

**SECOND AMENDED AND RESTATED BY-LAWS OF  
THE PROTESTANT EPISCOPAL CHURCH OF THE PARISH  
OF SAINT PHILIP, IN CHARLESTON, IN THE STATE OF SOUTH CAROLINA**

**ARTICLE I  
NAME, PRINCIPAL PLACE OF ADMINISTRATIVE BUSINESS  
AND REGISTERED OFFICE AND AGENT**

Section 1. Name. The name of the corporation, as established by Act No.1533 adopted by the General Assembly of the State of South Carolina on December 20, 1791, shall be "The Protestant Episcopal Church of the Parish of Saint Philip, in Charleston, in the State of South Carolina", commonly known as "St. Philip's Church" ("St. Philip's Church", the "Church" or the "Parish").

Section 2. Principal Place of Administrative Business; Registered Office. The principal place for the transaction of administrative business and the registered office of St. Philip's Church shall be the Church's office, also known as the "Ministries Hall", located at 142 Church Street, Charleston, South Carolina 29401.

Section 3. Registered Agent. Unless otherwise designated by the Vestry, the registered agent shall be the Parish Administrator, whose office is located in the registered office.

**ARTICLE II  
RITUAL**

The Holy Scriptures of the Old and New Testaments, the Book of Common Prayer and/or its historical predecessors, and the administration of the Sacraments and other rites and ceremonies, as determined by the Vestry and Rector of St. Philip's Church.

**ARTICLE III  
MEMBERSHIP**

Section 1. Members. Every baptized person who shall be associated with St. Philip's Church as one of the parishioners thereof and shall elect to be a member thereof and shall so signify in, writing, or by Confirmation in the Parish or by transfer from another congregation, is hereby declared to be a member of St. Philip's Church and the Parish congregation (collectively, the "Congregation"). The minor children of members are also declared to be members.

Section 2. Members in Good Standing. All members of St. Philip's Church who are aged eighteen (18) or more and who have, unless for good cause prevented, (a) been faithful in corporate worship at St. Philip's Church for the previous twelve (12) months, and (b) been faithful in working, praying, and giving to St. Philip's Church for the spread of the Kingdom of God, are deemed to be members in good standing of St. Philip's Church ("Members in Good Standing"). Members in Good Standing shall have the right to vote at all meetings of the Parish Congregation. Should any question arise as to whether a member of St. Philip's Church is a

Member in Good Standing as defined herein, such determination shall be made by the Rector (or other presiding priest) and the Senior and Junior Wardens, and the decision of the Rector (or other presiding priest), Senior Warden and Junior Warden shall be dispositive.

#### **ARTICLE IV PARISH MEETINGS**

Section 1. Annual Meeting. The Annual Meeting of the Parish Congregation shall be held on a date designated by the Vestry, which date shall be on or before March 31 of each calendar year, at which meeting the Rector shall preside, but, if there be no Rector or if the Rector is absent, then the Senior Warden shall preside; if the Senior Warden is absent, then the Junior Warden shall preside; and if the Junior Warden is absent, a presiding officer shall be chosen by the Vestry.

Section 2. Eligibility to Vote at Parish Meetings. Every Member in Good Standing of the Parish Congregation shall be entitled to vote at all elections. There shall be no voting by proxy.

Section 3. Elections of Vestry. There shall be elected, by a majority of the Members in Good Standing present and voting, four persons to serve on the Vestry for a term of three years or until their successors are elected, to succeed the members of the Vestry whose terms expire; and there shall be elected additional persons that may be necessary to fill vacancies that have occurred during the previous year. Election by the Members in Good Standing of the Congregation of persons to fill unexpired vacancies on the Vestry shall be for the remainder of the unexpired term; provided a person elected to fill an unexpired term of two years or less shall be eligible for reelection to the Vestry. Except as provided above and except as provided in Article V, Section 1 with respect to the automatic appointment of the immediate past Senior Warden as a non-voting, ex-officio member of the Vestry for a term of one (1) year, no Vestry member shall be eligible for re-election to the Vestry until three years after his or her term has expired.

Section 4. Vacancy. After the Annual Meeting, should a vacancy occur in the Vestry, the Vestry may elect a Confirmed Member in Good Standing to fill the vacancy until the next Annual Meeting, at which time the unexpired term shall be filled in the manner prescribed in Article IV, Section 3.

