**BY-LAWS OF  
RESURRECTION EPISCOPAL CHURCH. ROCKDALE**

* 1. Of the Members of the Corporation and the Qualification of Voters
     1. The Members of the Corporation, as defined in the Articles of Incorporation, qualified to vote at elections of members of the Vestry and on all questions which may come before any meeting of the Corporation shall be those persons otherwise qualified under Article 6 of the Articles of Incorporation who shall appear by the books of the Corporation to have contributed to its support not less than twenty-five ($25) dollars per year in the year immediately preceding the meeting and the year in which the meeting shall occurs. Members who wish to vote at a meeting shall pay their contribution for the current year no later than seven (7) days prior to the meeting in which a vote shall occur. The Secretary shall compile and certify a list of Members entitled to vote at an annual meeting or special meeting, six (6) days prior to the meeting.
  2. Of the Meetings of the Corporation and the  
     Election of Members of the Vestry, Deputies to Diocesan Convention  
     and Delegates to Deanery
     1. The annual meeting of the Corporation and the annual election of members of the Vestry, deputies to the next stated Diocesan Convention and delegates to the Deanery shall be held in the Church edifice or such other place as the Vestry shall by resolution prescribe on the first Sunday in October of each year. The time and place for holding the meeting and election shall be announced to the Congregation by the Rector or the Rector’s Warden on the two Sundays next preceding such day of election, and a written notice of the annual meeting shall be given to each member of record entitled to vote, at least ten days prior to the day named for the meeting; if action to be taken by the members at the meeting includes alteration, amendment or repeal of the By-Laws, notice thereof by announcement shall be given by the Rector or the Rector’s Warden on the three Sundays preceding such meeting.

SEC. 2. The Rector, the Rector’s Warden or the People’s Warden, in the order named, shall preside at the meeting and the meeting shall be organized by the election of a Secretary. Nominations for members of the Vestry, deputies to the next stated Diocesan Convention and delegates to the Deanery shall then be made. Upon the close of the nominations the chairman shall appoint as judges of election three persons qualified to vote.

SEC. 3. It shall be the duty of the judges of election to open the polls. Voting for members of the Vestry, deputies to the next stated Diocesan Convention and delegates to the Deanery shall be by ballot, in person and not by proxy. When all persons present have had opportunity to vote, the judges shall declare the polls closed, proceed with the count and announce to the meeting the result of the election. The chairman of the meeting shall notify each of the persons elected and due notice of the next meeting of the Vestry shall be given to the new members of the Vestry. The minutes of the meeting shall be transmitted to the Secretary of the Vestry by the Secretary of the meeting.

SEC 4. In case of failure to hold an election on the day specified the Vestry shall appoint another day within four weeks for holding such election.

SEC 5. Special meetings of the members may be called at any time by the Rector, or the members of the Vestry, or upon the request of at least 20 members of the Corporation. Notice of the time and place of a special meeting shall be given in the same manner as Section 1 of this Article prescribes for annual meetings.

SEC 6. At all meetings of the members of the Corporation, ten percent of the members who would be qualified to vote if present in person shall constitute a quorum.

* 1. Of the Members of the Vestry, the Appointment of Wardens and Officers,  
     and Meetings of the Vestry

SEC. 1. The Vestry is comprised of ten (10) elected congregants in good standing. All Members of the Vestry shall be baptized members of the Corporation, a minimum of eighteen years of age, who has been eligible to vote at two prior Annual Meetings, are leaders in both attendance and giving, and are making contributions to the Corporation under Article I Section 1 above.

SEC 2. Meetings of the Vestry shall be held on such day in the months of January, February, March, April, May, June, September, October, November and December as the Vestry may from time to time fix by resolution. Special meetings of the Vestry may be called by the Rector or by a majority of the members of the Vestry at any time upon five days written notice.

SEC 3. A majority of the members of the Vestry shall constitute a quorum for the transaction of all business, except as otherwise provided in the Articles of Incorporation or these By-Laws.

