THE BYLAWS OF ST. MICHAEL'S CHURCH AS AMENDED AND RESTATED

September 24, 2026

PREAMBLE

WHEREAS, on June 14, 1751, the General Assembly of South Carolina passed the bill establishing the Parish of St. Michael's and appointing the Commissioners for the building of St. Michael's Church in the Parish;

WHEREAS, on or about February 1, 1761, Divine Service was performed for the first time in the newly-constructed St. Michael's Church;

WHEREAS, since the first service conducted at St. Michael's Church in 1761, worship has continued at St. Michael's Church until the present day;

WHEREAS, over the centuries that St. Michael's Church has been in existence, the various vestries for the Church have adopted and amended by-laws to assist in the governance of St. Michael's Church;

WHEREAS, the most recent amendment to the by-laws for St. Michael's Church occurred on December 21, 2017 and was reflected in the Bylaws of St. Michael's Church as Amended and Restated as of December 21, 2017 (the "December 2017 Bylaws"); and

WHEREAS, at duly called meetings of the Vestry on December 17, 2020 and January 28, 2021, the December 2017 Bylaws were further amended with respect to the selection of the Vestry, and the Solicitor was authorized to prepare amended and restated bylaws to reflect the amendment.

NOW THEREFORE, the Vestry of St. Michael's sets forth the Amended and Restated By-Laws of St. Michael's Church as of January 28, 2021, as follows,

ARTICLE I NAME, PLACE OF ADMINISTRATIVE BUSINESS AND REGISTERED OFFICE AND AGENT

1.1 Name. The name of the Church shall be St. Michael's Church ("St. Michael's," the "Church," or the "Parish.")

1.2 Principal Place of Administrative Business. The principal place for the transaction of administrative business shall be the Church's office, The Laura Hewitt Building, 71 Broad Street, Charleston, South Carolina 29401.

1.3 Registered Agent. The registered agent shall be the Solicitor of St, Michael's Church, or as otherwise designated by the Vestry from time to time.

ARTICLE II ACKNOWLEDGMENT OF TAX STATUS

2.1 Tax Status. St. Michael's Church has continuously operated as an established church since its founding in 1751 and, since the authorization of income taxes by the Sixteenth Amendment to the Constitution of the United States, has been a tax-exempt entity under the Internal Revenue Code.

ARTICLE III MEMBERSHIP

3.1 Members. All persons who have received the Sacrament of Holy Baptism with water in the name of the Father, and of the Son, and of the Holy Spirit, and whose baptism has been duly recorded in the parish register of St. Michael's Church are members ("Members") thereof (collectively the "Members" or the "Congregation").

3.2 Members in Good Standing. A Member in Good Standing is an individual who, for the year preceding the Annual or Special Meeting requiring an election or a vote of any kind, has been regular in worship at St. Michael's and who has a record in the Church's office of regularly providing financial support to St. Michael's. The Rector shall be the final authority in resolving any question about whether an individual is a Member in Good Standing. As used in these Bylaws, the term "adult" shall mean those persons who have attained the age of eighteen (18) years.

ARTICLE IV PARISH MEETINGS

4.1 Annual Meeting. There shall be an annual meeting (the "Annual Meeting") of adult Members yearly on such day as is appointed by the Vestry, upon not less than one week's written notice thereof. At this and other meetings of the Congregation the Rector shall preside; or, if the Rector is absent or there is no Rector, the Senior Warden shall preside; or in absence of the Senior Warden, the Junior Warden shall preside.

4.2 Conduct of Business. The Annual Meeting shall be for the purposes of electing Wardens, Members of the Vestry, delegates to the Diocesan Convention, reviewing our progress in our mission and vision and for transacting such other business as may be properly brought before the Congregation.

4.3 Quorum. A quorum for the transaction of business at any meeting of the Congregation shall consist of 10% of the adult Members in Good Standing, based upon the membership records of the Church as of the last day of the immediately prior year.

4.4 Special Meetings. Special meetings of the Parish may be called at any time upon at least one week's notice to the Members at the request of

(1) the Rector, or

(2) 15 % of the adult Members in Good Standing as shown in the Church's membership records as of the last day of the immediately prior year, or

(3) a majority of the Members of the Vestry.

ARTICLE V ELECTIONS

5.1 Eligibility to Vote. Adult Members in Good Standing are entitled to vote in all Parish elections and at all Parish meetings.

5.2 Elections. Elections shall be by written ballot. No vote by proxy shall be received at any election or meeting of the Members.

