

BYLAWS OF CORNERSTONE CHURCH TULSA, INC

An Oklahoma Not for Profit Corporation

ARTICLE I General

Section 1.01 Ecclesiastical Terminology. The corporation is referred to in these bylaws as the "Congregation." The Congregation has a Vestry of directors, which is referred to in these bylaws as the "Vestry." The Congregation shall have a president, who is referred to in these bylaws as the "Rector." The Vestry shall have a first vice-president, who is referred to in these bylaws as the "Sr. Warden."

Section 1.02 Affiliation with Diocese of Churches for the Sake of Others. The Congregation is affiliated with the Diocese of Churches for the Sake of Others (C4SO), which is a diocese with the Anglican Church in North America. The Congregation adopts and recognizes the authority of the Constitution and Canons of the Diocese of Churches for the Sake of Others and the Constitution and Canons of the Anglican Church of North America (ACNA), and commits to upholding and propagating the historic Faith and Order as set forth in the Book of Common Prayer. The Congregation will not adopt or revise these bylaws in any way that contradicts the Constitution and Canons of either the Diocese of Churches for the Sake of Others or the ACNA.

ARTICLE II Church Membership

Section 2.01 Member Qualifications. The Congregation shall have a single class of members. To qualify for membership, a member shall be at least 16 years of age, a regular contributor of record known to the treasurer, a faithful participant in regular worship services, baptized in the name of the Father, Son and Holy Spirit, and active in the mission and ministry of the congregation. The Vestry may set additional qualifications for membership. The Rector shall determine whether an individual qualifies as a member under the qualifications set by these bylaws and the Vestry. A list of the members shall be maintained by the Congregation's Secretary.

Section 2.02 Authority of Members. The members shall have the right to vote on the election of members to the Vestry and amendments to the Articles of Incorporation and these Bylaws.

Section 2.03 Annual Meeting of Members. There shall be an annual meeting of the members of the Congregation, held no later than March 31 following end of year. The meeting shall be held within Tulsa County at a date and time determined by the Vestry. Notice of the date, time and location of the annual meeting shall be given in the weekly all-church email, shall be announced at weekly worship services, and published on the Congregation's website at least 60 days prior to the meeting. The business to be conducted at the annual meeting of the members shall consist of a report on the finances and operations of the Congregation for the past year, to present the budget and plans for the following fiscal year, to consider any matters

which the Vestry may refer to the Membership for advice, and to vote on the election of members to the Vestry. Only membership meetings called for by the Rector, Vestry or Bishop are recognized as official church meetings.

Section 2.04 Quorum. A quorum for the annual meeting of the members shall be one-third of the members. A simple majority vote of more than 50% will be used to approve any proposed measures.

Section 2.05 Termination of Membership. Membership in the Congregation may be terminated by the Rector upon the Rector's determination that the individual no longer meets the qualifications for membership, or if in the discretion of the Rector, membership should be terminated or suspended as a matter of spiritual discipline.

ARTICLE III The Vestry of Directors

Section 3.01 Powers and Duties of the Rector. The Rector shall be the President of the Corporation and shall supervise, direct, and control the church's activities and affairs, and supervise the hiring and work of all employees and volunteers. The Rector shall have responsibility for the spiritual oversight of the Vestry and the Congregation. The Rector, the Sr. Warden (or their appointee) shall preside at all meetings of the Vestry. The Rector shall have such additional powers and duties as the Vestry may delegate.

Section 3.02 Powers and Duties of the Vestry. The Vestry shall administer the temporal affairs of the Congregation, and shall constitute the Vestry of directors of the corporation for all legal purposes, with all the authority and responsibilities of the Vestry under the laws of the state where incorporated. The Vestry may delegate the management of the activities of the Congregation to any person or persons provided that the Vestry maintains ultimate direction of the activities and affairs of the Congregation.

