

# **BY-LAWS**

## **THE CHAPEL OF THE CROSS**

### **ARTICLE I - NAME & ORGANIZATION**

- Section 1: The name of this Parish is The Chapel of the Cross, Inc., located in Dallas Texas and organized under the laws of the state of Texas.
- Section 2: This Parish acknowledges and accedes to the Constitution and Canons of the Reformed Episcopal Church and of the Diocese of Mid-America and agrees to conform to the requirements of the same, with special attention to the requirements of Title IV, Canon 48, Canon 49, Canon 50 of the Reformed Episcopal Church and Title II, Canon I, Canon II, Canon III, Canon IV, and Canon V of the diocesan canons unless in conflict with Article III, CORE PROVISIONS, hereof. If such conflict arises, the CORE PROVISIONS prevail.
- Section 3: To the extent there is a conflict between the Articles of Incorporation of the Parish and the Constitution and Canons of the Reformed Episcopal Church and or the Constitution and Canons of the Diocese of mid-America such Constitution and Canons shall control subject to applicable law and to the CORE PROVISIONS.

### **ARTICLE II - STATEMENT OF PURPOSE**

The purpose of the Chapel of the Cross is the spread of the Gospel of Jesus Christ by the establishment of a place of worship where fellow Christians may glorify their Lord and Savior in peace and concord in the historic tradition and doctrine of the Protestant Episcopal Church, as exemplified by the practice of low church and the liturgy and tenets of the 1928 Book of Common Prayer. We accept the Bible as the Word of God, adhere to the principles of the Apostles' Creed and the Nicene Creed and will serve mankind in accordance with the will of God.

### **ARTICLE III – CORE PROVISIONS**

- Section 1: Usage of Texts. The Book of Common Prayer and Administration of the Sacraments and other Rites and Ceremonies of the Church, according to the use of the Protestant Episcopal Church in the United States of America, together with the Psalter or Psalms of David (1928 Edition), hereafter designated as the “Prayer Book”, and The Holy Bible, Authorized Version, shall be used for all regular services of worship in The Chapel of the Cross. At services other than the regular services of this parish or for services for which the appointed Prayer Book provides no appropriate devotions, the Rector may use at his discretion subject to the limitations of Article XI, Section 4, other devotions, provided that at no time shall such devotions teach or imply doctrine contrary to the Christian religion as set forth in the Holy Scriptures, the Articles of Religion, The Statement of Purpose or the appointed Prayer Book.
- Section 2: Holy Communion. Except as provided in Article III, Section 3, the Order for Holy Communion shall be the principal service of worship in this parish on the first Sunday of each month and on Christmas, Palm Sunday, Easter, Whitsunday, and Trinity Sunday, or special occasion in each case designated by the Vestry including Confirmation Sunday. There may be additional services at times other

than the Principal Service each Sunday celebrating the Order of Holy Communion.

- Section 3: Morning Prayer. The Order for Morning Prayer, being consistent with the Evangelical witness and Anglican heritage of the Chapel, shall be the principal service of worship on every Sunday, except as provided in Article III, Section 2 above. In no event will Morning Prayer be celebrated at fewer than two principal Sunday services in any given calendar month or thirty-four (34) times during the calendar year.
- Section 4: Hymnal. The Hymnal, 1940, With Supplements I and II, According to the use of The Episcopal Church shall be the standard musical text for the regular services of worship in the Chapel. The Rector may, subject to the limitations of Article XI, Section 4, at his discretion and in consultation with persons skilled in music, appoint for use, or cause to be appointed for use, appropriate music from other sources.
- Section 5: Right, Title and Interest in All Parish Property. The Chapel, through its corporate entity, shall retain all rights, title and interest to all parish property, both real and other property and fixtures, in perpetuity. At any time prior to the Chapel's conversion to mission status, the Vestry elected by the membership shall consider whether to dispose of the real property and other assets of the Chapel in accordance with its Articles of Incorporation and governing law (including Section 501[c][3] of the Internal Revenue Code).
- Section 6: Dissolution: In the case of the dissolution of the Parish, the records shall be turned over to the Bishop of the Diocese. To the extent that the assets of the Chapel have not been disposed of in accordance with Section 5, the Vestry will determine the disposition of all funds, deeds of trust, and property of the Chapel in accordance with its Articles of Incorporation and governing law (including Section 501[c][3] of the Internal Revenue Code) to further the purposes of preserving and advancing orthodox Anglican practice and belief.
- Section 7: Disaffiliation. The Chapel retains absolute control of the right to end its relationship with the Reformed Episcopal Church, at any time, without penalty. Such disaffiliation can be accomplished by the vote of at least two-thirds % of the membership present and voting at two consecutive Annual or Special Meetings in accordance with the notice and other requirements of Article XII, Section 5.
- Section 8 No repeal, alteration, or amendment of Article III, CORE PROVISIONS of the By-laws shall be made unless approved by an 80% majority of the membership present and voting at two consecutive Annual Meetings in accordance with the notice requirements of Article XII, Section 5. In no circumstances shall Article II, THE STATEMENT OF PURPOSE, be repealed, altered or amended.

