

BY-LAWS OF GRACE EPISCOPAL CHURCH  
Approved by members of the congregation on January 22, 2012

ARTICLE I

AUTHORITY AND OFFICES

Grace Episcopal Church is a voluntary association and derives its authenticity from and is governed by the Constitution and Canons of The Episcopal Church and the Constitution and Canons of the Diocese of Quincy to the extent they conform to the Constitution and Canons of The Episcopal Church.

Grace Episcopal Church shall have its principal office in Galesburg, Illinois.

ARTICLE II

STATEMENT OF MISSION

The Mission of Grace Episcopal Church is to nurture, teach, and grow a loving community that celebrates diversity and inclusion for all in Christ, through:

- The sharing of the sacraments, worship and prayer,
- Ministering to people and spreading God's word,
- Seeking to become better stewards of God's gifts,
- Working toward the Kingdom of God within us and in the world.

ARTICLE III

MEMBERS

SECTION 1. CATEGORIES OF MEMBERS.

Grace Episcopal Church shall have two (2) categories of members, voting and non-voting. Both together shall be the Congregation of Grace Episcopal Church, Galesburg Illinois. The designation of such categories and the qualifications of the voting members of the Congregation shall be as follows:

A "Voting Member"- shall be a confirmed communicant in good standing (as defined in Title I, Canon 17, sec 3 of The Canons of the Episcopal Church-National) who is an active baptized person, sixteen (16) years old or older, who is duly enrolled in the register of the parish and who has attended public worship during the previous year, unless for good cause prevented, and who is a donor of record in our congregation during the past year or a member of the household of a donor of record. For the purposes of this By-Law, a donor of record means any person who has made a gift by check (or in cash in a marked envelope) to the Parish in the name of the parish, or whose gift is otherwise known to the treasurer.

All other baptized persons expressing a desire to be members of the Congregation shall be classified as “Non-Voting Members”.

## SECTION 2. VOTING RIGHTS.

Each voting member shall be entitled to one vote on each matter submitted to a vote of the members. Voting may be voice, except where there are two or more nominees for one office, in which case written ballot shall be used and a plurality vote shall elect. There shall be no group elections except by unanimous consent of those present. No member shall have a vote unless present in person.

## ARTICLE IV

### MEETINGS OF THE CONGREGATION

#### SECTION 1. ANNUAL MEETING.

An annual meeting of the Congregation shall be held no later than January 31 of each year for the purpose of electing members of the vestry, deputies and alternates to the Diocesan Convention and for transaction of such other business as may come before the meeting.

#### SECTION 2. SPECIAL MEETINGS.

Special meetings of the Congregation may be called by the Bishop, the Rector, the Vestry, or not less than one-tenth (1/10) of the voting members by petition.

#### SECTION 3. PLACE OF MEETING.

The vestry shall designate any place as the place of meeting for any annual or special meeting.

#### SECTION 4. MEETINGS.

Notice of any meeting of the Congregation shall be given during public worship at least fourteen days preceding such meeting. Additional notice may be give by any other means, including electronic.

A Warden and at least ten percent of the voting members Grace Episcopal Church shall constitute a quorum. When a quorum is present at any meeting, the vote of the holders of a majority of the votes entitled to be cast shall decide any question brought before such meeting, unless a greater number is required by law or these By-Laws.

The Rector, or in the absence of the Rector, one of the Wardens, shall preside.

Parliamentary procedure shall be according to the latest edition of Robert’s Rules of Order.

## ARTICLE V

### VESTRY

#### SECTION 1. GENERAL POWERS.

The affairs of Grace Episcopal Church shall be managed by the Vestry. To the extent necessary in order to comply with Illinois law, including the Illinois General Not-For-Profit Corporation Act, any reference in these By-Laws to the Vestry or to a member or members of the Vestry shall be taken to refer to the Board of Directors of this Corporation or to a member or members thereof as the context requires.

