

BY-LAWS OF
ST. DAVID'S EPISCOPAL CHURCH, RADNOR, PENNSYLVANIA

as amended November 24, 2014

ARTICLE 1

SECTION 1. Relationship of St. David's Episcopal Church, Radnor, Pennsylvania (the "Parish") to the Episcopal Church (in the United States of America) ("Episcopal Church") and the Episcopal Diocese of Pennsylvania (the "Diocese"). The Parish acknowledges that it is a member of and belongs to the Diocese and the Episcopal Church. As such, it accedes to, recognizes and adopts the Constitution, Canons, Doctrines, Discipline and Worship of the Episcopal Church and the Constitution and Canons of the Diocese and acknowledges their authority.

SECTION 2. Religious and Charitable Purpose. The Parish is incorporated as a nonprofit corporation to engage exclusively in religious and charitable activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, and, subject to the foregoing, to have all of the powers which a nonprofit corporation may possess under Pennsylvania law.

SECTION 3. Restrictions. Notwithstanding the foregoing, the Parish and all of its actions and activities shall be subject to the following restrictions and limitations.

(a) Private Inurement. No part of the Parish's net earnings shall inure to the benefit of, or be distributable to any contributor, Vestry member, officer or other private person or individual (except that the Parish shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments, contributions and distributions in furtherance of the purposes of the Parish set forth herein).

(b) Lobbying. No substantial part of the activities of the Parish shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by Section 501(h) of the Code.

(c) Campaigning. The Parish shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(d) Other Activities. The Parish shall not conduct or carry on any activities not permitted to be conducted or carried on: (a) by an organization that is exempt from federal income tax under the provisions of Section 501(c)(3) of the Code; or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE 2

SECTION 1. Members of the Parish and Qualification to Vote. In order to be qualified to vote for the Parish Vestry (“Vestry”) and on all questions that come before any meeting of members, an individual must be (i) baptized, (ii) at least sixteen (16) years of age, (iii) enrolled as a Member of the Parish by confirmation, reception by the Bishop of the Diocese, or by letter of transfer to the Parish (individually a “Member” and collectively “Members”), and (iv) must have made a contribution to the Parish at least once during the one (1) year period immediately preceding the date the vote is cast, or, in the case of a person transferring from another parish, must have made a contribution to the Parish at least once during the six (6) month period immediately preceding the date the vote is cast.

ARTICLE 3

SECTION 1. Annual Meeting of the Parish and Vestry election. The annual meeting of the Parish at which the annual Vestry election shall take place, shall be held on the Parish premises on such date as the Vestry shall determine. The time and place for the annual meeting shall be announced to the congregation by the Rector, an Associate Rector or the Rector’s Warden at all services on the four (4) Sundays preceding the date of the annual meeting. Such notice which shall state the names of persons eligible for election to the Vestry under Article 4, Section 2 of these By-Laws, and shall be displayed at conspicuous location(s) within the Parish premises for at least twenty (20) days before the date of the annual meeting.

SECTION 2. Judge of Election. The Wardens (as hereinafter defined) shall choose as judges of election, three (3) persons qualified to vote for Vestry members, and shall notify them timely of their appointment, or the judges of election shall be appointed by the Rector if the Wardens fail to do so.

SECTION 3. Polls. The judges of election shall open the polls at the time and place previously announced to the Parish, and all voting shall be by ballot in person or by proxy delivered at the annual meeting or during the seven (7) day period ending at 5 PM on the date immediately preceding the annual meeting. The judges shall receive votes only from persons who are qualified to vote as provided in Article 2, Section 1. Those candidates receiving the largest number of votes shall be elected. The result of the election shall be communicated to the Secretary and/or his or her designee, who shall notify each of the persons elected, and shall be announced to the Congregation. Each Member elected to the Vestry shall be requested by the Secretary to attend an organizational meeting of the Vestry to be held as soon thereafter as practicable. At such meeting the judges of election shall make their official return in writing, and shall enter the returns in the minutes of the meeting. Other business of the Vestry shall also be conducted as provided in Article 4, Section 4.

SECTION 4. If an election under this Article 3 is not held in any calendar year, then fifty (50) Members, shall constitute a quorum for the purpose of convening and conducting the business of the annual meeting.

