

MY COMMENTS APPEAR IN ITALICS, INCLUDING REFERENCES TO ACNA & GAD CANONS.

OMISSIONS ARE UNDERLINED;

SUGGESTED NEW LANGUAGE IS ALL CAPITALS;

RELEVANT FLORIDA STATUTES ARE INCLUDED IN BOLD & WILL BE REMOVED FOLLOWING APPROVAL AT THE SPECIAL MEETING. IF APPROVED, ARTICLE VIII, EMERGENCY POWERS WILL BE RETAINED AND THE **BOLD** REMOVED.

BYLAWS

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

Christ Church Anglican Vero Beach

925 14th Lane, Vero Beach, FL 32960

Incorrect

667 20TH STREET, VE

RO 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 AND CCVB”).

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 AFFILIATED WITH THE GULF ATLANTIC DIOCESE (GAD) OF THE ANGLICAN CHURCH OF NORTH AMERICA (ACNA).

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 THE ACNA AND GAD. 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: (*new*)

- 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; and
- d. Have had their names recorded in the parish register.

3. 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.

Historically, all members have been invited to the Annual Meeting. FL Statutes 617.0701 references meetings of “members” as follows:

617.0701 Meetings of members, generally; failure to hold annual meeting; special meeting; consent to corporate actions without meetings; waiver of notice of meetings.

(1) The frequency of all meetings of members, the time and manner of notice of such meetings, the conduct and adjournment of such meetings, the determination of members entitled to notice or to vote at such meetings, and the number or voting power of members necessary to constitute a quorum, shall be determined by or in accordance with the articles of incorporation or the bylaws. The place and time of all meetings may be determined by the board of directors.

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 BISHOP SHALL BE NOTIFIED AND WORK WITH THE VESTRY TO SECURE A RESOLUTION. 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.

GAD Canon XIX, Section 8 provides that the Vestry “does not have the authority to remove a Rector from office.” The Bishop should be notified and involved to seek a peaceable resolution of a conflict. Canon XX, Section 1 provides that the Rector is “answerable only to the Bishop” and Section 6 states that a Rector shall not be dismissed by the Vestry without the consent and concurrence of the Bishop... The ACNA Canon 6, Section 4, further states that no Rector may be called or dismissed without the consent of the Bishop.

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 committees. standing and special 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;

Pray regularly for Christ Church and its mission;

- H. 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;
- I. 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 as Chair. 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 HIS OR HER a full term shall not be eligible to serve on the Vestry until at least one year has elapsed after THE END OF such member ended his or her previous service TERM. on the Vestry.

GAD Canon XIX, Section 4 provides the Rector shall act as Chair with voice and vote. Canon XVII, Section 3, and Canon XIX, Section 2 provide for Vestries of 5 to 12 members.

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.
- F. Sign a statement confirming that he or she meets these Qualifications and agrees in full with Christ Church's Statement of Beliefs (Article I, Section 4)

Section 4. Nominations

1. Nominating Committee. By September 1st 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 VESTRY 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 THE NUMBER OF Vestry candidate(S) to fill each of the expiring Vestry terms for that DEEMED APPROPRIATE TO CONDUCT THE PARISH BUSINESS FOR THE COMING year. The final list of nominees for the Vestry shall be approved by a majority vote of the Vestry. Additional nominations may be made by ANY VOTING MEMBER, SO LONG AS SUCH NOMINEE MEETS THE QUALIFICATIONS IN ARTICLE V, SECTION 3 ABOVE. The names of the nominees shall be published to the Voting Members no later than December 15th 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 THAT A PLURALITY IS NOT ABLE TO BE DETERMINED, 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 TWO DAYS' 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. upon Notice to Members of Christ Church shall not be required for special meetings of the Vestry.

The bylaws do not discuss Special Meeting Notice, therefore we are not in compliance with FL STAT. 617.0822 (2), which follows:

FL STATUTE 617.0822 Notice of meetings

- (1) Unless the articles of incorporation or the bylaws provide otherwise, regular meetings of the board of directors may be held without notice of the date, time, place, or purpose of the meeting.**
- (2) Unless the articles of incorporation or the bylaws provide for a longer or shorter period, a special meeting of the board of directors must be preceded by at least 2 days' notice of the date, time, and place of the meeting. The notice need not describe the purpose of the special meeting unless required by the articles of incorporation or the bylaws.**

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, COMPUTER or Comparable Means.

Participation in a meeting of the Vestry or in meetings of any committee or subcommittee of the Vestry by telephone, COMPUTER 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.

FL STATUTE. 617.0820 Meetings

(1) The board of directors may hold regular or special meetings in or out of this state.

(2) A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the board of directors to another time and place. Unless the bylaws otherwise provide, notice of any such adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors.

(3) Meetings of the board of directors may be called by the chair of the board or by the president unless otherwise provided in the articles of incorporation or the bylaws.

