

**Preamble to the Constitution
of Emmanuel Anglican Church New York City**

GOVERNING THEOLOGICAL PRINCIPLES

We the members of Emmanuel Anglican Church New York City acknowledge our parish is a Bible-based, Christ-centered church in the gospel-centered Anglican tradition.

Our church is united to the worldwide Anglican Communion through its participation as a Missionary Church in the Anglican Diocese of the Living Word (ADLW).

We acknowledge that in all instances the ministry and life of our church shall be in accordance with the Holy Scriptures.

Insofar that they are in agreement with the Scriptures, the doctrine and governing theological principles for Emmanuel Anglican Church New York City are set out in:

The orthodox Christian Creeds, namely the Apostles Creed, the Nicene Creed, the Athanasian Creed, and the Chalcedonian Definition;

The Thirty-Nine Articles of Religion of the Anglican Church found in *the Book of Common Prayer of 1662*;

The 1662 *The Book of Common Prayer* and its *Ordinal*.

One way these governing theological principles have been most recently expressed is the GAFCON Jerusalem Declaration 2008.

In public service of the church, our rector, wardens, church council, officers and vestry (defined as voting members of the church) subscribe to these governing theological principles, and are committed to the church's mission as set forth in Addendum A of the constitution.

Constitution
OF
EMMANUEL ANGLICAN CHURCH
New York, NY

ARTICLE I – THE PARISH

NAME

1. The parish shall be known as Emmanuel Anglican Church New York City. The term parish is defined as the attending members of the church. The terms parish and church are interchangeable in the constitution.

MEMBERSHIP

2. All persons 18 years of age who have stated a profession of the Christian faith and have been baptized in the name of God: the Father, the Son, and the Holy Spirit, and who for a minimum of three months in the preceding twelve month period have been regularly attending Sunday church, small group, Bible study or other ministry activity sanctioned by the parish, and who subscribe to the governing theological principles of the parish as summarized in the Catechism of the 1662 Book of Common Prayer, and who have completed new member courses underscoring the theological principles in consultation with the rector or his delegate, and who shall during their attendance period have contributed to the financial support of the parish, shall be entitled to vote at the annual and all special meetings of the parish.

The church council may by the adoption of canons establish additional qualifications for membership in the parish.

ECCLESIASTICAL AUTHORITY

3. The ecclesiastical authority for the parish shall be the bishop designated by the Anglican Diocese of the Living Word to be the episcopal oversight of this parish, which is the Bishop of ADLW.

ANGLICAN COMMUNION AFFILIATION

4. The parish shall be a part of the Anglican Communion and affiliated with the Convocation of Anglicans in North America and the province of the Anglican Church in North America. Emmanuel Anglican Church is linked to the world-wide Anglican Communion through its participation as a Missionary Church in the Diocese of CANA East.

ANNUAL MEETING & SPECIAL MEETINGS

5. The annual meeting (or special meeting) of the parish shall be held for the election of the wardens and church council members at the premises of the parish or at such other place as may be contained in the notice of meeting on a date as established by the church council. The church council members and wardens elected at such annual meeting (or special meeting) shall take office upon adjournment of the meeting at which they were elected, and the terms of outgoing church council members and wardens shall continue until their successor takes office. Special meetings may be called by the church council as required.

30% of the vestry (or voting members of the church) must be present at such annual meeting (or special meeting) to constitute a quorum enabling business to be conducted.

NOTICE OF ANNUAL & SPECIAL MEETINGS & ELECTIONS

6. The notice of meetings and elections shall be given by the rector of the parish, or if there is none, or he be absent, by the officiating minister or by a church warden thereof, or by any other person acting on behalf of the church council to announce such meeting, at each of the two Sunday services immediately preceding such annual meeting.

PRESIDING OFFICER & CONDUCT OF PARISH MEETINGS

7. The rector, one of the wardens, or any other presiding officer as may be elected by the parish meeting may preside at such meeting.

