

By-Laws of

Servants of Christ Anglican Church, Inc.

As Amended: Approved February 12, 2017

ARTICLE I. PURPOSE AND STATUS AS CHURCH UNDER 501(C)(3), IRC

The general nature and purpose of the Corporation (hereafter "the Church" or "the Parish" or "the Congregation," which terms may be used interchangeably) shall be:

Section 1. To educate members and non-members on the saving grace and power of Jesus Christ. We seek to live out a core purpose to make disciples, learning to do all that Jesus said. The Jerusalem Declaration (29 June, 2008) is our statement of faith that lists the tenets of orthodoxy that underpins our Anglican identity.

Section 2. To provide a geographic location where believers can worship Christ and strengthen their faith and where non-believers can come to experience Christ in a direct and personal relationship.

Section 3. To assist Jesus Christ in healing those who are physically, emotionally, mentally, and spiritually infirm.

Section 4. To teach about the Great Commission and to encourage followers to spread the Good News of Jesus Christ to the four corners of the earth.

Section 5. In fulfilling the above purposes, to remain faithful to the Word of God as reflected in the Holy Bible.

Section 6. To the above ends, the Church is empowered to perform all acts authorized by law; provided, however, the Church shall not engage in any activity that is not permitted by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or any corresponding future provision of the Revenue Code, and the Church shall not attempt to influence legislation by propaganda or otherwise, nor shall it intervene in or participate in any political campaign on behalf of any candidate for public office. No part of the net earnings of the Church shall inure to the benefit of any member or private individual, and no member, director, or officer of the Church shall receive any pecuniary benefit from the Church, except such reasonable compensation as may be allowed for services actually rendered to the Church.

ARTICLE II. BOARD OF DIRECTORS

(KNOWN AS THE VESTRY)

Section 1. General Powers. Except as otherwise provided in the By-Laws, the business and secular affairs of the Church shall be managed by its Board of Directors, which shall be known as the Vestry.

Section 2. Number and Tenure. The number of Vestry members of the Church shall be ten (10), nine selected from the membership, and the rector. Vestry members shall serve for a term of three years and until their successors selected at the annual meeting of members have taken office. Vestry members shall not be eligible to succeed themselves; provided, however, persons selected to fill a vacancy of the unexpired term of a previous vestry member shall be eligible to be nominated to the vestry at the annual meeting immediately following the expiration of their term. Terms shall be staggered with one third of the Vestry being selected annually.

Section 3. Qualifications of Vestry Members. Members of the Vestry shall be confirmed members of the Congregation actively participating in the life of the Church. Vestry membership shall not be restricted with regard to gender. Members of the Vestry shall be persons eighteen years of age or over who are adult confirmed communicants in good standing of the Church for a period of six months last past at the date of their selection; provided, however, that persons related to each other by blood or marriage are ineligible to serve on the same vestry. A person with family member(s) on paid staff may serve on the vestry, but may not be included in vestry discussions regarding that specific staff member.

Section 4. Annual Meeting. The annual meeting of the Vestry shall be held within forty-five (45) days following the annual meeting of the membership of the Church and the selection of new vestry members. The agenda for such annual meeting shall be the election of officers, the appointment of committees, the receipt of reports from committees and officers, and the transaction for such other business as may properly come before the meeting.

Section 5. Regular Meetings. Regular meetings of the Vestry shall be held on such dates and at such times and places as the Vestry may from time to time determine, but regular meetings shall occur at least quarterly during each calendar year. The Vestry meetings are open to the attendance of the members of the Congregation.

Section 6. Special Meetings. Special meetings of the Vestry may be called by or at the request of the Rector, Senior Warden, or Junior Warden, or any three Vestry members, or at the request of a majority of the members of the Parish. At least four (4) days written or electronic notice shall be given, stating the time and place of the meeting; provided, however, the purpose of the meeting shall be stated in the notice, and no other business shall come before the Vestry at such meeting.

