

BYLAWS

of

St. Andrew's Episcopal Cathedral Jackson, Mississippi

January 2021

Preamble

Section 1. The name of the organization shall be St. Andrew's Episcopal Cathedral, which was established under the name "St. Andrew's Church" in 1839 in Jackson, Mississippi, and incorporated by charter in the state of Mississippi in 1888, and continues, becoming the Cathedral Parish of St. Andrew on March 11, 1968, and now operates under the name St. Andrew's Episcopal Cathedral (referred to herein as "St. Andrew's Episcopal Cathedral," the "Cathedral," the "Parish," or the "Corporation").

Section 2. St. Andrew's Episcopal Cathedral was founded and operates as a Parish church in conformity to and alignment with and accedes to the Constitution and Canons of the Protestant Episcopal Church in the United States of America ("General Canons"), then further under the Canons of the Diocese of Mississippi ("Diocesan Canons"), referred to herein as the "Canons."

Section 3. Canon 16 of the Diocese of Mississippi designates St. Andrew's to be the Cathedral Parish of the Diocese by mutual agreement and sets forth the responsibilities and privileges of the Parish. Such Cathedral status and relationship will exist unless dissolved by either party.

Section 4. These Bylaws formalize the management of the Parish governance beyond the specific direction of the aforementioned Constitution and Canons. In the event of any conflict between the provisions of these Bylaws and the Diocesan Canons, or the General Canons, the Canons shall prevail.

Article I: The Corporation

Section 1.1 Name. St. Andrew's Episcopal Cathedral shall be used to identify the organization for corporate and governmental activities. These Bylaws also authorize the Corporation to maintain the name "St. Andrew's Episcopal Cathedral" with the Secretary of State for the State of Mississippi. These Bylaws authorize the Corporation to appoint a Registered Agent for the service of legal notices and to register such appointment with the Secretary of State for the State of Mississippi.

Section 1.2. Corporation's Principal Office. The location of the principal office of the Corporation shall be 305 East Capitol Street, Jackson, Mississippi 39201.

Section 1.3. Board of Directors. The Vestry Members shall serve as the Directors of the Corporation.

Section 1.4. Officers. The Corporation's officers shall be the Senior Warden, who shall be the president of the Corporation; the Junior Warden, who shall be vice president; a Treasurer, and the Clerk of the Vestry, who shall be the secretary of the Corporation and the Parish. The Dean (who is also the Rector in this Cathedral parish) shall be the Chairman of the Corporation. The Vestry may, from time to time, appoint such other officers of the Corporation as it may deem advisable; provided, however, that the same person may not serve as both president and secretary. The Vestry also shall elect the Parish's delegates to the Diocesan Convention, all of whom shall be Communicants in Good Standing of the Parish but need not be Vestry Members.

Section 1.5. Secular Contracts and Business Transactions. The Corporation's secular contracts and temporal business transactions shall be made and conducted using the name "St. Andrew's Episcopal Cathedral." With the approval of the Vestry, the Senior Warden and the Junior Warden, as corporate officers of the Parish, or others designated by the Vestry shall be authorized to execute contracts, deeds, and other documents on behalf of the Parish in connection with the Parish's secular contracts and business transactions.

Section 1.6. Corporate Status. The Parish operates as a Nonprofit Corporation under Miss Code Ann Section 79-11-101 et seq. (the "Act"), and all provisions of the Act applicable to a nonprofit corporation or incorporation herein by reference.

Section 1.7. Applicable Canon Law; Definitions; the Parish. The business and activities of the Parish shall be conducted in accordance with applicable provisions of the Canons. The Protestant Episcopal Church in the United States of America is referred to hereafter as "The Episcopal Church." Capitalized terms used in these Bylaws but not defined herein shall have the meanings prescribed in the Canons.

Article II: Members

Section 2.1. Persons Who Are Members. A Communicant in Good Standing of The Episcopal Church and whose membership is enrolled in the Parish shall be a member of the Parish (a "Communicant"), whether such person has been admitted to that status by the Clergy of the Parish or has transferred from another parish.

