

BYLAWS
of the
ST. PETER'S CATHEDRAL OF HELENA, MONTANA

COPY

A RELIGIOUS CORPORATION WITH MEMBERS

1. GENERAL	4
1.1. TYPE OF CORPORATION	4
1.2. RULES OF CONSTRUCTION & INTERPRETATION.....	4
1.3. CORPORATE NAME & SEAL	5
1.4. REGISTERED OFFICE & AGENT	5
1.5. PRINCIPAL OFFICE & ADDITIONAL OFFICES	6
1.6. STATUS.....	6
1.7. DURATION	6
2. PERMITTED PURPOSES	7
3. PROHIBITED PURPOSES.....	8
3.1. <i>NO DEVIATION FROM ECUSA & EPISCOPAL DIOCESE OF MONTANA</i>	8
3.2. <i>NO PERSONAL INUREMENT</i>	8
3.3. <i>NO LOBBYING ACTIVITIES</i>	8
3.4. <i>NO POLITICAL ACTIVITIES</i>	8
3.5. <i>NO ACTIVITIES PROHIBITED BY 501(c)(3) or 170(c)(2)</i>	8
3.6. <i>NO ACTIVITIES CREATING A PRIVATE FOUNDATION</i>	8
4. PERMITTED POWERS.....	9
5. <i>MEMBERS</i>	10
5.1. <i>QUALIFICATIONS OF VOTING MEMBERS</i>	10
5.2. <i>TERM OF MEMBERSHIP</i>	10
5.3. <i>MEMBERSHIPS NOT TRANSFERABLE</i>	10
5.4. <i>REGULAR MEMBERS' MEETINGS</i>	10
5.5. <i>ANNUAL MEMBERS' MEETINGS</i>	10
5.6. <i>SPECIAL MEMBERS' MEETINGS & NOTICE</i>	10
5.7. <i>QUORUM FOR MEMBERS' MEETINGS</i>	10
5.8. <i>NO PROXIES FOR MEMBERS</i>	10
5.9. <i>MEMBERS' ACTIONS</i>	10
5.10. <i>PARLIMENTARY PROCEDURE AT MEMBERS' MEETINGS</i>	11
5.11. <i>PLACE OF MEMBERS' MEETINGS</i>	11
5.12. <i>PRESUMPTION OF NOTICE</i>	11
5.13. <i>DUES</i>	11
6. <i>BOARD OF DIRECTORS (CATHEDRAL CHAPTER)</i>	12
6.1. <i>GENERAL AUTHORITY OF BOARD</i>	12
6.2. <i>BOARD PROCEDURE</i>	12
6.3. <i>QUORUM OF BOARD</i>	12
6.4. <i>DIRECTORS & TERMS</i>	13
6.5. <i>DIRECTORS & TERMS</i>	13
6.6. <i>REMOVAL</i>	14
6.7. <i>VACANCY</i>	14
6.8. <i>REGULAR BOARD MEETINGS</i>	15

6.9.	NO NOTICE REQUIRED FOR REGULAR <i>BOARD</i> MEETINGS	15
6.10.	SPECIAL <i>BOARD</i> MEETINGS	15
6.11.	TELEPHONIC <i>BOARD</i> MEETINGS.....	15
6.12.	NOTICE FOR SPECIAL <i>BOARD</i> MEETINGS.....	15
6.13.	WAIVER OF NOTICE FOR SPECIAL <i>BOARD</i> MEETINGS	16
6.14.	QUORUM FOR <i>BOARD</i> MEETINGS	16
6.15.	PRESENCE & MAJORITY RULE AT <i>BOARD</i> MEETINGS	16
6.16.	CONDUCT OF <i>BOARD</i> MEETINGS.....	16
6.17.	UNANIMOUS ACTION WITHOUT A MEETING	16
6.18.	EXECUTIVE COMMITTEE	17
6.19.	ADDITIONAL COMMITTEES.....	17
6.19.1.	selection of committee <i>members</i>	17
6.19.2.	required committee procedures	17
6.19.3.	authority of committees	17
6.20.	COMPENSATION, LOANS TO, OR GUARANTEES FOR <i>DIRECTORS</i>	17
7.	OFFICERS	18
7.1.	NUMBER OF OFFICERS.....	18
7.2.	APPOINTMENT AND TERM OF OFFICE.....	18
7.3.	REMOVAL OF OFFICERS	18
7.4.	<i>PRESIDENT- THE BISHOP</i>	18
7.5.	<i>THE FIRST VICE-PRESIDENT - THE RECTOR/DEAN</i>	19
7.6.	<i>THE SECOND VICE-PRESIDENT- THE SENIOR WARDEN</i>	19
7.7.	<i>THE THIRD VICE-PRESIDENT - THE JUNIOR WARDEN</i>	20
7.8.	<i>THE SECRETARY (CLERK)</i>	20
7.9.	<i>THE TREASURER</i>	21
7.10.	ASSISTANT SECRETARIES AND ASSISTANT <i>TREASURERS</i>	21
7.11.	OFFICERS' SALARIES, LOANS, LOAN GUARANTEES	21
7.12.	REMOVAL FROM OFFICE	21
8.	DISSOLUTION, INDEMNIFICATION, MERGER, REMOVAL OF <i>DIRECTORS</i> ..	22
8.1.	DISSOLUTION	22
8.2.	INDEMNIFICATION	22
8.3.	MERGER	22
9.	INDEMNIFICATION OF <i>DIRECTORS</i> , ETC.....	23
9.1.	<i>DIRECTORS</i> ACTING IN GOOD FAITH & PAYMENT IS AUTHORIZED	23
9.2.	REASONABLE BELIEF regarding pension plans.....	23
9.3.	EFFECT OF OTHER COURT PROCEEDINGS.....	23
9.4.	INDEMNIFICATION PROHIBITED IN CERTAIN CIRCUMSTANCES	23
9.5.	INDEMNIFICATION LIMITED	23
9.6.	<i>DIRECTOR</i> EXPENSES & INDEMNIFICATION	24
9.6.1.	GOOD FAITH	24
9.6.2.	GUARANTEE.....	24
9.6.3.	INDEMNIFICATION OF OFFICERS, AGENTS AND EMPLOYEES	24
9.6.4.	MANDATORY INDEMNIFICATION	24
10.	LIMITATIONS AND RESTRICTIONS ON CERTAIN TRANSACTIONS.....	25
10.1.	AUTHORITY TO SIGN CHECKS & LEGAL DOCUMENTS	25
10.2.	LOANS	25

