

BYLAWS OF ST. PAUL'S EPISCOPAL CHURCH

**Adopted June 4, 2000
Amended January 24, 2016**

PREAMBLE

Location

The location of St. Paul's Episcopal Church (hereinafter referred to as St. Paul's) shall be 914 East Knapp Street, Milwaukee, Wisconsin, 53202, or such other location as may be determined by The Vestry.

Allegiance

This Parish, as part of the One, Holy, Catholic and Apostolic Church of Christ, acknowledges its allegiance to the Protestant Episcopal Church in the United States of America, also known as the Episcopal Church, (the "Church") and to the Episcopal Church in the Diocese of Milwaukee (the "Diocese"). It submits to the authority of the General Convention of the Church and the Convention of the Diocese. It accedes to, recognizes and accepts the doctrine, discipline and form of worship of the Church and the Constitution and Canons of the Church and of the Diocese, as may hereafter be amended from time to time. In the event of any conflict or inconsistency between the organizational documents of this Parish and the Constitution and Canons of the Church or of the Diocese, as may hereafter be amended from time to time, the Constitution and Canons shall control and govern. The foregoing provisions may not be altered or deleted without the written consent of the Ecclesiastical Authority of the Diocese.

ARTICLE I

Membership

§ 1. Definition of a Member

A Member is a person who has received the sacrament of Holy Baptism, whether in this Church or in another Christian Church {hereinafter referred to as a Member} and whose Baptism has been duly recorded in the Episcopal Church. No person shall be denied Membership in any rite or sacrament of this Parish because of race, color, sex, ethnic origin, sexual orientation, marital status, disabilities, or age.

§ 2. Qualified Voters of St. Paul's

All adult communicants in good standing in the Parish shall be entitled to vote at a Parish Meeting. An adult communicant in good standing is a member of St. Paul's (that is, a person who has been baptized with water in the Name of the Father, and of the Son, and of the Holy Spirit, and whose baptism has been recorded in the Episcopal Church) whose baptism has been recorded in the Parish Record, who is at least sixteen years of age, and who has been faithful in the past year in corporate worship and in working, praying and giving for the spread of the Kingdom of God. Baptized persons are expected to make a mature public affirmation of their baptism, after appropriate instruction, and to be confirmed or received by a Bishop of the Episcopal Church.

§ 3. Voting Rights

Each Qualified Voter shall be entitled to one vote on each matter submitted to the Qualified Voters {as above defined in Article I § 2}.

§ 4. List of Qualified Voters

A List of all such Voters {as above defined in Article I §2} shall be kept by the Secretary of the Vestry under direction of the Rector and the Senior Warden, or *if* there be no Rector, of the Senior Warden, for the use of St. Paul's Annual Meeting. The list shall be closed against further entries at least two weeks before any election.

§ 5. Number of Offices held by Members of St. Paul's

No person shall vote or hold office in St. Paul's if also holding an office or voting in another parish simultaneously.

§ 6. Questions

In the case of a contested election, the Rector and Wardens shall constitute a Board of Final Reference for its settlement.

ARTICLE II

Parish Meetings

§ 1. Regular Meetings

Upon proper notice {as hereinafter defined in Article II §3}, the Annual Meeting of St. Paul's shall be on a Sunday in January or February at a date and time determined by the Vestry.

The Annual Meeting shall be presided over by the Rector, or in the absence of a Rector, by one of the Wardens. In addition to other business to be transacted, the following officers shall be chosen by ballot of the Qualified Voters for the ensuing year:

{A} A Senior and a Junior Warden, who shall be confirmed or received adult communicants in good standing of the parish. No Warden shall serve more than two consecutive terms in the same office.

{B} Not less than three Vestry Members, a majority of whom shall be confirmed or received and all of whom shall be communicants in good standing.

St. Paul's may provide for staggered three-year terms of the Members of the Vestry. No Vestry member shall serve more than two complete terms in succession.

In the event of failure to elect the Wardens or Members of the Vestry, the incumbents shall hold over until their successors are duly chosen. In the event a vacancy does occur in the Vestry during the time between the Annual Meetings, the Vestry shall request the Nominating Committee to convene and to recommend a candidate who is a Qualified Voter to fill the unexpired term of the vacant Vestry member.

