



BYLAWS OF
CHURCH OF THE REDEEMER
Greensboro, North Carolina

(Last Updated January 22, 2023)

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ARTICLE I ORGANIZATION

Section 1. Incorporation.

The Church of the Redeemer of Greensboro, NC (hereinafter referred to as “Redeemer” or “the Church” or “the Cathedral”) is a religious corporation formed under The Non-Profit Corporation Act of North Carolina, Section 55A-1-01, *et seq.* (the “Act”). The Church was formed and is recognized as exempt under section 501(c)(3) of the Internal Revenue Code (Federal Tax ID Number 90-0784331).

Section 2. Affiliation.

Redeemer is established as an Anglican Church in the United States through relationship with the Anglican Diocese of Christ Our Hope and the Anglican Church of North America (ACNA). The Anglican Church of North America is a part of the worldwide Anglican Communion. Redeemer shall be subject to the authority, leadership and spiritual oversight of the Diocese and the ACNA.

Section 3. Diocesan Cathedral.

Redeemer is designated as a cathedral within the Diocese of Christ Our Hope. The implications of this designation include an expanded vision of the church to serve the congregations of the diocese and a particular polity that specifies roles for the Bishop and a Dean. References to “the Bishop” in these bylaws refer first to the Bishop-in-residence at the cathedral. If Redeemer ceases to be a diocesan cathedral, it is recommended that these bylaws be revised with expediency to reflect proper terminology and the appropriate lines of authority between the parish and the diocese.

ARTICLE II MEMBERSHIP

Section 1. A Member of Redeemer is one who:

- (1) has a personal faith in Jesus Christ;
- (2) is baptized in the name of the Father, Son and Holy Spirit;
- (3) has requested membership by completing the membership process as set by the Dean; and
- (4) is committed to the Vision, Mission and Values of Redeemer (see Appendix 1 and Appendix 2);

Voting members are those members who are 18 years of age or older and are in good standing. A member in good standing is an active attendee within the past year, is not under Church discipline, and other such criteria that may be defined by the Dean in consultation with the

Vestry. All voting members present at duly called congregational meetings are entitled to one vote on all matters that require the approval of the congregation. Voting by proxy is not allowed.

Section 2. Responsibilities of Members.

- (1) Seek to grow in faith and in love of Jesus Christ (Ephesians 3:14-21);
- (2) Support the Vision and Values of the Church;
- (3) Receive oversight, teaching and instruction from Church leadership;
- (4) Pursue godly relationships, respecting and caring for other parts of the body of Christ, and the world (Romans 12; 1 Cor. 12; 1 Cor. 1:2);
- (5) Seek to serve others in the body of Christ, more than to be served (John 13:12-15);
- (6) Seek to make disciples of Jesus Christ; and
- (7) Give faithfully to the work of the church.

Section 3. Instruction and Discipline of a Member.

Redeemer desires to glorify God, deter sin, and build relationships with one another by addressing those who depart from scripture or biblical conduct with teaching and correction according to Matthew 18:15-17, Ephesians 4:15-16, I Thessalonians 5:14, and Titus 3:10. Our desire for submission to this discipline process is for the benefit and complete restoration of the member's relationship with Christ and Redeemer; however, at times this may call for the dismissal of the member. Dismissal of a member can only be considered when a member is deemed to have deviated from the standards consistent with the mission and teaching of the Church and who, after being formally advised of these concerns on at least two occasions, has refused to address the matter to the reasonable satisfaction of the Dean, in consultation with the Bishop. Membership dismissal must be initiated by the Dean and appropriately discussed with the Bishop and Vestry.

Section 4. Termination of Membership.

Membership may be terminated based on any of the following:

- (1) Death of the member.
- (2) Transferal of membership.
- (3) Written request of the member.
- (4) Dismissal through Church discipline in the process as prescribed in Article II, Section 3 of the bylaws.
- (5) A member who is inactive and not in attendance for over one year.

ARTICLE III CONGREGATIONAL LEADERSHIP

Section 1. Vestry Responsibilities.

The Vestry shall serve as the board of directors for Redeemer according to the Non-Profit Corporation Act of North Carolina and shall be responsible for implementing, refining, communicating, and defending the Vision and Values of Redeemer in partnership with the Dean. Members of the Vestry shall be overseers and managers of resources, guardians of Redeemer's Vision and Values, managers of the physical plant, and supporters of the Dean.

