

ST. MARY'S EPISCOPAL CHURCH OF BONITA SPRINGS, INC.

BY-LAWS

AS ADOPTED AT THE ANNUAL MEETING ON JANUARY 29, 2017

(Draft for Parish Review – December 20, 2016)

(As approved and recommended by the Vestry on December 19, 2016)

ARTICLE I: NAME

The name of the corporation is St. Mary's Episcopal Church of Bonita Springs, Inc., a Florida not-for-profit corporation (hereinafter referred to as the "Parish"). The Parish is located in Bonita Springs, Florida.

ARTICLE II: PURPOSES

The purposes of the Parish shall be those set forth in Article II of the Articles of Incorporation (the "Articles of Incorporation") of the Parish. The Parish is subject to the following: (a) the Constitution and Canons ("TEC Canons") from time to time in effect as adopted by the Protestant Episcopal Church in the United States of America, otherwise known as The Episcopal Church ("TEC"); (b) the Constitution and Canons (the "Diocesan Canons") from time to time in effect as adopted by the Diocese of Southwest Florida, Incorporated, a Florida not-for-profit corporation (the "Diocese"), particularly Canon VII thereof ("Diocesan Canon VII"), dealing with Congregational Governance; and (c) the Florida Not-For-Profit Corporation Act.

ARTICLE III: MEMBERSHIP

Section 1. Definition of Member. In accordance with Section 3 (a) of Diocesan Canon VII, a Member of the Parish (a "Member") is hereby defined to mean any person

who is a lay communicant member of the Parish, who is 16 years of age or older, whose name is duly enrolled as a Regular Member (and not as an Associate Member) in the register of the Parish, who is regular in attendance at divine services and who makes stated contributions of record to the general support of the Parish. A Member shall be entitled to vote in all elections held by the Members of the Parish and on all matters that come before any meeting of the Members.

A communicant is defined in Section 2 (a) of Canon 17 of Title I of the TEC Canons as a member of TEC who has received Holy Communion in TEC at least three times during the preceding year. A member of TEC is defined in Section 1 (a) of such Canon 17 as a person who has received the Sacrament of Holy Baptism and whose baptism has been duly recorded in TEC.

Section 2. Challenges. As provided in Section 3(b) of Diocesan Canon VII, the vote of no person shall be questioned unless his or her right to vote shall first be challenged by a Member. In the event of such a challenge, the right of such person to vote shall be decided by an independent Qualifications Committee consisting of three Members of the Parish appointed by the Vestry. The decision of such Committee shall be final and binding.

ARTICLE IV: MEETINGS OF THE MEMBERS OF THE PARISH

Section.1. Annual and Special Meetings. The annual meeting of the Members of the Parish shall be held each year on a date determined by the Rector in consultation with the Vestry, so long as such date is in the period of 120 days prior to February 8th, or

as required by Diocesan Canons. The purpose of the annual meeting shall be for the election of Vestry members, the presentation of various reports, and any other business appropriate to the occasion. The Rector, in consultation with the Vestry, may call special meetings for the Parish for any purpose.

Section 2. Notices. Notice of the annual meeting and of any special meeting shall be given by posting a written notice thereof in the narthex of the church building and in the Parish Life Center not more than 45 days nor less than 15 days prior to the date of such meeting. The notice for any special meeting shall specify the purposes thereof, and no business other than that specified in such notice shall be transacted at such meeting.

Section 3. Presiding Officer and Quorum. The Rector, or in the Rector's absence, one of the Wardens shall preside at meetings of the Members of the Parish. In the absence of all three, a moderator shall be chosen by majority vote of those present at the meeting. A quorum at both the annual Parish meeting and any special Parish meeting shall consist of at least 10% of the Members. The action of a majority of the Members at a meeting at which a quorum is present shall constitute the action of such meeting.

ARTICLE V: THE VESTRY

Section 1. General Provisions. The Parish shall have a board of directors, which shall be known as the Vestry (the "Vestry"). As provided in Section 5 (a) of Diocesan Canon VII, it shall be the duty of the Vestry and of the Wardens hereinafter named to protect the properties of the Parish and to see that all things necessary for the orderly worship of God and for the administration of the Sacraments and Ordinances of the

Church be provided. As further provided in Section 5 (b) of Diocesan Canon VII, it shall be the duty of the Vestry to take charge of the real and personal properties of the Parish and to keep the same fully insured, to provide for the remuneration and reimbursement of the clergy and other ministers and employees serving the Parish, to prepare a budget providing for the necessary requirements and expenditures of the Parish, to regulate all its temporal concerns, to keep order in the church building during the celebration of Divine worship, and, in general, to act as helpers in whatever is appropriate to laypersons for the furtherance of the Church's welfare.