#### **ARTICLE IV – MEMBERSHIP**

- Section 1: Baptized Member: Any person baptized with water in the name of the Father, Son, and Holy Ghost, or seeking to be entered in the Parish Register of The Chapel, having presented verification of such baptism.

- Section 2: Confirmed Member: Any baptized person who had been entered in the Parish Register of The Chapel under the provisions stated in the immediately preceding paragraph and who has been confirmed by an Anglican bishop in the Apostolic Succession, or has been received by the same.
- Section 3: Active Communicant Member: Any Confirmed Member who (a) has communed at the Lord's Table at least three (3) times within the year unless for good cause prevented, (b) supports and abides by The Statement of Purpose of The Chapel of the Cross, (c) prays, works and gives for the work of The Chapel of the Cross and (d) strives to live, with God's help, a dedicated Christian life, subscribing to the Offices of Instruction set out in the Prayer Book. Such Active Communicant Member is deemed equivalent to "active member" as defined in Canon 50, Section 3 of the Constitution and Canons of the Reformed Episcopal Church.

## **ARTICLE V - THE VESTRY**

- Section 1: The Vestry of this Parish shall aim to have at least six persons, elected in accordance with Title IV, Canon 49, Section 1 of the Constitution and Canons of the Reformed Episcopal Church, who shall continue in office until their successors have been chosen. Vestry members shall be elected for a three-year term, and the members of the Parish shall elect one-third of the total Vestry annually. Candidates for Vestry membership shall be nominated by a Nominating Committee appointed by the Parish Council, and consisting of the retiring Vestry members, an equal number of non-Vestry members, one member of the Parish Council, plus the Rector *ex-officio*. It is recommended that retiring vestry members who are nominated for a subsequent term and intend to accept should recuse themselves from service on the Nominating Committee and that they be replaced at the discretion of the Parish Council. The Nominating Committee shall present a slate of nominees for the Vestry to be voted upon by the members at the annual meeting of members. The number of nominees shall be equal to the number of Vestry positions to be filled at such annual meeting. Such slate shall be presented to the Vestry for its information at the regular December meeting of the Vestry, and then published in at least two (2) bulletins of services of worship and in the Parish Newsletter prior to the Annual Meeting of members. Additional nominees may be added to the slate by written petition presented to the Secretary at least ten (10) days prior to the Annual Meeting and signed by at least twenty percent (20%) of the List of Voting Members (as certified by the Parish Council). This election will be by secret ballot. The Parish members shall also annually confirm a Senior Warden, nominated by the Rector from among the Communicant members of the congregation who are currently Vestry members or who have previously served on the Vestry, in accordance with Title IV, Canon 48, Section 11 of the Canons of the Reformed Episcopal Church. Whenever practicable, no Warden or other Vestry member shall be elected for more than two consecutive terms.
- Section 2: If for any reason, after being elected to office, a Vestry member shall no longer be able to fulfill the functions of office, that member may resign and vacate the position of Vestry member. This position may be filled by the Vestry to complete the year according to Title IV, Canon II, Section 5 of the diocesan Canons until

the election at the next annual Parish Meeting in accordance with Title IV, Canon 49, Section 1 of the Constitution and Canons of the Reformed Episcopal Church.

Section 3: The stated meetings of the Vestry shall be as follows: the Vestry shall organize at the first regular meeting following the annual Parish Meeting, and shall meet regularly or monthly on a day agreed to by the Vestry.

Section 4: The Rector, or either of the Wardens, or any three members of the Vestry, may call a special meeting at any time, due notice in writing at least 5 days prior being given to all members of the Vestry. The object of such meeting is to be specified in the call, and no other business may be transacted.

