

BY-LAWS
OF
ST. PETER'S EPISCOPAL CHURCH
SKIDAWAY ISLAND, INC.
SAVANNAH, GEORGIA
DIOCESE OF GEORGIA

ADOPTED 1/17/96

EFFECTIVE 2/9/96

AS AMENDED 10/14/96; 11/20/96; 12/18/96; 8/20/97, 11/14/01
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TABLE OF CONTENTS

	Page
Preamble	
Article I Authority Acknowledged	4
Article II The Rector	4
Sec. 1. Call by Vestry	4
Sec. 2. Authority and Duties	4
Article III Members of the Parish	5
Sec. 1. Qualifications	5
Sec. 2. Annual Meetings	5
Sec. 3. Special Meetings	5
Sec. 4. Place of Meetings	5
Sec. 5. Notice of Meetings	5
Sec. 6. Quorum	5
Sec. 7. Voting	5
Sec. 8. Action by Members	5
Sec. 9. Presiding Officer	5
Article IV Vestry and Wardens	6
Sec. 1. Authority and Duties of the Vestry	6
Sec. 2. Number, Tenure and Qualifications	6
Sec. 3. Vacancies	7
Sec. 4. Vestry Declaration	7
Sec. 5. Regular Meetings	8
Sec. 6. Special Meetings	8
Sec. 7. Notice	8
Sec. 8. Agenda and Vestry Minutes	8
Sec. 9. Voting	8
Sec. 10. Quorum	8
Sec. 11. Manner of Acting	8
Sec. 12. Action Without a Meeting	8
Sec. 13. Records	8
Sec. 14. Committees	9
Article V Organizations	9
Article VI Officers/Delegates	9
Sec. 1. Officers	9
Sec. 2. Delegates	9
	10
Article VII Parochial Reports	11
Sec. 1-6	11

Article VIII Restrictions on Alienation or Encumbrance of Real Estate	11
Article IX Special Offerings	12
Sec. 1-4	12
Article X Indebtedness	12
Sec. 1-2	12
Sec. 3-4	13
Article XI Bonds	
Article XII Budget	
Sec. 1. Preparation and Adoption	13
Sec. 2. Control and Revision	13
	13
Article XIII Gifts and Memorials	13
Sec. 1.	13
Sec. 2. Plaques	13
Article XIV Amendments and New By-Laws	14
Article XV Indemnification of Parish Officers and Members of the Vestry	14

PREAMBLE

St. Peter's Episcopal Parish, Savannah, Georgia, having associated as a parish for the purpose of maintaining the worship of Almighty God according to the faith and usages of The Episcopal Church in the United States of America, and having incorporated and organized pursuant to the provisions of the Georgia Non-profit Corporation Code as St. Peter's Episcopal Church at Skidaway Island, Inc. (the "Parish"), exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, has adopted the following By-laws.

Article I

AUTHORITY ACKNOWLEDGED

The Parish accedes to and acknowledges the authority of the doctrine, discipline, worship and the Constitution and Canons of The Episcopal Church in the United States of America, and to the Constitution and Canons of the Episcopal Diocese of Georgia, and the foregoing shall take precedence over any provisions contained in these By-laws which are inconsistent with or contrary to the foregoing.

Article II

THE RECTOR

SECTION 1. CALL BY VESTRY. The Vestry may call a Rector upon a two-thirds (2/3) vote of the entire Vestry (not merely those attending at a meeting at which a quorum is present). Written notice of the election, signed by both Wardens, shall be promptly given to the Ecclesiastical Authority of the Diocese of Georgia. No priest shall be called as Rector of the Parish without a previous conference between the Board of Directors of the Parish (the "Vestry") or its designated representative, and the Bishop, or, if there is no Bishop, of the Ecclesiastical Authority of the Diocese of Georgia, in reference to the said priest's fitness. No priest shall enter upon any ecclesiastical position within the Parish until having obtained the written permission of the Bishop, or, if there is no Bishop, of the Ecclesiastical Authority of the Diocese of Georgia.