Section 2. Membership. The Vestry shall consist of 12 Members, each at least 18 years old, four of whom shall be elected at each annual meeting of the Members of the Parish for a term of approximately three years beginning with the date of the annual meeting at which they are elected and ending on the date of the annual meeting occurring three years later, or until their successors are elected and qualified. Pursuant to Section 4 (a) of Canon VI of the Diocesan Canons, the Rector shall *ex officio* be a member of the Vestry and shall have the right to vote at all meetings of the Vestry.

Section 3. Successive Terms. Subject to the provisions of Section 4 below, no Member may serve on the Vestry for more than one term. Any Member who has so served may, however, be elected again to the Vestry after a period of one year following such term.

Section 4. Vacancies. A vacancy on the Vestry occurring during the period between annual meetings of the Members shall be filled by the Vestry, who shall appoint a Member to serve for the balance of the unexpired term of the vacating Member. The

Member so appointed shall be eligible to be elected for a full term at the next annual meeting of the Members.

Section 5. Removals. The Vestry may remove any Member from the Vestry for good cause by majority vote. Any Member being absent from four consecutive duly called meetings of the Vestry without apology or explanation shall be removed by the Vestry forthwith

Section 6. Meetings. The Vestry shall meet regularly in accordance with its own motion, but not less than once each month in at least six months of the year. The Vestry shall also meet at other times upon the call of the Rector, the Senior Warden or three Vestry members. Written notice of the time, place, and date of any special meeting shall be given to the Rector and all members of the Vestry no less than twenty-four hours prior to such meeting. Vestry meetings shall be presided over by the Rector, and in the absence of or at the request of the Rector, by the Senior Warden. In the absence of the Rector and the Senior Warden, the Junior Warden shall preside. In the absence of both the Rector and the Wardens, any Vestry member elected by the members present may preside at a duly called meeting. A quorum shall consist of seven members. Except as otherwise provided in Article XII hereof, the act of the majority of Vestry members at a meeting of the Vestry at which a quorum is present shall be the act of the Vestry. Each member shall have one vote, with no voting by proxy. The records of the Vestry shall be open to the members of the Parish, except those records, if any, relating to executive sessions of the Vestry.

Any member of the Vestry may participate in any regular or special meeting of the Vestry by any means of communication by which all members participating in such meeting may simultaneously hear each other during such meeting. A member participating in a meeting by such means shall be deemed to be present in person at such meeting.

Pursuant to Section 4 (h) of Diocesan Canon VII, the Bishop of the Diocese (the "Bishop"), in his sole discretion, may at any time call a meeting of the Vestry and preside at such meeting.

Section 7. Lay Members of Convention. The Vestry shall annually appoint Members of the Parish to be Lay Members to the annual Convention of the Diocese in accordance with the Canons.

ARTICLE VI: THE RECTOR

Section 1. Election. The Rector shall be elected by the majority vote of the members of the Vestry present at a duly called meeting of the Vestry. Such election shall not be effective, however, until all requisite steps set forth in the Canons and Constitution of the Diocese have been taken. Further, no person shall be eligible for the office of Rector unless he or she is a qualified ordained minister of TEC and has been certified by the Bishop to be in good standing. The Rector shall be the chief executive officer of the Parish.

Section 2. Duties. The Rector shall have jurisdiction over the spiritual affairs of the Parish, and shall supervise and direct the staff. For the purposes of the office, its functions and duties, the Rector is entitled to the use and control of the church building and all other

Parish buildings, equipment, and furniture, and to access of all records and registers maintained by the Parish.

Section 3. Vacancy or Incapacity. If the office of Rector becomes vacant or the Rector is incapacitated, the Vestry shall consult with the Bishop and appoint an Interim Priest (an "Interim"). In the case of a vacancy, the Interim shall serve until such time as a new Rector is elected; in the case of incapacity, the Interim shall serve until the Rector can resume duty.