10.3.	DEPOSITS	25
10.4.	VOTING OF SECURITIES.....	25
11.	PROHIBITED TRANSACTIONS.....	26
11.1.	NO SHARING IN CORPORATION EARNINGS	26
11.2.	NO SELF-SERVING DISTRIBUTIONS	26
11.3.	NO SELF-SERVING DISTRIBUTIONS ON DISSOLUTION.....	26
11.4.	NO SELF-SERVING TRANSACTIONS WITH <i>RELATED PARTIES</i>	26
11.5.	TRANSACTIONS JEOPARDIZING TAX EXEMPT STATUS	27
11.6.	PURCHASE OF <i>MEMBERSHIPS</i>	27
11.7.	CORPORATE FUNDS USED FOR INDEMNIFICATION	27
12.	EMERGENCY <i>BYLAWS</i>	28
12.1.	HOW INITIATED	28
12.2.	Temporary <i>Directors</i> and Quorum.....	28
12.3.	Actions Permitted to be Taken	28
12.3.1.	Officer's Powers	28
12.3.2.	Delegation of Any Power	28
12.3.3.	Lines of Succession.....	28
12.3.4.	Relocate Principal Place of Business	28
12.3.5.	All Other Action	28
13.	COMMISSIONS, COMMITTEES, AND TASK FORCES	29
14.	DIOCESAN CONVENTION.....	29
14.1.	Delegates	29
14.2.	Resignation	29
15.	AMENDMENTS	30
15.1.	AMENDMENTS TO <i>ARTICLES</i>	30
15.2.	AMENDMENTS TO <i>BYLAWS</i>	32

These are the *Bylaws* of the ST. PETER'S CATHEDRAL OF HELENA, MONTANA

1. GENERAL

This part describes the type of corporation, the rules of construction and interpretation, the name, and location of the corporate offices.

1.1. TYPE OF CORPORATION

As stated in the *articles*, this *corporation* is a religious corporation.

[Reference MCA 35-2-126 and 35-2-213]

1.2. RULES OF CONSTRUCTION & INTERPRETATION

Bold italicized words represent special definitions that shall be given the same meaning wherever appearing in italics. Word gender, word plurality, and word sequence shall be given a reasonable meaning in the context of this entire document and may even be disregarded, where appropriate. If any part of this document should be determined inoperative or unenforceable, all other parts shall remain in effect. For this purpose, the following ***bold, italicized*** words represent the following special definitions:

<u>term</u>	<u>special definition</u>
MEMBERS AND DIRECTORS	
<i>board</i> <i>Chapter</i>	the board of directors of this <i>corporation</i> , also referred to as the Chapter of this <i>corporation</i> .
<i>director</i>	a <i>member</i> -elected <i>director</i> of the <i>board</i> .
<i>member</i>	a person who is a voting <i>member</i> of this <i>corporation</i> , as defined by these <i>bylaws</i> .
<i>nonvoting member</i>	a person who is a nonvoting <i>member</i> of this <i>corporation</i> , as defined by these <i>bylaws</i>
<i>youth director</i>	a <i>member</i> -elected <i>director</i> of the <i>board</i> who must be at least sixteen years of age and a member of the Youth Group who shall serve with all rights and powers as a <i>director</i> .

OFFICERS	
<i>President</i> <i>Bishop</i>	the person serving as the Bishop of the Episcopal Diocese of Montana and serves as a <i>director</i> .
<i>First Vice-President</i> <i>Rector/Dean</i>	the priest in charge of the St. Peter's Cathedral of Helena, Montana and serves as a <i>director</i> .
<i>Second Vice-President</i> <i>Senior Warden</i>	a <i>member</i> -elected second vice-president of this <i>corporation</i> and serves as a <i>director</i> .
<i>Third Vice-President</i> <i>Junior Warden</i>	a <i>member</i> -elected third vice-president of this <i>corporation</i> and serves as a <i>director</i> .
<i>Secretary</i> <i>Clerk</i>	a <i>board</i> appointed secretary
<i>Treasurer</i>	a <i>board</i> appointed treasurer of this <i>corporation</i> .

VOTING TERMS	
<i>majority vote of members</i>	a majority vote of those <i>members</i> present at a duly constituted <i>member's</i> meeting.
<i>majority vote of board</i>	a majority vote of <i>directors</i> present at a duly called or scheduled .
<i>supermajority vote of board</i>	a two-thirds vote of all <i>directors</i> , whether or not present at a meeting.
<i>supermajority vote of members</i>	a two-thirds vote of those <i>members</i> present at a duly constituted <i>member's</i> meeting.

GENERAL TERMS	
<i>articles</i>	the articles of incorporation of this organization, as filed with the Montana Secretary of State's office and as may be amended or restated.
<i>bylaws</i>	these bylaws and as may be amended.
<i>congregation</i>	the voting <i>members</i> and <i>nonvoting members</i> of the ST. PETER'S CATHEDRAL OF HELENA, MONTANA.
<i>corporation</i>	this <i>corporation</i> , the ST. PETER'S CATHEDRAL OF HELENA, MONTANA
<i>Policy and Procedures Manual</i>	the published guidelines used in the day-to-day administrative operations of the <i>corporation</i> and as revised from time to time.

1.3. CORPORATE NAME & SEAL

The *corporation* shall do business in its corporate name, the **ST. PETER'S CATHEDRAL OF HELENA, MONTANA** and any other properly registered name. The *corporation* may acquire and use a corporate seal, which shall bears its corporate name.

1.4. REGISTERED OFFICE & AGENT

The registered office of the *corporation* shall be located in Montana at the address of the registered agent. The initial registered agent and office of the *corporation* is:

registered agent	registered agent
street address	The Right Reverend C. Franklin Brookhart, Jr.
city/state/zip	515 N. Park Ave.
phone	Helena, MT 59601
	406-442-2230

1.5. PRINCIPAL OFFICE & ADDITIONAL OFFICES

The principal office of the *corporation* shall be located within Montana. Although the principal office need not be the same as the registered office, until designated otherwise, the principal office shall be that of the registered agent. The most current Annual Report of the *corporation*, filed with the Montana *Secretary* of State, shall identify the location of the principal office. The *secretary* shall maintain a copy of all required records at the principal office. The *corporation* may have such other offices within the United States as the *board of directors* may designate.

1.6. STATUS

As stated in the *articles*,

This corporation is a religious corporation with *members*.

1.7. DURATION

As stated in the *articles*,

This corporation shall have perpetual life.

2. PERMITTED PURPOSES

As stated in the *articles*, the purpose of this *corporation* is stated as follows:

The purpose of this corporation is:

exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; and more specifically,

- 1. To maintain and operate an Episcopal Cathedral Church for the conduct of religious, charitable, educational, and related activities, including an official seat for the Episcopal Bishop of Montana*
- 2. To acquire, purchase, lease, own, convey, transfer, possess, use and enjoy all such property, real, personal, or mixed, as shall be deemed necessary, suitable, or desirable for carrying into effect the purposes and objects of the Corporation.*
- 3. To solicit and receive contributions, donations, gifts, grants, devises, bequests and other funds and resources for use in advancing the Corporation's purposes and objects.*

[Reference MCA 35-2-117]

3. PROHIBITED PURPOSES

As stated in the *articles*, notwithstanding any other provision in the *articles* or these *bylaws*, this *corporation*:

Notwithstanding any other provision in these articles, this corporation:

3.1. NO DEVIATION FROM ECUSA & EPISCOPAL DIOCESE OF MONTANA
may not hold, administer, encumber, or dispose of property (both real and personal) or otherwise take any action in any manner inconsistent with the Constitution and Canons of the Episcopal Church of the United States of America (ECUSA) and all property of this corporation shall be considered held in trust for the benefit of the Episcopal Diocese of Montana and the ECUSA; and this subarticle may not be amended or changed without the additional consent of the Standing Committee of the Episcopal Diocese of Montana..