MATTERS TO BE CONSIDERED AT PARISH MEETINGS

The only matters which shall be considered by a meeting of the parish, whether it be the annual meeting or a special meeting, shall be the election of warden, church council, and amendment of the constitution, and other matters as are required by applicable law (which shall include the election of one or more Trustees) and as determined prior to the meeting to be appropriate by the Church Council and the Minister, as are included and described in the notices relating to such meeting. The annual report shall be delivered to the parish at the annual meeting or sooner made available to the parish in written form, and the rector, wardens, church council members and other parish officers shall make appropriate reports, either written or oral, of the affairs of the parish in the preceding year, and shall be available to answer questions posed by the vestry, defined as the voting members of Emmanuel Anglican Church collectively.

CONDUCT OF MEETINGS

8. The meetings of the parish, the vestry, the church council, and all commissions and committees shall be conducted under the most current edition of Robert's Rule of Order as the parliamentary authority, subject to any procedural changes which the church council may make from time to time by majority vote.

ACTION OF THE PARISH MEETING & ELECTION

9. The election of wardens and church council members at an annual or special meeting shall be decided by vote of a plurality of the votes cast by the qualified voters voting thereon.

ARTICLE II – WARDENS & CHURCH COUNCIL MEMBERS

CHURCH COUNCIL SIZE & TERMS OF OFFICE

1. The church council shall be the governing board of the parish and shall consist of six members of the parish and they shall be known as the church council which consist of two wardens and four church council members, all of whom shall constitute the board of the trustees of this unincorporated association, and shall conduct all of the business of the church, as set out in the relevant Canon of the Diocese of CANA East, or as amended in this Constitution, except that the church council may delegate certain duties to persons, commissions or committees.

No employee of Emmanuel Anglican Church can be a member of the church council and only one member from the same family can be a member of the church council.

In public service of the parish, the church council professes Jesus Christ as their Lord and Savior and subscribes to the governing theological principles of the parish as set forth in the preamble of the constitution.

ROLE OF THE CHURCH COUNCIL

2. The church council shall be responsible for the temporal and financial affairs of the parish.

FUNCTIONS OF THE WARDEN

3. The wardens shall be known as the senior warden and the junior warden based on their uninterrupted longevity in the office of warden. In the event a senior and junior warden is not identifiable by longevity in office, a vote of the church council shall be taken to determine such designation to be held by each warden. When the parish is without a rector, the Bishop's designate(s) or, if not available, the senior warden shall have responsibilities for the temporal and spiritual oversight of the parish. .

FUNCTIONS OF WARDENS AND MEMBERS OF THE CHURCH COUNCIL

4. Each warden and church council member shall attend the vestry meetings. The church council may establish such standing commissions as it deems appropriate to handle each of the functions of operating and managing the business of the parish, and such standing commissions may include non-church council members appointed by the church council member chairing that commission. Standing commissions shall carry out and manage the affairs of the parish, subject to the directions and oversight of the church council.

TERMS OF CHURCH COUNCIL

5. The term of the wardens shall be two years, each of which shall be elected at alternate annual meetings. The term of the church council members shall be three years, one third of which shall be elected at each annual meeting. The warden appointed by the Rector will be termed the "Rector's Warden," and may be re-appointed for three successive terms.

NOMINATIONS FOR WARDENS & CHURCH COUNCIL

6. The Rector may appoint one warden and one council member. A nominating committee may nominate persons for the second warden and three church council members. The nominating committee shall consist of: (a) the warden whose term does not expire at the annual meeting immediately forthcoming (hereafter called the continuing warden), except that if there is no continuing warden, then the other warden, (b) all church council members whose terms of office expire at the annual meeting, (c) the rector if one there be, and (d) one qualified voter not currently a church council member appointed by the presiding officer of the church council.
7. The chairman of the nominating committee may be the continuing warden, except that if there be none, the presiding officer of the church council shall appoint a chairman from among the church council members who are on the nominating committee.