SECTION 2. AUTHORITY AND DUTIES. The Rector shall, after consultation with the Vestry, have the sole discretion over the hiring and termination of services of all paid personnel, both ordained and lay. The Rector shall have the sole jurisdiction and discretion over the use of the church and all church buildings, the spiritual affairs of the Parish, and the supervision and direction of the Parish staff. In exercising the responsibilities described in the prior sentence, the Rector shall consult as appropriate with the Vestry and with others. The Rector, with the approval of the Vestry, shall authorize staff positions as necessary for the proper operation of the Parish, including but not limited to the responsibilities of each member of the Parish staff. The Vestry, in consultation with the Finance and Human Resource Committees, shall in all cases determine the salary and benefits, if any, to be paid.

The Rector shall have final authority over the administration of all matters pertaining to music. In fulfilling this responsibility, the Rector shall seek assistance from persons skilled in music and together they shall ensure that the music is appropriate to the context in which it is used.

Article III

MEMBERS OF THE PARISH

SECTION 1. QUALIFICATIONS. Any baptized person of the age of sixteen (16) years or more, who acknowledges the authority of the By-laws of the Parish, and is a communicant in good standing as defined by the Canons of The Episcopal Church, shall be considered a member of the Parish and entitled to vote in its affairs. No person who disclaims or refuses conformity to the authority of The Episcopal Church shall be eligible to be a member or vote in Parish affairs.

Any member who, for one (1) year, shall have refrained from regular worship, and from contributing toward the support of the Parish may, after due notice and an opportunity to be heard, by a vote of a majority of the members of the Vestry who are present at a meeting of the Vestry at which a quorum exists for the transaction of business of the Vestry, be removed from the list of members of the Parish. The Vestry may delegate this authority to the Rector. A member of the Parish may terminate membership by letter of resignation or by transfer letter.

SECTION 2. ANNUAL MEETINGS. The annual meeting of the members of the Parish shall be held between the first Sunday in Advent and the 31st of January or on such date each year and at such time and place as shall be fixed by the Vestry for the purpose of electing members of the Vestry and for the transaction of such other business as may properly come before the meeting.

SECTION 3. SPECIAL MEETINGS, Special meetings of members of the Parish may be called at any time by any of the following: the Junior Warden; the Senior Warden; or a majority of the Vestry, and shall be called by the Wardens whenever so requested in writing by the Rector. Special meetings shall take place on the date and time indicated in the notice of the meeting.

SECTION 4. PLACE OF MEETINGS. The meetings of the members of the Parish shall take place at St. Peter's Episcopal Church, Savannah, Georgia or at such other place indicated in the notice of the meeting, to include virtual (electronic media) meetings.

SECTION 5. NOTICE OF MEETINGS. All meetings of the members of the Parish shall be announced by posting a copy of the Notice calling the meeting at one or more public entrances of the church or place of worship occupied by the Parish and in Parish electronic publications and Sunday service bulletin. The Notice shall include the time, place, and purposes the meeting and shall be posted at least fourteen (14) days prior. No action shall be taken at any meeting of the members of the Parish other than on those matters set forth in the Notice for such meeting.

SECTION 6. QUORUM. Ten percent (10%) of the Parish shall constitute a quorum for the transaction of business at any meeting of the Parish.

SECTION 7. VOTING. Each member shall be entitled to one (1) vote at the annual meeting on each matter submitted to a vote of the members. A member must vote in person or electronically.

SECTION 8. ACTION BY MEMBERS. All elections shall be determined by a plurality of the votes cast, and except as otherwise required by law, these By-Laws, or the Articles of incorporation, all other matters shall be determined by a majority of the votes cast affirmatively or negatively.

