



Hope Church Charleston, West Virginia

BYLAWS

Adopted January 15, 2023

Section 1
NAME AND ADDRESS

1.1 Name. The name of the Association shall be Hope Church, which hereinafter may be referred to as the “Church,” the “Corporation,” or the “Association” interchangeably.

1.2 Principal Office. The initial principal office of the Church shall be located in Kanawha County, West Virginia, at 300 20th Street SE, Charleston, WV 25304, or such place as shall from time to time subsequently be determined by the Board of Directors (also referred to herein as the “Vestry,” as set forth in Section 4 of these Bylaws).

1.3 Additional Offices. The Church may also have offices at such other places as the Vestry may from time to time determine and the business of the Church may require.

1.4 Registered Office and Agent. The Church shall continuously maintain a registration (and registered agent if required by state law) within the State of West Virginia.

Section 2

PURPOSE AND ORGANIZATIONAL CONNECTIONS

2.1 Nonprofit Purposes. Hope Church is a local church which is organized as, and shall be operated exclusively as, a nonprofit, religious, charitable, and educational organization dedicated to the purposes stated in the Articles of Incorporation or other registration records filed with the West Virginia Secretary of State and consistent with the statutory intent of W.Va. Code 31E-3-301.

2.2 Affiliation and Relationship with the Diocese of Christ Our Hope and the Anglican Church in North America. At the time of association, the Church is a mission within the Diocese of Christ Our Hope (“ADHOPE”), a diocese of the Anglican Church in North America (“ACNA”). The Church accedes to the Constitution and Canons of the ADHOPE and shall conform to its doctrine, values, disciplines and worship. Further, the Church recognizes the Ecclesiastical Authority of the ACNA bishop with whom it is aligned.

2.3 Control of Property. The Church shall have sole control of its own local affairs and property.

2.4 Denominational Affiliation. Any decision to formally affiliate with, or to discontinue formal affiliation with, any denomination or church must be approved by the senior clergy person of the Church (the “Rector”), two thirds (2/3) of the Vestry and two thirds (2/3) of the voting members of the Church in attendance at a business meeting duly called for the purpose of making such decision.

Section 3

SEAL

3.1 Seal. The Church may have a seal in the form determined by the Vestry. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced, or by writing the word “SEAL” beside the signature of an authorized officer of the Church, but use of such seal is not required to bind the Church to any document executed by a duly authorized officer of the Church.

Section 4
BOARD OF DIRECTORS/ VESTRY

4.1 Number and Term. The Church shall be governed by its Board of Directors, referred to in these Bylaws as the “Vestry.” Initially there shall be at least three (3) members of the Vestry. For so long as the Church is designated as a mission of ADHOPE, it shall be governed by the principles of Canon 6 of the “Canons and Constitution of the Anglican Diocese of Christ Our Hope” (hereinafter, the “Canons”).

Upon meeting the criteria set forth in Canon 6 for recognition as a “congregation,” the Church shall apply to become a recognized congregation of ADHOPE. Upon being received by ADHOPE with full congregational status, the Church shall accept laypersons as members of the Church (“Members”). The Church shall hold annual business meetings (an “Annual Meeting”) on the third Sunday of November or on Christ the King Sunday if that day falls on a date other than the third Sunday of November.

Thereafter, the Vestry shall consist of no fewer than six, and no more than twelve lay members of the Church, as such number shall be determined from time to time by resolution of the Vestry and approved by a congregational vote. Whenever possible, the number of Vestry members shall be a multiple of three. Any reduction in the number of Vestry members shall not operate to shorten the term of any Vestry member then serving.

A term of office for a lay Vestry member is three years but may be extended by the combination of partial and regular terms to a maximum of four years. As soon as practicable, the lay Vestry members shall be divided into three classes so that, as nearly as may be, the terms of one-third of the lay Vestry members shall expire each year. In order to achieve this staggered division of classes, the terms of office for various lay Vestry members at the initial adoption of these Bylaws may be set for periods ranging from one to three years. A lay Vestry member shall not serve more than two consecutive terms of office.

The Rector serves as a member of the Vestry ex officio, with a vote, but the Rector shall not be counted in determining whether any requirement for a quorum or for a vote greater than a majority has been satisfied.