Section 7. Chair. The Rector shall act as the chair of the Vestry, with voice only, at any annual, regular, or special meeting.

Section 8. Quorum. A majority of the Vestry members shall constitute a quorum for the transaction of business at any meeting. The act of the majority of the Vestry members present at a meeting at which a quorum is present shall be the act of the Vestry. All meetings shall be governed by Roberts Rules of Order.

Section 9. Action without a Meeting. Any action required or permitted to be taken by the vestry at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all vestry members. Confirmation of action by the board may be completed by email so long as each member of the board approving such action has a valid email address and can consent in a reasonable manner capable of being independently confirmed.

Section 10. Vacancies. Any vacancy occurring on the Vestry may be filled by the affirmative vote of the remaining Vestry members. A Vestry member selected to fill a vacancy shall be selected for the unexpired term of his or her predecessor in office.

Section 11. Limitation on Terms. Vestry members shall not be eligible to succeed themselves.

Section 12. Compensation. Vestry members shall serve without compensation for their services, but may fix reasonable allowance for reimbursement of expenses actually incurred in connection with their duties.

Section 13. Resignation or Removal. Any Vestry member may resign by giving written notice to the Rector or the Secretary. Any Vestry member who shall fail

to attend three consecutive regular meetings of the Vestry shall be deemed to have voluntarily resigned.

ARTICLE III. PROVISIONS PERTAINING TO THE RECTOR

Section 1. Exclusive Charge and Care. The Rector or Priest of a Parish has, by virtue of office, the exclusive charge and care of all the spiritual concerns, music and ritual observances of the Parish.

Section 2. For the purposes of the office and for the full and free discharge of all functions and duties pertaining thereto, the Rector shall, at all times, be entitled to the use and control of the Church and Parish buildings with the appurtenances and furniture thereof. All meetings and functions held within the Church and Parish Buildings are subject to the approval of the Rector.

Section 3. The Rector has authority over all of the spiritual concern, musical and ritual observances by the Parish. The Rector shall, after consultation with the Vestry, have authority over all Guilds, Societies, and associations within the Parish as well as the hiring and firing of parish staff. Unless otherwise provided by the Charter of the Parish, the Rector may call meetings of the Vestry and Congregation as the Rector shall deem appropriate, and shall serve as ex-officio President of the same, and is entitled to speak on all questions before these bodies. The Rector shall call a meeting of the Vestry when requested to do so by a majority of the members of the Parish.

Section 4. The annual salary and other compensation of full time clergy shall be in substantial conformity with the guidelines established in the Clergy Compensation Guide, recommended by the Diocesan Council and approved by the annual Synod. The Vestry may request and receive from the Standing Committee a deviation from the guidelines for good cause shown.

Section 5. Vestry's Duties Regarding the Rector.

A. Election of Rector. The Vestry shall select a Rector for the Church subject to the approval of the Bishop, pursuant to the Constitution and Canons of the Gulf Atlantic Diocese of the Anglican Church of North America.

B. The Rector may be removed by the Vestry subject to the approval of the Bishop. In the event of disagreement, the disagreement shall be resolved by submission in a timely manner to the Ecclesiastical Court for a resolution.

ARTICLE IV. MODE OF ELECTION OF RECTOR OR OTHER MEMBER OF THE CLERGY

Section 1. When a Parish proceeds to call a new Rector, it shall first consider a list of candidates proposed by the Bishop. The Vestry may reject all of the proposed names after due research and shall thereupon notify the Bishop. The Vestry may then ask the Bishop for additional names and may reject all of these. They may then proceed to consider other names. The Vestry's choice shall be communicated to the Bishop in writing together with documentation evidencing the qualifications of the candidate to meet the Parish's requirements for priestly leadership. The Bishop shall have 30 days to respond. The Bishop shall have the option of approving, or, after consultation with the Standing Committee, of rejecting the proposed candidate. If the candidate is rejected, the Vestry may proceed to consider other candidates.

