

**BY-LAWS
AND
RULES AND REGULATIONS
FOR THE TEMPORAL GOVERNMENT OF
ALL SOULS PARISH
WASHINGTON, DC**

**ADOPTED MARCH 7, 1914
AS MODIFIED AND AMENDMENTS INCORPORATED 1966;
FEBRUARY 5, 1973; MAY 18, 1986; MAY 20, 1990; MAY 16, 1993; MAY 18,
1997; MAY 17, 1998; MAY 20, 2001;
MAY 16, 2004 (Corrected 05/17/06); MAY 5, 2013; MAY 18, 2014 and
March 31, 2019**

**THE MISSION OF ALL SOULS CHURCH IS TO BE A CHRIST-CENTERED
SANCTUARY WHERE A DIVERSE COMMUNITY WORSHIPS AND SERVES.
WE LIVE THIS MISSION THROUGH FAITHFUL CELEBRATION OF THE
EUCHARIST, CHRISTIAN EDUCATION, AND LOVING NURTURE OF
BOTH MEMBERS AND NEIGHBORS.**

TABLE OF CONTENTS

	<u>Page</u>
ARTICLE I AUTHORITY OF PARISH	3
ARTICLE II QUALIFICATIONS OF VOTERS	3
ARTICLE III PARISH MEETINGS AND ELECTIONS	3
ARTICLE IV COMPOSITION OF VESTRY	7
ARTICLE V DUTIES OF MEMBERS OF THE VESTRY	9
ARTICLE VI MEETINGS OF THE VESTRY	14
ARTICLE VII POWER TO REMOVE	16
ARTICLE VIII AMENDMENTS	16

ARTICLE I
AUTHORITY OF PARISH

These By-Laws are adopted by All Souls Parish in accordance with Canon 47 of the Canons of the Diocese of Washington, and Private Law 91-220 (An Act Governing the Role of Vestries in the Episcopalian Church in the District of Columbia) relating to the parishes and congregations of the Episcopal Church in the District of Columbia. To the extent that any provision of these bylaws is inconsistent with any provision of Canon 47 (“Bylaws of Parishes”) of the Diocese, the provision of Canon 47 will govern.

ARTICLE II
QUALIFICATIONS OF VOTERS

A member of the Parish entitled to vote at Parish Meetings shall be any person who is: (a) a member of The Episcopal Church (as defined in the canons of the General Convention); (b) recorded as a member in the Parish register; (c) at least fifteen (15) years of age; (d) a contributor of record to the support of the Parish; and (e) in compliance with the requirements of clauses (a) through (c) above for at least thirty (30) days before the applicable Parish Meeting. A contributor of record shall be any person who (i) has given money or other material goods to the Parish during the year preceding the date thirty (30) days before the date of the applicable Parish Meeting, as determined by the Treasurer or (ii) has given time and talent to the Parish during that time, as determined by the Vestry. The qualification of one member of a married couple or partnership for voting shall not by itself qualify the other member to vote. The Rector and Wardens will determine any issue concerning who is a qualified voter.

ARTICLE III
PARISH MEETINGS AND ELECTIONS

Section 1 – ANNUAL MEETING

The Annual Meeting of the Members of All Souls Parish shall be held at the

Church on the third Sunday of May each year (or another date as determined by the vestry), at which time the members of the Parish shall elect the general members of the Vestry and Wardens as provided in these By-Laws to carry out the duties provided in them, and transact such other business as properly shall come before the Annual Meeting.

Section 2 – SPECIAL MEETINGS

Special Meetings of the Parish may be called by the Rector, by two-thirds of the Vestry, or by means of a petition signed by at least fifty (50) qualified voters of the Parish. A notice of the Special Meeting shall be provided as in Section 3 below, and no business shall be transacted at the Special Meeting except that specified in that notice.

Section 3 – VOTERS’ ROSTER AND NOTICE OF MEETING

The Registrar, the Parish secretary/office manager, or the membership secretary shall, not less than thirty (30) days before the date of any Meeting of the Parish, prepare an alphabetical list of all Members of the Parish qualified to vote, and place a copy of the list in the vestibules of the Church. This list shall be adopted, as amended if necessary by the Rector and Wardens, to assure that all voters are qualified under these By-Laws, and become the qualified voters’ roster for use in the Meeting. The Vestry shall give notice of any Meeting, setting forth its date, time, place and agenda, by (a) posting the notice in the vestibules of the Church at least thirty (30) days before the Meeting and (b) publishing it to the Members (i) by mail or electronic mail; (ii) in the weekly worship bulletin; and (iii) by notice on the parish website. Additional notice shall be given if feasible.

