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BY-LAWS

OF

HOLY SPIRIT PARISH

ARTICLE I

MEMBERSHIP

SECTION 1. The members of the corporation, ~~from time to time~~, shall be all communicants of this church, ~~duly~~-enrolled on the records of the Parish, and all ~~duly~~-baptized persons ~~of upright character~~ of the age of sixteen (16) years, who are regular worshippers in the church, and who contribute regularly for the maintenance of its worship.

SECTION 2. Each ~~qualified~~-member shall be entitled to vote on all matters ~~properly~~-brought before annual and special meetings of the ~~parish-corporation~~ if personally present at such meetings.

SECTION 3. For the purposes of these by-laws, corporation is understood to mean parish and vice-versa.

ARTICLE II

PARISH MEETINGS

MEETINGS OF THE CORPORATION

SECTION 1. The annual meeting of the ~~parish corporation~~ shall be held at the parish hall of the church in January of each year. At such meeting, the ~~qualified~~ members present shall elect the Vestry members to replace those whose terms have expired and shall transact all other business as may ~~properly~~ come before the meeting.

SECTION 2. Special meetings of the Parish, for any purpose, may be called by a resolution of the Vestry, and shall be called on the written request of at least fifty (50) ~~qualified~~ members of the Parish. At such meetings, the members present shall transact such business as necessary to address the purpose for which the meeting is called.

SECTION 3. Notice shall be given for annual and special meetings of the Parish by publication thereof in the usual Parish News Bulletin, or the Sunday Church Bulletin, and shall be given at least seven (7) days before the date of such meeting.

~~SECTION 4. Fifty (50) qualified members of the parish shall constitute a quorum at any annual or special meeting.~~

ARTICLE III

VESTRY

SECTION 1. The affairs of the Parish shall be conducted by a Vestry consisting of not less than three (3) nor more than twelve(12) members, a Treasurer, a Rector (if there be one) and an assistant (if there be one). The terms of office of the Vestry members shall be three (3) years, and they shall be elected at the annual Parish meeting so that the terms of office of one third of the ~~at least four (4)~~ Vestry members shall expire each year. Those elected shall hold office until their successors are elected.

SECTION 2. No Vestry member who has been elected at an annual meeting shall, after the expiration of a term ~~for which he was elected~~ be eligible for re-election as a Vestry member until one year after the expiration of that term. ~~For which he was elected.~~

SECTION 3. Any member of the ~~parish corporation as defined in these by laws~~ shall be eligible to be a Vestry member.

ARTICLE IV

OFFICERS

SECTION 1. The Rector shall be ~~ex-officio~~ a member of the Vestry and the presiding officer thereof with the right to vote. An Assistant to the Treasurer may be selected by the Vestry. The Assistant shall perform all the duties and obligations of the Treasurer in the absence of the Treasurer.

SECTION 2. ~~From the duly elected Vestry members~~ one Vestry member shall be designated as Senior Warden and one shall be designated as Junior Warden. The Senior Warden shall

be nominated by the Rector and elected by the Vestry. The Junior Warden shall be nominated by the Vestry and elected by the Vestry.

SECTION 3. At all meetings of the Vestry, the Rector shall preside; if there be a vacancy in the office of the Rector, or the Rector be absent from the meeting, the Senior Warden or in case of ~~his~~ absence, the Junior Warden shall preside. If all three (3) of the above officers be absent, the Vestry shall elect a presiding officer for the purposes of the meeting.

SECTION 4. The Vestry, at its first meeting following the annual meeting of the Parish, shall reorganize itself and shall elect its Senior Warden and Junior Warden ~~as above provided~~ and in addition thereto, shall elect one of its members to be its Clerk. The Clerk of the Vestry shall keep an accurate record of the proceedings of the Vestry; shall conduct all correspondence on behalf of the Vestry; shall preserve all letters, documents, and other papers entrusted to ~~his care~~ the care of the clerk and shall turn over to ~~his~~ the successor in office all books, letters, and other papers ~~rightfully and legally~~ belonging to the Parish. ~~The Secretary shall be custodian of the Corporate Seal and shall affix the same to all official documents and attest such act by his signature.~~

SECTION 5. The Vestry shall, at its first meeting following the annual meeting of the Parish, ~~choose by ballot~~ elect a Treasurer of the Parish. The Treasurer of the Parish need not be a member of the Vestry, and if not an ~~duly~~ elected Vestry member, shall attend all of its meetings and be entitled to both voice and vote in the meeting, (as of 3/9/76). ~~It shall be the duty of~~ The Treasurer shall prepare and report on the condition of the finances of the Parish at each Vestry meeting; ~~to~~ shall prepare and present a yearly report and accounting at the annual meeting of the Parish; ~~to~~ shall pay all bills for items

specified in the Parish budget, and other bills authorized by the Vestry; and turn over to ~~his~~the successor in office all Parish books, ledgers, accounts, other documents and securities belonging to the Parish.