The Vestry shall confer with the Dean about the initiation, conduct, and development of the Church's ministry and make recommendations to the Dean concerning the Church's ministry. The Vestry shall provide accountability and support for the Dean and other Clergy serving Redeemer, work to equip others for the work of Christ through the execution of their responsibilities, and seek to broaden the base of leadership within the Church.

The Vestry shall oversee the financial affairs of the Church, including the development of budgets, expenditures, and investments; confer with the Dean regarding the nature, additions, and development of the ministry staff; establish the compensation for the Dean and all members of the staff; exercise custody and control of all property, real and personal, belonging to the Church. This list is not intended to be an exhaustive list of the duties of the Vestry. The Vestry of Redeemer shall also have all the responsibilities assigned to the Vestry of the Church under the bylaws of the Diocese.

Serving on the Vestry will require advance preparation for all meetings and participation in the communication channels of the church (e.g. email, Slack, PCO, etc.). The Vestry should also be particularly intentional about building relationships with the membership of Redeemer and those who are new to the church. A member of the Vestry commits to daily prayer for the church, especially for the church's leadership and mission.

Section 2. Vestry Qualifications.

The Vestry shall include and be chaired by the Dean. Redeemer members eligible to serve on the Vestry shall be involved in the community of the church, shall give generously of their time, treasure, and talent to Redeemer, shall have been a member of Redeemer for at least six months, shall be voting members of Redeemer in good standing, shall have demonstrated character traits described in 1 Timothy 3:1-7 and Titus 1:6-9, and shall have shown their support of, and commitment to, the Vision, Mission and Values of the Church. Additionally, Vestry members shall be individuals who have been confirmed or received by an Anglican Bishop in the Diocese of which the Church is a member. A husband and wife or any other two immediate or extended family members may not serve concurrent or consecutive terms on the Vestry. No Redeemer staff or clergy members or their families can serve on the Vestry.

Section 3. Vestry Nomination and Selection.

The existing Vestry will nominate people to serve on the Vestry, in collaboration with the Dean. The Vestry shall seek recommendations from the members of the church for nominations to the Vestry. The Vestry may create a Nominating Committee from among its members to assist in the process of gathering and vetting nominations. The Vestry must notify the church members that they are seeking recommendations for nominees no less than six weeks before the Annual Meeting at which nominees will be confirmed.

While the Vestry must consider the recommendations from the members, the Vestry is not required to nominate any of those who are recommended by the members. The compiled list of nominees is then initially vetted by the Dean with the Senior and Junior Lay Leaders to ensure the recommended person meets the requirements stated in Article III Section 2 and that no pastoral situations exist that would impair the person's ability to fulfill the duties defined in Article III Section 1. The list of recommended people is then brought to the Vestry for their consideration. Once the Dean and Vestry have identified qualified candidates to serve on the Vestry, these nominees shall be put forward by the Vestry to be confirmed or denied by the members at an Annual Meeting or Special Meeting of the church members before taking their seat on the Vestry. A nominee who receives seventy-five percent (75%) of the votes for confirmation from the members present, assuming the presence of a quorum (see Article VI, Section 4), is duly confirmed and able to take his or her place on the Vestry. The number of Vestry candidates put forward for confirmation or denial shall not exceed the number of open Vestry seats at a given time, as determined by the Vestry.

Section 4. Vestry Size and Terms of Office.

The Vestry will consist of a minimum of 9, and not more than 15, members, not including the Bishop or Dean. The Dean shall chair the Vestry. Lay members of the Vestry shall serve for a term of three years. The terms of the Vestry members shall be staggered so that approximately 1/3 of the vestry rotates off each year. A Vestry member may not be considered for membership on the Vestry again, until a period of twelve months has passed following the person's completion in good standing of his or her service on the Vestry.

Section 5. Dismissal and Replacement of a Vestry Member.

A vacancy on the Vestry shall be deemed to exist when a member resigns, ceases to be a Church member, dies, or is removed from office by the Vestry. So long as the composition of the remaining Vestry falls within the parameters given in these bylaws, the Vestry may, but is not required to, fill a vacancy staying within the parameters of Article III.

The Vestry may dismiss one of its members by a super-majority vote (66% or 2/3) if the member is failing to fulfill his or her duties. This vote is conducted in the absence of the member in question though the member in question shall be given the opportunity to speak on his or her behalf. A member of the Vestry may be deemed to have resigned for failure

to attend three consecutive meetings of the Vestry or more than half of the meetings in any given six-month period without the knowledge and consent of the remainder of the Vestry.

