



The Bylaws of the Church of the Holy Cross

Article 1 - Organization

Section 1.1. Incorporation.

Church of the Holy Cross (hereafter, “Holy Cross” or “Church” or “Congregation”) is a religious corporation formed under the Virginia Nonstock Corporation Act (the “Act”) as Church of the Holy Cross of Albemarle. The Church is automatically considered tax exempt as contemplated by section 501(c)3 of the Internal Revenue Service Code.

Current members of the Vestry shall be Directors of the Nonstock Corporation.

Section 1.2. Affiliation.

Holy Cross is a congregation of the Diocese of Christ our Hope (hereafter, “Diocese”) within the province of the Anglican Church of North America. The bylaws, organization, ministry, and doctrinal beliefs of Holy Cross shall conform to the Canons of the Diocese of Christ our Hope.

Church of the Holy Cross affirms the Jerusalem Declaration, the Thirty-Nine Articles, understood in their literal and grammatical sense, and orders her liturgical life in accordance with the Book of Common Prayer 2019.

Section 1.3. Mission and Vision.

We envision a growing and joyful parish community of all ages in Crozet that experiences a common life in the love of Christ.

We seek to be an intergenerational parish that leads people to Christ through Word and Sacrament.

Section 1.4. Core Values.

Holy Cross seeks to live by these values and practices as derived from Acts 2:42-47.

- a) Hospitality: Welcoming others as Christ welcomed us.
- b) Rootedness: Grounded in the Apostolic Faith, the Bible, and Great Tradition.
- c) Formation: Growing through the liturgical and sacramental life of the church.
- d) Service: Generously sharing our time, talent, and treasures, and participating in mission.

Article 2 – Membership

Section 2.1. Membership Requirements.

A Voting Member of Holy Cross:

- a) Is baptized in the name of the Father, Son and Holy Spirit;
- b) Has completed a course of instruction in the Christian Faith;
- c) Has been confirmed or received into the Anglican Church;
- d) Is at least 21 years old;
- e) Has signed the Membership Covenant;

- f) Is committed to the vision, mission, and values of Holy Cross;
- g) Is a regular communicant; and
- h) Is active in serving the Church and gives regularly to the Church's mission.

Voting Members of Holy Cross are those members who are in good standing and at least twenty-one (21) years of age. A Voting Member in good standing is a member who is not under church discipline and who throughout the past year has actively shared in the life and witness of the Church, communed at least three (3) times (unless by good reason prohibited) and given financial resources to the Church. 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.

Those who are waiting to be confirmed or intend to be confirmed and otherwise meet the requirements for membership may be considered Voting Members. At the Rector's discretion, those who have not been confirmed may be admitted as Voting Members.

Section 2.2. Responsibilities of Voting Members.

The responsibilities of Voting Members are summed up in the Offices of Instruction in the 1928 Book of Common Prayer: "What is your bounden duty as a member of the Church? My bounden duty is to follow Christ, to worship God every Sunday in his Church; and to work and pray and give for the spread of his kingdom." (1928 Book of Common Prayer)

1. *Follow Christ in life and doctrine.* All Voting Members are called to a path of maturity, following the teachings of Christ, chiefly to love God and neighbor. Voting Members are to be eager "to maintain the unity of the church in the common bond of peace (Ephesians 4:1-6)." Voting Members will affirm and uphold the essential teachings of the church as summarized in the Nicene Creed and Jerusalem Declaration and support the mission, vision, and values of the parish.
2. *Worship God faithfully.* All Voting Members will commit to worshipping and communing every Sunday unless for good cause prevented. Voting Members will also

seek to pray and read Scripture regularly privately and with others as encouraged by the Book of Common Prayer.

3. *Work, pray, and give for the Spread of the Kingdom.* All Voting Members will work for the spread of Christ's kingdom through his church and through Christian faithfulness in relationships, family life, vocation, service, evangelism, and mission. Voting Members will pray fervently for God's kingdom to come and will be done. Voting Members will give generously to the Church in tithes and offerings for the spread of the kingdom. Voting Members will pray regularly for the Church and participate in nominating and voting for members of the Vestry and voting on the annual budget.

