DMAC Bylaws

DESERT MISSION ANGLICAN CHURCH, INC. APPROVED BYLAWS AN ARIZONA RELIGIOUS NONPROFIT CORPORATION

Originally Accepted by the Vestry:

April 12, 2008 Revision 1: Approved February 2, 2014 Revision 2: Approved January 31, 2021

I. AUTHORITY AND FAITH

Desert Mission Anglican Church, hereinafter referred to as “the Church,” is incorporated in the state of Arizona. The Church shall be committed to the historic orthodox Christian faith. This faith includes the full and final authority of the Bible, the doctrine of the Trinity, the deity of Jesus Christ, and the gospel of salvation by grace through faith in Christ alone.

II. MISSION OF THE CHURCH

The vision and mission of Desert Mission Anglican Church is to establish a biblically faithful worshipping community, rooted in ancient practices and joyfully proclaiming the Good News of Jesus Christ. Congregational gatherings are determined by and with the approval of the Senior Clergy.

III. AFFILIATION

Desert Mission Anglican Church is a member church of the Anglican Diocese of the Rocky Mountains (hereafter DRM) and through the diocese is affiliated with the Anglican Church of North America (hereafter ACNA). The church agrees to abide by customaries, policies, and the Constitution and Canons of the Diocese of the Rocky Mountains, as well as all ACNA guidelines and Canons, in accordance with ACNA's Constitution.

IV. DISCIPLESHIP/LEADERSHIP

4.1 COVENANT MEMBERSHIP

Covenant member are those regular communicants of DMAC that take an extra step to formalize their commitment, accountability, and leadership in the church. Covenant members are eligible to lead ministries and serve on the Vestry (as long as they are at least 18 years old). Covenant Members in good standing may vote on decisions presented to the Membership.

Qualifications/Process for Covenant Membership:

4.1.1 Covenant Member Eligibility

To be eligible for covenant membership at Desert Mission Anglican Church, you must:

Be at least 18 years of age

Be baptized with water in the name of the Father, the Son, and the Holy Spirit

If baptized as an infant but not confirmed, receive Confirmation

Believe the Holy Scriptures of the Old and New Testaments to be the Word of God written and to contain all things necessary to salvation

Affirm the historic Creeds of the undivided Church (Apostles, Nicene, and Athanasian), and the 39 Articles of Religion which outline the heritage of the English Reformation.

4.1.2 Becoming a Covenant Member

To become a Covenant Member of Desert Mission Anglican Church a person must:

Personally, or through a legal guardian, request Covenant Membership.

Attend a class as specified by the Senior Clergy and leadership of the church.

Be baptized with water in the Name of God—Father, Son, and Holy Spirit.

Be recognized by the Senior Clergy and other designated leadership as a Covenant Member.

4.1.3 Maintaining Covenant Membership in Good Standing

Covenant Members are expected to commit to the following:

Regular attendance

Contributions to the ongoing welfare of the church

Commitment to discipleship in the Christian faith

Submission to godly authority

4.1.4 Removal of Covenant Membership

Periodically, membership roles are reviewed. It is recommended that Covenant Membership roles be reviewed annually. People who no longer meet Covenant Membership criteria are removed at the approval of the Senior Clergy and/or other designated leadership team(s).

“Members who fall into sin and refuse to repent or who deny any portion of the Statement of Faith

shall be subject to discipline by the Senior Clergy, or someone appointed by the same. The goal of this discipline is to restore the member to a faithful participation in the church. Discipline may include, but is not limited to, refusal of communion and dismissal from the church." – The Anglican Diocese of the Rocky Mountains

Disciplinary problems are handled as follows:

Verbal warning from clergy.

A second verbal warning, which takes place in a meeting with two or more leaders consisting of clergy, vestry member, or corporate officer.

Involvement of the clergy to bring repentance and resolution to the problem.

If the Covenant member is not willing to repent, the Senior Clergy will present a letter of Covenant membership revocation to the Covenant member. Future reinstatement of Covenant membership is contingent upon Senior Clergy approval.

4.2 PASTORAL LIAISON

Purpose Statement:

The Pastoral Liaison is an active Vestry member who assists the Senior Clergy in maintaining the ongoing welfare of the church and acts as a communications agent (a bridge) from the Senior Clergy to the Vestry and the congregation (representing the Senior Clergy to the other groups in the church). In case of a vacancy in the Senior Clergy position, the Pastoral Liaison acts as the Vestry's contact to the bishop and as the temporary spiritual leader of the church, taking an active pastoral role with the congregation until a new Senior Clergy is chosen (or ensuring that role is covered).

