

**BYLAWS  
OF  
ST. MARK'S EPISCOPAL CHURCH, INC.**

**PREAMBLE**

St. Mark's Episcopal Church, Inc., of Port Royal, South Carolina (the "Parish"), does hereby establish and adopt these Bylaws for the governance of the Parish in order to enable it to perform those responsibilities reposed upon it by canon law and civil law and to provide for its orderly governance.

The Parish accedes to the authority of the Constitution and Canons of The Episcopal Church. The Parish also accedes to the authority of the Constitution and Canons of The Episcopal Church in South Carolina, also known as The Episcopal Diocese of South Carolina (the "Diocese"), to the extent that such diocesan Constitution and Canons do not conflict with any provision of the Constitution and Canons of The Episcopal Church.

The Parish is restricted from taking any actions that violate the Constitution and Canons of The Episcopal Church or of The Episcopal Church in South Carolina.

The Parish is a subordinate body of and is in union with both The Episcopal Church and the Diocese. The Constitution and Canons of The Episcopal Church and the Constitution and Canons of the Diocese, as either may be amended from time to time, are hereby incorporated into and constitute a part of these Bylaws of this Parish by reference. In case of any conflict between any provision or provisions of said Constitutions and Canons and these Bylaws, then the provision of said Constitutions and Canons shall prevail over and, in all respects, supersede and to that extent effect the repeal of these Bylaws to fully obviate such conflict.

The relationships between the Parish and The Episcopal Church and between the Parish and the Diocese may not be revoked by the Parish, and pursuant to Canon I.4.4, of the Canons of the Diocese, the Parish shall execute and maintain a "Commitment of Affirmation" that the Parish will remain in conformity with the Constitution and Canons, the doctrine, discipline, and worship of The Episcopal Church and of the Diocese.

**ARTICLE I - NAME**

The name of the Parish corporation is St. Mark's Episcopal Church, Inc., a South Carolina non-profit corporation originally incorporated on February 24, 2005, sometimes known as "St. Mark's."

**ARTICLE II - MEMBERSHIP**

In accordance with Canon I.17.1(a) of the Constitution and Canons of The Episcopal Church (the "Church"), each person who has received the Sacrament of Holy Baptism with water in the Name of the Father, and of the Son, and of the Holy Spirit, whether in the Church or in another Christian church, whose baptism has been duly recorded in the Church and has communicated at least three times at St. Mark's within the past year, is a member of the Parish.

No member shall be qualified to vote at any meeting of the Parish unless that member is an adult “Communicant in Good Standing,” as defined by The Episcopal Church Canon I.17.3, and as is required by Canon I.6.2 of the Canons of the Diocese.

Further, pursuant to Canon I.17.8 of the Church, “any person accepting any office in this Church shall well and faithfully perform the duties of that office in accordance with the Constitution and Canons of this Church and of the Diocese in which the office is being exercised” and, pursuant to Canon I.7.1 of the Episcopal Church in South Carolina, shall be confirmed communicants of the Parish, who are at least eighteen (18) years of age, and who have communicated at least three times in the year preceding their election.

### **ARTICLE III - MEETINGS OF THE MEMBERS**

#### **Section 1. Annual Meetings and Agenda**

Not less than 30 days prior to the convening of the next annual Diocesan Convention the Parish shall hold an annual meeting for the purpose of electing members of the Vestry and lay delegates to the Convention, as provided by the Constitution. The annual meeting each year shall be at a time and place to be set by the Vestry. The Rector (or the Senior Warden in the absence of the Rector) shall set the agenda for the annual meeting in accordance with these bylaws and the Articles of Incorporation of the Parish. In addition, the Rector (or the Senior Warden in the absence of the Rector) shall include a matter on the agenda of the annual meeting if at least 10% of the number of qualified voting members have requested (in a writing delivered to the Rector (or the Senior Warden in the absence of the Rector) at least 30 days prior to the annual meeting) that a matter be so included. The agenda of the annual meeting shall also include those items of business required by the Canons of the Diocese, if any.