#### SECTION 2. NUMBER, TENURE AND QUALIFICATIONS.

The number of members of the Vestry shall consist of five members together with the Rector. Any lay voting member of the Congregation may be a member of the Vestry. Members shall serve a term of three years in length, or until a successor shall have been duly elected and qualified or until the earlier of death, resignation or removal. Terms shall be staggered so that no more than two terms expire each year, and shall rotate so that no member shall be eligible for more than one term of three years until after an interval of one year, provided, however, that a member elected to fill a vacancy with a remaining term of one year or less shall, after the expiration thereof, be eligible for a full term of three years. A member residing in the same household as a current Vestry member shall not be eligible for election or appointment to the Vestry.

#### SECTION 3. REGULAR MEETINGS.

Meetings of the Vestry shall be held on a regular basis or at least once every three months. The Vestry may provide by resolution the time and place for the holding of these and additional meetings of the Vestry without other notice than such resolution.

#### SECTION 4. SPECIAL MEETINGS.

Special meetings of the Vestry may be called by or at the request of the Bishop, the Rector, or any three (3) members of the Vestry. The person or persons authorized to call special meetings of the Vestry shall designate the location for said meetings.

## SECTION 5. NOTICE.

Notice of any special meeting of the Vestry shall be given at least two (2) days previously thereto by the deposit of written notice in the United States mail, or by electronic notice, including email, to each member of the Vestry at his or her address as shown by the records of Grace Episcopal Church. Notice of any special meeting of the Vestry may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a member of the Vestry at any meeting shall constitute a waiver of notice of such meeting, except where the member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Vestry need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

## SECTION 6. QUORUM.

A quorum for a meeting of the Vestry shall consist of a majority of all the members thereof. No meeting of a Vestry shall be valid unless either the Rector or one of the Wardens is present.

## SECTION 7. CONDUCT OF MEETING.

The Rector shall preside at all meetings of the Vestry. If the parish is without a Rector, or the Rector is absent or unable to act, or at the request of the Rector, the Senior Warden or, in his or her absence, the Junior Warden, shall preside at Vestry meetings. Any business which requires a vote must be approved by a majority of the Vestry present at the meeting.

## SECTION 8. REMOVAL OF MEMBERS OF THE VESTRY:

A member of the Vestry may be removed by a two-thirds vote of the other members of the Vestry at a regular or special meeting. The affected member shall be provided a written notice stating the cause alleged for his or her removal, at least seven days before the meeting. The affected member shall have the right to respond to the causes stated in the notice before the vote.

## SECTION 9. VACANCIES.

Any vacancy occurring in the Vestry shall be filled by the Vestry from names submitted by the Nominating Committee, with such member to serve until the next annual meeting, at which time his or her name will be placed in nomination at the annual meeting, if that individual is willing to continue to serve, to fill the unexpired term of his or her predecessor in office.

## SECTION 10. COMPENSATION.

Members of the Vestry shall not receive any salaries for their services. Expenses of attendance at

special meetings of the Vestry may be paid only when approved by resolution of the Vestry.

#### SECTION 11. CONFLICT OF INTEREST.

No transaction between Grace Episcopal Church and any member of the Vestry or any entity in which a member of the Vestry has a material financial interest or of which a member of the Vestry is an officer, director or general partner shall be authorized, approved or ratified by the Vestry absent full and complete disclosure to the Vestry of the material facts of the transaction and the interest of the member of the Vestry in the transaction or the relationship of the member of the Vestry to such entity. The interested member shall not be entitled to vote on the matter.

### ARTICLE VI

#### OFFICES - CLERGY

##### SECTION 1. RECTOR.

The Rector shall be elected by an affirmative vote of two-thirds (2/3) of the full number of the Vestry. The Rector shall be the principal executive officer of The Grace Episcopal Church. Subject to the direction and control of the Vestry, the Rector shall be in charge of the business and affairs of Grace Episcopal Church; shall see that the resolutions and directives of the Vestry are carried into effect except in those instances in which that responsibility is assigned to some other person by the Vestry; and, in general, shall discharge all duties incident to the office and such other duties as may be prescribed by the Vestry. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of Grace Episcopal Church or a different mode of execution is expressly prescribed by the Vestry or these By-Laws, the Rector may execute for Grace Episcopal Church any contracts, deeds, mortgages, bonds or other instruments which the Vestry has authorized to be executed, and may accomplish such execution either under or without the seal of Grace Episcopal Church and either individually or with the Clerk, or any Assistant Clerk, or any other officer thereunto authorized by the Vestry, according to the requirements of the form of the instrument.

