

**By-Laws of the Rector,
Church Wardens and Vestry
Of
St. Paul's Episcopal Church
And
St. Paul's Episcopal Church, Inc.
As amended January 16, 2011**

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**By-Laws of the Rector,
Church Wardens and Vestry
Of
St. Paul's Episcopal Church
And
St. Paul's Episcopal Church, Inc.
As amended January 16, 2011**

PREAMBLE: St. Paul's Episcopal Church, Atlanta, Georgia (the "Parish"), adopts these amendments to its Bylaws to govern its corporate and temporal affairs as a not-for-profit and religious corporation organized under the laws of the State of Georgia, and to conform its conduct with the requirements of the Constitution and Canons of the Episcopal Diocese of Atlanta (the "Diocese") and the Constitution and Canons of the Protestant Episcopal Church in the United States of America (the "Church").

VISION/MISSION STATEMENT: *(This statement is subject to annual review and revisions by the Vestry and/or the Parish based upon current conditions, needs, and desires of the Parish.)*

We see a growing church with dynamic worship that encourages a warm and welcoming community. Is knowledgeable of our faith and tradition. Reaches out to those who may or may not believe. Increases in our service to our local and world communities in Jesus' name.

ARTICLE I

Nature and Purpose of Organization

Article I Nature and Purpose of Organization: **1.1 Name.** The name of the organization shall be St. Paul's Episcopal Church of Atlanta, Georgia, in the Diocese of Atlanta; **1.2. Object and Purpose.** The object and purpose of this organization is

defined by Title I entitled “of Parish Vestries” in Canons 30, 31, 32, 33, and 34 of the Canons of the Episcopal Diocese of Atlanta; **1.3 Authority.** The rules contained in these By-laws shall govern the Vestry and the Parish meetings of St. Paul’s in all cases in which they are applicable and in which they are not inconsistent with the Constitution and Canons for the Government of the Protestant Episcopal Church in the United States (the Episcopal Church), or the Canons of the Episcopal Church in the Diocese of Atlanta.

Article I: Nature and Purpose of Organization: **1.4 Nonprofit Organization.** As a nonprofit corporation organized pursuant to the provisions of the Georgia Nonprofit Corporation Code, the Rector, Wardens and Vestry of St. Paul’s Episcopal Church shall have no capital stock nor be shareholders, and no part of the net earnings, income or profit of the Corporation (hereinafter referred to as the “Parish”) shall inure to the benefit of or be distributable to its Rector, Vestry, Officers, or other private individuals except that the Parish may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its religious, charitable and educational purposes; **1.5 Status.** While not so designated, the Parish is organized and shall be operated exclusively for any or all of the purposes described in Section 501 (c) (3) of the United States Internal Revenue Code of 1986, as amended, (or corresponding provision of any future United States internal revenue law) and not specifically prohibited to nonprofit corporations under the laws of the State of Georgia. **1.6 Principal Office.** The principal office for the business of the Parish shall be located at **306 Peyton Road, SW,** Atlanta, Fulton County Georgia, 30311 or at such other place as the Vestry may decide.

Article II Members : **2.1 Member.** Any person who has received the Sacrament of Holy Baptism in the Parish, who has not requested and been granted a Letter of Transfer to another Parish, and any person who has been granted a Letter of Transfer into the Parish shall be a Member of the Parish. **2.2 Communicant in Good Standing.** A member who regularly attends worship services and communes and is known by the Treasurer to have made and maintained a stated financial commitment for Church support in the preceding year is a “Communicant in Good Standing.”

Article III Meetings of the Parish: **3.1 Annual Parish Meeting.** The annual meeting of the congregation for the election of Vestry, the adoption of an annual budget, and for the transaction of such other business as may properly come before the meeting shall be held on the third Sunday in January of each year, following the regularly scheduled service for that day (**except in urgent and unusual circumstances as determined by the Vestry**). Written reports from all standing committees and church organizations shall be given to the Rector/Vestry by the first Sunday of January of each year.

