

BY-LAWS  
OF  
ST. MICHAEL'S PROTESTANT EPISCOPAL CHURCH  
INCORPORATED ON AUGUST 22, 1807  
UNDER THE NEW YORK STATE RELIGIOUS CORPORATIONS LAW

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## ARTICLE I: ANNUAL AND SPECIAL MEETINGS

1. Date. The annual meeting of the church shall take place following the last morning service on the date provided in the church's certificate of incorporation, or in any subsequent amendment thereto. Special meetings of the church may be held on any day at the hour and place fixed by the Vestry.

2. Notice. Notice of an annual or special meeting shall be read by the Rector, or if there be none, or if the Rector be absent, by the officiating minister or by a Warden of the parish, on each of the two Sundays next preceding such meeting, in the time of divine service, or, if for any reason the usual place of worship of the parish be not open for divine service, the notice shall be posted conspicuously on the outer door of the place of worship for two weeks next preceding the annual or special meeting. Such notice shall specify the place, day and hour of holding the annual or special meeting. If Vestry elections are to be held at the meeting, subject to the provisions of paragraph 3) below, the notice of the annual meeting shall also specify the name and term of office of each Warden and Vestry member whose terms of office shall then expire, or whose office shall then be vacant for any cause, and the office for which each such officer is to be then elected. The notice of a special meeting shall specify the matter or question to be brought before such meeting, and no matter or question not specified in such notice shall be acted on at such meeting.

3. Elections and Nominations. At each annual meeting, Vestry members and Wardens shall be elected as hereinafter provided; except that if the date of the annual meeting has been changed during the previous twelve months by vote at an annual or special meeting of the parish, and if Vestry elections were held on the day of that previous meeting, new elections shall not be held. If elections are to be held, they shall be made in accordance with section 4 below.

### 4. Election procedure

i. At least four weeks before the date of the annual meeting, the Vestry shall appoint a nominating committee, composed of equal numbers of Vestry and non-Vestry members, and having no less than six members altogether.

ii. No member of the Nominating Committee may be nominated or elected as Vestry member or Warden in the current year's election.

iii. At least two weeks before the date of the annual meeting, the Nominating Committee shall publish to the parish a slate of candidates. This slate shall contain at least one candidate for each open elected position.

iv. The Nominating Committee's slate is subject to no review, approval, or veto by any other party.

v. Nominations may also be made by petition. Nominating petitions must be signed by at least ten persons eligible to vote in the election. The individual so nominated must be eligible to serve on the Vestry, and must supply a signed attestation of his or her willingness to serve if elected. Such petitions shall be received by the nominating committee at any time prior to one week before the election, and individuals so nominated shall be included on the ballot if eligible to serve.

vi. The ballot shall also provide for write-in votes.

vii. For at least half an hour after each regular service on the day of the annual election, ballots and a ballot box shall be provided, and two members of the Nominating Committee shall supervise the voting.

5. Presiding Officer. The presiding officer of annual or special meetings of the church shall be the Rector, if there be one, or if there be none, or the Rector be absent, one of the Wardens. The presiding officer of such annual or special meeting shall enter the proceedings of the meeting in the book of the minutes of the Vestry, sign his or her name thereto, and offer the same to as many qualified voters present as he or she shall think fit, to be also signed by them.

6. Qualified Voters. Persons of at least eighteen years of age, belonging to the parish, who have been regular attendants at its worship and contributors of record to its support during the previous twelve months before the annual or special meeting, shall be qualified to vote in the election for Wardens and Vestry members.

7. Quorum. Fifty members qualified to vote, or one-tenth of the total number of members qualified to vote, whichever number is less, shall constitute a quorum at an annual or special meeting for the transaction of any business.

8. Voting. The action of an annual or special meeting upon any matter or question shall be decided by a majority of the qualified voters voting thereon, but no votes may be cast by proxy.

9. At each annual meeting, the Treasurer or, in case of the Treasurer's absence or incapacity, a Warden, shall make a report, including at least the parish budget for the coming year and an accounting of income and expenditures for the previous year.