##### SECTION 2. REMOVAL OF THE RECTOR.

The Rector may be removed only in accordance with the provisions of the Constitution and Canons of The Episcopal Church and the Constitution and Canons of the Diocese of Quincy.

### ARTICLE VII

## OFFICERS-LAY

### SECTION 1. LAY OFFICERS.

The officers of the Vestry shall be the Senior Warden, Junior Warden, Treasurer, and Clerk. The Rector shall appoint the Senior Warden from among the Vestry, and the members of the Vestry shall elect the Junior Warden. If a Parish is without a Rector, the Bishop shall either appoint the Senior Warden or direct the Vestry to elect both Wardens. The Treasurer shall be a voting member of the Congregation and elected by the Vestry, a Clerk who shall be either a Vestry member, a voting member of the Congregation or a member of the office staff and elected by the Vestry, and such other officers as may be elected by the Vestry. Officers whose authority and duties are not prescribed in these By-Laws shall have the authority and perform the duties prescribed, from time to time, by the Vestry.

### SECTION 2. ELECTION AND TERM OF OFFICE.

The officers of Grace Episcopal Church shall be appointed or elected annually. Vacancies may be filled or new offices created and filled at any meeting of the Vestry. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until resignation or removal in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

### SECTION 3. WARDENS.

The Senior Warden and the Junior Warden shall assist the Rector in the discharge of duties as the Rector may direct and shall perform such other duties as from time to time may be assigned by the Rector or by the Vestry. In the absence of the Rector or in the event of inability or refusal to act, the Senior Warden shall perform the duties of the principal officer of Grace Episcopal Church and when so acting, shall have all the powers of and be subject to all the restrictions upon the office. In the absence of both the Rector and the Senior Warden, or in the event of inability or refusal to act, the Junior Warden shall perform the duties of the principal officer of Grace Episcopal Church and when so acting, shall have all the powers of and be subject to all the restrictions upon the office. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of Grace Episcopal Church or a different mode of execution is expressly prescribed by the Vestry or these By-Laws, the Wardens may execute for Grace Episcopal Church any contracts, deeds, mortgages, bonds or other instruments which the Vestry has authorized to be executed, and may accomplish such execution either under or without the seal of Grace Episcopal Church and either individually or with the Clerk, any Assistant Clerk, or any other officer thereunto authorized by the Vestry, according to the requirements of the form of the instrument.

### SECTION 4. TREASURER.

All accounts of the parish shall be audited annually by an independent Certified Public Accountant, or independent Licensed Public Accountant, or such audit committee as shall be authorized by the

Diocese of Quincy Finance Committee, Department of Finance, or other appropriate diocesan authority. The Treasurer shall submit the books for audit annually, as directed by the Vestry, shall prepare such reports for submission to TEC and to the Diocese as may be required, and shall present a full statement of these and of the financial condition of Grace Episcopal Church's at Annual Meetings and at other times required by the Vestry.

The Treasurer shall be the principal accounting and financial officer of Grace Episcopal Church. The Treasurer shall: (a) have charge of and be responsible for the maintenance of adequate books of account for Grace Episcopal Church; (b) have custody of and be responsible for all funds and securities of Grace Episcopal Church, and be responsible for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Rector or by the Vestry. The Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Vestry shall determine. The Treasurer shall faithfully deliver to his or her successor in office all property of the Parish, including records, books and papers relative to the affairs and business of the Parish, which may be in his or her possession.

