

Pursuant to Article IX of The By-Laws of St. Paul's Episcopal Church the By-laws are hereby amended by adding a section, denoted as Section 9 to Article III (Meetings of the Parish) as shown below:

#### Section 9. Electronic Meetings

The Annual Meeting, special parish meetings and meetings of the Vestry may, from time to time, when physical meetings are impractical, take place via electronic audio or video means or a combination thereof.

Reasonable notice of the date, time and set-up procedures of electronic meetings will be given by the Clerk of the Vestry or convener of the meeting. The conduct of electronic meetings will conform as closely as possible to the procedures for physical committee meetings set out in the latest edition of Robert's Rules of Order, including (but not limited to) those for quorums and recording of minutes. Actions taken in electronic meetings shall be reported in the same manner as any other actions are reported. Minutes of teleconference meetings shall be treated as official minutes, must be approved by the entity at its next physical or electronic meeting, and shall be kept and forwarded in the same way as minutes of physical meetings.

In cases where the civil authorities have prohibited or advised against public meetings in person for reasons of public health or safety the right to use electronic means is presumed. If a majority of those qualified to vote at the annual or special meeting of the members, or the majority of members of the Vestry at a Vestry meeting, object to the meeting being held electronically, the proper remedy is to attend the meeting and move to adjourn or postpone action.

In the absence of a civil emergency or directive makes a meeting in person impractical or impossible, the meeting may be held by electronic means only if no more than 1/3 of the eligible electors or Vestry members (in the case of Vestry meetings) formally register disapproval of meeting electronically. The norm for Annual and Special meetings of the members, and for meetings of the Vestry, is to hold the meetings in person. But the convening authority may direct that a regular or special meeting be held electronically if conditions make it unsafe or impractical for the meeting to take place (even without the issuance of prohibition or directive from the civil authorities), subject to the veto of 1/3 of the electors (or Vestry Members for Vestry meetings) as indicated above.

It is always appropriate for duly elected members of the Vestry who cannot physically attend in person Vestry meetings to join and fully participate in Vestry meetings by electronic means. This longstanding practice of the parish is affirmed.

The actions by the St. Paul's vestry taken at meetings of the Vestry during the state of Emergency declared by local and state authorities in March of 2020, and thereafter, up to and including the adoption of this section of the by-laws, and for as long required by the pandemic emergency, are specifically ratified by the adoption of this section of the by-laws.