§ 2. Special Meetings

A Special Parish Meeting may be held at any time,

{A} on written notice {as hereinafter defined in Article II §3} of the Bishop,

{B} on written notice {as hereinafter defined in Article II §3} of the Rector,

{C} or by resolution of the Vestry, or

{D} pursuant to a petition to the Bishop, or to the Vestry, signed by not less than one-third of the Qualified Voters.

All such orders, resolutions or petitions shall be given upon proper notice {as hereinafter defined in Article II §3}. Such meetings shall be presided over by the Rector or the Bishop, or in the absence of the Rector or the Bishop, by one of the Wardens.

§ 3. Notice –Parish Meetings

Notice of the Annual Meeting or of a Special Meeting of St. Paul's shall be published in the Church bulletin on the two Sundays preceding the date of the Annual or Special Meeting and shall be announced at each regular service on the preceding two Sundays. The published notice of a Special Meeting shall specify:

- {A} the business to be considered at the Special Meeting,
- {B} by whose resolution or written request the meeting is being called, and
- {C} the time and place of such meeting.

§ 4. Quorum –Meetings

A Quorum for any Parish meeting shall consist of the Rector and one of the Wardens, three other Members of the Vestry and thirty other Qualified Voters.

§ 5. Voting

Each Qualified Voter at any Meeting, Annual or Special, shall be eligible to submit one ballot for the election of each:

- {A} Warden,
- {B} Vestry member,
- {C} Deputy and Alternate to the Diocesan Convention,
- {D} Member of the Nominating Committee, and
- {E} for any issue properly brought before any Annual or Special Meeting in the form and manner that may be established by the Vestry.

There shall be no vote by proxy. A Qualified Voter may submit an Absentee Ballot to the Annual or Special Meeting.

§ 6. Conduct of Parish Meetings

The meetings of St. Paul's, Annual or Special, shall be presided over as hereinabove stated in Article I §1, **Annual Meeting** and Article II §2 **Special Meeting**. The Secretary of the Vestry shall act as Secretary at all meetings of St. Paul's, or in the Secretary's absence or incapacity, the presiding officer shall designate a Vestry Member to act as Secretary.

The business conducted at the Annual Meeting shall include the presentation and reading of:

- {A} the Secretary's report of the minutes of the prior Annual Meeting
- {B} the Treasurer's report of an audited (if available) Annual Statement
- {C} Committee reports by the Chair of each committee,
- {D} old business properly brought before the Annual Meeting in the form and manner that may be established by the Rector and the Vestry,
- {E} new business properly brought before the Annual Meeting in the form and manner that may be established by the Rector and the Vestry,
- {F} any issue properly brought before the Annual Meeting in the form and manner that may be established by the Rector and the Vestry.

The Annual Meeting shall then proceed to the election of the:

- {A} Wardens,
- {B} Vestry Members,
- {C} Deputies and Alternates to the Diocesan Convention,
- {D} Members of the Nominating Committee.

ARTICLE III

Rector

§ 1. Worship

The Rector shall have, subject only to the Bishop, the exclusive charge of all things pertaining to the spiritual interests of St. Paul's. The Rector shall order and direct the Services and Worship of the Church

and all that pertains thereto. The Rector shall have the spiritual direction and general oversight of the Sunday School, all guilds and associations connected with St. Paul's. The Rector shall give order to the collections to be taken at the services of the Church. The Rector may appoint persons to perform, under the Rector's supervision, such duties pertaining to the Services, and the care and decoration of the Church, as are properly performed by lay Members and staff.

§ 2. Use of St. Paul's Facilities by Rector

The Rector shall at all times have free access to the Church, Chapel, and parish facilities: to open and use the same as shall be required for the purposes of public worship; for catechism or other religious instruction; for baptisms, marriages, funerals and other offices authorized by the Church; and for such parochial occasions and other objects as the Rector deems necessary. The Rector may arrange, modify or improve the appointments and conveniences of the Church as the Rector deems, in his unfettered discretion, desirable. The Rector shall have control of the uses of the Great Hall and all parish facilities. The Rector shall not disturb the physical or financial assets, or involve St. Paul's in any expenditure of its funds not authorized by the Vestry.

