

Bylaws
of
St. Paul's Episcopal Church, Newnan GA
As amended January 19th, 2021

Preamble: St. Paul's Episcopal Church, Newnan, Georgia adopts these Bylaws to govern its corporate and temporal affairs as a not-for-profit and religious corporation organized under the laws of the State of Georgia, and to conform its conduct with the requirements of the Constitution and Canons of the Episcopal Diocese of Atlanta and the Constitution and Canons of the Protestant Episcopal Church in the United States of America.

ARTICLE ONE

Legal Character of the Church

Section 1.1 Name. The name of the organization shall be St. Paul's Episcopal Church of Newnan, Inc. ("The Parish") in the Diocese of Atlanta.

Section 1.2 Organization. The Parish is organized as a Corporation pursuant to the Official Code of the State of Georgia Annotated, the "O.C.G.A.," under the Georgia Nonprofit Corporation Code thereof (O.C.G.A. Section 14-3-101, et. seq.), the "Code," and as a part of the Episcopal Diocese of Atlanta, the "Diocese," and The Protestant Episcopal Church in the United States of America, "ECUSA."

The Parish, expressly binding itself and its members, submits itself to the authority of the Constitution of the Diocese and the Constitution of ECUSA, separately or collectively the "Constitution," Canons of ECUSA, separately and collectively the "National Canons," Canons of the Diocese, separately and collectively the "Diocesan Canons," and the duly elected, installed and serving Bishop of the Diocese, variously known as the "Bishop," "Ecclesiastical Authority" or the "Ordinary."

Section 1.3 Not-for-Profit. The Parish is organized as a Nonprofit corporation under the Code, qualified as an Exempt Organization under the Internal Revenue Code of the United States of America.

No part of the net earnings of the Parish or its property shall inure to the benefit of, or be distributable to, its Members, Vestry officers, or other private persons, except that the Parish shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. No substantial part of the activities of the Parish shall be the carrying on of propaganda, otherwise attempting to influence legislation, (except to the extent permitted by law) and the Parish shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the Parish shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal tax code or (b) by a Parish, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future federal tax code.

Upon the dissolution of the Parish, the Vestry shall, after paying or making provision for the payment of all of the liabilities of the Parish, distribute all remaining assets of the Parish to the Episcopal Diocese of Atlanta, Inc., provided that organization continues to be an organization described in Sections 501(c) (3) and 170(c) (2) of the Internal Revenue Code of 1986, operated exclusively for charitable, educational, religious, or scientific purposes and shall at such time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code). Any of such assets not so disposed of shall be disposed of by a court of appropriate jurisdiction exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

Section 1.4 Principal Office. The principal office for the business of the Parish shall be located at 576 Roscoe Rd., Newnan, GA 30263.

Section 1.5 Registered Office. The registered office of the Parish shall be the office named in the Articles of Incorporation and may be changed at any time by the Vestry by resolution and upon the filing of appropriate documents in the office of the Secretary of State.

Section 1.6 Other Office Locations. The Parish may have such other offices at such place or places as the Vestry may designate from time to time or the business of the Parish may require or make desirable.

Section 1.7 Insurance. The parish will keep in force adequate insurance policies as required by the Diocese.

ARTICLE TWO

Members and Communicants

Section 2.1 No Shares or Shareholders. The Parish shall have no Shares or Shareholders, but rather, shall have Members.

Section 2.2 Members. All persons who have received the Sacrament of Holy Baptism, whether in the Parish, or in another Christian Church, and whose Baptisms have been duly recorded in the Parish, are Members thereof. All persons who have requested and been granted a Letter of Transfer into the Parish shall be Members of the Parish. Members 16 years of age and over are to be considered adult members. (National Canons, Canon I.17.1.a, b)

Section 2.3 Communicants. All members of the parish who have received Holy Communion in the Church at least three times during the preceding year are to be considered Communicants of the church. Communicants 16 years of age and over are to be considered adult Communicants. Communicants confirmed in the ECUSA are to be considered “Confirmed Communicants.” (National Canons, Canon I.17.2.a, b)

Section 2.4 Confirmed Communicants in Good Standing. Confirmed Communicants who for the previous year have been faithful in corporate worship, unless for good cause prevented, and have been faithful in working, praying, and giving for the spread of the Kingdom of God, are to be considered Confirmed Communicants in good standing. (National Canons, Canon I.17.3.)