Section 4 – QUORUM AND VOTING

At any Meeting of the Parish, a quorum exists if fifteen percent (15%) of the qualified voters of the Parish are present. Proxies are not permitted. If no quorum exists, the Meeting may be adjourned from time to time, not to exceed one week, until a quorum is present. Unless otherwise provided in these By-Laws, a majority vote of the quorum present at the Meeting shall be required for the adoption of any matter.

Section 5 – RULES OF ORDER

Meetings of the Parish shall be governed by Robert's Rules of Order and shall be called to order by the Rector, who shall serve as Chair, or, if there be no Rector, by the Senior Warden or, in the Senior Warden's absence, the Junior Warden. To the extent that any provision of these By-laws or of the Canons of the Diocese or of The Episcopal Church are inconsistent with Robert's Rules of Order, the applicable Canon or provision of the By-laws shall govern.

Section 6 – ELECTION JUDGES

The Rector and Wardens present at any Meeting of the Parish shall judge the qualifications of voters, of persons nominated for general member of the Vestry or Warden, and of any dispute regarding elections.

Section 7 – VOTER CERTIFICATION

If the name of any person claiming the right to vote is omitted from the voters' roster at or for any Meeting of the Parish, or the right to vote of any person named on the roster is challenged, the Rector and Wardens present at the Meeting shall immediately consider the claim or challenge and decide the same under Article II and Article III, Section 6 by a majority vote. The roster, after amendment if necessary, shall become the permanent roll of voters.

Section 8 – MEETING SECRETARY

The Registrar of the Parish, if present, shall act as secretary of any Meeting of the Parish. If the Registrar is absent, the Rector and Wardens present at the Meeting shall appoint a secretary for the Meeting by a majority vote. The secretary shall make a full and fair record of the proceedings of the Meeting and of the determination of all questions passed upon by the Vestry or decided by the Meeting.

Section 9 – TELLERS

The Chair shall appoint for each Meeting three (3) tellers from the permanent roll of voters who are not members of the Vestry, or candidates or relatives of candidates for election at the Meeting. The tellers shall count all written votes cast and shall report the results of the count to the secretary. Such report shall include the total number of votes cast, the number needed for election, and the number cast for each candidate.

Section 10 – NOMINATIONS

10.1. At least sixty (60) days before the Annual Meeting, the Vestry shall appoint a Nominating Committee of at least three members of the Vestry who are not standing for election at the Meeting. If fewer than three Vestry members are eligible and willing to serve on the Nominating Committee, the Vestry shall appoint one or more other qualified voters in the Parish to serve on the Committee.

10.2. The Nominating Committee shall collect the names of qualified voters who have indicated an ability and willingness to serve on the Vestry. The Committee shall provide a list of candidates to the Vestry, including at least one candidate for each position to be elected at the Annual Meeting, at least forty (40) days before the Annual Meeting

10.3 After the Vestry receives the list of candidates as provided in Sections 10.1 and 10.2, it shall announce to the Parish, by means it considers appropriate and not fewer than thirty (30) days before the Annual Meeting, the names of the candidates, the position for which each is nominated, and information about the qualifications of each candidate, including participation or service in Parish activities. If at any time up to fifteen (15) days before the Annual Meeting any candidate states to the Vestry an inability or unwillingness to serve, the Vestry will provide the Parish with the name of an alternate candidate provided by the Nominating Committee.

Section 11 – ELECTIONS

11.1. The first business after the adoption of the permanent roll at each Annual Meeting shall be the election of Wardens and of general members of the Vestry, unless changes to these By-Laws are to be considered, in which case those changes shall be considered first. Subject to Section 11.2, (a) the votes for Wardens shall be conducted by majority vote by written ballot (with votes by separate ballot for any vacancies pursuant to Article IV, Section 5) and (b) the vote for general members of the Vestry shall be conducted by plurality vote, with each voting Member casting the number of votes (all allocated to different candidates) no more than the number of general members of the Vestry to be elected at that Annual Meeting. In the event that any vacant positions among the general members of the Vestry are to be filled at the Annual Meeting pursuant to Article IV, Section 5, the three candidates that receive the most votes will be elected to full terms, and the

vacancies will be filled by assigning, in order, the vacant position with the longest remaining term to the remaining candidate with the most votes.

