

**PARISH BYLAWS FOR
St. John's Episcopal Church, Alamogordo NM**

Article 1. GENERAL

1.1. General. These Bylaws are the Bylaws of St. John's Episcopal Church, a New Mexico non-profit corporation, for the Parish in Alamogordo, New Mexico (the "Parish").

1.2. Authority. These Bylaws are adopted under the authority of the Constitution and Canons of both The Episcopal Church ("TEC") and the Episcopal Diocese of The Rio Grande (the "Diocese"), as well as are adopted under the authority of Law of the State of New Mexico.

1.3. Purpose and Powers.

1.3.1. Parish. The purpose of this Parish is to be a Parish in New Mexico, of TEC and the Diocese, and the powers are those of a Parish as an integral subordinate unit and part of each.

1.3.2. Corporation. The purpose of this Corporation is to manage the affairs of and conduct the business of the Parish, and the powers are those of a corporation organized for that purpose as an integral subordinate unit and part of TEC and the Diocese. This Corporation is incorporated as a convenience to assist in the conduct of the temporalities of the Parish, but to remain subordinate to the Parish, and to stand as an agent of the Parish to hold title to property with power to manage and control the same in accordance with the interest of the Parish.

1.4. Powers, Limitations.

1.4.1. Canon Law. This Parish and this Corporation shall be subject to, conform to, and abide by the Constitution and Canons of TEC and the Diocese as they exist now and are amended in the future. Any action taken or bylaw adopted by this Parish, or this Corporation is void to the extent that is inconsistent with or in violation of either the Constitution and Canons of TEC or the Diocese

1.4.2. Trust. All real and personal property held by or for the benefit of this Parish or this Corporation is irrevocably held in trust for TEC, the Diocese, and this Parish; however, the existence of this trust shall in no way limit the power and authority of this Parish or this Corporation otherwise existing over their respective property so long as this Parish and this Corporation remain a part of, and subject to, the Constitution and Canons of TEC and the Diocese.

1.4.3. Property. This Parish and this Corporation shall not acquire, encumber or alienate any real property they are authorized by civil or canon law to hold, manage, or administer or any part thereof except as expressly permitted in Canon 6 of the Diocesan Canons.

1.5. Powers, Corporate. Corporate powers, business and property of this Corporation shall be exercised, conducted and controlled by the Rector, Wardens, and Vestry of this Parish, who

collectively shall be deemed to be the Board of Directors for all purposes under the laws of the State of New Mexico.

1.6 Officers. The officers of the Corporation will be:

1.6.1 President. The Rector of the Parish (the “Rector”) elected in the manner provided by the Canons and the Ecclesiastical Authority of the Diocese, will be the President of the Corporation. The President will be the principal executive officer of the Corporation, will, in general, supervise and control all the business of the Corporation, and will have such other duties as set forth in these Bylaws.

1.6.2 First Vice President. The Senior Warden of the Parish (the “Senior Warden”) will be appointed by the Rector from a member of the Vestry (the “Vestry”). The Senior Warden will be the First Vice President of the Corporation. The Senior Warden will preside as the principal executive officer of the Corporation in the absence of the Rector and will have such other duties as provided in the Canons or as assigned by the Vestry from time to time.

1.6.3 Second Vice President. The Junior Warden of the Parish (the “Junior Warden”) is a member of the Vestry and shall be elected annually by the Vestry. The Junior Warden will be the Second Vice President of the Corporation. The Junior Warden will preside as the principal officer of the Corporation in the absence of both the Rector and the Senior Warden and will have such other duties as provided in the Canons or as assigned by the Vestry from time to time.

1.6.4 Secretary. The Secretary of the Vestry, elected by the Vestry, will be a member of the Vestry. The Secretary of the Corporation will attest to any corporate documents needed to be signed by the President along with any other duties prescribed by the Vestry.

1.6.5 Treasurer. The Vestry will elect annually the treasurer.

Article 2. MEMBERSHIP

2.1. The admission, election, appointment, withdrawal, suspension, and expulsion of members of this Parish shall be governed and controlled by the respective Constitution and Canons of TEC and of the Diocese.

Article 3. THE RECTOR

3.1. The Rector, subject to the Bishop of the Diocese, shall have ultimate responsibility for all things pertaining to or affecting the spiritual interests of the Parish. It shall be the Rector’s duty and right to give orders concerning public worship, together with all that pertains thereto.

