

**BYLAWS
OF
THE RT. REV'D DAVID E. & HELEN R. RICHARDS COLLEGE FOR BISHOPS**

**ARTICLE I
NAME**

1.1. Name. The name of the College is The Rt. Rev'd David E. & Helen R. Richards College for Bishops (hereinafter the "College").

**ARTICLE II
REGISTERED OFFICE AND AGENT**

2.1. Offices; Agent; Changes. The Corporation shall have and maintain a registered office and a registered agent. The location of this office and the designation of a registered agent shall be determined by the Board of Directors, which also may establish such other offices and agents as may be deemed necessary.

**ARTICLE III
PURPOSES AND POWERS**

3.1. Purposes and Powers. The affairs and activities of the College shall be carried out at all times for the purposes and in accordance with the terms set forth in its Articles of Incorporation and these Bylaws, and in conformity with all applicable provisions of the Internal Revenue Code of 1986, as amended, (the "Code") affecting nonprofit organizations qualified for tax-exempt status as described in section 501(c)(3) of the Code.

3.2. Without limiting the generality of the foregoing, the College shall be operated for charitable and religious purposes of The Episcopal Church (sometimes referred to herein as the "Church" or "DFMS"), including, but not limited to, providing for the formation and the continuing education of bishops of the Church and other educational support for bishops and their families from the time of election of a bishop through the bishop's ministry until retirement. The College will also provide other support to strengthen bishops of the Church in their personal lives, as diocesan leaders in God's mission and in their vocation to God as a community of bishops in service to The Episcopal Church. To the extent these programs and support are consistent with that of other Provinces of the Anglican Communion, they will be offered to bishops in those Provinces.

The College shall be and is a nonprofit corporation under the laws of the District of Columbia.

**ARTICLE IV
BOARD OF DIRECTORS**

4.1. Powers and Duties. The affairs and property of the College shall be managed, controlled, and directed by a Board of Directors (sometime referred to herein

as “Board”). The Board shall have, and may exercise, any and all powers provided in the Articles of Incorporation or the District of Columbia Nonprofit Corporation Act of 2010, or successor act thereto, which are necessary or convenient to carry out the purposes of the College. The duties of the Board in managing the College shall include, but not be limited to, the following:

- (a) To establish the mission, purposes, goals, and program priorities to be implemented by the College’s Board and staff, through a strategic planning process;
- (b) To ensure that appropriate governance and operational policies have been developed, adopted, and implemented by the College to carry out its mission;
- (c) To determine and set overall policy;
- (d) To advocate the mission, values, accomplishments, and goals of the College to The Episcopal Church and to the public at large;
- (e) To determine, monitor, and strengthen programs that are responsive to the needs of the Church and are central to the College’s mission;
- (f) To establish fiscal policy, including budget authorization and oversight;
- (g) To develop adequate resources to ensure financial stability for the College’s activities;
- (h) To establish, develop, and maintain an effective and responsive corporate and governance structure for the College; and
- (i) To select, retain, support, evaluate the performance of, and discharge the Executive Director, if any, of the College.

4.2. Qualifications. The Board shall at all times include the Presiding Bishop. The Board may authorize the inclusion of one bishop in good standing from another Province of the Anglican Communion that shares a similar approach to the ministry of bishops. The remaining bishops shall have been previously elected bishop by dioceses within The Episcopal Church and be entitled to vote in The Episcopal Church’s House of Bishops. One of those bishops shall also be serving as a member of the Pastoral Development Committee of the House of Bishops. Priests or deacons elected to membership on the Board must be currently in good standing and engaged in active ministry in The Episcopal Church. Lay members of the Board must be an active communicant in good standing of a congregation within The Episcopal Church.

4.3. Number. There shall be a total of 20 directors, 12 of whom shall be bishops, including the Presiding Bishop, and 8 non-bishop clergy or members of the laity. If an Executive Director of the College is appointed by the Board, the Executive Director shall serve ex-officio, with voice but without vote, and shall not be counted toward the number of directors permitted under this section or for purposes of determining a quorum. The Executive Director shall serve at the pleasure of the Board. The Presiding Bishop may appoint a liaison to serve as the Presiding Bishop’s liaison to the Board. The liaison shall serve, ex-officio, with voice but without vote, and shall not be counted toward the number of directors under this section or for the purposes of determining a quorum. The liaison shall serve at the pleasure of the Presiding Bishop.

