ARTICLE I

NAME

Section 1. The name of this corporation is “The Protestant Episcopal Diocese of Kentucky, Inc.”. It shall be known as and transact business under this name. It is referred to hereinafter as the “corporation”.

Section 2. The corporation is the successor to “The Bishop of Kentucky”, a corporation sole incorporated under Act of the General Assembly approved on March 6, 1888. The corporation has had continuous existence since that date under its previous names of “The Bishop of Kentucky”, “Trustees of the Episcopalian Diocese of Kentucky”, “Trustees of the Protestant Episcopal Diocese of Kentucky”, and “Trustees and Council of the Protestant Episcopal Diocese of Kentucky” The name of this corporation was amended in 2011 to its present name.

ARTICLE II

DURATION

The corporation shall have perpetual duration.

ARTICLE III

PRINCIPAL OFFICE AND REGISTERED OFFICE

The mailing address of the corporation’s principal office is 425 South Second Street, Suite 200, Louisville, Kentucky 40202.

The registered office of the corporation is located at 425 South Second Street, Suite 200, Louisville, Kentucky 40202, and the name of the registered agent of the corporation at that address is The Right Reverend Terry Allen White.

ARTICLE IV

PURPOSES AND POWERS

Section 1. This corporation is a constituent part of the Protestant Episcopal Church in the United States of America and as such the corporation adheres to the doctrine, discipline and worship of the Protestant Episcopal Church in the United States of America and is a component of the one holy Catholic and Apostolic Church of Christ. This corporation acknowledges the authority of the Protestant Episcopal Church of the United States of America over all of its property, real, personal and mixed. The corporation shall conduct its affairs in conformity with and obedience to the doctrine, discipline and worship provided by the Constitution and Canons of the Protestant Episcopal Church in the United States of America as such Constitution and such Canons may be amended from time to time. The
corporation and the Council (hereinafter defined) shall have the powers and authority provided by the Canons of the Diocese of Kentucky (including without limitation the Canons relating to business methods in church affairs) as adopted by the Convention of the Diocese, as such Canons may be amended from time to time.

Section 2. The corporation is organized and shall at all times be operated not for profit but exclusively for the benefit of and to carry out the purposes of the Episcopal Diocese of Kentucky, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). No part of the corporation’s income or property shall inure to the private benefit of any donor, director or individual having a personal or private interest in the activities of the corporation. The corporation shall not directly or indirectly participate in or intervene in any political campaign on behalf of any candidate for public office. No substantial part of the corporation’s activities shall be carrying on propaganda or otherwise attempting to influence legislation (except as permitted by Section 501(h) of the Code). The corporation shall be authorized to pay reasonable compensation for services rendered, to make reimbursement for reasonable and appropriate expenses, and make distributions in furtherance of its exempt purposes described herein.

Section 3. Subject to the foregoing, this corporation shall have as supplemental powers the powers of a non-stock, non-profit religious corporation under the provisions of Chapter 273 of the Kentucky Revised Statutes. Without limitation, it shall have the power to sue and be sued and to contract and be contracted with. It shall have the power to hold all property heretofore conveyed, bequeathed or devised to Thomas Underwood Dudley as Bishop or to this corporation under its former names and to receive, hold and acquire by purchase, gift, bequest or otherwise, any property, real, personal, or mixed, in trust for the use and benefit of any parish or mission of said Church, or for any charitable or educational purpose or institution organized or to be organized by said Church, or under its supervision and direction. The corporation shall have the power to sell and convey, and to mortgage or pledge any of said property and to use or reinvest the proceeds, or any part thereof, arising therefrom for any purpose aforesaid. It may have and use a corporate seal and renew, alter and change the same at pleasure.

Section 4. Any provision of this Charter or the corporation’s by laws to the contrary notwithstanding, the corporation shall not have any purpose or object, nor have or exercise any power, or engage in any activity which in any way contravenes or is in conflict with the provisions of Sections 1 and 2 of this Article IV.

