

**BYLAWS
OF
ST JOHN'S EPISCOPAL CHURCH OF MONTGOMERY, ALABAMA**

ARTICLE I

Name

The official name of this parish church is St. John's Episcopal Church of Montgomery, Alabama (the "Parish"), which was organized as a non-profit association in 1837 and was incorporated as a nonprofit corporation under the laws of the State of Alabama pursuant to the Declaration of Incorporation of the Parish (the "Declaration") recorded in the Office of the Judge of Probate, Montgomery County, Alabama, Book of Corporations No.19, at pages 313-314, on February 1, 1949, as amended by Amended and Restated Certificate of Formation of the Parish recorded in the Office of the Judge of Probate, Montgomery County, Alabama, Corporations Book _____, at pages ____ - ____, on December ____, 2020.

ARTICLE II

Authority

The Parish is organized to be and serve as a parish of the Episcopal Diocese of Alabama (the "Diocese") as provided in the Constitution and Canons of the Diocese, and, therefore, the Parish is a constituent part of The Protestant Episcopal Church in the United States ("The Episcopal Church") and the Diocese in accordance with the Constitution and Canons of The Episcopal Church and those of the Diocese. The Parish acknowledges, accedes to, and adopts, and shall always adhere to, the Constitution, Canons, doctrines, discipline, worship, and usages of The Episcopal Church and those of the Diocese (collectively, the "Episcopal Church Canons"). The Parish also acknowledges the authority of ***The Book of Common Prayer*** and the Administration of the Sacraments and other Rites and Ceremonies of The Episcopal Church. The affairs of the Parish shall be conducted by the Vestry and the Rector according to the Constitution and Canons of The Episcopal Church and

those of the Diocese. The provisions of the Bylaws are subject to the provisions of the Episcopal Church Canons, as may be adopted and amended from time to time. In the event of any conflict between the Episcopal Church Canons, and these Bylaws, the Episcopal Church Canons shall control.

ARTICLE III

Offices

The principal office of the Parish is located in Montgomery, Alabama. The Parish may also have offices at other places within the parochial boundary of the Parish as approved by the Vestry and the Bishop of the Diocese. The current registered agent and registered office of the Parish are John Leach and 113 Madison Avenue, Montgomery, Alabama 36104. The registered agent and office may be changed from time to time by the Parish in the manner provided by Alabama law, without amending these Bylaws.

ARTICLE IV

Vestry and Wardens

1. Defined Terms.

For purposes of these Bylaws the respective paired terms, Parish and Corporation, Vestry and Board of Directors, and officers of the Parish and officers of the Corporation, shall be considered one and the same. Accordingly, the Corporation, Board of Directors, Chairman of the Board of Directors, President, Vice President, Secretary, and Treasurer, shall throughout these Bylaws be referred to as the Parish, Vestry, Rector, Senior Warden, Junior Warden, Clerk, and Treasurer, respectively.

2. Qualification and Election of the Vestry:

a) In accordance with Canon 9, Section 2 of the Canons of the Diocese, the Vestry shall be composed of eighteen (18) confirmed adult communicants in good standing of the Parish who are regular contributors to the financial support of the Parish program. Six (6) members shall be elected each year on a rotation basis for a three-year term. No Vestry member shall be eligible to serve again on the Vestry until the expiration of one (1) year after such service unless their previous service was to fill an unexpired term of less than one (1) year. Communicants who are compensated employees of the Parish, and their spouses, may not serve on the Vestry. No two communicants of the same household may serve concurrently on the Vestry.

b) 1) Candidates for the Vestry shall be nominated by a committee consisting of the members of the Vestry whose terms next expire and shall be presented for election by the Parish at the Annual Parish Meeting.

2) Candidates for the Vestry shall be elected by written ballot or by acclamation if the number of nominees is equal to or less than the number of available positions. Those entitled to vote shall be confirmed adult communicants of the Parish in good standing as defined in the Canons of The Episcopal Church, who are canonically resident in the Parish and physically present at the meeting and who are known to the Rector and the Treasurer as regular financial contributors to the support of the Parish program. Candidates shall be elected by a plurality of votes cast.

3) Each ballot may cast one vote for each open position. Each ballot may cast only one vote for a particular candidate. Any ballot that contains more votes than open positions will not be counted.

4) Vacancies on the Vestry may be filled by a vote of the majority of the remaining members of the Vestry for the period until the next Annual Parish Meeting when members of the Vestry are elected.

5) If a Vestry member has been absent from at least three meetings within a twelve-month period, that person may, if deemed advisable by the Senior Warden or, in the absence of a Senior Warden, by the Junior Warden, be requested to appear before the Vestry to show just cause as to why he or she should not resign or be removed.