Section 5: Action without Meeting: Any action required of or permitted to be taken by the Vestry may be taken without a meeting, if a written or emailed consent thereto is signed by all members of the Vestry and such consent is filed with the minutes of the proceedings of the Vestry.

Section 6: Two-thirds of the total number of Vestry members shall constitute a quorum for any meeting.

Section 7: In the absence of the Rector, the Senior Warden, or if he (she) be absent, the Junior Warden, shall preside at the meeting of the Vestry, in accordance with Title IV, Canon II, Section 2 of the diocesan Canons.

Section 8: The Vestry shall be organized in the following manner:

Chairman (*ex-officio*): Rector

Senior Warden

Junior Warden

Secretary

Committees: The following are minimum requirements:

Finance Committee - (at least 2 members)

Chairperson: Vestry member

Junior Warden

Treasurer (*ex-officio*)

Building & Grounds / Property Committee - (at least 3 members)

Chairperson: Junior Warden

2 other members at least one of whom must be a non-vestry member

The Rector will prepare a list of committees and distribute vestry members equally over these committees, adding such committees as are deemed necessary. This list will be presented to the Vestry at its organizational meeting each year. Such changes as may be mutually agreeable may be made. This list of committees shall be distributed to the congregation.

Section 9: Non-vestry members of committees shall participate in activities, but should not be required to meet with the Vestry unless requested; if a substantial contribution is made they may attend; however they will not participate in Vestry action. Committee chairpersons are responsible to report to the Vestry at the request of the Vestry at least annually or to send a report in the event of absence.

- Section 10: The Junior Warden and the Secretary shall be elected by the Vestry from its current members at the organizational meeting following the annual Parish Meeting.
- Section 11: A parish Treasurer shall be elected by the Vestry at the organizational meeting following the annual Parish Meeting, and need not be a member of the Parish or of the Vestry.
- Section 12: The Vestry shall not sell, mortgage, lease, or otherwise alienate any real property of the Parish used for worship or support of worship without the authorization by vote of the Vestry at a meeting duly called and held, at which time a quorum is present, and at which time two-thirds of the Vestry members present and voting shall vote in favor thereof; which action must be ratified by the Parish at a Parish Meeting duly called and held in accordance with the laws of the State, at which time two-thirds of the qualified voters present vote in favor thereof.

## **ARTICLE VI - CRITERIA FOR VESTRY MEMBERSHIP**

- Section 1: Vestry members shall be Active Communicant members in good standing for at least two years, prior to election, consistently demonstrating a Christian life, including regular attendance at services of Divine Worship at this parish, and faithful stewardship of God's gifts both temporal and spiritual.
- Section 2: Vestry members shall serve willingly in any capacity needed, as God-given ability permits.
- Section 3: Vestry members shall attend meetings regularly, or shall provide to the Secretary an acceptable excuse for absence prior to the scheduled meeting of the Vestry.

## **ARTICLE VII - OFFICERS**

### **A. Chairman**

- Section 1: The Rector shall be Chairman *ex-officio* and shall preside over the Vestry and Parish meetings. The Rector shall be an *ex-officio* member of every committee except a committee whose primary function is the review of the Rector's performance or compensation and benefits.

### **B. Senior Warden (Rector's Warden)**

- Section 1: The Senior Warden, otherwise known as the Rector's Warden, shall function as the Chief Executive Officer, deemed equivalent to the office of "President" as required by the Texas Secretary of State on the Articles of Incorporation, of the Parish for purposes of its temporal affairs, and in such capacity shall regularly consult with the Rector regarding the state of the Parish. He or she shall represent the Rector before the Vestry, keeping the Vestry apprised concerning the Rector's welfare and needs, and shall present an annual review of the Rector's salary to the Finance Committee. When authorized to do so by resolution of the Vestry, the Senior Warden shall execute contracts and other legal obligations on behalf of the Parish in this capacity, and not in his (her) individual capacity.

- Section 2: The Senior Warden shall have charge of the Parish Register if the pastorate be vacant, and shall see that all entries be made promptly.
- Section 3: If the pastorate be vacant, the Senior Warden shall consult with the Bishop Ordinary of the Diocese, and shall make due provision for the maintenance of Divine services in the Parish.
- Section 4: The Senior Warden shall be an ex-officio member of any committee of which he (she) is not appointed the chairman or a voting member.

