

**AMENDED AND RESTATED BYLAWS OF
THE CHURCH OF THE APOSTLES OF RALEIGH**

Raleigh, North Carolina

These bylaws were crafted, studied, presented and adopted with the intent that they be read, interpreted and implemented consistent with both the letter and loving spirit of the Vision, and Values of The Church of the Apostles

Rev 1(11/09) Approved by voting members 11/8/09

Rev 2 (11/21) Approved by voting members 1/6/13 (Soft copy not updated at that time)

Rev 3 (8/2016) Approved by voting members 8/28/16

**ARTICLE I
ORGANIZATION**

Section 1. Incorporation.

The Church of the Apostles of Raleigh (hereinafter referred to as “Apostles”) is a religious corporation formed under The Non-Profit Corporation Act of North Carolina (the “Act”). Apostles is recognized as an exempt organization under section 501(c)(3) of the Internal Revenue Code (Federal ID# 57-1105980).

Section 2. Affiliation.

Apostles is established as an Anglican church in the United States through affiliation with Diocese of Christ Our Hope (ADCOH) and the Anglican Church of North America (ACNA). Affiliation provides a way for the congregation and clergy of Apostles to be given oversight and remain connected to the worldwide Anglican Communion. Apostles shall be subject to the spiritual authority, leadership and oversight of ADCOH and ACNA as well as being subject to the Constitution and Canons of ADCOH and ACNA. Apostles may vote to end affiliation with ADCOH and re-affiliate with another Biblically orthodox Anglican entity within the Anglican Communion, by amending these by-laws pursuant to Article X.

**ARTICLE II
MEMBERSHIP**

Section 1. A Member of Apostles 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 Apostles class;
- (d) Is committed to and actively participates in the Vision and Values of Apostles.

Voting members of Apostles 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 Leadership Council. 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 Apostles;
- (c) Receive oversight, teaching and instruction from Apostles 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. Instruction of a Member.

Apostles 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, Titus 3:10. Our desire for submission to this discipline process is for the benefit and restoration of the member; however, at times this may call for excommunication of the member.

Section 4. Termination of Membership.

A member may be terminated based on any of the following:

- (a) Death of the member;
- (b) Transferral of membership; or
- (c) Written request of the member.
- (d) Dismissal through church discipline and ultimately a majority vote of the Leadership Council. The goal in all discipline will be complete restoration of the member's relationship with Christ and relationship with Apostles.
- (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 of voting members of Apostles during the month of September or at some other time to be designated by the Senior Pastor and a majority vote of the Leadership Council. Not less than thirty (30) days notice of such meeting shall be given to the congregation by the Senior Pastor or the Leadership Council 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 Apostles along with a financial report and budget.

The Senior Pastor, or a designated member of the Leadership Council, 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.

Meetings 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 Leadership Council, or by one third (1/3) of the voting members of Apostles. 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. The Senior Pastor or designated Leadership Council 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 Leadership Council may request a vote on any issues requiring a decision to be made by the voting members of Apostles at a called meeting, whether an Annual Meeting or a Special Meeting. Every voting member shall be entitled to cast one vote.

Section 4. Quorum.

A minimum quorum requirement of 50% of voting members shall exist for any duly called meeting where Bylaws are proposed by Leadership Council. A minimum quorum requirement of 30% 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
LEADERSHIP COUNCIL**

Section 1. The Leadership Council; Realizing that all decisions of Apostles are spiritual decisions:

(a) The Leadership Council will have authority over the business and legal affairs of Apostles, including, but not limited to: authorization of the annual budget, an annual audit or financial review and assuring that the legal affairs of Apostles are in order.

(b) The Leadership Council will partner with the Senior Pastor to establish, refine, communicate and defend the Vision and Values of Apostles. The Leadership Council will serve as an advisory council for matters of ministry and provide prayer, support, wisdom, and counsel to the Senior Pastor for the mission and ministry of Apostles

(c) The Leadership Council will evaluate the Senior Pastor's implementation of overall annual and long-term strategies for Apostles, while staff and clergy under the Senior Pastor's leadership execute specific goals, tasks and tactics to fulfill those strategies.

