

**BYLAWS
CHRIST CHURCH CRANBROOK
BLOOMFIELD HILLS, MICHIGAN**

ARTICLE I

RELATIONSHIP OF THE PARISH TO THE DIOCESE AND NATIONAL CHURCH

Christ Church Cranbrook is a parish of the Episcopal Diocese of Michigan. The Parish and its Clergy and Vestry are subject to the Constitution and Canons of the Diocese of Michigan and of The Episcopal Church which, together with these bylaws, shall govern the affairs of the Parish.

ARTICLE II

THE PARISH

SECTION II A. MEMBERSHIP

Christ Church Cranbrook shall recognize the categories of membership set forth in the Canons of the Diocese of Michigan.

SECTION II B. MEETINGS

An annual Parish meeting shall be held at the church on a date and time fixed by the Vestry in conformity with the Canons of the Diocese of Michigan and The Episcopal Church.

A Special Meeting of the Parish shall be held whenever called by the Vestry, the Rector, the Wardens, or by 10% or more qualified voters having filed with the Secretary of the Vestry a written application stating the date, time, and purpose thereof. A Special Meeting shall occur within 30 days after being called.

SECTION II C. NOTICE OF MEETINGS

1. General

The Rector, or in the Rector's absence a Warden, shall publish notice of any annual or special meeting during the regular services on each of two (2) consecutive Sundays immediately preceding the meeting. Notice shall also be given personally or sent by mail or electronic communication to the Congregation, the Clergy, and the Vestry. Notice shall also be published in a Parish publication in advance of the meeting and posted in a prominent place in a Church building. The notice shall state the date, time, place, and purpose of the meeting.

2. Additional Requirements for Special Meetings

A written notice of the meeting shall be posted or published not less than 14 and no more than 60 days before the meeting.

SECTION II D. CONDUCT OF MEETINGS

1. Chair

The Rector shall be the chair of all annual and special meetings of the Parish. In the Rector's absence, one of the Wardens, or in their absence a Vestry member who shall be selected by a majority of Vestry members present, shall chair meetings.

2. Action by Majority Vote

Decisions of a meeting shall be made by a majority of those qualified voters present and voting at an annual or special meeting at which a quorum is present.

3. Quorum

A quorum shall exist when at least 10% of the qualified voters of the Parish as reported in the Parochial Report for the year prior to the date of the meeting are present at the commencement of the meeting.

4. Secretary of the Meeting

The Secretary of the Vestry shall act as secretary of each Parish meeting. In the Secretary's absence, an Assistant Secretary may act, or the Chair may appoint any other person to act as secretary.

SECTION II E. ELIGIBILITY TO VOTE

1. Qualified Voters

A member of the Parish is qualified to vote at any annual or special meeting if the member has been baptized in the Christian faith and that baptism has been duly recorded by The Episcopal Church; the member is 16 years of age or older; the member has been a regular worshiper at Christ Church Cranbrook during the six preceding months (unless prevented for good cause); and the member is faithful in working, praying, and giving for the spread of the Kingdom of God.

2. List of Qualified Voters

The Vestry, or person designated by and under the supervision of the Vestry, shall maintain a list of qualified voters. The list shall be posted in accordance with procedures adopted by the Vestry.

3. Proxies or Absentee Ballots

A member of the Parish may not vote by proxy or absentee ballot.

ARTICLE III

THE VESTRY

SECTION III A. MEMBERSHIP

1. The Vestry of Christ Church Cranbrook shall consist of not more than fifteen (15) qualified voting members of the Parish elected by ballot at the Annual Parish Meeting.
2. No person who is a member of the staff of the Parish shall be eligible to serve on the Vestry during the term of such service.

SECTION III B. TERMS OF OFFICE AND FILLING VACANCIES

1. Term

Each Vestry member shall be elected to a three-year term. The Vestry shall be divided into three classes, so that one-third of the Vestry may be chosen every year.

2. Succession Prohibited

No person may be re-elected or appointed to the Vestry for a period of one-year following the expiration of their term, if that term was a full three-year term.