5.3 Elections of Vestry. The slate of candidates nominated by the Nominating Committee to fill the positions of Regular Members and Wardens on the Vestry shall be presented at the Annual Meeting on a written ballot. Members in Good Standing may vote in favor of or against the slate of candidates. The slate of candidates shall be elected if a plurality of votes received are in favor of the slate. If a plurality of votes received are not in favor of the slate of candidates, Section 5.8 shall apply.

5.4 Election of Diocesan Delegates. Delegates to the Diocesan Convention shall be elected by plurality, with the four receiving the greatest number of votes being elected as delegates and the next four being elected as alternates. Such elected delegates to the Diocesan convention shall represent the Parish at the next ensuing Diocesan convention and at any special Diocesan convention which occurs following their election and such elected delegates shall serve until their successors are elected. Additionally, in the event that any elected delegates or alternates are unable to attend for any reason, the Rector can appoint former vestry members to attend to fulfill our delegate quorum.

5.5 Term—Regular Members. Regular Members of the Vestry shall be elected for a term of three years, and such terms shall be staggered so that three Regular Members of the Vestry shall retire and three new Regular Members shall be elected each year. A Regular Member of the Vestry, having completed a three-year term, may be reelected as a Regular Member to the Vestry only after an absence from the Vestry of one year.

5.6 Term—Wardens. Each Warden shall be elected for a two-year term. A retiring Regular Member of the Vestry may be elected as a Warden for the prescribed two-year term without any interruption in service as a member of the Vestry. No person shall serve on the Vestry as a Warden for more than four consecutive years.

5.7 Nominating Committee. There shall be a Nominating Committee, consisting of the Senior Warden, who shall serve as Chairman, the Junior Warden, and the three Regular Members of the Vesty whose terms are expiring. The Nominating Committee shall solicit from the Congregation suggestions for nominations for vacancies on the Vestry and for delegates to the Diocesan Convention. The Nominating Committee shall distribute to the Parish the list of its nominees for Vestry and Diocesan delegates not less than one week prior to the Annual Meeting. In every instance each individual nominee shall meet the requirements for service and have consented

to such nomination. The Nominating Committee shall nominate a slate of candidates comprised of exactly one (1) person for each vacant seat on the Vestry.

5.8 Failure to Elect Vestry. In the event of a failure to elect the Vestry at the Annual Meeting, the existing Vestry shall, upon one week's written notice, appoint another date within four weeks of said Annual Meeting for a special Congregational meeting for the purpose of conducting elections to the Vestry.

ARTICLE VI VESTRY

6.1 Composition. The Vestry ("Vestry") shall consist of a Senior Warden ("Senior Warden"), a Junior Warden ("Junior Warden"), nine regular members ("Regular Member"). Once elected, the members of the Vestry shall serve for the term elected and until their successors are elected and qualified.

6.2 Eligibility for Election as Wardens. Confirmed Members in Good Standing who have attained the age of twenty-one (21) years, are eligible for election as a Regular Member of the Vestry and have previously served a complete term as a Regular Member of the Vestry or as a Warden are eligible for election as Wardens.

6.3 Eligibility for Election as a Regular Member of the Vestry. Confirmed Members in Good Standing who have attained the age of eighteen (18) years and who regularly give to St Michael's financially a proportion of their income in a sincere effort to tithe are eligible for election as Regular Members of the Vestry.

6.4 Requirement for Attendance. Regular Members of the Vestry and the Wardens are expected to attend all Vestry meetings and the Vestry retreat If a Regular Member or a Warden does not attend a substantial portion of three Vestry meetings within any one term year (beginning when such Regular Member or Warden is elected and continuing to the date on which the next Annual meeting is held) then upon the third absence such Regular Member or Warden is immediately removed from the Vestry without any further action. Any Warden or Regular Member so removed from the Vestry may be reinstated only upon receiving the approval of the Rector and the Wardens not later than the first regular meeting of the Vestry after the removal of such Vestry Member or Warden.

6.5 Vacancy. After an Annual Meeting, should a vacancy of a Regular Member occur in the Vestry for any cause, the Vestry may elect a confirmed Member in Good Standing who is otherwise eligible for election to the Vestry to full the vacancy until the next Annual Meeting, at which time the unexpired term shall be filled by election in the manner herein prescribed. After an Annual Meeting, should a vacancy of a Warden occur for any reason, the Rector in consultation with the remaining Warden shall appoint a Member in Good Standing who is otherwise eligible for election as a Warden to fill the vacancy for the unexpired term of the Warden who is vacating.

