

BY-LAWS OF RESURRECTION ANGLICAN CHURCH

I. GENERAL PROVISIONS

1.1 The name of this corporation is Resurrection Anglican Church Inc., hereinafter referred to as the "Church."

1.2 The registered office of the Church is located at 231 Arnold Mill Road; Suite 400; Woodstock, GA 30188.

1.3 The fiscal year of the Church shall begin on January 1 and end on December 31 of the calendar year.

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

1.5 The Church does, by adoption of these Bylaws, join with and come alongside the orthodox Anglican movement within the United States of America in its purpose and mission to glorify God and to serve, grow and multiply local churches that love Jesus Christ and reach the world He died to save by building an alliance of congregations in America which are committed to gathering, planting and serving dynamic churches in the Anglican tradition. We acknowledge that we are united in the essentials of the Christian Faith, obedient to Jesus Christ as the unique Son of God Who through His sacrificial death and resurrection provides the only way to the Father and diversified in the expression of the Faith -- evangelical, catholic and charismatic -- as three streams flowing as one river in Jesus Christ ... to reach the world in Jesus' Name through evangelism, discipleship and service.

II. MEMBERSHIP

2.1 A "member of the Church" must:

- (a) be baptized in the Name of God the Father, Son and Holy Spirit,
- (b) personally request membership,
- (c) be 18 years of age or older,
- (d) be recognized by the Rector and head(s) of the leadership body as a regular attendee at services, and
- (e) be regular contributor to the revenues of the Church.

III. ANNUAL CHURCH MEETING

3.1 A meeting of the Church shall be held annually, after notice thereof is given by the Rector or Assistant Clergy or by one of the heads of the leadership body at all public worship services on the two (2) Sundays immediately preceding such Annual Meeting. The Annual Church Meeting will be held at a time and place to be fixed by the leadership body during January of each year. Further, written notice thereof shall be posted in the Church at least two weeks before the Annual Meeting; in lieu of the foregoing written notice, notice of the Annual Church Meeting may be given in any manner and at any time permitted under the laws of this jurisdiction applicable to non-profit corporations and which facilitate apprising the membership of such Annual Meeting. A purpose of the Annual Church Meeting shall be the election of members of the leadership body to succeed those retiring from such position of service and such other business as may properly come before the Annual Church Meeting.

3.2 The percentage of Members of the Church assembled after notice given as in Section 3.1 above that shall constitute a quorum shall be 51%.

3.3 At the Annual Church Meeting or any duly called special meeting of the Church, all Members of the Church who are physically present at such meeting shall be entitled to seat, voice and vote on all matters that properly come before said meeting for a vote. No absentee voting is to be permitted.

3.4 Officers of a Church Meeting shall include at least the following:

(a) The Rector shall preside at the annual or any Special Meeting as Chairperson. In the case of a vacancy or in the absence of the Rector, then the senior head of the leadership body shall be Chairperson. In the case that neither the Rector nor the senior head of the leadership body is present, then the junior head of the leadership body shall be Chairperson. In case none of these officers is present, the meeting shall elect its own Chairperson by simple majority.

(b) The Secretary (or Clerk) of the leadership body shall be Secretary of any such meeting. In the absence of the Secretary (or Clerk) of the leadership body, the Chairperson shall appoint a Secretary of the meeting. The Secretary of such meeting shall keep the minutes of the meeting.

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

3.5 Special Meetings of the Church may be called by the Rector, by both heads of the leadership body acting jointly, or by any three (3) other members of the leadership body, or upon the written request of fifty-one percent (51%) of the members of the Church. Notice shall be given as stated in Section 3.1 hereof and such notice shall include the purpose or purposes of the Special Meeting.

The provisions regarding the qualification of voters for the Annual Church Meeting shall be applicable to any such Special Meeting.

IV. ELECTION OF THE LEADERSHIP BODY

4.1 The leadership body, by whatever title it is given, shall consist of seven (7) members, divided as evenly as possible into three (3) classes, who shall each to serve for a term of three (3) years on a rotating basis once the initial composition of the leadership body has been constituted. At each Annual Meeting, all vacancies in the leadership body shall be filled by the election in the manner hereinafter provided and the senior head will be elected from among the members of the leadership body. No member of the leadership body who has served a full, regular term may begin to serve another regular term or the unexpired portion of someone else's term until one (1) year following the expiration of such term.

4.2 The Leadership Body may establish from time to time criteria for qualification for nomination and service upon the leadership body so long as such criteria conform to these By-Laws.

