

**SAINT MICHAEL AND ALL ANGELS EPISCOPAL CHURCH  
(A TEXAS NONPROFIT CORPORATION)  
AMENDED AND RESTATED  
BYLAWS**

**AS APPROVED BY THE VESTRY ON MARCH 26, 2008**

See Article XIII for certain defined terms used herein (denoted by Capitalizing such terms).

**ARTICLE I**

**OFFICES AND LOCATION**

Section 1.01 Principal Location. The location of Saint Michael and All Angels Episcopal Church (hereinafter called the “Parish”) office will be at 8011 Douglas Avenue, Dallas, Texas 75225.

**ARTICLE II**

**MEMBERS**

Section 2.01 Persons Who Are Members of the Parish. Each person who has been baptized and is recorded on the rolls of the Parish will be a member of the Parish (“Member of the Parish”), whether such person has been admitted to that status by the Rector, interim Priest in charge of the Parish, or the Wardens of the Parish (in the absence or incapacity of a Rector or interim Priest in charge) or upon the transfer of membership from another parish to this Parish in conformity with the Constitution and Canons of the Diocese and the Constitution and Canons of The Episcopal Church (collectively, the “Canons”).

Section 2.02 Voting Rights. Each Member of the Parish who is at least eighteen (18) years of age, is a Confirmed Communicant in Good Standing of the Parish, and has been a Financial Contributor of Record to the Parish (“Voting Member of the Parish”) will be entitled to one vote on each matter submitted to a vote of the Members of the Parish.

Section 2.03 Transfer of Membership. Membership in the Parish is not transferable or assignable.

**ARTICLE III**

**MEETINGS OF MEMBERS OF THE PARISH**

Section 3.01 Location of Meetings. Meetings of the Members of the Parish will be held in the County of Dallas, State of Texas, at the location specified in the notice of the meeting.

Section 3.02 Annual Meetings. An Annual Meeting of the Members of the Parish will be held in January or February on the date and time determined by the Vestry. The Annual Meeting must be held before the last day of February. At this meeting, the Voting Members of

the Parish will elect certain members of the Vestry and Delegates and Alternate Delegates to the Diocesan Convention, and may transact other business properly brought before the meeting as may be appropriate pursuant to the Canons.

Section 3.03 List of Voting Members. At least ten (10) days before each meeting of the Members of the Parish, a complete list of the Voting Members of the Parish entitled to vote at the meeting arranged in alphabetical order, with the address of each, will be prepared by the officer or agent having charge of the list of the Members of the Parish. This list will be kept on file at the principal office of the Parish and will be subject to inspection by any Member of the Parish at any time during usual business hours for a period of ten (10) days prior to such meeting. This list will be produced and kept open at the time and place of the meeting and will be subject to inspection during the entire time of the meeting.

Section 3.04 Special Meetings. Special meetings of the Members of the Parish may be called by the Rector and the Wardens or, if there is no Rector, by the Wardens.

Section 3.05 Notice of Meetings. A written or printed notice stating the place, day and hour of any meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, will be delivered not less than ten (10) days or more than sixty (60) days before the date of the meeting. The notice will be delivered by United States Mail or electronic transmission, or both, as may be appropriate to ensure that each Voting Member receives notice, and will be delivered to either the United States Mail or electronic mail Record Address, or both, of each Voting Member of the Parish. If mailed, notice will be deemed to be delivered when deposited, postage prepaid, in the United States Mail, addressed to the Voting Member at his or her Record Address. Publication of the required notice in a periodic publication of the Parish and delivered to the Record Address of each Voting Member of the Parish will be deemed adequate notice for the purposes of this Section 3.05.

Section 3.06 Quorum. There will be no minimum number of Voting Members of the Parish required to be present at a meeting in order to constitute a quorum.

Section 3.07 Majority May Conduct Business. The vote of a majority of the Voting Members of the Parish present at a meeting will be the act of the meeting of the Members of the Parish, unless the vote of a greater number is required by statute, the Canons, the Certificate of Formation of the Parish or these Bylaws.

Section 3.08 Voting by Proxy. Voting by proxy is prohibited.

Section 3.09 Record Dates. For the purpose of determining Members of the Parish entitled to notice of, or to vote at, any meeting of the Members of the Parish or any adjournment thereof, or in order to make a determination of the Members of the Parish for any other proper purpose, the Vestry may provide that the membership list will be closed for a stated period not to exceed fifty (50) days.

In lieu of closing the membership list, the Vestry may fix in advance as the record date for determination of members a date in any case to be no more than sixty (60) days and, in case of a meeting of Members of the Parish, not less than ten (10) days prior to the date on which the particular action requiring the record date is to take place.

If the membership list is not closed and no record date is fixed for the determination of Members of the Parish entitled to notice of, or to vote at, a meeting of Members of the Parish, the date on which notice of the meeting is mailed will be the record date for determination of the Voting Members of the Parish.

When a determination of the Voting Members of the Parish entitled to vote at any meeting of the Members of the Parish has been made, as provided in this Section, such determination will apply to any adjournment thereof, except where the determination has been made through the closing of the membership list and the stated period of closing has expired.

