

BYLAWS OF CHURCH OF THE REDEEMER, ST. PAUL, MINNESOTA

ARTICLE I - ORGANIZATION

Section 1. Incorporation.

Church of the Redeemer (“Redeemer” or “Church”) is incorporated under the laws of the state of Minnesota as a nonprofit religious corporation (Minn. Stat. Ch. 317A).

Fiscal Year: The dates of the fiscal year of Church of the Redeemer shall be established by the Vestry.

Section 2. Affiliation.

Church of the Redeemer is established as an Anglican church in the United States through relationship with the Anglican Church in North America (hereinafter known as “ACNA”). ACNA provides a way for congregations and clergy to be given oversight and remain connected to the worldwide Anglican Communion.

Section 3. Mission/Vision.

Redeemer shall be a congregation (“Congregation”) in the St. Paul area where people are

- (a) Transformed by Grace
- (b) Connected to Community
- (c) Sent Out in Mission

Section 4. Values of Redeemer

Redeemer values the

- (a) Centrality of the Gospel
- (b) Transforming Nature of Worship
- (c) Necessity of Dependence on God
- (d) Importance of Making Disciples
- (e) Priority of Relationships
- (f) Embrace of Seekers
- (g) Expansion of God’s Kingdom

Section 5. Beliefs.

Church of the Redeemer believes in the authority of Scripture, the traditional creeds of the historic church, including the Nicene Creed and the Apostles Creed, and the 39 Articles of Religion.

ARTICLE II - MEMBERSHIP

Section 1. A Member of Redeemer is one who:

- (a) Has a personal faith in Jesus Christ;
- (b) Is baptized in the name of the Father, Son and Holy Spirit;
- (c) Has completed a Discovering Redeemer class, or other membership class as approved by the rector or the Vestry;
- (d) Be at least 16 years old;
- (e) Personally requests membership; and
- (f) Is committed to and actively participates in the Vision and Values of ☐ Redeemer, which is indicated by signing the Membership Covenant.

Voting members of Redeemer are those members who are 16 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 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

- a. Grow in faith and in love of Jesus Christ (Ephesians 3:14-21);
- b. Support of the Vision and Values of Redeemer;
- c. Receive oversight, teaching and instruction from Redeemer leadership;
- d. 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); and
- e. Seek to serve others in the body of Christ, more than to be served (John ☐ 13:12-15).

Section 3. Discipline of a Member

Our Congregation desires to glorify God, deter sin, and build relationships with one another by addressing those who depart from Scripture and biblical conduct with teaching and correction according to Matthew 18:15-17, Ephesians 4:15-16, 1 Thessalonians 5:14, Titus 3:10. Our desire for the discipline process is that it be for the benefit and restoration of the member.

Section 4. Removal from Membership

A member may be removed from membership based on any of the following:

- a. Death of the member;
- b. Transferal of membership;
- c. Written request of the member;
- d. Dismissal through church discipline and ultimately a majority vote of the Vestry. *Note - The goal in all discipline will be complete restoration of the member's relationship with Christ, and relationship with Church of the Redeemer;* or
- e. A member who is inactive and not in attendance for over one year.

ARTICLE III - MEMBER MEETINGS

Section 1. Annual Meetings of Voting Members.

There shall be an Annual Meeting (“Annual Meeting”) of voting members of Redeemer at a time to be designated by the Senior Pastor and a majority vote of the Vestry. Not less than thirty (30) days written notice of such meeting shall be given to the Congregation by the Senior Pastor, or the Vestry (if the Senior Pastor is not available).

At the Annual Meeting, the voting members 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 and budget. At the Annual Meeting, members of the Vestry shall be elected.

The Senior Pastor, or a designated member of the Vestry, shall preside at all meetings of voting members. Roberts Rules of Order shall be in effect unless otherwise indicated.

Section 2. Special Meetings of Voting Members.

A Special Meeting (“Special Meeting”) of voting members other than the Annual Meeting may be called at any time by the Senior Pastor, or by a majority vote of the Vestry, or by one third (1/3rd) of the voting members of Redeemer. At least fifteen (15) days written notice shall have been given to the Congregation announcing such meeting. This notice shall include the date, time and place of the meeting along with the stated purpose of the meeting. No other business shall be transacted other than the purpose(s) as described in the notice. The Senior Pastor or designated Vestry member(s) shall preside at all such Special Meetings, and Roberts Rules of Order shall be in effect unless otherwise indicated.