## ARTICLE II: VESTRY

1. Duties. The Vestry shall consist of the Rector, Wardens and elected and appointed Vestry members, and shall have the custody and control of all the temporalities and property, real and personal, belonging to the church and of the revenues therefrom, and shall administer the same in accordance with the discipline, rules and usages of such church, and in accordance with the provisions of law relating thereto, for the support and maintenance of the church or, providing the members of the church at a meeting thereof shall so authorize, of some religious, charitable, benevolent or educational object or objects conducted by the church or in connection with it, or by the Protestant Episcopal Church generally or in connection with it, and the Vestry shall not use such property or

revenues for any other purpose or divert the same from such uses. The Vestry shall also be empowered to call a Rector or interim pastor for the Church in the event of the death, resignation, retirement or dismissal of the incumbent Rector.

2. Number, Qualification and Terms. The elected Vestry shall consist of two Wardens and up to nine Vestry members. At each annual election, one Warden shall be elected to serve for a term of two years and three Vestry members shall be elected each to serve for a term of three years, and until their respective successors are duly elected and qualified. Persons nominated for Warden must be baptized, and members of the parish eligible to vote, as hereinbefore provided, and must be serving, or have served previously, on the Vestry. Persons nominated for other Vestry positions must be baptized and members members of the parish eligible to vote. No paid employee of the Church may be nominated or elected. If prior to an annual election, a vacancy shall have occurred in the office of Warden or of Vestry member by reason of the death or the resignation or removal therefrom, of any person elected, as hereinbefore provided, to such office, and there shall remain unexpired at the time of such annual election at least one year of the term for which such person was so elected, the unexpired portion of the term then remaining shall be filled at such annual election.

3. Vacancies. The Vestry, by majority vote of the remaining membership, if there be a quorum in office, may, at any meeting thereof, fill a vacancy occurring in the office of a Warden or Vestry member by death, resignation or otherwise than by expiration of term, until the next annual election, at which, if such vacancy would continue thereafter, it shall be filled, as hereinbefore provided, for the remainder of the unexpired term.

4. Limitation on Terms. No Warden or elected Vestry member may be elected to serve for more than two consecutive terms, except that a person who has served two consecutive terms as an elected Vestry member may be elected a Warden who will take office at the completion of his second term as Vestry member, or upon his election as Warden, whichever comes first. That person may then serve for two consecutive terms as Warden, if reelected.

5. Meetings and Notices. Regular meetings of the Vestry shall be held at the church or at such other place and at such date and time as may be provided by resolution of the Vestry; however, at least once per annum, if possible, the Vestry shall meet at the cemetery owned and operated by the Church located in the county of Queens. Special meetings shall be held at such places and times as may be designated by the Rector, or, if there is no Rector or if he or she is incapable of acting, by one of the Wardens. Unless three days' notice has been given to all members of the Vestry by the Rector (or, if there is no Rector or if he or she is incapable of acting, by a Warden), no meeting of the Vestry shall be held unless all members are present. However, after an annual meeting, twenty-four hours' notice of the first meeting of the Vestry shall be sufficient, if that first meeting is held within three days after the annual meeting. Any business may be transacted at a regular meeting of the Vestry without special notice of such business. At special meetings of the Vestry, only business that was specified in the notice of the special meeting may be transacted at that meeting.

6. Presiding Officer. The presiding officer of the Vestry shall be the Rector, unless prohibited by law; in the latter case, or if there be no Rector or he or she is absent, a Warden, or in the absence of a Warden, such other member of the Vestry as shall be called to the chair by a majority of the members shall preside at the meeting.

7. Quorum. In order that any business may be transacted at a meeting of the Vestry, there must be a quorum constituted as follows:

- a. The Rector, a Warden, and a majority of other Vestry members or,
- b. The Rector, both Wardens, and one less than a majority of the other Vestry members or,
- c. If there is no Rector, or if the Rector is absent from a meeting which he or she has called, or if he or she is absent from the diocese and shall be absent for over four months, or if he or she is incapable of acting, then one of the attendances above, but without the Rector, shall constitute a quorum.