**C. Junior Warden (People's Warden)**

- Section 1: The Junior Warden, otherwise known as the People's Warden, deemed equivalent to the office of "Vice President" as required by the Texas Secretary of State on the Articles of Incorporation, shall represent the congregation before the Vestry and Parish Council, keeping them apprised of the people's needs, desires, and concerns.
- Section 2: The Junior Warden shall be informed about the total ministry of the Parish, and shall communicate a rationale at the request of the members, individual or corporate.
- Section 3: As the representative of the people, the Junior Warden shall see to it that the books of the Treasurer are reviewed or audited annually by a qualified person or persons prior to the annual Parish Meeting.
- Section 4: The Junior Warden shall apprise the Vestry of the needs for maintenance and repair of the property of the Parish, and the obtaining of insurance coverage of the buildings and other property of the Parish.

**D. Secretary**

- Section 1: The Secretary shall keep regular Minutes of the proceedings of the Vestry; shall notify the members of all meetings; and shall generally perform such duties as appertain to the office of Secretary. Furthermore, all such Minutes shall be recorded in a book and be preserved as part of the official parish records. The Secretary shall also record the Minutes of the annual Parish Meeting in that same book.

**E. Treasurer**

- Section 1: The Treasurer shall function as the Chief Financial Officer of the Parish and keep a record of all monies received by subscription, donation, and/or any other manner, and shall pay all expenses under the direction of the Vestry.
- Section 2: The Treasurer shall keep a regular account of receipts and expenditures in a book to be provided for that purpose, which shall be open at all times to the inspection of the members of the Vestry; and shall submit to the Vestry a monthly summary of receipts and expenditures. An Annual Report, approved by the Vestry, shall be submitted at the annual Parish Meeting.

Section 3: An annual statement to members and others shall be provided by the Treasurer upon request. The Treasurer shall provide receipts to all contributors in accordance with Internal Revenue Service regulations.

Section 4: All monies or other material gifts given as memorials will be received with thanksgiving to God, and to the glory of Christ Jesus our Lord, and will be the responsibility of the Vestry to designate in accordance with the requirements of these By-laws, and with due consideration given to the interests of the contributor; with the understanding that the ultimate responsibility for faithful stewardship rests with the Vestry.

## **ARTICLE VIII - COMMITTEES**

### **A. Finance Committee**

Section 1: This Committee shall prepare and present to the Vestry at their regular meeting next before the annual Parish Meeting a Budget, which shall in turn be presented for approval by the congregation.

Section 2: This Committee shall evaluate the Budget and prepare quarterly reports to the Vestry about the financial condition of the Parish.

Section 3: This Committee shall also be responsible for making recommendations concerning investment of the monies of this Parish.

### **B. Building and Grounds / Property Committee**

Section 1: This Committee shall be chaired by the Junior Warden, and shall have general superintendence over the real and other tangible property of the congregation.

Section 2: This Committee shall, in general, oversee the purchase of all articles necessary for the use of the Parish.

Section 3: The Committee shall provide for and oversee custodial work necessary to keep all properties in order.

Section 4: The Committee shall maintain a calendar for the use of the properties for such activities as are consistent with the principles and laws of this Parish.

### **C. Special Committees**

Section 1: Special committees may be appointed by the Rector, or in his absence, by the Senior Warden, as need may occur, and shall be dismissed when the purpose for their existence has been consummated.

## **ARTICLE IX - AUXILIARY BODIES**

Section 1: The formation of any body within this Parish is subject to the approval of the Rector, on advice of the Vestry.

Section 2: No funds shall be raised in or by this Parish for any cause without the express approval of the Rector and Vestry.

- Section 3: All programs of this Parish must be presented to the Rector for approval who, at his discretion, may seek the advice of the Parish Council.
- Section 4: Treasurers of authorized auxiliary bodies must present a written itemized report annually to the Finance Committee. No debts may be incurred without the knowledge and approval of the Vestry. All assets and monies are to be considered property of the Parish, and final disposition of said assets and monies rests with the Vestry.
- Section 5: Approved auxiliary bodies may be budgeted necessary operational monies by the Parish Finance Committee.