Section 3.10 Agenda Items. At a minimum, the agenda of the Annual Meeting of the Members of the Parish will include a presentation or written report by the Rector and Senior Warden detailing a full and faithful account of the condition of the Parish, including all items required to be reported on by the Canons. The agenda will also include the election of one-third of the members of the Vestry and the Delegates and Alternate Delegates to the Diocesan Convention. The balance of the agenda shall be determined by the Rector and the Wardens. Following such meeting, all written reports will be delivered to the Vestry at the Annual Meeting of the Vestry, to be examined and entered in the minute book of the Parish.

Section 3.11 Delegates to Diocesan Convention. As provided in Section 5.02, the Nominating Committee will solicit names of nominees as Delegates and Alternate Delegates to the Diocesan Convention who are Confirmed Communicants in Good Standing of the Parish over the age of eighteen (18) years and are Financial Contributors of Record to the Parish. The selection of Diocesan Convention Delegates and Alternate Delegates will be in accordance with the Canons and these Bylaws and will be certified and reported to the Diocese by the Clerk of the Vestry. At each Annual Meeting of the Members of the Parish, the Voting Members of the Parish will elect the number of Delegates to the Diocesan Convention to which the Parish is entitled in accordance with the Canons. A suitable number of Alternate Delegates will also be elected. The Rector will have authority, using the Alternate Delegates in the order of votes each Alternate Delegate receives at the Annual Meeting of the Members of the Parish, to fill any vacancies as may occur among the Delegates between the time of their election and any meetings of the Diocesan Convention. The Vestry will establish and promulgate election procedures for Delegate and Alternate Delegate elections and review and update them periodically.

## **ARTICLE IV**

### **VESTRY**

Section 4.01 Powers. The temporal affairs and activities of the Parish will be managed by the Vestry, which may exercise all such powers of the Parish and do all such lawful acts and things as are permitted by or in accordance with applicable law, the Canons, the Certificate of Formation of the Parish or these Bylaws. It will be the duty of the Vestry to take charge of the property of the Parish and its endowments; to regulate all its temporal concerns; to elect and call a Rector and to provide for his or her support; to provide for paying all Canonical assessments on the Parish; and in general, to act as helpers to the Rector in whatever is appropriate to lay persons for the furtherance of the Gospel; it being understood always that the spiritual concerns of the Parish are under the exclusive direction of the Rector, subject to the Canons and the Ecclesiastical Authority of The Episcopal Church.

Section 4.02 Number, Term and Election. The Vestry will consist of fifteen (15) members. The number of members of the Vestry may be increased or decreased by amendment to these Bylaws, but in no event to exceed fifteen (15) members. Members of the Vestry will be elected by ballot by a vote of a majority of the Voting Members of the Parish who are present and voting at the Annual Meeting of the Members of the Parish, or by acclamation, and will serve for a term of three (3) years, which term will commence upon the installation of each Vestry at the Annual Meeting of the Vestry, and will serve until their successors are duly elected, qualified and installed. Five (5) members of the Vestry will be elected at each Annual Meeting of the Members of the Parish. The Vestry will establish and promulgate election procedures for Vestry elections and review and update them periodically.

Section 4.03 Vacancies. If any vacancy occurs in the Vestry caused by death, resignation, retirement, disqualification, or removal from office of any member of the Vestry or otherwise, such vacancy will be filled by a majority vote of the remaining members of the Vestry, regardless of number. The term of office for the replacement so elected will be the unexpired balance of the vacated three (3) year term of office.

Section 4.04 Removal. Any member of the Vestry may be removed as a member of the Vestry, either with or without cause, by the vote of a Super Majority of the members of the Vestry not proposed to be removed, at any meeting of the Vestry, if notice of intention to act upon the question of removing such member of the Vestry will have been given to each member of the Vestry at least seven (7) days before the date of the meeting.

Section 4.05 Action by Unanimous Consent. Any action required or permitted to be taken at any meeting of the Vestry, or of any committee thereof, may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Vestry or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Vestry or such committee. Such written consent may be accomplished by multiple counterparts and the use of facsimile or electronic transmission (including properly authorized use of electronic signatures and consents).

Section 4.06 Eligibility. Any Confirmed Communicant in Good Standing of the Parish who is more than eighteen (18) years of age and who has been a Financial Contributor of Record to the Parish is eligible to serve as a member of the Vestry. No person having served on a Vestry will be eligible to serve again until one year after expiration of his or her period of service; provided, however, that a member who serves a term of less than two (2) years, to which he or she has been elected to fill a vacancy, will be eligible for election to one full term. Employees of the Parish are not eligible to be elected or appointed as voting members of the Vestry.

Section 4.07 Meetings of the Vestry.

4.07.1. Place of Meetings. The Vestry may hold meetings, both regular and special, either within or without the City of Dallas or the State of Texas.

