

CHRIST CHURCH, FREDERICA

1 July 2011

Dear Christ Church and St. Ignatius family,

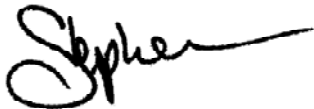
At the meeting of The Vestry on Tuesday, 21 June 2011, the following resolution was approved:

"The Vestry recommends that the revised bylaws, which have been approved by the Bishop and Chancellor, be presented to the members of the Parish for their consideration."

You will find enclosed a copy of the proposed bylaws which I am sending out to you to read, and then if desired to attend a meeting where they will be discussed. No vote will be taken at this meeting, and the feedback received will be reviewed by the Vestry who will then call for a special meeting of the congregation. The bylaws are being sent to you now to allow for adequate time for your review. If you have any proposed changes, I would ask that they be in writing when you present them.

The time and date of the meeting to discuss the bylaws is Sunday, August 21 at 3.00 p.m. at the Parish Hall. Please make every effort to attend.

Most sincerely,



Stephen McWhorter

Bylaws
Of
Christ Church Frederica
Saint Simons Island, Georgia

Article I

Christ Church Frederica (the “Church”) is a body corporate organized under the laws of the State of Georgia, and maintains an office at 6329 Frederica Road, Saint Simons Island, Georgia, 31522. As provided in and by a Charter of the Church, granted October 10, 1929, by the Superior Court of Glynn County, Georgia, the Church is a constituent part of the Protestant Episcopal Church in the United States of America (The Episcopal Church), and has acceded to, recognized, and adopted the Constitution and Canons of The Episcopal Church and the Constitution and Canons of the Episcopal Diocese of Georgia and has acknowledged the authority thereof. The Church is a Eucharistic community of Christians (the “Parish”), which has acknowledged the ecclesiastical authority of the Bishop of Georgia in the Diocese of Georgia (the “Diocese of Georgia”), and its accession, recognition, adoption, and acknowledgment of the same and of The Episcopal Church are continued in full force and effect by virtue of the adoption of these bylaws on the day of , 2011.

Article II

Vestry

Section 1. The Vestry shall be the agent and legal representative of the Parish and shall have the full and entire management of the affairs of the Church concerning its corporate property and the relations of the Parish to its Clergy. Except as provided herein, the Vestry shall have the full and entire management of the affairs of the Church and shall have and may exercise all such powers subject to and not inconsistent with the laws of the United States of America, the State of Georgia, the Constitution and Canons of The Episcopal Church, and those of the Episcopal Diocese of Georgia as are presently in effect or as may be amended from time to time.

Section 2. In order to be eligible for election to the Vestry, one must be an adult communicant, over eighteen (18) years of age, in good standing. That is, an adult communicant who is not otherwise precluded, and has for the previous year been faithful in corporate worship, unless for good cause prevented, and has been faithful in working, praying, and financially supporting the spread of the Kingdom of God.

Section 3. The Vestry shall be composed of a Senior Warden, a Junior Warden, and ten (10) Vestry members. The President of the Episcopal Church Women (ECW) and the Chair of the Cemetery Commission shall serve as ex officio members of the Vestry.

Section 4. The Vestry shall hold regularly scheduled meetings once a month unless otherwise determined by a majority thereof. Notice of each meeting shall be given to each Vestry member in writing, by phone or by electronic mail at least ten (10) days before the date of such a meeting. The Parish shall be notified of each meeting by a notice published in the Church bulletin and/or the *Grapevine* and/or posted on the Church bulletin board(s) at least ten (10) days before the date of each meeting.

Section 5. Special Meetings. See Article IV, Section 2.

Section 6. A majority of the Vestry or seven (7) members, (Vestry members plus Church Wardens) shall constitute a quorum. When a quorum is present at any meeting, a majority of those present may decide any question brought before such meeting, except in the case of called Special meetings as provided in these bylaws. In the absence of a quorum, those present may adjourn the meeting until such other time and place as a quorum is obtained. Members of the Vestry may not absent themselves from any meeting for the purpose of preventing the assembly of a quorum of the Vestry.

