

**AMENDED AND RESTATED BYLAWS
OF SAINT JOHN’S EPISCOPAL CHURCH OF OURAY, COLORADO**

Saint John’s Episcopal Church of Ouray, Colorado, a parish acceding to the Constitution and Canons of The Episcopal Church and the Constitution and Canons of the Diocese of Colorado and being constituted by the Convention thereof, does hereby establish and adopt these Amended and Restated Bylaws (the “Bylaws”) for the governance of the parish in order to enable it to perform those responsibilities reposed upon it by Canon and to provide for its orderly governance.

1. NAME

1.1 Name. The name of the Corporation is Saint John’s Episcopal Church of Ouray, Colorado (the “Parish”), sometimes known as “St. John’s”.

2. MEMBERSHIP

2.1 Membership. In accordance with Canon 17 (“Canon 17”) of the Constitution and Canons for the government of The Episcopal Church (2006), 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, whether in this Church or in another Christian Church, and whose Baptism has been duly recorded in this Church, is a member of this Parish. No member shall be qualified to vote at any meeting of the Church unless that member is an adult “Communicant in Good Standing,” as defined by Canon 17 and required by Canon 14 of the Canons for the Government of the Episcopal Church in the Diocese of Colorado.

3. MEETINGS OF THE MEMBERS

3.1 Bi-annual Meetings and Agendas.

Two meetings of the membership shall be held each calendar year (i) in the month of January or February (the “Winter Meeting”), for financial purposes, and (ii) in the month of August (the “August Meeting”), for election purposes, at a time and place to be set by the Vestry (each a “Bi-annual Meeting”). The Rector, in consultation with the Senior Warden, shall set the agenda for each Bi-annual Meeting in accordance with these Bylaws and the Articles of Incorporation of the Parish. In addition, the Rector shall include a matter on the agenda of a Bi-annual Meeting if ten or more qualified voting members have requested (in a writing delivered to the Rector at least ten days prior to the applicable meeting) that a matter be so included. The agenda of one Bi-annual Meeting or the other shall also include those items of business required by the Canons of The Diocese of Colorado, if any.

3.2 Special Meetings.

A special meeting of the membership may be called by the Rector, either Warden, or two (2) Vestry members. As used in these Bylaws, the term “Rector” shall also include any Priest-in-Charge.

3.3 Notice of Meetings.

Notice of the time, place 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 or other type of general communication regularly sent to all the members.

3.4 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 of Colorado 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.

3.5 Quorum and Voting.

A quorum at a members’ meeting shall consist of a number of qualified voting members equal to 20% of the Parish’s official average attendance at the regular Sunday services occurring during the 3-month period prior to such meeting, but in no case shall be less than ten (10). Each Communicant in Good Standing present shall have one vote.

4. ELECTIONS

4.1 Elections

Positions to be filled by election at the August Meeting are the offices of Senior Warden (nominated by the Rector), Junior Warden (nominated by the Vestry) and the open elected positions on the Vestry (nominated by a Nominating Committee consisting of the Rector, Senior Warden and retiring Vestry members). Nominations of consenting qualified persons may also be accepted from the floor at the August Bi-annual Meeting.

4.2 Voting Procedures.

A majority vote of the qualified voting members present at a Bi-annual meeting of the Parish shall be required to pass any measure, unless a greater percentage is required by law. Elections shall be held by secret ballot at the request of any member, or in the event of an election contest.

4.3 Time of Taking Office.

All Wardens and Vestry members elected at an August Meeting shall take office on the first Sunday following the August Meeting, and shall be installed at the principal Sunday service held on that day.

5. VESTRY

5.1 Who Constitutes.

The Rector, Senior Warden, Junior Warden and, in addition, no less than 3 or more than 7 members shall constitute the Vestry. Vestry members shall be 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 congregation by pledge or otherwise.

5.2 Terms of Office.

a. Vestry members shall be elected for a three (3) year term, and shall serve until replaced. Vestry members' terms shall be staggered so that each year, a prescribed number of Vestry members' terms shall expire. Vestry members may serve for not more than two (2) consecutive terms of election.

b.. The Senior Warden shall be elected for a one (1) - year term, and shall serve until replaced. The Senior Warden may serve for not more than two (2) consecutive terms of election.

c. The Junior Warden shall be elected for a one (1) – year term, and shall serve until replaced. The Junior Warden may serve for not more than six (6) consecutive terms of election.

d.. After expiration of one year following the end of two consecutive terms of service, any Vestry member or Warden may be elected to another term as a Vestry member or Warden.

