Warden shall perform the duties of the Senior Warden.
- (d) Unless the Vestry votes otherwise, the Junior Warden shall serve as chairperson of the Building and Grounds Committee.

Section 9.05. Duties of Wardens.

- (1) It shall be the duty of the Wardens to see that the Church building is kept from all secular uses and in good repair.
- (2) In the absence of the Rector and according to seniority, the Wardens shall preside at meetings of the Vestry and of the Parish.
- (3) In the absence of the Rector, the Wardens shall keep the Church open for Divine Service at the stated times of worship.

Section 9.06. Clerk.

- (a) The Vestry shall elect a member of the Parish to serve as Clerk.
- (b) The Clerk need not be an elected Vestryperson.
- (c) If not an elected Vestryperson, the Clerk shall be an ex-officio, non-voting Vestryperson.

- (d) The Clerk shall attend all meetings of the Vestry and shall record all proceedings of the meetings of the Parish and of the Vestry in the record book of the Parish.
- (e) When required or requested, the Clerk shall perform like duties for any standing committees.
- (f) The Clerk shall make sure all notices of special meetings of the Vestry be given.
- (g) The Clerk shall keep in safe custody the seal of the Parish.
- (h) When authorized by the Vestry, the Clerk shall affix the seal to any instrument that must be sealed. When the document is sealed, the Clerk or Treasurer shall attest to the document being sealed by signing the document. Such signature may be a facsimile.
- (i) In general, the Clerk shall perform all duties incident to the office of Clerk, as well as any other duties as may assigned by the Vestry, the Rector, or the Senior Warden, including "Vestry payment notification" form completion and delivery to the Treasurer after each Vestry meeting.

Section 9.07. Treasurer.

- (a) The Vestry shall elect a member of the Parish to serve as Treasurer.
- (b) The Treasurer need not be an elected Vestryperson.
- (c) If not an elected Vestryperson, the Treasurer shall be an ex-officio non-voting Vestry person
- (d) The Treasurer shall be the financial officer of the Parish.
- (e) The Treasurer shall have charge and custody of and be responsible for all funds of the Parish and all securities owned by the Parish.
- (f) The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Parish.
- (g) The Treasurer shall deposit all such funds, and other valuable effects in the name of and to the credit of the Parish in such depositories as may be designated by the Vestry.

- (h) The Treasurer shall disburse the funds of the Parish as may be ordered by the Vestry, taking proper vouchers for such disbursements.
- (i) The Treasurer shall render to the Vestry at its regular meeting or when the Vestry so requires, an account of all transactions made as Treasurer and of the financial condition of the Parish.
- (j) In general, the Treasurer shall perform all duties incident to the office of Treasurer, as well as any other duties that may be assigned by the Vestry, the Rector, or the Senior Warden.
- (k) The Treasurer will serve as a non-voting member of the Holy Trinity by the Lake Endowment Fund.

Section 9.08. Assistant Treasurers.

- (a) The Vestry may elect one (1) or more Assistant Treasurers.
- (b) An Assistant Treasurer need not be an elected Vestryperson.
- (c) The Assistant Treasurer(s) shall assist the Treasurer in the performance of his/her duties.
- (d) In the absence of the Treasurer, in order of seniority, Assistant Treasurer(s) shall function as the Treasurer.

ARTICLE X INDEMNIFICATION

The Parish shall indemnify the Vestry, the officers, the Rector and other Clergy and staff of the Parish for all expenses, including attorneys' fees, actually and reasonably incurred by them in connection with the defense or settlement of a suit in which they are a party by reason of their holding such position, provided that they (a) are successful on the merits of the suit or otherwise; or (b) acted in good faith in the transaction which is the subject of the suit and in a manner they reasonably believed to be in, and not opposed to, the best interest of the Parish, and with respect to any criminal action or proceeding, had no reason to believe that their conduct was unlawful. A determination that the foregoing standard has been met shall be made by a majority of the Vestrypersons who were not parties to the suit, or, if none, by independent legal counsel appointed by the Vestry in a written opinion. Advance payment of such expenses may be made if authorized pursuant to the foregoing procedure and upon the written undertaking of such person or persons to repay the Parish if it is ultimately determined that they are not entitled to indemnification.

ARTICLE XI GENERAL PROVISIONS

Section 11.01. Endorsement of Securities. Subject always to the specific instructions of the Vestry, any security or securities owned by the Parish may be endorsed for sale or transfer in the name of the Treasurer or Senior Warden.