4.2 Aspirational Vestry Qualifications. Upon the Church being received by ADHOPE with full congregational status, an individual must be a member of the Church in good standing and eligible to vote under these Bylaws in order to serve on the Vestry. Spouses and dependent family members of Vestry members are ineligible to serve on the Vestry simultaneously with their family member. Paid staff of the Church and their spouses shall be excluded from Vestry service, except for the Rector who serves ex officio as provided in Section 4.1 of these Bylaws.

Qualification for Vestry membership should be based on Titus 1:6-9. Candidates should aspire to have the following characteristics:

- a) One who is a mature Christian, not having recently come to the faith;
- 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 a 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 the Constitution and Canons of ADHOPE.

Vestry membership should not be considered as an honor for past service but as a commitment for future service. Prior to commencing service as a member of the Vestry, each member of the Vestry shall affirm: (1) the Vestry oath, as set forth in Section 3(d) of Canon 6; (2) a pledge to serve in full compliance with the conflict of interest policy set forth in Section 5.2 of these Bylaws and in any additional conflict of interest policy that may be adopted by the Vestry; and (3) a pledge to honor the confidentiality of all clearly identified confidential materials and discussions to which the Vestry member will have access during his or her term of service. Other oaths, affirmations, declarations, and/or promises may be required for service as a member of the Vestry, as shall be determined by the Vestry from time to time based upon relevant ecclesiastical and/or canonical considerations.

Members of the Vestry completing their term(s) shall continue in office until their successors are qualified at the first Vestry meeting following a Vestry selection. Should a vacancy occur among the lay members of the Vestry during the year between Annual

Meetings of the congregation of the Church at which Vestry are selected, the Vestry shall have power to fill such a vacancy as provided in Section 4.4 of these Bylaws.

4.3 Nomination and Selection. Six weeks prior to any Annual Meeting at which Vestry selections will be held or any special meeting of the Church held for the purpose of selecting a member or members to the Vestry (henceforth “selection meeting”), the Vestry will select the place and announce the time and place of the Annual Meeting (or selection meeting) to the congregation. For two weeks following that announcement, all Eligible Voters (as defined in Section 8.3) of the Church may nominate potential Vestry members.

Three weeks prior to the Annual Meeting (or selection meeting), the Vestry shall meet to consider all of the nominations according to the qualifications for Vestry membership, as stipulated in Section 4.2 of these Bylaws. The Vestry shall attempt to select the number of new Vestry candidates sufficient to fill existing or upcoming vacancies by unanimous vote. If unanimity is not achieved, then approval of qualified candidates shall be determined by lot.

The Rector shall notify the candidates who shall have up to one week to prayerfully consider whether to accept their nomination. At least one week prior to the Annual Meeting (or selection meeting), the Vestry will make public to the members of the Church the names of the candidates who have accepted their nomination.

At the Annual Meeting (or selection meeting), the Rector shall announce the new members of the Vestry. If the number of nominees exceeds the number of vacancies, the Rector shall select the new members of the Vestry by lot. The selection by lot may be conducted either at the Annual Meeting (or selection meeting) or prior to the meeting in the presence of a quorum of the Vestry.

At the Annual Meeting or any other duly called meeting where a vote must be cast, a quorum shall be defined as the total number of Eligible Voters (as defined in Section 8.3) present at the meeting.

At all meetings of the members of the Church, the Rector or his designee from the Vestry shall preside. If the Church is without a Rector, the Senior Warden (as defined in Section 7.4 hereof) shall preside, or in their absence, the Junior Warden (as defined in Section 7.4 hereof), or in their absence, a Vestry member appointed by the Vestry.

4.4 Vacancies on the Vestry.

4.4.1 Filling a Vacancy. Whenever a lay member of the Vestry vacates his or her position on the Vestry, resulting in a vacancy for a portion of an elected term, the remaining Vestry members (a) may fill that vacancy with a qualified member of the congregation, who shall serve until the next Annual Meeting of the Church or (b) may leave that position vacant until the next Annual Meeting of the Church (or selection meeting). If the Vestry chooses to fill the vacancy according to subsection (a) above, the qualified member must be one who was nominated, yet not selected, at the previous Annual Meeting (or selection meeting). If there is more than one qualified member who was nominated, yet not selected, at the previous selection, the new member shall be chosen by the Vestry if unanimously approved or selected by lot if the Vestry cannot achieve unanimity. The term of office of a person selected by the Vestry to fill such a vacancy shall be the remainder of the unexpired term of the person who vacated the position. Subject to Section 4.1 of these Bylaws, a person selected by the Vestry to complete an unexpired term shall be eligible for election at the next Annual Meeting either to a three (3) year term or to the remainder of an unexpired term.