4.07.2. Regular Meetings. Regular meetings of the Vestry will be held at the discretion of the Vestry. The call of a regular meeting will be at such time and place as the Rector or the Wardens will determine. Notice of regular meetings of the Vestry will be given to

each member of the Vestry in accordance with the provisions of Article VIII and at least three (3) days before the date of the meeting.

4.07.3. Special Meetings. Special meetings of the Vestry may be called by:

- (a) the Rector,
- (b) the Senior Warden (or in the absence of the Senior Warden, the Junior Warden), or
- (c) the written request of eight (8) members of the Vestry.

After a special meeting is called, each member the Vestry will be given notice in accordance with the provisions of Article VIII and at least three (3) days before the date of the meeting.

4.07.4. Quorum. At all meetings of the Vestry the presence of a majority of the elected members of the Vestry then in office will be necessary and sufficient to constitute a quorum for the conduct of the affairs of the Parish. If a quorum is not present at any meeting of the Vestry, the members of the Vestry present at the meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

4.07.5. Majority. The act of a majority of the members of the Vestry present at any meeting at which there is a quorum will be the act of the Vestry, except as may be otherwise specifically provided by the Certificate of Formation of the Parish, these Bylaws, the Canons, or applicable law.

4.07.6. Super Majority. Certain significant acts of the Vestry will not be effective unless a Super Majority of the Vestry votes in favor thereof. A Super Majority is defined as two-thirds (2/3) or more of the members of the Vestry entitled to vote on the issue. In the case of a tie vote on an issue requiring a Super Majority, Section 4.09 will apply. The acts of the Vestry which will require a Super Majority are as follows:

- (a) amending the Bylaws or Certificate of Formation;
- (b) buying or selling real estate;
- (c) approving the Annual Budget;
- (d) incurring debt on behalf of the Parish;
- (e) approving any individual to go forward in ordination;
- (f) calling a Rector;
- (g) amending the Mission Statement or Core Values of the Parish;
- (h) approving any Advocacy Activity or affiliation with any Advocacy Activity pursuant to Section 6.02;
- (i) acting on the resignation of the Rector;
- (j) removing any member of the Vestry; and
- (k) removing any officer of the Vestry.

4.07.7. Annual Meeting. An Annual Meeting of the Vestry will be held as soon as practicable following the Annual Meeting of the Members of the Parish, at which the Rector will appoint the Senior Warden and the Vestry will elect the Junior Warden, Clerk, Treasurer, Assistant Treasurers, Chancellor and Assistant Chancellors (if any).

4.07.8 Telephone Meetings. Members of the Vestry may participate in and hold a meeting of the Vestry by means of conference telephone, internet or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting will constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 4.08 Ex-Officio Members. The following persons, if they are not also members of the Vestry pursuant to Section 4.02 or 4.03, will be non-voting, *ex-officio* members of the Vestry and will be entitled to notice of and to attend all meetings of the Vestry:

- (a) the Rector (non-voting except as provided in Section 4.09),
- (b) President of Saint Michael and All Angels Foundation of Dallas,
- (c) Designated representative of the Episcopal School of Dallas,
- (d) Member of the Parish representing the Jubilee Center,
- (e) Stewardship Committee Chair(s),
- (f) Treasurer of the Vestry,
- (g) Chancellor,
- (h) Clerk,
- (i) Two representatives of the Youth of the Parish selected by the Rector, and
- (j) Other *ex-officio* members as the Vestry may from time to time approve.

Section 4.09 Presiding Officer. The Rector will be the presiding officer of the Vestry, may participate in debate, but will not be entitled to vote on Vestry decisions, except in the case of a tie vote, when the Rector may vote to break the tie. In the absence of the Rector, the Senior Warden will be the presiding officer. In the absence of the Senior Warden, the Junior Warden will be the presiding officer.

Section 4.10 Minutes. The Clerk of the Vestry will keep regular minutes of its proceedings, and all committees will report to the Vestry when required and from time to time. Upon approval of the minutes of a meeting by the Vestry, the minutes will be made available to the Parish as soon as practical.

## **ARTICLE V**

### **COMMITTEES**

Section 5.01 Executive Committee. The Vestry may, by resolution passed by a majority of the whole Vestry, designate an Executive Committee, such committee to consist of the Rector, the Senior Warden, the Junior Warden, the Treasurer and members at large to be selected by the Rector and the Senior Warden. The Executive Committee will have power to pass upon matters that require action between the regular meetings of the Vestry.

Section 5.02 Nominating Committee.

The Nominating Committee will consist of:

- (a) five (5) voting members of the Vestry who are then serving in their last year on the Vestry (or their successors),
- (b) the Senior Warden, even if he or she is not a retiring member of the Vestry, and
- (c) four members appointed at large from the Parish Council by a majority of the current Senior Warden, Junior Warden, Chancellor and Treasurer.

Of the four members appointed at large, three (3) members at large are each appointed for a one (1) year term, and one (1) member will be appointed to serve a term of two (2) years. The Senior Warden will chair the Nominating Committee. Questions before the Nominating Committee will be decided by majority vote of the members present and voting.