Section 7. The Rector shall preside at all meetings, shall be an ex-officio member of all commissions, and shall not be entitled to vote except in the case of a tie and in no event on the question of his own compensation. In the absence of the Rector, the Senior Warden shall preside.

Section 8. The Rector shall appoint annually, with the approval of the Vestry, the membership of all commissions. The Vestry shall elect, but not necessarily from its membership, a Clerk and Treasurer.

Section 9. All employees of the Church shall serve at the discretion of the Rector.

Section 10. Authority and Duties of the Wardens. The Senior Warden is commonly known and referred to as the Rector's Warden and, as such, is the principal lay-leader of the Church. He or she gives advice and counsel to the Rector on matters of Church policy, has responsibility to act in the Rector's behalf in absence of the Rector or other clergy (consistent with Canon and diocesan law and policy), and has such other duties and responsibilities assigned and delegated by the Rector and/or the Vestry.

The Junior Warden is commonly known and referred to as the People's Warden, and as such is primarily responsible for the care and maintenance of the Church properties. He or she has such other duties and responsibilities assigned and delegated by the Rector and/or the Vestry.

Section 11. Commissions. The Vestry shall have a Finance Commission, a Properties and Insurance Commission, an Investment Commission, a Cemetery Commission and such other commissions as the Rector and/or the Vestry shall deem necessary to carry out and implement the affairs of the Parish.

The Finance Commission shall have the responsibility of preparing and submitting to the Vestry for approval a proposed annual Parish budget; of reviewing and monitoring the Parish

expenditures; of making periodic reports and recommendations to the Vestry, the Rector, and the Parish concerning financial policies and decisions; of implementing and carrying out the financial policies of the Vestry; and of undertaking such additional duties and functions deemed necessary by the Rector and/or the Vestry.

The Properties and Insurance Commission shall have the responsibility of supervising and maintaining the physical plant of the Parish; of ensuring that adequate insurance is maintained on Church facilities; of making reports and recommendations to the Vestry, the Rector, and the Parish concerning renovations, improvements, construction, and additions to the Church facilities; of carrying out and implementing the policy of the Parish and Vestry insofar as matters of Parish property are concerned; and of undertaking such other duties and functions deemed necessary by the Rector and/or the Vestry.

The Investment Commission shall have the responsibility of overseeing the investments of the Church; of carrying out and implementing the investment policy of the Parish and Vestry and of undertaking such duties and functions deemed related and necessary by the Rector and the Vestry. The Chair of the Investment Commission shall report to the Vestry, the Rector and the Parish regularly insofar as matters of the Church investments are concerned.

The Cemetery Commission shall have the responsibility of overseeing Christ Church Frederica Cemetery. The Vestry shall elect from its membership a Cemetery Commission to which the details in connection with the cemetery may be delegated. This Commission shall supervise the collection of the Cemetery Fund, furnishing the Vestry with full information concerning such, provided, however, the actual purchase and sale of securities by the said Cemetery Commission shall be made only by and upon the specific directions of the Vestry. The proceeds from the sale of lots in the cemetery and any other income derived from the cemetery, or through lot owners in the cemetery, or from gifts for the cemetery fund, shall be maintained in a fund separate from the other funds of the Church and may be invested as provided hereinafter. The income received from individual lot owners and from such cemetery fund shall be used for the care, preservation, upkeep, and beautification of the cemetery including salaries of employees who may be retained to carry out these purposes. The Cemetery Commission shall be authorized to use the income from such investment in accordance with these provisions. The Cemetery Commission shall make a report at each monthly meeting of the Vestry detailing receipts and expenditures and shall report at each Parish Meeting the status of the Fund.

Section 12. Vestry meetings shall be open to all parishioners to attend as observers. The Rector, however, with the approval of the Vestry, may close any meeting and call an Executive Session.

