

[NAME]

## BYLAWS

Adopted \_\_\_\_\_

### Section 1 GENERAL

1.1 Name. The name of the Corporation shall be [NAME], hereinafter referred to as “the Corporation” (usually when referring to the legal entity recognized by the Commonwealth of Virginia), or alternately as “the Church” (usually when referring to the local ecclesiastical entity, established by Jesus Christ, within the wider fellowship of the global Anglican Communion).

1.2 Nonprofit Purposes. The Corporation/Church is a local church organized and shall be operated exclusively as a nonprofit, religious, charitable, and educational organization dedicated to the purposes stated in the Articles of Incorporation.

### Section 2 OFFICES

2.1 Registered Office and Agent. The Corporation/Church shall continuously maintain a registered office and registered agent within the Commonwealth of Virginia.

2.2 Principal Office. The principal office of the Corporation/Church shall be located in \_\_\_\_\_ County, Virginia, at \_\_\_\_\_, or such place as shall be determined by the Board of Directors (also referred to herein as the “Vestry,” as set forth in Section 4 of these Bylaws).

2.3 Additional Offices. The Corporation/Church may also have offices at such other places as the Vestry may from time to time determine and the business of the Corporation/Church may require.

### Section 3 SEAL

The Corporation/Church may have a seal in the form determined by the Vestry. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced, or by writing the word "SEAL" beside the signature of an authorized officer of the Corporation/Church.

### Section 4 BOARD OF DIRECTORS / VESTRY

4.1 Number and Term. The temporal affairs of the Corporation/Church shall be managed by its Board of Directors, referred to in these Bylaws as the “Vestry.” The Vestry shall

consist of the Rector of the Church *ex officio* and of no fewer than three (3) and no more than twelve (12) lay members (including a Senior Warden and a Junior Warden selected as provided in Section 6 below), as may be determined from time to time by resolution of the Vestry, each of whom shall be elected for a term of at least three (3) years. A regular term of office is three (3) years, but may be extended by the combination of partial and regular terms to a maximum of four years. The Vestry members shall be divided into three classes so that, as nearly as may be, the terms of one-third of the Vestry members shall expire each year. In order to achieve this staggered division of classes, the terms of office for various lay Vestry members at the initial adoption of these Bylaws may be set for periods ranging from one to three years. Following completion of one term in office, a lay Vestry member shall not be eligible to serve again until at least one year has elapsed.

4.2 Qualification. The initial Vestry shall be as set forth in the Articles of Incorporation of the Corporation/Church. To serve on the Vestry, an individual must be a confirmed member of the Church in good standing over eighteen (18) years of age and eligible to vote under these Bylaws, and must have been confirmed or received by a Bishop of the Anglican Church in North America or another Province of the Anglican Communion.. Paid staff of the Corporation/Church and their spouses shall be excluded from Vestry service, except for the Rector who serves *ex officio* as provided in Section 4.1 of these Bylaws. To serve on the Vestry, an individual should:

- (1) Be a mature Christian committed to the orthodox doctrine, discipline and worship of the Church, not one who has recently come into faith.
- (2) Worship God every Sunday in church;
- (3) Lead an active prayer life;
- (4) Know and continue studying the Bible;
- (5) Be known as a cheerful giver not only of money but of time;
- (6) Have family relationships that reflect strong Christian commitment;
- (7) Be a leader;
- (8) Bring some skill to the Vestry which would be useful to the Church;
- (9) Have enough time to be able to serve effectively as a Vestry member; and
- (10) Make a commitment to put Vestry service high on the list of personal priorities.

Vestry membership should not be considered as an honor for past service but as a commitment for future service. Prior to commencing service as a member of the Vestry, each member of the Vestry shall affirm: (1) a personal commitment to the Principles set forth in the Corporation/Church's Articles of Incorporation, in the Nicene and Apostles Creeds, and in any Statement of Faith or other formulary adopted by the Church as a requirement for Vestry service; (2) a pledge to serve without any unresolved conflict of interest; and (3) a pledge to honor the confidentiality of all confidential materials to which the Vestry member will have access during his or her term of service. Other affirmations, declarations, and/or promises may be required for service as a member of the Vestry, as shall be determined by the Vestry from time to time based upon relevant ecclesiastical and/or canonical considerations.

