

AMENDED BY-LAWS OF
ST. PHILIP'S IN THE HILLS EPISCOPAL CHURCH
AN ARIZONA NON-PROFIT ORGANIZATION

ARTICLE I. GENERAL ORGANIZATION

Section I. Members. Qualified members of this corporation shall be all of the communicant members of the congregation as shown by the Church Register, who are over 18 years of age, and who have been current contributors of record. Communicant members shall be those meeting the qualifications of the Constitution and Canons of the Episcopal Diocese of Arizona.

Section II. Organization. St. Philip's In The Hills Church shall function through the Vestry, which is also known as and is identical to the Board of Directors.

Section III. Vestry. It shall be the function of the Vestry to conserve and maintain all property held in the name of this corporation, to maintain adequate insurance upon all such property, to maintain a perpetual inventory of all property of the Church, and to administer all such property in compliance with these By-Laws, the Articles of Incorporation, the laws of the State of Arizona, and with the Constitution and Canons of the National Episcopal Church and the Episcopal Diocese of Arizona. In general, the Vestry shall carry out the will of the members of this corporation in any and all matters involving the purchase of property, real or personal, in accepting gifts, in matters of borrowing money, or in matters of entering into binding contracts for purchase or sale of any property other than usual operating supplies and equipment, and in general to be responsible for all of the business affairs of this corporation, with the exceptions set forth elsewhere in these By-Laws.

Section IV. Advisory Duties of the Vestry. It shall be the function of the Vestry to advise the Rector in the administration of all phases of the Church activities.

Section V. Election of Vestry. The Vestry shall be made up of the Rector, the Senior Warden, the Junior Warden, and nine elected Vestry Members. The number of Vestry Members may be altered from time to time by amendment of these By-Laws, subject to the limitations of the Articles of Incorporation and the Constitution and Canons of The Episcopal Church and of the Episcopal Diocese of Arizona. Three persons shall be elected to regular three-year terms of office on the Vestry at each Annual Meeting of the members of the corporation. He/she must not

be elected for a second consecutive three-year term of office and may be re-elected after the passage of one year from the date of the final day of his/her last term. Members of the Vestry (not including the Rector, the Senior Warden or the Junior Warden) are subject to all the restrictions and limitations governing Vestry Members contained in Article III, Section V of these By-Laws.

ARTICLE II. MEETINGS OF MEMBERS

Section I. Annual Meeting of Members. The Annual Meeting of the members of the corporation shall be held at St. Philip's In The Hills Church, Pima County, Arizona or by way of videoconferencing service on any Sunday in January or February in each calendar year for the purpose of electing a Vestry and for the transaction of such other business as may properly be brought before the meeting. The date, time, place, and manner in which the Annual Meeting is to be held is to be determined by vote of a majority of a quorum of the Vestry. It shall be the duty of the Secretary to cause notice of each Annual Meeting to be published by placing a notice of meeting in each of the Sunday Bulletins for the two weeks preceding such meeting and/or by placing a notice of said meeting in any regular electronic communication St. Philip's sends to each of the members, not less than ten days prior to the date of such Annual Meeting or by a special written notice which shall be mailed to each of the members not less than ten days prior to the date of such Annual Meeting. In the event the meeting is to be held by way of videoconferencing service, the notice shall include complete instructions for accessing the meeting.

Section II. Special Meetings. Special meetings of the members may be held at St. Philip's In The Hills Church, Pima County, Arizona or by way of videoconferencing service, or at any other suitable place within Pima County, Arizona, whenever called by the Rector, a Warden, or any two Members of the Vestry. The person(s) calling the meeting shall determine the date, time, place and manner of the meeting. Notice of each special meeting, indicating briefly the subject or subjects thereof, shall be given by placing a notice of meeting in each of the Sunday Bulletins for the two weeks preceding such meeting and/or by placing a notice of said meeting in any regular electronic communication St. Philip's sends to each of the members, not less than ten days prior to the date of such special meeting, or by a special written notice to all members of this corporation which shall be mailed to each of the members not less than ten days prior to the date

of such special meeting. In the event the meeting is to be held by way of videoconferencing service, the notice shall include complete instructions for accessing the meeting.