Article III: Meetings of Members

Section 3.1. Location of Meetings. Meetings of the members shall be held within Hinds County, Mississippi, at the location specified in the notice of the meeting.

Section 3.2. Annual Meeting. There shall be an annual meeting of members hereinafter referred to as the "Annual Parish Meeting" with proper notice. Notice of the time and place of meetings shall be given in writing, including notice given by email, in reliance upon the contact information provided to the church, at least fourteen (14) days before the date of the meeting.

At the Annual Parish Meeting the members shall elect members of the Vestry and Wardens by secret written ballot.

The creation and management of the agenda shall be the responsibility of the Dean and Wardens. The agenda also will include reports of the Dean and/or other clergy; reports of the Senior Warden and/or Junior Warden; report by the Treasurer regarding the annual budget for the Parish and the state of the Parish's finances; report of attendance of the Wardens and members of the Vestry at Vestry meetings; and special presentations or other business approved and scheduled by the Dean and Wardens.

The Annual Parish Meeting of the congregation shall be held annually on the 1st day of January, or as soon thereafter as practicable. At this meeting the Dean shall preside, or if that office be vacant, the Senior Warden, the Junior Warden, or the Clerk, in the order named. In the absence of these officers the meeting shall elect its chairman.

At all such elections and in Parish meetings, those qualified to vote shall be persons present who are sixteen years of age or over and who are canonically enrolled Lay Communicants in good standing of the Parish.

Not less than twenty persons qualified to vote in Parish meetings shall constitute a quorum for the transaction of business of any duly or properly called Parish meeting, either annual or special. Should there not be a quorum present at any duly or properly called Parish meeting, the same may be adjourned by the presiding officer thereof from time to time until a quorum be present.

Section 3.3. Special Meetings. Special meetings shall be conducted under the procedures set forth above for Annual Parish Meetings. The call shall specify the purpose or purposes for the meeting, and no other business shall be transacted. Special meetings of the Parish may be called by the Dean or Senior Warden, or, in the absence of both, by the Junior Warden.

Section 3.4. Rules of Procedure. Except to the extent inconsistent with the Act, the Canons or the Bylaws, the Annual Parish Meeting and any special meeting of members shall be conducted in accordance with Roberts Rules of Order or the Vestry may from time to time adopt such other rules and policies as it deems appropriate.

Article IV: Wardens

Section 4.1. Duties. There will be two Wardens distinguished as Senior and Junior. They shall see that all things necessary for the regular and well-ordered worship of Almighty God are provided to the Cathedral and shall cooperate with the Dean in all efforts to develop and set forward the spiritual life of the Parish.

Section 4.2. Facilities. The Wardens shall be responsible for ensuring that the church building is kept in good repair and clean, as becomes the House of God, and that any other Parish buildings and the premises around them be maintained in proper order. It shall be the duty of the Wardens to see that when Parish buildings are used for temporal purposes, it is in keeping with the mission and ministry of the Parish. In the event of a vacancy in the position of Dean or in the Dean's designee, the Senior Warden or a Vestry Member designated by the Senior Warden shall preside at meetings of the Parish and keep the Church open for worship services at the stated times of worship.

Section 4.3. Senior Warden. The Senior Warden has primary responsibility for overseeing the administrative activities of the Parish.

Section 4.4. Junior Warden. The Junior Warden has primary responsibility for oversight of the buildings and grounds.

Section 4.5 Terms of Office. Except as provided in this Section, the office of Senior Warden as well as the office of Junior Warden shall be filled by election biennially at the Annual Parish Meeting for a term of two years. The Junior Warden serving at the time of the Annual Parish Meeting in 2021 shall become the Senior Warden, with a term to extend through the election of a Senior Warden at the Annual Parish Meeting in 2022.

Section 4.6 Nominations. A list of nominees for Senior Warden or Junior Warden shall be presented by the Discernment/Nominating Committee, with a preference for presenting three (3) candidates. All nominees must be current or former Members of the Vestry. Nomination shall otherwise proceed in the same fashion as nominations for Vestry.

