

THE BY-LAWS

OF

THE CHURCH OF

ST. MICHAEL THE ARCHANGEL

(AND AMENDMENTS)

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ST. MICHAEL THE ARCHANGEL
(AND AMENDMENTS)**

Contents

ARTICLE I DEFINITION AND CORPORATION PROVISIONS	5
Section 1.	5
Section 2.	5
Section 3.	5
ARTICLE II ACKNOWLEDGMENT OF ACCEDENCE.....	6
ARTICLE III MEMBERSHIP	6
ARTICLE IV PARISH MEETINGS	6
Section 1.	6
Section 2.	7
Section 3.	7
Section 4.	7
Section 5.	7
Section 6.	7
Section 7.	7
Section 8.	7
ARTICLE V THE VESTRY	7
Section 1.	7
Section 2.	8
Section 3.	8
Section 4.	8
Section 5.	9
Section 6.	9
Section 7.	9
Section 8.	9
Section 9.	9
ARTICLE VI WARDENS AND VESTRY OFFICERS.....	10
Section 1.	10
Section 2.	10
Section 3.	10
Section 4.	10
Section 5.	10

ARTICLE VII DELEGATION TO CONVENTION..... 11
 Section 1. 11
 Section 2. 11

ARTICLE VIII COMMITTEES OR COMMISSIONS 11
 Section 1. 11
 Section 2. 11
 Section 3. 11
 Section 4. 11

ARTICLE IX THE RECTOR AND OTHER MINISTERS..... 12
 Section 1. 12
 Section 2. 12
 Section 3. 12

ARTICLE X PARISH ADMINISTRATION 12
 Section 1. 12
 Section 2. 12
 Section 3. 12
 Section 4. 13
 Section 5. 13
 Section 6. 13
 Section 7. 13

ARTICLE XI RULES OF ORDER 13
 Section 1. 13

ARTICLE XII AMENDMENTS..... 13
 Section 1. 13
 Section 2. 13

AMENDMENT NO. 1 TO THE BY-LAWS OF THE CHURCH OF ST. MICHAEL THE
ARCHANGEL, INC. 14

AMENDMENT NO. 2 TO THE BY-LAWS OF THE CHURCH OF ST. MICHAEL THE
ARCHANGEL, INC. 15

AMENDMENT NO. 2 [3] TO THE BY-LAWS OF THE CHURCH OF ST. MICHAEL THE
ARCHANGEL, INC. 16

ARTICLE XIII PLANNED GIVING AND ENDOWMENT FUND..... 17

ARTICLE XIV BOARD OF TRUSTEES OF THE PLANNED GIVING AND ENDOWMENT
FUND..... 17

AMENDMENT NO. 4 TO THE BY-LAWS OF THE CHURCH OF ST. MICHAEL THE
ARCHANGEL, INC. 20

ARTICLE I DEFINITION AND CORPORATION PROVISIONS

Section 1. When used in these By-Laws with an initial Capital, the words below shall have the corporation law meanings set forth in this section unless the context requires otherwise.

- A. "Clerk" shall mean the person who is the Secretary of the Corporation.
- B. "Junior Warden" shall mean the person who is a director and the Vice-President of the Corporation.
- C. "Parish" shall mean the Corporation.
- D. "Senior Warden" shall mean the person is a director and the President of the Corporation.
- E. "Treasurer" shall mean the person who is the Treasurer of the Corporation.
- F. "Vestry" shall mean the Board of Directors of the Corporation. A member of the vestry shall be a director of the Corporation.

Section 2. When used in these By-Laws with an initial capital, the words below shall have the meanings set forth in this section unless context requires otherwise.

- A. "Annual Meeting" shall mean the annual meeting of the membership of the Parish as set forth in [Article IV, Section 1](#) hereinafter.
- B. "Diocese" shall mean the Diocese of Lexington (Episcopal).
- C. "Rector" shall mean the Rector of the Church of St. Michael the Archangel.

All other capitalized words or terms shall mean the meanings given them by the Constitution and Canons of the Diocese and the Constitution and Canons of the Protestant Episcopal Church in the United States of America.

