SAINT MICHAEL AND ALL ANGELS EPISCOPAL CHURCH

ELECTION PROCEDURES

The following Election Procedures apply to the election of Vestry members and Delegates and Alternates to the Diocesan Convention of the Diocese of Dallas. In the event of a conflict between any provision of these Election Procedures and the Bylaws of Saint Michael and All Angels, the Bylaws shall prevail.

Annual Meeting Date

The Annual Meeting of the Parish will be held each year on a Sunday in February that is at least 30 days after the date of the regular or a special Vestry meeting setting the date and providing for notice to the Parish of the Annual Meeting (such notice to be given by the Rector, or if there is no Rector, the Wardens, as provided by the Canons of the Diocese).

Nominating Procedure

1. On or before October 15 of each year, the Nominating Committee (as defined in the Bylaws) will give notice to the Parish that it is soliciting names of persons to be candidates for election to the Vestry and election as Delegates and Alternates to the Diocesan Convention. The Vestry will determine and inform the Parish of the procedures and deadline for submitting nominations (the "Submission Deadline").

2. At the regular or a special January meeting of the Vestry, the Nominating Committee will submit to the Vestry a list of qualified candidates for nomination for election to the Vestry at the Annual Meeting. The number of candidates submitted will not be less than five (5) nor more than eight (8). The number of candidates submitted will be at the sole discretion of the Nominating Committee. From the list of candidates, the Vestry will select a final list of five (5) qualified nominees for election to the Vestry.

3. At the regular or a special January meeting of the Vestry, the Nominating Committee will submit to the Vestry a list of qualified candidates for election as Delegates and Alternates to the Diocesan Convention. The list will contain not less than (i) the names of the number of Delegates to which the Vestry reasonably estimates the Parish will be entitled pursuant to Canon 2 of the Diocese of Dallas (such number being the "Estimated Number of Delegates") multiplied by two (such sum being the "Estimated Number of Delegates and Alternates") or (ii) the names of the total number of qualified candidates submitted prior to the Submission Deadline and approved by the Nominating Committee if the number submitted is less than the Estimated Number of Delegates and Alternates. From the list submitted by the Nominating Committee, the Vestry will determine and submit to the Parish an alphabetical list, without differentiation, of nominees for Delegates and Alternates.

Announcement to Parish and Nomination by Nominating Petition

4. The names and biographical information of the Vestry and Delegate/Alternate nominees will be announced to the Parish by publishing them in a Parish publication or other

reasonable means of informing the members of the Parish entitled to vote, no later than the Sunday after the meeting of the Vestry at which such nominations were approved. Concurrently with the announcement of the Vestry nominees, the Vestry shall announce the procedure for nominating candidates using a Nominating Petition. Forms of Nominating Petitions will be available with the Parish Receptionist and on the Saint Michael and All Angels website.

5.　　　Members of the Parish entitled to vote[1] ("qualified voter" or "qualified voters") at the Annual Meeting may nominate one or more candidates for the Vestry or Delegate/Alternates by using a Nominating Petition. A single Nominating Petition will be used for each person nominated. Each Nominating Petition shall be completed with the required information and be signed by the (a) qualified voter of the Parish making the nomination, (b) the candidate who must be eligible to serve[2] (a "qualified candidate"), and (c) by 20 qualified voters. Each completed and fully signed Nominating Petition must be delivered to the Parish Receptionist by 4:30 p.m. on or before the 18th day before the date of the Annual Meeting (*i.e.*, the Wednesday two and one half weeks before the Annual Meeting). Nominating Petitions received after 4:30 p.m. on the 18th day before the date of the Annual Meeting will not be accepted or considered of any effect. The status of each nominating person as a qualified voter of the Parish, the status of each Nominating Petition candidate as a qualified candidate and the status of the 20 persons signing for each Nominating Petition candidate as qualified voters will be verified by the Senior Warden, the Junior Warden and the Parish Chancellor. A Nominating Petition not properly completed, either by qualified parties or not containing the proper information, will be rejected and will be of no effect. Those Nominating Petition candidates who are qualified candidates and whose Nominating Petitions contain the proper number of signatures of qualified voters shall be considered nominated and are referred to as "Nominating Petition nominee" or as "Nominating Petition nominees," as appropriate.

6.　　　The Vestry will cause to be published in a Parish publication or other reasonable means of informing the members of the Parish entitled to vote, at least 16 days prior to the date of the Annual Meeting (*i.e.*, the Friday two weeks before the Annual Meeting), the names and biographical information for each of the Vestry nominees and the Nominating Petition nominees for Vestry and Delegates/Alternates. In each case, the Vestry nominees and the Nominating Petition nominees will be listed separately.

7.　　　During the Annual Meeting, nominations from the floor will not be accepted. Other than the official biographical information distributed pursuant to paragraphs 4 and 6, no campaign or solicitation materials or other similar information will be permitted in the location in which the Annual Meeting is held.

Election Judges

8.　　　A Senior Election Judge will be appointed by the Senior Warden and Junior Warden. The Senior Election Judge will be responsible for conducting the election (with any assistance of the Chancellor, any Assistant Chancellor, Clerk or other appropriate officer of the Vestry to act as Parliamentarian that the Senior Election Judge or Senior Warden may request),

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[1] The Bylaws define the voting rights of Members in Section 2.02.

[2] The Bylaws define the requirements to be eligible serve in Section 4.06 for the Vestry and in Section 3.11 for a Delegate.

counting all ballots cast at the election and the results of the election. The Senior Election Judge will also be responsible for conducting any run-off elections, counting of ballots cast and announcing the results of the run-off election. The Senior Election Judge may appoint additional election judges and enlist the assistance of other members of the Parish entitled to vote at the Annual Meeting or Saint Michael and All Angels staff to assist with conducting the election and discharging his or her duties in connection with the election, provided that no election judge or assistant may be a nominee (either Vestry or Nominating Petition) or a member of a nominee's immediate family. The Senior Election Judge, election judges and assistants will keep confidential all information concerning the election and the ballots, with the exception of the publicly announced results of the election.