4.4.2 Types of Vacancies. Vestry vacancies can occur by completion of a term of service, by resignation of a member pursuant to Section 4.5, or by resolution of the Vestry removing a member for cause, all as hereinafter provided.

4.4.3 Filling Vacancy at Annual Meeting. Except as filled on an interim basis as provided in Section 4.4.1(a) above, any lay Vestry member vacancy shall be filled by selection (according to 4.3 above) at the next Annual Meeting (or selection meeting).

4.4.4 Grounds for Removal of Vestry Member. One or more of the following actions of any Vestry member may, after due written warning, be deemed to create a vacancy which shall be declared by resolution of the Vestry adopted by at least two-thirds (2/3) majority vote of remaining Vestry members. The Vestry member subject to the declaration shall be ineligible to vote on the resolution:

- a) Failure to continue to be eligible to serve on the Vestry in accordance with these Bylaws; or
- b) Continued failure to attend the meetings of the Vestry without adequate excuse; or
- c) Neglect to perform faithfully and diligently the duties of Vestry members as set forth in these Bylaws or as otherwise determined by the Vestry; or
- d) Conviction of, or credible accusations of, any act of a criminal nature proscribed under the laws of the United States of America or any of its several states or local

municipalities as a felony, or any crime involving an act of violence or moral turpitude, or other immoral act.

4.4.5 Removal of Vestry Member. After due written warning, any Vestry member may be removed from Vestry membership for good cause shown in accordance with the bases set forth in Section 4.4.4 above when, in the sole judgment and discretion of the Vestry, it is determined by a two-thirds (2/3) majority of the Vestry at a meeting duly called for that purpose, and at which a quorum of the Vestry is present, that such member for cause based on Section 4.4.4 above should no longer serve on the Vestry; provided, however, that a written notice, including any names of Vestry members proposed to be removed and the date, time and place of any meeting called to consider such removal shall be given to each of the Vestry members at least seven (7) days prior to the date of such meeting.

Any member subject to possible removal in accordance with Section 4.4.4 shall be given a reasonable opportunity to present matters to the Vestry on his or her behalf before a vote is called on the proposed removal. The Vestry member subject to removal may be counted in establishing a quorum but shall be ineligible to vote on the resolution. In any case in which the Vestry does remove a member, notice of such removal shall be promptly provided to the members of the Church.

4.5 Resignation. Any Vestry member may at any time deliver to the Senior Warden or the Junior Warden a written notice of intent to resign, which shall be effective upon its reading by the Warden at the next Vestry meeting.

4.6 General Powers. The government of the Church and all corporate affairs is vested in its Vestry, who shall (a) provide oversight in the temporal activities, business, affairs, and property of the Church; (b) appoint and confer authority upon (and remove as provided in Section 7 of these Bylaws) the Rector, and a body of clergy and staff to manage the Church; and (c) assist the Rector (and other clergy under the Rector's supervision) as needed in providing oversight of the spiritual and ecclesiastical affairs of the Church. The Vestry may exercise all such powers of the Church and do all such lawful acts and things that are not prohibited or limited by applicable law, the Articles of Incorporation, or these Bylaws. The Vestry shall also be a resource for providing godly counsel, biblical wisdom, and accountability for the Rector and other clergy of the Church.