Prior to the presentation of its nomination report to the Vestry, the Nominating Committee will contact each of the persons it recommends for nomination by the Vestry and will determine each person's willingness to serve if elected to the position to which her or she is nominated. At a regular or special meeting of the Vestry preceding the Annual Meeting of the Members of the Parish, the Nominating Committee will present its report of recommendations for a minimum of five (5) and a maximum of eight (8) persons to be elected by the Vestry as nominees to fill the positions of the retiring members of the Vestry. The Vestry will present its nominations to the Parish in accordance with these Bylaws and the election procedures promulgated pursuant to Section 4.02. If requested by the Vestry, the Nominating Committee will present to the Vestry recommendations to fill vacancies that may occur on the Vestry.

Section 5.03 Finance Committee. The Finance Committee will consist of:

- (a) the Rector (non-voting, *ex-officio*),
- (b) the Senior Warden,
- (c) the Junior Warden,
- (d) the Treasurer,
- (e) the Assistant Treasurer(s),
- (f) the Stewardship Committee Chair(s),
- (g) the Director of Accounting of the Parish, the Director of Operations of the Parish and/or such other member(s) of the Parish staff as the Rector may appoint (non-voting, *ex-officio*); and
- (h) other non-voting, *ex-officio* members as the Finance Committee may determine from time to time.

The Treasurer will be the Chairman of the Finance Committee. The Finance Committee will be responsible for accounting and financial matters relating to the Parish, will meet at least monthly, and will prepare a monthly report of financial condition, which will be presented to the Vestry by the Treasurer. A member of the Finance Committee will be designated to take minutes of each meeting of the Finance Committee. Upon approval of the minutes of a meeting of the Finance Committee, the minutes will be made available to the Parish as soon as practical. The Finance Committee will consult with all departments, organizations and other units of the Parish to prepare an annual budget, which will be submitted to the Vestry at its January meeting for approval. Employees of the Parish are not eligible to serve as voting members of the Finance Committee.

Section 5.04 Stewardship Committee. The Stewardship Committee will be responsible for managing the Parish’s annual stewardship campaign, for organizing a program of deferred giving, and for all requisite activities to encourage collection of pledges. The Chair(s) of the Stewardship Committee will be appointed by the Rector each year.

Section 5.05 Special Committees. The Rector or the Vestry may designate one or more special committees, each to have the name, membership, duties and responsibilities designated by the Rector or the Vestry. Special committees will consist of a Chair and other members, none of whom need be elected or ex-officio members of the Vestry except where otherwise directed at the time of the creation of any such committee.

## ARTICLE VI

### PARISH ORGANIZATIONS

Section 6.01 Creation. Consistent with the Canons, any organization, committee or other group desiring to be officially recognized by the Parish (each a “Parish Organization”) must be approved by the Rector. The Rector will serve at the *ex-officio* chair of all Parish Organizations. All Parish Organizations will serve at the pleasure of the Rector, and their work will be under the Rector’s direction and advice. Each Parish Organization will operate in accordance with the Mission Statement and Core Values of the Parish.

Section 6.02 Advocacy Activities. Should any Parish Organization desire to engage in any form of advocacy, lobbying or any other similar activity having the potential to affect tax-exempt status of the Parish (“Advocacy Activity”) the Parish Organization must receive approval of the Rector and a Super Majority of the Vestry prior to engaging in, or preparing to engage in, any Advocacy Activity. Any organization, committee or other group that engages in or proposes to engage in any Advocacy Activity which desires to become affiliated with the Parish in any manner must petition for and receive the approval of the Rector and a Super Majority of the Vestry for the requested affiliation. Any affiliation approved by the Rector and the Vestry must have a purpose or purposes consistent with, and must act in accordance with, the Mission Statement and Core Values of the Parish.

## ARTICLE VII

### PARISH CORPORATIONS

Section 7.01 Creation. The Vestry, upon recommendation of the Rector to the extent required by applicable Canons or the policies of the Diocese, may authorize the creation or dissolution of Parish Corporations. Each Parish Corporation must have, and act in accordance with, a purpose or purposes consistent with the Mission Statement and Core Values of the Parish. Each Parish Corporation will be considered by the Vestry for approval upon the petition by five (5) or more Communicants in Good Standing, which petition will set forth the purposes, goals, leadership, proposed organizational documents, budget needs, staff needs and other pertinent information about the Parish Corporation. No group holding itself out as an organization or corporation of the Parish will be recognized or allowed to function as an organization or corporation of the Parish unless it is so approved by the Vestry.



Section 7.02 Charter. Each Parish Corporation will exist as a separate Texas not-for-profit corporation and will file a Certificate of Formation, adopt bylaws, elect a governing board, obtain a tax identification number, and do all other such acts as will be required by the Texas Business Organizations Code.

