

By-Laws

Of

Global Episcopal Mission Network, Inc.

As amended

October 14, 2011

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Article I. Membership, Corporation Annual Election and Special Meetings

A. Membership

1. All dioceses of the Episcopal Church may become members of GEMN. Each member Diocese may designate as many as two Representatives.
2. General Membership: Individual Episcopalians affiliated with a mission or parish and Diocese of the Episcopal Church may become members of GEMN.
3. Mission related organizations and agencies of the Episcopal Church may become members of GEMN. Each member organization and agency may designate as many as two Representatives.
4. Diocesan Representatives, General Members, and Representatives from Organizations and Agencies may be considered by the GEMN Board appointed Nominating Committee for service on the GEMN Board of Directors.
5. Annual Dues shall be established by the GEMN Board of Directors.

B. Date

The annual meeting and election of the Corporation shall be held in each calendar year at such time and place as may be determined by the Board of Directors.

C. Notice

1. Notice of the annual meeting shall be given in writing personally, by courier, by first class mail or by facsimile or other electronic means reasonably expected to reach the intended recipient. Such notice shall be given not less than 10 days nor more than 50 days before the date set for such meeting to each member entitled to vote at such meeting and directed to contact information as it appears on the record of members, or if a member shall have filed with the secretary of the corporation a written request that notices to such member shall be directed to some other address, then to such address. As to any member who attends a meeting without protesting, promptly after the call to order of such meeting, the lack of notice of such meeting, and as to any member who submits a signed waiver of notice, the giving of notice as above described may be dispensed with.
2. An affidavit of the Secretary or other person giving notice of either a special or regular meeting that the notice required by this section has been given shall be prima facie evidence of the facts therein stated.

D. Voting & Quorum

1. One-third of the members of the corporation shall constitute a quorum necessary for the transaction of business at the meeting.
2. Diocesan Representatives, General Members, and Representatives from Organizations and Agencies are entitled to voice and vote at the annual meeting.
3. All Members may attend any annual or special meeting of the corporation, who, upon presenting certification satisfactory to the secretary of the corporation shall be entitled to cast a vote. Voting by proxy is not permitted.

E. Agenda

1. Call to order and opening prayer.
2. Proof of notice of meeting or waiver thereof.
3. Reading of minutes of last annual meeting or waiver thereof.
4. Report of officers.

- 5. Reports of committees.
- 6. Election of directors.
- 7. Dismissal.

F. Special Meetings

- 1. Special meetings of the members for any purpose or purposes, may be called by the president of the Board of Directors, and shall be called by the president at the request in writing by 10 percent of the members. The notice for meeting shall comply with 1 C of these By-Laws. Special Meetings may be held on any day at the hour and place fixed by the Board of Directors.
- 2. No business other than that specified in the call for the meeting shall be transacted at any special meeting of the members, except upon the unanimous consent of all members entitled to notice thereof.

Article II. Board of Directors

A. Management of the Corporation

The business of this corporation shall be managed by its Board of Directors.

B. Number of Directors

The Board of Directors of this corporation shall consist of 12 directors. Each director shall be a voting member of the organization.

C. Increase or Decrease in the Number of Directors

- 1. The number of Directors may only be increased or decreased by amendment to the by-laws.
- 2. If the number of directors be changed, the apportionment by class of additional or remaining directors shall be so arranged as to make the number of members of each class as equal in number as possible.

D. Election and Appointment of Directors

The twelve directors shall serve in rotating classes, with four directors in each class. Their term of office for elected directors shall be three years. Article II-C-1 above allows for an amendment of by-laws to change this number.

E. Term

The term of office of directors shall not exceed two consecutive terms. A former director may be re-elected for board service after the passage of one year, following two consecutive terms.

F. Vacancies

If for any reason there is a vacancy among directors, the vacancy or vacancies so created may be filled by vote of the Board of Directors and the director or directors so elected shall hold office until the next annual meeting of the corporation at which the election of directors is in the regular course of business and until the successor or successors have been elected and qualify

G. Removal of Directors

Any or all of the directors may be removed for or without cause at any annual or special meeting of the members by the affirmative vote of a majority of the votes cast at such meeting by the members entitled to vote in the election of such director or directors.

H. Removal of Directors for Cause

Any or all of the directors may be removed for cause by vote of the directors at any regular or special meeting.

I. Quorum

In all meetings of the Board of Directors the quorum necessary for the transaction of business shall consist of a majority of the entire number of members of the board, but not less than four directors.

J. Participation by Conference Telephone

Any one or more members of the Board of Directors may participate in a meeting of such board by means of a conference telephone or similar equipment which allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

K. Meetings

1. Action required or permitted to be taken by the Board of Directors or a Committee thereof may be taken only at a meeting.
2. At least one regular meeting of the Board of Directors shall be held each year. At least ten days written notice shall be given each member of the Board of every special meeting, stating the purpose of such special meeting.

Article III. Officers – Powers and Duties**A. Offices and Terms of Office**

The officers of this corporation shall consist of a President, a Vice President, a Treasurer, and a Secretary. They shall be appointed by the Board of Directors, except that the Secretary and Treasurer need not be directors.

