

# BYLAWS

*Promised Land Anglican Church, Inc.,  
conducting business and carrying on ministry as*

*Christ Church Vero Beach*

*925 14<sup>th</sup> Lane, Vero Beach, FL 32960*

## ARTICLE I. NAME, PURPOSES, AND STATEMENT OF BELIEF

### Section 1. Name

The name of this Corporation is Promised Land Anglican Church, Inc. (hereinafter referred to as the “Corporation”). The Corporation conducts business and carries on its ministry as a Christian church under the name Christ Church Vero Beach (“Christ Church”).

### Section 2. Purposes

The purposes of Christ Church are

A. To support the public worship of Almighty God as a Christian church in furtherance of the historic Christian faith;

B. To operate for religious purposes;

C. To engage in Christian ministries and charitable activities consistent with said purposes within the meaning of Section 501(c)(3), Section 509(a)(1) and Section 170 of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder (the “Code”), together with all other activities permitted by Florida Statutes Section 617.01011 *et seq.*, as amended, of the Florida Not For Profit Corporation Act, which further the exempt purposes of Christ Church, as specified herein. These charitable activities include, but are not limited to, the payment of overhead expenses, administrative costs, and reasonable

salaries to the employees of Christ Church when necessary to carry out the exempt purposes of Christ Church, provided, however, that: (a) no part of the net earnings of the Christ Church shall inure to the benefit of any Member of Christ Church or other individual; (b) no substantial part of Christ Church's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation; and (c) Christ Church shall not participate or intervene in any political campaign on behalf of any candidate for public office. It is the specific intention of Christ Church that the purposes and activities of Christ Church be as broad as permitted by Section 617.01011 et seq. of the Florida Not For Profit Corporation Act, but only to the extent that Christ Church qualifies as a tax exempt organization within the meaning of Section 501(c)(3), Section 509(a)(1) and Section 170 of the Code.

### **Section 3. All Welcome**

Everyone is welcome at worship services at Christ Church, and Holy Communion is open to all persons baptized in the name of the Father, Son and Holy Spirit. Membership in Christ Church is open to those who are eligible in accordance with these bylaws.

### **Section 4. Statement of Beliefs**

As a church in the historic Anglican tradition and as a part of the one holy catholic and apostolic Church of Christ, we affirm the following beliefs:

- A. We believe and confess that Jesus Christ is the way, the truth, and the life: no one comes to the Father but by Him.
- B. We affirm that the canonical books of the Holy Scripture, the Old and New Testaments, are the inspired Word of God, containing all things necessary for salvation, and are the final authority for Christian faith and life.
- C. We affirm that Baptism and Holy Communion are Sacraments ordained by Christ Himself in the Gospel, and thus must be administered with unfailing use of His words of institution and of the elements ordained by Him.
- D. We affirm that the godly historic office of bishop is an inherent part of the apostolic faith and practice, and therefore is integral to the fullness and unity of the Body of Christ.
- E. We affirm, as proven by Holy Scripture, the historic faith of the undivided church as declared in the Apostles' Creed and the Nicene Creed.

F. We receive The Book of Common Prayer, consistent with this statement of belief, as a standard for Anglican doctrine and discipline.

G. We affirm that marriage is a life-long union of one man and one woman, instituted by God and intended for the mutual joy, help, and comfort of husband and wife, and, when it is God's will, for the procreation and nurture of children. We further affirm that because the single life, either by call or circumstance, is honored by God, unmarried persons and single parents should embrace and be embraced by the Christian family.

H. We affirm that human sexuality is an inherent part of God's creation of every human person. We further affirm that a husband and wife are called to exclusive sexual fidelity to each other, and that single persons are called to abstinence from sexual activity.

I. We affirm that all human life is a sacred gift from God and must be protected and defended from conception to natural death. We further affirm that we will uphold the sanctity of life and bring the grace and compassion of Christ to those who face the realities of abortion, unwanted pregnancy, and end-of-life illness.

## **ARTICLE II. OFFICE AND LOCATIONS**

The principal office of Christ Church shall be in Vero Beach, Indian River County, Florida. The governing body of Christ Church, the Vestry, may, in its discretion, change the principal office address from time to time.