Article III

Election of the Vestry

Section 1. The election of Vestry members shall be completed at the Annual Parish meeting in accordance with **Section 3**, Election Procedure of this Article. There shall be no vote by proxy.

See **Article II, Section 2** for Vestry eligibility.

Section 2. Nominations. Not less than sixty days prior to the Annual Meeting of the Parish, the Rector, or Senior Warden in the Rector's absence, with the advice and consent of the Vestry, shall appoint a Nominating Committee and shall announce the members to the Parish. The Nominating Committee shall consist of the Rector (or Senior Warden in the Rector's absence) as an ex officio and non-voting member, as well as the Vestry persons whose terms of office expire at the next Annual Meeting. This Nominating Committee, in consultation with the Rector, shall name a slate of nominees. The number of nominees shall equal two (2) times the number of vacancies on the Vestry. The slate of nominees will be announced 30 days before the Annual Parish Meeting and will be posted on the bulletin board and published in the *Grapevine* and the church bulletin.

Nominations may be made by any communicant of the Parish deemed in good standing by the Vestry as defined in Article 2, Section II hereof, of a nominee who is also a member in good standing, as so defined. To allow a determination of eligibility by the Vestry, the potential nominee's name shall be submitted to the Vestry three (3) weeks in advance of the Annual Parish Meeting together with ten (10) seconding signatures of members who shall also be in good standing, as so defined. Potential nominees must agree to serve prior to nomination.

Section 3. Election Procedure. Voting will take place after the Saturday and Sunday services at St. Ignatius, on the Saturday and Sunday immediately prior to the Annual Parish Meeting, after each service on Sunday at Christ Church, Frederica on the Sunday immediately prior to the Annual Parish Meeting, and prior to and during the Annual Parish Meeting. All communicants in good standing are eligible to take part in the voting process. The Rector will appoint a Teller's Committee Chair and committee to oversee the election. Ballots will be placed in a ballot box and retained in the custody of the chair of the Teller's Committee until the designated time during the Annual Parish Meeting when the votes will be counted in the presence of the entire Teller's Committee. The final results will be announced at the end of the Annual Parish Meeting.

A current list of communicants in good standing will be posted on the bulletin board in the Parish Hall three (3) weeks prior to the Annual Meeting. All voting is to be in person by communicants in good standing, as so defined.

Section 4. Church Wardens. The Senior Warden shall be nominated by the Rector and elected by the Vestry at its first meeting following the Annual Parish meeting. The Junior Warden shall be nominated and elected by the Vestry at its first meeting following the Annual Parish meeting.

Section 5. Terms. The Church Wardens shall be elected for a term of one (1) year. Vestry members shall be elected for a term of three years and shall serve until their successors are elected and qualified.

After having served a full three-year term, a Vestry member shall not be eligible for re-election for a period of one year.

Section 6. Vacancies. Whenever any office of the Church Warden or Vestry member shall become vacant during the term of such office by reason of removal, resignation, death, or otherwise, the successor shall be elected by the Vestry to fill such vacancy for the remainder of the unexpired portion of the term. Whenever the office of either Warden shall become vacant during the term of such office for any such reasons, the successor shall be nominated and elected by the Vestry as set forth in Article II, Section 4, to fill such vacancy for the remainder of the unexpired portion of the term as described in Section 4 of this Article.

Section 7. Attendance. Any member of the Vestry who absents himself or herself from three regular meetings, consecutively, shall be considered to have tendered his/her resignation as a member of the Vestry, unless officially excused for such absences. Any member of the Vestry may attend the meeting by phone or other electronic means.

Section 8. Treasurer. The Vestry shall elect a Treasurer of the Church. It shall be his/her duty to receive, care for, and disburse the monies of the Church in accordance with the directions of the Vestry at its regular meetings. In addition, the Treasurer shall act as custodian of Securities. He/she shall furnish a surety bond at the expense of the Church, in the amount designated by the Vestry. The Treasurer shall make such reports to the Vestry and at such times as the Vestry may direct.

