

# EMMAUS ANGLICAN CHURCH

## BYLAWS

Adopted December 9, 2010

### Section 1 GENERAL

1.1 **Name.** The name of the Corporation shall be Emmaus Anglican Church, hereinafter referred to as "the Corporation" when referring to the legal entity recognized by the State of Colorado, or "the Church" when referring to the ecclesiastical entity established by Jesus Christ as a local church.

1.2 **Nonprofit Purposes.** The Corporation is a local church organized and shall be operated exclusively as a nonprofit, religious, charitable, and educational organization dedicated to the purposes stated in the Articles of Incorporation. State Certificate of Exemption number 98-20791-0000. Federal Employer Identification Number 27-2138-306.

### Section 2 OFFICES

2.1 **Registered Office and Agent.** The Corporation shall continuously maintain a registered office and registered agent within the State of Colorado. The Agent is the Secretary of the Corporation.

2.2 **Principal Office.** The principal office of the Corporation shall be located in Douglas County, Colorado, at 3590 Sawgrass Trail, Castle Rock, Colorado, 80109, or such place as shall be determined by the council.

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

### Section 3 SEAL

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

### Section 4 OVERSIGHT

Emmaus Anglican Church subscribes to the Constitution and Canons of the Anglican Church in North America. At all times, Emmaus Anglican Church and its Rector shall be under the oversight of a bishop of the Diocese of the Holy Spirit of the Anglican Church in North America (the "Bishop") who shall have spiritual oversight of the Church, including, but not limited to,

responsibility for confirmations, ordinations, and installation of the Rector. The Rector shall have delegated authority from the Bishop to lead and care for Emmaus Anglican Church.

## **Section 5 CHURCH MEMBERSHIP**

### **5.1 Membership**

**5.1.1 Baptized Members:** All persons who have received the Sacrament of Holy Baptism with water in the name of the Father, and of the Son, and of the Holy Spirit, whether in this Church or another Christian Church, and whose Baptisms have been duly recorded in this Church, are members thereof.

**5.1.2 Members in good standing.** A member in good standing is a person who has registered his or her baptism in this Church and who for the previous 90 days has been faithful in corporate worship, unless for good cause prevented, and has been faithful in working, praying, and giving for the spread of the Kingdom of God. Adult members in good standing are eligible to vote for members of the Council, and participate in Parish meetings. For these purposes, an adult is a person sixteen years of age or over. The Rector shall appoint Judges at Council elections or at other meetings of the congregation to determine the qualifications of the voters and the eligibility of persons for nomination as Council members. Members in good standing shall subscribe to the Statement of Faith (Appendix A), and Ministry of our Laity (Appendix B).

**5.1.3 Confirmed/Received Members:** In order to be considered a member of this Church, either the Baptism or Confirmation (Reception) must have occurred in this parish and be duly recorded, or if the above Sacramental Rites took place elsewhere, shall be duly registered in this parish.

**5.2 Annual Congregational Meeting.** The Council shall hold an Annual Congregational Meeting in the month of January. Notice shall be given of the meeting, in the course of Sunday announcements, and through written or electronic publications four weeks in advance. The purpose of the meeting is to induct new council members, present the budget, and for the rector to speak to the state of the congregation's corporate life.

**5.3 Resignation of Membership.** A Church member may resign their membership by submitting a written communication to the Rector, to another minister of the Church, or to a member of the Council, which resignation shall be effective upon formal acceptance by the Rector and/or the Council. However, if such resignation is an attempt to avoid the process of Church discipline, the Council will not accept the resignation until the church discipline process is completed, as determined by the Rector and the Council in their sole discretion. Though generally such resignations by Church members not under discipline shall not be formally announced or published, such information is treated as public and available to any Church member or inquiring clergy from another local parish or church.

**5.4 Suspension and Termination.** Membership in the Church is subject to suspension or termination on such Biblical or doctrinal grounds as may be established from time to time by the Council. A suspended or terminated member may exercise no rights of membership unless and until reinstated.

