

**BYLAWS OF
ST. PETER'S BY-THE-LAKE EPISCOPAL CHURCH, INC.
BRANDON, MISSISSIPPI
January 23, 2005**

ARTICLE I: TITLE

The corporate title of this parish is St. Peter's by-the-Lake Episcopal Church, Inc., located at 1954 Spillway Road, P.O. Box 5026, Brandon, Mississippi, 39047-5026.

ARTICLE II: AUTHORITY

St. Peter's by-the-Lake Episcopal Church, Inc. (hereinafter "St. Peter's" or "Parish") acknowledges the authority of the church in the Episcopal Diocese of Mississippi, and of the Episcopal Church in the United States of America. This Parish is incorporate and forever held under the ecclesiastical authority of the Bishop of Mississippi, and the successors in office of the Bishop, and in conformity with the Constitution and Canons of the Episcopal Church in the United States of America (hereinafter "Church"), and the Constitution and Canons of the Episcopal Diocese of Mississippi, the authority of which we recognize and make a part of these bylaws of St. Peter's.

ARTICLE III: MISSION

St. Peter's is a member of the one holy catholic and apostolic church. It exists solely to serve God as God is revealed to the church in the Person of Jesus Christ through the power of the Holy Spirit. We pursue our mission as we worship in Word and Sacrament, proclaiming the Gospel, and reaching out to our community in justice, peace, and love. The Parish carries out its mission through the ministry of all its members. All members are ministers of the Parish.

ARTICLE IV: MEMBERSHIP

Section 1. All persons who have received the Sacrament of Holy Baptism with water in the Name of the Father, and of the Son, and of the Holy Spirit, and whose baptism has been duly recorded in the Parish Register are baptized members of this Parish.

Section 2. It is the ministry of the members to represent Christ and His church; to bear witness to Him wherever they may be, and according to the gifts given them, to carry on Christ's work of reconciliation in the world; and to take their place in life, worship, governance and financial support of the church.

Section 3. In all elections and meetings of the Parish, those members qualified to vote shall be competent persons (a) sixteen years of age or older; (b) baptized, canonically registered members of the Parish; (c) communicants in good standing as defined by applicable canons of the Church.

ARTICLE V: CLERGY

Section 1. The Rector shall perform all duties and assume all responsibilities imposed upon the office of Priest or Deacon by the Constitution and Canons of the Church and the Diocese of Mississippi and by accepted custom and usage of the Church. The Rector may appoint additional staff with the consent and confirmation of the Vestry on motion by majority vote.

Section 2. Clergy, as the terms are used in these bylaws, shall mean any assistant or associate rector, curate or any other clergy on the staff of the Parish, whether full time or part-time, and whether a priest or a deacon.

ARTICLE VI: VESTRY AND OFFICERS

Section 1. THE VESTRY

To be considered to serve on the Vestry, candidates must:

- (a) be a Confirmed Communicant in good standing, and dedicated to growing in the knowledge and love of Jesus Christ;
- (b) have been qualified to vote on all Parish business under Article IV, Section 3 of these by-laws for a period of not less than one year, and otherwise qualified to serve on vestries under the canons of the Church and Diocese;
- (c) Attend worship services with frequency and participate in the corporate life of the congregation.
- (d) be able and willing to engage in significant stewardship of time and property;
- (e) be at least 21 years of age,
- (f) not be a paid staff member,
- (g) not have served an immediately prior full three year term on the vestry and not more than six consecutive years.
- (h) not be an immediate family member of another vestry member that will serve during the same term.

Section 2. MAKE-UP OF THE VESTRY

The voting members of the Vestry shall be composed of the two Wardens (Senior and Junior) and nine additional members. The members of the Vestry other than the Wardens shall be elected for staggered terms of three years each commencing on the first day of the month following their election. Three new members shall be nominated and elected each year.