SECTION 9. PRESIDING OFFICER. The Rector, or in his or her absence, the Senior Warden, or in the absence of both, the Junior Warden, shall be the chairperson at all meetings of the members of the Parish; in the absence of all three, a moderator shall be chosen at the meeting by the members of the Parish.

ARTICLE IV

VESTRY AND WARDENS

SECTION 1. AUTHORITY AND DUTIES OF THE VESTRY. The business and financial affairs of the Parish shall be managed by the Vestry. The Vestry shall exercise all its powers in accordance with the usage and discipline of The Episcopal Church, and in compliance with the statutes of the State of Georgia, the provisions of the Articles of Incorporation, and these By-Laws.

It shall be the duty of the Vestry to manage the financial affairs of the Parish and be responsible for the income and expenditures of the Parish; to care for the property of the Parish, both real and personal; to provide for the furniture, books, vestments and all things necessary for the celebration of public worship; to see that all real and personal property belonging to the Parish are adequately insured; to supervise the investment of funds of the Parish and be invested with authority concerning monies due or to become due, donations, gifts, grants, hereditaments, privileges and immunities which may belong to the Parish; to authorize and direct such purchases and sales as the Vestry may from time to time deem prudent, and any and all transfers, assignments, contracts, deeds, leases, bonds, notes, checks and other instruments which may be necessary or proper in this connection; to direct the officers in the discharge of their duties; to appoint committees as provided in Article IV, Section 14; and to assist in the ministry of the Parish in such ways as are appropriate to lay persons for the furtherance of the Gospel.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS.

A. The Vestry. The number of members of the Vestry shall be determined by the Vestry but shall not be fewer than five (5) and not more than fifteen (15). Each member of the Vestry shall hold office for the term for which he or she is elected or until his or her successor is elected and qualified, subject however to the provisions of Section 3 hereof. The members of the Vestry must be confirmed communicants of The Episcopal Church and at least eighteen (18) years of age.

B. Nomination and Election of the Vestry. The Vestry shall be elected by the members of the Parish and shall be divided into three classes, each class to be as nearly equal in number as possible. At each annual meeting of the members of the Parish, one class of the Vestry shall be elected to serve until the annual meeting of the members of the Parish held three (3) years following their election and until their successors shall be elected and shall qualify, subject however to the provisions of Section 3 hereof. Prior to each annual meeting of the members of the Parish, a Nominating Committee of the Vestry, which shall consist of the Rector, as an ex officio, non-voting member, the Senior Warden, the class of members of the Vestry whose terms expire at such annual meeting of the Parish, representatives from the Altar Guild and Choir, and three persons representing other Parish interests, shall accept names to consider for the Vestry from the members of the Parish. If a member of the Nominating Committee is under consideration for nomination for the Vestry, that member shall be removed from the Committee and a new member shall be selected by the Committee from the same group represented by the removed member. The Senior Warden shall select a Chair from its members. From the names submitted for consideration for nomination for the Vestry, the Nominating Committee shall nominate the same number of persons as will be vacancies on the Vestry at the time of such annual meeting of the members of the Parish. At the annual meeting of the Parish, any member of the Parish may nominate additional persons for election to the Vestry from the floor. Any member of the Vestry who has served for three consecutive years on the Vestry and whose-term ex-

pires at any annual meeting of the Parish shall be ineligible until the next succeeding annual meeting of the Parish for election as a member of the Vestry. The Nominating Committee may adopt such procedures as are necessary or proper to carry out its functions, provided that such procedures are not in conflict with any such procedures adopted by the Vestry or these Bylaws.

C. Qualification, Selection and Election of Wardens. There shall be a Senior Warden and a Junior Warden. The Senior Warden shall be selected by the Rector from those persons then serving on the Vestry. In the absence of a Rector, the selection of the Senior Warden shall be made by the Vestry at the first meeting of the Vestry following the annual meeting of the members of the Parish. The Junior Warden shall be elected by the Vestry from those persons then serving on the Vestry. Each Warden shall serve for a term of one (1) year or until his or her successor is selected/elected and qualified, subject however to the provisions of Section 3 hereof. The person selected for Senior Warden must have served at least one (1) year on the Vestry, during that person's existing term as a member of the Vestry. Although the Junior Warden may be selected by the Rector as Senior Warden, there is not automatic succession. No person may serve as Senior Warden for more than two (2) consecutive years.

