

Saint Thomas Church Fifth Avenue
in the City of New York

www.SaintThomasChurch.org

As Amended through October 25, 2023

BY-LAWS

of

ST. THOMAS CHURCH

IN THE CITY AND COUNTY OF NEW YORK

ARTICLE I

Parish Elections and Meetings

Section 1. Purpose, Time and Place. The annual election for the election of church wardens and vestry members shall be held on the first Tuesday after the first Sunday in Advent (being the day designated in the certificate of incorporation of the Parish) at an hour and place to be fixed by the vestry. If vacancies exist in the offices of church wardens or vestry members in such number that a quorum of the vestry is not in office at any time, the rector, or if there be no rector the church warden longest in office, shall forthwith call a special election for the filling of such vacancies, such special election to be held on any day and at such an hour and place as shall be fixed by the person calling such special election. Special meetings may be called by the vestry at any time for any proper purpose requiring a special meeting, and shall be held on any day and at an hour and place as shall be fixed by the vestry. Special meetings may be held concurrently with any annual election or special election.

Section 2. Notice. Notice of an annual or special election or of a special meeting shall be read by the rector, or if there be none, or the rector be absent, by the officiating minister or by a church warden of the Parish, on each of the two Sundays next preceding such election or special meeting, in the time of divine service, or if, for any reason, the usual place of worship of the Parish be not open for divine service, the notice shall be posted conspicuously on the outer door of the place of worship for two weeks next preceding such election or special meeting. Such notice shall specify the day, hour and place of holding such election or special meeting. The notice of the annual election or a special election shall also specify the number and terms of office of each church warden and the vestry members whose terms of office shall then expire, or whose office shall then be vacant for any cause, and the office for which each such officer is to be then elected. The notice of a special meeting shall specify the matter or question to be brought before such meeting and no matter or question not specified in such notice shall be acted on at such meeting.

Section 3. Presiding Officer. The presiding officer of such election or special meeting shall be the rector, if there be one, or if there be none, or if the rector be absent, one of the church wardens elected for the purpose by a majority of the duly qualified voters present, or if no church warden be present, a vestry member elected in like manner. Such presiding officer shall be the judge of the qualifications of the voters, shall receive the votes cast and shall declare the results of the votes cast. The presiding officer shall enter the proceedings of the election or meeting in the book of the minutes of the vestry, sign his name thereto, and offer the same to as many qualified voters present as he shall think fit, to be also signed by them.

Section 4. Qualified Voters. Persons of full age belonging to the Parish, who have been baptized, and are regular attendants at its worship and contributors to its support for at least twelve months prior to such election or special meeting, shall be qualified voters at any such election or special meeting.

Section 5. Voting. The polls of an election or meeting shall be open for one hour or longer, in the discretion of the presiding officer, or if required by a vote of a majority of the qualified voters present and voting. All elections for church wardens and vestry members shall be decided by a plurality of the ballots properly cast, and the action of an election or meeting upon any other matter or question shall be decided by a majority of the qualified voters voting thereon, unless otherwise specified by the vestry or required by law. Ballots for elections for church wardens and vestry members at an annual election may be cast by qualified voters either in person at the election or by mail, provided that ballots to be valid must be received by the presiding officer before the close of the polls at the election. The rector shall maintain a list of qualified voters, and shall, at least two weeks prior to each annual election, mail to such qualified voters a ballot containing the names of those persons who have been properly nominated for election as church wardens or vestry members as provided in Article II of these by-laws. Such ballots shall also be made available at the place of the annual election for those qualified voters who choose to vote in person. No person may cast more than one ballot. Only those persons who have been properly nominated may be elected as church wardens or vestry members and nominations from the floor or write-ins on ballots will not be recognized. Ballots cast on any other matter or question at any election or meeting may not be cast by mail unless the vestry shall otherwise determine and make suitable provisions therefor.

ARTICLE II

Nominations for Annual Election

Section 1. Nominating Committee. The Nominating Committee shall consist of five members to be appointed by the vestry. At least one of such members shall be a male, and at least one of such members shall be a female, not at the time of appointment members of the vestry. Members of the Nominating Committee shall serve until their successors are chosen and qualified as provided in this Section. No person shall serve as a Member of the Nominating Committee who is not a qualified voter as provided in Section 4 of Article I of these by-laws.