5.3 Meetings.

a. The Vestry shall meet not less than every two months for its regular meetings. The Vestry, at its first meeting held after the August Meeting, shall set the time and place for its regular meetings for the succeeding year. No notice of such regular meetings thereafter need be given.

b. Special meetings of the Vestry may be called by the Rector, either Warden, or two (2) Vestry members. Notice of such special meetings must be delivered to the Vestry either orally or in writing and posted on the Parish hall bulletin board not less than five (5) days prior to the date of the said meeting, stating therein the purpose of the meeting.

c. All regular meeting dates and times, and any change in such dates or times, shall be posted on the Parish hall bulletin board.

5.4 Vacancies.

a. A vacancy upon the Vestry may be created by any of the following:

1. Resignation or disability;
2. Any member's failure, not excused by the Rector or the Senior Warden, to attend three (3) consecutive meetings of the Vestry, which shall constitute a presumptive resignation of the absent member;
3. Failure, not excused by the Rector or the Senior Warden, to attend at least sixty percent (60%) of all meetings of the Vestry and membership for the year preceding an August Meeting, which shall constitute a presumptive resignation of the absent member; or
4. Failure of any Vestry member to remain a Communicant in Good Standing or to continue to acknowledge his or her personal accession to the Constitution and Canons of The Episcopal Church, which shall constitute a presumptive resignation of the Member.

b. In the event of a vacancy occurring under section 5.4.a.1, 2 or 3, the remaining members of the Vestry shall fill the unexpired term by appointment. In the event of a vacancy occurring under section 5.4.a.4, the membership of the Parish at the next Bi-annual Meeting shall fill the vacancy by election for the balance of the unexpired term. The Ecclesiastical Authority of the Diocese of Colorado also shall have the authority to appoint persons to fill the vacancy of any member of a Vestry who has resigned pursuant to section 5.4.a.4.

5.5 Powers

The Vestry shall be the governing body of the Church and vested with all powers conferred upon it by statute, canon, the Articles of Incorporation and these Bylaws.

5.6 Quorum, participation and voting.

A quorum shall be a majority of the total authorized members of the Vestry. A vestry member may participate in any meeting by speaker telephone 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.

5.7 Unanimous consent in lieu of meeting.

The Vestry may take action by unanimous written or electronic consent in lieu of a meeting. To accomplish unanimous 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, sound, symbol, or process logically associated with the return of the resolution and otherwise executed in accordance with the Uniform Electronic Transaction Act, COLO. REV. STAT. §24-71.3-101 et seq.

6. OFFICERS

6.1 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 Chief Executive Officer, with spiritual jurisdiction of the Parish 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 of Colorado.

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.

c. For as long as is generally permitted or otherwise not prohibited by canon or the Diocese, the Rector is to have sole control and discretion over the use of the Rector's Discretionary Fund, provided that, for purposes of the reporting of federal income tax

information, the Rector must either

i) have the total amount of the income of the fund recorded as income to the Rector and reported as such on the Parish federal income tax reporting of wages and salaries paid; or

ii) provide an accounting of the fund and cooperate in an audit of the income and expenses of the fund as a separate fund of the Parish, in which case the Parish will report the income and expenses as part of its overall filings, reporting only that part of the fund expended for the personal benefit of the Rector as income to the Rector.

6.2. Senior and Junior Wardens.

a. Wardens shall be 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 congregation 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.

6.3. 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 on the church bulletin board in the Parish hall or published in a newsletter or other document regularly circulated to all members and published on the Parish website. Assistant clerks, if needed, may be appointed by the Vestry. Any non-Vestry member Clerk shall not vote as a member of the Vestry.

b. 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 of Colorado, and shall be bonded if such canons so require. The Vestry may appoint an assistant treasurer, if needed. Any non-Vestry member Treasurer shall have the right to vote as a member of the Vestry.

A financial report shall be submitted at each regular meeting of the Vestry. Quarterly, if so requested by the Vestry, a detailed financial transaction report will be submitted advising the Vestry as to budget expenditures and balances and setting forth the areas of budget deficit. All

treasurer's reports will be included in the Clerk's report of each Vestry meeting that is posted on the church bulletin board in the Parish hall and on the Parish website.