**5.5 Removal from Roll.** When a Church member resigns his/her Church membership or is removed from Church membership by the Council due to unrepentant sin or doctrinal error, the Rector and/or the Secretary/Registrar will remove his/her name from the Church membership roll.

## **Section 6**

### **BOARD OF DIRECTORS/PARISH COUNCIL**

**6.1 Number and Term.** The temporal affairs of the Corporation and Church shall be managed by its Board of Directors or Parish Council. Council shall consist of the Rector of the Church and 6 lay members (including the Executive Council: Senior Warden, Junior Warden, Secretary, and Treasurer selected as set forth in Section 8 of these Bylaws), as may be determined from time to time by resolution of the council, each of whom shall be elected for a term of three years. A regular term of office is three years, but may be extended by the combination of partial and regular terms to a maximum of four years. The Council members shall be divided into three classes so that, as nearly as may be, the terms of one-third of the Council members shall expire each year. Following completion of one term in office, a lay Council member shall not be eligible to serve again until at least one year has elapsed.

**6.2 Qualification.** The initial Council shall include the Board of Directors as set forth in the Articles of Incorporation of the Corporation (plus two members appointed by the Board of Directors to serve until the first regular election by the congregation as a whole) To serve on the Council, an individual must be a confirmed member of the Church in good standing, at least 18 years of age, and eligible to vote under these Bylaws. Paid staff of the Corporation/Church shall be excluded from Council service, except for the Rector who serves as provided in Section 6.1 of these Bylaws. To serve on the Council, an individual should:

- a. Be a baptized Christian, who is Confirmed or Received in the Anglican Church, who is a member of Emmaus Anglican Church, actively working, praying and giving for the spread of the Kingdom of God. Only one member of an immediate family may serve on the Council at a time.
- b. Have submitted, prior to the Annual Meeting, a financial pledge to support the ministries of Emmaus during the year of election and must agree to continue to do so for each year of Council term.
- c. Be committed to personal Christian education and spiritual development, including prayer and Bible reading.
- d. Make every effort to attend regular and special Council meetings and the annual Council retreat.
- e. Subscribe to the Statements of Faith (Appendix A) and the Ministry of our Laity (Appendix B).
- f. Agree to the Discernment Model for decision making (Appendix C)

Prior to commencing service as a member of the Council, each member of the Council shall affirm: (1) a personal commitment to the Statement of Faith and Ministry of the Laity; (2) a pledge to serve without any conflict of interest; and (3) a pledge to honor the confidentiality of all confidential materials to which the Council member will have access during his or her term of

service. Other affirmations, declarations, and/or promises may be required for service as a member of the Council, as shall be determined by the Council from time to time based upon relevant ecclesiastical and/or canonical considerations. Members of the Council shall continue in office until their-successors are chosen. Should a vacancy occur among the lay members of the Council during the year between meetings at which Council are elected, the Council shall have the power to fill such a vacancy as provided in Section 6.4 of these Bylaws.

**6.3 Nomination and Election:** The Rector, with the advice and consent of the Council, may appoint a Nominating Committee of not fewer than three persons, all of whom shall be members of this Church (as defined in Section 5 of the Bylaws). The nominating Committee shall nominate one person for each vacancy to be filled by election. The names of nominees shall not be made public until nominees have agreed to serve. The deadline for submission of nominees shall be 14 days prior to the election unless extended by the Council. The Rector, with the advice and consent of the Wardens, may remove names from consideration for pastoral or spiritual reasons. The election of members of the Council of the Corporation may be made by a vote of a majority of those baptized members (as defined in Section 5 of these Bylaws) of the Church present at the Annual Congregational Meeting (“Annual Meeting”) of the Church or at a special meeting held for the purpose of electing a member or members to the Council. The time and place of this Annual Meeting and/or special meeting shall be designated by the Council, and at least four weeks written notice of the meeting and such election shall be provided to the members of the Church by inclusion in the newsletter, Sunday service bulletin, by announcement on an occasion of public worship, or electronically (email and/or web site).