4.7 Major Financial Decisions. For purposes of this Section, a "Major Financial Decision" shall mean authorization of the Church to (a) buy or sell real estate or (b) enter into any contract or incur any debt that would total more than twenty percent (20%) of the Church's operating income for the immediately preceding calendar year; provided,

however, that decisions regarding staff salaries shall not be deemed Major Financial Decisions. The Vestry shall have power to make a Major Financial Decision, according to the needs of the Church, only under the following conditions:

- a) The Vestry shall meet and approve the Major Financial Decision by a 2/3 majority. A quorum of 2/3 the Vestry must be present at this meeting in order for such approval to be valid;
- b) The proposed Major Financial Decision shall be presented to the congregation at least three weeks prior to a special meeting of the congregation; and
- c) the Major Financial Decision must be approved by a 2/3 majority of the Eligible Voters (as defined in Section 8.3 below) present at the duly called meeting.

In the event of a unanimous declaration by the Vestry that an emergency or catastrophic event affecting Church property has occurred, the Vestry may approve a contract or expenditure exceeding twenty percent (20%) of the Church's operating income for the immediately preceding calendar year by a 2/3 majority of the Vestry at a meeting duly called for that purpose when the contract or expenditure is necessary to repair, replace, or mitigate further damage to the affected property.

4.8 Committees. The Vestry, by resolution, may appoint one or more persons from among its own number to serve as special and standing committees, such as the Vestry may determine are necessary, which committees shall have such powers and duties as shall from time-to-time be prescribed by the Vestry in accordance with policies prescribed by the Vestry for the committee. The Vestry may also authorize other Church members to serve on such committees, as provided in the resolution establishing the committee and accompanying policies. All committees shall be "advisory," in that they shall serve under the authority of the Vestry, which reserves its General Powers, as described in Section 4.6. All members of such committees shall serve at the pleasure of the Vestry.

Section 5

INTERESTED PARTY TRANSACTIONS; CONFLICTS OF INTEREST; COMPENSATION OF VESTRY MEMBERS

5.1 Transactions with Interested Parties. A contract or other transaction between the Church and one or more of its Vestry members, officers, or immediate family members thereof (hereinafter "Interested Party"), or between the Church and any other entity, of

which entity one or more Vestry members, officers, or trustees are also Interested Parties, or in which entity an Interested Party has a financial interest, must satisfy all of the following provisions:

- a) The Church entered into the transaction for its own benefit;
- b) The transaction was fair and reasonable as to the Church, or was in furtherance of its exempt purposes at the time the Church entered into the transaction;
- c) Prior to consummating the transaction, or any part, the Vestry authorized or approved the transaction, in good faith, by a vote of a majority of the Vestry members then in office, without counting the vote of the interested Vestry member or members, and with knowledge of the material facts concerning the transaction and the Interested Parties' interest in the transaction; and
- d) Prior to authorizing or approving the transaction, the Vestry, in good faith, determined, after reasonable investigation and consideration, that either the Church could not have obtained a more advantageous arrangement with reasonable effort under the circumstances, or the transaction was in furtherance of the Church's tax-exempt purposes.

Interested Vestry members may be counted in determining the presence of a quorum at a meeting of the Vestry (or a committee thereof) which authorizes, approves, or ratifies such contract or transaction.

Notwithstanding the above, no loan shall be made by the Church to any of its Vestry members or officers, as provided further in Section 9.7 of these Bylaws.

5.2 Conflicts of Interest Policy. The Vestry shall adopt a Conflicts of Interest Policy that will provide for full disclosure of material conflicting interests by Vestry members, officers, senior management, and employees, and permit the Vestry to determine whether any disclosed conflicting interest is compatible with continued service and whether any disclosed potential conflict in a contemplated transaction may be authorized as just, fair, and reasonable to the Church.

5.3 No Compensation of Vestry Members. Vestry members and members of any task force, advisory board, or committee of the Vestry shall not receive compensation for their services as Vestry members or members of any such task force, board, or committee. Such members may, subject to Section 4.2 of these Bylaws, serve the Church in any other capacity and receive reasonable compensation and reimbursements for such other services consistent with the conflicts of interest policy.