4.3 The outgoing members of the leadership body and the Rector shall serve as the Nominating Group for the ensuing election of new members of the leadership body at the forthcoming Annual Meeting. The Rector shall appoint the Chairperson of the Nominating Group.

4.4 The Nominating Group shall meet (a) at least sixty (60) days preceding the Annual Meeting at a time agreeable to the members thereof to receive nominations, and (b) to consider members for nomination to the leadership body to be presented at the forthcoming Annual Meeting. At least thirty (30) days prior to the Annual Meeting, such Nominating Group shall present its recommendations in writing to the Members of the Church. The Nominating Group either (a) shall present at least one nominee or (b) may present at least two nominees, or such larger number as may be established by Resolution of the leadership body, for each vacancy to be filled. The members of the Church may nominate others pursuant to Section 4.5 below.

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

4.6 Only persons nominated, as specified above, shall be eligible to be elected at the forthcoming Annual Meeting.

4.7 The leadership body shall, at its regular meeting prior to the Annual Meeting, appoint three (3) persons who are Members of the Church and who are not nominated for office to serve as Supervisors of the election process.

4.8 Election to the leadership body shall be by secret, written ballot unless unanimously waived by all Members of the Church present at any such meeting.

4.9 Those nominees receiving the highest number of votes shall be declared selected to serve.

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

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

4.12 No person shall be presented to the Annual Parish Meeting for election to the leadership body unless such person is a Member of the Parish and shall have previously given consent to place his or her name for nomination.

4.13 A report of election shall be entered upon the Minutes of the Annual Meeting by the Secretary or Clerk of the leadership body prior to first regular meeting of the leadership body following the Annual Meeting.

4.14 If a vacancy occurs in the leadership body, the leadership body shall at one of its meetings select a Member of the Church, to serve the unexpired term. The affirmative vote of a majority of all members of the leadership body shall be necessary to select a person to fill such a vacancy. The leadership body may consider the person receiving the most votes but not selected in the final ballot at last Annual Meeting.

V. THE LEADERSHIP BODY

5.1 The leadership body, by whatever name it is given, shall be constituted as described in Section 4.1 above. Each member of the leadership body shall be entitled to one vote on matters that come before the body.

5.2 The Rector shall be entitled to one vote only to break a tie on matters which come before the leadership body.

5.3 Regular meetings of the leadership body shall be held once in every month, as needed. Other meetings of the leadership body, if it so directs by Resolution duly adopted, may be added or omitted as warranted by the circumstances in the discretion of the leadership body.

5.4 Special meetings of the leadership body may be held upon three (3) days' notice from the Rector, from the heads of the leadership body acting jointly, or from the written request of three (3) members of the leadership body presented to the Rector, or in the vacancy in the office of Rector, to either of the heads of the leadership body, or upon such occasion as eighty percent (80%) of the leadership body shall be present

and by three-fourths (3/4) consent to hold such a meeting. Also, a Special Emergency Meeting may be held at any time without three (3) days' notice upon two conditions: (a) The signing of waivers by all of those not able to be present and (b) the presence of a quorum.

5.5 At all regular or special meetings of the leadership body, unless it be herein otherwise provided, a majority of the leadership body shall constitute a quorum for the transaction of business; provided, however, that a smaller number may meet and adjourn to such other time and place as they may deem advisable until a quorum is obtained.

5.6 The Rector, or in his absence, the senior head of the leadership body, shall preside at all meetings of the leadership body. If the Rector and senior head of the leadership body shall be absent and an extraordinary circumstance exists to necessitate a meeting of the leadership body, then the Jr Leader shall preside. In his or her absence, the leadership body so assembled, may select any other member of the leadership body to preside. If such a meeting is held in the absence of the Rector and the senior head of the leadership body, then any decision made at such meeting must be ratified at a subsequent meeting at which at least the Rector and one of the senior or junior head of the leadership body is present.

5.7 Deliberative and prayerful discussions are encouraged within the leadership body without rigid resort to parliamentary procedures. However, those rules and procedures contained in the current edition of Robert's Rules of Order Newly Revised shall govern, if necessary, in all cases in which they are consistent with these Bylaws or any special rules as may be adopted.

5.8 The organizational meeting of the leadership body shall be convened within three (3) weeks of the Annual Church Meeting. The leadership body shall elect the junior head from its own members. The leadership body shall also select a Secretary or Clerk, a Treasurer and, if necessary, an Assistant Treasurer and such other officers as the leadership body deems necessary to fulfill the mission and purposes of the Church. One person may serve in dual capacities and the Secretary (Clerk), Treasurer and Assistant Treasurer do not need to be elected members of the leadership body.