Section 11.02. Voting of Securities Owned by Parish. Subject always to the specific instructions of the Vestry, any security or securities owned by the Parish may be voted at any stockholders' meeting of such other corporation by the Treasurer or Senior Warden. Whenever in the judgment of the Treasurer or Senior Warden it shall be desirable for the Parish to execute a proxy or give a shareholder's consent with respect to any security or securities issued by any other corporation and owned by the Parish, such proxy or consent shall be executed in the name of the Parish by the Treasurer or Senior Warden and shall be attested by the Clerk of the Parish under the corporate seal without necessity of any authorization of the Vestry. Any person or persons designated in the manner stated above as the proxy or proxies of the Parish shall have full right, power and authority to vote the security or securities issued by such other corporation and owned by the Parish, the same as such security or securities might be voted by the Parish.

Section 11.03. Business Methods. The following standard business methods shall be observed by the Parish:

- (a) Trust and permanent funds and all securities of whatsoever kind shall be deposited with a federal or state bank, or other agency approved in writing by the Vestry, (Department of Finance of the Diocese under either a Deed of Trust or an Agency Agreement), excepting such funds and securities as may be refused by the depositories named as being too small for acceptance. There shall be at least two (2) authorized signatures on any order of withdrawal of such funds or securities
- (b) Such books of accounts shall be kept as shall make them available for satisfactory accounting.
- (c) All accounts shall be audited annually by a Certified Public Accountant (who shall not be the Treasurer or a Vestryperson) or by such audit committee as shall be approved by the Vestry.
- (d) Annual reports of all accounts shall be made to the Diocese to be reported on by the Department of Finance at the Diocesan Convention and to the Parish to be reported on by the Senior Warden at the Annual Parish Meeting.

(e) All Parish buildings and their contents shall be kept adequately insured.

Section 11.04. Financial Policies and Procedures Manual. The Vestry shall maintain a Policy and Procedures Manual which shall set forth all of the financial policies and procedures for the Parish. This manual shall set forth all of the financial policies and procedures to be followed by employees and Parishioners of the parish in the performance of their duties. These financial policies and procedures shall be developed, with the assistance of the Treasurer and an independent Certified Public Accountant or audit committee as approved by the Vestry, The Vestry may amend the Financial Policy and Procedures Manual from time to time as needed.

Section 11.05. Checks. All checks or demands for money and notes of the Parish shall be signed by two (2) or more of the officers of the Parish or such other persons as the Vestry may from time to time authorize and designate.

Section. 11.06. Fiscal Year. The fiscal year of the Parish shall be the calendar year.

Section 11.07. Use of Church Building. The dedicated or consecrated Church and Chapel of the Parish may be opened only for the services, rites and ceremonies, or other purposes, either authorized or approved by the Episcopal Church in the United States of America, the Episcopal Diocese of Dallas, or the Vestry, and for no other use.

Section 10.08. Limitation of Powers. The purpose and powers of the Parish as set forth in its Articles of Incorporation shall be specifically limited by the following provisions:

- (a) The Parish is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes.
- (b) No part of the net earnings of the Parish shall inure to the benefit of or be distributable to any Vestryperson or officer of the Parish, or a private individual (except that reasonable compensation may be paid for services rendered to or for the Parish), and no Vestryperson or officer of the Parish, or any private individual, shall be entitled to share in the distribution of any of the Parish assets on dissolution of the Parish.
- (c) No substantial part of the activities of the Parish shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

(d) The Parish shall not:

(1) carry on any activity not permitted (a) by a corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended;

(2) engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986, as amended;

(3) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended; and

(4) make any taxable expenditures as defined in Section 4945(d) in the Internal Revenue Code of 1986, as amended.

(e) Further, the Parish shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended.

(f) Upon any dissolution of the Parish, all of its assets and income not applied in satisfaction and discharge of the liabilities and obligations of the Parish shall be distributed to one or more domestic or foreign corporations, societies or organizations which are qualified as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended.

Section 11.09. Policies and Procedures Manual. The Vestry shall maintain a Policy and Procedure Manual which shall set forth all general policies and procedures for the Parish. This manual shall be followed by employees and parishioners of the Parish in the performance of their duties and responsibilities. Select policies and procedures as designated by the Vestry shall be followed by lease occupants of the Christian Education building, as well as those renting the Parish Hall for functions. The Vestry may amend the Holy Trinity by the Lake Policy and Procedures Manual from time to time as needed.

ARTICLE XII AMENDMENT OF BYLAWS

These Bylaws may be altered, amended or repealed at any regular or special meeting of the Vestry, if notice of the proposed alteration, amendment or repeal is contained in the notice of such regular or special meeting, by the affirmative vote of a majority of the Vestrypersons who are present and voting at such meeting at which a quorum is present; provided, that any such alteration, amendment, deletion or substitution of the Bylaws shall be consistent in all respects with the Articles of Incorporation of the Parish and the Canons of the Episcopal Church in the United States of America and the Canons of the Episcopal Diocese of Dallas, and provided further that any amendment altering the number of Vestrypersons shall not be effective until the date such amendment is subsequently approved and confirmed at an Annual Parish Meeting.

ADOPTED BY THE VESTRY on this sixteenth day of August, 2016.