Section III. Quorum. At any meeting of the members of the corporation, twenty-five members present in person (no proxies shall be allowed) shall constitute a quorum of the members for all purposes, unless the representation of a larger number shall be required by State or Canon law, and, in that event, the presence of the number so required by law shall constitute a quorum. If a sufficient number of members to constitute a quorum shall fail to attend in person at the time and place fixed by these By-Laws for an Annual Meeting or fixed by notice as herein provided for a properly called special meeting, a majority of those present may adjourn, from time to time, without notice other than announcement at the meeting, until sufficient members to constitute a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called. In the event of a meeting held by way of videoconferencing service, any member electronically signed into the videoconferencing service shall be deemed "in person," if the Secretary of the meeting can verify the member's identity, membership, and online presence.

Section IV. Organization. The Rector, and in his/her absence, the Senior Warden, and in his/her absence, the Junior Warden, shall call the meeting of the members to order and shall act as Chair of said meeting. The Vestry may appoint any Vestry Member to act as Chair of any meeting in the absence of the Rector, the Senior Warden, and the Junior Warden. The Secretary of the corporation shall act as Secretary at any meeting of the members, and in the absence of the Secretary the presiding officer may appoint any person to act as Secretary of the meeting.

Section V. Voting. At each meeting of the members, every member (as hereinbefore defined) shall be entitled to vote, and each such member shall have one vote. The voting upon any question before the meeting upon the demand of any three members shall be by written ballot or, in the event the meeting is held by way of videoconferencing service, by electronic means. A majority vote of a quorum shall decide all issues calling for a vote, except for matters wherein a different vote is called for by the laws of the State of Arizona or the Constitution and Canons of The Episcopal Church or of the Episcopal Diocese of Arizona, in which event the number so specified shall govern. At each meeting of the members of this corporation, the Secretary of the Vestry shall have available a full, true and complete list, in alphabetical order, of all members entitled to vote as determined by Article I, Section I, of these By-Laws.

ARTICLE III. VESTRY

Section I. Rector. The Rector shall be elected in compliance with the Constitution and Canons of the Episcopal Church in the United States of America and the Constitution and Canons of the Episcopal Diocese of Arizona and in no other way.

Section II. Senior Warden. The Senior Warden shall be appointed by the Rector at the Annual Meeting of the members. In the event of a vacancy in the office of Senior Warden, the Rector shall appoint a Senior Warden for the unexpired term of his/her predecessor. The Senior Warden shall be appointed for a term of one year.

Section III. Junior Warden. The Junior Warden shall be elected by a majority vote at the Annual Meeting of the members of the corporation. He/she may be, but need not be, a previously elected member of the Vestry. He/she shall be elected as Junior Warden for a term of one year. In the event the Junior Warden so elected is a previously elected member of the Vestry when elected as Junior Warden, he/she shall cease to be an elected member of the Vestry and his/her election shall thereby create a vacancy on the Vestry.

Section IV. Vacancies.

- a) A vacancy on the Vestry or in the office of Junior Warden may be filled until the next Annual Meeting of the members of the corporation by a majority vote of a quorum at any regular or special Vestry meeting. Notice of intent to so fill a vacancy shall be included in the regular notice of the Vestry of such meeting and into its agenda. At such next Annual Meeting of the members of the corporation a Vestry Member shall be elected to fill out any such still unexpired terms.
- b) A Vestry member absent from four (4) consecutive regular Vestry meetings shall be considered to have vacated the position, and shall be so notified within ten days following the fourth such absence. A member so removed may appeal to the Vestry in writing for reinstatement, and the Vestry shall hear and act upon the appeal at its next regular meeting.

Section V. Vestry. A Vestry Member elected to fill out the balance of an unexpired term of less than three years from the date of the Annual Meeting of the members of the corporation where so elected may succeed him/herself in office in accordance with Article I Section V of these By- Laws. A person appointed to fill a vacancy on the Vestry until the next Annual

meeting of the members of the corporation may be either elected to fill out the balance of such unexpired term or elected to a regular term on the Vestry.

Section VI. Qualifications. The qualifications of the Wardens and the Vestry Members shall be determined by the Constitution and Canons of The Episcopal Church in the United States of America and the Canons of the Episcopal Diocese of Arizona. All must be qualified communicant members of this congregation, as defined in Article I, Section I of these By-Laws.

Section VII. Vestry Officers. The Vestry shall elect at its organization meeting, which shall be the first meeting of the Vestry subsequent to the Annual Meeting of the corporation, a Clerk who shall act as Secretary to the Vestry and a Treasurer of the Vestry. The Secretary shall be a member of the Vestry and the Treasurer may, but need not be, a member of the Vestry.

