

**By-Laws of the Episcopal Foundation
of the Diocese of East Carolina
Incorporated
(As Amended)**

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ARTICLE I: The officers of the Corporation shall be a Chairman; a Vice Chairman; a President; a Vice President; a Secretary; and a Treasurer; and such other officers as the Directors from time to time deem advisable. The office of Secretary and the office of Treasurer may be held by the same individual.

ARTICLE II: The seal of the Corporation shall be in the following form, to wit-the word “Seal” surrounded by two concentric circles with the words “The Episcopal Foundation of The Diocese of East Carolina, Incorporated” in the margin between circumference of the two said circles.

ARTICLES III: The affairs of the Corporation shall be managed by a Board of Directors of not less than seven (7) persons and not more than thirty (30) persons to be nominated by the Bishop of the Diocese and elected by the Diocesan Convention. The Trustees of the Diocese shall at all times be members of the Board of Directors, nominated and elected as described, and they shall be included in determining the number of directors within the above limits. Such management shall be in accordance with the By-Laws of the Corporation; provided however that the Bishop of the Diocese of East Carolina shall be at all times Chairman of the board of Directors and the Chancellor of the Diocese Vice Chairman of the Board; provided also that the Bishop Coadjutor shall be a member of the Board of Directors. The members of the Board of Directors shall be elected for a term of four years, unless otherwise specified at the time of election, by the Diocesan Convention in session at the time of the expiration of the term of their predecessors in office, and such retiring Directors shall hold office until their successors are elected and qualified.

ARTICLE IV: The exact number of the Board of Directors, within the above limits, may be increased or decreased from time to time, as the affairs of the Corporation may render proper, by the Annual Convention of the Diocese of East Carolina, upon nomination by the Bishop. Upon nomination by the Bishop, associate Directors not exceeding five (5) in number, may be appointed by the Directors of the Corporation from time to time to serve from the date of their appointment until the adjournment of the next Annual Diocesan Convention. All Directors, other than the Bishops of the Diocese, shall be persons who are interested in the work of the Episcopal church in the Diocese of East Carolina. The removal of any Director from the Diocese of East Carolina or the severance of his membership in the Protestant Episcopal Church in the Diocese of East Carolina shall automatically work a cancellation of his position

1 as a Director in By-Laws of the Episcopal Foundation this Corporation. And all vacancies
2 occurring on said Board of Directors shall be filled by the Board and such persons elected to
3 fill such vacancies shall hold office for the unexpired portion of the terms of their respective
4 predecessors.

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6 ARTICLE V: The annual meeting of the Directors of the Corporation shall be held on the day
7 prior to the assembling of the Annual Diocesan Convention of the Diocese of East Carolina, at
8 the place where said Convention is to be held. If for any cause the meeting is not held on the
9 day preceding the assembling of said Convention, it shall be held during the time of the Con-
10 vention or as soon thereafter as is convenient. If for any reason the said annual meeting is not
11 held at one of the times above provided, it shall be held at a time and place to be
12 fixed by the Bishop after conference with the President and Secretary.

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14 ARTICLE VI: General or special meetings of the Directors of the Corporation may be called
15 by the President or any three members of the Board of Directors at such time and place as
16 shall be indicated in such call after at least three days notice by mail to all of the members of
17 the Board of Directors.

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19 ARTICLE VII: There shall be an Executive Committee consisting of the Bishop and the Presi-
20 dent of the Corporation, who are Ex-Officio members of said Executive Committee, and five
21 Directors who shall be elected annually by the Board of Directors from its membership. The
22 Secretary of the Executive Committee shall be appointed by the President of the Corporation
23 but the Secretary need not be a Director of the Corporation. The Bishop or the President of
24 the Corporation, together with three of the other members of the Executive Committee, shall
25 constitute a quorum for the transaction of business and shall by majority vote possess and ex-
26 ercise all the powers and duties of the
27 Board of Directors with reference to all matters, but only when the Board of Directors is not
28 in reference to all matters, but only when the board of Directors is not in session. The Execu-
29 tive Committee shall keep a record of all of its proceedings which shall be certified by the
30 Secretary of the Executive Committee under his hand and which record shall be read at the
31 next meeting of the Board of Directors. The Secretary of the Executive Committee shall call
32 meetings of the Executive Committee upon the request of the Bishop or of the President or
33 upon request of any three members of the Executive Committee.

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35 ARTICLE VIII: All conveyances of real property by the Corporation shall be executed in the
36 name of the corporation by the President or the Vice President and attested by the Secretary
37 or Assistant Secretary of the Corporation and the corporate seal attached thereto. No convey-
38 ances of real estate or bills of sale or transfers of securities, or stocks or other personal prop-
39 erty shall be made except by authority of a resolution duly passed by majority vote at a duly
40 constituted meeting of the Executive Committee.

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1 ARTICLE IX: The duties of the secretary and the duties of the treasurer shall be prescribed by
2 the Board of Directors of the Corporation.

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4 ARTICLE X: A majority of the total number of Directors shall be necessary to constitute a
5 quorum for a valid meeting of the Board of Directors for the transaction of business and per-
6 formance of duties imposed on the Board of Directors by the Charter of this Corporation or by
7 the By-Laws thereof.

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9 ARTICLE XI: The Directors shall designate a depository for the Funds of the Foundation,
10 which depository may also be Custodian of all securities of the Foundation, and the Directors
11 in their discretion may authorize the depository and Custodian to also act as Fiscal Agent for
12 the Foundation. The Fiscal Agent selected by the Executive Committee of the Foundation
13 shall be approved by the Board of Directors.

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15 ARTICLE XII: At the Annual Diocesan Convention at which Directors of the Corporation are
16 to be elected as hereinbefore provided, the number of Directors for the ensuing term of four
17 years shall be fixed by the Convention and the Convention shall then elect the number of Di-
18 rectors so specified who shall hold office for four years from the adjournment of the Conven-
19 tion at which they are elected until their successors are elected and qualified.

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21 ARTICLE XIII: The Bishop of the Diocese of East Carolina shall Ex-Officio be a member of
22 all of the Committees of the Board of Directors. The Chancellor of the Diocese of East Caro-
23 lina shall Ex-Officio be a member of the Board of Directors.

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25 ARTICLE XIV: These By-Laws may be altered, amended or repealed at any meeting of the
26 Board of Directors. Such change in By-Laws shall be reported to the next Annual Diocesan
27 Convention for its consideration and approval.

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29 ARTICLE XV: The Charter of the Foundation may be altered or amended by the Board of
30 Directors. Such alteration or amendment shall not be legally implemented under the laws of
31 North Carolina until the same shall have been reported to the next Annual Diocesan Conven-
32 tion.

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