



Christ Church Cathedral

Nashville, Tennessee

BYLAWS

As approved and adopted by the Vestry

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BYLAWS

of

Wardens and Vestrymen of Christ Church, at Nashville, Tennessee

Preamble and Introduction

A. The Wardens and Vestrymen of Christ Church, at Nashville, Tennessee (the “Corporation”) was established as a body politic and corporate by the Legislative Acts of 1858, Chapter 132, of the State of Tennessee (the “Act”).

B. In the exercise of the powers conferred under Sections 6 and 9 of the Act, the Wardens and Vestrymen approved a resolution adopting the following Bylaws for the purpose of formalizing management of the Corporation’s operations and activities.

C. These Bylaws authorize the Corporation to acknowledge its status as the Cathedral Church of the Diocese of Tennessee by use of the name “Christ Church Cathedral” so long as the Cathedral Church Agreement, as may be amended from time to time, between The Convention of the Protestant Episcopal Church in the Diocese of Tennessee (the “Diocese of Tennessee”) and the Corporation remains in place.

D. These Bylaws authorize the Corporation to appoint a Registered Agent for the service of legal notices and to register such appointment with the Secretary of State for the State of Tennessee.

E. These Bylaws also authorized the Corporation register and maintain the name “Christ Church Cathedral” with the Secretary of State for the State of Tennessee as an assumed name and designation for the Corporation for so long as the Cathedral Church Agreement between the Diocese of Tennessee and the Corporation remains in place.

Article I: The Corporation

Section 1.01. Corporation’s Principal Office. The location of the principal office of the Corporation shall be 900 Broadway, Nashville, Tennessee 37203.

Section 1.02. Board of Directors. The Vestry Members shall serve as the directors of the Corporation.

Section 1.03. Corporate Officers. The Senior Warden shall be the president of the Corporation and the Clerk of the Vestry shall be the secretary of the Corporation. The Vestry may, from time to time, appoint such other officers of the Corporation as it may deem advisable; provided, however, that the same person may not serve as both president and secretary.

Section 1.04. Secular Contracts and Business Transactions. The Corporation’s secular contracts and temporal business transactions shall be made and conducted using its corporate name.

Section 1.05. Cathedral Status. The Corporation is authorized to acknowledge its status as the Cathedral Church of the Diocese of Tennessee by use of the name “Christ Church Cathedral” so long as the Cathedral Church Agreement, as may be amended from time to time, between the Diocese of

Tennessee and the Corporation remains in place. Subject to Section 1.04, the Corporation is hereby authorized to register and maintain the name “Christ Church Cathedral” with the Secretary of State for the State of Tennessee as an assumed name and alternative designation for the Corporation for so long as such Cathedral Church Agreement remains in place.

Section 1.06. Applicable Canon Law; Definitions; the Parish. The business and activities of the Corporation (referred to hereafter as the “Parish”) shall be conducted in accordance with applicable provisions of the Constitution and Canons of the Diocese of Tennessee (the “Diocesan Canons”) and the Canons of the Protestant Episcopal Church in the United States of America (the “General Canons”). The Protestant Episcopal Church in the United States of America is referred to hereafter as “The Episcopal Church.” Capitalized terms used in these Bylaws but not defined herein shall have the meanings prescribed in the Diocesan Canons. In the event of any conflict between the provisions of the these Bylaws and the Diocesan Canons or the General Canons, the Canons shall prevail

Article II: Members

Section 2.01. Persons Who Are Members. Each person who is a Communicant in Good Standing of the Episcopal Church (as defined in Title I, Canon 17, of the General Canons) and whose membership is registered with the Parish shall be a member of the Parish, whether such person has been admitted to that status by the Clergy of the Parish or has transferred as a communicant from another parish.

Section 2.02. Members Eligible to Vote. Each member who is an adult Communicant in Good Standing in the Parish (as defined in Title I, Canon 17, of the General Canons) shall be entitled to one (1) vote on each matter submitted to a vote of members.

Article III: Meetings of Members

Section 3.01. Location of Meetings. Meetings of the members shall be held within Davidson County, Tennessee, at the location specified in the notice of the meeting.