Section 9. Clerk. The Vestry shall elect a Clerk whose duty it will be to keep the Minutes of the Vestry meetings and perform such other duties as properly belong to his/her office.

Article IV

Annual and Special Meetings of the Parish

Section 1. An Annual Meeting of the Parish shall be held prior to January 31st of each year and the Rector shall preside at and call such meeting. Notice of the time and place of such annual meeting shall be given by mail, electronic mail and/ or published in the *Grapevine* and/or the bulletin in late December and again at least ten (10) days prior to the date set for the Annual Meeting and a bona fide attempt shall be made to mail and/or send electronically such announcements to all communicants in good standing who are over the age of sixteen (16).

Section 2. A special meeting of the Parish may be called at any time by the Rector, or in his absence, the Senior Warden, or in the absence of both, the Junior Warden, and that person shall call a special meeting at any time upon the request of a majority of the members of the Vestry. Notice of such special meeting shall be given by mail and/or electronic transmission to all communicants in good standing who have reached or exceeded the age of sixteen (16). Such notice shall be given at least one week before the time of such special meeting, and no business other than that specified in the notice shall be considered at any such meeting. No action taken

at any special meeting shall be valid unless approved by the majority of those members present at such meeting who are in good standing and who are over the age of sixteen (16).

Section 3. All communicants in good standing in the Parish and over the age of sixteen (16), shall be entitled to vote in any election by the Parish or on any other matter brought before the Parish at the annual or any special meeting.

Section 4. All voting is to be in person by communicants in good standing as so defined.

Article V

Seal

The Seal of the Church shall be in such form as the Vestry from time to time may determine, and if it is inconvenient to use such Seal at any time, the word “SEAL” enclosed in parentheses or scrawl shall be deemed to be the Seal of the Church. Affixed in the margin hereto is an impression of the Seal of the Church.

Article VI

At all meetings of the Parish or Vestry, the rules of parliamentary procedure as set out in the most recent edition of *Robert's Rules of Order* shall be followed, if requested by any voting attendee or so stated at the beginning of the meeting by the presiding member.

Article VII

Indemnification

Section 1. Authority to Indemnify. Under the circumstances prescribed in Sections 2 and 3 of this Article, the Church shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in behalf of the Church against such person) by reason of the fact that he or she is or was a Warden, Vestry member, clergy, employee, or agent of the Church or is or was serving at the request of the Church as an agent or employee of another organization, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by said person in connection with such action, suit, or proceeding if he or she acted in a manner reasonably believed to be in or not opposed to the best interest of the Church, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The determination 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 interest of the Church, and with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful.

Section 2. Mandatory Indemnification. To the extent that a Warden, Vestry member, member of the clergy, employee, or agent of the Church has been successful on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Section 1 of this Article, or in the defense of any claim, issues, or matter therein, such person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by such person in connection therewith.

Section 3. Determination of Indemnification.

(a) Except as provided in Section 2 of this Article and except as may be ordered by a Court, any indemnification under Section 1 of this Article shall be made by the Church only as authorized in a specific case upon a determination that indemnification of such Warden, Vestry member, member of the clergy, employee, or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 1. Such determination shall be made by the Vestry by a majority vote of a quorum consisting of those Vestry members who were not parties to such action, suit, or proceeding, or if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Vestry members so directs, by the firm of independent legal counsel then employed by the Church in a written opinion, or by an affirmative vote of the majority of the communicants of good standing over the age of sixteen (16) at any annual or special meeting of the Parish.

(b) Authorization of indemnification or determination of an obligation to indemnify and evaluation as to the reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible.

Section 4. Advance for Expenses. The Vestry shall pay for or reimburse the reasonable expenses incurred by a Warden, Vestry member, member of the clergy, employee, or agent of the Church who is a party to a proceeding in advance of final disposition of the proceeding if (i) he or she furnishes the Vestry written affirmation of his or her good faith belief that he or she has met the standard of conduct set forth in Section 1 of this Article VII, and (ii) he or she furnishes the Vestry a written undertaking, executed personally or on his or her behalf, to repay any advances if it is ultimately determined that he or she is not entitled to indemnification. The undertaking required by this section must be an unlimited general obligation but need not be secured and may be accepted without reference to financial ability to make repayment.