In the event of a disagreement between the Bishop and the Vestry regarding Clergy selection, the disagreement shall be submitted to the Ecclesiastical Court for resolution in a timely manner.

Section 2. A member of the Clergy shall not be recognized by the Bishop as the Rector of the Parish until said elected member of the Clergy has been canonically transferred to this jurisdiction. The said member of the Clergy shall not, with or without the consent of the Vestry of said Parish, perform any of the rites or ceremonies of the Church except with the special permission of the Bishop of this Diocese, until the Bishop or the Ecclesiastical Authority has certified to the Vestry that such member of the Clergy-elect has been canonically transferred to this jurisdiction. The certificate of the Bishop or Ecclesiastical Authority shall be entered upon the minutes of the Vestry.

Section 3. No member of the clergy shall be allowed to officiate in a parish, congregation, or institution of the Diocese unless he or she shall first produce a letter of Orders or other satisfactory evidence that establishes him or her as an authorized Minister of God's Church, and unless he or she shall have been licensed by the Bishop of the Diocese for such ministry.

ARTICLE V. MEMBERSHIP OF THE CONGREGATION

Section 1. General Provisions. The Congregation shall have one (1) class of members, and no more than one (1) membership may be held by any one (1) person. The rights, privileges, and obligations of all members shall be equal. Each adult member shall be entitled to one (1) vote.

Section 2. Qualifications of Membership. Membership in the Congregation is open to any person who has received the Sacrament of Baptism with water in the Name of the Father, and of the Son, and of the Holy Spirit who has regularly attended services for a minimum of two months and who has regularly contributed to the funds or expenses of the congregation and who declare themselves conscientiously in accord with the purpose of the Congregation, as stated in its Articles of Incorporation, and to the doctrine, discipline and worship of the Church.

Section 3. Annual Meeting. The annual meeting of members shall be held during February of each calendar year on the date and at the time and place stated in the notice of meeting, which shall be in writing and mailed at least ten (10) days prior to the fixed date of the annual meeting to each member of the Congregation. This notice requirement may be satisfied by inclusion of the notice in the Church newsletter, so long as the newsletter is distributed at least quarterly. At the regular or special Vestry meeting held prior to the date of the annual meeting of the Congregation, the Rector shall determine and confirm the status of each member of the Congregation as a member in good standing.

Section 4. Special Meetings. Special meetings of the members may be called by the Rector or by the Senior Warden joined by any five (5) members of the Congregation upon fifteen (15) days written notice to the membership. The five members who joined the Senior Warden in calling such special meeting shall be listed in the minutes of the meeting.

Section 5. Quorum. A quorum for all annual or special meetings of the members of the congregation shall constitute 30% of the voting members. The act of the majority of the members present at a meeting in which a quorum of members is present shall be the act of the members.

Section 6. Non-Transferability of Membership. The rights of the membership may not be transferred and all rights of membership shall cease upon the termination of membership.

Section 7. Termination of Membership. Membership shall terminate upon the written resignation of any member delivered to the Rector or Secretary, either personally or by mail, or after two years absence from all church services unless specifically exempted by the Rector for good cause.

ARTICLE VI. STANDING COMMITTEES.

Section 1. Executive Committee. The Rector may appoint an Executive Committee which shall consist of the Rector, Senior Warden, Junior Warden, Secretary, Treasurer, and one other member of the Vestry. The Executive Committee shall have, and may exercise, in the interim between meetings of the Vestry, and all the designated authority of the Vestry. All actions of the Executive Committee shall be called by the Rector. A majority of the voting members of the Executive Committee shall constitute a quorum. The vote a majority of the members present at a meeting at which a quorum is present shall be the act of the Executive Committee.

