

BYLAWS

CHRIST THE REDEEMER ANGLICAN CHURCH

GENERAL PROVISIONS

Name. The name of this corporation is Christ the Redeemer Anglican Church, hereinafter referred to as the “Church.”

Affiliation. The Church is affiliated with the Anglican Diocese of Christ our Hope, a North American church planting diocese of the Anglican Church in North America Province, which is a biblically orthodox and missionally-driven expression of the historic Anglican faith.

Accounting Year. The accounting year of the Church shall be a calendar year, beginning on January 1 and ending on December 31 each year.

Acceptance of Christian Faith. The Church does, by the adoption of these Bylaws, acknowledge and accept the historic Christian faith, doctrine, discipline and worship of God, Father, Son and Holy Spirit.

Mission of the Church. The Church does, by adoption of these Bylaws, join with other churches comprising the body of Christ to glorify God and to serve, grow and multiply local churches that love Jesus Christ and reach the world He died to save by gathering, planting and serving dynamic churches in the Anglican tradition, united in the essentials of the Christian Faith, obedient to Jesus Christ as the unique Son of God Who through His sacrificial death and resurrection provides the only way to the Father and diversified in the expression of the Faith -- evangelical, catholic and charismatic -- as three streams flowing as one river in Jesus Christ to reach the world in Jesus' Name through evangelism, discipleship and service.

MEMBERSHIP

Definition of Member. A member of the Church (“Member”) must:

Be baptized in the Name of God the Father, Son and Holy Spirit;

Personally request membership, which may be made by agreement to a membership covenant approved by the Leadership Council;

Be 18 years of age or older;

Be recognized by the senior ordained clergyperson of the Church (hereinafter, the “Rector”), and the head(s) (hereinafter, the “Senior Warden” and the “Junior Warden,” and collectively, the “Wardens”) of the leadership body provided for in Articles IV and V below (hereinafter, the “Leadership Council”) as a regular attendee at services; and

Be on the Treasurer’s records as a regular contributor to the revenues of the Church.

MEETINGS OF THE MEMBERS

Annual Church Meeting. A meeting of the Members of the Church (“Annual Church Meeting”) shall be held annually at a time and place to be fixed by the Leadership Council during the last quarter of each year. Notice of the Annual Church Meeting shall be given by oral or written personal delivery, mail, telephone, telecopier, electronic mail or telephone text at least 10 and no more than 60 days before the meeting. A purpose of the Annual Church Meeting shall be the election of members of the Leadership Council and such other business as may properly come before the Annual Church Meeting.

Quorum. The percentage of Members of the Church assembled after notice given as in Section 3.1 above that shall constitute a quorum at any meeting of the Members shall be twenty-five percent (25%).

Voting. At any meeting of the Members, all Members of the Church who are physically present at such meeting shall be entitled to seat, voice and vote on all matters that properly come before said meeting for a vote. No absentee or proxy voting is to be permitted. The vote of a majority of the Members present shall be necessary for the adoption of any matter voted upon by the Members unless a greater proportion is required by law, by the Corporation's articles of incorporation, or by a bylaw authorized by law, except that voting for members of the Leadership Council shall be as provided in Section 4.8.

Officers. Officers of a meeting of the Members of the Church shall include at least the following:

The Rector shall preside at the annual or any Special Meeting as Chairperson. In the case of a vacancy or in the absence of the Rector, then the Senior Warden shall be Chairperson. In the case that neither the Rector nor the Senior Warden is present, then the Junior Warden shall be Chairperson. In case none of these officers is present, the meeting shall elect its own Chairperson by simple majority.

The Secretary, if any, shall be secretary of any such meeting. In the absence of the Secretary, the Chairperson shall appoint a secretary of the meeting. The secretary of the meeting shall keep the minutes of the meeting.

The Chairperson shall appoint tellers to collect and count the votes or ballots, if used.

Special Meetings. Special Meetings of the Members of the Church may be called by the Rector, by the Senior Warden and the Junior Warden acting jointly, by any three (3) members of the Leadership Council, or upon the written request of ten percent (10%) of the Members of the Church. Written Notice shall be given as stated in Section 3.1 hereof and such notice shall include the purpose or purposes of the Special Meeting. The provisions regarding the qualification of voters for the Annual Church Meeting shall be applicable to any such Special Meeting.