5.9 The senior head of the leadership body shall appoint such other leadership organization as may be warranted to fulfill the mission and purposes of the Church.

5.10 All officers will serve for a one year term. They shall be eligible to succeed themselves in office as determined by the leadership body in accordance with the provisions of these Bylaws.

5.11 The leadership body may employ such outside assistance as the Treasurer recommends.

VI. DUTIES OF THE LEADERSHIP BODY

6.1 It shall be the duty of the leadership body to be responsible for at least the following:

- (a) the financial affairs of the Church are administered faithfully, including adoption of an annual budget;
- (b) the property of the Church is maintained;
- (c) help empower and enable the ministry plans of the Church to be effectively facilitated;
- (d) the salary of the Rector, other clergy and lay staff are paid regularly;
- (e) provision is made for payment of the current expenses of the Church;
- (f) select and call the Rector in accordance with these By-Laws; and
- (g) such duties as may be assigned to members of the leadership body from time to time are appropriate.

6.2 It is desirable that the leadership body be involved in the spiritual direction and leadership of the Church under the Rector.

6.3 At the close of each fiscal year, the leadership body shall make arrangements to have the Treasurer's books of account reviewed and/or audited by a Certified Public Accountant or other qualified person or persons who is not a member of the Church.

6.4 The leadership body shall have authority to appoint such agents or representatives as may from time to time be deemed advisable to help carry out the responsibilities of the body, or the leadership body may delegate such authority. The leadership body has the authority to recommend removal from office any staff member, employee, or contract worker of the Church other than the Rector.

6.5 The leadership body shall not mortgage, encumber or convey any part of the real estate of this Church without the concurring affirmative vote of three-fourths (3/4) of all the members of the leadership body; provided, however, that no real estate held or owned by this Church shall be alienated or encumbered without the approval of 70% of the Members of the Church.

6.6 In the case of a vacancy in the office of Rector, the leadership body shall appoint from among its lay members the senior head of the leadership body to fulfill the responsibilities of the Rector until another Rector is appointed and in

office. In case the office of senior head is vacated, the leadership body may appoint the person to serve until the Rector is appointed and in office.

VII. ELECTION OF A RECTOR

7.1 The Rector of the Church must be elected by the unanimous vote of the leadership body and by a recorded vote. The notice for the meeting of the leadership body at which such election is to transpire must express such intention.

7.2 The call of the Rector shall be in writing in a letter of agreement between the Rector and the leadership body and must clearly express the job description and any special conditions together with the understandings as to salary and benefits, including vacation and other time off. The salary and benefits may be increased or diminished, as the parties may from time to time agree.

7.3 The Rector will function under the ecclesiastical authority of a Bishop who is recognized as representing the orthodox Anglican movement.

7.4 The Rector by virtue of his office has the exclusive charge and care of all the spiritual concerns, worship, music and liturgical observances of the church, subject and answerable to the Bishop and in collaboration with the leadership body of the Church. The Rector is an ex-officio member of the leadership body and is entitled to speak and on all questions before the leadership body, including matters arising in executive session.

7.5 The leadership body shall be the agents and legal representatives of the Church in all matters concerning corporate property.

7.6 In any dispute of a nature that might seriously jeopardize the continuing relationship between the leadership group and the Rector, the Bishop must become involved. The Rector can only be removed upon agreement between the Bishop and the leadership group. Furthermore, any attempt on the Rector's part to affiliate with a Bishop other than the one under which he is then serving, whether in connection with such a dispute or otherwise, can only be accomplished if the leadership group agrees with such changed affiliation; and, in that decision, the Rector will not have a vote.

VIII. DUTIES OF THE RECTOR

8.1 In accordance with the responsibilities placed upon the Rector by the ordination vows and the rubrics of the Prayer Book, the Rector, in subordination to the bishop,

shall be responsible for and have charge and care of the spiritual concerns, Christian education, ministry programs, worship, music and ritual observances of the Church.

8.2 to hire, fire, and have authority over all staff employees or contract workers (lay or ordained) of the Church, by whatever name they may be designated; and to have authority over associated Ministers of the congregation, paid or volunteer, in their work on behalf of or representing the Church.