11.2. Notwithstanding the foregoing Section 11.1, if only one person is nominated for any office, then the secretary may, in the absence of objection by any person on the permanent roll, be authorized and directed by the Chair to cast the ballot of the Annual Meeting for the person nominated. In the event no candidate receives a majority of votes cast for Warden, a run-off election will be held for the position between the two candidates receiving the most votes for the position.

11.3 Absentee Voting.

(a) Voting Members should attend any Annual Meeting if at all possible.

(b) If unable to attend an Annual Meeting, a voting Member on the voter's roster may vote for candidates for Vestry or Warden by absentee ballot. The voting Member must request an absentee ballot from the parish office during the two weeks before the Meeting.

(c) A completed ballot may be submitted to the Registrar, or to the Parish secretary/office manager, by hand delivery, mail, or e-mail, and must be received before the day of the Annual Meeting. Absentee ballots not received by the day before the Annual Meeting are void. The rector, wardens, and membership secretary shall determine a method of absentee voting that will ensure confidentiality and that is designed to prevent the possibility of duplicate voting.

(d) The Registrar, and/or the Parish secretary/office manager, shall maintain a list of all persons to whom absentee ballots have been sent out. The Registrar shall have that list at the Annual Meeting and shall not present a ballot to any person on that list at the Meeting.

(e) The Rector and Wardens will determine by majority vote any issue concerning absentee ballots.

Section 12 – ELECTION REPORT

The secretary shall have charge of the reports of the tellers and of all ballots cast, shall publish the results to the Meeting, and shall make a true and accurate report of the proceedings in the minute book or record of proceedings of the Vestry.

ARTICLE IV
COMPOSITION OF VESTRY

Section 1 – AUTHORITY

The Vestry of the Parish is the agent and legal representative of the Parish in all matters concerning its corporate property and the relations of the Parish to its clergy, and is the Board of Directors and administrative body of the Parish constituted under the Canons of the Episcopal Diocese of Washington and the laws of the District of Columbia.

Section 2 – COMPOSITION

The Vestry shall consist of the Rector, two Wardens, and nine general members of the Vestry. Any member of the Parish qualified to vote under Article II is eligible for election to the Vestry, except that (a) eight of the general members of the Vestry elected by the Parish shall be at least eighteen (18) years of age, and (b) Wardens shall be at least twenty-one (21) years of age.

Section 3 – GENERAL MEMBERS OF THE VESTRY

3.1. General members of the Vestry shall serve three-year terms. They shall be divided into three classes with three members each. At each Annual Meeting, one class of general members of the Vestry shall be elected.

3.2. Whenever the Vestry appoints either a Treasurer or Registrar other than one elected by the Parish as a general member of the Vestry, then that officer shall be a member ex officio of the Vestry. During his or her term of office, that officer shall participate in all meetings of the Vestry but shall not have a right to vote.

Section 4 – WARDENS

4.1. The Senior and Junior Warden shall be elected for two-year terms, with one Warden elected at each Annual Meeting.

4.2. No person shall hold the positions of Warden and general member of the Vestry at the same time.

Section 5 – VACANCIES

If any vacancy in an elected position shall occur in the Vestry between elections, the Vestry may choose a qualified person or persons to serve until the next Annual Meeting, at which all vacancies shall be filled in the manner provided for the elections of Wardens and general members of the Vestry, but only for the remainder of the respective terms of such positions.

Section 6 – LIMITATIONS ON CONSECUTIVE TERMS

6.1. No Warden or general member of the Vestry shall be eligible for election to a position at an Annual Meeting or the Parish if he or she would have served more than seven consecutive years as a Warden, a general member of the Vestry, or both by the end of his or her next term. A partial term, either elected or appointed, during which a Warden or general member of the Vestry has filled a vacancy shall not count toward the limitation imposed by this Section 6.1.

6.2. No Junior Warden shall be eligible for election to more than two full consecutive terms as a Junior Warden and no Senior Warden shall be eligible for election to more than two full consecutive terms as a Senior Warden.

6.3. A Warden or general member of the Vestry who has served the maximum time permitted under Section 6.1 shall be ineligible for election to any office for a period of one year.

ARTICLE V DUTIES OF MEMBERS OF THE VESTRY

Section 1 – WARDENS

1.1. The Senior Warden shall be the chief lay representative of the Parish and, in the absence of the Rector, shall serve as Chair of the Vestry.

1.2. The Junior Warden shall serve as Chair of the Vestry in the absence of both the Rector and the Senior Warden, and shall perform such other duties as shall be assigned by the Vestry.