3. Vacancies

If a Vestry member resigns or otherwise vacates office before the expiration of his or her term, the remaining members of the Vestry may, but shall not be required to, appoint a person to fill the vacancy.

SECTION III C. ELECTION OF VESTRY

1. Nominating Committee

No later than October 1, or as soon as practical thereafter, the Vestry shall appoint a Nominating Committee. The Nominating Committee shall consist of no fewer than 10 qualified voters, five of whom shall be Vestry members, including all Vestry members whose term shall expire at the next annual meeting, and five of whom shall be representatives from other Parish organizations.

2. Nominations

- a. The Nominating Committee appointed by the Vestry shall nominate for election to the Vestry no more than ten (10) Parish members who are qualified to be Vestry members.
- b. The Nominating Committee may nominate fewer than ten(10) but no less than eight (8) individuals if
 - i. the Nominating Committee has diligently polled the Parish and in good faith has been unable to gain the assent of candidacy of twice the number of individuals as vacancies of full terms to be filled;
 - ii. the Nominating Committee, by a vote of two-thirds of its members, certifies in writing to the Vestry at least 30 days before the annual meeting that it has been unable to secure the assent of ten individuals to place their names in nomination for the Vestry; and
 - iii. the Vestry, by a vote of two-thirds of all Vestry members, adopts a resolution, which specifically refers to the certification of the Nominating Committee.
- c. The Nominating Committee shall also nominate any individual qualified to be a Vestry member who presents to the Rector or to any Vestry member a nominating petition that has been signed by at least 15 qualified voters of the Parish and to which is appended a biographical sketch of the person seeking nomination. The petition and biographical sketch must be submitted to the Rector or any Vestry member at least 30 days prior to the Annual Parish Meeting.
- d. The names and biographical sketches of all nominees shall be presented in writing to the members of the Parish at least 15 days before the Annual Parish Meeting.
- e. Further nominations may be made from the floor, providing that each nominee shall be present or have previously assented to such nomination.

3. Election

- a. The election of the Vestry shall be held at the Annual Parish Meeting. Each ballot shall be marked for the exact number of nominees to be elected; otherwise, it shall be void. A qualified voter shall cast only one ballot for each round of voting.
- b. Election of the Vestry shall require a majority of all ballots cast. *If the nominees to be elected do not receive a majority of the ballots cast, further balloting shall be conducted to fill the remaining positions. If four or fewer nominees are elected on the first ballot the remaining nominees will run on a second ballot requiring the majority of the second ballots cast for election. If such majority is not obtained a third ballot shall be taken. The number of nominees running on the third ballot shall equal the number of vacancies to be*

filled plus one, and will be the nominees receiving the highest number of votes on the second ballot.

- c. The Wardens shall be judges of the election.

SECTION III D. OFFICERS

1. Officers to be elected.

At the Vestry's organizational meeting, to be held as provided in Section III E, the Vestry shall elect a Senior Warden and a Junior Warden from their number, and a Secretary, an Assistant Secretary, a Treasurer, and an Assistant Treasurer, each of whom may, but shall not be required to be, a member of the Vestry.

Each officer shall assume office at the time of election and shall serve at the pleasure of the Vestry until the next annual Parish Meeting or until his or her earlier resignation or removal.

2. Wardens

The Senior Warden shall be the Chief Executive Officer of the Vestry. In the Absence of the Senior Warden, the Junior Warden shall exercise the duties of the Senior Warden.

3. Secretary

The Secretary shall

- a. Note and record in a book provided for that purpose the minutes of the proceedings of the Vestry and of meetings of the Parish, which shall be prima facie evidence of the facts stated therein and which at all times shall be open to the inspection of the Rector and of all persons qualified to vote at the Annual Parish Meetings;
- b. Preserve all records and papers belonging to the Parish and not required to be kept by any other person or officer;
- c. Deliver into the hands of his or her successor all books and documents belonging to the Parish that may be in his or her possession;
- d. Have custody of the seal and affix it to such instruments as the Vestry shall direct; and
- e. Be responsible for preparing and maintaining the official list of members qualified to vote.