ARTICLE IV. ORGANIZATION OF THE VESTRY

Section I. President. The Rector shall be the President of the Vestry and shall preside at all meetings of the Vestry, except that in the event of his/her absence, the following officers shall preside in the following order: First Vice President, then Second Vice President. The President shall have the duties customary to such corporate office and such additional duties as may be delegated to him by the Vestry.

Section II. First and Second Vice Presidents. The Senior Warden shall be the First Vice President and the Junior Warden shall be the Second Vice President. Each shall have the customary duties of such corporate offices and such additional duties as may be delegated by the Vestry.

Section III. Other Officers. The Vestry by a vote of a majority of a quorum shall elect a Secretary (also known as a Clerk) and a Treasurer, each of whose term shall be for one year from the date of his/her election and who shall serve until his successor is duly elected and qualified. The Secretary shall be a member of the Vestry and the Treasurer may be a member of the Vestry, but need not be.

Section IV. Place of Regular Meetings. The Vestry shall hold their meetings at St. Philip's In The Hills Church, by way of videoconferencing service, or in such other place or places in the State of Arizona as the Vestry may from time to time determine. The Secretary and The Treasurer shall have their offices and keep the books of the corporation at St. Philip's In The Hills Church, Pima County, Arizona.

Section V Vestry Annual Meeting. The Annual meeting of the Vestry shall be held immediately following the Annual Meeting of the members in each calendar year. No notice shall be required for any such Annual meeting of the Vestry.

Section VI. Special Meetings. Special meetings of the Vestry shall be held whenever called by the President, the First Vice President, the Second Vice President or any two Vestry Members for the time being in office. The Secretary shall give postal and/or electronic written notice of such meeting to each member of the Vestry not less than ten days prior to date of such meeting. At such meeting, any business may be transacted which would normally come before a Vestry or corporate directors meeting, together with special subjects which may be specified as called for by the terms of these By-Laws or by the Articles of Incorporation or by State or Canon law. At any meeting at which all of the Vestry shall be present, even though without any notice, any business of the corporation may be transacted.

Section VII. Quorum. Seven (7) members of the Vestry shall constitute a quorum of the Vestry for the transaction of business, but if at any meeting of the Vestry there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time without the giving of further notice. The Vestry acts by resolution upon a majority vote of those members who attend a meeting in person or by teleconference, videoconference or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. No proxies are permitted on any vote of the members of the Vestry.

Section VIII. Order of Business. At meetings of the Vestry, business shall be transacted in such order as may from time to time be determined by resolution of the Vestry.

Section IX. Subordinate Organization of the Church. The Vestry may establish from time to time various committees, commissions or other forms of organization to conduct the business of the Church, and appoint persons to serve thereon. All such organizations exist at the will of the Vestry, report to and advise the Vestry, and are delegated only such responsibilities and authority as are granted by the Vestry by charter, resolution or other written record.

Section X. Contracts. Inasmuch as the Members of the Vestry of this corporation are persons of diversified business interests and are likely to be connected with other corporations or with partnerships, or other legal entities with which from time to time this corporation must have business dealings, no contract or other transaction between this corporation and any such

individual business entity shall be affected by the fact that Members of the Vestry of this corporation are interested in, agents of, directors or officers of such other business entity, if, at the meeting of the Vestry making, authorizing, or confirming such contract or transaction, there shall be present a quorum of Members of the Vestry not so interested; and any Member of the Vestry individually may be party to, or may be interested in, any contract or transaction of this corporation, providing that such contract or transaction shall be approved or ratified by the majority of a quorum of Members of the Vestry not so interested. The Vestry at its discretion may submit any contract or act for approval or ratification at any Annual Meeting of the members of this corporation or at any special meeting of the members called for the purpose of considering any such act or contract; and any contract or act that shall be approved or be ratified by the vote of the majority of a quorum of such members present at such meeting shall be as valid and as binding on the corporation and upon all the members as though it had been approved or ratified by every member of the corporation.

Any transaction involving the alienation, sale or mortgage of Church premises, or alienation, mortgage or sale of any Church property in excess of Two Hundred Thousand Dollars (\$200,000.00) shall be submitted for the approval of the members of this corporation at a regular meeting or at a special meeting called for that purpose before such transaction is completed or a commitment for such transaction is made. The consent of the Bishop of the Episcopal Diocese of Arizona shall be obtained before any real property of this corporation shall be sold or mortgaged or otherwise encumbered, in compliance with the terms of the Canons of said Diocese.