**6.4 Vacancy.** Whenever a vacancy on the Council shall occur more than three (3) months prior to a proposed Annual Congregational Meeting (“Meeting”) the Council may fill such vacancy by interim election. The term of office of the person elected by the Council to fill a portion of an unexpired term shall expire at the close of the next ensuing Meeting. Subject to the above, a person elected by the Council to fill a part of an unexpired term shall be eligible for election at the next Meeting either to a three year term or to the remainder of an unexpired term. The following actions of any Council member may, after due warning, be deemed to create a vacancy which shall be declared by resolution of the council: (see 6.7)

- a. Failure to subscribe to Council approved statements of faith, ministry of our laity, financial stewardship, or discernment model.
- b. Failure to continue as a communicant in good standing; or
- c. Continued failure to attend meetings of the Council without adequate explanation; or
- d. Neglect to perform faithfully and diligently the duties of Council members as set forth in these Bylaws or as otherwise determined by the Council.

**6.5 General Powers.** The government of the Church is vested in its Council, who shall:

- a. Provide oversight in the temporal activities, business affairs, and property of the Church, including the following duties:
  - (1) To approve the budget and program of the Church in keeping with Biblical principles, the Constitution and Canons of the Anglican Church in North America and the vision given by God to Emmaus Anglican Church.
  - (2) To oversee the operation and maintenance of Church property.
  - (3) To collect and deposit in a bank or trust company the offerings of the people.

- b. Call the Rector, who in turn appoints a body of clergy and staff to manage the Church.
- c. Assist the Rector (and other clergy under the Rector's supervision) in providing spiritual leadership and oversight of the ecclesiastical affairs of the Church.
- d. Pray regularly for the Church and its mission.
- e. Provide godly counsel, Biblical wisdom, and accountability for the Rector and other clergy of the Church.
- f. 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.

Council Members shall possess copies of current ecclesiastical, canonical, and constitutional authorities that apply to the Church, for the information and guidance of the Rector, Council and congregation.

**6.6 Committees/Task Forces.** The Council by resolution may appoint persons to serve as special and standing committees/task forces, such as the Council may determine are necessary, which shall have such powers and duties as shall from time-to-time be prescribed by the Council. All members of such committees shall serve at the pleasure of the Council. The delegation of authority to any committee shall not operate to relieve the Council or any member of the Council from any responsibility imposed by law. Rules governing procedures for meetings of any committee of the Council shall be established by the Council, or in the absence thereof, by the committee itself. All actions by any Council Committee shall be reported to the Council at the meeting next succeeding such action, but need not be ratified by the Council unless otherwise required by statute, these Bylaws, or committee procedures imposed by the Council. The authority of committees/task forces is limited to that given by Council by resolution, except that no committee, regardless of Council resolution, may:

- a. fill vacancies on the Council or any Council committee;
- b. amend the Articles of Incorporation;
- c. adopt, amend, or repeal the Bylaws;
- d. approve a plan of merger; or
- e. transfer assets of the Corporation.

**6.7 Removal and Resignation.** Any Council member may at any time deliver to the Senior Warden or the Junior Warden a written notice of intent to resign, which shall be effective upon its acceptance by the Council. Any Council member may be removed from the Council with or without cause when, in the sole judgment and discretion of the Council, it is determined by a two thirds majority of all the members of the Council at a meeting duly called for that purpose and at which a quorum is present that such member should no longer serve on the Council; provided, however, that a notice, including the names of Council members proposed to be removed, and the date, time and place of any meeting called to consider such removal shall be given in writing, printed or electronic, to each of the Council members at least seven days prior to the date of such meeting.