Section 2.3. Discipline of a Voting Member

Our Church desires to glorify God, deter sin, build godly relationships with one another, and address (with teaching and correction according to Matthew 18:15-17, Ephesians 4:15-16, 1 Thessalonians 5:14, Titus 3:10) those who depart from Scripture and biblical conduct. The goal in all discipline will be complete restoration of the Voting Member's relationship with Christ and relationship with Holy Cross.

Section 2.4. Removal from Membership

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

1. Death of the member;
2. Transferal of membership;
3. Written request of the member;
4. Dismissal through church discipline; or
5. Inactivity and non-attendance for over one year.

Article 3 – Member Meetings

Section 3.1. Annual Meetings of Voting Members

There shall be an Annual Meeting of Voting Members of Holy Cross during the month of November or at some other time to be designated by the Rector and a majority vote of the Vestry (“Annual Meeting”). No less than thirty (30) days written notice of such meeting shall be given to the Congregation by the Rector, or the Vestry (if the Rector is not available).

At the Annual Meeting, the Voting Members shall be provided with information and a forum for discussion about the mission, ministries and direction of Holy Cross, along with a financial report. At the Annual Meeting, members of the Vestry shall be elected and the budget for the upcoming fiscal year shall be approved by vote.

The Rector, or a designated member of the Vestry, shall preside at all meetings of Voting Members.

Section 3.2. Special Meetings of Voting Members.

Special meetings of Voting Members other than the Annual Meeting may be called at any time by the Rector or by a majority vote of the Vestry. 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 Rector or designated Vestry member(s) shall preside at all such Special Meetings.

Section 3.3. Voting.

The Vestry may request a vote on any issues requiring a decision to be made by the Voting Members of Holy Cross at a called meeting, whether an Annual Meeting or a Special Meeting.

Every Voting Member shall be entitled to cast one vote. A Voting Member of the Congregation may not appoint a proxy for himself or herself and may not vote by proxy.

Section 3.4. Quorum.

A minimum quorum requirement of one third (1/3rd) of Voting Members shall exist for any 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 4 - Church Leadership

Section 4.1. Duties and Responsibilities of the Vestry.

Recognizing that the Vestry is called to serve the common good of the Congregation, and realizing that all decisions of Holy Cross are spiritual decisions, their responsibilities shall include:

1. Authority over the business and legal affairs of Holy Cross, including, but not limited to authorization of the annual budget, overseeing the purchase and sale of Church property and any rental of Church property, and assuring that the legal affairs of Holy Cross are in order.
2. Partnering with the Rector to establish, refine, communicate, and defend the Vision and Values of Holy Cross. The Vestry will also serve as an advisory council for matters of ministry and provide prayer, support, wisdom, and counsel to the Rector for mission and ministry of Holy Cross.
3. Partnering with the Rector to discern the strategic focus of Holy Cross, including helping him to evaluate and establish the annual and long-term goals of the Congregation, while the staff and other clergy under the Rector's leadership will execute the specific tasks and tactics to fulfill those strategies.

4. Voting on issues of church discipline, specifically in removing a Voting Member from the membership of the Church. Dismissal requires a majority vote by the Vestry.

Section 4.2. Qualifications of Members of the Vestry.

As required by the Diocese, A member of the Vestry must be a Voting Member of the Church, at least 21 years of age, and must have been confirmed or received by an Anglican bishop. Exceptions to confirmation requirement are stated in Canon 6, section 3, of the Diocesan Canons.

Further, a member of the Vestry will aspire to be:

- a) A mature Christian;
- b) One who maintains an active prayer life;
- c) One whose life is in order in his / her home, business, etc.;
- d) One who maintains biblical sexual morality, practices, and personal holiness;
- e) One who has good reputation within the local community;
- f) One who is known and respected among the Congregation;
- g) One who is currently active in service within the ministry and mission of the local church;
- h) One who is known as a cheerful giver, not only of money but also of time;
- i) One who understands, has counted the cost of, and is committed to fulfilling the responsibilities and duties of a Vestry member; and
- j) One who unreservedly holds to the Doctrine of the Church as set forth in this Province, and this Diocese and their Constitution and Canons.