The Dean, in collaboration with the Vestry, may nominate a member of the congregation to fill the remainder of an unexpired term, so long as such nomination and selection is done in accordance with Article III, Section 3. A Vestry member who fulfills the remainder of an unexpired term is, at the end of that unexpired term, allowed to serve an additional three-year term if asked by the Dean in consultation with the Vestry.

Section 6. Vestry Meetings.

The Vestry shall normally meet monthly. Special Meetings of the Vestry may be called by the Dean, with dual consent of both the Senior Lay Leader and the Junior Lay Leader, upon three days' written or electronic notice (e.g. email, Slack, etc.) to each Vestry member. A majority of the Vestry may also call a special meeting upon three days' written or electronic notice to each Vestry member. Any such notice shall specify the business to be addressed at the special meeting. Without the consent of all attending Vestry members at the special meeting, no business other than that described in the notice of the meeting may be discussed or addressed at such meetings. No meeting shall be called without the explicit knowledge of the Dean.

Any or all members of the Vestry may participate in any meeting (monthly or special) of the Vestry by, or conduct the meeting through the use of, any means of communication by which all members of the Vestry participating in the meeting may simultaneously hear each other during the meeting. A member of the Vestry participating in a meeting by this means is deemed present in person at the meeting.

Action taken by the required majority of the Vestry without a meeting is nevertheless Vestry action if written consent to the action in question is signed by all members of the Vestry and filed with the minutes of the proceedings of the Vestry, whether done before or after the action so taken.

A member of the Vestry who is present at a meeting of the Vestry at which action is taken shall be presumed to have assented to the action taken unless her/his contrary vote is recorded or her/his dissent is otherwise entered in the minutes of the meeting or unless she/he shall file her/his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a member of the Vestry who voted in favor of such action.

The Vestry may enter into executive session to discuss matters which require particular confidentiality. An executive session will consist only of voting members of the Vestry, the Dean, and the Bishop (if in attendance). The Vestry or Dean may invite non-members to the executive session as needed. Minutes of executive sessions will be recorded, but not be made public.

Section 7. Vestry Officers and Officer Selection.

In addition to the Dean who chairs the Vestry meeting, the Vestry Officers shall consist of the Senior Lay Leader, Junior Lay Leader, Secretary, and Treasurer, each of whom shall serve for a term of one year, with the option of an extended term at the discretion of the Dean in conversation with the officer. The Vestry may also appoint other Officers deemed necessary to fulfill the Vision and purposes of the Church. The Senior Lay Leader and Junior Lay Leader shall be both Officers and members of the Vestry. Other Officers appointed by the Vestry may or may not be members of the Vestry. In order to provide consistency, in the year of a change in the Dean or Bishop, the Senior and Junior Lay Leaders may be asked to remain in their positions for an additional year even if this year extends the member's term on the Vestry.

The Senior Lay Leader is appointed by the Dean from within the Vestry. The Senior Lay Leader shall chair the Vestry meetings in the absence of the Dean. The Senior Lay Leader shall serve as a source of counsel and care for the Dean. The Senior Lay Leader shall supervise the property of the Church and notify the Bishop upon a vacancy in the position of Dean. During any such vacancy the Senior Lay Leader shall take charge of the registers and records normally maintained by the Dean.

The Junior Lay Leader is elected by a majority vote of the Vestry, taking into serious consideration the recommendation of the Dean. The Junior Lay Leader shall chair the Vestry meetings in the absence of the Dean and the Senior Lay Leader. At the Dean's discretion, the Junior Lay Leader may or may not replace the Senior Lay Leader, after the Senior Lay Leader's term is completed.

The Secretary shall be appointed by the Dean in consultation with the Vestry. The Secretary shall record appropriate minutes of its meetings and attest to the positional assignments of the other Officers, when needed. The Secretary shall also keep a current list of the names of members of Redeemer. All such minutes will be available for review by any member of the Church within 10 days of their approval by the Vestry. The Secretary shall be the custodian of all corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized. The Secretary shall also see that all notices are duly given in accordance with the provisions of these Bylaws.

The Vestry shall identify candidates for the Office of Treasurer and vote to approve the Treasurer by a simple majority vote. The Dean may have input into the process of selecting the Treasurer but may not cast a vote to approve the Treasurer. The Treasurer shall report regularly on the financial condition of the Church to the Vestry. The Treasurer shall also oversee an annual internal review of the financial transactions of the Church. The Treasurer shall make a financial report at the annual congregational meeting.