8. Participation by Electronic Means. Any one or more members of the Vestry or of any committee may participate in any meeting of the Vestry or of such committee by means of a conference telephone or similar communications equipment or by electronic video screen communication, provided all persons participating in the meeting can hear each other at the same time and each member can participate in all matters before the Vestry or such committee, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Vestry or committee. Participation by such means shall constitute presence in person at the meeting for quorum and voting purposes.

9. Order of Procedure. The order of procedures at Vestry meetings shall be as determined from time to time by the Vestry.

10. Action by Written Consent. Any action required or permitted to be taken by the Vestry or any committee thereof may be taken without a meeting if all members of the Vestry or of the committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent shall be signed by a Vestry member by a writing or by any reasonable means of affixing the signature, including, but not limited to, facsimile telecommunication. If electronic, the consent shall be approved by electronic mail and submitted with information from which it can be reasonably determined that the transmission was authorized by a Vestry member. The resolution and the written consents thereto by the members of the Vestry or committee shall be filed with the minutes of the proceedings of the Vestry or committee.

11. Corporate Instruments. All deeds, contracts and other instruments of the church shall be executed under and by direction of the Vestry and shall be signed by such officer or officers as may be specified by the Vestry and, in a proper case, sealed with the corporate seal attested by the clerk of the Vestry.

12. Diocesan Convention Delegates. The Vestry shall elect delegates to the Diocesan Convention and shall appoint, when requested, delegates or members to special Diocesan meetings or committees.

13. Removal from Office. A Vestry member or Warden may be removed from office by a two-thirds vote of the entire Vestry.

### III. OFFICERS

1. Appointment of Officers. At the first meeting of the Vestry following the annual election, the Vestry shall, subject to approval by the Rector, which shall not be unreasonably withheld, appoint the Clerk, the Treasurer and the Chancellor, who shall hold their appointments until the first meeting of the Vestry following the next annual Vestry election, and shall have full voice and vote as Vestry members. At that same meeting, the Vestry shall appoint an Assistant Treasurer, who may but need not be an elected member of the Vestry. If the chosen Assistant Treasurer is not an elected member of the Vestry, he or she shall have full voice but no vote on the Vestry. At the same meeting the Vestry shall designate the chairs and committee members of the Standing Committees, who shall retain their appointments until the first Vestry meeting after the next annual election, or until their resignation or incapacity.

2. Chancellor. The Chancellor shall have custody of the corporate seal and shall assume such other duties as the Vestry may designate.

3. Treasurer. The Treasurer shall be responsible to the Vestry to account for all income, expenditures, financial assets and liabilities of the church. Based on staff reports, the Treasurer shall diligently review and examine, on at least a monthly basis, all expenditures and receipts of the Church and Cemetery, and shall diligently review and examine, on at least a quarterly basis, the status of the various financial assets of the Church and Cemetery, and shall advise the Vestry of such status. The Treasurer shall pay or cause to be paid all bills contracted and approved by the Vestry or by any Committee or staff member having proper authority from the Vestry.

a) Checks and Accounts. The Treasurer shall receive and keep, or cause to be received and kept, all funds paid to the church. The Treasurer shall deposit these funds, or cause them to be deposited, in the name of the church, in the bank or banks, trust company or trust companies, or other depository or depositories, which the Vestry shall from time to time designate. Except as otherwise provided in the by-laws or by resolution of the Vestry, the Treasurer or Assistant Treasurer shall sign checks and drafts in connection with both the receipt and payment of money, and on the order of the Vestry shall sign or countersign, as the Treasurer may be directed, promissory notes, legal instruments or other papers. The Treasurer shall be responsible for the deposit and safekeeping in banks, trust companies or other depositories, designated by the Vestry, of all permanent funds and all securities owned or held in trust by the church, but only such institutions shall be so designated as are Federal or New York State banks and as shall agree in writing, on behalf of themselves as well as any nominee or nominees of theirs, to be responsible for

the safe return of the securities received, upon written demand made therefore signed by any two of the following:

- The Rector;
- A Warden;
- The Treasurer.