4. Treasurer

The Treasurer shall

- a. Receive all moneys belonging to the Parish;
- b. Manage and invest the same under the direction of the Vestry;
- c. Submit all bills prior to payment to the Rector, Committee Chair, or other person designated by the Vestry for approval and certification;
- d. Keep a correct amount of receipts and expenditures for the Parish;
- e. Furnish statements thereof with the proper vouchers annually or more often, if required;
- f. Make monthly written financial accounting of the affairs of the Parish to the Vestry;
- g. Present his or her annual report in written form to the Annual Parish Meeting; and
- h. Maintain all financial records of the Parish, which records shall remain the exclusive property of the Parish.

5. Assistant Secretary

The Assistant Secretary shall serve in the absence of the Secretary.

6. Assistant Treasurer

The Assistant Treasurer shall serve in the absence of the Treasurer.

SECTION III E. MEETINGS

1. Organizational Meeting

Immediately following the annual meeting the members of the Vestry shall meet with the Rector for the purpose of setting the time and place for the organizational meeting of the Vestry. The organizational meeting shall be held within three weeks after the annual meeting at a day, time, and place satisfactory to the largest number of the Vestry. The Vestry shall elect its officers at the organizational meeting and attend to such other business as may be appropriate.

2. Regular Meetings

Regular meetings of the Vestry shall be held no fewer than eight times in any calendar year at such times and places as shall be determined by the Vestry. Written notice shall not be required of any regular meeting. Notice shall be given personally or by mail or electronic communication to the Rector and all members of the Vestry, and posted in a Parish publication in advance and in a prominent place in the Church. Such meetings may be held by any means that permits all persons participating in the meeting to communicate with all other meeting participants, including in person, conference call, or other means of remote communication.

3. Special Meetings

The Rector, the Wardens, or one-third of the Vestry members may call Special Meetings. Written notice or notice by electronic communication of such meeting shall be given to the Rector and all members of the Vestry at least five but not more than thirty days prior to such meeting. Notice of such meeting may be waived in writing. Presence at any such meeting shall constitute a waiver of notice thereof. Notice shall also be published in a Parish publication in advance and in a prominent place in the Church. Such meetings may be held by any means that permits all persons participating in the meeting to communicate with all other meeting participants, including in person, conference call, or other means of remote communication.

4. Quorum

A majority of the Vestry shall constitute a quorum for the transaction of business.

5. Conduct of Meetings

- a. The Rector shall preside over the Vestry but shall not vote except in the case of a tie. In the Rector's absence from the meeting, the Senior Warden shall preside, if present, and if not, the Junior Warden shall preside. If neither the Rector nor any of the Wardens is present, the Vestry members present shall select one of their members to preside.
- b. Meetings of the Vestry shall be open to the Parish subject to such rules and regulations as the Vestry shall determine and publish from time to time.
- c. The Vestry may go into closed or executive session during the course of any regular meeting, or may meet in closed session. Parishioners will not be admitted to closed or executive sessions of the Vestry.

SECTION III F. POWER AND DUTIES

1. General

The Vestry shall constitute the managing and governing body of the temporal affairs of the Parish. It shall be responsible for the maintenance of the property of the Parish, the calling and support of a Rector and the providing for such other clergy as may be required or desirable and provide for compensation of other Parish employees. The Vestry shall provide for regular public worship. Without limiting the generality of the preceding sentence, subject to all applicable canons, the Vestry shall have the power and authority to

- a. Lease, purchase, sell, acquire, manage, encumber and generally deal with real estate in the name of the Parish;
- b. Borrow, manage and invest money;

- c. Hold personal property and assign responsibility for the investment and management of money.

2. Facilities

The Vestry shall advise the Rector with respect to all uses of the Parish facilities by organizations other than those sponsored by the Parish, with the guiding premise that appropriate use by such organizations is, in general, to be encouraged.

3. Execution of Documents

All obligations for money, contracts, all deeds for the conveyance of real estate, and all other instruments in writing requiring the corporate signature to be binding on the corporation shall be signed, in the name of the corporation, by one of the Wardens and by the Secretary or Treasurer or by any such member or members of the Vestry as shall be authorized to do so by resolution of the Vestry.