SECTION 3. VACANCIES. Whenever a vacancy occurs on the Vestry for any reason (other than a vacancy by virtue of a vacancy in the position of Rector, which vacancy shall be filled in accordance with Article II, Section 1), including but not limited to the increase in the number of members of the Vestry, it may (as determined by the Vestry) be filled by a voting majority of the remaining members of the Vestry. Any member of the Vestry chosen to fill such a vacancy shall hold office until the next annual meeting of the members of the Parish, at which time the vacancy, if any of the term is remaining, shall be filled in accordance with the provisions of Article IV, Section 2.B. In the event nominations for election to the Vestry are made from the floor at the annual meeting of the Parish, and there is a vacancy or vacancies for any of the term(s) for less than three years, the persons receiving the most votes shall fill the three year positions, the person(s) receiving the next highest votes shall fill the two year position(s), if any, and the person(s) receiving the next highest votes shall fill the one year position(s), if any. The person so elected would serve for the remaining unexpired term. Whenever a vacancy occurs in either the position of Senior Warden or Junior Warden for any reason, the vacancy shall be filled at the next meeting of the Vestry by the process described in Section 2 C. of Article IV of these By-laws.

SECTION 4. VESTRY DECLARATION. Every person elected as a member of the Vestry shall, before acting as such, subscribe to the following declaration and promise:

"I do believe that the Holy Scriptures contain all doctrine required as necessary for eternal salvation through faith in Jesus Christ, and I do yield my hearty assent and approbation to the doctrine, worship and discipline of The Episcopal Church; and I promise that I will faithfully execute the office of Vestry Member (or Warden) of St. Peter's Parish on Skidaway Island in Chatham County, Georgia, according to my best knowledge and skill."

SECTION 5. REGULAR MEETINGS. Regular meetings of the Vestry shall be held monthly unless otherwise determined by the Vestry. The place of such meetings shall be at St. Peter's Episcopal Church on Skidaway Island, Chatham County, Georgia, or at such other place as the Vestry shall determine from time to time, including virtual (electronic media) meetings and which is designated in the notice of such meeting. The Rector, or in absence of the Rector, the Senior Warden, or in the absence of both, the Junior Warden, shall preside in all meetings of the Vestry. The Rector is an ex officio Chairperson.

SECTION 6. SPECIAL MEETINGS. Special meetings of the Vestry may be called by or at the request of the Rector, or in his or her absence, the Senior Warden, or in the absence of both, the Junior Warden, or by any three (3) members of the Vestry. The place of such meetings shall be at St. Peter's Episcopal Church, Savannah, Georgia, or at such other place as is designated, including virtual (electronic media) meetings in the notice of such meeting,

SECTION 7. NOTICE. Notice of any monthly or special meeting of the Vestry shall be provided in writing, in person, or other electronic means at least forty-eight (48) hours prior thereto. Any member of the Vestry may waive notice of any meeting. The attendance of a member of the Vestry at any meeting shall constitute a waiver of notice of such meeting, except where a member of the Vestry attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at and the purpose of any special meeting of the Vestry must be specified in the notice of such meeting and no other business shall be considered at such meeting other than that which is so specified. Although reasonable efforts should be made to specify the business to be transacted at and the purpose of any regular meeting of the Vestry in the notice of such meeting, business which is not so specified may be considered at such a meeting.

SECTION 8. AGENDA AND VESTRY MINUTES. The agenda for each Vestry meeting shall be set by the Rector and Wardens along with any others they shall see fit to assist them. The agenda and the minutes of the last Vestry meeting shall be distributed to the Vestry members no later than forty-eight (48) hours prior to the next ensuing Vestry meeting.

