
**By-Laws
Integrated with State Statutory
and Church Canonical Laws Governing
The Corporation of the Rector,
Church Wardens and Vestrymen of**

**GRACE CHURCH CORPORATION
in the Town of Washington
County of Dutchess**

**which was incorporated on August 11, 1879
under the New York State
Religious Corporations Law**

Seal

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ARTICLE I
Corporation Annual Elections & Special Meetings

Section 1. Date: The annual election of the corporation shall be held, according to its certificate of incorporation, as amended on the third Sunday in January each year, at an hour and place to be fixed by the Vestry. Special meetings of the corporation may be held on any day at the hour and place fixed by the Vestry.

Section 2. Notice : Notice of such annual election or special meeting shall be read by the Rector, or if there be none, or if the Rector be absent, by the officiating minister or by a 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 the election or special meeting. Such notice shall specify the place, day and hour of holding the election or special meeting. The notice of the annual election shall also specify the name and term of office of each warden and vestry member whose term 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 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 annual elections and special meetings of the corporation shall be the Rector, if there be one, or if there be none, or the Rector is absent, one of the wardens elected for the purpose by a majority of the duly qualified voters present, or if no 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 result of the votes cast. The presiding officer of such annual or special meeting shall enter the proceedings of the meeting in the book of the minutes of the Vestry, sign his or her name thereto, and offer the same to as many qualified voters present as he or she shall think fit, to be also signed by them.

Section 4. Qualified Voters: Persons of the age of at least eighteen years belonging to the parish, who have been baptized and are regular attendants of its worship and contributors to its support for at least twelve months prior to an annual election or a special meeting of the corporation at which they are in attendance, shall be qualified voters thereat.

Section 5. Quorum: One hundred members qualified to vote, or one-tenth of the total number of members qualified to vote, whichever number is less, shall constitute a quorum at an annual or special meeting for the transaction of any business.

Section 6. Voting: The action of an annual or special meeting upon any matter or question shall be decided by a majority of the qualified voters thereon, but no votes may be cast by proxy. The polls of an election shall continue open for one hour and longer in the discretion of the presiding officer or if required by a vote of a majority of the qualified voters present and voting.

ARTICLE II
Vestry

Section 1. Custody, Control and Administration of Temporalities : The Vestry, as the board of trustees of the corporation, shall consist of the Rector, wardens, Vestry members, and shall have the custody and control of all the temporalities and property, real and personal, belonging to the corporation and of the revenues therefrom, and shall administer the same in accordance with the discipline, rules and usages of such corporation, the Episcopal Church in the United States of America and the Diocese of New York, and in accordance with the provisions of law relating thereto, for the support and maintenance of the corporation or, providing the members of the corporation at a meeting thereof shall so authorize, of some religious, charitable, benevolent or educational object or objects conducted by the corporation or in connection with it, or by the said Episcopal Church generally or in connection with it, and the Vestry shall not use such property or revenues for any other purpose or divert the same from such uses.

Section 2. Number, Qualifications and Terms: The parish shall have two wardens and between nine and twelve vestry members to be elected by ballot from persons qualified to vote in the election at which such officers are to be chosen, but no person shall be eligible for election as warden, unless he or she be also a communicant in the Episcopal Church. At each annual election, one warden shall be elected to serve for a term of two years and four vestry members shall be elected to serve for a term of three years, and until their respective successors are duly elected and qualified. If prior to an annual corporation election, a vacancy shall have occurred in the office of warden or Vestry member by reason of the death or the resignation or removal therefrom, of any person elected, as hereinbefore provided, to such office, and there shall remain unexpired at the time of such annual election at least one year of the term for which such person was so elected, the unexpired portion of the term then remaining shall be filled at such annual election.

Section 3. Vacancies: The Vestry, by majority vote of the remaining membership, if there be a quorum in office, may, at any meeting thereof, fill a vacancy occurring in the office of a warden or Vestry member by death, resignation or otherwise than by expiration of term, until the next annual corporation election, at which, if such vacancy would continue thereafter, it shall be filled, as hereinbefore provided, for the remainder of the unexpired term.

