

SECOND RESTATED BYLAWS

ST. MARK'S CATHEDRAL PARISH

Seattle, Washington

These Second Restated Bylaws ("Bylaws") adopted this 5th day of February, 2023, supersede and replace all previously adopted Bylaws.

ARTICLE I **DEFINITIONS**

Section 1. The name of the corporation is St. Mark's Cathedral Parish. It may be referred to in various ways (for example, as "St. Mark's Cathedral," "the Cathedral of Saint Mark," "The Parish of St. Mark's," "St. Mark's," "St. Mark's Episcopal Cathedral," "Corporation," or "St. Mark's Corporation"), but the full corporate name shall be used for all formal purposes and in all legal documents.

Section 2. The terms "Parish" or "Cathedral" shall mean, as the context may in each use require, the corporation's legal entity, the membership of the corporation, or such geographical area as may be determined from time to time by the Bishop or Standing Committee of the Diocese of Olympia of the Protestant Episcopal Church in the United States of America.

Section 3. In accordance with the Constitution and Canons of the Diocese of Olympia, "Parish Communicants" are those baptized persons who are faithful in corporate worship and who have received the Sacrament of Holy Communion at St. Mark's at least three times during the previous year (unless good cause prevented). "Diocesan Communicants" are those baptized persons who are faithful in corporate worship and who have received the Sacrament of Holy Communion at least three times during the previous year (unless good cause prevented) in a parish or mission of the Diocese other than St. Mark's. "Parish Communicants in Good Standing" are those Parish Communicants age sixteen years or older, who are recorded contributors to the support of St. Mark's with money or with personal service. "Diocesan Communicants in Good Standing" are those Diocesan Communicants age sixteen years or older, who are recorded contributors to the support of a parish or mission of the Diocese other than St. Mark's with money or with personal service. Unless subsequently defined otherwise by Diocesan or Episcopal Church canons, "Parish Electors" shall include all the Parish Communicants in Good Standing.

Section 4. The following terms, when used with reference to this Corporation, may be used interchangeable and synonymously:

1. "Corporation," "Parish," "Cathedral," and "Church;"

2. “Rector” and “Dean” and “Rector and Dean;”
3. “Board of Directors” and “Vestry;”
4. “Director” and “Vestry Member;”
5. “Secretary” and “Clerk;”
6. “Committee” and “Commission;”
7. “Parish Elector,” “Parish Communicant in Good Standing,” and “Parish Member;”
8. “Diocesan Communicant in Good Standing” and “Diocesan Member;”
9. “Bishop” and “Bishop of the Diocese of Olympia;”
10. “Diocese” and “Diocese of Olympia;”
11. “Episcopal Church” and “Protestant Episcopal Church in the United States of America.”

ARTICLE II **MEMBERSHIP**

Section 1. Members of the Corporation shall be the following classes:

1. General Members
2. Active Members

Section 2. General Members are Parish Communicants whose names are duly entered in the Parish Register or on the Parish List. Names of the Parish Communicants entered in the Parish Register or the Parish List shall be limited to those who have received the sacrament of Holy Baptism, or have been confirmed within this parish, or who have been enrolled according to the canonical requirements for Letters of Transfer, or who for good reason have been otherwise unable to conform to this requirement for Letters of Transfer. General Members are non-voting members and shall have no voting rights on matters pertaining to the Corporation. General Members shall have no rights under RCW 24.03A other than the right of inspection as defined therein.

Section 3. Active Members are Parish Communicants in Good Standing as defined in Article I Section 3 above. Active Members are entitled to vote for election of Parish Members to the Vestry, for election of delegates and alternates to Diocesan Convention, and for transaction of such business as may properly come before Parish meetings. Parish Communicants in Good Standing are determined annually after the date of Diocesan Convention and no later than the day before the first notice of the Parish Annual Meeting (defined below) is given to Members. Voting by proxy shall not be permitted. Each Active Member is entitled to one vote per matter at Parish Meetings. Active Members shall have no rights under RCW 24.03A other than the right of inspection as defined therein and as specified in this Article II.