The duties of the Vestry are to ensure financial integrity, to maintain the Congregation's facilities and to provide guidance for the selection of the Congregation's leaders and representation. These duties include but are not limited to: (1) managing the activities and conducting the affairs of the church in accordance with these bylaws and all other applicable laws; (2) preparing, approving and maintaining an annual operating budget; (3) approving significant non-budgeted expenses; (4) approving church planning initiatives and related commitments; (5) entering into and maintaining employment contracts, where specified herein; (6) overseeing the borrowing of money and incurred indebtedness on the church's behalf, and causing to be executed and delivered for the church's purposes, in the church's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities; and (7) adopting, amending, or repealing the Bylaws as deemed appropriate for the benefit of the church.

In executing these temporal matters, the Vestry shall at all times be faithful to (1) pray for the Rector, the staff and the church; (2) represent "church leadership" with integrity, humility and holiness as required by Scripture; (3) guard the vision, values and "Deep Hopes" of the church;

and (4) encourage, advise and challenge each other in the Lord. The duties of the Vestry are intended to be fulfilled by the Vestry as a whole and individual members of the Vestry are not authorized to act on behalf of the corporation in an individual capacity unless specifically authorized by the Vestry or the Rector in each of their official capacities.

Section 3.03 Vestry Members. The Vestry shall consist of at least 6 directors serving staggered three-year terms of as nearly equal size as possible. In addition, the Rector shall serve as an *ex officio* director. Only a member of the congregation in good standing may qualify as a director. *Ex officio* directors are subject to no term limits and shall remain on the Vestry as long as they hold the office entitling them to membership of the Vestry.

Section 3.04 Vestry Qualifications. The qualifications for Vestry members are: being a baptized member of the Congregation, having an established commitment to the Congregation and to its purposes and mission as evidenced through service, work experience and/or educational background, and demonstrate recognized spiritual maturity and active leadership in mission and ministry of the congregation. The Vestry may formulate specific, additional criteria for nomination to the Vestry. Vestry members are expected to attend meetings of the Vestry unless prevented by significant cause. Absence from one third of the meetings of the Vestry in one year may constitute grounds for removal from the Vestry by majority vote of the other members of the Vestry. Unless specific exceptions are made, no Vestry member who has completed a term of more than two years is eligible for re-election to the Vestry until one year has elapsed.

Section 3.05 Election of Vestry. Prior to each annual meeting of the Congregation members, the Vestry members shall nominate candidate(s) for election to the Vestry. These candidate(s) will replace the directors whose terms are expiring or will become new directors to grow the Vestry as deemed necessary and beneficial by the current members for the Congregation. This approved slate of candidate(s) shall be proposed to the members for election by ballot.

Section 3.06 Vestry Vacancies and Resignation. An interterm vacancy or vacancies on the Vestry shall occur when: (1) a director dies, is removed or resigns from the Vestry; (2) the Vestry declares a vacancy of the office of any director who has been convicted of a felony or declared of unsound mind by a court order; or (3) the members fail to elect the number of directors up for election at a meeting of the members.

A member may resign by giving written notice to the Rector or Sr. Warden. The resignation shall be effective upon receipt of the notice unless it requests a later date approved by a majority vote of the Vestry or the Vestry requests a later date agreed upon with the resigning director. If the Vestry is unable to secure a written notice of resignation, the resignation shall be noted in the minutes of the next meeting of the Vestry. A director of the Vestry may be removed by a unanimous vote of the Vestry, excluding that director to be removed.

Vestry vacancies of these kinds shall be filled by approval of a supermajority vote of the total remaining members of the Vestry. Such appointments to the Vestry shall be for a period to expire at the next annual meeting of the members of the congregation, at which time the

vacancy shall be filled by election by the Membership. If the vacancies reduce the number of directors below the minimum requirement, those vacancies shall be filled by approval of a majority vote without prolonged delay in an effort to reestablish the minimum number of Vestry directors required by these Bylaws. The individual who was temporarily appointed to fill the vacancy may be a candidate for election by the Congregation membership to fill the vacancy for the balance of the term.