Section 3.02. Annual Meeting. There shall be an annual meeting of members (hereinafter referred to as the “Annual Parish Meeting”) which shall be held each year on a Sunday during January or during the preceding calendar quarter at the date and time to be determined by the Vestry. At the Annual Parish Meeting the members shall elect members of the Vestry by secret written ballot and may transact such other business properly before the meeting. The Annual Parish Meeting may be recessed, to resume at a time certain, in order to allow transaction of business which cannot be completed during the initial session of the Annual Parish Meeting. The Rector or one of the Wardens shall chair the Annual Parish Meeting and all special meetings of the Parish.

Section 3.03. Special Meetings. Special meetings of the members may be called upon at least two (2) weeks’ written notice given to the members eligible to vote by the Rector or Wardens. Special meetings of the members shall also be called by the Rector, Wardens or Clerk upon the request of a majority of the Vestry or as otherwise required by Diocesan Canons or General Canons.

Section 3.04. List of Members Eligible to Vote. At least ten (10) days before each meeting of members, a complete alphabetical list of the names and addresses of members entitled to vote at the meeting of members shall be prepared by the officer or agent of the Parish having charge of the list of members. Such list shall be kept on file at the registered office of the Parish and shall be subject to

inspection by any member during usual business hours for a period of ten (10) calendar days prior to such meeting. Such list shall also be produced and kept open for inspection by any member during the entire time that members are permitted to vote.

Section 3.05. Notice of Meetings. Notice of date and time for the Annual Parish Meeting and for each special meeting shall be given by public announcement at the regularly scheduled liturgies of the Parish at least two (2) weeks prior to the date set for such meeting. A written or printed notice stating the place, day, date and hour of any meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be included in the Sunday liturgy service bulletins of the Parish not less than fourteen (14) nor more than sixty (60) days before the date of the meeting. The mailing or emailing of meeting notices to members is not required.

Section 3.06. Quorum; Voting Quorum. There shall be no minimum number of members required to be present at a meeting of members in order to constitute a quorum; provided, however, the participation of at least ten percent (10%) of the members entitled to vote is required for the conduct of any election of Vestry Members or other business of the Parish that requires approval of the members.

Section 3.07. Voting; Proxies; Absentee Voting. Each adult Communicant in Good Standing of the Parish shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the members. Voting by proxy is prohibited. The Vestry may allow absentee voting; provided, however, that the absentee voting procedures shall have been approved in writing by the Bishop and the Chancellor for the Diocese of Tennessee.

Section 3.08. Determining Voting Members.

(a) For the purpose of determining members entitled to notice of, or vote at, any meeting of the members or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the Vestry may fix a date, in advance, as the record date for closing the membership transfer records and determination of the adult Communicants in Good Standing of the Parish, provided that such date shall not be more than sixty (60) nor less than ten (10) days immediately prior to the date on which the particular action requiring the record date is to take place.

(b) If the membership transfer records are not closed and no record date is fixed by the Vestry for the determination of members entitled to notice of, or to vote at, a meeting of members, the record date for determination of members shall be thirty (30) days prior to the date of the meeting date, as stated in the initial notice given for the meeting.

(c) When a determination of members entitled to vote at any meeting of members has been made, as provided in this Section, such determination shall apply to any adjournment thereof, except where the determination has been made through the closing of membership transfer books and the stated period of closing has expired.

Section 3.09. Agenda Items. The creation and management of the agenda shall be the responsibility of the Rector and Wardens. Items typically included on the agenda of business to be transacted at the Annual Parish Meeting are the election of one-third (1/3) of the members of the Vestry; reports of the Rector and/or other clergy; reports of the Senior Warden and/or Junior Warden; report by the Treasurer, or the Treasurer's designee, regarding the annual budget for the Parish and the state of the Parish's finances; and special presentations or other business approved and scheduled by the Rector and Wardens.

Section 3.10. Rules of Procedure. Except to the extent inconsistent with the Act, the Diocesan Canons, the General Canons or the Bylaws, the Annual Parish Meeting and any special meeting of members shall be conducted in accordance with Roberts Rules of Order or such other rules and policies as may, from time to time, be adopted by the Vestry.

Article IV: Vestry

Section 4.01. Powers. (a) In accordance with Diocesan Canons and General Canons, the financial affairs and secular activities of the Parish shall be managed by its Vestry.

(b) The Vestry may also exercise all such powers of the Parish and do all such lawful acts and things as are not prohibited by the Act, Diocesan Canons, General Canons or these Bylaws.