Section 2. Other Standing Committees. The Vestry may designate and dissolve other standing committees with such membership and authority as shall be provided in the resolution of appointment. In so doing, (a) the Vestry may designate two or more Vestry members to constitute any committee it deems necessary, and any such committees shall have and may exercise all authority granted to it by the Vestry; (b) the Vestry may appoint non-Vestry members to any committee as non-voting committee members, except that no non-Vestry members may be appointed to the Executive Committee; (c) the Vestry shall prescribe the manner in which the proceedings of any committee shall be conducted, and in the absence of any such prescription, the committee shall determine the manner in which its proceedings shall be conducted. Any regular and special meetings and any other actions of the committee shall be governed by the provisions of Article I applicable to meetings and actions of the Vestry.

ARTICLE VII. OFFICERS.

Section 1. Number, Qualification, Term and Election. The officers of the Congregation shall be the Senior Warden, the Junior Warden, Secretary and the Treasurer. Each officer shall hold office from the date of election until the next

succeeding annual meeting of the Vestry and until a successor shall have been duly elected and qualified.

Section 2. Qualifications of Officers. The Senior Warden and Junior Warden shall be members of the Vestry. The Secretary and Treasurer may be, but are not required to be, members of the Vestry.

Section 3. Election/Selection of Officers. The Rector shall appoint the Senior Warden. The Vestry shall elect the Junior Warden, Treasurer and Secretary. These officers may be removed with or without cause at any time by the Vestry.

Section 4. Terms of Office. The Junior Warden, Treasurer and Secretary shall hold office until his or her successor has been duly elected at the next annual meeting of the Vestry. The Senior Warden shall serve for one year and until his or her successor is appointed.

Section 5. Rights and Duties of the Senior Warden.

A. The Senior Warden, in the role of Rector's Warden, shall support the Rector in all of the Rector's duties by acting as a consultant and advisor to the Rector and by interpreting the Rector's role and expectations to the people.

B. The Senior Warden shall preside at the annual meeting of the Congregation.

C. The Senior Warden shall be entitled to notice of and to attend meetings of all committees.

D. The Senior Warden may sign, with the Secretary or Treasurer, or any other proper officer of the Congregation authorized by the Vestry, any contracts, deeds, mortgages, 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 or by the By-Laws to some other officer or agent of the Congregation, or shall be required by law to be otherwise signed or executed.

E. In the absence of a permanent rector the Senior Warden shall ensure that a supply priest is provided for services.

F. In the absence of a permanent rector the Senior Warden shall be in charge of the day to day operations of the corporation.

G. The Senior Warden shall in general perform all the duties incident to the Office of Senior Warden and such other duties as may be prescribed by the Vestry and the Constitutions and Canons of the Anglican Church and the Diocese.

Section 6. Duties of the Junior Warden.

A. The Junior Warden, in the role of the People's Warden, shall serve as the representative of the Congregation to the Vestry and to the Rector.

B. The Junior Warden shall perform the duties of the Senior Warden at all functions and in all circumstances when the Senior Warden is not present or is otherwise unable to act.

C. The Junior Warden shall assist the Senior Warden with the performance of the Senior Warden's duties as reasonably requested by the Senior Warden.

D. The Junior Warden shall perform such other duties as may be prescribed by the Vestry from time to time and the Constitutions and Canons of the Anglican Church and the Diocese.

Section 7. Duties of the Secretary.

A. The Secretary shall be responsible for supervising the recording and keeping of minutes of all meetings of the Vestry and of the Congregation members.

B. The Secretary shall cause notice to be given of all meetings of the Vestry and of the Congregation members.

C. The Secretary shall be the custodian of the records of the Congregation, including, but not limited to a register of all baptisms, confirmations, and marriages and a register of the mailing address of each member of the Congregation.

D. The Secretary shall have the charge of the books, records and papers of the Congregation relating to its place in the Diocese and the Anglican Church, and shall see that the reports, statements and other documents required by the Church and the Diocese are properly kept and filed.

E. The Secretary shall have the charge of the books, records and papers of the Congregation relating to its organization as a corporation and shall see that the reports, statements and other documents required by law are properly kept and filed.

Section 8. Duties of the Treasurer.