Section 5. Election of Diocesan Delegates. At each Annual Meeting there shall be elected, by a plurality of the Members in Good Standing present and voting, four lay delegates and four alternates to the Diocesan Convention. Such elected delegates to the Diocesan Convention shall represent the Parish at the next ensuing Diocesan Convention and at any special Diocesan Convention which occurs following their election, and shall serve until their successors are elected. Delegates shall report to the Congregation such actions of the Convention as concern the interests of the Church.

Section 6. Special Meetings. Special meetings of the Congregation may be called by the Vestry at any time, and shall be called whenever requested in writing by twelve or more

Members in Good Standing of the Congregation. The Rector shall preside at any Special meetings of the Congregation but if there be no Rector or if the Rector is absent, then the Senior Warden shall preside; if the Senior Warden is absent, then the Junior Warden shall preside; and if the Junior Warden is absent, a presiding officer shall be chosen by the Vestry.

Section 7. Notice of Meetings. Except as otherwise provided by law, notice of meetings of the Congregation shall be given and announced by the minister on the two successive Sundays previous to the meeting and written notice shall be provided in the Church newsletter at least ten (10) days prior to such meeting.

Section 8. Quorum; Vote. The presence of fifty (50) Members in Good Standing of the Parish Congregation shall constitute a quorum for the transaction of any business at any meetings of the Congregation. Where a quorum is present, the affirmative vote of a majority of the Members in Good Standing present shall be the act of the Congregation unless a greater vote is required by law or these Bylaws.

## ARTICLE V VESTRY

Section 1. Composition of Vestry. The Vestry shall consist of the Rector and thirteen (13) additional members, twelve (12) of whom shall be elected in accordance with the terms and provisions of these By-Laws. The thirteenth member of the Vestry shall be the Immediate Past Senior Warden, who shall serve in a non-voting, ex-officio capacity for a period of one (1) year immediately following his or her term as Senior Warden. The appointment of the Immediate Past Senior Warden as a non-voting, ex-officio member of the Vestry shall be automatic, without a vote of the Members in Good Standing of the Parish Congregation. The Rector shall have no vote at meetings of the Vestry, unless there is a tie vote among the voting members present at such meeting, in which case the Rector may vote to break such tie.

Section 2. Vestry Meetings. The Vestry shall meet monthly, unless otherwise agreed upon by its members. Special meetings of the Vestry may be called by the Rector or by two or more members of the Vestry. At all meetings of the Vestry, the Rector shall preside, or if he is absent or if there is no Rector, the Senior Warden shall preside, or in the absence of the Senior Warden, the Junior Warden shall preside.

Section 3. Notice of Meetings. The Secretary or his or her designee shall give written, telecommunication or electronic notice of any meeting of the Vestry to every member of the Vestry at least three (3) days before a meeting. Except as provided in Article X (Amendments to Bylaws), only notices involving Special Meetings of the Vestry shall require that the purpose(s) of the Special Meeting be stated in reasonable detail. Vestry members may waive notice in writing, and shall be deemed to have waived notice by their presence at a meeting unless their presence is solely to object to improper notice.

Section 4. Voting. At all meetings of the Vestry, votes may be cast by all Vestry members who are entitled to vote and who are present, or who are participating in the meeting by

any means by which they can hear and be heard. No proxy voting at Vestry meetings shall be permitted.

Section 5. Qualifications of Vestry Members. All members of the Vestry shall be Confirmed Members in Good Standing of St. Philip's Church. No person receiving any emolument from the Church shall be eligible to be a member of the Vestry, the Rector and Assistant Ministers excepted.

Section 6. Appointment of Officers and Employees. The Vestry shall elect or appoint all officers and employees at such compensation and for such terms (not exceeding the term of office of such Vestry) as to the Vestry shall deem proper; provided, this restriction as to term shall not apply to the Rector and Assistant Ministers who shall be elected in the manner hereinafter set forth in Article VII.

Section 7. Vestry Authority, Duties and Powers. The Vestry shall be the authorized agents of St. Philip's Church for the purpose of conducting Church business, and shall be charged with the supervision of its temporal affairs and with ensuring that the ministries of the Church are aligned with the Church's mission and vision. The Vestry shall transact all business of the Church and shall hold, manage or administer all Church property, including real and personal property, which they shall have power to sell, lease, encumber, or otherwise deal with and dispose of by Deed or other documents and instruments executed by the Senior Warden and Junior Warden, or by either the Senior Warden or Junior Warden and the Secretary. The Vestry shall be responsible for and shall oversee all financial activities of the Church, including, but not limited to, the operating income and expense budget, fund raising of all types, all funds placed in trust with the Church, and all special funds, reserving, however, the right and authority to delegate such operating responsibility as the Vestry shall deem appropriate. The Vestry shall be responsible for the reasonable fiscal management of the Church's financial resources and other property and assets. All revenues and income of the Church shall be distributed by the Vestry or its designee in the manner and for the purposes prescribed by the Vestry; provided, however, that legacies, bequests and property and assets otherwise given to the Church for specific purposes shall be applied for the purposes for which such funds or property may have been given so long as the Vestry deems that such use is consistent with the mission and vision of St. Philip's Church. The Vestry shall provide that all buildings and their contents owned by St. Philip's Church be adequately insured as in their judgment may deem necessary. In addition to those duties and powers specifically enumerated herein or elsewhere in these Bylaws, the Vestry shall have the authority to do all things necessary or convenient, not inconsistent with law, to further the temporal activities and affairs of St. Philip's Church.