(c) It shall be the duty of the Vestry to take charge of the property of the Parish and its endowments; to regulate all of the Parish's business, temporal and financial concerns; in accordance with Diocesan Canons, to elect and call a Rector and to provide for his or her support; to provide for paying all canonical assessments on the Parish; to attend to the accurate preparation and filing of such reports and audits as may be required from time to time by the Diocese of Tennessee; and, in general, to act as helpers to the Rector in whatever ways are appropriate to lay persons in the furtherance of the Gospel, it being understood always that the spiritual concerns of the Parish are under the exclusive direction of the Rector, subject to the Ecclesiastical Authority and the Diocesan Canons.

Section 4.02. Number, Term and Election.

(a) The Vestry shall be elected from among the Parish's Communicants in Good Standing who are at least eighteen (18) years of age and shall consist of fifteen (15) persons. Subject to Section 3.06, and except as provided in Section 4.04, one-third (1/3) of the Vestry Members shall be elected by secret written ballot by a plurality of the votes cast by the voting members at each Annual Parish meeting for individual terms of three (3) years, commencing upon the installation of the newly constituted Vestry following the Annual Parish Meeting or until their successors shall be duly elected, qualified and installed. Typical plurality voting procedures and requirements for casting valid ballots shall apply to the election of Vestry Members.

(b) Alternate methods for election of Vestry Members may be used subject to the approval of the Bishop and the Chancellor.

(c) The number of Vestry Members may be increased or decreased in accordance with applicable provisions of the Diocesan and General Canons and the Act.

Section 4.03. Eligibility. In accordance with Canon 15 of the Diocesan Canons, any Communicant in Good Standing in the Parish and not less than eighteen (18) years of age before the election takes place is eligible for election as a Vestry Member. No person after serving three (3) consecutive years as a Vestry Member shall be eligible to serve again until two (2) years after expiration of his or her period of service; provided, however, this ineligibility may be waived by the Bishop upon request prior to the Annual Parish Meeting. The spouse or partner of a Vestry Member is ineligible for nomination and election to the Vestry during the Vestry Member's term of service and continuing for the year following the expiration of the of the Vestry Member's period of service.

Section 4.04. Vacancies. In the event of any vacancy on the Vestry caused by the death, resignation, disqualification or removal of a Vestry Member, such vacancy shall be filled

upon vote of the majority of the remaining Vestry Members, by another eligible member to serve until the next Annual Parish Meeting or until his or her successor is elected and qualified. Persons elected at the next Annual Parish Meeting to fill such vacancies shall serve for the remainder of the term to which he or she is elected or until his or her successor is elected and qualified.

Section 4.05. Removal. Any Vestry Member who is absent from regular meetings of the Vestry for a continuing period of three (3) months without valid excuse is subject to removal by a majority vote of remaining Vestry Members. Vacancies due to removal shall be filled as provided in Section 4.04.

Section 4.06. Appointment of Officers; Meetings of the Vestry.

(a) Annually, the Vestry shall elect a Senior Warden and a Junior Warden out of its own body. The Senior Warden shall serve as the Parish's corporate president and the Junior Warden shall serve as the Parish's corporate vice president. The Senior Warden and the Junior Warden, as corporate officers of the Parish, are each authorized to execute contracts, deeds and other documents on behalf of the Parish in connection with the Parish's secular contracts and business transactions. The Vestry shall also elect a Clerk, a chief financial officer (the "Treasurer") and such other corporate officers of the Parish as it may deem appropriate and the Parish's delegates to the Diocesan Convention, all of whom shall be Communicants in Good Standing of the Parish but need not be Vestry Members. The Clerk shall also serve as the corporate secretary of the Parish. The persons serving as Wardens, Clerk, Treasurer and other officers of the Parish shall serve at the pleasure of the Vestry and may be removed from such offices at any time, without cause, by majority vote of the Vestry.

(b) The Rector is an ex-officio member of the Vestry and the Rector, or such other member of the Vestry designated by the Rector, shall preside at meetings of the Vestry. In the event of a vacancy in the position of Rector or in the absence of both the Rector and the Rector's designee, the Senior Warden or a Vestry Member designated by the Senior Warden shall preside at meetings of the Vestry.

(c) Regular and special meetings of the Vestry may be held at any place within Davidson County, Tennessee; provided, however, Vestry retreats may be held at any place within the Diocese of Tennessee.

(d) The Vestry shall set the time and place of its regular meetings, which shall not be less frequently than quarterly. Notice of regular meetings of the Vestry shall be given to each Vestry Member in writing or orally, including notice given by email and telephonic voice message, in reliance upon the contact information for each Vestry Member then-of-record with the Clerk, at least three (3) days before the date of the meeting.