Additionally, Vestry members at Holy Cross must be committed to the Vision, Mission, and Values of Holy Cross and give generously in tithes and offerings to the Church.

Section 4.3 Vestry Oath.

As stipulated by Canon 6.3.1 of the Diocesan Canons, every person elected as a Vestry member shall attest, by signing a book kept for that purpose, the following declaration and 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 through our Lord Jesus Christ and I do yield my consent to the doctrine set forth in the Constitution of the Anglican Church in North America, and to the discipline and forms of worship of the same as practiced within the Diocese of Christ our Hope. I promise that I will faithfully execute the duties of the office of Vestry member of this Congregation to the best of my ability.”

Section 4.4. Number and Tenure.

1. The Vestry shall consist of a minimum of five (5) persons, including the Rector. The Vestry may expand the size of the Vestry based on needs of the Church but never exceed ten (10) persons. The Rector shall be a member of the Vestry, by virtue of office. 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.
2. The initial Vestry shall be appointed by the Rector and the Leadership Team. These terms may be staggered terms.
3. As the terms of the initially appointed members expire, future members of the Vestry shall be elected to serve three (3) year terms.
4. 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.

Section 4.5. 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 the Vestry shall request nominations for the Vestry from the Voting Members. The nomination period will close thirty days (30) before the Annual Meeting. A nominating committee may be formed consisting of at least two (2) members of the Vestry, and at least two (2) other Voting Members of the Church, as chosen by the Vestry. In soliciting nominations to the Vestry, the Vestry (or nominating committee) shall communicate the duties and requirements of Vestry members as stated in Section 4 of the Bylaws.

The Vestry (or nominating committee) will be responsible for discerning that all candidates meet the qualifications for leadership (see Article 4, section 2) and for presenting one (1) candidate to the Annual Meeting for each Vestry vacancy. There will be no nominations outside of those made by the Vestry (or 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 vote at the Annual Meeting or Special Meeting. The Voting Members shall approve or disapprove the list of candidates in its entirety by majority vote. The voting shall be conducted via secret ballot.

Section 4.6. Vacancies.

In the event of the death, resignation, 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 4.7. Meetings.

The Vestry shall meet as directed by the Rector regularly, but no less than eight (8) times per twelve (12) month period. Meetings of the Vestry may be called by the Rector, 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 Vestry members. Such notice may be by electronic means. All Vestry members shall be given at least five (5) days notice of any meeting. Vestry meetings may be conducted virtually. Vestry members unable to attend in-person Vestry meetings may join virtually and thus be counted present.

Section 4.8. 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. Voting may be done by virtual or electronic means.

Section 4.9. Quorum.

At all of the Vestry meetings, the presence of fifty percent (50%) of the members of the Vestry shall constitute a quorum. In the absence of a quorum, the majority of the members of the Vestry present may adjourn any meeting until there is a quorum.

Section 4.10. Action Without Meeting.

Any action that is required, or permitted to be taken, at a meeting of the Vestry may be taken without a physical meeting of members if the action is taken by the members of the Vestry

necessary to approve such matter. Such consent may be solicited and delivered by virtual, electronic, or other means.

Section 4.11. Resignation.

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

Section 4.12. Removal.

Any member of the Vestry may be removed at a Vestry meeting by a vote of two-thirds of the members of the Vestry or by a vote of two-thirds of the Voting Members of the Congregation present at a duly called meeting of the Congregation, excluding the vote of the affected member of the Vestry for voting purposes.

Section 4.13. Disqualification.

A Vestry member shall be removed when the member's conduct, taken as a whole, fails to continue to meet the standard of the qualifications of members of the Vestry as defined in Article 4, Section 2.

Section 4.14. Committees.

The Vestry may create ad-hoc or standing committees, comprised of any combination of Vestry or non-Vestry members to serve the mission of the Church. Chairs of committees shall be

appointed by the Vestry. Members of the committee may be invited by the Chair with approval from the Vestry. All committees shall report to the Vestry.