3.2. NO PERSONAL INUREMENT
may not allow any part of its net earnings to inure more than incidentally for the benefit of any director, officer, or nonvoting member, except that the corporation may pay reasonable compensation for service rendered and may make payments and distributions in furtherance of the purposes set forth in this section.

3.3. NO LOBBYING ACTIVITIES
may not allow any substantial part of its activities to carry on any propaganda, or otherwise attempt to influence legislation [except as permitted by of I.R.C. §501(h)].

3.4. NO POLITICAL ACTIVITIES
may not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

3.5. NO ACTIVITIES PROHIBITED BY 501(c)(3) or 170(c)(2)
may not engage in any activities which would fail to satisfy the requirements of I.R.C. §501(c)(3) (including all corresponding provisions of any future federal tax code) for permitting its tax exempt status, and of I.R.C. §170(c)(2) (including all corresponding provisions of any future federal tax code) for allowing the deductibility of its donor's charitable contributions.

3.6. NO ACTIVITIES CREATING A PRIVATE FOUNDATION
may not be operated in any manner to cause it to be treated as a private foundation under I.R.C. §509 (a)(1), (a)(2), or (a)(3) or an organization.

[Reference MCA 35-2-117]

4. PERMITTED POWERS

As stated the *articles*, the permitted powers of this *corporation* are as follows:

Consistent with its tax-exempt purposes, this corporation may exercise any of the general powers set forth under the Montana Nonprofit Corporation Act.

5. MEMBERS

This *corporation* may have one class of voting *members* (*members* with the right to vote). Such *members* hold the exclusive right to select the *board*. This *corporation* may also have one or more classes of *nonvoting members*.

5.1. QUALIFICATIONS OF VOTING MEMBERS

Any person who is a communicant of St. Peter's Cathedral, duly listed in the Cathedral Register, in good standing, and sixteen years of age or older shall automatically be a voting *member* of the *corporation*. All *members* voting at meetings shall sign an attendance form which shall be attached to the official minutes of that meeting.

5.2. TERM OF MEMBERSHIP

Membership rights shall expire when a *member* ceases to be a communicant in good standing with the St. Peter's Cathedral.

5.3. MEMBERSHIPS NOT TRANSFERABLE

Members may not assign or transfer their *membership* rights to any other person.

5.4. REGULAR MEMBERS' MEETINGS

Unless designated otherwise, regular annual meetings of the *members* shall be held annually at the designated annual meeting.

5.5. ANNUAL MEMBERS' MEETINGS

Unless designated otherwise, the *members* shall hold an annual meeting on the Sunday closest the Feast of the Confession of St. Peter the Apostle. The order of business shall include, but not be limited to the items enumerated in Canon 12 of the Canons of the Episcopal Diocese of Montana.

5.6. SPECIAL MEMBERS' MEETINGS & NOTICE

Special meetings of the *members* may be called by the *Bishop, Rector/Dean, Senior Warden, Junior Warden*, or two-thirds of the *board* for any permissible purpose or purposes after fourteen days published notice in the Cathedral Sunday Bulletin.

[reference MCA35-2-530]

5.7. QUORUM FOR MEMBERS' MEETINGS

A quorum shall constitute those *members* present at any properly called or scheduled meeting of *members*.

5.8. NO PROXIES FOR MEMBERS

No absentee or proxy voting is permitted.

5.9. MEMBERS' ACTIONS

All elections and actions of *members* shall be approved by *majority vote* of *members*, except for amending these *bylaws*.

5.10. PARLIMENTARY PROCEDURE AT MEMBERS' MEETINGS

Members' meetings shall be conducted in accordance with Robert's Rules of Order.

5.11. PLACE OF MEMBERS' MEETINGS

All *member* meetings shall be held at the St. Peter's Cathedral, located at 511 N. Park Ave. Helena, MT 59601

5.12. PRESUMPTION OF NOTICE

A recitation in the minutes of any *membership* meeting that notice of such meeting had been properly given in accordance with these *bylaws* shall be prima facie evidence that such notice was given.

5.13. DUES

Members shall not be required to pay dues.

6. BOARD OF DIRECTORS (CATHEDRAL CHAPTER).

This part describes the duties and authority of the *board of directors* (also called the Cathedral Chapter) duly constituted pursuant to the Constitution and Canons of the Episcopal Church regarding Vestries, the Episcopal Diocese of Montana regarding Vestries, and the laws of the State of Montana governing nonprofit religious corporations.

6.1. GENERAL AUTHORITY OF BOARD

As provided in the *articles*:

The business and affairs of the corporation shall be managed by the board under all of the authority permitted under the Montana Nonprofit Corporation Act. The board

- *may exercise all the powers of the corporation;*
- *may make rules and regulations for governing the corporation, the management of its affairs, and the election of its officers, subject to any limitations contained in the Montana law, these articles, the bylaws; and*
- *may promulgate all bylaws and so manage the affairs of this corporation, subject to the limitations set forth in these articles.*
- *may prescribe and change the number of directors as long as:
the number of directors is at least four or more,
one director must be the Bishop of the Episcopal Diocese of Montana,
one director must be the Rector and Dean of St. Peter's Cathedral of Helena,
Montana,
one director must be the Senior Warden of St. Peter's Cathedral of Helena,
Montana,
one director must be the Junior Warden of St. Peter's Cathedral of Helena,
Montana, and,
all directors must serve with the same rights, powers, as each other.
All directors other than the Bishop and Rector-Dean shall be annually elected by members of the corporation with interim vacancies to be filled as provided by the bylaws.*

6.2. BOARD PROCEDURE

All *board* meetings shall be governed by Robert's Rules of Order or such other procedural rules as may be adopted by a resolution of the *Board*. All meetings shall be open unless the *board* requires executive session for personnel or other sensitive matters.

6.3. QUORUM OF BOARD

A quorum of the *board* shall consist of a majority of the *directors* as long as one of the following *directors* is present: the *President (Bishop)*, the *First Vice-President (Rector/Dean)*, the *Second Vice-President (Senior Warden)*, or the *Third Vice-President (Junior Warden)*.

6.4. DIRECTORS & TERMS

The *board of directors* shall comprise the *Bishop*, the *Rector/Dean* and ten elected persons who are voting *members*. The *Bishop*, the *Rector/Dean* shall serve *ex-officio*. The *youth director* shall serve a one-year term. All other *member-elected directors* shall serve staggered three-year terms and may be re-elected to serve one additional consecutive term. A *director* elected to fill unexpired terms may be re-elected so long as not serving more than six consecutive years.

