

Restoration Anglican Church

Bylaws

Section 1 - GENERAL PROVISIONS

1.1 Name. The name of the church shall be Restoration Anglican Church (“Church”).

1.2 Purpose. The Church wishes to associate for the purposes of maintaining the worship of Almighty God according to the faith and usages of the Anglican Tradition.

1.3 Statement of Beliefs. The Church believes in the authority of Scripture, the traditional creeds of the historic church, including the Nicene Creed and Apostles Creed, and the 39 Articles of Religion. Restoration Anglican Church acknowledges and accepts the historic Christian faith, doctrine, discipline, and worship of God, Father, Son, and Holy Spirit, as set forth in the three historic Creeds of the Church (Nicene, Apostles, and Athanasian).

1.4 Affiliation. The Church is a congregation of the Anglican Diocese of the Rocky Mountains (“Diocese”), which is part of the Anglican Church in North America (“ACNA”), and is subject to all the rules of governance set forth by those two entities in their constitutions and canons. The Church does, by the adoption of these bylaws, accede to the doctrine, discipline and worship, and the Constitution and Canons, of the ACNA, and to the Constitutions and Canons of the Diocese, and acknowledges their authority. The Church accepts the bishop that is recognized by the ACNA for this Diocese (“Bishop”) as the authoritative interpreter of compliance for this Church with all of the above.

1.5 Fiscal Year. The fiscal year of the Church shall begin July 1 and end on June 30.

1.6 Family Members. There shall be a presumption against family members serving in capacities that create a conflict of interest or perceived conflict of interest. For example, a hiring committee for a Staff position should not include a family member of a candidate. In appropriate circumstances, the Parish Council may vote to permit these or similar situations provided there is transparency and there are controls in place.

1.7 Definitions.

1.7.1 The "Rector" is the senior pastor of the Church and directs the spiritual affairs of the Church. The Rector, in collaboration with the Parish Council, Clergy, and Staff, is responsible for discerning the vision and priorities of the Church. The Rector leads the Church, the Clergy, and the Staff, and directs the Church's ministries and operations. The Rector may, at his discretion, form leadership teams that aid him in his responsibilities.

1.7.2 The "Clergy" are ordained Priests (sometimes also known as Presbyters) and Deacons who are appointed to lead and serve the Church, with or without pay, under the direction and leadership of the Rector. Clergy may assist with worship services, preaching and teaching, administering the Sacraments, exercising church discipline, providing pastoral care, discipling other leaders, and advancing the mission of the Church. An ordained Priest or Deacon may only serve in this capacity at the Church under the approval of the Rector and Bishop.

1.7.3 The "Parish Council" is an elected group of members who, along with the Rector, serve as the governing board of the church. The Parish Council is responsible, in collaboration with the Rector, for the oversight of the church and its ministry. It partners with the Rector to discern the vision and priorities of the Church and to set strategy to accomplish them.

Section 2 - MEMBERSHIP IN THE CONGREGATION

2.1 Requirements for Membership. "Members" serve as the primary ministers of the Church, participating in God's mission in the world and caring for the needs of those within the Church. A Member of this Church is a person who:

- (1) has been baptized in the name of the Father, Son and Holy Spirit;
- (2) is at least 18 years old;
- (3) personally requests membership;
- (4) believes in the Christian faith as set forth in the Nicene Creed;
- (5) strives to live a life congruent with the teachings of the Bible, marked by these core values:
 - A. Reconciliation
 - B. Hospitality
 - C. Contemplation
 - D. Wholeness
 - E. Mission
- (6) undertakes practices that foster spiritual formation and growth, including regular attendance at worship and active participation in the life of the Church;
- (7) promises to support the Church through financial giving and active participation in the mission of the Church;
- (8) has been formally received as a Member by the Church.

2.2 Termination of Membership.

2.2.1 Voluntary Termination of Membership. A person shall be considered to have voluntarily withdrawn as a Member of the Church in the following circumstances: (1) death; (2) written request to withdraw or transfer membership; (3) becoming a member of another church; (4) relocation to another geographic area; or, (5) disengagement from the Church by non-participation in worship services and giving for more than six months. If a person desires to remain a Member of the Church in one of these circumstances, the person may make a written request to the Parish Council explaining the circumstances and expressing his or her intent to continue to participate in the life of the Church. The Parish Council shall make a determination on a case-by-case basis whether the person shall remain a Member of the Church and shall set a term for the special circumstance.

