

AMENDED AND RESTATED BYLAWS
FOR
CHURCH OF THE CROSS, INC.

ARTICLE I

These Bylaws provide for the governance of Church of the Cross, Inc., an Anglican Church in Communion with the Anglican Church in North America (ACNA) located in Bluffton, South Carolina (hereinafter “Church”), a non-profit corporation created pursuant to the laws of the state of South Carolina and governed by the South Carolina Non-Profit Corporation Act, S.C. Code Ann. §33-31-101, et seq. (2008) (hereinafter “Act”).

ARTICLE II

All who have been either baptized in, or had their membership transferred to, the Church and have received Holy Communion at the Church at least three (3) times during the preceding year (unless for good cause prevented) are to be considered Communicants of the Church (hereinafter “Communicants”). All Communicants who have received Holy Communion at least twelve (12) times during the preceding year (unless for good cause prevented), reached the age of twenty-one (21), and have demonstrated a commitment to working and praying, and providing financial support for, the Church, are to be considered Communicants in Good Standing (hereinafter “Communicants in Good Standing”).

ARTICLE III

SECTION 3.1. MEMBERSHIP VOTING.

Each Communicant in Good Standing shall be entitled to one (1) vote. Voting by ballot is permitted at any meeting held in accordance with these Bylaws, or in lieu of a meeting in the procedure set forth in the Act. Proxies are not permitted.

SECTION 3.2. QUORUM.

The presence in person of ten (10%) percent of Communicants in Good Standing shall constitute a quorum.

SECTION 3.3. MAJORITY.

As used in these Bylaws, the term “Majority” shall mean fifty-one (51%) percent of the Communicants in Good Standing present in person at the particular meeting.

SECTION 3.4. MAJORITY VOTE.

A vote of the Majority present at a meeting at which a quorum shall be present shall be binding upon all Communicants.

SECTION 3.5. ANNUAL MEETINGS.

The Annual Meetings of the Church shall be held in the first quarter of each year, or at such other time as the Vestry may establish. The Vestry will set the date and publish it to the congregation at least two weeks before the meeting. The business shall include the election of members to the Vestry and delegates to the ACNA gatherings; consideration and action of reports of the Rector, Officers, Vestry and Committees. and any other business consistent with the purpose of the Church. The Rector presides at these meetings; but if there is no Rector or if the Rector is absent, then the Presiding Officer shall be the Senior Warden and in the absence of the Senior Warden the Junior Warden shall preside.

SECTION 3.6. NOTICE OF MEETINGS.

The Corporate Secretary shall provide notice of each Annual Meeting, stating the time and place where the meeting is to be held, to the Communicants in Good Standing. Notice of meeting may be provided by mail, or electronically. Notices for Annual Meetings shall be provided at least two weeks but not more than sixty (60) days in advance of such meeting.

SECTION 3.7. SPECIAL MEETINGS OF COMMUNICANTS.

Special Meetings of Communicants in Good Standing may be called by the Rector, a majority of the Vestry, or by a petition signed by at least twenty (20%) percent of the Communicants in Good Standing and presented to a Vestry member and provided to Rector. Except in cases in where express provision is made by statute, notice of any Special Meeting shall state the date, time, and place of such meeting, and shall specify, in addition to the place, date and hour of such meeting, the nature of the business to be transacted, and no other business may be transacted at the Special Meeting. Notice may be given by mail or electronically if confirmation of its receipt is maintained by the Corporate Secretary until the meeting for which the notice was provided has been adjourned.

If a Special Meeting of Communicants in Good Standing is called by Communicants in Good Standing, the request shall be submitted by them in writing, specifying the names of those requesting the special meeting and the general nature of the business proposed to be transacted, and shall be delivered personally or electronically to the Corporate Secretary or the Rector. The Special Meeting shall be held not less than forty-eight (48) hours following the receipt of the request.

ARTICLE IV

SECTION 4.1. THE VESTRY.