Section 3. Voting.

The Vestry may request a vote on any issues requiring a decision to be made by the voting members of Redeemer at a called meeting, whether an Annual Meeting or a Special Meeting. Every voting member shall be entitled to cast one vote. A member of the Congregation may not appoint a proxy for himself or

herself, and may not vote by proxy. In any reference to voting in these bylaws, an affirmative vote shall mean a simple majority, unless stated otherwise.

Section 4. Quorum.

A minimum quorum requirement of one third (1/3rd) of voting members shall exist for any duly called meeting where amendments to Bylaws are proposed by the Vestry. A minimum quorum requirement of one fifth (1/5th) of voting members shall exist for any other duly called meeting. Except as otherwise provided herein, decisions made at all meetings of voting members shall be made by majority vote of those present.

ARTICLE IV - VESTRY

Section 1. Duties & Responsibilities of the Vestry

Recognizing that the Vestry is called to serve the common good of the Congregation, and that it has, along with the Rector, a duty to care for the spiritual health and welfare of the church, their responsibilities shall include:

- a. The Vestry will have authority over the business and legal affairs of Redeemer, including, but not limited to: authorization of the annual budget, overseeing an audit or financial review, overseeing the purchase and sale of Church property and any rental of Church property, and assuring that the legal affairs of Redeemer are in order.
- b. The Vestry will partner with the Senior Pastor to establish, refine, communicate, and defend the Vision and Values of Redeemer. The Vestry will also serve as an advisory council for matters of ministry and provide prayer, support, wisdom, and counsel to the Senior Pastor for mission and ministry of Redeemer.
- c. The Vestry will also partner with the Senior Pastor to discern the strategic focus of Redeemer, including helping him to evaluate and establish the annual and long-term goals of the Congregation, while the staff and other clergy under the Senior Pastor's leadership will execute the specific tasks & tactics to fulfill those strategies.

Section 2: Qualifications of Members of the Vestry.

Members of the Vestry:

- a. Shall Be Voting members of Redeemer;
- b. Shall have shown their support of, and commitment to, the Vision and Values of Redeemer;
- c. Shall have illustrated Godly character with a level of wisdom and maturity that is respected by the Congregation of Redeemer;
- d. Shall have displayed leadership in a ministry of Redeemer;

- e. Shall live either in fidelity within the covenant of marriage between a man and a woman, or chastity in singleness;
- f. Shall practice Sabbath and the notion of a balanced life, lead an active prayer life, know and continue to study Scripture, and be a cheerful giver;
- g. Shall have time to serve effectively on the Vestry, appropriately prioritizing this commitment; and
- h. Shall affirm the following declaration & promise, *“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 and I do yield my hearty consent to the doctrine, discipline, and worship of Christ as the Anglican Church in North America has received them. I promise that I will faithfully lead and serve as I am called as a member of this local Congregation to the best of my ability.”*

Section 3. Accountability.

The Vestry shall be formed from individuals who are actively involved in the implementation of Redeemers’ stated Vision and Values. Vestry members shall commit themselves to personal and spiritual accountability to one another and to God. Serving as a member of the Vestry shall be viewed as a spiritual and serious matter and the members of the Vestry shall be expected to earnestly seek God’s will with regard to the making of all decisions.

Section 4. Number and Tenure.

- a. The Vestry shall consist of a minimum of four (4) and a maximum of nine (9) members, including the Senior Pastor. The Senior Pastor shall be a member of the Vestry ex officio. Members of the Vestry shall serve for a three (3) year term and may be elected to two (2) consecutive terms. In order to be re-elected to the Vestry after serving two (2) consecutive terms, he or she must wait one (1) year.
- b. The initial Vestry shall be appointed by the senior pastor and the transition team. These terms may be staggered terms.
- c. As the terms of the initially appointed members expire, future members of the Vestry shall be elected to serve three (3) year terms.
- d. Nothing in the foregoing shall be construed as preventing a member, elected to fill an unexpired term, from being allowed to be elected to a full three (3) year term, with the conditions stated in Section 4 (a)

Section 5. Nominating Process; Member Approval.

The election and nomination process shall be as set forth in this Section.

a. Nominating Committee:

At least two (2) months before the Annual Meeting a nominating committee will be chosen consisting of at least two (2) members of the Vestry, and at least two (2) other members of the Church, as chosen by the Vestry. The Nominating Committee will solicit suggestions for potential

candidates from the Congregation, the Vestry, and pastoral staff until thirty (30) days before the Annual Meeting.

