

**BY-LAWS OF ST. JOHN'S EPISCOPAL CHURCH,
CONCORD, PENNSYLVANIA**
Approved by the Vestry October 21, 1996
Amended by the Corporation September 16, 2001, November 20, 2004, and
October 19, 2008

**ARTICLE I - RELATIONSHIP OF THE CORPORATION TO THE PROTESTANT
EPISCOPAL CHURCH AND TO DIOCESAN AUTHORITY**

The purpose of this Church is the worship of God, the Holy Trinity. This Church acknowledges itself to be a member of, and to belong to, the Protestant Episcopal Church of the Diocese of Pennsylvania, and the Protestant Episcopal Church of the United States of America. As such it accedes to, recognizes and adopts the Constitution, Canons, Doctrines, Discipline and Worship of the Protestant Episcopal Church in the United States of America, and the Constitution and Canons of the Protestant Episcopal Church in the Diocese of Pennsylvania, and acknowledges their authority accordingly.

ARTICLE II - CORPORATION MEMBERSHIP AND VOTING QUALIFICATIONS

The members of the Corporation shall be baptized and confirmed persons who appear on the Register of this Church. A member is qualified to vote providing he or she is listed on this Register at least thirty days prior to such voting, is at least 17 years of age, and avers that he or she has contributed to this church during the current fiscal year.

ARTICLE III - MEETINGS OF THE CORPORATION

Section 1. Annual Meeting

The Annual Meeting of the Corporation and the annual election of members of the Vestry shall be held during the week beginning with the first Sunday in February, on a date determined by the Vestry not later than its November meeting. The time and place of the meeting and election shall be announced to the Congregation by the Rector or the Rector's Warden on the two Sundays preceding the meeting, and the Rector shall send a written notice of the Annual Meeting to each member of the Corporation entitled to vote, at least ten days prior to the meeting. If action to be taken by the members of the meeting includes alteration, amendment or repeal of the By-Laws, notice by announcement shall be given by the Rector or Rector's Warden on the three Sundays prior to the meeting.

Section 2. Order of Business

The order of business at the Annual Meeting presided over by the Rector, unless changed with the consent of the majority of members present, shall be:

1. Invocation
2. Minutes of Previous Meeting
3. Rector's Report
4. Rector's Warden's Report
5. Financial Report
6. Other Reports
7. Recognitions
8. Nominating Committee
 - Presentation of Nominees for Vestry
 - Election of Vestrypersons
 - Floor Nominations for Delegates to Deanery and Convention
9. Presentation of Current Year Budget
10. The Necrology
11. Closing Prayer

Section 3. Nominations for the Vestry

The Chair of the Vestry shall appoint no less than sixty days prior to the Annual Meeting a Nominating Committee, which shall be approved by the Vestry and consist of five members of the Corporation, two of whom shall be members of the Vestry. One member of the Committee shall be delegated as Chair.

The Committee must, at least thirty days prior to the Annual Meeting, submit in writing to the Secretary of the Vestry a list of qualified communicants who have indicated their willingness to serve, for the vacancies that will exist. Other nominations may be made by any five members of the Corporation if submitted to the Secretary of the Vestry not later than twenty one days prior to the Annual Meeting. No member may sign more than one such nomination. The number of nominees shall be at least as many as, but not limited to, the number of vacancies to be filled. The Committee may provide information about the nominees to the communicants prior to the Annual Meeting.

Section 4. Elections

The Nominating Committee shall choose from the following the appropriate method of electing new Vestry members during the Annual Meeting.

a.) Voice Vote for Slate of Nominees: If the slate contains a number of nominees equal to the number of vacancies, the Nominating Committee may choose to present the entire slate of nominees to the Corporation at the Annual Meeting. The Nominating Committee shall then ask for a voice vote of approval for the entire slate. If a majority for the entire slate is not obtained, the judges of election shall conduct a ballot. The Nominating Committee shall choose as Judges of Election three persons qualified to vote for members of the Vestry.

b.) Balloting for Individual Nominees: if the slate contains a number of nominees greater than the number of vacancies, the Nominating Committee shall choose as Judges of Election three persons qualified to vote for Vestry. The Judges of Election shall be appointed by the Rector if the Nominating Committee fails to appoint them for any reason.