§ 3. Presiding at Meetings

The Rector shall preside, with the right to vote, at all Parish meetings and Vestry Meetings except as provided elsewhere in the Canons of the Episcopal Church of the Diocese of Milwaukee. The Rector may designate a Warden or member of the vestry to preside at a meeting of St. Paul's or Vestry. The Rector shall at all times have and exercise such other rights as pertain to the office under the laws and usages of the Church in the United States. No Parish Meeting shall be held unless the Rector has been duly notified of same at least twenty-four hours previous thereto.

§ 4. Records

The Rector, or member of the Clergy in charge of St. Paul's shall record in a suitable Register the names of all persons baptized, confirmed, married and buried within St. Paul's with such other facts as to dates, places and persons as are important as matters of record. All such entries shall be certified by the signature of the person making the record. The names of all persons who are communicants of St. Paul's, with memoranda as to their reception, removal or death shall also be recorded, together with such other items and statistics as are required in the blank form provided by the Secretary of the Council, and prescribed by the General Canons of the Church in the United States. From these records a report shall be made out and presented to the Bishop, at the close of each canonical year as required in the aforesaid blank form.

§ 5. Vacancy of Rector

In the case that St. Paul's has no Rector, or in the Rector's absence or inability to act, the Wardens {as hereinafter defined in Article IV §1} in order of their seniority shall:

- {A} preside at the Meetings of the Vestry,
- {B} take care that the Church buildings be kept from all secular uses not authorized by the Church,
- {C} make and certify all entries in St. Paul's Register required by the Constitution and Canons of the Episcopal Diocese of Milwaukee,
- {D} prepare and present to the Bishop the Annual Parochial Report.

ARTICLE IV

Wardens and Vestry

§ 1. Definition

The Rector, Wardens and the nine additional Members of the Vestry shall together constitute the Vestry, as that term is used in the Constitution and Canons of the Episcopal Diocese of Milwaukee.

§ 2. Duties

The Wardens shall care for and protect the Church building, see that it is kept in good condition and repair, and that it is sufficiently insured. Under the Rector, the Wardens shall see that all things needed for the orderly worship of God, and for the proper administration of the Sacraments, are provided. They shall prevent or repress any and all disturbances of the Divine Service. In the absence of the Rector, the wardens shall procure and, if need be, with the advice of the Bishop, a suitable supply of that which is necessary for the continuance of the services. The Vestry shall be the agents and legal representatives of St. Paul's in all matters secular.

§ 3. Election and Term of Wardens

Nominations for Senior Warden and Junior Warden shall be made by the Nominating Committee and announced to St. Paul's membership at least three weeks prior to the Annual Meeting. Additional nominations must be submitted to the Chair of the Nominating Committee at least two weeks prior to the Annual Meeting. No nominations shall be accepted from the floor during the Annual Meeting. The candidates, as specified in Article III §6, receiving the greatest plurality of votes of the Qualified Voters present shall be elected. There shall be no vote by proxy. Only votes by Qualified Voters at the Annual Meeting shall be valid. A Qualified Voter may submit an Absentee Ballot to the Annual or Special Meeting.

§ 4. Vacancy of Warden

If a vacancy occurs in the office of Senior or Junior Warden in the period of time between Annual Meetings, the Vestry shall elect, by majority vote of its Members, a member of the Vestry to fill the vacancy for the remaining unexpired term of office so vacated. Wardens shall hold office until their successors are elected or until their death, resignation or removal.

§ 5. Terms of Office

The term of office of the Wardens shall be one year with the option of being nominated for an additional year. The terms of office of the Vestry shall be staggered. There shall be three vestry Members elected for terms of three years at each annual meeting to fill the term of the Members whose terms are expiring.