#### **Section 2. Special Meetings**

A special meeting of the membership may be called by the Rector, Senior Warden, or a majority vote by the Vestry.

#### **Section 3. Notice of Meetings**

Notice of the time, place, qualification of voters and purpose of any meeting of the membership shall be given at the Sunday services for not less than two (2) consecutive Sundays preceding the said meeting, or by publication, no less than ten days nor more than forty-five days in advance of the annual meeting, in any newsletter, electronic communication, or other type of general communication regularly sent to all the members.

#### **Section 4. Presiding Officer**

The Rector shall preside at meetings of the members, or by his/her request, either the Senior Warden or Junior Warden, in that order, or any member of the clergy assigned by the Diocese to serve in the Parish may preside at the meeting. The Rector may request a Warden or clergy member to preside even though the Rector is present.

**Section 5. Quorum and Voting**

A quorum at a members' meeting shall consist of 10% of qualified voting members in accordance with the most recently submitted Parochial Report. Each qualified voting member present, who is at least sixteen (16) years of age, pursuant to Canon I.6.4 of the Diocese, shall have one vote. Proxy votes shall not be permitted.

**ARTICLE IV - ELECTIONS**

**Section 1. Annual Elections**

Positions to be filled by election at the annual meeting are the open elected positions on the Vestry. The delegates and alternates to the Convention of the Diocese, and the Diocesan Regional assemblies may be elected at the Annual Meeting. In the event that any delegate so selected shall be unable to so attend, the alternate designated shall be in accordance with the order of election or appointment.

**Section 2. Convention Delegates**

Delegates to the Annual Convention of the Diocese and the Diocesan deanery assemblies must be confirmed adult Communicants in Good Standing. Delegates shall attend the Annual Convention and such other special meetings as may be called by the Diocese, and each shall represent the Parish as the delegate's conscience requires.

**Section 3. Election Procedures**

- a. Nominating Committee. The members of the Vestry whose terms will expire at the annual meeting will serve on the Nominating Committee. If there are fewer than three members whose terms are expiring, the remaining Vestry members who are not running for re-election will select enough additional Vestry members to make up a three-member Nominating Committee.
- b. Nominations. Confirmed adult Communicants in Good Standing may nominate individuals to succeed the Vestry members whose terms are expiring by submitting those nominations in writing to the nominating committee no later than 45 days prior to the annual meeting. The nominating committee will meet to determine whether those so nominated are qualified for service on the Vestry per Article V, Section 1, of these bylaws. The nominating committee may also nominate additional Communicants who are qualified for service on the Vestry per Article V, Section 1.
- c. Report of Nominating Committee. The nominating committee will prepare a report that lists all qualified nominees and will submit this report to the Parish prior to the annual meeting. This report must include three or more qualified nominees. There shall be no additional nominations for the Vestry seats to be filled.
- d. Voting. At the annual meeting, the Parish will elect Vestry members to fill the offices of those Vestry members whose terms are expiring. Each qualified voting member present at the annual meeting may cast one vote for each open position on the Vestry. Nominees

with the highest number of votes of the qualified voting members present at the annual meeting will be elected to fill the vacant Vestry seats. The election shall be held by ballot.

**Section 4. Time of Taking Office**

All Vestry members elected at the annual meeting shall take office on the first Sunday following the Annual Meeting and shall be installed at the principal Sunday service held on that day. The newly installed Vestry shall hold its first meeting that day, at which time it shall elect the Wardens from among Vestry members. A sitting Vestry member shall be nominated as Senior Warden by the Rector and elected by the Vestry. A sitting Vestry member shall also be elected as Junior Warden by the Vestry.

**ARTICLE V - VESTRY**

**Section 1. Qualifications**

The Rector and nine (9) Communicants in Good Standing shall constitute the Vestry. Vestry members shall be confirmed adult communicants of this Church in good standing of the age of eighteen (18) years or over and regular contributors to the support of the Parish by pledge or otherwise.

