

CHARTER OF CHRIST CHURCH CORPORATION (EPISCOPAL)

As Amended by the Annual Meeting of the Parish on March 15, 2009

ARTICLE I

Name and Duration

The name, style and title of the Corporation shall be: CHRIST CHURCH CORPORATION (EPISCOPAL), and under this name it shall have and enjoy all of the rights, powers, privileges and advantages granted by law to corporations organized for literary, scientific, religious or charitable purposes; and particularly, except as may be herein otherwise provided, it shall have and enjoy all of the rights, powers, privileges and advantages granted in the Legislative Acts of its creation, namely, Act approved July 3, 1805, and Act approved May 2, 1806, of the Legislative Acts of the Territory of Orleans, and especially the right to perpetual succession granted to it in said Acts.

ARTICLE II

Domicile and Process

The Corporation shall have its domicile in the City of New Orleans, State of Louisiana, and all citation or other legal process shall be served upon the Senior Warden, or the Junior Warden, at the registered office of the Corporation, which is hereby declared to be Number 2919 St. Charles Avenue. All litigation shall be by suit conducted in the name of CHRIST CHURCH CORPORATION (EPISCOPAL).

ARTICLE III

Objects and Purposes

Section I. The objects and purposes of the Corporation are hereby declared to be: the worship of Almighty God according to the Doctrine, Discipline and Worship of the Protestant Episcopal Church in the United States of America; and the formation and support of a Protestant Episcopal Church, and/or Cathedral, in the City of New Orleans, State of Louisiana; and in the pursuance of said objects and purposes, to erect, acquire, establish, own, operate and maintain one or more churches or places of worship, missions, parish houses, rectories, deaneries, schools, columbaria, and cemeteries; and to do any and all things germane, incidental and necessary to carry said objects and purposes into full effect.

Section II . In order to carry out its objects and purposes, this Corporation shall be capable in law, and shall have full power to have, purchase, receive, take, acquire, hold, possess, enjoy and retain to it and its successors, lands, rents, tenements, hereditaments, stock, goods, chattels, and effects of what kind, nature or quality soever, whether real, personal or mixed, by gift, grant, demise, bargain, sale, bequest,

testament, legacy or by any other mode of conveyance or transfer whatsoever; and to give, grant, bargain, sell, convey, transfer, assign, alienate, abandon, deliver, covenant, affect, mortgage, hypothecate, and otherwise dispose of, and also to improve and augment such property, lands, tenements, hereditaments, stock, goods, and chattels of all natures whatsoever of which it may become possessed.

ARTICLE IV

Membership

Section I. The membership of this Corporation shall consist of those persons whose names are now, or may hereafter be entered, on the Parish Register of the Corporation as a result of baptism, transfer, reception, or confirmation.

Section II. The voters of the Corporation at annual and other meetings of the Corporation shall possess those qualifications as may from time to time be set forth in the Canons of The Diocese of Louisiana.

Section III. The Parish Register of the Corporation shall be final and conclusive in all respects as to membership in the Corporation; and the books of the Treasurer of the Corporation shall be conclusive as to the contributions of members, requisite to suffrage.

ARTICLE V

The Vestry

Section I. The temporal powers of this Corporation shall be vested in, and the management and control of its temporal affairs shall be exercised by, a board of managers known as the Vestry.

Section II. The Vestry of this Corporation shall consist of the Rector who shall have the status and title of Dean, when there is one, and not fewer than ten (10) nor more than sixteen (16) Vestrymen who shall be confirmed adult members of this Corporation entitled to vote; a majority of the Vestrymen actually serving as such shall constitute a quorum for the transaction of business; provided that the Vestry shall not have power to hypothecate, mortgage, or sell immovable property of the Corporation, unless there be present and voting in favor thereof a majority of the entire Vestry. The Vestry's authority to act by majority vote is further subject to the limitations set forth in Articles VIII and IX.