Section 4. Limitation of Terms: Any person, the term of whose office as vestry member is about to expire on the date of any annual corporation election then to be held and who shall have served in such capacity continuously for a period of six years immediately preceding such annual election, shall be ineligible to hold said office of Vestry member for one year next after his or her term of service as aforesaid, or shall have expired, and any person whose term of office as warden is about to expire on the date of any annual corporation election then to be held and who shall have served in such last mentioned capacity continuously for a period of six years immediately preceding such annual election, shall be ineligible to hold said office of warden or the office of Vestry member for one year next after his or her term of service as warden, as aforesaid shall have expired.

Section 5. Meetings and Notices : Regular meetings of the Vestry shall be held for the transaction of the usual matters of parish business, and special meetings may be held whenever required for the transaction of special matters of business, provided, however, that no meeting of

the Vestry, whether regular or special, shall be held unless either all of the members of the Vestry are present, or three days notice of the meeting shall have been given to each member thereof, by the Rector in writing either personally, by mail or by e-mail, or, if there be no Rector or the Rector be incapable of acting, by one of the wardens; except that 24-hours notice of the first meeting of the Vestry after an annual election of the corporation shall be sufficient if the meeting is held within three days after the election. If the Rector refuses or neglects to call a meeting of the Vestry, the clerk of the Vestry, on the written request of at least two-thirds of all the wardens and Vestry members, shall call a meeting of the Vestry 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 or her last known place of residence.

Section 6. Presiding Officer and Votes : The presiding officer of the Vestry shall be the Rector, or if there be none, or the Rector be absent, the wardens who shall be called to the chair by a majority of the votes, if both wardens be present, or the warden present, if but one be present. At each meeting of the Vestry, each member thereof shall be entitled to one vote.

Section 7. Meeting Transactions:

(a) **Quorum.** In order that any business may be transacted at a meeting of the Vestry, there must be a quorum constituted as follows:

(i) The Rector and at least a majority of the whole number of wardens and Vestry members, or

(ii) If the Rector be incapable of acting to call the meeting, or if having refused or neglected to call a meeting, the meeting shall have been called by the clerk of the Vestry as by Section 5 of this Article provided, or if there be no Rector, then one warden and one more than a majority of the Vestry members or both wardens and a majority of the Vestry members, or,

(iii) If the Rector is 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 the Rector be absent therefrom or be incapable of acting thereat, one warden and a majority of the Vestry members or both wardens and one less than a majority of the Vestry members.

(b) **Action by Electronic Media.** Any one or more members of the Vestry or of any committee thereof may participate in a meeting of the Vestry or such committee by means of a conference telephone, web-cast or similar medium that allows all persons participating in the meeting to communicate with each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

(c) **Action by Written Consent.** Any action required or permitted to be taken by the Vestry or any committee thereof may be taken without a meeting if three quarters of the members of the Vestry or of the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Vestry or committee shall be filed with the minutes of the proceedings of the Vestry or committee.

(d) **Withholding Consent.** If two or more members object in writing to a requested electronic vote, the matter will be deferred until the next physical meeting.

Revised November 2011

Section 8. Corporation Instruments: All deeds, contracts and other instruments of the corporation shall be executed under and by the direction of the Vestry and shall be signed by such officer or officers as may be specified by the Vestry if required by the other party, sealed with the corporate seal attested by the clerk of the Vestry.

Section 9. Financial Obligations: No obligations or bills shall be contracted for the corporation, nor commitments of any kind made or entered into on its behalf, nor disbursements made, involving a liability or expenditure exceeding \$ 500 by anyone purporting to represent the corporation in an official capacity or otherwise, except as specifically directed or approved by the Vestry in advance, or as specifically provided for as regularly accruing and recurring items of expense in a budget duly adopted by the Vestry and currently in effect. Notwithstanding the foregoing, in case of emergency and if it be impossible or inexpedient to call a meeting of the Vestry, a commitment may be entered into, or an indebtedness may be incurred, or a payment may be made, even though not so authorized, for an amount not to exceed \$ 500, upon the approval of the treasurer, or if the treasurer be incapacitated or absent, or of the assistant treasurer if there be one, and the concurrence of the two wardens, or if one of the wardens be incapacitated or absent, then of the other warden and one of the members, or if both wardens be incapacitated or absent, then of any two members. A report of any transaction consummated pursuant to the provisions of this section shall be made at the next succeeding Vestry meeting.