A standing Finance Committee shall consist of the Treasurer and at least two (2) other Voting Members of the Church. The Finance Committee shall assist the Treasurer in creating an annual budget and any other tasks the Treasurer may deem necessary. The Finance Committee shall serve one (1) year terms, renewable up to two (2) years.

Section 4.15. Ministry Affiliates.

The Vestry may create ministry affiliates by entering into agreements and/or creating subsidiaries, partnerships, joint ventures, or other arrangements to further the mission and values of the Church. All organizations so affiliated with the Church shall be under the review and oversight of the Vestry.

Article 5 - Officers

Section 5.1. Officers.

The officers of the Vestry of Holy Cross shall be the Senior Warden, Junior Warden, Clerk, and Treasurer. The Vestry may form additional offices. The officers shall partner with the Rector in setting the agenda for the Vestry.

Section 5.2. Senior Warden.

1. Selection of the Senior Warden

Each year at the first meeting following the Annual Meeting, the Rector shall select a Senior Warden from among Vestry members to hold office for one (1) year, renewable

each year of the Vestry member's term. The Vestry shall confirm the Rector's selection of a Senior Warden by vote at the first Vestry meeting after the Annual Meeting.

2. Duties of the Senior Warden

- a) The Senior Warden serves as the "Rector's Warden." 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.
- b) The Senior Warden shall preside at all meetings of the Vestry or of the Congregation in the absence of the Rector.
- c) 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.
- d) The Senior Warden shall perform other duties as prescribed by the Vestry.

Section 5.3. Junior Warden.

1. Selection of the Junior Warden

Each year, at the first meeting of the Vestry after the Annual Meeting, the members of the Vestry shall elect a Junior Warden to hold office for one (1) year, renewable each year of the Vestry member's term.

2. Duties of the Junior Warden/Secretary

- a) The Junior Warden serves as the "People's Warden." The Junior Warden serves as a liaison between the Congregation, the Vestry, and the Rector.
- b) The Junior Warden shall preside at all meetings of the Vestry or of the Congregation in the absence of the Rector and the Senior Warden.
- c) The Junior Warden, in coordination with the Rector, shall maintain the parish register, keeping current the names and contact information for all members.

- d) The Junior Warden shall publish any official communications from the Vestry to the Congregation.
- e) The Junior Warden shall perform other duties as prescribed by the Vestry.

Section 5.4. Treasurer.

1. Selection of the Treasurer

Each year, at the first meeting of the Vestry after the Annual Meeting, the members of the Vestry shall elect a Treasurer to hold office for one (1) year. The Vestry shall elect a Treasurer from within the Vestry.

2. Duties of the Treasurer

- a) The Treasurer shall be responsible for overseeing the accurate account of all moneys of the Church, received or disbursed.
- b) The Treasurer shall ensure that the Church's finances be directed toward religious, charitable, or educational purposes, and not for any private benefit.
- c) 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.
- d) The Treasurer shall make a report to the Congregation at the Annual Meeting.
- e) The Treasurer shall coordinate all independent financial reviews and audits.
- f) The Treasurer shall review the Church's financial statements at each regular meeting of the Vestry.
- g) The Treasurer shall form a Finance Committee and may form an ad-hoc committee as circumstances require with the approval of the Vestry.

Section 5.5. Clerk.

The clerk or secretary of the parish Vestry records minutes of the Vestry meetings and is a Vestry member appointed by the Vestry. The minutes are approved by the Vestry and kept in the permanent records of the parish. The Clerk shall also keep the calendar for the Vestry, scheduling Vestry meetings, and giving notice to Vestry members about upcoming meetings. The Vestry may assign other duties to the Clerk. The Clerk shall be elected by the Vestry and serve a one (1) year term, renewable for up to two (2) additional years.

Section 5.5. Removal and Vacancy.

The Officers may be removed at any time 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 shall be filled for the remainder of the applicable term by appointment of the Rector and with the concurrence of the Vestry.

Article 6 – Rector

Section 6.1. Call and Hiring of the Rector.

The Rector shall be called by God, qualified according to Scripture, ordained as a presbyter in Anglican orders, willing to fulfill this leadership responsibility, and support the vision and mission of Holy Cross. The Rector shall be recognized and honored by the Vestry and the Congregation.