When, for any reason, a new director needs to be elected, the current Vestry of directors shall prayerfully nominate persons they think would be good candidates. Each director should present the reasons for their selection(s) so open discussion can occur on all nominees. The Rector shall have the power to exclude nominees at his/her discretion based on concerns about their participation in the life of the church or other privileged information that may or may not be able to be shared with the other directors. Once all nominees are reviewed, a vote will be taken to select the top candidates. The number selected will be no more than one above the number needed to fill the open seat(s). The final nominees will be asked to fill out a questionnaire approved by the Vestry, given their willingness and availability to serve on the Vestry. Once the questionnaires are received, the Vestry will review them and have prayerful discussion about the best person(s) to be invited to join the Vestry. After a final vote is taken, invitation(s) will be extended to the nominee(s).

Section 3.07 Vestry Meetings. The Vestry shall hold a minimum of 8 full meetings spread throughout the year, scheduled and agreed upon at the beginning of each new year. Any of these meetings may be canceled or postponed by a decision by the Vestry, so long as the decision is recorded in the minutes. Any of these meetings may also be canceled or postponed by a joint decision of the Rector and the Sr. Warden, upon notice to the directors of the Vestry. Any special meetings may be set by the Vestry when it is in session, with the date, time and location recorded in the minutes. Special meetings of the Vestry may also be called by the Rector or the Sr. Warden with a notification to all members as short as 24 hours. The Rector, the Sr. Warden (or their appointee) will preside at all meetings of the Vestry.

Vestry directors who were absent from a meeting of the Vestry where business was conducted may not move for reconsideration of matters raised at that meeting at the next meeting of the Vestry.

Section 3.08 Voting and Quorums. A quorum is at least 60% of the directors of the Vestry. By illustration, a board of 6 requires a quorum of 4, a board of 7 or 8 requires a quorum of 5, etc. A meeting at which a quorum is present permits the Vestry to discuss and transact business, despite the reduced number of directors. When voting on matters of great importance, as determined by the Rector or Sr. Warden, a supermajority of the full Vestry will be required to pass a proposal. Matters of great importance shall be identified in advance of the meeting, be described in the notice and clearly identify that the motion in question requires a supermajority.

All efforts should be made to be in "one accord" before a Vestry vote is called, encouraging each other to willingly deliberate issues. Issues that do not require a supermajority shall be approved and moved forward if a majority vote is reached, defined by 75% of those present

voting in favor of the proposal, given the quorum was met. Supermajority issues (matters of great importance) shall require 80% of the full number of the Vestry to be in favor of the measure in order to pass. Each director has one vote and voting may be performed by a showing of hands or voicing individually yea or nay. Voting is not to be anonymous so to indicate how each member stood on an issue.

All voting outcomes will be declared by the Sr. Warden in the same meeting in which the vote took place. The Rector has the right to postpone any vote at any time even if the motion to take a vote was seconded. If the vote tally does not reach a majority in favor or against the proposal as defined in these bylaws, a re-vote can be taken after further discussion to see if a majority can be reached. If a majority is not established after the second vote the Rector or Sr. Warden may table the vote for another time. When calculating voting percentages, fractional results will be rounded up to the next whole number of persons.

Section 3.09 Vestry Action Taken without a Meeting. An action required or permitted to be taken by the Vestry may be taken without a meeting if all directors individually or collectively consent in writing to that action. Such consent may be done electronically. The written consents shall be documented in the minutes of the next meeting of the Vestry.

Section 3.10 Vestry Committees. The Vestry may create additional Vestry committees each consisting of one or more Vestry directors to serve at the request of the Vestry. Appointments to such committees shall be confirmed by the Vestry. The Vestry may delegate authority to a Vestry Committee. No committee has authority to fill vacancies on the Vestry, fix compensation, amend, adopt or repeal bylaws or articles of incorporation, or to expend funds.

The Vestry may create additional advisory committees that consist of any combination of Vestry directors and other individuals. Any advisory committee that includes individuals who are not directors of the Vestry are advisory only and have no authority to make decisions or vote on behalf of the Vestry, although they may be delegated narrow operational responsibilities.