8. The members of the nominating committee may meet in executive session in advance of the annual meeting as many times as may be necessary to consider and select the nominees for warden and church council members.
9. In advance of the annual meeting the nominating committee may nominate candidates to fill vacancies for warden and church council which shall be announced to the parish in the same manner and at the same time as the announcement of the election. An opportunity shall be given for additional nominations from the floor at the meeting.

CHURCH COUNCIL OFFICERS

10. At the first church council meeting whereat all newly elected wardens and church council members take office, the church council may by motion appoint such officers as shall be needed including a treasurer, church council clerk and such other officers as may from time to time be needed by the parish from the qualified voters of the parish, not necessarily church council members, who shall serve at the pleasure of the church council.
11. The term of office of all church council officers shall be one year, or until their successors have been appointed. All officers shall be eligible to appointment for any number of terms as the church council may appoint such officers. Church council officers may be removed by a more than two thirds vote of the church council.

DUTIES & POWERS OF CHURCH COUNCIL OFFICERS

12. The clerk shall keep the minutes of the annual and special meetings of the parish, and also all minutes of the meetings of the church council and shall have charge of such books, records, and papers as the church council may direct.
13. The treasurer shall have the care and custody of all funds and securities of the parish and shall deposit the same in the name of the parish. No person who is employed by the parish in any capacity shall be treasurer.

MEETINGS OF THE CHURCH COUNCIL

14. The church council shall meet to conduct the business of the church once each month or as often as necessary. The church council shall adopt a budget each year setting forth an itemized schedule of all anticipated income and expenditure. All meetings of the church council or its commissions, or committees shall be open to any member of the parish, except that the nominating committee and search committee may hold executive sessions. Church council meetings may be held by telephone conference call or such other technological means which allows all participants to hear and communicate with one another.
15. Meeting dates, times and places shall be set by the church council at a preceding meeting in which case personal written notice of church council meetings need not be given. In the event no meeting is held in any given month, the presiding officer or any warden may call a meeting giving each warden and church council member three days' notice by whatever means gives each actual notice of the meeting. Where written notice of a church council meeting is required, the church council may dispense with notice upon unanimous consent of all wardens and church council members present and written consent of all absent members.

16. The presiding officer of the church council shall be the rector, or if one be absent, or if there be none, the senior warden, if present, or the junior warden, if the only warden present.
17. To constitute a quorum of the church council, there must be present, in person or telephonically not less than one half of the number of the rector, the wardens, and church council members.
18. At a meeting of the church council, each member thereof shall be entitled to one vote, and members of the church council must be present, either in person or telephonically, in order to cast their vote. The rector shall be entitled to one vote only to break a tie, but shall not otherwise be a voting member of the church council.

VACANCIES OF THE CHURCH COUNCIL

19. The church council shall have the power to fill a vacancy occurring in the office of a warden or church council member by appointment, until the next parish election, whereupon it shall be filled for the remainder of the unexpired term by election of the parish, except in the instance of the appointed warden or council member, where the Rector has the right of appointment. If vacancies exist in the offices of warden or church council members in such number that a quorum of the church council is not in office at any time, the presiding officer of the church council shall forthwith call a special election for the filling of such vacancies.

REMOVAL OF A RECTOR, WARDEN OR CHURCH COUNCIL MEMBER

20. A warden's or church council member's term automatically ends upon transfer out of the parish, written resignation, death, or upon the warden or church council member missing two consecutive unexcused church council meetings. A warden or church council member may give a reason for his or her absence from any church council meeting to the rector or a warden who shall communicate the excuse to the church council, and the church council may accept the excuse, and upon such acceptance the absence shall be an excused absence. Any eligible person, including a warden or church council member whose term has ended by missing two consecutive unexcused church council meetings, may be appointed by the church council to finish an unexpired term.
21. The church council may remove a rector, warden or church council member by a more than two thirds vote of the whole number of the rector, wardens, and church council for failure to perform the duties of a rector, warden or church council member or failure to perform the duties of the commission to which such rector, warden or church council member was assigned, or upon engaging in conduct or espousing beliefs inconsistent with the standards for those of a leader of the parish as set forth in the Scriptures and the governing theological principles set forth in the preamble of the constitution. When counting a quorum for such vote, the rector shall be counted and may have a vote the same as a warden and other church council members (unless the rector is the subject of the removal vote), but no person who is subject to a removal vote, whether he be the rector or any other person, shall vote on his or her own removal, and shall not be considered as necessary to compute the quorum.

