



BYLAWS OF THE CHURCH OF ST. MICHAEL AND ST. GEORGE
CLAYTON, MISSOURI
PROPOSED AT THE ANNUAL MEETING
OF THE PARISH, JANUARY 26, 2014

ARTICLE I – THE PARISH

Section 1. History. The Mission of St. Michael and All Angels was organized on February 4, 1912 and was incorporated as a Parish on November 30, 1913. The Church of St. Michael and All Angels was admitted into union with the Convention of the Diocese of Missouri in 1916. On October 28, 1928 St. George’s Church, organized May 22, 1845, merged with The Church of St. Michael and St. George. The Articles of Association were so amended and filed with the Circuit Court of the County of St. Louis on May 20, 1929. The Church of St. Michael and St. George (“Parish”) is organized under Chapter 352 of the Revised Statutes of Missouri.

Section 2. Principal Offices. The Parish is located at 6345 Wydown Blvd in Clayton, Missouri. Unless otherwise ordered by the Vestry, the principal office of the Parish shall be located at that address where there shall be kept the Corporate Seal of the Parish (if any), a true and complete copy of the Articles of Association and amendments thereto, the Bylaws (if any), Trust agreement creating the Endowment Fund, and other legal documents, for the conduct of the business of the Parish.

Section 3. Other Offices. The Parish may also have other offices at such places as the Vestry may from time to time direct.

Section 4. Fiscal Year. The fiscal year of Parish shall be at the beginning of the first day of January each year and will close at the end of the last day of December of the same year.

ARTICLE II – MEMBERS

Section 1. Members. Members shall all be baptized persons registered in the Parish.

Section 2. Communicants. Communicants shall be all confirmed persons registered in the Parish through confirmation, reception from another communion or letter of transfer.

Section 3. Electors. Electors shall be all communicants or baptized persons not less than sixteen years of age, who have been registered members of the Parish for not less than six months prior to the time of election.

Section 4. Letters of Transfer.

- a. Receipt: The Parish office receiving a Letter of Transfer showing such person to be a communicant of another Episcopal Church shall place the name of such person on the register of the Parish as a communicant. A person transferring from a non-Episcopal Church shall be placed on the register as a baptized member.
- b. Issue: The Rector or Senior Warden shall issue a regular communicant a Letter of Transfer when requested and such person's name shall be removed from the register of the Parish as a member.

ARTICLE III – MEETINGS OF THE MEMBERS

Section 1. Annual Meeting. The annual meeting of members of the Parish shall be set by the Rector on a date no later than the last Sunday in February of the calendar year. The Vestry shall confirm the date for the Annual Meeting not later than at its regular meeting in December of the preceding year.

Section 2. Agenda Items.

- a. Rector's Report. The Rector shall give a report on the state of the congregation.
- b. Senior Warden's Report. The Senior Warden shall review the Parish's budget and financial status.
- c. Vestry Reports. The congregation shall receive the reports of the Vestry and reports on Parish activities, and transact such other business as shall be brought before them.
- d. Elections. The Electors shall elect successors to such members of the Vestry whose terms of offices have expired and elect successors to Lay Delegates to the Diocesan Convention whose terms of election have expired.

Section 2. Special Meetings. Special meetings of the members may be called by the Rector or Senior Warden, and shall be called when directed to do so by a majority of the Vestry or at the written request of one-third of the electors.

Section 3. Place of Meetings. Meetings of the members shall be held at the principal office unless otherwise directed in the notice of such meeting.

Section 4. Notices of Meetings. Notice of the time, place and purpose of the annual meeting of the members shall be posted on the Parish's website, printed in the Parish bulletin, and announced at a principal service on Sunday at least two weeks before the annual meeting. Notice of Special Meetings shall be posted on the Parish's website and mailed to Members at least two weeks before the date of said meeting.

Section 5. Quorum. A quorum at all meetings of the Members shall be the presence of not less than ten percent of total Electors.

Section 6. Officers of the Meetings. The Presiding Officer at all meetings of the Members shall be the Rector. In the absence of the Rector or during a vacancy in the Rectorship, the Senior Warden shall preside at meetings of the Parish and of the Vestry. In the absence of the Senior Warden or his inability or failure to act, the Junior Warden shall be the Presiding Officer. Where, in such cases, there are no wardens present, the Members of the Parish present shall elect the presiding officers. The Secretary of the meeting shall be the Secretary of the Vestry or in the absence of such person, an Elector designated by the Presiding Officer.