When an opening exists for a Rector, the Vestry shall immediately consult with the Bishop and appoint a Search Committee. Members of the Search Committee must be Voting 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 recommend a candidate to the Vestry. If the Vestry approves the candidate by unanimous vote, the Vestry shall then obtain the approval of the Bishop. The Vestry shall then present the new Rector to the Congregation.

Section 6.2. Duties of the Rector.

1. The Rector will serve as the shepherd of the Congregation by seeing that the Word is duly preached and the Sacraments rightly administered, by providing pastoral care to all members, and by directing the vision of the Church.
2. The Rector shall manage the affairs and activities of Holy Cross, except to the extent delegated to the Vestry as set forth in these Bylaws.
3. The Rector is also responsible for the oversight of the Congregation by:
 - a) Overseeing and/or delegating the management of all ministries;
 - b) Overseeing personnel issues, including hiring, development, supervision, and (as needed) dismissal of Church staff (in consultation with the Vestry); and
 - c) Presiding over Vestry meetings and partnering with the Vestry to advance the mission of the Church.

Section 6.3. Accountability.

First, the Rector is accountable to our Lord and Savior, Jesus Christ. Second, the Rector is accountable to the Bishop. Third, the Rector is accountable to the Vestry as set forth in these Bylaws. On an annual basis, the Vestry shall work together with the Rector to help him evaluate the progress of his ministry goals and provide appropriate feedback through a clergy review process.

Section 6.4. Procedure When Pastoral Relationship Imperiled or Hindered.

Whenever the Rector or a majority of the Vestry believes the pastoral relationship between the Rector and the Congregation to be imperiled or hindered by reason of dissension including but not limited to any of the reasons set forth in Title IV Canon 2 of the Constitution and Canon of the Anglican Church of North America (June 2012) either or both may present the matter to the Bishop.

1. Upon notification of such imperilment or hindrance, the Bishop shall promptly seek reconciliation by whatever means he believes appropriate. The Bishop, or his delegate, shall hold conferences with the Rector 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.
2. The Bishop shall make the final judgment after praying over the matter and taking into consideration the recommendations of the Vestry and other such consultation as he deems appropriate. The recommendations may include but are not limited to a leave of absence with pay for the Rector, a continuation of the pastoral relationship on a provisional basis, or dissolution of the pastoral relationship.
3. 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 Rector or the remainder of the Vestry may petition the Bishop to review and/or modify the financial terms of the judgment. The bishop shall in all cases render pastoral support and godly care to the Rector while seeking to also serve the parish and its Vestry in its time of need.
4. If for any reason the Rector shall refuse to comply with the judgment of the Bishop, the Bishop may suspend the Rector from the exercise of the ministry of a Presbyter until he complies with the judgment and the Vestry may petition the Bishop for pastoral assistance until a resolution is reached.

Section 6.5. Removal of the Rector.

If the Vestry desires the Bishop to remove the Rector for cause, it shall consult with the Bishop prior to any action in the circumstances.

The term “cause” shall mean the Rector 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 conduct enumerated in Title IV Canon 2 of the Constitution and Canon of the Anglican Church of North America (June 2012).

Section 6.6. Compensation of the Rector.

The Vestry shall have authority to determine the compensation and benefits of the Rector (as well as all other Church staff). The Rectors compensation shall be reviewed annually as part of the budgeting process for the upcoming fiscal year.

Section 6.7. Interim Rector.

At a time of pastoral vacancy, an Interim Rector may be appointed after consultation with the Bishop and by majority vote of the Vestry. Any Interim Rector shall have all the rights and duties as a regularly called Rector until a new Rector is called or until removed after consultation with the Bishop by majority vote of the Vestry.

Article 7 – Church Staff

Section 7.1. Employment Decisions

1. The Rector shall hire all staff positions and the Vestry shall set the appropriate salary range.
2. The Rector 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.
3. In consultation with the Vestry, the Rector has discretion to hire and dismiss staff members.
4. Each staff member must be faithful to the qualifications under which the staff member was hired. If an employee fails to meet the requirements for which the employee was hired or has transitioned into, the employee may be released from employment.
5. The Rector shall maintain a current job description for each staff member and conduct an annual review in accordance with that description.