**Section 2. Terms of Office**

a. Wardens shall be elected for a one (1) year term and shall serve until replaced.

b. Vestry members shall be elected for a three (3) year term and shall serve until replaced. Vestry members' terms shall be staggered as identified by the Senior Warden so that each year, one-third of Vestry members' terms shall expire. Vestry members may serve for not more than two (2) consecutive terms of election. For the purpose of determining eligibility for a second term, any period less than 18 months shall not be considered a full term.

**Section 3. Meetings**

a. The Vestry shall meet not less than every month for its regular meetings. On occasion, a single meeting may be cancelled at the discretion of the Vestry. The Vestry, at its first meeting held after the annual meeting, shall set the time and place for its regular meetings for the succeeding year. No notice of such regular meetings thereafter needs to be given.

b. Special meetings of the Vestry may be called by the Rector, either Warden, or a majority of Vestry members. Notice of such special meetings must be delivered either orally or in writing not less than five (5) days prior to the date of the said meeting, stating therein the purpose of the meeting.

**Section 4. Vacancies**

Vacancies on the Vestry will be filled by a majority vote of the remaining Vestry. Those so elected will serve the remainder of the unexpired term created by the vacancy.

**Section 5. Powers**

The Vestry shall be the governing body of the Parish, acting as the board of directors of the corporation, and be vested with all powers conferred upon it and all duties required by Statute, Canons, the Articles of Incorporation, and these Bylaws and such other powers as may be necessary to carry out the legal purposes of the Parish as long as they are consistent with Canons of the Church and the Diocese.

**Section 6. Quorum, participation and voting**

A quorum shall be a majority of the total authorized voting members of the Vestry. A Vestry member may participate in any meeting by speaker telephone, Zoom, Teams, or similar online meeting platform, or other electronic means by which all members of the Vestry participating in the meeting may hear and communicate with each other simultaneously. Each Vestry member shall have one vote, and a majority vote of the Vestry members present in person or by electronic means shall constitute the affirmative decision of the Vestry. No proxy votes shall be allowed.

**Section 7. Majority consent in lieu of meeting**

The Vestry may take action by majority written or electronic consent in lieu of a meeting. To accomplish majority written or electronic consent, each Vestry member shall be presented with and execute approval of an identical resolution or other proposed Vestry action. Such approval shall be manifest by the Vestry member's handwritten signature, or by delivery of the Vestry member's intentionally affixed electronic signature.

**Section 8. Committees and Commissions**

a. The Vestry has the authority to appoint any standing committee or commissions, and other committees, ad hoc committees, or commissions for a special purpose that it deems necessary to advance the temporal and spiritual work of the Parish. Standing committees may include but not be limited to a Finance Committee, a Stewardship Committee, and an Endowment Committee. Any committee or commission may include non-Vestry members; however, no non-Vestry member shall have the authority to act as a member of the Vestry.

b. All committees shall have defined purpose, duties, powers, and scope of the responsibilities of any such committee or commission so appointed, including a requirement that regular reports of the work of the committee be made to the Vestry. The duties and powers of such bodies shall be set forth in the minutes of the Vestry. The Vestry may further establish certain policies to provide clarity and consistency for recurring items. This includes but is not limited to facilities usage, fundraising and plaques/memorials. Such policies shall remain in effect until modified or discontinued by the Vestry.

**Section 9. Vestry Responsibilities - Liaison Responsibilities**

a. The Senior Warden, at the second Vestry meeting each year, shall assign an area of Parish activity to each Vestry member who shall be responsible as the Vestry Liaison to oversee

the assigned areas. The purpose of a Vestry Liaison is to help coordinate, encourage and facilitate the lay ministry of the Church.

b. The Senior Warden shall be responsible to ensure that the Vestry members are undertaking their responsibilities and to correlate such activities to enable Parish organizations to effectively function. Pursuant to Diocesan Canon I.7.4.1-4.7, the responsibilities of the Vestry include authorizing payment for repairs, expenses, and insurance for Parish properties; salaries for Vestry-appointed employees; initiating annual fund-raising/pledges; ensuring regular accounting and financial reports are prepared; hiring, supervising, and/or terminating employees who advise the Vestry on matters of finance, long term planning of Parish property, and investments.