Section 3. The following corporation provisions shall apply:

- A. **Principal Office:** The principal office of the Corporation shall be 2025 BELLEFONTE DR., LEXINGTON, KY 40503.
- B. **Registered Agent and Office:** The name of the initial registered agent of the Corporation is Mark T. MacDonald. The address of the initial registered office is 1500 Lexington Financial Center, 250 West Main Street, Lexington, Kentucky. The Board of Directors may, from time to time, designate a different person as the

registered agent and may designate a different address as the registered office of the Corporation; provided however, that any such designation shall become effective only upon filing of a statement of such change with the Secretary of State of Kentucky as provided by law.

- C. **Inspection of Parish Records:** The books of account and minutes of proceedings of the members and Vestry shall be open to inspection upon the written demand of any member, at any reasonable time, and for a purpose reasonably related to his or her interests as a member, and shall be exhibited at any time when required by the demand of a majority of the members. Such inspection may be made in person or by an agent or attorney, and shall include the right to make copies. Demand for inspection may be in writing upon the Rector, Clerk, or any assistant clerk of the Parish.
- D. **Inspection of By-Laws:** The Parish shall keep in its principal office the original or a copy of the By-Laws as amended, certified by the Clerk, which shall be open to inspection by the members at all reasonable times during office hours.
- E. **Filing Reports and Returns:** The proper officers of the Parish shall file with the appropriate government agencies or officers all reports, returns and other instruments which may be required from time to time to maintain the Corporation in good standing, to obtain and retain its nonprofit tax-exempt status and otherwise to comply with the requirements of law.

ARTICLE II ACKNOWLEDGMENT OF ACCEDECE

As a parish in union with the Convention of the Diocese, the Parish accedes to the Constitution and Canons of Diocese and the Constitution and Canons of the Protestant Episcopal Church in the United States of America as the respective documents may be duly amended from time to time.

ARTICLE III MEMBERSHIP

The membership of the Parish shall consist of all baptized persons on the records of the Parish who shall have been appropriately recognized by the Rector, by their support, and by their attendance.

ARTICLE IV PARISH MEETINGS

Section 1. The Annual Meeting of the membership of the Parish shall be held on

the first Sunday in the last quarter which is St. Michael's Day, the hour thereof being determined by the Vestry.

- Section 2.** Special meetings of the membership of the Parish may be held at any time by a call fo the Rector of by the call of a majority of the Vestry, or in the event of vacancy in the office of Rector, by a call of the Senior Warden. Notice of any such special meeting shall set forth the business which is to be transacted at such meeting and no other business than such specified business shall be transacted except by a two-thirds majority vote in favor thereof.
- Section 3.** Notice of any Parish meeting shall be posted in the main Parish building and shall be given at all services held on the two Sundays preceding such meeting and by mail to the membership of the Parish at least ten (10) days prior to such meeting.
- Section 4.** Members qualified to vote shall be those persons sixteen (16) years of age or over, who, at the time of such meeting are confirmed communicants in good standing, who are regular worshippers in the Parish and who for six (6) months immediately preceding such meeting have been regular contributors to the support of the Parish.
- Section 5.** Ten percent (10%) of the qualified voters of the Parish shall constitute a quorum for the transaction of business at a Parish meeting. No person shall be permitted to vote by absentee ballot or by proxy. A quorum having been established, a majority of the eligible voters present shall be necessary for an election or for the adoption of any matter voted on at a Parish meeting. However, election of members of the Vestry shall be subject to the provisions of [Article V, Section 4](#) hereinafter.
- Section 6.** The rector or one appointed by the Rector, or in case of a vacancy in the office of Rector, the Senior Warden, or in the absence of these, some adult communicant then selected shall preside over the meetings of the Parish.
- Section 7.** The vacant Vestry positions, the lay deputies and alternates to the next annual Convention of the Diocese, and two persons as members of the Greater Cathedral Chapter shall be elected at the Annual Meeting of the Parish.
- Section 8.** The Clerk of the Vestry shall serve as Clerk of the Parish and shall discharge duties of that office at any meeting of the Parish, but in the case of the absence or disability of the Clerk, the voters shall elect a Clerk Pro Tempore to serve for the meeting.

ARTICLE V THE VESTRY

- Section 1.** The Vestry shall consist of the Rector and twelve (12) lay members. Members of the Vestry must be members of the Parish, sixteen (16) years of age or older, confirmed communicants in good standing and

regular financial contributors to the Parish.