22. Any motion for the removal of a rector, warden or church council member, must be made at a meeting preceding the meeting at which such motion shall be considered and voted upon, and the rector, warden or church council member subject to the removal vote shall be given written notice of the intent to vote on removal not less than seven days in advance of the meeting at which removal will be considered, and in the case of a removal vote of the rector, the ecclesiastical authority for the parish shall also be given such notice. Such rector, warden or church council member shall have the right to attend the meeting at which his or her removal vote is to be taken and to make a presentation answering the motion for removal for cause, and may be present for the vote, but no rector, warden or church council member shall be entitled to vote on any motion for or against his or her own removal for cause from the church council. The removal of the rector may be accomplished only after consideration of the removal by the Tribunal and with the consent of the ecclesiastical authority for the parish, given before the vote of the church council for such removal. The vote for removal may be conducted by secret ballot.
23. The Church Council shall establish a Tribunal to act in the event of unresolved disputes, conflicts or differences involving the Rector, the Church Council and/or Wardens over theological and pastoral matters. The Tribunal shall be called to resolve such conflicts assigned to them by the Rector, Church Council and/or Wardens. The Tribunal will consult with the Bishop to ensure that the findings are in accordance with the Governing Theological Principles and, if appropriate, that such findings are implemented.

At its first meeting following each Annual Meeting, the Church Council shall appoint the Tribunal. The Tribunal shall consist of: one appointee of the Bishop in good standing internationally within the Anglican Communion, someone who subscribes to the Governing Theological Principles; and four other Christian people appointed by the Church Council in consultation with the Rector each of whom: subscribes to the Governing Theological Principles; is mature in his/her faith and in good standing in his church; and is not a member of Emmanuel Church. At least three (3) of the members of the Advisory Board must reside within fifty (50) miles of New York City.

LIABILITY OF RECTOR, WARDENS & CHUCH COUNCIL MEMBERS

24. The rector, wardens and church council members of this parish shall not be personally liable for its debts, liabilities, or other obligations. The rector, wardens, and church council members of the parish shall not be personally liable to the parish or its members for monetary damages because of their breach of duty as rector, wardens, and church council members unless such liability is based upon a judgment or other final adjudication adverse to the rector, warden, or church council member which establishes (i) that the person's acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or (ii) that the person personally gained a financial profit or other advantage to which the person was not legally entitled.

INDEMNIFICATION OF RECTOR, WARDENS, & CHURCH COUNCIL MEMBERS

25. Each and every rector, warden, church council member or officer of the parish including a person who has been a rector, warden, church council member or officer, and whose term of office has expired, shall be indemnified by the parish against any and all reasonable expenses actually and necessarily incurred in connection with the defense of any action, suit or proceeding in which the person is made a party by reason of being or having been a rector, warden, church council member or officer of the parish, except in relation to matters as to which the person shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of the duties as a rector, warden, church council member or officer; and such right and indemnification shall not be deemed exclusive of any other rights to which the person may be entitled.

ARTICLE III – THE RECTOR

DUTIES & AUTHORITY OF THE RECTOR

1. The rector may be the presiding officer of the annual vestry meeting and the meetings of the church council, and shall have the duties as the spiritual leader of the parish and minister the Word and Sacrament, as set out in the vows made by a minister in his ordination to the Presbyterate as found in the 1662 Ordinal and as licensed by the Bishop, and such other duties, obligations, privileges, and prerogatives as may be conferred under the canon law of any designated ecclesiastical authority and under the canons of this parish. The rector shall have the right to break tie votes of the church council, and shall have the right of vote in a resolution to alter the Governing Theological Principles of the church, but otherwise shall have not vote on the church council..