Members of the Vestry shall continue in office until their successors are chosen. Should a vacancy occur among the lay members of the Vestry during the year between meetings at which

Vestry are elected, the Vestry shall have power to fill such a vacancy as provided in Section 4.4 of these Bylaws.

4.3 Nomination and Election. The Rector, with the advice and consent of the Vestry, shall appoint a Nominating Committee of not fewer than three persons, all of whom shall be members of this Church (as defined in Section 8 of these Bylaws). Unless the Vestry provides otherwise by resolution, the lay Vestry members whose terms are concluding with the election for which the Nominating Committee has been appointed shall serve as the Nominating Committee. Lay Vestry members whose terms are continuing past the election for which the Nominating Committee has been appointed shall not be eligible to serve on the Nominating Committee. The Nominating Committee shall nominate at least one person for each vacancy to be filled by election. The names of nominees shall not be made public until such nominees have agreed to serve.

Subsequent appointments of members of the Vestry of the Corporation/Church may be made by a vote of a simple majority of those members (as defined in Section 8 of these Bylaws) of the Church present at the Annual Congregational Meeting (“Annual Meeting”) of the Church or at a special meeting held for the purpose of electing a member or members to the Vestry. The time and place of this Annual Meeting and/or special meeting shall be designated by the Vestry, and at least two (2) weeks written notice of the meeting and such election shall be provided to the members of the Church by inclusion in the monthly or Sunday service leaflet and by announcement on an occasion of public worship, and by such other means as the Vestry may determine. Ten percent (10%) of the Eligible Voters present and/or casting qualified votes by ballot during the course of the meeting shall constitute a quorum for the transaction of business at an Annual Meeting and at any other meeting of the members.

The Nominating Committee shall, in consultation with the Senior and Junior Wardens, oversee the elections, including the counting of ballots and certifying winners. The Vestry by resolution may provide for voting by absentee ballot, so long as the vestry determines in its discretion that the method and accompanying procedures are adequate to verify that the absentee ballot has been cast by an Eligible Voter. Only absentee ballots received by the Church/Corporation by no later than the last business day before the date on which voters can vote in person can be counted.

At all meetings of the congregation of the Corporation/Church, the Rector or his designee shall preside, except if the Corporation/Church is without a Rector, the Senior Warden shall preside, or in their absence, the Junior Warden, or in their absence, a Vestry member appointed by the Vestry. .

#### 4.4 Vacancy.

4.4.1 Whenever a vacancy on the Vestry shall occur more than three (3) months prior to a proposed Annual Meeting, the Vestry shall fill such vacancy by interim election after having given at least two (2) weeks’ written notice to the members of the Church by inclusion in the Sunday service leaflet that the vacancy exists. This notice shall include a request for nominations. Before electing a person to fill an interim portion of an unexpired term, the Vestry shall consider for election all who were nominated and who failed to be elected at the last

preceding Annual Meeting and all names received from the congregation as the result of the public notice required above. The term of office of the person elected by the Vestry to fill a portion of an unexpired term shall expire at the close of the next ensuing Annual Meeting. Subject to Section 4.1 of these Bylaws, a person elected by the Vestry to complete an unexpired term shall be eligible for election at the next Annual Meeting either to a one (1) year term or to the remainder of an unexpired term.

4.4.2 Vestry vacancies can occur by completion of a term of service, by resignation of a member that is accepted by the remaining Vestry members, and by resolution of the Vestry removing a member for cause, all as hereinafter provided.

4.4.3 Except as filled on an interim basis as provided in Section 4.4.1 above, any lay Vestry member vacancy shall be filled by election by members of the Church at the next Annual Meeting. At that meeting, the existing Vestry vacancies shall be filled as follows: The number of nominees equal to the number of expiring full one-year terms who receive the greatest number of votes shall be elected to one (1) year terms. The nominee receiving the next highest number of votes after the foregoing persons have been elected to one (1) year term (and the next highest and so on in series if more than one unexpired term is to be filled) shall be elected to fill the remainder of the unexpired term(s). In the event that more than one unexpired term is to be filled, the person receiving the highest number of votes after six (6) one (1) year terms have been filled shall fill the longest unexpired term and the person receiving the next highest number of votes shall fill the shorter unexpired term and so on in series until all of the vacancies have been filled.