Checks amounting to more than \$1,000.00 must bear two signatures from among the Treasurer, Assistant Treasurer, Rector, and Wardens. Checks amounting to less than \$1,000.00 may be signed by only one of the aforementioned.

Further, the Treasurer shall make and keep records of all trusts and permanent funds showing at least the following:

- (i) Source and date.
  - (ii) Terms governing the use of principal and income.
  - (iii) To whom and how often reports of condition are to be made.
  - (iv) How the funds are invested.
- (b) Property and Liability Insurance. The Treasurer shall see to it that the church's, buildings and contents are insured against fire and other customary hazards and shall take out public liability insurance on the church's premises and on its motor vehicles, if any, and shall secure and maintain such other kinds of insurance as from time to time may be reasonably required, all pursuant to the direction of, and in amounts fixed by, the Vestry.
- (c) Reports. At each regular meeting of the Vestry, the treasurer shall notify the Vestry of any unusual or unexpected expenses or income of the church. At least once per quarter, at a regular meeting of the Vestry, and at such other times as the Vestry may request, the treasurer shall present a written statement of all funds received and expended and of such other data as may be deemed pertinent or essential to a showing of the then current financial condition of the church. At the end of each calendar year, the treasurer shall prepare an annual report for said year and present the same at the next ensuing annual meeting. At the termination of his or her service as such, the treasurer shall deliver into the hands of his or her successor, or of the Wardens, all moneys, books, papers or other property or records of the church then in his or her hands or possession.
- (e) Audit. As soon as conveniently may be done at the end of each calendar year, the treasurer's books and accounts for such year shall be audited by an independent Certified Public Accountant, under the direction of the Audit Committee as specified below, and a report thereof rendered to the Vestry.

4. Assistant Treasurer. The Assistant Treasurer shall assist the Treasurer in the discharge of his or her duties, and shall act in the Treasurer's behalf on all matters within the Treasurer's scope of responsibility whenever the Treasurer is absent or incapacitated.

5. Clerk. The Clerk shall record, or cause to be recorded, all the proceedings of the Vestry, shall attest to the minutes thereof and all corporate acts, shall preserve and have

charge of all papers and books (other than those of a fiscal character) of the church.

6. Clerk Pro Tempore. In the absence of the Clerk from any meeting, a Clerk pro tempore shall be appointed by the Vestry members present.

#### ARTICLE IV: COMMITTEES

1. Standing and Special Committees. The Vestry may authorize and discontinue from time to time such standing committees and such special committees as it may deem advantageous, and define the duties and powers of each and fix the number of members thereof. Unless otherwise specifically provided upon the creation of a committee, membership thereon need not be confined to members of the Vestry. All appointments to committees, both initially upon their organization and when vacancies shall have occurred, shall be made by the Vestry. Memberships of all standing committees shall terminate at the first meeting of the Vestry held after the annual corporation election each year or as soon thereafter as the new members shall have qualified. The Rector shall be ex-officio a member of each standing committee, except the Audit Committee.

2. Audit Committee. This committee shall consist of only of such Vestry members as the Vestry may designate who qualify as independent in accordance with the Not-for-Profit Corporation Law of the State of New York. This committee shall undertake the following:

- a) Retain an independent auditor to conduct the annual audit and prepare certified financial statements;
- b) Review the audit's findings with the independent auditor;
- c) Review with the independent auditor the scope and planning of the audit prior to the audit's commencement;
- d) Upon completion of the audit, review and discuss with the independent auditor: 1) any material risks and weaknesses in internal controls identified by the auditor, 2) any restriction on the scope of the auditor's activities or access to requested information, 3) any significant disagreements between the auditor and parish staff, and 4) the adequacy of the Church's accounting and financial reporting processes;
- e) Annually consider the performance and independence of the independent auditor; and
- f) Report the Audit Committee's activities to the Vestry;
- g) After each annual audit, determine whether or not the same auditor should be retained for the following year, and if not, recommend another to the Vestry.