ARTICLE IV – THE VESTRY

Section 1. Qualifications and Classifications. Members of the Vestry shall be Electors who shall have been Members not less than one year.

Section 2. Number of Members. The Vestry shall consist of not less than twelve and no more than eighteen members, with four to six members elected each year.

Section 3. Term of Office. The term of office for members of the Vestry shall be three years until a successor has been elected unless a person resigns or is removed. No member of the Vestry who has served a complete term shall be eligible for reelection until the expiration of one year.

Section 4. Nominations A Nominating Committee, as defined in Article VIII, shall propose nominees for the Vestry. Members shall be notified electronically of the names of nominees. Such names shall also be posted in the Parish building. Additional nominations may be made from the floor at the Annual Meeting, provided that the additional nominees consent to their nomination.

Section 5. Election and Classification. At each annual meeting the Electors shall elect the required number of members of the Vestry. There shall be three classes of Vestry; four to six elected one year, four to six elected the next year and four to six elected the next year.

Section 6. Regular Meetings. There shall be no less than six regular meetings of the Vestry, at a time decided by the Vestry, and at a place designated by the Vestry. Vestry members shall be notified electronically of the date, time and location of the regular meetings. At the first monthly meeting following the Annual Meeting of the members of the Parish, the

members of the Vestry shall meet for the purpose of organization, the election of officers and for the transaction of other business as may be brought before the Vestry.

Section 7. Special Meetings. Special meetings of the Vestry may be called by the Rector, other Presiding Officer of the Vestry, or at the request of any three members of the Vestry after providing notice electronically and by mail to Vestry members.

Section 8. Presiding Officer. The Rector shall preside at all meetings of the Vestry except that if the Rector be absent or there be no Rector, or at the request of the Rector, the acting Presiding Officer shall be the Senior Warden, or if the Senior Warden be absent, then the Junior Warden; and, if they both be absent, the Vestry shall elect its Presiding Officer from among its members.

Section 9. Quorum and Voting. A quorum of the Vestry shall be a majority of the members. A vote of the majority of those members of the Vestry present at any valid meeting shall be the act of the Vestry except as may be otherwise herein provided. The Rector shall not vote except in case of a tie.

Section 10. Duties.

- a. The duties of the Vestry shall be to take charge of the property of the Parish; attend to and regulate its day to day concerns; provide for the support of the Rector; and in case of his or her death, resignation or removal, with the advice and consent of the Bishop, to appoint a new Rector as soon as possible; and in general to act as helpers to the Rector in whatever is appropriate to Laypersons for furtherance of the Gospel, with it always being understood that the spiritual concerns of the Parish are under the exclusive direction of the Rector, in subordination to the ecclesiastical authority and laws of the Diocese.
- b. The Vestry shall be agents and legal representatives of the Parish in all matters concerning its corporate property; no mortgage or conveyance of any lands or real property belonging to the Parish shall be made without a vote of the Vestry, two-thirds thereof being present and concurring; nor shall such conveyance or encumbrance be made without the written consent of the Bishop and Standing Committee of the Diocese if required by the Canons of the Diocese.
- c. It shall be the duty of the Vestry, at each Annual Meeting of the Parish, to make a full report of its proceedings and a complete statement of the financial condition of the Parish.
- e. From time to time, at the discretion of the Vestry, it shall be the duty of the Vestry to evaluate constructively the administrative leadership of the Rector.

Section 12. Resignation and Removal. Any member of the Vestry may resign by giving written notice of said resignation to the Presiding Officer of the Vestry. A member of the Vestry shall be removed by the Vestry or otherwise in accordance with the Canons of the Church in the Diocese of Missouri (Canons of the Diocese) when such member is no longer an Elector, as defined in Article II, Section 3 of these Bylaws. A vestry member shall be removed in the case of absence from 50% or more regular Vestry meetings without valid excuse.

Section 13. Vacancies. The remaining Vestry shall fill any Vestry vacancy until the next Annual Meeting of the Parish. Election to fill the unexpired term of the vacancy shall be held at the next Annual Meeting.