**6.8 Transactions with Interested Parties.** A contract or other transaction between the Corporation and one or more of its Council members, officers, or family members thereof (hereinafter "Interested Party"), or between the Corporation and any other entity, of which entity one or more Council members, officers, or trustees are also Interested Parties, or in which entity

an Interested Party has a financial interest -- shall be voidable at the sole election of the Corporation unless all of the following provisions are satisfied.

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

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

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

6.8.4 Prior to authorizing or approving the transaction, the Council, in good faith, determined, after reasonable investigation and consideration, that either the Corporation could not have obtained a more advantageous arrangement, with reasonable effort under the circumstances, or the transaction was in furtherance of the Corporation's tax-exempt purposes. Common or interested Council members may be counted in determining the presence of a quorum at a meeting of the Council (or a committee thereof) which authorizes, approves, or ratifies such contract or transaction. Notwithstanding the above, no loan shall be made by the Corporation to any of its Council members or officers, as provided further in Section 9.6 of these Bylaws.

6.8.5 All financial transactions are subject to full public disclosure to members of the congregation as defined herein.

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

**6.10 No Compensation of Council members.** Council members, *except for the rector*, and members of any board and/or committee of the Council shall not receive compensation for their services as Council members and/or members of any such board or committee, but shall be entitled to reimbursement for any reasonable expenses incurred in attending meetings of the same upon presentation of a travel claim with available receipts. Council members may serve the Corporation in any other capacity and receive reasonable compensation for such other services.

## **Section 7 MEETINGS OF THE COUNCIL**

**7.1 Meetings.** Regular, annual, and special meetings of the Council may be held within or outside the State of Colorado without notice at such time and place as shall from time to time be determined by the Council. The Council shall hold an annual election and/or a meeting for the purpose of electing Council officers and all other business as may properly come before the Council. Special meetings of the Council may be called at any time by the Rector or by the Senior Warden. Notice of the time and place of the meeting must be given to the Rector and to

each Council member. Decision making shall follow the guidelines for discernment in Appendix C.

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

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

**7.4 Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Council, or a board or committee thereof, may be taken without a meeting, by means of telephone, mail, facsimile, computer network, or in any other way the Council shall decide. However, a written record setting forth the action so taken must be filed with the minutes of the proceedings of the Council or of the board or committee thereof.

**7.5 Participation by Conference Telephone.** Members of the Council or of any board or committee designated thereby may participate in a meeting of the Council, and/or a board or committee thereof, by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can contemporaneously communicate with one another. Participation by such means shall constitute presence in person at such meeting. When such a meeting is conducted by means of a conference telephone or similar communications equipment, the minutes recording any action taken at such meeting, shall also note who participated in person, and who participated by alternative communications.

## **Section 8**

### **OFFICERS/EXECUTIVE COUNCIL**

**8.1 Number and Positions.** The officers of the Corporation (also known as the “Executive Council”) shall be the Rector who functions as President/Chief Executive Officer of the Corporation (also referred to herein as the “Rector”), the Senior Warden, the Junior Warden, the Secretary, and the Treasurer. The officers, with the exception of the Rector, shall be elected annually from among the members of the Council after the new Council has been elected. The Council may also elect one or more assistant secretaries and assistant Treasurers. Two or more offices may be held by the same person, except that the Rector may not hold any other offices. The Council may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Council.

**8.2 Election and Vacancy of Office.** The Council shall elect officers of the Corporation, who shall serve at the pleasure of the Council. Any officer elected or appointed by the Council may be removed at any time by the affirmative vote of at least two-thirds majority of all the members of the Council at a meeting duly called for that purpose and at which a quorum is present, whenever, in the judgment of the Council, the best interests of the Corporation will be served thereby. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by at least two-thirds majority vote of the Council. In case of the absence or disability of an officer of the Corporation, or in any other case that the Council may deem sufficient reason therefore, the Council, by vote of at least two-thirds majority of all the members of the Council at a meeting duly called for that purpose and at which a quorum is present, may delegate for the time being, any or all of the powers or duties of any officer, to any other officer or any other person.