Section 2. Committee Nominations. In September of each year the Nominating Committee shall by announcement in the Parish bulletin or in such other manner as it shall think fit solicit from the Parish

written suggestions for persons to be considered for nomination for election to the vestry. Following the expiration of such period as the Nominating Committee shall have established for the receipt of such suggestions, but not later than October 15 in each year, the Nominating Committee shall nominate persons qualified under Section 2 of Article III of these by-laws to serve as a church warden or vestry member, and willing to so serve if elected, for election at the next annual election to fill such offices as shall then be vacant. The Nominating Committee may, but is not required to, nominate more candidates for election than there are vacancies. In making its nominations the Nominating Committee shall not be limited to those persons as to which it received written suggestions. The Nominating Committee shall report its nominations at the meeting of the vestry next following such October 15 and to the Parish by announcement in the Parish bulletin or in such other manner as it shall think fit.

Section 3. Independent Nominations for Vestry Members. Any person qualified under Section 2 of Article III of these by-laws to serve as a vestry member, and willing to so serve if elected, may be nominated for election at the next annual election to the office of vestry member by petition properly signed by not less than 25 qualified voters of the Parish delivered to the chair of the Nominating Committee not later than the end of the last week beginning in October in each year. Such petition must contain the name of the nominee, the office for which such person is nominated, the address of each signing qualified voter and the date of each such signature. The chair shall present such petition to the person who shall be the presiding officer at the annual election, who shall, if he determines that the petition conforms to the requirements of this Section, arrange to have the name of the nominee listed on the ballot, designated as an independent candidate for election.

ARTICLE III

The Vestry

Section 1. Composition, Election, Vacancies. The vestry, as provided by law and the certificate of incorporation of the Parish, shall consist of two church wardens, nine vestry members and, when there is one, the rector. At each annual election one church warden shall be elected to serve for a term of two years, and three vestry members shall be elected each to serve for a term of three years. The term of each church warden and each elected vestry member shall commence on January 1 of the year immediately following such person's election. The vestry shall have power to fill a vacancy occurring in the office of church warden or vestry member by death, resignation or otherwise than by expiration of term, until the next annual election, at which, if such vacancy would continue thereafter, it shall be filled for the remainder of the unexpired term. In exercising such power the vestry may seek the recommendations and advice of the Nominating Committee but shall not be bound by the same. If vacancies exist in the offices of church wardens or vestry members in such number that a quorum of the vestry as defined in these by-laws is not in office at any time, a special election shall be called as provided in Article I, Section 1 of these by-laws. Each church warden and vestry member shall hold office until the expiration of the term for which such person was elected.

Section 2. Qualifications. Church wardens and vestry members shall be elected from among persons who would be qualified to vote at any annual or special election held at the time at which such officers are elected by qualified voters or by the vestry. No person shall be eligible for election as a church warden or a vestry member unless that person is also a communicant in the Episcopal Church. No person shall be eligible for election as a church warden unless that person is serving or has previously served as a warden or vestry member. No vestry member who has served for two

successive full terms of three years each shall be eligible for re-election as a vestry member at the expiration of the second such three year term or for one year thereafter. No church warden who has served for four successive full terms of two years each shall be eligible for re-election as a church warden at the expiration of the fourth such two year term or for one year thereafter.

Section 3. Powers and Duties. The vestry, as the trustees of the Parish and a body corporate, shall have the custody and control of all the temporalities and property, real and personal, belonging to the Parish and of the revenues therefrom, and shall administer the same in accordance with the discipline, rules and usages of the Parish and of the Episcopal Church and its Diocese of New York, and with the provisions of law relating thereto, for the support and maintenance of the Parish or of some religious, charitable, benevolent or educational object conducted by the Parish or in connection with it or with the Episcopal Church. In this respect the vestry shall have the general management of the affairs, property and business of the Parish, they may adopt such rules and regulations for that purpose and for the conduct of their meetings as they may deem proper, they may appoint and discharge agents and employees and fix their compensation and they may designate to one or more of their members the power to exercise, subject to the approval of the vestry, any functions of the management of the Parish as may appear to the vestry to be expedient and in the interests of the Parish.

The vestry may, subject to the canons of the Episcopal Church and of its Diocese of New York, by a majority vote elect a rector to fill a vacancy occurring in the rectorship at the Parish, and may fix the salary or compensation of the rector.

Subject to the provisions of the Religious Corporations Law and to the limitations and conditions contained in any gift, devise or bequest, the vestry may invest the funds of the Parish in such securities, investments or other property, real or personal, located within or without the State of New York, as to them shall seem advisable without being restricted to those classes of securities which are lawful for the investment of trust funds under the laws of the State of New York.

