

EIGHTH AMENDED AND RESTATED BYLAWS OF
ST. CHAD'S EPISCOPAL CHURCH
A NEW MEXICO NONPROFIT CORPORATION
(A PARISH OF THE EPISCOPAL CHURCH. DIOCESE OF THE RIO GRANDE)

Article 1. GENERAL

1.1. General. These Bylaws are the Bylaws of St. Chad's Episcopal Church, a New Mexico non-profit corporation, for St. Chad's Parish in Albuquerque, New Mexico (the "Parish").

1.2. Authority. These Bylaws are adopted under the authority of the Constitution and Canons of both The Episcopal Church ("TEC") and the Episcopal Diocese of The Rio Grande (the "Diocese"), and under the authority of Law of the State of New Mexico.

1.3. Purpose and Powers.

1.3.1. Parish. The purpose of this Parish is to be a parish in New Mexico, of TEC and the Diocese. The powers are those of a parish as an integral subordinate unit and part of each.

1.3.2. Corporation. The purpose of this Corporation is to manage the affairs of and conduct the business of the Parish. The powers are those of a corporation organized for that purpose as an integral subordinate unit and part of TEC and the Diocese. This Corporation is incorporated as a convenience to assist in the conduct of the temporalities of the Parish while remaining subordinate to the Parish, and to stand as an agent of the Parish to hold title to property with power to manage and control the same in accordance with the interest of the Parish.

1.4. Powers, Limitations.

1.4.1. Canon Law. This Parish and this Corporation shall be subject to, conform to, and abide by the Constitution and Canons of TEC and the Diocese as they exist now and are amended in the future. Any action taken or bylaw adopted by this Parish or this Corporation is void to the extent that it is inconsistent with or in violation of the Constitution and Canons of either TEC or the Diocese.

1.4.2. Trust. All real and personal property held by or for the benefit of this Parish or this Corporation is irrevocably held in trust for TEC, the Diocese, and this Parish; however, the existence of this trust shall in no way limit the power and authority of this Parish or this Corporation otherwise existing over their respective property so long as this Parish and this Corporation remain a part of, and subject to, the Constitution and Canons of TEC and the Diocese.

1.4.3. Property. This Parish and this Corporation shall not acquire, encumber or alienate any real property they are authorized by civil or canon law to hold, manage, or

administer or any part thereof except as expressly permitted in Canon 6 of the Diocesan Canons.

1.5 Powers, Corporate. Corporate powers, business and property of this Corporation shall be exercised, conducted and controlled by the Rector, Wardens, and Vestry of this Parish, who collectively shall be deemed to be the Board of Directors for all purposes under the laws of the State of New Mexico.

1.6 Officers. The officers of the corporation will be:

1.6.1 President. The Rector of the Parish (the "Rector"), elected in the manner provided by the Canons and the Ecclesiastical Authority of the Diocese, will be the President of the Corporation. The President will be the principal officer of the Corporation, will, in general, supervise and control all the business of the Corporation, and will have such other duties as set forth in these Bylaws.

1.6.2 Treasurer. The Treasurer of the Parish shall be the Treasurer of the Corporation.

1.6.3. First Vice-President. The Senior Warden of the Parish (the "Senior Warden") will be the First Vice President of the Corporation.

1.6.4. Second Vice-President. The Junior Warden of the Parish (the "Junior Warden") will be the Second Vice-President of the Corporation.

Article 2. MEMBERSHIP

2.1. The admission, election, appointment, withdrawal, suspension, and expulsion of members of this Parish shall be governed and controlled by the respective Constitution and Canons of TEC and of the Diocese.

Article 3. THE RECTOR

3.1. The Rector, subject to the Bishop of the Diocese, shall have ultimate responsibility for all things pertaining to or affecting the spiritual interests of the Parish. It shall be the Rector's duty and right to give orders concerning public worship, together with all that pertains thereto.

3.2. The Rector shall at all times be entitled to the use and control of the Church and Parish buildings with their appurtenances and furnishings for purposes of the office and for the full and free discharge of all their functions and duties.