ARTICLE V
MANAGEMENT

Section 1. The business of the corporation, and the temporal affairs of the Episcopal Diocese of Kentucky, shall be managed by a board which is known as Trustees and Council (hereinafter referred to as the “Council”). The Council shall be, subject to the authority of the Convention, the Canons of the Diocese and this Charter, the governing and policy making board of the Diocese of Kentucky. It shall carry out the policies of the Protestant Episcopal Diocese of Kentucky as established by the Convention of the Diocese. The Council shall make and preserve a full record of all its acts and shall have the right to adopt by laws,
rules and regulations for its government and the government of its various officers, agents, departments, commissions and committees.

Section 2. The Council shall be composed of the Bishop Diocesan, the Bishop Coadjutor if there is one, the Bishop Suffragan if there is one, the Secretary of the Diocese, the Treasurer of the Diocese, the Chancellor of the Diocese, and not less than 12 nor more than 17 additional Trustees. All of the Trustees, including the foregoing, shall be elected in the manner set forth in the Canons of the Diocese of Kentucky as adopted by the Convention of the Diocese, as such Canons may be amended from time to time.

Section 3. The Bishop shall be President of the Council. The Council may elect such other officers and appoint such other agents as it may deem proper, and it shall have power to fill any vacancies that occur among the Trustees during the recess of the Convention of the Diocese of Kentucky; provided however, that the Secretary, Treasurer and Chancellor shall be elected in accordance with appropriate provisions of the Canons of the Diocese of Kentucky. A majority of all members of the Council shall constitute a quorum.

Section 4. The Convention shall annually elect successors to the elected members whose terms have expired, but in the event of a failure to elect for any cause, the Trustees in office shall hold over until their successors have been elected and have qualified.

ARTICLE VI

EPISCOPAL CHURCH FOUNDATION OF THE DIOCESE OF KENTUCKY

Section 1. All trust and capital funds heretofore in the custody of the Treasurer of the Diocese, or of any other officer thereof, all other trust, permanent or endowment funds heretofore received by the Diocese of Kentucky (other than the corpus administered by the Board of Trustees of the Bishop Dudley Memorial) by gift, bequest or devise (unless the will or instrument of donation specified otherwise), all further funds that may be designated by the Convention for other than current use, and all donations, bequests, devises and legacies to the Diocese of Kentucky for other than current use shall constitute the corpus of The Episcopal Church Foundation of the Diocese of Kentucky. The assets of the Foundation shall be accounted for separately from the annual budget of the Diocese and from any other current funds which are temporarily held in cash or short-term securities in the custody of the Treasurer or the Treasurer’s agent.

Section 2. The Foundation shall be managed in accordance with the Canons of the Diocese.

Section 3. Notwithstanding any other provisions of this Charter, the Foundation shall be administered in all respects so as to comply with the applicable provisions of the Internal Revenue Code and the laws of the United States and the State of Kentucky respecting the capital and trust funds of religious bodies. In this connection, the income from such funds shall be distributed in each taxable year in such manner as not to subject the Foundation to tax under Section 4942 of the Internal Revenue code. Said Foundation is specifically prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, is prohibited from retaining any excess business holdings as defined
in Section 4943(c), is prohibited from making any investments in such manner as to subject the fund to tax under Section 4944 and is prohibited from making any taxable expenditures as defined in Section 4945(d).

ARTICLE VII
INDEMNIFICATION

The Council may provide for the indemnification of any Trustees or officers, and any former Trustees and officers, of the corporation to the extent provided by state law and the by laws; provided, however, such indemnification shall not be offered to any person with respect to an action which a majority of the impartial members of the Council determines was in conflict with the provisions of Kentucky law setting forth Standards of Conduct for directors or officers of charitable corporations or Articles IV or V of this Charter, and such indemnification shall not limit liability for: (a) any transaction in which a Trustee’s or officer’s personal financial interest is in conflict with the financial interest of the corporation; (b) for acts or omissions not in good faith or which involve intentional misconduct, or are known to the Trustee or officer to be a violation of law; or (c) for any transaction from which the Trustee or officer derives an improper personal benefit.

ARTICLE VIII
AMENDMENTS

This Charter currently sets forth corresponding provisions of prior Charters as amended and supersedes the original Charter of the corporation and all prior amendments thereto. Future amendments to this Charter shall be adopted at an annual meeting of the Convention of the Diocese of Kentucky.