Section 2. Four (4) members at large shall be elected at each Annual Meeting of the membership of the Parish for the term of three (3) years or until their successors are elected. The word "Year", as used herein, shall mean the calendar year beginning January 1 of the year following the Annual Meeting of the Parish. The terms of the twelve elected members of the Vestry shall be staggered so that four positions become vacant each year. No elected member of the Vestry shall, after serving a full three-year term, become a candidate for re-election as a member of the Vestry for at least one year. However, a member of the Vestry elected to fill a vacancy for the unexpired period to which another was elected, and who has served less than two years, may be elected as a member of the Vestry and serve a full three-year term.

Section 3. Nominations of candidates for Vestry shall be made as follows:

- A. At least six weeks prior to the Annual Meeting of the Parish, the Rector shall appoint a Nominating Committee for the Vestry consisting of:
 - 1. The outgoing members of the Vestry;
 - 2. A like number of members of the Parish who are not current members of the Vestry.
- B. The Nominations Committee shall solicit nominations for the Vestry from the membership of the Parish at large.
- C. The Nominations Committee shall consider all names of eligible members of the Parish submitted to it with their consent by one or more sponsors and may add the names of unsponsored eligible members of the Parish with their consent.
- D. At least two weeks prior to the Annual Meeting of the Parish, the Nominations Committee shall announce a slate of candidates of the Vestry numbering no less than the number of vacancies plus two (2). Such announcement of the slate shall include publication of all candidates' photographs and biographies in confirming format.
- E. Additional nominations may be made from the floor at the Annual Meeting of the Parish, providing that the nominator receives the prior consent from the individual so nominated.

Section 4. The procedure for election of candidates for Vestry positions shall be as follows:

- A. Elections shall be held at the Annual Meeting of the Parish subject to the requirements of Article IV hereinabove.
- B. Elections shall be by written ballots which shall be counted by three tellers appointed by the Vestry.
- C. A group of nominees sufficient to fill the offices in question and receiving the highest number of votes shall be declared elected as

members of the Vestry, provided that, in the case of a tie vote which affects the outcome of the election, a further ballot shall be had as to those receiving such a tie vote.

D. When the election includes filling unexpired terms, the candidates elected first or receiving the greatest number of votes will be considered as having been elected to full terms.

Section 5. In the event of a permanent vacancy among the members at large, the remaining members of the Vestry shall elect a successor member to hold office until January 1 following the next Annual Meeting of the Parish, at which Annual Meeting in the event a portion of the term remains unexpired, another member shall be elected to hold office for such unexpired term. A permanent vacancy shall be declared to exist upon receipt of the resignation of a member of the Vestry in writing or upon a majority vote of the Vestry when a member of the Vestry shall have been absent, without cause, for three successive regular Vestry meetings or for a period of three successive months, if more than three regular meetings have been held within such period.

Section 6. The Vestry shall meet on such day of the month at such time and place as it shall from time to time determine. All Vestry meetings shall be open to any interested Parish member unless by a two-thirds majority vote, the Vestry shall decide to meet in executive session to discuss matters of personnel or unusual delicacy or sensitivity. Any action taken in such executive session shall be reported in the minutes of the Vestry meeting.

Section 7. The clerk of the Vestry shall cause five calendar days' notice of each meeting to be given. This notice may be either oral or in writing and may be either mailed or delivered to each member of the Vestry at the member's residence or place of business. This requirement may be dispensed with if agreed to by a two-thirds vote of the full membership of the Vestry.

Section 8. A quorum for the meeting of the Vestry shall consist of a majority of all members thereof unless dispensed with in accordance with [Section 7](#) above. No meeting of the Vestry shall be valid unless either the Rector or the Senior Warden shall be present; provided, that if the office of Rector is vacant, then the presence of both the Senior and Junior Wardens shall be required.

Section 9. The duty of the Vestry is to take charge of and regulate the temporal affairs of the Parish, and to fully report the financial conditions of the Parish at the Annual Meeting; to sustain and further the mission of the Parish; and to cooperate with the Rector for the promotion of the spiritual cure and to assure the proper support of the Rector through stipend and allowances.