3.3. The Rector shall have general supervision of all Parish organizations. The Rector shall be an ex-officio member of each council, committee, and commission.

3.4. The Rector, or authorized designee, shall preside at all Parish or Vestry meetings with the right to vote, except that as the presiding officer of the Vestry or Parish Meeting, the Rector shall not have a casting vote in case of a tie. (A casting vote is an additional vote granted to a presiding officer to break a tie vote.)

3.5. Any other Minister of the Parish, by whatever name designated, is to be regarded as under the authority of the Rector.

3.6. The Rector shall supervise and control, subject to the direction of the Vestry, all officers, agents, and employees of the Parish.

3.7. The Rector shall participate in a mutual ministry review in collaboration with the Vestry and Diocese at regular intervals.

3.8. All powers and duties may be exercised and performed by the Rector as conferred or imposed upon the Rector in these Bylaws, or by law, or by the respective Constitution and Canons of TEC or the Diocese.

3.9. The Rector, or in the absence of a Rector, the Senior Warden of the Parish shall keep a suitable book to be known as the "Parish Register," in which shall be entered all records prescribed by the Constitution and Canons of the Diocese.

3.10. Should the Cure of St. Chad's become vacant, the Vestry will appoint a search committee of not more than five (5) members, with three (3) of those members being selected from the congregation at large, with a maximum of two (2) members of the Vestry represented on the committee. This committee will work in concert with the Bishop, giving due consideration to candidates proposed by the Bishop, to present a slate of not more than three candidates to the Vestry for the election of a new Rector. This process shall conform to the procedures stipulated by Diocesan Canons.

Article 4. THE VESTRY

4.1. Power and Authority

4.1.1. Subject to the provisions and limitations of the Diocesan Canons and any other applicable state laws, and subject to any limitations in the articles of incorporation or these Bylaws relating to action requiring approval by the members, and in accordance with the respective Constitution and Canons of TEC and the Diocese, the Vestry shall be and constitute the directors who, by the laws of the State of New Mexico, are empowered and authorized to manage the affairs and conduct the business of the Parish.

4.1.2. By virtue of their election as members of the Vestry, they shall become and be the directors of the Corporation.

4.1.3. Whether elected, chosen, convened, acting or referred to as a Vestry or otherwise, they shall always be deemed to be the same body and as acting in all capacities in which they may be authorized to act under statutory or canonical law or both.

4.2. Number And Composition

4.2.1. Members of the Vestry shall be Qualified lay Voters of the Parish pursuant to Diocesan Canon.

4.2.2. The Vestry shall consist of the regularly elected members (in a number divisible by 3), the Senior Warden if appointed from outside the Vestry, plus the Rector who shall be the presiding officer.

4.2.2.a. The number of regularly elected Vestry members shall be not fewer than 3 nor more than 15.

4.2.3. Changes to the number of Elected Vestry Members

4.2.3.a. Any proposed change in the number of elected Vestry members shall be announced by the person officiating at Sunday worship services at least sixty (60) days prior to the annual Parish meeting.

4.2.3.b. An increase or decrease in the number of regularly elected Vestry members shall be approved by a majority vote of the Parish at the annual Parish meeting.

4.2.4. Vestry members shall not be under suspension as communicants, but no suspended communicant who shall have appealed to the Bishop to remove such suspension shall be disqualified as a member of the Vestry until the Bishop has passed upon such an appeal and sustained the suspension.

4.2.5. All members of the Vestry, except the Rector, shall be lay persons.

4.2.6 Two or more members of the same immediate family may not serve concurrently on the Vestry without permission of the Bishop.

4.3. Terms and Method of Election

4.3.1. The term of each member of the Vestry shall be three years. Terms shall begin on the date of election by the Parish at the annual Parish meeting and shall end on a date when a successor is elected at the annual Parish meeting three years thereafter.

4.3.2. The terms of Vestry members shall be staggered so that at any annual Parish meeting only one third of the full-term elected seats on the Vestry shall be considered for

election. The seats that are considered for election shall be those of the Vestry members who have served for three years. One third of the remaining seats on the Vestry will be occupied by incumbents who have unexpired terms of two years remaining, and one third of the remaining seats on the Vestry will be occupied by incumbents who have unexpired terms of one year remaining.