Section 6 MEETINGS OF THE VESTRY

6.1 Meetings. Regular and annual meetings of the Vestry may be held within or outside the State of West Virginia without notice at such time and place as shall from time to time be determined by the Vestry or Rector. The Vestry shall hold an annual meeting of the Vestry for the purpose of appointing Vestry officers and all other business as may properly come before the Vestry. Special meetings of the Vestry may be called at any time by the Rector, by the Senior Warden, or by any two Vestry members, giving at least three days' notice of the time and place of the meeting to the Rector and to each Vestry member. The Rector shall preside at meetings of the Vestry. At the Rector's discretion, the Rector can ask the Senior Warden, or in his or her absence, the Junior Warden, to preside over all or part of Vestry meetings. In the absence of the Rector, the Senior Warden shall preside. In the absence of the Rector and Senior Warden, the Junior Warden shall preside. In the absence of the Rector and both Wardens, the Rector shall designate another Vestry member to preside. The Vestry may provide for the conduct of its meetings in the absence of the Rector or the Wardens and the failure of the Rector to make a designation.

6.2 Waiver of Notice. Whenever any notice is required to be given by law, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to such notice. Attendance at a meeting by a person entitled to notice shall constitute a waiver of proper notice of such meeting, except where attendance is for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

6.3 Quorum. Two-thirds of the lay Vestry members then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Vestry present and voting at a meeting duly called for that purpose and at which a quorum is present shall be the act of the Vestry, except as may be otherwise specifically provided by law, the Articles of Incorporation, or these Bylaws.

6.4 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Vestry, or a board or committee thereof, may be taken without a meeting, by means of telephone, mail, facsimile, computer network, or in any other way the Vestry shall decide by unanimous consent.

However, such consent shall be documented and filed with the minutes of the proceedings of the Vestry or of the board or committee thereof. Documentation may consist of a signed, written consent by all members of the Vestry or of the board or committee thereof filed with the minutes or by approval by unanimous vote approving the minutes setting forth the action of the Vestry or of the board or committee thereof and the unanimous consent to the action taken without a meeting.

6.5 Participation by Conference Telephone or Other Electronic Means. If necessary, members of the Vestry or of any board or committee designated thereby may participate in a meeting of the Vestry, and/or a board or committee thereof, by means of, or conduct the meeting through the use of, any means of communication whereby all persons participating in the meeting can contemporaneously communicate with one another. Participation by such means shall constitute presence in person at such meeting. When such a meeting is conducted by such means of communication, the minutes recording any action taken at such meeting shall also note who participated in person and who participated by alternative communications.

Section 7 OFFICERS

7.1 Number and Positions. The officers of the Church shall include the Rector, the Senior Warden, the Junior Warden, the Secretary (also referred to as the Register), and the Treasurer. If necessary, the Junior Warden may serve as Secretary/Register, but no other combination of offices may be held by the same person. The Vestry may appoint, or authorize the Rector to appoint either alone or with the advice and consent of the Vestry, such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Vestry.

7.2 Appointment and Term of Office. The Vestry shall appoint officers of the Church, who shall serve at the pleasure of the Vestry, by the affirmative vote of a majority of the Vestry. Any officer appointed by the Vestry may be removed at any time by the affirmative vote of a majority of the Vestry at a meeting duly called for that purpose at which a quorum is present, whenever, in the judgment of the Vestry, the best interests of the Church will be served thereby. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by a majority vote of the Vestry. In case of the absence or disability of an officer of the Church or in any other case that the Vestry may

deem sufficient reason therefor, the Vestry, by the vote of a majority at a meeting duly called for that purpose and at which a quorum is present, may delegate for the time being any or all of the powers or duties of any officer to any other officer or any other person. In the case of the Rector, any exercise by the Vestry of the powers of appointment, removal, filling of a vacancy, and delegation provided in this subsection shall require a two-thirds majority and shall include consultation with the Bishop of ADHOPE.

7.3 The Rector. The Rector shall serve as the presiding officer of the Church, the chair of the Vestry as the board of directors of the congregation, and as the president of the Corporation. As the spiritual leader of the Church, the Rector shall have principal responsibility to establish the Church's vision, mission, and priorities, to ensure that its doctrine conforms to the Church's Purposes, as set forth in the Corporation's Articles of Incorporation, Section 2 hereof, the Holy Scriptures of the Old and New Testaments, the Nicene and Apostles Creeds, the Athanasian Creed, the Jerusalem Declaration (GAFCON 2008), and any other formularies consistent therewith adopted by the Church, to direct the Church's ministries, and to oversee biblical discipline within the Church.

He shall preside at meetings of the Vestry, whether serving its purpose as the governing body of the Church or as the board of directors of the Corporation, and at meetings of the congregation of the Church.