7, MISCELLANEOUS MATTERS

7.1 Committees and Commissions.

The Vestry shall establish an Endowment and Investment Committee, in accordance with the Endowment and Investment Policy of the Parish. The Vestry may establish a Finance Committee, a Stewardship Committee and such other committees and commissions as it deems necessary to carry out the purposes of the Parish. The duties and powers of such bodies shall be set forth in the minutes of the Vestry.

7.2 Vestry Responsibilities - Liaison Responsibilities.

The Senior Warden, after consultation with the Rector, at the first Vestry meeting each year, shall assign an area of Church 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.

The Senior Warden shall be responsible to see that the Vestry members are undertaking their responsibilities and to correlate such activities to enable Parish organizations to effectively function.

7.3 Convention Delegates.

Delegates to the Annual Convention of the Diocese of Colorado and the Diocesan Regional assemblies must be adult Communicants in Good Standing. The delegates and alternates to the Annual Convention of the Diocese of Colorado, and the Diocesan Regional assemblies shall be appointed by the Vestry and otherwise in accordance with the Canons of the Diocese of Colorado.

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, unless given specific voting direction by resolution from the Vestry. In the event that any appointed delegate shall be unable to so attend, the alternate designated shall be in accordance with the order of appointment.

7.4 Fiscal Year.

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

7.5 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, or if any Vestry member shall request, *Robert's Rules of Order*, most recently revised, shall govern the conduct of all meetings of the Vestry and membership. In the event of the establishment of committees and commissions, the Vestry in the resolution establishing the same, may require the use of such rules of order by such committee or commission.

8. ADOPTION AND AMENDMENT

8.1 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 thirty (30) days prior to the Bi-annual Meeting of the membership and signed by the person or persons submitting the same. A copy of such proposal shall be provided to the membership not less than ten (10) days prior to the Bi-annual Meeting by conspicuously posting a copy of the same within the church building and on the Parish website, if any.

8.2 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 majority vote of the qualified members casting a vote at a Bi-annual Meeting. No amendment may conflict with the provisions of the Articles of Incorporation of the Parish. Any proper amendment shall be effective upon the vote of the membership, and the amended procedures may be utilized for the balance of the meeting.

9. ENDOWMENT and INVESTMENT COMMITTEE

9.1 Endowment of the Parish. An Endowment Fund for the Parish shall be established in accordance with the provisions of the Endowment and Investment Policy of St. John's adopted by the Vestry. The appointment of the Endowment and Investment Committee and the management of the Endowment Fund shall all be conducted in accordance with such policy.

10. CONTRACTS, LOANS, CHECKS AND DEPOSITS

10.1 Contracts.

Subject to the limitations of Section 2.4 of the Amended and Restated Articles of Incorporation of the Parish regarding restrictions on encumbrances, 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, and such authority may be general or confined to specific instances.

10.2 Loans.

No loans shall be contracted on behalf of the Parish and no evidences 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 of Colorado, if any. Such authority may be general or confined to specific instances.

10.3 Check and Drafts.

All checks, drafts or other orders for the payment of money, notes or other evidences 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.

10.4 Deposits.

All funds of the Parish not otherwise employed shall be deposited from time to time to the credit of the Parish in such banks, trust companies or other depositories as the Vestry may select.

11. REPORTS, BOOKS AND RECORDS

11.1 Reports.

The Treasurer shall prepare, and the Vestry shall approve, a written annual financial report listing the assets and liabilities of the Parish, and describing its affairs throughout the preceding year. In addition, the Vestry shall approve a "State of the Parish" report describing its affairs throughout the preceding year. Such reports shall be available to members at reasonable times at the Parish office and on the Parish website 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 Treasurer of the Parish, upon receipt of Vestry approval.

11.2 Books and Accounts.

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.

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

12. INDEMNIFICATION AND INSURANCE

12.1 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 conform to the strictures of COLO. REV. STAT. §7-129-102 (as it may be amended from time to time), to wit: 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 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.

12.2 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.

12.3 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.

12.4 Insurance.

The Parish shall have the power, by resolution of the Vestry, to purchase and maintain insurance 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.

12.5 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.

13. CONFLICTS OF INTEREST AND CONFIDENTIALITY

13.1 Conflicts of Interest.

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 and/or COLO. REV. STAT. § 7-128-501, 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 a 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.

13.2 Confidentiality.

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 a regular Bi-Annual Meeting of Saint John's Episcopal Church of Ouray, Colorado on the ____ day of _____, 2009.

By: _____ (Clerk)