Section 3. NOMINATIONS AND ELECTIONS

(a) Prior to their nomination, candidates for the Vestry and Wardens must be informed of typical duties, affirm their qualifications, consent to having their names placed on the ballot, and except for, Senior and Junior Wardens be willing to serve a three year term if elected. Nominations for the Vestry and Wardens may be made only by those qualified to vote under Article IV, Section 3 of these bylaws. Two weeks prior to each annual Parish meeting, the nominating committee of the Vestry (consisting of those members rotating off the Vestry, including any member rotating off after less than a three year term, and the Rector) shall nominate and publish the names of the candidates for the Vestry and Wardens. The ballot for vestry members, not including Wardens, shall contain at least two more candidates than there are spaces to fill in the election. Additional nominations may be received from the floor of any Parish meeting providing they meet all of the stated qualifications.

(b) There shall be one ballot to fill all Vestry vacancies. The nominees receiving the most votes shall fill the longest vacant or new terms. In the event of a tie for any position there shall be subsequent ballots. Election of the Junior and Senior Wardens shall be by a separate ballot.

Section 4. MEETINGS

(a) Unless otherwise provided in Section 5 of this Article, the Rector, or in the absence of the Rector, the Sr. Warden, or if absent, the Jr. Warden, shall preside at all regular or special meetings of the Vestry. The Vestry shall meet at least once a month at a location, on a date, and at a time fixed by the Vestry at the previous meeting. All meetings, unless otherwise designated, are open to all members of the Parish for observation. Special meetings of the Vestry shall be called in accordance with Diocesan Canon 22.2(b). A majority of all voting members of the Vestry shall constitute a quorum. Motions shall be approved and carried by majority vote unless otherwise specified in these bylaws.

(b) Action by Conference Telephone. Any one or more members of the vestry or of any committee thereof may participate in a meeting of the vestry or such committee by means of a conference telephone or similar equipment that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting

Section 5. THE WARDENS

(a) Duties. There shall be two Wardens, a Senior Warden, and a Junior Warden. It shall be the duty of the Wardens, under the direction of the Rector, to see that the Parish provides for the well-ordered worship of Almighty God. It shall be the primary duty of the Junior Warden to see that the Church is kept in condition for its proper uses, and that all buildings and grounds of the Parish receive proper care. It shall be the primary duty of the Senior Warden to provide spiritual and executive leadership in the affairs of the Parish, especially in the development and carrying out of the Parish vision and program for ministry, as determined by the parishioners, Vestry, Rector, and Clergy of the Parish. At the request of the Rector, the Senior Warden shall preside at any regularly scheduled or special meetings of the Vestry or the Parish. At the request of the Rector, the Senior Warden shall have custody of the Parish Register, but shall not make entries therein unless specifically requested to do so by the Rector.

(b) Election of Senior and Junior Warden. The Wardens shall be elected at the annual meeting of the Parish for a term of one year commencing on the first day of the month following the annual meeting of the Parish.

Section 6. REMOVAL AND VACANCY

(a) A member of the Vestry, other than the Rector, may be removed at any time for due cause by the votes of a two-thirds majority of the entire vestry. The Rector shall vote to break a tie.

(b) In the event of a vacancy in the office of Senior or Junior Warden or other member of the Vestry, caused by death, removal, resignation or inability to serve, the Vestry may elect a qualified person to fill the vacancy until the next annual meeting of the Parish. At such next annual meeting the Parish shall elect a qualified person to fill the unexpired term. Any such person shall be eligible, at the expiration of such partial term, to run for a succeeding term.

Section 7. THE TREASURER

(a) The Vestry shall elect a Treasurer, who may or may not be a member of the Vestry. It shall be the duty of the Treasurer of the Parish to oversee all moneys acquired by the Parish, and to disburse the same in accordance with the direction of the Vestry, and the requirements of the Canons of the Diocese. The Treasurer shall assure that proper books of account are kept in accordance with the forms and standards approved by General Convention, and shall make regular reports to the Vestry, and an annual report to the congregation of the Parish at the time of the annual meeting of the Parish. The Treasurer shall attend Vestry meetings when requested and be ready to answer all questions as to the state of the treasury.

(b) The books and papers of the Treasurer shall always be subject to the inspection of the Bishop, the Rector, the Wardens, and the Vestry.

(c) The Treasurer shall be elected by a majority of the Vestry at its first official meeting following the Annual Meeting of the Parish. The Treasurer shall serve until the election of a new Treasurer or until the Treasurer's reelection.