Article III Meetings of the Parish: **3.2 Parish Meetings.** The Vestry shall be required to hold two Parish meetings annually in January and July on the third Sunday of the month. The January meeting shall serve as the Annual Parish meeting as specified in Section 3.1 of this article. The July meeting shall be used to present an interim report on the fiscal status and church program progress to date. Any other issues of concern to the entire Parish may also be presented at these meetings. The Vestry is empowered to call a

Special Parish meeting at any other time of the year, as they deem necessary to report on any affairs of the church that need to be presented.

Article III Meetings of the Parish: 3.3 Special Meetings. Special meetings of the Parish may be called at any time by the Bishop, Rector, or Vestry. Such meetings shall be held at such place within this State of Georgia as is stated in the call and notice thereof. **3.4 Notice of Meetings.** Notice of each meeting of the congregation, stating the date, time and place of the meeting and the purpose of any Special Meeting, shall be published in the Sunday bulletin for two (2) consecutive Sundays prior to the actual meeting and shall be posted on the Church's official bulletin board not less than fourteen (14) days prior to such meeting.

Article III Meetings of the Parish: 3.5 Quorum: Required Member Vote. A quorum is required to conduct a business meeting of the congregation. A Quorum is defined as all present and eligible Parish members in good standing. The affirmative vote of the majority of qualified voters present at the meeting shall be the act of the Parish.

Voting by proxy shall not be permitted. [An absentee ballot may be cast by a member who is for good cause unable to attend the meeting, by application in writing to the clerk. An absentee ballot must be submitted via regular mail, in-person or via fax no later than the end of business on Friday before the meeting.] **3.6 Members Entitled to Vote.** All Members (as defined in Article II, Section 2.1) who are confirmed communicants in good standing not less than eighteen (18) years of age, as certified by the Rector or Vestry, and present at the meeting, shall be entitled to vote on all issues that come before the meeting. **3.7 Adjournment of Meeting.** A majority of the Members present and voting, whether or not a quorum is present, may adjourn such meetings from time to time.

Article IV Vestry: Section 4.1 Authority and Responsibility of the Vestry. The Vestry shall serve as the Board of Directors of the Parish and shall administer all of the temporal business of the Parish, shall see that all things needful for the public services are provided, shall pay with punctuality, at the intervals agreed, the stipulated salary of the Rector and other clergy and staff, shall inform itself of the orders and times of all offerings required by the Canons of the Diocese of Atlanta (the "Diocese") and of assessments imposed by the Council of the Diocese, and take measures for the obedient fulfillment and due liquidation of those obligations, and before the close of each fiscal year, if the treasury is deficient, the Vestry shall collect, as far as practicable, by subscription or otherwise, a sum sufficient to liquidate all of the current annual obligations of the Parish, and shall exercise all powers of the Parish, subject to any restrictions imposed by law, by the Constitution and Canons for the Government of the Protestant Episcopal Church in the Diocese of Atlanta, by the Articles of Incorporation or by these By-Laws. The Vestry has exclusive authority over the fiscal affairs of the Parish, but Vestry members are also spiritual leaders who are committed to building up the Body of Christ so that it can be an effective instrument of mission and ministry to the world.

The Vestry shall, prior to the Annual Parish Meeting, cause to be written and delivered to the Rector or, if there is none, to the Wardens, a full, accurate and faithful statement of the temporal condition of the Parish (the Annual Report of the Vestry”). The Annual Report of the Vestry shall show, among other things, what money, lands and other property have been received during the past year and from what sources; what money has been expended and for what objects; what property has been exchanged or mortgaged or sold and for what purposes; and what debts are owing by the Parish and what security, if any, has been given therefore; and what money, lands, and other property are then owned by the Parish. This Annual Report shall be communicated to the Congregation Annual Parish Meeting.