ARTICLE THREE

Clergy

Section 3.1 Senior Clergy. The term Senior Clergy shall mean the Rector, or if there be none, the Priest in Charge, or if there be none, the Interim Rector. (National Canons, Canon III.9.6)

Section 3.2 Authority of Senior Clergy. The Senior Clergy shall have complete responsibility and authority for the spiritual life of the Parish – including all sacraments, worship services, and Christian education for youth and adults. The Senior Clergy shall have all responsibility and authority for church administration – including the supervision of all full and part-time paid personnel. This shall include responsibility and authority for the hiring, discipline, and dismissal of all Parish employees in accordance with budgetary restriction and pay scale procedures established by the Vestry. The Senior Clergy shall have authority over the use of all Parish buildings and furnishings. (National Canons, Canon III.9.6, Diocesan Canon, Canon 35.6)

Section 3.3 Activities requiring approval of Senior Clergy. No individual, committee, ministry, or Parish organization may initiate or conduct a spiritual or instructionally related activity without the approval of the Senior Clergy. (Diocesan Canons, Canon 35.6)

Section 3.4 Administration During Absence or Disability of Senior Clergy. If there be no Senior Clergy, or the Senior Clergy is unable to exercise his/her ministry due to long-term medical disability, the Senior Warden shall assume responsibility and authority for church administration in accordance with Diocesan policy until such time as a Senior Clergy person has been called or has returned from long term medical disability. (Diocesan Canons, Canon 35.4)

ARTICLE FOUR

Meetings of the Parish

Section 4.1 Annual Meeting. The annual meeting of the Parish shall be held each fiscal year on the date and at the time designated by the Vestry. Notice of the meeting must be given

by the Senior Clergy, or if there be none, by one of the Wardens in any practical manner at least 14 days prior to the appointed date.

Section 4.2 Postponement of Annual Meeting. In the event that the annual meeting of the Parish cannot be safely held on the date scheduled, the Vestry may elect to reschedule the meeting to a later date. Such meeting shall be rescheduled no later than 30 days from the original scheduled date of the Parish meeting. Such rescheduled meeting shall be noticed to the Parish at least five days prior to the rescheduled date.

Section 4.3 Virtual Annual Meeting. If circumstances beyond the control of the Parish preclude conducting the annual meeting in person, the Vestry may make arrangements to conduct the meeting virtually. Such arrangements shall include procedures for nominating Vestry members, disseminating the Parish report, recording Parishioner attendance, verifying eligible voters, conducting in-meeting votes, conducting elections, and presenting reports. Arrangements for conducting a virtual meeting shall be reviewed and approved by the Vestry no later than seven days prior to the date the virtual meeting will be conducted.

The Parish shall be notified of the date of the virtual meeting not later than 7 days prior to the date of such meeting, and be informed of the procedures that will be used to conduct such meeting.

Section 4.4 Other Meetings. Other Parish meetings may be held from time to time as occasion may require, at such times as may be appointed by the Vestry; due notice of which must be given by the Senior Clergy, or if there be none; by one of the Wardens, in any practical manner, at least 14 days prior to the appointed date. (Diocesan Canons, Canon 31.2)

Section 4.5 Members Entitled to Vote. All Members who are confirmed communicants in good standing, not less than 16 years of age, and present at the meeting, shall be entitled to vote on all issues that come before such meeting. Those voters so qualified and being present at the meeting shall constitute a quorum. All elections and other matters voted upon at Parish meetings shall be decided by a majority of the qualified voters present. (Diocesan Canons, Canon 31.4, 5)

Section 4.6 Conduct of Meetings. The Senior Clergy or, if absent, the Senior Warden, or, if absent, the Junior Warden, shall preside at all meetings of the Parish. Minutes of the meeting

will be kept by a designated secretary and forwarded to the Vestry for approval and recording. (Diocesan Canons, Canon 31.4)

ARTICLE FIVE

Of the Vestry

Section 5.1 Vestry Composition. The Parish shall elect from its Members nine Vestry Persons, who shall collectively comprise a governing body known as the "Vestry," which together with the Senior Clergy, are known as the "Vestry," which shall have such rights, duties, privileges, and obligations as are provided by the Code, by the Constitution, Canons, and by these Bylaws for Directors. The Vestry is the Board of Directors of the Parish for purposes of the Code. (Diocesan Canon 31.6)

Section 5.2. Youth Representative. In addition to the nine elected members, the Senior Clergy may, in consultation with the Youth Director and the elected Vestry Members, appoint a Youth Representative to have seat and voice at Vestry meetings. The term of such Youth Representative shall be at the discretion of the Senior clergy. Such representative shall not have voting privileges, nor constitute a member for the purposes of reaching a quorum.