(e) Special meetings of the Vestry may be called by the Rector or Senior Warden, or, in the absence of both, by the Junior Warden or, if requested by at least three (3) Vestry Members, by the Clerk. Written or oral notice of the time and place of special meetings of the Vestry shall be given to each Vestry Member at least three (3) days before the date of the special meeting.

(f) At all meetings of the Vestry a majority of the Vestry Members then in office shall be necessary and sufficient to constitute a quorum for the conduct of the affairs of the Parish. If authorized by Diocesan Canons, meetings of the Vestry may be held in person or telephonically, in whole or in part. The act of a majority of the Vestry Members present or participating at any meeting at which there is a quorum shall be the act of the Vestry, except as may be otherwise specifically provided by the Act or the Bylaws. If a quorum shall not be present at any meeting of the Vestry, those Vestry Members

then-present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

(g) Except to the extent inconsistent with the Act or the Bylaws, all regular and special meetings of the Vestry, or any committee thereof, shall be conducted in accordance with Roberts Rules of Order or such other rules as may, from time to time, be adopted by the Vestry.

Section 4.07. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Vestry, or of any committee thereof, may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of Vestry Members or committee members, as the case may be, as would be necessary to take the action at a meeting at which all of the Vestry Members or committee members, as the case may be, were present in person and voted. Actions taken by written consent must be evidenced by one (1) or more written consents (including separate faxed or electronic copies of signed counterparts) describing the action taken. Actions taken by written consent shall be included in the Parish minutes and filed with the Parish records reflecting the action taken.

Section 4.08. Ex-Officio Vestry Members. The Rector of the Parish is an ex-officio member of the Vestry, with seat and voice, but without vote on any questions before the Vestry. The Treasurer of the Parish and the Clerk of the Parish, if such offices are not held by elected Vestry Members, shall be ex-officio, non-voting members of the Vestry, who shall receive notice of all meetings of the Vestry. From time to time, the Vestry may create and terminate other positions as ex-officio, non-voting, members of the Vestry.

Section 4.09. Minutes. The Clerk or the Clerk's designee shall keep minutes of all meetings, actions and resolutions of the Vestry and cause the same to be filed in the business records of the Parish. The Vestry may appoint a Vestry Member as secretary *pro tem* to take minutes at any Vestry meeting when the Clerk or the Clerk's designee is not in attendance. Minutes shall be available for review by members of the Parish.

Article V: Committees

Section 5.01. Nominating Committee. Annually, the Vestry, Rector and Senior Warden shall appoint a Nominating Committee which shall consist of: two (2) Vestry Members whose term is expiring, selected by the Vestry; two (2) members of the Parish who are eligible to vote, selected by the Rector; and one (1) member of the Parish who is eligible to vote, selected by the Senior Warden; provided, however, in the event of a vacancy in the position of Rector, the Junior Warden shall select two (2) members of the Parish who are eligible to vote. The duties of the Nominating Committee shall be to solicit recommendations from the entire Parish and present a slate of at least two (2) nominees for replacement of each Vestry Member to be elected at the next Annual Parish Meeting. Prior to presentation of the slate, the Nominating Committee shall confirm the eligibility of each proposed nominee and then personally contact each of the proposed nominees to determine his or her willingness to serve, if elected.

Section 5.02. Finance Committee. Annually, the Vestry may, by resolution passed by a majority of the Vestry, designate and appoint a Finance Committee consisting of the Rector, the Senior Warden, the Junior Warden, the Treasurer and such other Communicants in Good Standing in the Parish as the Vestry might approve upon recommendation of the Rector and Wardens. The Treasurer shall serve as chair of the Finance Committee. The duties of the Finance Committee shall be to advise and assist the Vestry and the Rector in the performance of their duties with respect to the oversight and management of

the assets and finances of the Parish and the temporal business and financial concerns of the Parish and in the preparation and submission of such reports and audits as may be required from time to time by the Diocese of Tennessee. The Treasurer, or the Treasurer's designee, shall submit a report of actions taken to the Vestry after each meeting of the Finance Committee. At each regular meeting of the Vestry, the Treasurer, or the Treasurer's designee, shall report to the Vestry on the state of the Parish's assets, finances and temporal business and the status of upcoming reports and audits.