Section 14. Officers and Duties.

- a. Senior Warden: The Rector shall appoint annually from the Vestry a Senior Warden. Should the Rector desire at any time to commit the appointment of the Senior Warden to the Vestry, he or she may do so. The Senior Warden shall have general charge and supervision of all matters concerning the Parish appropriate to the laity and the Vestry, and such other duties as the Vestry may assign or delegate.
- b. Junior Warden: Annually the Vestry shall elect from the Vestry a Junior Warden who shall assist the Senior Warden and Rector and shall act in the absence of a Senior Warden. The Junior Warden shall have such other duties as the Vestry may assign or delegate.
- c. Secretary: Annually the Vestry shall elect from among the Electors a Secretary, who need not be a member of the Vestry, who shall record the minutes of all meetings of the Vestry and of the members of the Parish, have charge and custody of all books, documents and papers of the Vestry; and shall assure that there is on file at the Parish office a copy of the Articles of Association, the Bylaws, all trust or endowment agreements relating to the Parish, and similar important legal documents and shall perform such other duties as assigned and delegated by the Vestry.
- d. Treasurer: Annually the Vestry shall elect from among the Electors a Treasurer, who need not be a member of the Vestry, who shall have general supervision of the financial affairs of the Parish and shall be the custodian of all funds, property and security. He or she shall supervise the keeping of all records and accounts of the Parish, secure simplicity and accuracy in the collection and disbursement of all funds, and establish rules and regulations for the proper governance of all financial matters of the Parish. He or she shall present a financial report at each regular meeting of the Vestry.

- e. Assistant Treasurer: The Vestry may elect from among the Electors one or more Assistant Treasurers, who need not be members of the Vestry, to assist the Treasurer, act in the absence of the Treasurer, and perform such duties as may be assigned and delegated by the Vestry.

Section 15. Employees and Agents. The Vestry shall hire and retain with the advice of the Rector such employees, agents, accountants, auditors and attorneys as deemed necessary from time to time.

Section 16. Compensation. Vestry members shall not receive compensation.

Section 17. Conflicts of Interest. Vestry members shall disclose any actual or potential conflicts of interest that may arise in the course of fulfilling their duties.

ARTICLE V – CLERGY

Section 1. Rector. After considering the recommendations of a search committee consisting of Electors appointed for that purpose, the Rector shall be elected by a majority of the Vestry at a meeting duly convened for that purpose, or at a regular meeting of the Vestry provided that, in either case, at least two-thirds of the Vestry members are present.

Section 2. Other Clergy. The Rector, with the consent of the Vestry, may appoint Associate and Assistant clergy whose duties shall be those directed by the Rector consistent with ecclesiastical authority.

Section 3. Resignation of Rector. Except as provided in the Canons of the Diocese from time to time adopted, the Rector may not resign without the consent of the Vestry nor may the Rector be removed against his or her will, nor in a dispute over the same may his or her compensation and allowances be diminished without his or her consent.

Section 4. Duties.

- a. The Rector shall be ex-officio member to the Vestry and the Presiding Officer of the Parish and the Vestry.
- b. The Rector shall keep a Parish Register as is required by the Canons of the Diocese and contain such information as is required by such Canons.
- c. Whenever requested by a regular communicant of this Parish, the Rector shall give such communicant a Letter of Transfer.

- d. The Rector shall perform such other duties as provided in these Bylaws and such religious matters consistent with the vows of Clergypersons and with the Canons of the Parish and the Diocese.

ARTICLE VI – FINANCIAL MATTERS

Section 1. Accounts to be Audited. The accounts of the Treasurer, Wardens, Trustees, and Custodian of Funds of the Parish shall be audited every year, unless the Diocesan office grants an exception, in which case a review will be done every year with an audit every three years. The review/audit shall be made by a certified public accountant, or if this is not practicable, by some other person or persons approved by the Finance Committee, as defined in Article VIII, qualified to do the work. The auditor shall be appointed by the Vestry at least thirty days before the end of the audit year and shall not be a member of the Vestry or governing body of the organization whose books are to be audited. At the conclusion of each audit, a certificate of audit shall be sent to the Diocesan Office by July 1 of the year following the audit year covering the financial reports of the previous audit year.