The participation of the Youth Representative in Vestry meetings and business may be limited at the discretion of the Senior Clergy, and they may be excluded from executive session. The Youth Representative shall not participate in the Annual Vestry Retreat.

Section 5.3 Authority and Responsibility of the Vestry. The Vestry shall administer all the temporal business of the Parish; shall see that all things needful for the public services are provided; shall pay with punctuality, at the intervals agreed, the stipulated salary of the Senior Clergy and others; shall inform themselves of the directives required by the Canons of the Diocese and imposed by the Council, and take measures for the obedient fulfillment and due liquidation of these obligations; and before the close of each fiscal year, if the treasury be deficient, the Vestry shall collect, as far as practicable, by subscription or otherwise, a sum sufficient to liquidate all of the current obligations of the Parish. (Diocesan Canons, Canon 33.1)

Section 5.4 Annual Report. The Vestry shall, prior to the Annual Parish Meeting, cause to be written and delivered to the Senior Clergy or, if there be none, to the Wardens, a full, accurate and faithful statement of the temporal condition of the Parish in accordance with

Diocesan Canon (to be designated the Annual Report of the Parish). The Vestry shall also furnish to the Annual Meeting separate statement of the money and property held in trust by or for the Parish, in accordance with Diocesan Canon. (Diocesan Canons, 33.2)

Section 5.5 Duties of Vestry Members. Vestry members are responsible for the fiscal and spiritual leadership of the parish, which thus requires a commitment of mind, spirit, and time.

Specific Duties of Vestry members are:

- A. Attending Church services regularly and participating in the life of the Parish.
- B. Continuing to make and fulfill a stated financial commitment (pledge) for Parish support during their term.
- C. Providing leadership in program areas.
- D. Fulfilling the duties of the Vestry Person of the Week.
- E. Attending vestry meetings.
- F. Attending annual Vestry retreat and other special meetings as needed.
- G. Periodically leading prayer at Vestry meetings.
- H. Being committed to the future of St. Paul's. (Diocesan Canon 33.2)

Section 5.6 Qualifications. Those qualified to hold the office of Vestry Member shall be:

- A. A confirmed communicant at least 18 years of age who is in good standing of the Parish.
- B. A regular attendant upon the services in the year preceding election.
- C. Known by the Treasurer to have made and maintained a stated financial commitment for church support in the year preceding election.
- D. Nominees to the office of Vestry Member are subject to the following restrictions:
 1. Immediate family members shall not serve as voting members of the Vestry concurrently.
 2. Immediate family members of St. Paul's staff may not serve as voting members of the Vestry. (Diocesan Canons, Canon 31.6.d)

5.7 The Vestry nomination and election process shall be inclusive of all qualified parishioners. Accordingly, all parishioners meeting the canonical requirements will be afforded equal standing to have their names placed in nomination for election to the Vestry.

After prayerful consideration, parishioners may submit as many nominations as they feel appropriate. Parishioners nominating a candidate should ensure their nominee(s) meet(s) the canonical qualifications for Vestry membership, understand the duties and responsibilities of being a Vestry member, and are willing to serve.

Vestry Nominations shall open no later than 21 days prior to the date of the annual Parish meeting. Nominations may be submitted electronically or by paper nomination form. Such forms will be made available from the Parish Office no later than 21 days prior to the date of the annual Parish meeting.

Section 5.8 Vestry Terms. Members of the Vestry shall be elected to three-year terms. Terms shall be staggered so that annually three new members are elected to replace those whose term of service has concluded. Vestry members shall take office immediately following their election. Retiring Vestry members shall continue to serve as Vestry Person of the Week until after the annual Vestry retreat. (Diocesan Canons, Canon 31.6.d)

Section 5.9 Re-election to the Vestry. No retiring Vestry member, except those Vestry Members who have served less than one-half of a full term, shall be eligible for re-election until there shall have elapsed a period of one year, or until the Annual Parish Meeting following such retirement. (Diocesan Canon 31.6.c)

Section 5.10 Filling of Vacancies. If a Vestry position is vacated prior to the end of the term, the position shall be filled for the unexpired term by a majority vote of the remaining members of the Vestry at any regular meeting, of which election previous notice shall have been given, in writing, to every member of the Vestry by the Clerk. (Diocesan Canons, Canon 33.4.)