Section XI. Powers and Duties of the President. The President of this corporation shall preside at all meetings of the Vestry at which s/he is present. S/he shall keep the Vestry fully informed and shall freely consult them concerning the business of the corporation in her/his charge and of the affairs of the Parish. S/he may sign and execute all authorized bonds, other obligations or encumbrances, contracts, or conveyances in the name of the corporation. S/he shall do and perform such other duties as from time to time may be assigned to her/him by the Vestry.

Section XII. Powers and Duties of the Vice President. Vice Presidents of this corporation shall preside at any meeting as hereinbefore specified and may execute all bonds, other obligations or encumbrances, contracts, or conveyances in the name of the corporation. They shall do and perform such other duties as may from time to time be assigned by the Vestry.

Section XIII. Powers and Duties of the Treasurer. The Treasurer shall have custody of all the funds of the corporation which may come into his/her hands; when necessary or proper, he/she shall endorse on behalf of the corporation for collection checks, notes and other obligations and shall deposit the same to the credit the corporation in such bank or banks or depositories as the Vestry may designate. S/he shall sign all receipts and vouchers for payments made to the corporation; s/he shall sign authorized checks made by the corporation and shall pay out and dispose of the same under the direction of the Vestry; s/he shall enter regularly in books of the corporation to be kept by him/her for that purpose, a full and accurate account of all monies received and paid by him/her on account of the corporation. S/he shall keep an inventory of all Church property and shall obtain all insurance upon Church property authorized by the Vestry; s/he shall at all reasonable times exhibit books and accounts to any Member of the Vestry of the corporation upon application at the office of the corporation during business hours; and shall perform all acts incident to the office of Treasurer subject to the control of the Vestry. S/he shall give a bond for the satisfactory discharge of his/her duties in such sum as the Vestry may determine.

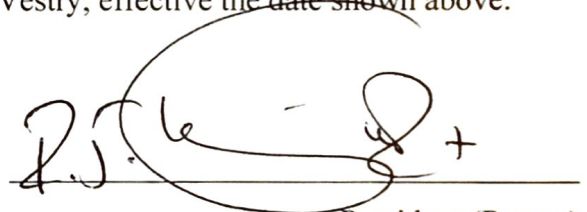
Section XIV. Powers and Duties of the Secretary. The Secretary (also known as the Clerk) shall keep the minutes of all meetings of the members of this corporation and of the Vestry in the books provided for that purpose. S/he shall attend to the giving or serving of all notices of the corporation. S/he shall have possession of the Seal of the Corporation and, at the direction of Vestry, shall attest the signatures of the President or the Vice Presidents on all corporate documents and shall affix such seal to all contracts, conveyances, bonds, mortgages or other encumbrances authorized by the Vestry; s/he shall have charge of all books and papers of the corporation and the Vestry all of which shall, at all reasonable times be open for the examination of any Member of the Vestry, upon application of the office of the corporation during business hours, s/he shall generally perform all the duties incident to the office of the Secretary, subject to the control of the Vestry. S/he shall keep and maintain an alphabetical list of the members of the corporation in compliance with Article I, Section I of these By-Laws. In the absence of the Secretary at any meeting of the Vestry, a temporary secretary may be appointed by the presiding officer at such meeting. The office of the Secretary and the Treasurer may not be held by one and the same person.

ARTICLE V. AMENDMENTS

Section I. Amendment of the By-Laws. The Vestry shall have the power to make, amend, or rescind the By-Laws of the corporation by vote of a majority of a quorum of the Vestry, at any two successive regular or special meetings of the Vestry, providing that notice of intention to make, amend or rescind the By-Laws in whole or in part shall be given at the next preceding Vestry meeting or by a written postal or electronic notice to all of the Members of the Vestry at their last known addresses at least ten days before the date of said meetings, stating the intention to propose such amendments. The members of this corporation shall have the power to make, amend, or rescind the By-Laws of this corporation by vote of a majority of a quorum of members at any regular Annual Meeting, or at a special meeting called for that purpose, provided that notice of intention to make, amend, or rescind the By-Laws of this corporation shall have been given by announcement in each of the Sunday Bulletins for the two weeks preceding such meeting and by placing a notice of said meeting in any regular electronic communication St. Philip's sends to each of the members, not less than ten days prior to the date of such special meeting, or by a written note to all members of this corporation, mailed not less than ten days prior to such special meeting, to their last known addresses.

Dated: January 4, 2021

We, the duly authorized officers of St. Philip's In The Hills Episcopal Church, do hereby certify that these Amended By-Laws adopted by the Vestry, effective the date shown above.


President (Rector)

Barbara Cone

Secretary