

BY-LAWS
ST. JOHN'S EPISCOPAL CHURCH
Midland, Michigan

ARTICLE I ORGANIZATION; AUTHORITY ACKNOWLEDGED

1.1 Organization. The name of this congregation is St. John's Episcopal Church, Midland, Michigan. This congregation is an ecclesiastical corporation organized under the provisions of Public Act 40 of 1899 of the State of Michigan.

1.2 Authority Acknowledged. This congregation is a part of the Protestant Episcopal Church in the United States of America and the Diocese of Eastern Michigan. This congregation accedes to, recognizes and adopts the Constitution and Canons of the Protestant Episcopal Church United States of America and the Diocese of Eastern Michigan, including the Basic Standards for congregations of the Diocese. In addition, this congregation acknowledges and accepts the Published Policies of the Diocese of Eastern Michigan.

1.3 Adoption of By-laws. At an annual meeting or at a special meeting called for such purpose, this congregation may adopt by-laws deemed necessary for the management of its affairs. These by-laws shall conform to the Constitution and Canons of the Protestant Episcopal Church of the U.S.A. and the Diocese of Eastern Michigan and to the laws of the State of Michigan.

ARTICLE II VOTING MEMBERSHIP

2.1 Membership in the Congregation. All persons who have received the Sacrament of Holy Baptism and whose name and baptism have been duly recorded in the Parish Register are members of the congregation. Members should pray, worship, learn and serve for the spread of the Kingdom of God.

2.2 Voting membership. Every member 16 years of age or older who has been faithful in corporate worship for six months or more in this congregation shall have the right to vote. Before voting proceeds, any questions concerning a person's eligibility for voting shall be decided jointly by the Wardens and Rector. If the Wardens and Rector cannot agree or all three are not present, the Vestry shall decide any such questions of eligibility. Any such decision by the Wardens and Rector or by the Vestry shall be final for the purposes of that meeting and any adjournment thereof.

ARTICLE III MEETINGS OF THE CONGREGATION

3.1 Annual Meetings. The annual meeting of the congregation shall be convened in January at a date, time and place appointed by the Vestry. The order of business at the annual meeting shall include the election of Vestry members, Endowment Committee members and Diocesan Convention delegates. It may also include annual reports by the officers and committees of the Vestry and other business that may properly come before the meeting.

3.2 Special Meetings. The Vestry, the Wardens, or the Rector may call special meetings of the congregation at any time. At any special meeting the congregation may transact only such business as has been provided for in the notice of the meeting.

3.3 Notice.

- (a) Annual Meetings. Notice of any annual meeting shall be given by the Rector, or in the Rector's absence by either Warden, at the regular services on the two Sundays immediately preceding the meeting. Any written notice shall also include the names of any candidates that have been duly nominated at the time of such notice.
- (b) Special Meetings. Notice of any special meeting shall be given in writing by posting of a conspicuous notice at the church building no later than seven (7) days before the meeting and by announcement to the congregation at a regular service.
- (c) Generally. All written notices of meeting shall state the date, time and place of the meeting and the purposes of the meeting.

3.4 Quorum. Business may be conducted at meetings of the congregation only when a quorum of members is present. A quorum shall consist of fifty (50) voting members of the congregation.

3.5 Vote. Except as these by-laws may otherwise provide, elections and resolutions shall be carried by the affirmative votes of a majority of those present and eligible to vote. Voting by proxy or absentee shall not be permitted. Each eligible person may cast no more than as many votes as the number to be elected, each vote being for a different nominee. Failure to vote in this manner shall cause that person's ballot to be invalid. A majority of the votes cast is required to elect a person. If subsequent ballots are required, the person or persons who received the least number of votes shall be eliminated from the next ballot. In the event of a tie vote for the final position on the slate, another ballot will be taken that will include those who are tied.

3.6 Presiding Officer. The Rector or, in the Rector's absence, one of the Wardens, shall preside at all congregational meetings. The Rector, if present, may appoint a Warden or other Vestry member to serve as moderator in his or her stead.

3.7 Nominations and Nominating Committee. Any voting member of the congregation may nominate candidates to stand for election. The Wardens shall post in a conspicuous place at the church building forms upon which voting members of the congregation may make nominations for all of the positions to be filled by election. The congregation shall also have a Nominating Committee consisting of the Rector and the Vestry members whose terms are expiring. The Nominating Committee will ensure that an adequate number of persons are nominated for openings to be filled. No voting member of this congregation shall be excluded from

nomination, provided that member otherwise qualifies for nomination. There shall be no nominations accepted from the floor of the meeting and nominations for all offices shall be concluded at least seven (7) days before the balloting takes place.