4.3.3. When a member of the Vestry resigns, dies, is disqualified, or ceases to act for any reason, a replacement shall be appointed by a majority of the remaining members of the Vestry, and shall serve until the next annual Parish meeting. In the absence of Vestry members to act or in their failure to act, the appointment may be made by the Bishop. At the next annual Parish meeting the Parish electors shall elect a replacement Vestry member, who shall serve for the balance of the unexpired term of the vacancy.

4.3.4. If this Parish has thirty (30) or more Adult Communicants, a retiring Vestry member who has served a full three (3) year term shall not be eligible for election or appointment to the Vestry until one year after the expiration of the full term.

4.4 Meetings of the Vestry

4.4.1. The Rector or the Rector's designee shall preside at all Vestry meetings.

4.4.2. No meeting of the Vestry shall be valid unless either the Rector or a designee of the Rector is present.

4.4.3. Regular meetings of the Vestry shall be held at least 11 eleven (11) times per year at a regular time and place that it or the Rector shall set. A quorum for a meeting of the Vestry shall consist of a majority of all members thereof, all having been given due notice of the meeting, provided one of the quorum must be the Rector or a Warden.

4.4.4. All Vestry meetings will be open to any member of the Parish. The Vestry may go into closed sessions by a majority vote of the Vestry members present only to discuss sensitive or personnel matters or matters related to pending litigation. When making a motion for a closed session, the purpose for calling the closure must be stated with reasonable specificity. After the closed session, the Vestry must state for the record that the closed-door discussion was limited to only those topics specified in the motion for closure and must report out any decisions made related to those topics.

4.4.5. Special Meetings of the Vestry

4.4.5.1. Special meetings of the Vestry may be called at any time by the Rector or the Bishop. Notice shall be not less than 48 hours or more than 30 days before the meeting. Notice shall be given by first-class mail or by telephone, including a voice messaging system, or by electronic transmission by the Parish to each member of the Vestry. The notice shall list the time, place, and purpose of the meeting.

4.4.5.2. Electronic transmission by the Parish means a communication (a) delivered by (1) facsimile telecommunication (fax) or electronic mail (e-mail) when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the Parish, (2) posting on an electronic message board or network which the Parish has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof, or (3) other means of electronic communication, (b) to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

4.4.4.3. Notice of a meeting need not be given to a member who provided a waiver of notice or consent to holding the meeting or an approval of the minutes thereof in writing, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to that member. These waivers, consents and approvals shall be filed with the Parish records or made a part of the minutes of the meetings.

4.4.6. The decisions of the Vestry shall be by majority vote, provided a quorum is present, unless otherwise specified in these Bylaws, Standing Orders, or by statutory or Canon law. The Rector shall have the right to vote at all Vestry meetings; however, the presiding officer of the Vestry shall not have a casting vote in case of a tie.

4.4.7. Members of the Vestry may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission by and to the Parish. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this section constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Any votes by Vestry members via email in the course of an electronic meeting shall be ratified at the first subsequent in-person Vestry meeting. Participation in a meeting through use of electronic transmission by and to the Parish, other than conference telephone and electronic video screen communication pursuant to this section constitutes presence in person at that meeting, if both of the following apply:

4.4.7.1. Each member participating in the meeting can communicate with all of the other members concurrently.

4.4.7.2. Each member is provided the means of participating in all matters before the Vestry, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Vestry.

4.4.8. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members, if any action taken is approved by at

least a majority of the required quorum for that meeting, or a greater number as is required by statute, canon, the articles or these Bylaws.

4.5. Duties of the Vestry

4.5.1. The Vestry or the Senior Warden, at the annual Parish meeting, shall make a full written report of the condition of the parish in every aspect of ministry.

4.5.2. The Vestry shall participate in a mutual ministry review in collaboration with the Rector and Diocese at regular intervals.