Section 5.03. Program, Special and Ad Hoc Committees. The Rector, with the advice and consent of the Vestry, may, from time to time, designate and appoint such other committees as the Rector may deem necessary for the purposes of the Parish. Each such committee shall have the name, membership, duties and responsibilities designated by the Rector, and approved by the Vestry, and shall be comprised of Communicants in Good Standing in the Parish, none of whom need be Vestry Members, except where otherwise directed by the Vestry. The establishment of such committees and the selection of their chairpersons shall be reflected in the minutes of the Vestry. Each committee established pursuant to this provision shall report to the Rector or to the Rector's designee and, upon request, to the Vestry. Unless reauthorized by the Vestry, each such committee shall terminate and dissolve upon the earlier of its termination date specified by the Vestry or three (3) years following its establishment.

Section 5.04. Reports to Vestry. All committees of the Parish shall report to and meet with the Vestry as may be requested from time to time by the Vestry.

Article VI: Notices

Section 6.01. Notice. Whenever, under the provisions of applicable state statutes, the Act, the Bylaws or the General or Diocesan Canons, written notice is required to be given to any Vestry Member or member of the Parish, it shall not be construed to require personal delivery, but such written notice may be given by publication or by mail, email, telegraph, telecopy or fax addressed to such Vestry Member or member at such addresses as appear on the books of the Parish, and such notice shall be deemed to be given at the time when sent or dispatched.

Section 6.02. Waiver of Notice. Whenever any notice is required to be given under the provisions of applicable statutes, the Act, the Bylaws or the General or Diocesan Canons, a written waiver thereof signed by the person or persons entitled to said notice, whether signed before or after the time stated therein, shall be deemed equivalent thereto.

Article VII: Further Duties and Responsibilities

Section 7.01. Rector.

(a) In accordance with Diocesan Canons and General Canons, the Rector shall be in charge of and have oversight of the spiritual life, worship services and religious purposes of the Parish and shall, at all times, be entitled to the use and control of the Parish's buildings with the appurtenances and furniture thereof.

(b) The Rector shall be ex-officio chair of all guilds and societies engaged in Church work. Said guilds and societies shall exist at the Rector's pleasure and their work shall be under the Rector's direction and advice.

(c) The Rector may call one or more assistant ministers or curates in accordance with applicable provisions of the Diocesan Canons and General Canons.

Section 7.02. Wardens. It shall be the duty of the Wardens to see that the Parish buildings and property are kept in good repair and that when used for temporal purposes such temporal use is in keeping with the mission and ministry of the Parish. In the event of a vacancy in the position of Rector or in the absence of both the Rector and the Rector's designee, the Senior Warden or a Vestry Member designated by the Senior Warden shall preside at meetings of the Parish and keep the Church open for worship services at the stated times of worship.

Section 7.03. Clerk.

(a) Annually, the Vestry shall elect an adult Communicant in Good Standing in the Parish to serve as Clerk. The Clerk need not be an elected Vestry Member and, if not an elected Vestry Member, the Clerk shall be an ex-officio, non-voting member of the Vestry. The person serving as Clerk may be appointed and reappointed for an unlimited number of successive terms; provided, however, at all times the Clerk shall serve subject to and at the pleasure of the Vestry and may be removed from office without cause and replaced at any time by majority vote of the Vestry.

(b) The Clerk, or the Clerk's designee, shall attend all meetings of the Vestry and shall maintain minutes for all meetings of the Parish and of the Vestry in the business records of the Parish. The Clerk, or the Clerk's designee, shall perform like duties for the Executive Committee and for such other committees as the Vestry may designate from time to time.

(c) The Clerk shall give, or cause to be given, notices of regular and special meetings of the Vestry; the Annual Parish Meeting and special meetings of the members.

(d) In the event that the Vestry authorizes and adopts a corporate seal for the conduct of the Parish's business, the Clerk shall be responsible for the safekeeping and custody of such seal and, when authorized by the Vestry, shall affix the same to any instrument requiring the seal, and when the seal is so affixed, it shall be attested by the signature of the Clerk or such other corporate officer as may be authorized by the Vestry, which attesting signature may be a facsimile.

(e) In general, the Clerk shall perform all duties incident to the office of corporate secretary for the Parish and such other duties as may, from time to time, be prescribed by or assigned to the Clerk by the Vestry, the Rector or the Senior Warden.

Section 7.04. Treasurer.

