

ST. MARK'S EPISCOPAL CHURCH
2618 N Hackett Ave
Milwaukee, Wisconsin WI 53211

AMENDED AND RESTATED BYLAWS

Dated and Revised January, 25 2026

ARTICLE I — VOTING MEMBERS OF THE PARISH

Section 1 — Membership. Regular attendants of the Church who have reached eighteen years of age, have been attending services at St Mark's for at least three months prior to the meeting, and who fall in at least one of the following classes shall be entitled to vote at Parish meetings.

(a). Communicants in good standing who have been confirmed or received in the Parish; who have been received by the Clergy Incumbent on certificate from another Parish; or who have been received by the Clergy Incumbent on his or her own recognition and who contribute regularly to the support of the Parish according to its appointed methods.

(b). Baptized persons who are regular attendants at the Church Services in the Parish, and who have been either received as such at their own request or are personally known to be such by the Clergy Incumbent or the Wardens; and who contribute regularly to the support of the Parish according to its appointed methods.

Section 2. Membership List. A list of all such voters shall be kept in the Parish, under the direction of the Clergy Incumbent, or if there be no Clergy Incumbent, of the Senior Warden, by the Clerk, for the use of the Parish meeting; which list shall be closed against further entries at least two weeks before any election.

ARTICLE II — PARISH MEETINGS

Section I — Annual Parish Meeting.

(a). Time and Place — There shall be one (1) Annual meeting of the Parish of St. Mark's Episcopal Church (the "Parish") which shall be held on the Church premises each year on a Sunday in January to be designated by the Vestry or at such other time as shall be appointed by a regular meeting of the Vestry.

(b). Notice — Notice of the time and place of the Annual meeting shall be published in the Church Bulletin for the two Sundays preceding the date of the meeting, shall be announced at each regular service on said Sundays, and shall be posted on the principal entrance of the Church and at the entrance to the office of the Church.

(c). Quorum — Twenty (20) members of the Parish entitled to vote at a Parish meeting shall constitute a quorum at any Annual or special meeting of the Parish.

(d). Presiding Officer — The Clergy Incumbent shall preside at all parish meetings. In the absence of the Clergy Incumbent, one of the Wardens shall preside.

(e). Order of Business at the Annual Meeting — 1. The daily Offices of the Church 2. Reading of minutes and approval 3. Report of the Wardens 4. Report of the Treasurer 5. Reports of Committees and Groups 6. Election of officers 7. Old Business 8. New Business 9. Report of Clergy Incumbent

Section 2 Special Parish Meetings.

(a). A Special Parish Meeting may be held at any time, on the written order of the Bishop, or of the Clergy Incumbent, or by resolution of the Vestry; or on a petition to the Bishop; or to the Vestry; but such petition must in every case be signed by not less than one third (1/3) of the number of members entitled to vote at the Parish Meeting preceding; and all such orders, resolutions or petitions shall specify the time and the place of such meeting, and the business to be considered thereat.

(b). Notice of such Special Parish Meeting shall be read publicly in Church at the principal service on the two Sundays next preceding the holding of the same, posted on the principal entrance of the Church and at the entrance to the office of the Church; which notice shall specify the time and place of meeting, the business to be considered thereat and by whose order the meeting is called.

(c). Such meetings shall be presided over by the Clergy Incumbent; or in the absence or at the request of the Clergy Incumbent, by the Bishop; or in the absence of the Clergy Incumbent and the Bishop, by one of the Wardens.

Section 3 – Vestry Meetings

(a) Regular Meeting. Regular meetings of the Vestry shall be held at least quarterly and at such times as the Vestry shall determine by resolution.

(b) Special Meetings

(i) Called by Clergy Incumbent or Vestry Members. Special meetings of the Vestry shall be called at any time at the request of the Clergy Incumbent or any two members of the Vestry. At least twenty-four hours' notice of special meetings shall be given to all members of the Vestry. The notice shall specify the business of the meeting to be considered at such special meeting and no other business shall come before the meeting.

(ii) Called by the Bishop. The Bishop of the Diocese, upon at least two weeks written notice to the Clergy Incumbent, Wardens and Clerk may call a special meeting of the Vestry at which the Bishop shall preside to consider exclusively such business as the Bishop shall have specified to them in the Bishop's written notice.

(c) Quorum. No business shall be transacted at any meeting of the Vestry unless there be present the Clergy Incumbent, or in the event of the Clergy Incumbent's absence, one of the Wardens, and a total of at least six (6) members including the Clergy Incumbent and/or a Warden.

No action affecting the rights or interests of the Clergy Incumbent shall be taken at any meeting at which the Clergy Incumbent has not had the opportunity to be present.

(d) Voting

(i) In-person voting For for passage, any proposal, act or decision before the vestry requires a majority (51%) vote of those present at the vestry meeting when a quorum (see above) has been achieved. To be "present" includes physical presence, presence by phone, speaker phone, or other technological device.

(ii) Email voting. For passage, any proposal, act, or decision requires a 100% vote from all Vestry members.

Section 4 — Rules of Order. The deliberations of all meetings of the Parish and of the Vestry and all committees or guilds of the Parish shall be governed by parliamentary law based on the rules and practices of Congress as set forth in Roberts Rules of Order subject, however, to such modifications as may be adopted by the several bodies.

ARTICLE III — OFFICERS

Section 1 — Clergy Incumbent. The Clergy Incumbent shall have such duties, powers, and authorities as are provided and directed by the Constitution and the Canons of the Church of the Diocese of Wisconsin and in the Constitution and Canons of the Church in the United States and in the Doctrine, Discipline, and Worship of the Church as appears in the Book of Common Prayer.