3.8 Rules of Procedure. Meetings of the congregation are normally conducted informally. If necessary to resolve issues of parliamentary procedure, however, the latest version of *Robert's Rules of Order* shall govern all matters of parliamentary procedure not otherwise governed by canon or these By-laws.

3.9 Meeting Records. The Clerk of the Vestry shall keep a full and complete record of all meetings of the congregation, and Vestry shall review, approve, and distribute such record within 3 months after the meeting of the congregation.

ARTICLE IV RECTOR

4.1 General. The Rector shall be a priest in good standing in the Protestant Episcopal Church in the U.S.A., and be elected by the Vestry, subject to approval by the ecclesiastical authority.

4.2 Authority for Spiritual Matters. The control of the worship and the spiritual jurisdiction of the congregation shall be under the exclusive direction of the Rector, with the godly counsel of the Bishop.

4.3 Authority for Assistant Clergy. All assistant clergy by whatever title they may be designated shall be selected by the Rector, subject to the approval of the Vestry when required by diocesan canons, and shall serve under the authority and direction of the Rector.

4.4 Authority for Employees. The Rector has authority to select, supervise, direct, discipline and terminate all employees of the congregation.

4.5 Authority for Property and Furnishings. For the purposes of the office and for the full and free discharge of all functions and duties pertaining thereto, the Rector shall, at all times, be entitled to the use and control of the church and congregation buildings with the appurtenances and furniture thereof in accordance with the policies of the congregation.

4.6 Implementation of Policy. The Rector has general responsibility for administrative implementation of decisions and policies legislated or mandated by the Protestant Episcopal Church U.S.A, the Diocese and the congregation.

ARTICLE V VESTRY

5.1 Composition. The Vestry shall consist of no less than nine and no more than twelve members elected in three classes of three or four at each annual meeting of the congregation. The classes are elected on a rotating basis to serve three-year terms. Those elected for a full term may not stand for re-election until the next annual election after their original term has expired. Members of the Vestry shall hold office until their successors are selected and have qualified.

5.2 Qualifications. Vestry members will be voting members of the congregation.

5.3 Duties. The Vestry shall be agents and legal representatives of the congregation in all matters

concerning its corporate property and the relation of the congregation to its clergy. The Vestry shall collect and pay to the Diocese of Eastern Michigan the moneys committed for support of the budget of the Diocese. In the absence of the Wardens, it shall be the duty of the remainder of the Vestry to perform the several duties specially pertaining to these officers. The Vestry shall also, in accordance with the Constitution and Canons of the Church:

- (a) Notify the Bishop when the position of Rector becomes vacant.
- (b) Elect, call and provide for the maintenance of a Rector according to diocesan procedures.
- (c) Keep order in the church during divine worship.
- (d) When the congregation is without a Rector, provide for regular public worship and instruction led by Clergy or Lay Readers.
- (e) Have authority to alienate or encumber any assets of the congregation only as provided in the diocesan canons.
- (f) Have authority, with the approval of the congregation and subject to diocesan canons, to erect, alter, enlarge, take down, or remove and rebuild any building belonging to the congregation.
- (g) Maintain the property of the congregation.
- (h) Act in support of the Rector in whatever is appropriate for the furtherance of the Gospel.
- (i) Institute a program of stewardship education.
- (j) Notify the Bishop if the congregation is not able to live into the Basic Standards.
- (k) On notice being received of the Bishop's intention to visit the congregation, announce the fact to the congregation, exhibit to the Bishop the Register of the congregation, and give to the Bishop information on the state of the congregation, spiritual and temporal, in such categories as the Bishop shall have previously requested in writing.
- (l) Be agents and legal representatives of the congregation in all matters concerning its corporate property and the relations of the congregation to its clergy.
- (m) Be sure that real and personal property of the church is adequately insured.

5.4 Meetings. The Vestry shall determine the place, time, and frequency of its meetings. Vestry meetings shall be open to all members of the congregation except when the Vestry adjourns to closed session.

- (a) A majority of the Vestry shall constitute a quorum, provided that the Rector or member of the clergy in charge or one of the Wardens is present.