Article V: Vestry

Section 5.1. Powers.

In accordance with the Canons, the financial affairs and secular activities of the Parish shall be managed by its Vestry. The Vestry shall be agents and legal representatives of the Parish in all matters concerning its corporate property and the relations of the Parish to its Clergy.

The Vestry may also exercise all such powers of the Parish and do all such lawful acts and things as are not prohibited by the Act, the Canons, or these Bylaws.

It shall be the duty of the Vestry to take charge of the property of the Parish and its endowments; to regulate all of the Parish's business, temporal and financial concerns; in accordance with Canons, to elect and call a Dean and to provide for his or her support; to provide for paying all canonical assessments on the Parish; to attend to the accurate preparation and filing of such reports and audits as may be required from time to time by the Diocese of Mississippi; it being understood always that the spiritual concerns of the Parish are under the exclusive direction of the Dean, subject to the Ecclesiastical Authority and the Canons.

Section 5.2. Membership. The Vestry shall consist of the Dean when there is one, two Wardens, and twelve members of the Vestry.

Section 5.3. Eligibility. In accordance with Canon 23 of the Diocesan Canons, any Communicant, being canonically resident and actually residing in the Parish and not less than twenty-one years of age before the election takes place, is eligible for election as a Vestry Member. In addition, a candidate must have been certified by the Treasurer to have made a financial commitment to the Parish and known to be regular in attendance. The spouse, parent, grandparent, domestic partner, sibling, or child of a Warden or Vestry member, or of a member of the staff (including clergy on staff), is ineligible for nomination and election to the Vestry or as a Warden during the Vestry member's or Warden's term of service.

Section 5.4. Number, Term and Election. The Parish shall elect four persons annually to the Vestry, each for a three-year term. These elections shall be conducted by secret written ballot. Each candidate must receive a majority vote to be elected to office. For unfilled seats after the first ballot, additional written ballots are cast for the runoff election, retaining twice the number of candidates as there are open seats, until each seat is filled by a majority of votes cast, which is known as the Reynolds Cheney Rule. Vestry terms begin upon the installation of the newly constituted Vestry. Vestry members and Wardens shall hold office until their successors are duly elected and installed, provided, however, that the principle of rotation shall be followed in all instances and that in no case shall a Warden or Member of the Vestry serve more than six consecutive years as a Warden or Vestry member.

Section 5.5. Vacancies. In the event of any vacancy on the Vestry caused by the death, resignation, disqualification or removal of a Vestry member, such vacancy shall be filled with a canonically qualified member upon the majority vote of the remaining Vestry members.

Section 5.6. Meetings of the Vestry.

The Dean, or Warden designated by the Dean, shall preside at meetings of the Vestry. In the event of a vacancy in the position of Dean or in the absence of both the Dean and the Dean's designee, the Senior Warden or a Vestry Member designated by the Senior Warden shall preside at meetings of the Vestry.

Regular and special meetings of the Vestry may be held at any place within Hinds County, Mississippi; provided, however, Vestry retreats may be held at any place within the Diocese of Mississippi.

The Vestry shall set the time and place of its regular monthly meetings. Notice of regular meetings of the Vestry shall be given to each Vestry member in writing, including notice given by email, in reliance upon the contact information for each Vestry member then of record with the Clerk, at least fourteen (14) days before the date of the meeting. Notice published to the Parish also will be published at least fourteen (14) days before the date of the meeting.

Special meetings of the Vestry may be called by the Dean or Senior Warden, or, in the absence of both, by the Junior Warden or, if requested by at least three Vestry members, by the Clerk. Written or oral notice of the time and place of special meetings of the Vestry shall be given to each Vestry member at least three days before the date of the special meeting.