## **ARTICLE VI - OFFICERS**

### **Section 1. Rector**

a. The Rector shall preside at all meetings of the Vestry. In his/her discretion, the Rector may request a Warden, or any member of the clergy assigned by the Diocese to serve the Parish to preside. The Rector shall act as the President of the Parish corporation and is vested with those powers conferred by canon. The Rector shall develop with the Vestry a job description and qualifications for the Rector, other clergy, paid staff, and key volunteers in accordance with the guidelines established under the Canons of the Diocese.

b. No meeting of the Vestry shall be held without the Rector present unless the Rector has not objected to the meeting being so held, provided the Rector has received notice of the same as required by these Bylaws. In no case shall a meeting be held without a Warden present.

### **Section 2. Senior and Junior Wardens**

a. Wardens shall be confirmed adult communicants of this Church in good standing of the age of eighteen (18) or over and regular contributors to the support of the Parish by pledge or otherwise.

b. The Senior Warden, in the absence of the Rector, shall assume the duties of the Rector to the extent permitted by canon and shall be responsible to aid the Rector in the spiritual growth of the Church. The Senior Warden shall monitor the financial activities of the Parish.

c. The Junior Warden shall be responsible to aid the Rector in the supervision of the property of the Parish. In the absence of both the Rector and Senior Warden, the Junior Warden shall assume their duties as is permitted by canon.

### **Section 3. Clerk and Treasurer**

a. The Clerk shall be appointed by the Vestry and shall record and publish all meetings of the Vestry and membership, preserve the records, and have such other duties as may be prescribed by the Vestry. The most recent report of the Clerk shall be posted within the church building or published in a newsletter or other document regularly circulated to all members. Assistant clerks, if needed, may be appointed by the Vestry.

b. The Treasurer need not be a member of the Vestry and if not will become a non-voting member of the Vestry *ex officio*. The Treasurer shall be appointed by the Vestry and shall have custody of all funds of the Parish, keep financial records and issue reports on the same to the Vestry as requested. The Treasurer shall remain in compliance with all applicable canons of The Episcopal Church and the Diocese and shall be bonded if such canons so require. The Vestry may appoint an assistant treasurer, if needed.

c. The Treasurer shall submit a financial report to each regular meeting of the Vestry. If so requested by the Vestry, the Treasurer shall submit quarterly a detailed financial transaction report advising the Vestry as to budget expenditures and balances and setting forth the areas of budget deficit. All treasurer's reports will be summarized in the Clerk's report of each Vestry meeting and available upon request to any member.

#### **Section 4. Fiscal Year**

The fiscal year of the Parish shall be the calendar year.

#### **Section 5. Rules of Order**

The Vestry may set its own rules of order by custom or by resolution. In the event no rules of order are recognized, *Robert's Rules of Order*, most recently revised, shall govern the conduct of all meetings of the Vestry and membership, or of committees or commissions. In the event such Rules are inconsistent with any parliamentary requirements of the Constitution and Canons of the Diocese or of The Episcopal Church, the latter will prevail.

### **ARTICLE VII - ADOPTION AND AMENDMENT**

#### **Section 1. Notice of Proposed Amendment**

Any proposal to alter, amend or repeal any part or all of these Bylaws must be submitted in writing to the Vestry at least sixty (60) days prior to the annual or special meetings of the membership and signed by the person or persons submitting the same. A copy of such proposal, if it has been approved by the Bishop and Chancellor as set forth below, shall be provided to the membership not less than thirty (30) days prior to the annual meeting by conspicuously posting a copy of the same within the church building and on the Parish website, if any.