4.4.4 One or more of the following actions of any Vestry member may, after due written warning, be deemed to create a vacancy which shall be declared by resolution of the Vestry adopted by a two-thirds (2/3) majority vote:

- a. Failure to qualify within 60 days of election; or
- b. Failure to continue to be eligible to serve on the Vestry in accordance with these Bylaws; or
- c. Continued failure to attend the meetings of the Vestry without adequate excuse; or
- d. Neglect to perform faithfully and diligently the duties of Vestry members as set forth in these Bylaws or as otherwise determined by the Vestry; or
- e. Any act of a criminal nature proscribed under the laws of the United States of America or Commonwealth of Virginia as a felony or as an act of moral turpitude, or other immoral act.

4.4.5 After due written warning, any Vestry member may be removed from Vestry membership for good cause shown in accordance with the bases set forth in Section 4.4.4 above, when in the sole judgment and discretion of the Vestry it is determined by a two-thirds majority of the Vestry at a meeting duly called for that purpose, and at which a quorum of the Vestry is present, that such member for cause based on Section 4.4.4 above should no longer serve on the Vestry; provided, however, that a written notice, including any names of Vestry members proposed to be removed and the date, time and place of any meeting called to consider such removal shall be given to each of the Vestry members at least seven (7) days prior to the

date of such meeting. Any member subject to possible removal in accordance with Section 4.4.4 shall be given a reasonable opportunity to present matters to the Vestry on his or her behalf before a vote is called on the proposed removal. In any case in which the Vestry does remove a member, notice of such removal shall be promptly provided to the members of the Church (as defined in Section 8 below).

4.5 Resignation. Any Vestry member may at any time deliver to the Senior Warden or the Junior Warden a written notice of intent to resign, which shall be effective upon its acknowledgment by the Vestry.

4.6 General Powers. The government of the Corporation/Church is vested in its Vestry, who shall (a) provide oversight in the temporal activities, business, affairs, and property of the Church, (b) appoint and confer authority upon the Rector, who in turn appoints a body of clergy and staff to manage the Corporation/Church, and (c) assist the Rector (and other clergy under the Rector's supervision) in providing oversight of the spiritual and ecclesiastical affairs of the Church. The Vestry may exercise all such powers of the Corporation/Church and do all such lawful acts and things that are not prohibited or limited by statute, the Articles of Incorporation, or by these Bylaws. The Vestry shall also be a resource for providing godly counsel, biblical wisdom, and accountability for the Rector and other clergy of the Corporation/Church.

4.7 Committees. The Vestry by resolution may appoint two or more persons from among its own number to serve as special and standing committees, such as the Vestry may determine are necessary, which shall have such powers and duties as shall from time-to-time be prescribed by the Vestry. The Vestry may also authorize other Church members to serve on such committees, as provided in the resolution establishing the committee, but the votes of such persons who are not members of the Vestry shall not be counted in any vote or other action where the committee is exercising the delegated authority of the Vestry. All members of such committees shall serve at the pleasure of the Vestry. The delegation of authority to any committee shall not operate to relieve the Vestry or any member of the Vestry from any responsibility imposed by law. Rules governing procedures for meetings of any committee of the Vestry shall be established by the Vestry, or in the absence thereof, by the committee itself. All actions by any Vestry Committee shall be reported to the Vestry at the meeting next succeeding such action, but need not be ratified by the Vestry unless otherwise required by statute, these Bylaws, or committee procedures imposed by the Vestry. Vestry Committees, to the extent provided in the Vestry resolution, may have all authority of the Vestry, except that no committee, regardless of Vestry resolution, may:

- (1) fill vacancies on the Vestry or any Vestry committee;
- (2) amend the Articles of Incorporation;
- (3) adopt, amend, or repeal the Bylaws;
- (4) approve a plan of merger;
- (5) transfer a majority of the assets of the Corporation/Church;
- (6) approve or recommend to members of the /Church (as defined in Section 8 of these Bylaws) action that the law or these Bylaws require to be approved by such members.

4.8 Advisory Boards. The Vestry may create one or more advisory boards, for such terms as deemed fit by the Vestry. Such advisory boards shall have no vote or governance role, but shall serve the Vestry in the specified advisory capacity. The members of such advisory boards must be active Church members.

