

**MINUTES OF THE ANNUAL MEETING OF THE VESTRY OF
SAINT MICHAEL AND ALL ANGELS EPISCOPAL CHURCH**

February 23, 2013

The Annual Meeting of the Vestry of Saint Michael and All Angels Episcopal Church was held February 23, 2013 at 1:00 p.m., following the Annual Meeting of the members of the Parish.

Vestry members in attendance were: Christine Ashmore, Kathy Jenevein, Cliff Miercort, Stephanie Pearson, Sallie Plummer, Randy Rekerdres, Ron Staffieri, Tom Stewart, Donell Wiggins, and Sheryl Wylie. Chancellor Robert Wilson and Assistant Chancellor Scott Wilson also attended.

Certification of Election

A motion was made and seconded to certify the results of the election of five new members of the Vestry by a vote of the parish. The following resolution was unanimously approved:

WHEREAS, Section 4.02 of the Bylaws (the "Bylaws") of Saint Michael and All Angels Episcopal Church (the "Parish") provides that the term of Vestry members newly elected at the Annual Meeting of the Members of the Parish will commence upon their installation at the Annual Meeting of the Vestry following the Annual Meeting of the Parish.

WHEREAS, in accordance with Section 9.04 of the Bylaws, the Rector has appointed Cliff Miercort to serve as Senior Warden of the Parish for a term beginning on the date set forth above and ending on the date of the Annual Meeting of the Vestry in 2014.

WHEREAS, in accordance with Sections 9.05, 9.06, 9.07, 9.08 and 9.10 of the Bylaws, the Junior Warden, Treasurer, Assistant Treasurers, Chancellor, Assistant Chancellors and Clerk are to be elected by the Vestry at its Annual Meeting.

NOW, THEREFORE, BE IT RESOLVED, that each of the following persons, who were duly elected at the Annual Meeting of the Members of the Parish and whose election has been duly certified in accordance with the Election Procedures of the Parish, be, and hereby is, installed as a member of the Vestry, each to serve a term beginning on the date set forth above and ending on the date of the Annual Meeting of the Vestry in 2016, or until his or her successor is elected and qualified, or until his or her earlier death, resignation or removal, and to further serve in accordance with the Bylaws:

John Gorman

Kathy Jenevein

Sallie Plummer

Randy Rekerdres

Matt Waller

RESOLVED FURTHER, that the results of the election of delegates and alternates to the Diocesan Convention, as certified by the Senior Election Judge, were accepted and certified by the Vestry.

Officers

Upon motion made by Cliff Miercort and duly seconded, the following resolution was unanimously approved:

RESOLVED, that each of the following persons be, and hereby is, elected to serve in the office set forth by his or her name, each to serve a term beginning on the date set forth above and ending on the date of the Annual Meeting of the Vestry in February 2014, or until his or her successor is elected and qualified, or until his or her earlier death, resignation or removal, and to further serve in accordance with the Bylaws:

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| Junior Warden – Tom Stewart | Assistant Treasurer – Steve Black |
| Clerk – Margaret Spellings | Assistant Treasurer – Bill Felder |
| Chancellor – Robert Wilson | Assistant Treasurer – Randy Kob |
| Asst. Chancellor – Dianna Bowen | Assistant Treasurer – Kathy Kelley |
| Asst. Chancellor – Bob Wilbur | Assistant Treasurer – Suzanne Lipscomb |
| Asst. Chancellor – Jim Skochdopole | Assistant Treasurer – Jim Smith |
| Asst. Chancellor – Scott Wilson | Assistant Treasurer – Casey McManemin |
| Treasurer – Matt Waller | Assistant Treasurer – Tracy Helms |
| | Assistant Treasurer – Grady Schleier |

Committee Chairs

A motion to approve the following resolutions was made by Cliff Miercort, and unanimously approved by the Vestry:

WHEREAS, the Columbarium Committee of Saint Michael and All Angels Episcopal Church (“SMAA”) has recommended that Bob Wilbur serve as Chair of the Columbarium Committee for the term beginning March 1, 2013 and ending February 28, 2014.

NOW, THEREFORE, BE IT RESOLVED, that Bob Wilbur be, and hereby is, elected to serve as Chair of the Columbarium Committee for the term beginning March 1, 2013 and ending February 28, 2014, until his or her successor is elected and qualified, or until his or her earlier

death, resignation or removal, and to further serve in accordance with the Columbarium Committee Charter and Bylaws of SMAA.

