

AMENDED CONSTITUTION AND BY-LAWS

GRACE EPISCOPAL CHURCH,

MADISON, WISCONSIN

(REVISED AND APPROVED: NOVEMBER 8, 2009)

PREAMBLE. ON APRIL 24, 1848, THE MEMBERS OF THE CONGREGATION OF A PROTESTANT EPISCOPAL CHURCH LOCATED IN THE TOWN OF MADISON, DANE COUNTY, WISCONSIN, ADOPTED A CONSTITUTION FOR THE GOVERNANCE OF THE CHURCH. THE CONGREGATION INCORPORATED ITSELF PURSUANT TO CHAPTER 47 OF THE WISCONSIN STATUTES OF 1849, UNDER THE NAME AND STYLE OF THE "RECTOR, WARDENS, AND VESTRY OF GRACE CHURCH, MADISON, WISCONSIN," BY VIRTUE OF A CERTIFICATE ATTACHED TO THE CONSTITUTION WHICH WAS EXECUTED BY CERTAIN DULY AUTHORIZED MEMBERS OF THE CONGREGATION WHICH CERTIFICATE AND CONSTITUTION WERE RECORDED IN THE DANE COUNTY REGISTRY, ON APRIL 10, 1849, IN VOLUME 9 OF DEEDS AT PAGE 189. A CERTIFICATE DATED AS OF MARCH 21, 1926, WAS EXECUTED BY CERTAIN DULY AUTHORIZED MEMBERS OF THE CORPORATION AND WAS RECORDED ON APRIL 22, 1926, IN THE DANE COUNTY REGISTRY IN VOLUME 73 OF MISCELLANEOUS AT PAGE 209 FOR THE PURPOSE OF REORGANIZING THE CORPORATION UNDER CHAPTER 187 OF THE WISCONSIN STATUTES OF 1925.

ON JUNE 20, 1982, AT A SPECIAL MEETING OF THE MEMBERS OF THE CORPORATION WHICH WAS DULY NOTICED AND HELD PURSUANT TO THE REQUIREMENTS OF CHAPTER 187 OF THE WISCONSIN STATUTES OF 1981, THE CONSTITUTION OF THE CORPORATION, DATED APRIL 24, 1848, WAS REPEALED AND A CONSTITUTION AND BY-LAWS WERE ADOPTED FOR THE GOVERNANCE OF THE AFFAIRS OF THE CORPORATION.

IN FULL COMPLIANCE WITH THE CONSTITUTION AND BY-LAWS PREVIOUSLY ADOPTED BY THE MEMBERS OF THE PARISH, THE FOLLOWING CONSTITUTION AND BY-LAWS ARE ADOPTED AS THE FULL AND COMPLETE CONSTITUTION AND BY-LAWS OF GRACE CHURCH, MADISON, WI BY ITS MEMBERS DULY CONVENED AT THE NOVEMBER 8 2009 ANNUAL MEETING OF THE PARISH.

ARTICLE 1: NAME

- 1.1 THE NAME OF THIS CORPORATION SHALL BE "GRACE EPISCOPAL CHURCH OF MADISON," AND IS LOCATED IN MADISON, WISCONSIN.
- 1.2 THE TERMS "PARISH," "CONGREGATION," "CORPORATION," AND "GRACE CHURCH" AS USED HEREIN, SHALL MEAN GRACE EPISCOPAL CHURCH OF MADISON AND ITS MEMBERS AS DEFINED HEREIN.

ARTICLE 2: AFFILIATION, MEMBERSHIP AND AUTHORITY

- 2.1 GRACE CHURCH IS A MEMBER CONGREGATION OF THE PROTESTANT EPISCOPAL CHURCH IN THE UNITED STATES OF AMERICA, HEREINAFTER KNOWN AS THE EPISCOPAL CHURCH; AND OF THE EPISCOPAL DIOCESE OF MILWAUKEE, HEREINAFTER KNOWN AS THE DIOCESE.
- 2.2 THE MISSION, GOVERNANCE, PROPERTY, AND FINANCES OF THE PARISH ARE SUBJECT TO:
 - A) THE CONSTITUTION AND CANONS OF THE EPISCOPAL CHURCH, AS THEY MAY HEREAFTER BE AMENDED FROM TIME TO TIME;
 - B) THE GENERAL CONVENTION OF THE EPISCOPAL CHURCH;

C) THE CONSTITUTION AND CANONS OF THE DIOCESE, AS THEY MAY
HEREAFTER BE AMENDED FROM TIME TO TIME; AND

D) THE BISHOP, AS DEFINED IN SECTION 2.5 BELOW, TO THE EXTENT
PROVIDED IN THE CONSTITUTION AND CANONS OF THE EPISCOPAL
CHURCH AND THE DIOCESE OF MILWAUKEE.

- 2.3 HEREINAFTER, UNLESS OTHERWISE SPECIFIED, THE TERM CANONS OF THE CHURCH SHALL REFER TO THE CONSTITUTION AND CANONS OF THE EPISCOPAL CHURCH AND THE CONSTITUTION AND CANONS OF THE DIOCESE OF MILWAUKEE.
- 2.4 IN THE EVENT OF ANY CONFLICT OR INCONSISTENCY BETWEEN THE ORGANIZATIONAL DOCUMENTS OF GRACE CHURCH, INCLUDING THIS CONSTITUTION AND BY-LAWS, AND THE CANONS OF THE CHURCH, THE CANONS OF THE CHURCH SHALL PREVAIL AND GOVERN.
- 2.5 HEREIN, UNLESS OTHERWISE SPECIFIED, THE TERM BISHOP SHALL REFER TO THE DIOCESAN BISHOP OF THE EPISCOPAL DIOCESE OF MILWAUKEE, OR, IN THE ABSENCE OF THE BISHOP, THE STANDING COMMITTEE OF THE DIOCESE ASSUMING THE PREROGATIVES OF A BISHOP OF THE DIOCESE TO THE EXTENT ALLOWED BY THE CANONS OF THE CHURCH.
- 2.6 THE PROVISIONS OF THIS ARTICLE SHALL NOT BE AMENDED OR DELETED WITHOUT THE WRITTEN CONSENT OF THE BISHOP.

ARTICLE 3: MISSION OF GRACE CHURCH

- 3.1 THE MISSION OF GRACE CHURCH SHALL INCLUDE THE MISSION OF THE EPISCOPAL CHURCH AND ANY OTHER MISSION STATEMENT ADOPTED BY THE RECTOR, WARDENS AND VESTRY OF GRACE CHURCH. THE MISSION OF GRACE CHURCH SHALL BE INCORPORATED INTO A WRITTEN MISSION STATEMENT, COPIES OF WHICH SHALL BE PROVIDED BY THE RECTOR, WARDENS AND VESTRY TO THE BISHOP AND TO THE MEMBERS OF GRACE CHURCH.
- 3.2 ANY CHANGE IN THE MISSION STATEMENT SHALL BE REPORTED BY THE RECTOR, WARDENS AND VESTRY TO THE BISHOP AND TO THE MEMBERS OF GRACE CHURCH BEFORE OR AT THE NEXT ANNUAL MEETING.

ARTICLE 4: MEMBERSHIP AND VOTING

- 4.1 A MEMBER OF GRACE CHURCH IS A PERSON WHO IS QUALIFIED UNDER THE CANONS TO BE DETERMINED TO BE A COMMUNICANT IN GOOD STANDING. ANNUALLY BY MARCH 31 THE RECTOR SHALL COMPLETE A LIST OF GRACE CHURCH COMMUNICANTS IN GOOD STANDING AS OF DECEMBER 31 IN THE PREVIOUS CALENDAR YEAR. TO QUALIFY AS A GRACE CHURCH COMMUNICANT IN GOOD STANDING A PERSON MUST BE A COMMUNICANT IN GOOD STANDING AND HAVE CONTRIBUTED REGULARLY TO THE SUPPORT OF THE PARISH. CONTRIBUTING REGULARLY SHALL BE CONSTRUED TO INCLUDE ALL FORMS OF CONTRIBUTION TO THE SUPPORT OF THE PARISH. REGULAR CONTRIBUTIONS CAN BE MADE OF TIME, MONETARY SUPPORT, SERVICE OR PRAYER. THE PARISH DETERMINES THAT NO FORM OR AMOUNT OF CONTRIBUTION HAS GREATER VALUE TO THE PARISH THAN ANOTHER FORM OR AMOUNT OF CONTRIBUTION; INSTEAD, IT IS IMPORTANT ONLY THAT THE CONTRIBUTION BE MADE REGULARLY. THE RECTOR SHALL CAUSE SAID LIST TO BE ANNUALLY FILED IN THE PARISH OFFICE TOGETHER WITH COPIES OF THE ANNUAL PAROCHIAL

REPORT.

