

BY-LAWS
OF
EPISCOPAL COMMUNICATORS, INCORPORATED

ARTICLE I.

NAME AND FUNCTIONS

Section 1. The name of this corporation shall be Episcopal Communicators, Incorporated.

Section 2. Consistent with the Objective of Episcopal Communicators, Incorporated to be a network of support, advocacy and education for persons with ministries in communications in The Episcopal Church in our mutual ministry and mission and to enable the professional development of those with communication responsibilities in the Episcopal Church, the purposes and functions of Episcopal Communicators, Incorporated are:

- ♦ Strengthening the community of the Protestant Episcopal Church in the United States of America otherwise known as The Episcopal Church;
- ♦ Fostering the development of communications expertise within The Episcopal Church;
- ♦ Serving as an advocate for the ministry of communications within The Episcopal Church;
- ♦ Providing a forum for discussion of communications issues in The Episcopal Church;
- ♦ Providing mutual support and fellowship of communicators within The Episcopal Church;
- ♦ Providing education in this ministry to enable professional development of Communicators in The Episcopal Church;
- ♦ Engaging in any other activities permitted to an organization classified as tax exempt under Section 501(c)(3) of the Internal Revenue Code (IRC).

Section 3. All policies and activities of this corporation shall be consistent with all applicable federal, state and local antitrust, trade regulation or other legal requirements and all applicable tax exemption requirements, including the requirement that the corporation not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

ARTICLE II.

MEMBERSHIP

Section 1. REGULAR membership shall be open to any individual with ministry in communications within the Episcopal Church at the national, regional, diocesan or congregational levels, including but not limited to print, audio-visual, electronic media, Internet and public affairs functions. Each REGULAR MEMBER shall be entitled to one vote each on any matter before the Membership.

Section 2. ASSOCIATE membership shall be open to people with an interest in Episcopal communications who otherwise do not qualify for Regular Membership. An applicant shall become an Associate Member unless the Board of Directors determines such applicant is not entitled to Associate Member status for good cause shown. ASSOCIATE MEMBERS shall have voice at meetings but shall not be eligible to vote, hold office, or submit entries for the Polly Bond Awards.

Section 3. HONORARY or LIFE MEMBERS may be created by the Board of Directors for good cause shown and granted to deserving individuals. HONORARY or LIFE MEMBERS shall have voice at meetings but shall not be eligible to vote, hold office, or submit entries for the Polly Bond Awards.

Section 4. Applicants whose work has appeared in Episcopal media from engagement in a freelance role or relationship are eligible for full or associate membership as the Board of Directors determines, for good cause shown.

Section 5. Membership dues shall be established by the Board of Directors at least sixty (60) days prior to the beginning of each fiscal year and shall be due no later than May 1 of each year. All officers and candidates for office must be Regular members with dues paid.

Section 6. Any Member delinquent in dues or in the payment of contributions promised in writing shall be considered a member not in good standing and such Member's privileges, including but not limited to voting, shall be suspended during the period of delinquency and until such time as the arrearage is paid and such Member's dues are paid currently.

Section 7. Membership in Episcopal Communicators, Incorporated is non-assignable. Any Member may resign from membership by giving written notice thereof to the Secretary or Treasurer, whereupon such resignation shall become effective; providing, however, no refund of any payment by such Member shall be made. The membership of any Member shall terminate, without any other action, if the minimum annual dues shall not have been paid before the expiration of three calendar months after which such dues were payable.

Section 8. The Board shall review membership criteria and categories at least annually to assure compliance with all applicable laws and regulations.

ARTICLE III.

ANNUAL MEETING

Section 1. An annual meeting of the members of Episcopal Communicators, Incorporated shall be held each year on a day or days and at a place within or without the District of Columbia as determined by the Board of Directors.

Section 2. The Annual Meeting shall be held wherever and whenever called by the Board upon seven (7) days written notice to all members.

Section 3. Members shall be entitled to one vote on any matter before the Annual Meeting. The presence of at least Ten (10) per cent of the membership shall be necessary and sufficient to constitute a quorum for the transaction of business. A majority of votes cast when a quorum is present shall be the act of the corporation, except as may be otherwise specifically provided by statute or by certificate of incorporation or by these by-laws.

Section 4. If a quorum shall not be present at any Annual Meeting, the directors present at the meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

ARTICLE IV.

BOARD OF DIRECTORS

Section 1. The Board of Directors shall have full control and management of all affairs of Episcopal Communicators, Incorporated, including revisions to the annual budget between annual meetings, subject to these bylaws and the District of Columbia Nonprofit Corporation Act.

