

**SIXTH AMENDED AND RESTATED BYLAWS OF  
ST. CHAD'S EPISCOPAL CHURCH  
A NEW MEXICO NONPROFIT CORPORATION**

**(A PARISH OF THE EPISCOPAL CHURCH, DIOCESE OF THE RIO GRANDE)**

Adopted as of January 31, 2017

**PREAMBLE:**

The mission of St. Chad's Episcopal Church ("St. Chad's") is:

TO PROCLAIM the Good News of Salvation through our Lord, Jesus Christ;

TO EMPOWER God's people to promote His Kingdom by fulfilling their Baptismal Covenant;

TO WORSHIP God: Father, Son, and Holy Spirit; and

TO SHOW FORTH God's prophetic and reconciling love to one another and the world.

**ARTICLE 1: ORGANIZATION AND NAME; PURPOSES; ADOPTION OF BYLAWS;  
DIRECTORS AND OFFICERS**

1.1. Nonprofit Corporation; Name. The parish of St. Chad's (the "Parish") is organized as a New Mexico nonprofit corporation (sometimes referred to as the "Corporation") in accordance with the Nonprofit Corporation Act, as amended (the "Nonprofit Corporation Act") of the state of New Mexico for the purposes set forth these Bylaws. The name of the Corporation is "St. Chad's Episcopal Church."

1.2. Charitable, Educational and Religious Purposes. The Corporation is organized and will be operated exclusively for charitable, educational and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding section of any future federal tax code of the United States of America (referred to collectively as the "Code"), and to those ends is empowered to perform only those acts which are necessary and incident to fulfilling the exempt purposes of the Corporation and which are lawful activities in which a nonprofit corporation may be engaged under the Nonprofit Corporation Act.

1.3. Accession to Constitution and Canons; Conflicts. The Corporation accedes to the Constitution and the Canons (referred to individually as the "Constitution" or the "Canons" and collectively as the "Constitution and Canons") of the General Convention of The Protestant Episcopal Church in the United States of America ("The Episcopal Church") and of the Diocese of the Rio Grande (the "Diocese"), as such documents now exist or may be amended from time to time. If any provision of these Bylaws is determined to be inconsistent with either the Constitution or the Canons, then the Constitution and Canons will control.

1.4. Adoption of Bylaws; Date Adopted; Conflicts with Articles of Incorporation. These Bylaws are adopted in accordance with the laws of the state of New Mexico governing nonprofit corporations and will become effective as of the date adopted. If any provision of these Bylaws is determined to be inconsistent with the Articles of Incorporation of the Corporation, then the Articles of Incorporation will control.

1.5. Directors. The Rector, the Wardens, and the other members of the Vestry of the Parish, elected in the manner provided in these Bylaws, will be the directors of the Corporation and will serve in such capacity without remuneration.

1.6. Officers. The officers of the Corporation will be:

1.6.1. President. The Rector of the Parish (the "Rector"), elected in the manner provided in the Canons, will be the President of the Corporation. No person will be elected Rector without receiving the affirmative vote, two-thirds (2/3), rounded down, of the members of the Vestry. The President will be the principal executive officer of the Corporation, will, in general, supervise and control all of the business of the Corporation, and will have such other duties as set forth in these Bylaws.

1.6.2. First Vice-President. The Senior Warden of the Parish (the "Senior Warden") will be elected annually by the Vestry of the Parish (the "Vestry") and will be the First Vice President of the Corporation. The Senior Warden will preside as the principal executive officer of the Corporation in the absence of the Rector and will have such other duties as provided in the Canons or as assigned by the Vestry from time to time.

1.6.3. Second Vice-President. The Junior Warden of the Parish (the "Junior Warden") will be elected annually by the Vestry and will be the Second Vice-President of the Corporation. The Junior Warden will preside as the principal executive officer of the Corporation in the absence of both the Rector and the Senior Warden and will have such other duties as provided in the Canons or as assigned by the Vestry from time to time.