At all meetings of the Vestry, a majority of the Vestry members then in office shall be necessary and sufficient to constitute a quorum for the conduct of the affairs of the Parish. If circumstances require, participation by electronic means for a regular or called meeting of the Vestry is valid so long as all persons participating in the meeting can hear each other and be able to participate, which would constitute presence at the meeting. All meetings of the Vestry, with the exception of executive session(s), are open to members of the Parish. Members seeking to speak at meetings may do so with prior approval from the Dean or Wardens.

If a quorum shall not be present at any meeting of the Vestry, those Vestry Members then present may adjourn the meeting without notice other than announcement at the meeting, until a quorum shall be present.

Except to the extent inconsistent with the Canons or the Bylaws, all regular and special meetings of the Vestry, or any committee thereof, shall be conducted in accordance with Roberts Rules of Order or such other rules as may, from time to time, be adopted by the Vestry.

Section 5.7. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Vestry, or of any committee thereof, may be taken without a meeting if a consent in writing, setting forth the action to be taken, is affirmed by a unanimous written consent of Vestry members or committee members, as the case may be. Actions taken by written consent must be evidenced by one or more written consents (including separate faxed or electronic copies of signed counterparts) describing the action taken. Actions taken by written consent shall be included in the Parish minutes and filed with the Parish records reflecting the action taken.

Section 5.8. Voting and Ex-Officio Vestry Members. The Dean and Wardens are ex-officio members of the Vestry, with seat,

voice, and vote. The Treasurer and the Clerk, if such offices are not held by elected Vestry members, shall be ex-officio, non-voting members of the Vestry, who shall receive notice of all meetings of the Vestry. From time to time, the Vestry may create and terminate other positions as ex-officio, non-voting, members of the Vestry.

Section 5.9. Minutes. The Clerk or the Clerk's designee shall keep minutes of all meetings, actions and resolutions of the Vestry and cause the same to be filed in the business records of the Parish. The Vestry may appoint a Vestry Member as secretary *pro tem* to take minutes at any Vestry meeting when the Clerk or the Clerk's designee is not in attendance. Minutes shall be available for review by members of the Parish through printed copies kept in the Parish Hall or on display in a designated public location within the Cathedral.

Section 5.10. Clerk.

Annually, the Vestry shall elect a Vestry-eligible Communicant in the Parish to serve as Clerk. The person serving as Clerk may be appointed and reappointed for an unlimited number of successive terms; provided, however, at all times the Clerk shall serve subject to and at the pleasure of the Vestry and may be removed from office without cause and replaced at any time by majority vote of the Vestry.

The Clerk, or the Clerk's designee, shall attend all meetings of the Vestry and shall maintain minutes for all meetings of the Parish and of the Vestry in the business records of the Parish. The Clerk, or the Clerk's designee, shall perform like duties for such other committees as the Vestry may designate from time to time.

The Clerk shall give, or cause to be given, notices of regular and special meetings of the Vestry, the Annual Parish Meeting and special meetings of the members.

In the event that the Vestry authorizes and adopts a corporate seal for the conduct of the Parish's business, the Clerk shall be responsible for the safekeeping and custody of such seal and, when authorized by the Vestry, shall affix the same to any instrument requiring the seal, and when the seal is so affixed, it shall be attested by the signature of the Clerk or such other corporate officer as may be authorized by the Vestry, which attesting signature may be a facsimile.

In general, the Clerk shall perform all duties incident to the office of corporate secretary for the Parish and such other duties as may, from time to time, be prescribed by or assigned to the Clerk by the Vestry, the Dean or the Senior Warden.

Section 5.11. Treasurer.

Annually, the Vestry shall appoint a Vestry-eligible Communicant to serve as Treasurer; provided, however, such appointment shall be subject to compliance with the bonding requirements of the Canons. The person serving as Treasurer may be appointed and reappointed for an unlimited number of successive terms; provided, however, at all times the Treasurer shall serve subject to and at the pleasure of the Vestry and may be removed from office without cause and replaced at any time by majority vote of the Vestry.