Section 2— Wardens. There shall be a Senior Warden and a Junior Warden. Wardens shall have such duties, powers and authorities as are provided and directed by the Constitution and the Canons of the Church of the Diocese of Wisconsin and in the Constitution and Canons of the Church in the United States and in the Doctrine, Discipline, and Worship of the Church as appears in the Book of Common Prayer.

The Wardens shall be elected at the annual Parish meeting for a term of one (1) year and may be elected to two (2) additional one (1) year terms and shall hold office until their successors are

appointed and qualify. At the conclusion of a third consecutive term, there shall be an interval of at least one year before being elected as either Warden again. .

Section 3 — Vestry.

(a). Composition. The Vestry shall consist of the Clergy Incumbent, the Wardens, and nine (9) Vestry persons, all entitled to vote. The Vestry persons shall serve staggered terms. Three Vestry persons shall be elected at each annual meeting of the Parish, for terms of three (3) years and maybe elected for a second three year term.

At the end of a second consecutive term, there shall be an interval of at least one year before being elected to the Vestry again. Prior service as a Vestry member shall not preclude election as a Warden immediately subsequent to the Vestry term.

All members of the Vestry shall be communicants and shall have been baptized. No person who has previously served on the Vestry shall be elected to the Vestry unless at least a year has elapsed between the expiration of his or her prior term and the commencement of the term for which such person is elected to serve.

(b). Powers and Duties. The Vestry shall have such powers, duties, and authorities in the management and control of the properties and affairs of the Parish as are provided and directed by the Constitution and Canons of the Church of the Diocese of Wisconsin and in the Constitution and Canons of the Church in the United States and in the Doctrine, Discipline, and Worship of the Church as expressed in the Book of Common Prayer. The Vestry shall have such further duties, powers and authorities not inconsistent with the foregoing as are customarily enjoyed by directors and trustees of regular business corporations and associations.

(c). Rules. The Vestry may adopt such rules and regulations as to procedure at meetings and the management of the affairs of the Parish as are not inconsistent with the Canons or these Bylaws.

Section 4 — Treasurer. The Treasurer shall be elected annually by the Vestry at its meeting immediately following the annual Parish meeting for a term of one (1) year and may be elected to two (2) additional one (1) year terms and shall hold office until his or her successor is appointed and qualifies. The Treasurer shall have such duties, powers and authorities as are provided by the Constitution and Canons of the Church of the Diocese of Wisconsin and by the Constitution and Canons of the Church in the United States and in the Doctrine, Discipline, and Worship of the Church as expressed in the Book of Common Prayer and such further duties, powers and authorities as may be directed by the Vestry.

Section 5 — Clerk. The Clerk shall be selected annually by the Vestry at its meeting immediately following the annual Parish meeting. The Clerk shall have such duties, powers and authorities as are provided by the Constitution and Canons of the Church of the Diocese of Wisconsin and

by the Constitution and Canons of the Church in the United States and in the Doctrine, Discipline, and Worship of the Church as expressed in the Book of Common Prayer and such further duties, powers and authorities as may be directed by the Vestry.

Section 6 — Duties of Other Officers, Agencies, Committees, Guilds and Employees. The duties, powers and authorities of other officers, agencies, committees, guilds, and employees shall be those that are directed and empowered by the Vestry.

ARTICLE IV — DEPUTIES TO THE DIOCESAN CONVENTION

Three deputies and three alternates to the Diocesan Convention shall be elected at each annual meeting. All shall be communicants of St. Mark's in good standing and their duties, powers, and authorities as are provided by the Constitution and Canons of the Church of the Diocese of Wisconsin and the Constitution and Canons of the Church of the United States and in the Doctrine, Discipline, and Worship of the Church as expressed in the Book of Common Prayer and such further duties, powers and authorities and obligations as may be directed by the Clergy Incumbent, Wardens, and Vestry persons or by the Vestry at its regular meeting or a meeting called specially for that purpose.

ARTICLE V — AMENDMENT OF BYLAWS

Section 1 — Proposals to Amend Bylaws Any proposal to amend, change, suspend or repeal the Bylaws shall be considered by the Vestry and shall require a two thirds (2/3rds) majority of the Vestry in order to submit the matter to a vote of the congregation at a Special or Annual Meeting of the Parish.

Section 2 — Voting on Proposal to Amend Bylaws Upon submission to the Parish congregation at a Special or Annual Meeting, a simple majority vote of Members present and eligible to vote is required to adopt such proposed action.

Section 3 — General Rule of Majority Vote. Every act or decision done or made by a majority of the members present at a duly held meeting at which a quorum is present shall be the act or decision of the members, unless the law, the Articles of Incorporation of the Corporation or these Bylaws require a greater proportion.

ARTICLE VI - INVESTMENTS

It is the intent of the Parish to provide mechanisms for saving and financial growth to promote both the short- and long-term mission of the church. Therefore, the Church shall establish and maintain trusts where the principal balance may be reduced according to the specific allocation of the funds, and endowments where the principal may not be utilized. For avoidance of doubt, the endowments shall provide long-term income via the gains made by the principal and the principal may never be withdrawn.

In support of the Church's short- and long-term mission, accounts shall be established and maintained as both trusts and endowments to support:

- 1) Ongoing Church and Building Operations
- 2) Music
- 3) Education
- 4) Outreach

Donors may contribute to these funds as they desire based on whether they would like to see their donation plus investment gains utilized for these purposes via the trusts, or whether they would like only the gains from their investments utilized via the endowments.

All accounts in support of the above shall be held at reputable institutions as approved by a simple majority of the Vestry. The utilization of funds shall be approved by a two-thirds majority vote by the Vestry according to the restrictions set forth by the individual account purposes as described above.