Section 10. Restrictions on Major Acts: The Vestry shall not take any measure to effect the sale, mortgage, lease or other disposition of the real property of the corporation, or the sale or disposition of the capital or principal of the personal property of the corporation, nor take any action which would impair the rights of the Rector, unless the Rector, if the Parish then have one, be present. Further, the Vestry shall not make application to any court for leave to sell, mortgage or lease for a term exceeding five years any of the corporation's real property (as in such cases by law required) without the consent of the Bishop of the Diocese of New York and of the Standing Committee thereof, provided, however, that if the see be vacant, or if the Bishop be absent or unable to act, the consent of the Standing Committee with their certificate of the vacancy of the see or of the absence or disability of the Bishop shall suffice.

Section 11. Investments: Subject to the limitations and conditions contained in any gift, devise or bequest, the Vestry may invest the funds of the corporation in such securities, investments, or other property, real or personal, located within or without the state of New York, as to it shall seem advisable, without being restricted to those classes of securities that are lawful for the investment of trust funds under the laws of the state of New York.

ARTICLE III
Clerk, Treasurer, Assistant Treasurer & Counsel

Section 1. Election of Clerk: At the first meeting of the members of the Vestry after each annual corporation election, a clerk of the Vestry shall be elected from among either the members of the Vestry or of the parish to serve for one year and until a successor is elected and qualified.

Section 2. Duties of Clerk: The Clerk of the Vestry shall keep a record of the proceedings of the Vestry, shall attest to the minutes thereof and all corporate acts, shall preserve and have charge of all papers and books (other than those of a fiscal character) and of the seal of the corporation, and shall deliver the same to his or her successor, or, if circumstances render it necessary, to the Rector, or, if there be none, to the wardens. The Clerk of the Vestry shall sign, in his or her official capacity and in the name of and on behalf of the corporation such contracts, certificates, letters, communications and other documents and instruments as from time to time he or she may be specifically directed by the Vestry so to do.

Section 3. Election of Treasurer: At the first meeting of the Vestry after each annual corporation election, it shall elect a treasurer, and may, in its discretion, elect an assistant treasurer neither of whom need be members of the Vestry, to serve for one year and until their respective successors are elected and qualified.

Section 4. Duties of Treasurer:

(a) **General.** The vestry and the treasurer shall receive and keep all funds paid to him or her for the purposes of the corporation. The vestry and the treasurer shall deposit these funds in the name of the corporation in the bank or banks, trust company or trust companies, or other depository or depositories, which the Vestry shall from time to time designate. Except as otherwise provided by the by-laws or by resolution of the treasurer, shall sign checks and drafts in connection with both the receipt and payment of money, and on the order of the Vestry shall sign or counter-sign, as the treasurer may be directed, promissory notes, legal instruments or other papers. The vestry and the treasurer shall be responsible for the deposit and safekeeping in banks, trust companies or other depositories, designated by the Vestry, of all permanent funds and all securities owned or held in trust by the corporation, but only such institutions shall be so designated as are Federal or New York State banks or Diocesan Corporations and as shall agree in writing on behalf of themselves as well as any nominee or nominees of theirs, to be responsible for the safe return of the securities received, upon written demand made thereof signed by any two of the following:

- The Rector
- A warden to be designated by the Vestry
- The treasurer

Further, the vestry and the treasurer shall make and keep records of all trusts and permanent funds showing at least the following:

- (i) Source and date
- (ii) Terms governing the use or principal and income
- (iii) To whom and how often reports of condition are to be made

(iv) How the funds are invested

(b) **Property and Liability Insurance.** The treasurer shall keep the corporation's buildings and contents insured against fire and other customary hazards and shall take out public liability insurance on the corporation's premises and on its motor vehicles, if any, and shall secure and maintain such other kinds of insurance as from time to time may be reasonably required, all pursuant to the direction of, and in amounts fixed by, the Vestry.

