

BY-LAWS OF HOLY SPIRIT PARISH

ARTICLE I MEMBERSHIP

SECTION 1. The members of the Parish shall be all communicants of this church enrolled on the records of the Parish, and all baptized persons 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 member shall be entitled to vote on all matters brought before annual and special meetings of the Parish 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 MEETINGS OF THE CORPORATION

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

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 is one) and an assistant (if there is 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 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, be eligible for re-election as a Vestry member until one year after the expiration of that term.

SECTION 3. Any member of the Parish shall be eligible to be a Vestry member.

ARTICLE IV OFFICERS

SECTION 1. The Rector shall be 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. 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 a Vestry person and elected by the Vestry.

SECTION 3. At all meetings of the Vestry, the Rector shall preside; if there is a vacancy in the office of the Rector, or the Rector is absent from the meeting, the Senior Warden or, in case of 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 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 or cause to occur all letters, documents, and other papers entrusted to the care of the Clerk and shall turn over to the successor in office all books, letters, and other papers 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, elect a Treasurer of the Parish. The Treasurer of the Parish need not be a member of the Vestry, and if not an 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). The Treasurer shall prepare and report on the condition of the finances of the Parish at each Vestry meeting; shall prepare and present a yearly report and accounting at the annual meeting of the Parish; shall pay all bills for items specified in the Parish budget, and other bills authorized by the Vestry; and turn over to 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 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. Robert's Rules of Order shall be used at all meetings. All meetings will be open unless the Vestry requires an executive session 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 removal from Vestry. Good cause shall be judged by 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 to buy or acquire property for the Parish 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 and to borrow money, contract debts and obligations, issue notes and secure the same in the name and on behalf of the Parish, 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.

ARTICLE VIII RULES AND DISCIPLINE

SECTION 1. These By-Laws shall be subject to and supplemented by the Rules and Discipline of The Episcopal Church of the United States, and of The 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 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 two (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.

(Approved June 19, 2014)