SECTION 9. VOTING. Each member of the Vestry shall be entitled to one (1) vote on each matter voted on by the Vestry.

SECTION 10. QUORUM. A majority of the members of the Vestry shall constitute a quorum for the transaction of business at any meeting of the Vestry. Any one or more members of the Vestry may participate in a meeting of the Vestry by means of any audio/visual electronic equipment which allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

SECTION 11. MANNER OF ACTING. The act of the majority of members of the Vestry at the meeting at which a quorum is present shall be the act of the Vestry.

SECTION 12. ACTION WITHOUT A MEETING. Except as otherwise provided by law, any action required or permitted to be taken by the Vestry, or a committee thereof, may be taken without a meeting before or after the action, provided that all members of the Vestry or of the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Vestry shall be filed with the minutes of the proceedings of the Vestry or committee. The consent has the same effect as a vote of the Vestry or committee for all purposes.

SECTION 13. RECORDS. The records of the Vestry shall be made available to the members of the Parish upon reasonable request. The minutes of the meetings of the Vestry shall be posted for a reasonable period of time on the Parish website.

SECTION 14. COMMITTEES.

A. The Vestry shall appoint a Finance Committee and such other standing committees and such special committees as it deems necessary or advisable, and it may discontinue such other committees from time to time at its discretion. Committees of the Vestry shall report to, and serve at the pleasure of the Vestry. Unless otherwise specifically provided upon the creation of a committee, membership thereof need not be confined to members of the Vestry. All appointments to committees of the Vestry shall be made in consultation with the Rector, and the Rector shall be an ex officio member of each Vestry committee. The Rector may appoint committees other than Vestry committees to assist and support him or her in the activities of the Parish.

B. The Finance Committee shall consist of a Chairperson, the Senior Warden, the Treasurer, the Chairperson of the Stewardship Committee and such additional members as may be recommended by the Finance Committee Chairperson to properly fulfill the responsibilities of the committee. The additional members appointed by the Vestry shall serve for one-year terms and may be reappointed for not more than four consecutive terms. If the Chairperson of the Finance Committee is not otherwise a member of the Vestry, he shall be an ex officio, non-voting member of the Vestry. The Finance Committee shall be responsible for preparing budgets and reviewing and making recommendations on the financial practices and policies of the Parish.

C. The Vestry shall annually appoint a Stewardship Chairperson who shall be responsible for conducting the Stewardship Campaign through which the Parish shall derive its annual operating funds. The Stewardship Chairperson shall be entitled to appoint the other members of his committee.

Article V

ORGANIZATIONS

All formal organizations and committees connected with the Parish shall be responsible to the Rector. Each organization and committee shall present at the Annual Meeting of the Parish a report containing a summary of its activities and finances and a list of its officers or members. The funds of any organization or committee which has not met for three years shall be turned over to the Treasurer of the Parish to be used as the Vestry may direct.

Article VI

OFFICERS/DELEGATES

No person who disclaims or refuses conformity to the authority of The Episcopal Church shall be eligible to hold office in the Parish or entitled to vote in its affairs.

SECTION 1. OFFICERS. The officers of the Parish shall include the Rector, a Senior Warden (President), a Junior Warden (Vice President), a Secretary, a Chairperson of the Finance Committee (Chief Financial Officer), and a Treasurer. The Vestry may also elect such other officers as it may deem necessary and proper to perform such duties as it may direct including, but not limited to, an Assistant Treasurer and an Assistant Secretary. All officers of the Parish shall be members of the Parish.

ELECTION AND TERM OF OFFICE

The officers of the Parish (other than the Rector and Senior Warden) shall be elected by the Vestry at the first meeting of the Vestry following the annual meeting of the members of the Parish. Vacancies may be filled or new offices created and filled at any meeting of the Vestry. Each officer shall hold office for a term of one (1) year or until his or her successor is elected and qualified, subject however to the provision below with respect to vacancies.