ARTICLE VI WARDENS AND VESTRY OFFICERS

- Section 1.** The Senior Warden shall be an elected member of the Vestry appointed by the Rector and confirmed by a majority vote of the Vestry at the January meeting of the Vestry for a one year term, or until a successor shall be duly appointed. In the event a vacancy occurs in the office of Senior Warden, the Rector shall fill the vacancy by appointment with confirmation of a majority vote of the Vestry. In case there shall be a vacancy in the office of Rector, and a vacancy in the office of Senior Warden occurs, the Vestry shall ask the Bishop of the Diocese of Lexington to either appoint a successor Senior Warden or authorize it to elect an individual to the position. It shall be the duty of the Senior Warden to see that all things needed for the orderly worship of God and for the proper administration of the sacraments are provided at the expense of the Parish.
- Section 2.** The Junior Warden shall be an elected member of the Vestry. At the January meeting of the Vestry, the Junior Warden shall be elected for a term of one year or until a successor is duly elected. In the event a vacancy occurs in the office of Junior Warden, the Vestry shall elect a replacement to hold office for the remainder of the applicable calendar year. It shall be the duty of the Junior Warden to supervise the care, protection and maintenance of the property and improvements of the Parish.
- Section 3.** At each January meeting, the Vestry shall elect a Clerk from among its members to serve for a period of one year or until a successor shall be duly elected. The Clerk shall keep or cause to be kept, true and accurate minutes of all meetings. The Clerk may appoint an assistant to assist in preparing items for Parish publication or to cover a temporary absence. Copies of Vestry minutes shall be made available to each member of the Vestry prior to the next regularly scheduled meeting.
- Section 4.** The Treasurer shall be elected at the January meeting of the Vestry for a term of one year or until a successor is duly elected. The Treasurer need not be a member of the Vestry. The Treasurer shall receive, have custody of and dispense all funds and monies belonging to the Parish and shall keep or cause to be kept full, detailed and true accounts of all financial transactions relating to the Parish, its property or affairs.
- Section 5.** The Clerk and Treasurer shall faithfully deliver into the hands of their respective successors in office all property of the Parish in their possession, including records, books, and other papers relative to the affairs and business of the Parish.

ARTICLE VII DELEGATION TO CONVENTION

- Section 1.** The Parish shall be represented at each meeting of the Convention of the Diocese by that number of lay deputies to which it is entitled in accordance with the constitutions and canons of the Diocese. Such deputies shall be at least sixteen (16) years of age and confirmed communicants in good standing of the Parish, one of whom shall be a member of the Vestry with the remaining term of at least one (1) year.
- Section 2.** The deputies and one alternate for each deputy shall be elected at the Annual Meeting of the membership of the Parish and notice of the election shall be made to the Diocesan office at least ninety (90) days before the Convention convenes.

ARTICLE VIII COMMITTEES OR COMMISSIONS

- Section 1.** Members of Committees and Commissions may be appointed by the Rector in consultation with the Senior Warden, subject to confirmation by the Vestry, to assist in the life and work of the Parish. Authority for budget and policy shall remain with the Vestry. Committee and Commission members shall serve for a period of one year. Each Committee and Commission created hereunder shall have at least one member of the Vestry serving on it. The Rector and Senior Warden shall be ex officio members of all Committees and Commissions.
- Section 2.** Committees and Commissions may include, but need not be limited to the following:
- A. Nominations Committee.
 - B. Personnel Committee.
 - C. Finance Committee.
 - D. Service Commission.
 - E. Worship Commission.
 - F. Education Commission.
 - G. Evangelism Commission.
 - H. Pastoral Care Commission.
 - I. Stewardship Commission.
- Section 3.** Each Committee and Commission shall prepare a written report of its activities to be presented at the Annual Meeting of the Parish.
- Section 4.** From time to time, other Committees and Commissions may be formed with a size, composition, function and duration as may be determined to be appropriate by the Rector and the Vestry.