The vestry may transfer all or any part of the real or personal estate of the Parish to such bank or trust company organized or existing under the laws of the State of New York or to a national banking association whose principal office is located in the State of New York as may be designated by them, such property to be held in trust or in safekeeping or custody, to collect the income thereof and pay the same over to the Parish at such times and in such manner as shall be agreed upon, and they may also, in their discretion, delegate and grant to the trustee or custodian designated by them all or any portion of the powers, responsibility, and discretionary authority possessed by them with respect to the retention and the investment and reinvestment of such property or any part thereof.

The vestry shall not sell, mortgage or lease for a term exceeding five years any of the real property of the Parish without applying for and obtaining leave of the court therefor as required by law, shall not make application to the court for leave to sell or mortgage any of its real property without the consent of the Bishop of the Diocese of New York and of the Standing Committee thereof, or execute and deliver a lease of any of its real property for a term exceeding five years without similar consent of such Bishop and Standing Committee, provided that if the see be vacant or such Bishop be absent or unable to act, the consent of such Standing Committee with their certificate of the vacancy of the see or of the absence or disability of such Bishop shall suffice. Further, no purchase of real property shall be made by the vestry, and the vestry shall not sell, mortgage or lease its real property, unless authorized by the vote of two-thirds

of the entire vestry.

Section 4. Obligations and Disbursements. All deeds, contracts and other instruments of the Parish shall be executed under and by direction of the vestry in the corporate name of the Parish and shall be signed by such officer or officers as may be specified by the vestry and, in a proper case, sealed with the corporate seal attested by the clerk of the vestry.

All checks or other obligations or orders for the payment of money shall in each case be signed in the corporate name of the Parish by such officer or officers, person or persons as or may from time to time be designated by the vestry.

No obligations shall be contracted for the Parish nor financial commitments of any kind be made or entered into on its behalf, nor disbursements be made, by anyone purporting to represent the Parish in an official capacity or otherwise, except as directed or approved by the vestry in advance, or as provided for as a regularly accruing and recurring item of expense in a budget duly adopted by the vestry and currently in effect. Notwithstanding the foregoing, in case of an emergency, commitments or disbursements may be made with the concurrence of the rector or a church warden, in which event a report thereof shall be made at the next succeeding meeting of the vestry.

ARTICLE IV

Meetings of the Vestry

Section 1. Regular Meetings. Regular meetings of the vestry shall be held at such time and at such place as may from time to time be fixed by the vestry.

Section 2. Special Meetings. Special meetings of the vestry, unless otherwise prescribed by law, may be called from time to time by the rector or by one of the church wardens if there shall be no rector. On the written request of any two vestry members, a special meeting of the vestry shall be called by the rector or by one of the church wardens if there shall be no rector. Each special meeting of the vestry shall be held at such place, either within or without the State of New York, as shall be designated in the notice of such meeting.

Section 3. Notice of Meetings. No meeting of the vestry shall be held unless either all the members thereof are present or three days' notice thereof shall be given to each member of the vestry by the rector in writing either personally or by mail or, if there be no rector or he be incapable of acting, by one of the church wardens, except that twenty-four hours' notice of the first meeting of the vestry after an annual election shall be sufficient, provided such meeting be held within three days after the election. In the event that the rector shall refuse or neglect to call a meeting of the vestry on the written request of two-thirds of all the church wardens and vestry members, the clerk of the vestry shall call a meeting of the same by giving at least 15 days' written notice to be served on each member of the vestry personally; if personal service cannot be had, then upon such member by mailing the notice to his last known place of residence. For the avoidance of doubt, all references to written or mailed notices in these By-Laws shall include email and other electronic communication.

Section 4. Quorum. To constitute a quorum of the vestry there must be present either:

a) the rector and at least a majority of the whole number of church wardens and vestry members; or
b) one church warden and one more than a majority of the vestry members or both church wardens and a majority of the vestry members; or
c) if the rector be absent from the diocese and shall have been so absent for over four calendar months or if the meeting be called by the rector and he be absent therefrom or be incapable of acting, one church warden and a majority of the vestry members, or both of the church wardens and one less than the majority of the vestry members;

but if there be a rector of the parish no measure shall be taken in his absence, in any case, for effecting the sale or disposition, mortgage or lease of the real property of the Parish, nor for the sale or disposition of the capital or principal of the personal property of the Parish, nor shall any act be done which shall impair the rights of such rector.

Less than a quorum of the vestry may adjourn a meeting to any subsequent date.

Section 5. Presiding Officer. The presiding officer of the vestry shall be the rector or, if there be none or he be absent, the church warden who shall be called to the chair by a majority of the votes, if both the church wardens are present; or the church warden present, if but one be present.

Section 6. Voting. At each meeting of the vestry each member thereof shall be entitled to one vote.

