

AMENDED AND RESTATED
BY LAWS
OF
CHRIST CHURCH ANGLICAN

**Adopted by the Parish Council
on December 19, 2005
and
as Amended February 18, 2008
and
as Further Amended January 23, 2011
and
as Further Amended on January 29, 2012
and
as Further Amended on January 24, 2016**

CHRIST CHURCH ANGLICAN
BY-LAWS

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**ARTICLE I
NAME**

The name of this corporation shall be “Christ Church Anglican” (hereafter referred to as “Christ Church”).

**ARTICLE II
ADDRESS**

The principal office of Christ Church shall be located at 5500 W. 91st Street, Overland Park, Kansas, 66207.

**ARTICLE III
AFFILIATION**

Section 3.01 Anglican Tradition. The corporation is organized and shall be operated exclusively as a Christian church in the Anglican tradition.

Section 3.02 Worship. Worship at Christ Church shall generally conform to the Book of Common Prayer.

Section 3.03 Sacraments. Christ Church recognizes certain sacraments. A sacrament is an outward and visible sign of an inward and spiritual grace. God gives us the sign as a means whereby we receive that grace, and as a tangible assurance that we do in fact receive it. The two sacraments ordained by Christ are Baptism and Holy Communion, which is also known as the Lord’s Supper or the Holy Eucharist.

- (a) In Baptism, the outward and visible sign is water, in which candidates are baptized “In the name of the Father, and the Son, and of the Holy Spirit” – the name of the Triune God to whom the candidate is being committed. (1662 Catechism, 1 Peter 3:21; Mathew 28:19). The inward and spiritual grace set forth is a death to sin and a new birth to righteousness, through union with Christ in his death and resurrection. In Baptism, a person confesses, “I am born a sinner by nature, separated from God, but in baptism, rightly received, I am made God’s child by grace through faith in Christ.” (John 3:3-5; Romans 6:1-11; Ephesians 2:12; Galatians 3:27-29)
- (b) Christ instituted Holy Communion for the continued remembrance of the sacrifices of his atoning death, and to convey the benefits the faithful receive through that sacrifice. (Luke 22:17-20; 1 Corinthians 10:16-17). The visible sign is bread and wine, which Christ commands us to receive. (1 Corinthians 11:23). The spiritual things signified are the body and blood of Christ, which

are truly taken and received in the Lord's Supper by faith. (1 Corinthians 10:16-18; 11:27; John 6:52-56)

- (c) Other rites and institutions of the Church recognized by Christ Church include:
 - (i) Confirmation – After making a mature commitment to our baptismal covenant with God, we receive the laying on of the Bishop's hands with prayer. (Acts 8:14-17; 19:6)
 - (ii) Absolution – After repenting and confession our sins to God in the presence of a priest, the priest declares God's forgiveness with authority given by God. (John 20:22-23; James 5:15-16)
 - (iii) Ordination – Through prayer and the laying on of the Bishop's hands, ordination consecrates, authorizes, and empowers persons called to serve Christ and his Church in the ministry of Word and Sacrament. (1 Timothy 1:5, 5:22; Acts 6:6)
 - (iv) Marriage – The lifelong covenant between a man, a woman, and God binding both to self-giving love and exclusive fidelity. In the rite of Christian marriage, the couple exchange vows to uphold this covenant. They do this before God and in the presence of witnesses, who pray that God will bless their life together. (Genesis 2:23-24; Matthew 19; Mark 10:2-9; Romans 7:2-3; 1 Corinthians 7:39)
 - (v) Anointing of the Sick – Through prayer and anointing with oil, the minister invokes God's blessing upon those suffering in body, mind, or spirit. (Matthew 10:8; James 5:14-16)

Section 3.04 Supervision by a Bishop. At all times, Christ Church and the Senior Pastor shall be under the oversight of a bishop of the world-wide Anglican Communion (the "Bishop") for purposes of spiritual oversight, ordinations, confirmations, and liturgy. The Senior Pastor, in turn, shall have delegated authority from the Bishop for oversight of the staff of Christ Church. The terms and conditions of such oversight shall be determined, from time to time, by the Senior Pastor and the Parish Council. In the event that the Anglican Communion shall cease to exist, it shall be the responsibility of the Senior Pastor and the Parish Council to arrange for oversight by a bishop in the historic and biblical Anglican tradition.

Section 3.05 Authority of Diocese. Christ Church expressly recognizes the authority of the Constitution and Canons of the Churches for the Sake of Others Diocese (the “Diocese”); however, the Fundamental Declarations and Governing Principles of the Diocese do not exhaust the extent of our beliefs. The Bible itself, as the inspired Word of God that speaks with final authority concerning truth, morality, and the proper conduct of mankind, and is the sole and final source of all that we believe. For purposes of the faith, doctrine, practice, policy and discipline of Christ Church, our Bishop this church’s chief pastor, is the guardian and teacher of doctrine and administrator of Godly discipline and governance.

**ARTICLE IV
STATEMENT OF FAITH (NICENE CREED)**

We believe in one God, the Father, the Almighty, maker of heaven and earth, of all that is, seen and unseen.

We believe in one Lord, Jesus Christ, the only Son of God, eternally begotten of the Father, God from God, Light from Light, true God from true God, begotten, not made, of one Being with the Father.

Through him all things were made.

For us and for our salvation He came down from heaven; by the power of the Holy Spirit He became incarnate from the Virgin Mary, and was made man.