The Vestry shall also furnish and read to the Annual Meeting a separate statement of the money and property held in trust by or for the Parish, which shows the latest available information of the following: (a) the nature and purpose of each trust; (b) when and by whom the same was created, and the kind of instrument under which it was created; (c) the names of the beneficiaries thereof; (d) the total value of the original trust fund and the amount of the principal thereof at the end of the preceding fiscal; (e) a brief description of the securities in which the same were then invested; (f) the rate of interest on each investment and the amount of interest in default, if any; (g) the disposition of the income there from during such year; and (h) shall also show whether or not fiduciary bonds required for such funds by the Canons of the Diocese of Atlanta have been approved and delivered, and surety or sureties thereon, and the principal amount of each such bond. An exact copy of such separate statement shall be delivered to the Bishop of the Diocese by the Wardens promptly after each Annual Parish Meeting.

Section 4.2 Composition of the Vestry. The Vestry shall be composed of twelve (12) persons qualified to be a ‘Vestry Member’ and elected by the Parish. **Section 4.3 Qualifications for Election to the Vestry.** Those qualified to be Vestry members shall be: A “Member of the Parish” (as defined in Article II, Section I above); A “Communicant in Good Standing” who is not less than eighteen (18) years of age; A communicant of the Episcopal Church, either by confirmation, by Letter of Transfer or by reception by a Bishop into the Episcopal Church; a regular attendant of services in the year preceding election; and “Known by the Treasurer” to have made and maintained a stated financial commitment for church support in the year preceding election [see Canon 31, Section 6, (d) (1)]; One-third of the members of the Vestry shall be elected by the congregation at each Annual Parish Meeting in accordance with Article III of these By-Laws. **Section 4.4 Qualifications for Continuing to Serve as Vestry Member.** The qualifications for continued service as a Vestry Member shall be the same as those required for election to the Vestry. The Wardens shall be given the responsibility of ensuring continued qualifications of the Vestry members. **4.5 Termination of Vestry Membership.** Any member may terminate his membership on the Vestry by submitting his resignation in writing to the Vestry secretary and then having the Vestry Secretary present it to the Vestry for formal acceptance. A Vestry member should notify the church secretary in advance of the meeting of his or her absence and provide an explanation for the absence. If a Vestry member misses three (3) consecutive Vestry meetings without a

valid excuse, he/she is subject to termination upon an affirmative vote of three-fourths (3/4) of the Vestry members. The validity of such excuse shall be determined by three-fourths (3/4) vote of the Vestry members present on a case by case basis.

Section 4.6 Filling Vacancies in Vestry Membership. Vacancies on the Vestry shall be filled for the unexpired term by a majority vote of the remaining members of the Vestry at any regular meeting, of which election previous notice shall have been given in writing to every member of the Vestry by the Vestry Secretary. (Canon 33, Section 4). Candidates for replacement may be nominated by the Vestry. **4.7 Election and Duties of Officers.** The officers of the Vestry shall be the Senior Warden, Junior Warden, Secretary, and Treasurer. They shall be elected and perform their duties in accordance with Canons 32 and 33.

Section 4.8 Term of Office of Vestry Members: Succession. The term of office of each Vestry member shall be three years and the term of office of one-third (1/3) of the elected members of the Vestry shall expire each year at the time of the Annual Meeting. The term of office of each Vestry member shall commence upon the adjournment of the Annual Meeting at which such member is elected. Except for Vestry members who have served less than one-half (1/2) of a full term, a Vestry member shall not be eligible for re-election to succeed himself or herself, but shall be eligible for re-election at the Annual Meeting of the Parish next succeeding the Annual Meeting at which his or her term of office expired. Nothing herein shall be construed to shorten the term of any Vestry member, and all Vestry members shall serve the entire three-year term to which he or she was elected, except as provided in Article IV, Sections 4.4 and 4.5.

Section 4.9 Organizational meeting of the Vestry: Notice of Meetings: Waiver of Notice.

The Organizational Meeting of the Vestry for the election of officers and for the transaction of such other business as may properly come before the meeting shall be held after the Vestry election at the time agreeable to the Vestry.