3.2. The Rector shall at all times, be entitled to the use and control of the Church and Parish buildings with their appurtenances and furnishings for purposes of the office and for the full and free discharge of all their functions and duties.

3.3. The Rector shall have general supervision of all Parish organizations. The Rector shall be an ex-officio member of each council, committee, and commission.

3.4. The Rector, or authorized designee, shall preside at all Parish or Vestry meetings with the right to vote, except that as the presiding officer of the Vestry or Parish Meeting, the Rector shall not have a casting vote in case of a tie. (A casting vote is an additional vote granted to a presiding officer to break a tie vote.)

3.5. Any other Minister of the Parish, by whatever name designated, is to be regarded as under the authority of the Rector.

3.6. The Rector shall supervise and control, subject to the direction of the Vestry, all officers, agents, and employees of the Parish.

3.7. All powers and duties may be exercised and performed by the Rector as conferred or imposed upon the Rector in these Bylaws, or by law, or by the respective Constitution and Canons of TEC or the Diocese.

3.8. The Rector, or in the absence of a Rector, the Senior Warden of the Parish shall keep a suitable book to be known as the "Parish Register," in which shall be entered all records prescribed by the Constitution and Canons of the Diocese.

3.9. When the Cure of a Parish becomes vacant, the Vestry shall follow the procedures stipulated by Diocesan Canon 14, Section 5.

Article 4. THE VESTRY

4.1. Power and Authority

4.1.1. Subject to the provisions and limitations of the Diocesan Canons and any other applicable state laws, and subject to any limitations in the articles of incorporation or these Bylaws relating to action requiring approval by the members, and in accordance with the respective Constitution and Canons of TEC and the Diocese, the Vestry shall be and constitute the directors who, by the laws of the State of New Mexico, are empowered and authorized to manage the affairs and conduct the business of the Parish.

4.1.2. By virtue of their election as a member of the Vestry, they shall become and be the directors of the Corporation.

4.1.3. Whether elected, chosen, convened, acting or referred to as a Vestry or otherwise, they shall always be deemed to be the same body and as acting in all capacities in which they may be authorized to act under statutory or canonical law or both.

4.2. Number and Composition

4.2.1. The Vestry shall consist of 6 (six) members, plus the Rector who shall be the presiding officer.

4.2.2. Any proposed change in the number of Vestry members, which number may be not fewer than 3 nor more than 15, shall be announced by the person officiating at Sunday worship services at least thirty (30) days prior to any Parish election.

4.2.3. Members of the Vestry shall be Qualified Voters of the Parish.

4.2.4. Vestry members shall not be under suspension as communicants; but no suspended communicant who shall have appealed to the Bishop to remove such suspension shall be disqualified, as a member of the Vestry, until the Bishop has passed upon such an appeal and sustained the suspension.

4.2.5. All members of the Vestry, except the Rector, shall be lay persons.

4.2.6 Two or more persons who are immediate family members, or who reside in the same household, may not serve on the Vestry at the same time, except by permission of the Bishop.

4.3. Terms and Method of Election

4.3.1. The term of each member of the Vestry shall be three years. Terms shall begin on the date of election by the Parish at the Annual Parish Meeting and shall end on a date that a successor is elected at the Annual Parish Meeting three years thereafter and has qualified.

4.3.2. The terms of Vestry members shall be staggered; so that at any Annual Parish Meeting only one third of the full-term seats on the Vestry shall be considered for election. The seats that are considered for election shall be those of the Vestry members who have served for three years. One third of the remaining seats on the Vestry will be occupied by incumbents who have unexpired terms of two years remaining, and one third of the remaining seats on the Vestry will be occupied by incumbents who have unexpired terms of one year remaining. Upon establishment of a new Parish, Vestry members shall be elected as follows: one-third to serve for a period of one year, one-third to serve for two years, and one-third to serve for three years.

4.3.3. When a member of the Vestry resigns, dies, is disqualified, or ceases to act for any reason, a replacement shall be appointed by a majority of the remaining members of the Vestry, and shall serve until the next Annual Parish Meeting. In the absence of Vestry members to act or in their failure to act, the appointment may be made by the Bishop. At the next Annual Parish Meeting the Parish electors shall elect a replacement Vestry member, who shall serve for the balance of the unexpired term of the resigned member.