For our sake He was crucified under Pontius Pilate; He suffered death and was buried.

On the third day He rose again in accordance with the Scriptures; He ascended into heaven and is seated at the right hand of the Father.

He will come again in glory to judge the living and the dead, and His kingdom will have no end.

We believe in the Holy Spirit, the Lord, the giver of life, who proceeds from the Father and the Son. With the Father and the Son He is worshiped and glorified. He has spoken through the Prophets.

We believe in one holy catholic and apostolic Church. We acknowledge one baptism for the forgiveness of sins. We look for the resurrection of the dead and the life of the world to come.

**ARTICLE V
CORE PURPOSE**

To fulfill the Great Commission of Jesus Christ:

“Go therefore and make disciples of all nations, baptizing them in the name of the Father and of the Son and of the Holy Spirit, and teaching them to obey everything that I have commanded you. And remember, I am with you always to the end of the age.” – Jesus

Matthew 28:19-20

To honor God by making disciples who make disciples for Jesus Christ in our heartland, in our nation and to the ends of the earth.

ARTICLE VI MEMBERSHIP

Section 6.01 Adult Church Member. An Adult Church Member, as verified by the Senior Pastor, is a person who:

- (a) Is at least eighteen (18) years of age;
- (b) Has stated a personal faith in Jesus Christ as Savior and Lord;
- (c) Is baptized by water in the name of the Father, Son and Holy Spirit;
- (d) Is committed to work and pray at Christ Church and in the world for the spread of the Kingdom of God;
- (e) Is committed to resolving conflicts in accordance with biblical principles (e.g., Matthew 18; Mark 11, etc.);
- (f) Has affirmed the Core Purpose and Values of Christ Church and agrees to uphold the Christ Church By-Laws, as from time to time amended and restated;
- (g) Regularly participates in public worship services at Christ Church, unless for good cause prevented;
- (h) Financially supports Christ Church; and
- (i) Is not a member of another church.

ARTICLE VII CHURCH MEETINGS

Section 7.01 Generally. All Church Meetings shall be members' meetings of Christ Church, and all members' meetings of Christ Church shall be Church Meetings.

Section 7.02 Annual Church Meeting. There shall be an Annual Church Meeting to be held no later than the next to the last Sunday in February of each year. There shall be presented at the Annual Church Meeting such reports, statements and other matters from the Senior Pastor, Christ Church officers, and Christ Church organizations as are necessary to transact the business of the meeting and/or are called for by the Senior Pastor or the Parish Council.

Section 7.03 Special Church Meetings. Special Church Meetings may be called by the Senior Pastor and shall be called upon request of the Parish Council. Special Church Meetings shall also be called upon written request to the Parish Council signed by ten percent (10%) of the Adult Church Members. All such requests shall specifically state the business to be transacted.

Section 7.04 Presiding Officer. If available, the Senior Pastor shall preside at all Church Meetings. In the absence of the Senior Pastor, the Vice-Chair and Second Vice-Chair, in succession, shall preside. Should none of the foregoing officers be present, the Church Meeting shall elect one of its Adult Church Members to preside at that meeting. If available, the Clerk of Christ Church shall keep, or cause to be kept, accurate minutes of such meeting. In the absence of the Clerk, the presiding officer of the Church Meeting shall appoint a clerk of the meeting from the qualified electors present.

Section 7.05 Quorum. Ten percent (10%) of the Adult Church Members shall constitute a quorum at any Church Meeting. If there is no quorum, the meeting shall recess for at least seven (7) days, a new notice setting out the circumstances shall be given, and the reconvened meeting shall be empowered to transact all business properly before it whether or not there is a quorum. Decisions shall be made by voting, and the majority of the valid votes cast by Adult Church Members shall determine the issue at hand, unless otherwise provided in these By-Laws. Abstentions and, where the voting is by written ballot, blank ballots, altered ballots, or, in the case of any vote due to a tie, absentee ballots, shall not be counted as valid votes. Voting by proxy shall not be permitted; however, absentee ballots shall be permitted as follows: at any time following the first notice provided pursuant to Section 7.06 hereof, any Adult Church Member eligible to vote at the Annual Church or Special Church Meeting for which such notice is provided, may, upon written request to the Clerk of Christ Church, receive an absentee ballot for such meeting. Any such absentee ballot shall constitute a vote by written ballot as if the Adult Church Member casting such absentee ballot was present in person at such meeting, so long as such absentee ballot is received by the Clerk no later than 5:00 p.m. on the date which is three (3) days prior to the meeting for which such absentee ballot is provided. Only absentee ballots provided to the Clerk of Christ Church by the Adult Church Member in a sealed envelope which does not identify the Adult Church Member submitting the absentee ballot, shall be accepted by the Clerk.

Section 7.06 Notice of Church Meetings. Written notice of the time, date, and place of Church Meetings shall be given to all Adult Church Members at their addresses of record with the office of Christ Church. In the case of Annual Church Meetings, such notice shall be given so as to reach all Adult Church Members not less than fifteen (15) days prior to such meeting and in the case of Special Church Meetings, seven (7) days, except as otherwise provided by these By-Laws. In the case of Special Church Meetings, the notice must specifically state the business to be transacted, and no other business may be considered at such meeting.