## **Section 5**

### **INTERESTED PARTY TRANSACTIONS; CONFLICTS OF INTEREST; COMPENSATION OF VESTRY MEMBERS**

5.1 Transactions with Interested Parties. A contract or other transaction between the Corporation and one or more of its Vestry members, officers, or family members thereof (hereinafter "Interested Party"), or between the Corporation and any other entity, of which entity one or more Vestry members, officers, or trustees are also Interested Parties, or in which entity an Interested Party has a financial interest, shall be voidable at the sole election of the Corporation unless all of the following provisions are satisfied:

5.1.1 The Corporation entered into the transaction for its own benefit;

5.1.2 The transaction was fair and reasonable as to the Corporation, or was in furtherance of its exempt purposes at the time the Corporation entered into the transaction;

5.1.3 Prior to consummating the transaction, or any part, the Vestry authorized or approved the transaction, in good faith, by a vote of a majority of the Vestry members then in office, without counting the vote of the interested Vestry member or members, and with knowledge of the material facts concerning the transaction and the Interested Parties' interest in the transaction; and

5.1.4 Prior to authorizing or approving the transaction, the Vestry, in good faith, determined, after reasonable investigation and consideration, that either the Corporation could not have obtained a more advantageous arrangement, with reasonable effort under the circumstances, or the transaction was in furtherance of the Corporation's tax-exempt purposes.

Interested Vestry members may be counted in determining the presence of a quorum at a meeting of the Vestry (or a committee thereof) which authorizes, approves, or ratifies such contract or transaction.

Notwithstanding the above, no loan shall be made by the Corporation to any of its Vestry members or officers, as provided further in Section 9.7 of these Bylaws.

5.2 Conflicts of Interest Policy. The Vestry shall adopt a Conflicts of Interest Policy that will provide for full disclosure of material conflicting interests by Vestry members, officers, senior management, and employees, and permit the Vestry to determine whether any disclosed conflicting interest is compatible with continued service, and whether any disclosed potential conflict in a contemplated transaction may be authorized as just, fair, and reasonable to the Corporation.

5.3 No Compensation of Vestry Members. Vestry members and members of any task force, advisory board, or committee of the Vestry shall not receive compensation for their services as Vestry members or members of any such task force, board, or committee, but shall be eligible for reimbursement for any reasonable expenses incurred in performing their duties and functions as members of the Vestry, of any Church task force or board, and/or of any committee, including without limitation any expenses incurred in attending meetings of the same. Such members may, subject to section 4.2 of these Bylaws, serve the Corporation in any other capacity and receive reasonable compensation for such other services.

## **Section 6 MEETINGS OF THE VESTRY**

6.1 Meetings. Regular, annual, and special meetings of the Vestry may be held within or outside the Commonwealth of Virginia without notice at such time and place as shall from time to time be determined by the Vestry. The Vestry shall hold an annual meeting for the purpose of electing Vestry officers and all other business as may properly come before the Vestry. Special meetings of the Vestry may be called at any time by the Rector, by the Senior Warden, or by any two Vestry members, giving at least three days notice of the time and place of the meeting to the Rector and to each Vestry member.

6.2 Waiver of Notice. Whenever any notice is required to be given by law, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance at a meeting by a person entitled to notice shall constitute a waiver of proper notice of such meeting, except where attendance is for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

6.3 Quorum. A majority of the Vestry members then in office, exclusive of the Rector, shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Vestry present and voting at a meeting duly called for that purpose and at which a quorum is present shall be the act of the Vestry, except as may be otherwise specifically provided by law, the Articles of Incorporation, or these Bylaws.

6.4 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Vestry, or a board or committee thereof, may be taken without a meeting, by means of telephone, mail, facsimile, computer network, or in any other way the Vestry shall decide. However, a written consent setting forth the action so taken and signed by all the members of the Vestry or of the board or committee thereof, as the case may be, must be filed with the minutes of proceedings of the Vestry or of the board or committee thereof.