SECTION III G. INDEMNIFICATION

The Parish, to the fullest extent now or hereafter permitted by law, shall indemnify and defend any Vestry member or officer of the Parish (and, to the extent provided in a resolution of the Vestry or by contract, may indemnify any volunteer, employee or agent of the Parish) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit, claim, or proceeding by reason of the fact that such person is or was a Vestry member, officer, volunteer, employee, or agent of the Parish, or is or was serving at the request of the Parish as a director, officer, volunteer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise ("Indemnified Party"). The Indemnified Party shall be indemnified and held harmless against expenses including attorney's fees (which expenses may be paid by the Parish in advance of the final disposition of such action, suit or proceeding as provided by law), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted (or refrained from acting) in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Parish or its members, and with respect to any criminal action or proceeding, if such person had no reasonable cause to believe such person's conduct was unlawful. The indemnification herein provided for shall continue as to a person who has ceased to be a Vestry member or officer of the Parish and, to the extent provided in a resolution of the Vestry or in any contract between the Parish and such person, may continue as to a person who has ceased to be an employee, volunteer, or agent of the Parish. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Vestry member, officer, volunteer, employee, or agent of the Parish shall inure to the benefit of the heirs, personal representatives, and administrators of such person.

SECTION III H. CONFLICTS OF INTEREST

1. *Disclosure*

When a member of the Vestry is affiliated with an organization seeking to provide services of facilities to Christ Church Cranbrook, or when a member of the Vestry has any duality of interest or possible conflict of interest, real or apparent, such affiliation or conflict of interest should be disclosed to the Vestry and made a matter of record, either when the interest becomes a matter of Vestry action or as part of a periodic procedure to be established by the Vestry. An affiliation with an organization will be considered to exist when a member of the Vestry or a member of his or her immediate family or close relative is an officer, director, trustee, partner, employee, or agent of the organization, or has any other substantial interest or dealings with the organization.

2. *Voting*

Any Vestry member having duality of interest or possible conflict of interest on any matter should not vote or use his or her personal influence on the matter, and should not be counted in determining a quorum for the meeting at which the matter is voted upon, even though permitted by law. The Vestry should obtain and rely on appropriate comparability data, when appropriate. The minutes of the meeting should reflect that the disclosure was made, that the interested Vestry member abstained from voting, that his or her presence was not counted in determining a quorum, and that comparability data was considered.

3. *State of Position*

The foregoing requirements should not be construed to prevent a Vestry member from stating his or her position on the matter under consideration, nor from answering questions of other Vestry members relating to the matter.

ARTICLE IV

THE RECTOR

SECTION IV A. ELECTION

The Rector shall be elected and called by the Vestry as provided in these bylaws and in accordance with the Canons. He or she shall continue in office until his or her death, resignation, or canonical removal.

SECTION IV B. DUTIES

The control of the worship and the spiritual jurisdiction of the Parish are vested in the Rector, subject to the Rubrics of the Book of Common Prayer, the Canons, and the godly counsel of the Bishop. The Rector shall have charge of the music, which is provided during worship services, and the educational program of the Parish. The Rector shall have the exclusive authority to allow

Clergy to minister any office of the church within the Parish, but not to the exclusion of the Bishops of the Diocese.

SECTION IV C. OTHER CLERGY

All other Clergy or Staff of the Parish, by whatever name they may be designated, are under the authority of the Rector.

ARTICLE V

COMMITTEES

SECTION V A. STANDING COMMITTEES

1. *Creation*

Standing Committees shall be permanent committees with the duties and obligations set forth in subsection 2 and other duties, not inconsistent with their primary purpose, as the Vestry from time to time may assign. Standing Committees shall have as members those persons required to be members under subsection 2 and such other members appointed in accordance with Section V C 1 and 2.