2.2.2 Involuntary Termination of Membership. The Church shall have the authority to terminate membership in the following circumstances: (1) where a person has abandoned the Christian faith or continuously rejected a central article of the faith; (2) for continued refusal to maintain a moral lifestyle consistent with the teachings of the Bible as understood by our Diocese, or (3) for failure to submit to the spiritual authority of the Bishop. The Rector or any two Parish Council Members can recommend to the Parish Council that a person's Membership in the Church should be terminated. A person who is identified for removal from Membership shall be notified and given an opportunity to respond to the concerns of the Rector and Parish Council. Every person involved in the Church discipline process shall strive to interact with love, clear communication and a sincere hope for restitution. The decision of the Rector, supported by a majority vote of the Parish Council, shall be sufficient to terminate Membership. Once the process of Church discipline has been initiated, voluntary surrender of Membership does not preclude the completion of the process. The Church may continue to completion a process leading to termination of membership and may inform other Members of the reason for the involuntary termination of an individual's Membership, if the Parish Council deems that appropriate.

2.2.3 Appeal to the Bishop. Any person who wishes to contest the termination of his or her Membership may make an appeal to the Bishop. Similarly, where the Parish Council does not support the recommended termination, the Rector may make an appeal to the Bishop. The Bishop's determination upon appeal is final.

Section 3 - MEETINGS OF THE CHURCH

3.1 Annual Meeting of the Church. The Church shall have a regularly scheduled Annual Meeting. The purpose of the annual meeting shall be to elect members of the Parish Council, allow Members to hear from the Rector and Parish Council on the state of the church, including the church's finances, and to transact other business as shall come before the meeting.

3.2 Special Meetings of the Church. Special meetings may be called by the Parish Council. Notice of a special meeting shall include the purpose(s) of the meeting, and no other business shall be transacted other than the purpose(s) as described in the notice.

3.3 Notice of Meetings of the Church. Notice of any meeting of the Church shall ordinarily be mailed or emailed to each Member of the Church at least 15 days but not more than 60 days before the day on which the meeting is to be held. In exceptional circumstances, seven days' notice is sufficient. Notice of a meeting of the Church shall include the time and place of the meeting, and if the meeting is special, the purposes of the meeting.

3.4 Quorum at Meetings of the Church. A quorum for the transaction of business at any meeting of the Members shall consist of those Members in attendance, provided that proper notice of the meeting was given. The Parish Council has authority to adopt rules of order to govern Meetings of the Church.

3.5 Actions at Meetings of the Church. All actions by the Church shall be made by majority vote of Members in attendance at the meeting, except as otherwise provided in these bylaws.

3.6 No Proxies. A Member of the Church may not appoint a proxy for himself or herself, and may not vote by proxy.

3.7 Calling and Hiring a Rector. When the need arises to search and call a Rector to the Church, a prayerful process shall be undertaken by the Parish Council in consultation with the Bishop. The Parish Council (or a Search Committee appointed by the Parish Council) shall recommend the call. The Parish Council may appoint a Chair to the Search Committee. Before extending an offer to a candidate, the Parish Council must obtain the approval of: (a) the Bishop; and (b) the Members (by two-thirds vote) at a duly called meeting of the Church.

Section 4 - THE RECTOR

4.1 Requirements for the Office of the Rector. The Rector shall be an ordained Anglican priest called by the Parish Council and appointed by the Bishop to the charge of this Church. He shall be a mature Christian who meets Scriptural requirements for leadership and who accepts the authority of Holy Scriptures and the Bishop. In compliance with the interpretation of scripture expressed in the Constitution and Canons of the Diocese, only men may be ordained as Priests and appointed to the position of Rector.

4.2 Duties of the Rector. The Rector shall:

- A. Exercise pastoral ministry in accordance with *The Book of Common Prayer* (1662) and the Ordinal;
- B. Preach the Word of the Lord;
- C. Administer the Sacraments;
- D. Conduct public worship on Sundays and on other occasions as needed;
- E. Provide pastoral care to all members;
- F. Oversee and/or delegate management of Children's programs and Small Groups, including systematic instruction in God's Word;
- G. Speak publicly to the world in solidarity with the poor and oppressed, calling for justice, and proclaiming God's love and salvation plan for the world;
- H. Keep accurate parochial records of all baptisms, dedications, confirmations, marriages, burials, communicants, members accepted, members dismissed, and other such statistics;
- I. Oversee personnel issues, including hiring, development, supervision, and (as needed) dismissal of church staff; and
- J. Preside at all meetings of the Parish Council and the Church, except on rare occasions when circumstances warrant that the Rector designate another member of the Parish Council to preside. The Rector shall also serve *ex officio* on the Parish Council, except the Rector generally may not vote (except as in 6.17 below) and shall not participate in conversations or decisions pertaining to compensation and benefits except as invited by a majority of other members of the Parish Council.