Section III. (a) Not less than forty-five (45) days prior to the Annual Meeting in each year, the Dean, or in the event of his absence or inability to act, the Senior Warden, or in the event of his absence or inability to act, the Junior Warden, shall appoint a committee to nominate candidates to fill vacancies on the Vestry for the ensuing year. The nominating committee shall consist of five (5) qualified voters of the Corporation and shall include the retiring members of the Vestry not eligible for re-election. It shall be the responsibility of the nominating committee to provide a list of candidates for vacancies on the Vestry.

(b) Notice of the appointment of the members of the committee and a copy of this Section III of Article V of the Charter shall be mailed to qualified voters no less than forty-five (45) days before the Annual Meeting. Candidates may be suggested to the nominating committee; additionally, not less than twenty (20) days before the Annual Meeting, ten (10) qualified voters of the Corporation may submit a petition to the nominating committee to place in nomination the name of a person eligible for election to the Vestry. Not less than fifteen (15) days prior to the Annual Meeting the committee shall cause to be mailed to all qualified voters the names and brief biographies of all nominees for membership on the Vestry, whether nominated by committee or by petition. At the Annual Meeting no nominations shall be permitted from the floor. The names of all candidates nominated by the committee or by petition, if the nominees be different, shall be placed on a written ballot and distributed at the Annual Meeting to the qualified voters.

(c) Nominees for membership on the Vestry shall be elected by the qualified voters of the Corporation at each Annual Meeting. All elections of Vestrymen shall be conducted by written ballot and shall be under the supervision of three supervisors of election, who shall be qualified voters of the Corporation, other than members of the Vestry, and who shall be appointed by the Dean at the Annual Meeting. Those nominees receiving the greatest number of votes shall be elected to fill the vacancies in the order of their plurality; provided, however, that should a tie vote exist between two or more nominees and there shall not exist sufficient vacancies for all nominees receiving such equal number of votes to be elected, the balloting shall continue between such nominees until the tie be broken and the necessary plurality be obtained.

Section IV

Section IV. At the Annual Meeting there shall be elected new Vestrymen so that the number of lay persons on the Vestry shall consist of at least ten (10), but no more than sixteen (16). The number of new Vestrymen to be elected at each Annual Meeting shall be set by the Vestry and included in the fifteen (15) days Notice sent pursuant to Article V, Section III (b). The new Vestrymen shall be elected for terms of four (4) years each, so that the Vestry shall consist of at least ten (10) and no more than sixteen (16) lay persons plus the Dean; provided that at no subsequent election shall any Vestryman be eligible for re-election until one Ecclesiastical Year after the expiration of the term for which he shall have just served immediately preceding said election unless the term was a partial term for a period of two years or less.

[Article V, Section IV of the Charter was amended b vote of the Vestry on March 8, 2008 pursuant to the provisions of Article VIII].

Section V. If, from any cause whatever, the election for Vestrymen be not held at the time provided in this Charter, its corporate existence shall not thereby be affected,

but it shall be the duty of the Dean, or the Senior Warden, or in his stead, the Junior Warden, to cause such election to be held within the shortest delay after notice, in the manner provided in this Charter, for elections at the regular time.

Section VI. At the first meeting of the Vestry held after the annual election in each year, the Vestry shall elect, from among its members, a Senior Warden and a Junior Warden who shall serve as such until the next annual meeting and election, and until their successors shall have been elected and shall have qualified.

Section VII. If a vacancy or vacancies occur in the lay membership of the Vestry for any cause other than expiration of term, the Vestry shall have power to fill such vacancy or vacancies, provided the person or persons thus chosen shall possess the qualifications of Vestrymen as set forth in Section II of this Article. Should a Vestryman, whether a Warden or not, fail or neglect without just cause (whereof the Vestry, shall be the judge) to attend three (3) consecutive regular meetings of the Vestry, after due notice of the same, his place may be declared vacant by the affirmative vote of not fewer than eight (8) Vestrymen, and the Vestry may in such case forthwith fill such vacancy as in other cases.