6.5. DIRECTORS & TERMS

The initial directors shall serve with the following terms:

name	term	address
C Franklin Brookhart, Jr. the <i>Bishop</i> (the <i>President</i>)	perpetual	515 N. Park Ave. Helena, MT 59601
Stephen Brehe the <i>Rector/Dean</i> (the <i>First vice-president</i>)	perpetual	511 N. Park Ave. Helena, MT 59601
Hal Aasen the <i>member-elected Junior Warden</i> (the <i>Third vice-president</i>)	1 st year of 3 year term	
Donna Lockmyer (also the <i>board</i> appointed <i>Treasurer</i>)	1 st year of 3 year term	
Robin Biffle	1 st year of 3 year term	
Dan Carlson-Thompson the <i>member-elected Senior Warden</i> (the <i>Second vice-president</i>)	2 nd year of 3 year term	
Hank Hudson	2 nd year of 3 year term	
Sarah Fox	2 nd year of 3 year term	
Jim Fall	3 rd year of 3 year term	
Earl Smith	3 rd year of 3 year term	
Laura Brown	3 rd year of 3 year term	
Alan Cartwright <i>youth director</i>	one year	
Peggy Smith the <i>board</i> appointed <i>Clerk</i>	not a <i>director</i>	

[Reference MCA 35-2-216]

6.6. REMOVAL

In any manner not inconsistent with the Constitution and Canons of the Episcopal Church, the Episcopal Diocese of Montana, and the laws of the State of Montana governing religious societies, a *director* may be removed by the required vote and manner provided in MCA 35-2-421 or as it may be amended. MCA 35-2-421 provides:

MCA 35-2-421.

Removal of directors elected by members or directors.

- (1) The members may remove one or more directors elected by them without cause.*
- (2) If a director is elected by a class, chapter, or other organizational unit or by region or other geographic grouping, the director may be removed only by the members of that class, chapter, unit, or grouping.*
- (3) Except as provided in subsection (9), a director may be removed under subsection (1) or (2) only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors.*
- (4) If cumulative voting is authorized, a director may not be removed:
 - (a) if the number of votes sufficient to elect the director under cumulative voting is voted against the director's removal; or*
 - (b) if the director was elected by a class, chapter, unit, or grouping of members and the number of votes of that class, chapter, unit, or grouping of members sufficient to elect the director under cumulative voting is voted against the director's removal.**
- (5) A director elected by members may be removed by the members only at a meeting called for the purpose of removing the director. The meeting notice must state that the purpose or one of the purposes of the meeting is removal of the director.*
- (6) In computing whether a director is protected from removal under subsections (2) through (4), it should be assumed that the votes against removal are cast in an election for the number of directors of the class to which the director to be removed belonged on the date of that director's election.*
- (7) An entire board of directors may be removed under subsections (1) through (5).*
- (8) A director elected by the board may be removed without cause by the vote of two-thirds of the directors then in office or by a greater number as is set forth in the articles or bylaws. However, a director elected by the board to fill the vacancy of a director elected by the members may be removed without cause by the members, but not the board.*
- (9) If, at the beginning of a director's term on the board, the articles or bylaws provide that the director may be removed for missing a specified number of board meetings, the board may remove the director for failing to attend the specified number of meetings. The director may be removed only if a majority of the directors then in office vote for the removal.*
- (10) The articles or bylaws of a religious corporation may:
 - (a) limit the application of this section; an*
 - (b) set forth the vote and procedures by which the board or any person may remove with or without cause a director elected by the members of the board.**

6.7. VACANCY

If a vacancy occurs on the *board of directors*, including a vacancy resulting from an increase in the number of *directors*, the *directors* may fill the vacancy until the next annual meeting of the *members*. If the *directors* remaining in office constitute fewer than a quorum of the *board*, they may fill the vacancy by the affirmative vote of a majority of all the *directors* remaining in office. When the *directors* elect a *director* to fill a vacancy, the *director's* term shall be for the same term of the *director* being replaced.

6.8. REGULAR BOARD MEETINGS

The *board of directors* shall hold regular meetings as follows:

type	when and where
monthly meetings	at ___ P.M. on the _____ every month at the corporate office.
annual meetings	immediately following the annual meeting of the <i>members</i> at the corporate office.

6.9. NO NOTICE REQUIRED FOR REGULAR BOARD MEETINGS

No notice of these scheduled board meetings other than this *bylaw* is required. The *board of directors* may provide (by resolution) the date, time and place for additional regular meetings. Regular *board of director* meetings may be held by conference telephone, if convened in accordance with these *bylaws*.

6.10. SPECIAL BOARD MEETINGS

Upon appropriate and timely notice, a special meeting may be called in the manner provided by MCA 35-2-527, by a majority of the *directors*, or by the *Bishop*, by the *Rector/Dean*, or by a majority of the *directors*. Those authorized to call special *board* meetings may fix any time and place for a special meeting, so long as such time and place is reasonably convenient to the *directors*. Special *board of director* meetings may be held by conference telephone, if convened in accordance with these *bylaws*.

6.11. TELEPHONIC BOARD MEETINGS

If authorized by the *board of directors*, the *board of directors* or any designated committee of the *corporation* may participate in a *board* or committee meeting by means of a conference telephone or similar communications equipment, provided all persons entitled to participate in the meeting have received proper notice of the telephone meeting and are able to hear each other at the same time. A *director* participating in a conference telephone meeting is deemed present in person at the meeting. The chairperson of the meeting may establish reasonable rules as to conducting the meeting by phone. The *secretary* must provide instructions for participating in all telephonic meetings (whether regular or special).

6.12. NOTICE FOR SPECIAL BOARD MEETINGS

The *corporation's secretary* shall give either oral or written notice of any special *board* meeting at least 2 days before the meeting. The notice shall include the meeting place, day and hour, but need not state its purpose. If telephonic, the *secretary* shall satisfy the special requirements for holding such meetings. If mailed, notice of any *director* meeting shall be deemed to be effective at the earlier of the following:

- five days after deposited in the United States mail, addressed to the *director's* business office, with postage prepaid;
- the date shown on the return receipt (if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the *director*); or,
- the date when received.

6.13. WAIVER OF NOTICE FOR SPECIAL *BOARD* MEETINGS

Any *director* may waive notice of any meeting in writing (if signed and filed with the minutes or corporate records) or by attendance (unless the *director*, at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting).

6.14. QUORUM FOR *BOARD* MEETINGS

A majority of the number of *directors* shall constitute a quorum for the transaction of business at any *board* of *director* meeting.

6.15. PRESENCE & MAJORITY RULE AT *BOARD* MEETINGS

The act of a majority of the *directors* present at a meeting at which a quorum is present (when the vote is taken) shall be the act of the *board of directors*. If no quorum is present at a meeting of *directors*, the *directors* may not take action on any *board* matter other than to adjourn the meeting to a later date. The *corporation* shall deem a *director* to have approved of an action taken if the *director* is present at a meeting of the *board* unless any of the following occur:

- the *director* objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting;
- the *director's* dissent or abstention from the action taken is entered in the minutes of the meeting; and,
- the *director* delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the *corporation* immediately after adjournment of the meeting. The right of dissent or abstention is not available to a *director* who votes in favor of the action taken.