Section 2. The Board of Directors shall consist of up to Eleven (11) members. Six (6) such Directors shall be elected by the Membership. One Director shall be the President. One Director shall be the Treasurer, who shall serve with voice, but without vote, unless the Treasurer is also an elected member of the Board. One Director, who shall serve *ex officio* with voice but without vote, shall be the Director of Communications of the Protestant Episcopal Church in the United States of America or his or her delegate, if such delegation is approved by the Board. The Immediate Past President shall be a Director for a one year term in the year immediately following his or her Presidential term and shall serve with voice, but without vote. One Director may be appointed by

majority vote of the Board of Directors for a one year term, renewable for a maximum of three years, for the purpose of giving a wider spectrum of diversity to the Board or to address interests of the organization not otherwise represented on the Board, such Director to serve with voice and vote.

Section 3. Two (2) Directors shall be elected at each annual meeting, with nominations for each year presented to the Membership by the Nominating Committee. Members may also nominate candidates for the Board from the floor at the Annual Meeting. An elected director shall serve one (1) three year term and may not be re-nominated at the end of his or her term, with such candidate next eligible for nomination one year after the end of his or her term. To maintain staggered director service terms, no more than two (2) directors may be elected or appointed in any one year, except as required by removal or vacancy. Elections also shall be held to fill unexpired terms. A Director or member may stand for election as President at any time.

Section 4. If a Director vacancy occurs between annual meetings, the Board by majority vote may appoint a member to fill the vacancy until the next annual meeting. A Director's term shall be deemed to be vacant if the Director has missed two meetings of the Board, including the annual meeting, unless the Board votes to grant an exemption.

Section 5. An individual serving as a Director may serve as Director a maximum of six (6) consecutive years, except this limitation shall not apply to the Immediate Past President serving as Director as described in Section 2 above.

MEETINGS OF THE BOARD

Section 6. The directors of Episcopal Communicators, Incorporated may hold their meetings both regular and special either within or without the District of Columbia. Meetings of the Board of Directors shall be open to attendance by the membership, excepting that the Board may meet in executive session for good cause shown.

Section 7. Regular meetings of the Board may be held upon seven (7) days written notice at such time and place as shall from time to time be determined by the Board. Regular meetings may be conducted by means of telephonic or other electronic communications if approved by a majority of the Board.

Section 8. Special meetings of the Board shall be held upon seven (7) days written notice wherever and whenever called by the President or by at least five (5) Directors. Special meetings may be conducted by means of telephonic or other electronic communications if approved by a majority of the Board.

Section 9. The Board may act by mail ballot or written consent on matters deemed appropriate for such action if a consent in writing setting forth the action to be taken or taken shall be signed by each and every director entitled to vote on the matter.

Section 10. Directors shall be entitled to one vote on any matter before the Board of Directors. At all meetings of the Board, the presence of at least two-thirds of the directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business. A majority of the votes cast when a quorum is present shall be the act of the Board of Directors except as may be otherwise specifically provided by statute or by certificate of incorporation or by these by-laws.

If a quorum shall not be present at any meeting of directors, the directors present at the meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 11. At all meetings of the Board of Directors, the President, or in his or her absence the Secretary, shall preside. The record of the proceedings of the meeting shall be kept by the Secretary or an Assistant Secretary, or in the absence of such officers, by a person chosen by the Board under the supervision of the Secretary.

INDEMNITY

Section 12. The Corporation shall indemnify each person who is or becomes a Director, Officer, committee member, or employee of the Corporation, against the reasonable expenses actually and necessarily incurred by or imposed upon such person in connection with the defense of any action, suit or proceeding, and any appeal therein, in which he is a party by reason of any act or omission or alleged act or omission by him in such capacity.

Section 13. Such indemnification is applicable to any action, suit or proceeding, civil or criminal, whether instituted by a Member in behalf or in the right of the Corporation or by others, and to any such person who is at the effective date hereof or becomes after that time a Director, Officer, committee member, or employee of the Corporation, whether or not such person continues in such capacity at the time the expenses are incurred or imposed.

Section 14. The term "reasonable expenses" shall include without limitation court costs and expenses, reasonable attorneys' fees, and the amount paid by or in behalf of such person to the Corporation in or as a part of settlement. The Corporation shall advance such expenses as necessary.

Section 15. Any disposition of such action, suit or proceeding other than by final judicial determination of the merits shall be deemed to be by settlement. The settlement and the expenses incurred incident and pursuant thereto by such person shall be deemed reasonable expenses if the Board determines that such are reasonable in nature and in amount.