#### SECTION 5. CLERK.

The Clerk shall record and maintain the minutes of the meetings of the Congregation and of the Vestry; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of Grace Episcopal Church; keep a register of the post office address of each member which shall be furnished to the Clerk by such member; and perform all duties incident to the office of Clerk and such other duties as from time to time may be assigned by the Rector or by the Vestry. The Clerk shall faithfully deliver to his or her successor in office all property of the Parish, including records, books and papers relative to the affairs and business of the Parish, which may be in his or her possession.

#### SECTION 6. REMOVAL.

The resignation of any lay officer of the Vestry may be requested by the Vestry whenever in its judgment the best interests of Grace Episcopal Church would be served thereby. If necessary, the Vestry may remove an officer by a majority vote.

### ARTICLE VIII

#### COMMITTEES OF THE VESTRY

##### SECTION 1.

Committees of the Vestry shall exercise the authority given them by the Vestry and shall report to the Vestry as well as meet the requirements of Article XI of these By-Laws. Each Committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Vestry. Unless otherwise provided by resolution of the Vestry, a majority of the whole Committee shall

constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee. Vacancies in the membership of any Committee of the Vestry may be filled by appointment made in the same manner as provided for original appointments. The Rector will serve as an ex-officio member of each of the Committees of the Vestry.

## SECTION 2. STANDING COMMITTEES.

The Standing Committees of the Vestry shall be as follows: Worship; Finance/Stewardship; Property; and Nominating. The Rector shall appoint the Chair of the Finance/Stewardship Committee from the members of the Vestry. The Rector may appoint the Chair of the Worship and the Property Committees from the voting members of the congregation as long as at least one member of each of these committees is also a member of the Vestry. Each Standing Committee shall make a verbal and/or written report at each regular meeting of the Vestry. The Chairman of the Nominating Committee will be selected by the members of that Committee. Committee members shall be appointed by the Vestry, except as otherwise specified in these By-Laws, and may include both Vestry members and at-large members of the Congregation. Each member of a Standing Committee shall continue to serve as such until his or her successor is appointed. Vacancies within any Standing Committee may be filled by appointment in the same manner as provided for original appointments.

### WORSHIP COMMITTEE.

The Worship Committee will consist of not less than three members, one of whom will be a Vestry member and serve as liason to the Vestry. The Director of Music and Altar Guild Chair are permanent members of this committee. The duties of the Worship committee include the following: a) assist the Rector in the planning of liturgy and b) coordinate music, lay readers, chalice bearers, acolytes, and altar guild personnel for the service.

### FINANCE/STEWARDSHIP COMMITTEE.

The Finance/Stewardship Committee will consist of the Treasurer and at least two additional Vestry members, all of whom shall be voting members of the Committee. The duties and responsibilities of the Finance/Stewardship Committee include the following: Serve in an advisory capacity to the Vestry in reviewing and evaluating the financial condition of the Congregation on an on-going basis; prepare an annual budget for recommendation to the Vestry for approval and recommend needed budget revisions during the fiscal year; coordinate and carry out the annual campaign for the financial support of the Church, and work to educate Congregation members of their duties as good stewards of God's gifts.

### PROPERTY COMMITTEE.

The Property Committee will consist of not less than three members, one of whom will be the



Junior Warden and serve as liaison to the Vestry. The duties and responsibilities of the Property Committee include the following: coordinate the maintenance of the building and grounds including lawn and garden care; coordinate the use of the building and grounds by its members and community groups; enforce the building use policy and recommend any exemptions to the Vestry; review and report to the Vestry concerning the use and maintenance of the cemetery.

#### NOMINATING COMMITTEE.

The Nominating Committee shall consist of the members of the Vestry whose terms expire at the next annual meeting and one member of the congregation. In the event that only one person is leaving the Vestry, at least one additional Vestry member shall be appointed by the Vestry. The duties and responsibilities of the Nominating Committee include the following: Receive and consider recommendations from the Congregation for individuals to serve as members of the Vestry; select individuals as candidates in accordance with the provisions of Section 2 of Article V; present the names to the Vestry; advise the Congregation of the names and qualifications of the candidates at least two weeks prior to the Annual Meeting; and place the names in nomination at the Annual Meeting. The Nominating Committee shall also recommend to the Vestry qualified individuals to fill any unexpired Vestry term.

