

**AMENDED AND RESTATED BY-LAWS OF
SAINT JOHN'S EPISCOPAL CHURCH OF MEMPHIS**

PREAMBLE

THE CORPORATION

Section 1. Saint John's Episcopal Church of Memphis, Inc. is a civil, not-for-profit religious corporation chartered by the State of Tennessee and is referred to as the "Parish" or the "Corporation" in these By-Laws.

Section 2. Upon adoption of these By-Laws, the Corporation accedes to the Constitution, Canons, Doctrine, Discipline and Worship of the Episcopal Church and The Episcopal Diocese of West Tennessee, and in the event of a conflict with the By-Laws, the Constitution, Canons, Doctrine, Discipline and Worship of the Episcopal Church and The Episcopal Diocese of West Tennessee shall control.

Section 3. The Board of Directors of the Corporation shall be known as the Vestry.

Section 4. The Senior Warden of the Parish shall be the President of the Corporation. The Junior Warden shall be Vice President of the Corporation. The Clerk shall be the Secretary of the Corporation.

Section 5. The membership of the Parish shall consist of all persons who have received the Sacrament of Holy Baptism with water in the Name of the Father, and of the Son, and of the Holy Spirit, whether in this Parish or in another Christian Church, and whose Baptisms have been duly recorded in this Parish (hereinafter "member"). The terms "Communicant," "Communicant in Good Standing" and "Adult Communicant" shall have the meanings as currently set forth in the Canons of the Episcopal Church as appended to these by-laws.

Section 6. In all secular matters, the Parish shall act by and through its officers.

Section 7. In all spiritual matters, the Rector shall have primary responsibility.

Section 8. All moneys and properties of the Corporation shall be devoted to its corporate purposes, and shall not be used for the private profit or benefit of any individual; provided, that nothing herein shall prevent the payment of compensation for service to officers, agents and employees of the Corporation as fixed and determined by the Annual or Special Parish Meeting or by the Vestry.

Section 9. These Amended and Restated By-Laws supersede and replace all prior by-laws of the Corporation.

ARTICLE I.

OFFICE

The principal office of the Corporation is at 3245 Central Avenue, Memphis, Tennessee 38111.

ARTICLE II.

MEETING OF MEMBERSHIP

Section 1. Annual Meeting.

The Annual Meeting of the Parish shall be held on a day in December or January fixed by the Vestry, for the purpose of electing Vestry members, and transacting such other business as may properly come before the meeting. The Rector shall preside at the Annual Meeting. If there shall be no Rector, or he/she shall be absent, then the Senior Warden shall preside, and in the Senior Warden's absence, the Junior Warden shall preside, and in the absence of all of them, a Vestry member or clergy person chosen by the Vestry shall preside.

Section 2. Special Meetings.

Special meetings of the Parish shall be called at any time by the Rector or Senior Warden or Junior Warden upon two weeks written notice to the membership of the Parish; or by the Vestry or members upon written request of a majority of the Vestry or of members who total not less than twice the number of Vestry members.

Section 3. Place of Meetings.

All meetings of the Parish shall be held at the principal office of the Corporation, or at such other places as shall be designated in the notices or waivers of notice of such meetings.

Section 4. Notice of Meetings.

- (a) Written notice of each meeting of the Parish whether annual or special, stating the time and place where it is to be held, shall be given and notice shall be given at least once during all Sunday services or services of public worship, not less than fourteen days nor more than fifty days before the meeting.
- (b) Notice of any adjourned meeting of the Parish need not be given unless otherwise required by statute or canon.

Section 5. Quorum.

- (a) For Parish meetings, a quorum shall be constituted if 10% of Adult Communicant members are in attendance as determined by the last published record of the Parish as provided to the Diocese.

- (b) Despite the absence of a quorum at any annual or special meeting of the Parish, the Adult Communicant members by a majority of the votes cast may adjourn the meeting. At any such adjourned meeting that is subsequently reconvened at which a quorum is present, any business may be transacted at the meeting as originally called if a quorum had been present.

Section 6. Voting.