Section VIII. All meetings of the Vestry shall be called (and must be called on the written request of three (3) Vestrymen), and presided over by the Dean, after due notice sent by the Secretary. In the absence or inability from any cause of the Dean, the Senior Warden, or in his stead, the Junior Warden, shall call and preside over meetings. The presiding officer of the Vestry shall be entitled to vote on all questions, but not to an additional vote in case of a tie.

In the event of an emergency situation, the Dean or Senior Warden or, in the absence of both, the Junior Warden is authorized to call an immediate meeting of the Vestry. For establishment of a quorum and voting, the Vestry members may be physically present or in contact by telephone or other electronic device.

Section IX. The Vestry shall have full power to make and pass all such bylaws, rules and regulations for the government of the temporal affairs of this Corporation, for the defining of the duties of the officers, and generally for the well being of this Corporation, as to them may appear needful; provided the same not be inconsistent with the Constitution of the United States, or with the laws and Constitution of the State of Louisiana, or with the provisions of this Charter, and not in derogation of the Constitutions and Canons of the Protestant Episcopal Church in the United States of America, and of the Diocese of Louisiana.

Section X. The Vestry shall keep a regular record of its proceedings, and for that purpose shall have power to appoint, but not necessarily from among its own membership, a Secretary whose duty it shall be to record all of the proceedings of the Vestry in a book to be kept for that purpose. The Vestry shall have power to appoint, but not necessarily from its own membership, a Treasurer of this Corporation, and such other officers as may to them seem advisable.

ARTICLE VI

Meetings

Section I. There shall be an annual meeting of the members of the Corporation on such date between each January 1st and June 1st as the Vestry by-laws may provide, which meeting shall be held in Christ Church Cathedral or its Parish Hall of which at least fifteen (15) days written notice shall be given by the Secretary by depositing such notice in the United States Mails, postage prepaid, addressed to the last known address of each member of the Corporation as shown by its books, not less than fifteen (15) days prior to such meeting. Announcement of the time and place of such annual meeting also shall be given at a public Service of Worship in the Corporation's place of worship, on the two Sundays immediately preceding such meeting.

Section II. Other meetings of the congregation may be called by the Dean or by the Vestry, and shall be called by the Vestry upon the written request of One Hundred (100) members of the Corporation qualified to vote; and of such meetings notice shall be given as provided in Section I of this Article.

Section III. Annual and called meetings of the Corporation shall be presided over by the Dean, if there is one or, in his absence or inability for any cause by the Senior Warden, or by the Junior Warden, or by a Chairman selected by the members present, in the order named. The Secretary of the Corporation shall act as Secretary at such meetings.

ARTICLE VII

General

Section I. The Corporation recognizes and obligates itself to conform to the Constitution and Canons of the Protestant Episcopal Church in the United States of America, and to the Charter, Constitution and Canons of the Protestant Episcopal Church in the Diocese of Louisiana.

Section II. In the event of the dissolution of this Corporation for any Cause all of its property shall pass and advert to the Corporation whose title is "The Diocese of the Protestant Episcopal Church in Louisiana."

ARTICLE VIII

Amendment of Charter

Except as set forth in the following paragraph of this Article, this Charter may be amended at any regular meeting of the Vestry or at any special meeting called for that purpose, by the affirmative vote of a majority of the entire Vestry, then acting as such.

Article V Section II, Article VIII, Article IX, and Article X of this Charter may be modified, altered or amended only upon at least a two-thirds vote of all the Vestry, at a regular Vestry meeting or a special meeting called for that purpose after five (5) days written notice to each member of the Vestry, which amendment, modification or alteration is subsequently duly ratified by a majority vote of the members present and qualified to vote at an annual or a general meeting of the members of the Corporation called for that purpose, after like notices provided in this Charter for annual meetings.