Section 16. In the event the Corporation has in force a policy of insurance covering the indemnity of officers and directors, the amount of indemnification provided for herein shall not exceed the monetary limits of the Corporation's insurance policy, the

amount of which shall be determined annually by the Board of Directors. Further, such indemnification shall not apply to any expense incurred or imposed:

(a) in any action, suit or proceeding instituted by the Corporation or in any settlement thereof;

(b) in any action, suit or proceeding in which such person is adjudged guilty of a crime;

(c) in any civil action, suit or proceeding, or in any appeal therein, in relation to matters as to which it is adjudged that such person wrote or spoke or otherwise acted with actual malice; or

(d) in any other civil action, suit or proceeding, or in any appeal therein, in relation to matters as to which it is adjudged that such person is liable for negligence or misconduct in the performance of his duty to the Corporation.

Section 17. Such indemnification shall not be deemed exclusive of any other rights to which the person indemnified may be entitled under any provisions of any statute or common law, or the articles of incorporation, or any other by-law, or any agreement, or vote of the Board, or otherwise.

Section 18. Such indemnification shall inure to the benefit of the heirs, executors, administrators, legal representatives and estate of any such person in the event of his death, to the same extent as if such person were living.

Section 19. To the extent not inconsistent with any pertinent judicial determination, the Board shall have the full and exclusive discretion to determine the applicability and proper amount of indemnification hereunder in any particular case. No person shall be entitled to indemnification who does not make written request therefor together with full disclosure of all information deemed relevant and desirable by the Board. Any person seeking indemnification hereunder shall be deemed interested and is disqualified from participating in any determination by the Board in connection therewith. The Board of Directors shall act by majority vote of its disinterested Members, and if there are none disinterested, the determination shall be made by independent counsel employed by the Corporation for this purpose.

ARTICLE V.

OFFICERS

Section 1. The officers of Episcopal Communicators, Incorporated shall be a President, a Secretary, and a Treasurer. One person shall not hold more than one office. In addition to the specific duties enumerated in this Article, officers shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 2. The Board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 3. The officers of Episcopal Communicators, Incorporated shall hold office until their successors are chosen and qualify in their stead. An officer elected or appointed by the Board may be removed for cause at any time by the Board. If the office of any officer becomes vacant for any reason, that vacancy shall be filled by the Board.

Section 4. The PRESIDENT shall be elected by the Membership at an Annual Meeting to a three-year term and may not stand for election as President again until the next annual meeting after his or her term has expired. Nominations for President shall be presented to the Membership by the Nominating Committee. Members may also nominate candidates for President from the floor at the Annual Meeting.

The President shall preside at all meetings of the members and at all meetings of the Board of Directors. The President shall appoint the chair of each committee. The President may be a member *ex officio* of all committees. The President shall be the spokesperson for the organization.

Section 5. The SECRETARY shall be appointed by the Board of Directors from within its membership. The Secretary shall supervise the keeping of the books and records of Episcopal Communicators, Incorporated, including but not limited to preparing the minutes of the annual meeting and all Directors meetings. The Secretary shall be responsible for notifying the membership about Board of Directors meetings and the Annual Meeting. The Secretary shall also perform all other duties from time to time assigned to him or her or to his or her direction by the Board. The Secretary may delegate such of these duties as appropriate to an assistant Secretary/Treasurer with notice to and the agreement of the Board.

Section 6. The TREASURER shall be appointed by the Board of Directors from among the Regular Members for a two-year term, and may be reappointed to a maximum of three consecutive terms. The Treasurer shall be responsible for the finances of the organization; shall have custody and control of the funds and securities of Episcopal Communicators, Incorporated; shall be responsible for all moneys and property of the organization in his custody; shall collect all dues and pay normal expenses; shall maintain the list of dues-paying members; and, shall prepare an annual budget and financial statement for approval by the Board and adoption by the membership at the annual meeting.

The Treasurer shall perform all such financial duties in conformance with the financial controls and policies as established by the Board from time to time by resolution. The Treasurer shall also perform all other duties from time to time assigned to him or her or to his or her direction by the Board. The Treasurer may delegate such of these duties as appropriate to an assistant Treasurer with notice to and the agreement of the Board.

ARTICLE VI.

COMMITTEES

Section 1. There shall be five standing committees of Episcopal Communicators, Incorporated: The Polly Bond Awards Committee, The Site Selection and Meeting Planning Committee, The Nominating Committee, The Professional Standards and Development Committee, and The Membership Committee.