- (a) Any corporate action to be taken by vote of the Parish membership shall be authorized by a majority of votes cast at a meeting of Adult Communicant members entitled to vote thereon.
- (b) At each meeting of the Parish, each Adult Communicant member shall be entitled to one vote in person. There shall be no voting by proxy.
- (c) Voting for Vestry members shall be by secret ballot. The method of voting for all other matters shall be determined by a majority of the Adult Communicant members in attendance at the meeting.

ARTICLE III.

VESTRY

Section 1. Number, Nomination, Election and Term of Office.

- (a) The number of the Vestry members of the Corporation shall be fifteen (15), or such other number that is not less than nine (9) nor more than twenty-one (21) as may from time to time be fixed by a vote of the Parish at its Annual Meeting. The Vestry membership shall consist of Confirmed Communicants in Good Standing of the Parish not less than eighteen years of age and shall not be employed by the Parish. If one member of a household is currently serving on the Vestry, the other members of that household are ineligible to serve on the Vestry. Any Vestry member who has served at least two years of a term shall be ineligible for re-election to the Vestry, until the next succeeding Annual Meeting.
- (b) The Vestry shall appoint a nominating committee, which, not less than three weeks before the Annual Parish Meeting, shall nominate persons for election to the Vestry. The names of such persons shall be made known to the Parish by publication, written or electronic, or by announcement at regular Sunday service or services on at least two Sundays before the election. Nominations for one or more Vestry positions may be made in writing by any five or more Adult Communicant members not less than two weeks before the Annual Parish Meeting, and the names of such persons shall be made known to the Parish in the same manner as above not less than one Sunday before the Annual Parish Meeting. Nominations may be made from the floor at the Annual Parish Meeting by any Adult Communicant member, provided at least two

other Adult Communicants present at the Annual Parish Meeting second the nomination. The candidates receiving the highest number of votes cast at the Annual Parish Meeting shall be elected.

- (c) Each Vestry member shall hold office until a) the earlier of the Annual Meeting of the Parish three years following his/her election and until his/her successor is elected and qualified, or b) until his/her death, resignation or removal.

Section 2. Duties and Powers.

The Vestry shall be responsible for the control and management of the affairs, property and interests of the Corporation, and may exercise all powers of the Corporation. The Vestry shall be responsible for calling a Rector, subject to the provisions of the Canons of the Episcopal Church or the Episcopal Diocese of West Tennessee. The Vestry may establish and abolish additional clergy positions in the Parish.

Section 3. Annual Organizational and Regular Meetings/Notice.

- (a) An organizational meeting of the Vestry shall be held as soon as practicable following the Annual Parish Meeting.
- (b) The Vestry, from time to time, may provide for the holding of other regular meetings of the Vestry, and may fix the time and place thereof.
- (c) Notice of any regular meeting of the Vestry to the Vestry shall not be required to be given and, if given, need not specify the purpose of the meeting; provided, however, that in case the Vestry shall fix or change the time or place of any regular meeting, notice of such action shall be given to each Vestry member who shall not have been present at the meeting at which such action was taken.

Section 4. Special Meeting Notice.

- (a) Special meetings of the Vestry shall be held whenever called by the Rector, Senior Warden or Junior Warden, and shall be called by the Rector, Senior Warden or Junior Warden on the written request of at least three (3) Vestry members then in office at such time and place as may be specified.
- (b) Notice of special meetings shall be provided to each Vestry member and the Rector, by written notice, at least two (2) days before the day on which the meeting is to be held. The notice need not specify the purpose of the meeting.

Section 5. Presiding Person.

At all meetings of the Vestry, the Rector shall preside and be an ex-officio member of the Vestry. If there shall be no Rector, or he/she shall be unable to attend, then the Senior Warden shall preside, and in the Senior Warden's absence, the Junior Warden shall preside, and in the absence of all of them, a Vestry member or clergy person chosen by the Vestry shall preside.

Section 6. Quorum and Adjournments.

- (a) At all meetings of the Vestry, the presence of a majority of the entire Vestry shall be necessary and sufficient to constitute a quorum for the transaction of business.
- (b) A majority of the Vestry present at the time and place of any regular or special meeting although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

Section 7. Manner of Acting.