Section 7.03 Rights. Each approved Parish Corporation will have the following rights:

- (i) To use the facilities of the Parish in coordination with the person responsible for the parish calendar;
- (ii) To petition the Finance Committee for funding;
- (iii) To be represented on the Parish Council;
- (iv) To use the name of the Parish in furthering its goals;
- (v) To raise funds for its activities separate from the Parish budget;
- (vi) Subject to the approval of the Finance Committee, to maintain a separate bank account; and
- (vii) Such other rights as will be granted by the Vestry.

Section 7.04 Duties. Each Parish Corporation will be responsible for the following obligation:

- (i) To open its books of account and bank accounts for inspection by the Finance Committee;
- (ii) To render a report to the Vestry each year of its activities and funds raised;
- (iii) To have its Chair or designated representative attend meetings of the Parish Council;
- (iv) To surrender its authority to act and all books, records and funds, if required to do so by the Vestry;
- (v) To have a representative attend Vestry meetings as requested,
- (vi) To render a report in response to questions from the Vestry; and
- (vii) Such other obligations as the Vestry will impose from time to time.

## **ARTICLE VIII**

### **NOTICES**

Section 8.01 Notice. Whenever under the provisions of the statutes or of the Certificate of Formation of the Parish or these Bylaws notice is required to be given to any member of the

Vestry, it will not be construed to require personal notice, but such notice may be given in writing, by mail, or electronic transmission, addressed to such member of the Vestry at his or her Record Address, and such notice will be deemed to be given at the time when the same will have been dispatched.

Section 8.02 Waiver of Notice. Whenever any notice is required to be given under the provisions of the statutes or of the Certificate of Formation or by these Bylaws, a waiver of notice in writing signed (manually or electronically) by the person or persons entitled to received the notice, whether before or after the time stated in the waiver, will be deemed equivalent to receiving the required notice.

## **ARTICLE IX**

### **OFFICERS**

Section 9.01 Enumeration. The officers of the Parish will be the Rector, the Senior Warden, the Junior Warden, the Treasurer, the Assistant Treasurers, the Clerk, the Chancellor, the Assistant Chancellors (if any) and the Director of Operations of the Parish. The Senior Warden and the Junior Warden must be elected members of the Vestry in order to qualify to serve. The other officers need not be elected Vestry members and will serve *ex-officio* if not elected members of the Vestry.

#### Section 9.02 The Rector.

9.02.1. The Rector is the *ex-officio* presiding officer of the Vestry, the Annual Meeting of Members of the Parish, and of the Parish. The Rector is the chief executive officer of the Parish.

9.02.2. The Rector is responsible for the spiritual oversight of the Parish, and will, at all times, be entitled to the use and control of the Parish facilities with the appurtenances and furniture thereof.

9.02.3. The Rector will be *ex-officio* chair of all Parish Organizations and Parish Corporations.

9.02.4. The Rector will be responsible for hiring, with the approval of the Vestry and subject to Canon 21 of the Diocese, any ordained assistants (“Assistant Ministers”) and lay staff as may be necessary or desirable to carry on the Mission of the Parish. All such persons will serve at the discretion of the Rector, but may not serve beyond the period of service of the Rector except that, pending the call of a new Rector, such persons may continue in the service of the Parish if requested to do so by the Vestry and under such conditions as the Bishop and the Vestry will determine. No Assistant Minister or lay staff member will be entitled to receive any employment contract with respect to such person’s employment.

Section 9.03 Senior Warden. At the Annual Meeting of the Vestry, the Rector will appoint an elected member of the Vestry to serve as Senior Warden. The Senior Warden will act as the representative of the laity of the Parish. He or she will have the power to sign deeds, mortgages, contracts and agreements in the name of and on behalf of the Parish, and to do and perform all acts incident to the office of Senior Warden, all of which will be subject to the

direction and review of the Vestry. The prerequisites for approval or signature of contracts are found in the Saint Michael and All Angels Episcopal Church Contracts and Commitments Policy, as such policy may be amended or superseded from time to time. In the absence of the Rector, it will be the duty of the Senior Warden to preside at meetings of the Vestry and of the Members of the Parish and to keep the Parish open for services at the stated times of worship. If there is no Rector in office at the time of the Annual Meeting of the Vestry, the Vestry shall elect one of its members as temporary Senior Warden to hold office until a Rector can make the appointment.

Section 9.04 Junior Warden. At the Annual Meeting of the Vestry, the Vestry will elect one of its elected members to serve as the Junior Warden. It will be the duty of the Junior Warden to see that the Parish buildings and grounds are kept in good repair; in the absence of the Rector and Senior Warden, to preside at meetings of the Vestry and of the Members of the Parish; and, in the absence of the Rector and Senior Warden, to keep the Parish open for services at the stated times of worship. The Junior Warden will do those duties requested by the Rector and will additionally perform the duties of the Senior Warden in the absence of the Senior Warden.

Section 9.05 Clerk. If not an elected member of the Vestry, the Clerk will not be entitled to vote on decisions before the Vestry. The Clerk will be elected at the annual meeting of the Vestry.