2. *Duties and Membership of Standing Committees*

a. Finance and Budget Committee

i. Membership: The Treasurer and not fewer than three Vestry Members appointed by vote of the Vestry shall be members of the Finance and Budget Committee.

ii. Duties: The Finance and Budget Committee shall have general charge of the finances of Christ Church Cranbrook; in consultation with others involved in the expenditure of funds shall prepare a budget, which shall be presented to the Parish at the Annual Meeting; and regularly communicate and coordinate with those trusts whose principal beneficiary is Christ Church Cranbrook.

b. Buildings and Grounds Committee

i. Membership: The Buildings and Grounds Committee shall have no fewer than five members. At least one member shall be a member of the Vestry appointed by vote of the Vestry.

ii. Duties: The Buildings and Grounds Committee shall advise and be accountable to the Vestry and its officers for all matters pertaining to repairs, maintenance, rehabilitation, and reconstruction of the Church's real property, fixtures, and equipment; shall advise the Vestry and Rector with respect to any proposals for new construction; and shall be

responsible for the funding and perpetual care of the Columbarium, including oversight of its subcommittee, the Columbarium Committee. At all times the Buildings and Grounds Committee shall operate within the financial limitations established by the Vestry.

c. The Stewardship Committee

- i. Membership:* The Stewardship Committee shall have no fewer than five members. At least three members shall be members of the Vestry appointed by the Vestry.
- ii. Duties:* Stewardship Committee oversight will include annual giving, capital campaigns and planned giving. The Stewardship Committee shall take all necessary and appropriate action to obtain pledges of Parish members to make financial contributions to the Church for its maintenance and operation and shall undertake such other activities, not inconsistent with the goal to obtain financial support for the Church in a manner consistent with the teaching of the Episcopal Church.

d. The Personnel Committee

- i. Membership:* The Personnel Committee shall have no fewer than three members. One of the Wardens, as they shall decide between themselves, shall be a member of the Personnel Committee.
- ii. Duties:* The Personnel Committee shall consider the terms and conditions of employment of all persons employed or to be employed by the Parish, and shall report its recommendations to the Vestry at such times and in such manner, at least annually as requested by the Vestry; and at the request of and in accordance with the direction of the Vestry coordinate an annual performance evaluation of the Rector and key staff personnel.

e. Music at Christ Church Cranbrook Committee

- i. Membership:* The Music at Christ Church Cranbrook Committee shall consist of not fewer than five members. At least one member shall be a member of the Vestry appointed by vote of the Vestry. In addition, the Director of Music and the Carillonneur shall serve as ex officio members.
- ii. Duties:* The Music at Christ Church Cranbrook Committee shall coordinate music outreach activities of the Parish, secure financial support for the Fund for Special Music, oversee the expenditures of the Fund for Special Music and administer and coordinate special music programs.

f. The Artworks Committee

- i. Membership:* The Artworks Committee shall consist of not fewer than five members and shall include members of the Buildings and Grounds Committee, the Altar

Guild, the Docents, the Memorials and Gifts/Life Planning Committee and a member of the Vestry appointed by the Vestry. The Verger and a representative of the Clergy shall serve as ex officio members.

- ii. Duties:* The Artworks Committee shall be responsible for the care, safekeeping, and proper use of all works of art at Christ Church Cranbrook.

g. The Investment Committee

- i. Membership:* The Investment Committee shall consist of the Trustees who are the Rector, Senior Warden, Junior Warden, Treasurer, Buildings & Grounds Chair and _____ appointed Trustees; plus other appointed members. The Senior Warden, Junior Warden and Treasurer are automatically Trustees for all CCC Trusts.
- ii. Duties:* The Investment Committee shall be responsible for managing and monitoring the Trust Investments, and for the distribution of Trust funds as specified in the Trust agreements.

h. Children & Youth Committee

- i. Membership:* The Children & Youth Committee shall consist of not fewer than 5 members. At least one member shall be a member of the Vestry appointed by vote of the Vestry. In addition a staff person appointed by the Rector shall serve as an ex officio member of the Committee.
- ii. Duties:* The Children & Youth Committee shall be responsible for oversight, management and monitoring of age appropriate Christian development programs for the children and youth of the Parish.

i. Outreach Committee

- i. Membership:* The Outreach Committee shall consist of not fewer than 5 members. At least one member shall be a member of the Vestry appointed by vote of the Vestry. In addition a staff person appointed by the Rector shall serve as an ex officio member of the Committee.
- ii. Duties:* The Outreach Committee shall implement, monitor and inform the Parish about ways the Parish may work on issues and projects and make grants that reflect the Parish's commitment to help others in our communities and the world.

