(Draft/5)

BY-LAWS

OF

GRACE CHURCH, CHARLESTON

Grace Church, Charleston (the Parish”) is a non-profit religious corporation organized and existing under the laws of South Carolina, that was incorporated by an Act of the General Assembly of the State of South Carolina on December 1, 1846, and it is a duly registered corporation in good standing in the office of the Secretary of State of South Carolina.

Grace Church, Charleston is organized and operates as a parish of The Episcopal Church in the United States of America (“The Episcopal Church”) in Charleston, South Carolina, and it accedes to the authority of the Constitution and Canons of The Episcopal Church. It is also a parish within the Diocese of South Carolina; and it also accedes to the Constitution and Canons of the Diocese of South Carolina to the extent that such Constitution and Canons do not conflict with any provision of the Constitution and Canons of The Episcopal Church.

ARTICLE I

ANNUAL MEETING

Section 1. Time of Annual Meeting.

The Rector of the Parish shall give notice to the members of the Parish of an Annual Meeting to be held on the second Monday of January in each year, or on some other day to be appointed, but always with notice, in writing or electronically, of at least two weeks to members of the Parish.

Section 2. Conduct of the Annual Meeting.

The Rector of the Parish shall preside at the Annual Meeting or, in the absence of the Rector, one of the Wardens shall preside; and the presiding officer shall appoint a secretary and a parliamentarian for the Meeting.

The Wardens and Vestry shall propose an agenda for the Annual Meeting, and the meeting shall be conducted accordingly; provided however that the agenda may be amended by those members voting at the Meeting. The Annual Meeting of the Parish may otherwise conduct any other business and take any action on matters that are properly before it.

The Vestry shall present an annual report of its actions and activities during the preceding year.

The members voting at the Annual meeting shall elect delegates to represent the Parish at the next scheduled Convention of the Diocese who shall serve in such capacity until the next Annual Meeting of the Parish.

ARTICLE II

GOVERNANCE

THE VESTRY

Section 1. Responsibilities.

The Vestry shall be responsible for all the temporal affairs of the Parish and shall act as the board of directors of the corporation.

Section 2. Qualifications.

To be eligible for election, Wardens and members of the Vestry shall be communicants in good standing of the Parish and of The Episcopal Church (Canon I.17.2-3), in the case of a Warden shall have attained the age of 21 years and, in the case of a member of the Vestry, shall have attained the age of 18 years.

Section 3. Composition and Election.

The Rector of the Parish shall be a member of the Vestry and shall preside at all meetings of the Vestry. In the absence of the Rector, one of the Wardens shall preside at any meetings of the Vestry.

The Vestry shall be composed of two Wardens and at least three members but no more than fifteen members, one third of whom shall be elected for a term of three years at each Annual Meeting of the Parish.

One Warden shall be elected for a term of two years at each Annual Meeting of the Parish.

One third of the number comprising the Vestry, or a number as near thereto as possible, shall be elected at each Annual Meeting of the Parish to serve terms of three years.

A Warden or a member of the Vestry shall not be eligible for election to another term until the next Annual Meeting of the Parish after the expiration of the term to which such Warden or member was elected; however, a member of the Vestry whose term has expired may be elected as a Warden.

The election of Wardens and members of the Vestry shall always be by ballot; and a majority of votes cast shall be necessary for election.

In the event a vacancy occurs during the term of a Warden or of a member of the Vestry, the Vestry shall elect someone to fill the unexpired term for such vacancy, and such person so elected shall be eligible for election to a full term of two years in the case of a Warden, or to a full term of three years in the case of a member of the Vestry at the end of the unexpired term to which such person was elected.

Section 4. Meetings.

The Vestry shall meet monthly and at any other time as necessary upon reasonable notice to the members. Special meetings of the Vestry may be called by the Rector or upon the request of 1/3 (one third) of the members of the Vestry.

ARTICLE III

THE RECTOR

The Rector or any duly appointed Priest-in-Charge of the Parish shall have full authority and responsibility for the conduct of worship and the spiritual jurisdiction of the Parish as required and defined by Canon III.9.5 of the Canons of The Episcopal Church.

ARTICLE IV

OFFICERS AND COMMITTEES

Section 1.

The Rector shall be Chief Executive Officer of the Parish; and shall be elected, appointed, and serve in accordance with and under the authority of the Canons of the Diocese of South Carolina and of The Episcopal Church. The Rector shall, in consultation with the Vestry, hire a staff necessary to administer the affairs of the Parish.

Section 2. Secretary.

The Vestry shall elect a Secretary from among its members to maintain the records of the Parish.

Section 3. Treasurer.

The Vestry shall appoint a Treasurer who shall be a communicant of the Parish and a member of the Vestry *ex officio*. The Treasurer shall be responsible for collection and safekeeping of all revenues of the Parish, and shall, with the assistance of the administrative staff of the Parish, keep records of all financial transactions and make regular reports of the financial condition of the Parish to the Vestry and at the Annual Meeting of the Parish.

Section 4. Chancellor.

The Vestry may, upon nomination by the Rector, appoint a Chancellor to advise it and the Rector on legal matters involving the interpretation of secular of canonical law. A Chancellor so appointed shall serve at the pleasure of the Rector.

Section 5. Other Officers.

The Vestry may appoint any other officers it deems necessary for the administration of the business and wellbeing of the Parish.

Section 6. Committees.

The Vestry has the authority to appoint from among its members any standing committees or committees for a special purpose that it deems necessary to advance the temporal and spiritual work of the Parish, and it shall define the purpose and scope of the responsibilities of any such committee so appointed including a requirement that regular reports of the work of the committee be made to the Vestry.

The Vestry also has the authority to appoint *ad hoc* committees comprising members of the Parish who are not members of the Vestry for the same purposes and with the same responsibilities as committees appointed under the foregoing authority of this By-Law. In such case, the any non-Vestry member of an *ad hoc* committee shall not have the authority to act as a member of the Vestry.

ARTICLE V

RULES OF ORDER

The conduct of the parliamentary business of the Parish shall be governed by the provisions of *Robert’s Rules of Order*, 11th edition, or any subsequent edition thereof unless such rules are inconsistent with any parliamentary requirements of the Constitution and Canons of the Diocese of South Carolina or of The Episcopal Church, in which case the latter will prevail.

ARTICLE VI

ADOPTION AND AMENDMENT OF BY-LAWS

Section 1. Adoption.

These By-Laws will become effective as the governing document of Grace Church, Charleston upon their adoption by a vote of two thirds of those voting at an Annual Meeting of the Parish, and shall remain in effect until revoked or amended in accordance with these By-Laws.

Section 2.

These By-Laws may be revoked in whole or in part or amended by a vote of two thirds of those voting at any Annual Meeting of the Parish, provided that members of the Parish be given no less than two weeks notice in writing of any proposal to revoke or amend the By-Laws or any provision thereof.

THESE BY-LAWS WERE DULY ADOPTED BY THE MEMBERS VOTING AT AN

ANNUAL MEETING OF GRACE CHURCH, CHARLESTON ON JANUARY\_\_\_\_\_, 2013.

ATTEST:

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Rector

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Secretary