6.6 Authority. The Vestry shall be the authorized agents of St. Michael's for the purpose of conducting the Church's business, and shall be charged with the supervision and control of its temporal affairs and with ensuring that the ministries of the Church are aligned with the Church's

mission and vision. The Vestry shall be responsible for and shall oversee all financial activities of the Church; including, but not limited to, the operating income and expense budget, fund raising of all types, and all special funds, whether or not operating or investment managing responsibility may be delegated. The Vestry shall be responsible for the reasonable fiscal management of the Church's financial resources and other property and assets. All the revenues and income of the Church shall be distributed by the Treasurer in the manner and for the purposes prescribed by the Vestry. The Vestry shall distribute and use any gift to the Church which has been designated by the donor for a specific purpose in such a way as to comply with the donors wishes so long as the Vestry deems such use appropriate and consistent with furthering the mission and vision of St. Michael's Church as the Vestry understands that vision and mission. Notwithstanding the foregoing, the Vestry shall have full discretion about how funds are used and distributed regardless of any restriction or desire expressed by the donor or any designation given to such funds previously. All monies collected or to be collected specifically for the poor of the Church shall be distributed by the Rector to such persons as he may deem deserving and in the manner he determines in his sole discretion.

6.7 Compensation. No Warden or Regular Member of the Vestry shall hold any parochial office to which a salary is attached.

6.8 Election of Parish Officials. At its first regular meeting following the Annual Meeting each year, the Vestry shall elect the following Parish officials for a term of one year. "One year" as used in this instance means the intervening period between two consecutive Annual Meetings, regardless of whether that period is more or less than a calendar year.

a) Secretary to the Vestry — The Secretary to the Vestry (the "Secretary"), whom the Vestry shall elect from among its members, shall be responsible for keeping a record of the minutes of every Vestry meeting and of each Congregational meeting.

b) Treasurer — The Vestry shall elect and employ a treasurer for the Church. The Treasurer shall keep a full and strict account of all receipts and disbursements, the record of which shall be audited annually. The Treasurer shall make a written financial report at the Annual Parish Meeting. When not a Member of the Vestry, the Treasurer, at the discretion of the Vestry, may attend meetings of the Vestry to provide a monthly report on Parish finances. Unless the Treasurer is a duly elected member of the Vestry, the Treasurer shall not have a voice or vote at Vestry meetings and shall not actively participate in such meetings other than giving his or her financial report.

c) Solicitor —The Solicitor, who shall be an attorney licensed to practice law in the State of South Carolina, shall advise the Vestry in legal matters and shall perform such professional duties as may be requested by the Vestry.

d) Historian — The Historian shall serve as custodian of historical documents and artifacts belonging to the Church and shall represent the Church when historical information is requested. The Historian shall compile an inventory of significant

pieces of personal property of historic importance belonging to the Church wherever located and shall submit annually to the Vestry an updated inventory prior to the Annual Meeting.

6.9 Vestry Meetings. The Vestry shall meet at least monthly at a regular day and time to be determined (by its members; except, however, that during the months of June, July, and August the Vestry shall have the option to cancel such meetings at its discretion. Special meetings of the Vestry may be called at any time at the request of two or more of its members. Due notice of all meetings must be given in writing. At any meeting of the Vestry, a quorum of 6 members shall be required for the transaction of official business. At all meetings of the Vestry, Rector shall preside or, if he is absent the Senior Warden shall preside. In the absence of the Senior Warden, the Junior Warden shall preside.

6.10 Bonds for the Treasurer and Parish Employees. The Vestry may require at its discretion that the Treasurer and any Parish employee give a bond in such amount to be approved by the Vestry conditional for the faithful performance of his or her duties and the faithful accounting of all money received by him or her.

6.11 Commissioning. The Vestry shall qualify annually during a worship service in the Church or during a regular Vestry meeting by being commissioned. Such Commissioning shall be administered by the Rector or by a Warden acting in his stead and the wording of such commissioning is set forth in Exhibit "A" attached hereto and incorporated herein by this reference.

ARTICLE VII
CLERGY

7.1 Authority of Rector. The Rector shall be identified and the Rector's authority shall be delineated in an Employment Agreement executed by and between the Rector and St. Michael's Church. In addition to the terms and conditions provided in the Employment Agreement, the Rector shall have the authority of and responsibility for the conduct of worship and the spiritual jurisdiction of St. Michael's. All assistant clergy, and other employees of the Parish, by whatever title they may be designated, are to be selected by the Rector, with the approval of the Vestry, and shall serve under the direction and authority of the Rector. The compensation of the Rector, all assistant clergy, and other employees of the Parish shall be determined by the Vestry. Each assisting member of the clergy and all other Parish employees, shall serve at the discretion of the Rector, but may not serve beyond the period of service of the Rector; except that, pending the call of a new Rector, an assistant member of the clergy and other Parish employees may continue in the service of the Parish, if requested to do so by the Vestry, and under such conditions as the Vestry shall determine.