- (b) The Rector or, in the Rector's absence, one of the Wardens shall preside. The Rector, if present, may appoint a moderator. The Rector shall have voice in all matters but may vote only to break a tie vote.
- (c) A member of Vestry may participate by means of remote interactive communication and is considered present and can vote if:
 - (i) Reasonable measures are used to verify that each person considered present by means of remote interactive communication is a member of Vestry.
 - (ii) Reasonable measures are implemented to provide each member an opportunity to participate in the meeting and to vote on matters submitted to the Vestry.
 - (iii) A member votes or takes other action at the meeting by means of remote interactive communication, a record of the vote or other action is maintained by the Clerk of the Vestry.
- (d) A member of Vestry may participate by means of remote interactive communication no more than 4 times in one calendar year. A Vestry member who is absent from three consecutive meetings of the Vestry may be removed from the Vestry by a majority vote of the remaining members subject to the advice and consent of the Rector, as provided in Diocesan Canon 1.22.4(e).
- (e) Only Vestry members who are present may vote on matters coming before a Vestry meeting. Proxies or absentee ballots are not permitted. The Vestry may adopt rules to govern its meetings, including procedures for adjourning to closed session when appropriate. Closed sessions may be called by two-thirds (2/3rds) of the Vestry members present and held only to discuss one or more of the following topics:
 - (i) To consider dismissal, suspension or discipline of an employee or to hear complaints or charges brought against an employee or other members or to consider a periodic personnel evaluation of an employee or staff member;
 - (ii) For strategy or negotiations session connected with the purchase of property up to the time an option, lease or purchase agreement is obtained;
 - (iii) To consult with the church's attorney regarding pending or threatened litigation if the open meeting would have a detrimental effect on such pending or threatened litigation;
 - (iv) To review and consider the contents of an application for employment or to interview an applicant; and
 - (v) To review and consider an application or recommendation of an individual for ordination.
- (f) The Rector or any four Vestry members may call a special meeting of the Vestry by giving notice at a regular worship service and by mail or personal notice to the Vestry members and the Rector at least seven (7) days in advance of the meeting.
- (g) Actions of Vestry may be taken by written consent if the action is routine and approval is required before the next scheduled Vestry meeting to meet deadlines.
 - (i) The Senior Warden in consultation with the Rector will determine if it would be best to take the action by written consent
 - (ii) A draft of the proposed action is emailed as an attachment to Vestry at their respective email addresses by the Clerk of Vestry. The action shall allow each

member of Vestry to state that he or she is in favor of or opposed to the particular action.

- (iii) Each member of Vestry shall return the consent to the Clerk of Vestry by email within 48 hours unless another deadline is provided in the email.
 - (iv) Any action of Vestry taken by written consent shall require the affirmative votes of a simple majority of all Vestry.
 - (v) The Clerk of Vestry will confirm whether the action has passed or failed by email to Vestry upon receipt of all the individual consents or the deadline for response has expired.
 - (vi) The Clerk of Vestry will file all individual consents with the Vestry minute book.
 - (vii) Vestry will ratify any action taken by written consent at the next Vestry meeting. The minutes of this meeting will record the ratification.
- (h) Except as may be otherwise required by law, canon, or these by-laws, any action of the Vestry shall require the affirmative votes of a simple majority of those present and voting.
- (i) Vestry minutes will be open for inspection by the Congregation.
- (j) *Robert's Rules of Order New/y Revised* shall govern all matters of parliamentary procedure not governed by canon or these by-laws.

5.5 Committees. The Vestry may from time to time create and charge committees to undertake specific tasks on the Vestry's behalf. Committee members shall be appointed and removed by the Vestry. Each such committee shall be dissolved upon the completion of its work. All Committees, including the Endowment committee, work under the oversight of the Vestry and the Rector. Their responsibilities are limited to those assigned to them and may be increased or decreased from time to time.

5.6 Vacancy. In the event of the death, resignation, or removal of a member of the Vestry, the remaining members of the Vestry may elect a qualified person to fill the vacancy for the remainder of the vacated term.

5.7 Resignation. A member of the Vestry may resign at any time by tendering his or her resignation in writing to the Rector or to a Warden, effective as provided therein. Such resignation need not be accepted by the Vestry in order to become effective.

