

ST. MARK'S CHAPEL, INC.
A SOUTH CAROLINA NONPROFIT RELIGIOUS CORPORATION
PORT ROYAL, SOUTH CAROLINA

ARTICLES OF ASSOCIATION
AS APPROVED AT THE ANNUAL MEETING JANUARY 29, 2012.

ARTICLE I: ACCESSIONS

This Chapel accedes to and adopts the governance provided by the Constitution and Canons of The Episcopal Church acknowledging their authority as now in force or as hereafter may be amended.

ARTICLE II: FAILURE TO MANAGE THE CORPORATION

If this Chapel, should ever be dissolved pursuant to the Constitution or Canons of ARTICLE I above, the officers of the Chapel Committee, Warden and other Officers of the Corporation shall automatically become vacant and the Episcopal Church, its assignees or designees shall become the managing body of the Corporation, with full power and authority (without restriction) to liquidate the assets of the Corporation, to sell or mortgage any real property and, upon liquidation being completed, to surrender the Charter of the Corporation.

ARTICLE III: MEETINGS OF THE CORPORATION

- Section 1: There shall be an annual meeting of the members of the Congregation of the Chapel on or about the fourth Sunday in January each year or on some other day as may be appointed by the Chapel Committee. Special meetings of the Congregation may be called when the Chaplain or Chapel Committee deem it necessary or advisable.
- Section 2: Reasonable notice must be given from the chancel by the Chaplain or Warden of all meetings of the Congregation.
- Section 3: At all meetings of the Congregation, the Warden shall preside. In the case where the Warden is not present, a presiding officer will be chosen by the Congregation to preside. In the absence of the Secretary, a secretary pro tempore may be appointed by the presiding officer.
- Section 4: Every person who is a communicant of the Chapel, who has personally or as a family member regularly contributed to its support during the previous six months, and has reached the age of sixteen (16) years shall be considered a member of the Congregation and entitled to a seat, voice and vote in every Chapel meeting.
- Section 5: At all meetings of the Congregation, nine members shall constitute a quorum.
- Section 6: At all annual meetings, the following shall be the order of business:
- a. Reading of the Minutes of the last meeting
 - b. Report of the Chapel Committee
 - c. Report of the Treasurer and approval of the budget
 - d. Report of Sub-committees
 - e. Unfinished and new business
 - f. Election of Chapel Committee members

ARTICLE IV: CHAPEL COMMITTEE

- Section 1:
- a. The Chapel Committee shall be composed of the Chaplain plus seven elected Chapel Committee persons. The number of elected persons shall be increased to eight in January 2013 and nine in January 2014.
 - b. A quorum for Chapel Committee business shall be a minimum of four Chapel Committee members. The number of members required for a quorum shall become five in January 2013.
- Section 2:
- a. No person shall be elected to such office except as qualified in ARTICLE III, Section 4. Nominees must have been regular contributors to St. Mark's for at least a year.

CONTINUED

ARTICLE IV: CHAPEL COMMITTEE (CONTINUED)

- Section 3:
- a. Each year, three persons shall be elected to the Chapel Committee for three-year terms.
 - b. A present Chapel Committee member may be re-elected.
 - c. Prior to the Annual Meeting, those members of the Chapel Committee whose terms will not expire at the Annual Meeting will select a proposed slate of nominees to be elected at the Annual Meeting. Nominations may also be made at the Annual Meeting by any member of the Congregation as defined in ARTICLE III, Section 4.
 - d. Chapel Committee elections will be by a plurality of those voting at the Annual Meeting.
 - e. Vacancies on the Chapel Committee will be filled by a majority vote of the remaining Committee and those so elected will serve until the next Annual Meeting of the Congregation. At that, the Congregation will elect a person to serve the remainder of that term, if any.
- Section 4:
- a. The Chapel Committee shall be agents and legal representative of the congregation in all matters concerning its corporate property and the relation of the congregation to its clergy and its members shall be the Directors and Members of the Corporation.
 - b. It shall be the duty of the Chapel Committee to take charge of the property of the congregation, to transact the temporal work pertaining to the congregation, and to collect and distribute moneys in accord with the approved budget.
 - c. The Chapel Committee shall elect and call a chaplain and shall determine the terms of his or her employment and provide for the maintenance of same.
- Section 5:
- a. The Chaplain shall have had Episcopal ordination, be in good standing with the Episcopal Church and be elected by the Chapel Committee.
 - b. The Chaplain has authority for spiritual matters of the congregation, including specific responsibility for worship.
- Section 6:
- a. A sitting Chapel Committee member shall be nominated as Warden by the Chaplain and elected by the Chapel Committee to serve a one-year term.
 - b. A Warden may succeed himself/herself in the same office.
 - c. The Warden shall take charge of the affairs of the Congregation, act as Presiding Officer at annual meetings and all meetings of the Chapel Committee. The Warden shall be a member ex-officio of all committees of the Congregation and Chapel Committee. The Warden will also prepare a report of such activity for the Chapel Committee and for the Annual Meeting of the Congregation.
- Section 7:
- a. The Chapel Committee shall elect a Treasurer. The Treasurer need not be a member of the Chapel Committee.
 - b. It shall be the duty of the Treasurer to receive all contributions for the support of the Chapel, or the record of all such contributions and assessments, bills, etc., and to disburse same upon order of the Chapel Committee.
 - c. The Treasurer shall maintain an accurate set of books showing in detail the financial condition of the congregation on a monthly and annual basis. The Treasurer will also prepare a report for the Annual Meeting of the Congregation which will include an annual budget and perform any other duties required by entities having jurisdiction to impose them.
- Section 8:
- a. A Secretary shall be elected by the Chapel Committee. The Secretary need not be a member of the Chapel Committee.
 - b. It shall be the duty of the Secretary to keep an accurate record of the proceedings of the Chapel Committee.
 - c. It shall also be the duty of the Secretary to keep a record of the proceedings from meetings of the Congregation and generally perform such other duties as may be devolved upon him/her by the Chapel Committee and entities having jurisdiction to impose them.

ARTICLE V: ALTERATION OR CONFLICT OF ARTICLES

- Section 1: Any article or section of these Articles inconsistent or in conflict with present or future articles of association of The Episcopal Church shall be considered null and void.
- Section 2: No alteration or repeal of these Articles shall be made unless upon a motion so approved for that purpose at an Annual or Special Congregational Meeting duly convened.

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