ELECTION OF THE LEADERSHIP COUNCIL

Number and Terms. The Leadership Council shall consist of at least six (6) members, divided as evenly as possible into three (3) classes, with each member to serve for a term of three (3) years on a staggered basis. The number of members of the Leadership Council shall initially be six (6) but may be changed by action of the Leadership Council to any number no greater than fifteen (15) nor less than six (6).

Qualifications. No person shall be presented to the Annual Church Meeting for election to the Leadership Council, or shall be elected to fill a vacancy on the Leadership Council, unless such person is a Member of the Church who has consented to serve.

Election. At each Annual Church Meeting, all vacancies in the Leadership Council shall be filled by the election in the manner hereinafter provided. No member of the Leadership Council who has served two consecutive full three-year terms may begin to serve another full term or the unexpired portion of someone else's term until one (1) year following the expiration of such second consecutive term.

Legal Status. The members of the Leadership Council constitute the directors, and the Leadership Council itself constitutes the board of directors, of the corporation provided for by Section 13.1-853 of the Virginia Nonstock Corporation Act, Code of Virginia.

Nominating Group Members. The Leadership Council and the Rector or, if the Leadership Council so prescribes, the outgoing members of the Leadership Council and the Rector shall serve as the Nominating Group for the ensuing election of new members of the Leadership Council at the forthcoming Annual Church Meeting. The Rector may appoint a Chairperson of the Nominating Group.

Nominating Group Meetings. The Nominating Group shall meet at least thirty (30) days preceding the Annual Church Meeting at a time agreeable to the members thereof to receive nominations and to consider members for nomination to the Leadership Council to be presented at the forthcoming Annual Church Meeting. At least thirty (30) days prior to the Annual Church Meeting, such Nominating Group shall present its recommendations in writing to the Members of the Church. The Nominating Group shall present at least one nominee for each vacancy to be filled (except that the Leadership Council may direct the Nominating Group to present a larger number of nominees). The Members of the Church may nominate others pursuant to Section 4.7 below.

Nomination by Members. Members of the Church may nominate potential candidates for election to the Leadership Council in writing addressed to the Secretary and submitted at least one week prior to said Annual Church Meeting; provided however, that all such nominations must be seconded, in writing, by another Member of the Church.

Must be Nominated to be Elected. Only persons nominated, as specified above, shall be eligible to be elected at the forthcoming Annual Church Meeting.

Appointment of Supervisors. The Leadership Council shall, at its regular meeting prior to the Annual Church Meeting, appoint two (2) person(s) who are Members of the Church and who are not nominated for office to supervise the election process.

Method of Voting. Election to the Leadership Council shall be by secret, written ballot unless unanimously waived by all Members of the Church present at any such meeting.

Voting Procedure. Those nominees receiving the highest number of votes shall be declared elected to serve.

Ballot Count. The ballot count shall not be announced though the order of votes may be announced, if requested.

Voting Procedures in Event of Tie. In the event of a tie, an additional ballot or ballots will be cast to select from among the tied nominees or by other means approved by all Members of the Church present at any such meeting.

Report of Election. A report of the election shall be entered upon the Minutes of the Annual Church Meeting by the Secretary prior to the first regular meeting of the Leadership Council following the Annual Church Meeting.

Vacancy in Leadership Council. If a vacancy occurs in the Leadership Council, the Leadership Council shall at one of its meetings elect a Member of the Church, to serve until the next Annual Church Meeting, when the Members shall elect a Member of the Church to serve on the Leadership Council for the balance of the unexpired term, if any. The affirmative vote of a majority of all members of the Leadership Council shall be necessary to select a person to fill such a vacancy. The Leadership Council may consider the person receiving the most votes but not selected in the final ballot at the last Annual Church Meeting.

THE LEADERSHIP COUNCIL

One Vote per Council Member. The Leadership Council shall be constituted as described in Section 4.1 above. Each member of the Leadership Council shall be entitled to one vote on matters that come before the Council.