The Vestry, in consultation with the Dean, shall appoint delegates and, if it chooses, alternate delegates to the synod of the Diocese by majority vote. The Vestry may determine the composition of the delegates, which may include, if Vestry determines, both members of the Vestry and voting members of the church who are not members of the Vestry.

Section 8. Vestry Voting.

Any member of the Vestry may request a vote on any issue requiring a decision to be made by the Vestry at a called meeting, whether a regular Meeting or a Special Meeting. Every voting member of the Vestry shall be entitled to cast one vote. Redeemer clergy are permitted to attend Vestry meetings, at the discretion of the Dean, but may not vote.

Action of the Vestry shall be made through voting, seeking consensus whenever possible. A motion that receives a majority of votes, presuming a quorum exists, is approved. The Dean has no vote in matters brought before the Vestry. In the event of a tie vote from the Vestry on a particular matter, the Vestry should return to discussion to find an agreeable solution. In the very rare occasion in which the Vestry finds itself deadlocked even after significant deliberation, the Dean may be asked by the Senior Lay Leader to cast the deciding vote as long as the matter does not directly concern the Dean's behavior or compensation the Dean.

In no event shall the Dean vote in relation to his compensation or any related allowances and the Dean shall not be present at any such vote. The Dean shall, however, be given the opportunity to address the Vestry on matters pertaining to his compensation. No vote will be taken on the Dean's compensation without the approval of the Bishop.

With respect to the Vestry's consideration of any question in which the Dean or the conduct of his office is at issue, the Dean shall vacate the chairmanship of the meeting during discussion and voting on such matters and the Senior Lay Leader shall preside over that portion of the meeting. With respect to the Vestry's consideration of any question in which the Dean or the conduct of his office is at issue, including but not limited to his compensation, no clergy or staff may be present. The Bishop must be present for all meetings in which the conduct of the Dean is discussed.

Section 9. Vestry Quorum.

At all Vestry meetings, the presence of fifty percent (50%) of the members of the Vestry shall constitute a quorum which is to be determined at the commencement of each meeting by the Secretary. Decisions made at all Vestry meetings shall be made by majority vote of those present constituting a quorum.

ARTICLE IV DEAN

Section 1. Relationship of the Dean and Bishop

The Bishop and the Dean have a close working relationship. The details of the division of leadership responsibilities between the Bishop and the Dean outside what is outlined in these bylaws shall be determined and reduced to writing by the consultation of the Bishop and Dean. The Dean reports to the Bishop as his spiritual authority, and the Bishop gives particular counsel, care, and oversight to the Dean.

Section 2. Dean's Qualifications

The Dean shall be called by God, qualified according to scripture, ordained in the ministry, and willing to fulfill this leadership responsibility. The Dean will be duly and skillfully qualified as an ordained priest in Anglican orders, and agrees with the Vision and Values of Redeemer. The Dean shall be someone who has the approval of the Bishop of the Diocese in which Redeemer is a member.

The Dean shall be selected in the following manner: The affirmative vote of three quarters (3/4) of all of the members of the Vestry shall be necessary to make valid the selection of a Dean. Notice of such a regular or special meeting of the Vestry shall be given in accordance with the provisions of these Bylaws. The concurrence of the Bishop shall be received before announcing the selection publicly.

Section 3. Dean's Responsibilities.

The Dean's primary responsibilities shall be to lead the cathedral, including:

- (1) Lead the Church, in partnership with the other Clergy, by leading the worship services, preaching, teaching, administering the sacraments, shepherding, exercising Church discipline, and directing the vision of the Church;
- (2) Lead the Vestry;
- (3) Lead the other Clergy and provide guidance for their ministries;
- (4) Lead the Staff by directing them in their management of all Church operations;
- (5) Hire and compensate any and all Church Staff and additional Clergy with the approval of the Vestry; and
- (6) Terminate Staff or Clergy employment according to Article V, Section 2 of these by-laws, in consultation with the Vestry.

Section 4. Dean Tenure and Replacement.

The Dean's appointment shall be permanent unless he resigns, retires, becomes permanently incapacitated in such a manner as to prevent him from performing his duties as Dean as provided for in these Bylaws, dies, or is dismissed from his office by the Bishop and Vestry in accordance with the terms of this Article. Provided, however, that the Dean may not resign (excepting for reasons of infirmity) without the consent of the Bishop.