WARDENS

The Senior Warden shall be the senior lay officer of the Parish. The Junior Warden shall assist the Senior Warden in the fulfillment of the Senior Warden's responsibilities. It shall be the duty of the Wardens, when the Parish has no Rector, or in the Rector's absence, to provide for the temporary performance of the Rector's duties. In the absence or incapacity of either Warden, or of a vacancy, the powers and duties of the Wardens shall devolve upon the remaining Warden. The Senior Warden and the Junior Warden shall each have authority to execute in the name of the Parish all deeds, bonds, mortgages, contracts and other documents authorized by the Vestry.

CHAIRMAN OF THE FINANCE COMMITTEE AND TREASURER

Responsibilities. Duties. It shall be the **duty responsibility** of the Chairperson of the Finance Committee to receive and disburse all monies collected under the authority of the Vestry, to keep a true record of receipts and disbursements, and to present a full statement of these and of the financial condition of the Parish at annual meetings of the Parish and at other times required by the Vestry. The Chairperson of the Finance Committee shall also maintain the records of all trusts and permanent funds belonging to the Parish, listing the source and date of such trusts and funds, the terms governing the use of principal and income, to whom and how often accounts are to be made and how the trusts and funds are invested. The Treasurer shall perform such duties as may be directed by the Chairperson of the Finance Committee.

Voting of Securities. Except as the Vestry may otherwise designate, the Chairperson of the Finance Committee may act or appoint any members of the Vestry (with or without power of substitution) to act as proxy or attorney in fact for the Parish at any meeting of stockholders of any corporation, the securities of which may be held by the Parish.

SECRETARY.

It shall be the **duty responsibility** of the Secretary **in conjunction with the Parish Administrator** to keep the records of the Parish and of the Vestry and to keep a roll of the members entitled to vote in its affairs. The Secretary shall make available a membership list for any member to inspect as long as the purpose of the inspection is related to the general affairs of the Parish. He or she shall attend all meetings of the Vestry and all meetings of the Parish and record the minutes of all proceedings.

REMOVAL

Other than the Rector, any officer may be removed by the Vestry whenever in their judgement, the best interests of the Parish will be served. Such removal will require a 2/3 vote of the entire Vestry (not merely those attending at a meeting at which a quorum is present).

VACANCIES

With respect to any officer other than the Senior Warden, the Junior Warden and members of the Vestry, the Vestry shall have the power to fill any vacancies in any office occurring from whatever reason.

SECTION 2. DELEGATES. The Parish may also have such Delegates to the Diocesan Convention and to a regional assembly as it may be entitled to under the relevant Canons and rules. Delegates may also be members of the Vestry. All such delegates shall be nominated by the Vestry and elected by the Vestry at the first meeting of the Vestry after the Annual Parish Meeting. If a vacancy occurs before or after said meeting, the Vestry may fill it.

Article VII

PAROCHIAL REPORTS

[THIS IS A REQUIREMENT FROM THE DIOCESE OF GEORGIA]

SECTION 1. Fiscal Year. The fiscal year of the Parish shall begin on the first day of January in each year and end on the thirty-first day of December in each year.

SECTION 2. Parochial Report. It shall be the duty of the Rector, or the Priest in charge if there is no Rector, with the Wardens thereof, or, if there be no such Priests, of the Wardens, to make a written report to the Bishop of the Diocese in accordance with the provisions of the Canons of The Episcopal Church, Title I, Canon 6, Section 1. Should there be no Bishop, such reports shall be sent to the President of the Standing Committee.

SECTION 3. Clerical Vacancy. It shall be the duty of the Rector, or Priest in charge if there is no Rector, who shall cease to hold such pastoral relationship at any time during the Convention year, to prepare a report in the form of the parochial report furnished by the Secretary of the Convention, embracing all items therein set forth from the preceding January 1st to and including the date of the cessation of pastoral charge, one copy of which shall be forwarded to the Bishop and one copy of which shall be placed in the care of the Senior Warden of the Congregation, to be delivered to the succeeding Cleric.