The Judges of Election shall conduct the ballot, receiving votes only from persons who are present and qualified to vote. When all persons present have had opportunity to vote, the Judges shall declare the polls closed, proceed with the count, and announce to the meeting the results of the election. The nominees receiving the highest number of votes shall fill the existing vacancies. Unelected nominees, if any, may be considered alternate Vestry members, and shall be given preferential consideration for filling unscheduled vacancies during the year. The Rector shall notify each of the persons elected, and shall give each of them due notice of the next meeting of the Vestry.

c.) Special Election: In case of failure to hold an election on the day specified, or in the event that the elections are invalidated for any reason, the Vestry shall appoint another day within four weeks for holding such election. In the interim, those Vestrypersons whose office normally would have expired had the new members been elected, will hold office until the new nominees are validly elected.

Section 5. Special Meetings of the Corporation

Special meetings of the Corporation may be called by the Vestry or may be called at the written request of one-tenth of the members of the Corporation entitled to vote. At the special meetings no business shall be transacted other than that specified in the meeting notice. Notice of such meetings shall be given to members of the Corporation by announcement by the Rector and in the Sunday bulletin at each of the services on the two Sundays immediately preceding the proposed meeting. Such notice shall specify the subject matter under consideration, which shall be accepted at the discretion of the Chair of the Vestry.

Section 6. Quorum of the Corporation

At all regular or special meetings of the members of the Corporation, one-tenth of the members who are qualified to vote shall constitute a quorum.

Section 7. Absentee Voting

Any member of the Corporation who is qualified to vote may request an absentee ballot from the Secretary of the Corporation for the purpose of voting at any meeting of the Corporation. The request must be in writing and must include the reason the member cannot attend in person. Upon such proper request, the Secretary shall deliver a ballot to the member requesting it. The ballot shall be in a form acceptable to the Vestry. Absentee ballots shall be returned to the Secretary, who shall turn them in to the person(s) assigned to count votes at the meeting. A member voting by absentee ballot shall be considered to be present at the meeting. An absentee ballot must be delivered to the Secretary of the Vestry not later than noon of the day closest before the meeting of membership when the parish office is normally open.

ARTICLE IV - THE VESTRY

Section 1. Composition and Organization

The business of the Corporation shall be managed by a Board of Directors designated as "The Vestry" which shall consist of twelve persons, including the Rector and two Wardens. The two Wardens may be elected members of the Vestry or may be chosen from the membership at large by the Rector and the Vestry. One Warden shall be appointed by and shall serve at the pleasure of the Rector. The other Warden shall be appointed by and serve at the pleasure of the Vestry. Titles and duties of the two Wardens will be determined by the Rector with the concurrence of the Vestry.

Section 2. Eligibility for Membership

Members of the Vestry shall be selected from members of this Corporation who are at least eighteen years old in accordance with Pennsylvania State Law and Diocesan Canon.

Section 3. Term of Office

The term of office of the duly elected members of the Vestry shall be two years. A Vestry member may stand for re-election so long as he or she has not served more than five consecutive years in his or her current service as a Vestry member after which he or she shall not be eligible to serve again until one year shall have elapsed. Term of office shall begin immediately following election at the Annual Meeting. Term of office for Vestrypersons appointed to fill a vacancy shall begin immediately upon appointment. For the first election following the adoption of these bylaws the term of office of two electees shall be two years and one shall be one year.

Section 4. Vacancies

Should a vacancy occur by death, resignation or otherwise, the Vestry shall fill the vacancy by a majority vote of a quorum of the Vestry as soon as possible. The Vestry, by a quorum vote at a regular or special meeting, may declare vacant the office of any Vestryperson who shall have absented himself from two consecutive regular meetings or a total of three regular meetings during the year without an excuse acceptable to the Vestry.

Section 5. Election of a Rector

The Vestry shall be responsible for the nomination and election of a Rector, elected by the affirmative vote of at least seventy-five percent (75%) of the Vestrypersons who were elected by the Corporation. A similar vote is needed to elect any Assistant(s) to the Rector, who shall be approved by the Rector. The twelve elected members shall have the sole responsibility for fixing the compensation of the Rector and Assistant(s) to the Rector. The agreements between the Corporation and the Rector and Assistant(s) to the Rector shall be reduced to writing, signed by both parties, and both parties shall receive a copy.