**8.3 The Rector.** The Rector shall serve as the Chief Executive Officer of the Corporation. As the spiritual leader of the Church, the Rector shall have principal responsibility to establish the Church's vision, mission, and priorities and to direct the Church's ministries.

8.3.1 The Rector shall preside at meetings of the Council and at meetings of the congregation of the Church. The Rector shall make reports to the Council, and shall have such other rights, duties, and powers as are authorized by the Council from time to time. The Rector shall have the general powers and duties of management usually vested in the office of the President/CEO of a corporation, and shall have such other rights, duties, and powers as are authorized by the Council. The Rector, for temporal and pastoral purposes, shall be entitled to full knowledge of the church's income, expenses, and accounts. The Rector may sign, with the Secretary or any other proper officer of the Corporation authorized by the Council, any deeds, mortgages, bonds, contracts, or other instruments which the Council has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Council, by these Bylaws, or by statute, to some other officer or agent of the Corporation.

8.3.2 The Rector may also select assisting clergy, with the approval of the Council and notification to the Bishop. All assisting clergy serve at the pleasure of the Rector and may not serve beyond the period of the Rector, except that pending the call of a new Rector, assisting clergy may continue in the service of the Parish if requested to do so by the Council under such conditions as the Bishop and Council shall determine. Assisting clergy may continue to serve at the request of a new Rector. The Rector may dismiss assisting clergy in consultation with the Council.

**8.3.3 Call of the Rector.** If the position of Rector is vacant or the Rector is unable to perform his duties, the Council shall notify the Bishop and seek his counsel. The Council shall appoint one or more priests to serve on an interim basis, one of whom may be designated "Interim Rector." The Council shall appoint a search committee, which shall consult with the Bishop and present to the Council one or more final candidates for Rector, as the Council shall direct. After consultation with the Bishop, the Council may issue to one candidate a call to serve as Rector of Emmaus Anglican Church.

**8.3.4 Resignation of the Rector.** The Rector may resign with the consent of the Council.

**8.3.5 Removal of the Rector.** If serious conflict arises between the Council and the Rector, the matter shall be raised before the Bishop. Both the Council and the Rector shall make every effort

to reconcile. In the event that the matter is unresolved through the godly direction of the Bishop, then, after notifying the Bishop, the Council may remove the Rector, with or without cause, by a vote of two-thirds of all the members of the Council upon terms it establishes.

#### **8.4 The Wardens.**

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

**8.4.2 Junior Warden.** The Junior Warden, unless otherwise directed by Council, shall be responsible for the maintenance and care of all physical assets of Emmaus Anglican Church Further, in the absence of the Senior Warden, and as authorized by the Council, the Junior Warden shall perform the duties and exercise the powers of the Senior Warden. The Junior Warden shall have any such other rights, duties, and powers as from time to time as are authorized and directed by Council.

**8.5 The Secretary.** The Secretary (also referred to as the Registrar) or an assistant Secretary shall attend all meetings of the Council and record all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, such notice as is required of all meetings of the Council and shall have such other rights, duties, and powers as are authorized by the Council from time to time. If the Church procures and maintains a physical “seal”, the Secretary shall be responsible for maintaining it in safe custody and, when authorized by the Council, affix the same to any instrument requiring it, and when so affixed it shall be attested by the signature of the Secretary, or by the signature of the Treasurer or an assistant Secretary. If a physical “seal” is not procured the provisions of .Section 3 of these By-Laws shall apply.

**8.6 Assistant Secretaries.** The assistant Secretaries in the order of their seniority shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary, and shall have such other rights, duties, and powers as are authorized by the Council from time to time.

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

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

## **Section 9 FISCAL MATTERS**

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

**9.2 Checks.** All checks or demands for money and notes of the Corporation shall be signed by the treasurer or by such officer or officers or such other persons as the Council may from time to time designate. Checks in excess of payment of \$500.00 require the signature of two members of the Executive Council, normally to include the treasurer.