§ 6. Election of a Rector

The Vestry shall, in the case of vacancy in the rector position:

- {A} elect a Rector by a vote greater than two-thirds of those present and voting,
- {B} notify the proper Ecclesiastical Authority as required by Canon law,
- {C} procure a certificate that the Rector-elect is a duly qualified Priest of the Church,
- {D} call the Rector Elect and make suitable provisions for the Rector-elect's proper maintenance

§ 7. Election of Vestry

Nominations for the Vestry shall be made by the Nominating Committee and announced to St. Paul's at least three weeks prior to the Annual Meeting. Any additional nominations must be submitted to the chair of the Nominating committee at least two weeks prior to the annual meeting. No nominations shall be accepted from the floor during the Annual Meeting. The candidates, as specified in Article II §6, receiving the greatest plurality of votes of the Qualified Voters present shall be elected. There shall be no proxy votes. Only votes by Qualified Voters at the Annual Meeting shall be valid. A Qualified Voter may submit an Absentee Ballot to the Annual or Special Meeting.

§ 8. Vacancy in the Vestry

If a vacancy occurs in the Membership of the Vestry in the period of time between Annual Meetings, the Vestry shall request the Nominating Committee to convene and to recommend a candidate who is a Qualified Voter. The Vestry shall elect, by a majority vote, a person to fill the unexpired term of the member of the Vestry. Members of the Vestry shall hold office until their successors are elected or until their death, resignation or removal.

§ 9. Removal from the Vestry

A member may be removed from the Vestry for cause by a two-thirds vote of the entire Vestry. No member of the Vestry may be removed without at least two weeks-notice. The member of the Vestry to be removed may request a hearing before the Vestry. Two consecutive unexcused absences may be considered good cause for removal.

§ 10. Regular Meetings of the Vestry

Regular meetings of the Vestry shall be held at such time and place as the Vestry shall determine by resolution. No business can be legally transacted without the Rector, Warden or their assign present. All meetings of the Vestry, except for executive session, are open to Members of St. Paul's. The meeting agenda shall provide for comments to be received from Members of St. Paul's at the close of the business meeting.

§ 11. Special Meetings of the Vestry

Special Meetings of the Vestry may be held at any time on the call of:

- {A} the Rector,
- {B} the Senior Warden
- {C} in the absence, incapacity or death of the Senior Warden, the Junior Warden, or
- {D} a majority of the Members of the Vestry

§ 12. Executive Sessions

The Vestry may, upon the vote of the majority of its Members present, meet in executive session. Attendance at an executive session is limited to Members of the Vestry and invited guests.

§ 13. Notice

Regular meetings of the Vestry may be held with five business days written notice thereof. Special Meetings of the Vestry require five days written notice of the meeting. Proof of service of the notice shall be by an affidavit of the sender that the notices were deposited in the first class mail of the United States Postal Service within the time periods so specified above. The notices shall be sent to the last known address of the recipient in the Church records. It is the duty of the Members of the Vestry to inform the Secretary of St. Paul's in writing of any change of address, be it temporary or permanent, within five business days of such move.

Any and all notices of meeting shall specify the time, place, purpose and an agenda of matters to be discussed at such meeting.

Attendance by a member of the Vestry at a meeting waives any and all objection thereto except for matters discussed at such meeting being outside the scope or rules as set forth by these Bylaws.

§ 14. Quorum – Vestry

A majority of the Vestry {as defined in Article IV §1} shall constitute a Quorum for the transaction of business at any meeting of the Vestry.

§ 15. Acts of Vestry

Except as otherwise provided in these Bylaws, the acts of a majority of the Members of the Vestry who are present at a meeting at which a Quorum exists shall be the acts of the Vestry. Members of the Vestry not in attendance shall not be allowed to vote by proxy.

§ 16. Informal Action

Action may be taken without a meeting of the Vestry if written consent to the action in question is signed by all Members of the Vestry and is filed with the minutes of the proceedings of the Vestry.

§ 17. Telephonic Meetings/Conference Calls

Members of the Vestry and Members of any Committee of the Vestry created on or pursuant to Article VII may participate in Regular or Special Meetings through the use of any means of communication by which all participants may simultaneously hear or speak with each other unless otherwise herein prohibited.

§ 18. Conduct of Meetings of the Vestry

Unless otherwise stated herein, the Rector shall preside over all meetings of the Vestry. In the absence of the Rector, the Senior Warden shall preside over the meeting. In the absence of both the Rector and the Senior Warden, the Junior Warden shall preside over the meeting of the Vestry.