1.6.4. Secretary. The Clerk of the Vestry of the Parish (the "Clerk"), elected annually by the Vestry, will be the Secretary of the Corporation.

1.6.5. Treasurer. The Vestry will elect annually the treasurer (the "Treasurer") of the Corporation, and any Assistant Treasurers it deems appropriate.

## ARTICLE 2: MEMBERSHIP AND MEETINGS

2.1. Members. There is only one class of members of the Corporation. All persons who have received the Sacrament of Holy Baptism with water in the Name of the Father, and of the Son, and of the Holy Spirit, whether in The Episcopal Church or in another Christian Church whose Baptisms have been duly recorded in The Episcopal Church, and whose names have been entered in the Parish Register are members of the Corporation.

2.2. Qualified Voters. Each adult communicant member in good standing whose name is enrolled on the Parish Register is a qualified voter of the Parish. An “adult communicant member” is a member of the Parish who has received Holy Communion in The Episcopal Church at least three times during the preceding year and who is sixteen years of age and over. A “communicant member in good standing” is a communicant of The Episcopal Church who for the previous year has been faithful in corporate worship, unless for good cause prevented, and has been faithful in working, praying, and giving for the spread of the Kingdom of God.

2.3. Annual Parish Meetings. The qualified voters of the Parish will meet annually for the purposes of (i) electing members to the Vestry and delegates and alternates to represent the Parish at meetings of the Deanery of which the Parish is a member and at the annual Convention or Convocation of the Diocese, (ii) receiving reports covering parochial statistics, finances, and the activities of committees of the Parish, and (iii) the transaction of such other business not prohibited by either the Canons or civil law.

2.4. Special Parish Meetings. Special meetings of the Parish may be called by the Bishop, the Rector, a Warden, or any two members of the Vestry, or on the petition of 25% of the qualified voters of the Parish. Notice of any special meeting will be given in the monthly newsletter, if any, and by announcement, either written or orally, on two consecutive Sundays at the regular Sunday worship services. In addition, if a meeting is called by the Bishop, the Bishop may direct that notice be given by any reasonable method.

2.5. Presiding Officer at Parish Meetings. At all meetings of the Parish, either the Bishop or the Rector, if present, will preside. In the absence of the Bishop and the Rector, then the Senior Warden will preside. In the absence of the Bishop, the Rector, and the Senior Warden, then the Junior Warden will preside. In the absence of the Bishop, the Rector, the Senior Warden, and the Junior Warden, then a member of the Vestry will preside.

### ARTICLE 3: VESTRY, PARISH DELEGATES, ELECTION AND DUTIES OF OFFICERS

3.1. Vestry Composition and Terms. The Vestry will consist of the Rector and not less than nine (9) nor more than fifteen (15) elected members who are qualified voters of the Parish as defined in Section 2.2. of these Bylaws. The number of the elected members of the Vestry will be established from time to time by a majority vote of the Vestry and will be divisible by three. Each of the elected members of the Vestry will serve a term of three (3) years, and the terms will be staggered so that one-third (1/3) of the members are elected each year. In addition, the Treasurer, the Clerk, any Staff Assistant Priest or Priests, and any Deacon or Deacons will serve as non-voting members of the Vestry, unless any of such positions are filled by elected, voting members of the Vestry. An elected, voting member of the Vestry who has served a full three-year term will not be eligible for re-election to Vestry for a period one-year after the expiration of such term.

3.2. Vestry Duties. The Vestry will attend to all of the business matters of the Parish, including without limitation (i) providing and keeping in good order a house of worship and all the necessary furnishings and appointments of the same, (ii) providing all things required to carry on

the work of the Parish, (iii) paying, or causing to be paid, all Parish obligations (including the apportionment and other obligations to the Diocese), (iv) reviewing all financial and audit reports of the Parish which may be presented to the Vestry as provided in these Bylaws, and (v) complying with these Bylaws and any policies or procedures as may be adopted from time to time by the Vestry. The Vestry will elect a Rector in accordance with the Canons after conference with the Bishop of the Diocese and after due consideration of all nominations presented by the Bishop. The Vestry will have the right to consider other nominees.