**9.3 Debit Card:** The rector shall be issued a debit card for church use. Expenses exceeding \$500 must have council approval, and have approval by treasurer. Monthly reports and receipts shall be turned in to the treasurer.

**9.4 Fiscal Year.** The Council shall have the power to fix, and from time to time to change, the fiscal year of the Corporation. Unless otherwise fixed by the Council, the fiscal year shall be the calendar year, commencing January 1 and terminating the following December 31.

**9.5 Designated Contributions.** The Corporation may accept any designated contribution, grant, bequest or devise provided it is consistent with the Corporation's (1) mission and spiritual priorities as determined from time to time by the Council, (2) budget process and fiscal restrictions, (3) full ownership and control of the funds or assets, and (4) tax-exempt purposes, as set forth in the Constitution. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. If such designated use is not possible for whatever reason, reasonable notice shall be given the contributing individual, trust, or estate. The Corporation, however, shall reserve all right, title and interest in and to, and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use.

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

**9.7 Audit.** The Council shall ensure that an audit is conducted at least annually, and at such times as the installation of a new treasurer, or at such times it so designates, of the church financial records in accordance with procedures adopted by the Council. An audit by outside

auditors shall be conducted at least once every three years, upon the resignation of the Rector, and/or upon a new rector assuming the duties of Rector of Emmaus Anglican Church.

**9.8 Loans to Council members and Officers Prohibited.** No loans shall be made by the Corporation to its Council members or officers. Any Council member or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until it is repaid. Nothing in this section shall bar any Council member or officer from receiving approved compensation in their employee capacities, or approved payments from the Corporation's benevolence fund in accordance with the policy and procedures governing such a fund, provided they do not participate in the decision to grant such benevolence.

**9.9 Discretionary Funds.** Consistent with Biblical teaching to share with those in need, the Corporation may establish a benevolence fund to meet material and financial needs of Church members and others, administered by the clergy. These funds shall be administered under a policy which sets forth the funds' purpose, procedures for administration, procedures for audit, and objective criteria for selection of recipients for financial assistance.

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

**9.11 Salaries, Benefits, and Professional Expenses for Employees:** All forms of financial remuneration to the rector, any employee and/or contractor shall be expressly disclosed in the parish budget, or expressly approved by resolution by the Council.

## **Section 10 INDEMNIFICATION**

Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he, his testator or intestate, is or was a Council member and/or an officer, employee, or agent of the Corporation, may be indemnified by the Corporation, and the Corporation may advance his related expenses, to the fullest extent permitted by law. The Corporation may purchase and maintain insurance to indemnify (1) itself for any obligation which it incurs as a result of the indemnification specified above; and (2) its Council members, officers, employees, and agents.

## **Section 11 AMENDMENTS**

These Bylaws may be amended, altered, or repealed by a two-thirds majority of all the members of the Council (1) at any regular meeting of the Council or (2) at any special meeting of the Council if notice of the proposed alteration or repeal is contained in the notice of such meeting or notice is properly waived as outlined in Section 7.2 of these Bylaws.

## **Appendix A**

### **STATEMENT OF FAITH**

#### We Believe

We believe in God, the Father Almighty, Creator of heaven and earth.

We believe in Jesus Christ, his only Son, our Lord.

We believe in the Holy Spirit, the Lord, the Giver of Life.

We believe the canonical books of the Old and New Testaments are the inspired Word of God, containing all things necessary for salvation, and are the final authority and unchangeable standard for Christian faith and life.

We believe Baptism and the Supper of the Lord are Sacraments ordained by Christ Himself in the Gospel.

Water Baptism, in the name of the Father, the Son, and the Holy Spirit is a holy covenant by which people become members of Christ's body.

Holy Communion or Eucharist is celebrated every Lord's Day, Sunday, being the feast of the Resurrection. Any baptized Christian, being at peace with God and their neighbors may receive the body and blood of our Lord.