He shall make reports to the Vestry, shall have the general powers and duties of management usually vested in the presiding officer of a corporation, and shall have such other rights, duties, and powers as are authorized by the Vestry. The Rector may sign, with the Secretary or any other proper officer of the Church authorized by the Vestry, any deeds, mortgages, bonds, contracts, or other instruments which the Vestry has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Vestry, by these Bylaws, or by applicable law, to some other officer or agent of the Church.

The Rector, in consultation with the vestry, and with the approval of the Vestry concerning compensation, shall select all assistant and associate clergy. The Rector, in consultation with the Vestry, shall select all lay employees. All assistant and associate clergy and all lay employees serve at the pleasure of the Rector and the Vestry. The Rector shall also consult with the Bishop with respect to the selection or dismissal of assistant and associate clergy and lay employees at the level of ministry director.

7.4 The Wardens.

7.4.1 Senior Warden. The Senior Warden shall be appointed from among the Vestry (according to the policy established by the Vestry), preside at meetings of the Vestry in the absence of or at the request of the Rector, and have such other rights, duties, and powers as may be authorized by the Vestry from time to time. The Senior Warden shall be appointed at the first Vestry meeting following a Vestry election, or as soon thereafter as practicable, and have a term of one (1) year and be eligible (if otherwise qualified) for re-appointment. The Senior Warden has authority to appoint Vestry members, with their consent, to serve on committees and task forces, be a liaison to ministries of the church or serve in other capacities to meet needs of the church. The Vestry may, when necessary, appoint a Senior Warden to fill a partial term, and a Senior Warden shall serve until the appointment of his or her successor.

7.4.2 Junior Warden. The Junior Warden shall be appointed from among the Vestry (according to the policy established by the vestry) and, in the absence of the Senior Warden and as authorized by the Vestry, shall perform the duties and exercise the powers of the Senior Warden, or such of those duties as may be delegated by the Vestry, and shall have such other rights, duties, and powers as may be authorized by the Vestry from time to time. The Junior Warden shall be appointed at the first Vestry meeting following a Vestry election, or, or as soon thereafter as practicable, and have a term of one (1) year and be eligible (if otherwise qualified) for re-appointment. The Vestry may when necessary appoint a Junior Warden to fill a partial term, and a Junior Warden shall serve until the appointment of his or her successor.

With the assistance of the other members of the Vestry and congregation, the Senior Warden and the Junior Warden shall both have the following duties:

- a) To oversee the operation and maintenance of Church property;
- b) To see that the Church is duly prepared for every occasion of public worship and maintain order and decorum at the time of public worship;
- c) To oversee the collection of the offerings of the people;
- d) To provide out of Church funds, under the direction of the Vestry, a sufficient supply of vestments and books to be used in public worship and also the elements for each celebration of the Holy Eucharist;
- e) To see that the sexton and other employees properly discharge their duties; and,
- f) To possess a copy of current ecclesiastical, canonical, and constitutional authorities that apply to the Church, for the information and guidance of the Rector, Vestry and congregation.

7.5 The Secretary. The Secretary shall be appointed by the Vestry. The Secretary (or an assistant designated by the Secretary) shall attend all meetings of the Vestry and record all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, such notice as is required of all meetings of the Vestry and shall have such other rights, duties, and powers as may be authorized by the Vestry from time to time. The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Vestry, affix the same to any instrument requiring it, and when so affixed it shall be attested by the signature of the Secretary, by the signature of the Treasurer, or by the signature of another person so authorized to act by the Vestry. The Secretary shall be appointed at the Vestry's Annual Meeting, or as soon thereafter as practicable, and have a term of one (1) year and shall be eligible (if otherwise qualified) for re-appointment. The Vestry may when necessary appoint a Secretary to fill a partial term, and a Secretary shall serve until the appointment of his or her successor.

7.6 The Treasurer. The Treasurer shall be appointed by the Vestry and shall be responsible for maintaining full and accurate accounts of all receipts and disbursements in books belonging to the Church. Except as the Vestry may otherwise determine, the Treasurer shall deliver all funds and securities of the Church which may come into his or her hands to such bank or trust company as the Vestry shall designate as a depository.