3.3. Regular Meetings. Regular meeting of the Vestry will be held monthly at a time and place to be fixed by the Vestry, or in default thereof, by the Rector.

3.4. Special Meetings; Notice. Special meetings of the Vestry may be called by the Rector, by one of the Wardens, by the Bishop, or by any two members of the Vestry. Notice of the time, date, place, and general purpose of any special meeting of the Vestry will be given to each member of the Vestry, not less than 48 hours or more than 30 days before the meeting, either in person, by telephone, by e-mail, by facsimile, or by first class mail, to each member's telephone number, e-mail address, facsimile number, or mailing address as set forth on the membership records of the Parish. If notice of any special meeting of the Vestry is given in person, by telephone, or by either e-mail or facsimile, then the notice will be given to each member at least 48 hours before the time of the meeting, and if notice of any special meeting is given by first class mail, then the notice will be given at least five (5) days before the date of the meeting.

3.5. All Meetings Will Be Open. All Vestry meetings will be open to any member of the Corporation. The Vestry may go into closed sessions by a majority vote of the Vestry members present only to discuss sensitive personnel matters.

3.6. Waiver of Notice by Attendance at Meeting. Attendance at any meeting by a member will constitute a waiver of notice of the meeting, except where a member attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting has not been lawfully called or convened.

3.7. Quorum; Vote Required for Action; Presiding Officer; Action without a Meeting. A majority of the Vestry will constitute a quorum for the transaction of business; provided, however, that at least one of the people who comprise the quorum must be either the Rector or at least one of the Wardens of the Parish. A quorum must be present for any action of the vestry. The Rector will preside at meetings of the Vestry and will have all the rights of other members. In the absence of the Rector, the Senior Warden, or in the absence of the Senior Warden, the Junior Warden, will preside at meetings of the Vestry. Any action which is required or permitted to be taken by a majority of the members of the Vestry at a meeting of the Vestry may be taken without a meeting if notice of the proposed action to be taken is provided to each member of the Vestry by at least one of the methods described in Section 3.4. of Article 3, and either (i) a majority of all of the members of the Vestry sign a consent, in writing, to the action to be taken, or (ii) a majority of all of the members of the Vestry vote in favor of such action either in writing, by facsimile, or by e-mail transmitted to the Rector and to either the Senior Warden or the Junior Warden of the Parish. Any action taken by the Vestry as provided in the preceding sentence will be effective either as of the date specified in the written consent or on the date that a majority of the members

of the Vestry vote in favor of such action as set forth in the preceding sentence.

3.7.1 Electronic Voting Procedures. Regular or special business of the Vestry may be conducted by e-mail transmission using the following process.

- A.) Generally, matters determined by e-mail vote should be limited to those where time is of the essence or under circumstances that the Rector or Wardens deem to be emergent and for circumstances that require limited discussion. E-mail voting should not be considered as a standard approach to business.
- B.) Either the Senior Warden or the Junior Warden will send a motion to the Vestry via e-mail. The first member's affirmative response to the Warden's email is considered to have made a second to the motion.
- C.) The Vestry members will have up to seventy-two (72) hours from the date/time of the Warden's e-mailed motion to discuss the matter under consideration.
- D.) The Warden will call for an e-mail vote at the end of the electronic discussion period.
- E.) As stated in section 3.7, a majority of the members' votes will be required for any action of the Vestry, including email votes. After the members have voted or seventy-two (72) hours have passed since the call for a vote, the Warden will send an email message to the members announcing the results.
- F.) Such electronic voting will have the same effect as a vote at a physical meeting and the results of electronic voting will be recorded in the minutes of the next Vestry meeting.