Selection/Vacancies:

The Senior Clergy selects the Pastoral Liaison from current Vestry members. In case of a vacancy in the Pastoral Liaison position, the Senior Clergy can select another current Vestry member to fill the position. In the event of a vacancy in both the Senior Clergy and Pastoral Liaison positions, the Vestry will select one of its members to serve as the Pastoral Liaison until the Senior Clergy position is filled, at which time the Senior Clergy chooses a new Pastoral Liaison or requests the current Pastoral Liaison to remain.

Since the Pastoral Liaison's term is contingent upon being a member of the Vestry, four consecutive years is the longest a Pastoral Liaison may serve in that position. As long as a person is eligible to serve on the Vestry and is ratified for a Vestry position, they are eligible to be appointed as the Pastoral Liaison. An annual ministry assessment should take place for a Pastoral Liaison.

Duties/Job Description:

Responsibilities would include but are not limited to the following:

Be intimately familiar with the church bylaws.

Be available to discuss any and all concerns with the Senior Clergy, maintaining confidentiality where appropriate.

Be available to discuss staffing issues with the Senior Clergy. The Pastoral Liaison will make recommendations to the Vestry in the case where a family member of the Senior Clergy is being considered for a church staff position.

In cooperation with the Congregational Liaison (if one has been selected), be available to discuss any and all concerns with members of the congregation–avoiding hasty judgments, encouraging those complaining to bring resolution to the problems, informing the Senior Clergy of the situation.

In cases where the Senior Clergy, staff, or Vestry is beleaguered or unfairly criticized, foster understanding and reconciliation and distribute accurate information.

Ensure that policies and procedures regarding employee and volunteer misconduct are in place and enforced; take any questions, complaints and concerns to the Senior Clergy and appropriate authorities immediately. Support the Senior Clergy in taking action when employees or volunteers are charged with misconduct or inappropriate behavior.

In a case where the Senior Clergy is charged with misconduct or inappropriate behavior, take action to intervene promptly (with others as appropriate); speak with the Senior Clergy and bishop as necessary regarding the situation. In instances of the gross misconduct or extreme negligence of the Senior Clergy, the Pastoral Liaison shall notify the bishop.

In cases where the church is without a Senior Clergy's active oversight for any other reasons (e.g. resignation, health issues) the Pastoral Liaison shall notify the bishop.

In cases where the Senior Clergy is overworked, disregarding his health and well being and/or that of his family, the Pastoral Liaison encourages the Senior Clergy to take corrective steps and solicits the Vestry's support in taking appropriate action to help the Senior Clergy.

In the case of a vacancy in the Senior Clergy position, ensures that the ongoing functions of the church continue (worship services, programs, and pastoral care needs of the congregation), that a selection process for the new Senior Clergy is underway (as determined by existing policies and procedures, and the Vestry), and that employee relations and communication within the congregation are maintained.

4.3 CONGREGATIONAL LIAISON

Purpose Statement:

The Congregational Liaison is a volunteer Covenant Member in the church who acts as a communications agent (a bridge) between the congregation and the Senior Clergy and Vestry (representing the congregation and their concerns), fostering open communication and helping to bring understanding between church leadership and the congregation.

Selection/Vacancies:

Any time the Senior Clergy and/or Vestry deem this position useful and/or necessary, a Congregational Liaison is selected by the Senior Clergy and ratified by the Vestry on an annual basis.

Vacancies that occur before an annual evaluation of the position may be filled and ratified as noted above at any time during the year. There is no limit to the number of terms a Congregational Liaison

may serve provided their reappointment by the Senior Clergy is reviewed (which should include a ministry assessment) and ratified by the Vestry annually.

Duties/Job Description:

The Congregational Liaison is expected to attend monthly Vestry meetings as a nonvoting attendee.

Specific duties are undertaken as agreed to by the Congregational Liaison, Senior Clergy and Vestry.

4.4 DEACONS/ASSOCIATE CLERGY

Purpose Statement:

Deacons and associate clergy are ministers that have been ordained (or their ordination accepted) by DRM. They are an integral part of the pastoral team, involved with the spiritual life of the church.