The role of the Dean is unique in that he serves the Bishop, the Diocese, and the local church. As such, in the event of a vacancy in the position of Dean, the Bishop chairs a Search Committee for the selection of a new Dean. The Vestry, in consultation with the Bishop, shall select no less than four (4) members of the Vestry who will comprise the Search Committee which will seek to identify potential candidates for the position of Dean. The Search Committee shall consult and seek the advice of the Bishop in undertaking these duties. The Search Committee is empowered with the counsel of the Bishop, to add to its membership from other members of the Church if it deems their participation advantageous. Any additional members of the Search Committee must be approved by the Vestry by a majority vote. The Search Committee shall present the results of its efforts to the Vestry.

After deliberation and in consultation with the Bishop, the Vestry shall provide the Bishop with the name of the minister, who has the seventy-five percent (75%) support of the Vestry, to be called and licensed as the Dean of the Church. Upon approval from the Bishop, such minister shall be installed in office as the new Dean of the Church.

Section 5. Irreconcilable Conflict and Dismissal of Dean

If a majority of all Vestry members have an irreconcilable conflict (including but not limited to a moral failing or other failure to discharge the duties outlined in these bylaws) with the Dean, the Vestry shall submit a written request for intervention by the Bishop of the Diocese in which Redeemer is a member. Within forty-five (45) days of receipt of this written notification, the Bishop shall begin a process of mediation with the Dean and Vestry representatives. The procedure for mediation is at the discretion of the Bishop who will follow any policies set by the Province. If mediation is not successful within ninety (90) days of receipt of the original notification, the Bishop shall render a godly judgment with terms and conditions, including financial settlement, if any (consistent with the limitations of this Article) as shall seem to the Bishop to be just and compassionate. The decision of the Bishop shall be final and binding and will not be the subject to further review.

With the consent of the Bishop, the Dean may be dismissed by the recommendation of a super majority (66% or 2/3) of the lay members of the Vestry, without mediation. The deliberations preceding a vote to dismiss the Dean must be done in consultation with the Bishop or his designated representative. In the course of these deliberations, the Dean shall have the opportunity to address the Vestry on issues relating to his termination, but the Dean may only be present in such deliberations when his presence is desired by the majority of the lay members of the Vestry or the Bishop. Redeemer clergy may not be present in such deliberations unless requested by the Bishop.

When a Dean is dismissed or resigns, the Vestry shall provide a severance package in consultation with the Bishop based on the outgoing Dean's past service, the reason for leaving, and a cooperative spirit. Severance shall not continue for more than six months. Severance may be withheld in cases in which dismissal occurred due to the willful misconduct of the Dean. The members of the congregation shall be kept informed of events involving this Article by the Vestry but the membership will not have a vote.

Section 6. Interim Minister Selection and Responsibilities.

An Interim Minister may be appointed if a vacancy exists, as defined in Article IV, Section 3. The Vestry, in consultation with the Bishop, shall select and appoint any Interim Minister subject to the approval of the Bishop who will license the Minister to such Office. Any Interim Minister must be appointed by the approval of seventy-five percent (75%) of the Vestry. The Vestry shall establish the compensation to be paid to any Interim Minister in consultation with the Bishop.

The Interim Minister shall fulfill general priestly duties of Word and Sacrament and other duties as may be prescribed to him from time to time by the Vestry. The role of the Interim Minister is to care for the church during the time of transition, not to introduce new vision or make significant changes unless specifically asked to do so by the Vestry in consultation with the Bishop. The Interim Minister shall be present at meetings of the Vestry, but he shall not chair its meetings. The Interim Minister may not vote. The Interim Minister shall not be allowed to appoint the Senior Lay Leader, nor shall he have a vote in the selection of the next Dean. The qualifications for an Interim Minister shall be the same as the qualification for a Dean listed in Article IV, Section 2 of these Bylaws. An Assistant or Associate Minister of the Church may serve as Interim Minister. The Interim Minister will be informed at the beginning of his tenure whether or not he will be considered as a candidate in the search process to permanently fill the vacant Dean position.

**ARTICLE V
STAFF**

Section 1. Hiring of Staff Members.

The Dean shall recommend, and the Vestry shall approve by a vote of the majority of the Vestry, all compensated staff positions with an appropriate salary package. The Dean shall supervise, or delegate the supervision of, employment decisions (including the filling of the staff positions approved by the Vestry), and the determination of job responsibilities for all staff. Each staff member must be faithful to the qualifications under which she/he was hired. The Dean shall provide each clergy and staff member with a clear job description and employment contract. Staff positions can be created or reorganized and filled by the Dean without a vote from the Vestry as long as the new position or reorganization is not an additional expense to the approved budget. The Dean will give a monthly update to the Vestry regarding all staff changes.