ARTICLE IX THE RECTOR AND OTHER MINISTERS

- Section 1.** The Rector of the Parish shall have the control of the worship and of the spiritual interests of the Parish, subject to the Rubrics of the Book of Common Prayer, the Constitutions and Canons of the Protestant Episcopal Church in the United States of America and of the Diocese, and the godly counsel of the Bishop of the Diocese. It shall be the duty of the Rector to keep all records required by the Constitution and Canons of the Protestant Episcopal Church in the United States of America and of the Diocese, and to take order concerning the worship of the Parish, together with all that pertains thereto. The Rector may appoint (subject to the approval of the Bishop of the Diocese as may be required by the constitution and Canons of the Protestant Episcopal Church of the United States of America), from time to time, fit persons to assist in all duties which may be canonically performed by lay persons; and, if the expenditure be authorized by the Vestry, may employ assistant clergy (subject to the approval in writing of the Bishop of the Diocese) and staff. The Rector shall be, at all times, entitled to access to all Parish buildings, to open the same for public worship, for catechetical or other religious instructions, marriages, baptisms, burials, and all other offices authorized by the Episcopal Church. The Rector shall have spiritual control of all church schools, and other educational and charitable associations connected with the Parish. The Rector shall preside at all Parish and Vestry Meetings unless another may preside by authorization of the Canons of the Diocese or of the Protestant Episcopal Church in the United States of America.
- Section 2.** The Rector shall be the Custodian of the Parish Register and shall also be responsible for the annual submission of the parochial report.
- Section 3.** Any other minister within the Parish, by whatever name designated, shall be under the authority of the Rector and shall have such duties as shall be determined by the Rector.

ARTICLE X PARISH ADMINISTRATION

- Section 1.** The fiscal year of the Parish shall be the calendar year.
- Section 2.** The financial records of the Parish shall be audited annually by one or more members of the Finance Committee who shall have the appropriate qualifications to conduct such an audit.
- Section 3.** All checks, notes, drafts, bonds, acceptances, leases, notes, contracts, and all other documents and instruments shall be signed by one or more persons as determined from time to time by the vestry.

- Section 4.** The Treasurer and any other individual within the Parish whose job description shall include (on a regular basis) the unsupervised handling of substantial amount of funds shall be adequately bonded.
- Section 5.** The Vestry shall prepare or cause to be prepared each year a report of its business and activities.
- Section 6.** No indebtedness shall be incurred by the Vestry on behalf of the Parish unless it is in accordance with the provisions of Canon 28 and Canon 31 of the Canons of the Diocese.
- Section 7.** The methods utilized by the Parish in conducting its business shall be in conformance with those delineated in Canon 17 of the Canons of the Diocese.

ARTICLE XI RULES OF ORDER

- Section 1.** Unless contradicted by other provisions found herein in the constitution and Canons of the Diocese, the proceedings of the Parish Meetings and the meetings of the vestry shall be governed by Roberts Rules of Order Revised.

ARTICLE XII AMENDMENTS

- Section 1.** These bylaws may be amended or repealed, or new bylaws may be adopted at any meeting of the Vestry called for that purpose, by an affirmative vote of two-thirds of the entire membership of the Vestry, provided that a copy of the proposed changes shall be delivered or sent by mail to the last known place of residence of the members of the Vestry at least ten days before the date of the meeting and provided further that a copy of the proposed changes shall have been conspicuously posted in the main parish building and notice of such posting has been generally circulated to the congregation at least fourteen days prior to the date of the meeting at which such changes are to be considered.
- Section 2.** In addition, these bylaws may be amended or repealed or new bylaws may be adopted at any annual or special meeting of the Parish by a simple majority vote. This power in the membership of the Parish shall include the power to change or override any otherwise effective action taken by the Vestry to amend or repeal or adopt new Bylaws taken pursuant to [Section 1 of this Article XII](#). The notice of any annual or special meeting whose agenda shall include the amendment, repeal, or adoption of new bylaws shall set forth the proposed change or a summary thereof and the rational thereof.

The foregoing By-Laws of this Corporation were adopted after proper notice was given, by the Vestry by a two-thirds majority vote at each of two consecutive

regular meetings, effective as of the twelfth day of December, 1991.

BY:

MARK T. MACDONALD
PRESIDENT AND SENIOR WARDEN

**AMENDMENT NO. 1
TO THE BY-LAWS OF
THE CHURCH OF ST. MICHAEL THE ARCHANGEL, INC.**

THIS AMENDMENT NO. 1 is made and entered into this 13th day of February, 1992, by the Church of S. Michael the Archangel, Inc. (hereinafter the "Corporation").

W I T N E S S E T H :

By document dated December 12, 1991, the Corporation adopted the By-Laws of The Church of St. Michael The Archangel, Inc. (hereinafter the "Corporation").

The Corporation now desires to amend the By-Laws to create an Executive Committee as permitted in [Article VIII, Section 2](#) of the By-Laws.