Section 4. The Corporation shall prepare an alphabetical list of each of the names of its Active Members who are entitled to notice of a Parish Meeting (the “List”), prior to each Annual Meeting as described in Article II, Section 3. The List shall show the mailing address of each Active Member, except for the address of any Active Member who

is known by the Corporation to have designated their address as confidential. The List must be available for inspection by any Active Member or their agent. The Corporation shall hold the List at the Corporation's principal office or at a place identified in the meeting notice, beginning no later than two business days after notice of Parish Meeting is given.

ARTICLE III **PARISH MEETINGS**

Section 1. At any time between the annual meeting of Diocesan Convention and the last day of February following, there shall be held an annual meeting of the Parish for election of Parish Members to the Vestry, for election of delegates and alternates to Diocesan Convention, and for transaction of such business as may properly come before the meeting (the "Parish Annual Meeting") after due notice publicly given at worship services on the two Sundays preceding the meeting date and posted in at least two conspicuous locations in the Church buildings for a period of not less than 3 weeks prior to the Parish Annual Meeting. Candidates may be elected by a plurality rather than by majority vote of Parish Electors, and there will be no announcement of the votes cast by Parish Electors for each candidate. Other election rules shall be announced at the meeting prior to balloting.

Section 2. Special meetings of the Parish may be called by the Dean, or by the Vestry when there is not a Dean; special meetings shall be called by the Dean upon a written request approved by a majority of the Vestry. Notice of such meeting shall be given at regular worship services of St. Mark's on the two Sundays preceding the meeting, and the notice shall state the purpose of the special meeting.

Section 3. At all meetings the Dean, or his or her designee, shall preside. If there is not a Dean, a Warden will preside. The Clerk of the Vestry shall act as Clerk of the Meeting.

Section 4. A quorum at a Parish Meeting shall consist of fifty (50) qualified Parish Electors.

ARTICLE IV **OFFICERS**

Section 1. The officers of the Corporation shall consist of a President, a Vice President, one or more Assistant Vice Presidents, a Secretary, an Assistant Secretary and a Treasurer. The Dean shall be President of the Corporation and Chair of the Vestry. The Dean may delegate the role of Chair to a Warden. The Senior Warden shall be the Vice President. There shall be one or more Junior Wardens, who shall be Assistant Vice Presidents. The Clerk of the Vestry shall be the Secretary. The Chancellor shall be Assistant Secretary. The Senior Warden and Chancellor shall be appointed by and shall

serve at the pleasure of the Dean; if there be no Dean, the Senior Warden and Chancellor shall be elected by the Vestry. All of the Junior Wardens, the Clerk, and the Treasurer shall be elected by the Vestry. The Wardens shall be members of the Vestry. The Senior Warden and at least one of the Junior Wardens shall be chosen from among the Parish Members on the Vestry. The Clerk and Treasurer need not be members of the Vestry but shall be Parish Communicants in Good Standing. The Chancellor shall not be a member of the Vestry but shall be a lay person (not ordained), a Parish Communicant in Good Standing, and regularly admitted to practice law in the Supreme Court of the State of Washington. Officers shall hold office until the first meeting of the Vestry after the Parish Annual Meeting, or until their successors are elected or appointed.

Section 2. The officers of the Corporation shall have the usual duties incident to their respective offices, and such other duties as are provided in the Constitution and Canons of the Episcopal Church and the Diocese of Olympia. The Chancellor shall be the legal advisor to the Corporation.

Section 3. In the event of a vacancy in the office of Dean, the Bishop shall act as Dean until the office is filled. After consultation with the Vestry, the Bishop may appoint a member of the clergy to serve as priest-in-charge. Subject to the authority of the Bishop, the priest-in-charge shall exercise the duties of Dean and Rector, including those duties set forth in these Bylaws.