6.16. CONDUCT OF *BOARD* MEETINGS

The *president*, or in the *president's* absence, the *first vice-president*, or in their absence, any person chosen by the *directors* present shall call the meeting of the *directors* to order and shall act as the chairperson of the meeting. The chairperson, or the chairperson's designee, shall establish rules of the meeting that will freely facilitate debate and decision-making. The chairperson will indicate who may speak when and when a vote will be taken. The *secretary* of the *corporation* shall act as the *secretary* of all meetings of the *directors*, but in the *secretary's* absence, the presiding officer may appoint any other person to act as the *secretary* of the meeting.

6.17. UNANIMOUS ACTION WITHOUT A MEETING

The *directors* may act on any matter generally required or permitted at a *board* meeting, without actually meeting, if: all the *directors* approve the action, each one signs a written consent describing the action taken, and the *directors* file all the consents with the records of the *corporation*. Action taken by consents is effective when the last *director* signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be referred to as a meeting vote in any document.

[Reference MCA 35-2-428]

6.18. EXECUTIVE COMMITTEE

An Executive Committee shall consist of the *Rector/Dean, Senior Warden, Junior Warden, Treasurer,* and one member of the *board* appointed by the *Senior Warden*. The Executive Committee shall have all the rights and powers of the *board*, except as limited by law or these *bylaws*, during the period between the *board* meetings, subject to any prior limitation imposed by the *board*. The Executive Committee shall have responsibility for preparing *board* meeting agenda and for making decisions required by the immediate needs of the *corporation*. All actions of the Executive Committee shall be reported to *board*.

6.19. ADDITIONAL COMMITTEES

The *board of directors* may create one or more committees from its board to serve on them. Each committee must have 2 or more *directors*, who serve at the pleasure of the *board of directors*. As provided in the *articles*:

Within the limitations of MCA 35-2-433, a majority of directors in office may adopt resolutions, which empower any two or more directors to serve as an executive committee or as a committee for other specific purposes.

6.19.1. selection of committee members

To create a committee and appoint *members* to it, the *board* must acquire approval by the majority of all the existing *directors* when the action is taken.

6.19.2. required committee procedures

The same *bylaws*, which govern, *board* meetings and procedures apply to committees and their *members*. Committees shall keep regular minutes of their proceedings and report the same to the *board of directors*.

6.19.3. authority of committees

Each committee shall have the specific authority set forth in the *board* resolution creating it, except a committee may not do any of the following:

- approve or recommend a dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the *corporation's* assets;
- elect, appoint, or remove *directors* or fill vacancies on the *board of directors* or on any of its committees; or,
- adopt, amend, or repeal the *articles* or *bylaws*.

6.20. COMPENSATION, LOANS TO, OR GUARANTEES FOR DIRECTORS

Other than for actual expenses, no *director* may be remunerated for attending a *board* meeting. Subject to all other limitations in these *bylaws*, a *director* may receive reasonable compensation for services and reimbursement for out-of-pocket expenses. Under no circumstance may this *corporation* lend money to a *director* or guarantee the obligation of a *director*.

7. OFFICERS

This part describes the authority and responsibilities of the officers of the *corporation*.

7.1. NUMBER OF OFFICERS

The *corporation* shall have the following officers:

President (the *Bishop*)

First Vice-President (the *Rector/Dean*)

Second Vice-President (*Senior Warden*)

Third Vice-President (the *Junior Warden*)

Secretary (the *Clerk*)

Treasurer

The *board of directors* shall elect each of the above officers in the manner prescribed in these *bylaws*. On an interim basis, the *board* may fill vacant positions. The same person may simultaneously serve for more than one office, but not for all offices.

7.2. APPOINTMENT AND TERM OF OFFICE

Unless the *board of directors* determine otherwise, the officers of the *corporation* shall hold office for one year or until they resign, die or are removed, whichever is earlier. A designation of a specified term does not grant to the officer any contract rights, and the *board* can remove the officer at any time prior to the termination of the designated term.

7.3. REMOVAL OF OFFICERS

For good cause, the *board of directors* may remove any officer or agent any time other than the *president* and the *first vice-president*. Removal shall be without prejudice to any contract rights, if any, of the person removed. A *board's* appointment of an officer or agent may not of itself create contract rights.

7.4. PRESIDENT- THE BISHOP

The *Bishop* shall be the *President* and chairman of the *board*. The *president* in good faith shall:

act as the principal executive officer of the *corporation*, but subject to the control and limitations of the *board of directors*;

preside at *members'* and *directors'* meetings (when present);

have authority to sign, with the *secretary* or any other proper officer of the *corporation* that the *board* has authorized, corporation deeds, mortgages, bonds, contracts, or other *board* authorized instruments; and,

have authority to appoint advisory committees for recommendations as to planned activities of the corporation, so long as each advisory committee has no authority to act.

7.5. THE FIRST VICE-PRESIDENT - THE RECTOR/DEAN

The *Rector/Dean* shall be the *First Vice-President*. The *First vice-president* in good faith shall:

- perform the *president's* duties if the *president* is absent, dies, is unable or refuses to act;
- have all presidential powers and be subject to all the restrictions upon the *president*, when acting in the absence of the *president*;
- perform any other duties that the *president* or *board* may assign to the *vice-president*;
- supervise and control all of the business and affairs of the *corporation*;
- shall serve as Priest in Charge and Pastor of the Saint Peter's Cathedral congregation executing supervisory control over congregational matters and providing leadership to the Cathedral Chapter in formulating, developing, implementing and evaluating the policies, goals and procedures of the Cathedral congregation in order to meet its objects and purpose;
- shall have the power, with the consent of the *Bishop* to appoint such Canons, Curates, or other Assistant Members of the Clergy, as may be deemed advisable;
- shall have the right to supervise and evaluate all staff under the terms of personnel policies as provided in the Cathedral Policy and Procedures Manual; and,
- shall have the right of parity with the *Bishop* to celebrate the Sacraments and other services in the Cathedral;

In the case of vacancy of the *Rector/Dean*, the *Bishop* and *board* shall appoint a Search Committee. The calling of a *Rector/Dean* shall be consistent with the Canons of the Episcopal Church and the Canons and procedures of the Episcopal Diocese of Montana. The tenure of the office of *Rector/Dean* shall be that of a Rector. The dissolution of the pastoral relationship between the *Rector/Dean* and the Cathedral shall be in accordance with the Canons of the Episcopal Church.

7.6. THE SECOND VICE-PRESIDENT- THE SENIOR WARDEN

The *Senior Warden* shall be the *Second Vice-President*. The *second vice-president* shall be annually elected by the *members* and may serve two but not more than two consecutive terms. The *second vice-president* in good faith shall:

- perform the *president's* duties if the *president* and *vice-president* is absent, dies, is unable or refuses to act;
- have all presidential powers and be subject to all the restrictions upon the *president*, when acting in the absence of the *president*; and,
- perform any other duties that the *president* or *board* may assign to the *assistant vice-president*.

7.7. THE THIRD VICE-PRESIDENT - THE JUNIOR WARDEN

The *Junior Warden* shall be the *Third Vice-President*. The *third vice-president* shall be annually elected by the *members* and may serve two but not more than two consecutive terms. The *third vice-president* in good faith shall:

- perform the *president's* duties if the *president* and *vice-president* is absent, dies, is unable or refuses to act;
- have all presidential powers and be subject to all the restrictions upon the *president*, when acting in the absence of the *president*; and,
- perform any other duties that the *president* or *board* may assign to the *assistant vice-president*.