The nominating committee will be responsible for discerning that all candidates meet the qualifications for leadership (see Article 4, section 2) and presenting at least one (1) candidate to the Annual Meeting for each Vestry vacancy. There will be no nominations outside of those made by the nominating committee.

At least two (2) weeks prior to the Annual Meeting, the names of proposed candidates for the Vestry will be presented to the Congregation, and input shall be solicited from the Congregation.

b. Member Approval of the Vestry

The candidates shall be approved by a simple majority vote at the Annual Meeting or Special Meeting.

Section 6. Vacancies.

In the event of the death, resignation, retirement, removal, disqualification or other vacancy of a member of the Vestry, the member's successor shall be appointed by majority vote of the Vestry to serve until the expiration of the term of the member.

Section 7. Meetings.

The Vestry shall meet as directed by the Senior Pastor from time to time, but in no event shall meet less than eight (8) times per twelve (12) month period. Meetings of the Vestry may be called by the Senior Pastor, by dual consent of both the Senior Warden and the Junior Warden, or by any three (3) or more Vestry members upon reasonable notice to all other members. Such notice may be by electronic means. All members of the Vestry shall be given at least five (5) days notice of any meeting. Members of the Vestry may participate in meetings by any means of communication through which the Member, other Members so participating and all Members physically present at the meeting may simultaneously hear each other during the meeting. A Member so participating shall be deemed present in person at the meeting.

Section 8. Evaluation.

The Vestry shall annually review its performance, soliciting input from the Senior Pastor.

Section 9. Voting.

Any member of the Vestry may request a vote on any issue requiring a decision to be made by the Vestry at a meeting. Every voting member of the Vestry shall be entitled to cast one (1) vote. The affirmative vote of a majority of members present at a meeting at which a quorum is present shall be the act of the Vestry. The Senior Pastor shall cast a vote only to break a tie.

Section 10. Quorum.

At all of the 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 of the Vestry meetings shall be made by majority vote of those present constituting a quorum. The act of a majority of the members of the Vestry present at any meeting at which a quorum is present shall be a legal act of the Vestry. In the absence of a quorum, the majority of the members of the Vestry present may adjourn any meeting from time to time until a quorum be had.

Section 11. Action Without Meeting

Any action that is required, or permitted to be taken, at a meeting of the Vestry may be taken without a meeting if the action is taken by the members of the Vestry necessary to approve such matter. Such consent may be in electronic form and delivered by electronic means. The Junior Warden shall record the decision.

Section 12. Removal.

Any member of the Vestry may be removed at any time with or without cause by a vote of two-thirds of those members of the Vestry present at a Vestry meeting or by a vote of two-thirds of the members of the Congregation present at a duly called meeting of the Congregation, excluding the vote of the affected member for voting purposes.

Section 13. Resignation.

Any member of the Vestry may resign at any time by giving written notice to the Senior Warden or Senior Pastor.

Section 14. Committees & Ad Hoc Committees.

The Vestry may create committees of the Vestry and appoint members of the Vestry to serve on them. The Vestry may also from time to time create ad hoc committees consisting of any voting members of Redeemer.

Section 15. Affiliates.

The Vestry 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 Vestry.

ARTICLE V - OFFICERS

Section 1. Officers.

The officers of Redeemer shall be the Senior Warden, Junior Warden/Secretary, and Treasurer. The officers shall partner with the Senior Pastor in setting the agenda for the Vestry.

Section 2. Senior Warden.

a. Selection of the Senior Warden

Each year, the Senior Pastor shall select a Senior Warden from among Vestry members to hold a term of one (1) year, and the Vestry shall vote to confirm this choice. The Senior Warden shall be eligible to hold office for succeeding terms.

b. Duties of the Senior Warden

- i. The Senior Warden has the role of caring for the Rector, by: praying regularly with him, serving as a source of counsel for him, and ensuring that the Rector is getting enough rest and space to perform his duties. The Senior Warden is also responsible for caring for the needs of the Rector's family.
- ii. The Senior Warden shall preside over the Vestry and Membership Meetings in the absence of the rector.
- iii. The Senior Warden shall have general supervision over the business of the Church. The Senior Warden shall see that all orders and resolutions of the Vestry 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.
- iv. The Senior Warden shall perform other duties as prescribed by the Vestry.