ARTICLE V

VESTRY MEETINGS

SECTION 1. Regular meetings of the Vestry shall be held immediately following the annual meeting of the Parish and eleven times a year ~~on the second Tuesday of each month as~~ set by the Vestry.

SECTION 2. Special meetings of the Vestry may be held at such time as the Rector or any two members of the Vestry may desire after three (3) days notice to all members.

~~SECTION 3. A majority of the voting members of the Vestry shall constitute a quorum for the transaction of business of the Vestry.~~

~~SECTION 4. The presidents or elected representatives of any organized groups within Holy Spirit Parish (or any individual member of Holy Spirit Parish) shall be entitled to attend meetings of the Vestry and shall be entitled to a voice in the affairs of the Vestry but shall have no vote.~~

SECTION 3. Robert's Rules of Order shall be used at all meetings. All meetings will be open unless the Vestry requires an executive session ~~for personnel or other sensitive matters~~ for matters concerning employees, the negotiation of contracts or the right of privacy exceeding the public right to know.

SECTION 4. Electronic means may be used by the Vestry to notify and vote. The Vestry may meet by teleconference or videoconference. All persons must be allowed to participate; to hear each other at the same time and if using a video conference to see and hear each other at the same time.

ARTICLE VI

VACANCIES

SECTION 1. The members of the Vestry at any regular or special meeting of the Vestry may fill vacancies occurring in the Vestry for the unexpired term of a resigned or deceased member.

SECTION 2. Members of the Vestry shall be present at all meetings. Two (2) absences in a row without good cause , or more than three(3) absences during one year without good cause shall automatically result in loss of membership. Good cause shall be judged be members of the Vestry.

ARTICLE VII

LEGAL FUNCTIONS AND POWERS OF THE VESTRY

SECTION 1. The Vestry shall be the agent and legal representative of the Parish in all matters concerning the relation of the Parish to its clergy. The Vestry shall generally exercise all powers that may be exercised and performed by the Corporation under the Statutes, Articles of Incorporation, and the By-Laws of the Parish. In addition, and not by way of

limitation, the Vestry is authorized and empowered, without further approval of the members of the ~~parish corporation~~ to buy or acquire property for the ~~parish corporation~~, and to sell, convey, exchange, lease, mortgage, encumber, invest or reinvest, transfer upon trust, or otherwise dispose of any property, real or personal, of the ~~parish corporation~~, and to borrow money, contract debts and obligations, issue notes and secure the same in the name and on behalf of the ~~parish corporation~~, subject to the limitations of the Canons and Constitution of the Diocese of Montana. All of the foregoing may be accomplished by the Vestry acting through the Rector, Senior Warden and Junior Warden as authorized and as representatives of the Vestry and ~~parish corporation~~.

~~ARTICLE VIII~~

~~COMMITTEES~~

~~SECTION 1. The Vestry shall organize itself into such committees as it shall deem necessary for the regular and proper conduct of the business of the Parish.~~

ARTICLE VIII

RULES AND DISCIPLINE

Section 1. These By-Laws shall be subject to and supplemented by the Rules and Discipline of the Protestant Episcopal Church of the United States, and of the Protestant Episcopal Church of the Diocese of Montana, and anything in

these By-Laws in conflict therewith shall be superseded thereby.

ARTICLE IX

ADOPTION AND AMENDMENT

Section 1. These By-Laws may be altered, amended or repealed at any regular or special meeting of the members of the ~~parish~~ corporation by a vote of two-thirds (2/3) of the members present at such a meeting. Proposed changes to the By-Laws must be published and made available to the Parish at large at least 2 weeks prior to the regular or special meeting.

Section 2. These By-Laws may be altered, amended or repealed at any regular or special meeting of the members of the Vestry by a vote of two-thirds (2/3) of the members then present provided, however, that all proposed changes in the By-Laws shall first be reduced to writing and presented at a regular Vestry meeting and provided to the Parish at large for comment, and shall not be acted upon until the next regular or special Vestry meeting held thereafter.