NOW, THEREFORE, pursuant to [Article XII, Section 1](#), the Corporation hereby adopts the following amendment of the By-Laws, said amendment to be effective January 1, 1992.

[Article VIII](#) is hereby amended by the addition of the following:

Section 5. Executive Committee: At the January meeting of the Vestry, an Executive Committee shall be appointed by the Rector in consultation with the Senior Warden, subject to the confirmation by the Vestry, to facilitate and conduct the necessary and appropriate business and activities of the Corporation which may arise from time to time between regularly scheduled meetings of the Vestry. The Rector, the Senior Warden, the Junior Warden and other members of the Vestry appointed and confirmed as set forth in the preceding sentence shall be members of the Executive Committee. The Executive Committee shall have and may exercise all of the powers granted to the Vestry, subject to the limitations set forth in [Article VII, Sections 1](#) and [3](#) of the By-Laws. Additionally, the Senior Warden shall report to the Vestry of any and all actions taken by the Executive Committee at the next subsequent meeting of the Vestry.

The foregoing Amendment No. 1 was adopted, after proper notice was given, by a two-thirds majority vote of the Vestry at its meeting on the 13th day of February, 1992.

BY:

MARGARET HALL
PRESIDENT AND SENIOR WARDEN

**AMENDMENT NO. 2
TO THE BY-LAWS OF
THE CHURCH OF ST. MICHAEL THE ARCHANGEL, INC.**

THIS AMENDMENT NO. 2 is made and entered into this 11th day of May, 1994, by the Church of S. Michael the Archangel, Inc. (hereinafter the "Corporation").

W I T N E S S E T H :

By document dated December 12, 1991, the Corporation adopted the By-Laws of The Church of St. Michael The Archangel, Inc. (hereinafter the "Corporation").

The Corporation now desires to amend the By-Laws to pertaining to the nomination of candidates to the Vestry, [Article V, Section 3, Subsection D](#).

NOW, THEREFORE, pursuant to [Article XII, Section 1](#), the Corporation hereby adopts the following amendment of the By-Laws, said amendment to be effective June 1, 1994:

[Article V, Section 3, Subsection D](#) is hereby amended by the following:

- D. At least two weeks prior to the Annual Meeting of the Parish, the Nominations Committee shall announce a slate of candidates for the Vestry numbering at least the number of Vacancies plus 2. Such announcement of the slate shall include publication of all candidates' photographs and biographies in conforming format.

The foregoing Amendment No. 2 was adopted, after proper notice was given, by a two-thirds majority vote of the Vestry at its meeting on the 11th day of May, 1994.

BY:

SHARON STEWART
PRESIDENT AND SENIOR WARDEN

**AMENDMENT NO. 2 [3]
TO THE BY-LAWS OF
THE CHURCH OF ST. MICHAEL THE ARCHANGEL, INC.**

THIS AMENDMENT NO. 2 is made and entered into this 8th day of February, 2000, by the Church of S. Michael the Archangel, Inc. (hereinafter the "Corporation").

W I T N E S S E T H :

By document dated December 12, 1991, and document dated February 13, 1992, the Corporation adopted the By-Laws and Amendment No. 1 to the By-Laws of the "Corporation".

The Corporation now desires to amend the By-Laws to create a Planned Giving and Endowment Fund, and a Board of Trustees of the Planned Giving and Endowment Fund.

NOW, THEREFORE, pursuant to [Article XII, Section 1](#), the Corporation hereby adopts the following amendment and creates a new Article XIII and new Article XIV to the By-Laws, said amendment to be effective upon adoption:

[Article I, Section 2](#), is hereby amended by the addition of the following definitions:

- D. "Board of Trustees" shall mean the Voting Members and the Ex Officio Members of the Board of Trustees of the Planned Giving and Endowment Fund.
- E. "Trustee" shall mean an individual member of the Board of Trustees.
- F. "Voting Members" shall mean Elected Members and Appointed Members of the Board of Trustees of the Planned Giving and Endowment Fund.
- G. "Ex Officio Members" shall mean members of the Board of Trustees of the Planned Giving and Endowment Fund who are without vote.
- H. "Elected Members" shall mean those persons elected at the Annual Meeting, or appointed to temporarily fill a vacancy of an Elected Member until the next Annual Meeting, to serve on the Board of Trustees of the Planned Giving and Endowment Fund.
- I. "Appointed Members" shall mean those persons appointed by the Vestry to serve on the Board of Trustees of the Planned Giving and Endowment Fund.