ARTICLE V

Committees of the Vestry

Section 1. Designation. The vestry, by resolution adopted by the entire vestry, may designate from among its members the committees of the vestry named in this Article or other committees of the vestry, each consisting of three or more members, and shall designate one of such members to be chairman of each committee, provided that the rector and the church wardens shall be members of the Standing Committee. Each such committee, to the extent provided in these by-laws or in the resolution, shall have all the authority of the vestry, except that no such committee shall have authority as to the filling of vacancies in the vestry or in any committee; the adoption, amendment or repeal of by-laws or the amendment or repeal of any resolution of the vestry. The vestry may designate one or more of its members as alternate members of any committee of the vestry, who may replace any absent member or

members at any meeting or such committee.

Section 2. Standing Committee. The Standing Committee shall be a committee of the vestry and shall have all of the authority of the vestry between vestry meetings; provided, however, that the Standing Committee may not amend, repeal, or waive any section of these By-Laws.

Section 3. Finance and Budget Committee. The Finance and Budget Committee shall be a committee of the vestry responsible for the preparation and revision of all operating budgets of the Parish for consideration by the vestry and of all financial reports rendered by the Parish, and for oversight of the operations of the treasurer.

Section 4. Investment Committee. The Investment Committee shall be a committee of the vestry and shall have all of the authority of the vestry between vestry meetings in the management of the invested funds of the Parish and the operations of the investment adviser or investment advisers to the Parish.

Section 5. Buildings Committee. The Buildings Committee shall be a committee of the vestry responsible for all matters pertaining to the care and maintenance of all properties and facilities of the Parish.

Section 6. Special Committees. The vestry may create such additional special committees of the vestry as it may deem advisable. The members of such committees shall be appointed by the rector, with the consent of the vestry. Such special committees shall have only the powers specifically delegated to them by the vestry and in no case shall have powers which are not authorized for committees of the vestry under Section 1 of this Article.

Section 7. Service of Committees. Each committee of the vestry or special committee of the vestry shall serve at the pleasure of the vestry.

ARTICLE VI

Officers

Section 1. Election. The vestry may elect a clerk, a treasurer and such assistant clerk or clerks, assistant treasurer or treasurers or other officers as it may determine. Any two or more offices may be held by the same person, but in any case where these by-laws or resolutions of the vestry provide for the signature of the incumbents of two or more offices upon notes, checks or other instruments or documents issued by the Parish, no one person shall sign in more than one capacity. All officers shall be elected annually and each officer shall hold office until the first meeting of the vestry following the next annual election and until his successor shall have been duly elected and qualified. Any officer may be removed by the vestry with or without cause.

Section 2. Clerk. The clerk, subject to the right of the vestry from time to time to extend or confine his powers and duties or to assign them to others, shall act as secretary of all meetings of the Parish and of the vestry at which he is present, shall record the proceedings at each such meeting, shall be the custodian of the corporate records and of the corporate seal of the Parish, shall be empowered to

affix the corporate seal to documents, execution of which, on behalf of the Parish, under its seal, is duly authorized, and when so affixed may attest the same, shall exercise the powers and perform the duties usually incident to the office of clerk and shall exercise such other powers and perform such other duties as may be assigned to him by the vestry.

Section 3. Treasurer. The treasurer, subject to the right of the vestry from time to time to extend or confine his powers and duties or assign them to others, shall have general supervision over the care and custody of the funds and securities of the Parish and shall deposit the same or cause the same to be deposited in the name of the Parish in such bank or banks, trust company or trust companies, and in such safe deposit company or companies as the vestry may designate, shall have supervision over the accounts of all receipts and disbursements of the Parish, shall, whenever required by the vestry, render or cause to be rendered financial statements of the Parish, shall have the powers and perform the duties usually incidental to the office of treasurer and shall have such other powers and perform such other duties as may be assigned to him by the vestry.

Section 4. Other Officers. The assistant clerk or clerks, if any, the assistant treasurer or treasurers, if any, and any other officers shall exercise such powers and perform such duties as may be assigned to each by the vestry.

Section 5. Bond. The vestry may require any officer to give security for the faithful performance of his duties.

ARTICLE VII

Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Parish shall be the calendar year or such other period as may be fixed by the vestry.

Section 2. Corporate Seal. The seal of the Parish shall be circular in form with the name of the Parish in the circumference and the inscription "Corporate Seal 1824 - New York" in the center.