Section 2. Termination of Staff Members.

If an employee fails to meet the requirements of their job description, as determined by the Dean, she/he may be released from employment. The Dean will consult with and/or inform the Vestry of any decision to terminate a full-time employee. Decisions to terminate an employee shall occur after efforts have been made by the Dean or his designee(s) to encourage the staff member to fulfill his/her job description as an employee of the Church (Matthew 18:15-17) and due notice has been given to the employee.

When a staff person is dismissed, the Vestry, in its discretion, may provide a severance package based on the outgoing staff member's past service, the reason for leaving, and a cooperative spirit. The members shall be kept informed of events involving this process by the Vestry but will not have a vote.

Section 3. Staff Compensation.

Salaries and benefits for all staff and clergy shall be reviewed and approved at least annually by the Executive Director in consultation with the Dean and Finance Team, and recommendations for any changes in salary and/or benefits shall be made to the Vestry. The Vestry shall have final authority in approving staff and clergy salaries and benefits by a simple majority vote.

**ARTICLE VI
MEETINGS**

Section 1. Annual Meetings.

There shall be an Annual Meeting of Redeemer during the month of January or at some other time to be designated by the Dean with a majority vote of the Vestry. Not less than fifteen (15) days' notice of such meeting shall be given to the congregation by the Dean or the Vestry if the Dean is not available in accordance with the provisions of Article XII of these Bylaws. At the annual meeting the congregation shall be provided with information and a forum for discussion about the Vision and Values, ministries, and direction of Redeemer along with a financial report for the preceding year and a budget for the upcoming year. The budget for the upcoming year shall be approved by a majority vote of the Vestry before the annual meeting and shall be presented to the membership at the Annual Meeting, but it shall not be voted on by the congregation.

The Dean, or a designated member of the Vestry, shall preside at all congregational meetings. Robert's Rules of Order shall be in effect unless otherwise indicated.

Section 2. Special Meetings.

Congregational meetings other than the Annual Meeting may be called at any time by the Dean, or by a two-third super-majority (2/3) vote of the Vestry, or by one-third (1/3) of the voting members of Redeemer. At least fifteen (15) days' written notice shall have been given to

the congregation announcing such a meeting through email, bulletin announcements and any other public means of communication typically used by the Church. This notice shall include the date, time and place of the meeting along with the stated purpose of the meeting. The Dean or designated Vestry member(s) shall preside at all such special meetings, and Robert's Rules of Order shall be in effect unless otherwise indicated. No meeting will be called without the knowledge of the Dean.

Section 3. Voting.

The Vestry may request a vote on any issues requiring a decision to be made by the congregation of Redeemer at a called meeting, whether an Annual Meeting or a Special Meeting. The congregation shall be entitled to vote on the confirmation or denial of Vestry members as listed above in Article III, Section 3. All Church members nominated to serve on the Vestry must receive affirmative votes from seventy-five percent (75%) of the congregation at a congregational meeting in order to serve on the Vestry. The congregation shall also be entitled to vote on the purchase of any land that will be owned by the Church or the construction of any Church facilities which cost more than fifty percent (50%) of the Church's annual budget. Such land purchases or building construction must receive affirmative votes from seventy-five percent (75%) of the congregation at a congregational meeting. Every voting member shall be entitled to cast one vote. No absentee voting or voting by proxy is to be permitted.

Section 4. Quorum.

At all congregational meetings, the presence of fifty percent (50%) of the voting members shall constitute a quorum which is to be determined at the commencement of the meeting by the Secretary. Decisions made at all congregational meetings, with the exception of votes described in Article VI, Section 3 requiring a seventy-five percent (75%) majority, shall be made by majority vote of those present constituting a quorum. No absentee voting or voting by proxy is to be permitted.

**ARTICLE VII
FINANCES**

Section 1. Receipts and Assets.

Redeemer shall have authority to receive all monies or other properties given or transferred to it (the Assets of the Church). Such monies and properties shall be used for purposes that are consistent with Scripture and the Vision and Values of the Church. The Vestry shall establish policies and procedures that will ensure that generally accepted accounting principles and procedures will be followed by Redeemer.

Section 2. Finance Team.