#### SECTION 3. OTHER COMMITTEES.

In addition to the Standing Committees, the Vestry may establish, by resolution, such other committees as it considers appropriate. The Vestry's resolution will establish the name, purpose, responsibilities, organizational relationships (if any), and if judged appropriate, the time frame within which the committee will operate. The Vestry shall appoint the Chairman of each such committee. Committee members shall be recommended by the Chairman and approved by the Vestry. A member of the Vestry will serve either as Chairman of each Committee or as an active Committee member serving as liaison to the Vestry. Each member of a Committee established by resolution shall continue to serve until his or her successor is appointed or until the Committee's responsibilities are completed. Vacancies within any committee may be filled by appointment in the same manner as provided for the original appointments.

### ARTICLE IX

#### OTHER ORGANIZED ENTITIES

##### SECTION 1. LITURGICAL ORGANIZATIONS.

Within Grace Episcopal Church are groups or committees who help plan and coordinate the worship of the church, such as Altar Guild, lay readers, acolytes, and choirs. They will work with and report to the Rector and Worship Committee and will inform the membership of their activities in the Annual Report.

## SECTION 2. CONGREGATIONAL ORGANIZATIONS.

Within Grace Episcopal Church are groups, committees or organizations, such as Episcopal Church Women or Episcopal Men's Fellowship, who promote both the fellowship of the Congregation and the mission of Grace Episcopal Church. They will abide by the Constitution and Canons of The Episcopal Church, the Constitution and Canons of the Diocese of Quincy and these By-Laws and will inform the membership of their activities in the Annual Report.

## ARTICLE X

### CONTRACTS, CHECKS, DEPOSITS AND FUNDS

#### SECTION 1. CONTRACTS.

The Vestry may authorize any officer or officers, agent or agents of Grace Episcopal Church, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of Grace Episcopal Church and such authority may be general or confined to specific instances.

#### SECTION 2. CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of Grace Episcopal Church shall be signed by such officer or officers, agent or agents of Grace Episcopal Church in such manner as shall from time to time be determined by resolution of the Vestry. In the absence of such determination by the Vestry, such instruments shall be signed by the Treasurer and countersigned by the Rector or either of the Wardens.

#### SECTION 3. DEPOSITS.

All funds of Grace Episcopal Church shall be deposited from time to time to the credit of Grace Episcopal Church in such banks, trust companies or other depositories as the Vestry may select.

#### SECTION 4. GIFTS.

The Vestry may accept on behalf of Grace Episcopal Church any contribution, gift, bequest or devise for the general purposes or for any special purpose of Grace Episcopal Church.

## ARTICLE XI

### BOOKS AND RECORDS

Grace Episcopal Church shall keep correct and complete written record of account. In addition to the records maintained by the Treasurer, correct and complete records of account will be kept by all

Committees of the Vestry, other Committees and all other organized entities at all times when separate funds are maintained by any of them for any purpose. Minutes of the proceedings of the members, the Vestry, Committees of the Vestry, other Committees, and all other organized entities shall be kept. A record of the names and addresses of all members entitled to vote shall be kept at the office of Grace Episcopal Church. All written records of Grace Episcopal Church, as well as the Vestry, Committees of the Vestry, other Committees, and all other organized entities, may be inspected by any member of the Congregation for any proper purpose at any reasonable time.

## ARTICLE XII

### FISCAL YEAR

The fiscal year of Grace Episcopal Church shall be fixed by resolution of the Vestry and unless otherwise changed shall be from January 1 to December 31.