5.8 Removal. Subject to the advice and consent of the Rector, a member of the Vestry, other than the Rector, may be removed at any time for due cause by the votes of a two-thirds majority of the entire Vestry, provided notice of the proposed removal and the reasons for the same shall have been given to the said Vestry member at least seven (7) days in advance of the meeting. Grounds for removal are (a) absence from the regularly scheduled Vestry meetings for a period of three consecutive months; and (b) being under ecclesiastical discipline upon the Vestry's determination that the Vestry member so accused is guilty of violations charged with two-thirds of the Vestry concurring; provided that the person removed pursuant to this subsection (b) shall have the right to appeal to the Bishop, whose decision shall be final; and (c) breach of confidentiality with respect to matters discussed or acted upon by the Vestry in a duly convened closed session.

ARTICLE VI ENDOWMENT COMMITTEE

6.1 Composition. The Endowment Committee shall consist of nine members elected in three classes of three at each annual meeting of the congregation. The classes are elected on a rotating basis to serve three-year terms. Those elected for a full term may not stand for re-election until one year after their original term has expired. Members of the Endowment Committee shall hold office until their successors are selected and have qualified.

6.2 Qualifications. Endowment Committee members will be voting members of the congregation.

6.3 Duties. The Endowment committee shall have such authority as is delegated by the Vestry with respect to the expenditure of the income from the congregation's endowment funds. The income of the endowment funds shall be spent in conformance with the legally binding requirements of the bequest. Any bequest which does not have a legally binding restriction will be unrestricted in use, but subject to decision of the Endowment committee, as delegated or directed by the Vestry.

6.4 Officers. The Endowment Committee shall elect from its membership two Co-Chairpersons and a Secretary at the first meeting of each calendar year. The term for all officers will commence upon their election and shall continue until they are replaced by election of another Member to that officer position, the officer resigns, or the term of the officer ends, whichever occurs first. In the event that an officer's term on the Endowment Committee shall terminate prior to the first meeting of the calendar year, the Committee may elect an officer to fill that position on an interim basis until elections occur at the first meeting of the next calendar year.

6.5 Meetings. The Endowment Committee shall determine the place, time, and frequency of its meetings with a minimum of nine (9) meetings per year. Endowment Committee meetings shall be open to all members of the congregation except when the Endowment Committee adjourns to closed session.

(a) A majority of the Endowment Committee shall constitute a quorum, provided that one of the Co-Chairpersons is present.

(b) Any action permitted to be taken at a meeting of the Endowment Committee may be taken without a meeting upon notification of all Endowment Committee members regarding the pending action. The action will subsequently require an affirmative vote by at least 2/3 of all Members of the Endowment Committee in writing, including by electronic transmission such as electronic mail, to the action so taken. The Co-Chairpersons shall note the action in the minutes of the next meeting of the Endowment Committee, and shall file a copy of all written consents with the minutes of that meeting.

6.6 Grant Requests. For consideration, the grant request application for a project proposal should be submitted in PDF format (preferred) or written format at least ten days before a scheduled meeting.

(a) The Endowment Committee, without a grant request, may make an unsolicited grant to a federally-recognized nonprofit entity within Midland County, to an Episcopal church within the Diocese of Eastern Michigan, or to Episcopal Relief and Development, in an amount up to the amount the Endowment Committee may approve without Vestry approval. In addition, the

Endowment Committee may make an unsolicited grant to a diocese in the Anglican Communion to provide disaster aid and relief.

6.7 Vacancy. In the event of the death, resignation, or removal of a member of the Endowment Committee, the Vestry may elect a qualified person to fill the vacancy for the remainder of the vacated term.

6.8 Resignation. A member of the Endowment Committee may resign at any time by tendering his or her resignation in writing to the Rector or to a Warden, effective as provided therein. Such resignation need not be accepted by the Vestry or the Endowment Committee in order to become effective.

6.9 Removal. Subject to the advice and consent of the Rector, a member of the Endowment Committee, other than the Rector, may be removed at any time for due cause by the votes of a two-thirds majority of the entire Vestry, provided notice of the proposed removal and the reasons for the same shall have been given to the said Endowment Committee member at least seven (7) days in advance of the meeting. Grounds for removal are (a) absence from the regularly scheduled Endowment Committee meetings for a period of three consecutive months; and (b) being under ecclesiastical discipline upon the Vestry's determination that the Endowment Committee member so accused is guilty of violations charged with two-thirds of the Vestry concurring; provided that the person removed pursuant to this subsection (b) shall have the right to appeal to the Bishop, whose decision shall be final.

ARTICLES VII DIOCESAN CONVENTION DELEGATES

7.1 Composition. The Diocesan Convention Delegates shall consist of four (4) delegates and two (2) alternate delegates elected at each annual meeting of the congregation. Diocesan Convention Delegates shall serve from the April 1st after their election until the March 31st following.