4.3 Compensation of the Rector. The Parish Council shall have authority to determine the compensation and benefits of the Rector (as well as all other church staff).

4.4 Procedure When Pastoral Relationship is Imperiled or Hindered. Whenever a Rector or a majority of the Parish Council believes the pastoral relationship between the Rector and the Church to be imperiled or hindered by reason of dissension, either or both may present the matter to the Bishop. Upon notification of such imperilment or hindrance, the Bishop shall promptly seek reconciliation by whatever means he believes appropriate. If the matter cannot be amicably settled within a reasonable time, not to exceed six months, the Bishop shall consider the advice from the Diocesan Council. Any conclusion rendered by the Bishop after such consultation shall be binding.

4.5 Removal of the Rector. The Church may only request the removal of the Rector from his office, for cause, with the consent of the Bishop after showing that cause for removal exists. If the Parish Council desires the Bishop to remove the Rector for cause, it shall consult with the Bishop prior to any action in the circumstances. As used in these Bylaws, the term “cause” shall mean the Rector has been convicted of a crime involving moral turpitude, or the Parish Council has been presented with evidence that it deems substantial and credible of any of the following:

- A. The commission of a crime involving moral turpitude;
- B. Habitual insobriety or drug addiction;
- C. Dishonest or fraudulent conduct;
- D. Embezzlement, theft or intentional destruction of property;
- E. Sexual misconduct.

4.6 Interim Rector. At a time of pastoral vacancy, an interim Rector may be appointed after approval by the Bishop and by majority vote of the Parish Council. Any Interim Rector shall have all the rights and duties as a regularly-called Rector until a new Rector is called or until removed after consultation with the Bishop by majority vote of the Parish Council.

Section 5 - CLERGY AND STAFF

5.1 Clergy and Staff. Clergy and Staff are directed and led by the Rector to develop, strengthen and administer the ministries and responsibilities of the Church. All full and part-time Clergy and Staff share in promoting the Church's common mission, and so must be exemplars in their personal and professional lives of the faith and morals of the Church.

5.2 Hiring and Dismissing Clergy and Staff. If the Rector determines there is a need for additional Clergy or Staff, he shall advise the Parish Council and shall consult with the Parish Council about initiating a search process. The Rector and Parish Council shall work collaboratively to identify and create Clergy or Staff positions. In the event of disagreement, the Rector retains the ability to create positions and the Parish Council retains authority to decide whether to fund such positions. Clergy or Staff positions shall presumptively be filled through a search process whereby multiple candidates are encouraged to apply. The Rector shall lead such process, usually in consultation with the search committee, and will keep the Parish Council informed. The Rector may delegate such leadership in appropriate circumstances. The Rector has full authority to dismiss a Clergy or Staff member, but shall keep the Parish Council informed of the decision to terminate an employee and of the reason for the same.

Section 6: THE PARISH COUNCIL

6.1 Duties and Responsibilities of the Parish Council. Specific duties of the Parish Council include but are not limited to:

- A. Preparing and presenting a budget to the annual meeting for congregational review;
- B. Reviewing on a regular basis the financial reports of the church, and establishing and overseeing financial policies and procedures including selecting financial institutions, managing gifts, accounting systems and periodic audits, and assuring that the church is in compliance with the Financial Manual of the Diocese;
- C. Setting and providing for salaries and benefits for the Rector and Staff, as well as other expenses of the Church, and approving expenditures greater than \$5,000 not in the church's budget;
- D. Establishing and administering an annual process for review of the Rector's job performance and accomplishments;
- E. Providing care for the Rector according to his needs, and in whatever ways appropriate to laity, for the welfare of the church (e.g., support in personnel issues, vision and direction, equipping the saints, etc.);
- F. Overseeing the development and administration of an annual process for job performance review of all staff;
- G. Overseeing the care and stewardship of church property;
- H. Collaborating with the Rector in planning and policy development for the church's ministry programs;
- I. Working with the Rector in dealing with conflict resolution and church discipline;
- J. Choosing members of the nominating committee for Parish Council elections;
- K. Notifying the Bishop when the Church is without a Rector, or in instances of the gross misconduct or extreme negligence of the Rector;
- L. Choosing the search committees for Rector vacancies;
- M. Working with the search committee and the Bishop in presenting final candidates to the Church to fill a Rector vacancy;
- N. Ensuring that the church appropriately participates in the shared mission of the Diocese through financial contributions, and supporting delegates to the Synod or Provincial Assemblies;
- O. Praying regularly with the Rector concerning all aspects of the church's ministry.