3. Cemetery Committee. The Cemetery Committee shall consist of such members as the Vestry may designate and shall oversee the management of the Church's cemetery in East Elmhurst in the borough of Queens. The Cemetery Committee shall report to the Vestry at least quarterly as to the financial and other condition of the Cemetery, and in consultation with the Cemetery management, recommend to the Vestry, as needed, any construction, repair, land acquisition or reclamation, or out-of-the-ordinary maintenance work required, and any borrowing necessitated thereby.

#### ARTICLE V: VACANCIES

1. Should a Vestry member resign or otherwise leave office before his or her term expires, the Vestry shall elect a qualified person to fill the vacancy until the next annual meeting. At the next annual meeting, an election for a Vestry member to fulfill the remainder of the unexpired term shall be held. The nomination and election process of this position shall be the same as for other Vestry members, except that this election shall be only for the remainder of the unexpired term. A Vestry member so elected may serve, if reelected, for two more consecutive terms following the completion of the partial term to which he or she has been elected.
2. All vacancies to the appointed offices or in any of the committees, either standing or special, shall be filled by the Vestry.

#### ARTICLE VI: INDEMNIFICATION

1. Indemnification. The church shall provide indemnification of its Vestry and officers to the fullest extent permitted by and in accordance with the standards and procedures provided for in Sections 721 through 726 of the New York State Not-ForProfit Corporation Law.

#### ARTICLE VII: FIDUCIARY DUTIES OF VESTRY AND OFFICERS

1. Good Faith and Diligence. Members of the Vestry and officers of the church shall discharge the duties of their respective positions in good faith and with that degree of diligence, care and skill that ordinarily prudent persons would exercise under similar circumstances in like positions. In the administration of the powers to make and retain investments pursuant to Section 512 of the New York State Not-for-Profit Corporation Law and to appropriate appreciation pursuant to section 513 of that Law, the Vestry shall consider among other relevant factors the long- and short-term financial needs of the church, its present and anticipated financial requirements, expected total return on its investments, price level trends, and general economic conditions.
2. Reliance Upon Financial Statements. In discharging their duties the members of the Vestry and officers of the church, when acting in good faith, may rely upon financial statements of the church represented to them to be correct by the Treasurer or other officer of the church having charge of its books of accounts, or stated in a written report by an independent public or certified public accountant or firm of such accountants fairly to reflect the financial condition of the corporation.

#### ARTICLE VIII: BUDGET

1. Preparation and Adoption. The Treasurer, or a committee designated by the Vestry, which shall include the treasurer, shall prepare and submit to the Vestry, by a date fixed by the Vestry not later than the last Vestry meeting of the calendar year, an itemized statement of the anticipated expenditures and revenues of the parish for corporate purposes for the subsequent calendar year, which statement, as so submitted, shall be subject to revision by the Vestry. Upon said statement having been adopted by the Vestry, either in revised or unrevised form, at a meeting held no later than

December 31 of the current year, it shall become the budget of church expenditures for the subsequent year.

2. Control and Revision. The budget as so adopted in final and complete form shall control the operations of the church during the calendar year for which it was adopted, subject to the direction and control of the Vestry. The Vestry may revise and re-adopt the budget at any time or times during such year.

3. Publication. The budget as adopted by the Vestry shall be published to the parish at the subsequent annual meeting, and by any other means as the Vestry sees fit.

#### ARTICLE IX: AMENDMENT OF BY-LAWS

1. Except where such amendment will conflict with the laws governing religious corporations, these By-Laws may be amended at any time at a meeting where a quorum is present by a two-thirds vote of the Vestry members present. However, no amendment shall be made unless notice of a motion to amend has been given at a previous meeting of the Vestry held not less than ten days before. If the By-Laws are to be amended at a special rather than a regular meeting of the Vestry, a notice of the motion to amend must have been given in the notice for the special meeting.

#### ARTICLE X: ADOPTION OF BY-LAWS

1. Upon the adoption of these By-Laws, these By-Laws shall become effective immediately, or at such other date as the Vestry shall specify at the time of adoption, and all previous By-Laws and Amendments thereto shall be superseded by these By-Laws when the latter take effect.