We believe we are all called, as Lay people, Priests and Deacons, to offer the very best of ourselves to God, so we may be effective ministers of the Gospel.

We believe our Lord's teaching that the Sacrament of Holy Matrimony is in its nature a union permanent and lifelong of one man and one woman, and the failure of a marriage is always a tragedy requiring compassion and transformation.

We believe the teaching of Scripture that human sexuality is fulfilled in marriage; that God, and not man, is the creator of human life. The unjustified taking of life is sinful, so we are called to promote and respect the sanctity of every human life from conception to natural death.

We believe we must show Christ-like compassion to all who have fallen into sin, encouraging them to repent and receive forgiveness, and offering the ministry of healing to all who suffer physically or emotionally as a result of such sin.

We believe we are called to communion in the one, holy, catholic, and apostolic church through the Anglican Church of North America, subscribe to its constitution and canons, and embrace its vision: *Reaching North America with the transforming love of Jesus Christ.*

## **APPENDIX B MINISTRY OF OUR LAITY**

THE PEOPLE OF GOD are the chief agents of the Mission of the Church to extend the Kingdom of God by so presenting Jesus Christ in the power of the Holy Spirit that people everywhere will come to put their trust in God through Him, know Him as Savior and serve Him as Lord in the fellowship of the Church. The effective ministry of the Church is the responsibility of the laity no less than it is the responsibility of Bishops and other Clergy. It is incumbent for every lay member of the Church to become an effective minister of the gospel of Jesus Christ, one who is spiritually qualified, gifted, called, and mature in the faith.

DUTIES OF THE LAITY: It shall be the duty of every member of the Church:

To worship God, the Father, and the Son and the Holy Spirit, every Lord's Day in a Church unless reasonably prevented;

To engage regularly in the reading and study of Holy Scripture and the Doctrine of the Church as found in Article I of the Constitution of this Church;

To observe their baptismal vows, to lead an upright and sober life, and not give scandal to the Church;

To present their children and those they have led to the Lord for baptism and confirmation;

To give regular financial support to the Church, with the biblical tithe as the minimum standard of giving;

To practice forgiveness daily according to our Lord's teaching;

To receive worthily the Sacrament of Holy Communion as often as reasonable;

To observe the feasts and fasts of the Church set forth in the Anglican formularies;

To continue his or her instruction in the Faith so as to remain an effective minister for the Lord Jesus Christ;

To devote themselves to the ministry of Christ among those who do not know Him, utilizing the gifts that the Holy Spirit gives them, for the effective extension of Christ's Kingdom.

Canon 10 Section 1 and Section 2

## **Appendix C**

### **Discernment: Where Prayer and Action Meet**

**“Do all things with counsel, and you shall not regret it afterwards.” Ecclesiastes 32:24**

**“For it seemed good to the Holy Spirit and to us...” Acts 15:28**

**“Behold how good and how pleasant it is for brothers to dwell together in unity!” Psalm 133:1**

#### **Prayer**

O God, who art the author of peace and lover of concord, in knowledge of whom standeth our eternal life, whose service is perfect freedom: Defend us, your humble servants, in all assaults of our enemies; that we, surely trusting in your defense, may not fear the power of any adversaries; through the might of Jesus Christ our Lord. Collect for Peace/Morning Prayer/Book of Common Prayer, 1662-present.

#### **Discernment**

Decision-making is a matter of discernment, where prayer and action meet. Discernment is a function of one’s personal relationship with God. The more one knows the Lord, the more able one is to know his will. It is virtually impossible to discern God’s will in community without individuals who are “transformed by the renewal of your mind, that by testing you may discern what is the will of God, what is good and acceptable and perfect.”(Romans 12:2)

Our aim is not compromise, nor a majority of votes, nor social unity. We are one in Christ, so our aim is Christ, and the building up of the body of Christ. Concord of discernment will occur when we listen to the Holy Spirit, test what we hear by the Word of God, apply common sense in community.