- (a) The Clerk will attend all meetings of the Vestry and record all proceedings of the meetings of the Parish and of the Vestry in a book to be kept for that purpose and will perform like duties for the standing committees when required.
- (b) The Clerk will give, or cause to be given, notice of special meetings of the Vestry and will perform such other duties as may be prescribed by the Vestry or the Rector or the Senior Warden, under the supervision of the Rector or Senior Warden.
- (c) The Clerk will keep in safe custody the seal, if any, of the Parish and, when authorized by the Vestry, affix the same to any instrument requiring it and, when so affixed, it will be attested by signature of the Clerk or by the signature of the Treasurer, which may be a facsimile.
- (d) In general, the Clerk will perform all duties incident to the office of the Secretary of a corporation and such other duties as may, from time to time, be assigned to him or her by the Vestry or by the Rector or the Senior Warden.

Section 9.06 Treasurer. The Treasurer need not be an elected member of the Vestry. If not an elected member of the Vestry, the Treasurer will not be entitled to vote in decisions before the Vestry. The Treasurer will be elected at the annual meeting of the Vestry.

- (a) The Treasurer will be the principal financial officer of the Parish and will have charge and custody of and be responsible for all funds of the Parish and all securities owned by the Parish.
- (b) The Treasurer will keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Parish.
- (c) The Treasurer will deposit all such funds and other valuable effects in the name of and to the credit of the Parish in such depositories as may be designated by the Vestry.
- (d) The Treasurer will disburse the funds of the Parish as may be ordered by the Vestry, taking proper vouchers for such disbursements, and will render to the Vestry, at its regular meetings or when the Vestry so requires, an account of all his or her transactions as Treasurer and of the financial condition of the Parish.
- (e) The Treasurer if required by the Vestry, will give the Vestry a bond in such sum and with such sureties as will be satisfactory to the Vestry for the faithful performance of the duties of office of Treasurer and Assistant Treasurer and for the restoration to the Parish, in case of death, resignation, retirement or removal from the office of Treasurer, of all books, papers, vouchers, money and other property of whatever kind belonging to the Parish in the possession of or under the control of the Treasurer. The Vestry will cause the Parish to fund such bond.
- (f) The Treasurer will have the authority to sign contracts and legal papers on behalf of the Parish. The prerequisites for approval or signature of contracts are found in the Saint Michael and All Angels Episcopal Church Contracts and Commitments Policy.
- (g) In general, the Treasurer will perform all duties incident to the office of the Treasurer of a corporation, and such other duties as from time to time may be assigned to him by the Vestry or by the Rector, or the Senior Warden if there is no Rector.

Section 9.07 Assistant Treasurers. At its Annual Meeting or from time to time thereafter, the Vestry may elect one or more Assistant Treasurers, who need not be elected members of the Vestry. Each Assistant Treasurer will assist the Treasurer in the performance of the duties of Treasurer, and will function as the Treasurer (in order of seniority) in the absence of the Treasurer. All Assistant Treasurers will be members of the Finance Committee.

The Assistant Treasurers will if required by the Vestry, give the Vestry a bond in such sum and with such sureties as will be satisfactory to the Vestry for the faithful performance of the duties of office of Assistant Treasurer and for the restoration to the Parish, in case of death, resignation, retirement or removal from the office of Treasurer, of all books, papers, vouchers, money and other property of whatever kind belonging to the Parish in the possession of or under the control of the Assistant Treasurers. The Vestry will cause the Parish to fund such bond.

Section 9.08 The Director of Operations.

- (a) The Director of Operation (or such other title as the Rector may deem appropriate) will be the employee of the Parish with responsibility for oversight of the administrative operations of the Parish.
- (b) The Director of Operations will have the authority to sign contracts and legal papers on behalf of the Parish. The prerequisites for approval or signature of contracts are found in the Saint Michael and All Angels Episcopal Church Contracts and Commitments Policy.
- (c) The Director of Operations will, if required by the Vestry, give the Vestry a bond in such sum and with such sureties as will be satisfactory to the Vestry for the faithful performance of the duties of office of the Director of Operations and for the restoration to the Parish, in case of death, resignation, retirement or removal from the office of the Director of Operations, of all books, papers, vouchers, money and other property of whatever kind belonging to the Parish in the possession of or under the control of the Director of Operations. The Vestry will cause the Parish to fund such bond.

Section 9.09 Chancellor/Assistant Chancellors. At the Annual Meeting of the Vestry, the Vestry will elect a Chancellor and may elect one or more Assistant Chancellors. The Vestry may elect one or more additional Assistant Chancellors at other meetings of the Vestry or by unanimous written consent of the Vestry. Each of the Chancellor and any Assistant Chancellor(s) must be an attorney licensed to practice law in the State of Texas. The Chancellor will act as chief legal advisor to the Parish on legal matters affecting the Parish. Each Assistant Chancellor will have the duties and responsibilities delegated by the Chancellor, and will consult with and keep the Chancellor reasonably informed with respect to any matters or responsibilities so delegated. The Chancellor and any Assistant Chancellor(s) need not be elected members of the Vestry, and unless serving as an elected member of the Vestry, the Chancellor and Assistant Chancellor(s) will be *ex-officio*, non-voting, members of the Vestry. The office of Chancellor or Assistant Chancellor may be held by a person holding such other offices as may be determined by the Vestry. If not an elected member of the Vestry, the Chancellor and any Assistant Chancellor(s) may, but need not, attend all Vestry meetings, and each shall be entitled to notice of all meetings of the Vestry.