3. Authority of Vestry:

a) The Rector shall preside (or designate a member of the Vestry to preside) at all meetings of the Vestry and shall be entitled to cast the deciding vote in case of a tie. In the absence of the Rector, the Senior Warden, or in the absence of the Senior Warden, the Junior Warden, shall preside if the Rector has failed to designate another presiding officer. The Vestry shall assist the Rector in the nurture and extension of Christ's Church. The Vestry shall have the governing authority for

the Parish and shall transact all of its temporal business. The Vestry shall be responsible for furnishing, preserving and adequately insuring the Parish property, including all items necessary for public worship; for maintaining adequate Parish records; and for managing the financial resources of the Parish. The Vestry shall maintain order and decorum during the time of public worship and serve as ushers. The Vestry will conduct regular business meetings once each month. Special meetings may be called by the Rector or the Senior Warden, or in the absence of both, by the Junior Warden. Notice of all meetings, with the proposed agenda and related records, shall be given to the Rector and the Vestry reasonably in advance of the meeting. No meeting of the Vestry shall be valid unless either the Rector or one Warden is present, except meetings for the purpose of electing Wardens if there is

no Rector or Wardens. At all meetings of the Vestry, a majority of the existing members must be present to call the meeting to order. No action of the Vestry shall be valid unless taken at a valid meeting by a majority of the actual membership of the Vestry.

b) The Vestry shall designate a committee, to include the Rector, the Treasurer, and the Finance Administrator, to draft an annual budget in advance of each new calendar year, to address the financial needs for the next year. Upon drafting a budget, the Vestry will organize a stewardship drive, to be directed by the Junior Warden. Upon the receipt of pledges and a determination of financial resources, the Vestry shall revise the proposed budget accordingly, and present the

budget along with other reports to the Parish at the Annual Parish Meeting.

c) Any one or more members of the Vestry or any committee thereof may participate in a meeting of the Vestry or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

d) Notwithstanding any other provision contained herein, any action required or permitted to be taken by the Vestry or any committee thereof may be taken without a meeting if all members of the Vestry or the

committee, as the case may be, consent in writing to the adoption of a resolution or other written approval authorizing such action.

4. Senior Warden and Junior Warden:

a) Each year before the Annual Parish Meeting, the Senior Warden and the Junior Warden, in consultation with the Rector, shall nominate the next Senior Warden and Junior Warden. The nominees will be presented to the Vestry for election at the first Vestry meeting following the Annual Parish Meeting. The terms of the Senior Warden and the Junior Warden will begin upon their election and will continue until their successors are elected, which should occur at the first Vestry meeting following the next Annual Parish Meeting.

b) The Senior Warden shall preside in the absence of the Rector at all meetings of the Parish and the Vestry, shall serve as the chief executive officer of the Vestry, shall sign or counter-sign all contracts, agreements, notes, mortgages, and other instruments of the Parish as authorized by the Vestry, and shall perform such other duties as are incident to the office or properly required by the Rector and/ or Vestry.

c) The Junior Warden shall have such powers and perform such duties as may be delegated to them by the Rector or assigned to them by the Vestry, and shall exercise all the powers and perform all the duties of the Senior Warden in the latter's absence.

ARTICLE V

Clergy and Parish Officers

1. Rector and other Ministers:

a) The Rector is the Minister in charge of the Parish. The Rector and the other Ministers shall have all the responsibilities and authority set forth in the Canons of The Episcopal Church and those of the Diocese. All other Ministers of the Parish, clergy and lay and by whatever name they may be designated, are under the supervision and authority of the Rector.

b) The Rector shall be elected by the majority of the Vestry, on written ballot, after prior consultation with the Bishop. The call of a Rector shall be in writing, and shall express distinctly all special conditions, together with the stipulation of salary or support. The call shall not constitute a contract of employment, and the dissolution of the pastoral relationship between the Parish and the Rector shall be subject to the provisions of the Canons of the Episcopal Church as from time to time amended.

c) All other ministers, whether members of the clergy or lay persons, shall, unless another mode of selection is provided for in the Episcopal Church Canons, be selected by the Rector, subject to a vote of the majority of the Vestry on written ballot. The call of such persons, other than licensed lay persons as defined in the Canons of the Episcopal Church, shall be in writing and shall express distinctly all special terms and conditions, including any stipulation as to salary or support. Notwithstanding any provisions of the call to the contrary, such persons shall not have a contract of employment and all Ministers shall serve at the discretion of the Rector.

2. Parish Officers:

Parish Officers shall include a Clerk, a Treasurer, and such other officers as the Vestry may deem appropriate, all of whom shall be elected annually by the Vestry in the first meeting following the Annual Parish Meeting. Officers shall be ex-officio members of the Vestry. Unless they are also a regular member of the Vestry, the Officers may have a voice, but not a vote, at Vestry meetings. The Vestry shall define the duties of the Officers of the Parish.

ARTICLE VI

Committees

1. Designation of Committees.

The Rector, in consultation with the Wardens or the Vestry, shall set, and appoint members to, all committees of the Parish. Members of the committees must be registered members of the Parish. Each committee shall be chaired by a member of the Vestry or other registered parishioner approved by the Vestry.

2. Minutes of Meetings or Actions.

Any committee established by the Rector or the Vestry shall keep minutes of its acts and proceedings or actions by unanimous written consent. Those minutes

or written consent shall be submitted to the next succeeding meeting of the Vestry for approval, but failure to submit or to receive approval of any minutes or written consent shall not invalidate any action taken upon authorization contained in them.