Section 5.11 Vestry Member Misconduct. Cases of serious misconduct or illegal activity by a Vestry member shall be referred to the office of the Bishop by the Executive Committee, and handled in accordance with Diocesan policy.

Section 5.12 Termination of Vestry membership. Should the Executive Committee become concerned about negligence of duties on the part of a Vestry member, they may call for a vote of termination of membership of that member, after all other avenues of resolving the

situation have failed. Vestry membership may be terminated by a $\frac{3}{4}$ vote of the Vestry in these cases.

Section 5.13 Resignation of Vestry membership. A Vestry member may resign by making personal notification to the Senior Clergy, and notification in writing to the Senior Warden.

Section 5.14 Vestry Meetings. The Vestry shall have at least ten regularly scheduled meetings during the year. Vestry members who attend a Vestry meeting via teleconference or video conference shall be considered to be in attendance at the meeting, and shall count towards a quorum.

Vestry meetings are open to any member of the Parish. Any member wishing to speak before the Vestry should coordinate with the Presiding Officer of the Vestry prior to the date of the meeting. The time allotted for a parishioner to speak may be limited by the Vestry.

The Vestry may, on occasion, need to discuss issues of a sensitive or confidential nature. In such cases, the Vestry may elect to move into executive session. All persons other than voting members of the Vestry may be excluded during executive session. (Diocesan Canons, Canon 33.3)

Section 5.15 Vestry Meeting Agenda. The Senior Warden shall receive items and set the agenda for each Vestry meeting. Any member of the Parish may submit topics for the Vestry agenda to the Senior Warden at least one week prior to the meeting of the Vestry. Such agenda shall not preclude any member of the Vestry from bringing legitimate business to the floor during the meeting.

Section 5.16 Quorum and Action. A majority of the Members of the Vestry shall constitute a quorum for the transaction of business unless the Code, The Articles of Incorporation, or Canons or Constitution requires a greater number. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Members of the Vestry in attendance and voting on the question at a meeting is the act of the Vestry, unless the Articles of Incorporation, the Code, Canons or Constitutions, the Bylaws, or Robert's Rules of Order (as applicable to small boards) require the vote of a greater number.

Section 5.17 Procedures for voting outside of regular meetings.

- A. If it is necessary to conduct a vote of the Vestry outside of scheduled regular monthly meetings, the Senior Clergy, or if there be no Senior Clergy, the Senior Warden, may request a vote by email. The Vestry clerk shall facilitate the vote. If the Clerk is not available, the Parish Administrator may facilitate. If the Parish Administrator is not available, the Senior Clergy, or if there be no Senior Clergy, the Senior Warden, may designate any Vestry member to facilitate.
- B. The business of the Parish should not be conducted via email on any regular basis. Email votes shall only be conducted for:
 - 1. Items of an urgent nature or
 - 2. Items the Vestry has agreed upon during the course of a meeting to vote on by email after the meeting, or
 - 3. Any item a majority of Members then serving on the Vestry consent to voting on by email.
- C. The presented matter requiring electronic vote shall be emailed to all Members of the Vestry. All Members of the Vestry shall reply to all other Members with their vote: in favor, opposed, or abstaining. A response from all Vestry Members is required. If all responses are not collected, the facilitator may contact Vestry Members to collect all votes.
- D. If any Member of the Vestry requests the vote be delayed, the vote will be delayed until the next regularly scheduled or special Vestry meeting.
- E. Any action taken by the Vestry in this manner will be subject to these Bylaws, including but not limited to Section 5.16 and Section 5.17F.
- F. The approved or denied proposal shall be added to the next regularly scheduled Vestry meeting as a review to be made in the Agenda and Minutes.

ARTICLE SIX

Officers

Section 6.1 Wardens. The Vestry shall annually elect from the Vestry Members one member as Junior Warden. The Vestry empowers the Rector or Priest in Charge through these Bylaws to annually appoint from the Vestry Members a Senior Warden. Such election and appointment shall occur at the first meeting of the Vestry following the annual meeting. If there be no Rector or Priest in Charge when the Vestry takes office, the Vestry shall elect from the Vestry Members a Senior Warden.

