

St. Mark's Episcopal Church, Inc.

A South Carolina Nonprofit Religious Corporation

Port Royal, South Carolina

ARTICLES OF ASSOCIATION

Approved at the Annual Meeting January 20, 2019

ARTICLE I: ACCESSIONS

This Church accedes to and adopts the governance provided by the Constitution and Canons of The Episcopal Church and The Episcopal Church in South Carolina (or successor name) acknowledging their authority as now in force or as hereafter may be amended.

ARTICLE II: FAILURE TO MANAGE THE CORPORATION

If this Church, should ever be dissolved pursuant to the Constitution or Canons of ARTICLE I above, the officers of the Vestry and any other Officers of the Corporation shall automatically become vacant and The Episcopal Church, its assignees or designees shall become the managing body of the Corporation, with full power and authority (without restriction) to liquidate the assets of the Corporation, to sell or mortgage any real property and, upon liquidation being completed, to surrender the Charter of the Corporation.

ARTICLE III: MEETINGS OF THE CORPORATION

Section 1: There shall be an annual meeting of the members of the Congregation of the Parish on or about the fourth Sunday in January each year or on some other day as may be appointed by the Vestry. Special meetings of the Congregation may be called when the Rector or Vestry deem it necessary or advisable.

Section 2: Reasonable notice must be given from the chancel by the Rector or Sr. Warden of all meetings of the Congregation.

Section 3: At all meetings of the Congregation, the Rector if there be one otherwise the Sr. Warden shall preside. In the case where the Sr. Warden is not present, a presiding officer will be chosen by the Congregation to preside. In the absence of the Secretary, a secretary pro tempore may be appointed by the presiding officer.

Section 4: Every person who is a communicant of the Parish, who has personally or as a family member regularly participated in worship, contributed to its support during the previous twelve months, and has reached the age of sixteen (16) years shall be considered a member of the Congregation and entitled to a seat, voice and vote in every Church meeting.

Section 5: At all meetings of the Congregation, nine members shall constitute a quorum.

Section 6: At all annual meetings, the following shall be the order of business:

- a. Reading of the Minutes of the last meeting
- b. Report of the Vestry
- c. Report of the Treasurer
- d. Report of Sub-committees
- e. Unfinished and new business
- f. Election of Vestry members
- g. Election of Lay Deputies to the Diocesan Convention in accord with Article III of the Diocesan Constitution.

ARTICLE IV: VESTRY

Section 1:

- a. The Vestry shall be composed of the Rector plus nine elected Vestry persons.
- b. A quorum for Vestry business shall be a minimum of five Vestry members.

Section 2:

- a. No person shall be elected to such office except as qualified in ARTICLE III, Section 4. In addition, persons elected to the vestry must be members of the Episcopal Church, either by confirmation or reception.

ARTICLE IV: VESTRY (CONTINUED)

- Section 3:
- a. Each year, three persons shall be elected to the Vestry for three-year terms.
 - b. No individual lay member shall be eligible to serve as a voting member of the Vestry for more than six years in a seven year period.
 - c. Prior to the Annual Meeting, those members of the Vestry whose terms will expire at the Annual Meeting will select a proposed slate of nominees to be elected at the Annual Meeting. Nominations may also be made at the Annual Meeting by any member of the Congregation as defined in ARTICLE III, Section 4.
 - d. Vestry elections will be by a plurality of those voting at the Annual Meeting. Voting by proxy is not permitted.
 - e. Vacancies on the Vestry will be filled by a majority vote of the remaining Vestry and those so elected will serve until the next Annual Meeting of the Congregation. At that, the Congregation will elect a person to serve the remainder of that term, if any.
- Section 4:
- a. The Vestry shall be agents and legal representative of the congregation in all matters concerning its corporate property and the relation of the congregation to its clergy and its members shall be the Directors and Members of the Corporation. The Rector shall be the chief executive officer of the Corporation and presiding officer of the Vestry.
 - b. It shall be the duty of the Vestry to take charge of the property of the congregation, to transact the temporal work pertaining to the congregation, and to collect and distribute moneys in accord with the approved budget.
- Section 5:
- a. The Vestry in conjunction with the Bishop shall call a Rector who will have authority for spiritual matters of the congregation, including specific responsibility for worship.
- Section 6:
- a. A sitting Vestry member shall be nominated as Sr. Warden by the Rector (or other current ecclesiastical authority) and elected by the Vestry to serve a one-year term.
 - b. The Sr. Warden shall be a non-voting member *ex-officio* of all committees of the Parish and Vestry. The Sr. Warden will also prepare a report of such activity for the Vestry and for the Annual Meeting of the Congregation.
 - c. A sitting Vestry member shall also be elected by the Vestry to serve a one-year term as Jr. Warden whose duties are to be defined by the Vicar and the Vestry.
 - d. In the absence of a rector or other designated priest, the Sr. Warden shall assume the temporal duties of the Rector.
- Section 7:
- a. The Vestry shall elect a Treasurer. The Treasurer need not be a member of the Vestry and if not will become a non-voting member of the Vestry *ex officio*.
 - b. It shall be the duty of the Treasurer to receive all contributions for the support of the Church, or the record of all such contributions and assessments, bills, etc., and to disburse same upon order of the Vestry.
 - c. The Treasurer shall maintain an accurate set of books showing in detail the financial condition of the congregation on a monthly and annual basis. The Treasurer will also prepare a report for the Annual Meeting of the Congregation which will include an annual budget and perform any other duties required by entities having jurisdiction to impose them.
- Section 8:
- a. A Secretary shall be elected by the Vestry. The Secretary need not be a member of the Vestry.
 - b. It shall be the duty of the Secretary to keep an accurate record of the proceedings of the Vestry.
 - c. It shall also be the duty of the Secretary to keep a record of the proceedings from meetings of the Congregation and generally perform such other duties as may be devolved upon him/her by the Vestry and entities having jurisdiction to impose them.

ARTICLE V: ALTERATION OR CONFLICT OF ARTICLES

- Section 1: Any article or section of these Articles inconsistent or in conflict with present or future articles of association of The Episcopal Church or The Episcopal Church in South Carolina (or successor name) shall be considered null and void.
- Section 2: No alteration or repeal of these Articles shall be made unless upon a motion so approved by a 2/3 vote for that purpose at an Annual or Special Congregational Meeting duly convened.

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