Members of the Leadership Council (i) shall be voting members of Apostles, (ii) shall have demonstrated character traits described in 1 Timothy 3:1-7 and Titus 1:6-9, (iii) shall have shown their support of, and commitment to, the Vision and Values of Apostles, (iv) shall have illustrated Godly character with a level of wisdom and maturity that is respected by the congregation of

Apostles having displayed leadership in a ministry of Apostles, (v) have been confirmed or received by a Bishop of the Province of ACNA or another Province of the Anglican Communion

Unless permitted by written waiver of the Diocese: (1) spouses and other immediate family members of Leadership Council members; and (2) paid staff of the Congregation, excepting the Senior Pastor, and their spouses and other immediate family members are ineligible to serve on Leadership Council.

Prior to assuming office every person chosen as a member of the Leadership Council shall subscribe to an appropriate oath of office, as may be specified by the Church or, if applicable, any branch of the Anglican Communion with which this Church may be associated at the time the member of the Leadership Council assumes office.

Section 2. Accountability.

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

Section 3. Number and Tenure.

(a) The Leadership Council shall consist of nine (9) members including the Senior Pastor. The Senior Pastor shall be a member of the Leadership Council *ex officio*.

(b) The initial Leadership Council following adoption of these Bylaws shall include (i) five (5) members of the current Leadership Council who shall serve either two (2) or one (1) year terms, as determined by the Leadership Council, (ii) three (3) members who shall be elected at the Annual Meeting or a Special Meeting and who shall serve a four (4) year term, and (iii) the Senior Pastor.

(c) As the terms of the members expire, future members of the Leadership Council shall be elected to serve four (4) year terms.

(d) No member of Leadership Council shall be eligible for re-election until one (1) year after the expiration of the term which that member shall have just served. However, 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 four (4) year term.

Section 4. Nominating Process; Member Approval. The election and nomination process shall be as set forth in this Section.

(a) Prior to the Annual Meeting or a Special Meeting, the Senior Pastor shall convene a Leadership Discernment Team. The Leadership Discernment Team shall consist of the outgoing members of the Leadership Council and the remaining members of the Leadership Discernment Team shall consist of voting members of the congregation who do not currently serve on Leadership

Council. The number of congregation members on the Discernment team will outnumber the outgoing Leadership Council participants.

(b) Once the Leadership Discernment Team has been convened, voting members of the congregation may provide to the Leadership Discernment Team names of recommended candidates. The Leadership Discernment Team may establish an application and candidate interviewing process in its reasonable discretion. Spiritual discernment will be the focus of the process established by the Leadership Discernment Team. Except as set forth herein, the Leadership Discernment Team shall keep confidential the list of recommended candidates.

(c) The Leadership Discernment Team shall submit to the Leadership Council for approval its list of Committee-approved candidates. The number of Committee-approved candidates shall equal the number of Leadership Council openings. Leadership Council shall not have the right to approve or disapprove individual candidates, but shall vote on the entire list of candidates. Once a list of candidates is approved, the Leadership Council shall submit to the congregation the list of Leadership Council and Committee-approved candidates.

(d) The candidates shall be approved by voice vote at the Annual Meeting or Special Meeting. The voting members shall not have the right to approve or disapprove individual candidates, but shall approve or disapprove the list of candidates in its entirety.

Section 5. Vacancies.

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

Section 6. Meetings.

The Leadership Council 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 Leadership Council may be called by the Senior Pastor, by dual consent of both the Senior Lay Leader and the Junior Lay Leader, or by any five (5) or more Leadership Council members upon reasonable notice to all other members. Such notice may be by electronic means.

Section 7. Evaluation.

All Leadership Council members, including the Senior Pastor, may submit to and participate in an annual evaluation of one another within the Leadership Council.

Section 8. Voting.

Any member of the Leadership Council may request a vote on any issue requiring a decision to be made by the Leadership Council at a meeting. Every voting member of the Leadership Council shall be entitled to cast one 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 Leadership Council.

Section 9. Quorum.

At all Leadership Council meetings, the presence of fifty percent (50%) of the members of the Leadership Council shall constitute a quorum which is to be determined at the

commencement of each meeting by the Secretary. Decisions made at all Leadership Council meetings shall be made by majority vote of those present constituting a quorum.