## **ARTICLE III. AFFILIATION**

Christ Church is unaffiliated with any denomination, church organization or communion. Christ Church may establish such affiliation, or may subsequently disaffiliate, by a two-thirds vote of the Vestry, including an affirmative vote by the priest-in-charge (the "Rector"), and by a majority vote of the Voting Members of Christ Church ("Voting Members" – see definitions in Article IV) at a regular annual meeting or at a duly called special meeting of Christ Church. Christ Church shall not affiliate or remain affiliated with any organization, denomination or ecclesiastical entity that claims or may claim an ownership interest in the real or personal property of Christ Church or that supports any theological or ecclesiastical position in conflict with these bylaws. Upon affiliation, Christ Church agrees to adopt and recognize the authority of the Constitution and Canons of said Diocese.

## **ARTICLE IV. MEMBERSHIP**

### **Section 1. Classes of Members**

#### **A. Voting Members**

This class (“Voting Member”) includes those who:

1. Have been baptized in the name of the Holy Trinity;
2. Affirm the Statement of Beliefs in Article I, Section 4 of these bylaws;
3. Are 18 years of age or older;
4. Have applied and been accepted for membership in Christ Church;
5. Have had their names recorded in the parish register;
6. Are faithful in service, prayer, and giving financially to Christ Church;
7. Are faithful in attendance at corporate worship, unless such attendance has been prevented for good cause as determined by the Rector.

#### **B. Non-voting Members**

This class (“Non-voting Member”) includes:

1. Those under age 18 who:
  - a. Have been baptized in the name of the Holy Trinity;
  - b. Have attended a worship service at least once during the preceding three months;
  - c. Have made application for membership with parental permission; and
  - d. Have had their names recorded in the parish register.
2. Those age 18 or older who:
  - a. Have been removed from voting status for good cause, as determined by the Rector; or
  - b. Have failed to continue to meet the criteria for voting membership in Section 1(A) of this Article.

### **Section 2. Meetings, Voting Privileges, and Quorum**

**A. Annual Meeting** –The annual meeting of Voting Members shall be held within thirty (30) calendar days of the 31st day of January, such date to be determined by the Rector. Notice of date, time and place of the meeting shall be given to the membership at least fourteen (14) calendar

days prior to the annual meeting. The agenda of the annual meeting shall include the Rector's report, Senior Warden's report, Treasurer's report, reports from Christ Church groups and organizations, election of persons to fill Vestry vacancies, and such other matters as may come before the meeting. At least fourteen (14) calendar days prior to the meeting, a list of eligible voters shall be publicly posted.

**B. Special Meetings** – The Rector, or the Vestry by majority vote, may call a special meeting of the Voting Members upon notice given at least fourteen (14) calendar days before the meeting, such notice to include the purpose, place, date and time of the meeting. For good cause, the time of issuance of the notice may be shortened to ten (10) calendar days before the meeting date.

**C. Manner of Notice.** A notice for annual and special meetings may be made orally or in writing.

**D. Minutes** – The Secretary for each meeting, who shall also serve as Clerk of the Vestry, shall be responsible to see that appropriate minutes are kept of all business meetings.

**E. Privilege to Vote and Quorum** – Twenty percent (20%) of the Voting Members must be present to constitute a quorum at all membership meetings. Decisions put before the membership shall be made by a majority vote of Voting Members in attendance, unless otherwise stipulated in these bylaws. Such decisions shall include election of Vestry members and other items as designated in these bylaws.

### **Section 3. Church Discipline**

A. Discipline of members, as well as pastoral and support staff, is a Biblical exercise designed to promote personal responsibility, personal accountability, and consistent Christian growth and practice. Matters of discipline will be handled by the Rector in accordance with the Bible, including Matthew 18:15-20 and 1 Corinthians 5:9-13.

B. The Rector is the Biblical Authority and arbiter on Church discipline. If the Rector is the subject of a question of discipline, the Senior Warden, with a 2/3 vote of the Vestry shall be the Biblical Authority and arbiter on Church discipline. If the Rector is the subject of a question of discipline, the Rector shall not vote on the issue of discipline.