6.5 Participation by Conference Telephone. Members of the Vestry or of any board or committee designated thereby may participate in a meeting of the Vestry, and/or a board or committee thereof, by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can contemporaneously communicate with one another. Participation by such means shall constitute presence in person at such meeting. When such a meeting is conducted by means of a conference telephone or similar communications

equipment, the minutes recording any action taken at such meeting, shall also note who participated in person, and who participated by alternative communications.

## Section 7 OFFICERS

7.1 Number and Positions. The officers of the Corporation/Church shall be the Rector (who functions as President/Chief Executive Officer of the Corporation), the Senior Warden, the Junior Warden, the Secretary (also referred to as the Register), and the Treasurer. The Vestry may also elect a Parish Administrator or Administrative Pastor (who functions as a Vice-President of the Corporation/Church) and one or more assistant secretaries and assistant Treasurers. Two or more offices may be held by the same person, except that the Rector and Parish Administrator may not hold any other offices. The Vestry 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 Vestry.

7.2 Election and Term of Office. The Vestry shall elect officers of the Corporation/Church, who shall serve at the pleasure of the Vestry. Any officer elected or appointed by the Vestry may be removed at any time by the affirmative vote of a two-thirds majority of the Vestry at a meeting duly called for that purpose and at which a quorum is present, whenever, in the judgment of the Vestry, the best interests of the Corporation/Church will be served thereby. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by a two-thirds majority vote of the Vestry. In case of the absence or disability of an officer of the Corporation/Church, or in any other case that the Vestry may deem sufficient reason therefore, the Vestry, by vote of a simple majority of the Vestry at a meeting duly called for that purpose and at which a quorum is present, may delegate for the time being any or all of the powers or duties of any officer to any other officer or any other person. In the case of the Rector, any exercise by the Vestry of the powers of appointment, removal, filling of a vacancy, and delegation provided in this subsection shall require a two-thirds majority and shall include consultation with the Bishop of the Diocese of the Mid-Atlantic.

7.3 The Rector. The Rector shall serve as the presiding officer of the Corporation. As the spiritual leader of the Church, the Rector shall have principal responsibility to establish the Church's vision, mission, and priorities, to ensure that its doctrine conforms to the Church's Purposes set forth in the Corporation's Articles of Incorporation and to the Holy Scriptures of the Old and New Testaments, the Nicene and Apostles Creeds, and any other formularies consistent therewith adopted by the Church, to direct the Church's ministries, and to oversee biblical discipline within the Church. He shall preside at meetings of the Vestry and at meetings of the congregation of the Church. He shall make reports to the Vestry, shall have the general powers and duties of management usually vested in the presiding officer of a corporation, and shall have such other rights, duties, and powers as are authorized by the Vestry. The Rector may sign, with the Secretary or any other proper officer of the Corporation authorized by the Vestry, any deeds, mortgages, bonds, contracts, or other instruments which the Vestry has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Vestry, by these Bylaws, or by statute, to some other officer or agent of the Corporation.



The Rector, with the approval of the Vestry concerning compensation, shall select all assistant and associate clergy. The Rector shall select all lay employees; and shall consult with the Vestry in the selection of lay employees at the level of Ministry Director and above. All assistant and associate clergy and all lay employees serve at the pleasure of the Rector. The Rector shall also consult with the Bishop with respect to the selection or dismissal of assistant and associate clergy.

## 7.4 The Wardens.

7.4.1 Senior Warden. The Senior Warden shall preside at meetings of the Vestry in the absence of the Rector, and shall have such other rights, duties, and powers as are authorized by the Vestry from time to time.

7.4.2 Junior Warden. The Junior Warden, in the absence of the Senior Warden and as authorized by the Vestry, shall perform the duties and exercise the powers of the Senior Warden, or such of those duties as may be delegated by the Vestry, and shall have such other rights, duties, and powers as are authorized by the Vestry from time to time.

With the assistance of the other members of the Vestry and congregation, the Senior Warden and the Junior Warden shall both have the following duties:

- (a) To oversee the operation and maintenance of Corporation/Church property;
- (b) To see that the Corporation/Church is duly prepared for every occasion of public worship, and maintain order and decorum at the time of public worship;
- (c) To oversee the collection of and deposit in a bank or trust company the offerings of the people;
- (d) To provide out of Corporation/Church funds, under the direction of the Vestry, a sufficient supply of vestments and books to be used in public worship and also the elements for each celebration of the Holy Eucharist;
- (e) To see that the sexton and other employees properly discharge their duties; and,
- (f) To possess a copy of current ecclesiastical, canonical, and constitutional authorities that apply to the Church, for the information and guidance of the Rector, Vestry and congregation.