Section 3. Junior Warden/Secretary.

a. Selection of the Junior Warden

Each year, at the first meeting of the Vestry after the Congregation's Annual Meeting, the members of the Vestry shall elect a Junior Warden. The Junior Warden shall be eligible to hold office for succeeding terms.

b. Duties of the Junior Warden/Secretary

- i. The Junior Warden serves as a liaison between the Congregation, the Vestry and the Rector.

ii. The Junior Warden shall preside at all meetings of the Vestry and the Congregation in the absence of the Rector and the Senior Warden.

iii. The Junior Warden shall also serve as the Secretary of Vestry. The Junior Warden shall record, or have recorded, proceedings of all meetings of the Vestry, shall manage the system for keeping the names and current addresses of members of the Congregation, shall give proper notice of meetings of the Vestry and Congregation, and shall perform all duties usually incident to the office of the Secretary. Minutes of meetings shall be available within ten (10) days of a meeting.

iv. The Junior Warden shall perform other duties as prescribed by the Vestry.

Section 4. Treasurer

a. Selection of the Treasurer

Each year, at the first meeting of the Vestry after the Congregation's Annual Meeting, the members of the Vestry shall elect a Treasurer. The Vestry shall elect a treasurer either from within the Vestry or from the Church membership.

b. Duties of the Treasurer

i. The Treasurer shall be responsible for overseeing the accurate account of all moneys of the Church, received or disbursed.

ii. 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 Senior Pastor and other staff may be paid.

iii. The Treasurer shall provide reports to the Vestry 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 Vestry.

iv. The Treasurer shall make a report to the Congregation at the Annual Meeting.

v. The Treasurer shall oversee any external reports or audits.

Section 5. Removal & Vacancy

The Officers may be removed at any time with or without cause by a vote of two-thirds (2/3rd) of the members of the Vestry, excluding the vote of the affected Officer for voting purposes. Any vacancy occurring in any such office by death, resignation, removal or otherwise shall be filled by the Senior Pastor from within the Vestry, with concurrence by the Vestry, for the remainder of the applicable term.

ARTICLE VI - SENIOR PASTOR (RECTOR)

Section 1. Call & Hiring of the Senior Pastor (Rector)

The Senior Pastor shall be called by God, qualified according to scripture, ordained in the ministry, and willing to fulfill this leadership responsibility. The Senior Pastor will be duly qualified as an ordained pastor in Anglican orders, and adopt the Vision and Values of Redeemer. The Senior Pastor shall be recognized and honored by the Vestry and the Congregation.

When an opening exists for a Senior Pastor, the Vestry shall appoint a Search Committee, and consult with the Bishop and Dean of the Congregation. Members of the Search Committee must be members of the Congregation and may be members of the Vestry. The Chair of the Search Committee must be a member of the Vestry.

The Search Committee shall make a recommendation on a Senior Pastor to the Vestry. After seeking the approval of the Bishop and the Dean, the Vestry shall then make a recommendation on a Senior Pastor to the Congregation. The Congregation shall call a new Senior Pastor by an affirmative vote of three-fourths of members present at a duly called meeting of the Congregation

Section 2. Duties of the Senior Pastor (Rector)

- a. The Senior Pastor will serve as the shepherd of the Congregation by: preaching the Scriptures, administering the Sacraments, leading the worship services, providing pastoral care to all members, and directing the vision of the Church.
- b. In collaboration with the Vestry, the Senior Pastor shall be responsible for managing the affairs and activities of Redeemer, except to the extent delegated to the Vestry as set forth in these Bylaws.
- c. The Senior Pastor is also responsible for the oversight of the Congregation by:
 - i. Overseeing and/or delegating the management of all Ministry Teams,
 - ii. Overseeing personnel issues, including hiring, development, supervision, and dismissal of church staff.
 - iii. Presiding over Vestry meetings, and partnering with the Vestry to advance the Vision & Values of the Church.

Section 3. Accountability.

Primarily, the Senior Pastor is accountable to our Lord and Savior. Scripture tells us that we all have to account to Him for our actions. We all must give an 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).

Second, the Senior Pastor is accountable to the Bishop who has spiritual authority in the Senior Pastor's life and ministry as recognized in the ordination service.