7.8. THE SECRETARY (CLERK)

The Clerk shall be the *Secretary*. The *Secretary* shall:

- record the business of each *board* meeting and publish minutes in a timely manner.
- place one copy of the minutes in the Cathedral Archives and one copy in the Policy and Procedures Manual, following the approval of such minutes.
- create and maintain one or more books for the minutes of the proceedings of the *members' and directors*;
- provide that all notices are served in accordance with these *bylaws* or as required by law;
- be custodian of the corporate records;
- when requested or required, authenticate any records of the *corporation*;
- keep a current register of the post office address of each *member*;
- assume the duties of *president*, when the *president* and *vice-president* are unable to act; and,
- perform all duties incident to the office of *secretary* and any other duties that the *president* or the *board* may assign to the *secretary*.

The *Secretary* shall be appointed by the *board* and shall serve a one-year term. The *Secretary* may be re-appointed any number of times.

7.9. THE TREASURER

The *treasurer* in good faith shall:

- be the chief financial officer and shall render a current report of Cathedral transactions and conditions at each *board* meeting.
- have charge and custody of and be responsible for all funds and securities of the *corporation*;
- receive and give receipts for moneys due and payable to the *corporation* from any source, and deposit all moneys in the *corporation's* name in banks, trust companies, or other depositories that the *board* shall select;
- submit the books and records to a Certified Public Accountant or other accountant for annual audit or review;
- in general perform all of the duties incident to the office of *treasurer* and any other duties that the *president* or *board* may assign to the *treasurer*; and,
- give a bond for the faithful performance of the *treasurer's* duties and as insurance against the misappropriation of funds, if required by the *board*; and if a bond is required, it shall be in a sum and with the surety or sureties that the *board of directors* shall determine.

The *Treasurer* shall be appointed by the *board* and shall serve a one-year term. The *Treasurer* may be re-appointed any number of times.

7.10. ASSISTANT SECRETARIES AND ASSISTANT TREASURERS

The *board* may appoint such assistant secretaries and assistant *treasurers* as it may deem necessary who shall then perform such duties as the *president* or *board* so delegates.

All assistant *treasurers* shall, if required by the *board*, give bonds for the faithful performance of their duties and as insurance against the misappropriation of funds; the bond shall be in sums and with the sureties that the *board of directors* shall determine. Such additional officers may or may not be *directors*.

7.11. OFFICERS' SALARIES, LOANS, LOAN GUARANTEES

No *director* may receive remuneration as an officer or an employee, except the *Bishop* and the *Rector/Dean* may receive appropriate compensation for their services as priests. Subject to this limitation, the *board of directors* may fix and/or adjust salaries of any officer or employee. The *corporation* may not lend money to or guarantee the obligation of an officer of the *corporation*.

7.12. REMOVAL FROM OFFICE

An officer, other than the *Bishop* and the *Rector/Dean*, may be removed from office by a *supermajority* vote of the *Board*. Causes for removal include, but are not limited to, crime or immorality and dereliction of duties.

8. DISSOLUTION, INDEMNIFICATION, MERGER, REMOVAL OF *DIRECTORS*

The *secretary* may notify the attorney general of the State of Montana when dissolution, indemnification, merger, removal of *directors*, and the sale of assets (as defined in the Montana Corporation Act) occur. The *secretary* shall deliver notice in the manner required by each event and cooperate with the Attorney General in providing necessary information.

8.1. DISSOLUTION

In the event of dissolution, the *secretary* shall give the Attorney General written notice that the *corporation* intends to dissolve at or before the time the *secretary* delivers *articles* of dissolution to the *secretary* of state. The notice must include a copy or summary of the plan of dissolution. The *corporation* may not transfer or convey assets as part of the dissolution process until 20 days after the *secretary* has given the written notice to the Attorney General or until the Attorney General has consented in writing to the dissolution or indicated that the Attorney General will not take action in respect to transfer or conveyance, whichever is earlier. When the *corporation* has transferred or conveyed all or substantially all of its assets following approval of dissolution, the *board* shall deliver to the Attorney General a list showing those, other than creditors, to whom the *corporation* transferred or conveyed assets. The list must indicate the address of each person, other than creditors, who received assets and an indication of what assets each received.

8.2. INDEMNIFICATION

The *secretary* must give the Attorney General written notice of its proposed indemnification of a *director*. The *corporation* may not indemnify a *director* until 20 days after the effective date of the written notice.

8.3. MERGER

The *secretary* must give the Attorney General written notice of a proposed merger of the *corporation*, and include with the notice a copy of the proposed plan of merger, at least 20 days before consummation of any merger.

9. INDEMNIFICATION OF *DIRECTORS*, ETC.

This part describes the circumstances and limitations on indemnifying corporate *directors* and officials.

9.1. *DIRECTORS* ACTING IN GOOD FAITH & PAYMENT IS AUTHORIZED

If a person is sued in his capacity as a *director*, he shall be indemnified against liability, but only if a determination has been made in accordance with procedures set forth in the Montana Corporation Act that the *director* acted in **good faith and reasonably believed:**

while acting in an official capacity with the *corporation*, that his conduct was in the *corporation's* best interests; in all other cases, that his conduct was at least not opposed to the *corporation's* best interests; and in the case of any criminal proceeding, that he had no reasonable cause to believe that the conduct was unlawful, and, payment has been authorized in accordance with procedures listed in the Montana Corporation Act based on a conclusion that the expenses are reasonable, the *corporation* has the financial ability to make the payment, and the financial resources of the *corporation* should be devoted to this use rather than some other use by the *corporation*.

9.2. REASONABLE BELIEF regarding pension plans

If a *director* reasonably believed his decisions and conduct with respect to an employee benefit plan was in the interests of the participants, then his conduct shall be regarded in good faith and reasonable.

9.3. EFFECT OF OTHER COURT PROCEEDINGS

The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, a determination that the *director* did not meet the required standard of conduct.

9.4. INDEMNIFICATION PROHIBITED IN CERTAIN CIRCUMSTANCES

The *corporation* may not indemnify a *director*, if:

the *director* was adjudged liable to the *corporation* in a proceeding by or in the right of the *corporation*; or the *director* was adjudged liable in any other proceeding charging that the *director* improperly received personal benefit, whether or not the individual acted in an official capacity.

9.5. INDEMNIFICATION LIMITED

Indemnification in connection with a proceeding by the *corporation* or in the right of the *corporation* is limited to the reasonable expenses incurred in connection with the proceeding.

9.6. DIRECTOR EXPENSES & INDEMNIFICATION

The *board of directors* may cause the *corporation* to pay for or reimburse, in advance of final disposition of the proceeding, the reasonable expenses incurred by a *director* who is a party to a proceeding if, by following the procedures of the Montana Corporation Act, the *board of directors* determined that the *director* met the following requirements and the *board of directors* authorized an advance payment to a *director*:

9.6.1. GOOD FAITH

the *director* has furnished the *corporation* with a written affirmation of his own good faith belief; and

9.6.2. GUARANTEE

the *director* has provided the *corporation* with a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that he did not act reasonably and in good faith; the *director's* undertaking must be an unlimited general obligation, but need not be secured, and the *corporation* may accept the undertaking without reference to financial ability to make repayment.