4.3.4. If this Parish has thirty (30) or more Adult Communicants, a retiring Vestry member who has served a full three (3) year term shall not be eligible for election to the Vestry until one year after the expiration of the full term.

4.4 Meetings of the Vestry

4.4.1. Regular meetings of the Vestry shall be held at least 10 times per year, and at least once per calendar year quarter, at a regular time and place that it or the Rector shall set. A quorum for a meeting of the Vestry shall consist of a majority of all members thereof, all having been given due notice of the meeting, provided one of the quorum must be the Rector or a Warden.

4.4.2. No meeting of the Vestry shall be valid unless either the Rector or a designee of the Rector is present.

4.4.3. The Rector or the Rector's designee shall preside at all Vestry meetings.

4.4.4. Special Meetings

4.4.4.1. Special meetings may be called at any time by the Rector, a Warden, or the Bishop, upon such notice as determined by the Vestry, given by first-class mail, or by telephone, including a voice messaging system or by electronic transmission by the Parish, to each member of the Vestry. The notice shall list the time, place, and purpose of the meeting.

4.4.4.2. Electronic transmission by the Parish means a communication (a) delivered by (1) facsimile telecommunication (fax) or electronic mail (e-mail) when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the Parish, (2) posting on an electronic message board or network which the Parish has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof, or (3) other means of electronic communication, (b) to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

4.4.4.3. Notice of a meeting need not be given to a member who provided a waiver of notice or consent to holding the meeting or an approval of the minutes thereof in writing, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to that member. These waivers, consents and approvals shall be filed with the Parish records or made a part of the minutes of the meetings.

4.4.6. The decisions of the Vestry shall be by majority vote, provided a quorum is present, unless otherwise specified in these Bylaws, Standing Orders, or by statutory or Canon law. The Rector shall have the right to vote at all Vestry meetings; however, the presiding officer of the Vestry shall not have a casting vote in case of a tie.

4.4.7. Members of the Vestry may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission by and to the Parish. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this section constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the Parish, other than conference telephone and electronic video screen communication pursuant to this section constitutes presence in person at that meeting, if both of the following apply:

4.4.7.1. Each member participating in the meeting can communicate with all of the other members concurrently.

4.4.7.2. Each member is provided the means of participating in all matters before the Vestry, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Vestry.

4.4.8. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members, if any action taken is approved by at least a majority of the required quorum for that meeting, or a greater number as is required by statute, canon, the articles or these Bylaws.

4.4.9 The affirmative vote of a majority of the members of the Vestry at any meeting where a quorum has been attained will be required for any action of the Vestry, provided that the Vestry may conduct votes by e-mail on matters that arise in between regularly scheduled meetings so long as notification of the matter to be voted upon is sent to all members of the Vestry, approved by a quorum of the Vestry and ratified at the next scheduled meeting, whether regular or special of the Vestry.

4.4.10. All Vestry meetings will be open to any member of the congregation. The Vestry may go into closed session by a majority vote of the Vestry members present only to discuss personnel matters, litigation or sensitive matters. Any decisions reached in closed session will be reported out to the full Vestry.

4.5 Duties of the Vestry

4.5.1 The Vestry or the Senior Warden, at the Annual Parish Meeting, shall make a full written report of the condition of the Parish in every aspect of ministry.

4.5.2 The Vestry shall have responsibility for the business matters of the Parish, including providing, and keeping in good order, a house of worship and all the necessary furnishings and appointments of the same; providing all things necessary to the carrying on of the work of the Parish and making payments of all Parish obligations, including the Fair Share and other obligations of the Parish.

4.6 Removal of Vestry Member

A member of the Vestry may be removed as provided in Canon 14, Section 3 of the Diocesan Canons.

Article 5. OFFICERS

5.1 Selection of Officers

5.1.1. The Rector shall call a meeting of the Vestry as soon as possible after the election at the Annual Parish Meeting to elect officers as required.

5.1.2. At this meeting, the Senior Warden shall be appointed by the Rector from among the Vestry. The office of the Senior Warden shall not exceed three consecutive (3) years and shall be subject to the term limits described in Canon 14, Section 1 of the Diocesan Canons.

5.1.3. The Junior Warden shall be elected from among the Vestry by the Vestry. The term of office of the Junior Warden shall not exceed three consecutive (3) years and shall be subject to the term limits described in Canon 14, Section 1 of the Diocesan Canons.