## **ARTICLE V. VESTRY**

### **Section 1. General Responsibilities of Vestry as Governing Board**

The Vestry shall serve as the governing board of the Corporation. In this governing capacity the Vestry shall:

- A. Provide oversight of the temporal activities, business affairs, and property of Christ Church;
- B. Control the acquisition, management, and disposition of all Christ Church property, real and personal;
- C. Approve the annual Christ Church budget;
- D. Sign, or delegate the right to sign, all legal documents;
- E. Approve formation of all Vestry standing and special committees and membership on all such Vestry committees, including approval of committee members selected by the Senior Warden as provided by Article 6, Section 2(A);
- F. Appoint and confer authority upon the Rector, who in turn will appoint a body of clergy and staff to manage Christ Church;
- G. Assist the Rector and other clergy in providing spiritual leadership and oversight of the ecclesiastical affairs of Christ Church;
- H. Pray regularly for Christ Church and its mission;
- I. Exercise all such powers of the Corporation and do all such lawful acts and things that are not prohibited or limited by statute, the Articles of Incorporation, or these bylaws;
- J. Be a resource for providing godly counsel, Biblical wisdom, and accountability for the Rector and other clergy of Christ Church.

### **Section 2. Members**

The Vestry shall consist of a minimum of five (5) and a maximum of twelve (12) elected lay Voting Members of Christ Church. The Rector shall preside over Vestry meetings and vote only in the case of a tie. At each annual meeting, at least one-third of the lay members of the Vestry shall be elected to serve a term of three years. Any lay member of the Vestry completing service for a full term shall not be eligible to serve on

the Vestry until at least one year has elapsed after such member ended his or her previous service on the Vestry.

### **Section 3. Qualifications**

To be eligible to serve as a member of the Vestry, a person shall:

- A. Affirm that Jesus Christ is his or her Lord and Savior;
- B. Be a Voting Member;
- C. Be confirmed according to catholic and apostolic order;
- D. Be committed to the principle of tithing;
- E. Be committed to attend all regular and special meetings of the Vestry, unless absence is for good cause.

### **Section 4. Nominations**

**1. Nominating Committee.** By September 1<sup>st</sup> of the year preceding the annual meeting, the Senior Warden shall appoint a nominating committee, which shall be approved by a majority vote of the Vestry. The committee shall consist of the Senior Warden or his or her designee; a current Vestry member whose term expires at the upcoming annual meeting; a pastoral staff member appointed by the Rector; and a Voting Member not currently on the Vestry but who is active in a ministry of Christ Church. No person on the Nominating Committee may be nominated as a candidate for the Vestry in the year that he or she serves on the Nominating Committee.

**2. Nominating Procedure.** The nominating committee shall nominate at least one Vestry candidate to fill each of the expiring Vestry terms for that year. The final list of nominees for the Vestry shall be approved by a majority vote of the Vestry. The names of the nominees shall be published to the Voting Members no later than December 15<sup>th</sup> of the year preceding the annual meeting. Additional nominations may be made from the floor at the annual meeting.

### **Section 5. Elections**

New Vestry members shall be elected at the annual meeting of Christ Church. A plurality of votes cast shall be necessary to elect each new Vestry member for each Vestry vacancy. In the event there is a contest for any Vestry vacancy, voting on that vacancy shall be by secret written ballot. Any ballot cast for fewer candidates than the number required to fill all vacancies shall be deemed incomplete and invalid and shall not be

counted. Neither proxy voting nor absentee ballots shall be allowed. Those new Vestry members who are elected shall take office at the organizational meeting of the Vestry following their election.

## **Section 6. Vestry Meetings**

### **A. Organizational Meeting**

The organizational meeting of the Vestry shall be held as soon as possible following the annual meeting of the Corporation.

### **B. Regular Meetings**

Regular meetings of the Vestry shall be held on the fourth Tuesday of every month (or at such other time as is designated by the Senior Warden in consultation with the Rector, or as the Vestry may determine by vote). Meetings of the Vestry shall be open to Voting Members and invitees, who may attend as observers. Notice shall not be required for regular meetings, but notice of changes in the time of regular meetings shall be printed in the Christ Church bulletin or otherwise published in a reasonable manner so as to afford proper notice to all Voting Members.

### **C. Special Meetings**

Upon reasonable notice to members of the Vestry, special meetings may be called by 1) the Rector; or 2) the Senior Warden; or 3) three or more members of the Vestry. Notice to Members of Christ Church shall not be required for special meetings of the Vestry.

### **D. Quorum**

A quorum for the conduct of business shall consist of a majority of the members of the Vestry.