Section 6. Vestry Chair

The Chair of the Vestry shall be the Rector, or in the Rector's absence, the Warden appointed by the Rector, or in the absence of the Warden appointed by the Rector, the Warden appointed by the Vestry. The Chair shall conduct meetings of the Vestry.

Section 7. Election of Other Officers

The Rector shall appoint a Secretary who shall keep correct minutes of the proceedings of each official meeting of the Vestry. The Secretary shall serve at the pleasure of the Rector. The minutes of each meeting shall be distributed to each Vestry member at least seven days prior to the next Vestry meeting and a copy thereof shall be posted in a conspicuous place in the Church or Parish Hall following ratification by the Vestry. The Secretary shall keep the minutes of the Annual Meeting and any special meetings of the Corporation.

The Vestry shall elect a Treasurer who shall be the Chief Financial Officer of the Corporation. The Treasurer shall serve at the pleasure of the Vestry.

The Vestry may elect other officers of the Corporation as it determines appropriate from time to time. Such officers shall serve at the pleasure of the Vestry.

Officers of the Corporation other than the Rector and the two Wardens are not members of the Vestry unless elected under the provisions of Sections 1 or 4 of Article IV.

Section 8. Meetings

The Vestry shall meet no less than ten times per year. Regular meetings of the Vestry shall be open to members of the Corporation and the Vestry shall publicize the annual schedule of meetings.

Section 9. Order of Business

The order of business at each regular Vestry meeting, unless altered by a majority vote, shall be as follows:

1. Opening Prayer
2. Secretary Report - including minutes of previous meeting
3. Financial Report
4. Nomination, election, appointment of officers or committees
5. Reports of Standing Committees and other Committees
6. Vestry elected Warden's Report
7. Rector's Warden's Report
8. Rector's Report
9. Unfinished Business
10. New Business
11. Adjournment/Closing Prayer

The Chair of the Vestry shall appoint Chairpersons for each of the Standing Committees and shall appoint Chairpersons for other committees, as necessary, subject to approval of the Vestry.

Section 10. Special Meetings of the Vestry

Special meetings of the Vestry may be called by the Rector for any purpose or by written request of three members of the Vestry, which written request shall specify the date, time, and place of the meeting. Upon receipt of such written request, the Rector shall give notice to all Vestry members. At such special meetings no business shall be transacted other than that specified in the meeting notice.

Section 11. Vestry Method of Voting

A quorum shall consist of a majority of the members of the Vestry. At any meeting of the Vestry where a quorum is present, any matter brought before the Vestry may be voted upon. The majority of members present shall be required for passage.

The Vestry shall establish its own procedures for voting.

Section 12. Standing Committees

Standing committees of the Vestry shall include, but are not limited to the following:

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|-----------|-------------|
| Education | Property |
| Finance | Stewardship |
| Mission | |

Additional standing committees may be established by the Vestry as needed in order to conduct ongoing business important to the parish. It is anticipated that over time some of the standing committees will require more Vestry attention than the others based on the current needs of the parish.

Section 13. Employees

The Vestry shall hire employees on terms and conditions deemed proper by the Vestry as necessary to carry out the purposes of the Corporation as set forth in the corporate By-Laws. The employees shall report to the Rector, and the Rector shall review with the Vestry employee performance against the position description at least bi-annually.

Section 14. Budget

The Vestry shall develop a proposed Budget for the current fiscal year and post it in a conspicuous place in the Church or the Parish Hall at least ten days prior to the Annual Meeting. At the Annual Meeting, the Vestry shall present a report that has been approved by the Vestry, which shall set forth the state of the Corporation's membership and finances, the income and expenditures for the previous twelve month period ending October, and a budget for the forthcoming calendar year. The budget need not be approved by the Corporation, as adoption and approval by the Vestry are sufficient.

Section 15. Election of Delegates

Members of the Corporation may nominate delegates to the Deanery, Diocesan and other Conventions from the floor during the Annual Meeting. Members may also nominate delegates during the remainder of the calendar year by giving the name to the Rector or Rector's Warden. The Vestry shall consider all nominees and elect the proper number of delegates and alternates, by majority vote, following the Annual Meeting.