- (a) At all meetings of the Vestry, each member present shall have one vote in person. There shall be no proxy voting.
- (b) The action of a majority of the Vestry members present at any meeting at which a quorum is present shall be the act of the Vestry.

Section 8. Vacancies in Unexpired Terms.

Any vacancy in the Vestry occurring by reason of the death, resignation, disqualification, removal or inability to act of any Vestry member, or otherwise, may be filled for the unexpired portion of the term by a majority vote of all of the remaining Vestry members. Notice of such meeting shall specify the purpose for the meeting.

Section 9. Resignation.

Any Vestry member may resign at any time by giving written notice to the Vestry, the Rector or the Clerk. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Vestry or such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 10. Removal.

Any Vestry members may be removed with or without cause at any time by the affirmative vote of a majority of the Adult Communicant members voting at the Annual Meeting or at a special meeting of the Parish called for that purpose, and may be removed for cause and suspended pending a final determination that cause exists for removal, by action of the Vestry.

Section 11. Contracts.

- (a) No contract or other transaction between the Corporation and any other corporation shall be impaired, affected or invalidated, nor shall any Vestry member be liable in any way by reason of the fact that any one or more of the Vestry members is or are interested in, or is a director or officer, or are directors or officers of such other corporation, provided that such facts are disclosed or made known to the Vestry.

- (b) Any Vestry members, personally and individually, may be a party to or may be interested in any contract or transaction of this Corporation, and no Vestry members shall be liable in any way by reason of such interest, provided that the fact of such interest be disclosed or made known to the Vestry, and provided that the Vestry shall authorize, approve, or ratify such contract or transaction by the vote (not counting the vote of any such member) of a majority of a quorum, notwithstanding the presence of any such Vestry member at the meeting at which such action is taken. Such Vestry member or Vestry members may be counted in determining the presence of a quorum at such meeting. This Section shall not be construed to impair or invalidate or in any way affect any contract or other transaction which would otherwise be valid under the law (common, statutory or otherwise) applicable thereto.

Section 12. Committees/Commissions.

The Vestry or Rector may establish such committees/commissions as may from time to time be deemed appropriate upon resolution adopted by a majority of the Vestry. Each such committee/commission may consist of at least one or more Vestry members and such other Communicants as may be deemed desirable by the committee/commission. The Rector and the Wardens shall have the right, but not the obligation, to serve as ex-officio members of all committees.

Section 13. Acts Taken Without Meeting.

Notwithstanding the foregoing provisions of this section of the by-laws, whenever Vestry members are required or permitted to take any action by vote, such action may be taken without a meeting if, after proper notice is given to the Vestry and Rector, at least seventy-five percent (75%) of the members of the Vestry vote in favor and there are no opposition or negative votes cast. The results of any such vote, including a roll call of votes, shall be reflected in the minutes of the next Vestry meeting after the vote.

ARTICLE IV.

OFFICERS

Section 1. Number, Qualification, Election and Term of Office.

- (a) The officers of the Corporation shall consist of a Senior Warden (President), a Junior Warden (Vice President), a Clerk (Secretary), a Treasurer (all of whom must be Confirmed Communicant members and at least eighteen (18) years of age), and such other officers as the Vestry may from time to time deem advisable. Any officer other than the wardens may be but is not required to be a Vestry member.
- (b) The officers of the Corporation shall be elected annually by the Vestry.

- (c) Each officer shall hold office until a) the earlier of the organizational meeting of the Vestry next succeeding his/her election and until his/her successor shall have been elected and qualified, b) or until his/her death, resignation or removal.

Section 2. Resignation.

Any officer may resign at any time by giving written notice of such resignation to the Vestry or to the Rector or the secretary of the corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Vestry or by such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 3. Removal.

Any officer may be removed, either with or without cause, and a successor elected by a majority vote of the Vestry members at any meeting called for that purpose.

Section 4. Vacancies.

A vacancy in any office by reason of death, resignation, inability to act, disqualification, or any other cause, may at any time be filled for the unexpired portion of the term by a majority vote of the Vestry.

Section 5. Duties of Officers.