Any notice of a Church Meeting sent by mail shall be deemed to be delivered or given when deposited in the United States Mail with postage thereon prepaid, addressed to the Adult Church Member at his or her address as it appears on the records of Christ Church. Any notice required to be provided above can also be made by electronic means, including, but not limited to, electronic mail, if an Adult Church Member has provided his or her electronic mail address to Christ Church and such notice shall be deemed to be delivered or given when sent.

Announcement of all meetings shall also be made during all public worship services on the last three Sundays preceding such meetings, except that Special Church Meetings shall be announced on the Sunday(s) intervening between the first notice of such meetings and their respective dates. Unless directed otherwise, all Church Meetings shall be held at a time and date and at one of the Christ Church locations, or other reasonably convenient location, as determined by the Parish Council.

Section 7.07 Meetings by Simulcast or Similar Communications Equipment. Unless otherwise restricted by the Articles or applicable law, Adult Church Members may participate and vote in any Annual or Special Church Meeting by means of simulcast or similar synchronous communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant thereto shall constitute presence in person at such meeting.

Section 7.08 Records to be Available. There shall be available for the inspection and reference by Adult Church Members at each Church Meeting true copies of the Articles of Incorporation and of the By-Laws of Christ Church, an accurate list of Adult Church Members in Christ Church, and all documents or other records pertaining to, and necessary to the transaction of, the business of the Church Meeting.

Section 7.09 Status of Voting Eligibility. In the event of a dispute as to membership status or eligibility to vote at a Church Meeting, the matter shall be referred to the Senior Pastor and the Parish Council for resolution.

**ARTICLE VIII
ELECTIONS AND VOTING**

Section 8.01 Selection of Parish Council Candidates.

Candidates for membership on the Parish Council shall be selected by the Nominating Committee as provided in Article IX, Section 9.04. Only persons prequalified by the Nominating Committee as candidates shall be eligible to serve on the Parish Council.

Section 8.02 Re-Election. Parish Council Members shall be eligible for election to the Parish Council for no more than two (2) consecutive terms; however, this limitation shall not apply to a Parish Council Member serving an unexpired term of another Parish Council Member.

Section 8.03 Method of Election. Elections of Parish Council Members shall take place at the Annual Church Meeting and be made in this order: Parish Council Members, three-year terms; and then Parish Council Members, unexpired terms, if any, the longest unexpired term first. Voting shall be by secret, written ballot, each Adult Church Member being entitled to as many votes in each category of candidates as vacancies are to be filled in that category. There shall be no cumulative voting, and any cumulative ballots shall be void.

Section 8.04 When Elected. Nominees for Parish Council vacancies are elected if he or she receives the greatest number of the valid votes cast; the second greatest number of valid votes cast; the third greatest number of valid votes cast; and continuing until all vacancies have been filled; provided, however, no Parish Council Member shall be elected with valid votes of less than twenty-five percent (25%) of the Adult Church Members casting votes at such election(s).

Only those nominees failing to be elected for a Parish Council vacancy shall be considered qualified and eligible to be included as a nominee for election to the unexpired term of any Parish Council Member.

Should any tie votes occur between candidates, there shall be a runoff election between those candidates. The candidate or candidates receiving the greatest number of votes shall be elected.

Section 8.05 Removal of Parish Council Member. Any number of Parish Council Members or the entire Parish Council may be removed, with or without cause, by valid votes cast at a Special Church Meeting by a majority of the Adult Church Members present who are in favor of such removal.

By vote of two-thirds (2/3) of the Parish Council Members (including the Senior Pastor) then in office, the Parish Council may declare, for good cause and after

reasonable notice to the Parish Council Member in question, that a Parish Council Member is deemed to have vacated his or her office.

Section 8.06 Vacancy on Parish Council. In the event of a vacancy arising on the Parish Council with respect to an Elected Member between Annual Church Meetings, the Parish Council shall fill such vacancy in the Parish Council to serve until the next Annual Church Meeting at which a Parish Council Member for the unexpired term shall be elected. The Parish Council shall fill the vacancy only with an individual who meets the eligibility requirements for election to the Parish Council. Any Parish Council Members so appointed shall be eligible for election to the Parish Council for either the remainder of an unexpired term, if any, or for a full three-year term. Vacancies may be filled by a majority of the Parish Council Members then in office, including those who have so resigned, although less than a quorum. The person(s) resigning shall not be eligible to vote to fill such vacancy/vacancies.

ARTICLE IX GOVERNMENT

Section 9.01 Officers. The officers of Christ Church and the Parish Council shall be the following:

- (a) **Chair**, which position shall be held by the Senior Pastor.
- (b) **Vice Chair**, which position shall be appointed by the Senior Pastor with approval by a majority of the Parish Council Members. Duties of the Vice Chair include:
 - (i) After consultation with the Senior Pastor, set the agenda and meeting dates and times for Parish Council meetings, the Annual Church Meeting and Special Church Meetings of the Church.
 - (ii) Chair meetings of the Parish Council in the absence of the Senior Pastor.
 - (iii) Act as an advisor to the Senior Pastor.
 - (iv) Chair the Senior Pastor Annual Review Committee and the Compensation Committee.
 - (v) Participate in human resources matters when necessary.
 - (vi) Attend Lead Team meetings when necessary.
 - (vii) Perform other duties as requested by the Senior Pastor.