## ARTICLE XIII

### WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Articles of Incorporation, these By-Laws, or if applicable, the General Not For Profit Corporation Act of Illinois, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE XIV

### INDEMNIFICATION

SECTION 1. INDEMNIFICATION OF DIRECTORS AND OFFICERS: Grace Episcopal Church shall, to the fullest extent allowed by Illinois law, attempt to indemnify any person who suffers adverse action from a third party due to the person's action as a formal representative of Grace Episcopal Church. "Adverse action" means was or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative. "Formal representative of Grace Episcopal Church" means is or was a member of the Vestry or an officer of Grace Episcopal Church, or is or was serving at the request of Grace Episcopal Church as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. "Indemnify" means bear all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by a formal representative in connection with an adverse action.

SECTION 2. CONTRACT WITH GRACE EPISCOPAL CHURCH. The provisions of this By-Law shall be deemed to be a contract between Grace Episcopal Church and each member of the Vestry, and each director or officer who serves in any such capacity at any time while this By-Law, and the relevant

provisions of the statute referred to in Section 1 of this By-Law or of other applicable law, are in effect, and any repeal or modification of this By-Law or of any such statute or other applicable law shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

SECTION 3. INDEMNIFICATION OF EMPLOYEES AND AGENTS. Persons who are not covered by the foregoing provisions of this By-Law and who are or were employees or agents of Grace Episcopal Church, or are or were serving at the request of Grace Episcopal Church as employees or agents of another corporation, partnership, joint venture, trust or other enterprise, may be indemnified to the extent authorized at any time or from time to time by the members of the Vestry.

SECTION 4. OTHER RIGHTS OF INDEMNIFICATION. The indemnification provided or permitted by this By-Law shall not be deemed exclusive of any other rights to which those indemnified may be entitled by law or otherwise, shall continue as to a person who has ceased to be a member of the Vestry, director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

## ARTICLE XV

### AMENDMENTS

The power to alter, amend or repeal these By-Laws or adopt new by-laws shall be vested in the Vestry unless otherwise provided in the Articles of Incorporation or these By-Laws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. These By-Laws may contain any provisions for the regulation and management of the affairs of Grace Episcopal Church not inconsistent with law or the Articles of Incorporation or the Constitution and Canons of the Episcopal Church or the Constitution and Canons of the Diocese of Quincy to the extent they conform to the Constitution and Canons of The Episcopal Church.

## ARTICLE XVI

### INTERMENT ON CHURCH GROUNDS

SECTION 1. DIRECTORS. The Directors of the cemetery shall be the Vestry as defined in Article V of these By-Laws. Meetings, when required, will be held immediately following the adjournment of the regular Vestry meeting. All business conducted in the name of the cemetery shall be kept separate from other business of Grace Episcopal Church.

### SECTION 2. GENERAL RULES:

A. USE. The cemetery is for the use of Christians and the interring of the cremated remains of Christian persons.

B. SALE. The sale of plots is limited to communicant members of Grace Episcopal Church and their immediate family. Other sales may be authorized by the Directors.

C.CONTRACT. A written contract is required for the sale of each plot. A plot purchase does not constitute a transfer of land legal title.

D. RESALE. Any resale of a plot must be made back to Grace Episcopal Church and will be for the original purchase price.

E. MARKER ENGRAVING. The only marking permitted on each plot is the family name, Christian name, year of birth and year of death. Flowers and/or decorations are not permitted except at the time of interment.

F. AUTHORITY. Any question arising over the interpretation of this Article, or concerning areas not covered by same, shall be submitted to the Directors for their ruling.

G. It is the policy of Grace Episcopal Church that the clergy who have served at Grace Episcopal Church and their spouses are entitled to space in the cemetery without charge.

#### CERTIFICATION

THE UNDERSIGNED CERTIFIES THESE ARE THE TRUE AND CORRECT BYLAWS  
DULY ADOPTED BY THE MEMBERS/VESTRY OF GRACE EPISCOPAL CHURCH AT  
THE ANNUAL MEETING THEREOF HELD ON JANUARY 22, 2012.

ATTEST: \_\_\_\_\_  
DATE

\_\_\_\_\_  
PARISH CLERK  
OF GRACE EPISCOPAL CHURCH