#### **Pitfalls to Avoid**

Factionalism: The body of Christ does not have “constituents,” or representatives of different groups. Each question is for the good of the whole, and all must discern in terms of the whole.

Majority Rule: While we operate as a council, the mind of the majority is not to be equated with the leading of the Holy Spirit. Votes can never trump Scripture! Moreover, if some vote against a decision of the majority, they invariably do not “own” the decision, which creates factionalism.

Minority Tyranny: On occasion, it will be clear that an objection is frivolous, stiff-necked. The body must not be held hostage to someone who, in the opinion of two thirds of the board, is not interested in discernment, but in imposing their will on the community.

#### **The Concord Principle**

##### ***Concord***

1. (*N.*) State of agreeing; agreement, friendly relations, or peace; harmony of opinion, statement, action, or character; concurrence; as, a good agreement subsists among the members of the council.

2. (*N.*) A concurrence in an engagement that something shall be done or omitted; an exchange of promises; mutual understanding, arrangement, or stipulation; a peace treaty, contract, or covenant.
3. A pleasing sound made when two or more notes are played together.

### **Getting to Concord**

**Discussion:** Topics begin in **Preliminary Discussion:** This is a time for exploration, brainstorming, offering of tentative alternatives and contrary remarks. The duty of the chair of the meeting is to evoke the full prayerful participation of all members, and to discern when its time to move into **Serious Discussion**, culminating in a minute or resolution. Concord should develop, but when in doubt, wait.

**Reaching a Conclusion:** The chair shall ask the each member if the proposed minute seems good to the Holy Spirit and to us. If not, we return to serious discussion or postpone a decision, dedicating ourselves to further prayer and consideration.

### **Forms of Dissent within Concord**

1. “I disagree but I do not wish to stand in the way.” In many instances, someone may disagree with a decision, but believe their disagreement is not strong enough to stand in the way of a decision. A person may believe their individual judgment should bend to that of the group. The dissenter thus endorses the discernment of the group by implying that in his or her own judgment the objection is not serious enough to prevent action. This moment of withdrawing one’s opposition to prevent polarization brings grace into the body.
2. “Please minute me as opposed.” As with #1, a decision may proceed, however, the group should proceed reluctantly, with a good measure of hesitance, keeping an experimental, open heart, mindful that the Holy Spirit may be speaking through godly dissent. The explanation for opposition shall be included in the minutes, and the dissenter is expected to support the decision of the body.
3. “I am unable to Unite with the Proposal.” In this case, the objection is so serious that a person is unwilling to stand aside and let the meeting move forward. The normal procedure should be then to delay action until a later time. If the objection seems frivolous, the chair or another member may appeal to the objector to withdraw the objection or to consent to be minuted as opposed. The explanation for opposition shall be included in the minutes, and the dissenter is expected to support the decision of the body.

### **Dissent outside of Concord**

Dissent outside of concord is for example, contentious, frivolous, obstinate, scripturally unfounded; if a dissenter does not support the decision of the body within the guidelines of godly dissent, the council must discern if the individual may continue to participate in the council. Discernment shall follow the procedures of all other questions brought before Council, except there must be agreement. a two-thirds of those non-interested parties present to discontinue the service of the individual dissenter.

**CERTIFICATION**

I certify that I am the duly elected and acting Secretary of Emmaus Anglican Church, a Colorado nonprofit religious corporation; that the above Bylaws, including Appendices A, B, and C, consisting of 16 pages, are the Bylaws of this Corporation as adopted by the Council of Emmaus Anglican Church on December 9<sup>th</sup>, 2010; and that they have not been amended or modified since that date.

Executed on December 9<sup>th</sup>, 2010 at Douglas County, Colorado

Printed Name Joseph G. Procopio Signature Secretary /S/ Joseph G. Procopio