Section 4.10 Regular and Special Meetings of the Vestry. The Vestry shall hold at least ten meetings in the year (**excluding August and December**). The Vestry may by resolution provide for the time and place of other meetings, and no notice of such meetings need be given. Special meetings of the Vestry may be called by the Rector, either Warden or by any two Vestry members, and written notice of the time and place of such meetings shall be given to each Vestry member by first class mail at least four (4) days before the meeting or by telephone, facsimile, or Internet E-mail or in person at least two (2) days before the meeting. Any Vestry member may execute a waiver of notice, either before or after any meeting, and shall be deemed to have waived notice if he or she is present at such meeting. The business to be transacted at any Special Meeting of the Vestry must be stated in the notice or waiver of notice of such meeting. Any meeting may be held at any place within or without the State of Georgia. The Rector, or, in his or her absence, the Senior Warden, or in his or in his or her absence, the junior Warden,

shall preside at all meetings of the Vestry. No meeting shall be valid in which there is not present the Rector or a Warden, except a meeting for the purpose of electing a Senior Warden if there is no Rector.

Section 4.11 Quorum: Vote requirement. A majority (7) of the Vestry members in office at any time shall constitute a quorum for the transaction of business at any meeting. When a quorum is present, the vote of a majority of the Vestry members present and voting shall be the act of the Vestry, unless a greater vote is required by law, by the Articles of Incorporation or by these By-Laws.

Section 4.12 Action of Vestry without Meeting. Any action required or permitted to be taken at a meeting of the Vestry or any committee thereof may be taken without a meeting if written consent setting forth the action so taken is signed by all of the Vestry members or committee members and filed with the minutes of the proceeding of the Vestry or committee. Such consent shall have the same force and effect as a unanimous affirmative vote of the Vestry or committee, as the case may be. **4.13 Conduct of Vestry Meetings.** The Rector shall preside at all meetings of the Vestry, except at the meeting in which his compensation is discussed or decided. In case there is not a Rector, or in case of the rector's absence or inability to act, the Senior Warden, or if absent, the Junior Warden, shall preside at all meetings of the Vestry. Robert's Rules of Order newly Revised, as interpreted by the Parliamentarian, in conjunction with these By-Laws, shall govern the conduct and procedure of Vestry Meetings.

Section 4.14 Diocesan Council. The Vestry shall elect the number of delegates and alternates to the Annual Diocesan Council to which the Parish is entitled. Delegates and alternates to the Diocesan Council must be Parish Members in good standing, but need not be members of the Vestry.

Article V Committees: Section 5.1 Executive Committee. The Executive Committee shall consist of the Rector, the Wardens, the Vestry Secretary and or Clerk, and the Treasurer. Only Vestry members may vote.

The Executive Committee shall receive items and set the agenda for each Vestry Meeting. Any member of the Vestry or Parish may submit topics for the Vestry agenda to the Executive Committee at least one week prior to the meeting of the Vestry. In the event of urgent business or of an emergency, the Executive Committee may take such immediate action as is necessary to further the interests of the Parish until such time as the next regular meeting or a Special Meeting, as appropriate of the Vestry may be noticed and called. The Executive Committee shall not otherwise exercise authority belonging to the Vestry under these By-Laws.

Section 5.2 Other Committees. The Vestry may, by resolution, create such other committees, including Standing Committees, to advise the Vestry as it deems necessary or desirable. Each committee shall be chaired by a Communicant in Good Standing (as defined in Article II, Section 2.2). Only committees authorized by resolution of the

Vestry shall be permitted. Except as provided in Article V, Section 5.1 no committee shall take direct action regarding the affairs of the Parish, rather, committees shall exist to provide advice and information to the Vestry in the conduct of the Parish's affairs.

Article VI Committees: Section 6.1 Executive Structure of the Parish. The officers of the corporate entity (Parish) except for the Rector shall be elected annually by the Vestry and shall consist of a Rector, Senior Warden, a Junior Warden, a Vestry Secretary and or a Clerk, a Treasurer, and such other officers or assistant officers, as may be elected or appointed by the Vestry. Each officer, except the Rector, shall hold office for a term of one year or until such officer's successor has been elected or appointed, or until such officer's earlier resignation, removal from office, or death. No person shall hold more than one office at any time. Should a vacancy occur in the Rectorship of the Parish, the Wardens and the Vestry shall at once notify the Bishop of the Diocese of Atlanta and ask his or her advice and assistance in the selection of a new or replacement Rector. (Canons 32 and 33).