Ballots

9. A motion for a vote by acclamation may be made at the Annual Meeting when voting for one or more nominees for the Vestry or Delegates (up to the Estimated Number of Delegates), but such motion may only be made if no nominee to be voted upon is a Nominating Petition nominee. In all other circumstances, all votes will be recorded in writing on a paper ballot; *provided, however*, that if there are no Nominating Petition nominees for Vestry a voice vote or vote by raising of hands, standing or similar method may be utilized for the election of members of the Vestry. Only ballots that the general form of which has been approved by the Vestry and the final form of which has been approved by the Senior Election Judge will be use at the Annual Meeting. Ballots for Delegates/Alternates shall set forth the Estimated Number of Delegates, which will be the maximum number of nominees for which a qualified voter may cast a vote.

10. Each voter must be a qualified voter. Each ballot will provide a place for the printed name and signature of the voter. To be valid, a ballot must be completed with the voter's legibly printed name and signature. A ballot not properly completed and signed will be rejected and not counted in the vote tally.

11. Each ballot will list the name of the Vestry nominees and the Nominating Petition nominees separately. Except as provided below, each voter shall vote for the exact number of nominees for Vestry specified on the ballot, no more, no less. A ballot on which the voter voted for more than or less than the number of nominees for Vestry specified shall be void and not counted by the election judges. Votes may be cast for Delegates to Convention in any number up to the Estimated Number of Delegates. A ballot on which the voter voted for more nominees than the Estimated Number of Delegates shall be void and not counted by the election judges.

Voting Procedures

12. Voting by proxy is prohibited, as set forth in the Bylaws. Votes must be cast at the Annual Meeting, as required by the Canons of the Diocese. All ballots must be delivered to the election judges prior to closing of the polls at the Annual Meeting.

13. The election judges will receive ballots tendered during the time the polls are open during the Annual Meeting, in all cases subject to verification of information contained on each such ballot.

Counting of Ballots

14.   The election judges will review each ballot cast to determine if it meets the requirements set out above. The election judges will reject and declare void any ballot cast that does not meet such requirements.

15.   The election judges will review the names of each voter (and their signatures) recorded on each ballot to determine if each voter is a qualified voter. The Parish Administrator will furnish the election judges a list of eligible voters. If the election judges determine that a ballot was given by an ineligible voter, it will be void and not counted.

16.   Ballots reviewed by the election judges and found to comply with the requirements of these Election Procedures shall be counted.

17.   To be elected to the Vestry a Vestry nominee must receive at least a majority of all votes cast, whether in the initial round of voting or in a run-off. The five (5) Vestry nominees receiving the highest number of votes and at least a majority of all votes cast at the meeting shall be elected to the Vestry.

18.   The number of Delegate/Alternate nominees equal to the Estimated Number of Delegates receiving the highest number of votes will be elected as Delegates and the remaining nominees will serve as Alternates in the order of the number of votes each Alternate receives. In the event of a tie, a coin flip by the Senior Election Judge in the presence of the tied nominees will break the tie.

19.   No nominee will be permitted to be present in the room or rooms in which ballots are being counted during the time ballots are being counted. No nominee will be entitled to have an observer or representative present at the counting of the ballots.

Run-Off Elections for Vestry

20.   If after ballots are counted, a total of five (5) nominees are not elected to the Vestry pursuant to paragraph 17 (i) those nominees who received at least a majority of all the votes cast will be declared elected to the Vestry and (ii) those nominees who were not elected will continue as nominees for the Vestry; *provided, however,* that any nominee not elected may decline to participate in the run-off election by giving notice to the Senior Election Judge or Parliamentarian. A run-off election will be held to fill the remaining Vestry vacancies. If a run-off vote is required, it will be conducted as soon as possible after the outcome of the prior round of voting is determined. The time and date for holding the run-off election shall be determined by the Senior Warden. If there is not sufficient time prior to the run-off vote to reprint ballots to evidence the reduced number of names on the ballots, ballots with the names of all nominees used in the preceding round of voting may be used for the run-off election. The number of votes to be cast may be different than the required number stated on the ballot. The Senior Election Judge or Parliamentarian shall give the appropriate instructions as to the number of votes to be cast. As in the initial round of voting, during a run-off voters must vote for the exact number of nominees from among those participating in the run-off needed to fill the Vestry position or positions not filled in the prior round of voting; any ballot not complying with this requirement will not be counted.

21. At the sole option of the Chair of the Annual Meeting, the Chair may recess the Annual Meeting to accommodate the counting of the votes for the election of Vestry members and the Chair may reconvene the Annual Meeting to announce the outcome of the Vestry election to the Annual Meeting. The results of the elections for Vestry and Delegates/Alternates shall be posted as provided for in paragraph 22. If one or more run-off elections for the election of Vestry members is required, as contemplated by paragraph 20, the Chair with the consent of the Senior Warden may recess the Annual Meeting to a later time and/or date for the purpose of holding a run-off election in accordance with the procedures set forth in paragraph 20.

Announcement of Election Results

22. The results of the Vestry and Delegate/Alternate elections will be certified by the Senior Election Judge and posted on Saint Michael and All Angels premises in a places reasonably accessible and visible to parishioners, as determined by the Senior Election Judge, by no later than 3:00 p.m. on the Tuesday following the date of the Annual Meeting.

Approved by the Vestry on February 1, 2007