Section 5. Court-Ordered Indemnification and Advances for Expenses.

A Warden, Vestry member, member of the clergy, employee, or agent of the Church who is a party to a proceeding may apply for indemnification or advances for expenses to the court conducting the proceeding or to another court of competent jurisdiction.

Section 6. Insurance. The Corporation may purchase and maintain insurance on behalf of an individual who is or was a Warden, Vestry member, member of the clergy, employee, or agent of the Church against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a Warden, Vestry member, member of the clergy, employee, or

agent of the Church whether or not the Corporation would have power to indemnify him or her against the same liability under this Title 4.

Section 7. Continuation of Expenses. The indemnification and advancement of expenses provided by or granted pursuant to this Article VII shall continue as to a person who has ceased to be a Warden, Vestry member, member of the clergy, employee, or agent of the Church and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 8. Exclusivity. The indemnification and advancement of expenses provided by or granted pursuant to this Article VII shall not be deemed exclusive of any other rights, in respect of indemnification or otherwise, to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, resolution, agreement or contract either specifically or in general terms approved by the affirmative vote of a majority of the Vestry taken at a meeting the notice of which specified that such bylaw, resolution or agreement would be placed before the Vestry, as to action by a Warden, Vestry member, member of the clergy, employee, or agent of the Church; except that no such other rights, in respect to indemnification or otherwise, may be provided or granted to a Warden, Vestry member, member of the clergy, employee, or agent of the Church by the Vestry for liability for (i) any appropriation, in violation of his or her duties; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) any transaction from which the director derived an improper material tangible personal benefit.

Article VIII

Other Relevant Code Sections

Section 1. Conflict of Interest Procedures.

The provisions of Part 6 of Article 8, of the Georgia Nonprofit Corporation Code, currently in effect or as may be amended from time to time, relating to rules governing the procedures to be applied where a member of the Vestry or a Warden has a conflict of interest in a transaction involving the Church, is adopted by the Vestry by this reference as a bylaw of the Church.

Section 2. Required Records; Right of Inspection.

The provisions of Article 16 of the Georgia Nonprofit Corporation Code, currently in effect or as may be amended from time to time, relating to the records of the Church, is adopted by the Vestry by this reference, as a bylaw of the Church. The Vestry may adopt any needful rules or regulation necessary to implement these provisions.

Article IX

These bylaws may be amended wholly or in part, or new bylaws may be adopted, at any regular monthly meeting of the Vestry, provided there is first given at least fifteen (15) days notice by phone, mail or email, to each member of the Vestry of the intention to propose such amendment, which notice shall also contain the substance of the amendment to be proposed, and

such amendment shall be adopted by a two-thirds (2/3) favorable vote or eight (8) members of the Vestry, whichever is larger, at such meeting.

The approved amendment(s) or new bylaws will be submitted for final approval to the Parish at either a Special or Regular meeting of the Parish. Notice of such a meeting will be given to each communicant in good standing in writing, by phone, or by electronic mail at least fifteen (15) days before the meeting. Notice will also be posted on the Parish bulletin board.

Amendment(s) or new bylaws shall require the approval of a majority of the communicants in good standing over the age of sixteen (16) attending the Parish meeting. All voting is to be in person by communicants in good standing as so defined.

These bylaws have been adopted on this _____ day of _____, 2011 by at least two thirds 2/3 of the Vestry and a majority of the eligible voters in good standing who are over the age of sixteen (16) attending the Parish Meeting. These bylaws supersede any bylaws in effect prior to this date.

ADOPTED by the Vestry of Christ Church Frederica
Effective on the _____ day of _____ 2011.

APPROVED by the Parish of Christ Church Frederica
Effective on the _____ day of _____ 2011.

Senior Warden _____

Junior Warden _____