SEC 4. Vacancies in the Vestry occurring at any time may be filled by a majority of the remaining members of the Vestry, though less than a quorum; Provided that no person shall be elected by the Vestry to fill a vacancy unless nominated at a meeting held at least one week previous to the election, and written notice of such nomination shall have been sent to all members of the Vestry at least five days prior to such election.

SEC 5. At the stated meeting following the election of members of the Vestry in each year, the Vestry shall elect one of their number the People’s Warden, and the Rector shall appoint another member of the Vestry the Rector’s Warden; provided that, if a vacancy exists in the office of Rector, the Vestry shall select one of their number to perform the duties of Rector’s Warden until the next succeeding stated meeting of the Vestry. The Vestry shall also elect a Secretary, a Treasurer, and such other officers as may be directed by the Articles or By-Laws, none of whom need be a member of the Vestry. All elections shall be by ballot, unless the same shall be dispensed with by the unanimous consent of the members of the Vestry present.

SEC 6. To the fullest extent that the laws of the Commonwealth of Pennsylvania as now in effect or as hereafter amended permit elimination or limitation of the liability of members of the Vestry, no member of the Vestry of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a member of the Vestry. Any amendment or repeal of this Section or adoption of any provision of these By-Laws or the Articles of Incorporation of the Corporation which has the effect of increasing the liability of members of the Vestry shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to its adoption.

* 1. Of Committees

SEC. 1. The Vestry may create such committees, standing or special, to perform such functions, and to serve such terms as it may deem appropriate. Members of committees shall be appointed by the Rector, subject to the approval of the Vestry.

SEC 2. Vestry Committee. On or about the First Sunday in September, the Rector, or Rector’s Warden if there is no Rector, shall appoint a Nominating Committee of the Vestry (“Nominating Committee”). All Vestry Members whose term of office expires in the subsequent October are automatically members of the Nominating Committee, regardless as to whether a Vestry Member seeks a second term. The Rector may appoint up to an additional three members to the Nominating Committee.

* + - 1. The Nominating Committee to shall insure that nominations for vestry elections are made by the congregation at large. Nomination ballots and the nomination box shall be placed in the church at least eight (8) weeks prior to the Annual Meeting, an announcement shall appear in the Sunday bulletin explaining the requirements for running as a member of the Vestry, and flyers shall be posted throughout the church that list the names of the members finishing a term and the rise of the Annual Meeting, requirements for nominating the new vestry class, vestry responsibilities, vestry member qualifications and requirements, and the vestry election process and timetable.
      2. Two (2) Sundays prior to the Annual Meeting the Nominating Committee closes nominations by the congregation, checks the credentials of the nominees with the Rector to insure that they are eligible to run for vestry, insures that nominees will stand for election, solicits more names (if needed) to make up a slate that is ideally five (5) nominees (two nominees larger than the vestry class to be elected) but may be three (3) nominees (the same number of nominees as the vestry class to be elected), and collects and biographical statements from those who are running for election.

No later than the Sunday prior to the election, the Nominating Committee posts the names of those who are running for election along with pictures and biographical statements, and makes absentee ballots available to members of the congregation who are members in good standing and have an acceptable reason to be absent from the annual meeting.

