

AMENDED AND RESTATED
BYLAWS
OF
THE LIGHT OF CHRIST ANGLICAN CHURCH
A Colorado nonprofit corporation

Dated September 7, 2003
Revised December 2011
Revised November 4, 2012
Revised April 4, 2016
Article II, Authority, A
Article IV, Ordained Ministers, A
Article IV, Ordained Ministers, D

Article I
Name and Address

The name of the Corporation and Parish shall be The Light of Christ Anglican Church (hereinafter the “Church” or the “Parish”). The location of the Church and registered office of the Corporation shall be 4000 W. Yale Avenue, Denver, Colorado 80219.

Article II
Authority

- A. Anglican Church in North America (ACNA). This Parish is established as an Anglican church in the United States through relationship with the Anglican Church in North America (ACNA. The Church shall be subject to the authority, leadership and spiritual oversight of ACNA.
- B. Local Affairs. This Parish shall have control of its own local affairs.

Article III
Members

- A. Members. A “Member” of the Church is any person who:
1. Is at least 18 years of age;
 2. Has been baptized in the name of the Father, and of the Son and of the Holy Spirit;
 3. Believes in Jesus Christ as his or her personal Lord and Savior;
 4. Reaffirms the letter and spirit of the Baptismal Covenant;

5. Either:
 - a. Has participated in a membership or confirmation service at the Church, and to whom one of the following applies:
 - i. Has completed a course on the Anglican expression of Christianity; or
 - ii. On whose behalf the Church has received a letter of transfer of membership from another member church of the Worldwide Anglican Communion; or
 - b. Was a member of the Church on the date immediately preceding the effective date of these Bylaws in accordance with the bylaws of the Church then existing;
 6. Has attended worship services regularly for a period of at least three months;
 7. Is committed to and actively participates in the mission and values of the Church; and
 8. Has not been terminated as a Member as provided in Section III.C. below.
- B. Voting Rights of Members. All Members present at duly called meetings of the parishioners are entitled to one vote on all matters brought to a vote. Voting by proxy is not permitted. Clergy of the Church and individuals who are not Members are not entitled to vote.
- C. Termination of Membership. A person shall no longer be a Member of the Church upon any of the following events:
1. Death;
 2. Transfer of membership to another church;
 3. Written request of the Member to be removed from membership; or
 4. Removal from Membership according to the procedures described in Matthew 18: 15-17.

Article IV Ordained Ministers

- A. Control of Worship and Spiritual Jurisdiction. The Control of the worship and spiritual jurisdiction of the Parish are vested in the senior minister (the “Senior Pastor”), subject to the rubrics of the Book of Common Prayer and the counsel of the Bishop designated by ACNA as overseeing the Church (the “Bishop”). Further, it shall be the duty of the Senior Pastor to see to the Christian education of the

parishioners of the Church, to instruct all parishioners in their duty of stewardship and to prepare persons for Baptism and Confirmation.

- B. Assistant Ministers. All assistant ministers of the Parish, by whatever name they may be designated, shall be selected by the Senior Pastor, subject to the approval of the Vestry (as defined below), and shall serve under the authority and direction of the Senior Pastor. Prior to the selection of any assistant minister, the name of the candidate shall be made known to the Bishop and the Vestry and sufficient time, not exceeding 30 days, shall be given for the Bishop to communicate with the Senior Pastor and Vestry on such selection. Any assistant minister selected shall serve at the discretion of the Senior Pastor but may not serve beyond the period of service of the Senior Pastor except that, pending the call of a new Senior Pastor, such assistant minister may continue in the service of the Parish if requested to do so by the Vestry and under such conditions as the Bishop and Vestry shall determine.
- C. Control of Church and Parish Buildings. For the purpose of the Senior Pastor's office and for the full and free discharge of all functions and duties pertaining thereto, the Senior Pastor shall, at all times, be entitled to the use and control of the Church buildings with the appurtenances and furniture thereof in furtherance of the business of the Church. Any other provision of these Bylaws or any other document notwithstanding, this Parish shall own any property, real or personal, in which its ownership rights would be recognized by the appropriate secular authorities if this Parish were a secular Colorado corporation, and no diocese or other person or entity shall have any rights in or to such property.
- D. Call. The senior pastor shall be called by God, qualified according to scripture and these Bylaws, ordained in the ministry of the ACNA or another member church of the Worldwide Anglican Communion and willing to fulfill this leadership responsibility. In the event there is a vacancy in the position of senior minister (the "Senior Pastorate"), a search team designated by the Vestry consisting of at least six members (no more than two of whom are members of the Vestry) shall seek God's direction and desire regarding the possible candidates for this position of service. The search team shall report its findings to the Vestry. When the Vestry is unanimous in its recognition of God's call of a particular candidate and is prepared to issue a call, it shall identify the candidate to the parishioners and the Bishop and establish a ten-day period during which Members may provide comments to the Vestry regarding the candidate. The Vestry may call the candidate to the position of senior pastor after the ten-day period in the absence of the Bishop's disapproval or another clear and convincing reason illustrating that the candidate is not called by God to be the Church's senior pastor.