Section 9.10 Term/Removal. The officers will be elected for a one (1) year term, which term will commence at the Annual Meeting of the Vestry, and will serve until their successors are elected, qualified and installed. The Vestry may remove, with or without cause, by Super Majority vote, any officer elected by the Vestry at any time, provided, however, that notice of intention to remove an officer must be given to the members of the Vestry entitled to vote on the removal at least seven (7) days before the meeting. The Senior Warden may be removed by the Rector or a Super Majority of the Vestry.

Section 9.11 Vacancies. In the event of the vacancy in the office of Senior Warden, the Rector will promptly appoint a successor possessing the qualifications required by these Bylaws and the Canons to serve the remainder of the term. If there is no Rector, the vacancy will be

filled pursuant to Section 9.03. In the event of a vacancy in the office of Junior Warden, Treasurer, Chancellor or Clerk the Vestry will promptly elect a successor holding any qualifications required by these Bylaws and/or the Canons to serve the remainder of the term. In the event of a vacancy in the office of an Assistant Treasurer or Assistant Chancellor, the Vestry will determine whether to fill the vacancy and if the vacancy is to be filled, will promptly elect a successor possessing any qualifications required by these Bylaws and/or the Canons to serve the remainder of the term.

## **ARTICLE X**

### **INDEMNIFICATION**

The Parish will indemnify and may insure the members of the Vestry and officers for claims brought against them relating to the course and scope of their duties as Vestry members or officers as the case may be to the fullest extent permitted by the provisions of the Texas Business Organizations Code (hereinafter called the "BOC") applicable to nonprofit organizations, as amended from time to time, or by the laws of the State of Texas, as in effect from time to time. Such indemnification will be mandatory, without separate authorization being required, on condition that any requisite determinations have been made in accordance with the BOC or such laws.

In such connection, it is understood that the Parish will, in the manner and to the full extent permitted by applicable law, indemnify, advance and reimburse expense to any member of the Vestry and officers for all expenses (including court costs, attorney's fees, penalties, fines, judgments or settlements) arising out of or in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, any appeal in such an action, suite or proceeding and any inquiry or investigation that could lead to such an action, suit or proceeding. Advance payments of such expenses may be made upon the written undertaking of any such person to repay such amounts, if it is ultimately determined such person is not entitled to indemnification. The rights of indemnification, advancement and reimbursement of expense conferred herein will not be deemed exclusive of any other rights to which any such person may otherwise be entitled by law, or under the Certificate of Formation of the Parish, or under any agreement or insurance policy, vote of the Vestry or a committee thereof, vote of the Members of the Parish or otherwise that is legally permissible. Further, nothing in these Bylaws will be construed to limit the Vestry's ability to grant rights of indemnification, advancement and reimbursement of expense to any other person or entity, or under any Vestry resolution, agreement, or insurance policy, vote of the Members of the Parish, or other legally permissible manner.

## **ARTICLE XI**

### **GENERAL PROVISIONS**

Section 11.01 Endorsement of Securities. Subject always to the specific directions of the Vestry, any security or securities owned by the Parish may be endorsed for sale or transfer in the name of the Parish by the Treasurer, the Senior Warden, or the Director of Operations.

Section 11.02 Voting of Securities Owned by Parish. Subject always to the specific directions of the Vestry, any security or securities owned by the Parish may be voted at any shareholders' meeting of such other corporation by the Treasurer or the Senior Warden of the Parish. Whenever, in the judgment of the Treasurer or the Senior Warden it will be desirable for the Parish to execute a proxy or give a shareholder's consent with respect to any security or securities issued by any other corporation and owned by the Parish, such proxy or consent will be executed in the name of the Parish by the Treasurer or the Senior Warden and will be attested by the Clerk of the Parish under the corporate seal, if any, without necessity of any authorized by the Vestry. Any person or persons designated in the manner above stated as the proxy or proxies of the Parish will have full right, power and authority to vote the security or securities issued by such other corporation and owned by the Parish, the same as such security or securities might be voted by the Parish.

Section 11.03 Business Methods.

11.03.1. Publicly-traded securities will be deposited in an institution insured by the Security Investors Protection Corporation, or any successor to such corporation. Trust and permanent funds and all other securities of whatsoever kind will be deposited with a federal or state bank or other depository institutions deemed to be secure, excepting such funds and securities as may be refused by the depositories named as being too small for acceptance. There will be at least two (2) authorized signatures on any order of withdrawal of such funds or securities.

11.03.2. If determined by the Vestry, the Treasurer, Assistant Treasurers, and custodians, other than banking institutions, will be adequately bonded.

11.03.3. Such books of accounts will be kept as will make them available for satisfactory accounting.

11.03.4. All accounts will be audited or reviewed in some form periodically by an independent Certified Public Accountant selected by the Vestry.