Section 2. Trust Funds to be Deposited. Trust funds, permanent funds, and all securities of whatsoever kind or nature belonging to the Parish shall be deposited with a Federal or State bank, or Trust company, or a Diocesan corporation, under either a deed of trust or an agency or custodianship agreement, not to be withdrawn therefrom, in whole or in part, without the written consent of two persons authorized by the Vestry of the Parish or deposited in a safe deposit vault, access to which shall only be had by two persons authorized as herein provided.

Section 3. Other Funds. The Vestry shall designate the depository and the signatories for such depositories for other funds of the Parish. Such duties may be exercised by the Finance Committee.

Section 4. Adequate Bond. The Treasurer, Wardens, Trustees, or other Custodian of Funds, shall be adequately bonded, and the bond shall be placed in the custody of some officer other than the person who is bonded.

Section 5. Adequate Insurance. All buildings and their contents shall be adequately insured.

Section 6. Accounting Records. Such books of account of the Parish shall be kept and the treasurer shall make accounts and securities available for satisfactory accounting at any reasonable time.

Section 7. Indebtedness. No indebtedness, other than for the purpose of refinancing an existing indebtedness, shall be incurred without the written approval of the Bishop and of the Standing Committee of the Diocese, except:

- a. Indebtedness for permanent improvements, replacement, or addition to real estate or equipment, where the amount of such indebtedness, plus indebtedness of every kind already existing, shall not exceed one hundred

and fifty per cent (150%) of the average annual receipts of the Parish during the previous three fiscal years.

- b. Indebtedness for current expenses, where the amount of such indebtedness incurred up to that time for current expenses still existing shall not exceed twenty per cent (20%) of the total current receipts of the Parish during the preceding fiscal year.
- c. The payment of all indebtedness for current expenses shall be provided for in the budget of the next ensuing fiscal year with reasonable expectation of its payment out of the receipts of the next two years.

Section 8 Computing Receipts. In computing receipts under sub-sections (a) and (b) of Section 7, there shall be excluded amounts from or for endowments or from or by bequests, except income therefrom not specifically designated, and receipts specially designated for expenditures other than parochial.

Section 9 Encumbrance or Alienation. The Parish shall not encumber or alienate real property of the Parish or any part thereof (save for the refinancing of an existing loan) without the written consent of the Bishop and Standing Committee of the Diocese.

Section 10. Plan of Amortization. Whenever approval is required under the Canons of the Diocese such approval shall not be granted until there is submitted to, and approved by, the Bishop and Standing Committee a plan of amortization, or other method of payment of any indebtedness to be incurred. The Bishop and Standing Committee shall each have the authority to request and receive such additional information from the applicant as they, or either of them, deem relevant to the decision.

ARTICLE VII – LAY DELEGATES TO CONVENTION

Section 1. Delegates. At each Annual Meeting the Electors shall elect lay delegates to the Convention of the Diocese of Missouri. There shall be two elected one year, one the next year, and one the next year; all elections shall be for three years. If the number of delegates required by the Diocese shall change, the Electors will elect the appropriate number of delegates to reflect the change. If a vacancy among the delegates occurs, the Vestry shall elect a replacement.

Section 2. Election. Procedure for election shall be the same as for Vestry members.

Section 3. Credentials. It shall be the duty of the Secretary of the Vestry to send to the Secretary of the Convention a statement of the election of Delegates and Alternates by name within one week of election at the Annual Meeting, or by the Vestry as the case may be.

Section 4. Duties. The Lay Delegates shall represent the Parish in all matters concerning the Diocesan Convention.

ARTICLE VIII – COMMITTEES

There shall be a Finance Committee and a Nominating Committee. The Rector, with the consent of the Vestry, and the Vestry may appoint such additional committees as they consider appropriate.

Section 1. Finance Committee. It shall include but not be limited to the Rector, Senior Warden, Treasurer, Trustee Chairman of the Endowment Fund, and the chairman of the every member canvass. Its duties shall be all those matters in any way related to the finances of the Parish.

Section 2. Nominating Committee. It shall be composed of the Rector, and those members of the Vestry whose terms expire at the next Annual Meeting of the Parish. It shall solicit names from the Parish for nomination as members of the Vestry. It shall select and propose to the Parish such number of nominees as the Vestry shall have determined should be proposed for the vacancies occurring in accordance with these Bylaws. The Nominating Committee shall also propose to the Parish nominees for election as delegates to the Diocesan Convention.