Section 8. Annual Reports. The Vestry shall submit to the Annual Meeting of the Congregation an executive summary of all revenue and expenses for the preceding fiscal year, together with such other reports as the Vestry shall deem appropriate.

Section 9. Executive Session. Upon a motion that is seconded and approved, the Vestry may convene in executive session.

Section 10. Quorum; Vote. The presence of seven voting members of the Vestry shall constitute a quorum for the transaction of business at any meeting of the Vestry. For all purposes, including the determination of a quorum, those voting members of the Vestry who are participating in the meeting by any means by which they can hear and be heard are deemed present at the meeting. Where a quorum is present, the affirmative vote of a majority of the voting members of the Vestry present at such meeting shall be deemed the act of the Vestry unless a greater vote is required by law or these Bylaws.

Section 11. Action Without Meeting. To the fullest extent permitted by law, the Vestry may take action without a meeting by written consent as to such matters and in accordance with such requirements and procedures authorized by law. Any such written consent shall be signed by all voting members of the Vestry and included in the minutes filed with the Church records reflecting the action taken. Any consent signed under this Section has the effect of a meeting vote and may be described as such in any documents.

## ARTICLE VI WARDENS AND OFFICERS; COMMITTEES

Section 1. Election of Wardens and Officers. At its first meeting following each annual meeting of the Parish Congregation, the Vestry shall elect a Senior Warden, a Junior Warden, a Secretary, a Treasurer, and such other officers as the Vestry shall deem appropriate. Should there occur a vacancy of the office of Senior Warden, Junior Warden, or any other officer elected by the Vestry, then the Vestry shall elect a replacement for the unexpired term of such Warden or other officer.

Section 2. Senior and Junior Wardens. The Vestry shall elect a Senior Warden, and a Junior Warden from its membership, to serve as such for a period of one year or until their successors are elected. The Senior Warden shall preside at all meetings of the Vestry and the Congregation in the absence of the Rector, and shall perform such other duties as may be assigned to the Senior Warden by the Rector or the Vestry. The Senior Warden shall be the senior lay officer of the Church. The Junior Warden shall perform such duties as may be assigned to the Junior Warden by the Rector or the Vestry, and shall, in the absence of the Rector and the Senior Warden, preside at all meetings of the Vestry and the Congregation.

Section 3. Secretary. At its first meeting following each annual meeting of the Parish Congregation, the Vestry shall elect from its members a Secretary who shall give due notice of all meetings of the Vestry (or cause such notice to be given), keep minutes of its proceedings and attend to clerical requirements of the Vestry. The Secretary shall also act as secretary of meetings of the Congregation, and shall keep in a separate book a copy of the Bylaws with any changes thereof made by action of the Vestry or the Congregation.

Section 4. Treasurer. At its first meeting following each annual meeting of the Parish Congregation, the Vestry shall elect a treasurer who shall be responsible for providing and keeping a full and strict account of all receipts and disbursements of the Church, all of which shall be audited annually. The Treasurer shall render statements to the Vestry as shall be requested by the Vestry, submit an annual report which when approved by the Vestry shall be

submitted to the Congregation at the annual meeting. A fair and accurate set of books on the finances of the Church which shall at all times be available for inspection by the members of the Vestry. The Treasurer's books and records shall be audited annually. The Treasurer does not control the church's finances, but is a steward of the Vestry and serves under the direction of the Vestry. Unless the Treasurer is a duly elected member of the Vestry, the Treasurer shall not have a voice or vote at Vestry meetings and shall not actively participate in such meetings except to provide such financial reports or other information as may be requested by the Vestry, or as otherwise directed by the Vestry.