4.5.3. The Vestry shall have responsibility for the business matters of the Parish, including providing, and keeping in good order, a house of worship and all the necessary furnishings and appointments of the same; providing all things necessary to the carrying on of the work of the Parish; and making payments of all Parish obligations, including the Fair Share and other obligations of the Parish.

4.6. A member of the Vestry may be removed subject to the provisions of Diocesan Canons.

Article 5. OFFICERS

5.1 SELECTION OF OFFICERS

5.1.1. The Rector shall call a meeting of the Vestry as soon as possible after the election at the annual Parish meeting to elect officers as required.

5.1.2. At this meeting the Rector shall appoint a Senior Warden from the Qualified Voters of the Parish (inclusive of the members of the Vestry); the appointed individual must be confirmed by receiving the affirmative vote, two-thirds (2/3), rounded down, of the members of the Vestry. In the event the Senior Warden is appointed from the Qualified Voters of the Parish outside of the Vestry, the Senior Warden shall become a full member of the Vestry, with all the associated rights and responsibilities.

5.1.3. The Junior Warden shall be elected annually from among the Vestry Members by the Vestry. The term of office of the Junior Warden shall not exceed three (3) years.

5.1.4. Both Wardens must be Qualified Voters of the Parish. The Wardens shall serve until the next annual Parish meeting.

5.1.5.1. The term of office of the Senior Warden may not exceed three consecutive years, and no person may serve as Senior Warden for more than six consecutive years

(provided, however, a term of a person serving in such role may be extended for one year, annually, with the permission of the Bishop and the concurrence of a majority of the remaining members of the Vestry).

5.1.5.2. The term of office of the Junior Warden may not exceed three consecutive years, (provided, however, a term of a person serving in such role and on the Vestry may be extended for one year, annually, with the permission of the Bishop and the concurrence of a majority of the remainder of the Vestry).

5.1.6. At the same meeting, the Vestry shall elect a Treasurer and a Clerk, who need not be members of the Vestry. The Treasurer shall by virtue of his/her election become Treasurer of this Corporation. The Treasurer and Clerk shall continue in office until their successors are elected. An Assistant Clerk and Assistant Treasurers may also be appointed.

5.1.7. For the purpose of continuity, outgoing Officers will continue in office until such time as the newly constituted Vestry meets.

5.2. Duties of Officers

5.2.1. WARDENS

5.2.1.1. It shall be the duty of the Wardens to supervise the care, protection, and maintenance of the Church and other buildings of the Parish, to see that they are kept in decent repair and to guard them against use prohibited by the Canons of the Church. They shall also see that all things needed for the orderly worship of God and for the proper administration of the sacraments are provided at the expense of this Parish and they shall discharge such other duties as may devolve upon them by provisions of the Canons of the Church.

5.2.1.2. Wardens shall perform all other duties that are assigned to them by the Vestry, the Rector and the Canons of the Convention of this Diocese.

5.2.1.3. The Senior Warden will be an ex officio member of all committees confirmed by the Vestry.

5.2.1.4. The Junior Warden will assume the duties of the Senior Warden in the absence of the latter and will assist the Senior Warden on request.

5.2.2. CLERK

5.2.2.1. The clerk shall be secretary of the Vestry and shall act as secretary of this Corporation and shall perform the duties required of such office as well as other duties as may be prescribed in these Bylaws.

5.2.2.2. It shall be the duty of the Clerk or their designee/assistant clerk to attend all meetings of the Vestry and of the Parish, to take minutes of their proceedings and, when such minutes have been approved, to enter and attest the same in the Minute Book of the Vestry and Parish; to act as Clerk of this Corporation and as such to attest to the public acts of the Vestry; to preserve the journals and record of this Parish; and to perform such other duties as may be lawfully assigned to the Clerk.

5.2.2.3. The Clerk shall keep and preserve in the Parish Office a printed copy of the current Constitution and Canons of the Diocese, the Manual of Business Methods in Church Affairs, as well as the Articles of Incorporation, and the Bylaws, and Policies and Procedures. These documents as a whole shall constitute and be known as the Book of Bylaws. In addition, the Book of Bylaws shall be open to inspection by the Parish Members during office hours, and a copy shall be present at all meetings of the Vestry.