4.4. Nomination. The Presiding Bishop shall automatically become a member of the Board upon election to the office of Presiding Bishop in accordance with the

Constitution and Canons of the Church and shall require no further nomination for membership of the Board. Members of the Board shall nominate qualified persons to be considered for election to all other positions on the Board of Directors. Board members may make nominations at or prior to any Annual Meeting of the Board at which an election of directors is to be held. Members of the Board may, but are not required to, seek suggestions for nominees from sources outside the Board. In any event, when making nominations, the Board shall keep in mind the need for the Board to have a diverse set of voices from across the Church.

4.5. Term of Office. The term of office for the Presiding Bishop in his or her role as a member of the Board shall be identical with his or her term as Presiding Bishop. The other directors shall each be elected for an initial term of three years. A director cannot serve more than two consecutive terms unless he or she first takes a hiatus from service as a director for at least one year. The terms of the initial set of directors elected pursuant to these Bylaws shall be elected for staggered terms with seven (7) directors to serve a term of one (1) year, seven (7) directors to serve a term of two (2) years, and six (6) directors to serve a term of three (3) years. Thereafter all elections will be for three-year terms. The determination of which directors shall serve in which initial group shall be determined by resolution passed by the Board that adopts these Bylaws.

Elections shall be held at the Annual Meeting. Three-year terms shall begin effective the first day of the Annual Meeting and will end upon the election of the director's successor during the third Annual Meeting following the individual's election, unless the individual director shall sooner resign or be removed or otherwise become disqualified to serve.

4.6. Resignation and Removal. Any director may resign at any time by giving written notice of his or her resignation to the Board. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice. Any director who is absent from three (3) meetings of the Board within any three (3) year term without good cause acceptable to the Board shall be deemed to have resigned effective at the close of the third such meeting. The Board may remove any director whenever in its judgment the best interests of the College will be served thereby. The removal of any director shall be by an affirmative vote of the majority of the entire Board. Such removal shall be without prejudice to the contract rights, if any, of the person so removed, but election of a director shall not of itself create contract rights.

4.7. Vacancies. Any vacancy occurring in the Board may be filled by an affirmative vote of a majority of the entire Board. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board for a term of office continuing only until the next election of directors.

4.8. Regular Meetings. An Annual Meeting of the Board shall be held, without other notice than these Bylaws on the first Wednesday in April of each year, at a conference room at the Atlanta Airport, beginning at 9:00 a.m. Eastern time. For any

Board meeting which is held in-person, it is the expectation of the College that all directors will make a good faith effort to attend the meeting in-person.

4.9. Special Meetings. Special meetings of the Board may be called by or at the request of the President or any three (3) other directors. The person or persons authorized to call special meetings of the Board may reasonably designate the meeting's location.

4.10. Notice of Special Meetings. Five (5) days' notice of any special meeting of the Board shall be given; except that, in the event of an emergency as determined by the Executive Committee, the notice period may be waived. If mailed, the notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope, with postage thereon prepaid, addressed to the director at his or her address as shown by the records of the College. If notice is given by facsimile or electronic mail, the notice will be deemed to be delivered upon an effective transmission of the facsimile or electronic mail to the director at his or her facsimile number or electronic mail address as shown by the records of the College. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board need be specified in the notice of the meeting.

4.11. Waiver of Notice. A director may waive any notice requirement by signing a written waiver of the notice and delivering it to the Secretary of the College for filing with the minutes or the corporate records. Attendance of a director at any meeting shall constitute a waiver of notice of the meeting except when a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and does not thereafter vote for or assent to action taken at the meeting.

4.12. Manner of Voting. A majority of the votes of the directors who are present in person at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Board, unless the vote of a larger number is required by law, by the Articles of Incorporation, or by these Bylaws. Directors may not vote by proxy.

4.13. Quorum. A majority of the entire Board shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the directors are present, a majority of those present may adjourn the meeting to another time.

4.14. Informal Action. Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting, if consents in writing, setting forth the action so taken, are signed by all of the directors and the written consents are included in the minutes of the proceedings of the Board or filed with the corporate records. The consents shall have the same effect as a unanimous vote of the Board for all purposes. Written consents and signatures may be in electronic form to the extent permitted by applicable law.

4.15. Use of Electronic Meeting and Notice Resources. Any meeting provided for in these Bylaws may be conducted electronically, either in lieu of or as an extension of an in-person meeting, to the extent permitted by applicable law. For purposes of this section, electronic meetings include conference calls and any other electronic medium in which directors may both send and receive contemporaneous interactive communications, to the extent permitted by law. Participating in a meeting by such means constitutes presence in person at the meeting.