The affairs of the Church shall be governed by a Vestry comprised of the Rector and eight (8) Communicants in Good Standing who have reached the age of twenty-one (21). The Vestry shall have charge of the temporalities of the Church, and it shall be its duty to provide for all repairs, salaries and current expenses, and to take all necessary steps to raise the funds required, and to keep a proper account of the same. The Vestry shall have the powers and duties necessary for the administration of the affairs of the Church and may do all such acts and things authorized by these Bylaws and the Act. Additionally, two members of the Vestry will hold seats with voice and vote on the Board of Trustees of Cross Schools, concurrent with their Vestry terms. At all times the Vestry shall restrict the utilization of facilities owned or leased by the Church to use by ministries directly under the auspices of the Church or its Anglican affiliates.

SECTION 4.2. TERMS.

Members of the Vestry shall serve-staggered four (4) year terms with two (2) members rotating off every year. A Vestry Member who has served one (1) full four (4) year term is not eligible for reelection until one (1) year after the expiration of the last term served. Similarly, a Vestry Member who, through election to more than one (1) unfilled term, has served a total of four (4) years shall not be eligible for reelection until one (1) full year after the expiration of the last term served.

SECTION 4.3. ELECTION PROCEDURES.

Members of the Vestry shall be nominated by the Vestry and presented to the Communicants in Good Standing for election at each Annual Meeting in the manner and procedure established by the Vestry.

Nomination: Any eligible confirmed member of the Church in good standing may be nominated providing that the person has completed the nominating process outlined as follows. In addition to meeting the minimum requirements outlined in Article II, those who feel called by God to spiritual leadership and desire to offer themselves for election to the Vestry of The Church of the Cross shall have completed Christian Leadership Training Workshop and made the commitments included therein. They shall have signed the "Confession of Faith for Ministry at The Church of the Cross" (see Appendix A). They shall also provide a photograph and the written answers to the following questions: (1) What is your personal relationship with Jesus Christ and how is this relationship reflected in your life? (2) Why do you feel called to be on the Vestry of The Church of the Cross? (3) What has been your most significant ministry to this congregation in the current year? What might it be in the following year? (4) What has been your most significant ministry to the community at large in the current year? What might it be in the following year? (5) What is your understanding of the tithe and how does it apply to your personal stewardship? (6) How often are each of the following a part of your life: prayer, Scripture study, worship attendance, and participation in Christian education activities? (7) What Spiritual gifts would you bring to the Vestry if elected? (8) What vision do you have of The Church of the Cross four years from now when your Vestry term would expire?

The Vestry will then prayerfully consider those who have offered themselves for leadership and distribute the answers received from qualified communicants along with a photo of each person to the Parish family at least two weeks prior to the Annual Parish Meeting. This process constitutes the nominating process; nominations will not be accepted in any other manner.

Election: Members to the Vestry shall be elected at the annual meeting by ballot for the required number of names needed to fill the Vestry vacancies from among the list of nominees previously published. If there are more nominees than required to fill the Vestry vacancies, the election shall be by written ballot and the vote necessary for election shall be a majority of the votes cast.

SECTION 4.4. VACANCIES AND REMOVAL OF VESTRY MEMBERS.

The Vestry shall have the right, in its sole discretion, to remove a Vestry Member should a Vestry Member be absent from Vestry Meetings more than three (3) times in any year, should the Vestry Member no longer be a Communicant in Good Standing, or for any other reason the Vestry determines warrants removal of the Vestry Member by majority vote. In the event of a vacancy, the remaining Vestry Members may elect a successor Vestry Member to serve the remainder of the vacated and unexpired term.

SECTION 4.5. REGULAR MEETINGS.

Regular meetings of the Vestry shall be held as scheduled. The Rector, or in his absence, the Senior Warden, shall preside at meetings. Electronic meetings are expressly authorized. Notice of regular meetings of the Vestry shall be given by the Corporate Secretary to each Vestry Member, personally or by mail or e-mail, at least twenty-four (24) hours prior to the day named for such meeting.

SECTION 4.6. SPECIAL MEETINGS.

Special Meetings of the Vestry may be called by the Rector in the Rector's discretion, upon Twenty-four (24) hours notice to each Vestry Member, given personally or by mail, telephone or e-mail. Special Meetings of the Vestry shall be called by the Rector or Corporate Secretary upon receipt of a written request for a Special Meeting by two (2) Vestry Members; notice of said meeting shall be provided to all Vestry Members in the same manner.

SECTION 4.7. WAIVER OF NOTICE.