## **ARTICLE X - PARISH COUNCIL**

- Section 1: The Parish Council shall consist of the Rector, the Senior Warden, the Junior Warden, and if approved by the Parish at its Annual or Special Meeting, up to three additional communicant members of the age of twenty-five years or over, nominated by the Rector and elected by the congregation, in accordance with Title IV, Canon 50, Section 1 of the Constitution and Canons of the Reformed Episcopal Church.
- Section 2. Parish Council Duties. This Council shall meet at the discretion of the Rector or the Wardens. The members of the Council shall provide advice and council to the Rector in matters, including, spiritual oversight and discipline in the reception and dismissal of Communicant members, establishing topics to be considered at Vestry meetings, and such other matters the Rector may deem important and appropriate. In addition, it shall exercise general supervision over the Parish records and ledgers.

To accomplish that end, the Council will, in cooperation with the Parish Secretary, establish and maintain a Parish Register. Under the responsibility of the Rector, the Council shall ensure that the Parish Register is consistently maintained. The Parish Register shall be a suitable book in which accurate and full records shall be maintained of all baptisms, confirmations, receptions by letter from other churches, letters dimissory, excommunications, marriages, deaths, disappearances, those no longer participating and otherwise, together with a complete listing of all members; Baptized members, Confirmed members, and Active Communicant members. No names, once entered shall ever be erased; changes in status being recorded as notes or remarks. The Parish Council shall annually, prior to the Annual Meeting or any special meeting, update and correct the Parish Register to ensure an accurate and complete list of Active Communicant members eligible to vote is posted, prior to such meeting in accordance with Article XII, Section 3.

## **ARTICLE XI - THE RECTOR**

- Section 1: In the filling of a pastoral vacancy, a Search Committee comprised of a representative cross-section of the congregation, including two or three members of the Vestry, shall be appointed by the Senior Warden in consultation with the Bishop of the Diocese.
- Section 2: In accordance with Title III, Canon I, of the diocesan Canons, the Vestry shall take initial and final action in the exercise of authority in the calling of a Rector



or Minister-in-charge, subject to the requirements of Title III Canon 1, Section 2 of the diocesan Canons.

- Section 3: The Secretary of the Vestry shall extend an official call, in writing, using the form found in Title III Canon 1, Section 3 of the diocesan canons, stating in detail the terms of the call, to be signed by the officers of the Vestry, and by the Candidate, copies being held by both parties.
- Section 4: Duties. The Rector shall have the general supervision and oversight of all the spiritual matters of the Parish, subject to these Bylaws and the review of the Vestry, keeping the Parish Council informed of his ministerial work within the boundaries of discretion, in consideration of the confidentiality of his office. It is the pastoral duty of the Rector to maintain the low churchmanship and tradition of the Parish.
- Section 5: The Rector shall regularly report to the Parish Council such matters relating to the discharge of his ministerial responsibilities as shall enable them to fulfill their functions as defined in Title IV, Canon 50 of the Constitution and Canons of the Reformed Episcopal Church.
- Section 6: The Rector shall appoint the Sunday School Superintendent with the advice of the Parish Council, and he shall also direct the selection of the teachers in cooperation with the Superintendent.
- Section 7: The Rector shall comply with Title I, Canon 19 of the Constitution and Canons of the Reformed Episcopal Church and Title IV, Canon I of the diocesan canons in the performance of his duties.
- Section 8: The termination of a pastoral connection, or the dismissal of a Rector, shall follow the procedure defined in Title II, Canon 33 of the Constitution and Canons of the Reformed Episcopal Church.

## **ARTICLE XII - ANNUAL, SPECIAL, OR EMERGENCY PARISH MEETINGS AND MEMBERSHIP**

- Section 1: The Annual Parish Meeting shall be held each year as determined in accordance with Title IV, Canon 48, Section 11 of the Constitution and Canons of the Reformed Episcopal Church.
- Section 2: Membership in the corporation for voting purposes shall be extended to those who have been Active Communicant Members of this Parish for at least twelve months immediately prior to the Parish Meeting, and are of legal voting age.
- Section 3: The Rector shall prepare and the Parish Council shall review and certify a list of persons who meet the above standard and post same conspicuously a minimum of three (3) Sundays before the date appointed for the Annual Parish Meeting. (The List of Voting Members) Any disagreement shall be resolved by a majority vote of the Rector, Senior Warden and Junior Warden. Any such may be appealed to the Bishop Ordinary, or if there be none, to the Ecclesiastical authority whose decision shall be final.
- Section 4: Emergency Parish Meetings may be called by the Rector, either of the Wardens, or by any three (3) members. The List of Voting Members prepared for the most recent Annual Parish Meeting, with additions and subtractions made since its preparation, shall be updated by the Rector and Wardens, and shall be the basis of eligibility for voting. Such meeting must be announced the Sunday before it is

held and is limited to the specific purpose for which it is called, and is subject to the quorum requirements as stated in Article XII, section 5.