- 4.2 MEMBERS OF GRACE CHURCH IN ANY CALENDAR YEAR SHALL BE ALL PERSONS WHO ARE INCLUDED ON THE LIST OF GRACE CHURCH COMMUNICANTS IN GOOD STANDING OF THE PREVIOUS CALENDAR YEAR.**
- 4.3 IN THE RECTOR'S DISCRETION, INDIVIDUALS WHO FOR REASONS OF DISTANCE, HEALTH OR PASTORAL CONSIDERATIONS HAVE BEEN INACTIVE IN GRACE CHURCH AND WHO HAVE NOT CONTRIBUTED REGULARLY DURING SOME OR ALL OF THE PREVIOUS CALENDAR YEAR TO GRACE CHURCH MAY BE INCLUDED IN THE LIST OF GRACE CHURCH COMMUNICANTS IN GOOD STANDING.**
- 4.4 IN THE RECTOR'S DISCRETION, INDIVIDUALS WHO WERE NOT INCLUDED IN THE PAROCHIAL REPORT FOR THE PREVIOUS CALENDAR YEAR BUT WHO HAVE SATISFIED THE PROVISIONS OF SECTION 4.1 FOR A PERIOD OF AT LEAST 90 DAYS DURING A CALENDAR YEAR MAY BE INCLUDED IN THE LIST OF GRACE CHURCH COMMUNICANTS IN GOOD STANDING.**
- 4.5 AN INDIVIDUAL WHO HAS BEEN OMITTED FROM ANY LIST OF GRACE CHURCH COMMUNICANTS IN GOOD STANDING AND WHO WISHES TO BE INCLUDED OR REINSTATED ON SUCH LIST SHALL HAVE THE RECOURSE PROVIDED IN THE CANONS OF THE CHURCH (FOR EXAMPLE, TITLE 1, CANON 17 OF THE GENERAL CONVENTION).**
- 4.6 A MEMBER HOUSEHOLD SHALL BE DEFINED, FOR THE PURPOSES OF THESE BY-LAWS, AS A RESIDENCE IN WHICH ONE OR MORE MEMBERS OF GRACE CHURCH PERMANENTLY RESIDE.**
- 4.7 VOTING MEMBERS OF GRACE CHURCH SHALL BE ALL MEMBERS, AS DEFINED IN SECTIONS 4.2, 4.3 AND 4.4 WHO ARE AT LEAST 16 YEARS OLD ON THE DATE OF ANY VOTE OR ELECTION.**
- 4.9 MEMBERS OF GRACE CHURCH WHO ARE NOT YET 16 YEARS OLD SHALL HAVE VOICE BUT NO VOTE AT ALL PARISH MEETINGS AND ALL VESTRY MEETINGS AND ARE OTHERWISE WELCOMED AND EXPECTED TO PARTICIPATE IN AND SUPPORT THE MISSION OF THE PARISH TO THE EXTENT ALLOWED BY THE CANONS OF THE CHURCH.**
- 4.10 A PERSON SHALL BE REMOVED FROM THE LIST OF GRACE CHURCH COMMUNICANTS IN GOOD STANDING AND THE PRIVILEGES AND RESPONSIBILITIES OF MEMBERSHIP, INCLUDING VOICE AND VOTE AT ANY PARISH OR VESTRY MEETING, IN THE EVENT OF:**
- A) THE MEMBER'S DEATH;**
 - B) ORAL OR WRITTEN REQUEST OR NOTICE FROM A MEMBER PROVIDED TO THE RECTOR, SENIOR WARDEN OR CLERK, DIRECTLY OR INDIRECTLY INDICATING THAT THE MEMBER OR MEMBER HOUSEHOLD NO LONGER WISHES TO BE INCLUDED AS A COMMUNICANT IN GOOD STANDING;**
 - C) A MEMBER INTENTIONALLY NOT PARTICIPATING IN OR SUPPORTING THE MISSION OF GRACE CHURCH FOR A CONTINUOUS PERIOD OF TWELVE MONTHS, UNLESS THE RECTOR MAKES AN EXCEPTION FOR REASONS OF DISTANCE, HEALTH OR PASTORAL CONSIDERATIONS;**
 - D) A DETERMINATION BY THE RECTOR THAT THE MEMBER NO LONGER APPEARS TO RESIDE IN THE EPISCOPAL DIOCESE OF MILWAUKEE AND NO**

LONGER INTENDS TO BE A GRACE CHURCH COMMUNICANT IN GOOD STANDING.

4.11 THE RECTOR, WARDENS, VESTRY MEMBERS AND MEMBERS OF GRACE CHURCH AFFIRM THE FULL PARTICIPATION OF ALL PERSONS IN THE MISSION, MINISTRIES AND PROGRAMS OF GRACE CHURCH WITHOUT REGARD TO RACE, COLOR, GENDER, PHYSICAL OR MENTAL CHALLENGE, SEXUAL ORIENTATION, CLASS OR NATIONAL ORIGIN.

ARTICLE 5: OFFICERS

5.1 THE OFFICERS OF GRACE CHURCH SHALL BE THE RECTOR, SENIOR WARDEN, JUNIOR WARDEN, VESTRY MEMBERS, TREASURER, ASSISTANT TREASURER AND CLERK, AS DEFINED IN THE FOLLOWING SECTIONS OF THIS ARTICLE 5. UNLESS OTHERWISE SPECIFIED THE TERM WARDENS SHALL HEREINAFTER REFER TO THE SENIOR WARDEN AND THE JUNIOR WARDEN.

5.2 THE RECTOR

5.2.1 WHENEVER THE TERM "RECTOR" IS USED IN THESE BY-LAWS, IT SHALL INCLUDE A DULY APPOINTED RECTOR INSTALLED BY THE BISHOP ACCORDING TO THE CANONS OF THE CHURCH, AND A PRIEST-IN-CHARGE AS DEFINED IN THE CANONS OF THE CHURCH.

5.2.2 THE RECTOR, A PRIEST OR BISHOP, SHALL HAVE PRIMARY RESPONSIBILITY FOR THE SPIRITUAL WELFARE OF THE PARISH AND ITS MEMBERS AND SHALL BE DEVOTED TO SERVING, UPHOLDING AND SHARING IN THE MISSION OF THE PARISH.

5.2.3 THE RECTOR SHALL BE RESPONSIBLE FOR THE FULFILLMENT OF ALL DUTIES AND PREROGATIVES OF RECTORS AS SET FORTH IN THE CANONS OF THE CHURCH.

5.2.4 UNLESS OTHERWISE PROVIDED FOR IN THESE BY-LAWS, THE RECTOR SHALL BE AN EX OFFICIO MEMBER OF ALL PARISH COMMITTEES, EXCEPT THAT NO RECTOR SHALL SERVE ON A RECTOR SEARCH COMMITTEE FOR HIS OR HER SUCCESSOR.

5.2.5 A RECTOR SHALL BE A PRIEST IN GOOD STANDING IN THE EPISCOPAL CHURCH.

5.2.6 WHEN, AFTER CONSULTATION WITH THE BISHOP OR DULY APPOINTED MEMBERS OF THE BISHOP'S STAFF, THE VESTRY DETERMINES IT IS NECESSARY AND TIMELY FOR GRACE CHURCH TO CALL AND HIRE A RECTOR, THE VESTRY SHALL BY A TWO-THIRDS MAJORITY ESTABLISH A SEARCH PROCEDURE AND CRITERIA IN CALLING A RECTOR CONSISTENT WITH THE CANONS OF THE CHURCH.

5.2.7 THE SEARCH PROCEDURE SHALL BE REPORTED BY THE SENIOR WARDEN TO THE MEMBERS OF THE PARISH, AS SOON AS THE PROCEDURE IS ADOPTED.

5.2.8 IF CONSENSUS CANNOT BE ACHIEVED, THE VESTRY SHALL ELECT A RECTOR BY A VOTE OF AT LEAST TWO-THIRDS OF ALL ITS CURRENT MEMBERS, SUBJECT TO THE APPROVAL OF THE BISHOP AND THE CONSTITUTION AND CANONS OF THE CHURCH.

5.2.9 THE RESIGNATION OF THE RECTOR SHALL TAKE PLACE UPON REACHING MANDATORY RETIREMENT AGE, AS DIRECTED IN THE CANONS OF THE CHURCH.