ARTICLE IX

Endowment Funds

There are hereby created two endowment funds The Corporation maintains a fund which is designated as the "Endowment Fund" and is also referred to as the "Restricted Fund." As of October 24, 2008, the balance in this Endowment Fund was approximately \$6.1 million. No monies or other properties of any kind received by the Corporation shall be placed in the Endowment Fund unless so designated by the donor, or unless the Vestry by a vote of at least two-thirds of the whole Vestry shall so direct. In the discretion of the Vestry, the Endowment Fund may be administered by an Investment Committee appointed pursuant to the provisions of the By-Laws. The Vestry, or, as appropriate, the Investment Committee, shall have full power and authority to invest, reinvest, and, subject to the restrictions hereinafter set forth, shall exchange or otherwise deal in or with such funds from time to time as may be proper.

Except as set out in other provisions of this Article, the monies and property constituting the Endowment Fund shall be and remain a part of that fund and shall not be alienated or otherwise disposed of, but the income there from may be used as directed by the donor of such monies or property, or, absent such designation, as directed by the Vestry. Notwithstanding the foregoing, the Vestry may, by a vote of at least two-thirds of the whole Vestry, use all or part of the Endowment Fund, in its discretion, as collateral security for one or more loans or lines of credit which will fund the general operations or specific undertakings of the Corporation.

Notwithstanding anything herein contained to the contrary, the provisions of this Article respecting the alienation of monies or property comprising the Endowment Fund may not be amended, modified or rescinded except upon the affirmative vote of at least two-thirds of all the Vestry, at a regular Vestry meeting or at a meeting called for that purpose after five (5) days written notice to each member of the Vestry, which amendment, modification or alteration is subsequently duly ratified by a majority vote of the members present and qualified to vote at an annual meeting or at a general meeting of the members of the corporation called for that purpose after like notice provided in this Charter for annual meetings.

In addition to the endowment funds specifically described in Articles IX and X, there exist various other endowment funds which have been created by gifts, bequests or other means. The principal and income from each of these various funds will be used in accordance with any specific terms, conditions, or limitations set forth in the individual documents which were used to create or establish each of these various funds. In the event that a particular fund does not have any specific terms, conditions, or limitations on the use of its principal or income, then the principal or income may be used by the Vestry in its discretion, provided that any such use shall be consistent with the purposes of the Corporation. Unless the terms, conditions, or limitations governing use of a specific fund provide otherwise, the Investment Committee is also authorized to administer these endowment funds. Additionally, the Vestry is authorized to accept or create such additional endowment funds as it deems appropriate.

ARTICLE X **Stained Glass Fund**

There is hereby created an endowment fund designated as the "Stained Glass Window Fund". Any monies or other properties of any kind received by the Corporation shall not be placed in said fund unless so designated by the donor, or unless the Vestry by a vote of at least two-thirds of the whole Vestry shall so direct. The Stained Glass Window Fund shall be administered by the Investment Committee appointed pursuant to the provisions of the By-Laws, which Committee shall have full power and authority to invest, reinvest, and subject to the restrictions hereinafter set forth, shall exchange or otherwise deal in or with such fund from time to time as may be proper.

The monies and property constituting the Stained Glass Window Fund shall not be expended for any purpose except upon the affirmative vote of at least two-thirds of the whole Vestry, but the income therefrom may be used as directed by the donor of such monies or property, or, absent such designation, as directed by the Vestry.

ARTICLE XI **Liability**

Any person who serves as a Vestryman shall not be individually liable for any act or omission resulting in damage or injury, arising out of the exercise of his judgment in the formation and implementation of policy while acting as a Vestryman of the Corporation, or arising out of the management of the affairs of the Corporation, provided he was acting in good faith and within the scope of his official functions and duties, unless such damage or injury was caused by his willful or wanton misconduct.