6.2 Qualifications of Members of the Parish Council. Members of the Parish Council shall be Members of the Church and must affirm the Jerusalem Declaration (2008). Every Member of the Parish Council shall also attest, by signing a book kept for that purpose, the following declaration:

“I do believe the Holy Scriptures of the Old and New Testament to be the Word of God and to contain all things necessary for salvation through Our Lord Jesus Christ, and I do yield my hearty consent to the fundamental declarations set forth in Article I of the Constitution of the Diocese, and to the discipline and forms of worship of the Anglican Church in North America.”

Parish Council Members must, in the judgment of the nominating committee, meet the Biblical criteria for leadership and, furthermore, demonstrate faithful and generous giving of time, money and talents to the church ministry. The Biblical passages that the Anglican church has historically read as describing requirements for Bishops (1 Tim 3:1-7) and Priests (Titus 1:6-9) are generally useful in evaluating qualification for church leadership, but are not prescriptive. Other than the Rector, who serves as an *ex officio* member of the Parish Council, clergy, staff, and their spouses are ineligible to serve on the Parish Council.

6.3 Number of Members of the Parish Council. The Parish Council shall consist of a minimum of four (4) members and a maximum of eight. In usual circumstances, the Parish Council should have an odd number of members (either 5 or 7). Members of the Parish Council shall be divided into three classes for purposes of election to staggered terms.

6.4 Election to the Parish Council. At each annual meeting, a Parish Council election will be held. Elections to the Parish Council will require a majority vote.

6.5 Nominating Committee: At least two months before the annual meeting a nominating committee will be chosen consisting of the Rector, the Warden, one other Parish Council member, and at least two other members of the church chosen by the Parish Council. The Nominating Committee will solicit suggestions for potential candidates from the Church, Parish Council, and pastoral staff until 30 days before the annual meeting. The nominating committee will be responsible for discerning that all candidates meet the qualifications for leadership (see 6.2) and presenting at least one candidate to the annual meeting for each Parish Council vacancy. There will be no nominations outside of those made by the nominating committee.

6.6 Term of a Member of the Parish Council. Members of the Parish Council shall serve for a three year term, and may be elected to two consecutive elected terms. In order to be re-elected to the Parish Council after serving two consecutive terms, he or she must wait one year.

6.7 Affiliates. The Parish Council may enter into agreements and/or create subsidiaries, partnerships, joint ventures, or other arrangements to further the mission and values of the church. All organizations which exist and are affiliated with the church shall be under the review and oversight of the Parish Council.

6.8 Officers. Each year, at the first meeting of the Parish Council after the Church's annual meeting, the members of the Parish Council shall elect among its members a Warden and Secretary. The Parish Council shall elect a Treasurer either from within the Parish Council or from the church membership. These shall be the officers of the Church.

6.9 Duties of the Warden. . The Warden shall preside at meetings of the Parish Council or the Church in the absence of the Rector. He or she shall perform other duties as prescribed by the Parish Council. He or she shall have general supervision over the business of the church. He or she shall see that orders and resolutions of the Parish Council be carried into effect, and may execute and deliver in the name of the church any deeds, mortgages, leases, bonds, contracts, or other instruments pertaining to the business of the church. In the absence of the Rector or in the event of his refusal to act, the Warden shall perform the temporal duties of the Rector.

6.10 Duties of the Secretary. The Secretary shall record or have recorded proceedings of all meetings of the Parish Council, ensure proper notice is given of meetings of the Parish Council and Church, and shall perform all duties usually incident to the office of the Secretary. The Secretary may delegate these duties as appropriate. The Secretary shall perform other duties as prescribed by the Parish Council.

6.11 Duties of the Treasurer. The Treasurer shall be responsible for overseeing the accurate account of all moneys of the church, received or disbursed. The Treasurer shall ensure that substantially all of the church's activities be directed toward religious, charitable, or educational purposes, and not for any private benefit. No unreasonable compensation shall be paid to anyone out of church funds, although appropriate salaries and benefits for the Rector and other staff may be paid. The Treasurer shall provide reports to the Parish Council on the state of the church's financial affairs, expenses, revenues, insurance coverage, and investments. The Treasurer shall perform all duties usually incident to the office of the Treasurer, and shall perform other duties as prescribed by the Parish Council.