4.16. Compensation. Directors may not be compensated for their services as directors of the College but may be reimbursed for their reasonable out-of-pocket expenses incurred in attending Board meetings or otherwise in connection with the performance of their duties as directors. Directors may be compensated for their personal and professional services rendered to or on behalf of the College if approved in advance by the Board and subject to compliance with the College's conflicts of interest policy.

4.17. Procedure. The proceedings and business of the Board shall be conducted in accordance with the rules of order established by the Board from time to time, unless the conduct of a matter is otherwise governed by the provisions of applicable law, the Articles of Incorporation, or these Bylaws.

4.18. Reports to the House of Bishops. The Board shall provide, at least annually, a report to the House of Bishops regarding the activities of the College and shall provide such other reports to the House of Bishops as may reasonably be requested.

ARTICLE V **OFFICERS**

5.1. Officers. The officers of the College shall consist of a President, a Vice-President, a Secretary, and a Treasurer. The Presiding Bishop shall automatically become President of the College for Bishops upon election to the office of Presiding Bishop in accordance with the Constitution and Canons of the Church. At the end of that person's term as Presiding Bishop, that person shall be replaced as President of the College for Bishops by the new Presiding Bishop.

All other officers shall be elected from among the members of the Board. The Board may also retain an Executive Director, who shall serve on the Board ex-officio without vote. The Board may also appoint such other officers as, in its judgment, are necessary to conduct the affairs of the College. Any two or more offices may be held by the same person except the offices of President and Treasurer; but no officer shall execute, acknowledge, or verify any instrument in more than one capacity which is required by law or by these Bylaws to be executed, acknowledged, or verified by two or more officers.

5.2. Duties of President. The President shall be the chief elected officer of the College. He or she shall preside at all meetings of the Board and the Executive Committee. The President will determine the regular agenda of all meetings of the

Executive Committee and of the Board of Directors. The President shall present a report at the Annual Meeting, appoint the chairs and members of committees (except the Executive Committee) as authorized by the Board, and perform such other duties as are inherent in the office of President or as authorized by the Board of Directors. In the absence of a duly appointed Executive Director, the President shall also perform or designate a member of the Board to perform each of the duties hereinafter assigned to an Executive Director.

5.3. Duties of Vice-President. The Vice-President shall act in place of the President in the event of the absence of the President and shall exercise such other duties as may be delegated to the office by the Board.

5.4. Duties of Secretary. The Secretary shall:

(a) certify and keep at the principal office of the College the original or a copy of the Articles of Incorporation and these Bylaws, as amended, to date;

(b) keep, or cause to be kept, at the principal office of the College or at such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors, and any committees having any of the authority of the Board of Directors, recording therein the time and place of holding, whether annual, regular, or special, how notice of the meeting was given, the names of those present at the meetings, and the proceedings thereof;

(c) be custodian of the records of the College and see that all documents of the College, the execution of which on behalf of the College is authorized by law or by these Bylaws, are properly and duly executed;

(d) exhibit at all reasonable times to a director, or proper designee, upon request, the Bylaws, and the minutes of the proceedings of Board of Directors and the committees of the Corporation; and

(e) perform any and all other duties incident to the office of Secretary and other duties as may be prescribed by law, the Articles of Incorporation, these Bylaws, or the Board of Directors.

5.5 Duties of Treasurer. The Treasurer shall:

(a) keep, or cause to be kept, adequate and correct accounts of all the properties and financial transactions of the College;

(b) deposit, or cause to be deposited, all monies and other valuables in the name of and to the credit of the College, with such depositories as may be designated by the Board;

(c) cause all funds of the College to be disbursed as ordered by the Board;

(d) render to the Board, upon request, an accounting of all financial transactions of the College and a statement of the financial condition of the College, and, after consultation with the College, cause an annual audit of the College's financial affairs to be conducted;

(e) implement any recommendations of the auditor with respect to the management of the business affairs of the College; and

(f) perform any and all other duties incident to the office of Treasurer and other duties as may be prescribed by law, the Articles of Incorporation, these Bylaws, or the Board.

5.6. Duties of Executive Director. The Executive Director, if one is appointed by the Board, shall have the necessary authority and responsibility to operate the College in all of its activities subject to the policies and directions of the Board, or any of its committees. The Executive Director shall act as the duly authorized representative of the College in all matters in which the Board has not formally designated some other person to so act. The Executive Director shall report periodically to the Board. The Executive Director is responsible for the application and implementation of established policies in the operation of the College. The Executive Director shall be an ex-officio member of the Board of Directors without a vote. The Executive Director shall keep or cause to be kept appropriate records and prepare or cause to be prepared all necessary reports, returns, filings, an operating budget, and financial statements.