Rector Vote. The Rector shall be entitled to one vote only to break a tie on matters which come before the Leadership Council. If the Rector casts a tie-breaking vote to take action by the Leadership Council, the members of the Leadership Council who voted against the action are requested to ratify the Rector's vote in favor of the action to be taken in order to comply with Virginia law.

Leadership Council Organizational Meeting. An organizational meeting of the Leadership Council shall be convened by the Rector within three (3) weeks of the Annual Church Meeting each year. At such meeting, the Rector or, if none, the Leadership Council shall appoint the Senior Warden from the membership of the Leadership Council with the approval of a majority of the Leadership Council. The Leadership Council shall elect the Junior Warden from its own members. The Leadership Council shall also select a Treasurer and, if necessary, a Secretary, an Assistant Treasurer and such other officers as the Leadership Council may deem necessary to fulfill the mission and purposes of the Church.

Regular Meetings of Leadership Council. Regular meetings of the Leadership Council shall be held once each calendar quarter, or at regular periods, as may be needed. Other meetings of the Leadership Council, if it so directs by Resolution duly adopted, may be added or omitted as warranted by the circumstances in the discretion of the Leadership Council.

Special Meetings of Leadership Council. Special meetings of the Leadership Council may be held upon three (3) days notice by oral or written personal delivery, mail, telephone,

telecopier, electronic mail or telephone text, from the Rector, from the Wardens, acting jointly, or from the written request of three (3) members of the Leadership Council presented to the Rector, or in the vacancy in the office of Rector, to either of the Wardens. A Special Emergency Meeting may be held at any time without three (3) days' notice upon three conditions: (a) The signing of waivers of notice, either before or after the meeting, by all of those Leadership Council members not present, (b) the presence of a quorum at the meeting, and (c) the implicit waiver of notice by all members present at the meeting by their participation in the meeting without objection.

Quorum for Leadership Council Meetings. At all regular or special meetings of the Leadership Council, a majority of the Leadership Council shall constitute a quorum for the transaction of business, subject to Section 5.7 below and to any requirement in these bylaws, the Corporation's articles of incorporation or applicable law specifying a greater vote. In the absence of a quorum, those in attendance may meet and adjourn to such other time and place as they may deem advisable until a quorum is obtained.

Rector Presides. The Rector shall preside at all meetings of the Leadership Council. In the absence of the Rector, the Senior Warden, or in his or her absence, the Junior Warden, shall preside. If the Rector and Senior and Junior Wardens shall be absent and extraordinary circumstance exist to necessitate a meeting of the Leadership Council, then the Leadership Council, so assembled, may select any other member of the Leadership Council to preside. If a meeting is held in the absence of the Rector and both Wardens, any decision made at such meeting shall not be effective unless ratified at a subsequent meeting at which the Rector and at least one of the Wardens are present.

Governing Meeting Rules. Deliberative and prayerful discussions are encouraged within the Leadership Council without rigid resort to parliamentary procedures.

Other Leadership Organization. The Rector may appoint such other leadership organization(s) as may be warranted to fulfill the mission and purposes of the Church.

LEADERSHIP COUNCIL

Duties of Leadership Council. It shall be the duty of the Leadership Council to be responsible for at least the following:

Developing and overseeing an annual budget, and providing for payment of all salaries and expenses of the Church;

Keeping a proper account of all funds consistent with accounting principles that are accurate and transparent;

Notification of the Church's Bishop when the Church is without a Rector, or in instances of the gross misconduct or extreme negligence of the Rector;

Election and calling of a Rector, with due regard to the needs and priorities of the full Church, and with the approval of the Church's Bishop.

Spiritual Direction. The Leadership Council shall be involved in the spiritual direction and leadership of the Church under the Rector.

Review/Audit of Books. At the close of each accounting year, the Leadership Council may in its discretion make arrangements to have the Treasurer's books of account reviewed and/or audited by a Certified Public Accountant or other qualified person or persons.