## **Section 7. Participation in Meetings by Telephone or Comparable Means.**

Participation in a meeting of the Vestry or in meetings of any committee or subcommittee of the Vestry by telephone or comparable means is permitted when the Vestry, committee, or subcommittee member is absent from the county in which the meeting is held. Vestry members or committee or subcommittee members may participate through such telephone or comparable means only if all persons participating in the meeting can hear one another at the same time. Participation by telephone or comparable means under this section shall constitute presence in person at the meeting.

## **Section 8. Action without a Meeting**

Any action required by law to be taken at a meeting of the Vestry, or any action which may be taken at a meeting of the Vestry or a committee of

the Vestry, may be taken without a meeting if 1) a consent in writing, which sets forth the action to be taken, is signed by all members of the Vestry or by all of the persons on the committee or subcommittee; and 2) such consent statement is filed in the minutes of the subsequent meeting of the Vestry, committee, or subcommittee. Such consent shall have the same effect as a unanimous vote.

### **Section 9. Vacancies**

Should a Vestry vacancy occur, the Rector shall, with the consent of a majority of the remaining members of the Vestry, appoint a successor to serve the unexpired term.

### **Section 10. Removal of Vestry Member**

A. A Vestry member may be removed from office upon the vote of two-thirds of the Vestry members.

B. Any Vestry member removed from office shall turn over to the Vestry within seventy-two (72) hours all records of the Vestry in his or her possession.

### **Section 11: Conflicts of Interest.**

It shall be the policy of Christ Church to prohibit participation of any Vestry member or officer in any decisions of Christ Church in which the Vestry member or officer shall have, directly or indirectly, a financial or personal interest that could or will inure to the private gain of said individual or to the gain of a principal by whom the Vestry member or officer is retained.

## **ARTICLE VI. CORPORATE OFFICERS**

### **Section 1. Chief Executive Officer**

The Rector shall be chief executive officer of the Corporation and presiding officer of the Vestry and shall have the right to vote in the event of a tie.

### **Section 2. Wardens**

**A. Senior Warden.** At the organizational meeting of the Vestry, the Rector shall appoint one member of the Vestry to serve as Senior Warden. The Senior Warden shall be an *ex-officio* member of all committees. With Vestry approval and in consultation with the Rector, the Senior Warden shall appoint all members of Vestry committees. In the absence of the Rector, the Senior Warden shall preside at meetings of the Vestry and of the Voting

Members. In the event that the office of Rector becomes vacant, the Senior Warden shall make arrangements for services of public worship, for the appointment of an Interim Rector, and for the calling of a new Rector.

**B. Junior Warden** The Vestry, at its organizational meeting, shall elect one member of the Vestry to serve as the Junior Warden. He or she shall preside at meetings of the Vestry and of Christ Church in the absence of the Rector and the Senior Warden.

**C. Terms.** Both wardens shall serve a one-year term and shall be eligible to succeed themselves for the remainder of their respective Vestry terms.

### **Section 3. Secretary**

The Vestry, at its organizational meeting, shall elect one member of the Vestry to serve as Secretary of the Corporation. The Secretary shall be the custodian of the corporate seal and shall give notice of all Christ Church meetings. The Secretary shall also serve as Clerk of the Vestry; have the responsibility of taking minutes of all Vestry meetings; and serve as corresponding secretary for the Vestry. Assistant Secretaries may also be appointed by the Vestry.

### **Section 4. Treasurer**

The Vestry, at its organizational meeting, shall elect one member of the Vestry to serve as Treasurer. The Treasurer shall keep records of all Christ Church's accounts; make regular reports to the Vestry and to Christ Church; and maintain all funds of the Parish in institutions approved by the Vestry. Assistant Treasurers may be appointed by the Vestry.

## **ARTICLE VII. RECTOR**

### **Section 1. Qualifications**

#### **A. Anglican Communion**

The Rector shall be either a priest or a bishop under the authority of the Anglican Communion.

#### **B. Christ Church Statement of Beliefs**

The Rector, before taking office, shall affirm the entire Statement of Beliefs of Christ Church, as set forth in Article I, Sec. 4 of these bylaws.

### **C. Requirements According to Holy Scripture**

In accordance with Holy Scripture, the Rector will exemplify the criteria for bishops, deacons and elders in 1 Timothy 3:1-13 and Titus 1:5-9.