No person, including pursuant to Sections F and G of this Article IV, shall be a member of the clergy of the Church unless such person affirms, in good conscience and in the presence of the Vestry, (1) the Old and New Testaments of the Holy Bible as the final authority in matters of faith and religious practice, containing all things necessary to salvation; (2) the entire text and substance of the Nicene Creed as set forth in the Book of Common Prayer; and (3) that people are accounted righteous

before God only for the merit of our Lord and Savior Jesus Christ by faith, and not for their own works or deserving.

E. Accountability.

1. The Senior Pastor is accountable first to our Lord and Savior. Scripture tells us that we all have to account to Him for our actions. We all must give account:
 - a. For every careless word (Matthew 12:36);
 - b. For ourselves (Romans 14:12);
 - c. For those under our authority (Hebrews 13:17); and
 - d. For our lifestyle (1 Peter 4:5).
2. The Senior Pastor is accountable second to the parishioners. The call of the Senior Pastor includes providing oversight, direction and facilitation of the mission and values of the Church. The spiritual welfare, purity, and ministry of the parishioners shall be of the highest priority to the Senior Pastor.
3. The Senior Pastor is accountable third to the members of the Vestry. The lay members of the Vestry shall serve as an accountability team to whom the Senior Pastor is accountable regarding issues in and of the Church, and as an avenue of issue resolution for members who, after having conversation and discussion with the Senior Pastor, continue to have unresolved questions or concerns. All issues of accountability shall be handled in accordance with the Church's Leadership Covenant and Matthew 18:15-17.
4. The Senior Pastor shall serve as such until he and the Vestry agree that he should no longer serve in that capacity. If, after handling all relevant accountability issues in accordance with Paragraph IV.E.3. above, a majority of the lay members of the Vestry agree that the Senior Pastor should no longer serve in this capacity, but the Senior Pastor is not in agreement with the lay members of the Vestry, the Vestry shall submit a written request for intervention by the Bishop. Within 45 days of receipt of this written notification, the Bishop shall begin a process of mediation with the Senior Pastor and the Vestry representatives. If mediation is not successful within 60 days of receipt of the original notification, the Bishop shall render a godly judgment with terms and conditions, including financial settlements, as shall seem to the Bishop to be just and compassionate. The decision of the Bishop shall not be subject to further review.

F. Vacancy in Senior Pastorate. In case of a vacancy in the Senior Pastorate, the Bishop shall have all the powers and rights of the Senior Pastor.

G. Appointment of Interim Vicar. In the event the Senior Pastorate becomes vacant, the Bishop with the consent of the Vestry may appoint a priest as the Interim Vicar in the Church to facilitate the operation of the Church until a Senior Pastor is elected. The duties, rights and powers of the Interim Vicar shall be determined by the Bishop and the Vestry.

Article V
The Vestry

A. Duties. The Church shall be governed by a Board of Directors herein called the Vestry, who shall be agents and legal representatives of the Parish in all matters concerning its corporate property, and the management of all financial business of the Parish, and the relations of the Parish to its clergy. The Vestry shall be responsible for the mission, values and any other policy issues deemed appropriate of the Church. The Vestry shall determine with the concurrence of the Senior Pastor what meetings, other than those of the Members, may be held in any building under its charge. The Vestry shall not mortgage, sell or otherwise alienate any real property without the ratification of the Members, by a two-thirds vote, in a meeting of at least fifty percent 50% of the Members, unless otherwise required by the laws of the State of Colorado. The members of the Vestry are to be good overseers of resources, guardians of the Church's values and caregivers to the parishioners.

B. Number. The Vestry shall consist of the Senior Pastor and such other Members as shall be duly appointed and confirmed in accordance with Section V.F. below, but no fewer than four and no more than 12 such other Members. The Vestry, in consultation with the Senior Pastor, shall annually elect a Chairperson.