(c) **Indemnification.** The corporation shall provide indemnification of its Vestry and officers to the fullest extent permitted by and in accordance with the standards and procedures provided for in Sections 721 through 726 of the New York State Not-For-Profit Corporation Law.

(d) **Reports.** At each regular meeting of the Vestry, and at such times as it may request, the treasurer shall present a written statement of all funds received and expended and of

such other data as may be deemed pertinent or essential to a showing of the then current financial condition of the corporation. At the end of each calendar year, the treasurer shall prepare an annual report for said year and present the same at the next ensuing annual corporation election. At the termination of his or her service as such, the treasurer shall deliver to the hands of his or her successor, or of the wardens, all monies, books, papers and other property of the corporation then in his or her hands.

(e) **Assistant Treasurer.** If an assistant treasurer shall have been elected as permitted by these by-laws, he or she shall perform such duties, including those of treasurer, as may be assigned from time to time by the Vestry, or by the treasurer with the Vestry's approval. During the treasurer's absence or disability, the treasurer's full powers and duties shall devolve upon the assistant treasurer.

(f) **Surety Bond.** The treasurer shall be required to give a good and satisfactory surety bond or bonds for the faithful performance of his or her duties as such in an amount to be determined by the Vestry. Likewise, when specifically required by the Vestry, and, in any event where the funds to be handled by him or her at any one time during the calendar year may exceed \$ 500, the assistant treasurer, if one be elected, shall give a similar bond or bonds for the faithful performance of his or her duties as such in an amount to be determined by the Vestry. The expense incurred in procuring any such bond or bonds shall be borne by the corporation.

(g) **Audit.** As soon as conveniently may be done at the end of each calendar year and prior to the next ensuing annual election of the corporation, the treasurer's books and accounts for such year shall be audited by an independent Certified Public Accountant, or such audit committee as shall be authorized by appropriate diocesan authority, and a report thereof rendered to the Vestry. If between annual elections, a vacancy shall occur in the office of treasurer, a like audit shall be made for the period beginning with the date as of which an audit was last previously concluded and ending with the date that such vacancy occurred, and a report thereof rendered to the Vestry.

(h) **Limitation on Terms.** Any person, who has held the office of treasurer or assistant treasurer for a period of six successive one year terms, shall be ineligible to hold said office for one year next after his or her term of service, aforesaid, shall have expired.

Section 5. Counsel. The Vestry may, in its discretion, appoint a member of the bar of the State of New York as counsel to the corporation who shall be the legal advisor of the Vestry in all

matters affecting the corporate status of the parish and the management of its temporal affairs. The counsel need not be a member of the Vestry.

ARTICLE IV Committees

Section 1. Standing and Special Committees. The Vestry may authorize and discontinue from time to time such standing committees and such special committees as it may deem advantageous, and define the duties and powers of each and fix the number of members thereof. Unless otherwise specifically provided upon the creation of a committee, membership thereon need not be confined to members of the Vestry. All appointments to committees, both initially upon their organization and when vacancies shall have occurred, shall be made by the Rector,

unless otherwise specifically ordered by the Vestry. Memberships of all standing committees shall terminate at the first meeting of the Vestry held after the annual corporation election each year or as soon thereafter as the new members shall have qualified. The Rector will be an ex-officio member of each standing committee.

Section 2. Limitations. The prohibitions and restrictions and limitations contained in Sections 8 and 9 of Article II of these by-laws shall apply to committees as well as to individuals.

ARTICLE V Vacancies in Vestry Appointments

Vacancies from any cause whatever in the office of clerk of the Vestry, treasurer, assistant treasurer or counsel, or in any membership appointment by the Vestry to a committee, occurring during the term for which such election or appointment was originally made, may be filled by the Vestry, by a majority vote, at any regular or special meeting thereof.