Section 4. Paid Personnel. The Rector has the right to hire any and all paid personnel employed by the Parish, provided that the Vestry has been consulted to confirm any and all such positions, and to determine the amount of remuneration, including benefits and terms of employment, subject to the approval of the Vestry.

ARTICLE VII: THE WARDENS AND OTHER OFFICERS

Section 1. General. In addition to the Rector, the Parish shall have as its officers a Senior Warden, a Junior Warden, a Secretary and a Treasurer, each of whom shall be Members of the Parish and also members of the Vestry. The term of office of each officer shall be one year. No person may serve as Senior Warden or Junior Warden for more than three consecutive terms. The officers other than the Rector and the Senior Warden shall be elected each year by the Vestry at a meeting of the Vestry to be held for such purpose immediately following the annual meeting of the Members of the Parish. At such meeting the Rector alone shall appoint one of the then members of the Vestry to serve as Senior Warden without the necessity of an approving vote of the Vestry

Section 2. Duties of the Wardens. It shall be the duty of the Wardens to perform the duties set forth in the second sentence of Section 1 of Article V of these By-laws and also to serve as the principal leaders of the Members of the Parish and of the Vestry and to seek to further its purposes as set forth in Article II of the Articles of Incorporation.

Section 3. Duties of the Secretary. Pursuant to Section 4 (f) (1) of Diocesan Canon VII, the Secretary shall ensure that the minutes of the meetings of the Vestry are taken and reported, attest to the public acts of the Vestry, preserve all records and papers belonging to the Parish, perform such other duties as shall be legally assigned to him or her by the Vestry and faithfully deliver into the hands of his or her successor all books and documents of the Parish that may be in his or her possession. The Secretary shall keep a complete list of the Members and shall make such list available for inspection to any Member to inspect as long as the purpose of such inspection is related to the general affairs of the Parish.

Section 4. Duties of the Treasurer. Pursuant to Section 4 (f) (2) of Diocesan Canon VII, the Treasurer shall perform the duties of treasurer incumbent upon such office. As part of such duties the Treasurer shall: receive and disburse all monies collected under the authority of the Vestry; keep a true record of receipts and disbursements; and present a full statement of these and the financial condition of the Parish at the annual meetings of the Members of the Parish and at other times required by the Vestry. The Treasurer shall also maintain the records of all trusts and permanent funds belonging to the Parish, including any endowment funds of the Parish, listing the source and date of such trusts

and funds, the terms governing the use of the principal and of income, to whom and how often accounts are to be made and of how the trusts and funds are to be invested. The Treasurer shall further cause the books and accounts of the Parish to be audited annually by such firm or persons as the Vestry shall direct. The Treasurer shall, in addition, procure a bond guaranteeing the performance of his or her duties in an amount to be approved by the Vestry.

ARTICLE VIII – COMMITTEES

Section 1. Executive Committee. The Executive Committee shall consist of the Rector, the Wardens, the Secretary and the Treasurer. It shall have the power to exercise fully the powers of the Vestry at any time when the Vestry is not in session, except that the Executive Committee may not: elect officers of the Parish or fill any vacancy in any office or in the Vestry; authorize the borrowing of money or the granting of liens upon the properties of the Parish ; amend the budget adopted by the Vestry; amend these By-laws; approve or recommend to the Members any actions or proposals required by the Florida Not-for-Profit Corporation Act to be approved by the Members; or take any action which is prohibited by resolution of the Vestry adopted subsequent to the date these By-laws are adopted.

Section 2. Nominating Committee. The Vestry shall appoint a Nominating Committee consisting of the Wardens and three other Members of the Parish who are not then serving on the Vestry. The Senior Warden shall be the Chairman of such Committee. The Committee shall be appointed not less than sixty days prior to the next annual meeting of the Members of the Parish. At such annual meeting the Nominating Committee

shall nominate Members of the Parish to fill vacancies on the Vestry occurring because of expired terms. Additional nominations may be made at such meeting by any Member of the Parish attending the same so long as each such nomination is supported by a written petition signed by at least ten Members and filed with the Rector not less than ten days prior to the date of such meeting.