If the number of members of the Vestry shall for any reason fall below four, the Vestry shall within 30 days nominate at least a sufficient number of Members to bring the membership of the Vestry up to the minimum, and shall call a special meeting of the Parish to vote on the confirmation of such nominees in accordance with Sections V.F. and V.G. below. If after such vote there remain fewer than four members of the Vestry, within 30 days the Vestry shall nominate another slate of Members and repeat the process. If after a second vote there remain fewer than four members of the Vestry, nominations for the Vestry will be accepted from the floor and there promptly shall be a vote on such nominees. Any nominees receiving favorable votes from at least ten percent (10%) of those Members present at the meeting shall be deemed nominated, and the Vestry shall follow the process described in Sections V.F. and V.G. below for voting on the confirmation of such nominees.

C. Eligibility. To be eligible to serve on the Vestry a person must (1) be a Member, (2) not be employed by the Church (other than the Senior Pastor), (3) have demonstrated character traits described in 1 Timothy 3:1-7 and Titus 1:6-9. Relatives shall not serve on the Vestry at the same time.

D. Length of Service and Transition. Each Vestry member shall assist in the raising up, training and transitioning of replacement members of the Vestry. Vestry members (other than the Senior Pastor) shall serve at least one, but no longer than three years on the Vestry. The length of time between a person's terms on the Vestry shall be at least one year.

E. Appointment and Confirmation of Vestry. The Vestry, in consultation with the Senior Pastor, shall nominate the other members of the Vestry. On each of the four

Sundays immediately preceding the Annual Parish Meeting, the Vestry shall make available to the parishioners all material information about each continuing member of the Vestry (other than the Senior Pastor) and each nominee, including but not limited to, photographs (or personal introductions at each service), biographical information, length of service on Vestry to date, length of service remaining on Vestry, attendance at Vestry meetings, previous service on Vestry, how long such person has been a Member and any ministries of the Church in which such person is involved. At the Annual Parish Meeting, each continuing member of the Vestry (other than the Senior Pastor) and each nominee shall stand before the Members and introduce himself or herself and read his or her biographical information aloud. The Members shall then vote by secret ballot on whether to confirm the slate of Vestry members, with an opportunity to deny the confirmation of the slate or any individual thereon clearly provided. If a majority of the Members present at the Annual Parish Meeting vote to deny the confirmation of any one or more members of the Vestry and nominees, each such person whose confirmation is denied shall not be permitted to serve on the Vestry for a period of at least one year from the date of such denial. Once appointed and confirmed, a member of the Vestry may be removed only by the Vestry or the Members in accordance with Section V.I. below, or by his or her resignation or by the expiration of his or her term.

In the event the Senior Pastorate becomes vacant, the Bishop with the consent of the Vestry may appoint Vestry members as outlined above.

- F. Vacancies. In the event that a member of the Vestry ceases serving as such prior to the conclusion of such person's term for any reason, the Vestry may nominate a Member to fill such vacancy, and may call a special meeting of the Parish for the purpose of voting on the confirmation of such nominee as a member of the Vestry. The process preceding the vote and of voting on the confirmation of such nominee shall follow that described in Section V.F. above, except that the vote shall only be on the nominee and all occurrences of "Annual Parish Meeting" shall be replaced by "special meeting".
- G. Accountability. All Vestry members, including the Senior Pastor, shall submit to and participate in an annual evaluation of one another within the Vestry.
- H. Termination of Service. The Vestry may terminate the service of any Vestry member who, without submitting a written explanation to the Secretary or the Senior Pastor prior to the next regularly scheduled meeting, has missed three consecutive Vestry meetings. Vestry members may also be terminated by the remaining Vestry members after applying due process according to the principles of Matthew 18: 15 –17, or by the affirmative vote of a majority of the Members present at a duly called Parish meeting at which a quorum is present.
- I. Meetings and Voting.
 - 1. Regular Vestry meetings shall be held annually immediately following and at the same location as the Annual Parish Meeting, and at least once per month on such