3.8. Adjourned Meeting and Notice. Any regular or special meeting of the members of the Vestry, regardless of whether a quorum is present, may be adjourned from time to time by the vote of a majority of the members of Vestry present, but in the absence of a quorum, no other business may be transacted at any such meeting. When any regular or special meeting of members of the Vestry is adjourned to another time and place, notice need not be given of the adjourned meeting if the time and place for the continuation of the adjourned meeting are announced at the meeting at which the adjournment is taken, unless the adjournment is for more than five (5) days after the date set for the original meeting, and in which event notice will be given to all members of the Vestry as provided in Section 3.4. of these Bylaws.

3.9. Agent and Legal Representative. Except as otherwise provided by the law of the state of New Mexico or by the Diocese, the Vestry will be the agent and legal representative of the Parish in all matters concerning its corporate property and the relations of the Parish to its clergy and to the Diocese.

3.10. Parish Delegates and Alternates. The Parish will be represented at the Diocesan Annual Convocation and at periodic Deanery meetings by as many delegates as permitted by the Canons of the Diocese. The delegates will be elected at the Annual Meetings of the Parish. Each delegate will be elected to serve for the number of years equal to the number of permitted delegates, but no more than three (3) consecutive years. The delegates will serve staggered terms so that one delegate will be elected at each Annual Meeting. An alternate delegate will be elected

for each delegate elected at each Annual Meeting to serve for the same term as the delegate elected. If the delegate elected at the Annual Meeting is unable to attend any Diocesan Annual Convocation or Deanery meeting, then the alternate who was elected at the same Annual Meeting may serve as the delegate to the meeting. If that alternate is unable to attend any such meeting in the absence of the delegate, then the Rector may designate any other elected alternate to serve as the delegate to the meeting.

3.11. Nominations for Vestry and Delegates to the Diocesan Convocation. Before the Annual Meeting each year, the Nominating Committee (which will be selected as provided in these Bylaws) will determine and report to the Vestry the name of at least one (1) qualified candidate for each vacancy to be filled on the Vestry and for each of the positions of delegate and alternate to the Diocesan Convention or Convocation. The Nominating Committee will submit a preliminary report at the November meeting of the Vestry, and a final report no later than the last Vestry meeting before the Annual Meeting, of all candidates who have agreed to stand for election at the Annual Meeting. At the Annual Meeting, the Nominating Committee will nominate the members so identified as candidates for the Vestry and for the positions of delegate and alternate to the Diocesan Convention or Convocation. Additional qualified candidates either for the Vestry or for the positions of delegate or alternate to the Diocesan Convention or Convocation may be nominated from the floor by any member present at the Annual Meeting. All nominees will have agreed to stand for election before their names are reported to the Vestry and before they are nominated at the Annual Meeting.

3.12. Requirements. A candidate for the Vestry or for the position of delegate or alternate to the Diocesan Convention or Convocation will be a qualified voter of the Parish, as defined in the Canons and in Section 2.2. of these Bylaws. No two (2) members of the same household may serve on the Vestry at the same time.

3.13. Elections. The election of the members of the Vestry and the delegates and alternates to the Diocesan Convention will be conducted in the manner prescribed by the Vestry, consistent with the Canons and these Bylaws. The candidates receiving the largest simple majority of the votes cast by members present and voting at the Annual Meeting will be elected. If more than one ballot is required in order to obtain a simple majority of the votes cast to fill any position, then the candidate receiving the lowest number of votes will be eliminated from all subsequent ballots for that position.

3.14. Vacancies. Any vacancy on the Vestry will be filled by the vote of a majority of the remaining members of the Vestry, and the person so elected will serve until the next Annual Meeting of the members of the Parish. At the next Annual Meeting, a person will be elected to fill any unexpired term of any previously vacant position on the Vestry by a vote of the members as provided in Section 3.13. If an elected delegate to the Diocesan Convention or Convocation and the elected alternate for such delegate both resign or are otherwise unable to serve in that capacity, then the vacancy will be filled by the vote of a majority of the members of the Vestry, and the delegate so elected will serve until the next Annual Meeting.