- (c) **Second Vice Chair**, which position shall be filled by nomination and second and approved by a majority of the Parish Council Members. Duties of the Second Vice Chair include:
 - (i) Assume the duties of the Vice Chair if the Vice Chair is absent or unable to perform their duties.
 - (ii) Lead stewardship initiatives.
 - (iii) Attend Endowment Trust meetings.
 - (iv) Perform other duties as requested by the Vice Chair.
- (d) **Clerk**, which position shall be filled by nomination and second and approved by a majority of the Parish Council Members. Duties of the Clerk include:
 - (i) Maintain minutes of all Parish Council Meetings, the Annual Church Meeting and any Special Church Meetings.
 - (ii) Make all minutes available, upon request, for review by any Adult Church Member, except those taken in executive session.
 - (iii) Maintain, safeguard and be the custodian of all official documents of the Parish Council.
 - (iv) Perform other duties as requested by the Parish Council.
- (e) **Treasurer**, which position shall be filled by nomination and second and approved by a majority of the Parish Council Members. The Treasurer shall not be required to be a member of the Parish Council unless specifically elected as a member. Duties of the Treasurer include:
 - (i) Ensure that proper books of account are maintained and that an accurate accounting of all finances of the Church are kept.
 - (ii) Be a member of the Finance Committee.
 - (iii) Submit an annual report describing the prior year's finances at the Annual Church Meeting and answer questions with regard to the prior year's financial status.
 - (iv) Perform other duties as may be requested by the Finance Committee.

- (f) Such other positions as may be deemed necessary from time to time by the Parish Council as they may determine in their sole discretion.

Section 9.02 General Provisions Regarding Officers. The following shall apply to all officers other than the Chair:

- (a) The term of office for each officer shall be one (1) year to commence at the Parish Council Retreat following the Annual Church Meeting.
- (b) Each officer shall hold office until such officer's successor is elected and qualified or until such officer's earlier resignation or removal.
- (c) Any officer may resign at any time upon notice given in writing or by electronic transmission to the Senior Pastor or the Parish Council.
- (d) Vacancies in offices by death, resignation, removal, or otherwise shall be filled by the Parish Council until the next Parish Council Retreat.
- (e) Officers may be elected for successive one-year terms.

Section 9.03 Committees Generally. There shall be such standing committees as the Parish Council may establish. The Parish Council may terminate any standing committee at any time. Parish Council Members or other Adult Church Members may, with approval of the Senior Pastor, be chairpersons of standing committees. The Senior Pastor shall be an *ex officio* member of all committees established by the Parish Council.

Section 9.04 Nominating Committee.

- (a) Each year the Parish Council shall establish a Nominating Committee to consist of two Parish Council Members and three other individuals, who must be Adult Church Members. A member of the Parish Council, whose term is expiring but who does not wish to be considered for nomination, shall be selected by the Parish Council to serve as chair of the Nominating Committee. The Parish Council shall appoint the remaining members of the Nominating Committee.
- (b) The Nominating Committee shall commence meeting not later than September 1 next preceding the Annual Church Meeting and complete its work not later than December 1, unless for good cause prevented. It shall nominate at the Annual Church Meeting a candidate or candidates for each vacancy of an Elected Member on

the Parish Council. The total number of nominees shall be at least two greater than the total number of vacancies.

- (c) The Nominating Committee shall be responsible to undertake such other duties as may be assigned from time to time by the Parish Council.

Section 9.05 Finance Committee.

- (a) Each year the Parish Council shall appoint a Finance Committee to consist of three Parish Council Members (to include one member from each class, one of whom will be the Chair), at least two other Adult Church Members, the Treasurer, the Parish Accountant, and such other members as the Parish Council may appoint. Appointed members will serve a one-year term.
- (b) A Chair, which position shall be filled by nomination and second by the Parish Council Members and approved by a majority of the Parish Council Members. Duties of the Chair include:
 - (i) Preside over the activities of the Finance Committee.
 - (ii) Report to and advise the Parish Council at each Parish Council monthly meeting on all relevant financial matters pertaining to the Church. This includes a comparison of year-to-date financial position of Christ Church to the annual budget and provide explanation to the Parish Council the causes for any variances.
 - (iii) Present to the Parish at the Annual Church Meeting the new current budget, approved by the Parish Council, with an explanation of how it will support the goals and mission of Christ Church.
 - (iv) Perform other duties as requested by the Parish Council.
- (c) The Finance Committee shall support the Parish Council in its duty to be good stewards of the funds of Christ Church such that spending meets both the purposes and values of Christ Church and is fiscally responsible. To this end, the Finance Committee shall meet at least monthly to prepare information, forecasts, projections, year to date financial positions, along with any recommendations, to the Parish Council.
- (d) The Finance Committee is responsible for recommending a budget for the coming fiscal year for review and approval by the Parish Council.

- (e) The financial records of Christ Church shall be submitted to an annual independent review.

Section 9.06 Senior Pastor Annual Review Committee. The Senior Pastor Annual Review Committee shall complete an annual review and appraisal of the Senior Pastor. This committee is comprised of the Vice Chair and a junior member of the Parish Council in addition to one (1) Adult Church Member appointed by the Parish Council. The review process shall commence in October of each year and take place and shall be completed in 30-45 days from the commencement of the review process. There may also be a 6-month follow up meeting to monitor progress towards the goals established by the committee.

Section 9.07 Compensation Committee. Salaries for the Senior Pastor, Senior Ministry Staff, and all other staff members shall be set and reviewed at least annually by a Compensation Committee. The Compensation Committee shall be comprised of not less than five (5) and not more than six (6) members as follows: two (2) Parish Council Members appointed by the Parish Council; the Treasurer of Christ Church; the Senior Pastor; and two (2) Adult Church Members appointed by the Senior Pastor.