11.03.5. The Senior Warden or Treasurer will make annual reports of all accounts to the Annual Meeting of the Members of the Parish.

11.03.6. All Parish buildings and their contents will be kept adequately insured.

11.03.7. The Vestry will ensure that the Parish maintains up-to-date and appropriate policies and procedures to be followed by employees and volunteers of the Parish in the performance of their duties, including but not limited to financial and personnel policies and procedures.

Section 11.04 Checks. All checks or demands for money of the Parish will be signed by such officers or such other person or persons as the Vestry may from time to time designate.

Section 11.05 Seal. The corporate seal, if any, will have inscribed thereon the name of the Parish and the words "Corporate Seal" and may have inscribed thereon the year of its

organization. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 11.06 Fiscal Year. The fiscal year of the Parish will be the calendar year.

Section 11.07 Limitation of Powers. The following provisions will specifically limit the purpose and powers of the Parish as set forth in its Certificate of Formation:

11.07.1. The Parish is organized pursuant to the provisions of the BOC applicable to nonprofit organizations and does not contemplate pecuniary gain or profit to the members thereof and is organized for nonprofit purposes.

11.07.2. No part of the net earnings of the Parish will inure to the benefit for be distributable to any member of the Parish, member of the Vestry or officer of the Parish, or a private individual (except that reasonable compensation may be paid for services rendered to or for the Parish), and no member of the Parish, member of the Vestry or officer of the Parish, or any private individual, will be entitled to share in the distribution of any of the Parish assets on dissolution of the Parish.

11.07.3. No part of the activities of the Parish will consist of carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

11.07.4. The Parish will not:

(i) carry on any activity not permitted to be carried on:

(a) by a corporation exempt from Federal Income tax under Section (501)(c)(3) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue law), or

(b) by a corporation, contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law);

(ii) engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law);

(iii) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue law); or

(iv) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law).



11.07.5. Further, the Parish will distribute its income for each taxable year at such time and such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

11.07.6. Upon any dissolution of the Parish, all of its assets and income not applied in satisfaction and discharge of the liabilities and obligations of the Parish will be distributed to one or more domestic or foreign corporations, societies or organizations which are qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue code of 1986, or the corresponding provisions of any future United States Internal Revenue Law.

Section 11.08 Rules of Order. Meetings of the Members of the Parish, the Vestry, and any committees of the Parish or Vestry will be conducted in accordance with these Bylaws, the written Voting and Election Procedures and otherwise by Robert's Rules of Order Newly Revised, or its successor publication.

## **ARTICLE XII**

### **AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended or repealed at any regular meeting of the Vestry or any special meeting of the Vestry, if notice of the proposed alteration or repeal be contained in the notice of such regular or special meeting, by the affirmative vote of a Super Majority of the members of the Vestry (as defined in Section 4.07.6.), provided, that any such alteration, amendment or substitute Bylaws will be consistent in all respects with the Certificate of Formation of the Parish and the Canons, and provided further that any amendment altering the number of members of the Vestry must be approved at a meeting of the Members of the Parish.

## **ARTICLE XIII**

### **DEFINITIONS**

The following terms used in these Bylaws will have the following meanings:

“Assistant Ministers” has the meaning defined in Article IX, Section 9.02.04.

“Canons” has the meaning defined in Article II, Section 2.01.

“Communicant” means a Member of the Parish who has received Holy Communion at least three times during the preceding year.

“Communicant in Good Standing” means a Communicant who has been faithful at worship, praying and giving for the spread of the Kingdom of God.

“Confirmed Communicant” means a Communicant who has been confirmed or received into the Episcopal Church by a Bishop of the Church.

“Confirmed Communicant in Good Standing” means a Communicant in Good Standing who has been confirmed or received into the Episcopal Church by a Bishop of the Church.

“Core Values” means the official statement of the core values of the Parish, as may be amended from time to time by a Super Majority of the Vestry.

“Diocesan Convention” means the annual or any special meeting of the Convention of the Episcopal Diocese of Dallas.

“Diocese” means the Episcopal Diocese of Dallas.

“Financial Contributor of Record” means a person or persons who, alone or jointly, has made a contribution to the Parish in the preceding calendar year ending December 31 in the form of money or property, as reflected in the books of the Parish and, in the case of property, donated in accordance with the Parish’s non-cash gift donation guidelines.

“Member of the Parish” has the meaning defined in Article II, Section 2.01.

“Mission” of the Parish means the mission of the Parish as described in the Mission Statement.

“Mission Statement” means the official statement of the Parish describing its mission, as may be amended from time to time by a Super Majority of the Vestry.

“Parish” means the buildings, grounds, and members of Saint Michael and All Angels Episcopal Church, a Texas non-profit corporation.

“Record Address” means the mailing address or electronic mail address, or both, as appropriate, of a Member of the Parish as set forth in the official records of the Parish.

“Voting Member of the Parish” has the meaning defined in Article II, Section 2.02.