5.7. Election of Officers. Except for the President, all of the elected officers of the College shall be elected by the Board at its Annual Meeting. The President is elected by the act of General Convention when it elects the Presiding Bishop pursuant to the Constitution and Canons of the Church and will occupy that position so long as he or she occupies the position of Presiding Bishop. Each other officer shall hold his or her office until the next Annual Meeting and until his or her successor shall be elected and qualified, unless he or she shall sooner resign or be removed or otherwise become disqualified to serve. Elections of all officers shall be by an affirmative vote of the majority of the entire Board. Except for the Presiding Bishop, no person may serve in the same office for more than four (4) consecutive one-year terms unless he or she first takes a hiatus from service in that office for at least one year.

5.8. Resignation and Removal. Any officer may resign at any time by giving written notice of his or her resignation to the Board of Directors of the College. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice. The Board of Directors may remove any officer whenever in its judgment the best interests of the College will be served thereby. The removal of any officer shall be by an affirmative vote of the majority of the entire Board of Directors and shall take effect at the time of the conclusion of the vote to remove. Such removal shall be without prejudice to the contract rights, if any, of the persons so removed, but election or appointment of an officer or agent shall not of itself create contract rights. Vacancies among the officers shall be filled by the Board of Directors.

ARTICLE VI **COMMITTEES**

6.1. Committees. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate one or more committees in addition to

those specified below. Each committee shall consist of no fewer than three (3) directors, unless otherwise specified herein. The President shall appoint the Chair and the members of all committees, unless otherwise specified herein. The President, or the Vice-President upon designation by the President, shall serve as an *ex officio* member of all committees. The President may also, from time to time, appoint one or more individuals not a Board member to serve on a committee at the pleasure of the Board as a Consulting Member for the committee to which the individual is appointed. Consulting Members may not comprise a majority of any committee and may not have voting power on any committee permitted to act on behalf of the Board of Directors without further action. The provisions of these By-Laws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, shall apply to committees and their members as well.

Each committee shall exercise the authority of the Board of Directors to the extent authorized by the Board of Directors.

There shall be, at a minimum, an Executive Committee, a Curriculum Committee, a Continuing Education Committee, and an Audit Committee.

6.2. Executive Committee. The Executive Committee shall be comprised of the President, the Vice-President, the Secretary, the Treasurer, and one (1) member of the Board elected at large each year by the Board of Directors. When the Board of Directors is not in session, the Executive Committee shall possess and exercise all powers of the Board in the management of the business and affairs of the College that lawfully may be exercised by the Executive Committee.

The Committee shall also be responsible for identifying and recruiting qualified individuals to serve on the Board of Directors, and for identifying and developing current directors to serve in leadership roles on the Board. The Committee shall consider the values and goals of the Corporation regarding diversity in its deliberations.

The Committee shall also undertake the following responsibilities:

- (a) Orientation for new members of the Board; Ongoing Board development, leadership development, and self-assessment;
- (b) Regular review of the Corporation's Bylaws to ensure compliance with law and suitability for the needs of the Corporation, and preparation of proposed amendments to the Bylaws and Articles of Incorporation when necessary and appropriate;
- (c) Monitoring of compliance by the Board of Directors with applicable law and best practices for nonprofit organizations;
- (d) Making recommendations to the Board regarding the removal of directors; and,
- (e) Monitoring compliance by directors with the Corporation's conflict of interest policy, reviewing disclosure statements submitted by directors, and reporting any conflicts of interest to the full Board of Directors for further action in accordance with the policy.

6.3. Curriculum Committee. The Curriculum Committee shall be comprised of no fewer than three (3) directors appointed by the President. The President shall also appoint, with approval of the Board, individuals who are not members of the Board who are non-bishop clergy and laity experienced with curriculum development and or the subject of the curriculum. The Committee shall be responsible for the development and up-dating of the content of materials presented through programs of the College.

6.4. Continuing Education Committee. The Continuing Education Committee shall be comprised of no fewer than three (3) directors appointed by the President. The President shall also appoint, with approval of the Board, individuals who are not members of the Board who are non-bishop clergy and laity experienced with the development and presentation of continuing education programs or who are experienced with the subject matter being presented as part of the continuing education efforts of the House of Bishops. The Committee shall be responsible for working with the House of Bishops in the development and presentation of material for the House of Bishops which course offerings of the College qualify as continuing education according to Title III Canon 12 Section 2 and as supplemented by subjects recommended by the Curriculum Committee or by the House of Bishops.