Selection/Vacancies:

Those interested in seeking deacon/associate clergy status should approach the Senior Clergy to begin the church/network approved process.

Duties/Job Description:

Under the direction of the Senior Clergy, a deacon or associate clergy is empowered to do the following, as well as other assignments for which they have been prepared:

Assist the priest with worship services (i.e. communion, the reading of Scripture).

Teach.

Baptize.

Preach.

Hospital visitation.

Other duties, for which the deaconate or priesthood makes them eligible.

4.5 SENIOR CLERGY (PRIEST)

Purpose Statement:

The Senior Clergy is the spiritual head of the church and also acts as the Corporate President (see section on Corporate Officers). He sets the vision for the church as it relates to all aspects of community life. As he attends to the leading of the Spirit for individuals in the church, he counsels, trains, and leads those who are involved in worship, governance and leadership. He sets the tone for worship in services and meetings.

Qualifications:

Can identify, prove, describe and/or demonstrate a call from God to lead this congregation.

Is a man of God who embodies such ideals as seeking God in daily prayer and is otherwise concerned with the continual formation of his spiritual life.

Must be ordained (or his ordination accepted) by DRM.

Has a heart that submits to spiritual authority through the structure of DRM leadership (i.e. the bishop).

Selection/Vacancies:

In case of a vacancy in the Senior Clergy position, the Vestry elects, with approval from the bishop, the person who will serve as the next Senior Clergy. (The process should follow steps similar to those outlined under “Selection of Church Staff” with the exception that the bishop has final approval. This would include decisions regarding job description, compensation, benefits, etc.)

Review of Senior Clergy:

The Vestry and Budget Committee (or another board/committee designated for such a purpose) work in conjunction to ensure compensation standards are being met and reviewed for the Senior Clergy on a regular basis. The Vestry completes at least one ministry evaluation for the Senior Clergy per year.

Discipline of Senior Clergy:

In cases of irreconcilable conflict regarding the Senior Clergy, the Pastoral Liaison, under authority of the Vestry, may appeal to those designated authorities over the Senior Clergy, starting with the bishop, and ask him (them) to intervene.

Duties/Job Descriptions:

Responsibilities would include but are not limited to the following:

Plans and oversees the worship schedule.

Oversees discipleship and leadership development (including baptism and confirmation).

Stays current with the local culture and trends; and with the culture and trends relating to the worldwide Anglican Communion.

Exercises final authority with matters relating to church staff.

Performs pastoral duties (i.e. weddings, funerals, hospital visitation, etc.) and makes provision for records of such events where warranted.

Directs deacons/associate clergy toward ordination.

Appoints corporate officers.

V. LEADERSHIP TEAMS

5.1 BOARDS

Boards are “organization” driven. The scope of responsibility and decisions made by a board impact the church as a whole. Members of a board are selected from the Covenant Members in the church. A board is normally long-term, and a method of member rotation should be determined when a board is established. The Senior Clergy is the official chairman of all boards established in the church but may delegate that responsibility to another person who has been selected to serve on the board.

The Vestry is a board established in the bylaws as noted herein and the congregation ratifies its members. The Senior Clergy and the Vestry, based on the description noted above and using the description of the Vestry as a method of defining a new board, establish any other boards. (A new board should be fully defined–purpose statement, qualifications, terms of service, duties, etc.–before members are chosen.)

5.1.1 Vestry

Purpose Statement:

The Vestry is a team of Covenant Members in the church, chosen to support and assist the Senior Clergy. They are congregational representatives who help ensure that the resources the Lord provides are used in an appropriate and responsible manner that furthers the welfare of the church and its stated mission.

Qualifications:

Have a love of God and demonstrate a commitment to following in the way of Christ.

Be a Covenant Member of the church in good standing and be at least 18 years old (see “Maintaining Covenant Membership”).

Other clergy may attend vestry meetings but may not be members.

Employees (other than the senior clergy) or spouses of employees may not be members.

Terms of Service:

The Vestry consists of between five to eleven members, including the Senior Clergy.

For continuity of Board function, approximately half of the Vestry is ratified each year.

The total number of Vestry members on the Board is determined by the Senior Clergy and is evaluated by the Nominating Committee as they prepare for the yearly ratification process.