SECTION V B. SPECIAL COMMITTEES

The Vestry, in consultation with the Rector, by resolution may establish special committees, as they shall determine appropriate to conduct the business of the Parish. Special committees shall have a term specified in the resolution of the Vestry creating the committee. In no event shall the

term of a special committee extend over more than three fiscal years of the Parish, but the Vestry may extend the term of the special committee, by resolution, for an additional one year term before the expiration of an initial or any additional term.

SECTION V C. OPERATION OF COMMITTEES

1. *Officers of Standing Committees*

- a. The Wardens in consultation with the Rector and subject to the direction of the Vestry shall each year appoint chairs of the Standing Committees.
- b. At the discretion of the Rector and the Wardens a committee chair may remain in office beyond a one-year term when the best interests of the Parish will be furthered thereby.
- c. Each Standing Committee shall elect a secretary, who shall keep the records of the Committee but who need not be a member of the Committee.

2. *Membership*

Committee membership shall be open to all members of the Parish. The Vestry, on the advice of the Chair of each Committee, shall appoint annually members having qualifications appropriate to the Committee. The Vestry may approve additional terms when the best interests of the Parish would be furthered.

3. *Reports to Vestry*

From time to time, each standing committee and special committee shall report on their activities to the Vestry. In addition, each committee shall submit an annual report to the Parish at the time and in the form requested by the Vestry.

4. *Conduct of Committees*

Each committee may establish its own rules and procedures to the extent not inconsistent with these bylaws. Committees shall meet at such times and places as the committee may decide.

ARTICLE VI

MISCELLANEOUS

SECTION VI A. AMENDMENTS

These bylaws may be amended at any Annual or Special Meeting of the Parish, by a two-thirds vote of all qualified voters present and voting at such meeting, provided that notice of the proposed amendment or amendments shall be included in the notice of the Meeting.

SECTION VI B. SEAL

The Seal of the Corporation shall be the coat of arms of the Church with the legend "Seal of Christ Church Cranbrook, Bloomfield Hills, Michigan."

SECTION VI C. CONDUCT OF MEETINGS

All meetings of the Parish, the Vestry and Committees shall be conducted in accordance with Robert's Rules of Order and in conformity with the applicable provisions of the Canons of the Diocese of Michigan and of The Episcopal Church.

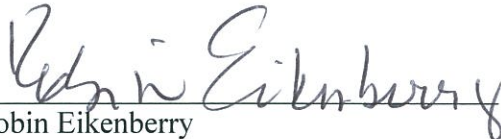
I, Leslie McNamara, as Secretary of the Vestry of Christ Church Cranbrook, do certify that adoption of these amended and restated bylaws was approved by a vote of the Parish at a duly called and convened Special Meeting on October 27, 2013 at which a quorum was present.



Leslie McNamara
Secretary

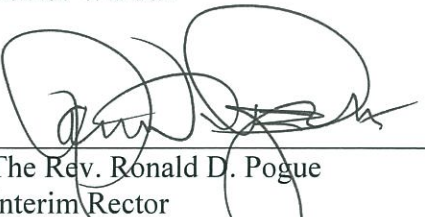
Date: 11/5/13

Attest:



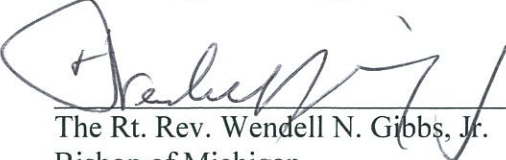
Robin Eikenberry
Senior Warden

Date: 11-7-13



The Rev. Ronald D. Pogue
Interim Rector

Date: 11-8-13



The Rt. Rev. Wendell N. Gibbs, Jr.
Bishop of Michigan

Date: 11-8-13