7.2 Qualifications. Diocesan Convention Delegates will be voting members of the congregation. No person under ecclesiastical censure is eligible.

7.3 Duties. Delegates shall attend all Diocesan Convention functions unless for good cause prevented. Delegates and alternates may discuss anticipated convention business with the Vestry prior to Diocesan Convention, and shall report convention proceedings to the Vestry within one month after each Diocesan Convention.

7.4 Vacancy. In the event of the death, resignation, or removal of a Delegate, the Vestry may elect a qualified person to fill the vacancy for the remainder of the vacated term.

7.5 Resignation. A Delegate may resign at any time by tendering his or her resignation in writing to the Rector or to a Warden, effective as provided therein. Such resignation need not be accepted by the Vestry in order to become effective.

7.6 Removal. Subject to the advice and consent of the Rector, a Delegate, other than the Rector, may be removed at any time for due cause by the votes of a two-thirds majority of the entire Vestry, provided notice of the proposed removal and the reasons for the same shall have been

given to the said Delegate at least seven (7) days in advance of the meeting. Grounds for removal is being under ecclesiastical discipline upon the Vestry's determination that the Delegate so accused is guilty of violations charged with two-thirds of the Vestry concurring; provided that the person removed pursuant to this subsection shall have the right to appeal to the Bishop, whose decision shall be final.

ARTICLE VIII OFFICERS

8.1 Officers. The officers of the congregation shall be two Wardens, Clerk and Treasurer. The Wardens and Clerk of the Vestry shall be elected at a meeting of the Vestry as soon as convenient but not later than the first regular meeting of the Vestry after the annual meeting.

8.2 Qualifications. The Vestry shall annually choose by ballot from their own body two members to be Wardens and one member to be Clerk, and from the voting members of the congregation, a Treasurer, all of whom must be at least 18 years of age. A Secretary may be appointed by the Vestry to assist the Clerk, and Assistant Treasurers may be appointed by the Vestry to assist the Treasurer.

8.3 Duties.

- (a) The Wardens shall be the judges of election at meetings of the congregation, assist the member of the clergy in charge in promoting the general interest of the congregation and perform such other duties as may be assigned.
- (b) The Treasurer shall ensure that funds of the congregation are properly received and disbursed under the direction of the Vestry; verify and pay bills presented for payment; prepare monthly financial reports for presentation to the Vestry, a report to the annual meeting, and the annual financial report to the diocese; present and recommend to the Vestry a budget prior to the annual meeting; and submit the financial records of the congregation to audit by a qualified person in accordance with Diocesan Canons. In addition, the Treasurer shall perform such other duties as may be assigned. The Treasurer may, with the prior consent of the Vestry, delegate duties from time to time to other members of the congregation.
- (c) The Clerk shall (i) note and record, in a book provided for that purpose, the minutes of proceedings of all Vestry, annual, and special meetings (which duty may be delegated to a secretary appointed by the Vestry), (ii) attest to the public acts of the Vestry, (iii) preserve all records and papers belonging to the congregation and not required to be kept by any other officer or person, and (iv) perform such other duties as may be assigned. The Clerk shall faithfully deliver into the hands of his or her successor all books and documents belonging to the congregation that may be in his or her possession.
- (d) Except as limited by these by-laws, the Constitution and Canons, duties of officers may be delegated to other members, congregation employees and committees appointed by the Vestry.

8.4 Vacancies. If any of the officers resign their office, the Vestry may appoint a successor to

complete the unexpired term of such officer.

ARTICLE IX FINANCIAL MATTERS

9.1 **Funds.** The handling of the cash, funds and investments of the congregation, including the purchase, custody, sale and transfer of the same, may be delegated by the Vestry to the Wardens, the Treasurer, and/or to committees designated by the Vestry, either generally or as to specific instances, but subject to the ultimate direction and control of the Vestry. The financial affairs of the congregation shall be guided by *Business Methods in Church Affairs*, published by the national church.

9.2 **Fiscal Year.** The fiscal year of the congregation shall coincide with the calendar year.

9.3 **Indebtedness.** The congregation shall have the authority to borrow money, provided that no indebtedness shall be incurred, renewed or extended by or on behalf of the congregation without the express approval of the Vestry and, to the extent required by diocesan canons, the consent of the Bishop.

9.4 **Books of Account.** Proper books of account for the congregation shall be kept by the Treasurer so as to provide the basis for satisfactory budgeting, accounting, reporting and auditing. The Treasurer shall keep such books of account available for delivery to the Vestry and congregation at all times.