Section 9.08 Human Resources Committee. The Human Resources Committee shall approve personnel policies and be responsible for the oversight of the administration of those policies in consultation with and review by the Parish Council. The Human Resources Committee shall be comprised of a Senior Member and a Junior Member appointed by the Parish Council and may consult with laity with professional experience in the Human Resources field. The Committee shall meet as needed or requested by the Senior Pastor, Senior Staff, or the Parish Council.

Section 9.09 Special Committees. The Senior Pastor or the Parish Council may establish special committees for specific purposes. Such committee shall be dissolved when the tasks assigned to it have been accomplished or upon adjournment of the Annual Church Meeting following the establishment of such committee, whichever occurs first.

Section 9.10 Organizations. Organizations in Christ Church shall be under the direction and control of the Senior Pastor, who shall be *ex-officio* chair of each, unless otherwise provided in these By-Laws, and who shall be entitled to speak and vote on all questions before such organizations. The constitution, by-laws or governing rules of such organizations shall not be inconsistent with these By-Laws and the Articles of Incorporation of Christ Church.

**ARTICLE X
PARISH COUNCIL**

Section 10.01 Qualifications of Parish Council Members.

Parish Council Members shall meet the following qualifications:

- (a) Be an Adult Church Member;
- (b) Demonstrate the spiritual gifts appropriate to their responsibilities, and have demonstrated leadership qualities;
- (c) Subscribe to and annually affirm the Core Purpose and Values of Christ Church and agree to uphold the Christ Church By-Laws, as from time to time amended;
- (d) Persist in meeting biblical standards for church leaders (e.g., 1 Timothy 3:1-7; Titus 1:6-9; 1 Peter 5:1-11);
- (e) Tithes or is actively working toward a tithe;
- (f) Be at least twenty-one (21) years of age;
- (g) Be actively involved in the ministries and/or missions of Christ Church; and
- (d) Agree to be available to attend monthly Parish Council meetings, Parish Council committee meetings, the Annual Church Meeting and Special Parish Council and Church Meetings when called.

Section 10.02 Number of Members of Parish Council. The Parish Council shall consist of the Senior Pastor and twelve Adult Church Members, which members (“Elected Members”) shall be elected in accordance with Article VIII.

Section 10.03 Terms for Parish Council Members. The number of Parish Council Members whose term has expired and which are necessary so that there are twelve Parish Council Members, shall be elected at each Annual Church Meeting for three-year terms; and their terms of office shall begin with the termination of the Annual Church Meeting and end upon the termination of the corresponding Annual Church Meeting three years later or until their successors shall be elected and qualified or until such Parish Council Member’s earlier resignation or removal. Any Parish Council Member may resign at any time upon notice given in writing or by electronic transmission to the Senior Pastor or the Parish Council.

Section 10.04 General Responsibilities of the Parish Council. The Parish Council shall be responsible for the strategic direction of Christ Church and shall have general authority to oversee the business and affairs of

Christ Church. The Parish Council shall be responsible to the Adult Church Members to establish strategies and objectives to fulfill the purposes of Christ Church, to review progress against such strategies and objectives, and to assure that Christ Church operates consistently with such strategies and objectives. The Parish Council shall have such duties and powers as are assigned or granted to them by these By-Laws and by the laws of the State of Kansas, so long as not inconsistent.

Section 10.05 Powers and Duties of the Parish Council.

Specific powers and duties of the Parish Council shall include:

- (a) To annually review and establish strategies and objectives to accomplish the purposes of Christ Church;
- (b) To regularly review and evaluate the ministries and missions of Christ Church to determine that its strategies and objectives are being accomplished. To establish policies as necessary to guide Christ Church and to take or recommend corrective action, or revise strategies or objectives, where they are not otherwise being accomplished;
- (c) To represent the congregation in certain staff relationships, including:
 - (i) Annual appraisal of the ministry of the Senior Pastor, providing godly counsel or discipline as required;
 - (ii) Oversight of staff compensation and benefits;
 - (iii) Approval of personnel policies and oversight of the administration of those policies; and
 - (iv) With the concurrence of the Senior Pastor, to authorize and approve ordinations;
- (d) To oversee the policies of Christ Church and to consider and adopt new policies;
- (e) To oversee the qualifications for Christ Church leaders and otherwise oversee Christ Church's various ministries and functions;
- (f) To call Church Meetings as necessary and to recommend action on matters it proposes to the Adult Church Members;
- (g) To annually appoint independent reviewer(s) to examine the financial records of Christ Church and to resolve any issues identified;