Section 3.11 Participation in Meetings by Electronic Means. Members of the Vestry may participate in a meeting through the use of conference telephone, video access or similar communication equipment, so long as all directors participating in such meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at such meeting and counts toward the quorum.

Section 3.12 Waiver of Notice. Notice of a meeting need not be given to any director who signed a waiver of notice or a written consent to holding the meeting. A director who approved of the minutes of a prior meeting, or who attends a meeting without protesting the lack of notice shall be deemed to have waived the requirement to notice. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 3.13 Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjourned meeting shall be given to any director not present at the time of the adjournment.

ARTICLE IV Officers

Section 4.01 Titles. The officers of the church shall be the President who shall have the title of "Rector," a First Vice President who shall have the title of "Sr. Warden," Treasurer, Secretary, and any other officers determined by the Vestry. The positions of treasurer and secretary may, but need not be, held by directors of the Vestry.

Section 4.02 Appointment, Selection and Election of Officers. While the Rector is employed directly by the Congregation, Rectors serve at the direction of the Bishop. The Vestry initiates a search committee, selects and hires the Rector, in consultation with the Bishop throughout the process, seeking the authorization of the Bishop before extending a call. Upon approval of the Vestry's Rectoral candidate by the Bishop, the Rector shall be hired by the Vestry and employed by the Congregation pursuant to a written agreement. In the event of a vacancy, the Sr. Warden shall assume the functions and duties as president until a new Rector is hired. The Vestry shall appoint through election a Secretary, Treasurer, and any other officers. The Rector shall appoint a Sr. Warden for a term of 1-2 years. At a time when there is a vacancy in any office, a replacement may be appointed or elected for the balance of the year by the same means as appointed or elected for full terms.

Section 4.03. Subordinate Officer Responsibilities.

Sr. Warden. If the Rector is absent or disabled, the Sr. Warden shall perform all duties of the president. When so acting, the Sr. Warden serving as president shall have all powers of and be subject to all restrictions of the president. The Sr. Warden shall have such other powers and duties as the Vestry may delegate. The Wardens' duties shall not extend to spiritual matters, which will be directed by the Bishop or his delegate if the Rector's absence or disability is sustained for more than a month.

Treasurer. The Treasurer shall be responsible for: (1) keeping and maintaining full and correct records of financial accounts, leases, contracts, properties and business transactions of the Congregation; (2) preparing reports to facilitate a review of the financial status of the Congregation at each monthly Vestry meeting; (3) preparing for and assisting in periodic audits of the Congregation's financial records; (4) depositing, or causing to be deposited, all money and other valuables in the name and to the credit of the Congregation with such depositories as the Vestry may designate; (5) disbursing the church's funds as the Vestry may direct; (6) rendering to the Rector and the Vestry, when requested, an account of all transactions as treasurer and of the financial condition of the Congregation; and (7) have such other powers and perform such other duties as the Vestry may delegate.

Secretary. The Secretary shall be responsible for: (1) keeping or causing to be kept, at the church's principal office or such other place as the Vestry may direct, the minutes of all regular and special meetings, proceedings and actions of the Vestry and of members' meetings; (2)

ensuring that all records of the church are maintained as required by law; (3) ensuring proper communications and notices of all meetings to directors of the Vestry, and of committees of the Vestry as required by these bylaws; and (4) performing such other duties as the Vestry or the bylaws may require.

Section 4.04 Removal of Rector and Sr. Warden. The Rector may only be removed in a manner set forth in the Diocesan Canons at Canon 8, regarding Disruption of Rectoral Relationship. The Rector may remove and replace the Senior Warden with or without cause at any time.

ARTICLE V Emergency Powers

Section 5.01 Emergency Powers. In anticipation of or during an emergency, the Vestry may relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so. During an emergency, (1) notice of a meeting of the Vestry need be given only to those Vestry-members it is practicable to reach and may be given in any practicable manner; (2) those Vestry-members who participate in a meeting of the Vestry shall constitute a quorum; and (3) one or more officers present at a meeting of the Vestry may be deemed to be Vestry-members for the meeting, in order to constitute the minimum size of the Vestry as set forth in Section 2.02 herein. Such officers shall be added as available in order of rank and within the same rank in order of seniority.

