

BYLAWS

OF

_____ EPISCOPAL CHURCH, INC.

ADOPTED ON _____, 2000

Effect is given to the Articles of Incorporation of _____ Episcopal Church, Inc., the Canons of the Protestant Episcopal Church of the United States of America ("The Episcopal Church"), the Canons of the Diocese of West Missouri ("The Diocese"), and the Laws of the State of Missouri relating generally to the temporal functioning of a not-for-profit church corporation through its Members and the Vestry.

ARTICLE I

Definitions. In these Bylaws: (a) the term "Church" shall include the meaning of the term "Parish" of _____'s Episcopal Church, Inc., which has been incorporated pursuant to civil law under that name; (b) the term "Vestry" shall be synonymous with the term "Board of Directors" and shall refer to the governing body of the civil corporation; (c) the term "Rector" shall denote the ecclesiastical head of the Church and "President" of the civil corporation; (d) the term "Senior Warden" shall be synonymous with the term "First Vice-President" of the civil corporation; (e) the term "Junior Warden" shall be synonymous with the term "Second Vice-President" of the civil corporation; and (f) the term "Members" shall be baptized persons whose baptisms have been duly recorded and who are in good standing in the Parish.

ARTICLE II

Sec. 1. Office. The office of the Church shall be located in the Church building at _____, Missouri.

Sec. 2. Corporate Seal. The Church shall have a seal upon which shall be inscribed its legal name and the word "Seal."

ARTICLE III

Meetings of Members

Sec. 1. Annual Meeting. The annual meeting of the Members of the Church shall be held on the _____ Sunday of _____ of each year at _____ .m., at the Church building or such other hour and place in _____, Missouri, as may be designated in the notice given of such meeting. At such meeting the Members shall elect by ballot qualified adult communicants of the Church to serve as Members of the Vestry for a term of _____ years and until their successors are elected and qualified and shall conduct such other business as may come before the meeting. (Diocesan Canon XIV Sec. 1, 6 and Canon XV Sec. 2; Title I, Canons 13 and 16 of The Episcopal Church.)

Sec. 2. Voting. No person shall be entitled to vote at a Church meeting unless he or she be an enrolled Member of the Church, at least sixteen years of age and shall have contributed regularly to the support of the Church for at least six months next preceding such meeting. The question of prior contributions by such Member will be decided from the books of the Treasurer of the Church. (Diocesan Canon XIV Sec. 7.)

Sec. 3. Quorum. A quorum shall consist of at least ten Members of the Church present at the meeting who are qualified to vote. (Diocesan Canon XIV Sec. 8.)

Sec. 4. Notice of Annual Meeting. The time and place of the annual meeting shall be announced from the Chancel at the Sunday morning services for the two Sundays next preceding the annual meeting and in the Church bulletin for such Sundays.

Sec. 5. Special Meetings of Members and Notices Thereof.

(a) Special meetings of Members may be called by the Rector at any time, but the purpose of such special meeting and the day and hour on which it is to be held, shall be announced by the Rector from the Chancel, at services on two consecutive Sundays before the time of such meeting, and by written notice thereof to the Wardens and Secretary of the Vestry. No business shall be transacted at any special meeting except that mentioned in the call unless by unanimous consent of those present. (Diocesan Canon XIV Sec. 2.)

(b) If there be no Rector, the Senior Warden, if there be such; or the Junior Warden if there be no Senior Warden; or the Secretary of the Church, if there be no Rector, Senior Warden, or Junior Warden; or the Treasurer of the Church, if there be no Rector, Senior Warden, Junior Warden, or Secretary; or, any three Members of the Church, if there be no Rector, Senior Warden, Junior Warden, Secretary or Treasurer of the Church, may call a special Church meeting, notice of which meeting, stating the object thereof and the day and hour at which the same will be held, shall be given at services on two consecutive Sundays before such time, and, if no such Sunday

services are held, by posting a notice thereof upon the door of the Church building, two weeks before the time of the holding of such meeting. (Diocesan Canon XIV Sec. 3.)