- (h) To oversee the establishment or dissolution of missionary relationships;
- (i) To approve and establish the Christ Church budget including the following:
 - (i) To regularly review and evaluate the budget of Christ Church and to take corrective action when deemed appropriate;
 - (ii) To present a budget to the Adult Church Members at each Annual Church Meeting;
 - (iii) Subject to the provisions of subparagraph (iv) below, to approve any non-budgeted expenditure in excess of one-half of one percent (0.5%) of the total annual budget;
 - (iv) To buy, lease, acquire, own, hold, improve, use and deal in any interest in real or personal property; to sell, convey, mortgage, create a security interest in, exchange or dispose of any interest in real or personal property; provided, however, any action involving the construction of, financing of, or addition to Christ Church facilities outside of a budgeted expenditure and the limits of this Article must be approved by the Adult Church Members at a Church Meeting called for such purpose. Any sale, lease, transfer, or disposition of all or substantially all of the property and assets of Christ Church shall be approved by the Adult Church Members in accordance with applicable law. In case of the dissolution of Christ Church, the property and debt of Christ Church shall be transferred in accordance with determinations made by the Parish Council. Notwithstanding anything in these By-Laws to the contrary, the Parish Council is permitted, on behalf of Christ Church and the Adult Church Members and without any action by the Adult Church Members, to dispose of any property, including real property, gifted to Christ Church;
- (j) To sign legal contracts consistent with the budget, By-Laws, and state law. This includes authority to borrow money and to acquire, encumber, and sell real and personal property consistent with the provisions of these By-Laws;
- (k) To hear and respond appropriately to concerns of Adult Church Members;

- (l) To provide that Christ Church is adequately represented in all legal matters; and
- (m) To incorporate and operate new churches and other organizations as appropriate to the fulfillment of the purposes and strategies of Christ Church.

ARTICLE XI PARISH COUNCIL MEETINGS

Section 11.01 Meetings of the Parish Council. Following the Annual Church Meeting, the Parish Council shall gather for a Parish Council Retreat and, thereafter, shall meet at least monthly through the year. If available, the Senior Pastor shall preside at Parish Council Meetings. In the absence of the Senior Pastor, the Vice Chair and Second Vice Chair, in succession, shall preside. Should neither the Senior Pastor nor the Vice Chair or Second Vice Chair be present, the Parish Council Members present shall elect one of their number to preside at that meeting. A majority of the Parish Council Members then in office shall constitute a quorum empowered to transact business. Unless otherwise provided in these By-Laws, decisions shall be reached by majority vote of those present.

The Clerk shall keep accurate minutes of the meeting. If the Clerk is absent or otherwise unavailable, another Parish Council Member shall act as clerk during the period of such absence or other unavailability, either upon request made by the Clerk or upon designation by the Vice Chair, the Second Vice Chair, or the Parish Council in succession.

No notice is required of regularly scheduled monthly meetings of the Parish Council. Notice of a meeting may be waived by a member of the Parish Council, and a member in attendance at a meeting shall be deemed to have waived notice.

Section 11.02 Participation by Conference Call. A Parish Council Member may participate in a meeting of the Parish Council by means of conference telephone or similar communications equipment by means of which all persons participating in the Parish Council Meeting can hear each other, and such participation shall constitute presence in person at such meeting.

Section 11.03 Special Meetings of the Parish Council. Special meetings of the Parish Council may be called by the Senior Pastor, or if there is no Senior Pastor, then by the Vice Chair or Second Vice Chair in succession, and shall be called by the Senior Pastor upon written request of three Parish Council Members, including one of the Vice Chair or Second Vice Chair. Notice of such special meetings shall be in writing to the members of the Parish Council not later than twenty-four (24) hours prior to the hour fixed for the meeting, except that a Parish Council Meeting may be held at any hour without notice, the Senior

Pastor, if any, consenting, provided that every member of the Parish Council shall be present.

Section 11.04 Actions Without a Meeting. Any action required or permitted to be taken at any meeting of the Parish Council may be taken without a meeting if all members of the Parish Council consent in writing or by electronic transmission and the writing/electronic transmissions are filed with the minutes of proceedings of the Parish Council (in paper form as minutes are kept).

ARTICLE XII SENIOR PASTOR

Section 12.01 Call to Senior Pastor. The Senior Pastor of Christ Church shall be called by the Parish Council in consultation with the Bishop overseeing Christ Church.

Section 12.02 Qualifications of Senior Pastor. The Senior Pastor shall:

- (a) Be a priest of the Anglican Communion (however, in the event that the Anglican Communion shall cease to exist, the Senior Pastor shall be a priest ordained in the historic and biblical Anglican tradition);
- (b) Be or become an Adult Church Member;
- (c) Subscribe to and annually affirm the Core Purpose and Values of Christ Church and agree to uphold the Christ Church By-Laws, as from time to time amended;
- (d) Demonstrate the spiritual gifts appropriate to responsibilities of a Senior Pastor and have demonstrated leadership qualities;
- (e) Persist in meeting biblical standards for church leaders (e.g., 1 Timothy 3; Titus 1:6-9; 1 Peter 5:1-11);
- (f) Commit to tithe to Christ Church; and
- (g) Possess experience, education, and abilities as deemed appropriate by the Parish Council in consultation with the overseeing Bishop.

Section 12.03 Duties of Senior Pastor. The Senior Pastor shall:

- (a) Be the spiritual and executive leader of Christ Church;
- (b) Direct the performance of such Christ Church functions as preaching and teaching the Word, leading public worship services,

administering Christ Church policies, and leading the congregation in a practical Christian life;

- (c) Be a voting member of the Parish Council and an *ex officio* member of all church ministry teams, committees and other organizations and in such capacity shall strive to establish and accomplish objectives in accordance with the strategies, mission, and Core Purpose and Values of Christ Church;
- (d) Conduct an annual appraisal of the ministry of all other staff, providing godly counsel or discipline as required;
- (e) Direct church staff, providing counsel, encouragement and Christian discipline, so as to assist in the accomplishment of objectives for each staff member. All staff are responsible to the Senior Pastor either directly or through another staff member as the Senior Pastor directs;
- (f) Represent the staff to the Parish Council;
- (g) Annually appraise the ministry of the Parish Council, providing godly counsel or discipline as required;
- (h) Subject to Article 10, Section 10.05(i)(iii), approve any non-budgeted support staff compensation; and
- (i) Appoint a Chancellor for Christ Church to advise the Senior Pastor and the Parish Council in connection with legal matters relating to Christ Church.