- dates and at such times and places as the Vestry shall determine. Any regular Vestry meeting may be postponed by the Senior Pastor or any two other members of the Vestry; provided, however, that any postponement shall be in writing, shall state the date, time and place to which the meeting is postponed, shall be personally delivered to each Vestry member by phone, e-mail, hand delivery or postage paid U.S. mail, in each case at least seven days prior to the postponed meeting and at the expense of the Church.
2. The Senior Pastor or any two other members of the Vestry may call a special meeting of the Vestry upon at least seven days' notice of the date, time, place and purpose of such meeting to all members of the Vestry. Any special Vestry meeting may be postponed by the person or persons by whom it was called. Notice of such postponement shall meet the standards set forth in Paragraph V.J.1. above.
 3. Members of the Vestry may waive notice of any meeting either by attending such meeting and failing to object to such meeting on the grounds of inadequate notice, or in writing prior to such meeting.
 4. Employees and Members of the Church shall be permitted to attend any meeting of the Vestry, but the Vestry may excuse such persons at any time if the Vestry deems it appropriate. Notice shall be published for the parishioners that the dates, times and places of all scheduled and called meetings of the Vestry are available upon request of any Member, or such dates, times and places themselves may be published for the parishioners to the extent it is practical to do so.
 5. A majority of the Vestry shall constitute a quorum. In the absence of a quorum, no business requiring action by the Vestry shall be transacted.
 6. There shall be no voting by proxies.
 7. Vestry meetings shall be conducted in a manner conducive to community building and the expeditious handling of business brought before the Vestry provided, however, the meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order.
 8. The Chairman shall preside at meetings, or in his absence or at his request, another member of the Vestry shall preside. The Vestry may appoint such other Member as it may deem appropriate to preside at meetings, but such appointment shall not cause such person to be a member of the Vestry. The Senior Pastor shall excuse himself from any Vestry meeting if the remaining members of the Vestry deem it appropriate for him to do so at any time. In all actions, the Vestry shall seek unanimity. If unanimity is lacking, the Vestry may take action by consensus. The Senior Pastor's dissent from any action shall not destroy consensus on such action unless the remaining members of the Vestry, by consensus among them, determine that it should.

- J. Boards & Committees. The Vestry may appoint such board and committees thereof as it shall deem appropriate to carry out the work and ministry of the church. Such boards and committees shall not have the powers of the Vestry.
- K. Secretary. The Secretary shall record appropriate minutes of the Vestry's meetings, the Annual Meeting and other special meetings called by the Vestry. All such minutes shall be available for review by any member of the Church at the Church office.
- L. Treasurer. The Treasurer shall report regularly on the financial condition of the Church to the Vestry, and provide an annual report to the congregation.
- M. Reports to the Parishioners. The Vestry shall provide oral and written reports as needed to the parishioners as to the Vestry's activities, including at the Annual Parish Meeting. The oral reports shall be made at all regularly scheduled Sunday services on the day the reports are made. Reports shall include all material information regarding the Church's finances, property, ministries and outreach.

Article VI
Church Officers

- A. President. The Senior Pastor shall be elected the President of the Corporation and Chairman of the Board of Directors at the Annual Parish Meeting, to serve until the next Annual Parish Meeting or until a newly elected President has been qualified. The Senior Pastor shall have the rights and duties normally conferred upon the President of a non-profit corporation in the State of Colorado. The Senior Pastor shall preside at all Parish meetings except that the Senior Pastor may designate another person to preside at said meetings.
- B. Secretary of the Vestry and of the Corporation

The Secretary is a legal officer of The Light of Christ Anglican Church, appointed each year by the Senior Pastor and approved by a vote of the Vestry. Duties of the Secretary are reviewed and approved each year by the Senior Pastor and the Vestry.

The Secretary of the Vestry shall possess the powers and perform the duties usually devolving upon the secretary of a corporation. The Secretary shall keep full minutes of all Parish and Vestry meetings, shall issue or cause to be issued all calls for meetings as directed, shall notify all officers of their election, and shall have charge of and keep the Seal of the Corporation and affix the same. The Secretary shall, under the direction of the Senior Pastor, supervise the keeping of an accurate record of the names and addresses of all Members. Upon the termination of the Secretary's term, he or she shall restore to the Parish all property of the Parish that may have come into his or her possession.

C. Treasurer.

The Treasurer is a legal officer of The Light of Christ Anglican Church, appointed each year by the Senior Pastor and approved by a vote of the vestry. Duties of the Treasurer are reviewed and approved each year by the Senior Pastor and the Vestry.

D. Senior Warden.

The Sr. Warden shall be the chief lay officer of the church. He or she shall be a member of and chair the Vestry, serve as a liaison between the Sr. Pastor and the church, and shall otherwise serve at the discretion of the Sr. Pastor. The Sr. Pastor shall select the Sr. Warden, who shall be confirmed by the Vestry each year at an annual or special meeting for a period of no more than three years.