ARTICLE IX – ENDOWMENT FUND

Each year one Trustee shall be selected by the Vestry of the Parish to serve for a three-year term commencing April 1st of the year of his or her selection. The Trustees shall at all times be Electors of the Parish. The incumbent Rector shall always be ex-officio Trustee with a vote.

ARTICLE X – INDMENIFICATION

Section 1. Indemnification of Vestry Members. The Parish shall indemnify a Vestry member of the Parish against reasonable expenses incurred by such Vestry member in connection with a proceeding in which the Vestry member is a named defendant or respondent because the Vestry member is or was a Vestry member of the Parish, as the case may be, if such Vestry member has been wholly successful, on the merits or otherwise, in the defense of the proceeding, unless such indemnification is limited by the Articles of Association. The Parish shall indemnify a Vestry person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a Vestry member against any judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by the person in connection with the proceeding if it is determined, in the manner described below, that the person (i) acted in good faith, (ii) reasonably believed, in the case of conduct in an official capacity as a Vestry member of the Parish, that such conduct was in the parish's best interests, and in all other cases, that such conduct was at least not opposed to the Parish's best interests, and (iii) in the case of any criminal proceeding, had no reasonable cause

to believe such conduct was unlawful; provided that if the proceeding was brought by or on behalf of the Parish, the indemnification shall be limited to reasonable expenses.

Section 2. Exceptions to Indemnification. A Vestry member may not be indemnified for obligation from a proceeding (i) in which such Vestry member is found liable on the basis that such Vestry member improperly received personal benefit, whether or not the benefit resulted from an action taken in such Vestry member's official capacity, or (ii) in which the Vestry member is found liable to the Parish.

Section 3. Determinations of Eligibility for Indemnification. Determinations that a person has satisfied the prescribed conduct and belief standards must be made (i) by a majority vote of a quorum consisting of Vestry members who at the time of the vote are not named defendants or respondents in the proceeding, (ii) if such a quorum cannot be obtained, by a majority vote of a committee of the Vestry designated to act in the matter by a majority vote of all Vestry members and consisting solely of two or more Vestry members who at the time of the vote are not named defendants or respondents in the proceeding; or (iii) by special legal counsel selected by the Vestry or a committee of the Vestry by vote as set forth in clause (i) or (ii) of this sentence, or if the quorum described in clause (i) cannot be obtained and the committee described in clause (ii) cannot be established, by a majority vote of all Vestry members. Authorization of indemnification and a determination as to reasonableness of expenses shall be made in the same manner as the determination that the person has satisfied the prescribed conduct and belief standards, except that if the determination that the person has satisfied the prescribed conduct and belief standards is made by special legal counsel, authorization of indemnification and the determination as to reasonableness of expenses shall be made by the Vestry or a committee of the Vestry by vote as set forth in clause (i) or (ii) of the previous sentence or, if such a quorum cannot be obtained or such a committee cannot be established, by a majority vote of all Vestry members. The termination of a proceeding by judgment, order, settlement or conviction, or on a plea of nolo contendere or its equivalent, is not of itself determinative that the person did not meet the requirements for indemnification set forth above.

Section 4. Reimbursement for Other Legal Proceedings. Notwithstanding any other provisions of these Bylaws, the Parish may pay or reimburse expenses incurred by a Vestry member in connection with an appearance as a witness or other participation in a proceeding at a time when such Vestry member is not a named defendant or respondent in the proceeding.

Section 5. Advancement of Expenses to Vestry Members. Reasonable expenses incurred by a Vestry member who was, is, or is threatened to be made a defendant or respondent in a proceeding may be paid or disbursed by the Parish in advance of the final disposition of the proceeding after the Parish received (i) a written affirmation by the Vestry member of a good faith belief that the standard of conduct necessary for indemnification described in Sections 1 to 3 of this Article has been met and a written undertaking by or on behalf of such Vestry member to repay the amount paid or reimbursed if it is ultimately determined that such standard was not met, and (ii) a determination that the facts then known to those making the determination would not preclude indemnification under Section 1 of this Article. The written undertaking described in the immediately preceding sentence to repay the amount paid or reimbursed to the Vestry member by the Parish must be an unlimited general obligation of the Vestry member but need

not be secured, and it may be accepted without reference to financial ability to make repayment. Determinations and authorization of payment under this Section 5 must be made in the manner specified in Sections 1 to 3 of this Article for the determination that the person has satisfied the conduct and belief standards.