Section 12.04 Vacancy in the Office of Senior Pastor.

- (a) If the position of Senior Pastor is vacant or the Senior Pastor is unable to perform the duties set forth in Section 12.02, the Parish Council shall appoint an interim church leader(s) to perform the duties of Senior Pastor, unless these By-Laws otherwise provide for an individual to serve in the absence of the Senior Pastor.
- (b) In the event of a vacancy in the office of Senior Pastor, a search team designated by the Parish Council and led by the Vice Chair will be appointed. The search team shall consist of not less than nine (9) members and shall include the Vice Chair of the Parish Council; not less than one member from each of the three “classes” of Elected Members of the Parish Council; and not less than three (3) Adult Church Members who shall also meet the qualifications to be a Parish Council Member set forth in Section 10.01 hereof. The search team will conduct a search and/or discernment for a Senior Pastor. The search and/or discernment process shall be

determined by a vote of at least three-quarters (3/4) of the Parish Council after consultation with respect to such process with the Bishop then providing oversight to Christ Church and its Senior Ministry Staff. Upon completion of its search and/or discernment, the search team shall present its recommendation as to a final candidate or candidates, as the case may be, to the Parish Council. In the case more than one candidate is presented, each candidate shall be approved by a vote of a majority of the search team and in the case a single candidate is presented, such candidate shall be approved by a vote at least three-quarters (3/4) of the search team. The recommendation of the search team shall be advisory to the Parish Council and the Parish Council may from time to time request additional candidate recommendations from the search team.

- (c) When the Parish Council, after consultation with, and approval of, the Bishop, is unanimous in its recognition of God's leading toward a particular candidate, it shall identify the candidate to the Adult Church Members and establish a ten-day period during which Adult Church Members may provide comments to the Parish Council regarding the candidate.

Section 12.05 Removal of Senior Pastor. If an irreconcilable conflict arises between the Parish Council and the Senior Pastor, then by a vote of at least three-quarters (3/4) of all members of the Parish Council, the Parish Council may recommend to the Bishop then overseeing Christ Church that the Senior Pastor be removed, with or without cause, upon terms it establishes. The Senior Pastor shall not participate in the Parish Council's decision to recommend to the Bishop then overseeing Christ Church termination of the relationship. If the Parish Council recommends termination of the Senior Pastor, the matter shall be referred to the Bishop then overseeing Christ Church, whose duty it shall be to seek to bring the parties to an amicable conclusion or take such other action as set forth in Canon 8 of the Canons of the Diocese.

ARTICLE XIII STAFF

Section 13.01 Senior Ministry Staff. Senior Ministry Staff shall include all ordained Clergy and other staff members who are heads of ministry areas of Christ Church, as such ministry areas are established from time to time by the Senior Pastor and the Parish Council. A call to a candidate for a Senior Ministry Staff position shall issue from the Senior Pastor in consultation with the Parish Council and his/her terms of employment shall be set in accordance with Christ Church human resource policies and procedures. The Senior Ministry Staff shall carry out specific areas of ministry under the direction of the Senior Pastor.

Section 13.02 Qualifications of Senior Ministry Staff. Each Senior Ministry Staff member shall:

- (a) Become an Adult Church Member;
- (b) Subscribe to and annually affirm the Core Purpose and Values of Christ Church and agree to uphold the Christ Church By-Laws, as from time to time amended;
- (c) Have demonstrated leadership qualities;
- (d) Persist in meeting biblical standards for church leaders (e.g., 1 Timothy 3; Titus 1:6-9; 1 Peter 5:1-11);
- (e) Tithe or will actively work toward a tithe; and
- (f) Possess experience, education, and abilities as deemed appropriate by the Senior Pastor in consultation with the Parish Council.

Section 13.03 Other Staff. All staff members other than Senior Ministry Staff and the Senior Pastor shall be hired by the Senior Pastor, and their terms of employment shall be set in accordance with Christ Church human resource policies and procedures.

Section 13.04 Qualifications of Other Staff. Each staff member other than Senior Ministry Staff and the Senior Pastor shall:

- (a) Subscribe to and annually affirm the Core Purpose and Values of Christ Church;
- (b) Have stated a personal faith in Jesus Christ as Savior and Lord;
- (c) Be committed to resolving conflict in accordance with biblical principles (e.g., Matthew 18; Mark 11, etc.); and
- (d) Possess experience, education, abilities and qualifications, as deemed appropriate by the Senior Pastor or his/her delegate.

ARTICLE XIV FISCAL YEAR

The fiscal year of Christ Church shall be determined by the Parish Council.

ARTICLE XV GOVERNING LAW

The By-Laws of Christ Church, as a corporation, always shall be subordinate to the constitution and laws of the State of Kansas.

**ARTICLE XVI
AMENDMENTS OF ARTICLES OF INCORPORATION
OR THESE BY-LAWS**

Section 16.01 Who May Propose. Amendments may be proposed in writing, sponsored by at least ten percent (10%) of the Adult Church Members, and presented to the Parish Council at least sixty (60) days in advance of either the Annual Church Meeting or a Special Church Meeting to be called for that purpose. The Parish Council may propose amendments on its own motion.