Section 10. Action Without Meeting.

Any action that is required or permitted to be taken at a meeting of the Leadership Council may be taken without a meeting if the action is taken by the members of the Leadership Council necessary to approve such matter. Such consent may be in electronic form and delivered by electronic means, and approval may be registered by a positive e-mail response.

Section 11. Removal.

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

Section 12. Committees; Ad Hoc Committees.

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

**ARTICLE V
OFFICERS**

Section 1. Enumeration.

The Officers of Apostles shall be the Senior Pastor, Senior Lay Leader, Junior Lay Leader/Secretary and Treasurer. The Officers shall serve and advise at the pleasure of the Senior Pastor and shall assist the Senior Pastor with setting the agenda for Leadership Council.

Section 2. Term.

The Officers (other than the Senior Pastor) shall serve a term of not less than one (1) year or more than four (4) years, the length of the term to be determined by the remaining term of such persons on the Leadership Council. The term of an Officer shall not extend beyond that person's term on Leadership Council.

Section 3. Removal; Vacancy

The Officers may be removed at any time with or without cause by a vote of two-thirds of those members of Leadership Council present at a Leadership Council meeting., 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 Leadership Council, with concurrence by the Leadership Council, for the remainder of the applicable term.

Section 4. Senior Lay Leader.

The Senior Lay Leader is appointed by the Senior Pastor from within the Leadership Council with the approval of the majority of the Leadership Council. The Senior Lay Leader shall chair the Leadership Council meetings in the absence of the Senior Pastor. The Senior Lay Leader shall serve as a source of counsel for the Senior Pastor.

Section 5. Junior Lay Leader; Secretary.

The Junior Lay Leader is elected from within the Leadership Council by a majority vote of the Leadership Council. The Junior Lay Leader shall chair the Leadership Council meetings in the absence of the Senior Pastor and the Senior Lay Leader. The Junior Lay Leader shall also serve as the Secretary. As Secretary, the Junior Lay Leader shall record appropriate minutes of its meetings. The Junior Lay Leader shall also keep a current list of the names of Members of Apostles. All such minutes will be available for review by any member of Apostles at its office within 10 days of their approval by the Leadership Council.

Section 6. Treasurer.

The Treasurer is elected from within the Leadership Council by a majority vote of the Leadership Council and shall report regularly on the financial condition of Apostles to the Leadership Council. The Treasurer shall chair the Finance Committee. The Treasurer shall also oversee an annual external Review or Audit of the financial transactions of Apostles. The Treasurer shall make a financial report at the Annual Meeting. The Treasurer shall be bonded in such sum and with such surety as the Leadership Council shall determine.

**ARTICLE VI
SENIOR PASTOR**

Section 1. Call.

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 Apostles. The Senior Pastor shall be recognized and honored by the Leadership Council and congregation. Should Apostles find itself without a Senior Pastor, the Leadership Council, or a search team designated by it, shall seek God's direction and desire regarding the possible candidates for this position of service. The search team will present candidates to the Leadership Council in an attempt to provide insight into the call upon their lives.

The Senior Pastor shall be selected in the following manner: The affirmative vote of three quarters (3/4) of all of the members of the Leadership Council shall be necessary to make valid the selection of a Senior Pastor. Notice of such a regular or special meeting of the Leadership Council shall be given in accordance with the provisions of these Bylaws. It is highly recommended, although not required, that the concurrence of the Bishop be immediately received before announcing the selection publicly.

The Senior Pastor shall manage the affairs and activities of Apostles, except to the extent delegated to the Leadership Council as set forth in these Bylaws.

Section 2. 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 his 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 Leadership Council as set forth in these Bylaws. In partnership with the Leadership Council, the Senior Pastor shall be responsible for the Vision and Values of Apostles. The call of the Senior Pastor includes providing oversight, direction and facilitation of the Vision and Values of Apostles. In fulfilling these responsibilities, the Senior Pastor should value the wisdom, counsel and experience offered by the Leadership Council. The spiritual welfare, purity and ministry of the Apostles’ congregation shall be of the highest priority to the Senior Pastor.