The Vestry may designate a Finance Team to assist the Vestry in fulfilling its fiduciary duties regarding the management of the Assets of the Church. Any such Finance Team

shall be chaired by the Treasurer. The Dean shall be a member of the Finance Team; the Dean may also designate an agent to serve in his stead. The Treasurer and the Dean shall nominate members for the Finance Team to the Vestry. The Vestry has final authority in approving who serves on the Finance Team by a simple majority vote. In addition, at least one voting member of the Vestry shall serve on the Finance Team.

The Vestry may delegate to the Finance Team various financial responsibilities in addition to those set forth in Section 3 below to assist the Vestry in fulfilling its fiduciary obligations under North Carolina law. Notwithstanding, all decisions pertaining to and uses of the Church's Assets shall remain the sole duty and right of the Vestry.

Section 3. Management and Review.

The Vestry, or the Finance Team, in consultation with the Dean, shall manage and disburse any funds or property only for the benefit of Redeemer in accordance with its Vision, Mission and Values. The Finance Team, chaired by the Treasurer, and in consultation with the Executive Director, shall present an annual budget in writing by December of each calendar year to the Vestry. The Finance Team shall maintain recognized financial accounting procedures. The procedures shall be reviewed annually and any substantive changes in the procedures shall be approved by the Vestry. All Redeemer budgets, original and modified, prepared and recommended by the Finance Team shall be made final upon a majority vote of the Vestry. Redeemer's annual budget shall be a balanced budget, taking into consideration operational resources, giving projections, and additional funding sources (e.g. capital campaigns, fund raising, etc.). The Finance Team shall also review the financial statements of Redeemer on a monthly basis, conducting a full review annually.

Section 4. Congregational Access to Church Financial Statements.

Upon request to the Finance Team, members of Redeemer shall have access to the monthly Church financial statements prepared by the Finance Team for Vestry review. Members of Redeemer shall also have the ability to ask Vestry members follow up questions about the Church's monthly financial statements at a regularly scheduled Vestry meeting with one week's written notice to the Dean and Senior Lay Leader.

**ARTICLE VIII
PROPERTY**

Section 1. Title/Ownership of Church Property

Titles to all property, real and personal, currently owned or later acquired by or on behalf of Redeemer shall be vested solely and exclusively in Redeemer and shall be free of and not subject to any trust or other claim of ownership or possession, by any person, entity, or ecclesiastical body, without the express written consent of Redeemer. Redeemer shall not mortgage, encumber or convey any real property of the Church without the consenting affirmative vote of three-fourths (3/4) of all the members of the Vestry and three-fourths (3/4) consenting vote of Voting Members of the church in a meeting at which a quorum has been established.

The Vestry shall determine the distribution of all net properties upon dissolution of the Church but in all cases, such property must be distributed to another church or to a Christian non-profit organization exempt under section 501(c)(3) of the Internal Revenue Code. Priority will be given to needs within the Diocese of which the church is a part.

No part of any Church buildings or property may be used for any purpose or by any other persons, whether members or non-members, without sanction and approval of the Vestry; except that the Vestry shall establish policies in collaboration with the Dean, pursuant to which the Dean can grant access to Church buildings and properties to others for uses that do not conflict with Redeemer Vision and Values.

ARTICLE IX CHANGING THE BYLAWS

Section 1. Amendments.

These bylaws of Redeemer may be amended, altered or repealed at any time by both a two-thirds (2/3) majority vote of those present constituting a quorum of the Vestry, and a majority vote of those present constituting a quorum of the voting members of Redeemer. The amendments shall first be proposed in writing at a regular meeting of the Vestry. No amendment shall be valid until it has been approved at any Annual or Special Meeting by a majority of those members present after due notice.

ARTICLE X INDEMNIFICATION

Section 1. Liability and Indemnification.

Each person who was or is a party or is threatened to be made a party to any legal action, suit or proceeding, including actions by or in the right of the Church, by reason of the fact that he or she is or was a member of the Vestry, officer, employee or agent of the Church, or is or was serving at the request of the Church as a member of the Vestry, officer, employee or agent of the Church shall be indemnified by the Church against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by or imposed upon him or her in connection with such action, suit or proceeding; provided however, that the Church shall not indemnify any such person where the act or failure to act giving rise to the claim for indemnification constituted willful misconduct, gross negligence or breach of fiduciary duty, or with respect to any criminal action or proceeding. The termination of any action, suit or proceeding by the judgment, order or settlement shall not of itself create a presumption that the person is not entitled to indemnification under this Section.

The Church shall obtain and maintain a Director and Officer liability insurance policy in an appropriate/advisable amount to provide coverage for the directors and officers of the Church as a part of this indemnification.