The Treasurer shall be responsible for: oversight of all funds and financial assets of the Parish, including all securities owned by the Parish; keeping a full and accurate account of receipts and disbursements in the books and records belonging to the Parish; the deposit of monies and other financial assets in the name of and to the credit of the Parish in such depositories as may be designated by the Vestry; and assisting in the preparation and monitoring of the Parish's operating and capital budgets.

The Treasurer shall oversee the disbursement and accounting of the Parish's funds as may be authorized and shall be responsible for presenting to the Vestry at its regular meetings, and otherwise when requested by the Vestry, an account of all Parish financial transactions and of the financial condition of the Parish. The Treasurer shall also cooperate with and fully assist independent auditors appointed by the Vestry in the conduct of audits or reviews of the Parish's operations or financial affairs.

In the performance of his or her duties, the Treasurer may rely upon the person or persons employed or engaged by the Parish

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to provide bookkeeping, accounting, and administrative services. Subject to the approval of the Dean and the Vestry, the Treasurer may delegate various duties to the person or persons employed or engaged by the Parish to provide bookkeeping services.

In general, the Treasurer shall faithfully perform all duties incident to the office of Treasurer and such other duties as may, from time to time, be assigned to him or her by the Vestry or by the Senior Warden.

Section 5.12. Assistant Clerks; Assistant Treasurers.

From time to time, the Vestry may elect or appoint one or more Assistant Clerks and one or more Assistant Treasurers, who need not be Vestry Members; provided, however, such appointments shall not qualify or serve as ex-officio appointments to any committee or governing body of the Parish. Each person appointed to serve as an Assistant Clerk or Assistant Treasurer shall serve subject to and at the pleasure of the Vestry and the Vestry may terminate such appointment, without cause, at any time.

Each person appointed to serve as an Assistant Treasurer or appointed to serve as a non-depository custodian of funds or property belonging to the Parish shall also qualify for appointment as provided in the Canons.

Article VI: Dean

Section 6. Dean and Rector of St. Andrew's Episcopal Cathedral. The Dean shall be appointed by the Bishop, after conferring with the Vestry of the Parish as to his/her acceptability, for election as Dean of said Parish. The Vestry shall have the right to decline to elect, in which case the Bishop shall in like manner confer with said Vestry as to another priest or priests for the office until same be filled.

In accordance with the Canons, the Dean shall be in charge of and have oversight of the spiritual life, worship services, and religious purposes of the Parish and shall, at all times, be entitled to the use of the Parish's buildings with the appurtenances and furniture thereof.

The Dean shall be an ex-officio member of all committees and guilds and their work shall be under the Vestry's and the Dean's joint direction and advice.

In consultation with the Vestry, the Dean may call or terminate one or more assistant ministers or curates in accordance with applicable provisions of the Canons. The hiring and termination of all staff members also shall be in consultation with the Vestry which would include the budgeting process and in coordination with established Policies and Procedures as set forth in the Employment Manual.

Article VII: Committees

Section 7.1. Standing Committees. The Vestry, in coordination with the Dean, shall designate and appoint such committees as are deemed necessary for the continuous operation, support, and other general purposes of the Parish. These committees will meet regularly. Each such committee shall have the name, membership, duties, and responsibilities designated by the Vestry.

Membership of committees shall have terms of office and establish a rotation for new members. The Committees' statement of purpose, scope of activity, and details of operation will be detailed in the Policy and Procedures documents of the Parish.

Section 7.2. Program and Special Committees, Commissions and Guilds. The Vestry, in coordination with the Dean, may, from time to time, designate and appoint such other committees, commissions, and Guilds, as the Vestry may deem necessary for the purpose and mission of the Parish. Each such group shall have the name, membership, duties, and responsibilities designated by the Vestry, in coordination with the Dean, and shall be comprised of Communicants in the Parish, none of whom need be Vestry Members, except where otherwise directed by the Vestry. The establishment of such groups and the selection of their chairpersons shall be reflected in the minutes of the Vestry. Each group established pursuant to this provision shall report to the Vestry and to the Dean.