Section 6. Officers. The Parish shall indemnify officers of the Parish to the same extent that it is required to indemnify Vestry members under these Bylaws or by statute. In addition, the Parish may indemnify and advance expenses to an officer to such further extent, consistent with state or federal law, as may be provided by the Articles of Association, these Bylaws, or contract, or as permitted or required by common law.

Section 7. Others. The Parish may indemnify and advance expenses to an employee or agent of the Parish to the same extent that it is required to indemnify Vestry members under these Bylaws or by statute. The Parish may indemnify and advance expenses to persons who were or were not officers, employees, or agents of the Parish but who are or were serving at the request of the Parish as a trustee, officer, partner, venturer, proprietor, employee, agent or similar functionary of another not-for-profit corporation to the extent permitted under Missouri law. In addition, the Parish may indemnify and advance expenses to an employee, agent or other person serving at the request of the Parish who is not a Vestry member to such further extent, consistent with law, as may be provided by the Articles of Association, these Bylaws, general or specific action of the Vestry, contract, or as permitted or required by common law.

Section 8. Insurance. The Parish may purchase and maintain insurance on behalf of any person who is or was a Vestry member, officer, employee or agent of the Parish, or who is or was serving at the request of the Parish as a trustee, officer, partner, venturer, proprietor, employee, agent or similar functionary of another corporation as described in Section 7 of this Article against any liability asserted against and incurred by such person in such a capacity or arising out of such person's service to the Parish, whether or not the Parish would have the power to indemnify such person against that liability under these Bylaws or by statute.

Section 9. Limitation. Notwithstanding the other provisions of this Article X, the Parish may not indemnify, advance expenses to or maintain insurance on behalf of any person if such indemnification, advancement or maintenance of insurance would subject the Parish to income or excise tax under the Internal Revenue Code of 1986, as amended.

Section 10. Entitlement. The indemnification provisions shall inure to each of the Vestry members, officers, employees and agents of the Parish, and other persons serving at the request of the Parish (as described in Section 7), whether or not the claim asserted is based on matters that antedate the adoption of this Article, and in the event of a person's death shall extend to such person's legal representatives, but such rights shall not be exclusive of any other rights to which a person may be entitled.

Section 11. Definitions. For purposes of this Article X:

- a. The term "expenses" includes court costs and attorneys' fees.

- b. The term “proceeding” means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitratve or investigative, any appeal in such an action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit or proceeding;
- c. The term “Vestry member” means any person who is or was a Vestry member of the Parish;
- d. The term “official capacity” means, when used with respect to a Vestry member, the office of the Vestry member in the Parish and, when used with respect to a person other than a Vestry member, the elective or appointive office in the Parish held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Parish, but does not include service (other than at the request of the Parish) for any other corporation or entity.

Section 12. Rights Cumulative. The provisions of this Article X shall be deemed cumulative of and in addition to any other limitation of liability or right of indemnity to which the Parish’s Vestry members, officers, committee members, agents or employees or persons serving as similar functionaries of another corporation or other entity at the request of the Parish may be entitled under any bylaw, agreement, vote of Vestry members, principle of law or otherwise.

Section 13. Severability. The provisions of this Article are intended to comply with Missouri and federal statutes and common law. To the extent that any provisions of this Article authorize or require indemnification or the advancement of expenses contrary to such statutes or laws, the Parish’s power to indemnify or advance expenses under such provision shall be limited to that permitted by such statutes or laws, and any limitation required by such statute or law shall not affect the validity of any other provision in this Article.

ARTICLE XI – AMENDMENTS

The Bylaws of the Parish shall initially be approved or ratified and thereafter may be altered, amended or repealed in whole or in part by a majority of the Electors at an annual Parish meeting. The Vestry shall also have the power to alter, amend and repeal, in whole or in part, the Bylaws of the Parish by affirmative vote of two-thirds of all the members of the Vestry at either a regular or a special meeting called for that purpose.