Corporate action taken in good faith during an emergency to further the ordinary activities and affairs of the Congregation: (1) binds the Congregation; and (2) may not be used to impose liability on a Vestry-member, officer, employee, or agent.

“Emergency” means any of the following events or circumstances as a result of which, and only so long as, a quorum of the Vestry cannot be readily convened for action: (1) a natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or, regardless of cause, any fire, flood, or explosion; (2) an attack on this state or nation by an enemy of the United States of America, or upon receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent; (3) an act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government functions, or population, including, but not limited to, mass evacuations; or (4) a state of emergency proclaimed by a governor or by the President of the United States.

ARTICLE VI Indemnification and Insurance

Section 6.01 Indemnification. To the fullest extent permitted by law, the Congregation shall have the power to indemnify its directors and officers, and may indemnify employees and other persons, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding”, as that term is used in that section, and including an action by

or in the right of the Congregation, by reason of the fact that the person is or was a person described in that section. To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter therein, such person may be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

On written request to the Vestry by any person seeking indemnification, the Vestry may promptly decide whether the applicable standard of conduct has been met and, if so, the Vestry may authorize indemnification. If the Vestry cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Vestry may promptly call a meeting of directors. At that meeting, the directors may determine whether the applicable standard of conduct has been met and, if so, the directors present at the meeting, by a majority vote, may authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Vestry in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered by these sections may be advanced by the Congregation before final disposition of the proceeding, on receipt by the Congregation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Congregation for those expenses.

Section 6.02 Insurance. The Vestry shall have power to purchase and maintain insurance on behalf of any Vestry member, Officer, or agent of the Corporation against any liability asserted against or incurred by the Vestry member, Officer, or agent in such capacity or arising out of the Vestry member's, Officer's, or agent's status, as such, whether or not the Congregation would have the power to indemnify the agent against such liability under Section 5.01 of these Bylaws; provided, however, that the Congregation may not purchase and maintain such insurance to indemnify any Vestry-member, Officer, or agent of the Congregation for any self-dealing transaction.

ARTICLE VII Miscellaneous

Section 7.01 Fiscal Year. The fiscal year of the Corporation shall be from January through December.

Section 7.02 Amendment to the Articles of Incorporation and Bylaws.-The Articles of Incorporation and Bylaws of the Congregation may be adopted, amended or repealed in whole or in part by a majority vote of the total members of the Vestry upon approval of the members in accordance with Section 2.02 of these Bylaws and approval of the Bishop and the Executive Leadership Team of the Diocese.

Should a situation arise that is not expressly addressed within these bylaws the Vestry commits to finding resolution based on Scripture, seeking legal counsel when appropriate, and through discussion and deliberation, followed by formally addressing the issue through amending the bylaws in an expedient manner.

Section 7.03 Women in Leadership. This Congregation adheres to the Diocesan statement regarding women in leadership and recognizes both men and women who serve the Church as rectors and church planters.

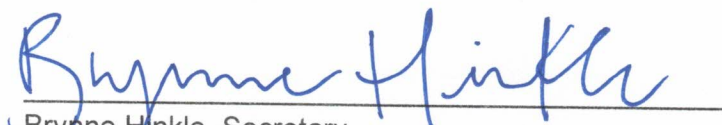
Section 7.04 Safe Church Training. This Congregation adheres to the Diocesan Safe Church Training Compliance Policy.

CERTIFICATE OF SECRETARY

I, the undersigned, the duly elected Secretary of CORNERSTONE CHURCH TULSA, INC, an Oklahoma nonprofit corporation, do hereby certify:

That the foregoing Bylaws, consisting of 8 pages were adopted as the Bylaws of the Corporation by the Directors of the Corporation on 11/25/19 and updated on 11/12/23 and do now constitute the Bylaws of said Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this day 11/12/23.



Brynne Hinkle, Secretary