IX. DUTIES OF THE HEADS OF THE LEADERSHIP BODY

9.1 The senior and junior heads of the leadership body shall supervise the property of the Church and shall offer lay leadership to the leadership body in performance of their respective duties in a satisfactory manner. Among their duties shall be the following:

- (a) To see that the Church is kept in good repair, fit for use and used for the purpose of its consecration.
- (b) To provide, at the Church's expense, the necessary books, bread and wine, vestments, etc. for the due celebration of the Sacred Offices subject to the direction of the Rector.
- (c) To oversee the collection and handling of the offerings of the Church in accordance with sound accounting practices.
- (d) To maintain order and decorum during the time of Worship Services at the direction of the Rector.
- (e) Upon the vacancy in the position of Rector, to notify the bishop or ecclesiastical authority thereof and to receive guidance as to the provision for ministerial services.
- (f) Upon selection of a new Rector, to notify the bishop or ecclesiastical authority of such selection, giving the name of the person so selected and the compensation proposed.
- (g) To insure that no action is taken concerning the Church's real or personal property which would remove it from the ecclesiastical authority under which the Church is then functioning without the concurring affirmative vote of two-thirds of the members of the Church.
- (h) To review and make recommendations to the Rector in hiring and supervising such staff, employees, or contract workers as may be needed to carry out the ministry of the Church.

X. DUTIES OF THE SECRETARY/CLERK

10.1 The Secretary or Clerk (by whatever name the Church prefers) shall: (a) keep the Minutes of the leadership body in a permanent form and shall transmit such report to

each member of the leadership body as soon as practical after each meeting; (b) make copies of the Minutes available to Church members through posting them at the place of worship and/or by electronic transmission, except that, for copies made available to the members, any confidential information will be deleted; (c) duly notify the members of the leadership body of its regular, special or other meetings for which notice may be required; and (d) perform all such other duties as appertain to the office.

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

XI. DUTIES OF THE TREASURER

11.1 The Treasurer shall maintain or oversee the maintenance of the financial records of the Church in accordance with generally accepted accounting principles, including but not limited to all sums received from any and all sources as well as all disbursements made for any and all purposes, which records shall always be subject to the inspection of the leadership body or its appointees. Financial records, in summary form, shall be made available monthly to members of the leadership body and shall be posted at the place of worship and/or sent by electronic transmission to Church members.

11.2 All checks should be signed as designated by the leadership body; or transmitted on-line.

11.3 The Treasurer shall pay all who have approved salaries, in convenient installments.

11.4 The Treasurer shall furnish to the leadership body, if requested, an accurate list from the ledgers of the Church identifying those persons who are regular contributors to the revenues of the Church.

11.5 The Church shall secure for the Treasurer, any Assistant Treasurer, Bookkeeper and any others charged by the leadership body with the responsibility of handling funds of the Church a surety or fiduciary bond or insurance coverage in the aggregate sum deemed appropriate by the leadership body which bond or coverage shall be paid from Church funds.

XII. LIABILITY AND INDEMNIFICATION

12.1 Except for responsibility or liability of a member of the leadership body pursuant to any criminal statute or for payment of taxes pursuant to local, state or Federal law, a member of the leadership body shall not be personally liable for monetary damages

for any action taken or any failure to take any action unless (a) such member has breached or failed to perform his or her fiduciary duties and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

12.2 Each person who was or is a party or is threatened to be made a party to any action, suit or proceeding, including actions by or in the right of the Church, by reason of the fact that he or she is or was a member of the leadership body, officer, employee or agent of the Church, or is or was serving at the request of the Church as a member of the leadership body, officer, employee or agent of another entity shall be indemnified by the Church against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by or imposed upon him or her in connection with such action, suit or proceeding; provided however, that the Church shall not indemnify any such person where the act or failure to act giving rise to the claim for indemnification is determined by the court to have constituted willful misconduct or recklessness and, with respect to any criminal action or proceeding, unless such person had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by the judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person is not entitled to indemnification under this Section, or with respect to any criminal action or proceeding had reasonable cause to believe that his or her conduct was unlawful.

12.3 No amendment or repeal of this Article shall adversely affect any right or protection extended to a member of the leadership body, officer, employee or agent hereunder for an act or failure to act occurring prior to the time of such amendment or repeal. Each Vestry member, officer, employee and agent shall be deemed to act in such capacity in reliance upon the rights of indemnification, and advancement of expenses hereunder shall continue as to a person who has ceased to be a Vestry member, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

XIII. MANNER OF AMENDMENT

14.1 These Bylaws may be altered or amended only in the following manner:

(a) The amendments shall first be proposed in writing at a regular meeting of the leadership body;

(b) If the amendments are thereupon approved by the leadership body, such shall be made available to each Member of the Church;

(c) Any amendment must be approved by two-thirds of the full membership of the leadership body; and

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