7.5 The Secretary. The Secretary (also referred to as the Register) or an assistant Secretary shall attend all meetings of the Vestry and record all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, such notice as is required of all meetings of the Vestry and shall have such other rights, duties, and powers as are authorized by the Vestry from time to time. The Secretary shall keep in safe custody the seal of the Corporation/Church and, when authorized by the Vestry, affix the same to any instrument requiring it, and when so affixed it shall be attested by the signature of the Secretary, or by the signature of the Treasurer or an assistant Secretary.

7.6 Assistant Secretaries. The assistant Secretaries in the order of their seniority shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the

Secretary, and shall have such other rights, duties, and powers as are authorized by the Vestry from time to time.

7.7 The Treasurer. Except as the Vestry may otherwise determine, the Treasurer shall deliver all funds and securities of the Corporation/Church which may come into his hands to such bank or trust company as the Vestry members shall designate as a depository, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation/Church. The Treasurer shall disburse the funds of the Corporation/Church as may be ordered by the Vestry, taking proper vouchers for such disbursements, and shall render to the Rector and the Vestry, at the regular meetings of the Vestry or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation/Church. If required by the Vestry, the Treasurer shall give the Corporation/Church a bond in such sum and with such surety or sureties as shall be satisfactory to the Vestry for the faithful performance of the duties of his office, and for the restoration to the Corporation/Church, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in possession or under the control of the Treasurer, belonging to the Corporation/Church. The Treasurer shall also have such other rights, duties, and powers as are authorized by the Vestry from time to time.

7.8 Assistant Treasurers. The assistant Treasurers in the order of their seniority shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer, and shall have such other rights, duties, and powers as are authorized by the Vestry from time to time.

7.9. Assistant Clergy. Any assistant clergy or ministers of the Corporation/Church, by whatever name they may be designated, shall be selected by the Rector subject to the approval of the Vestry.

## **Section 8 CHURCH MEMBERS FOR PURPOSES OF VOTING**

8.1 Membership. As stated in Article 4 of the Articles of Incorporation, the Corporation has no members who exercise the rights and powers of members of a corporation under the laws of the Commonwealth of Virginia. However, the Church as a local church also has church members determined by ecclesiastical qualifications, who have the rights and obligations of members of the local congregation known as *[NAME]*, but church membership as such conveys no standing, responsibility or authority for governance of the Corporation/Church, except as expressly set forth in these Bylaws. The qualifications for church membership are stipulated in these Bylaws and also governed by the Holy Scriptures.

8.2 Members. A member of this Church is any person who has 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 Church's register.

8.3 Eligible Voters. Only those Members of the Church who are at least 16 years of age, who are recognized by the Rector as regular worshippers, and who are recognized by the Treasurer or Wardens as regular contributors, are eligible to vote for Vestry and other matters

requiring the vote of the congregation under these Bylaws. No person shall be an Eligible Voter in this Church while at the same time holding equivalent status in another church (regardless of denomination).

8.4 List of Members and Eligible Voters. The Rector and Wardens shall maintain a current list of the Members and Eligible Voters of the congregation. Prior to each annual Vestry election, the list of Eligible Voters shall be published or otherwise made publicly available for review upon request to enable the list to be corrected. Any person who believes he or she is entitled to be included on the list of Eligible Voters may appeal to the Vestry for its determination.

8.5 Qualification for Voting. The Vestry may appoint three persons to act as Judges at Vestry elections or at other meetings of the congregation to determine the qualifications of the voters and the eligibility of persons for nomination as lay Vestry members. The Vestry may also appoint additional persons to act as Alternate Judges in the event that a Judge is unable to serve and/or as Assistant Judges to assist the Judges in performing their duties. If the Vestry fails to appoint three persons to act as Judges at Vestry elections or other meetings of the congregation, then the Senior Warden, the Junior Warden, and the Secretary shall act as judges, provided no person shall be appointed or otherwise eligible to act as a Judge over an election in which he is a candidate for election.