(c) The Rector shall, upon the written request of the majority of the Members of the Vestry, or upon the written request of ten adult communicant Members of the Church and in good standing, not being Vestrymen, call a special meeting of the Members of the Church to be held within ten days of the day on which he shall have received such written request, and he shall give notice of such special meeting from the Chancel at a Sunday service preceding such meeting, which notice shall state the day and hour at which such special meeting is to be held, and the object thereof; and the Rector shall also notify the Wardens and Secretary of the Vestry, in writing, of the time of such special meeting, and the object thereof. (Diocesan Canon XIV Sec. 4.)

Sec. 6. Meetings. The Rector, if present, shall preside at all meetings of the Members of the Church. If the Rector is not present at a meeting, the following shall preside in the following priority: Senior Warden, Junior Warden. If none of the above named are present at such meeting, the Members of the Church shall elect from among the Members present a presiding officer. If the Secretary or Assistant Secretary of the Church are not present, a secretary shall be elected from among the Members present. (Diocesan Canon XIV Sec. 5.)

ARTICLE IV

Vestry

Sec. 1. Powers and Duties. The temporal affairs of the Church shall be managed by the Vestry through its officers who shall be agents and legal representatives of the Church in all matters concerning its corporate property and relations of the Members to its Clergy. (Title I, Canon 13 of The Episcopal Church; Diocesan Canon XV Sec. 1.)

Sec. 2. Number and Qualifications. The Vestry shall consist of the person holding the office of Rector of the Church and _____ qualified communicants of the Church. Each member of the Vestry shall be sixteen years of age or older and in good standing and shall have contributed regularly by subscription or otherwise to the support of the Church for at least six months immediately prior to the meeting at which he or she is elected and shall be conscientiously attached to the doctrine, discipline and worship of the Church. The Vestry shall be divided into three groups of _____ members each. Initially, one group shall be elected each year to serve for a term of one year, another for a term of two years, and the last for a term of three years, or until their successors are elected and qualified. Thereafter, the term of each group shall be a term of three years or until their successors are elected and qualified. No member of the Vestry at the expiration of his or her term of office shall succeed himself or herself, except as provided in Sec. 5 of this Article, but he or she shall be eligible for reelection after the lapse of one year from the expiration of his or her prior term of office. (Diocesan Canon XV Sec. 2.)

Sec. 3. Meetings and Notice.

(a) The annual meeting of the Vestry shall be held in the Church building immediately following the annual meeting of the Members or at such other Place as may be designated by the Rector.

(b) The regular meetings of the Vestry shall be held at the Church building on the _____ of each calendar month beginning at _____ .m.

(c) Special meetings of the Vestry may be called by the Rector on two days' written or one day's oral notice and may be held in such place in _____, Missouri, as may be designated in such notice.

(d) Notice of the annual and regular meetings shall be given to all Members of the Vestry at Divine service or in such other manner as the Rector may determine. (Diocesan Canon XV Sec. 6.)

Sec. 4. Quorum. A Quorum shall consist of a majority of the membership of the Vestry. (Diocesan Canon XV Sec. 6.)

Sec. 5. Vacancies. Vacancies in the Vestry shall be filled by the vote of the majority of the remaining Vestry members, and the person so elected shall serve for the remainder of the term of the person in whose place he or she was elected and shall be eligible for re-election when such term expires. (Diocesan Canon XV Sec. 3.)

Sec. 6. Election of Officers. The executive officers of the Church, other than the Rector, shall be elected at the annual meeting of the Vestry and at such other times as vacancies may occur as provided in these Bylaws. The Rector shall be elected at any time such office may become vacant, in the manner as provided by the Canons of The Episcopal Church and The Diocese. The Rector shall annually appoint a Member of the Vestry as Senior Warden (First Vice-President) and the Vestry shall elect from among its Members a Second Vice-President, who shall serve as Junior Warden, and a Secretary; and from among its Members or the membership of the Church an Assistant Secretary, a Treasurer and an Assistant Treasurer. All the above designated officers, except the Rector, shall be elected for one year and until their successors are duly elected and qualified. (Diocesan Canon XV Sec. 5.)

Sec. 7. Bylaws. The Vestry shall make such Bylaws, rules and regulations as it may deem necessary for the transaction of business, and change the same from time to time, but shall have no power to make any Bylaw, rule or regulation, or take any action of any kind or nature that violates or runs counter to, or has the effect of violating any provision of the Constitution and Canons of The Episcopal Church or of this Diocese. (Diocesan Canon XIV Sec. 6 and Canon XV Sec. 8.)