Fourth, the Senior Pastor is accountable to the members of the Leadership Council as set forth in these Bylaws. As set forth in these Bylaws, the lay members of the Leadership Council shall serve as an accountability team to whom the Senior Pastor is accountable regarding issues in and of Apostles, 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 3. Annual Review.

The Leadership Council shall create a Performance Review Committee to perform the annual review of the Senior Pastor. Unless otherwise directed, the Performance Review Committee shall perform its annual review no later than May of each year. The Performance Review Committee shall be selected on an annual basis by Leadership Council and shall include the Officers and no more than two (2) other members of the Leadership Council.

Section 4. Term.

The Senior Pastor shall serve as the Chairman of the Leadership Council. The Senior Pastor shall prioritize his time in accordance with the Vision and Values of Apostles. He shall serve as Senior Pastor until he and the Leadership Council agree that he should no longer serve in that capacity. If 2/3 of the lay members of the Leadership Council 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 Leadership Council, the Leadership Council shall submit a written request for intervention by the Bishop whose ecclesiastical authority is recognized as providing leadership and spiritual oversight to Apostles. The Bishop will undertake the procedure as laid out in the canons of the Diocese. The decision of the ecclesiastical authority will not be the subject to further review.

If needed, the Leadership Council will then appoint an acting Senior Pastor to serve until the position of Senior Pastor can be filled.

ARTICLE VII STAFF

Section 1. Employment Decisions.

The Senior Pastor shall recommend, and the Leadership Council shall approve by a vote of the majority, all staff positions with an appropriate salary range. The Senior Pastor shall have the highest level of staff authority and shall supervise, or delegate the supervision of, employment decisions and the determination of job responsibilities for all staff. The Senior Pastor has discretion to hire and fire Apostles personnel, provided that Leadership Council approve the hiring of personnel who are director level ministers and higher. 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 Officers or the Finance Committee.

ARTICLE VIII FINANCES

Section 1. Receipts.

Apostles shall receive all monies or other properties transferred to it for purposes that are consistent with Scripture and the Vision and Values of Apostles. The Leadership Council, or a team designated by it such as the Finance Committee, shall establish policies and procedures that will ensure that generally accepted accounting principles and procedures will be followed by Apostles.

Section 2. Management and Review.

The Leadership Council, or the Finance Committee, shall manage and disburse any funds or property only for the benefit of Apostles in accordance with its Vision and Values and according to the established guidelines of Apostles. The Finance Committee, lead by the Treasurer, shall present an annual budget in writing no later than the twelfth month of each fiscal year to the Leadership Council. All Apostles' budgets, original and modified, prepared by the Finance Committee shall be made final upon a majority vote of the Leadership Council. The Officers and the Finance Committee shall also review the financial statements of Apostles on a monthly basis.

ARTICLE IX PROPERTY

Titles to all properties acquired with funds of Apostles or for purposes of Apostles shall be vested in Apostles. Transfers, including encumbrances, of (a) personal property with an

individual or aggregate value in excess of \$10,000 and (b) real property shall be made only with a vote of two-thirds of those members of Leadership Council present at a Leadership Council Meeting. The Leadership Council shall determine the distribution of all net properties upon dissolution of Apostles but in all cases, such property must be distributed to another organization exempt under section 501(c)(3) of the Internal Revenue Code.

Prior to the sale of church property, the Leadership Council shall first offer the property at a price determined by the seller to the Diocese which, unless such right to purchase is waived, shall have sixty (60) days to elect to pursue its acquisition for purposes of the Diocese.

ARTICLE X CHANGING THE BYLAWS

These Bylaws may be amended, altered or repealed at any time by a two-thirds majority vote of those present constituting a quorum of the Leadership Council, and by a two-thirds 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 Leadership Council or is or was serving as an Officer, assistant or volunteer at the request of Apostles 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 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 he might have, but it shall not be available until recovery from all other sources has been applied. Apostles 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 Leadership Council shall take all such action as may be necessary and appropriate to authorize Apostles 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 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 Apostles 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 Leadership Council to have and maintain insurance policies in place at all times. It is the desire of Apostles to protect the staff, buildings, grounds, vehicles, contracts and other property of Apostles 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 Leadership Council, 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 Apostles.