ARTICLE 4

SECTION 1. Qualifications for Vestry. A Member shall be qualified to serve on the Vestry if such Member is: (i) qualified to vote under Article 2, Section 1, (ii) at least twenty-one (21) years old, (iii) a resident of the Diocese, and (iii) nominated in a writing delivered to the Secretary by at least five (5) Members of the Parish at least twenty (20) days before the time fixed for election.

SECTION 2. Vestry Membership. The Vestry shall consist of fifteen (15) members divided into four classes, which shall be as equal in number as possible. The members of each class shall be elected at the annual meeting of Members and shall serve for a period of four (4) years or until their successors are elected and qualified. No person shall serve more than one consecutive four-year term. There shall be no limit on the total number of non-consecutive terms a Member may serve on the Vestry. If a member is elected by the Vestry under Section 7 of this Article 4 to serve the remaining unexpired term of a former member of the Vestry, then if such remaining unexpired term is two (2) years or more, then such member so elected shall not be eligible for re-election to a four (4) year term.

SECTION 3. Specialized Vestry Membership. In any year the Vestry deems it necessary, one (1) or two (2) Vestry memberships may be designated as specialized Vestry memberships, i.e., Vestry memberships with specialized expertise in finance, property, fellowship, youth, etc., as the Vestry may determine (“Specialized Vestry Membership(s)”). Candidates for Specialized Vestry Memberships shall possess the specialized background and/or experience and expertise required of the particular position(s). Each Specialized Vestry Membership designated by the Vestry under this Section shall be so stated on the ballots for electing candidates to each Specialized Vestry Membership.

SECTION 4. Organizational Meeting. Following the annual meeting at which the new Vestry class is elected, an organizational meeting of the Vestry shall be held as soon as practicable at which time the Rector shall appoint the Rector’s Warden for the ensuing year and the Vestry shall elect an Accounting Warden, Secretary and such other officers as the Vestry may deem appropriate. Thereafter, meetings of the Vestry shall be held in January, February, March, April, May, June, September, October, November and December on dates as the Vestry may from time to time fix by resolution. Notice of a regular meeting of the Vestry need not be given, except by the adoption of a resolution by the Vestry establishing the places, dates, and times of regular meetings. One or more persons may participate in a meeting of the Vestry, or any committee or commission thereof, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Special meetings of the Vestry may be called at any time by the Rector or Rector’s Warden on five (5) days’ notice to the Vestry members. Notice of a special meeting of the Vestry shall be given to each Vestry member by telephone or in writing. Whenever any notice is required to be given under the provisions of Pennsylvania law, the Articles or these By-Laws, a

waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

SECTION 5. Quorum. Unless otherwise specified in these By-Laws, Vestry action shall be taken by a majority vote of all Vestry members present at a meeting at which a quorum is present. A quorum shall consist of the presence in person or by telephone of at least eight (8) Vestry members.

SECTION 6. Presiding Officer. The Rector or the Rector's designee shall, when present, preside at all meetings of the Vestry. In the absence of the Rector or his designee an Associate or Assistant Rector, the Rector's Warden, the Accounting Warden or one of the Vestry members shall preside, in that order. .

SECTION 7. Vacancies. Upon a vacancy occurring on the Vestry by death or resignation, the remaining Vestry members (regardless of whether such remaining members constitute a quorum) shall fill such vacancy by electing as a Vestry member a Member of the Parish qualified to serve under these By-Laws. Such election shall be for the unexpired term of the vacancy filled.

ARTICLE 5

SECTION 1. General Rule. Unless otherwise provided by Pennsylvania law, all powers vested by law in the Parish shall be exercised by or under the authority of, and the business and affairs of the Parish shall be managed under the direction of the Vestry.

SECTION 2. Standard of Care; Justifiable Reliance. A Vestry member shall stand in a fiduciary relation to the Parish and shall perform his or her duties as a Vestry member, including duties as a member of any commission of the Vestry upon which the Vestry member may serve, in good faith, in a manner the Vestry member reasonably believes to be in the best interests of the Parish and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Vestry member shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(a) One or more employees of the Parish whom the Vestry member reasonably believes to be reliable and competent in the matters presented;

(b) Counsel, public accountants or other persons as to matters which the Vestry member reasonably believes to be within the professional or expert competence of such person;
or

(c) A commission of the Vestry upon which the Vestry member does not serve, duly designated in accordance with law, as to matters within its designated authority, which commission the Vestry member reasonably believes to merit confidence.