Section 7.2. Compensation.

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

Section 7.3 Procedure When Clergy (Other than Rector) Relationship Imperiled or Hindered

Whenever the Rector or a majority of the Vestry believes the relationship between Clergy (other than the Rector) and the Congregation to be imperiled or hindered by reason of dissension including but not limited to any of the reasons set forth in Title IV Canon 2 of the Constitution and Canons of the Anglican Church of North America (June 2012) either or both may present the matter to the Bishop. In such case, the Rector and/or the Vestry may call upon the Bishop to

assist them and that Clergy member in a manner parallel to that set out in Sections 6.4 and 6.5 above.

Article 8 - Finances

Section 8.1. Receipts.

Holy Cross shall receive all monies or other properties transferred to it for purposes that are consistent with Scripture and the mission of Holy Cross. The Vestry, or such persons designated by it, such as the Finance Committee/Treasurer, shall establish policies and procedures that will ensure generally accepted accounting principles and procedures will be followed by Holy Cross.

Section 8.2. Management.

1. The Vestry shall manage and disburse any funds or property only for the benefit of Holy Cross in accordance with its mission.
2. The Treasurer shall present a proposed budget for the upcoming fiscal year to the Vestry no later than one month before the Annual Meeting.
3. The Vestry shall review, approve, and then submit the budget to the Church for a vote at the Annual Meeting.
4. The proposed budget shall be made available to Voting Members fourteen (14) days before the Annual Meeting for a review period. Questions concerning the budget during this review period shall be directed to the Treasurer or the Treasurer's designees.
5. The budget shall be approved and thus made final by a simple majority during the Annual Meeting via a secret ballot. Should the budget not pass, the Vestry shall present a revised budget to the Voting Members at another called meeting of the Voting Members.
6. The Vestry may approve changes to the budget during a fiscal year not to exceed ten percent (10%) of the approved total expenses for the current budget year. Changes to the

budget above ten percent (10%), shall require a vote of the Voting Members by simple majority at a called meeting of the Voting Members.

7. The Vestry shall provide for a regular financial review or audit of the Church's finances, in accordance with the guidelines stated in Title I, Canon 6, Section 3.8 of the Diocesan Canons.
8. A public copy of the budget shall be made available upon request to any voting member.

Article 9 - Property

Titles to all properties acquired with funds of Holy Cross or for purposes of Holy Cross shall be vested in Holy Cross. Transfers, including encumbrances, of (a) personal property with an individual or aggregate value in excess of FIVE THOUSAND DOLLARS (\$5,000) 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 Holy Cross, 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 10 – Amendment of the Bylaws

These Bylaws may be amended or altered only as follows:

1. Voting Members may propose amendments to the Vestry via written communication (email is acceptable) addressed to the Junior Warden. Vestry members may also propose amendments.
2. If the proposed amendment is approved by two-thirds of the Vestry, written notice of the proposed amendment shall be published to the Voting Members.
3. No amendment shall be effective until it has been approved by two-thirds (2/3) majority at a meeting of the Voting Members.

Article 11 - 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 Holy Cross 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. Holy Cross 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 Holy Cross 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 Holy Cross 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 12 - Insurance

It shall be the responsibility of the Vestry to have and maintain insurance policies at all times. It is the desire of Holy Cross to protect the staff, buildings, grounds, vehicles, contracts and other property of Holy Cross in a manner consistent with accepted state or federal laws and reasonable judgment. The Vestry shall review all insurance requirements annually and make necessary adjustments to ensure adequate coverage.

Article 13 – Notices

No notice of the time, place or purpose of any meeting of the Vestry, Voting Members, or any publication thereof, whether prescribed by law, by the charter, or by these Bylaws, need 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 under law, as it shall be amended from time to time. Notice may be given by publication in the newsletters, bulletins or website of Holy Cross.

THESE BYLAWS WERE ADOPTED ON
MARCH THE TENTH THE YEAR OF OUR LORD TWO THOUSAND AND TWENTY-ONE
BY VESTRY OF THE CHURCH OF THE HOLY CROSS.