WHEREAS, the Buildings and Grounds Committee of Saint Michael and All Angels Episcopal Church (“SMAA”) has recommended that Tom Stewart serve as Chair of the Buildings and Grounds Committee for the term beginning March 1, 2013 and ending February 28, 2014.

NOW, THEREFORE, BE IT RESOLVED, that Tom Stewart be, and hereby is, elected to serve as Chair of the Buildings and Grounds Committee for a term beginning March 1, 2014 and ending February 28, 2014, until his or her successor is elected and qualified, or until his or her earlier death, resignation or removal, and to further serve in accordance with the Buildings and Grounds Committee Charter and Bylaws of SMAA.

WHEREAS, the Memorials and Gift Acceptance Committee of Saint Michael and All Angels Episcopal Church (“SMAA”) has recommended that Thomas McConnell serve as Chair of the Memorials and Gift Acceptance Committee for the term beginning March 1, 2013 and ending February 28, 2014.

NOW, THEREFORE, BE IT RESOLVED, that Thomas McConnell be, and hereby is, elected to serve as Chair of the Memorials and Gift Acceptance Committee for the term beginning March 1, 2013 and ending February 28, 2014, until his or her successor is elected and qualified, or until his or her earlier death, resignation or removal, and to further serve in accordance with the Memorials and Gift Acceptance Committee Charter and Bylaws of SMAA.

WHEREAS, the Compensation Committee of Saint Michael and All Angels Episcopal Church (“SMAA”) has recommended that Sam Hocking serve as Chair of the Compensation Committee for the term beginning March 1, 2013 and ending February 28, 2014.

NOW, THEREFORE, BE IT RESOLVED, that Sam Hocking be, and hereby is, elected to serve as Chair of the Compensation Committee for the term beginning March 1, 2013 and ending February 28, 2014, until his or her successor is elected and qualified, or until his or her earlier death, resignation or removal, and to further serve in accordance with the Compensation Committee Charter and Bylaws of SMAA.

WHEREAS, the Giving Council of Saint Michael and All Angels Episcopal Church (“SMAA”) has recommended that Jim Skochdopole serve as Chair of the Giving Council for the term beginning March 1, 2013 and ending February 28, 2014.

NOW, THEREFORE, BE IT RESOLVED, that Jim Skochdopole be, and hereby is, elected to serve as Chair of the Giving Council for the term beginning March 1, 2013 and ending February 28, 2014, until his or her successor is elected and qualified, or until his or her earlier

death, resignation or removal, and to further serve in accordance with the Giving Council Charter and Bylaws of SMAA.

Fredericks Square Title Holding Company, Inc.

Saint Michael and All Angels Episcopal Church (“SMAA”) is the sole stockholder of Fredericks Square Title Holding Company, Inc. (“Fredericks Square”). Following several years of service, Bob Wilbur is seeking to step down as chairman of the board of Fredericks Square. Upon review of the Fredericks Square bylaws, Scott Wilson suggested some revisions would be appropriate to the portion of the bylaws regarding the composition of the board. Upon a motion duly made and seconded, the Vestry delegated to Fr. Dannals, the Senior Warden and the Junior Warden the authority to act on behalf of SMAA with respect to Fredericks Square, including with respect to the anticipated appointment of Blair Oden as chairman of the board of Fredericks Square and anticipated revisions to the Fredericks Square bylaws regarding composition of the board going forward.

Conflict of Interest and Stewardship Statements

Each Vestry member was asked to sign a Conflict of Interest statement and a Stewardship Statement.

Securities Conveyance

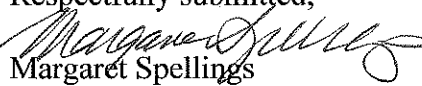
Upon motion duly made and seconded, the following resolution passed unanimously:

BE IT RESOLVED that any one of the Senior Warden, Treasurer or Director of Operations named below are hereby authorized to sell, transfer, assign, exchange and/or convey corporate securities held by or on behalf of Saint Michael and All Angels Episcopal Church:

Senior Warden: Cliff Miercort
Treasurer: Matt Waller
Parish Administrator: Kimberley Hughes
Director of Accounting: Robert Baber

Other Business

Fr. Dannals announced that the Vestry Retreat is tentatively scheduled for May 18, 2013. There being no further business, the Rector adjourned the meeting at 1:45 p.m.

Respectfully submitted,

Margaret Spellings
Clerk