All duties belong equally to both Wardens; however, every duty assigned to one Warden devolves, in absence or disability, on the other. The Wardens shall execute their duties in accordance with Diocesan Canon. (Diocesan Canons, Canon 32.)

Section 6.2 Treasurer. The Senior Clergy, or if there is no Senior Clergy, the Senior Warden, shall nominate, and the Vestry shall approve the appointment of the Treasurer. The term of office shall be at the discretion of the Senior Clergy, not to exceed five years.

Any confirmed communicant in good standing shall be eligible for the office of Treasurer, subject to the following limitations: a parishioner may not serve simultaneously as Treasurer and as a voting Vestry Member, a parishioner shall not serve as Treasurer concurrently with an immediate family member serving as a voting Vestry Member, nor may an immediate family member of a St. Paul's staff member be eligible to serve. Candidates for the office should have a strong financial background.

Section 6.3 Clerk of the Vestry. The Vestry shall nominate and elect a Clerk, and the term of office shall be determined by mutual agreement between the Vestry and the Clerk.

Section 6.4 Removal or replacement of Officers. The Vestry shall have the ability to remove or replace officers elected or appointed by it, either temporarily or permanently, at any time with or without cause. The Senior Clergy shall have the ability to remove or replace the Senior Warden appointed by them.

ARTICLE SEVEN

Committees

Section 7.1 Members. The Vestry may create one or more committees. The Senior Clergy, together with the Wardens, shall nominate and the Vestry shall appoint members to serve on them. Any committee may have 1 or more Vestry Persons, who shall serve at the pleasure of the Vestry. The Senior Clergy shall be ex-officio member of all committees.

Section 7.2 Authority. Each committee may exercise such authority as may be and is given them by the Vestry, consistent with the Code.

Section 7.3 Removal. The Vestry shall have power to remove any member of any committee at any time, with or without cause, to fill vacancies, and to dissolve any such committee.

Section 7.4 Executive Committee. The Executive Committee shall consist of the Senior Clergy and the Wardens.

In the event of urgent business or of an emergency, the Executive Committee may take such immediate action as is necessary to further the interests of the Parish until such time as the next regular or a Special Meeting, as appropriate, of the Vestry may be noticed and called. The Executive Committee shall not otherwise exercise authority belonging to the Vestry under these Bylaws.

Article Eight

Delegates to Diocesan Council

Section 8.1 Qualifications of Council Delegates. Candidates for Diocesan Council lay delegates must be confirmed communicants in good standing, not less than 21 years of age, who are in regular attendance at Parish services in the year preceding election.

Section 8.2 Notification of number of Delegates. Not later than six months prior to the annual meeting of the Council, the Secretary of the Council will advise the Parish of the number of Lay Delegates and Alternate Lay Delegates it is authorized by the Constitution of the Diocese.

Section 8.3 Election of Delegates. The Senior Clergy shall nominate Lay Delegates and Alternate Lay Delegates, and the Vestry shall vote to approve the nominees. The election process shall occur no later than the Vestry meeting that falls in the calendar month that is two months prior to the calendar month in which the Diocesan Convention is scheduled to be held. (Diocesan Canons, Canon 1.)

ARTICLE NINE

Indemnification

Section 9.1 Authority to Indemnify.

A. Except as provided in subsections B and C of this Section 9.1, the Parish shall indemnify an individual made a party to a proceeding because such individual is or was a Vestry Person against liability incurred in the proceeding, if:

1. Such Vestry Person acted in a manner such Vestry Person believed in good faith to be in or not opposed to the best interests of the Parish; and
2. In the case of any criminal proceeding, such Vestry Person had no reasonable cause to believe the conduct was unlawful.

B. The Parish may not indemnify a Vestry Person under this Article:

1. In connection with a proceeding by or in the right of the Parish in which the Vestry Person was adjudged liable to the Parish; or
2. In connection with any other proceeding in which the Vestry Person received a personal benefit.

C. Indemnification permitted under this Section 9.1 in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding, including, but not being limited to, judgments, settlements, fines, penalties, and attorney's fees.