(a) Annually, the Vestry shall appoint an adult Communicant in Good Standing in the Parish to serve as Treasurer; provided, however, such appointed shall be subject to compliance with the bonding requirements in Canon 23, Section 2, of the Diocesan Canons. The Treasurer need not be an elected Vestry Member and, if not an elected Vestry Member, the Treasurer shall be an ex-officio, non-voting member of the Vestry. The person serving as Treasurer may be appointed and reappointed for an unlimited number of successive terms; provided, however, at all times the Treasurer shall serve subject to and at the pleasure of the Vestry and may be removed from office without cause and replaced at any time by majority vote of the Vestry

(b) The Treasurer shall be responsible for: oversight of all funds and financial assets of the Parish, including all securities owned by the Parish; keeping a full and accurate account of receipts and disbursements in the books and records belonging to the Parish; the deposit of monies and other

financial assets in the name of and to the credit of the Parish in such depositories as may be designated by the Vestry; and assisting in the preparation and monitoring of the Parish's operating and capital budgets.

(c) The Treasurer shall oversee the disbursement and accounting of the Parish's funds as may be authorized and shall be responsible for presenting to the Vestry at its regular meetings, and otherwise when requested by the Vestry, an account of all Parish financial transactions and of the financial condition of the Parish. The Treasurer shall also cooperate and fully assist independent auditors appointed by the Vestry in the conduct of audits or reviews of the Parish's operations or financial affairs.

(d) In the performance of his or her duties, the Treasurer may rely upon the person or persons employed or engaged by the Parish to provide bookkeeping, accounting and administrative services. Subject to the approval of the Rector and the Vestry, the Treasurer may delegate various duties to the person or persons employed or engaged by the Parish to provide bookkeeping services.

(e) In general, the Treasurer shall faithfully perform all duties incident to the office of Treasurer and such other duties as may, from time to time, be assigned to him or her by the Vestry or by the Senior Warden.

Section 7.05. Assistant Clerks; Assistant Treasurers; Funds Custodian.

(a) From time to time, the Vestry may elect or appoint one (1) or more Assistant Clerks and one (1) or more Assistant Treasurers, who need not be Vestry Members; provided, however, such appointments shall not qualify or serve as ex-officio appointments to any committee or governing body of the Parish. Each person appointed to serve as an Assistant Clerk or Assistant Treasurer shall serve subject to and at the pleasure of the Vestry and the Vestry may terminate such appointment, without cause, at any time.

(b) Each person appointed to serve as an Assistant Treasurer or appointed to serve as a non-depository custodian of funds or property belonging to the Parish shall also qualify for appointment as provided in Section 7.04 and Canon 23, Section 2, of the Diocesan Canons.

Article VIII: [reserved]

Article IX: General Provisions

Section 9.01. Endorsement of Securities. Subject always to the specific instructions of the Vestry, any security or securities owned by the Parish may be endorsed for sale or transferred in the name of the Treasurer or Senior Warden.

Section 9.02. Voting of Securities Owned by Parish. Subject always to the specific instructions of the Vestry, any security or securities owned by the Parish may be voted at any stockholders' meeting of such other corporation by the Treasurer or Senior Warden. Whenever in the judgment of the Treasurer or Senior Warden, it shall be desirable for the Parish to execute a proxy or give a shareholder's consent with respect to any security or securities issued by any other corporation and owned by the Parish, such proxy or consent shall be executed in the name of the Parish by the Treasurer or Senior Warden and shall be attested by the Clerk of the Parish, under the corporate seal (if applicable), without necessity of any authorization of the Vestry. Any person or persons designated in the manner stated above as the proxy or proxies of the Parish shall have full right, power and authority to vote the

security or securities issued by such other corporation and owned by the Parish, the same manner as such security or securities might be voted by the Parish.

Section 9.03. Business Methods. The following standard business methods shall be observed by the Rector, the Vestry, the Senior Warden, the Junior Warden, the Clerk, the Treasurer, and all others engaged in management of the business and financial affairs of the Parish:

(a) All funds, including trust and permanent funds and all securities of whatsoever kind, shall be deposited in one or more accounts maintained in the name of the Parish with: (i) a federal or state chartered bank, trust company or brokerage with a business office located within Davidson County, Tennessee; (ii) the Episcopal Endowment Corporation; or, (iii) another financial institution or agency approved in writing by the Diocese of Tennessee. Trust and permanent funds shall be held for the benefit of the Parish under a written trust, deed of trust or agency agreement, excepting such funds and securities as may be refused by authorized depositories named as being too small for acceptance.

