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S.C. SUPREME COURT

EXHIBIT B

CONSTITUTION OF ST. PETER'S CHURCH

Charleston, S. C.

PREAMBLE

This Church shall be known as St. Peter's Church, Charleston, South Carolina (Act. 367), as enacted by the General Assembly of South Carolina in 1929. It adopts the By-Laws and Canons of the Protestant Episcopal Church of the United States of America and of the Diocese of South Carolina.

ARTICLE I

DUTIES AND COMPOSITION OF THE VESTRY

All the temporal interests and affairs of this corporation shall be governed and controlled by the Vestry, which shall be composed of the Rector of the Church, who shall be chairman of the Vestry, the Assistant Rector, if there be one, two (2) Wardens and thirteen (13) Vestrypersons, who shall be nominated and elected as provided in Article III.

ARTICLE II

ANNUAL MEETINGS

Section 1 - PURPOSE

An annual Congregational Meeting shall be held in the Parish House or other suitable location on the second Monday in January or as soon thereafter as practical. At this time any old or new business may be brought before the Congregation by the Rector, Vestry or any member fulfilling the requirements of Section 3 of this Article. Also at this meeting those in charge of the various activities of the Church shall submit their written reports. The Vestry shall submit the Budget for action by the Congregation. Vestrypersons, Delegates and their Alternates to the Diocesan Convention shall be elected at this time.

Section 2 - GENERAL

The Rector shall preside at all Congregational Meetings. In his absence the Assistant Rector if there be one, the Senior Warden, or the Junior Warden shall preside at any meeting in that order. Special meetings of the Congregation may be called when deemed necessary by the Rector, and he shall be required to call a Congregational Meeting at any time upon the written request of two-thirds (10) of the Vestry. Any business may be transacted at any congregational meeting.

Section 3 - VOTER REQUIREMENTS

Any person who is a Communicant of this Parish and who has attained the age of eighteen (18) years on or prior to the date of any given Congregational Meeting shall be eligible for voice and vote.

Section 4 - METHOD OF VOTING

The Wardens shall be in charge of the elections, or such Tellers as may be appointed by the presiding officer. Voting in elections for Vestrypersons shall be by secret ballot and those receiving the majority of votes cast shall be declared elected. Voting on business matters may be by vote or by secret ballot, at the discretion of the presiding officer.

ARTICLE III

ELECTION OF THE VESTRY

Section 1 - NOMINATIONS

Nominations for Vestrypersons shall be from the floor. Other nominations may be submitted by a nominating committee duly appointed by the Rector. Five (5) Vestrypersons shall be elected to serve terms of three (3) years each.

ARTICLE III - Continued

Section 2 - REQUIREMENTS FOR VESTRYPERSONS

To be eligible for election to the Vestry any person of good character must have attained the age of twenty-one (21) years; have been a Communicant of this Parish for at least six (6) months prior to election; communicated at least three times during the preceding year; paid at least 50% of his pledge of the preceding year, and has made a pledge of financial support to the Parish for the forthcoming year. No person shall be eligible for re-election after his term of office has expired until one (1) year has elapsed from the date of said expiration; however, a person duly elected to serve out the unexpired term of another member may be elected to a full three (3) year term without waiting one (1) year.

Section 3 - ELECTION OF WARDENS

The Wardens shall be elected at the Organizational Meeting of the Vestry by the Vestry, the Senior Warden upon nomination by the Rector, and the Junior Warden upon nomination from the floor. In the event there is no Rector the Senior Warden shall be nominated from the floor. Eleven (11) members shall constitute a quorum for election of Wardens. Election shall be by secret ballot. Wardens shall serve for one (1) year and until their successors are elected, and may be nominated and elected to successive terms.

Section 4 - REQUIREMENTS FOR WARDENS

Wardens must be Vestrypersons elected by an Annual Congregational Meeting, and must have served as a Vestryperson of the Parish for at least two (2) years.

Section 5 - PUBLIC ANNOUNCEMENT

Section two (2) of Article III shall be read at each Congregational Meeting prior to the call for nominations.

ARTICLE IV

ELECTION OF DIOCESAN CONVENTION DELEGATES

Four (4) delegates and four (4) alternates to the Diocesan Convention shall be elected at the Annual Meeting of the Congregation. At least eight (8) members shall be nominated. Ballots shall be cast for four (4) delegates. The four (4) receiving the highest number of votes shall be declared delegates. The four (4) receiving the next highest number of votes shall be the Alternates.

ARTICLE V

ELECTION OF CHARLESTON DEANERY DELEGATES

Four (4) delegates shall be elected to the Charleston Deanery at the Annual Congregational Meeting. At least one shall be a woman and one may be a Communicant under 18 years of age. In the event any of the delegates are unable to attend the Deanery Convocation, the Rector shall appoint an Alternate.

ARTICLE VI

VESTRY MEETINGS

Section 1 - FREQUENCY

The Vestry shall meet each month and shall be convened at other times by its Chairman whenever he shall deem it necessary, or whenever he shall be requested by any three (3) members thereof.

ARTICLE VI - Section 2 - QUORUM

Eight (8) members, at least one (1) of whom shall be a Warden, shall constitute a Quorum for all business, and all questions shall be determined by a majority of those present, except upon the election of a Rector, or on matters involving an alteration or amendments to this Constitution. In such case, a vote of two thirds (10) of the Vestry shall be required.

Section 3 - NOTIFICATION

All members of the Vestry shall be notified by the Secretary of the time and place of all meetings, other than regularly scheduled monthly meetings.

ARTICLE VII

VESTRY MEMBERSHIP FORFEITURES

Any member of the Vestry who is absent from 25% of the regular meetings of the Vestry during a calendar year, unless the Rector or Senior Warden is notified of absence from the city, confinement to home due to illness, or absence due to business forfeits his/her place on the Vestry. The Chairman of the Vestry shall declare his place forfeited and shall proceed to elect another communicant to fill the unexpired term in accordance with Article VIII.

VESTRY VACANCIES

ARTICLE VIII

In case of a vacancy in the Vestry, or of a Warden an election by the Vestry to fill the unexpired term shall be held within sixty (60) days after the occurrence of the vacancy. The new member shall possess the qualifications outlined in Article III, Section 2 or 4.

ARTICLE IX

GOVERNMENT OF THIS PARISH

The Vestry shall compose such By-Laws that are consistent with this Constitution and expedient for the government of this Church and the dispatch of its business.

ARTICLE X

AMENDMENTS TO THE CONSTITUTION

This Constitution shall not be amended or changed until the proposed amendment has been submitted in writing to the Vestry. They shall pass upon it, as provided in Article VI Section 2, and shall give at least thirty (30) days written notice of the same to the Congregation before it can be voted upon by the congregation.

This Constitution was amended at the Congregational Meeting on May 20, 1979.

NO FURTHER AMENDMENTS AS OF February 1987