ANY OTHER RESIGNATION OF THE RECTOR IS SUBJECT TO THE APPROVAL OF THE BISHOP AND SHALL TAKE PLACE ONLY WHEN SUCH RESIGNATION IS COMMUNICATED BY THE RECTOR IN WRITING TO BOTH THE BISHOP AND SENIOR WARDEN AND SUCH COMMUNICATION INDICATES A DATE ON WHICH THE RESIGNATION IS TO BE CONSIDERED EFFECTIVE.

5.2.10 A RECTOR WHO HAS BEEN ELECTED IN ACCORDANCE WITH THE CANONS OF THE CHURCH AND IS IN CHARGE OF THE PARISH MAY NOT BE REMOVED FROM HIS OR HER OFFICE AS RECTOR EXCEPT BY MUTUAL AGREEMENT OR AS PROVIDED IN THE CANONS OF THE CHURCH.

5.3 THE SENIOR WARDEN

5.3.1 THE SENIOR WARDEN SHALL BE DEVOTED TO SERVING, UPHOLDING AND SHARING IN THE MISSION OF THE PARISH AND SHALL DEMONSTRATE A PARTICULAR COMMITMENT TO THE ADMINISTRATION OF THE PARISH; THE ORDERLY OBSERVANCE OF THESE BY-LAWS; THE OVERSIGHT OF PARISH COMMITTEES; AND THE ONGOING DEVELOPMENT OF LAY LEADERSHIP BY ALL MEMBERS.

5.3.2 UNLESS OTHERWISE PROVIDED IN THESE BY-LAWS, THE SENIOR WARDEN SHALL BE AN EX OFFICIO MEMBER OF ALL PARISH COMMITTEES.

5.3.3 IN THE ABSENCE OF A RECTOR, OR THE RECTOR'S INABILITY TO ACT, THE SENIOR WARDEN SHALL:

- A) PRESIDE AT VESTRY AND PARISH MEETINGS;
- B) PERMIT ONLY SUCH USES OF THE CHURCH BUILDINGS AND PROPERTIES AS ARE IN ACCORD WITH THE PARISH'S MISSION AND THE CANONS OF THE CHURCH;
- C) RECORD AND CERTIFY ALL ENTRIES IN THE PARISH REGISTER REQUIRED BY THE CANONS OF THE CHURCH;
- D) PREPARE AND PRESENT TO THE BISHOP THE ANNUAL PAROCHIAL REPORT;
- E) ARRANGE, UNDER THE ADVICE OF THE BISHOP, FOR CLERGY TO SUPPLY THE MINISTRY AND LEADERSHIP OF WORSHIP AND THE SACRAMENTS.
- F) FULFILL THE RESPONSIBILITIES OF THE RECTOR IN THE ABSENCE OR UNAVAILABILITY OF THE RECTOR AS IDENTIFIED IN SECS. 4.1, 4.3, 4.10 (D) AND IN ACCORDANCE WITH THE CANONS OF THE DIOCESE.

5.3.4 THE SENIOR WARDEN SHALL BE NOMINATED AND ELECTED OR APPOINTED IN ACCORDANCE WITH OTHER PROVISIONS OF THESE BY-LAWS AND:

- A) SHALL HAVE BEEN A MEMBER OF THE PARISH FOR AT LEAST THREE YEARS PRIOR TO NOMINATION;
- B) SHALL BE AT LEAST 18 YEARS OLD.
- C) SHALL HAVE SERVED WITHIN THE LAST FIVE (5) YEARS OR SHALL BE SERVING AS A VESTRY MEMBER OR AS THE JUNIOR WARDEN AT THE TIME OF HIS OR HER NOMINATION; AND

D) SHALL NOT BE A SALARIED CLERGY OR PARISH STAFF MEMBER.

5.3.5 THE SENIOR WARDEN SHALL SERVE FOR A TERM OF ONE YEAR, BEGINNING ON JANUARY 1 IN THE CALENDAR YEAR IMMEDIATELY FOLLOWING HIS OR HER ELECTION AND THROUGH THE FOLLOWING DECEMBER 31, OR UNTIL A SUCCESSOR HAS BEEN ELECTED AND ASSUMED OFFICE. THE SENIOR WARDEN MAY NOT SERVE FOR MORE THAN TWO CONSECUTIVE TERMS WITHOUT AN INTERVENING SENIOR WARDEN BUT MAY HAVE PREVIOUSLY SERVED AS JUNIOR WARDEN.

5.3.6 IF AT ANY TIME THE OFFICE OF SENIOR WARDEN FALLS VACANT, THE JUNIOR WARDEN SHALL SUCCEED AND SERVE AS SENIOR WARDEN THROUGH THE FOLLOWING DECEMBER 31, OR UNTIL A SUCCESSOR HAS BEEN ELECTED AND ASSUMED OFFICE.

5.4 THE JUNIOR WARDEN

5.4.1 THE JUNIOR WARDEN SHALL BE DEVOTED TO SERVING, UPHOLDING AND SHARING IN THE MISSION OF THE PARISH.

5.4.2 THE JUNIOR WARDEN SHALL BE NOMINATED AND ELECTED OR APPOINTED IN ACCORDANCE WITH OTHER PROVISIONS OF THESE BY-LAWS AND SHALL HAVE BEEN A MEMBER OF THE PARISH FOR AT LEAST TWO YEARS PRIOR TO NOMINATION. THE JUNIOR WARDEN SHALL HAVE BEEN A PRIOR VESTRY MEMBER OR SHALL BE SERVING AS A VESTRY MEMBER AT THE TIME OF HIS OR HER NOMINATION AND ELECTION, AND SHALL NOT BE A SALARIED CLERGY OR PARISH STAFF MEMBER.

5.4.3 THE JUNIOR WARDEN SHALL SERVE FOR A TERM OF ONE YEAR, BEGINNING ON JANUARY 1 IN THE CALENDAR YEAR IMMEDIATELY FOLLOWING HIS OR HER ELECTION AND UNTIL A SUCCESSOR HAS BEEN ELECTED AND ASSUMED OFFICE. THE JUNIOR WARDEN MAY NOT SERVE FOR MORE THAN TWO CONSECUTIVE TERMS WITHOUT AN INTERVENING JUNIOR WARDEN.

5.4.4 IF AT ANY TIME THE OFFICE OF JUNIOR WARDEN FALLS VACANT, THE VESTRY SHALL ELECT FROM AMONG ITS OWN MEMBERS A JUNIOR WARDEN TO SERVE THROUGH THE FOLLOWING DECEMBER 31, OR UNTIL A SUCCESSOR HAS BEEN ELECTED AND ASSUMED OFFICE.

5.5 THE VESTRY

5.5.1 THE TERM VESTRY SHALL MEAN THE RECTOR, WARDENS AND VESTRY MEMBERS COLLECTIVELY, INCLUDING FOR THE PURPOSES OF QUORUMS AND VOTING, UNLESS OTHERWISE INDICATED.

5.5.2 THE TERM VESTRY MEMBER OR VESTRY MEMBERS SHALL REFER TO A MEMBER OR MEMBERS ELECTED TO THE VESTRY BUT NOT THE RECTOR OR WARDENS, UNLESS OTHERWISE INDICATED. VESTRY MEMBERS SHALL NOT BE SALARIED CLERGY OR PARISH STAFF MEMBERS.

5.5.3 THE TREASURER, ASSISTANT TREASURER AND CLERK SHALL HAVE VOICE BUT NO VOTE AT ALL VESTRY MEETINGS, UNLESS THE TREASURER, ASSISTANT TREASURER OR CLERK IS ALSO A MEMBER OF THE VESTRY, IN WHICH CASE HE OR SHE SHALL VOTE AS A VESTRY MEMBER.