(b) All persons with signatory authority to withdraw, disburse, transfer, or sell the Parish's funds or securities shall be approved by the Vestry.

(c) Third-party treasurers and funds custodians, other than banking institutions and the Episcopal Endowment Corporation, shall be adequately bonded or insured.

(d) Books of accounts of the Parish's funds, assets and financial transactions shall be made available for satisfactory accounting.

(e) In accordance with applicable Diocesan Canons (including Canon 23) and other applicable rules and regulations of the Diocese of Tennessee, all Parish accounts shall be audited or reviewed annually by an independent Certified Public Accountant or independent Licensed Public Accountant (who shall not be the Treasurer, an Assistant Treasurer or a Vestry Member) or by such audit committee as shall be approved pursuant to Diocesan Canons.

(f) The Treasurer shall have primary responsibility for timely preparation and filing of the Parish's annual reports, reviews and audits of all financial accounts with the Diocese of Tennessee in accordance with the Diocesan Canons, including Canon 23, Section 1. The Treasurer is likewise responsible for preparing financial reports for presentation at the Annual Parish Meeting.

(g) All Parish buildings and their contents shall be kept adequately insured.

Section 9.04. Policies and Procedures Manual. The Vestry shall, with the assistance of the Treasurer and the Finance Committee, maintain a Policy and Procedures Manual which shall set forth all of the financial policies and procedures to be followed by employees of the Parish in the performance of their duties. The Vestry may amend the Policy and Procedures Manual from time to time.

Section 9.05. Seal. A corporate seal is not required. In the event the Vestry authorizes and adopts a corporate seal, such seal shall have inscribed thereon the name of the Parish and the words "Corporate Seal." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise upon such documents as may be prescribed by the Vestry.

Section 9.06. Fiscal Year. The fiscal year of the Parish shall be the calendar year.

Section 9.07. Use of Church Building. The dedicated or consecrated Church and Chapel of the Parish may be opened only for liturgies, rites and ceremonies, or other purposes at the discretion of the Rector, subject only to the Bishop.

Section 9.08. Limitation of Powers. The purpose and powers of the Parish shall be specifically limited by the following provisions:

(a) The Parish is organized as a not-for-profit corporation and does not contemplate pecuniary gain or profit to its members. The Parish shall be operated and maintained for religious, non-profit purposes.

(b) No part of the net earnings of the Parish shall inure to the benefit of or be distributable to any Vestry Member or officer of the Parish, or a private individual (except that reasonable compensation may be paid for services rendered to or for the Parish), and no Vestry Member or officer of the Parish, or any private individual, shall be entitled to share in the distribution of any of the Parish assets on dissolution of the Parish.

(c) No substantial part of the activities of the Parish shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

(d) The Parish shall not: (i) carry on any activity not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended; (ii) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended; and (iv) make any taxable expenditures as defined in Section 4945(d) in the Internal Revenue Code of 1986, as amended.

(e) Further, the Parish shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended.

(f) Upon any dissolution of the Parish, all of its assets and income not applied in satisfaction and discharge of the liabilities and obligations of the Parish shall be distributed to either: the Diocese of Tennessee; or to one or more congregations, churches or other ministries of the Diocese of Tennessee; provided, however, each such distributee shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future federal tax code.

Article X: Amendment Of Bylaws

Section 10.01. Procedure for Amendment. Except as provided in Section 10.02, these Bylaws may be amended or repealed in whole or in part upon adoption of an amending resolution by affirmative votes of two-thirds (2/3) of the Vestry at two (2) separate regular or special meetings of the Vestry if notice of the proposed amendment or repeal is contained in the notice of such meeting.

Section 10.02. Requirements and Limitations. No amendment or repeal of the Bylaws shall be inconsistent with the Constitution and laws of the State of Tennessee, the General Canons and the Diocesan Canons. Any amendment or repeal of the Bylaws altering the number of Vestry Members shall not be effective prior to the date of the next Annual Parish Meeting following the adoption of such amendment and, in any event, shall not be construed or implemented in a manner to cause an ouster of any person serving as a Vestry Member on the date such amendment is adopted by the member.

The undersigned hereby certify that the foregoing Bylaws were duly approved and adopted by the members of the Parish at a special meeting of the members held upon proper notice on the ____ day of _____, 2012.

BY: _____
Title: Senior Warden

By: _____
Title: Clerk