3.15. First Meeting of Vestry; Election and Term of Officers. The Vestry will meet within fourteen (14) days after the Annual Meeting of the Parish and elect, on separate ballots, a

Senior Warden, a Junior Warden, a Treasurer, a Clerk, and such assistants to these officers as the Vestry may deem necessary, each of whom will serve for a term of one (1) year or until their successors are duly elected and qualified. The Senior Warden, the Junior Warden will be elected from among the members of the Vestry. The Treasurer, the Clerk, and any assistants to those positions will be members of the Corporation but are not required to be elected, voting members of the Vestry. For the purpose of continuity, the outgoing Vestry and officers will continue in office until such time as the newly constituted Vestry meets. Duties may be assigned to duly elected assistants on direction of the Vestry.

3.16. Senior Warden. The Senior Warden (i) will be the chief lay officer of the Parish and will preside over meetings of the Vestry in the absence of the Rector, (ii) will be an ex-officio member of all committees confirmed by the Vestry, and (iii) will perform such other duties as may be assigned from time to time by the Vestry.

3.17. Junior Warden. The Junior Warden (i) will assume the duties of the Senior Warden in the absence of the latter, (ii) will assist the Senior Warden on request, and (iii) will perform such other duties as may be assigned from time to time by the Vestry.

3.18. Treasurer. The Treasurer will receive, disburse, and account for all monies belonging to or in custody of the Parish. The Treasurer will have custody of such monies and will deposit them in such banks and in such accounts as the Vestry may direct. The Treasurer will (i) make a report to the Vestry at each regular meeting of the Vestry, (ii) submit a report of all accounts at the Annual Meeting of the Parish, (iii) report as required by the Diocese, and (iv) submit the books and accounts for an audit at least annually.

3.19. Clerk. The Clerk will (i) take minutes of all meetings of the Vestry and the Parish, (ii) attest to the acts of the Vestry, if required, and (iii) perform such other duties as may be directed by the Vestry.

3.20. Removal. Any of the officers of the Vestry, as set forth in Section 3.15. of these Bylaws, may be removed from office, for cause, by the affirmative vote of at least two-thirds (2/3) of the entire membership of the Vestry entitled to vote.

#### ARTICLE 4: COMMITTEES

4.1. Standing Committees. On or before the last day of February each year, the Rector, with the approval of the Vestry, will appoint the members of the following standing committees of the Vestry, each of which committees will have the duties set forth in these Bylaws and such other duties as may be assigned by the Vestry from time to time:

4.1.1. Nominating Committee. At least three (3) members of the Parish will be appointed to serve as the Nominating Committee which will perform the duties set forth in Section 3.11. of these Bylaws.

4.1.2. Audit Committee. At least two (2) qualified persons, who may or may not

be a member of the Parish, will be appointed to serve as the Audit Committee which will perform the duties set forth in Section 5.4. of these Bylaws. Neither the current Treasurer or the Assistant Treasurers nor the Treasurer or Assistant Treasurers for the period being audited may be a member of the Audit Committee.

4.1.3. Bylaws and Policies Committee. At least three (3) members of the Parish will be appointed to serve as the Bylaws and Policies Committee which will review the ByLaws and present its proposed changes to the Bylaws or any proposed policies or changes to existing policies of the Vestry. If the Vestry does not support any proposed changes to the ByLaws it may inform the Parish, at the Annual Meeting when the proposals are voted on by the Congregation, why it disagrees with the proposals.