Article VI Committees: Section 6.2 Rector; Calling, Resignation, and Removal of the Rector. The Rector, by virtue of his or her office, shall have exclusive jurisdiction, under his or her Ecclesiastical superiors, or the spiritual concerns of the Parish, and shall at all times have access to the Parish, and may open the same for services or instruction as he or she may deem proper. The Rector canonically elected may not resign from the Parish without the consent of the Vestry; nor may the Rector be removed by the Parish, except as provided in the constitution and Canons for the Government of the Protestant Episcopal Church in the United States of America (Title III, Canon 21) and or the Canons of the Episcopal Church in the Diocese of Atlanta. **Responsibility and Authority of the Rector.** He or she shall have authority to call meetings of the Vestry or of the congregation in accordance with the notice provisions of these By-Laws. The Rector is the ex-officio member of the Vestry and all committees, but without vote.

Section 6.3 Election and Duties of Officers. The officers of the Vestry shall be the Senior Warden, Junior Warden, Secretary or Clerk, and Treasurer. They shall be elected and perform their duties in accordance with Canons 32 and 33. **Parish Officers:**

Section 6.4 Wardens. There shall be two Wardens, who shall always be confirmed communicants in good standing and members of the Vestry and who shall be distinguished as Senior and Junior, although all duties belong equally to both. The duties of the Wardens are listed in Canon 32.

The Vestry shall annually elect from the Vestry members one member as Junior Warden; the Rector or Vicar shall appoint one member of the Vestry as Senior Warden (Canon 31, Section 7). The Wardens shall see that the Parish is duly provided with a standard Bible, containing the Old and New Testaments and other books commonly called Apocrypha, the Prayer Books of proper size of standard editions, for the lectern, prayer desk and Altar. It shall be their duty to provide fair linen and the elements of bread and wine for the celebration of the Holy Eucharist, and all vessels, vestments and things necessary to

the conduct of public worship, including those persons necessary to lead such worship.

The Wardens shall provide a Parish Register and all necessary records and registration books, and if there be no Rector, they shall (a) make or cause to be made all registrations required by the Constitution and Canons for the Government of the Protestant Episcopal Church in the United States (the Episcopal Church) or the Canons of the Episcopal Church in the Diocese of Atlanta; (b) issue and reserve certificates of memberships for members moving from one Parish to another congregation of the Church or another church; (c) cause to be made the Annual Parish Report; (d) cause to be done by the Vestry any duty which may be required by any Canon of the Church or the Diocese.

The Wardens, under the direction of the Rector, shall see that the church building be kept from all secular or other uses not authorized by or especially named in the Constitution and Canons for the Government of the Protestant Episcopal Church in the United States (the Episcopal Church) or the Canons of the Episcopal Church in the Diocese of Atlanta, and that, at all times, it be kept in good repair and clean and the premises and grounds be in proper order.

Finally, the Wardens, under the direction of the Rector, shall preserve order and decorum in and around the church building on all occasions.

Section 6.5 Vestry Secretary and/or Clerk. The Vestry Secretary or Clerk, who must meet the qualifications for a Vestry member but who need not be a Vestry member, shall keep the minutes of the proceedings of the Vestry and the congregation, have custody of and attest to the seal of the Parish, certify members of St. Paul's Episcopal Church entitled to vote at Parish Meetings and certify individuals entitled to stand for election to the Vestry. The Vestry Secretary and or Clerk shall also prepare and transmit the Parish's Diocesan report to the Diocese, following Vestry review and approval. **6.6**

Treasurer. The Treasurer, who must meet the qualifications for a Vestry member, but who need not be a Vestry member, shall be responsible for the maintenance of proper financial books and records of the Parish and should make such records available for annual audit. The Treasurer and Finance Committee shall be bonded. **6.7**

Parliamentarian. The Parliamentarian, who must meet the qualifications for a Vestry member, but who need not be a Vestry member, shall be responsible for insuring that all meetings of and business transacted by the Vestry, be conducted in accordance with the Robert's Rules of Order, Newly Revised, these By-Laws, and the Constitution and Canons for the Government of the Protestant Episcopal Church in the United States (the Episcopal Church) or the Episcopal Church in the Diocese of Atlanta.