§ 19. Order of Business of Vestry Meetings

The business to be conducted at regular or special meetings of the Vestry shall be determined by the Wardens and Rector and shall include the approval of the minutes from prior meetings, reports of committees and such other business as may be considered appropriate. Minutes of the Meetings of the Vestry, once approved, shall be posted in a timely manner, in a reasonable location for review by Members of the congregation.

§ 20. Duties of Vestry in absence of Rector and Wardens

In the absence of Wardens, the Vestry shall perform the duties of the Wardens. The Vestry shall:
{A} see that due efforts are made to maintain the finances of St. Paul's in good condition,
{B} take care that all funds of St. Paul's, other than those set aside for special and charitable objects, are properly expended or invested.

§ 21. Covenant Agreement with Rector

The Vestry of St. Paul's shall enter into a Covenant Agreement with the Rector, in consultation with the Bishop. The Covenant Agreement shall cover all major areas of parish life and the manner in which the Rector and parishioners shall share the responsibilities for the major areas of parish life. The Vestry shall review implementation of the Covenant Agreement annually with the Rector, including remuneration and benefits.

§ 22. Election of the Secretary and Treasurer of St. Paul's and the term thereof

At the first Vestry meeting following the Annual Meeting of St. Paul's, the Vestry shall elect a Secretary and a Treasurer, who shall be Qualified Voters of St. Paul's, each for a term of one year or until a successor is elected.

ARTICLE V

Officers

§ 1. Number and Qualification

The Officers of St. Paul's shall be Members of the Vestry, the Secretary, the Treasurer, and such other persons as designated by these Bylaws, the Constitution and Canons of the Diocese of Milwaukee.

§ 2. Rector

See Article III, §1, 2, 3, 4.

§ 3 Wardens

See Article IV, §2.

§ 4. Secretary

The Secretary:

- {A} attend all Meetings, Annual or Special, of St. Paul's and the Vestry,
- {B} shall take minutes of all proceedings,
- {C} shall enter and attest the same in the Book of Minutes of the Vestry,
- {D} shall enter in the said Book the annual accounts of the temporal condition of St. Paul's,
- {E} shall keep all original documents,
- {F} shall keep a list of Qualified Voters, and
- {G} keep such other lists as required.

§ 5. Treasurer

The Treasurer:

- {A} under the authority of the Vestry, collect, receive and disburse the funds of St. Paul's,
- {B} present to the Vestry a full and accurate statement of the financial condition of St. Paul's,
- {C} cause the Annual Statement to be independently audited by a Certified Public Accountant or reviewed by the Office of the Finance Officer, Episcopal Diocese of Milwaukee,
- {D} read the Annual Statement to the Parish at the Annual Meeting before the Annual Meeting proceeds to the election of officers,
- {E} be an Ex-Officio voting member of the Finance Committee.

§ 6. Other Offices

The Vestry may, from time to time in its unfettered discretion, create and/or define such other Offices and duties as the Vestry may deem expedient for the good of St. Paul's and assign to the several Officers other than the Rector such additional duties, consistent with these Bylaws and the Constitution and Canons of the Diocese of Milwaukee.

ARTICLE VI

Deputies to the Diocesan Convention

§ 1. Number, Qualification, Term and Election

The Nominating Committee shall present candidates for election as Lay Deputies and as Lay Alternates to the Diocesan Convention. All candidates must be Qualified Voters of St. Paul's. The four candidates for Lay Deputy and the four candidates for Lay Alternate receiving the most votes shall serve a term of one year, until their successors are duly elected, their death, resignation or removal.

§ 2. Duties

The Lay Deputies and Lay Alternates shall have such duties, powers and authorities as are provided by these Bylaws, the Constitution and Canons of the Diocese of Milwaukee and such additional duties as assigned by the Vestry.

§ 3. Notice

The election of Lay Deputies and Lay Alternates shall be certified to the appropriate officer of the Diocesan Convention, by the Secretary of the Vestry and/or by another officer of St. Paul's designated by the Vestry.

§ 4. Vacancies

Any vacancy in the number of Lay Deputies or Lay Alternates may be filled by appointment of the Rector and the Wardens.

ARTICLE VII

Committees

§ 1. Required Committees

The Committees of St. Paul's shall be established by the Vestry for managing the activities of St. Paul's and shall include:

- {A} a Finance Committee,
- {B} a Nominating Committee,

{C} a Personnel Committee, and
{D} such other Committees that the Vestry shall, in their unfettered discretion, from time to time, deem necessary and proper.