Before or at any meeting of the Vestry, any Member of the Vestry may waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Vestry Member at any meeting of the Vestry shall be a waiver of notice by him of the time, place and purpose thereof. If all members are present at any meeting of the Vestry, no notice shall be required and any business may be transacted at such meeting.

SECTION 4.8. QUORUM.

At all meetings of the Vestry, a majority of the Vestry Members shall constitute a quorum for the transaction of business, and acts of the majority present at a meeting at which a quorum is present shall be the acts of the Vestry. If, at any meeting of the Vestry, there is less than a quorum present, the majority of those present may adjourn the meeting until such time as a quorum may be reached,

at which time any business which might have been transacted at the meeting as originally called may be transacted without further notice. Voting by proxy shall not be allowed at meetings of the Vestry.

SECTION 4.9. OPEN MEETINGS.

Vestry meetings may be open to all Communicants in Good Standing at the Vestry's discretion, but attendees other than members of the Vestry may not participate in any discussion or deliberation. Notwithstanding the above, upon motion by a Vestry Member, any Vestry meeting may be adjourned and reconvened in Executive Session, at which point only Vestry Members can be present. The matters that may be discussed in Executive Session include, but are not limited to, the following:

- (a) matters pertaining to employees of the Church;
- (b) consultation with legal counsel regarding disputes that are the subject of pending or imminent court proceedings or matters that are privileged or confidential between attorney and client;
- (c) investigative proceedings concerning possible or actual criminal or fraudulent conduct; or
- (d) any matter a majority of the Vestry deems appropriate.

SECTION 4.10. ACTION WITHOUT A FORMAL MEETING.

Any action to be taken at a Vestry meeting, or any action that could be taken at a Vestry meeting, may be taken without a meeting as set forth in the Act.

Section 4.11. Restructuring the Vestry

In an effort to consolidate its various affiliated corporate entities so as to accelerate its Gospel impact and to rapidly transition from six (6) to eight (8) members, the Vestry was restructured in 2022. The details of this restructuring are specified in Appendix B.

ARTICLE V

SECTION 5.1. DESIGNATION OF OFFICERS.

The principal officers of the Church shall be the Chairman, who shall be the Rector, a Senior Warden, a Junior Warden, a Corporate Secretary, and a Treasurer. All officers shall be elected by the Vestry as set forth below. The Rector shall serve as the Chairman of the Vestry.

SECTION 5.2. RECTOR.

The Rector shall be the President and Chief Executive Officer of the Church and shall perform such duties, including the hiring and firing of the Church personnel and have such powers as may be needed to effectuate the Rector's obligation to provide spiritual oversight for the Church. The Rector shall preside at all meetings of the Vestry at which the Rector is in attendance and be a member ex-officio of all Church committees. Unless otherwise provided in the terms of the call, the Rector shall continue to serve until retirement, death, resignation, or until the pastoral relationship is severed in accordance with the Canons of the Anglican Diocese of South Carolina.

SECTION 5.3. ELECTION OF OFFICERS.

The officers of the Vestry shall be elected by majority vote of the Vestry annually. Positions which are vacant or open shall be filled by election of the newly formed Vestry at the organizational meeting of each new Vestry.

SECTION 5.4. SENIOR WARDEN.

The Senior Warden shall serve as consultant and advisor to the Rector. The Senior Warden shall perform such other duties as may be assigned by the Vestry and as set forth in other sections of these By-Laws.

SECTION 5.5. JUNIOR WARDEN.

The Junior Warden shall have responsibility for the supervision and maintenance of all Parish property, real and personal, other than securities and cash. The Junior Warden shall perform such other duties as may be assigned by the Vestry.

SECTION 5.6. CORPORATE SECRETARY.

The Corporate Secretary need not be a member of the Vestry, but must be a Communicant in Good Standing who meets the requirements for Vestry membership outlined in Section 4.3. It shall be the responsibility of the Corporate Secretary to ensure that a correct record of the meetings of the Vestry and all Annual and Special Meetings of Communicants, to attest their acts, and preserve the records, and to deliver to its successor all books and papers regarding the Church.

SECTION 5.7. TREASURER.