Section 4. Other Officers; Committees. The Vestry shall have the power and authority to elect and/or replace such other officers as it shall deem appropriate, and to confer upon such officers such powers, duties and responsibilities as approved by the Vestry and in accordance with law. The Vestry shall also have the power and authority to appoint such committees as it deems necessary. All such committees shall have only the power delegated to them by the Vestry, and shall be designated as a standing committee appointed annually or a special or ad hoc committee for specific circumstances or transactions with a limited duration. Members of the Vestry and any Member in Good Standing may serve as members of such committees. The duties and procedures of any committee shall be prescribed by the Vestry.

Section 5. Committee Meetings. The Vestry shall have the power and authority to appoint and/or replace the chair of each committee. A majority of each committee's voting members shall constitute a quorum for the transaction of business by the committee, and each committee shall take action pursuant to resolutions adopted by a majority of the committee's voting members participating in a meeting at which a quorum of the committee is present. Each committee may also take action without a meeting by written consent as to such matters in accordance with such requirements and procedures as shall apply to action by the Vestry without a meeting, such written consent to be signed by each voting member of such committee. Special meetings of any committee may be called at any time by any member of the committee or by the Rector or any other member of the Vestry.

## ARTICLE VII MINISTERS

Section 1. Rector. There shall be a minister for the Congregation, styled the Rector of the St. Philip's Church, who shall be entitled to receive from the Church such salary and other perquisites and emoluments as may from time to time be fixed by the Vestry. The Rector shall be elected and chosen by the Vestry; provided that unless two-thirds of the entire voting members of the Vestry concur in any choice and election, such choice or election shall be made at a meeting of the Congregation to be called for the purpose, at which meeting a majority vote of the Members in Good Standing of the Congregation present shall decide such choice or election of such Rector. The authority of and responsibility for the conduct of worship and the spiritual jurisdiction of the Parish is vested with the Rector.

Section 2. Assistant Clergy. Subject to the provisions of this Section, all assistant clergy are to be selected by the Rector, and shall serve under the direction and authority of the Rector. The compensation for all assistant clergy, and any other perquisites and emoluments,

shall be determined by the Vestry. While the employment of assistant clergy does not require the consent of the Vestry, his or her employment is subject to the authorization and financial support of the Vestry given prior to appointment. Subject to the foregoing, the Rector shall have the right to employ, supervise and terminate the employment of all assistant clergy of the Parish after consultation with the Vestry.

Section 3. Records. The Rector shall register in books, to be provided at the expense of St. Philip's Church, all births, baptisms, marriages and funerals of persons who may be baptized, married or buried by him, or by the minister officiating in his absence. Any person requiring it shall be entitled, on prepayment of the fees fixed in the Table of Fees as approved by the Vestry, to certified copies of any entry in the same, but no access of these Books shall be had except upon permission of the Rector or a Warden.

Section 4. Perquisites. The minister who performs any service for which a perquisite is allowed shall in all cases be entitled to the fee or emolument resulting therefrom.

Section 5. Use of Church. Whenever the Rector shall judge it advisable that services should be performed in the Church, he may so allow free use of the Church.

#### ARTICLE VIII

#### INDEMNIFICATION OF WARDENS, MEMBERS OF THE VESTRY AND OFFICERS

Section 1. Indemnification. The Church shall indemnify and defend any present or former Warden, Vestry member or officer of St. Philip's Church from and for all liability, attorneys' fees, costs, expenses and damages actually and reasonably incurred by such Warden, Vestry member or officer in connection with the defense of any action, claim, suit, or proceeding to which he or she has been made a party by reason of acts or omissions of the Warden, Vestry member or officer in the scope of his or her election or appointment as Warden, Vestry member or officer. An act or omission by any Warden, Vestry member or officer shall be deemed to be within the scope of election or appointment if the Warden, Vestry member or officer (a) reasonably believed he or she had authority to take, or to refrain from taking, the action in question; and (b) reasonably believed the act, inaction or decision was in the best interest of the Church or not opposed to the best interest of the Church; and (c) with respect to any criminal action or proceeding, had no reasonable cause to believe the act, omission or decision was unlawful; and (d) the action, omission or decision was not reckless, willful or wanton, as finally determined by a Court of competent jurisdiction.

Section 2. Actions Against the Best Interests of the Church; Insurance. The Church shall have no obligation to indemnify a Warden, Vestry member or officer who has acted without authorization from the Vestry, against the best interests of the Church or committed an unlawful act. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in a manner which he or she reasonably believed to be in or not opposed to, the best interests of St. Philip's Church (as determined by the Vestry, in its discretion). St. Philip's Church shall purchase and maintain liability insurance, bonds or other financial