ARTICLE V **THE VESTRY**

Section 1. The affairs of the Corporation shall be managed by a Board of Directors called the Vestry, which shall have fourteen to twenty-three members consisting of the Dean ex officio, the Bishop of the Diocese of Olympia ex officio, nine to fifteen Parish Members, zero to six Diocesan Members, and zero to three members from the wider community. Within these limits, the Vestry may by resolution fix or change the number of parish, diocesan, and community members, provided: (a) absent a Vestry resolution, the Vestry will have seventeen members, there will be no community members on the Vestry, and there will be no Diocesan Members on the Vestry other than members who are currently serving on the Vestry as of the date of adoption of these Bylaws; and, (b) any inclusion of Diocesan Members on the Vestry shall require the prior consent of the Bishop of the Diocese of Olympia.

Section 2. Nine to fifteen Parish Members shall be elected from among Parish Communicants in Good Standing, one-third to be elected at each Parish Annual Meeting.

Section 3. Zero to six members of the Vestry may be Diocesan Communicants in Good Standing, including one who may be a member of the clergy in good standing canonically resident in the Diocese of Olympia. With the advice and consent of the Bishop, the Vestry may annually appoint one or two Diocesan Members to a three year term, and any such appointments shall be announced at the annual meeting of St. Mark's.

Section 4. Zero to three members of the Vestry may be members of the wider community. The Vestry may annually appoint one community member to a three year term, whose appointment shall be announced at the Parish Annual Meeting. A person so appointed shall have demonstrated qualities of dedicated commitment to a faith community, leadership and vision, and responsiveness to the needs, concerns, and hopes of the world as to mark them as a desirable candidate for service on the Vestry.

Section 5. The terms of Vestry members shall commence at the first meeting of the Vestry following their election or the announcement of their appointment at the Parish Annual Meeting and shall continue for three years and until their successors are selected and qualified.

Section 6. In the event of ambiguity in the timing of the election or selection of Vestry members, it is the intent that all Vestry terms of the same class year commence and expire at the same time.

Section 7. No Vestry member who is elected or appointed to a full three-year term shall be eligible for re-election or re-appointment to the Vestry until one year after the expiration of the first term for which elected or appointed. Not more than one member of a household may serve simultaneously on the Vestry as elected or ex officio, nor may a paid employee of St. Mark's serve on the Vestry except as ex officio. Notwithstanding the foregoing, a Vestry member may receive compensation from St. Mark's for services rendered if there is full disclosure to the Vestry of the nature of the services and compensation, and approval by the Vestry.

Section 8. In the event of a resignation or vacancy occurring prior to the end of a full three-year term, the Vestry may, at a meeting duly called, fill the vacancy for the unexpired term, but the unexpired term of a Diocesan Member of the Vestry shall be filled with the advice and consent of the Bishop

Section 9. Vestry members shall serve until the expiration of the terms for which they are elected, and until the election of their successors, unless otherwise removed. Parish Members and Diocesan Members shall maintain their status as Communicants in Good Standing, as defined in Article I hereof or the canons of the Episcopal Church and the Diocese of Olympia. Vestry members shall attend all Vestry meetings unless for good cause excused. If a Vestry member has two unexcused absences in the course of the year, the Senior Warden will determine whether that Vestry member intends to remain on the Vestry.

Section 10. At any Vestry meeting, the Dean shall preside unless s/he delegates this responsibility to a warden. The Dean may only vote to break a tie.

Section 11. The Bishop may designate one representative each year to attend meetings as needed in the Bishop's stead. By written communication to the Vestry, the

Bishop may elect whether to have the rights to move motions and vote, and the Bishop's Representative shall have the same rights as the Bishop elects. The Vestry shall have no authority to remove the Bishop for failure to attend meetings.

Section 12. Neither the Dean, nor the Bishop, nor the Bishop's Representative shall be counted in determining the presence of a quorum or in determining how many votes are required to pass any measure, except that, if the Bishop has elected to vote pursuant to Article V, Section 11, the Bishop or Bishop's Representative shall be counted in determining how many votes are required to pass any measure considered during a Vestry meeting at which either of them is present.