Section 3. Books and Records to be Kept. The Parish shall keep, at its principal office in the State of New York, (a) correct and complete books and records of account, (b) minutes of the proceedings of the vestry and any committee thereof and (c) a current list of the members of the vestry and officers and their residence addresses. Any of the books, minutes and records of the Parish may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 4. Indemnification. Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he, his testator or intestate is or was a member of the vestry or officer of the Parish or serves or served any other corporation in any capacity at the written request of the vestry, shall be indemnified by the Parish, and the Parish may advance his related expenses, to the full extent authorized or permitted by law.

Section 5. Interested Vestry Members and Officers. No contract or other transaction between the

Parish and one or more members of the vestry or officers, or between the Parish and any other corporation, firm, association or other entity in which one or more members of the vestry or officers are directors or officers, or have a substantial financial interest, shall be either void or voidable, irrespective of whether such interested member or members of the vestry or officer or officers are present at a meeting of the vestry or of a committee thereof which authorizes such contract or transaction and irrespective of whether his or their votes are counted for such purpose. In the absence of fraud any such contract or transaction may be conclusively authorized or approved as fair and reasonable by the vestry or a duly empowered committee thereof by a vote sufficient for such purpose without counting the vote or votes of such interested member of the vestry or officer (although he or they may be counted in determining the presence of a quorum at the meeting which authorizes or approves such contract or transaction), if the material facts as to such vestry member's or officer's interest in such contract or transaction and as to any common directorship, officership or financial interest are disclosed in good faith or known to the vestry or committee as the case may be. If there was no such disclosure or knowledge, or if the vote of such interested member of the vestry or officer was necessary for the authorization of such contract or transaction at a meeting of the vestry or committee at which it was authorized, the Parish may void the contract or transaction unless the party or parties thereto establish affirmatively that the contract or transaction was fair and reasonable as to the Parish at the time it was authorized by the vestry or a committee.

Section 6. Loans to Vestry Members and Officers. No loans, other than through the purchase of bonds, debentures or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Parish to members of the vestry or officers, or to any other corporation, firm, association or other entity in which one or more members of the vestry or officers are directors or officers or hold a substantial financial interest.

Section 7. Amendment of By-laws. By-laws of the Parish may be adopted, amended or repealed by the vestry at any meeting thereof at which a quorum is present by the vote of at least two-thirds of the members present provided that written notice embodying such by-laws or amendment or by-laws to be repealed shall have been openly given at a previous meeting of the vestry and also in the notice of the meeting at which such proposed by-laws, amendment or repeal are to be acted upon.

By-laws of the Parish may also be adopted, amended or repealed by a two-thirds vote of the qualified voters present and voting at any meeting provided that written notice embodying such by-laws or amendment or by-laws to be repealed shall have been openly given at a previous meeting and also in the notice of the meeting at which such proposed by-laws, amendment or repeal are to be acted upon.

Any by-law adopted by the vestry may be amended or repealed by the qualified voters, and any by-law adopted by the qualified voters may be amended or repealed by the vestry.

ARTICLE VIII

Choir School Committee

Section 1. Responsibility. The St. Thomas Church Choir School Committee, hereafter referred to as "The Choir School Committee," shall establish the policies and oversee the operations and shall

recommend the budget of the Choir School, subject to the approval of the vestry.

Section 2. Membership. The Choir School Committee shall consist of: five members of the vestry designated from among its membership by vestry resolution; the rector; the headmaster and the choirmaster; three representative members who shall be representatives of the parents, alumni and faculty, respectively; and such additional members as may be suggested by the headmaster in consultation with the Standing Committee. All members of the Choir School Committee shall be voting members.

Section 3. Term of Office. All members of the Choir School Committee shall be appointed by the vestry for a term of one year.

Section 4. Officers. The chair shall be appointed by the vestry from among the vestry members of the Choir School Committee. The chair shall appoint a secretary.

Section 5. Meetings. Regular meetings of the Choir School Committee shall be held three times a year between September and May. Special meetings of the Choir School Committee may be held at any time at the call of the chair or of a quorum of the members as defined in Section 6 of this Article VIII.

Section 6. Quorum. Five members of the Choir School Committee shall constitute a quorum, provided at least three are members of the vestry. A majority of such quorum shall be sufficient to act on any proposition that may come before the meeting.

Section 7. Headmaster. Any proposal to hire or dismiss a headmaster shall be reviewed by the Choir School Committee or an ad hoc subcommittee appointed by the Choir School Committee and consisting of the rector or his representative, who shall serve as chair, the choirmaster, a representative of the faculty, and other members of the Choir School Committee, and any others whose experience the Choir School Committee deems useful, provided that a majority of such ad hoc subcommittee shall be members of the vestry. The Choir School Committee shall make a recommendation as to the hiring of such candidate, or any such dismissal, to the vestry.