4.1.4. Compensation and Performance Review Committee. The Senior Warden, the Junior Warden, the Treasurer, and such other member or members of the Parish as may be appointed by the Rector, with the approval of the Vestry, will serve as the Compensation and Performance Review Committee. The Committee will meet at least once each year with the Rector to discuss and review the Rector's compensation and performance during the year. The Rector will meet at least once each year with each employee and discuss and review his or her respective compensation and performance during the year and will submit a report and any recommendations to the Compensation and Performance Review Committee. The committee will submit a report and any recommendations that the Committee may determine appropriate to the Vestry at a regular or special meeting of the Vestry before the end of September each year.

4.2. Other Committees of Vestry; Chairpersons; Minutes of Committee Meetings. The Rector, with the approval of the Vestry, may from time to time appoint such other committees and assign such duties to the committees as either the Rector or the Vestry may determine necessary or appropriate. No committee will have any authority to act on behalf of either the Vestry or the Parish unless appointed by the Rector with the approval of the Vestry. The Rector, with the approval of the Vestry, will designate the chairperson of each committee of the Vestry. Minutes of the proceedings of each committee of the Vestry will be kept by each committee and will be submitted to the Vestry for review at the next meeting of the Vestry following each meeting of the committees.

## ARTICLE 5: FINANCIAL MATTERS

5.1 Control. All donations, bequests, pledges, and any other funds or property received for the Parish will be under control of the Vestry. Parish committees and organizations may have separate accounts only by authorization of the Vestry and any Parish committees or organizations with separate accounts must render an accounting to the Parish at the Annual Meeting.

5.2 Designated Gifts. When any donor or testator designates that a monetary gift or bequest to or for the benefit of the Parish is subject to any terms or conditions, then any such sum will be kept apart from the general fund. The Vestry will be responsible for selecting appropriate ways to administer these sums. Disbursement of any such sums will be by a resolution of the Vestry.



5.3 Budget. The Vestry will prepare an annual budget for the Parish each fiscal year. The budget will be approved at the Annual Meeting of the members of the Corporation. The aggregate expenses will not exceed the aggregate revenues in any budget or amended budget of the Parish. The Vestry may from time to time amend the budget, as the Vestry determines necessary, but any amendment of the budget will require a resolution of the Vestry. If the budget is amended by the Vestry, a copy of the amended budget showing all itemized budgeted revenue and expenses will be provided to the members of the Parish within thirty (30) days after any such amendment is approved by the Vestry. The officers of the Parish may continue to pay the ordinary and necessary operating expenses of the Parish, which are duly approved by the Vestry, after the end of each fiscal year until the budget for the following fiscal year has been approved by the members of the Parish.

5.4 Annual Audit. The Audit Committee will audit the books and accounts of the Parish as of the close of each fiscal year and will prepare and submit a written audit report to the Rector and the Senior Warden not later than the last day of May each year for presentation to the Vestry at its June meeting. All reports of such audits, including any memorandum issued by the Audit Committee regarding internal controls or other accounting matters, together with a summary of action taken or proposed to be taken to correct deficiencies or to implement recommendations set forth in any such memorandum, will be filed with the Bishop or Ecclesiastical Authority, and a copy provided to the Audit Committee, not later than 30 days following the date of such report, and in any event, not later than September 1 of each year, covering the financial reports of the previous calendar year.

5.5 Loans and Contracts. No loans or contracts may be entered into, modified, amended, rescinded or terminated by the Corporation unless authorized by a resolution of the Vestry. The Rector and either the Senior Warden or the Junior Warden are authorized to sign on behalf of the Parish the documentation of any loan or any contract, and any modification, amendment, rescission or termination of any loan or contract, which is authorized by a resolution of the Vestry.

#### ARTICLE 6: INTERESTED PARTIES

No transaction of the Corporation will be affected because a director or officer of the Corporation is interested in the transaction so long as such transactions are conducted at arm's length and in good faith, and are not violations of the proscriptions in the Articles of Incorporation against affording pecuniary benefit to the members. Such interested persons will be counted for quorum purposes and may vote when the Corporation considers the transaction. Such interested persons will not be liable to the Corporation for the person's profits, or the Corporation's losses from the transaction.