5.2.2.4. The Clerk shall deliver into the hands of his or her successor all the books and papers relative to the affairs of the Parish that may be in the Clerk's possession.

5.2.3. TREASURER

5.2.3.1 The Treasurer shall perform the usual functions of such office as well as such other duties as may be prescribed in the Bylaws of this parish.

5.2.3.2. It shall be the duty of the Treasurer to receive and account for all moneys collected under authority of the Vestry. No money shall be disbursed except as authorized by a budget adopted by the Vestry or by other authority granted by the Vestry.

5.2.3.3. The Treasurer shall receive, invest, and disburse all moneys not required for immediate use, including but not limited to endowment funds, restricted funds, capital funds, and operating funds, subject to policies and procedures adopted by the Vestry to manage investments and the Manual of Business Methods in Church Affairs.

5.2.3.4. The Treasurer shall present a report to the Vestry at each regular meeting of the Vestry and to the Parish at the annual Parish meeting. The report shall be a full and accurate statement of all moneys received and paid during the year preceding.

5.2.3.5. Books of Accounts shall be kept so as to provide the basis for satisfactory accounting. Books of Accounts shall be open at all times to the inspection of the Rector, Interim Rector, Wardens, and Vestry Members.

5.2.3.6. All accounts shall be audited annually following the close of the calendar year as required by the policies and Canons of the Diocese of The Rio Grande by persons who are not members of the Vestry, or in any way connected with the subject matter of the account.

5.2.3.7. The Treasurer shall be subject to the direction of the Vestry in all matters pertaining to the duties of this office, and shall receive and answer all questions as to the state of the treasury.

5.3. REMOVAL

The Senior Warden or Junior Warden may be removed subject to the provisions of the Diocesan Canons, after notice to the Bishop and the person in question with some explanation of the alleged grounds for removal. The Clerk or the Treasurer may be removed, after notice to the person in question and some explanation of the alleged grounds for removal, by the affirmative vote of at least two-thirds (2/3) of the entire membership of the Vestry entitled to vote.

Article 6: FINANCIAL MATTERS

6.1 Control. All donations, bequests, pledges, and any other funds or property received for the Parish will be under control of the Vestry. Parish committees and organizations may have separate accounts only by authorization of the Vestry and any Parish committees or organizations with separate accounts must render an accounting to the Parish at the Annual Meeting.

6.2 Designated Gifts. When any donor or testator designates that a monetary gift or bequest to or for the benefit of the Parish is subject to any terms or conditions, then any such sum will be kept apart from the general fund. The Vestry will be responsible for selecting appropriate ways to administer these sums subject to the wishes of the donor or testator. Disbursement of any such sums will be by a resolution of the Vestry.

6.3 Budget. The Vestry will prepare an annual budget for the Parish each fiscal year. The budget will be received at the annual Parish meeting. The aggregate expenses will not exceed the aggregate revenues in any budget or amended budget of the Parish. The Vestry may from time to time amend the budget, as the Vestry determines necessary, but any amendment of the budget will require a resolution of the Vestry. The officers of the Parish may continue to pay the ordinary and necessary operating expenses of the Parish, which are duly approved by the Vestry, after the end of each fiscal year until the budget for the following fiscal year has been approved or received by the members of the Parish.

6.4 Loans and Contracts. No loans or contracts may be entered into, modified, amended, rescinded or terminated by the Corporation unless authorized by a resolution of the Vestry. The Rector and either the Senior Warden or the Junior Warden are authorized to sign on behalf of the Parish the documentation of any loan or any contract, and any modification, amendment, rescission or termination of any loan or contract, which is authorized by a resolution of the Vestry.

Article 7. COUNCILS, COMMITTEES AND COMMISSIONS

7.1. With the consent of and supervision of the Rector, the Vestry may establish or dissolve such Councils, Commissions, and Committees as it determines necessary or convenient to carry out the work of the Parish.