Vestry members commit to serve a two-year term when they agree to join the team. (See “Vestry Meetings” for specific time commitments.)

Vestry members can serve two consecutive terms (four years), if invited to stay on the Board by the Senior Clergy, if the Vestry member agrees to a second two-year term, and if they are ratified for the second term during the normal ratification process. Once a Vestry member has served two consecutive terms, they are not eligible to serve again for one year.

Selection/Vacancies:

Selection:

The Nominating Committee (see “Committees”) will identify and confirm Covenant Members who meet the qualifications for Vestry members listed above and who are willing to serve on the Vestry.

Ratification:

Vestry members are ratified only at the time of the Annual Business Meeting (unless a vacancy causes the count to drop below the minimum of five members specified in the Bylaws. See “Vacancies” for additional information). All DMAC Covenant Members are eligible to ratify the selection of Vestry members each year. All Covenant Members in attendance at the time of the ratification may ratify new Vestry members. A Vestry candidate must be ratified by at least 51% of the votes cast to serve on the Vestry Board.

Vacancies:

Vacancies on the Board can occur due to Vestry member resignation or Vestry member dismissal. (Dismissing a Vestry member from the Board is a pastoral decision to be made by the Senior Clergy and a majority vote of the vestry. If continuing on the Board significantly impacts someone's life or if the Vestry's ability to function is being hindered, an existing Vestry member may be asked to step down.)

If a vacancy causes the count to drop below the minimum of five members specified in the Bylaws, the vacancy must be filled within 90 days, unless the vacancy occurs within 120 days of the next Annual Business Meeting. The Nominating Committee will find a qualified Covenant Member to fill the position and a special meeting will be held to ratify the selection. Ratification at a time other than an Annual Business Meeting should follow the guidelines established for “special business meetings” and the same ratification process as noted above.

Anyone ratified at a time other than an Annual Business Meeting (i.e. a special meeting called for that purpose) will serve until the next Annual Business Meeting, plus one additional year. This will be considered a full term.

Duties/Job Descriptions:

Chairman:

The Senior Clergy/Corporate President is the Chairman of the Vestry and is the deciding vote in case of a tie.

Pastoral Liaison:

The Pastoral Liaison is selected by the Senior Clergy from the current Vestry members. (See “Pastoral Liaison” for additional information.)

Voting members:

Responsibilities include:

To regulate the congregation’s temporal affairs, including overseeing the annual budget and ensuring

that all salaries and expenses of the church are appropriately provided for.

To elect, with the approval of the bishop, a Senior Clergy, and to provide for his maintenance (i.e. salary, benefits, vacations, yearly performance reviews, sabbaticals, etc.).

To authorize all purchases made in the name of the church over a certain limit as determined by the Vestry and set in the church policies.

To ensure that the church appropriately participates in the shared mission of DRM through financial contributions, and supporting delegates to the Synod or Provincial Assemblies.

Nonvoting attendees:

Associate clergy, corporate officers that are not active Vestry members, a Congregational Liaison and/or members in good standing with the church may attend meetings but may not vote.

Vestry Meetings:

Regular Vestry Meetings

The Vestry should meet at least monthly, on dates agreed to by the Senior Clergy and Vestry members, ensuring the Vestry meets at least ten times in a calendar year.

Special Vestry Meetings

Special Vestry meetings are called by the Senior Clergy. The Pastoral Liaison may call special Vestry meetings upon the agreement of, or request of, two or more Vestry members and notification of the Senior Clergy. See description for “Pastoral Liaison – Selection/Vacancies” in the event of vacancies in both the Senior Clergy and Pastoral Liaison positions.

Quorum

At least 51% of the currently active Vestry members must be present at a Vestry meeting in order to transact business.

5.2 COUNCILS

Councils are “ministry” driven and established by a leader of a ministry to help in the healthy functioning of that ministry. The scope of responsibility and decisions made by a council affects the council itself and the ministry it serves. Members of a council are selected from the Covenant Members in the church and are approved by the Senior Clergy. The ministry leader acts as chairman of the council. If a ministry leader determines that a council will be long-term, a method of member rotation should be determined.

