

**By Laws of Good Samaritan Episcopal Church
Brownsburg, Indiana**

Adopted by the Bishop's Committee July 15, 2017 and Amended on October 28, 2018

ARTICLE I – NAME OF THE CONGREGATION

1. The name of this congregation shall be Good Samaritan Episcopal Church.
2. The name of the edifice in which the religious services of the congregation shall be conducted is Harris Academy, 725 South Green Street, Brownsburg, Indiana.
3. The Wardens and Bishop's Committee of this congregation, in conjunction with the Vicar thereof shall constitute and be deemed a body politic and corporate under the name of "The Vicar, Wardens and Bishop's Committee of Good Samaritan Episcopal Church, Brownsburg, Hendricks County, Indiana, 46112" and may also be designated and referred to as the "Bishop's Committee" of such church.

ARTICLE II – THE BISHOP'S COMMITTEE

1. The Bishop's Committee of the congregation shall consist of the Vicar, as an ex-officio member, and not less than three persons nor more than five persons. Each person elected shall serve a two-year term and shall not be eligible to serve another elected term for at least one year.
2. At each annual meeting of the membership of the congregation, an election shall be held to elect persons to replace those whose terms on the Bishop's Committee have expired.
3. The Bishop's Committee shall have the full power and duty to carry out the purposes of the Episcopal Church in the congregation according to the canons, rules, and usages of The Episcopal Church and of The Episcopal Diocese of Indianapolis.
4. The Vicar shall have authority to appoint such staff persons as the Vicar deems necessary for the good operation of the congregation. All such appointments shall be with the approval of the Vestry/Bishop's Committee. All staff members serve at the pleasure of the Vicar.
5. The Bishop's Committee shall have power to accept or reject conveyances of real property by purchase, gift, or otherwise, and to hold the same to their successors in perpetuity for the sole and exclusive benefit of such church or congregation, and for the uses declared in such conveyance of grant. The Bishop's Committee may erect and hold buildings for religious worship, for parsonages or for educational or benevolent purposes. It may lay out and establish suitable grounds for a cemetery or place for the burial of the dead, and it may appoint trustees or committees to take charge of any school, hospital, or cemetery which it may establish, and give directions concerning the management of the same. It may also acquire and possess, for the use of said congregation, personal property, and may appropriate or invest the same and the income or interest thereof, and all other

funds and income in its hands as such Bishop's Committee to the maintenance of religious worship, schools, libraries or other purposes not inconsistent with the canons, rules and usages of the Episcopal Church.

6. The Bishop's Committee, or a majority of them, shall, in their corporate name, have power to sell, convey, lease, mortgage or otherwise dispose of the corporate property of the congregation. Any conveyance of such corporate property under this power shall vest in the purchaser thereof all the right, title, interest or estate held by it on behalf of the congregation; provided that no conveyance or mortgage or real estate hereby contemplated shall be valid for the purpose intended unless it shall have the consent or approval of, for the purpose intended, the Bishop of the Diocese of Indianapolis and of at least a majority of the Standing Committee of the Diocese of Indianapolis expressed in writing, either endorsed upon the deed or mortgage to be recorded with it, or by a separate instrument to be acknowledged and recorded in the same manner as the deed or mortgage, as the case may be.
7. The Bishop's Committee shall, at each annual meeting of members of the congregation, make a general report of the affairs of the Church.
8. The fiscal year of the congregation shall begin on January 1 of each year.
9. In respect to all questions of construction of these By-Laws, the decision of the Bishop's Committee shall control and be finally binding.

ARTICLE III – OFFICERS

1. The officers of the Bishop's Committee shall be a Vicar, a Senior Warden, a Junior Warden, a Treasurer, and a Clerk. At the first meeting of each calendar year, the Senior Warden shall be appointed by the Vicar. The Junior Warden, Treasurer, and Clerk shall be elected by the Bishop's Committee. All shall serve a term of one year. In the absence of a Vicar, the Bishop's Committee shall nominate a new Senior Warden, who will be approved with the advice and consent of the Bishop. Roles may be combined if Bishop's Committee consists of only three persons.
2. The Bishop's Committee may from time to time, in its discretion, appoint an Assistant Treasurer and an Assistant Clerk. Said persons shall be communicants in good standing of the Congregation but need not be members of the Bishop's Committee.
3. In addition to the duties of the respective officers, as specified in these By-Laws, each of them shall perform such further duties as may be assigned by the Bishop's Committee.
4. In the event of the death, disability, resignation, or removal from office of the Senior Warden, the Vicar shall appoint a successor. (If there be no Vicar the Bishop's Committee shall elect a Senior Warden to succeed.) In the event of the death, disability, resignation, or removal from office of any other officers, the Bishop's Committee shall elect a successor.

ARTICLE IV – THE VICAR

1. The Vicar shall perform such duties, possess such authority, and exercise such prerogatives as may be prescribed by the canons, rules and usages of the canon law of The Episcopal Church and The Diocese of Indianapolis.
2. The Vicar shall be provided with a fund to be used for such Godly purposes, as the Vicar from time to time shall deem appropriate. This fund shall be a portion of the Congregation's annual budget.
3. The Vicar shall be custodian of the Seal of the Congregation.