5.5.4 SUBJECT TO THE BISHOP AND THE CANONS OF THE CHURCH AND TO THE

DOCTRINE, DISCIPLINE AND WORSHIP OF THE CHURCH AS EXPRESSED IN THE BOOK OF COMMON PRAYER, THE VESTRY SHALL:

- A) BE THE LEGISLATIVE AUTHORITY OF THE PARISH BETWEEN PARISH MEETINGS;**
- B) MANAGE AND CONTROL THE PARISH PROPERTY AND ITS MATERIAL AFFAIRS;**
- C) BE THE AGENT AND LEGAL REPRESENTATIVE OF THE PARISH IN ALL MATTERS RESPECTING ITS PROPERTY AND ITS RELATIONS WITH ITS RECTOR;**
- D) PROVIDE LEADERSHIP FOR THE DEVELOPMENT AND IMPLEMENTATION OF STRATEGIC PLANS;**
- E) PROVIDE COUNSEL TO THE RECTOR AND WARDENS;**
- F) PROVIDE PRIMARY LEADERSHIP FOR MAINTAINING ADEQUATE PARISH FINANCES: FOR THE ANNUAL OPERATIONS OF THE PARISH, FOR THE SUPPORT OF THE MISSION OF THE PARISH AND FOR THE MAINTENANCE, REPAIR AND DEVELOPMENT OF THE PARISH PROPERTIES AND BUILDINGS;**
- G) SHALL APPROVE THE ANNUAL PARISH OPERATING BUDGET AFTER PRESENTATION AND DISCUSSION OF A PRELIMINARY PARISH OPERATING BUDGET AT THE ANNUAL PARISH MEETING;**
- H) BE RESPONSIBLE FOR THE PROPER INVESTMENT OF FUNDS; AND**
- I) ASSURE COMPLIANCE WITH ALL FINANCIAL PROCEDURES AND REPORTS ENUMERATED IN THE CANONS OF THE CHURCH.**

5.5.5 THE VESTRY SHALL ESTABLISH THE DESIGNATED STANDING COMMITTEES AND SUCH OTHER STANDING AND AD HOC COMMITTEES AS IT MAY FROM TIME TO TIME DEEM APPROPRIATE IN ORDER TO FULFILL ITS OBLIGATIONS AND TO SUPPORT THE MISSION OF THE PARISH AND ITS ADMINISTRATION. THE STANDING COMMITTEES SHALL INCLUDE THE FOLLOWING: BUILDING AND GROUNDS, COMMUNICATIONS, FINANCE, NOMINATING, AND PERSONNEL. APPOINTMENT AND OPERATING PROCEDURES ARE DETERMINED BY THE STANDING RULES OF THE VESTRY.

5.5.6 IN ACCORD WITH OTHER PROVISIONS OF THESE BY-LAWS AND THE CANONS OF THE CHURCH, THE VESTRY SHALL CALL A RECTOR WHEN A VACANCY OCCURS.

5.5.7 SUBJECT TO ARTICLE 5, SECTION 5.5.8 AND ARTICLE 8 OF THESE BY-LAWS, A TOTAL OF NINE VESTRY MEMBERS SHALL BE NOMINATED AND ELECTED OR APPOINTED TO SERVE THE PARISH; AND EACH SHALL BE A MEMBER OF GRACE CHURCH AND AT LEAST 16 YEARS OLD. THREE VESTRY MEMBERS WILL BE ELECTED EACH YEAR AT THE ANNUAL PARISH MEETING TO SERVE TERMS OF THREE CONSECUTIVE YEARS BEGINNING ON JANUARY 1 IN THE CALENDAR YEAR IMMEDIATELY FOLLOWING HIS OR HER ELECTION, OR UNTIL SUCCESSORS HAVE BEEN ELECTED OR OTHERWISE APPOINTED IN COMPLIANCE WITH OTHER PROVISIONS OF THESE BY-LAWS.

5.5.8 VESTRY MEMBERS MAY SERVE FOR MORE THAN ONE THREE-YEAR TERM PROVIDED THAT AT LEAST ONE YEAR ELAPSES BETWEEN THE CONCLUSION OF ONE TERM AND THE BEGINNING OF ANOTHER. ANY INDIVIDUAL FILLING THE VACATED SEAT OF AN ELECTED VESTRY MEMBER FOR ONLY A PORTION OF A

TERM MAY BE ELECTED AT THE NEXT ANNUAL PARISH MEETING FOR A FULL THREE-YEAR TERM.

5.5.9 IF AT ANY TIME A VACANCY OCCURS AMONG THE VESTRY MEMBERS, THE MEMBER, IF ANY, RECEIVING THE MOST VOTES AFTER THE ELECTED VESTRY MEMBERS AT THE MOST RECENT ANNUAL PARISH MEETING SHALL FILL THE OFFICE THROUGH THE FOLLOWING DECEMBER 31, OR UNTIL A SUCCESSOR HAS BEEN ELECTED AND ASSUMED OFFICE, UNLESS THAT PERSON IS UNWILLING OR UNABLE TO FILL THE OFFICE. IN THAT EVENT, THE VESTRY SHALL ELECT ANOTHER MEMBER OF THE PARISH ELIGIBLE FOR ELECTION UNDER SECTION 5.5.7 OF THESE BY-LAWS TO SERVE THROUGH THE FOLLOWING DECEMBER 31, OR UNTIL A SUCCESSOR HAS BEEN ELECTED AND ASSUMED OFFICE. IF THE UNEXPIRED TERM OF THE VACANT VESTRY MEMBER SEAT EXTENDS BEYOND THE NEXT ANNUAL PARISH MEETING THEN AT THAT ANNUAL PARISH MEETING, THE PARISH SHALL ELECT A VESTRY MEMBER TO FILL THE REMAINING TERM FOR THAT VACANT VESTRY MEMBER SEAT.

5.6 THE TREASURER AND ASSISTANT TREASURER

5.6.1 THE PARISH TREASURER, HEREINAFTER TREASURER, SHALL BE DEVOTED TO SERVING, UPHOLDING AND SHARING IN THE MISSION OF THE PARISH AND SHALL HAVE PARTICULAR COMMITMENTS TO AND RESPONSIBILITIES FOR:

A) STEWARDSHIP OF THE PARISH'S FINANCIAL RESOURCES;

B) ENSURING PROPER SYSTEMS FOR COLLECTING, RECEIVING, DISBURSING AND ACCOUNTING FOR THE FUNDS OF THE PARISH, INCLUDING PREPARATION FOR FINANCIAL REVIEWS OR AUDITS, AND ACCURATE AND TIMELY FILING OF ALL REPORTS REQUIRED BY EXTERNAL AUTHORITIES, IN ACCORD WITH THE CANONS OF THE CHURCH, THE POLICIES OF THE DIOCESE, AND AICPA ACCOUNTING STANDARDS FOR NON-PROFIT ORGANIZATIONS;

C) DEVELOPING FINANCIAL POLICIES AND PRIORITIES FOR VESTRY CONSIDERATION;

D) ASSURING THE TIMELY PREPARATION OF A PRELIMINARY PARISH ANNUAL OPERATING BUDGET FOR VESTRY APPROVAL PRIOR TO THE ANNUAL PARISH MEETING. PRESENT THE PRELIMINARY BUDGET, AS IT MAY HAVE BEEN AMENDED, AT THE ANNUAL PARISH MEETING. COLLABORATE WITH THE VESTRY TO DEVELOP A FINAL ANNUAL OPERATING BUDGET FOR APPROVAL BY THE VESTRY NO LATER THAN FEBRUARY 15 IN EACH CALENDAR YEAR.

E) COMMUNICATION OF THE PARISH'S FINANCIAL CONDITION AND COMMITMENTS TO THE VESTRY AND MEMBERS OF THE PARISH; AND

F) EXERCISING SUCH OTHER AUTHORITY OR EXECUTING SUCH OTHER DUTIES AS FROM TIME TO TIME MAY BE DELEGATED OR ASSIGNED TO HIM OR HER BY THE RECTOR, WARDENS OR VESTRY.

5.6.2 THE TREASURER SHALL ANNUALLY BE APPOINTED BY THE VESTRY AT ITS FIRST MEETING IN THE CALENDAR YEAR TO SERVE THE PARISH UNTIL THE FIRST MEETING IN THE FOLLOWING CALENDAR YEAR. A TREASURER MAY SERVE THE PARISH FOR UP TO FIVE CONSECUTIVE YEARS.

5.6.3 FOR EACH MONTH OF THE CALENDAR YEAR, AND AT THE END OF THE CALENDAR

YEAR FOR THE ENTIRE YEAR, THE TREASURER SHALL PREPARE, OR CAUSE TO BE PREPARED, A FULL AND ACCURATE STATEMENT OF THE FINANCIAL CONDITION OF THE PARISH, INCLUDING A BALANCE SHEET AND A REVENUE AND EXPENSE REPORT COMPARING BUDGETED AND ACTUAL FIGURES FOR BOTH REVENUE AND EXPENSES. EACH MONTH-END REPORT, AS WELL AS THE YEAR-END REPORT, SHALL BE IN A FORMAT APPROVED BY THE VESTRY, AND SHALL BE SUPPORTED BY VOUCHERS OR OTHER EVIDENCE AS THE VESTRY REQUIRES. THE TREASURER SHALL PRESENT MONTH-END FINANCIAL STATEMENTS TO THE VESTRY FOR APPROVAL WITHIN 60 DAYS OF THE END OF ANY CALENDAR MONTH; AND THE TREASURER SHALL PRESENT YEAR-END FINANCIAL STATEMENTS TO THE VESTRY FOR APPROVAL WITHIN 45 DAYS OF THE END OF ANY CALENDAR YEAR.