* + - 1. No married individuals, domestic partners, civil union partners, first or second degree relatives may serve on the Vestry at the same time.
  1. Of the Election of the Rector  
     1. The Rector shall be elected by a majority of the Vestry upon written ballot.
     2. The person to be elected shall have been openly nominated at a previous meeting of the Vestry, the notice for which meeting shall have been issued at least one week previous to the holding thereof, and shall have stated that nominations would then be made and received; and the notice for the meeting at which such election is intended, shall state such intention; and no election as aforesaid shall be held until at least one week shall have elapsed from and after the nomination of the candidate.
     3. The agreement between the person called and the Corporation shall be reduced to writing and signed by both parties, of which each party shall be furnished with a copy.
  2. Of the Church Wardens, Secretary, Treasurer and Sexton
     1. The Church Wardens shall have a general superintendence of the property of the Corporation, except as delegated to the Committees, and shall take care that the Sexton and other employees perform their respective duties in a satisfactory manner, and that order be maintained in and about the Church. They shall have power to make purchases of all articles necessary for the use of the Church within the limits of a budget adopted by the Vestry without further authorization from the Vestry.
     2. The People’s Warden shall have the custody of all title and insurance papers of the Corporation. It shall be his duty to provide the registers as provided in Article 7.
     3. The Treasurer shall have custody of and shall maintain the books of account of the Corporation, and shall have charge of all the revenues of the Corporation, which shall be deposited in the bank or trust company designated by the Vestry, to the credit of the Treasurer of the Resurrection Episcopal Church, Rockdale. The said revenues shall be from time to time applied for the maintenance and support of the Rector, other Ministers and Officers of the Church and in the erection and necessary repairs to the Church, Churchyard, Rectory and such other houses as shall belong to the Corporation and to any other purposes to which the corporate funds may be lawfully applied as directed by the People’s Warden. All checks or orders for the payment of money drawn against any fund belonging to the Corporation shall be signed by the Treasurer and shall be countersigned by the People’s Warden; provided that the Vestry may by resolution designate one or more alternates to sign or countersign checks if the Treasurer or the People’s Warden is unavailable. The Treasurer shall render to the Vestry at the stated meeting and to the annual Parish meeting accounts of all receipts and disbursements for the year. The Treasurer shall at the stated meeting and at other times as the Vestry may require lay before the Vestry a statement of all debts and liabilities of the Corporation in detail, showing to whom the same may be owing and also a statement of all the property, claims and effects belonging to the Corporation, which accounts shall be audited annually in conformity with Canonical requirements. The books of account of the Treasurer shall be open at all reasonable times to the inspection of the Vestry.
     4. The Rector’s Warden shall have special charge of the Eucharist plate, and shall, when required, provide from the Eucharist alms the bread and wine necessary for the administration of the Holy Eucharist. It shall be the duty of the Church Wardens, assisted by members of the Vestry or other fit persons, to collect the offerings from the Congregation.
     5. The Secretary shall keep regular minutes of the proceedings of the Vestry, notify the members of all its meetings, call special meetings when ordered, and perform generally such duties as pertain to the office.
     6. All books, papers, and records relating to the property of the Corporation, shall be delivered by the Secretary, Treasurer and Wardens to their successors in office.
     7. The Sexton shall have constant care of the Church and shall perform all other duties connected with such office, as directed by the Rector or either of the Wardens.
  3. Registers
     1. The People’s Warden shall provide a register, to be kept in the custody of the Rector, in which shall be recorded by the Rector, or other minister of the Parish, a list of the Communicants of the Parish, all Marriages, Baptisms, Confirmations and Burials, at which such clergy shall have officiated in the Parish, together with all pertinent data as required by the Canons. This book shall belong to the Corporation as a part of the Church records. Certificates from these records, under seal, shall, when requested, be provided by the Rector or the Wardens.
     2. The People’s Warden shall keep a register or record in which shall be entered the names of all persons who contribute to the current expenses of the Corporation, and the amount of such contribution. The People’s Warden and the Rector shall prepare from the said register a list of members qualified to vote for the election of members of the Vestry and shall deliver the list to the judges of election on the day fixed for the election of members of the Vestry.
  4. Of the Church Building and Furniture
     1. No alteration of or addition to any part of the Church building or the Church furniture, nor any decoration of the same shall be made without the consent of the Vestry, and no tablet, window or monument shall be placed in the Church, unless a complete design thereof shall have been first approved by the Vestry; Provided, That nothing herein contained shall in any wise be taken to affect or vary the rights of the Rector as specified in the Constitution and Canons of The Episcopal Church.
  5. Of Gifts to the Church
     1. All articles of every description given to the Church or placed in, upon or about the Church building, whether as memorials or otherwise, shall become the absolute property of the Corporation, and subject to the exclusive control and disposition of the Vestry in all respects.
  6. Indemnification
     1. Right to indemnification.
        1. Unless in a particular case indemnification would jeopardize the Corporation’s tax exempt status under Section 501(a) of the Internal Revenue Code (the “Code”) or result in the Corporation’s failure to be described in Section 501(c)(3) of the Code, and except as prohibited by law, each member of the Vestry, member of the clergy, and officer of the Corporation shall be entitled as of right to be indemnified by the Corporation against expenses and any liability paid or incurred by such person in the defense of any action or proceeding (other than an action by the Corporation or in the right of the Corporation if approved by the Vestry) to which such person is a party by reason of being or having been a member of the Vestry, member of the clergy, or officer of the Corporation (any such action or proceeding, other than as aforesaid, hereinafter being referred to as an “Action”).
        2. Persons who are not members of the Vestry, members of the clergy, or officers of the Corporation may be similarly indemnified in respect of service to the Corporation to the extent the Vestry at any time designates any of such persons as entitled to the benefits of this Article 10.
        3. As used in this Article 10, “indemnitee” shall include each member of the Vestry, each member of the clergy, and each officer of the Corporation and each other person designated by the Vestry as entitled to the benefits of this Article 10; “liability” shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement; and “expenses” shall include fees and expenses of counsel incurred by the indemnitee only (i) if the Corporation has not at its expense assumed the defense of the Action on behalf of the indemnitee with reputable and experienced counsel selected by the Corporation, or (ii) if it shall have been determined pursuant to Section 3 hereof that the indemnitee was entitled to indemnification for expenses in respect of an action brought under that section.
     2. Right to Advancement of Expenses.

