ST. **MARK'S EPISCOPAL CHURCH**

2618 N. Hackett Avenue, Milwaukee, WI 5321I

AMENDED AND RESTATED BYLAWS

Dated and effective January 21, 2007

ARTICLE I – VOTING MEMBERS OF THE PARISH

Section 1 - Membership. Regular attendants of the Church who have reached sixteen years of age, have been attending services at St Mark's for at least three months prior to the meeting, and who fall in at least one of the following classes shall be entitled to vote at Parish meetings.

(a). Communicants in good standing who have been confirmed or received in the Parish; who have been received by the Rector on certificate from another Parish; or who have been received by the Rector on his or her own recognition and who contribute regularly to the support of the Parish according to its appointed methods.

(b). Baptized persons who are regular attendants at the Church Services in the Parish, and who have been either received as such at their own request, or are personally known to be such by the Rector or the Wardens; and who contribute regularly to the support of the Parish according to its appointed methods.

Section 2. Membership List. A list of all such voters shall be kept in the Parish, under the direction of the Rector, or if there be no Rector, of the Senior Warden, by the Clerk, for the use of the Parish meeting; which list shall be closed against further entries at least two weeks before any election.

ARTICLE II - PARISH MEETINGS

Section I - Annual Parish Meeting.

(a). Time and Place - There shall be one (l) Annual meeting of the Parish of St. Mark's Episcopal Church (the "Parish") which shall be held on the Church premises

each year on a Sunday in January to be designated by the Vestry or at such other time as shall be appointed by a regular meeting of the Vestry.

(b). Notice - Notice of the time and place of the Annual meeting shall be published in the Church Bulletin for the two Sundays preceding the date of the meeting, shall be announced at each regular service on said Sundays, and shall be posted on the principal entrance of the Church and at the entrance to the office of the Church.

(c). Quorum - Twenty (20) members of the Parish entitled to vote at a Parish meeting shall constitute a quorum at any Annual or special meeting of the Parish.

(d). Presiding Officer – The Rector shall preside at all parish meetings. In the absence of the Rector, one of the Wardens shall preside.

(e). Order of Business at the Annual Meeting

1. The daily Offices of the Church
2. Reading of minutes and approval
3. Report of the Wardens
4. Report of the Treasurer
5. Reports of Committees and Groups
6. Election of officers
7. Old Business
8. New Business
9. Report of Rector

Section 2 - Special Parish Meetings.

(a). A Special Parish Meeting may be held at any time, on the written order of the Bishop, or of the Rector, or by resolution of the Vestry; or on a petition to the Bishop; or to the Vestry; but such petition must in every case be signed by not less than one third (l/3rd) of the number of members entitled to vote at the Parish Meeting preceding; and all such orders, resolutions or petitions shall specify the time and the place of such meeting, and the business to be considered thereat.

(b). Notice of such Special Parish Meeting shall be read publicly in Church at the principal service on the two Sundays next preceding the holding of the same, posted on the principal entrance of the Church and at the entrance to the office of the Church; which notice shall specify the time and place of meeting, the business to be considered thereat and by whose order the meeting is called.

(c). Such meetings shall be presided over by the Rector; or in the absence or at the request of the Rector, by the Bishop; or in the absence of the Rector and the Bishop, by one of the Wardens.

Section 3 - Vestry Meetings.

(a). Regular meetings. Regular meetings of the Vestry shall be held at least quarterly and at such times as the Vestry shall determine by resolution.

(b). Special Meetings.

(i) *Called by Rector or Vestry Members.* Special meetings of the Vestry shall be called at any time at the request of the Rector or any two members of the Vestry. At lease twenty-four hours' notice of special meetings shall be given to all members of the Vestry. The notice shall specify the business of the meeting or be considered at such special meeting and no other business shall come before the meeting.

(ii) *Called by the Bishop.* The Bishop of the Diocese, upon at least two weeks written notice to the Rector, Wardens, and Clerk may call a special meeting of the Vestry at which the Bishop shall preside to consider exclusively such business as the Bishop shall have specified to them in the Bishop's written notice.

(iii) *Quorum.* No business shall be transacted at any meeting of the Vestry unless there be present the Rector, or in the event of his absence, one of the Wardens, and a total of at least six (6) members including the Rector and/or a Warden. No action affecting the rights or interests of the Rector shall be taken at any meeting at which he or she has not had the opportunity to be present.

Section 4 - Rules of Order. The deliberations of all meetings of the Parish and of the Vestry and all committees or guilds of the Parish shall be governed by parliamentary law based on the rules and practices of Congress as set forth in Roberts Rules of Order subject, however, to such modifications as may be adopted by the several bodies.

ARTICLE III - OFFICERS

Section 1 - Rector. The Rector shall have such duties, powers, and authorities as are provided and directed by the Constitution and the Canons of the Church of the Diocese of Milwaukee and in the Constitution and Canons of the Church in the United States and in the Doctrine, Discipline, and Worship of the Church as appears in the Book of Common Prayer.