A Vestry member shall not be considered to be acting in good faith if the Vestry member has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

SECTION 3. Consideration of Factors. In discharging the duties of their respective positions, the Vestry, commissions of the Vestry and individual Vestry members may, in considering the best interests of the Parish, consider the effects of any action upon Members, employees, the Diocese, the Episcopal Church and all other pertinent factors. The consideration of those factors shall not constitute a violation of Section 2 above.

SECTION 4. Presumption. Absent breach of fiduciary duty, lack of good faith or self-dealing, any action taken as a Vestry member or any failure to take any action shall be presumed to be in the best interests of the Parish.

SECTION 5. Notation of Dissent. A Vestry member who is present at a meeting of the Vestry, or of a commission of the Vestry, at which action on any matter is taken, shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless the Vestry member files a written dissent to the action with the secretary of the meeting before the adjournment thereof or transmits the dissent in writing to the secretary of the Parish immediately after the adjournment of the meeting. The right to dissent shall not apply to a Vestry member who voted in favor of the action. Nothing in this section shall bar a Vestry member from asserting that minutes of the meeting incorrectly omitted his or her dissent if, promptly upon receipt of a copy of such minutes, the Vestry member notifies the secretary in writing of the asserted omission or inaccuracy.

ARTICLE 6

SECTION 1. Commissions. Commissions may be created by the Vestry for Finance, Property, and such other matters as may be required or desired from time to time. Members of all Commissions shall be appointed by the Rector subject to the approval of the Vestry as provided in these By-Laws. Members of Commissions shall include, but need not be limited to, members of the Vestry.

SECTION 2. Finance Commission. Duties of the Finance Commission:

(a) It shall cause to be audited by an independent auditor whenever it may see fit, but not less than once a year, the accounts of the Accounting Warden as provided by the Canons of the Diocese.

(b) No investments of any of the funds of the Parish shall be made in any security or other investment, and no debt or similar obligation shall be incurred by the Parish, without the approval of a majority of the Finance Commission, and subject to a vote of the Vestry as

provided by these By-Laws, which shall occur at the next Vestry meeting, at which time the Finance Commission shall report all such matters to the Vestry. Notwithstanding the foregoing, the Finance Commission may delegate the management of investments to a third party a third party and grant such third party investment discretion provided that no such delegation shall relieve the vestry of its fiduciary duty. All of the moneys, investments or securities of the Parish shall be deposited or otherwise maintained in a reliable and recognized bank or other appropriate financial institution in the name of the Parish, in accordance with the Canons of the Diocese.

SECTION 3. Property Commission. Duties of the Property Commission shall be:

(a) To have charge of the real estate, improvements thereon and all furnishings and similar items of the Parish, and from time to time it shall report to the Vestry on the condition of such property, and when desired develop plans with respect to the disposition and management of such property. Before changing any of the features of such property, the Property Commission shall procure the approval of the Vestry as provided by these By-Laws.

(b) The Property Commission shall be responsible for the performance of all contracts involving changes, improvements, extensions or dispositions of the Parish property referred to in this Article 6.

ARTICLE 7

SECTION 1. Qualification of the Rector. No person shall be Rector, Assistant Rector or Associate Rector of the Parish unless he or she shall have been ordained in the Episcopal Church, or unless he or she is in good standing with the Episcopal Church and the Diocese, and is recognized as such by the Bishop of the Diocese, or in case of a vacancy in the Episcopate of the Diocese, by the Standing Committee of the Diocese, as the case may be. No person shall be Rector, Assistant Rector, Associate Rector or Locum Tenens of the Parish unless qualified under the Canons of the General Convention of the Episcopal Church.

SECTION 2. Election of Rector. The Rector shall be elected by a majority of the Vestry.

SECTION 3. Secret Ballot. The election of a Rector shall be by secret ballot.