6.12 Meetings of the Parish Council. The Parish Council shall have at least eight regular meetings per year, including the church's Annual Meeting. Meetings of the Parish Council may be called by the Warden or the Rector. A meeting of the Parish Council may be held at any reasonable time or place. The Rector shall preside at meetings of the Parish Council. Members of the Parish Council may participate in meetings via the telephone or other means where they are able to both hear and speak at the meeting. Further, any action required or permitted to be taken at a meeting of the Parish Council may be taken by written action agreed to and signed by the same number of members necessary to take the same action at a meeting. Notice of the written action shall be provided to the entire Parish Council and the Rector.

6.13 Notice of Meetings of the Parish Council. All members of the Parish Council shall be given at least five days notice of any meeting; however, any meeting shall be legal without any notice thereof having been given, if 3/4ths or more of the members of the Parish Council are present and unanimously waive notice before, at, or after such meeting.

6.14 Quorum. A quorum for the transaction of business at any meeting of the Parish Council shall be 51% of the total number of voting members of the Parish Council then in office. The act of a majority of the members of the Parish Council present at any meeting at which a quorum is present shall be a legal act of the Parish Council. Once a quorum exists at a meeting any action taken at that meeting before adjournment shall be valid, even if one or more members have departed before adjournment.

6.15 Voting within the Parish Council. Each member of the Parish Council shall have one vote on matters which come before it. The Rector shall cast a vote only to break a tie.

6.16 No Proxies. A member of the Parish Council may not appoint a proxy for himself or herself, and may not vote by proxy.

6.17 Resignation from the Parish Council. Any member of the Parish Council may resign at any time by giving written notice to the Warden or Rector.

6.18 Removal from the Parish Council. Any member of the Parish Council may be removed by a vote of two thirds of the Parish Council.

6.19 Vacancies to the Parish Council. Any vacancy in the Parish Council caused by death, resignation, or removal, or any other cause, may be filled for the remainder of the term by a member of the Church appointed by a majority of the remaining members of the Parish Council.

6.20 Indemnification. Any person who is or was a member of the Parish Council shall be indemnified by the Church for any action taken in that capacity to the fullest extent permitted by Minnesota law. Any person who is acting as an agent at the request of the Parish Council shall be similarly indemnified. Any person who is an employee or officer of the Church shall be indemnified for actions taken in good faith with respect to their role with the Church. Nothing in this section prohibits the Parish Council from providing broader or more specific indemnification as it sees fit.

6.21 Property Ownership. The Parish Council shall have control over the real property of the Church. The Parish Council shall also have authority to purchase, sell, encumber or convey the real property of the Church, provided they first obtain the consent of a majority of the Church by vote taken at a meeting called for that purpose with adequate advance notice. All real and personal property owned by or held for the benefit of the Church shall belong exclusively to the Church, free of any claim by the Diocese or the ACNA. Any action by the Diocese or ACNA, including any amendment to their Constitutions or Canons, that purports to change this definition of property ownership or use of the property of the Church shall have no effect.

6.22 Congregational Reports. On or before the first day of March, the Rector and Parish Council shall submit to the Secretary of the Diocese an Annual Report on a form to be prescribed by the Council. The data thus reported shall be drawn from Registers of the Congregation. Required information shall include annual budget, marriages, baptisms, funerals, confirmations and transfers, new ministry initiatives, staff hires, and other information requested by the Council.

Section 7 – AMENDMENTS TO BYLAWS AND ARTICLES OF INCORPORATION

7.1 The Church may alter, amend, or repeal these bylaws by any vote of two-thirds of the members of the Church present at any duly-called meeting, provided that no amendment shall be adopted, the purpose or effect of which would be to divert the purposes or property of the church from a non-profit, tax-exempt status.

7.2 Proposed amendments to the bylaws may come from the Parish Council or a proposal signed by 20% of the Members of the Church.

7.3 Proposed amendments to the bylaws must be announced to the Church in writing at least sixty days in advance of the meeting where the proposal will be considered. The Parish Council may reduce the announcement period to twenty-one days if it votes unanimously to do so.

7.4 At any duly called meeting of the Parish Council, the Parish Council may amend, by unanimous vote, the Articles of Incorporation of the Church, provided that no amendment shall be adopted, the purpose or effect of which would be to divert the purposes or property of the Church from a non-profit, tax-exempt status.