ARTICLE VI Duties of Members of the Vestry and Officers of the Corporation

Section 1. Good Faith and Diligence. Members of the Vestry and officers of the corporation shall discharge the duties of their respective positions in good faith and with that degree of diligence, care and skill that ordinarily prudent persons would exercise under similar circumstances in like positions. In the administration of the powers to make and retain investments pursuant to Section 512 of the New York State Not-for-Profit Corporation Law and to appropriate appreciation pursuant to Section 513 of that law, the Vestry shall consider among other relevant factors the long- and short-term financial needs of the corporation, its present and anticipated financial requirements, expected total return on its investments, price level trends, and general economic conditions.

Section 2. Reliance Upon Financial Statements. In discharging their duties the members of the Vestry and officers of the corporation, when acting in good faith, may rely upon financial statements of the corporation represented to them to be correct by the treasurer or other officer of the corporation having charge of its books of accounts, or stated in a written report by an independent public or certified public accountant or firm of such accountants fairly to reflect the financial condition of the corporation.

ARTICLE VII Budget

Section 1. Preparation and Adoption. An officer or committee designated by the Vestry annually shall prepare and submit to the Vestry, by a date in the then current calendar year fixed by the Vestry and subsequent to September 30 of that year, an itemized statement of the anticipated expenditures of the parish for corporate purposes for the year beginning January first next ensuing, which statement, as so submitted, shall be subject to revision by the Vestry. Upon said statement having been adopted by the Vestry, either in revised or unrevised form, it shall become the tentative budget of corporation expenditures for the said calendar year next ensuing. Thereafter, and following the annual solicitation of subscriptions to the corporation from persons desiring to contribute to its support for the said ensuing year, the Vestry, at a meeting held prior to the corporation Annual Meeting in the then current year, shall adopt in final and complete form, a budget of anticipated income and expenditures for the year beginning January next ensuing.

Section 2. Control and Revision. The budget as so adopted in final and complete form shall control the operation of the corporation during the calendar year for which it was adopted, subject to the direction and control of the Vestry. The Vestry may revise and re-adopt the budget at any time or times during such year for reasons deemed sufficient by an affirmative vote of not less than two-thirds of the Vestry membership.

ARTICLE VIII Access to Safe Deposit Boxes

All safe deposit companies shall be designated by the Vestry and the terms of rental of any vault space shall limit access thereto to any two, but not less than two, of the following:

The Rector

A warden to be designated by the Vestry

The treasurer

ARTICLE IX

The corporate seal of the corporation shall be in the form impressed upon the margin opposite to this Article IX to wit: Two concentric circles, the outer containing the words, *Grace Church, Millbrook* and the inner words and figures *Incorporated, 1879, Dutchess County, N.Y.*

ARTICLE X
Order of Procedure at Vestry Meetings

The proceedings at all meetings of the Vestry shall include the following:

- (a) Call to order
- (b) Prayer
- (c) Roll Call
- (d) Selection of the presiding officer if the Rector be absent
- (e) Reading of the minutes
- (f) Report of the Treasurer
- (g) Report of the Clerk of the Vestry
- (h) Report of the standing committees
- (i) Report of special committees
- (j) Communications from the Rector
- (k) Unfinished business
- (l) New business
- (m) Prayer
- (n) Adjournment

ARTICLE XI
Amendments and New By-Laws

These by-laws may be amended or new by-laws may be adopted 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 proposed amendments or new by-laws shall have been openly given at a previous meeting of the Vestry and also in the notice of that meeting at which such amendments or new by-laws are to be acted upon.

Revised November 2011

Addendum

Administration and Finance Committee

Effective December 15, 2007, the Vestry hereby combines the work of the Standing Committee on Administration and Finance and the Investment Committees and establishes the Standing Committee on Administration, Finance and Investment. The Standing Committee on Administration, Finance and Investment shall be responsible for reporting to the Vestry and recommending action on all administrative, financial, budgetary, investment or other such matters assigned to it from time to time by the Vestry or the presiding officer of the corporation.

The Administration, Finance and Investment Committee shall consist of at least three members of the Church, including at least one member of the Vestry, at least one member who is knowledgeable in the matters of the Committee, and ex officio, the treasurer of the corporation.

The Administration, Finance and Investment Committee shall review and subsequently make a recommendation to the Vestry for consideration of all proposed expenditures in excess of \$1,000.