5.3 COMMITTEES

Committees are “purpose” driven and are advisory groups only, established for a defined purpose. A committee can be established by clergy, corporate officers, ministry leaders, or the Vestry within the scope of each of their respective responsibilities. Decisions made by a committee are reported back to the person or group who established the committee. (No action is taken solely on the authority of

decisions made by a committee.) Members of a committee are selected from the membership of the church, with a Covenant Member acting as chair. With the exception of standing committees (such as the Nominating Committee and Budget Committee noted below), there is no set time frame for a committee's existence and no membership rotation required.

5.3.1 Nominating Committee

The Nominating Committee works with the Senior Clergy to help in the selection process of Vestry members to ensure a cohesive group of mature individuals who will bring different gifts and perspectives to the Vestry team.

The Senior Clergy is the Chairman of the Nominating Committee. After each Annual Business Meeting, the Senior Clergy chooses two members of the congregation to serve with him on this Committee during the following year, in preparation for the ratification of Vestry members at the next Annual Business Meeting.

5.3.2 Budget Committee

The Budget Committee works with the Vestry to create the annual budget and maintain the finances as allocated in the budget.

Duties would include:

Quarterly review of the current budget.

Monthly financial status report to the Vestry.

Communication with the accountant.

Preparation of the next year's annual budget.

Compensation and salary studies for proposed and established positions.

Suggested members would be:

The treasurer.

At least one current Vestry member (chosen by the Vestry to represent the group).

At least one member at large (recommended by the Vestry and asked to serve by the Senior Clergy).

The Committee determines who will act as chairperson.

The Committee is reevaluated, and new members chosen after the Annual Business Meeting each year.

VI. CORPORATE PROVISIONS

6.1 GENERAL PROVISIONS

6.1.1 The name of this corporation is Desert Mission Anglican Church, Inc.

6.1.2 The fiscal year of the church shall be a calendar year, beginning on January 1 and ending on December 31 each year.

6.1.3 If circumstances occur which necessitate changing corporate documents, the Vestry must approve the changes and at least two corporate officers must sign the necessary documents which facilitate the changes.

6.1.4 These bylaws may be altered or amended only in the following manner:

a. The amendment(s) shall first be proposed in writing at a regular meeting of the Vestry.

b. If the amendment(s) are thereupon approved by two-thirds of the full membership of the Vestry, such shall be made available to the membership of the church.

c. No amendment shall be valid until it has been approved at any Annual or Special Business Meeting by a majority of those Covenant Members of the church present after due notice of said meeting.

6.1.5 The signature of all current corporate officers and written acknowledgment from the presiding bishop are necessary to dissolve the above-named corporation.

6.2 CORPORATE OFFICERS

Purpose Statement:

The Corporation has to abide by the rules that they themselves establish within these bylaws in accordance with state and county laws, insofar as those laws do not conflict with biblical principles. The corporate officers are Covenant Members who work with the Senior Clergy and established boards (i.e. the Vestry) to ensure the church’s compliance.

Selection/Terms of Service/Vacancies:

It is the responsibility of the Senior Clergy to ascertain a Covenant Member’s commitment to serve as a corporate officer. The Senior Clergy appoints, and the Vestry ratifies, all corporate officers, and they serve one-year terms, based on the calendar year. Corporate officers may serve an unlimited number of terms, provided they are invited to serve by the Senior Clergy, reaffirm their commitment, and are ratified by the Vestry annually. In case of a vacancy in a corporate officer position, the above procedure is followed, regardless of the time of year the vacancy occurs (i.e. a position does not need to remain vacant until the beginning of the next calendar year). With the exception of the position of Corporate President, all corporate officer positions are volunteer positions and receive no financial

remuneration.

Job Descriptions:

The following describes the corporate officer positions:

6.2.1 Corporate President

The Senior Clergy acts as Corporate President and presides over any corporate meetings. (See "Senior Clergy" for additional information.) The Senior Clergy/Corporate President is the Chairman of the Vestry and any other established boards and is the deciding vote in case of a tie. The position of Corporate President is always and only filled by the Senior Clergy. In case of a vacancy in the position of Senior Clergy, others may fulfill duties normally handled by the Senior Clergy/Corporate President, but no other person actually fills this position.

6.2.2 Vice-President

The Vice President fulfills the corporate duties of the President, as authorized and directed by the Vestry, in case of a vacancy in the Senior Clergy position. The Vice President may be one of the eight active (voting) Vestry members, if chosen to serve on the Vestry through the process described for selection of the Vestry team. He/she may attend any Vestry meetings but can only vote if he/she is currently a ratified Vestry member.