SECTION 4. Accounting and Audits. The Parish is required to maintain appropriate accounting books and records to properly account for all the financial activities of the Parish. All financial statements and underlying accounting books and records of the Parish shall be audited or reviewed on an annual basis by an independent Certified Public Accountant in accordance with Diocesan guidelines. All reports of such audits together with any memoranda issued by the auditors regarding internal controls or other accounting matters and a summary of action taken or proposed to correct deficiencies, shall be filed with the Ecclesiastical Authority not later than 30 days following the date of such report, and in no event, later than September 1st of each year, covering the financial reports of the previous year.

SECTION 5. Payable. Every pledge for the support of the Diocese or any other purpose approved by the Convention shall be payable monthly to the Treasurer of the Diocese.

SECTION 6. Review of Stipends. It shall be the duty of the Wardens of the Parish to review annually the stipends and allowances of the Clerics of the Parish, and all paid staff persons, and to make recommendations to the Vestry.

SECTION 7. Priest Compensation. The Rector and all other full-time priests shall be paid at least the minimum salary as established by the Diocesan Council plus at least the Social Security tax differential between employed and self-employed persons.

Article VIII.

RESTRICTIONS ON ALIENATION OR ENCUMBRANCE OF REAL ESTATE

No consecrated church or chapel, nor any church or chapel which has been used solely for divine service, nor any property which is being used as a parish house or rectory, nor any land incidental to or regularly used in connection with any of the foregoing, shall be alienated or encumbered without the previous written consent of the Bishop, acting with the advice and consent of the Standing Committee. Any alienation or encumbrance of any real estate of the Parish shall be accomplished in accordance with and subject to the Constitutions and Canons of The Episcopal

Article IX

SPECIAL OFFERINGS

[THIS IS A REQUIREMENT FROM THE DIOCESE OF GEORGIA]

SECTION 1. Special Offerings. The Rector, or Priest-in-Charge if there is no Rector, is required, on the days herein specified, to take the following special offerings:

- (a) On the occasion of a Visitation by the Bishop, the cash, or undesignated offering, at the principal service, shall be devoted to the Bishop's Visitation offering, to be paid to the Bishop in such manner as the Bishop shall direct, for use in the furtherance of ministry in the Diocese.
- (b) At the regular service, or on the Sunday immediately preceding or following Thanksgiving Day an offering shall be taken for the "Episcopal Youth and Children's Services".
- (c) At a regular morning service on some Sunday in April or May an offering shall be taken for the University of the South at Sewanee, Tennessee.

SECTION 2. Cause of Omission. The Rector, or Priest-in-Charge if there is no Rector, shall report annually as to said offerings in the Parochial Report, and if any of said offerings were not taken it shall be stated in this report the cause of the omission.

SECTION 3. Through Bishop. All special offerings called for in this Diocese or by the General Convention are to be transmitted through the office of the Bishop.

SECTION 4. In Lieu. A Congregation may elect to place in its budget an item for the support of the "Episcopal Youth and Children's Services", and for the support of the University of the South at Sewanee, Tennessee, in lieu of taking the special offerings as set forth herein.

Article X

INDEBTEDNESS

[THIS IS A REQUIREMENT FROM THE DIOCESE OF GEORGIA]

SECTION 1. Limitations of Indebtedness. No indebtedness shall be incurred by a Parish without the approval of both the Bishop and Standing Committee, except:

(a) Indebtedness for permanent improvements, replacements or additions to real estate or equipment, where the amount of such indebtedness plus indebtedness of every kind already existing shall not exceed 150% of the average annual receipts of such Parish during the past three years.