SECTION 4. Rector Nominees. Nominees for Rector shall be nominated at a meeting of the Vestry. Notice of such nominating meeting shall be provided at least one (1) week before said meeting and the notices shall state that a nomination for Rector will be made and received.

SECTION 5. Employment Agreement. The employment agreement between the person elected Rector and the Parish shall be in writing and signed by the person elected Rector and by the Rector's Warden, and shall be witnessed by the Accounting Warden. Each party to such agreement shall be furnished with a fully executed copy thereof.

ARTICLE 8

SECTION 1. Wardens. The Wardens shall have general superintendence of the property of the Parish, except as herein delegated to the Finance and/or to the Property Commission, and shall take care that any Parish Administrator and other employees perform their duties in a satisfactory manner.

SECTION 2. Accounting Warden. The Accounting Warden shall have custody of all title and insurance documents and shall have authority to countersign all checks or orders for the payment or other disposition of money drawn against funds or other assets of the Parish; provided, however, that any check or order for the payment or other disposition of money drawn against funds or other assets of the Parish shall require the signatures of two (2) members of the Finance Commission. It shall be the duty of the Accounting Warden to provide the registers as provided in Article 9.

SECTION 3. Books and Records. The Accounting Warden shall have custody of and shall maintain the books of account of the Parish; he or she shall have charge of all the revenues and assets of the Parish, which shall be deposited or maintained in a bank or other appropriate financial institution approved by the Vestry, to the credit of the Accounting Warden. From time to time, said revenues and assets shall be applied for the maintenance and support of the Rector, Assistants, Associates, Curate and staff of the Parish and for the erection and necessary repairs and maintenance of the Parish property. The Accounting Warden shall render to the Vestry at a duly noticed meeting, and to the annual Parish meeting, accounts of all receipts and disbursements, and a report of all assets, and any significant disposition of monies and assets, for the calendar year ending December 31. The Accounting Warden shall at said Vestry meeting, and at other times as the Vestry may require, present to the Vestry a statement of all assets and liabilities of the Parish in detail, and also a statement of all the property, obligations, claims and effects belonging to the Parish, which accounts shall be audited as provided in Article 6, Section 2(a). The Accounting Warden's books of account shall be open at all reasonable times to inspection by the Vestry.

SECTION 4. Rector's Warden. The Rector's Warden shall be the chief lay officer of the Parish. He or she shall preside at all annual meetings and elections of the Parish and shall advise and consult with the Rector in all appropriate aspects of Parish activities and shall be an ex officio member of all commissions or other bodies created by the Vestry.

SECTION 5. Secretary. The Secretary or the Secretary's designee shall keep regular minutes of the proceedings of the Vestry, notify the members of all meetings, call special meetings when ordered, and perform generally such duties as pertain to the office.

SECTION 6. Delivery of Records. All books, papers, etc., the property of the Parish, shall be delivered by the Secretary, Rector's Warden and Accounting Warden to their successors in office.

SECTION 7. Parish Administrator. The Parish Administrator, in addition to constant care of the Parish, shall perform all other duties connected with such office, as directed by the

Rector or either of the Wardens.

ARTICLE 9

SECTION 1. Parish Register. The Accounting Warden shall provide a register, to be kept in the custody of the Rector or the Rector's staff, in which shall be recorded by the Rector, or other priest of the Parish, a list of the communicants of the Parish, all marriages, baptisms, confirmations, receptions and burials in the Parish, together with all pertinent data as required by the Canons. This book shall belong to the Parish as a part of the Parish records. Certificates from these records, shall, when requested, be provided by the Rector or the Wardens.

SECTION 2. Contribution Register. The Accounting Warden shall keep a record in which he or she shall enter the names of all persons who pledge contributions to the Parish and the amount of their contributions. The Accounting Warden shall also record special donations whenever it is possible to identify the donors.

SECTION 3. Annual Inspection. A Commission or committee of the Vestry appointed by the Rector shall make an annual inspection of all the records referred to in Article 9, Section 1. IS THIS DONE?

ARTICLE 10

SECTION 1. Parish Facilities and Furnishings – Alterations. No alteration of or addition to any part of the Parish property, nor any decoration of the same, shall be made without the approval of the Vestry, and no tablet, window or monumental erection shall be placed in the Parish, unless a complete design thereof shall have been first approved by the Vestry; provided, that nothing herein shall affect or vary the rights of the Rector within the chancel.