Section 9.2 Mandatory Indemnification. To the extent that a Vestry Person has been successful, on the merits or otherwise, in the defense of any proceeding to which the Vestry Person was a party, or in defense of any claim, issue, or matter therein, because that individual is or was a Vestry Person of the Parish, the Parish shall indemnify the Vestry Person against reasonable expenses incurred by the Vestry Person in connection therewith, including, but not being limited to, judgments, settlements, fines, penalties, and attorney's fees.

Section 9.3 Advance for Expenses.

- A. The Parish may pay for or reimburse the reasonable expenses incurred by a Vestry Person who is a party to a proceeding in advance of final disposition of the proceeding if:
1. The Vestry Person furnishes the Parish a written affirmation of such Vestry Person's good faith belief that such Vestry Person has met the standard of conduct set forth in subsection (a) of Section 9.1 of these Bylaws; and
 2. The Vestry Person furnishes the Parish a written undertaking, executed personally or on the Vestry Person's behalf, binding the Vestry Person to repay the Parish for any advances if it is ultimately determined that the Vestry Person is not entitled to indemnification under Section 9.1.
- B. The undertaking required by paragraph (2) of subsection (a) of this Section 9.3 must be an unlimited general obligation of the Vestry Person, but need not be secured and may be accepted without reference to financial ability to make repayment.

Section 9.4 Determination and Authorization of Indemnification. The Parish may not indemnify a Vestry Person under Section 7.1 of these Bylaws unless authorized thereunder and a determination has been made in the specific case that indemnification of the Vestry Person is allowable in the circumstances because the Vestry Person has met the standard of conduct set forth in subsection (a) of Section 7.1.

Section 9.5 Indemnification of Officers, Employees, and Agents.

- A. An officer of the Parish who is not a Vestry Person is entitled to mandatory indemnification under Section 9.2 of these Bylaws to the same extent as a Vestry Person; and
- B. The Parish may, at the discretion of the Vestry, indemnify and advance expenses to an officer, employee, or agent, who is not a Vestry Person, to the extent the Vestry deems appropriate.

Section 9.6 Vestry Person's Expenses as a Witness. This Article Nine does not limit the Parish's power to pay or reimburse expenses incurred by a Vestry Person, Officer, Employee, or Agent in connection with such Vestry Person's appearance as a witness in a proceeding at a time when such Vestry Person has not been made a named defendant or respondent to the proceeding.

ARTICLE TEN

Miscellaneous

Section 10.1 Fiscal Year. The fiscal year of the Parish shall be fixed from time to time by resolution of the Vestry in absence of which the fiscal year shall end on December 31st of each calendar year.

Section 10.2 Seal. The corporate seal shall be in such form as the Vestry may determine from time to time.

Section 10.3 Contracts, Deeds, and Loans. All contracts, deeds, mortgages, pledges, promissory notes, security documents, transfers, and other written instruments binding upon the Parish shall be executed on behalf of the Parish by duly authorized Rector, Vicar, or Senior Warden.

Section 10.4 Checks and Drafts. Checks and drafts of the Parish shall be signed by such officer or officers or such other employees or persons as the Vestry may from time to time designate. The Vestry may provide by resolution for the authority of officers, employees, and other persons to deal with banks and other financial institutions on behalf of the Parish.

ARTICLE ELEVEN

Amendment and Review of By-laws

Section 11.1 Amendments. Amendments to these Bylaws may be approved at any vestry meeting, provided proper prior notice of the amendment was given. A two-thirds majority vote is required to pass an amendment.

Section 11.2 Accord with Law and Church Canon. These Bylaws shall be in accordance with the Federal and State Law, The Code, National Canon, and Diocesan Canon. Any portion in the future found to be in conflict with Law or Canon will be amended to comply.

Section 11.3 Review. The Senior Clergy and Wardens shall conduct a review of these Bylaws at least once every three years, and report their findings to the Vestry during the subsequent regular Vestry meeting.

The foregoing Bylaws being Articles Numbers One through Article 11, having been read and considered were adopted at a duly called meeting of the Vestry convened the 5th of January, 2021.

The most recent amendment of these Bylaws was adopted at a duly called meeting of the Vestry convened on the 19th of January, 2021.

Signed

Rev. Hazel Smith Glover
The Rev. Hazel Smith Glover
Rector

Jennifer Thomasson
Jennifer Thomasson
Senior Warden

William Tudor
William Tudor
Junior Warden

(Signed copy on file in church office)