The Administration, Finance and Investment Committee may form a subcommittee of at least three members of the Church to serve as a Campaign Finance Committee which shall have all the authority of the Vestry to:

- a. Monitor receipts and act on behalf of the Vestry to ensure that the funds are used as intended by the donors.
- b. Invest and reinvest the assets of the Grace Church Corporation, including but not limited to: hiring independent investment counsel, advisors or managers, custodial or depository organizations; and authorizing payment of compensation for such services. The Campaign Finance Committee shall act in good faith and with the degree of diligence, care and skill that ordinary prudent persons would exercise under similar circumstances when acting as the investment committee of a New York not-for-profit corporation with charitable purposes.
- c. Allocate funds to Endowment; immediate maintenance requirements; or other special uses that may arise.
- d. Recommend endowment spending policy when annual operating budgets are developed

Unless the Vestry requests otherwise, the Campaign Finance Committee shall report at least quarterly to the Vestry.

Audit Committee

There shall be an Audit Committee of the corporation composed of at least two members of the Church who are not officers of the corporation. The Audit Committee shall regularly review the financial statements relating to all funds under the management or control of the Vestry and shall report thereon at least annually to the Vestry.

The Audit Committee shall employ on behalf of the Vestry an independent Certified Public Accountant firm to audit annually all accounts under management and control of the Vestry and Corporation. All reports of such audits shall be filed with the presiding officer, the Audit Committee, and the Administration, Finance and Investment Committee within 30 days following the date of the report.

The Audit Committee shall, after receipt of the annual audit, recommend to the Vestry what actions to take as to any matters identified in the annual audit and accompanying management letter.

Rev. 11/11

Revised November 2011

Sections, as indicated below, set forth in substance, or are otherwise in conformity with, applicable provisions of (a) New York State law, (b) the canonical law of the Episcopal Church in the United States of America, and/or (c) the canonical law of the Diocese of New York, as of November 2002.

Article I

- Sec. 1 N.Y. Religious Corporations Law, Sec. 43
- Sec. 1 Episcopal Church in the U.S.A. Canon 13
- Sec. 2 N.Y. Religious Corporations Law, Sec. 43
- Sec. 2 Episcopal Church in the U.S.A., Canon 13
- Sec. 3 N.Y. Religious Corporations Law, Sec. 43
- Sec. 3 Episcopal Church in the U.S.A., Canon 13
- Sec. 4 N.Y. Religious Corporations Law, Sec. 43, 46
- Sec. 4 Episcopal Church in the U.S.A., Canon 13
- Sec. 4 Diocese of New York, Canon 24
- Sec. 5 N.Y. Religious Corporations Law, Sec. 43
- Sec. 5 N.Y. General Corporations Law, Sec. 19
- Sec. 5 Episcopal Church in the U.S.A., Canon 13

Article II

- Sec. 1 N.Y. Religious Corporations Law, Sec. 5
- Sec. 1 Episcopal Church in the U.S.A., Canon 13
- Sec. 2 N.Y. Religious Corporations Law, Sec. 43, 45
- Sec. 2 Episcopal Church in the U.S.A., Canon 13
- Sec. 3 N.Y. Religious Corporations Law, Sec. 42
- Sec. 5 N.Y. Religious Corporations Law, Sec. 42
- Sec. 6 N.Y. Religious Corporations Law, Sec. 42
- Sec. 6 Episcopal Church in the U.S.A., Canon 13
- Sec. 7 N.Y. Religious Corporations Law, Sec. 42
- Sec. 10 N.Y. Religious Corporations Law, Sec. 12, 42
- Sec. 10 N.Y. General Corporations Law, Sec. 50-52
- Sec. 10 Episcopal Church in the U.S.A., Canons 6, 25
- Sec. 11 N.Y. Religious Corporations Law, Sec. 5-a

Article III

- Sec. 4 Episcopal Church in the U.S.A., Canon 6
- Sec. 5b Episcopal Church in the U.S.A., Canon 6
- Sec. 8f Episcopal Church in the U.S.A., Canon 6
- Sec. 9g Episcopal Church in the U.S.A., Canon 6

Article XI

- Sec. 1 N.Y. Religious Corporations Law, Sec. 41