5.1.4. Both Wardens must be Qualified Voters of the Parish. The Wardens shall serve until the next Annual Parish Meeting.

5.1.5. At the same meeting, the Vestry shall elect a Clerk and a Treasurer, who need not be members of the Vestry. The Clerk and Treasurer shall by virtue of their election become Clerk and Treasurer, respectively, of this Corporation. They shall continue in office until their successors are elected. An Assistant Clerk and an Assistant Treasurer may also be appointed.

5.2. Duties of Officers

5.2.1. Wardens

5.2.1.1. It shall be the duty of the Wardens to supervise the care, protection, and maintenance of the Church and other buildings of the Parish, to see that they are kept in decent repair and to guard them against use prohibited by the Canons of the Church. They shall also see that all things needed for the orderly worship of God and for the proper administration of the sacraments are provided at the expense of this Parish and they shall discharge such other duties as may devolve upon them by provisions of the Canons of the Church.

5.2.1.2. Wardens shall perform all other duties which are assigned to them by the Vestry, the Rector and the Canons of the Convention of this Diocese.

5.2.2. Clerk

5.2.2.1. The clerk shall be secretary of the Vestry and shall act as secretary of this Corporation and shall perform the duties required of such office as well as other duties as may be prescribed in these Bylaws.

5.2.2.2. It shall be the duty of the Clerk to attend all meetings of the Vestry and of the Parish, to take minutes of their proceedings and when such minutes have been approved to enter and attest the same in the Minute Book of the Vestry and Parish; to act as Clerk of this Corporation and as such to attest to the public acts of the Vestry, to preserve the journals and record of this Parish, and to perform such other duties as may be lawfully assigned to the Clerk.

5.2.2.3. The Clerk shall keep and preserve in the Parish Office a printed copy of the current Constitution and Canons of the Diocese, the Manual of Business Methods in Church Affairs, as well as the Articles of Incorporation, and Bylaws. These documents as a whole shall constitute and be known as the Book of Bylaws. In addition, the Book of Bylaws shall be open to inspection by the Parish Members during office hours, and a copy shall be present at all meetings of the Vestry.

5.2.2.4. The Clerk shall deliver into the hands of their successor all the books and papers relative to the affairs of the Parish which may be in the Clerk's possession.

5.2.3 Treasurer

5.2.3.1 The Treasurer shall perform the usual functions of such office as well as such other duties as may be prescribed in the Bylaws of this Parish.

5.2.3.2. It shall be the duty of the Treasurer to receive and account for all monies collected under authority of the Vestry. No money shall be disbursed except as authorized by a budget adopted by the Vestry or by other authority granted by the Vestry. All checks shall be signed by two officers of the Parish.

5.2.3.3. The Treasurer shall receive, invest, and disburse all moneys not required for immediate use, including but not limited to endowment funds, restricted funds, capital funds, and operating funds, subject to policies and procedures adopted by the Vestry to manage investments and the Manual of Business Methods in Church Affairs.

5.2.3.4. The Treasurer shall present to the Parish at the Annual Parish Meeting a full and accurate statement of all moneys received and paid during the year preceding.

5.2.3.5. Books of Accounts shall be kept so as to provide the basis for satisfactory accounting. Books of Accounts shall be open at all times to the inspection of the Rector, Interim Rector, Wardens, and Vestry Members.

5.2.3.6. All accounts shall be audited annually following the close of the calendar year as required by the policies and Canons of the Diocese of The Rio Grande by persons who are not members of the Vestry, or in any way connected with the subject matter of the account.

5.2.3.7. The Treasurer shall be subject to the direction of the Vestry in all matters pertaining to the duties of this office and shall receive and answer all questions as to the state of the treasury.

Article 6. COUNCILS, COMMITTEES, AND COMMISSIONS

6.1. With the consent of and supervision of the Rector, the Vestry may establish such Councils, Commissions, and Committees as it determines necessary or convenient to carry out the work of the Parish.

Article 7. RECORDS

7.1. Great care shall be taken to preserve church records. The Rector shall be the custodian of the Parish. Upon vacating the Cure, the Rector shall deposit the Register with the Senior Warden of the Parish, or the Office of the Bishop.