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

ARTICLE XI INSURANCE

Section 1. Insurance.

It shall be the responsibility of the Vestry to have and maintain insurance policies in place at all times. Such policies shall protect the members of the Vestry, the Clergy, staff, buildings, grounds, vehicles, and other Church property in a manner consistent with accepted state or federal laws and reasonable judgment.

ARTICLE XII NOTICES

Each Membership Meeting (Annual or Special) shall be convened by giving notice no less than fifteen (15) days before the meeting by providing such notice through oral announcement during worship services and through conventional mail and/or electronic means to all members entitled to vote at such meetings. Any oral and written notice shall contain: a brief and accurate description of the matters to be addressed at the Membership Meeting; and, if applicable, the names of each person who has been nominated to be confirmed as a member of the Vestry. No other business may be voted on at the Membership Meeting that is not specified in the notice preceding that meeting.

ARTICLE XIII
CONFLICTS OF INTEREST

- (a) A conflict of interest may exist when any member of the Vestry, Clergy or Staff member may be seen as having interests which are adverse to the interest of the Church, or which compensate such member of the Vestry, Clergy or Staff member directly, or indirectly.
- (b) Any conflicts of interest shall be disclosed to the Vestry by the person concerned. When any conflict of interest is relevant to a matter requiring action by the Vestry, the interested person shall call it to the attention of the Vestry and such person shall not vote on the matter, however, such person disclosing a possible conflict of interest may be counted in determining the presence of a quorum at the meeting of the Vestry.
- (c) If after discussion with the Vestry, the Senior Lay Leader confirms the possible conflict of interest as credible and relevant to the matter at hand, the person having the conflict of interest shall retire from the room in which the Vestry is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, if requested by the Chair of the Vestry meeting, that person may provide the Vestry with any or all relevant information.
- (d) The minutes of the meeting of the Vestry shall reflect that the conflict of interest was disclosed and that the interest person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Vestry, excluding the vote of the person concerning whose situation the doubt has arisen.
- (e) A copy of this conflict of interest statement shall be furnished to each member of the Vestry, Clergy or Staff member who is serving the Church. Any new member of the Vestry, Clergy or Staff member shall be advised of this policy/provision upon undertaking their duties.

APPENDIX

- I. The Mission and Vision of The Church of the Redeemer
- II. The Values of The Church of the Redeemer

APPENDIX I

The Mission of Redeemer:

Following Jesus as a worshipping, missional community of faith.

The Vision of Redeemer:

To be an authentic Christian community of faith in Greensboro NC (Acts 2.42-47)

Acts 2:42 They devoted themselves to the apostles' teaching and to fellowship, to the breaking of bread and to prayer. 43 Everyone was filled with awe at the many wonders and signs performed by the apostles. 44 All the believers were together and had everything in common. 45 They sold property and possessions to give to anyone who had need. 46 Every day they continued to meet together in the temple courts. They broke bread in their homes and ate together with glad and sincere hearts, 47 praising God and enjoying the favor of all the people. And the Lord added to their number daily those who were being saved.

APPENDIX II

The Values of Redeemer:

Radically Hospitable

As the Gospel of Jesus radically welcomes us, we welcome others.

Share with the Lord's people who are in need. Practice hospitality. | Romans 12:13

Biblically Faithful

All that we do as a church is based on the authoritative Word of God.

But in your hearts revere Christ as Lord. Always be prepared to give an answer to everyone who asks you to give the reason for the hope that you have. But do this with gentleness and respect. | 1 Peter 3:15

Thoughtfully Anglican

We are rooted in the Anglican way of Word and Sacrament and part of the Anglican Church in North America.

And they devoted themselves to the apostles' teaching and the fellowship, to the breaking of bread and the prayers. | Acts 2:42

Intentionally Intergenerational

The church reflects God's wisdom in a diversity of generations worshipping and learning together.

One generation commends your works to another; they tell of your mighty acts. | Psalm 145:4

Ethnically Diverse

The Gospel is for all people, and we desire to reflect the diversity of race and culture of God's people.

After this I looked, and behold, a great multitude that no one could number, from every nation, from all tribes and peoples and languages, standing before the throne and before the Lamb. | Revelation 7:9,10

Freely Generous

God's great gift to us in Jesus shapes us to be generous as well.

In everything I did, I showed you that by this kind of hard work we must help the weak, remembering the words the Lord Jesus himself said: 'It is more blessed to give than to receive.' | Acts 20:35