### **D. Concerning Upholding the Sanctity of Marriage**

Marriage, as a lifelong covenant between a man and a woman where the two become one flesh, is both an ordinance from Creation, affirmed as such by our Lord, and commended by St. Paul as a sign of the mystical union between Christ and His Church (Matthew 19:3-9; Ephesians 5:21-33). As a wholesome example and pattern to the entire flock of Christ, a married Rector shall remain married to his or her spouse for life in accordance with the vows exchanged in Holy Matrimony. Subject to Section 1(E) of this article, no person shall become Rector who has divorced and remarried.

### **E. Concerning Pastoral Exceptions to Article 7, Section 1(D).**

1. Two-thirds of the entire Vestry may apply to an Archbishop or Bishop of the Anglican Communion to sponsor a candidate for Rector who, by reason of the impediment of Section 1(D) of this article, could not otherwise be qualified as Rector. The designated Archbishop or Bishop may, upon a showing of good cause and in light of the exceptions in Matthew 19 and 1 Corinthians 7, remove the impediment to becoming Rector.

2. Divorce during a Rector's tenure does not automatically constitute grounds for dismissal.

### **F. Concerning Theological Training Requirements**

Any person who shall become Rector must have been properly trained in Holy Scripture, and the Doctrine, Discipline and Worship of Orthodox Christianity as received by the Anglican Communion.

## **Section 2. Calling**

A. Candidates for Rector shall be nominated by a Search Committee, which shall be established by the Vestry and consist of a minimum of five (5) Voting Members of Christ Church. The committee members shall be selected by the Senior Warden, be approved by the Vestry, and include two members of the Vestry.

B. The Rector Search Committee shall nominate only candidates who meet the qualifications for Rector included in Sec. 1 of this Article.

C. The Rector shall be called by a vote of at least two-thirds of the entire Vestry.

### **Section 3. Chief Executive Officer**

The Rector shall be the chief executive officer of the Corporation.

### **Section 4. Spiritual Leader**

The Rector, in his or her capacity as spiritual leader, shall:

A. Have full authority and responsibility for the conduct of the worship and the spiritual life of Christ Church;

B. Be entitled at all times to the use of the property of Christ Church together with all appurtenances and furniture;

C. Have access to all records maintained on behalf of Christ Church;

D. Encourage instruction in the Holy Scriptures and exercise of ministries and spiritual gifts by Members;

E. Ensure instruction concerning Christian stewardship, including:

1. Reverence for God's creation and the right use of His gifts;
2. Generous and consistent offering of time, talent, and treasure for the ministry of Christ Church at home and abroad;
3. The Biblical standard of the tithe and sacrificial giving; and
4. The responsibility of all persons to make a will.

F. Ensure the preparation of persons for all sacramental rites of the church;

G. Record and maintain all appropriate records in the Parish Register;

H. Record all services in the appropriate register; and

I. Call assisting clergy with Vestry approval.

### **Section 5. Dismissal**

The Rector may be dismissed by two-thirds vote of the entire Vestry, with or without cause.

## **ARTICLE VIII. MISCELLANEOUS BUSINESS PRACTICES**

### **Section 1. Availability of Records**

Business records shall be open at all times to the inspection of the Rector, the Vestry, and other parties as required by state law.

### **Section 2. Audit**

All Christ Church financial records shall be audited at the close of each year by an independent certified public accountant. Said audit shall be completed no later than September 1 of each year and shall cover reports of the previous calendar year.

### **Section 3. Property and General Liability Insurance**

All church buildings and personal property shall be insured for an amount to be determined by the Vestry. Additionally, Christ Church shall be insured for general liability.

### **Section 4. Approval of Financial Liabilities by Vestry**

Any encumbrance, loan, mortgage, lien, alienation, sale, or other liability of the Parish shall be approved by the Vestry.

### **Section 5. Signatories for Fund Withdrawals**

The Vestry shall authorize signatories for the withdrawal of funds.

### **Section 6. Fiscal Year**

The fiscal year of Christ Church shall begin January 1.