§ 2. Committee Chairs

The Rector, in consultation with the Wardens, shall appoint Chairs and Members to any and all Committees – except the Nominating Committee as set forth in Article VII, §6. Such appointments shall be subject to the confirmation of the Vestry.

§ 3. Rector and Wardens

The Rector and Wardens shall be Ex-Officio voting Members of all Standing Committees and shall appoint a vestry member to each ad hoc committee.

§ 4. Quorum

A Quorum of a Committee shall be its Chair and a majority of its Members.

§ 5. Reports

The Committees shall make reports to the Vestry, and any other group or committee, as requested and/or required by Vestry.

§ 6. Nominating Committee

The Nominating Committee shall be composed of the Rector, the Wardens, and four qualified Voters who shall be elected at the Annual Meeting of St. Paul's. The Senior Warden shall be the Chair of the Nominating Committee. The Members of the Nominating Committee shall hold office until the next Annual Meeting of St. Paul's or until the election of their successors.

If there is a vacancy in any of the four elected Members of the Nominating Committee, the Vestry shall elect a replacement until the next Annual Meeting of St. Paul's.

The Nominating Committee shall nominate individuals for positions as required by these Bylaws or by the Vestry.

§ 7. Personnel Committee

Except for the position of Rector, the Personnel Committee shall be responsible for the development of:

- {A} personnel policies,
- {8} job descriptions,
- {C} evaluation systems,
- {D} compensation plans, and
- {E} benefit plans.

Such policies, descriptions and plans shall be submitted to the Vestry for approval. The Vestry may then approve, disapprove or table such policies, descriptions or plans. The Vestry must approve such policies, descriptions or plans in a timely fashion to effect same.

As requested by the Vestry or Rector, the Personnel committee may assist in the recruiting and screening of applicants to fill vacancies. If so requested, the Personnel Committee may make recommendations concerning the qualifications of such applicants. Upon the request of the Rector, the Personnel Committee shall assist and advise the Rector on any matter pertaining to the staff of St. Paul's Church.

§ 7. Finance Committee

The Finance Committee shall manage and invest the assets of St. Paul's and any other trust funds belonging to or coming under the jurisdiction of the Rector, Wardens and Vestry, The Finance Committee shall:

- {A} prepare an annual budget for St. Paul's,
- {B} submit the annual budget to the Vestry for:
 - {i} review
 - {ii} revision, and
 - {iii} adoption prior to the first day of the applicable fiscal year, and
- {C} present the Annual Budget at the Annual Meeting

The Finance Committee shall employ advisors to assist in the management and investment of the fiscal assets of St. Paul's. The Finance Committee shall establish guidelines for any investment advisor so employed. The performance of any investment advisor shall be reviewed periodically, and at least every three years. The Finance Committee is authorized to invest in any foreign or domestic securities including, but not limited to:

- {A} common stocks, mutual funds, and exchange traded funds,
- {B} preferred stocks,
- {C} bonds and bond funds,
- {D} debentures,
- {E} notes,
- {F} commodity contracts,
- {G} mortgages,
- {H} investment trusts,
- {I} common trust funds,
- {J} property,
 - {i} personal,
 - {ii} mixed,
 - {iii} real, including non-income producing residential property for use by clergy or other employees of St. Paul's,
- {K} any business.
- {L} mining operation,
- {M} farming operation,
- {N} other venture,

{O} insurance contract,
{P} annuity contract, or
{Q} in any other prudent interest or investment type

Notwithstanding the foregoing, any funds which have investment limitations established by:

{A} law,
{B} by provision of will, or
{C} by the donor

shall be invested in accordance with those limitations or specific instructions.

The Finance Committee shall meet twice per year and shall hold such additional meetings as may be called by the Chair of the Finance Committee, the Rector and/or the Wardens and the Vestry.

The Finance Committee shall report quarterly to the vestry on the investment performance of assets under management and shall make such other reports as they are requested from time to time by the Wardens and Vestry. All acts of the Finance Committee are subject to review and approval of the Vestry.