Section 2. The Board shall appoint the members of all committees. Each committee shall be composed of at least one member of the Board of Directors and such other members and in such number as the Board determines appropriate. In all committee appointments, the Board shall endeavor to appoint individuals who are representative of all aspects of the organization's membership. The Chair of each committee shall be appointed by the President from among those appointed to the Committee.

Section 3. The Board may create such other committees and task forces as it deems necessary for the good of the organization.

ARTICLE VII.

REMOVAL FOR CAUSE

Section 1. Any elected officer or director of Episcopal Communicators, Incorporated may be expelled for conduct on his part likely in the opinion of the Board to endanger the welfare, interest or character of Episcopal Communicators, Incorporated by a unanimous affirmative vote of all votes entitled to be cast by members of the Board excepting the vote of the officer or director subject to expulsion; provided, however, that notice in writing, together with a copy of charges and specifications, shall have been sent to such officer or director at least twenty (20) days before the meeting of the Board where such action is being considered. An officer or director so accused may appear before the Board and have legal representation at said meeting of the Board.

ARTICLE VIII.

NOTICES

Section 1. Whenever under the provisions of the statutes, or of the certificate of incorporation or of these by-laws, notice is required to be given to any director or Member, it shall not be construed to mean personal notice, but such notice may be given in writing, by either post or electronic mail addressed to such director or at such address as appears on the books of Episcopal Communicators, Incorporated and such notice shall be deemed to be given at the time when the same shall thus be mailed.

Section 2. Whenever any notice is required to be given under the provisions of the statutes or of the certificate of incorporation, or of these by-laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance by a director at any meeting, regular or special, shall constitute waiver of failure of notice.

ARTICLE IX.

CONTRACTS, LOANS AND BANK ACCOUNTS

Section 1. The Board may authorize by resolution an officer or officers, agent or agents, employee or employees in the name of or on behalf of Episcopal Communicators, Incorporated, to establish bank accounts and other repositories of organization funds, to enter into any contracts or execute and deliver any instrument or sign any checks, drafts or other orders for the payment of money or notes or other evidences of indebtedness, and such authority may be general or confined to specific instances.

Section 2. All officers, employees and agents entrusted with the handling of funds or property of Episcopal Communicators, Incorporated in accordance with Section 1 above shall furnish, at the expense of the Corporation, a fidelity bond approved by the Board in such sum as the Board shall prescribe.

ARTICLE X.

DISSOLUTION

Section 1. Episcopal Communicators, Incorporated may be dissolved upon resolution of the Board of Directors and notice of said resolution being given to the Members. The resolution shall be voted upon by the Members at any regular or special meeting and an affirmative vote of at least two-thirds of the Member votes entitled to be cast by the members present at the meeting shall be required to approve dissolution. In the event of dissolution or final liquidation of Episcopal Communicators, Incorporated, none of the property of the corporation nor any proceeds thereof shall be distributed to or divided among any of the directors or officers of the corporation or inure to the benefit of any individual.

Section 2. Upon approval of the resolution for dissolution of Episcopal Communicators, Incorporated, all of its assets remaining after payment and discharge of its duties, obligations, and liabilities shall be distributed to organizations organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes and qualify for recognition as described in Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be

distributed to the federal government, or to a state or local government, for a public purpose.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in which the principal office of the corporation is then located exclusively for the purposes described in Section 501(c)(3) or to such organization or organizations as said Court shall determine are organized and operated exclusively for such purposes.

ARTICLE XI.

AMENDMENTS

Section 1. Subject to any applicable provisions of law, these bylaws may be amended or repealed at a Board of Directors meeting upon approval by at least two-thirds of the votes outstanding. Amendments to these Bylaws may also be proposed at an annual meeting either by resolution of the Board or by motion from the membership and shall become effective if approved by a majority of the membership votes outstanding.

ARTICLE XII.

MISCELLANEOUS

Section 1. Seal. The Board shall provide a suitable seal containing the name of Episcopal Communicators, Incorporated, the year of its creation and the words "Corporate Seal -- District of Columbia" or other appropriate words, which seal shall be in charge of the Secretary to be used as directed by the Board of Directors.

Section 2. Fiscal Year. The fiscal year of Episcopal Communicators, Incorporated shall commence January 1st and end December 31st of each year or otherwise as the Board may determine.

Section 3. Office. The registered office shall be in the city of Washington, District of Columbia. Episcopal Communicators, Incorporated may have offices at such other places both within and without the District of Columbia as the Board of Directors may from time to time determine.

Section 4. Procedure at Meetings. Robert's Rules of Order Newly Revised shall govern the proceedings of all meetings of Episcopal Communicators, Incorporated and its Board, if not inconsistent with these bylaws.