Section 3. Other Committees and Commissions. The Vestry may, at any time and from time to time, authorize or discontinue, committees in addition to the Executive Committee and the Nominating Committee. Any such additional committee may be called a Commission. The Members of any such additional committee or Commission shall consist of Members of the Parish or other persons appointed by the Rector and Wardens, and the Chairperson of each Commission shall be appointed by the Vestry.

At the time of the adoption of these By-Laws, the following additional Commissions are in existence: Christian Formation Commission; Communications Commission; Endowment Commission; Episcopal Churchwomen Commission; Facilities Management Commission; Finance Commission; Membership Commission; Outreach Commission; Pastoral Ministry Commission; Penny Wise Commission; Stewardship Commission; and Worship Commission.

Each of such committees and Commissions shall continue in existence until the same shall have been discontinued by a resolution of the Vestry. The foregoing shall not be deemed to prohibit the creation of additional committees or Commissions by the Vestry.

ARTICLE IX – CONVEYANCES AND GIFTS

Section 1. Restrictions on the Alienation or Encumbrance of Real Estate. No real estate owned or leased by the Parish shall be alienated or encumbered without the previous written consent of the Bishop, acting with the advice and consent of the Standing Committee of the Diocese and the consent of the Diocesan Council of the Diocese and otherwise in accordance with the provisions of Article X of the Articles of Incorporation.

Section 2. Gifts and Memorials. No object intended as a permanent addition to the property of the Parish shall be accepted as a gift or memorial without the approval of the Rector and the Vestry. All objects so accepted may be removed when deemed necessary by the Vestry. Similarly, any monetary gift or bequest made with an attached condition shall require a vote of the Vestry authorizing the gift's acceptance with such condition. The names of donors of all such gifts, any terms relating to its purpose, conditions and use, and the date(s) of acceptance shall be recorded by the Secretary in the records of the Parish.

ARTICLE X: INDEMNIFICATION

The Parish shall, to the extent legally permissible, indemnify each person who may serve or has served at any time as the Rector, a Senior Warden, a Junior Warden, Secretary, Treasurer or member of the Vestry or other officer of the Parish (collectively the "Indemnified Officers") against all expenses and liabilities, including, without limitation, counsel fees, judgements, fines, excise taxes, penalties and settlement payments, reasonably incurred by or 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 in the same manner as provided below for the authorization of indemnification. Such indemnification may, to the extent authorized by the Vestry, include payment by the Parish of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, provided that the person indemnified agrees to repay such payment if he or she is not entitled to indemnification under this Article; the repayment agreement may be accepted without regard to the financial ability of such person to make payment. Any payment shall be conclusively deemed authorized by the Parish under this Article, and each officer of the Parish approving such payment such payment shall be wholly protected, if:

- The payment has been approved or ratified (1) by a majority vote of a quorum of either (a) the members of the Parish who are not at that time parties to the proceeding or (b) the members of the Vestry who are not at that time parties to the proceeding or (2) by majority vote of a committee of two or more Vestry members who are not at that time

parties to the proceeding and are selected for this purpose by the full Vestry (in which selection Vestry members who are parties may participate); or

- The action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Parish) appointed for the purpose by vote of the Vestry in the manner specified in clauses (1) or (2) of the paragraph above or, if that manner is not possible, appointed by a majority of the full Vestry then in office; or
- The Vestry members have otherwise acted in accordance with the standard of conduct applied to directors under the laws of the State of Florida; or
- A court having jurisdiction shall have approved the payment.

This right of indemnification shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing in this Article shall affect any rights to indemnification to which Parish employees, agents, Vestry members and other persons may be entitled by contract or otherwise under law. This Article constitutes a contract between the Parish and the Indemnified Officers. No amendment or repeal of the provisions of this Article which adversely affects the right of an Indemnified Officer under this Article shall apply to him or her with respect to his or her acts of omission which occurred at any time prior to such amendment or repeal without his or her written consent.

ARTICLE XI – ROBERT’S RULES OF ORDER

Robert’s Rules of Order in the edition current at the time shall govern the conduct of all meetings of the Members of the Parish and of the Vestry, except to the extent the same are in conflict with any provision of these By-laws, in which case such provision shall govern.

ARTICLE XII – AMENDMENTS

These By-laws may be amended at any time and from time to time by the majority vote of the Members of the Parish at any meeting thereof at which a quorum is present or by the vote of not less than seven members of the Vestry at any meeting thereof at which a quorum is present.