At the close of each fiscal year the Finance Committee shall cause reports, books, and vouchers relating to St. Paul's Church, trust funds and all of the assets and securities belonging and pertaining thereto to be examined and audited by a Certified Public Accountant or reviewed by the Office of the Finance Officer, Episcopal Diocese of Milwaukee, who shall report in writing to the Vestry. No Certified Public Accountant or committee member who shall participate in the aforesaid examination or audit shall be a member of the Vestry or an officer in the corporation.

The Treasurer shall be an Ex-Officio, voting member of the Finance Committee. With the exception of the Officers who are Ex-Officio Members, no individual may serve as a member of the Finance Committee for more than two consecutive five-year terms.

ARTICLE VIII

Indemnification

St. Paul's shall indemnify its Rector, Officers and Volunteers to the same extent as officers and directors are required or permitted to be indemnified by §181,041 – 181.047 Wis. Stats. 1999, as amended. For purposes of this Article, "Volunteer" means any natural person other than an employee of St. Paul's who provides services to, or on behalf of St. Paul's without compensation.

ARTICLE X

General Provisions

§ 1. Application of Wisconsin law

Portions of these Bylaws are specifically created as a secular Wisconsin agreement and the construction, validity and effect of these Bylaws and the rights and duties of the herein above so recited shall at all times be governed by the laws of the State of Wisconsin. If any part or portion of these Bylaws are in conflict with the laws of the State of Wisconsin, the laws of the State of Wisconsin, as amended, shall prevail and the section so in conflict is null and void.

§ 2. Application of Canon law

The remaining portions of these Bylaws not recited in Article X §1 are specifically created as a religious agreement and the construction, validity and effect of these Bylaws and the rights and duties herein above so recited shall at all times be governed by the Constitution and Canons of the Episcopal Diocese of Milwaukee, Wisconsin together with the Rules of Order, the Constitution and Canons of the Episcopal Church of the United States and the Book of Common Prayer {hereinafter called Rules}. If any part or portion of these Bylaws is in conflict with the Rules, the Rules shall prevail and the section so in conflict is null and void.

§ 3. Singular, Plural

All words used in these Bylaws in the singular number shall extend to the plural, all words used in the plural shall extend to include the singular.

§ 4. Gender

All words used in these Bylaws in the masculine shall extend to and include the feminine, and all words in the feminine shall extend to and include the masculine.

§ 5. Headings

The titles to articles and section numbers are included for convenience and are not intended to construe or alter the substance of such articles, nor are they to convey any rank or authority by pagination or sequence.

§ 6. Fiscal Year

St. Paul's shall, for accounting purposes, be on a calendar fiscal year.

§ 7. Rules of Order

The conduct of all meetings of St. Paul's Meetings, Vestry and Committees shall be governed by the rules and procedures as set forth in Robert's Rules of Order.

§ 8. Conflict of Interest

A contract or other transaction between St. Paul's and an Officer, Member, any corporation, firm, association or other entity in which an Officer or Member is a director, officer, or employee or has a financial interest is void or voidable, unless:

{A} the fact of such relationship is fully disclosed to the Vestry or Committee which authorizes, approves or ratifies the contract or transaction,

{B} the interested Officer or member abstains from voting for the contract or transaction, and

{C} the contract or transaction is fair and reasonable to St. Paul's.

The interested Officer or Member is included in determining the presence of a quorum at the meeting of the Vestry or committee which authorizes, approves or ratifies the contract or transaction.

§ 9. Execution of Documents

Checks, drafts, and orders for payment against funds of the Parish shall be signed by one of the Wardens or the Treasurer, according to procedures established by the Vestry.

All contracts, deeds, documents and other instruments requiring an official signature shall be executed in the name of St. Paul's by one of the Wardens and the Treasurer or by such other persons as the Vestry shall authorize.

§ 10. Official Bonds

The Vestry may require that any Officer and other designated individuals be bonded. In such circumstances, the Vestry shall arrange for and pay the premium for the bonds.

ARTICLE XI

Amendments

These Bylaws may be amended by a two-thirds vote of the Qualified Voters attending a duly convened Annual or Special Meeting of St. Paul's. Any proposed change shall be posted and made available to the Membership of St. Paul's two weeks prior to a vote.