Unless reauthorized by the Vestry, each such Committee, Commission, or Guild shall terminate and dissolve upon the earlier of its termination date specified by the Vestry or three years following its establishment. Membership of committees and commissions shall have terms of office and establish a rotation for new members. The Vestry shall approve these policies of the group's structure. Each Committee, Commissions, or Guild's statement of purpose, scope of activity, and details of operation will be detailed in the Policy and Procedures documents of the Parish.

Section 7.3. Reports to Vestry. All committees of the Parish shall report to and meet with the Vestry as may be requested from time to time. One member of the Vestry will be assigned to participate in meetings of their committee and such other committees as necessary and serve as liaison to the vestry for reporting and oversight purposes.

Article VIII: Cathedral Chapter

Section 8.1. Cathedral Chapter. The Vestry will serve with the members of the Diocesan Executive Committee as set out in the Canons serving as the Cathedral Chapter.

Article IX: St. Andrew's Episcopal Day School

Section 9.1 Election of Regents to Corporation. St. Andrew's Cathedral shall maintain its historical relationship with St. Andrew's Episcopal Day School (the "School" or the "Corporation.") The Vestry shall elect Regent members to the Corporation as prescribed in their bylaws. Any member of the Corporation may be removed by a two-thirds vote of the Vestry.

Section 9.2 Role of Dean. The Dean of St. Andrew's Cathedral shall serve as a member of the Board of Trustees of the School. At any time when the office of the Dean is vacant, the Vestry of St. Andrew's Cathedral may designate another person to occupy the position on the Board of Trustees. The Dean and Cathedral Wardens may designate a Regent or Canon of the Cathedral to fulfill the Trustee responsibilities should the Dean be absent. The Dean shall, with the advice and consent of the Head of School, and approval of the Bishop, designate the Chaplain(s) of the school.

Section 9.3 Bylaws of St. Andrew's Episcopal Day School. No amendment to the Bylaws or the Charter of the School shall be effective unless approved by a majority vote of the Vestry.

Article X: Notices

Section 10.1. Notice. Whenever, under the provisions of applicable state statutes, the Act, the Bylaws, the General Canons, or Diocesan Canons, written notice is required to be given to any Vestry member or member of the Parish, it shall not be construed to require personal delivery, but such written notice may be given by publication or by mail, email, facsimile, other electronic means, addressed to such Vestry member or member at such addresses as appear on the books of the Parish, and such notice shall be deemed to be given at the time when sent or dispatched.

Section 10.2. Waiver of Notice. Whenever any notice is required to be given under the provisions of applicable state statutes, the Act, the Bylaws or the General Canons or Diocesan Canons, a written waiver thereof signed by the person or persons entitled to said notice, whether signed before or after the time stated therein, shall be deemed equivalent thereto.

Article XI: General Provisions

Section 11.1. Endorsement of Securities. Subject always to the specific instructions of the Vestry, any security or securities owned by the Parish may be endorsed for sale or transferred in the name of the Parish.

Section 11.2. Business Methods. All practices shall be in compliance with The Manual of Business Methods in Church Affairs. The following standard business methods shall be observed by the Dean, the Vestry, the Senior Warden, the Junior Warden, the Clerk,

the Treasurer, and all others engaged in management of the business and financial affairs of the Parish:

All funds, including trust and permanent funds and all securities of whatsoever kind, shall be deposited in one or more accounts maintained in the name of the Parish with: (i) a federal or state chartered bank, trust company or brokerage with a business office located within Hinds County, Mississippi; (ii) the approved investment advisor; or, (iii) another financial institution or agency approved in writing by the Diocese of Mississippi. Trust and permanent funds shall be held for the benefit of the Parish under a written trust, deed of trust or agency agreement, excepting such funds and securities as may be refused by authorized depositories named as being too small for acceptance.

All persons with signatory authority to withdraw, disburse, transfer, or sell the Parish's funds or securities shall be approved by the Vestry.

Third-party treasurers and funds custodians, other than banking institutions and approved investment advisors, shall be adequately bonded or insured.