5.6.4 THE TREASURER OR OTHER INDIVIDUAL DESIGNATED BY THE RECTOR OR SENIOR WARDEN SHALL PRESENT FINANCIAL STATEMENTS FOR REVIEW AT THE ANNUAL PARISH MEETING. SUCH STATEMENTS SHALL HAVE BEEN APPROVED BY THE VESTRY AND SHALL INCLUDE, AT MINIMUM:

A) A REVENUE AND EXPENSE REPORT AS OF DECEMBER 31 OF THE PRIOR CALENDAR YEAR; AND

B) A REVENUE AND EXPENSE REPORT AS OF THE LAST DAY OF THE MOST RECENT CALENDAR QUARTER.

5.6.5 THE ASSISTANT TREASURER SHALL ANNUALLY BE APPOINTED BY THE VESTRY AT ITS FIRST MEETING IN THE CALENDAR YEAR TO SERVE THE PARISH UNTIL THE FIRST MEETING IN THE FOLLOWING CALENDAR YEAR. THE ASSISTANT TREASURER ASSUMES THE DUTIES OF THE TREASURER IN THAT OFFICER'S ABSENCE.

5.7 THE CLERK

5.7.1 THE CLERK SHALL BE DEVOTED TO SERVING, UPHOLDING AND SHARING IN THE MISSION OF THE PARISH AND SHALL BE RESPONSIBLE FOR RECORDING AND PRESERVING THE RECORDS OF THE PARISH REQUIRED BY THESE BY-LAWS AND BY THE CANONS OF THE CHURCH.

5.7.2 THE CLERK SHALL ANNUALLY BE APPOINTED BY THE VESTRY AT ITS FIRST MEETING IN THE CALENDAR YEAR TO SERVE THE PARISH UNTIL THE FIRST MEETING IN THE FOLLOWING CALENDAR YEAR; AND A CLERK MAY SERVE THE PARISH IN SUCCESSIVE ONE-YEAR TERMS FOR UP TO FIVE YEARS.

5.7.3 IN ADDITION TO OTHER DUTIES DIRECTED IN THESE BY-LAWS, THE CLERK SHALL ASSURE THAT MINUTES OF VESTRY MEETINGS, ANNUAL PARISH MEETINGS AND SPECIAL PARISH MEETINGS ARE DULY RECORDED, AMENDED AND APPROVED, AND THAT A SYSTEM IS MAINTAINED FOR THE PROPER ARCHIVING OF ALL SUCH RECORDS ACCORDING TO THE PROVISIONS OF THE STANDING RULES OF THE VESTRY, AND THAT SAID RECORDS ARE AVAILABLE TO MEMBERS UPON REASONABLE REQUEST.

5.8 OFFICERS' REPRESENTATION OF THE PARISH FOR CONTRACTS AND OBLIGATIONS

5.8.1 ALL CONTRACTS, INDEBTEDNESS, PLEDGES OF ASSETS OR OTHER MATTERS THAT MAY MATERIALLY COMMIT, AFFECT, CHANGE OR ENCUMBER THE PARISH'S FINANCIAL ASSETS, PROPERTIES OR BUILDINGS IN EXCESS OF AN AMOUNT DETERMINED IN THE STANDING RULES OF THE VESTRY MUST BE AUTHORIZED BY THE VESTRY AND SHALL BE EXECUTED BY ANY TWO OF THE FOLLOWING: THE

SENIOR WARDEN, THE JUNIOR WARDEN, THE RECTOR, THE TREASURER, THE ASSISTANT TREASURER. THIS PROVISION DOES NOT INCLUDE NORMAL BUSINESS RELATED TO EXPENDITURES AUTHORIZED IN THE ANNUAL OPERATING BUDGET.

5.8.2 CHECKS AND OTHER ORDERS ON THE FUNDS OR CREDIT OF THE PARISH, AND ALL CONTRACTS AND INSTRUMENTS IN WRITING BY THE CHURCH, SHALL BE VALID AND BINDING UPON THE PARISH ONLY WHEN EXECUTED BY SUCH OFFICERS AS SHALL BE DESIGNATED AND AUTHORIZED BY THE VESTRY.

ARTICLE 6: OTHER ELECTED OR APPOINTED PARISH REPRESENTATIVES

6.1 DIOCESAN CONVENTION LAY DEPUTIES.

6.1.1 THE PARISH DIOCESAN CONVENTION REPRESENTATIVES SHALL BE DEVOTED TO SERVING, UPHOLDING AND SHARING IN THE MISSION OF THE PARISH AND SHALL ASSUME RESPONSIBILITY FOR REPRESENTING THE PARISH IN THE MINISTRY, MISSION AND ADMINISTRATION OF THE DIOCESE.

6.1.2 DIOCESAN CONVENTION LAY DEPUTIES SHALL REPRESENT THE PARISH AT THE ANNUAL CONVENTION OF THE DIOCESE; AT SPECIAL CONVENTIONS OF THE DIOCESE, INCLUDING THOSE THAT MAY FROM TIME TO TIME BE HELD FOR THE PURPOSES OF ELECTING A BISHOP; AND IN OTHER ROLES OR VENUES IN CONSULTATION WITH THE BISHOP, THE STANDING COMMITTEE OF THE DIOCESE, THE RECTOR, WARDENS AND/OR VESTRY.

6.1.3 EACH CONVENTION LAY DEPUTY AND EACH CONVENTION LAY ALTERNATE SHALL BE NOMINATED AND ELECTED OR APPOINTED IN ACCORDANCE WITH OTHER PROVISIONS OF THESE BY-LAWS AND EACH SHALL HAVE BEEN A MEMBER OF THE PARISH FOR AT LEAST ONE YEAR PRIOR TO NOMINATION.

6.1.4 THE FOUR (4) CANDIDATES FOR DEPUTIES AND THE FOUR (4) CANDIDATES FOR ALTERNATES RECEIVING THE GREATEST NUMBER OF VOTES SHALL BE ELECTED AT THE ANNUAL MEETING. EACH CONVENTION LAY DEPUTY AND EACH ALTERNATE SHALL SERVE FOR A TERM OF ONE YEAR, BEGINNING ON JANUARY 1 IN THE CALENDAR YEAR IMMEDIATELY FOLLOWING HIS OR HER ELECTION AND UNTIL THE FOLLOWING DECEMBER 31, OR UNTIL THEIR SUCCESSORS HAVE BEEN ELECTED AND ASSUMED OFFICE. NO CONVENTION LAY DEPUTY MAY SERVE FOR MORE THAN FOUR CONSECUTIVE TERMS.

6.2 CONVOCATION REPRESENTATIVES

6.2.1 CONVOCATION REPRESENTATIVES SHALL BE DEVOTED TO SERVING, UPHOLDING AND SHARING IN THE MISSION OF THE PARISH AND SHALL REPRESENT THE PARISH IN THE MINISTRY, MISSION AND ADMINISTRATION OF THE REGIONAL CONVOCATION OF WHICH IT IS A MEMBER AND IN RELATED ACTIVITIES OF THE DIOCESE.

6.2.2 HEREIN THE WORD CONVOCATION MEANS A DIVISION OF THE CONGREGATIONS OF THE DIOCESE INTO WORKING MINISTRY GROUPS OF TWO OR MORE CONGREGATIONS AS MAY BE DEFINED OR AMENDED FROM TIME TO TIME BY THE DIOCESE.

6.2.3 EACH CONVOCATION REPRESENTATIVE AND EACH CONVOCATION ALTERNATE SHALL BE NOMINATED AND ELECTED OR APPOINTED IN ACCORDANCE WITH OTHER PROVISIONS OF THESE BY-LAWS AND EACH SHALL HAVE BEEN A

MEMBER OF THE PARISH FOR AT LEAST ONE YEAR PRIOR TO NOMINATION. CONVOCATION REPRESENTATIVES SHALL CONSIST OF TWO LAY MEMBERS, AND ONE CLERGY MEMBER APPOINTED BY THE RECTOR / PRIEST-IN-CHARGE. ONE OF THE LAY MEMBERS IS TO BE A CURRENT VESTRY MEMBER, OR SHOULD REGULARLY ATTEND VESTRY MEETINGS.