7.2. Standing Committees. On or before the last day of the first quarter of each year, the Rector, with the approval of the Vestry, will appoint the members of the following standing committees of the Vestry, each of which committees will have the duties set forth in these Bylaws and such other duties as may be assigned by the Vestry from time to time:

7.2.1. Nominating Committee. At least three (3) members of the Parish will be appointed to serve as the Nominating Committee which will determine and report to the Vestry the name of at least one (1) qualified candidate for each vacancy to be filled on the Vestry and for each of the positions of delegate and alternate to the Diocesan Convention. The Nominating Committee will submit a preliminary report at the November meeting of the Vestry, and a final report no later than the last Vestry meeting before the annual Parish meeting, of all candidates who have agreed to stand for election at the annual Parish meeting. At the Annual Meeting, the Nominating Committee will submit the names of the nominees. Additional qualified candidates either for the Vestry or for the positions of delegate or alternate to the Diocesan Convention may be nominated from the floor by any member present at the annual Parish meeting. All nominees will have agreed to stand for election before their names are reported to the Vestry and before they are nominated at the annual Parish meeting.

7.2.2. Audit Committee. At least two (2) qualified persons, who may or may not be members of the Parish, will be appointed to serve as the Audit Committee, which will perform the duties set forth in Section 5.2.3.6. of these Bylaws. Neither the current Treasurer or the Assistant Treasurers nor the Treasurer or Assistant Treasurers for the period being audited may be a member of the Audit Committee.

7.2.3. Bylaws and Policies Committee (BPC). At least three (3) members of the Parish will be appointed to serve as the Bylaws and Policies Committee. The Vestry will identify and assign matters for this committee to address on an "as needed" basis. The BPC will then draft recommendations to present before the Vestry. If the Vestry supports the proposed recommendations and they comply with all TEC and diocesan canons, the Vestry may choose to bring proposed revisions before the parish at the Annual Meeting to be voted on for adoption.

7.2.4. Removal. Any committee member appointed as set forth in Article 7 of these Bylaws may be removed from the committee, after notice to the committee member in question and some explanation of the alleged grounds for removal, by the affirmative vote of at least two-thirds (2/3) of the entire membership of the Vestry.

7.2.5 Chairpersons: The Rector, with the approval of the Vestry, will designate the chairperson of each committee of the Vestry unless otherwise provided by these bylaws.

Reports of committee proceedings will be shared from time to time with the Vestry, or upon the Vestry's request.

Article 8. PARISH RECORDS

8.1. Great care shall be taken to preserve church records. The Rector shall be the custodian of the Parish Register. Upon vacating the Cure, the Rector shall deposit the Register with the Senior Warden of the Parish, or the Office of the Bishop.

8.2. When a new Parish Register shall be begun, the old one shall be sent to the Diocesan Archives for safekeeping, unless the Parish has a place for safekeeping satisfactory to the Bishop.

8.3. The Parish Register as adopted by the General Convention shall be the standard for this Parish and every Rector shall make the proper entries in the Register of the Parish, as required by the Canons of the TEC.

Article 9. PARISH MEETINGS

9.1. Purpose. An annual Parish meeting shall be held annually for the election of members of the Vestry, Lay Delegates to Diocesan Convention, and Alternate Lay Delegates to Diocesan Convention, for the reception of reports, and for the transaction of other business which may legally and canonically come before the meeting.

9.2. Schedule. At a duly convened meeting held not later than the last Monday in December, the Vestry shall set the date and time of the annual Parish meeting, which shall be held on some convenient date and time between the first day of January and the last day of February in each year.

9.3. Notice. Notice of the annual Parish meeting shall be given during all services held on the two Sundays preceding such Parish meeting.

9.4. Presiding Officer. The Rector shall preside, with right to vote, at all Parish meetings. The officer presiding at a Parish meeting shall not have a casting vote in case of a tie.

9.5. Special Parish Meetings. A Special Parish Meeting may be held at any time on the written call of the Rector, the Bishop, two members of the Vestry, or twenty-five (25) percent of the Qualified Voters of the Parish. The written call shall set forth the date, time, and place of the special meeting and shall set forth the business which it is proposed to transact at such a meeting. Notice of the special meeting shall be given by reading aloud the written call of such special meeting during all services held on a Sunday on which all regular services are held in the Parish Church or upon such notice as the Vestry shall prescribe in advance of the special meeting. At the Special Meeting no business other than that set forth in the written call shall be in order.