The Treasurer shall disburse the funds of the Church as may be ordered by the Vestry, taking proper vouchers for such disbursements, and shall render to the Rector and the Vestry, at the regular meetings of the Vestry or whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Church.

If required by the Vestry, the Treasurer shall give the Church a bond in such sum and with such surety or sureties as shall be satisfactory to the Vestry for the faithful performance of the duties of his or her office, and for the restoration to the Church, in case of death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in possession or under the control of the Treasurer, belonging to the Church.

The Treasurer shall also have such other rights, duties, and powers as may be authorized by the Vestry from time to time. The Treasurer shall be appointed at the Vestry's Annual Meeting, or as soon thereafter as practicable, and have a term of one (1) year and shall be eligible (if otherwise qualified) for re-appointment. The Vestry may, when necessary, appoint a Treasurer to fill a partial term, and a Treasurer shall serve until the appointment of his or her successor.

Section 8

CHURCH MEMBERS FOR PURPOSES OF VOTING

8.1 Membership. As stated in Article 4 of the Articles of Incorporation, the Church has no members who exercise the rights and powers of members of a corporation under the laws of the State of West Virginia. However, the Church as a local church has church members determined by ecclesiastical qualifications, who have the rights and obligations of members of the local congregation known as Hope Church, but church membership as such conveys no standing, responsibility or authority for governance of the Church, except as expressly set forth in these Bylaws. The qualifications for church membership are stipulated in these Bylaws and also governed by the Holy Scriptures.

8.2 Members. A member of this Church is any person who has: (1) received the Sacrament of Holy Baptism with water in the Name of the Father, and of the Son, and of the Holy Spirit; and (2) taken the particular membership vows of this Church as set forth in the membership covenant.

8.3 Eligible Voters. Only those members of the Church who are at least 18 years of age, who are recognized by the Rector as regular worshippers, who are recognized by the Treasurer or Wardens as regular contributors, and who have signed and adhere to the membership covenant are eligible to vote for Vestry and other matters requiring the vote of the congregation under these Bylaws (hereinafter “Eligible Voters”). No person shall be an Eligible Voter in this Church while at the same time holding equivalent status in another church (regardless of denomination).

8.4 List of Members and Eligible Voters. The Rector and Wardens shall maintain a current list of the members and Eligible Voters of the congregation. The list of Eligible Voters shall be made publicly available for review upon request approximately six weeks prior to each annual Vestry election to enable the list to be corrected. Any person who believes he or she is entitled to be included on the list of Eligible Voters may appeal to the Vestry for its determination. The Vestry shall promptly resolve an appeal of eligibility status.

8.5 Qualification for Voting. The Vestry is responsible for ensuring that, at meetings where a vote of the membership of the Church is taken, Eligible Voters are identified as such and have opportunity to vote, if present. The Vestry may appoint officers to assist in this process from within the Vestry or from among the Eligible Voters.

8.6 Procedures for Meetings and Voting. The Vestry may from time to time adopt rules of order to govern any meetings of Church members, and may establish procedures or further define eligibility criteria, in furtherance of Section 8 of these Bylaws, for conducting any votes of such Church members.

Section 9 FISCAL MATTERS

9.1 Deposits. The Vestry shall select banks, trust companies, financial institutions, or other depositories in which all funds of the Church not otherwise employed shall, from time to time, be deposited to the credit of the Church.

9.2 Checks. All checks or demands for money and notes of the Church shall be signed by such officer or officers or such other persons as the Vestry may from time to time designate.

9.3 Fiscal Years. The fiscal year for the Church shall begin on January 1 and end on December 31 of each year. The Vestry shall have the power to fix, and from time to time to change, the fiscal year of the Church.

9.4 Designated Contributions. The Church may accept any designated contribution, grant, bequest or devise provided it is consistent with the Church's (a) mission and spiritual priorities as determined from time to time by the Rector and Vestry, (b) budget process and fiscal restrictions, (c) full ownership and control of the funds or assets, and (d) tax-exempt purposes, as set forth in the Articles of Incorporation and these Bylaws. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. The Church shall reserve all right, title and interest in and to, and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use.