Section 2 – GENERAL MEMBERS OF THE VESTRY

The general members of the Vestry shall serve on the Vestry as the directors for the Parish's corporate concerns and shall perform and exercise all duties and

obligations as are, or may be, required by these By-Laws, the canons of the Diocese of Washington and the General Convention, and all other applicable laws. These duties consist of but are not limited to the following:

- (a) Manage, control and direct the property of the Parish;
- (b) Choose a minister;
- (c) Solicit and take subscriptions for and otherwise provide for the expenses of the Church;
- (d) Appoint a Treasurer and a Registrar;
- (e) Provide necessary books and records for the Treasurer and Registrar;
- (f) Establish policy for expenditures made on behalf of the Parish;
- (g) Appoint members of the Endowment Board pursuant to the terms set forth in the resolutions of the Vestry and other charter documents pertaining to the governance of the Endowment Board (collectively, the “Endowment Board Charter”);
- (h) Generally perform such services as are needed for the maintenance of the Church other than pastoral care; and
- (i) Elect a delegate or delegates to the Diocesan Convention.

Section 3 – TREASURER

The Treasurer shall keep account of all monies of the Parish received or disbursed, and shall deposit all monies and other valuables of the Parish in a financial institution account insured by an agency of the United States Government, or in another account as the Vestry shall expressly direct. The Treasurer shall prepare and file all required financial reports with the Diocese, and all required financial, tax, and property reports with the United States Government and the Government of the District of Columbia. The Treasurer shall furnish monthly reports of all accounts and funds to the Vestry at its regular monthly meeting. The Treasurer shall ensure that sufficient internal controls are in place for the accurate accounting, timely deposit, and accurate recording of collections. All checks for payment of church money shall be signed by the Treasurer, or in his or her absence the Assistant Treasurer, or such other signatories as the Vestry may designate. The Treasurer shall ensure that sufficient internal controls are in place for the appropriate approval, timely payment, and accurate recording of all expenditures. The Treasurer shall pay obligations only in accordance with policies adopted by the Vestry. The Treasurer, in handling sums of money, stocks and

negotiable instruments which are from time to time received and/or disbursed in the name of the Parish, from various sources, including legacies of distributive shares from executors, administrators, trustees and other individuals or corporations, is authorized to receive, disburse, sign and furnish receipt for and on behalf of the Parish as directed by Vestry action. Additionally, the Treasurer shall exercise any other rights and obligations delegated to the Treasurer pursuant to the Endowment Board Charter.

Section 4 – REGISTRAR

The Registrar shall serve as secretary of the Vestry. In this capacity, he or she shall keep the records of the Vestry and shall, in the absence of the Rector, be responsible for the records of all baptisms, marriages, and burials belonging to the Parish. The Registrar, in the absence of the Rector, shall maintain the books recording the names of all persons who shall apply for and be entitled to enrollment as Members. The Registrar, in the absence of the Rector, shall be in charge of the Vestry seal and shall issue under his or her hand certificates according to entries in the Parish records and books.

Section 5 – COMPLIANCE WITH LEGAL REQUIREMENTS

In addition to the foregoing specific description of responsibilities, all members of the Vestry shall discharge such authority and responsibilities as shall be directed in the Canons of the Diocese of Washington and the laws of the District of Columbia and of the United States. However, notwithstanding anything herein to the contrary, no Vestry member or officer (including the Treasurer and Registrar) shall be liable to the Parish or its members, officers, and employees for any loss, damage, liability, or expense suffered by such persons on account of any action taken or omitted to be taken by such Vestry member or officer while serving in his or her capacity as a Vestry member or officer unless a court determines by clear and convincing evidence that such action or inaction was knowingly fraudulent or in bad faith, and any and all other duties and responsibilities, including without limitation any fiduciary duties, are hereby eliminated and waived in their entirety. The Parish shall indemnify Vestry members and officers (including the Treasurer and Registrar) (each an “Indemnified Person”) to the fullest extent permitted under applicable law from and against any and all losses, claims, damages, liabilities, joint or several, expenses (including reasonable legal fees and expenses), judgments, fines, settlements, and other amounts arising from any and all claims, demands, actions, suits, or proceedings, civil, criminal, administrative, or investigative, that

relate to the operations of the Parish as set forth in these By-Laws in which an Indemnified Person may be involved, or is threatened to be involved, as a party or otherwise, provided, however, that the Parish shall not be required to indemnify or advance expenses to any Indemnified Person from or on account of such Indemnified Person's conduct that was finally adjudged to have been knowingly fraudulent or in bad faith.