The Treasurer need not be a member of the Vestry, but must be a Communicant in Good Standing who meets the requirements for Vestry membership outlined in Section 4.3. It shall be the responsibility of the Treasurer to insure: the collection and disbursement of all monies, the keeping of regular accounts of all transactions, and the delivery to his/her successor all associated books, papers, and funds. The Treasurer shall keep the Vestry informed of the current financial status of the Church, prepare all necessary financial reports and annual budget, and perform such other duties normally assigned to a treasurer. The Treasurer shall Chair the Finance Committee.

ARTICLE VI

Section 6.1. ACNA Communion Delegates:

There shall be four (4) delegates representing the Church at each ACNA gathering. The Senior Warden of the Church shall be one of the delegates. Should a member of the Church serve in a leadership capacity within the ACNA communion, that person (or those persons) shall also be a delegate(s); the Junior Warden shall also be one of the delegates. The remaining delegates needed shall be chosen by the Vestry from those Vestry members who are rotating off of the Vestry that year because their terms have expired. Delegates will serve for one (1) year.

Section 6.2. ACNA Communion Alternates:

Should Alternate Delegates be needed, they will be chosen by the Vestry from those Vestry members who are rotating off of the Vestry that year because their terms have expired or from the Finance Committee. Alternates to represent the Church at ACNA communion gatherings will serve for one (1) year.

ARTICLE VII

SECTION 7.1. SIGNATURE TO COMMERCIAL PAPER.

All checks and drafts shall be made, drawn and endorsed in the name of the Church and signed by the Treasurer, or by the Rector, Director of Finance and Administration or Senior Warden who will advise the Treasurer of any action taken. Any non-budgeted expenditure in excess of Five Hundred (\$500.00) Dollars requires the signatures or prior approval of any two of the designees referenced in this Section 7.1.

SECTION 7.2. FINANCIAL REVIEW.

The financial books and records of the Church and all organizations operating under its auspices shall have an agreed-upon-procedures report prepared annually by a certified public accountant or internal auditor; such an engagement is to commence within ninety (90) days following the close of the fiscal year and shall be submitted to the Vestry and become a part of the permanent records of the Church.

ARTICLE VIII

The Vestry shall appoint a Finance Committee composed of at least four (4) members who meet the requirements for Vestry membership outlined in Section 4.3 and have demonstrated the level of financial acumen needed to guide the stewardship of the Church's assets. The Treasurer will Chair this committee and give a monthly report to the Vestry of its activities. Courses of action suggested

by the Finance Committee will be acted upon by the Vestry as the ultimate Church authority in temporal matters.

The Vestry shall appoint a Missions Outreach Board consisting of no fewer than five (5) and no more than seven (7) members who meet the requirements for Vestry membership outlined in Section 4.3 and have a passion for local, national and foreign mission endeavors. Subject to the approval of the Vestry, the Missions Outreach Board will adopt a set of bylaws to govern its operations; these bylaws may be amended only by the Vestry. Chief among its responsibilities will be to recommend to the Vestry via the Finance Committee the allocation of funds generated by God's Goods for missions or other sources of funding for missions; the final decision related to these expenditures will be made by the Vestry.

The Vestry may appoint other committees as set forth in the Act as deemed necessary to effective operation, including, but not limited to, stewardship, memorials, or personnel, all as the Vestry deems appropriate to perform such tasks and to serve for such periods as the Vestry may designate by resolution. Each committee shall operate in accordance with the terms of such resolution. Establishment of a committee shall not limit the Vestry's right with regards to the tasks assigned to said committee. The Vestry shall have the right to act in the stead of, and be the final determination of, any decision made or to be made by a committee so established.

ARTICLE IX

These Bylaws may be amended by the Vestry without a vote of the Communicants in Good Standing upon approval of a Majority of the Vestry Members. The Bylaws may also be amended by the Communicants in Good Standing at a Special Meeting of Communicants in Good Standing as set forth in Section 3.7 above, upon approval by the Communicants in Good Standing by a Majority of those present in person. Amendments to these Bylaws shall become effective upon approval by the Vestry or the Communicants in Good Standing as the case may be, unless the amendment specifies a later effective date. Communicants will be notified of all approved amendments, and copies will be provided upon request to the Corporate Secretary.

ARTICLE X

All meetings of the Church, including meetings of the Vestry, shall be held in accordance with Robert's Rules of Order (latest edition) when not in conflict with the then existing Bylaws or the laws of the State of South Carolina.