Section 16. Limitation of Liability

To the fullest extent that the laws of the Commonwealth of Pennsylvania permit elimination or limitation of the liability of members of the Vestry, no member of the Vestry of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a member of the Vestry.

ARTICLE V - AMENDMENTS TO THE BY-LAWS

The By-Laws may be amended at any meeting of the Corporation where a quorum is present by two-thirds vote of the corporate members present. Notices of the proposed amendments shall be delivered to the Secretary of the Vestry at least twenty-one days prior to the meeting of the members. The Secretary shall mail a copy of the proposed amendments to each member with a notice of the meeting. Any amendments germane to the matter under consideration may be offered at the meeting.

ARTICLE VI - USE OF CHURCH PROPERTY

In addition to the right to use Church property for discharging the duties of the Rector's office, the Rector shall have the right to grant use of Church property to individuals or groups from outside the parish, and shall follow guidelines approved by the Vestry. All such individuals or groups that may be permitted to use Church property shall sign an agreement of responsibility designed by the Vestry and Rector.

ARTICLE VII - GIFTS TO THE CHURCH

All articles of every description given to the church or placed in, upon, or about the church building, whether as memorials or otherwise, shall become the absolute property of the Corporation, and subject to the exclusive control and disposition of the Vestry in all respects.

ARTICLE VIII - ST. JOHN'S PRE-SCHOOL

The purpose of the St. John's Pre-School is to provide pre-school education for the community. The school shall function as a Christian, nonprofit, non-denominational and non-discriminatory institution. The school shall operate with the approval of and under the authority of the Vestry through a duly qualified Board of Directors as set forth in the By-Laws of St. John's Pre-School. The Pre-School Board of Directors shall include the Rector, or nominee, and two representatives of the Vestry or their nominees.

ARTICLE IX - INDEMNIFICATION

Section 1. Right to Indemnification

Unless in a particular case indemnification would jeopardize the Corporation's tax exempt status under Section 501 (a) of the Internal Revenue Service Code (the "Code") or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, and except as prohibited by law, each member of the Vestry, member of the clergy, and officer of the Corporation shall be entitled as of right to be indemnified by the Corporation against expenses and any liability paid or incurred by such person in the defense of any action or proceeding (other than an action by the Corporation or in the right of the Corporation if approved by the Vestry) to which such person is a party by reason of being or having been a member of the Vestry, member of the clergy, or officer of the Corporation (any such action or proceeding, other than as aforesaid, hereinafter being referred to as an "Action").

Persons who are not members of the Vestry, members of the clergy, or officers of the Corporation may be similarly indemnified in respect of service to the Corporation to the extent the Vestry at any time designates any of such persons as entitled to the benefits of this Article IX.

As used in this Article IX, "indemnitee" shall include each member of the Vestry, each member of the clergy, and each officer of the Corporation and each other person designated by the Vestry as entitled to the benefits of this Article IX; "liability" shall include amounts of judgments, excise taxes, fines, penalties, and amounts paid in settlement; and "expenses" shall include fees and expenses of counsel incurred by the indemnitee only (i) if the Corporation has not at its expense assumed the defense of the Action on behalf of the indemnitee with reputable and experienced counsel selected by the Corporation, or (ii) if it shall have been determined pursuant to Section 3 hereof that the indemnitee was entitled to indemnification for expenses in respect of an action brought under that section.

Section 2. Right to Advancement of Expenses

Every indemnitee shall be entitled as of right to have his expenses in defending any Action paid in advance by the Corporation, as incurred, provided that the Corporation receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

Section 3. Right of Indemnitee to Initiate Action; Defenses

If a written claim under Section 1 or Section 2 of this Article is not paid in full by the Corporation, within thirty days after such claim has been received by the Corporation, the indemnitee may at any time thereafter initiate an action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such action.

The only defenses to an action to recover a claim for indemnification otherwise properly asserted under Section 1 shall be (i) that the indemnitee's conduct was such that under applicable law the Corporation is prohibited from indemnifying the indemnitee for the amount claimed, or (ii) that indemnification would jeopardize the Corporation's tax exempt status under Section 501 (a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, but the burden of proving any such defense shall be on the Corporation.

The only defense to an action to recover a claim for advancement of expenses otherwise properly asserted under Section 2 shall be that the indemnitee failed to provide the undertaking required by Section 2.