Every indemnitee shall be entitled as of right to have his expenses in defending any Action paid in advance by the Corporation, as incurred, provided that the Corporation received a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

* + 1. Right of Indemnitee to Initiate Action; Defenses.
       1. If a written claim under Section 1 or Section 2 of this Article is not paid in full by the Corporation within thirty days after such claim has been received by the Corporation, the indemnitee may at any time thereafter initiate an action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such action.
       2. The only defenses to an action to recover a claim for indemnification otherwise properly asserted under Section 1 shall be (i) that the indemnitee’s conduct was such that under applicable law the Corporation is prohibited from indemnifying the indemnitee for the amount claimed, or (ii) that indemnification would jeopardize the Corporation’s tax exempt status under Section 501(a) of the Code or result in the Corporation’s failure to be described in Section 501(c)(3) of the Code, but the burden of proving any such defense shall be on the Corporation.
       3. The only defense to an action to recover a claim for advancement of expenses otherwise properly asserted under Section 2 shall be that the indemnitee failed to provide the undertaking required by Section 2.
    2. *Non-Exclusivity; Nature and Extent of Rights*. The rights to indemnification and advancement of expenses provided for in this Article 10 shall (i) not be deemed exclusive of any other rights to which any indemnitee may be entitled, (ii) be deemed to create contractual rights in favor of each indemnitee who served the Corporation at any time while this Article 10 is in effect (and each such indemnitee shall be deemed to be so serving in reliance on the provisions of this Article), and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which he was entitled or was designated as entitled to indemnification under this Article 10 and shall inure to the benefit of the heirs and legal representatives of each indemnitee.
  1. Of the Seal of the Corporation
     1. A metal seal, having the following inscription: Resurrection Episcopal Church, Rockdale shall be the corporate seal of this Corporation. It shall be used in all acts of the Vestry requiring the seal, and shall be attested by the Rector, a Warden, or the Secretary.
  2. Of Alteration of By-Laws
     1. Alteration, amendment, or repeal of the By-Laws at meetings of the Vestry shall be effective only if proposed at a Vestry meeting at least 14 days in advance of the vote in accordance with the Articles of Incorporation and if notices for both meetings state that such alteration, amendment or repeal of the By-Laws will be proposed or acted upon, and signify the nature of such proposed action.
     2. Alteration, amendment or repeal of the By-Laws may also be carried out by vote of a majority of the members qualified to vote present at any meeting of the members. This power in the membership includes the power to change or override any otherwise effective action by the Vestry to alter, amend or repeal the By-Laws taken pursuant to Sec. 1 of this Article. Notice of any such meeting of members shall set forth the proposed change or a summary thereof.