Sec. 8. Real Property of the Church. Neither the Vestry nor the officers of the Church shall have the power to encumber or alienate the real property of the Church without a two-thirds affirmative vote of the membership of the Vestry and the written consent of the Bishop and of the Standing Committee of the Diocese. (Diocesan Canon XV Sec. 9; Title II, Canon 7 Sec. 2, of The Episcopal Church.)

ARTICLE V

Officers - Duties

Sec. 1. Officers. The officers of the Church shall consist of the Rector who shall be President of the Church, the Senior and Junior Warden who shall be First and Second Vice-President, a Secretary and Assistant Secretary, a Treasurer and Assistant Treasurer, a Parish Chancellor and such other officers as shall from time to time be elected by the Vestry.

Sec. 2. Rector - President. The spiritual affairs of the Church are vested in the Rector thereof as provided in Diocesan Canon XX and Title III, Canon 21 of The Episcopal Church. He shall preside at all meetings of the Members and of the Vestry and shall have such supervision of the temporal affairs of the Church as provided by these Bylaws and shall see that all orders and resolutions of the Vestry are carried into effect. His term of office shall be for such a period as may be agreed upon by the Vestry and such Rector at the time of his election or as provided by the Diocesan Canons and the Canons of The Episcopal Church.

Sec. 3. Vice-Presidents - Senior and Junior Wardens. In the absence, disability or under the direction of the Rector, the Senior Warden shall be vested with all the temporal powers of the Rector and, in addition thereto, shall perform such additional duties as directed by the Rector. In the absence or disability of the Rector and Senior Warden, the Junior Warden shall have all the powers of the Senior Warden.

Sec. 4. Secretary. The Secretary shall be Secretary of the Vestry and of the meetings of Members of the Parish. He or she shall give such notices of meetings of the Vestry and of the Members as directed by the Rector, shall cause to be recorded all proceedings of the meetings of the Vestry and of the Members in a book or books kept for such purpose, and shall perform such other duties as may be assigned to him or her by the Rector. He or she shall have custody of the seal of the corporation and shall affix the same on any instruments when duly authorized so to do and attest the same.

Sec. 5. Assistant Secretary. In the absence or upon the disability of the Secretary, the Assistant Secretary shall be vested with all the powers of the Secretary.

Sec. 6. Treasurer. The Treasurer shall have the custody of all moneys, valuable papers and documents of the corporation; shall place the same in such depositories as may be designated by the Vestry; shall expend the same as directed by the Vestry, taking proper vouchers for such

expenditures; shall keep or cause to be kept a book or books setting forth a true record of the receipts, expenditures, assets, liabilities and losses of the Church; shall when and as required by the Rector and Vestry render a statement of the financial condition of the Church; and shall take charge of all missionary offerings and make remittances at least quarterly to the Treasurer of the Diocese of all money so received. The Treasurer and all other individuals authorized by the Vestry to draw check on or to make deposits in bank accounts of the Church shall be adequately bonded. The Treasurer shall have such additional duties as may be provided by the Canons of The Episcopal Church and the Diocesan Canons. (Diocesan Canon XV Sec. 10; Title I, Canon 6, Sec. 3 of The Episcopal Church.)

Sec. 7. Assistant Treasurer. In the absence or upon the disability of the Treasurer, the Assistant Treasurer shall be vested with all the powers of the Treasurer.

ARTICLE VI

Execution of Documents

Sec. 1. Checks, Drafts, Etc. All checks, drafts, bonds, notes or other obligations for the payment of money on behalf of the Church shall be signed by the Treasurer or Assistant Treasurer and by either the Rector or a Warden, or by such other persons as may be designated by the Vestry.

Sec. 2. Contracts. All contracts entered into by the Church shall be signed on behalf of the Church by the Rector or a Warden or in such other manner as may be designated by the Vestry.

ARTICLE VII

Amendment of Bylaws

These Bylaws may be altered and amended by the affirmative vote of a majority of the Members of the Vestry, at any regular or special meeting of the Vestry. (Diocesan Canon XV Sec. 8.)