- (a) **Wardens.** The Wardens may be designated by the Vestry with one or more titles denoting seniority or functions. All contracts and legal instruments, to be binding on the Parish, shall be signed by the Senior Warden, or Junior Warden, or by some agent vested with authority by a resolution at the Annual Meeting or by the Vestry.
- (b) **Clerk.** The clerk of the Vestry is the secretary of the Corporation. The secretary shall attend all meetings of the Vestry and all meetings of the Parish and act as secretary thereof, and record all votes and minutes of all proceedings and shall perform like duties for any committee of the Vestry when required. The clerk shall perform such other duties as pertain to his/her office.
- (c) **Treasurer.** The Treasurer shall have responsibility for overseeing the funds of the Parish under the direction of the Vestry. The Treasurer shall present a report to the Vestry at each regular meeting, and an annual report at the Annual Parish Meeting. The Treasurer shall perform such other duties as pertain to his/her office. There shall be an annual independent audit of Parish financial records.
- (d) **Other Officers.** All other officers and assistant officers shall have such duties and exercise such powers as generally pertain to their respective offices as well as such duties and powers as from time to time may be prescribed by the wardens or the Vestry. The Vestry may require any officer, agent or employee to give security for the faithful performance of his/her duties.

ARTICLE V.

RECTOR

The Rector of the Parish shall preside at all meetings of the Parish and of the Vestry. The Rector of the Parish shall have charge of all things affecting the spiritual interests of the Parish including all things concerning the worship of the Parish and all spiritual education connected with the Parish.

ARTICLE VI.

FISCAL YEAR

The fiscal year of the corporation shall begin January 1 and end on December 31 of each year unless otherwise provided by the Vestry, subject to applicable law.

ARTICLE VII.

CORPORATE SEAL/NOTICES

Section 1. Seal.

The Corporation shall have no corporate seal.

Section 2. Notices.

Where notice by written means is called for under these by-laws, such written notice may be accomplished by electronic transmission as well as other documented means.

ARTICLE VIII.

AMENDMENTS

Section 1. By the Parish.

All by-laws of the Corporation shall be subject to alteration or repeal, and new by-laws may be substituted by the affirmative vote of the Parish at any annual or special meeting of the Parish, provided that the notice or waiver of notice of such meeting shall have summarized or set forth in full therein, and provided that the proposed amendment, alteration or substitution is subject to the approval of the Bishop of the Episcopal Diocese of West Tennessee.

Section 2. By Vestry.

The Vestry shall have power to make adopt, alter, amend and repeal, from time to time, by-laws of the corporation by a vote of two-thirds of its membership; provided, however, that the Vestry shall have no power to change the quorum for meetings of the membership or of the Vestry, or to change any provisions of the by-laws with respect to the removal of Vestry members

or the filling of vacancies in the Vestry resulting from the removal by the membership. If any by-law regulating an impending election of Vestry members is adopted, amended or repealed by the Vestry, there shall be set forth in the notice of the next meeting of Vestry members for the election of Vestry members, the by-laws so adopted, amended or repealed, together with a concise statement of the changes made. The proposed amendment shall be subject to the approval of the Bishop of the Episcopal Diocese of West Tennessee.

ARTICLE IX.

INDEMNITY

- (a) Any person made a party to any action, suit or proceeding, by reason of the fact that he/she, is or was a Vestry member, officer or employee of the Corporation, or of any corporation in which he/she served as such at the request of the Corporation, shall be indemnified by the Corporation against the reasonable expenses (including attorney fees), judgments, awards, fines and amounts paid in settlement actually and necessarily incurred by him/her in connection with the defense of such action, suit or proceedings, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding, or in connection with any appeal therein, that such officer, Vestry member or employee acted in bad faith and/or is liable for misconduct in the performance of his/her duties.

- (b) The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or Vestry member or employee may be entitled apart from the provisions of this section.

Effective as of _____

ADDENDUM

Canon 1.17.2–3

Sec. 2 (a) All members of this Church who have received Holy Communion in this Church at least three times during the preceding year are to be considered communicants of this Church.

(b) For the purposes of statistical consistency throughout the Church, communicants sixteen years of age and over are to be considered adult communicants.

Sec. 3. All communicants of this Church, 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 communicants in good standing.