6.5. Audit Committee. The Audit Committee shall be comprised of no fewer than three (3) directors appointed by the President. The Treasurer shall serve as the Chair of the Committee. The Audit Committee shall be responsible for oversight of the audit of the College.

The Audit Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any public accountant or public accounting firm retained by the College for the purpose of preparing or issuing an audit report or related work, and each such public accountant or public accounting firm shall report directly to the Committee. The Committee shall establish procedures for: (a) the receipt, retention, and treatment of complaints received by the College regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the College of concerns regarding questionable accounting, auditing or other financial matters.

6.6. Advisory Councils. The Board of Directors may establish one or more Advisory Councils to provide counsel and information as requested regarding matters before the Board and the effectuation of the mission of the College. The members of an Advisory Council shall be appointed by the President, need not be a member of the Board of Directors and shall serve at the pleasure of the Board, unless otherwise provided by resolution of the Board. The Board shall set a scope of work for each Advisory Council that is established. The President may appoint a Chair of an Advisory Council or the President may serve in that capacity.

ARTICLE VII
CONTRACTS, CHECKS, AND DEPOSITS

7.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the College, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the College. Such authority may be general or confined to specific instances.

7.2. Checks, Drafts, and Notes. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the College shall be signed by the officer or officers, agent or agents of the College and in the manner determined by resolution of the Board of Directors. In the absence of a determination by the Board of Directors, those instruments shall be signed by any two of the President, the Vice-President and the Treasurer unless an Executive Director has been appointed, in which case the Executive Director may sign in lieu of the President or the Vice-President. All notes or other evidences of indebtedness in excess of \$10,000.00 and all checks, drafts, and orders for the payment of money shall be executed by two officers.

7.3. Deposits. All funds of the College shall be deposited from time to time to the credit of the College in those banks, trust companies, or other depositories selected by the Board of Directors.

ARTICLE VIII **FISCAL YEAR**

8.1 Fiscal Year. The College's fiscal year shall be the calendar year, unless otherwise determined by resolution of the Board of Directors.

ARTICLE IX **BOOKS AND RECORDS; ELECTRONIC COMMUNICATIONS**

9.1. Books and Records. The College shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of directors, and all committees. They shall keep at the principal office of the College a record of the names and addresses of the Directors. All books and records of the College may be inspected by any director at any reasonable time.

9.2. Electronic Communications. Any act which must be taken in writing under these By-Laws, or which requires the signature of an individual, may in the alternative be taken in an electronic communication and with an electronic signature to the extent permitted by applicable law.

ARTICLE X **INDEMNIFICATION**

10.1. Indemnification. Absence malfeasance or crimes of moral turpitude, the College shall indemnify directors, officers, employees, or other agents of the College to the maximum extent permitted by applicable law. Such indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled under these By-Laws, any agreement, vote of the Board, or otherwise.

ARTICLE XI
CONFLICTS OF INTEREST

11.1. Loans. No loans shall be made by the College to its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the College for the amount of such loan plus interest at the prime rate set from time to time by the Bank of America and costs of collection until the repayment thereof.

11.2. Conflicts of Interest Policy. The College shall adopt and abide by a conflicts of interest policy to protect the College's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director, officer or other disqualified person as defined by section 4958 of the Internal Revenue Code. The conflicts of interest policy is intended to supplement, but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and tax-exempt organizations.

ARTICLE XII
AMENDMENTS

12.1. Adoption of Amendments. The power to alter, amend, or repeal the Bylaws of the College, or to adopt new bylaws, is vested in the Board of Directors. Notice of any proposed amendment shall be provided to all members of the Board of Directors at least ten (10) calendar days in advance of any vote on the proposed amendment. The affirmative vote of a majority of the entire Board of Directors shall be sufficient to effectuate such action.

12.2. Record of Amendments. Whenever an amendment or new Bylaw is adopted, a copy shall be appended to or noted at the appropriate place in the original Bylaws. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be appended to or noted at the appropriate place in the original Bylaws. Alternatively, the College may restate the bylaws in their entirety as amended.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of The Rt. Rev'd David E. & Helen R. Richards College for Bishops. The foregoing Bylaws constitute the Bylaws of the College as duly adopted and approved on April 18, 2018, by the Board of Directors of the College.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Secretary this 18th day of April 2018.

The Rt. Rev. Larry R. Benefield,
Secretary
Board of Directors, The College for Bishops