(4) Unless the articles of incorporation or the bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present 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.

FL STATUTE 617.0821 Action by directors without a meeting

(1) Unless the articles of incorporation or the bylaws provide otherwise, action required or permitted by this act to be taken at a board of directors' meeting or committee meeting may be taken without a meeting if the action is taken by all members of the board or of the committee. The action must be evidenced by one or more

written consents describing the action taken and signed by each director or committee member.

(2) Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date.

(3) A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

If a vote is taken by email, FL STAT. 617.0821 requires a writing.

Section 9. Vacancies

Should a Vestry vacancy occur, the Rector shall MAY, 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 CHAIR presiding officer of the Vestry and shall have the right to vote in the event of a tie. BOTH VOICE AND VOTE. See *GAD Canon XIX, Section 4.*

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 VESTRY IN COOPERATION WITH THE BISHOP OR STANDING COMMITTEE Senior Warden shall make arrangements for services of public worship, for the appointment of an Interim Rector, and for TO APPROVE the calling of a new Rector. *See GAD Canons XIX (6) XXI, and ACNA Canon 6, Section 4.*

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.

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

Inconsistent: Wardens serve one year at a time.

Section 3. Secretary

The Vestry, at its organizational meeting, shall elect one member of the Vestry to serve as Secretary of the Corporation FOR THE TERM OF ONE YEAR. The Secretary shall be the custodian of ENSURE THE KEEPING OF the corporate seal, CORPORATE BOOK, and ENSURE shall give THE GIVING OF 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 CHRIST CHURCH, WHO QUALIFIES UNDER ARTICLE V, SECTION 3, to serve as Treasurer FOR THE TERM OF ONE YEAR. 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, IN CONSULTATION WITH THE BISHOP.

See GAD Canon XXI, and ACNA Canon 6, Section 4.

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. ENSURE THE MAINTENANCE OF Record and maintain all appropriate records in the Parish Register;

- H. ENSURE THE RECORDING OF 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. *See comments at Section 3 Church Discipline. I suggest substituting FL STAT. 617.0303 Emergency Powers here instead:*

ARTICLE VIII. EMERGENCY POWERS

FL STATUTE 617.0303 Emergency powers.—

- (1) In anticipation of or during any emergency defined in subsection (5), the board of directors of a corporation may:**
 - (a) Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent; and**
 - (b) Relocate the principal office or designate alternative principal offices or regional offices or authorize the officers to do so.**
- (2) During an emergency defined in subsection (5), unless emergency bylaws provide otherwise:**
 - (a) Notice of a meeting of the board of directors need be given only to those directors whom it is practicable to reach and may be given in any practicable manner, including by publication and radio;**
 - (b) One or more officers of the corporation present at a meeting of the board of directors may be deemed to be directors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum; and**
 - (c) The director or directors in attendance at a meeting, or any greater number affixed by the emergency bylaws, constitute a quorum.**
- (3) Corporate action taken in good faith during an emergency under this section to further the ordinary affairs of the corporation:**

- (a) **Binds the corporation; and**
- (b) **May not be used to impose liability on a corporate director, officer, employee, or agent.**
- (4) **An officer, director, or employee acting in accordance with any emergency bylaws is only liable for willful misconduct.**
- (5) **An emergency exists for purposes of this section if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event.**
- (6) **To the extent not inconsistent with any emergency bylaws so adopted, the bylaws of the corporation shall remain in effect during any emergency, and upon termination of the emergency, the emergency bylaws will cease to be operative.**

ARTICLE IX. 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.

CCVB historically has not been in compliance with this provision.

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.

Canon XV requires "adequate" building and content insurance. This must be reviewed to ensure compliance. Also the bylaws do not require Vestry indemnification insurance. I have forwarded to Sheryl the Declaration Pages, outlining our coverage, to be used as part of the Audit and to help ascertain if CCVB is adequately insured.

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 X. 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 A 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.

Discussion: I recommend omitting Paragraph 2. It is inconsistent with Paragraph 1. Further, "reasonable expense" is not defined nor can a

Defendant control the cost of litigation. The foregoing could become a financial detriment, and discourage talented individuals from serving on the Vestry. Also, this Paragraph is not necessary as we do have D & O insurance.

Section 3. Indemnification Insurance

The Vestry may SHALL purchase SEXUAL MISCONDUCT INSURANCE 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.

Canon XV, Section 6 requires sexual misconduct insurance. Check to be sure Sexual Misconduct and D & O insurance amounts are adequate.

ARTICLE XI. 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 XII. 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 at 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 XIII. 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.

Date

The Very Reverend Canon B. Keith Allen

Date

Eleanor Dixon, Senior Warden

Date

David Pearson, Junior Warden

Date

Sheryl Vittitoe, Treasurer

Date

Carol Haight, Secretary and Clerk of the Vestry