Third, the Senior Pastor is accountable to the entire Congregation through the Vestry as set forth in these Bylaws. In partnership with the Vestry, the Senior Pastor shall be responsible for the Vision and Values of Redeemer. The call of the Senior Pastor includes providing oversight, direction and facilitation of the Vision and Values of Redeemer. In fulfilling these responsibilities, the Senior Pastor should value the wisdom, counsel and experience offered by the Vestry. On an annual basis, the Vestry shall work together with the Senior Pastor to help him evaluate the progress of his ministry goals. The spiritual welfare, purity and ministry of the Congregation shall be of the highest priority to the Senior Pastor.

Fourth, the Senior Pastor is accountable to the members of the Vestry as set forth in these Bylaws. The lay members of the Vestry shall serve as an accountability team to whom the Senior Pastor is accountable regarding issues in and of Redeemer, 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.

Section 4. Procedure When Pastoral Relationship Imperiled or Hindered

Whenever the Senior Pastor or a majority of the Vestry believes the pastoral relationship between the Senior Pastor and the Congregation to be imperiled or hindered by reason of dissension, either or both may present the matter to the Dean and Bishop.

a. Upon notification of such imperilment or hindrance, the Bishop shall promptly seek reconciliation by whatever means he believes appropriate. The Bishop, or his appointee, shall hold conferences with the Senior Pastor and the remainder of the Vestry, who shall participate cooperatively in the process. The Bishop may issue such interim recommendations appropriate to the cause before issuing a final judgment. Prior to issuing a final judgment, the Bishop shall consult with the Deans, the Bishop's Council and the Chancellor of the Diocese.

b. The Bishop shall make the final judgment after praying over the matter and taking into consideration the recommendations of the Vestry and consulting with the Deans and the Bishop's Council. The recommendations may include a leave of absence with pay for the Senior Pastor, a continuation of the pastoral relationship on a provisional basis, or dissolution of the pastoral relationship.

c. If the relationship is to be dissolved, the terms of judgment may include terms and conditions for compliance by both parties and may include an equitable financial settlement that is just and compassionate. The Senior Pastor or the remainder of the Vestry may petition the Bishop to review and/or modify of the financial terms of the judgment. The Bishop shall in all cases render pastoral support to the Rector/Senior Pastor.

d. If for any reason the Rector/Senior Pastor shall refuse to comply with the judgment of the Bishop, the Bishop may suspend the Rector/Senior Pastor from the exercise of the ministry of a Presbyter until he complies with the judgment.

Section 5. Removal of the Rector/Senior Pastor

A Congregation may only request the removal of the Senior Pastor from his office, for cause, with the consent of the Bishop after showing that cause for removal exists. If the Vestry desires the Bishop to remove the Senior Pastor for cause, it shall consult with the Dean and Bishop prior to any action in the circumstances.

The term "cause" shall mean the Senior Pastor has been convicted of a crime involving moral turpitude, or the Vestry has been presented with evidence that it deems substantial and credible of any of the following: (i) the commission of a crime involving moral turpitude; (ii) habitual insobriety or drug addiction; (iii) dishonest or fraudulent conduct; (iv) embezzlement, theft or intentional destruction of property; or (v) sexual misconduct.

Section 6. Compensation of the Senior Pastor

The Vestry shall have authority to determine the compensation and benefits of the Senior Pastor (as well as all other Church staff) and shall be reviewed annually.

Section 7. Interim Senior Pastor (Rector).

At a time of pastoral vacancy, the Vestry shall seek the direction of the Bishop for the interim ministerial duties of the church. With the consent of the Bishop, an "Interim Minister" may be appointed by majority vote of the Vestry to fill a vacancy while a new Senior Pastor is sought. The Interim Minister shall discharge the duties of the Senior Pastor as directed by the Vestry and the Bishop and shall not preside at the meetings of the Vestry unless requested.

ARTICLE VII - STAFF

Section 1. Employment Decisions

- a. If the Senior Pastor determines there is a need for additional Staff, he shall advise the Vestry and shall initiate the process for identifying potential candidates. The Senior Pastor shall have the authority to create and fill Staff positions; the Vestry has authority to determine whether a position will be funded and to set compensation and benefits for all employees. The Senior Pastor has exclusive authority to dismiss a staff member but shall consult with the vestry when termination of employment is being considered, valuing their wisdom, prayer, support and counsel as his advisory council.
- b. The Senior Pastor shall have the highest level of staff authority and in that capacity shall make all employment decisions, determine individual job responsibilities, and supervise (or delegate the supervision of) all staff.