Section 6 – FISCAL POLICY

6.1. The Vestry shall be responsible for, and shall establish policies and procedures with respect to, the disbursement of Parish funds and the disposition of Parish assets

6.2. The Vestry shall regard the payment of Parish clergy compensation as having priority over all the other charges upon its income.

6.3. After the Vestry determines the number of lay employees it shall employ during a given year, it shall regard the payment of compensation to those employees as having priority over all other charges against its income, except the payment of clergy compensation. Lay compensation, for the purposes of this section, shall mean salary and those benefits, such as, but not limited to, pension contributions and health and life insurance premiums as have been negotiated between the Vestry and the employee.

Section 7 – LAY DELEGATE(S) TO DIOCESAN CONVENTION

At its first meeting following the Annual Meeting, or as soon thereafter as shall be reasonably practicable, the Vestry shall elect the total number of lay delegates and alternates to the Diocesan Convention as shall be authorized by the Diocese pursuant to the Constitution and Canons of the Diocese. These delegates and alternates shall serve until their replacements are elected the following year. Members of the Vestry (other than the Rector) shall be eligible to stand for election as delegates and alternates. No individual shall serve as a delegate or alternate for the Parish for more than four years consecutively, after which he or she shall be ineligible for election as a delegate or alternate for a one-year period. Alternate delegates shall be encouraged to attend the Convention, meetings of the Convocation, and other meetings of regular delegates to observe the proceedings and familiarize themselves with the duties of the position.

Section 8 – COMMITTEES

The Vestry may appoint any standing or ad hoc committee it deems appropriate to further its work. The Senior Warden, in consultation with the Rector and with the approval of the Vestry, shall appoint chairs and members of all such committees, which chairs shall be drawn from the membership of the Parish. Each committee appointed by the Vestry shall exercise such authority of the Vestry in the management of the parish as the Vestry shall delegate, but shall not relieve the Vestry of any responsibility imposed upon it by civil or canon law. The Rector may appoint other committees not having the authority of the Vestry in the management of the parish.

Section 9 – PROCEDURES RELATING TO THE SELECTION OF CLERGY

9.1. Rector. When the rectorship becomes vacant, the Vestry shall, by a majority vote of the whole Vestry (and not merely a quorum thereof), elect a new Rector from among the priests of The Episcopal Church or other clergy authorized by the canons of the General Convention to officiate in The Episcopal Church. The election shall follow consultation with the Bishop in conformity with the canons of the General Convention and the Diocese.

9.2. Assistant Clergy. The Vestry shall, by the majority vote of the whole Vestry (and not merely a quorum thereof), elect Assistant Clergy from among the clergy of The Episcopal Church or other clergy authorized by the canons of the General Convention to officiate in The Episcopal Church. This election shall be at the nomination of the Rector and after consultation with the Bishop in conformity with the canons of the General Convention.

9.3. Contract. Call of a new Rector or new Assistant Clergy shall be made and accepted by the member of the clergy in writing. The call shall contain a provision substantially in the following form: The Vestry of All Souls Parish has elected and does invite the Reverend.....to be the Rector (or Assistant Clergy), of this Parish, to serve pursuant to the following understandings:

1. The Rector (or Assistant Clergy) shall have an annual salary of \$...(state with or without the use of a rectory or other parish-owned housing).
2. The Rector (or Assistant Clergy) shall have an annual vacation of.....(state length of time) with full salary.

3. The Parish shall pay for the Rector (or Assistant Clergy) the required assessment to the Church Pension Fund in accordance with its rules.

4. (In the case of a rectorship) This rectorship shall continue until dissolved by mutual consent or by arbitration and decision as provided by the canons of the General Convention (or state length of tenure if agreed upon).

5. (Other provisions as agreed upon by the Vestry and the Clergy). In addition to the matters enumerated above, the matters specified in Appendix B to the Canons of this Diocese, entitled Guidelines for Clergy Contracts, shall, at the request of either Vestry or the Clergy, be jointly discussed and considered for inclusion in the call. All matters agreed to by the Vestry and Clergy on any of these subjects specified in Appendix B, shall be included in the written call.