ARTICLE 11

SECTION 1. Limitation of Liability. To the fullest extent permitted by Pennsylvania law, a member of the Vestry shall not be personally liable to the Parish, or others for monetary damages for any action taken or any failure to take any action, unless the member of the Vestry has breached or failed to perform the duties of his office and such breach or failure constitutes self-dealing, willful misconduct or recklessness. The provisions of this Section 1 shall not apply with respect to the responsibility or liability of a member of the Vestry under any criminal statute or the liability of a Vestry member for the payment of taxes pursuant to local, state or federal law.

SECTION 2. Indemnification. The Parish shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member of the Vestry or employee or agent of the Parish, or is or was serving, at the request of the Parish, as a member of the Vestry, employee or agent of another

organization or enterprise, against expenses (including attorneys' fees), amounts paid in settlement, judgments, and fines actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided, however that no indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

SECTION 3. Advancement of Expenses. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Parish in advance of the final disposition of such action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the member of the Vestry, employee, or agent to repay such amount if it shall be ultimately determined that he or she is not entitled to be indemnified by the Parish as authorized in this Article 10.

SECTION 4. Non-exclusivity. The indemnification and advancement of expenses provided by this Article 11 shall not be deemed exclusive of any other right to which persons seeking indemnification and advancement of expenses may be entitled under any agreement, vote of the Vestry, or otherwise, both as to actions in such persons' official capacity and as to their actions in another capacity while holding office, and shall continue as to a person who has ceased to be a member of the Vestry, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of any such person.

SECTION 5. Insurance. The Parish may purchase and maintain insurance on behalf of any person, may enter into contracts of indemnification with any person, and may create a fund of any nature which may, but need not be, under the control of a trustee for the benefit of any person, and may otherwise secure, in any manner, its obligations with respect to indemnification and advancement of expenses, whether arising under this Article 11 or otherwise, whether or not the Parish would have the power to indemnify such person against such liability under the provisions of this Article 11.

SECTION 6. Amendment. Any repeal or modification of this Article 11 shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Vestry member of the Parish or any right of any person to indemnification from the Parish with respect to any action or failure to take any action occurring prior to the time of such repeal or modification.

ARTICLE 12

SECTION 1. Amendment of By-Laws. Except for matters that are reserved by applicable Pennsylvania law to the Members, these By-Laws may be amended or repealed by majority vote of the Vestry. Any change in these By-Laws shall take effect when adopted, unless otherwise provided in the resolution effecting the change.

SECTION 2. Contracts. Except as otherwise provided by Pennsylvania law, the Vestry may authorize any officer or agent to enter into any contract or to execute or deliver any instrument on behalf of the Parish, and such authority may be general or confined to specific instances.

SECTION 3. Statutory Form of Execution of Instruments. Any note, mortgage, evidence of indebtedness, contract or other instrument in writing, or any assignment or endorsement thereof, executed or entered into between the Parish and any other person, when signed by one or more individuals or agents having actual or apparent authority to sign it, or by the Rector's Warden or Accounting Warden of the Parish, shall be held to have been properly executed for and in behalf of the Parish. Such fact shall be without prejudice to the rights of the Parish against any person who shall have executed the instrument in excess of his actual authority.

SECTION 4. Interested Members of Vestry or Employees. A contract or transaction between the Parish and one or more of its Vestry members or employees or between the Parish and another corporation, partnership, association, or other organization in which one or more of its Vestry members or employees are trustees, Vestry members, or officers, or have a financial interest, shall not be void or voidable solely for that reason, or solely because the Vestry member or employee is present at or participates in the meeting of the Vestry which authorizes the contract or transaction if the transaction otherwise complies with the Parish's conflict of interest policy, as the same may be adopted and amended by the Vestry from time to time.

ARTICLE 13

SECTION 1. Gifts. All articles of every description given to the Parish or placed in, upon or about the Parish facilities, whether as memorials or otherwise, shall become the absolute property of the Parish, and subject to the exclusive control and disposition of the Vestry in all respects.