#### ARTICLE 7: FISCAL YEAR

The fiscal year of the Corporation will begin on the 1st day of January and end on the 31st

day of December in each year.

## ARTICLE 8: INDEMNIFICATION OF DIRECTORS AND OFFICERS

8.1 Indemnification. The Corporation will indemnify any officer or director, and any former officer or director, of the Corporation (and any of their executors, administrators, personal or other legal representatives) to the full extent of the Corporation's power to do so under New Mexico law, including, without limitation, against (i) all reasonable expenses, costs and attorneys' fees actually and reasonably incurred by any director or officer in connection with the defense of any action, suit or proceeding, civil or criminal, in which any such person is made a party by reason of being or having been a director or officer of the Corporation, and (ii) any amounts paid to satisfy a judgment or to compromise or settle a claim. Despite the preceding provision, however, no director or officer of the Corporation will be indemnified if the director or officer is adjudged to be liable on the basis that the director or officer has breached or failed to perform the duties of his or her office and the breach or failure to perform constitutes willful misconduct or recklessness.

8.2 Advance Indemnification. The Corporation may make advance indemnification of a director or officer for reasonable expenses to be incurred in connection with the defense of any action, suit or proceeding covered by Section 8.1, provided (i) any such advance indemnification is approved by the affirmative vote of a majority of the directors of the Corporation, and (ii) the director or officer must reimburse the Corporation for any amounts so paid if it is subsequently determined that the director or officer was not entitled to indemnification.

8.3 In Addition to Other Rights. The right of a director or officer to indemnification as set forth above will be in addition to any indemnification expressly recognized as within corporate powers pursuant to any provision of New Mexico law now in force or as the law may be subsequently amended or to which such officer or director may be entitled under any other provision of law, agreement, vote of the members of the Corporation, or otherwise; and such right will extend and apply to the estates of deceased directors or officers.


## ARTICLE 9: DISSOLUTION

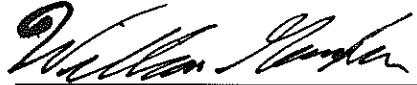
On the dissolution of the Corporation, the assets of the Corporation will be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or will be distributed to another charitable organization organized for such exempt purposes within the meaning of Section 501(c)(3) of the Code, as prescribed by Diocesan Canons or by decision of the Parish at a Special Meeting of the Parish. Any such assets not so disposed of will be disposed of by a court of competent jurisdiction for the county in which the principal office of the Corporation is then located, exclusively for such exempt purposes, or to an organization or organizations, as the court will determine, which are organized and operated exclusively for such exempt purposes within the meaning of Section 501(c)(3) of the Code.

ARTICLE 10: ALTERATION, AMENDMENT, REPEAL AND EXECUTION OF BYLAWS

These Bylaws may be altered, amended or repealed by a two-thirds (2/3) vote of the qualified voters of the Corporation present and voting at any annual meeting or any special meeting of the Parish, provided notice of any proposed alteration, amendment or repeal of these Bylaws is given to the members in the same manner required for notice of a special meeting of the Parish as set forth in Section 2.4. of these Bylaws. Any proposed amendment of these Bylaws may be further amended or modified by a two-thirds (2/3) vote of the qualified voters of the Corporation present and voting at any annual meeting or special meeting, for which notice has been given as set forth in Section 2.4, without any additional prior notice being given of any such further amendment or modification of these Bylaws. These Bylaws and any amendment of these Bylaws will be signed by the Rector of the Parish and the Clerk of the Vestry, as President and Secretary, respectively, of the Corporation.

These Sixth Amended and Restated Bylaws were adopted as the Bylaws of the Corporation at the Annual Meeting of the Parish on the date set forth on the first page of these Bylaws and supersede all prior Bylaws of the Corporation.

  
Fr. Jeremiah C. Griffin, as Rector of the Parish  
and President of the Corporation

  
William Gordon, as Clerk of the Vestry and  
Secretary of the Corporation