9.6 Qualifications of Electors. At any Parish meeting those qualified to vote shall be Qualified Voters of the Parish as defined in Canon 1, Constitution and Canons of the Diocese.

9.7. Quorum. At any meeting of the Parish those present shall constitute a quorum for the transaction of business.

9.8. Method of Balloting. The election of the members of the Vestry and the delegates and alternates to the Diocesan Convention will be conducted in the manner prescribed by the Vestry, consistent with the Canons and these Bylaws. The candidates receiving the largest simple majority of the votes cast by members present and voting at the annual Parish meeting will be elected. If more than one ballot is required in order to obtain a simple majority of the votes cast to fill any position, then the candidate receiving the lowest number of votes will be eliminated from all subsequent ballots for that position. No person shall be permitted to vote by absentee or proxy ballot.

9.8.1. An appeal from the certified result of the election shall lie to the Bishop. In case of such appeal, the Bishop shall re-canvass the vote and ascertain and declare the result of the election. Her or his decision upon such appeal shall be final.

9.8.2. The number of Lay Delegates to Diocesan Convention and Alternate Lay Delegates to Diocesan Convention shall be determined in accordance with the Diocesan Canons and the Constitution of the Diocese of the Rio Grande. The Lay Delegates from this Parish shall be elected during the annual Parish meeting. The Parish shall also elect Alternate Delegates in the same manner as the Delegates. In the event Delegates are unable to serve, the Rector shall fill the vacancy, first from the Alternates, and if the Alternates are unable to serve, from adult communicants in good standing in this Parish.

Article 10: FISCAL YEAR

10.1. The fiscal year of the Corporation will begin on the 1st day of January and end on the 31st day of December in each year.

Article 11: INDEMNIFICATION OF DIRECTORS AND OFFICERS

11.1 Indemnification. The Corporation will indemnify any officer or director, and any former officer or director, of the Corporation (and any of their executors, administrators, personal or other legal representatives) to the full extent of the Corporation's power to do so under New Mexico law, including, without limitation, against (i) all reasonable expenses, costs and attorneys' fees actually and reasonably incurred by any director or officer in connection with the defense of any action, suit or proceeding, civil or criminal, in which any such person is made a party by reason of being or having been a director or officer of the Corporation, and (ii) any amounts paid to satisfy a judgment or to compromise or settle a claim. Despite the preceding provision, however, no director or officer of the Corporation will be indemnified if

the director or officer is adjudged to be liable on the basis that the director or officer has breached or failed to perform the duties of his or her office and the breach or failure to perform constitutes willful misconduct or recklessness.

11.2 Advance Indemnification. The Corporation may make advance indemnification of a director or officer for reasonable expenses to be incurred in connection with the defense of any action, suit or proceeding covered by Section 11.1, provided (i) any such advance indemnification is approved by the affirmative vote of a majority of the directors of the Corporation, and (ii) the director or officer must reimburse the Corporation for any amounts so paid if it is subsequently determined that the director or officer was not entitled to indemnification.

11.3 In Addition to Other Rights. The right of a director or officer to indemnification as set forth above will be in addition to any indemnification expressly recognized as within corporate powers pursuant to any provision of New Mexico law now in force or as the law may be subsequently amended or to which such officer or director may be entitled under any other provision of law, agreement, vote of the members of the Corporation, or otherwise; and such right will extend and apply to the estates of deceased directors or officers.