#### **Section 2. Adoption of Amendment**

These Bylaws may be altered, amended or repealed in whole or in part as set forth in Section 1 of this Article by a two-thirds vote of the qualified members casting a vote at the annual meeting or at a special meeting duly called per the Bylaws. No amendment may conflict with the provisions of the Articles of Incorporation of the Parish or with the Constitution and Canons of the Diocese or of The Episcopal Church. Any amendments to the bylaws must be approved by the Bishop and the Chancellor of the Diocese prior to the vote at the annual meeting and shall be effective upon the vote of the membership, and the amended procedures may be utilized for the balance of the meeting.

## ARTICLE VIII: DISSOLUTION

### **Section 1. Dissolution or Liquidation of the Parish**

In the event that the Parish shall dissolve, liquidate, close, become or be declared dormant, attempt to disassociate, or otherwise disaffiliate its relationship from this Episcopal Diocese and The Episcopal Church, or otherwise cease to be a functioning Episcopal organization, pursuant to the Articles of Incorporation and Canon I.4.6 of the Diocese, the assets of the Parish, real and personal (including all financial assets), shall be transferred to the Diocese, or in default thereof, to The Episcopal Church.

## ARTICLE IX - CONTRACTS, LOANS, CHECKS AND DEPOSITS

### **Section 1. Contracts**

The Vestry may authorize the Rector or any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Parish.

### **Section 2. Loans**

No loans shall be contracted on behalf of the Parish and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Vestry and in accordance with the applicable provisions of the Canons of the Diocese, if any. Such authority may be general or confined to specific instances. All loans and indebtedness will comply with the Canons including approval by the Bishop and Standing Committee of the Diocese, if secured by real property or by an endowment fund or another significant asset of the Parish.

### **Section 3. Check and Drafts**

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Parish shall be signed by such Officer or Officers, agent or agents of the Parish and in such manner as shall from time to time be determined by resolution of the Vestry.

### **Section 4. Deposits and Banking Relationships**

All funds of the Parish shall be deposited to the credit of the Parish in such banks, trust companies or other depositories as the Vestry may select. The expenses of the Parish may be paid from such depository accounts in accordance with the financial policies and procedures of the Parish.

## ARTICLE X - REPORTS, BOOKS AND RECORDS

### **Section 1. Reports**

The Vestry shall prepare a written annual financial report listing the assets and liabilities of the Parish and describing its affairs throughout the preceding year. Such report shall be available to members at reasonable times at the Parish office and shall be mailed to a member upon the



Member's written request. All such other reports as required by taxing and other governmental authorities shall be filed by the Parish.

**Section 2. Books and Accounts**

a. The Parish shall keep at its principal office complete and correct books and records of account, required notices and minutes of the proceedings of its Members, Vestry and Committees, a record of names and addresses of the Members and the Vestry, and all written communications sent within the past three years as a communication made to all Members. All books and records may be inspected by any member to the extent provided by law, these Bylaws, or pursuant to any applicable Vestry policy.

b. All accounts shall be reviewed annually by either a professional accountant or by a committee of two (2) persons who are communicants of the Parish appointed by the Vestry, none of whom shall have functioned as a treasurer, bookkeeper or held any responsibility for the accounting records during the period under review.

c. The Parish shall comply with all applicable laws relating to the maintenance and disclosure of its financial, medical, business and other records.

**ARTICLE XI - INDEMNIFICATION AND INSURANCE**

**Section 1. Indemnification of Vestry and Officers**

In the sole discretion of the Vestry, the Parish may indemnify and hold harmless, to the fullest extent allowed by law, any person who at any time serves or has served as a member of the Vestry or Officer of the Parish. To be eligible for indemnification, the person's conduct shall have been made in good faith, in the reasonable belief that his or her conduct was not opposed to the Parish/corporation's best interests, and, in the case of a criminal proceeding, that the person had no reasonable cause to believe that the conduct was unlawful. The extent of the indemnification of the person may include, at the discretion of the Vestry: (a) reasonable expenses, including reasonable attorneys' fees, actually incurred by him or her in connection with any threatened, pending or completed action, suit or proceedings and any appeal thereof, whether civil, criminal, administrative or investigative, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity; and (b) reasonable payments made by him or her in satisfaction or any judgment, money decree, fine, penalty or settlement for which he or she may have become liable in any such action, suit or proceeding.