9.6.3. INDEMNIFICATION OF OFFICERS, AGENTS AND EMPLOYEES

The *board of directors* may choose to indemnify and advance expenses to any officer, employee, or agent of the *corporation* applying the same standards applicable to corporate *directors*.

9.6.4. MANDATORY INDEMNIFICATION

Notwithstanding any other provisions of these *bylaws*, the *corporation* shall indemnify a *director* or officer, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the *director* or officer was a party because he or she is or was a *director* or officer of the *corporation*, against expenses incurred by the *director* or officer in connection with the proceeding.

10. LIMITATIONS AND RESTRICTIONS ON CERTAIN TRANSACTIONS

This part describes special limitations and restrictions regarding certain transactions.

10.1. AUTHORITY TO SIGN CHECKS & LEGAL DOCUMENTS

Unless otherwise authorized by the *board of directors*, all checks for any amount, stock certificates, bonds, drafts, contracts, notes and other legal instruments shall be **co-signed by any two different persons**, one of whom must be an officer.

10.2. LOANS

Unless otherwise authorized in writing by the *board of directors*, the *corporation* may not allow anyone to contract on behalf of it on credit or issue evidence of the *corporation's* indebtedness. The authorization may be general or specific.

10.3. DEPOSITS

The *treasurer* of the *corporation* shall deposit all funds of the *corporation*, that are not being used, in banks and other depositories; the *board of directors* shall authorize by *board* resolution the exact location of the banks and depositories.

10.4. VOTING OF SECURITIES

Subject to the specific directions of the *board of directors*, any shares or other securities issued by another corporation and owned or controlled by this *corporation* may be voted at any meeting of security holders of the other corporation by the *president* of this *corporation* who may be present. Whenever, in the judgment of the *president*, or in the *president's* absence, the *vice-president*, it is desirable for this *corporation* to execute a proxy or written consent in respect to any shares or other securities issued by any other corporation and owned by this *corporation*, the *president* or *vice-president* of this *corporation*, acting in the name of this *corporation*, shall execute the proxy or written consent. The *president* or *vice-president* will not need the authorization of the *board* to take this action. Nor will the *president* or *Vice-President* need to affix a corporate seal, countersignature or attestation by another officer. Any person or persons designated in this subsection as the proxy or proxies of this *corporation* shall have the full right, power, and authority to vote the shares or other securities issued by the other corporation and owned by this *corporation* the same as the shares or other securities might be voted by this *corporation*.

11. PROHIBITED TRANSACTIONS

This part describes certain prohibited transactions.

11.1. NO SHARING IN CORPORATION EARNINGS

No *member*, *director*, officer, employee, committee *member*, or person connected with the *corporation* shall receive at any time any of the net earnings or pecuniary profit from the operations of the *corporation*; provided that this may not prevent the *corporation's* payment to any person of reasonable compensation for services rendered to or for the *corporation* in effecting any of its purposes as determined by the *board of directors*.

11.2. NO SELF-SERVING DISTRIBUTIONS

The *corporation* may not have or issue shares of stock. No dividends shall be paid. No part of the income or assets of the *corporation* shall be distributed to any *member* of the *corporation* without full consideration. The *corporation* is prohibited from lending money or guaranteeing any obligation of a *member*, *director* or officer of the *corporation*. No *member* of the *corporation* has any vested right, interest or privilege in or to the assets, property, functions or activities of the *corporation*. The *corporation* may contract in due course, for reasonable consideration, with its *members*, *directors*, trustees, and officers without violating this provision.

11.3. NO SELF-SERVING DISTRIBUTIONS ON DISSOLUTION

No *member*, *director*, or officer of the *corporation* shall be entitled to share in the distribution of any of the *corporation's* assets upon the dissolution, except in the capacity as a creditor. All *members* and *directors* are deemed to have expressly agreed that, upon the dissolution or the winding up of the affairs of the *corporation*, whether voluntary or involuntary, the assets of the *corporation*, after all debts have been satisfied, then remaining in the hands of the *directors*, shall be distributed, transferred, conveyed, delivered, and paid over exclusively to the organization or organizations as the *directors* may designate, that are qualified as tax exempt under Internal Revenue Code of 1986 §501(C)(4), and as it may later be amended.

11.4. NO SELF-SERVING TRANSACTIONS WITH RELATED PARTIES

Neither the *corporation*, nor its *directors*, nor its officers have any power to cause the *corporation* to do any of the following with any *related parties*:

make any substantial purchase of securities or other property, for more than adequate consideration in money or money's worth;

sell any substantial part of its securities or other property, for less than an adequate consideration in money or money's worth.

Related parties means any person who has made a substantial contribution to the *corporation*, or with a brother, sister, spouse, ancestor, or lineal descendant of the person giving, or with a corporation directly or indirectly controlled by the person giving.

11.5. TRANSACTIONS JEOPARDIZING TAX EXEMPT STATUS

Notwithstanding any other provisions of these *bylaws*, no *member*, *director*, officer, employee or representative of this *corporation* shall take any action or carry on any activity by or on behalf of the *corporation*, which would jeopardize or threaten its tax exempt status.

11.6. PURCHASE OF MEMBERSHIPS

The *corporation* may not purchase any of its *memberships* or any right arising from *membership*.

11.7. CORPORATE FUNDS USED FOR INDEMNIFICATION

Corporate funds may be used to benefit officers and *directors* by way of indemnification, but only if such indemnification is authorized in these *bylaws*.

12. EMERGENCY BYLAWS

Emergency bylaws shall be effective during an *emergency*, which is when a quorum of the *corporation's directors* cannot be readily assembled because of some catastrophic event.

12.1. HOW INITIATED

During an *emergency*, any one *member* of the *board* or any the *president*, any *vice-president*, the *secretary* or the *treasurer* may call a meeting of the *board*. Notice of the *emergency* meeting need be given only to those *directors* and officers whom it is practicable to reach, and may be given in any practical manner, including by publication and radio. The notice shall be given at least 6 hours prior to commencement of the meeting.

12.2. Temporary Directors and Quorum

During an *emergency*, one or more officers of the *corporation* present at the *emergency board* meeting shall be considered to be temporary *director(s)* for the meeting. The number of officers needed shall equal the number of *directors* necessary to constitute a quorum. The officers shall serve in the order of rank, and within the same rank, in order of seniority. In the event that less than a quorum of the *directors* is present (including any officers who are to serve as *directors* for the meeting), those *directors* present (including the officers serving as *directors*) shall constitute a quorum.

12.3. Actions Permitted to be Taken

Subject to the above-described notice and quorum requirements, the *board* may:

12.3.1. Officer's Powers

Prescribe *emergency* powers to any officer of the *corporation*;

12.3.2. Delegation of Any Power

Delegate to any officer or *director* any of the powers of *directors*;

12.3.3. Lines of Succession

Designate lines of succession of officers and agents, in the event that any of them are unable to discharge their duties;

12.3.4. Relocate Principal Place of Business

Relocate the principal place of business or designate successive or simultaneous principal places of business;

12.3.5. All Other Action

Take any other action, convenient, helpful, or necessary to carry on the business of the *corporation*.