Section 13. The Vestry may designate an Executive Committee by a resolution adopted by a majority of the Vestry. The Executive Committee shall consist of the Wardens, Dean, and such other Vestry members as may be designated in the resolution. When it is impracticable to call a full Vestry meeting and except as limited by applicable law or by the Vestry's enabling resolution, the Executive Committee shall have and may exercise the authority of the Vestry. By resolution adopted by a majority of the Vestry, the Vestry may also designate one or more other committees whose functions, purpose, and scope of authority shall be as stated in the resolution and whose membership shall include at least two Vestry members and, at the discretion of the Vestry, may include non-Vestry members so long as the committee is advisory only and is not exercising the authority of the Vestry in the management of the Corporation. Despite the limitations on their authority, Vestry advisory committees shall be deemed to be Vestry committees for purposes of Article X (Indemnification).

Section 14. Except as limited by applicable law or the Constitution and Canons of the Episcopal Church or the Constitution and Canons of the Diocese of Olympia, the Vestry shall be agent and legal representative of the Cathedral in all matters concerning its corporate property and the relations of the Cathedral to its clergy. The duty of the Vestry shall be to aid and support the Dean in all efforts for the spiritual welfare and the growth of the Cathedral. The Vestry shall transact the temporal affairs of the Cathedral. The Vestry shall have charge of the buildings and grounds of the Cathedral, insure against loss of the same, and see that the buildings are maintained, repaired and improved as need may require.

Section 15. Each year, prior to the Parish Annual Meeting, the Dean and the Vestry shall conduct mutual performance evaluations. The evaluation shall be reduced to writing and shall specifically address whether the Dean and Vestry have met the goals which they had established during the preceding year.

ARTICLE VI **NOMINATIONS**

Section 1. A Nominating Committee of at least seven members shall be appointed by the Vestry each year at least six months prior to the Parish Annual Meeting.

At least a majority of the committee members shall be Parish Communicants in Good Standing. The Vestry may appoint to the Nominating Committee persons from the wider community and, with the advice and consent of the Bishop, persons who are Diocesan Communicants in Good Standing. The Dean shall also serve on the Nominating Committee.

Section 2. The Nominating Committee shall present to the Parish Annual Meeting a list of nominees to serve as Parish Members on the Vestry, the number of which shall be established by the Vestry each year by duly adopted resolution, but which at least shall be equal to the number of positions to be filled by Parish Members. In the absence of a Vestry resolution, however, there shall be at least two nominees for each position to be filled by Parish Members. The Nominating Committee also shall present to the Annual Meeting a list of nominees for delegates and alternates to the Diocesan Convention, the number of which shall be at least equal to the number of positions to be filled, including the unexpired terms of positions vacated. Nominations for Parish Members and for delegates and alternates to the Diocesan Convention shall be called for from the floor before elections are conducted at the Parish Annual Meeting.

Section 3. For community members and Diocesan Members to be appointed by the Vestry, if any, the Nominating Committee shall timely present to the Vestry at least one nominee for each position to be filled by a community member or Diocesan Member.

Section 4. No member of the Nominating Committee shall be selected as a candidate for election to the Vestry.

ARTICLE VII **VESTRY MEETINGS**

Section 1. At its regular meeting in the next month following the Parish Annual Meeting, the Vestry shall elect the officers these Bylaws require the Vestry to elect, such officers to serve until their successors are elected.

Section 2. A regular meeting of the Vestry shall be held monthly, at a time and place determined by resolution of the Vestry, unless the Dean and a majority of the Vestry decide upon at least ten (10) days' notice to cancel a monthly meeting because there is not sufficient business to transact.

Section 3. Special meetings of the Vestry may be called by the Dean, or by the Senior Warden. Vestry meetings shall be called by the Dean, or by the Senior Warden if there be no Dean, upon the written request of any three Vestry members, including one Warden. Due notice of such meeting shall be given to all Vestry members.

Section 4. There shall be no meeting of the Vestry unless the Dean, if there be one, and a quorum of the Vestry be present; provided, that if the Dean be absent from the Parish, or, if when notified of the meeting, he or she shall decline or neglect to be present,

the meeting shall be valid if there be a majority of the Vestry, including one Warden, present. Voting by proxy shall not be permitted.

Section 5. A majority of the members of the Vestry shall constitute a quorum, and a majority of a quorum so convened shall be competent to act.