Article 12: INTERESTED PARTIES / Conflict of Interest

12.1. Any member of the Vestry or staff of St Chad's who has a financial interest directly or indirectly, through business, investment, or family in a substantive matter coming before the Vestry shall be considered an Interested Party and has a duty to disclose any actual or potential conflict of interest to the rest of the Vestry and Rector before any action on the substantive matter of business is decided. After exercising due diligence, the Vestry may decide by majority vote of the non-interested members that a more advantageous transaction or arrangement is not attainable from another source without a conflict of interest, and that it is in St Chad's best interest to proceed with the subject matter. (No transaction of the Corporation will be affected because a director or officer of the Corporation is interested in the transaction so long as such transactions are conducted at arm's length and in good faith and are not violations of the proscriptions in the Articles of Incorporation against affording pecuniary benefit to the members. Such interested persons will be counted for quorum purposes and may vote when the Corporation considers the transaction.) Such interested persons will not be liable to the Corporation for the person's profits, or the Corporation's losses from the transaction.

Article 13: DISSOLUTION

13.1. Dissolution of the Parish and the Corporation shall be controlled by the Diocesan Canons, the Constitution and Canons of TEC, and the Articles of Incorporation.

Article 14. CONSTRUCTION

14.1. The provisions of these Bylaws shall be construed to be consistent with the respective Constitution and Canons of TEC and the Diocese, or the laws of the State of New Mexico governing the Diocese. Capitalized terms which are found in Definitions, Canon 1, Constitution and Canons of the Episcopal Diocese of the Rio Grande carry the definitions contained in that Canon.

Article 15. RULES OF ORDER

15.1. Robert's Rules of Order, Revised, (current edition) shall be the authority in deciding questions of order and procedure, except when the respective Constitution and Canons of the TEC and the Diocese, or these Bylaws are otherwise applicable.

Article 16. AMENDMENTS

16.1. These Bylaws may be amended, changed, or new bylaws may be adopted by a majority vote of the Vestry provided a quorum is present and ratified by a two-thirds (2/3) vote of Qualified Voters of the Parish present and voting at an annual Parish meeting or any Special Meeting of the Parish; nevertheless, inasmuch as this Parish and Corporation, having been organized to further the aims and objectives of the Christian religion as expressly practiced by TEC and the Diocese, are subject to, must conform to, and abide by the respective Constitution and Canons thereof as they exist now and are amended in the future, any action taken or Bylaw adopted by this Parish or Corporation is void to the extent that is inconsistent with or in violation of these Constitutions and Canons..

16.2. Effective Date; Approval. Upon adoption by the Vestry by a majority vote provided a quorum is present and a two-thirds (2/3) vote of the Qualified voters of the Parish present and voting at an annual Parish meeting or any Special Meeting of the Parish, these Bylaws and any amendments thereto shall be sent to the Bishop for review for conformity to the Canons by the Bishop and the respective State's Chancellor. Upon approval as to conformity by the Bishop and Chancellor, these Bylaws and any amendments thereto enacted and shall take effect immediately.

CERTIFICATES OF ADOPTION

KNOW ALL PEOPLE BY THESE PRESENTS: That we, the undersigned, being the Rector, Senior Warden, Junior Warden, and Members of the Vestry of St. Chad's Parish of Albuquerque, New Mexico, hereby certify that the foregoing Bylaws were duly adopted at a regular meeting of the Vestry held on the ____ day of ___, 20__ and by the Parish at an annual Parish meeting held on _____ 20__.

IN WITNESS THEREOF, we have subscribed our names as follow.

Date: ___, 20__ _____

Date: ___, 20__ _____

Date: ___, 20__ _____

Date: ___, 20__ _____

Date: ___, 20__ _____

Date: ___, 20__ _____

Date: ___, 20__ _____

Date: ___, 20__ _____

Date: ___, 20__ _____

Date: ___, 20__ _____

I certify that I am the duly elected and acting Clerk of _____, a New Mexico corporation, and that the Bylaws, consisting of ____ pages, are the Bylaws of this corporation as adopted by its Board of Directors on _____, and as ratified by a majority of Qualified Voters of the Parish present and voting at ☐ an annual Parish meeting or ☐ a Special Meeting of the Parish held on _____ 20__, and that the Bylaws have not been amended or modified since that date.

Executed on ___, 20__ at _____, New Mexico, _____.

Clerk

APPROVED:

BISHOP

DATE: _____

Chancellor

Date: _____

Revised 01/14/2024