Section 16.02 Required Action by Parish Council. All proposed amendments shall be read and considered during at least two Parish Council Meetings, one of which must be a regular meeting while the other may be a Special Meeting of the Parish Council. There shall be at least five (5) full business days between the two meetings.

Section 16.03 Notice Requirements. Reasonable efforts shall be exercised to provide to all Adult Church Members at least thirty (30) days written notice and a copy of a valid proposed amendment and of the time, date, and place of the Church Meeting at which a vote will be taken on the proposed amendment. The date and time of the Annual Church Meeting or Church Meeting at which a vote will be taken on the proposed Amendment shall be duly announced at the time of public worship, on the two Sundays immediately preceding such Meeting. A printed or written notice thereof shall be posted at the entrance of the Church at least two weeks before such Meeting. If the Meeting is the Annual Church Meeting, the proposed amendment shall be the first item of business. The Clerk shall certify amendments to the Church Meeting at which the proposed amendment shall be considered.

Section 16.04 Effect of Amendment. By adoption of amended and restated By-Laws, all prior By-Laws heretofore enacted by Christ Church shall be repealed.

**ARTICLE XVII
INDEMNIFICATION**

Every person who is or was a party or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of being an officer, member of the Christ Church Clergy, member of the Parish Council, a trustee of the Christ Church Endowment Trust, the Chancellor of Christ Church, or is or was serving at the request of Christ Church, and the heirs, executors, administrators and estate of such person, shall be indemnified and held harmless against all expenses, liabilities, and losses (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered in connection with such membership or service, except when such expenses, liabilities, and losses result from such

person's willful misconduct, self-dealings, embezzlement, or theft. Such right shall be a contract right that may be enforced in any lawful manner. It shall be presumed that any officer, member of the Christ Church Clergy, member of the Parish Council, trustee of the Christ Church Endowment Trust, the Chancellor of Christ Church, or other person who is or was serving at the request of Christ Church acting in accordance with the Constitution and Canons of the Diocese shall be acting in good faith and in the best interest of Christ Church. Such right of indemnification shall not be exclusive of any other right such person might have, but it shall not be available until recovery from all other sources has been applied. Christ Church may purchase and maintain insurance on behalf of any person who is or may be entitled to indemnification under this section against any liability asserted against such person.

No person shall be liable to Christ Church for any loss, damage, liability, or expense suffered by him or her on account of any action taken or omitted to be taken by him or her as a Parish Council Member or officer or Chancellor of Christ Church, or a member of the Clergy, or a trustee of the Christ Church Endowment Trust if such person (A) exercised the same degree of care and skill as a prudent person would have exercised under the circumstances in the conduct of his or her own affairs, or (B) took or omitted to take such action in reliance upon advice of counsel for Christ Church, or upon statements made or information furnished by Parish Council Members, officers, employees or agents of Christ Church, or a Clergy member, or trustee of the Christ Church Endowment Trust, which he or she had no reasonable grounds to disbelieve.

ARTICLE XVIII PROPERTY

Section 18.01 Title to Property. Title to all property acquired with Christ Church funds or for the purposes of Christ Church (except for property held by the Christ Church Endowment Trust) shall be vested in "Christ Church Anglican, a Kansas not-for-profit corporation."

Section 18.02 Transfers of Property. The authority to make transfers, including encumbrances, of real property titled in Christ Church (including, without limitation, leases which obligate Christ Church for a term greater than one (1) year or which incur rental obligations in excess of One Hundred Thousand Dollars (\$100,000) in the aggregate over the term of the lease) shall not be delegated by the Parish Council and shall require the approval of the Parish Council by an affirmative vote of three-quarters (3/4) of all Members of the Parish Council.

Section 18.03 Use of Church Property/Facilities. The facilities of Christ Church were provided through God's benevolence and by the sacrificial generosity of Church Members. Christ Church desires that its facilities be used for the fellowship of the Body of Christ and to bring God glory. Use of Christ Church facilities will not be permitted to persons or groups

holding, advancing, or advocating beliefs or practices that conflict with the Church's faith or moral teachings, which are summarized in, among other places, these By-Laws and the Constitution and Canons of the Diocese. Nor may Church facilities be used for activities that contradict or are deemed inconsistent with, the Church's faith or moral teachings. The Senior Pastor is the decision-maker concerning use of Christ Church facilities and shall have the authority, consistent with these By-Laws and the Constitution and Canons of the Diocese, to determine who constitutes an approved non-member or organization and to adopt policies with respect to the use of Church facilities by Members and approved non-members and organizations. Any determination by the Senior Pastor of who constitutes an approved non-member or organization and establishment of policies regarding the use of Church facilities made by the Senior Pastor prior to the adoption of this Section 18.03 are hereby ratified.

**ARTICLE XIX
NO PERSONAL LIABILITY**

Section 19.01 Absence of Personal Liability. The Members, Clergy, Parish Council Members, the Chancellor, and officers of Christ Church are not and shall not be individually or personally liable for the debts, liabilities, or obligations of Christ Church.

**ARTICLE XX
OTHER MATTERS**

Section 20.01 Other Governance. In all other respects, the Constitution and Canons of the Diocese shall govern Christ Church.

--END OF BY-LAWS--