ARTICLE VIII **ALLEGIANCE**

This Corporation accedes to, and agrees to be bound by and comply with, the Constitution, Canons, Doctrine, Discipline and Worship of the Episcopal Church, the Constitution and Canons of the Diocese of Olympia, and applicable law. These Bylaws shall govern the internal affairs of the Corporation to the extent they are consistent with the above.

ARTICLE IX **QUESTIONS OF PROCEDURE**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall determine questions of procedure not specifically provided for in these Bylaws, or in any special rules of order adopted by the Vestry, or in the Constitution and Canons of the Episcopal Church or in the Constitution and Canons of the Diocese of Olympia.

ARTICLE X **INDEMNIFICATION**

Section 1. Each person who was or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, Vestry committee member, trustee, officer, employee or agent of the Corporation or, while a director, he or she is or was serving at the request of the Corporation as a director, Vestry committee member, trustee, officer, employee or agent of another corporation or of a foundation, trust or other enterprise, whether the basis of such proceeding is alleged action or inaction in an official capacity as a director, Vestry committee member, trustee, officer, employee or agent or in any other capacity while serving as a director, Vestry committee member, trustee, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgment, fines, ERISA taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith.

Section 2. Indemnification and advance of expenses under this Article shall be available, provided that no indemnification shall be available for liability or expenses finally adjudged by a court of competent jurisdiction to be a result of (a) intentional

misconduct, (b) a knowing violation of the law, or (c) any transaction in which the person seeking indemnification was to or did personally receive a benefit in money, property or services to which the person is not legally entitled. The Corporation shall indemnify any person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation.

Section 3. Indemnification under this Article shall continue as to a person who has ceased to be a director, Vestry committee member, trustee, officer, employee or agent, and shall also inure to the benefit of his or her heirs, executors and administrators.

Section 4. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expense in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of the person seeking indemnification to repay all amounts so advanced if it shall ultimately be determined by a court of competent jurisdiction that such person is not entitled to be indemnified under this Article or otherwise.

Section 5. In any action brought by a director, Vestry committee member, trustee, officer, employee or agent to enforce his or her claim for indemnification, the claimant shall be presumed to be entitled to indemnification upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled.

Section 6. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation of Bylaws, agreement, vote of disinterested directors or otherwise.

Section 7. The Corporation may maintain insurance, at its expense, to protect itself and any director, Vestry committee member, trustee, officer, employee or agent of the Corporation or another corporation, foundation, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Washington Nonprofit Corporation Act.

Section 8. The Corporation may, by action of its board of directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to officers, employees and agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement

of expense of directors of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Nonprofit Corporation Act or otherwise.

ARTICLE XI
PROHIBITION AGAINST LOANS TO OFFICERS AND VESTRY MEMBERS

The Corporation shall not loan money or credit to any of its officers or Vestry members and no officer or Vestry member shall assent to or participate in the making of any such loan of money or credit.

ARTICLE XII
DATE OF TAKING EFFECT

These Bylaws, and all Bylaws and amendments hereafter adopted, shall take effect at the time of their adoption by a two-thirds vote of the Vestry at a regular or special meeting duly convened.

ARTICLE XIII
AMENDMENT OR REPEAL

These Bylaws may be altered, amended, or repealed by a two-thirds vote of the Vestry at any regular or special meeting, subject to the following provisions:

(1) Notice of intention so to alter, amend or repeal, and the content of the changes, and notice of an opportunity for comment, shall be posted in at least two conspicuous locations in the Church buildings for a period of not less than 3 weeks prior to the meeting at which the action is proposed to be taken;

(2) Notice of the intention shall be contained in the notice of the meeting;

(3) Notice that changes have been adopted, with the content of the changes and date of adoption shall be posted in at least two conspicuous locations in the church buildings for a period of not less than 30 days following their adoption.

The undersigned, being the secretary of the Corporation, hereby certifies that these are the Second Restated Bylaws of St. Mark's Cathedral Parish, adopted by resolution of the Parish and Vestry the 5th day of February, 2023.

DATED this ____ day of February _____, 2023.

Secretary