(b) Indebtedness for current expenses where the amount of such indebtedness plus all indebtedness heretofore incurred for current and still existing expenses shall not exceed 20% of the total current receipts of such Parish during the preceding fiscal year, and the payment of all such indebtedness shall be provided for in the budget of the next ensuing fiscal year with reasonable expectation of its payment out of the receipts of the next two years.

SECTION 2. Exclusion from Receipts. Provided that in computing receipts under paragraphs (a) and (b) of

Section 1 hereof, amounts from or for endowments, or from or by bequests (except income therefrom not specifically designated) and receipts for expenditures other than parochial shall not be included.

SECTION 3. Plan of Payment. Provided that under any circumstances under which approval is required, it shall be granted only when the payment of all indebtedness shall be provided for in a plan of amortization or other method of payment to be submitted to and approved by the same authority.

SECTION 4. Construal of Article. This Article shall not be construed so as to conflict with any state law nor to the refinancing of existing loans.

Article XI

BONDS

[THIS IS A REQUIREMENT FROM THE DIOCESE OF GEORGIA]

The Treasurer and other custodians of funds designated by the Vestry shall be bonded under a blanket bond maintained by the Diocese for that purpose. If such blanket bond is at any time not available, adequate bonds shall be procured by the Parish and each bond shall be placed in the custody of some officer other than the person who is bonded.

Article XII

BUDGET

SECTION 1. PREPARATION AND ADOPTION. The Finance Committee annually shall prepare and submit to the Vestry by a date in the then current calendar year fixed by the Vestry, an itemized statement of the anticipated expenditures of the Parish for corporate purposes for the year beginning January 1st next ensuing, which statement as so submitted, shall be subject to revision by the Vestry.

Upon said statement having been adopted by the Vestry it shall become the budget of the Parish expenditures for the said calendar year next ensuing. It shall then be submitted for information to the Parish at its Annual Meeting or special meeting called for this purpose.

SECTION 2. CONTROL AND REVISION. The budget as so adopted by the Vestry in final and complete form shall control the operations of the Parish during the calendar year for which it was adopted, subject to the direction and control of the Vestry. The Vestry may revise and readopt the budget at any time or times during such year for reasons it deems sufficient.

Article XIII

GIFTS AND MEMORIALS

SECTION 1. No object intended as a permanent addition to the church, parish house, other buildings or church grounds, or to be used therein or thereon during public worship, shall be accepted as a gift or memorial without the approval of the Rector and Vestry. All objects may be removed when deemed necessary or advisable by the Vestry. The names of donors of such gifts and memorials, any terms and conditions, and the dates of acceptance and/or removal shall be recorded in the permanent records of the Parish.

SECTION 2. PLAQUES. All memorial, commemorative and any other kind of plaque in reference to appropriateness, type, style, size, placement, wording and removal are entirely under the joint direction of the Rector and Vestry.

Article XIV

AMENDMENTS AND NEW BY-LAWS

These By-Laws may be amended by the Vestry at any meeting thereof at which a quorum is present by the vote of at least two-thirds of the members present, provided that written notice embodying such proposed amendments or new By-Laws shall have been openly given at a previous meeting of the Vestry and also in the notice of that meeting at which such amendments or new By-Laws are to be acted upon. Whenever a change in the Constitution and Canons of the Episcopal Church and/or the Constitution and Canons of the Diocese affects these By-Laws, the Vestry shall, without any further approval necessary, bring these By-Laws into uniformity with the pertinent changes.

Article XV

INDEMNIFICATION OF PARISH OFFICERS AND MEMBERS OF THE VESTRY

The Parish shall, to the extent legally permissible, indemnify, defend and hold harmless each person who may serve or who has served at any time as an officer of the Parish and/or as a member of the Vestry, against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits and the proceeding was authorized by a majority of the Vestry). However, no indemnification shall be provided for any such person with respect to any matter in which he or she is adjudicated not to have acted in good faith on behalf of the Parish; and further provided that any compromise or settlement payment shall be approved by the Vestry.