Section 2- Wardens. There shall be a Senior Warden and a Junior Warden Wardens shall have such duties, powers and authorities as are provided and directed by the Constitution and the Canons of the Church of the Diocese of Milwaukee and in the Constitution and Canons of the Church in the United States and in the Doctrine, Discipline, and Worship of the Church as appears in the Book of Common Prayer. The Wardens shall be elected at the annual Parish meeting for a term of one (1) year and may be elected to two (2) additional one (1) year terms and shall hold office until their successors are appointed and qualify. No person shall serve more than three (3) consecutive years as junior or senior Warden and no more than six (6) consecutive years in both capacities. The Wardens shall be communicants.

Section 3 - Vestry.

(a). Composition - The Vestry shall consist of the Rector, the Wardens, and nine (9) Vestry persons, all entitled to vote. The Vestry persons shall serve staggered terms and three (3) Vestry persons shall be elected for terms of three (3) years at each annual meeting of the Parish. A majority of the Vestry shall be communicants and all Vestry persons shall have been baptized. No person who has previously served on the Vestry shall be elected to the Vestry unless at least a year has elapsed between the expiration of his or her prior term and the commencement of the term for which such person is elected to serve.

(b). Powers and Duties - The Vestry shall have such powers, duties, and authorities in the management and control of the properties and affairs of the Parish as are provided and directed by the Constitution and Canons of the Church of the Diocese of Milwaukee and in the Constitution and Canons of the Church in the United States and in the Doctrine, Discipline, and Worship of the Church as expressed in the Book of Common Prayer. The Vestry shall have such further duties, powers and authorities not inconsistent with the foregoing as are customarily enjoyed by directors and trustees of regular business corporations and associations.

(c). Rules - The Vestry may adopt such rules and regulations as to procedure at meetings and the management of the affairs of the Parish as are not inconsistent with the Canons or these Bylaws.

Section 4 - Treasurer. The Treasurer shall be elected annually by the Vestry at its meeting immediately following the annual Parish meeting for a term of one (l) year and may be elected to two (2) additional one (1) year terms and shall hold office until his or her successor is appointed and qualifies. The Treasurer shall have such duties, powers and authorities as are provided by the Constitution and Canons of the Church of the Diocese of Milwaukee and by the Constitution and Canons of the Church in the United States and in the Doctrine, Discipline, and Worship of the Church as expressed in the

Book of Common Prayer and such further duties, powers and authorities as may be directed by the Vestry.

Section 5 - Clerk. The Clerk shall be selected annually by the Vestry at its meeting immediately following the annual Parish meeting. The Clerk shall have such duties, powers and authorities as are provided by the Constitution and Canons of the Church of the Diocese of Milwaukee and by the Constitution and Canons of the Church in the United States and in the Doctrine, Discipline, and Worship of the Church as expressed in the Book of Common Prayer and such further duties, powers and authorities as may be directed by the Vestry.

Section 6 - Duties of Other Officers, Agencies, Committees, Guilds and Employees. The duties, powers and authorities of other officers, agencies, committees, guilds, and employees shall be those that are directed and empowered by the Vestry.

ARTICLE IV – DEPUTIES TO THE DIOCESAN CONVENTION

Four deputies and four alternates to the Diocesan Convention shall be elected at each annual meeting. All shall be communicants of St. Mark's in good standing and their duties, powers, and authorities as are provided by the Constitution and Canons of the Church of the Diocese of Milwaukee and the Constitution and Canons of the Church of the United States and in the Doctrine, Discipline, and Worship of the Church as expressed in the Book of Common Prayer and such further duties, powers and authorities and obligations as may be directed by the Rector, Wardens, and Vestry persons or by the Vestry at its regular meeting or a meeting called specially for that purpose.

ARTICLE V - AMENDMENT OF BYLAWS

Section l - Proposals to Amend Bylaws. Any proposal to amend, change, suspend or repeal the Bylaws shall be considered by the Vestry and shall require a two thirds (2/3rds) majority of the Vestry in order to submit the matter to a vote of the congregation at a Special or Annual Meeting of the Parish.

Section 2 - Voting on Proposal to Amend Bylaws. Upon submission to the Parish congregation at a Special or Annual Meeting, a simple majority vote of Members present and eligible to vote is required to adopt such proposed action.

Section 3 – General Rule of Majority Vote. Every act or decision done or made by a majority of the members present at a duly held meeting at which a quorum is present shall be the act or decision of the members, unless the law, the Articles of Incorporation of the Corporation or these Bylaws require a greater proportion.

ARTICLE VI - ENDOWMENT

It is the primary intent of the endowment to provide for the development of real property, buildings and other improvements to real property. Therefore, no part of the principal of the Church's endowment fund shall be used for operating expenses. Any proposal to use the endowment's principal in a manner inconsistent with any of the foregoing must be brought before a meeting of the Parish according to the process defined in Article V.