Section 6.8 Other Duties and Authority. Each officer, employee and agent of the entity (Parish) shall have such other duties and authority as may be conferred upon such officer, employee, or agent by the Vestry or delegated to such officer, employee, or agent by the Rector or Wardens. **6.9 Term of Office.** All officers are to be elected or appointed for a term of one (1) year at the Organizational Meeting of the Vestry. **6.10 Removal of Officers.** Any officer may be removed at any time by the Vestry, and such vacancy may

be filled by the Vestry. **6.11 Compensation.** No officers, other than the Rector, shall receive compensation for service. The salary of the Rector shall be set by the Vestry on an annual basis during the annual budget process.

Article VII Indemnification: Section 7.1 Authority to Indemnify. (a) Except as provided in subsections (b) and (c) of this Article VII, Section 7.1, the Parish shall indemnify an individual, made a party to a proceeding because such individual is or was a Vestry member or officer, against liability incurred in the proceeding, if: (1) Such Vestry member's or officer's conduct was believed to be in good faith or not opposed to the best interests of the Parish, and (2) In the case of any criminal proceeding, such Vestry member or officer has no reasonable cause to believe the conduct was unlawful.

(b) The Parish may not indemnify a Vestry member or officer under this Article if

1. The Vestry member or officer was adjudged liable to the Parish in connection with a proceeding by, or in the right of the Parish, or

2. The Vestry member or officer received personal benefit in connection with any other proceeding.

(c) Indemnification permitted under this Article VII, Section 7.1 in connection with a proceeding by or in the right of the Corporation, is limited to reasonable expenses incurred in connection with the proceeding, including, but not being limited to, judgments, settlements, fines, penalties, and attorney's fees.

Section 7.2 Mandatory Indemnification. To the extent that a Vestry member or officer has been successful, on the merits or otherwise, in the defense of any proceeding to which the Vestry member or officer was party, or in defense of any claim, issue, or matter therein, because that individual is or was a Vestry member or officer of the Parish, the Parish shall indemnify the Vestry member or officer against reasonable expenses incurred by the Vestry member or officer in connection therewith, including, but not being limited to, judgments, settlements, fines, penalties, and attorney's fees.

Section 7.3 Advance for Expenses.

(a) The Parish may pay for or reimburse the reasonable expenses incurred by a Vestry member or officer who is a party to a proceeding in advance of final disposition of the proceeding if:

(1) The Vestry member or officer furnishes the Parish a written affirmation of such Vestry member's or officer's good faith belief that such Vestry member or officer has met the standard of conduct set forth in subsection (a) of Article VII, Section 7.1 of these By-Laws; and

(2) The Vestry member or officer furnishes a written undertaking, executed personally

or on the Vestry member's or officer's Behalf, binding the Vestry member or officer to repay the Parish for any advances if it is ultimately determined that the Vestry member or officer is not entitled to indemnification under Article VII. Section 7.1

(b) The undertaking required by paragraph (2) of subsection (a) of this Article VII., Section 7.1 must be an unlimited general obligation of the Vestry member or officer, but need not be secured, and may be accepted without reference to financial ability to make repayment.