6.2.3 Secretary

The Secretary records the minutes of all meetings of the Vestry and Corporation. He/she ensures that the Annual Report is filed with the Arizona Secretary of State. He/she also maintains a copy of the official Minutes Book, which shall include the following:

A current copy of the church's Corporate Charter.

A copy of the current bylaws of the church. (In case amendments have been made to the bylaws, original bylaws and minutes from meetings where the amendments were approved are also maintained in the Minutes Book.)

Record from the Internal Revenue Service of the church's Tax Identification Number.

A copy of the Annual Report filed with the Arizona Secretary of State for the current year, added to the previous years' copies.

Minutes of past meetings of the Vestry and congregational business meetings, including the minutes from the church's Annual Business Meeting.

Other records thought appropriate.

The Secretary may be one of the active (voting) Vestry members, if chosen to serve on the Vestry through the process described for selection of the Vestry team. He/she is expected to attend all

Vestry/corporate meetings to record the minutes but can only vote if he/she is currently a ratified Vestry member.

6.2.4 Treasurer

The Treasurer is considered the Chief Financial Officer, whose duties may vary depending on the size and complexity of the church. The Treasurer shall have the support of a paid accountant provided by the church. The paid accountant shall keep a proper account of all funds consistent with accounting principles that are accurate and transparent. Normal responsibilities of the Treasurer would include oversight of the following:

Ensure monthly financial statements are prepared.

Reporting of the financial status of the church to the Senior Clergy, Vestry and periodically to the congregation on a scheduled basis.

Ensure maintenance of financial records for tithes, cash offerings and gifts, receipts, disbursements, payables, and all assets and liabilities in accordance with generally accepted accounting principles. Full disclosure of all funds entrusted to the church shall be practiced.

Assist the Vestry with financial planning, including preparation of the annual budget.

Ensure that all financial aspects relating to any church staff are duly performed in a correct and timely manner. This would include, but is not limited to, such items as pension, health, dental, and life insurance premiums, housing, travel, sabbatical, continuing education, Social Security, and stipends.

Establish and maintain the necessary controls and procedures to prevent the unauthorized use of church resources.

The Treasurer can serve as an active (voting) Vestry member at the same time they serve as the church Treasurer. He/she may attend all Vestry/corporate meetings but has no vote unless serving as an active Vestry member. The Treasurer is automatically a member of the Budget Committee.

6.2.5 Additional Corporate Positions

There is provision for an Assistant Secretary, an Assistant Treasurer, and/or additional Vice Presidents as deemed necessary by the Corporate President. The selection process for these positions will be the same as the process for the above-named positions. Responsibilities for these positions will be defined by the Senior Clergy and ratified by the Vestry before appointments are made to fill these positions.

6.3 CHURCH STAFF

Selection of Church Staff:

When a paid employee or consultant (rather than a volunteer) can best fill a need in the church, the following process should be observed:

The need is identified.

A job description (including details as defined within policies and procedures) is created.

The Budget Committee (or another sub-committee designated for such a purpose) establishes guidelines for salary range and compensation for the position and makes their recommendations to the Vestry (or another board designated for such a purpose).

The Vestry (or other board) approves/disapproves the establishment of the position.

If the position is approved, the Senior Clergy (or a person delegated by the Senior Clergy) seeks a person to fill the position.

The Senior Clergy gives the final approval for hiring a person to fill the position. The Vestry does not approve personnel hired for approved positions unless the person being considered is related to the Senior Clergy. In such cases, the Vestry has final approval upon recommendations by the Pastoral Liaison.

Review of Church Staff:

The Vestry and Budget Committee (or another board/committee designated for such a purpose) work in conjunction to ensure compensation standards are being met and reviewed on a regular basis. The Vestry also ensures that the Senior Clergy, or a person designated by the Senior Clergy, completes at least one performance evaluation for each staff member per year. (See “Treasurer” for additional information on the Corporate Treasurer’s responsibilities as they relate to church staff.)

Discipline/Termination of Church Staff:

The Senior Clergy is the final authority and must give the final approval for any disciplinary action and/or termination of church staff.

Vacancies:

Any time a position has been vacated (voluntarily or through termination) the position should be reviewed and evaluated (using the steps noted above for the creation of a position) as verification of the position’s continued viability. This verification (of need, salary range, etc.) should be completed before another person is hired to fill that vacancy.