Article VI

Parish Meetings and Other Meetings

- A. Annual Meetings. The Annual Parish Meeting shall be held during the first quarter of each year, at a time and on a Sunday specified by the Senior Pastor, for the purposes of confirming Vestry members, electing officers and conducting such other business as may properly come before the meeting. All Members present in person at the Annual Parish Meeting shall be entitled to vote. The Senior Pastor, or the person designated by the Senior Pastor, shall preside at the Annual Parish Meeting. Notice of the Annual Parish Meeting shall be given at all worship services on the four Sundays preceding the meeting.
- B. Special Meetings. Special Meetings of the Parish may be called by the Bishop, the Senior Pastor, the Vestry, or by the lesser of one-third of the Members necessary to constitute a quorum or 30 Members, provided notices of the meeting and the nature of the business to be transacted be given at all worship services on each of the two Sundays immediately preceding the date appointed for the meeting (unless the business to be conducted includes amending these Bylaws, in which case notice shall be given on each of the four Sundays immediately preceding the date appointed for the meeting).
- C. Quorum. Fifty percent (50%) of the Members shall constitute a quorum at any meeting of the Parish.
- D. Voting. Unless otherwise required by Colorado law or these Bylaws, action shall be taken by the Members upon the affirmative vote of a majority of the Members present at a meeting at which a quorum is present.
- E. Proxy. There shall be no voting by proxies.
- F. Parliamentary Procedure. All Parish meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order.

- G. Miscellaneous Meetings. There will be no meeting, event, assembly, or gathering of people at the Church's property, buildings or grounds for the explicit purpose of financial benefit or gain for any private or corporate enterprise, persons or individuals. All other events, meetings or assemblies other than official Church business must be approved by the Senior Pastor or the Senior Pastor's designee.

Article VII Finances

- A. Receipts. The Church shall receive all monies or other properties transferred to it for purposes that are consistent with Scripture and the mission and values of the Church. The Vestry, or a committee designated by it, shall establish policies and procedures that will ensure that the Church follows Generally Accepted Accounting Principles and proper procedures.
- B. Management and Review. The Vestry, or a committee designated by it, shall manage and disburse any funds or property only for the benefit of the Church in accordance with its mission and values and according to the established guidelines of the Church. The Vestry, or the financial committee designated by it, shall present a budget in writing by the time of the Annual Meeting each year. All Church budgets, original and modified, prepared by the designated financial committee, shall be made final upon approval of the Vestry. The Vestry shall also review the financial statements of the Church on a monthly basis.
- C. Audits. The Vestry shall ensure there is an internal audit of financial matters annually and an external audit when requested and shall oversee all such audits.

Article VIII Miscellaneous

- A. Corporate Seal. The Corporate Seal, if any, shall be approved by resolution of the Vestry. The Seal may be used or a facsimile thereof to be impressed, or affixed, or reproduced on any official document or paper where it is needed.
- B. Fiscal Year. The fiscal year shall be the calendar year.
- C. Amendment. The Bylaws of the Corporation shall be subject to amendment or repeal, and new Bylaws may be added, by the affirmative vote of two-thirds of a quorum of the Members at an Annual Parish Meeting or any Special Meeting of the Parish. The proposed amendments or repeals must be made available to the members at every worship service on each of the four Sundays immediately preceding such meeting.

- D. Parliamentary Authority. The rules in the latest edition of Robert's Rules of Order shall govern the Parish in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Parish may adopt.
- E. Savings Clause. Failure of literal or complete compliance with the provisions of the Bylaws in respect to dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposal which, in the judgment of the Members at meetings held, do not cause substantial injury to the rights of Members, shall not invalidate the actions of the proceedings of the Members at any meeting, providing the required changes are not contrary to Municipal, State, Federal, or proposed Canon law.
- F. Indemnification. The Corporation shall indemnify and hold harmless each Director to the fullest extent permitted by the Laws of Colorado, including without limitation, Section 7-22-101.5 C.R.S. 1973, and Section 13-21-116(2) (b) C.R.S. 1973, as amended. There shall be no personal liability, either direct or indirect, of any director of the Corporation to the Corporation for monetary damages for any breach or breaches of fiduciary duty as a director; provided, however, that this provision shall not limit or eliminate the liability of a director to the Corporation for any breach, act, omission or transaction to which the Colorado Nonprofit Corporation Act expressly prohibits such limitation or elimination. This provision shall not limit the rights of directors of the Corporation for indemnification or other assistance from the Corporation. Any repeal or modification of the foregoing provisions of this Article or of the Colorado Nonprofit Corporation Act shall not adversely affect any elimination of liability or indemnification right or protection of a director with respect to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.
- G. Acquisition of Real Property. The Light of Christ Anglican Church establishes a resolution by which The Light of Christ Anglican Church, a Colorado Non-Profit Corporation, is enabled to acquire real property, borrow funds, and pledge assets to secure indebtedness.

Secretary

Date