13. COMMISSIONS, COMMITTEES, AND TASK FORCES

The *Bishop, Rector/Dean*, and *board* may establish Commissions, Committees and Task Forces to accomplish the purposes of the *corporation*. Any baptized persons in the Cathedral may serve on such bodies. The Policy and Procedures Manual lists and describes the Commissions and Committees of the *corporation*. The *Bishop* and *Rector/Dean* are *ex officio* members of all Cathedral commissions, committees, task forces, and other organizations of the *corporation*.

14. DIOCESAN CONVENTION

Delegates and alternative delegates to the annual Diocese of Montana convention are elected at the Annual Meeting of the *corporation*.

14.1. Delegates

The term of office for each delegate or alternate delegate is one year. Delegates may be re-elected.

14.2. Resignation

In case of resignation(s) of delegates beyond the number of alternates elected at the Annual Meeting, the *board* may elect delegate(s) and alternate(s).

15. AMENDMENTS

CAVEAT: *Qualified legal advice should be obtained before changing either the articles or bylaws, inasmuch as changing the articles or bylaws could disqualify the tax exempt status of this corporation.*

This part describes how the *bylaws* of this religious corporation with voting members may be amended.

15.1. AMENDMENTS TO ARTICLES

As a religious corporation, the *articles* provide:

Unless more stringent requirements are required under Montana law or these articles, the corporation may amend any provisions contained in these articles with all of the following approval:

- a majority vote of the board,
- two-thirds of the members who are present at a meeting, the notice of which includes the text of the proposed amendment,
- the written approval of the Bishop of the Episcopal Diocese of Montana, and,
- the written approval of either the Chancellor or Vice Chancellor of the Episcopal Diocese of Montana.

CAVEAT: *Qualified legal advice should be obtained before changing these articles inasmuch as changing the articles could disqualify the tax exempt status of this corporation.*

Montana law provides (in part):

35-2-221. Authority to amend.

A corporation may amend its articles of incorporation at any time to add or change a provision that is required or permitted in the articles or to delete a provision not required in the articles. Whether a provision is required or permitted in the articles is determined as of the effective date of the amendment.

35-2-222. Amendment by directors.

(1) Unless the articles provide otherwise, a corporation's board of directors may adopt one or more amendments to the corporation's articles without member approval:

- (a) to extend the duration of the corporation if it was incorporated at a time when limited duration was required by law;*
- (b) to delete the names and addresses of the initial directors;*
- (c) to delete the name and address of the initial registered agent or registered office if a statement of change is on file with the secretary of state;*
- (d) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd." for a similar word or abbreviation in the name or by adding, deleting, or changing a geographical attribution to the name; or*
- (e) to make any other change expressly permitted by this chapter to be made by action of the board of directors.*

35-2-223. Amendment by directors and members.

- (1) Unless this chapter, the articles, the bylaws, the members acting pursuant to subsection (2), or the board of directors acting pursuant to subsection (3) require a greater vote or voting by class to be adopted, an amendment to a corporation's articles must be approved:
- (a) by the board if the corporation is a public benefit corporation or religious corporation and the amendment does not relate to the number of directors, the composition of the board, the term of office of directors, or the method or way in which directors are elected or selected;
 - (b) except as provided in MCA 35-2-222(1), by the members by two-thirds of the votes cast or a majority of the voting power, whichever is less; and
 - (c) in writing by any person or persons whose approval is required by a provision of the articles, as authorized by MCA 35-2-232.
- (2) The members may condition the amendment's adoption on receipt of a higher percentage of affirmative votes or on any other basis.
- (3) If the board initiates an amendment to the articles or if board approval is required by subsection (1)(a) to adopt an amendment to the articles, the board may condition the amendment's adoption on receipt of a higher percentage of affirmative votes or any other basis.
- (4) If the board or the members seek to have the amendment approved by the members at a membership meeting, the corporation shall give notice to its members of the proposed membership meeting in writing in accordance with MCA 35-2-530. The notice must state that the purpose or one of the purposes of the meeting is to consider the proposed amendment and must contain or be accompanied by a copy or summary of the amendment.
- (5) If the board or the members seek to have the amendment approved by the members by written consent or written ballot, the material soliciting the approval must contain or be accompanied by a copy or summary of the amendment.

[Reference MCA 35-2-222, 223 and 232]

15.2. AMENDMENTS TO BYLAWS

As a **religious corporation**, these *bylaws* may be amended with the written consent of the **Bishop**, the written consent of the **Rector/Dean**, and a **supermajority vote** of the **members** at a duly constituted **members'** meeting but only if notice of the proposed amendment(s) is published at least fourteen days before such a meeting and in a manner in conformity with the Montana Nonprofit Corporation Act, which provides:

35-2-230. Amendment by directors and members.

(1) Unless this chapter, the articles, the bylaws, the **members** acting pursuant to subsection (2), or the board of directors acting pursuant to subsection (3) require a greater vote or voting by class to be adopted, an amendment to a corporation's bylaws must be approved:

(a) by the board if the corporation is a public benefit corporation or religious corporation and the amendment does not relate to the number of directors, the composition of the board, the term of office of directors, or the method or way in which directors are elected or selected;

(b) by the **members** by two-thirds of the votes cast or a majority of the voting power, whichever is less; or

(c) in writing by any person or persons whose approval is required by a provision of the articles, as authorized by MCA 35-2-232.

(2) The **members** may condition the amendment's adoption on its receipt of a higher percentage of affirmative votes or on any other basis.

(3) If the board initiates an amendment to the bylaws or if board approval is required by subsection (1)(a) to adopt an amendment to the bylaws, the board may condition the amendment's adoption on receipt of a higher percentage of affirmative votes or on any other basis.

(4) If the board or the **members** seek to have the amendment approved by the **members** at a membership meeting, the corporation shall give notice to its **members** of the proposed membership meeting in writing in accordance with MCA 35-2-530. The notice must also state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and must contain or be accompanied by a copy or summary of the amendment.

(5) If the board or the **members** seek to have the amendment approved by the **members** by written consent or written ballot, the material soliciting the approval must contain or be accompanied by a copy or summary of the amendment.

[Reference MCA 35-2-229]

As the incorporator of **ST. PETER'S CATHEDRAL OF HELENA, MONTANA**, I certify that the forgoing *bylaws*, which include the appointment of the initial **board of directors** and certify that this is a full, true, and correct copy of the initial *bylaws* of this **corporation**.

IN WITNESS WHEREOF, I have set my hand and seal this 13th day of Oct, 2004.

incorporator

Thomas

10-13-2004

THOMAS C. MORRISON

date

THE STATE OF MONTANA
COUNTY OF LEWIS AND CLARK

The above-named individual has signed these *bylaws* on this date.

Deane Supler

10/13/04
date



NOTARY PUBLIC for the State of MONTANA
Residing at HELENA, MONTANA

My Commission expires on March 23, 2008