B. President

The President shall preside at all meetings of the Board of Directors and of the members. He or she shall have general charge and supervision of the affairs of the corporation and shall sign all documents in the name of the corporation, when authorized to do so by the Board of Directors. The President shall be ex-officio a member of all committees, and shall perform all other duties incidental to his or her office.

C. Vice President

The Vice president shall undertake all duties assigned to this office by the Board of Directors and shall, in the absence of the President, preside at meetings.

D. Treasurer

The Treasurer shall have the care and custody of all the funds and securities of the corporation and of all deeds, insurance policies and other valuable documents relating to its property, and shall deposit the same in the name of the corporation in such depositories or through such agents as may be designated by the Board of Directors. The Treasurer shall make no investments of moneys without the express approval of the Board of Directors, and shall disburse no funds in excess of \$1,000, except on written order of the President or other duly authorized official. Together with such other officials as may be appointed by resolution of the Board of Directors for that purpose, the Treasurer shall have the authority to sign checks, drafts and notes for the payment of money but shall deliver the same only with the approval of the Board or of a duly authorized official. Before assuming office, the Treasurer shall deposit with the corporation a surety company bond or other guaranty, satisfactory to the Board, for the faithful performance of his, her or its duties, and shall render to the Board and the members, at each regular meeting, and not less often than annually, a full statement of the financial affairs of the corporation.

E. Secretary

The Secretary shall keep a record of all meetings of the members and of the Board of Directors, and shall attend to the mailing, posting and publication of all notices of such meetings and of nominations of candidates for election. In the absence of any contrary direction, the Secretary shall conduct all correspondence on behalf of the Board of Directors. The Secretary shall have charge of the seal of the corporation, and of such books, record and other papers as the Board of Directors may direct.

Article IV. Officers & Directors – Miscellaneous**A. Removal**

Any officer may be removed by the Board of Directors at any time for any reason or no reason.

B. Interested Directors and Officers

Any contract or other transaction between this corporation and one or more of its directors or officers, or between this corporation and any other corporation, firm, association or other entity in which one or more directors or officers are directors or officers, or have a substantial financial interest, and which provides for an expenditure of \$1,000 or an amount in excess thereof, shall be voidable by the corporation unless approved by resolution of the Board of Directors, such interested director not voting or being counted to constitute a quorum for any meeting where such contract is presented for approval. No such contract shall be entered into if it would result in the denial of tax exemption under §503 or §507 of the Internal Revenue Code and its Regulations as they now exist or as they may be amended. In no event, however, shall any person or other entity dealing with the corporation be obligated to inquire into the authority of the trustees and officers to enter into and consummate any contract, transaction or other action.

C. Compensation

No director or officer of this corporation shall receive any compensation for his or her services. Reasonable out-of-pocket expenses, approved in principle in advance by the

Board of Directors may be payable to any person incurring such expenses in the performance of his or her official duties on behalf of the corporation.

Article V. Investments

Subject to the limitations and conditions contained in any gift, devise or bequest, the Board of Directors of the Corporation may invest its funds in such securities, investments, or other property, real and personal, located within or without the State of New York, as it in its sole discretion shall deem advisable without being restricted to those classes of securities which are lawful for the investment of trust funds under the laws of the State of New York and in particular may make community, program and mission based investments in such manner and amounts as it shall deem appropriate.

Article VI. Exempt Activities

Notwithstanding any other provision of these by-laws, no member, director, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under §501 © (3) of the Internal Revenue Code or its Regulations as they now exist or as they may be amended, or by an organization contributions to which are deductible under §170(c) (2) of such Code and Regulations as they now exist or as they may be amended.

Article VII. Reports

The President shall report annually in writing to the members on all activities of the corporation.

Article VIII. Indemnification

A. Legal Fees

If any director or officer of the corporation is made a party to any civil or criminal action or proceeding, any administrative proceeding or investigation of any proceeding under the Canons of any Diocese of the Episcopal Church in the United States of America, or is required by subpoena or otherwise to attend and give testimony in any such proceeding or investigation in any matter arising from the performance by such director or officer of his or her duties for or on behalf of the corporation, then, to the full extent permitted by law, the corporation, upon affirmative vote of the Board of Directors, a quorum of directors being presented at the time of the vote who are not parties to the action or proceeding, may:

1. Advance to such director or officer all sums found by the Board, so voting, to be necessary and appropriate to enable the director or officer to conduct his or her defense, or appeal, or appear and give evidence, in the action or proceeding; and
2. Indemnify such director or officer for all sums paid by him or her in the way of judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred, in connection with the action or proceeding, or appeal therein, subject to the proper application of credit of any sums advanced to the directors or officer pursuant to clause (a) of this Article VI.

B. Insurance

The Board of Directors may authorize the purchase of appropriate insurance indemnifying the corporation or any of its officers, directors, employees, agents or any other person acting on behalf of the corporation on account of any alleged wrongful act.

Article IX. Seal

The corporate seal of the corporation shall be in the form impressed upon the margin opposite to this Article IX, to wit: two concentric circles, the outer containing the name Global Episcopal Mission Network, Inc. and the inner the words and figures "Incorporated 1996, New York County N.Y." The Board of Directors may change the form of seal or the inscription thereon at pleasure.

Article X. Amendments and Changes

The by-laws of the corporation may be amended or new by-laws may be enacted by majority vote of the members at a general meeting, or any special meeting called for that purpose.