7.2. When a new Parish Register shall be begun, the old one shall be sent to the Diocesan Archives for safekeeping, unless the Parish has a place for safekeeping satisfactory to the Bishop.

7.3. The Parish Register as adopted by the General Convention shall be the standard for this Parish and every Rector shall make the proper entries in the Register of the Parish, as required by the Canons of the TEC.

Article 8. MEETINGS

8.1. Purpose. An Annual Parish Meeting shall be held annually for the election of members of the Vestry, Lay Delegates to Diocesan Convention, and Alternate Lay Delegates to Diocesan Convention, for the reception of reports, and for the transaction of other business which may legally and canonically come before the meeting.

8.2. Schedule. At a duly convened meeting held not later than the last Monday in December, the Vestry shall set the date and time of the Annual Parish Meeting. The Annual Parish Meeting shall be held on some convenient date and time between the first day of January and the last day of February in each year.

8.3. Notice. Notice of the Annual Parish Meeting shall be given during all services held on the two Sundays preceding such Parish meeting.

8.4. Presiding Officer. The Rector shall preside, with right to vote, at all Parish meetings. The presiding officer of the Parish Meeting shall not have a casting vote in case of a tie.

8.5. Special Parish Meetings. A Special Parish Meeting may be held at any time on the written call of the Rector or one of the Wardens, or if there is no Rector, by the Bishop. The written call shall set forth the date, time, and place of the special meeting and shall set forth the business which it is proposed to transact at such a meeting. Notice of the special meeting shall be given by reading aloud the written call of such special meeting during all services held on a Sunday on which all regular services are held in the Parish Church upon such notice as the Vestry shall prescribe in advance of the special meeting. At the Special Meeting no business other than that set forth in the written call shall be in order.

8.6 Qualifications of Electors. At any Parish meeting those qualified to vote shall be Qualified Voters of the Parish as defined in Canon 1, Constitution and Canons of the Diocese.

8.7. Quorum. At any meeting of the Parish those present shall constitute a quorum for the transaction of business.

8.8. Method of Balloting. The Vestry, Lay Delegates to Convention, and their Alternates shall be elected by secret written ballot or by acclamation. No person shall be permitted to vote by absentee or proxy ballot.

8.8.1. An appeal from the certified result of the election shall lie to the Bishop. In case of such appeal, the Bishop shall re-canvass the vote and ascertain and declare the result of the election. Their decision upon such appeal shall be final.

8.9.2. The number of Lay Delegates to Diocesan Convention and Alternate Lay Delegates to Diocesan Convention shall be determined in accordance with Canon 2, Section 1(b) of the Constitution of the Diocese and Canons of the Diocese of the Rio Grande. The Lay Delegates from this Parish shall be elected by the Annual Parish Meeting. The Parish shall also elect Alternate Delegates in the same manner as the Delegates. In the event Delegates are unable to serve, the Rector shall fill the vacancy, first from the Alternates, and if the Alternates are unable to serve, from adult communicants in good standing in this Parish.

8.9.3 A candidate for position of delegate or alternate to the Diocesan Convention or Convocation shall be a qualified voter of the Parish, as defined in the Canons.

Article 9. FINANCIAL

9.1. Control. All donations, bequests, pledges, and any other funds or property received by the Parish will be under control of the Vestry. Parish committees and organizations may have separate accounts only by authorization of the Vestry and any Parish committees or organizations with separate accounts must render an accounting to the Treasurer at least annually.

9.2 Designated Gifts. When any donor or testator designates that a monetary gift or bequest to or for the benefit of the Parish is subject to any terms or conditions, then any such sum will be kept apart from the general fund. Any such gift must be approved by the Vestry. The Vestry will be responsible for selecting appropriate ways to administer these sums. Disbursement of any such funds will be by a resolution of the Vestry.

9.3 Budget The Vestry will prepare an annual budget for the Parish each fiscal year. The budget will be approved at the Annual Meeting of the corporation. The budget may be amended as necessary, but any amendment will require a resolution of the Vestry. If the budget is amended by the Vestry, a copy of the amended budget will be provided to members of the Parish within thirty (30) days after any such amendment is approved by the Vestry. The officers of the Parish may continue to pay the ordinary and necessary operating expenses of the Parish, which are duly approved by the Vestry, after the end of the fiscal year until the budget for the following fiscal year has been approved by the members of the Parish.