7.2 Term. The Rector's term shall be established in the Employment Agreement.

7.3 Vacancy. When the Parish is without a Rector, it shall be the duty of the Vestry to elect and invite a Rector.

7.4 Perquisites. The member of the clergy who performs any service for which a perquisite is allowed, shall in all cases be entitled to the fee or emolument therefrom, unless such perquisite is commuted.

ARTICLE VIII
BELLS

8.1 Parish/Community Events. At the discretion of the Rector; or in his absence, the Senior Warden, the Church Bells may be rung for no more than fifteen minutes for each of the following events:

a) For Sunday Services;

b) For weddings and funerals, as requested by families;

c) For special services and celebrations of the Church; including, Christmas, Good Friday, Easter and Thanksgiving Day.

d) Provided that it does not interfere with any Church service, the bells may be rung for community events, when requested by the proper civil authorities and at their expense on Carolina Day, the opening day of the Spoleto USA Festival and the 4th of July.

8.2 New Year. For ten minutes before midnight on 31st of December the bells may toll the old year out, and for ten minutes immediately thereafter ring the New Year in.

8.3 Deaths. Upon the death of church and civic leaders, the bells may be tolled as follows:

a) 15 minutes: the President of the United States;

b) 10 minutes: current or former clergy of the parish; any Constitutional officer of the United States or the State of South Carolina.

8.4 Other. The Bells may also be rung at such other times as may be authorized by the Vestry.

ARTICLE IX MONUMENTS

9.1 No monument, head or foot stone, cradle or other stonework around a grave shall be erected or altered without approval of the Vestry.

9.2 No monument shall be erected in the body or the vestibule of the Church or on the outside walls without the approval of the Vestry.

ARTICLE X PROPERTY

10.1 No Church property of historical significance or exceptional value shall be removed from the Church's premises without the approval of the Vestry.

ARTICLE XI AMENDMENTS TO THE-BYLAWS

11.1 The Bylaws may be amended by the Vestry upon proposal and discussion at one duly called monthly Vestry meeting and upon proposal, discussion and majority vote of the Members present at another duly called monthly Vestry meeting, the meetings to be held no less than twenty (20) days apart and a quorum being present at each. Written notice and a copy of the proposed change or changes to the Bylaws shall be provided no less than five (5) days prior to the first meeting at which the proposed changes are to be discussed.

11.2 Bylaws which have been revised shall be preserved in their original form in the archives of the Parish maintained by the Rector or parish staff member designated by the Rector.

ARTICLE XII EFFECTIVE DATE

These Bylaws became effective on January 28, 2021, having been duly enacted pursuant to Article XI of the December 2017 Bylaws and shall supersede the December 2017 Bylaws as of that date.

EXHIBIT "A"
COMMISSIONING OF WARDENS AND VESTRY

THE EXAMINATION

The Celebrant says these or similar words:

Brothers and Sisters in Christ Jesus, we are all baptized by the one Spirit into one Body, and given gifts for a variety of ministries for the common good. Our purpose is to commission these persons in the Name of God and of this congregation to a special ministry to which they are called.

The Celebrant asks the sponsor or sponsors:

Are these persons you are to present prepared by a commitment to Christ as Lord, by regular attendance at worship, and by the knowledge of their duties, to exercise their ministry to the honor of God, and the wellbeing of his Church?

Sponsor I believe they are.

The Celebrant then says these or similar words

You have been called to a ministry in this congregation. Will you, as long as you are engaged in this work, perform it with diligence?

Candidate I will

Celebrant Will you faithfully and reverently execute the duties of your ministry to the honor of God, and the benefit of the members of this congregation?

Candidate I will

THE COMMISSIONING Let us pray. (Silence)

O Eternal God, the foundation of all wisdom and the source of all courage: Enlighten with your grace the Wardens and Vestry of this congregation, and so rule their minds, and guide their counsels, that in all things they may seek your glory and promote the mission of your Church; through Jesus Christ our Lord. Amen.

In the name of God and of this congregation, I commission you (N.) as Warden (Member of the Vestry) in this Parish (and give you this as a token of your ministry).