ARTICLE XIII PLANNED GIVING AND ENDOWMENT FUND

- Section 1** A fund, the Planned Giving and Endowment Fund, is hereby established, for the benefit of this Parish, or its ministries, to receive, accumulate, and manage donations or other funds, which are designated as to purpose, or which are given for capital accumulation, or specifically solicited for the fund.
- Section 2 Gift Acceptance Policy:** The Vestry shall review and approve gifts to the fund which contain restrictions as to use of corpus of income, or are of a type which are not usually received in the day to day operations of the church, (such as land, buildings, or works of art). The Board of Trustees may accept into the fund any unrestricted cash, cash equivalents, or readily marketable securities.

ARTICLE XIV BOARD OF TRUSTEES OF THE PLANNED GIVING AND ENDOWMENT FUND

- Section 1** There shall be established a Board of Trustees of the Planned Giving and Endowment Fund to manage, invest, and disburse the assets and income of the fund. The chair of the Board of Trustees shall make an annual report of the activity at the Annual Meeting. The Board of Trustees is responsible for the prudent investment of capital, and the use of income therefrom. The Trustees shall adopt an investment and spending policy for any unrestricted funds to provide for assets protection and inflation protection.
- Section 2** Composition of the Board of Trustees.
- A. The Board of Trustees of the Planned Giving and Endowment Fund shall consist of 5 Voting Members and 2 Ex Officio Members.
 - B. The Voting Members shall include 3 members and 2 Appointed Members.
 - C. The Ex Officio Members shall be the Rector or the Rector's designee, and the Treasurer. In the event of a vacancy in the office of Rector, (if a designee was serving in place of the Rector, such a person shall cease to be an Ex Officio member, the Senior Warden shall be an Ex Officio Member. In the event the Treasurer or the Senior Warden is, either an elected Member or an Appointed Member, the Ex Officio position shall remain vacant.
 - D. Trustees must be at least 18 years of age. Trustees are not required to be a member of the Parish.
- Section 3** Election and Appointment to the Board of Trustees.
- A. The initial Board of Trustees shall be the members of the Planned

Giving and Endowment Committee formed by authority of the Vestry at its meeting of December 14, 1999. This initial Board of Trustees will serve until the Elected Members and Appointed Members terms commence in January following the Annual Meeting following the adoption of this amendment.

- B. At the Annual Meeting first following the adoption of this amendment, the membership of this Parish shall elect 1 Trustee to a three year term, 1 Trustee to a two year term, and 1 Trustee to a one year term. The length of term shall be decided by the nominee receiving the highest number of votes being elected to a three-year term, the nominee receiving the next highest number of votes being elected to a two-year term, and the nominee receiving the third highest number of votes being elected to a one-year term.
- C. Subsequent Annual Meetings will elect one Trustee to serve a three-year term, and may elect a Trustee to complete the non-expired term of a vacant Elected Trustee.
- D. In the event of any ties in the number of votes, which would elect a nominee to either a term or to the Board of Trustees, the tie breaking procedure as used in [Article V](#) for the election of the Vestry shall be used. The word "year", as used in herein and referring to a term of service, shall mean the calendar year beginning January 1 of the year following the Annual Meeting of the Parish.
- E. Nominations of candidates for an Elected Trustee position shall be the same as for that of a candidate for Vestry positions in [Article V, Section 3](#).
- F. The chair of the Board of Trustees shall be elected at a meeting of the Trustees, such meeting to be called and presided by the Rector, (or Senior Warden in the event of a vacancy in the office of Rector), whenever there is a vacancy in the chair of the Board of Trustees.
- G. In the event of a vacancy in an Elected Trustee position, the Vestry shall appoint a Trustee to serve until the next Annual Meeting. Such appointed Trustee will be considered an Elected Trustee.
- H. The Vestry shall make 2 appointments to the Board of Trustees. The appointment is for a one-year term, which runs from January through December.
- I. A Trustee's term commences in January following the Annual Meeting.
- J. A Trustee may serve an unlimited number of terms.

Section 4 Management and Operation.