Appointment of Agents/Representatives. The Rector, the Wardens and members of the Leadership Council shall have authority to appoint such agents or representatives as may from time to time be deemed advisable to help carry out the responsibilities of the Leadership Council,

or the Leadership Council may delegate such authority to the Rector alone. The Rector shall have authority to engage the services of all members of the Church staff, lay and clerical.

Encumbrance of Real Estate. The Leadership Council shall not mortgage, encumber or convey any part of the real estate of this Church without the concurring affirmative vote of three-fourths (3/4) of all the members of the Leadership Council and seventy percent (70%) of the Members of the Church (including members of the Leadership Council).

Vacancy of Office. In the event of a vacancy in the office of Senior Warden, Junior Warden, Secretary or Treasurer between organizational meetings of the Leadership Council, an appointment to fill the vacancy may be made in the same manner as at an organizational meeting of the Leadership Council as provided in Section 5.3 above.

Leadership Council as Agent of Church. The Leadership Council shall be the agents and legal representatives of the Church in all matters concerning corporate property.

ELECTION OF A RECTOR

Procedure for Call of Rector. The Rector is elected and called by the Leadership Council with the approval of the Church's Bishop.

Performance of Rector's Duties Until Position Filled. During a vacancy in the position of Rector of the Church, the Leadership Council shall place the ministerial duties appertaining to said position in the hands and under the control of the Bishop or ecclesiastical authority until such time as a Rector is selected.

OFFICE OF THE RECTOR

Responsibilities of Rector. In accordance with the responsibilities placed upon the Rector by the ordination vows and the rubrics of the Prayer Book, the Rector, in subordination to the Bishop, shall be responsible for and have charge and care of the spiritual concerns, music and ritual observances of the Church, and the performance of their duties by all employees of the Church, including

Exercising pastoral ministry in accordance with *The Book of Common Prayer* (1662) and the *Ordinal*;

Presiding at all meetings of the Leadership Council, except on rare occasions when circumstances warrant that the Rector designate another member of the Leadership Council to preside;

authority in the administration of all matters pertaining to public worship, Christian Education, mission and ministry within the Church, subject to the godly counsel of the Bishop;

Appointing, employing, terminating, having authority over and engaging the services of all ministers of the Church and staff (lay or ordained);

Keeping a register of all baptisms, confirmations, marriages, and burials solemnized by him or another minister in the Church and a list of the active members of the Church.

Rector's Role. The Rector by virtue of his office has the exclusive charge and care of all the spiritual concerns, worship, music and liturgical observances of the Church, subject and answerable to the Bishop and in collaboration with the Leadership Council. The Rector is the ex-officio presiding officer of the Leadership Council and is entitled to speak on all questions before the Leadership Council, including matters arising in executive session, and to vote in the

event of a tie among the other Leadership Council members voting. The Rector may call meetings of the Leadership Council and Church as he deems proper. The Rector must call a meeting of the Leadership Council when requested to do so by at least three (3) members thereof.

OFFICES OF THE WARDENS

Duties of Wardens. The Wardens shall supervise the property of the Church and shall offer lay leadership to the Leadership Council in performance of their respective duties in a satisfactory manner. Among their duties shall be the following:

To see that the Church is kept in good repair, fit for use and used for the purpose of its consecration;

To provide, at the Church's expense, the necessary books, bread and wine, vestments, etc. for the due celebration of the Sacred Offices subject to the direction of the Rector;

To oversee the collection and handling of the offerings of the Church in accordance with sound accounting practices;

To maintain order and decorum during the time of Worship Services at the direction of the Rector;

Upon the vacancy in the position of Rector, to notify the Bishop or ecclesiastical authority thereof and to receive guidance as to the provision for ministerial services. During any such vacancy, the Wardens shall take charge of the Church Register, Church Books, Plate and other movable property; and

Upon selection of a new Rector, to notify the Bishop or ecclesiastical authority of such selection, giving the name of the person so selected and the compensation proposed.

OFFICE OF THE SECRETARY

Duties of Secretary. The Secretary, if any, shall:

Keep the Minutes of the Leadership Council in a permanent form and shall transmit such report to each member of the Leadership Council as soon as practical after each meeting;

Duly notify the members of the Leadership Council of its regular, special or other meetings for which notice may be required; and

Perform all such other duties as appertain to the office.