9.4 Annual Audit. The Audit Committee will audit the books and accounts of the Parish as of the close of each fiscal year and will prepare and submit a written audit to the Rector and the Senior Warden not later than the last day of May each year for presentation to the Vestry at its June meeting. All reports of such audits, including any memorandum issued by the Audit Committee regarding internal controls or other accounting matters, together with a summary of action taken or proposed to be taken to correct deficiencies or to implement recommendations set forth in any such memorandum, will be filed with the Bishop or Ecclesiastical Authority, and a copy provided to the Audit Committee, not later than 30 days following the date of such report, and in any event, not later than September 1 of each year, covering the financial reports of the previous calendar year. An outside audit must be performed every three (3) years.

9.5 Loans and Contracts. No loans or contracts may be entered into, modified, amended, rescinded, or terminated by the Corporation unless authorized by a resolution of the Vestry.

9.6 Checks. The Treasurer of the Parish, or in the Treasurers absence, the Senior Warden or Secretary is authorized to sign on behalf of the Parish all checks and drafts. Two signatures are required. The Vestry may authorize other persons to sign checks and drafts in the absence of the above-named officers, provided that the signatures are on file with the financial institution involved.

Article 10. CONSTRUCTION

10.1. The provisions of these Bylaws shall be construed to be consistent with the respective Constitution and Canons of the TEC and the Diocese, or the laws of the State of New Mexico governing the Diocese. Capitalized terms which are found in Definitions, Canon 1, Constitution and Canons of the Diocese of the Rio Grande carry the definitions contained in that Canon.

Article 11. RULES OF ORDER

11.1. Robert's Rules of Order, Revised, (current edition) shall be the authority in deciding questions of order and procedure, except when the respective Constitution and Canons of the TEC and the Diocese, or these Bylaws are otherwise applicable.

Article 12. AMENDMENTS

12.1. These Bylaws may be amended, changed, or new bylaws may be adopted by a majority vote of the Vestry and ratified by a two-thirds (2/3) vote of Qualified Voters of the Parish present and voting at an Annual Parish Meeting, provided a quorum is present at each; nevertheless, inasmuch as this Parish and Corporation, having been organized to further the aims and objectives of the Christian religion as expressly practiced by TEC and the Diocese, are subject to, must conform to, and abide by the respective Constitution and Canons thereof as they exist now and are amended in the future, any action taken or Bylaw adopted by this Parish or Corporation is void to the extent that is inconsistent with or in violation of these Constitutions and Canons.

12.2 Effective Date; Approval. Upon adoption by the Vestry by a majority vote and a two thirds (2/3) vote of the Qualified voters of the Parish present and voting at an Annual Parish Meeting, provided a quorum is present, these Bylaws and any amendments thereto shall be sent to the Bishop for review for conformity to the Canons by the Bishop and the respective State's Chancellor. Upon approval as to conformity by the Bishop and Chancellor, these Bylaws and any amendments thereto shall take effect immediately.

CERTIFICATES OF ADOPTION

KNOW ALL PEOPLE BY THESE PRESENTS: That we, the undersigned, being the Rector, Senior Warden, Junior Warden, and Members of the Vestry of _St. John's Episcopal Church, a New Mexico non-profit corporation, and of the Parish of the Diocese of the Rio Grande_ located in Alamogordo New Mexico, hereby certify that the foregoing Bylaws were duly adopted at a regular meeting of the Vestry held on the ___ day of _____, 20__ and by the Parish at an Annual Parish Meeting held on _____20__.

IN WITNESS THEREOF, we have subscribed our names as follow.

Date:_____,20___ _____ Date:_____,20___ _____
Date:_____,20___ _____ Date:_____,20___ _____
Date:_____,20___ _____ Date:_____,20___ _____

I certify that I am the duly elected and acting Clerk of St. John's Episcopal Church, a New Mexico non-profit corporation, and that the Bylaws, consisting of 12 pages, are the Bylaws of this corporation as adopted by its Board of Directors on_____, and as ratified by a majority of Qualified Voters of the Parish present and voting an Annual Parish Meeting regularly held on _____, 20__. and that the Bylaws have not been amended or modified since that date.

Executed on _____, 20___ at _____, New Mexico,

Clerk

APPROVED:

BISHOP, DATE: _____

CHANCELLOR, DATE: _____