- A. The Board of Trustees shall meet quarterly, and at such other

times as may be necessary to carry out their duties. The meeting shall be called by the chair of the Board of Trustees, by the Rector, the Vestry, or by any two Trustees. In order to conduct business, a quorum of 3 voting members must be present. At least 1 Appointed Member must be present and must vote in the majority for action. No Member may vote by proxy or absentee ballot. Notice of time, place, and purpose for meeting shall be given at least one week in advance in a form which would ordinarily be expected to be received by the Trustee, unless waived in writing by the majority, at least one of which must be an Appointed Member.

- B. In the event there are 3 or fewer Voting Members, the quorum shall be 2 members. At least 1 Appointed Member must be present and must vote in the majority for Action.
- C. The requirement for a quorum or a majority vote with the inclusion of at least 1 Appointed Member shall be suspended in the event the Appointed Member Trustee positions are vacant for a period in excess of 45 days.
- D. The Board of Trustees may appoint an Investment Committee, or use any Vestry established committee for advise and counsel.
- E. The Board of Trustees may use financial institutions, or foundations to hold the assets for investment in accordance with the Board of Trustees instruction. The Board of Trustees may retain the services of and compensate investment advisors to advise, or otherwise assist the Board of Trustees in carrying out its investment obligation.
- F. The Vestry may submit written requests to the Board of Trustees for expenditures to be considered in the board's expenditure plans.
- G. Trustees shall submit plans for expenditures to the Vestry for approval. Such plans shall be segregated to show which disbursements are in accordance with designated or otherwise restricted funds, and those of a discretionary or unrestricted nature.
- H. Subject always to complying with the terms of any and all restricted gifts, the Vestry may, on an item-by-item basis, accept the Trustees' submission. The Vestry may not reallocate amounts for discretionary or unrestricted items submitted. Amounts submitted for expenditure, which are not accepted by the Vestry, shall remain in the fund, for future disbursement or for inclusion in the corpus of the fund, consistent with the investment and spending policy of the fund.
- I. A Voting Member may be removed by majority vote of remaining Voting Members for failure to attend 3 consecutive Trustee Meetings, or for actions inconsistent with the actions of someone

in position of trust. A Voting Member so removed may make a written appeal of such removal to the Vestry within one week of written notification of such removal. If no appeal is filed within this one-week period, the removal is final. The Vestry may sustain or reverse a removal, which is appealed within the one-week period. Such decision is final as to the event or events, which gave rise to the removal action. A removed member may not be elected nor appointed during that period of time, which would overlap with the completion of their term had not been removed.

The foregoing Amendment No. 2 [3] was adopted, after proper notice was given, by a two-thirds majority vote of the Vestry at its meeting on the 8th day of February, 2000.

BY:

PAT WILLIAMS,
PRESIDENT AND SENIOR WARDEN

**AMENDMENT NO. 4
TO THE BY-LAWS OF
THE CHURCH OF ST. MICHAEL THE ARCHANGEL, INC.**

THIS AMENDMENT NO. 4 is made and entered into this 13th day of _____, 2005, by the Church of S. Michael the Archangel, Inc. (hereinafter the "Corporation").

W I T N E S S E T H :

By document dated December 12, 1991, the Corporation adopted the By-Laws of The Church of St. Michael The Archangel, Inc. (hereinafter the "Corporation").

The Corporation now desires to amend the By-Laws pertaining to the list of standing committees, [Article VIII, Section 2](#).

NOW, THEREFORE, pursuant to [Article XII, Section 1](#), the Corporation hereby adopts the following amendment of the By-Laws, said amendment to be effective upon adoption.

[Article VIII, Section 2](#) is hereby amended to the following:

Section 2. Committees and Commissions may include, but need not be limited to the following:

- A. Nominations Committee.
- B. Personnel & Policy Committee.
- C. Finance & Budget Committee.
- D. Building & Grounds Committee.

- E. Stewardship Commission.
- F. Faith Council.
 - 1. Worship Committee.
 - 2. Outreach Committee.
 - 3. Pastoral Care Committee.
 - 4. Adult Christian Formation Committee.
 - 5. Youth Christian Formation Committee.
 - 6. Evangelism Committee.
 - 7. Communication Committee.

The foregoing Amendment No. 4 was adopted, after proper notice was given, by a two-thirds majority vote of the Vestry at its meeting on the ____ day of _____ 2005.

BY:

SUSAN MCVAY
PRESIDENT AND SENIOR WARDEN