Secretary of Annual Church Meeting. The Secretary shall act, if present, as Secretary of the Annual Church Meeting of the Church or any Special Meetings of the Members of the Church.

OFFICE OF THE TREASURER/FINANCIAL MATTERS

Duties of the Treasurer. The Treasurer shall:

Maintain or oversee the maintenance of the financial records of the Church, including but not limited to all sums received from any and all sources as well as all disbursements made for any and all purposes;

Sign checks;

Pay the Rector and all others who have approved salaries, in convenient installments; and

Upon request, furnish to the Rector an accurate list from the ledgers of the Church identifying those persons who are regular contributors to the revenues of the Church.

Church Financial Records Open to Inspection. The Church financial records shall always be subject to the inspection of the Leadership Council or other persons the Leadership Council may designate.

Execution of Instruments. Checks, notes, drafts, and other commercial instruments shall be signed by the Treasurer or by such other officer(s), employee(s) or agents (other than the Rector) as the Leadership Council may authorize by resolution, except that checks and other commercial instruments for amounts of \$200 or more shall require the signatures of two such persons unless they are recurring amounts, such as ongoing payroll expenses, amounts specifically approved by the Council or amounts included in a budget approved by the Council. Assignments, guarantees of signatures and contracts (except as otherwise provided herein or by law) shall be executed by the Rector and either the Senior Warden or the Junior Warden, or by such other officer(s), employee(s) or agent(s) as the Leadership Council may by resolution direct, except that contracts involving amounts of \$500 or less may be executed by the Rector.

Surety, Fiduciary Bond and Insurance Coverage. The Church may secure for the Treasurer, or any Assistant Treasurer, bookkeeper or other person charged by the Leadership Council with the responsibility of handling funds of the Church a surety or fiduciary bond or insurance coverage in the aggregate sum deemed appropriate by the Leadership Council which bond or coverage shall be paid from Church funds.

LIABILITY AND INDEMNIFICATION

No Personal Liability. A member of the Leadership Council or an officer of the Church shall not be personally liable for monetary damages for any action taken or any failure to take any action unless a breach or failure to perform by that member or officer was not in good faith or constituted willful misconduct or a knowing violation of law or a transaction in which the member or officer derived an improper personal benefit.

Indemnification. Each person who was or is a party or is threatened to be made a party to any action, suit or proceeding, including actions by or in the right of the Church, by reason of the fact that he or she is or was a member of the Leadership Council, officer, employee or agent of the Church, or is or was serving at the request of the Church as a member of the Leadership Council, officer, employee or agent of another entity shall be indemnified by the Church against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by or imposed upon him or her in connection with such action, suit or proceeding; provided however, that the Church shall not indemnify any such person where the act or failure to act giving rise to the claim for indemnification is determined by the court to have not been in good faith or to have constituted willful misconduct or a knowing violation of the law or a transaction in which the member, officer, employee or agent derived improper personal benefit. The termination of any action, suit or proceeding by the judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person is not entitled to indemnification under this Section, or with respect to any criminal action or proceeding had reasonable cause to believe that his or her conduct was unlawful.

Effect of Amendments. No amendment or repeal of this Article shall adversely affect any right or protection extended to a member of the Leadership Council, officer, employee or agent

hereunder for an act or failure to act occurring prior to the time of such amendment or repeal. Each Leadership Council member, officer, employee and agent shall be deemed to act in such capacity in reliance upon the rights of indemnification, and advancement of expenses hereunder shall continue as to a person who has ceased to be a Leadership Council member, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

MANNER OF AMENDMENT

Amendment of Bylaws. These Bylaws may be altered or amended only in the following manner:

The amendments shall first be proposed in writing at a regular meeting of the Leadership Council;

If the amendments are thereupon approved by the Leadership Council, such shall be made available to each Member of the Church;

Any amendment must be approved by two-thirds of the full membership of the Leadership Council; and

No amendment shall be valid until it has been approved at any Annual or Special Meeting at which a quorum of the Members of the Church are present by a majority of those Members present after due notice.

AMENDED:

10/4/12