

**AMENDED AND RESTATED BYLAWS  
OF  
CHURCH OF THE HOLY COMMUNION**

**ARTICLE I**

**General**

**Section 1. Church of the Holy Communion:** The corporation, which shall also be referred to herein as the "Parish", accedes to the Constitution, Canons, doctrine, discipline and worship of The Episcopal Church and The Diocese of West Tennessee. The Parish shall exercise such powers as may be allowed to it under the Constitution and Canons of The Episcopal Church and The Diocese of West Tennessee. In the event of a conflict between the provisions of the Charter and/or Bylaws of the Parish and the Constitution and Canons of The Episcopal Church and/or The Diocese of West Tennessee, the provisions of the Constitution and Canons of The Episcopal Church and The Diocese of West Tennessee shall control.

**ARTICLE II**

**Offices**

**Section 1. Offices.** The principal offices of the corporation are at 4645 Walnut Grove Road, Memphis, Tennessee 38117.

**ARTICLE III**

**Membership**

**Section 1. Composition:** The membership of the corporation shall be composed of the members in good standing of Church of the Holy Communion of the Diocese of West Tennessee.

**Section 2. Annual Meeting:** The annual meeting of the members of the corporation shall be held on a Sunday morning in January in each year unless otherwise specified by call of the Rector or the President of the corporation.

**Section 3. Special Meetings:** Special meetings of the members of the corporation may be called at any time by the Rector or the President of the corporation by giving notice at least seven days prior to the time fixed for such meetings. Such notice need not be in writing but may be given by announcement at any regularly scheduled service of the Church or otherwise.

**Section 4. Quorum:** As required by Diocesan Canons, ten percent of the members in good standing as reported in the previous year's journal shall constitute a quorum. Should the

Canons of Diocese change, the new method of determining a quorum shall automatically become effective for the Corporation.

## ARTICLE IV

### Directors

**Section 1. Function:** The property and funds of the corporation shall be held in trust for the corporation and its affairs managed by the Board of Directors.

**Section 2. Number:** The Board of Directors shall consist of twenty-one members and shall constitute the Vestry of Church of the Holy Communion. The Rector of the Church of the Holy Communion shall be an ex-officio member and act as Chairman thereof.

**Section 3. Election:** The election of directors who shall also be known as members of the Vestry shall be held by the members of the corporation at their annual meeting each year. Nominations shall be solicited from among the members of the corporation by means approved by the Board of Directors in a duly adopted policy. The Directors shall have in place a reasonable policy regarding making the members of the corporation aware of the nominees prior to the annual meeting. Nominations shall also be allowed and received from the floor at the meeting. There shall be a paper ballot distributed to all qualified voters determined by the Canons of the Diocese at the annual meeting and the candidates receiving the highest number of votes shall be declared elected. Corporation members must be present to vote and no proxies shall be permitted.

**Section 4. Terms:** Election to the Board of Directors shall be for a term of three years and until election and qualification of successors, provided that the membership shall be rotated in the manner set out hereinafter. At each annual meeting of the members seven directors shall be elected to hold office for a term of three years. Retiring directors who have served as such for one year or more shall be ineligible for re-election until after the lapse of two years.

**Section 5. Vacancies:** Vacancies occurring in the Board of Directors during the term of office of its members shall be filled by a vote of the remaining Directors and members so elected shall hold office until the next annual election, or until their successors are elected.

**Section 6. Regular Meetings:** The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the members of the corporation. Regular meetings shall be held monthly at the time and place designated by the Rector or the President of the corporation.

**Section 7. Quorum:** A majority of the members of the Board of Directors shall constitute a quorum at any regular or special meeting.

**Section 8. Informal Action by Directors:** Any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of

Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

## ARTICLE V

### Officers

**Section 1. Number and qualifications:** The officers of the corporation shall be President, Vice-President, Secretary and Treasurer, provided that the last two of the said four offices may be combined in one person. All officers shall be chosen from the membership of the Board of Directors, except that the Secretary and Treasurer need not be Directors. The corporation shall have such other officers as the Board of Directors may determine from time to time.

**Section 2. Election:** All officers shall be elected at the annual meeting of the Board of Directors, or, in the event of a vacancy, at any regular or special meeting thereof. The President shall be the Senior Warden of the Parish, the Vice-President shall be the Junior Warden of the Parish, the Secretary shall be the Clerk of the Parish and the Treasurer shall be the Treasurer of the Parish.

**Section 3. Term:** All officers shall hold office for a term of one year and until their successors are elected and qualified.

**Section 4. Duties:** All officers shall have all the duties and powers normally accorded to their offices and such others as may be accorded to them by the Board of Directors from time to time.

**Section 5. Removal:** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

## ARTICLE VI

### Committees

**Section 1. Appointment:** Such regular or special committees as may be necessary to the conduct of the affairs of the corporation shall be appointed by the Rector, subject to the approval of the Board of Directors, or by the Board of Directors.

**Section 2. Powers and duties:** The powers and duties of all committees shall be fixed by the Board of Directors, or by the Rector and confirmed by the Board of Directors.

**Section 3. Special Funds:** The handling of any special funds of the corporation may be delegated to and vested in a committee appointed for that purpose.

**Section 4. Membership:** The Rector and President shall be ex-officio members of all committees. Chairmen and members of committees may, but need not be, Directors.

## ARTICLE VII

### Indemnification Of Directors And Officers

**Section 1. Indemnification.** The corporation shall indemnify each director and each officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

**Section 2. Indemnification in Actions by the Corporation.** The corporation shall indemnify each director and each officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such director or officer shall be adjudged to be liable to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite that adjudication of liability but in view of all the circumstances of the case, such director or officer is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

**Section 3. Success On Merits Or Otherwise.** To the extent that a person who is or was a director, officer, employee or agent of the corporation, or of any other corporation, partnership, joint venture, trust or other enterprise with which he is or was serving in such capacity at the request of the corporation, has been successful on the merits or otherwise in defense of any

action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

**Section 4. Applicable Standard.** Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable but a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

**Section 5. Non-Exclusivity of Article.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a director or officer seeking indemnification may be entitled under any statute, provision in the corporation's Charter, Bylaws, agreement, vote of members or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

**Section 6. Insurance.** The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

**Section 7. Intent; Severability.** The intent of this Article VII is to permit indemnification of directors and officers of the corporation to the fullest extent permitted by the Tennessee Nonprofit Corporation Act. If the Tennessee Nonprofit Corporation Act is amended or other Tennessee law is enacted to permit further elimination or limitation of the personal liability of directors and officers, then the liability of directors and officers of the corporation shall be eliminated or limited to the fullest extent permitted by the Tennessee Nonprofit Corporation Act, as so amended, or by such other Tennessee law, as so enacted. The invalidity or unenforceability of any provision in this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

## ARTICLE VIII

### General Provisions

**Section 1. Seal:** The corporation has no seal.

**Section 2. Amendments:** These Bylaws may only be amended at any regular or special meeting of the corporation upon an affirmative vote of a majority of the corporation members present who are qualified to vote. Further, pursuant to the Canons of the Diocese, any amendment shall require the prior approval of the Bishop. Each such amendment shall be incorporated into the Bylaws by the Secretary who shall enter it under Article IX hereinafter as a separate section thereof, said sections being consecutively numbered in accordance with the order of adoption.

APPROVED:

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Secretary

## **ARTICLE IX**

### **Amendments**