8.6 Procedures for Meetings and Voting. The Vestry may from time to time adopt rules of order to govern any meetings of Church members, and may establish procedures or further define eligibility criteria, in furtherance of Section 8 of these Bylaws, for conducting any votes of such Church members.

## **Section 9 FISCAL MATTERS**

9.1 Deposits. The Vestry shall select banks, trust companies, financial institutions, or other depositories in which all funds of the Corporation/Church not otherwise employed shall, from time to time, be deposited to the credit of the Corporation/Church.

9.2 Checks. All checks or demands for money and notes of the Corporation/Church shall be signed by such officer or officers or such other persons as the Vestry may from time to time designate.

9.3 Fiscal Years. The Vestry shall have the power to fix, and from time to time to change, the fiscal year of the Corporation/Church. Unless otherwise fixed by the Vestry, the fiscal year shall be the calendar year, commencing January 1 and terminating the following December 31.

9.4 Designated Contributions. The Corporation/Church may accept any designated contribution, grant, bequest or devise provided it is consistent with the Corporation/Church's (1) mission and spiritual priorities as determined from time to time by the Vestry, (2) budget process and fiscal restrictions, (3) full ownership and control of the funds or assets, and (4) tax-

exempt purposes, as set forth in the Constitution. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. The Corporation/Church shall reserve all right, title and interest in and to, and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use.

9.5 Books and Records. The Corporation/Church shall keep at its office correct and complete books and records of account, the activities and transactions of the Corporation/Church, minutes of the proceedings of the Vestry and any committee of the Vestry, and a current list of the Vestry members and officers of the Corporation/Church and their residence addresses. Any of the books, minutes, and records of the Corporation/Church may be in written form or in any other form capable of conversion into written form within a reasonable time.

9.6 Loans to Vestry members and Officers Prohibited. No loans shall be made by the Corporation/Church to its Vestry members or officers. Any Vestry member or officer who assents to or participates in the making of any such loan shall be liable to the Corporation/Church for the amount of such loan until it is repaid. Nothing in this section shall bar any Vestry member or officer from receiving approved compensation in their employee capacities, or approved payments from the Corporation/Church's benevolence fund in accordance with the policy and procedures governing such a fund, provided they do not participate in the decision to grant such benevolence. Nothing in this subsection shall prohibit the Corporation from making a loan to a paid employee of the Corporation in connection with such employment, even if such employee also serves as an officer of the Corporation, provided that the loan is specifically authorized by the Vestry in accordance with these Bylaws (including without limitation Section 5), and that the employee/officer does not participate in the decision to authorize the loan.

9.7 Benevolence Fund. Consistent with Biblical teaching to share with those in need, the Corporation/Church may establish a benevolence fund to meet material and financial needs of Church members and others. This fund shall be administered under a policy which sets forth the funds' purpose, procedures for administration, and objective criteria for selection of recipients for financial assistance.

9.8 Accounting and Fiduciary Guidelines. The Vestry members and officers of the Corporation/Church shall conduct their affairs with integrity in the sight of God and men, and shall to that end maintain prudent and responsible control and accountability over all funds they receive and ensure that all funds are dedicated to the Corporation/Church's tax-exempt purposes.

## **Section 10 INDEMNIFICATION**

Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he, his testator or intestate, is or was a Vestry member and/or an officer, employee, or agent of the Corporation/Church, may be indemnified by the Corporation/Church, and the Corporation/Church may advance his related expenses, to the fullest extent permitted by law.

The Corporation/Church may purchase and maintain insurance to indemnify (a) itself for any obligation which it incurs as a result of the indemnification specified above; and (b) its Vestry members, officers, employees, and agents.

## **Section 11 AFFILIATIONS**

The Corporation/Church is a member congregation of the Diocese of the Mid-Atlantic (“DOMA”) and, through DOMA, of the Anglican Church in North America (“ACNA”).

## **Section 12 AMENDMENTS**

These Bylaws may be amended, altered, or repealed by a two-thirds majority of the members of the Vestry in attendance (a) at any regular meeting of the Vestry or (b) at any special meeting of the Vestry if notice of the proposed alteration or repeal is contained in the notice of such meeting or notice is properly waived as outlined in Section 4.2 of these Bylaws.