Section 4. Non-Exclusivity; Nature and Extent of Rights

The rights to indemnification and advancement of expenses provided for in this Article IX shall (i) not be deemed exclusive of any other rights to which any indemnitee may be entitled, (ii) be deemed to create contractual rights in favor of each indemnitee who served the Corporation at any time while this Article IX is in effect (and each such indemnitee shall be deemed to be so serving in reliance on the provisions of this Article IX), and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which he or she was entitled or was designated as entitled to indemnification under this Article IX and shall inure to the benefit of the heirs and legal representatives of each indemnitee.

Section 5. Insurance

St. John's shall purchase and provide insurance against personal liability for all members of the Vestry, members of the clergy, other directors and officers of the Corporation.

ARTICLE X - REGISTERS AND SEAL

Section 1. Register Kept by Rector

A register is to be kept in the custody of the Rector, in which shall be recorded by the Rector or other minister of the parish, a list of the parish Communicants, Marriages, Baptisms, Confirmations, Burials, letters of transfer and other pertinent data required by the Canons. This register shall belong to the Corporation as part of the Church records. Certificates from these records, under seal, when requested, shall be provided by the Rector or the Wardens.

The Rector and Rector's Warden shall prepare from this register a list of members qualified to vote for the election of members of Vestry and shall deliver the list to the Nominating Committee Chair or judges of election on or before the day of election.

Section 2. Register Kept by Chief Financial Officer

The Chief Financial Officer shall be responsible for keeping a register or record of names and contributions of all persons who contribute to the current expenses of the Corporation and shall also keep all accounts of the Corporation.

Section 3. Seal

A seal, having an inscription duly authorized by the Corporate Charter shall be the corporate seal of this Corporation. It shall be used when necessary in all acts requiring an official seal, and shall be attested by the Rector, a Warden, or the Secretary.

ARTICLE XI - ACCOUNTING PRACTICES

Section 1. Disbursements

The Chief Financial Officer shall have custody of and maintain the books of account of the Corporation, as designated by the Vestry. No money shall be paid out except upon direction of the Vestry and in such manner as the Vestry may prescribe. The Chief Financial Officer shall appoint, with the approval of the Vestry, at least five persons who are authorized to sign checks written on the bank accounts of the Corporation, any two of whom are required to sign each check or other form of payment. The Chief Financial Officer may not be one of the signers. The Chief Financial Officer or one of the signers may transfer funds between the accounts of the Corporation. With the written permission of the Rector and at least one Warden on a case by case basis, the Chief Financial Officer may initiate Electronic Funds Transfers. The salaries of the Rector, Sexton and other employees take priority over any other operating expenditures. All capital expenditures shall be approved by the Vestry. All endowment and memorial fund expenditures shall be approved by the Vestry.

Section 2. Income

The Chief Financial Officer shall account for all income to the Corporation, which the Chief Financial Officer or Chief Financial Officer's designate shall deposit in the financial institution designated by the Vestry, to the credit of St. John's Episcopal Church.

Section 3. Reports

The Chief Financial Officer shall keep full and accurate accounts of all monies received and disbursed. The Chief Financial Officer shall present a written report to the Vestry at each regular meeting and to the Corporation at the Annual Meeting. The Chief Financial Officer shall prepare all required Diocesan financial reports. The reports shall be in such detail and form as may be prescribed by the Vestry.

Section 4. Audits

The accounts of the Corporation shall be audited after the close of each year by a committee or reputable service appointed by the Vestry. Members of the Vestry shall not participate in the audit.

Section 5. Accounting Assistant(s)

The Chief Financial Officer may appoint one or more assistants to assist in the fulfillment of her/his duties. For the faithful performance of duties, the Chief Financial Officer and Assistant(s) shall secure a bond, paid by the Corporation, in such form and amount required by the Vestry.

Section 6. Financial Procedures

The Finance Committee Chair shall maintain financial procedures, which have been established by the Vestry.

ARTICLE XII - SEVERABILITY

The provisions of these By-Laws shall be deemed severable and in the event that any provision of the By-Laws is found to be in violation of the law of the Commonwealth of Pennsylvania, public policy of the Commonwealth of Pennsylvania or the Canons of any parent Church, only that portion that is in violation shall be deemed improper and the other portions of the By-Laws shall continue in full force and effect.