ARTICLE VI MEETINGS OF THE VESTRY

Section 1 – TIME OF MEETINGS

Regular meetings of the Vestry shall be held not less than once each month from September through June inclusive, and at other times as the Vestry may from time to time by resolution appoint. Special Vestry meetings may be called by the Rector, by the Senior Warden, or at the request of three or more members of the Vestry by giving not less than three days' notice to each member of the Vestry, provided that the time for advance notice may be waived by the majority of the Vestry at any Vestry meeting.

Section 2 – QUORUM AND VOTING

2.1. Subject to Section 2.2 and Section 2.3, the presence of any six (6) members of the Vestry shall constitute a quorum for the transaction of any business at a regular or special meeting of the Vestry. However, Vestry members under eighteen (18) years of age may not be included in the computation of a quorum for the transaction of Vestry business; nor are they entitled to vote on the acceptance of any contractual obligation of the Vestry. Unless otherwise specified herein, actions of the Vestry shall be taken by the affirmative vote of the majority of the members present at any meeting. In the event of a tie vote, a proposed action requiring a majority vote will not pass.

2.2 Members of the Vestry or any committee designated by the Vestry (including the Endowment Board) may participate in a meeting of the Vestry or of the committee by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can simultaneously communicate with each other, and participation in the meeting pursuant to this clause shall constitute presence at the meeting for purposes of determining a quorum.

2.3 Any action required or permitted to be taken by the Vestry may be taken without a meeting if all members of the Vestry shall collectively consent in writing (which consent may be evidenced by electronic mail or other means of written electronic communication) to that action. Any written consent or consents shall be filed with the minutes of the proceedings of the Vestry. Action by written consent shall have the same force and effect as a unanimous vote of the Vestry.

Section 3 – CHAIR

The Rector, when present, shall preside at all meetings of the Vestry. If the Rector is absent, the Senior Warden shall preside or, in the absence of both, the Junior Warden shall preside. In the absence of the Rector, Senior Warden, and Junior Warden, a general member of the Vestry chosen by those present shall preside. The presiding member shall be able to vote on all actions of the Vestry.

Section 4 – INITIAL MEETING

When the Vestry is assembled for the first meeting after the Annual Meeting, the Vestry shall first proceed to elect the following officers: a Treasurer, a Registrar, a Lay Delegate or Delegates, and Alternates to the Diocesan Convention, and may elect an Assistant Treasurer. The order of business shall then be taken up and proceeded with as at other stated meetings. If the officers are not elected at the meeting, an adjourned or special meeting shall be held for this purpose as soon as is convenient.

Section 5 – ORDER OF BUSINESS

At all regular meetings of the Vestry, business shall proceed in the following order:

1. The session shall be opened with a prayer, the roll shall then be called and, if a quorum is present, the Vestry shall be ready for business.

2. Reading of minutes of preceding meeting or meetings (a draft of which may be circulated for review to the Vestry by mail or electronic mail prior to the current meeting) which, after correction of errors and omissions, if any, shall be approved and ordered recorded by the Registrar.

3. Reports of officers and committees.

4. Unfinished business.

5. Written communication to the Vestry.

6. New Business.

This order of business may be changed at any specific meeting by a majority vote of the members present.

Section 6 – ADJOURNED AND SPECIAL MEETINGS

At adjourned or special meetings of the Vestry, no business shall be considered except that upon which the previous meeting adjourned, or for which the special meeting was called.

ARTICLE VII POWER TO REMOVE

Any officer, Warden or general member of the Vestry of the Parish may be removed by the affirmative vote of two-thirds of the members of the Parish present at any Special Meeting called for that purpose or at any Annual Meeting.

ARTICLE VIII AMENDMENTS

Section 1 – PROPOSALS

Proposal for the Amendment of these By-Laws may be made by a majority of the Vestry, or by 50 qualified voters of the Parish. The Rector may propose amendments for consideration by the Vestry or the Annual Meeting or any Special Meeting.

Section 2 – ADOPTION

These By-Laws may be amended, modified, or repealed at any Annual Meeting, or at a Special Meeting called for the specific purpose of amendment of the By-Laws by a vote of two-thirds of the qualified voters present and voting at the meeting. Written notice shall be given to all qualified voters of the Parish in the manner set forth in Article III, Section 3 prior to any Annual or Special Meeting of any proposed amendment, modification or repeal of any of these By-Laws. The notice shall include the text of each proposed amendment, modification, or repeal and an explanation of it.

Section 3 – RESTRICTION ON AMENDMENT

Notwithstanding anything to the contrary contained herein (but subject to Article VII), no amendment, modification or repeal of any of these By-Laws shall have the effect of shortening the term of any incumbent member of the Vestry