Further guidelines and details for staffing should be specified and maintained within the church’s policies and procedures.

6.4 BUSINESS MEETINGS

6.4.1 Annual Business Meeting

The Annual Business Meeting takes place at least once per calendar year as determined by the Senior Clergy and the Vestry.

Written (i.e. in the church bulletin) or electronic announcements, as well as verbal announcements from the pulpit, will serve as notification of the Annual Business Meeting and should take place for

three consecutive Sundays before the scheduled meeting, including provisions for absentee ratification/voting.

The following items will be addressed at each Annual Business Meeting:

Financial reports including the budget in broad categories for the coming year.

The Senior Clergy's "state of the church" address.

Ratification of new Vestry members by Covenant members of the church, unless ratification has been completed via absentee-voting. A Vestry candidate must be ratified by at least 51% of the votes cast to serve on the Vestry Board. See the section describing the Vestry for additional information.

Amendments to the bylaws must be presented and approved by Covenant members by a two-thirds majority of votes cast

6.4.2 Special Business Meetings

Written (i.e. in the church bulletin) or electronic announcements, as well as verbal announcements from the pulpit, will serve as notification of any special business meetings and should take place for three consecutive Sundays before the scheduled meeting, including provisions for absentee voting.

6.5 LIABILITY AND INDEMNIFICATION

6.5.1 Insurance

The church should take reasonable measures to ensure appropriate insurance is procured for church activities to protect against any unforeseen occurrence(s). "Church activities" include, but are not limited to, business meetings, day-to-day business activities, worship services, congregational meetings and social activities, children's classes and care, and other events and activities approved as noted in Section II ("Mission of the Church").

6.5.2 Indemnification

The following people are hereinafter referred to in this section as "Church Leaders":

Clergy.

Vestry members.

Corporate officers.

Staff conducting church business and activities (as noted in 6.5.1).

Other volunteer leaders of the church conducting church business and activities.

To the fullest extent permitted by the Arizona Revised Statutes or applicable law, a Church Leader shall not be liable to the Church or its members for monetary damages for any action taken or any

failure to take any action as a Church Leader. Notwithstanding the foregoing, this exemption from liability shall not apply in the case of:

A financial benefit received by a Church Leader to which the Trustee is not entitled; or

An intentional infliction of harm upon the Church or its members; or

A violation of A.R.S. § 10-3833 (voting for or assenting to an unlawful distribution); or

An intentional violation of criminal law.

Desert Mission Anglican Church shall indemnify, hold harmless, and advance expenses for a Church Leader who incurs reasonable expenses in connection with defense of a court or regulatory proceeding, or incurs liability, by reason of the fact that he or she is or was a Church Leader. The indemnification shall occur as the expenses are incurred and in advance of the final disposition of the action, suit or proceeding, on receipt of the Church Leader's written affirmation of good faith:

That the person's conduct in question was undertaken in good faith and in the reasonable belief that the conduct met the following standards (the "Indemnifiable Conduct Standards"):

The conduct was in the Church's best interests (if in an official capacity) or,

(If conduct was not in an official capacity), the conduct at least was not opposed to the Church's best interests, and,

In the case of criminal proceedings, that person whose conduct is in question had no reason to believe that the conduct was unlawful.

To reasonably cooperate with the corporation in connection with the action, suit or proceeding and

To repay all such advances if the person is not entitled to indemnification or it is ultimately determined that the person did not meet the Indemnifiable Conduct Standards, set forth above.

Notwithstanding anything to the contrary herein, the Church shall not indemnify, or advance expenses for, a person hereunder until after the Vestry (or special counsel, as set forth below) has determined in the specific case that indemnification is permissible, and (in the case of advance of expenses) that expenses to be advanced are reasonable in the circumstances and that the person has met the Indemnifiable Conduct Standards set forth hereinabove. This determination shall be made either by the Vestry by a majority vote of Vestry members not (at that time) subject to the proceeding; or by special counsel selected by a majority vote of the disinterested Vestry members, or, if there are no disinterested Vestry members, by special counsel selected by a majority of Vestry members.

The property of each Church Leader shall at all times be exempt from the debts and liabilities of the Church.

No repeal, amendment, or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a Church Leader occurring prior to such repeal, amendment, or modification.

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