6.2.4 THE CANDIDATE(S) FOR REPRESENTATIVE AND THE CANDIDATE(S) FOR ALTERNATE RECEIVING THE GREATEST NUMBER OF VOTES SHALL BE ELECTED AT THE ANNUAL MEETING. EACH CONVOCATION REPRESENTATIVE AND EACH ALTERNATE SHALL SERVE FOR A TERM OF ONE YEAR, BEGINNING ON JANUARY 1 IN THE CALENDAR YEAR IMMEDIATELY FOLLOWING HIS OR HER ELECTION AND UNTIL THE FOLLOWING DECEMBER 31, OR UNTIL THEIR SUCCESSORS HAVE BEEN ELECTED AND ASSUMED OFFICE. NO CONVOCATION REPRESENTATIVE MAY SERVE FOR MORE THAN FOUR CONSECUTIVE TERMS.

6.3 IF A LAY DEPUTY OR CONVOCATION REPRESENTATIVE IS UNABLE TO SERVE OUT A TERM, THE ALTERNATE ASSUMES THE OFFICE FOR THE REMAINDER OF THE TERM. IF THE ALTERNATE FOR EITHER OFFICE BECOMES VACANT, THEN THE NOMINATING COMMITTEE IS CHARGED WITH DETERMINING A LIST OF ONE OR MORE CANDIDATES FOR THAT ALTERNATE, AND THE VESTRY APPOINTS A CANDIDATE FROM THIS LIST AT THE EARLIEST OPPORTUNITY TO SERVE OUT THE TERM.

ARTICLE 7: PARISH MEETINGS

7.1 THE ANNUAL MEETING

7.1.1 THE ANNUAL PARISH MEETING SHALL OCCUR ANNUALLY, ORDINARILY ON THE SECOND SUNDAY OF NOVEMBER AT A TIME AND PLACE AGREED UPON BY THE RECTOR, WARDENS AND VESTRY, OR AT WHATEVER TIME AND PLACE THE RECTOR, WARDENS AND VESTRY SHALL DETERMINE.

7.1.2 THE PRESIDING OFFICER FOR THE ANNUAL PARISH MEETING SHALL BE THE RECTOR; OR IN THE ABSENCE OF THE RECTOR, THE SENIOR WARDEN; OR IF THE SENIOR WARDEN IS UNABLE OR UNAVAILABLE TO PRESIDE, THE JUNIOR WARDEN.

7.1.3 THE ORDER OF BUSINESS AT THE ANNUAL PARISH MEETING SHALL INCLUDE ELECTING WARDEN(S), VESTRY MEMBERS, DIOCESAN DEPUTIES, AND CONVOCATION REPRESENTATIVE(S); PRESENTATION OF FINANCIAL STATEMENTS AND RECEPTION AND APPROVAL OF PRELIMINARY PARISH BUDGET; TRANSACTING SUCH OTHER BUSINESS AS MAY LEGALLY COME BEFORE THE PARISH; AND OPPORTUNITY FOR MEMBERS' COMMENTS, QUESTIONS AND RECOGNITIONS.

7.1.4 ANY VOTING MEMBER SHALL HAVE THE RIGHT TO PLACE A MATTER ON THE ANNUAL PARISH MEETING AGENDA BY SUBMITTING THE MATTER IN WRITING TO THE RECTOR OR THE SENIOR WARDEN NO LESS THAN 21 DAYS PRIOR TO THE DATE OF THE ANNUAL MEETING USING THE FORMAT ESTABLISHED IN THE STANDING RULES OF THE VESTRY. EITHER THE SENIOR WARDEN OR RECTOR MAY, AT HIS OR HER DISCRETION, WAIVE THE RELEVANT STANDING RULES BUT SHALL NOT HINDER THE PREROGATIVE OF ANY PARISH MEMBER WHO HAS DULY SATISFIED THEM.

7.1.5 EVERY MEMBER ENTITLED TO VOTE WHO ATTENDS AN ANNUAL PARISH MEETING MAY MOVE TO HAVE A MATTER THAT IS NOT ON THE AGENDA CONSIDERED FOR ACTION. THE PRESIDING OFFICER SHALL SOLELY DECIDE WHETHER THE MATTER IS IN ORDER, AND IF SO, THE CONSIDERATION SHALL PROCEED.

7.2 SPECIAL PARISH MEETINGS

7.2.1 A SPECIAL PARISH MEETING MAY BE HELD AT ANY TIME, ON THE WRITTEN ORDER OF THE BISHOP OR RECTOR, OR BY SPECIAL RESOLUTION OF THE VESTRY. IN ADDITION, A SPECIAL PARISH MEETING MAY ALSO BE HELD ON PETITION TO THE BISHOP OR VESTRY, SIGNED BY NOT LESS THAN TWENTY-FIVE CURRENT COMMUNICANTS IN GOOD STANDING. ALL SUCH ORDERS, RESOLUTIONS OR PETITIONS SHALL SPECIFY THE TIME AND PLACE OF SUCH MEETING, AND THE ORDER OF BUSINESS TO BE CONSIDERED AT THE MEETING. THE PARISH MAY CONSIDER NO BUSINESS OTHER THAN THE SPECIFIED ORDER OF BUSINESS AT ANY SPECIAL PARISH MEETING.

7.2.2 UNLESS OTHERWISE INDICATED IN THESE BY-LAWS, ANNUAL PARISH MEETINGS AND SPECIAL PARISH MEETINGS SHALL BE SUBJECT TO THE SAME PROVISIONS OF THESE BY-LAWS.

7.3 NOTICE OF PARISH MEETINGS

7.3.1 NOTICE OF THE ANNUAL PARISH MEETING, INCLUDING DATE, TIME AND PLACE, SHALL BE PLACED IN THE MAIN PARISH PUBLICATIONS, BOTH PAPER AND ELECTRONIC, FOR THE TWENTY-EIGHT (28) DAYS IMMEDIATELY PRECEDING THE MEETING DATE. IN ADDITION, THE TIME AND PLACE OF THE ANNUAL MEETING SHALL BE ANNOUNCED AT EACH SERVICE CELEBRATED ON THE TWO SUNDAYS IMMEDIATELY PRECEDING THE MEETING DATE, AS WELL AS ON THE MEETING DATE IF A SUNDAY.

7.3.2 NOTICE OF SPECIAL PARISH MEETINGS SHALL BE READ PUBLICLY AT EACH SERVICE ON THE TWO SUNDAYS IMMEDIATELY PRECEDING THE MEETING AND MAY BE OTHERWISE COMMUNICATED AS DEEMED APPROPRIATE BY THE SENIOR WARDEN OR THE RECTOR. IN ADDITION, NOTICE OF SUCH MEETING, SPECIFYING THE TIME AND PLACE OF THE MEETING, THE BUSINESS TO BE CONSIDERED AND BY WHOSE ORDER, RESOLUTION, OR PETITION THE MEETING IS CALLED, SHALL BE MAILED TO EACH MEMBER HOUSEHOLD WITHIN TEN (10) DAYS OF SAID ORDER, RESOLUTION OR PETITION. SUCH NOTICE MAY BE INCLUDED IN ANOTHER MAILED LETTER OR PUBLICATION OF GRACE CHURCH, PROVIDED IT IS PLACED IN A POSITION OF PROMINENCE THEREIN.

7.3.3 THE RECTOR MUST BE DULY NOTIFIED OF ANY PARISH OR VESTRY MEETING AT LEAST TWENTY-FOUR (24) HOURS IN ADVANCE.

ARTICLE 8: ORDER, QUORUM, VOTING & RECORD OF ATTENDANCE FOR PARISH MEETINGS

8.1 ALL PARISH MEETINGS SHALL BE GOVERNED BY ROBERTS RULES OF ORDER NEWLY REVISED IN ALL CASES TO WHICH THEY ARE APPLICABLE UNLESS CONTRAVENED BY ANY PROVISIONS OF THESE BY-LAWS OR THE CANONS OF THE CHURCH, IN WHICH CASE THE PROVISIONS OF THESE BY-LAWS OR THE CANONS OF THE CHURCH SHALL PREVAIL.

8.2 A QUORUM FOR ANY ANNUAL PARISH MEETING OR SPECIAL PARISH MEETING SHALL CONSIST OF AT LEAST 25 VOTING MEMBERS.

8.3 EXCEPT AS OTHERWISE PROVIDED BY THE CANONS OF THE CHURCH OR THESE

BY-LAWS, ALL FIRST BALLOTS PRESENTED TO ANY ANNUAL OR SPECIAL PARISH MEETING SHALL BE DECIDED BY A SIMPLE MAJORITY VOTE OF A) THOSE VOTING MEMBERS WHO ARE PRESENT, AND B) THOSE VOTING MEMBERS WHO HAVE SUBMITTED ABSENTEE BALLOTS PRIOR TO THE CONVENING OF THE PARISH MEETING. SECOND BALLOTS AND ANY QUESTION PRESENTED FOR A VOTE DURING THE COURSE OF THE MEETING SHALL BE DECIDED BY A SIMPLE MAJORITY OF ONLY THOSE VOTING MEMBERS PRESENT.