(d) The Treasurer may be removed from office by the concurring decision of the Rector and Wardens subject to the ratifying vote of the Vestry taken in special session to be called within forty-eight hours of notifying the Treasurer of such decision. The Treasurer shall immediately surrender all books, papers, account numbers, and other relevant data following the vote of the Vestry, or at the earlier request of the Wardens and Rector.

Section 8. THE CLERK

The Vestry, at its first regular meeting following the Annual Parish Meeting, shall elect a Clerk, who may or may not be a member of the Vestry. It shall be the duty of the Clerk to assure the keeping of a record of all meetings of the Parish and of the Vestry. The Clerk shall assure the keeping of a full accurate and faithful statement of the number of meetings held by the Vestry during the year, and the number of such meetings attended by each Warden and other members of the Vestry. At the request of the Rector, the Clerk shall present this statement and read it at the annual meeting of the Parish before the election of a new Vestry. The Clerk shall assure that a current file of all minutes, financial statements, exhibits and other supporting data shall be maintained and opened on request to any

member of the Parish or the Rector. The Clerk shall assure the maintenance of the archives of the parish. The Clerk shall oversee the preparation of the annual Diocesan report to the Parish at the request of the Rector.

ARTICLE VII: MEETINGS OF THE PARISH

Section 1 Meetings of the Parish shall be held annually during the month of January, commencing with the year 2003. The Vestry, through its Clerk, shall give notice to the Parish of the date and time of the annual meeting at least two weeks in advance of the date of the meeting. At the annual meeting the Vestry shall present for the congregation's information a proposed budget for the ensuing year. The Rector shall present a state of the Parish report.

Section 2 Special meetings of the Parish may be called by the Rector or by a majority action of the Vestry, provided notice to the Parish is given at least two weeks before the meeting.

Section 3 A quorum at the annual meeting or any special meeting of the Parish shall be not less than ten percent (10%), and not less than twenty (20) of the Communicants in Good Standing of the Parish who are qualified to vote under Article IV, Section 3. Unless otherwise specified in these bylaws, all motions shall be approved and carried by majority vote.

ARTICLE VIII: COMMITTEES AND ORGANIZATIONS

Any committee or organization created within, or associated with, the Parish shall obtain the permission of the Rector and/or Vestry to organize. Any such committee or organization shall follow the financial guidelines established by the Diocese. Any such committee or organization within the Parish shall submit to the Vestry a written report of its work, including a financial accounting, at the request of the Vestry or not less than, fifteen (15) days before the annual meeting of the Parish.

ARTICLE IX: ANNUAL BUDGET

Treasurer shall submit a preliminary budget to the Vestry no later than the regularly scheduled meeting of the Vestry held in December. Upon approval by the Vestry, the Treasurer shall prepare the budget for presentation to the annual Parish meeting.

ARTICLE X: DELEGATES TO COUNCIL

The Vestry shall appoint in February preceding the next Annual Diocesan Council, by majority vote, the delegates and alternate delegates to annual and special council meetings of this Diocese. Delegates may be current Vestry members or officers of the Vestry or Parish. Such appointments shall be made known to the Parish by notice given by the Rector or either of the Wardens at a worship service at least two weeks preceding the annual meeting of the Council.

ARTICLE XI; CONFLICTS

Whenever any provision of these bylaws conflicts with the constitution or canons of the Diocese of Mississippi or the Constitution or Canons of the Church, the constitution and/or canons of the Diocese or the Church shall take precedence as to that provision, and the remainder of these bylaws shall remain in full force and effect.

ARTICLE XII: AMENDMENTS

Any proposed change, alteration, or amendment to these bylaws shall first be submitted to the Vestry for approval. Upon approval by the Vestry the Clerk shall post a copy of such changes in a prominent and convenient place on the Parish premises at least two weeks prior to the annual meeting of the Parish or any special meeting called for the purpose of approving such changes.

ARTICLE XIII: ADOPTION

Amended by-laws shall take effect immediately upon ratification by the membership assembled at any single Annual or Special Meeting.