A. The Treasurer shall have the charge and custody of and be responsible for all funds and securities of the Congregation, and shall deposit or cause to be deposited all monies and other valuable effects in the name of the credit of the Congregation in such banks or other depositories as may be designated by the Vestry.

B. The Treasurer shall keep full and accurate accounts of assets, liabilities, receipts, and disbursements and other transactions of the Congregation in the appropriate official records.

C. The Treasurer shall cause regular audits of books and records of the Congregation to be made under the guidance and direction of the Vestry.

D. The Treasurer, with the approval of the Rector, shall disburse the funds of the Congregation as may be ordered by the Vestry, taking proper vouchers for such disbursement.

E. The Treasurer shall render, whenever so required by the Vestry or the Rector, a statement of all transactions as Treasurer and an account of the financial condition of the Congregation.

Section 9. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Vestry for the unexpired portion of the term.

ARTICLE VIII. PERSONNEL

The Vestry may employ such personnel and retain consultants as may be deemed necessary to attain the objectives of the Congregation. The Vestry shall fix the compensation for such personnel and approve a salary structure.

ARTICLE IX. CONTRACTS, INCOME AND DISBURSEMENT.

Section 1. The Vestry may authorize any officer or agent of the Congregation, in addition to the officers so authorized by these By-Laws, to enter into any contract or service agreement or to execute and deliver any instrument in the name of and on behalf of the Congregation.

Section 2. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Congregation for an amount greater than one thousand dollars (\$1,000.00) shall be signed by the Rector and one of the following officers: Senior Warden, Junior Warden, or Treasurer, and in such manner as shall from time to time be determined by resolution of the Vestry or by the Executive Committee in the absence of such determination by the Vestry. All instruments for an amount of one thousand dollars (\$1,000.00) or less shall be signed by any one of the above officers, or such other person designated by the Vestry, and in such a manner as shall from time to time be determined by resolution of the Vestry.

Section 3. Gifts. The Vestry may accept on behalf of the Congregation any contributions, gifts, bequests, or devises for the general purpose or for any special purpose of the Congregation.

ARTICLE X. BOOKS AND RECORDS.

The Congregation shall keep correct and complete books and records of account and shall keep summaries of the proceedings of the meetings of its members, Vestry, and committees having any of the authority of the Vestry and shall keep a record of names and addresses of members entitled to vote. At intervals of not more than twelve (12) months, the Congregation shall prepare a balance sheet showing its financial condition as of a date not more than four (4) months prior thereto and a statement of receipts and disbursements for the

preceding twelve-month period. All books and records shall be kept at a location designed by the Vestry and may be inspected by any member or the member's agent for any property purpose during normal business hours.

ARTICLE XI. FISCAL YEAR.

The fiscal year of the Congregation shall begin on the first day of July in each year and shall end on the last day of June of the following day.

ARTICLE XII. NON-LIABILITY OF VESTRY MEMBERS AND CONGREGATION MEMBERS

No member of the Congregation, no member of the Vestry, and no contributor of in-kind services to the Corporation shall be liable for the acts or omissions of the Congregation, its Vestry, its agents, or its representatives or their own individual acts or omissions. The Congregation shall indemnify any person who was or is a party, or was threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, civil, criminal, administrative or investigative, when the actions or omissions of such person were or are made in good faith and as a member, Vestry member, officer, employee, or agent of the Congregation, except that no such right of indemnification shall arise by virtue of willful misconduct or gross negligence. The officers of the Congregation are authorized to procure and shall procure appropriate insurance to implement this Article for the benefit of all indemnities.

ARTICLE XIII. AMENDMENTS

These By-Laws may be amended, altered, or repealed or new By-Laws adopted by a majority vote of the members of the Congregation who are present at any regular or special meeting where such proposed action is on the agenda of the meeting, provided that the proposed action has been stated in specific terms in the notice of said meeting.

DULY ADOPTED by a majority of the quorum present at the annual meeting of members of the Church, held after notice on the 12th day of February, 2017.