- 8.4 THE CLERK SHALL ASSURE THAT ABSENTEE BALLOTS ARE PREPARED AND AVAILABLE IN THE PARISH OFFICE UPON REQUEST BY ANY VOTING MEMBER FOR ABSENTEE VOTING AT LEAST FOURTEEN (14) DAYS BEFORE THE ANNUAL PARISH MEETING. IN THE EVENT OF A SPECIAL PARISH MEETING WHERE A VOTE IS TO BE TAKEN, THE CLERK SHALL ASSURE THAT ABSENTEE BALLOTS ARE PREPARED AND AVAILABLE IN THE PARISH OFFICE UPON REQUEST BY ANY VOTING MEMBER FOR ABSENTEE VOTING BEGINNING ON THE DATE OF THE MAILING TO MEMBER HOUSEHOLDS AS SPECIFIED IN SECTION 7.3.2, ABOVE. VOTING MEMBERS MAY PROVIDE COMPLETED ABSENTEE BALLOTS, BY MAIL OR IN PERSON, TO EITHER THE CLERK OR TO THE PARISH OFFICE. THE CLERK SHALL ASSURE THAT ALL COMPLETED ABSENTEE BALLOTS SO DELIVERED ARE TIMELY GIVEN TO TELLERS FOR ANY VOTE OR ELECTION AT A ANNUAL PARISH MEETING OR SPECIAL PARISH MEETING.
- 8.5 THE CLERK OR SENIOR WARDEN SHALL APPOINT TELLERS TO COUNT ELECTION BALLOTS.
- 8.6 THE CLERK, OR IN THE ABSENCE OF THE CLERK A PARISH MEMBER APPOINTED BY THE SENIOR WARDEN, SHALL ASSURE THAT THE MINUTES OF ANY PARISH MEETING INCLUDE A RECORD IDENTIFYING ALL VOTING MEMBERS ATTENDING ANY PARISH MEETING.

ARTICLE 9: NOMINATIONS AND ELECTIONS

- 9.1 NO LESS THAN TWENTY-EIGHT (28) DAYS PRIOR TO THE ANNUAL MEETING, THE VESTRY SHALL PUBLISH A LIST OF CANDIDATES FOR THE PARISH ELECTIVE OFFICES. THE VESTRY SHALL APPOINT A NOMINATING COMMITTEE TO PREPARE SUCH A LIST.
- 9.2 ADDITIONAL NOMINATIONS MAY BE PRESENTED TO THE CLERK OF THE VESTRY BY DELIVERY TO THE CHURCH OFFICE NOT LESS THAN TWENTY-ONE (21) DAYS PRIOR TO THE ANNUAL MEETING: 1) INDICATING THE POST DESIRED; 2) SIGNED BY THE NOMINEE SIGNIFYING WILLINGNESS TO SERVE IF ELECTED; 3) SIGNED BY ANOTHER VOTING MEMBER OF THE PARISH. SUCH NOMINATIONS SHALL BE INCLUDED ON THE BALLOTS DISTRIBUTED AT THE ANNUAL MEETING WITH THE LIST OF CANDIDATES PROVIDED BY THE VESTRY. NOMINATIONS FOR WARDEN(S) FROM THE FLOOR OF THE ANNUAL MEETING WILL BE ALLOWED, PROVIDED THAT THREE-FOURTHS OF THE VOTING MEMBERS PRESENT AGREE TO A SUSPENSION OF THE RULES. NOMINATIONS FOR VESTRY FROM THE FLOOR OF THE ANNUAL MEETING SHALL ALWAYS BE IN ORDER, PROVIDED THAT THE NOMINEES ARE ELIGIBLE AND CONSENT TO THE NOMINATION.
- 9.3 THE CLERK SHALL ASSURE THAT BALLOTS ARE PREPARED AND AVAILABLE IN THE PARISH OFFICE FOR ABSENTEE VOTING AT LEAST FOURTEEN (14) DAYS BEFORE THE ANNUAL PARISH MEETING. A WRITTEN REQUEST FOR ABSENTEE BALLOTS MUST BE SUBMITTED TO THE CHURCH OFFICE NO LATER THAN THE FRIDAY IMMEDIATELY PRECEDING THE ANNUAL MEETING.
- 9.4 AT THE ANNUAL PARISH MEETING, EACH ELECTIVE POSITION SHALL BE FILLED

BY WRITTEN BALLOT. ELECTION SHALL REQUIRE A SIMPLE MAJORITY OF ALL THE VOTES CAST FOR THE PARTICULAR POSITION.

- 9.5 IF FEWER NOMINEES THAN THE NUMBER OF VESTRY MEMBERS OR DIOCESAN CONVENTION LAY DEPUTIES TO BE ELECTED SHALL RECEIVE A MAJORITY VOTE, THOSE NOMINEES RECEIVING THE MAJORITY VOTE SHALL BE CONSIDERED ELECTED AND FURTHER BALLOTING SHALL BE CONDUCTED TO FILL ANY REMAINING POSITIONS. ON BALLOTS SUBSEQUENT TO THE FIRST BALLOT, ONLY TWO CANDIDATES FOR EACH REMAINING AVAILABLE POSITION SHALL BE INCLUDED, AND THOSE CANDIDATES SHALL BE THOSE WHO RECEIVED THE NEXT MOST NUMBER OF VOTES AFTER THOSE ELECTED. IN THE EVENT THAT MORE THAN ONE VESTRY OR DIOCESAN CONVENTION REPRESENTATIVE POSITION REMAINS TO BE ELECTED, AT MOST TWO PERSONS FOR EACH OPEN SEAT SHALL BE INCLUDED ON SUBSEQUENT BALLOTS.

ARTICLE 10: VESTRY MEETINGS

- 10.1 THE VESTRY SHALL HOLD REGULAR BUSINESS MEETINGS AT LEAST NINE TIMES PER YEAR. TIMES AND PLACES FOR MEETINGS OF THE VESTRY ARE COMMUNICATED TO THE MEMBERS IN ADVANCE, AT THE SAME TIME VESTRY MEMBERS ARE NOTIFIED OF MEETINGS.
- 10.2 SPECIAL VESTRY MEETINGS MAY BE CALLED BY THE BISHOP AT ANY TIME AT HIS OR HER DISCRETION, OR, WITH AT LEAST ONE WEEK'S ADVANCE NOTICE TO ALL VESTRY MEMBERS, A SPECIAL VESTRY MEETING MAY BE CALLED BY THE RECTOR, OR BY ANY COMBINATION OF TWO WARDENS OR VESTRY MEMBERS. IF THE RECTOR DEEMS THAT THE SUBJECT OF A SPECIAL VESTRY MEETING IS AN EMERGENCY AFFECTING THE HEALTH, SAFETY OR WELFARE OF THE PARISH, THEN ALL VESTRY MEMBERS SHALL BE GIVEN AT LEAST 72 HOURS ADVANCE NOTICE OF THE SPECIAL VESTRY MEETING. ANY NOTICE OF A SPECIAL MEETING SHALL SPECIFY THE BUSINESS TO BE CONSIDERED AND NO OTHER BUSINESS SHALL COME BEFORE THE MEETING.
- 10.3 A DULY CONVENED VESTRY MEETING IS ANY MEETING FOR WHICH PROPER NOTICE HAS BEEN GIVEN AND AT WHICH A QUORUM IS PRESENT; AND AT WHICH A PRESIDING OFFICE CONVENES THE VESTRY FOR BUSINESS; AND AT WHICH THE CLERK OR A SUBSTITUTE CLERK PROVIDES A RECORD.
- 10.4 THE PRESIDING OFFICER FOR VESTRY MEETINGS SHALL BE THE RECTOR; OR IN THE ABSENCE OF THE RECTOR OR IF DELEGATED BY THE RECTOR, THE SENIOR WARDEN; OR IN THE ABSENCE OF THE RECTOR AND SENIOR WARDEN, THE JUNIOR WARDEN.
- 10.5 A QUORUM FOR ANY VESTRY MEETING SHALL CONSIST OF A SIMPLE MAJORITY OF THE PERSONS WITH VOTING RIGHTS CURRENTLY ON THE VESTRY.
- 10.6 WITH PRIOR AUTHORIZATION FROM THE RECTOR AND SENIOR WARDEN AND AT HIS OR HER OWN EXPENSE IF ANY, A VESTRY MEMBER MAY PARTICIPATE IN EITHER A VESTRY MEETING OR A SPECIAL VESTRY MEETING BY MEANS OF CONFERENCE CALL OR SPEAKER PHONE AND PARTICIPATION IN A MEETING PURSUANT TO THIS PROVISION SHALL CONSTITUTE PRESENCE IN PERSON AT SUCH MEETING.
- 10.7 THE VESTRY SHALL NOT TRANSACT BUSINESS WITHOUT A PRESIDING OFFICER; AND THE VESTRY SHALL TAKE NO ACTION AFFECTING THE EMPLOYMENT CONDITION OR COMPENSATION OF THE RECTOR OR SUBSTANTIALLY AFFECTING THE STAFFING OF THE PARISH UNLESS EITHER THE RECTOR HAS HAD THE OPPORTUNITY TO TAKE PART IN VESTRY DISCUSSIONS DURING A DULY

CONVENED VESTRY MEETING OR THE RECTOR HAS GIVEN WRITTEN PRIOR APPROVAL FOR SUCH BUSINESS.