- c. Each staff member must be faithful to the qualifications under which she/he was hired. If an employee fails to meet the requirements for which she/he was hired or has transitioned into, she/he may be released from employment.

Section 2. Compensation.

Salaries for all staff and clergy shall be set and reviewed at least annually by the Vestry.

ARTICLE VIII FINANCES

Section 1. Receipts.

Redeemer shall receive all monies or other properties transferred to it for purposes that are consistent with Scripture and the Vision and Values of Redeemer. The Vestry, or a team or person designated by it such as the finance committee/Treasurer, shall establish policies and procedures that will ensure that generally accepted accounting principles and procedures will be followed by Redeemer.

Section 2. Management and Review.

- a. The Vestry shall manage and disburse any funds or property only for the benefit of Redeemer in accordance with its Vision and Values and according to the established guidelines of Redeemer.
- b. The Treasurer and the Finance Team, shall present an annual budget in writing no later than the twelfth (12th) month of each fiscal year to the Vestry.
- c. All Redeemers' budgets, original and modified, prepared by the Treasurer/finance committee shall be made final upon a majority vote of the Vestry.
- d. The Officers and the Treasurer/finance committee shall also review the financial statements of Redeemer on a monthly basis.

ARTICLE IX - PROPERTY

Titles to all properties acquired with funds of Redeemer or for purposes of Redeemer shall be vested in Redeemer. Transfers, including encumbrances, of (a) personal property with an individual or aggregate value in excess of TEN THOUSAND DOLLARS (\$10,000) and (b) real property shall be made only with a vote of two-thirds (2/3rd) of those Members of the Vestry present at a Vestry meeting. The Vestry shall determine the distribution of all net properties upon dissolution of Redeemer, but in all cases, such property must be distributed to another organization exempt under section 501(c)(3) of the Internal Revenue Code or as otherwise required by law.

ARTICLE X - CHANGING THE BYLAWS

These Bylaws may be amended, altered or repealed at any time by a two-thirds (2/3rd) majority vote of those present constituting a quorum of the Vestry, and by a two-thirds (2/3rd) majority vote of those voting members present at an Annual Meeting or Special Meeting.

ARTICLE XI - INDEMNIFICATION

To the fullest extent now or hereafter permitted by law, every person who is or was a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of his being a member of the Vestry or is or was serving as an Officer, assistant or volunteer at the request of Redeemer shall be indemnified and held harmless against all expenses, liabilities and losses (including attorney's fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by her/him in connection with such membership or service, except when such expenses, liabilities and losses result from his willful misconduct, self-dealings, embezzlement or theft. Such right shall be a contract right that may be enforced in any lawful manner. Such right of indemnification shall not be exclusive of any other right she/he might have, but it shall not be available until recovery from all other sources has been applied. Redeemer may purchase and maintain insurance on behalf of any person who is or may be entitled to indemnification under this section against any liability asserted against such person.

The Vestry shall take all such action as may be necessary and appropriate to authorize Redeemer to pay the indemnification required by these Bylaws, including, without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due her/him. Any person who, at any time after the adoption of these Bylaws, serves or has served in any of the aforesaid capacities for or on behalf of Redeemer shall be deemed to be doing or to have done so in reliance upon, and its consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of these Bylaws.

ARTICLE XII - INSURANCE

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

ARTICLE XIII - NOTICES

No notice of the time, place or purpose of any meeting of the Vestry, Members, or any publication thereof, whether prescribed by law, by the charter, or by these Bylaws, need to be given to any person who attends such meeting, or who, in writing, executed either before or after the holding thereof, waives such notice, and such attendance or waiver shall be deemed equivalent to notice. Further, any notices required hereunder may be given by normal electronic (i.e. fax or email) means, or as otherwise permitted by the Act, as it shall be amended from time to time. Notice may be given by publication in the newsletters, bulletins or website of Redeemer.

THESE BYLAWS WERE ADOPTED ON JULY 23, 2014

**BY VESTRY OF
THE CHURCH OF THE REDEEMER.**

**AMENDMENTS WERE ADOPTED ON FEBRUARY 10, 2018
WITH MORE THAN $\frac{2}{3}$ APPROVAL BY QUORUM OF CHURCH MEMBERS .**