Section 7.4 Determination and Authorization of Indemnification. The Parish via vestry action shall indemnify any vestry member or officer who was, is or is threatened to be made a party to a completed, pending or threatened action or proceedings from any liability arising from the vestry member's or officer's official capacity with the Parish if the Vestry member or officer has met the standard of conduct set forth in subsection (a) of Article VII, Section 7.1

Section 7.5 Indemnification of Officers, Employees, and Agents. (a) An employee or committee member acting on behalf of the Parish, who is not a Vestry member or officer, is entitled to mandatory indemnification under Article VII, Section 7.1 of these By-Laws to the same extent as a Vestry member or officer; and (b) The Parish may, at the discretion of the Vestry, indemnify and advance expenses to an officer, employee, or agent who is not a Vestry member or officer, to the extent the Vestry deems appropriate

Section 7.6 Vestry Member or Officer's Expenses as a Witness. The Parish may pay or reimburse expenses incurred by a Vestry member or officer, employee or agent in connection with such Vestry member's or officer's appearance as a witness in a proceeding at a time when such Vestry member or officer has not been made a named defendant or respondent to the proceeding. **7.7 Extent of Indemnification.** All indemnification provided by this Article VII shall be to the maximum extent permitted by, and in the manner provided by, the Georgia Nonprofit Corporation Code; provided, however, that no such person shall be indemnified by the Parish if the Corporation constitutes a "private foundation" and receipt of the payment would constitute an act of "self-dealing" within the meaning of Section 4941 of the United States Internal Revenue Code of 1986, as amended. The Parish shall maintain insurance policies to insure payment of amounts due under this Article VII.

Article VIII RELATED CORPORATIONS: Section 8.1 Authorization if using "St. Paul's" Name. The Vestry may authorize other corporations organized under the Georgia Nonprofit Corporation Code to use the name "St. Paul's" or similar name as part of their corporate name and to use the facilities of the Parish for their principal offices, as provided in Article VIII, Section 8.2, below.

Section 8.2 Requirements. Section 8.2 Requirements. Corporations seeking authorization under Section 1 of this Article VIII must satisfy the following requirement:

- (a) The governing instrument of such corporation shall provide that the majority of the members of its Board of Directors or similar body be Communicants in Good Standing of the Parish;
- (b) The governing instrument of such corporation shall provide that at all times at least one-third (1/3) of the members of its Board of Directors or similar body be designated by the Rector;
- (c) The Executive Director or similar officer responsible for running the day-to-day affairs of such corporation shall be approved by the Rector;
- (d) The officers of such corporation shall be approved by the Rector and,
- (e) Such report shall include financial statements, a report of operations, and a proposed budget.

Section 8.3 Revocation of Authorization. The Vestry shall revoke any authorization granted pursuant to Article VIII, Section 8.1, if any of the requirements in Article VIII, Section 8.2 ceases to be satisfied, and if thirty (30) days after notice is given to such corporation of a default, the corporation fails to satisfy the requirements.

Article IX DEPOSITORIES, SIGNATURES AND SEAL: Section 9.1

Depositories. All funds of the Parish shall be immediately (within one week of collection) turned into the Finance Committee Counting Team and deposited in the name of the Parish in such banks, or other financial institutions as the Vestry may from time to time designate and shall be withdrawn by checks, drafts, or other orders signed on behalf of the Parish by persons authorized by the Vestry. **9.2 Contracts and Deeds.** The Rector, Senior Warden, and Junior Warden shall sign all contracts, deeds and other instruments on behalf of the Parish. The Vestry must approve all contracts. **Section 9.3 Seal.** The seal of the Parish shall be as follows: If the seal is affixed to a document, the signature of the Secretary and /or Clerk shall attest the seal. The seal and its attestation may be lithographed or otherwise printed on any document and shall have, to the extent permitted by law, the same force and effect as if it had been affixed and attested manually.

Article X AMENDMENT OF BY-LAWS: Section 10.1: Amendments. Any amendment to these By-Laws must be presented in writing to the Vestry to be considered for Parish voting. If approved by the Vestry, proposed amendments must be provided to the Parish Membership in three (3) consecutive Sunday bulletins before a vote may be called. If the proposed amendments are approved by a two-thirds (2/3) vote of eligible members present at the Parish Meeting, then they become part of the Parish By-Laws.

The foregoing By-Laws being Article Numbers One (1) through Article Ten (X) having been read and considered were adopted at a duly called meeting of the Parish convened the sixteenth day of January, 2011.

Robert Martin

Vestry Secretary/Clerk

Reuben McDaniel

Senior Warden

Muriel Jones

Junior Warden