ARTICLE V – SENIOR WARDEN AND JUNIOR WARDEN

1. In the absence of the Vicar, the Senior Warden shall preside at the meetings of the Bishop's Committee and at the meetings of the membership of the Congregation. If the Senior Warden shall be absent, the Junior Warden shall preside.
2. In the event of the death, disability, resignation, or removal from office of the Senior Warden, the Junior Warden may assume the duties of the Senior Warden until a new Senior Warden shall be appointed by the Vicar, or if there be no Vicar, until the Bishop's Committee shall elect a new Senior Warden.

ARTICLE VI – TREASURER OF THE BISHOP'S COMMITTEE

The Treasurer shall collect all fees, gifts, and other income of the Congregation, and shall keep the accounts of the Bishop's Committee and report thereon at each meeting of the Bishop's Committee. The Accounts of the Treasurer shall be audited at least once a year in such manner as the Bishop's Committee deems appropriate and is acceptable to The Diocese of Indianapolis.

ARTICLE VII – CLERK OF THE BISHOP'S COMMITTEE

The Clerk shall give notice of all meetings of the Bishop's Committee and all meetings of the membership of the Congregation, shall keep minutes of all such meetings and publish same, and shall conduct the correspondence and keep the records of the Bishop's Committee.

ARTICLE VIII – NOMINATIONS FOR OFFICE

1. There shall be a nominating committee consisting of the members of the Bishop's Committee whose terms will expire at the next annual Parish meeting.
2. The nominating committee shall report to the Clerk not later than December 31 of each year the names of members to be nominated for office at the forthcoming annual meeting of members and the respective offices for which they are nominated.

ARTICLE IX – MEETINGS OF THE CONGREGATION

1. There shall be an annual meeting of the membership of the Congregation in

- January on a date to be designated by the Bishop's Committee.
2. The matters to come before the annual meeting of the membership of the Congregation shall include a report on the health and financial condition of the Congregation, as well as such other reports as the Bishop's Committee shall from time to time deem appropriate. The Budget as approved by the Bishop's Committee will be presented. Bishop's Committee elections will be held and any other business as is necessary will be transacted.
 3. Special Meetings of the membership of the Congregation may be called at any time by the Vicar or a majority of the Bishop's Committee, and shall be called upon written petition of 25 members of the Congregation. Requests for special meetings, and the notice of any special meetings, shall state the object for which the meeting is called. No business not stated in petitions or stated in the call for a special meeting will be considered.
 4. Notice of the annual meeting and all special meetings of the Congregation shall be published at all regular services of the Church on the two (2) Sundays next preceding the day appointed for such meetings. The annual and any special meetings of members of the Congregation shall be published in the church bulletin, and a copy thereof shall be electronically communicated to all the enrolled members of said Congregation who shall be entitled to vote.
 5. Twenty-five members of the Congregation shall constitute a quorum at any meeting of members of the Congregation.

ARTICLE X – BUDGET

The Bishop's Committee shall formulate an annual budget for the operation of the Congregation and the maintenance and repair of all properties. The budget shall be approved by the Bishop's Committee before the beginning of the fiscal year and will be considered to be the Congregation's budget.

ARTICLE XI – CORPORATE SEAL

The seal of the Bishop's Committee shall consist of a circular metal disc, on the periphery of which shall be the words, "Good Samaritan Episcopal Church, Brownsburg, Hendricks County, Indiana, 46112" and upon the center the words, "Corporate Seal" with a cross.

ARTICLE XII – INDEMNIFICATION OF BISHOP'S COMMITTEE AND OFFICERS

The Bishop's Committee shall indemnify any person made a party to any action, suit or proceeding by reason of the fact that he or she is or was a member of the Bishop's Committee or officer of the Bishop's Committee against the reasonable expenses, including attorneys' fees actually and necessarily incurred by him or her in connection with the defense of such action, suit or proceeding or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such member of the Bishop's Committee or officer is liable for

negligence or misconduct in the performance of duties. The Bishop's Committee may also reimburse to any such member of the Bishop's Committee or officer reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the Bishop's Committee not involved in the matter in controversy (whether or not a quorum) that it was to be in the interests of the Bishop's Committee that such settlement be made and that such member of the Bishop's Committee or officer was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such member of the Bishop's Committee or officer may be entitled apart from the provisions of this Article.

ARTICLE XIII – AMENDMENT

These By-Laws may be amended by a 60% majority of the Bishop's Committee. In the event of a tied vote on amendments, the Vicar or Priest-in-Charge may cast a deciding vote in accordance with the Canons of the Diocese of Indianapolis.

ARTICLE XIV – TERMINOLOGY

All nouns, pronouns, and other words denoting a specific gender shall be understood to include all gender identities.

ARTICLE XV – PURPOSE AND DISSOLUTION OF THE ORGANIZATION

Using the verbiage prescribed by the [IRS](#), the Bishop's Committee commits that:

- a. PURPOSE: This organization is organized exclusively for charitable, religious, educational, or scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- b. DISSOLUTION: Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Approved at a regular meeting of the Bishop's Committee: July 15, 2017

Amended at a regular meeting of the Bishop's Committee: October 28, 2018