10.8 THE VESTRY MAY ADOPT RULES OF ORDER FOR THE CONDUCT OF ITS BUSINESS AT ITS MEETINGS.

10.9 IN THE CASE OF ANY MATTER THAT MIGHT ENTAIL A CONFLICT OF INTEREST, THE VESTRY MEMBER IN QUESTION SHALL ABSTAIN FROM PARTICIPATION IN OR VOTING ON THE QUESTION. IN AN INSTANCE WHERE IT IS UNCLEAR WHETHER THERE IS A CONFLICT OF INTEREST THE ISSUE SHALL BE DECIDED BY A VESTRY VOTE.

10.10 THE VESTRY MAY CONVENE IN CLOSED SESSION ONLY FOR THE FOLLOWING PURPOSES:

A) CONSIDERING EMPLOYMENT, PROMOTION, COMPENSATION, OR PERFORMANCE EVALUATION OF OR ANY PERSONAL INFORMATION RELATED TO A PARISH EMPLOYEE.

B) DELIBERATING OR NEGOTIATING THE PURCHASE OF PROPERTY OR INVESTMENT OF FUNDS WHENEVER COMPETITIVE OR BARGAINING REASONS REQUIRE A CLOSED SESSION.

C) CONDUCTING OTHER SPECIFIC BUSINESS, SO LONG AS THE VESTRY VOTES UNANIMOUSLY TO CONVENE IN CLOSED SESSION.

10.11 IN THE EVENT THAT ACTION ON AN ISSUE MUST BE TAKEN BEFORE A REGULAR VESTRY MEETING AND BEFORE A SPECIAL VESTRY MEETING CAN BE CALLED, THE VESTRY MAY VOTE ELECTRONICALLY ON THE ACTION TO BE TAKEN. THE PROPOSED QUESTION SHALL BE SENT TO ALL VESTRY MEMBERS WITH A STATED DEADLINE FOR RESPONSE OF AT LEAST 24 HOURS. A MAJORITY OF THE TOTAL VESTRY MEMBERS WILL DECIDE THE ISSUE. THE VESTRY SHALL RATIFY THE VOTE AT ITS NEXT REGULAR MEETING AND THE CLERK OF THE VESTRY SHALL RECORD THE DECISION IN THE MINUTES.

ARTICLE 11: ADDITIONAL FINANCIAL AND LEGAL PROVISIONS, AND INDEMNIFICATION

11.1 THE FISCAL YEAR OF THIS PARISH SHALL BE JANUARY 1 TO DECEMBER 31.

11.2 IT SHALL BE THE RESPONSIBILITY OF THE VESTRY TO COMPLY WITH ALL LEGAL REQUIREMENTS, LIMITATIONS, RESTRICTIONS AND OTHER PROVISIONS OF ALL PARISH FUNDS SUBJECT TO LEGAL TERMS SEPARATE FROM THESE BY-LAWS.

11.3 IN THE EVENT OF DISSOLUTION OF THE PARISH, ALL OF ITS PROPERTY, REAL AND PERSONAL AFTER PAYING ALL JUST CLAIMS UPON IT, SHALL BE CONVEYED TO AND VESTED IN THE DIOCESE OR ITS LEGAL SUCCESSOR, AND THE VESTRY SHALL PERFORM ALL ACTIONS NECESSARY TO EFFECT SUCH CONVEYANCE.

11.4 THE PARISH SHALL INDEMNIFY ANY PERSON WHO IS OR WAS AN OFFICER, EMPLOYEE OR AGENT OF THE VESTRY OR PARISH AGAINST ANY LIABILITY ASSERTED AGAINST SUCH PERSON AND INCURRED IN THE COURSE AND SCOPE OF HIS OR HER DUTIES OR FUNCTIONS WITHIN THE PARISH, PROVIDED THE PERSON ACTED IN GOOD FAITH AND DID NOT ENGAGE IN AN ACT OR OMISSION THAT IS INTENTIONAL, WILLFULLY OR WANTONLY NEGLIGENT, OR DONE WITH CONSCIOUS INDIFFERENCE OR RECKLESS DISREGARD FOR THE SAFETY OF OTHERS. THE PROVISIONS OF THIS ARTICLE SHALL NOT BE DEEMED EXCLUSIVE OF ANY OTHER RIGHTS TO WHICH SUCH PERSON MAY BE ENTITLED UNDER ANY BYLAW, AGREEMENT, INSURANCE POLICY, VOTE OF MEMBERS OR OTHERWISE.

11.5 GIFTS AND MEMORIALS WHICH CONTAIN RESTRICTIONS OTHER THAN THOSE EXPLICITLY ALLOWED IN THE STANDING RULES OF THE VESTRY SHALL ONLY BE ACCEPTED WITH THE CONSENT OF THE VESTRY. THE NAMES AND DONORS OF SUCH GIFTS, THE TERMS AND CONDITIONS (IF ANY) THEREOF, AND THE DATE OF ACCEPTANCE SHALL BE RECORDED IN THE PERMANENT RECORDS OF THE PARISH. ALL OBJECTS SO ACCEPTED MAY BE REMOVED UPON THE VOTE OF THE VESTRY.

ARTICLE 12: MISCELLANEOUS PROVISIONS

12.1 ALL RECORDS OF THE PARISH, OTHER THAN THOSE DETERMINED TO BE CONFIDENTIAL ACCORDING TO THE STANDING RULES OF THE VESTRY, SHALL BE MADE AVAILABLE FOR INSPECTION BY ANY MEMBER DURING REASONABLE OFFICE HOURS, AS ARRANGED FOR THE MUTUAL CONVENIENCE OF THE MEMBER AND PARISH STAFF.

12.2 THESE BY-LAWS SHALL BE LIBERALLY INTERPRETED IN ORDER TO ACCOMPLISH THEIR BASIC INTENT, WHICH IS HEREBY STATED TO BE THE EFFICIENT ADMINISTRATION AND LEADERSHIP OF THE PARISH IN ORDER TO SERVE THE MISSION OF THE PARISH.

12.3 NEITHER THE PARISH, THE VESTRY, NOR ANY OFFICER OR EMPLOYEE OF THE PARISH SHALL TAKE ANY ACTION OR ALLOW ANY ACTIVITY OR USE OF PARISH PROPERTY, INCLUDING PARTISAN POLITICAL ACTIVITIES OR STATEMENTS, THAT MAY ENDANGER THE NON-PROFIT CORPORATE STATUS OR CHARITABLE, TAX-EXEMPT STATUS OF THE PARISH OR ITS PROPERTY. NOTHING IN THESE BY-LAWS SHALL BE CONSTRUED TO ALLOW A VIOLATION OF THIS SECTION.

ARTICLE 13: AMENDMENT

13.1 THE CONSTITUTION AND BY-LAWS, SO FAR AS ALLOWED BY LAW AND BY THE CANONS OF THE CHURCH, MAY BE AMENDED OR REPLACED AT ANY DULY CONVENEED PARISH ANNUAL OR SPECIAL MEETING BY A TWO-THIRDS VOTE OF VOTING MEMBERS PRESENT; PROVIDED THAT ANY PROPOSED CHANGE SHALL BE INCLUDED IN THE NOTICE OF THE MEETING AS SET FORTH IN THESE BY-LAWS. UNLESS OTHERWISE PROVIDED, THE CONSTITUTION AND BY-LAWS, AND ALL AMENDMENTS ADOPTED THERETO, SHALL BECOME EFFECTIVE UPON THEIR ADOPTION.