Books of accounts of the Parish's funds, assets, and financial transactions shall be managed in accordance with generally accepted accounting practices.

In accordance with applicable Canons and other applicable rules and regulations of the Diocese of Mississippi, all Parish accounts shall be audited or reviewed annually by an independent Certified Public Accountant or independent Licensed Public Accountant (who shall not be the Treasurer, an Assistant Treasurer or a Vestry Member) or by such audit committee as shall be approved pursuant to Canons.

The Treasurer shall have primary responsibility for timely preparation and filing of the Parish's annual reports, reviews and audits of all financial accounts with the Diocese of Mississippi in accordance with the Canons. The Treasurer is likewise responsible for preparing financial reports for presentation at the Annual Parish Meeting.

All buildings and their contents shall be kept insured in such amounts and against such hazards as the Dean, Wardens, and members of the Vestry shall deem advisable.

Section 11.3. Policies and Procedures Manual. In order to comply with the specific provisions of the Cathedral's Bylaws, the Vestry may establish policies and procedures, which shall be binding upon the Cathedral.

The Policies and Procedures may be amended or rescinded by a two-thirds vote of the Vestry without previous notice or by majority vote if two weeks notice is given.

The Policies and Procedures Manual will maintain the various statements of purpose, scope of activity, and details of operation, current guidelines, rotation, and membership for each of the Cathedral's Standing, Program, Special committees, and Guilds.

Section 11.4. Fiscal Year. The fiscal year of the Parish shall be the calendar year.

Section 11.5. Use of Church Building. The dedicated or consecrated Church and Chapel of the Parish may be opened only for liturgies, rites and ceremonies, or other purposes at the discretion of the Dean, and in a vacancy of that office, the Wardens. Policies and Procedures manuals governing fees and operations guidelines will be approved by the Vestry in accordance with established procedures.

Section 11.6. Limitation of Powers. The purpose and powers of the Parish shall be specifically limited by the following provisions:

The Parish is organized as a not-for-profit corporation and does not contemplate pecuniary gain or profit to its members. The Parish shall be operated and maintained for religious, nonprofit purposes.

No part of the net earnings of the Parish shall inure to the benefit of or be distributable to any Vestry Member or officer of the Parish, or a private individual (except that reasonable compensation may be paid for services rendered to or for the Parish), and no Vestry Member or officer of the Parish, or any private individual, shall be entitled to share in the distribution of any of the Parish assets on dissolution of the Parish. Each member of the Vestry shall annually complete a

conflict of interest statement which shall be filed with the Clerk.

No part of the activities of the Parish shall consist of intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office; and further no more than an insubstantial part of the activities of the Parish shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

The Parish shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

Upon any dissolution of the Parish, all of its assets and income not applied in satisfaction and discharge of the liabilities and obligations of the Parish shall be distributed in consultation with the Bishop of the Diocese of Mississippi; provided, however, each such distributee shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future federal tax code.

Article XII: Adoption and Amendment of Bylaws

Section 12.1. Procedure for Adoption. These Bylaws of the Cathedral shall be submitted to the Parish Members for approval and shall be adopted by a two-thirds majority of votes cast at of the members present at a duly called Parish Meeting.

Section 12.2. Procedure for Amendment. These Bylaws may be amended or repealed in whole or in part by affirmative votes of two-thirds of the Parish Members at a duly called meeting. Notice of any proposed amendment shall be delivered as provided in Article III, Section 3.2 of these bylaws 14 days prior to the vote.

Section 12.3. Requirements and Limitations. No amendment or repeal of the Bylaws shall be inconsistent with the Constitution and laws of the State of Mississippi or the Canons. The Bishop, or as his representative, the Chancellor of the Diocese should be consulted prior to voting on amendments.

Section 12.4. Technical Corrections. The Vestry shall be authorized to make non-substantive, clerical amendments to the Bylaws and Policies and Procedures. Such non-substantive, clerical amendments may include: correction of Article and Section designations; spelling and punctuation; grammar; corrections to internal inconsistencies; or other editorial corrections.