3. Procedure; Quorum.

Any committee created by the Vestry or the Rector, unless otherwise expressly provided herein, shall (a) have a chair designated by the Rector or the Vestry, (b) establish its own rules or procedures, and (c) meet at such times and at such places as may be provided by such rules or by resolution of such committee or resolution of the Vestry. At every meeting of any such committee, the presence of a majority of all the members shall constitute a quorum, and the affirmative vote by the majority of the members present shall be necessary for the adoption of any action, unless otherwise expressly provided in the committee's rules or procedures, these Bylaws, or by the Rector or the Vestry.

4. Removal.

Any member of a committee elected or appointed by the Vestry or the Rector may be removed by the Vestry or the Rector, as the case may be.

ARTICLE VII

Parish Meetings

1. Notice of and Attendance at Parish Meetings.

The Parish shall meet at least annually at a time duly called by the Vestry, with reasonable notice thereof to the Rector and the members of the Parish. The Rector shall preside at all Parish meetings, or in their absence the Senior Warden or the Junior Warden. Those entitled to vote shall be confirmed adult communicants of the Parish in good standing as defined in the Canons of the Episcopal Church, who are canonically resident in the Parish and physically present at the meeting, and who are known to the Rector and Treasurer as regular contributors to the support of the Parish program. The members of the Parish present at the meeting shall constitute a quorum.

2. Annual Meeting.

One of the meetings, each year, will be the Annual Parish Meeting which will be held in January, unless otherwise set by the Vestry. During this meeting, the Vestry will conduct elections for new members of the Vestry to fill the vacancies of Vestry members whose terms are expiring. The Vestry shall present written reports of its work for the past year, including a financial report, and its proposed program for the next year.

3. Voting Rights of Members of Parish.

All authority and rights of the members of the Parish respecting voting are derived exclusively from the Episcopal Church Canons.

ARTICLE VIII

Exculpation and Indemnification of Members of Vestry and Officers

1. Exculpation.

No member of the Vestry, any committee, or officer of the Parish shall be liable to anyone for any acts in behalf of the Parish or any omissions with respect to the Parish committed by such person, except for his or her own willful neglect or default. No member of the Vestry, any committee, or officer shall be liable to anyone for any acts of neglect or default on the part of any one or more of the other person in the absence of specific knowledge on the part of such member of the Vestry, committee member, or officer of such neglect or default.

2. Indemnification.

Any person made a part to any civil or criminal action, suit, or proceedings by reason of the fact that he or she (or a person for whom he or she is the legal or personal representative or heir or devisee) is or was a member of the Vestry, committee member, or officer or other agent of the Parish shall be indemnified by the Parish against the reasonable expenses, including, without limitation, attorneys' fees and amounts paid in satisfaction of judgment or in settlement other than amounts paid to the Parish by him or her, actually and necessarily incurred by or imposed upon him or her in connection with, or resulting from the defense of such civil or criminal action, suit or proceeding, or in connection with or resulting from any appeal therein, except in relation to matters as to which it shall be adjudged in such civil or criminal action, suit or proceeding that such person is liable for negligence or misconduct in the performance of his duties. In the case of a criminal action, suit or proceeding a conviction (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial) shall not of itself be deemed an adjudication that such person is liable for negligence or misconduct in the performance of his or her duties to the Parish. Any amount payable pursuant to this Article may be determined and paid, at the option of the person to be indemnified, pursuant to procedure set forth from time to time by any of the following procedures: (a) order of the court having jurisdiction of any such civil or criminal action, suit or proceeding; (b) resolution adopted by a majority or quorum of the board of directors of the Parish without counting the interested directors in such majority or quorum; or (c) order of any court having jurisdiction over the Parish. Such right of indemnification shall not be exclusive of any other right which such member of the Vestry, committee member or officer of the Parish, and the other persons above mentioned, may have or hereafter acquire and without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any Bylaw, agreement, provisions of law or otherwise, as well as their rights under this Article.

ARTICLE IX

Use of Parish Property

The Parish buildings may be used, under the direction of the Rector, for all services, rites, ceremonies and other purposes, not contrary to the traditions or directions of The Episcopal Church, and at such times as the Rector, or when there is no Rector, the Vestry, may deem proper.

ARTICLE X

Amendments

The Vestry shall have power to make, amend, and repeal these Bylaws, by vote of a majority of the then-serving Vestry members, at a meeting (regular or special) of the Vestry called for that purpose after written notice thereof is given to the Vestry members at least three business days in advance of the meeting date. The Vestry may not, however, alter, amend, or repeal any of these Bylaws so as to avoid the limitations of the Episcopal Church Canons, the Declaration, or the Alabama Nonprofit Corporation Law, as any of them may be amended from time to time.

CERTIFICATE OF CLERK

I hereby certify that these Bylaws were adopted by the Vestry of St. John's Episcopal Church of Montgomery, Alabama on December ____, 2020.

Name:

Title: Clerk

APPROVAL OF THE BISHOP

Approved on December __, 2020.

By:

The Right Reverend John McKee Sloan
Bishop of Alabama