**Section 2. Indemnification of Employees and Agents**

The Vestry, in its sole discretion, may indemnify and advance expenses to an employee or agent of the Parish who is not a Vestry member or Officer of the Parish to the same extent as to a Vestry member or Officer, if such indemnification and advance expense payment is not inconsistent with public policy.

**Section 3. Evaluation**

The Vestry shall take all such action as may be necessary and appropriate to authorize the Parish to pay the indemnification required by this Article, including, without limitation, making a good faith evaluation of the manner in which the claimant for indemnity acted, the amount of indemnity due him or her, the impact upon the Parish as a whole of the indemnification, and the justice of the matter.

**Section 4. Insurance**

The Parish shall purchase and maintain insurance to the extent it is reasonably commercially available on behalf of any person who is or was a Vestry member, Officer, employee or agent of the Parish, or is or was serving at the request of the Parish as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any liability asserted him or her and incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the Parish would have the power to indemnify him or her against such liability.

**Section 5. Non-Exclusivity of Rights**

The right of indemnification herein above provided shall be in addition to the other rights of indemnification permitted by applicable law and shall not be exclusive of any rights to which any such Vestry member, Officer, employee or agent may otherwise be entitled under the Articles or Bylaws, any agreement, vote of the Board of Directors or otherwise with respect to any liability or litigation expenses arising out of his or her activities in such capacity.

**ARTICLE XII – CONFLICTS OF INTEREST AND CONFIDENTIALITY**

a. The Parish’s affirmative policy shall be to require that all actual or potential conflicts of interest be disclosed promptly and fully to the Vestry and all other appropriate parties. This policy shall apply to all Vestry members, Officers, members of committees appointed by or reporting to the Vestry, and all employees having discretionary management authority. When any such person has an actual or potential conflict of interest, as defined by the written policies of the Vestry, he or she shall make a prompt and full disclosure of such interest to the Vestry prior to its acting on the matter. Such disclosure shall include any relevant and material facts known to such person about the person’s relationship or interest and about the matter or transaction which might reasonably be construed to be adverse to the Parish’s interest.

b. The body to which such disclosure is made shall thereupon determine, by a majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use any personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Vestry or committee votes on the transaction. The minutes of the meeting shall reflect the disclosure made; the vote thereon; where applicable, the abstention from voting and participation of the interested person; and whether a quorum was present.

c. All persons who may serve the Parish as clergy or as a Vestry Member, Warden, committee member, employee, or agent shall recognize the confidentiality of information provided to such person in his or her official capacity. Information which may be considered confidential shall include financial information of individuals or families, medical or psychological information, information concerning personal or spiritual history, legal information, and any other information which a reasonable person would consider confidential. The confidentiality of such information shall be maintained with the care that a reasonably prudent person would utilize to maintain the confidentiality of his/her own confidential information. This provision shall not be interpreted to prohibit the sharing of such information among such clergy, staff, agents or volunteers who have a reasonable need to know such information to carry out their duties on behalf of the Parish.

CERTIFICATE OF BYLAWS

I HEREBY CERTIFY that the foregoing are the Bylaws which were adopted at the Annual Meeting of St. Mark's Episcopal Church on the 21st day of January 2024.

By: Cheryl Gaillard (Clerk)

APPROVED BY:

Russell M. Moody  
Bishop of The Episcopal Church in South Carolina  
Date: 3/27/24

[Signature]  
Chancellor of The Episcopal Church in South Carolina  
Date: 3/22/24