9.5 **Audits.** All accounts of the congregation shall be audited by an independent certified public accountant, a licensed public accountant, or in such other manner as the Diocesan Finance Committee may from time to time prescribe. The audit report shall be filed as prescribed in the Diocesan canons.

9.6 **Annual Reports.** An annual report of all business and financial matters of the congregation, including complete financial statements, shall be prepared by or under the direction of the Treasurer, approved by the Vestry and distributed to the congregation at least seven (7) days prior to each annual meeting of the congregation. Any group in the congregation that handles money shall file an annual report describing the income and expenses of the group. The Treasurer shall specify the form of this report.

9.7 **Gifts and Memorials.** No object intended as a permanent addition to the property of the congregation, or to be used therein for public worship, shall be accepted as a gift or memorial without the approval of the Rector and the Vestry, subject to such conditions as they may prescribe. All objects so accepted may be altered, removed or disposed of when deemed necessary or appropriate by the Vestry. The names of the donors of and of the persons memorialized by such gifts and memorials, any terms and conditions thereof and the dates of acceptance of the same shall be preserved in the permanent records of the congregation.

9.8 **Property Held in Trust.** All real and personal property of the congregation is held in trust for the Protestant Episcopal Church U.S.A. and the Diocese of Eastern Michigan provided that such trust shall in no way limit the power and authority of the congregation, otherwise existing over such property, so long as it remains a part of and subject to said Church and its Constitution

and Canons.

9.9 Real Property. All buildings of the congregation and their contents shall be kept adequately insured. The Vestry may not encumber or alienate any real property of the congregation without the written consent of the Bishop and Standing Committee of the Diocese of Eastern Michigan.

9.10 Rector Discretionary Fund. The Alms and Contributions, not otherwise specifically designated, at the Administration of the Holy Communion on one Sunday in each month, and other offerings for the poor, shall be deposited with the Rector to be applied to such pious and charitable uses as shall be thought fit by the Rector. In consultation with the Rector, the Vestry will adopt and maintain a policy regarding the sources and recordkeeping of these funds.

ARTICLE X INDEMNIFICATION

If and to the extent permitted by applicable law and unless proscribed or otherwise limited by the Constitutions and Canons of the Protestant Episcopal Church U.S.A. and of the Diocese of Eastern Michigan, the congregation shall indemnify, defend and hold harmless past and present officers, Vestry, employees, volunteers and committee members (including the Rector and other members of the clergy in their capacities as such) and their respective heirs and legal representatives from and against any and all liabilities, costs and expenses (including attorneys fees and other defense costs) from time to time incurred by or imposed upon them respectively in connection with any threatened, pending or completed civil, criminal, administrative, or investigative proceeding, whether formal or informal, other than an action by or in the right of the congregation, in which any of them may become involved by reason of their service to the congregation in such capacities, if (a) the person acted in good faith; (b) the person reasonably believed (i) in the case of conduct in the person's official capacity, that his or her conduct was in the best interests of the congregation, and (ii) in all other cases, that his or her conduct was at least not opposed to the best interests of the congregation; and (c) in the case of any criminal proceeding, the person had no reasonable cause to believe his or her conduct was unlawful. Such indemnification shall be limited to instances in which the congregation, acting through the Vestry and on the advice of counsel and without participation by any party to the proceeding in question, has (a) determined that indemnification is appropriate under the provisions of this Article, and (b) in the event of any settlement of such proceeding prior to a final and binding adjudication of the same, approved the terms of the settlement. The right of indemnification under this Article is not exclusive, and shall be in addition to and not in derogation of any such right under applicable law or by contract. If this Article shall be amended or repealed such action shall have prospective effect only, and shall not affect the indemnification rights of any individual with respect to proceedings in respect of which indemnification has been properly sought by application to the Vestry in writing by the individual(s) in question prior to the effective date of such action.

ARTICLES XI AMENDMENTS TO BY-LAWS

By-laws may be amended at any annual meeting, or at special meetings called for that purpose, by the affirmative vote of a majority of the members in attendance provided notice of the proposed amendment is included with the notice for the meeting or by the affirmative vote of

two-thirds (2/3rds) of the members in attendance if no prior notice has been given. The Clerk shall promptly furnish to the Office of the Bishop the full text of the by-laws, including all amendments adopted.

Duly adopted at the Annual Meeting of the Congregation on January 31, 2016