9.5 Books and Records. The Church shall keep at its office correct and complete books and records of account, the activities and transactions of the Church, minutes of the proceedings of the Vestry and any committee of the Vestry, and a current list of the Vestry members and officers of the Church and their residence addresses. Any of the books, minutes, and records of the Church may be in written form or in any other form capable of conversion into written form within a reasonable time.

9.6 Benevolence Fund. Consistent with biblical teaching to share with those in need, the Church may establish a benevolence fund to meet material and financial needs of Church members and others. This fund shall be administered under a Vestry policy which sets forth the fund's purpose, procedures for administration and oversight, and objective criteria for selection of recipients for financial assistance.

9.7 Loans to Vestry Members and Officers Prohibited. No loans shall be made by the Church to its Vestry members or officers. Any Vestry member or officer who assents to or participates in the making of any such loan shall be liable to the Church for the amount of such loan, with interest, until it is repaid.

9.8 Accounting and Fiduciary Guidelines. The Vestry members and officers of the Church shall conduct their affairs with integrity in the sight of God and men, and shall, to that end, maintain prudent and responsible control and accountability over all funds they receive and ensure that all funds are dedicated to the Church's tax-exempt purposes.

9.9 Church Property. All property (whether real or personal, tangible or intangible) of the Church shall be held by and titled in the name of the Church unless the Vestry by resolution provides otherwise.

Section 10 INDEMNIFICATION

10.1 Indemnification. Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he/she, his/her testator or intestate, is or was a Vestry member and/or an officer, employee, trustee, or agent of the Church, or is or was serving at the request of the Church as a committee, task force or advisory board member shall be indemnified by the Church against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by or imposed upon him or her in connection with such action, suit or proceeding; provided, however, that the Church shall not indemnify any such person where the act or failure to act giving rise to the claim for indemnification is determined by the court to have constituted willful misconduct or gross negligence and, with respect to any criminal action or proceeding, unless such person had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by the judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person is not

entitled to indemnification under this Section, or with respect to any criminal action or proceeding had reasonable cause to believe that his or her conduct was unlawful.

10.2 Monetary Damages. No Vestry member shall be liable for monetary damages for any action taken or any failure to take any action unless (a) such vestry member has breached or failed to perform his or her fiduciary duties and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or gross negligence.

10.3 Amendment or Repeal. No amendment or repeal of this Article shall adversely affect any right or protection extended to a Vestry member, officer, employee or agent hereunder for an act or failure to act occurring prior to the time of such amendment or repeal. Each Vestry member, officer, employee and agent shall be deemed to act in such capacity in reliance upon the rights of indemnification, and advancement of expenses hereunder shall continue as to a person who has ceased to be a Vestry member, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

10.4 Insurance. The Church shall purchase and maintain insurance to indemnify (a) itself for any obligation which it incurs as a result of the indemnification specified above and (b) its Vestry members, officers, employees, trustees, and agents.

Section 11 AMENDMENTS

11.1 Amendment. These Bylaws, with the exception of Sections 2.2, 4.1-4.8, 8.1-8.6 and 10 above, may be amended, altered, or repealed in whole or in part by a two-thirds majority of the members of the Vestry (a) at any regular meeting of the Vestry or (b) at any special meeting of the Vestry if notice of the proposed alteration or repeal is contained in the notice of such meeting or notice is properly waived as outlined in Section 6 of these Bylaws.

11.2 Sections 2.2, 4.1-4.8, and 8.1-8.6 of Bylaws. Sections 2.2, 4.1-4.8, 8.1-8.6 and 10 of these Bylaws may not be amended without congregational vote after the time that the Church is received by the diocese as a full congregation according to the Canons. Prior to the reception of the Church as a congregation by ADHOPE, the Vestry may amend these Sections in accord with Section 11.1, but after the Church has received full congregational status from ADHOPE, the amendment of such Sections must pass the Vestry according to Section 11.1 above, and then be submitted to a congregational vote, where such amendment must pass with a simple majority of the Eligible Voters present

in order to take effect. The voting members must be given two weeks' notice for the special meeting during which this vote will be held.

11.3 Notice to Church of Amendments. All amendments to these Bylaws not governed by Section 11.2 above must be explained to the congregation as soon as reasonably possible following the vote of the Vestry to make the amendment.