Section 5: Each member shall be entitled to one vote. Members shall not be entitled to vote by proxy. Forty percent (40%) of Voting Members shall constitute a quorum at all Annual and Special or other requested meetings. Notice of all Annual or requested meetings shall 1) be made in writing through at least three (3) Sunday worship bulletins, and noted orally at those services, 2) be continuously posted on a Bulletin Board in the Parish Hall three Sundays prior, and noted in the Parish Newsletter, and 3) be included in at least three electronic media notices to the parish. Such notifications shall be made no more than fifty (50) days prior to the date set for such meeting. If a quorum shall not be present at any meeting of the members, the members present thereat may adjourn the meeting from that time until such a time when a quorum shall be present. At any such adjourned meeting, however, any business may be transacted which might have been transacted at the meeting as originally convened, which must then be ratified at a meeting, convened solely for that purpose, and prior notice having been made the Sunday before.

#### **ARTICLE XIII- ADOPTION**

Section 1: A vote of two-thirds of the members of this Parish, present at a duly called and constituted meeting, shall be required to adopt these By-laws.

#### **ARTICLE XIV – GENERAL PROVISIONS**

Section 1: Fiscal Year. The Fiscal year of the Parish shall be the calendar year.

Section 2: Contracts, Checks, Deposit and Funds. The Vestry may authorize any Vestry member or Officer of the Parish to enter into any contract or to execute and deliver any instruments in the name of the Parish. Such authority may be general or confined to specific instances.

#### **ARTICLE XV – INDEMNIFICATION**

Section 1: Indemnification by the Corporation. The corporation shall indemnify any person who was, is or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (a) is or was a Vestry member, Rector, Assistant Rector, or officer of the corporation or (b) while a Vestry member, Rector, Assistant Rector, or officer of the corporation, is or was serving at the request of the corporation as a trustee, officer, partner, venturer, proprietor, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent that a corporation may grant indemnification to a person serving in such capacity under the Texas Non-Profit Corporation Act, as the same exists or may hereafter be amended.

Section 2: Expenses. Procedure. Such right shall be a contract right and shall included the right to be paid by the corporation for all expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Texas Non-Profit Corporation Act, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the corporation within 90 days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to be paid also the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense are not permitted under the Texas Non-Profit Corporation Act, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its Vestry or any committee thereof, special legal counsel, or shareholders) to have made its determination of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the corporation (including its Vestry or any committee thereof special legal counsel, or shareholders) that such indemnification or advancement is not permissible, shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible.

Section 3 Additional Indemnification. The corporation may additionally indemnify any person covered by the grant of mandatory indemnification contained above to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law.

Section 4 Definition. As used herein, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitratve, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

## **ARTICLE XVI - AMENDMENTS**

Section 1: No repeal, alteration, or amendment of the By-laws shall be made unless approved at a meeting of the Vestry, by a two-thirds majority of the membership present and voting, or by a petition signed by at least twenty percent (20%) of the List of Voting Members (as last certified by the Parish Council) presented to the Vestry at least ten (10) days prior to the Vestry's December Meeting; and ratified by a two-thirds majority of the members present and voting at the next Annual Parish Meeting; provided that notice shall have been given to the Congregation of the changes proposed in conjunction with the notification required for said Parish Meeting according to Article XII, Section 5.

Section 2: Each Vestry and Parish Council member shall be presented with a copy of the Constitution and Canons of the Reformed Episcopal Church, and of the Diocese of Mid-America, and with a copy of the Charter and By-laws of this Parish, at the first meeting after that member's election.

Certified as a true and authentic copy, updated with amendments ratified by the Active Communicant Members of the Parish at the Annual Parish Meeting on \_\_\_\_ \_\_\_\_\_, 20 \_\_\_\_.

Vandi Melton  
Secretary  
The Chapel of the Cross, Inc.