## **ARTICLE IX. INDEMNIFICATION OF VESTRY MEMBERS**

### **Section 1. Indemnification of Vestry**

Each Vestry person or officer shall be indemnified and held harmless by Christ Church Vero Beach against all costs and expenses reasonably incurred by or imposed upon him or her in connection with any claims, demands, actions, causes of action, suits, debts, dues, sums of money, accounts, reckonings, bills, specialties, covenants, contracts, controversies, agreements, promises, variances, trespasses, damages, claims, liens, and all, and any and every nature of, actions or causes of action, in law or in equity, including attorneys fees and costs, in which he or she may be involved or have incurred by reason of being or having been a Vestry person or officer of Christ Church Vero Beach, such expenses to include the cost of reasonable settlements (other than amounts paid to the Church itself) made with a view to curtailment of costs of litigation. This indemnification shall survive the Vestry person's or officer's term.

## **Section 2. Limits on Indemnification**

Christ Church Vero Beach shall not, however, indemnify any Vestry person or officer with respect to claims, demands, actions, causes of action, suits, debts, dues, sums of money, accounts, reckonings, bills, specialties, covenants, contracts, controversies, agreements, promises, variances, trespasses, damages, claims, liens, and all, and any and every nature of, actions or causes of action, in law or in equity, including attorneys fees and costs, in which the Vestry member or officer committed a crime or an intentional tort, fraud or misrepresentation. With respect to any matters on which any settlement or compromise is effected, if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such Vestry person or officer in conducting such litigation to a final conclusion, Christ Church Vero Beach shall not indemnify any Vestry person or officer for the excess over such reasonable expense. The foregoing right of indemnification shall not be conclusive of other rights to which any Vestry person or officer may be entitled as a matter of law.

## **Section 3. Indemnification Insurance**

The Vestry may purchase and maintain insurance to indemnify a) Christ Church for any obligation that it incurs as a result of indemnification and/or b) Vestry members, officers, employees, and agents of Christ Church.

## **ARTICLE X. DISSOLUTION**

Upon the liquidation or dissolution of Christ Church, the Corporation's assets, if any remain after payment (or provision for payment) of all liabilities of Christ Church, shall be distributed to such other existing or future Christian congregations as shall be approved by a simple majority vote of the Vestry at any regular or special meeting of the Vestry. The Corporation's assets shall not be distributed to or for any purpose other than that described in the previous sentence, provided, however, that if the Church is qualified under Section 501(c)(3) and Section 509(a)(1) of the Internal Revenue Code of 1986, as amended, then the assets of the Church shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) and Section 509(a)(1) of the Code. No part of the current or accumulated assets or net earnings of the Church shall inure to the benefit of a private individual.

## **ARTICLE XI. AMENDMENTS**

Any amendments to these bylaws shall be made by a two-thirds majority of the entire Vestry and ratified by a majority of Voting Members present at a duly

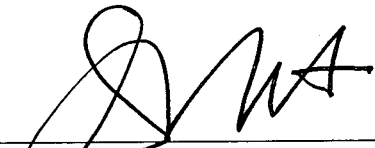
constituted meeting of Christ Church. Notice of such meeting and of proposed amendments or repeal of the bylaws must be communicated to Voting Members not less than two (2) weeks prior to the meeting. Any amendments of these bylaws that are inconsistent with the Articles of Incorporation of the Corporation shall, to the extent of the inconsistency, be null and void.

**ARTICLE XII. PARLIAMENTARY AUTHORITY**


Robert's Rules of Order, Newly Revised (latest edition available), shall be the parliamentary authority on all points not conflicting with the Christ Church Articles of Incorporation or these bylaws.

We, the signatories below, attest that Christ Church has officially adopted these amended bylaws by a required vote of the Vestry, which has been affirmed by a majority vote at an official meeting of Voting Members of Christ Church.

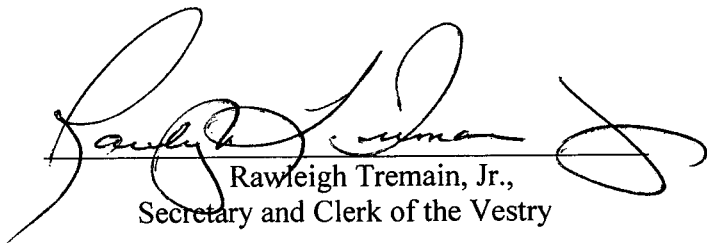
10-27-09  
Date

  
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Rev. Robert K. Stull, Jr. Interim Rector

10.27.09  
Date

  
\_\_\_\_\_  
H. James Reamy, III, Senior Warden

10.27.09  
Date

  
\_\_\_\_\_  
Rawleigh Tremain, Jr.,  
Secretary and Clerk of the Vestry