In public service of the parish, the rector professes Jesus Christ as his Lord and Savior and subscribes to the governing theological principles of the parish as set forth in the preamble of the constitution.

The rector shall be an ordained minister who is recognized for his gifts and ministry skills and who in the judgment of the Church Council is committed to the Church's Mission as set forth in Addendum A of the constitution, and ministry of New York City.

2. The rector shall be entitled to maintain and disburse monies from a discretionary fund, which shall be subject to review by the wardens of the parish.
3. The minister may appoint an organist, musician, music director, choirmaster, the members of a choir of a church and may remove any such person from office.
4. The minister may establish any Sunday school, Bible class, home group, study group, youth fellowship or other organisation of the parish or any church of the parish to further the work of the parish or church.
5. Subject to the powers of the bishop, the minister has control of the policy, organisation and affairs of any organisation established under III.4 and for those purposes may appoint and remove such superintendents, teachers, leaders or other officers (excluding any treasurer appointed) as he thinks fit.

6. The minister must appoint and may revoke the appointment of a person as a “safe ministry” representative.

DEATH, RESIGNATION OR VACANCY OF THE RECTOR

7. Upon death, or resignation of the rector, the church council may appoint a search committee or may constitute itself as a search committee.
8. The rector may be removed by a more than two thirds vote of the wardens and church council after due process of the Tribunal and after consent of such removal by the Bishop of CANA East.

SEARCH FOR A RECTOR

9. When the position of the rector becomes vacant, the church council shall make provisions for services, and shall notify any bishop who has had a pastoral relationship with the parish of the vacancy.
10. Upon a suitable candidate being located for rector, the search committee may propose, and the church council shall in its discretion issue a call to one priest to be rector. The call shall be in writing, and shall specify when the new rector shall commence duties, the salary, terms of pastoral relationship, and other matters which should be set forth in the call. The call shall be approved by not less than a two-thirds vote of church council, signed by the senior warden and the clerk, and delivered to the proposed rector. Upon acceptance by the candidate of the call, and taking office by attending at divine worship of the parish, the candidate shall be the rector in accordance with the terms of the call.
11. The church council may establish other or different procedures as it deems appropriate to call a rector, and the omission or change of any one or more of the foregoing procedures shall not in any way affect the validity of the call of a priest to be rector.

ARTICLE IV – FISCAL AND PROPERTY MATTERS

1. The fiscal year of the parish shall be the calendar year.
2. The church council shall adopt a budget before the beginning of each year setting forth all categories and amounts of expenditure which may be paid out by the treasurer or assistant treasurer. No monies of the parish shall be paid out except pursuant to the budget, or upon authorization of the church council, except that the rector may disburse monies from his discretionary fund without church council consent or approval.
3. No person except the treasurer or an assistant treasurer shall have authority to sign checks or disburse monies from the accounts of the parish, except that the rector may disburse monies from his discretionary fund. Either of the wardens, the treasurer or assistant treasurers, or the clerk shall have the authority to sign any deeds, mortgages, notes, or other instruments for any

transaction lawfully and duly authorized by the church council.

4. The church council of the parish may establish a religious corporation to hold the real and personal property of the parish, but such corporation and the actions of the trustees thereof shall be subject and subordinate to the direction of the rector, wardens and church council of the parish and such corporation and its trustees shall follow the directions given to the corporation and its trustees by the rector, wardens and church council of the parish.
5. Notwithstanding any designation of ecclesiastical authority over the parish, or affiliation with any other ecclesiastical organizations, the property of the parish is held by the trustees as a trust for the sole use by the parish and the members thereof, and no express or implied trust is granted, created, or recognized to any diocese, national church body, province, ecclesiastical authority, denomination, or other organization, either within or without the United States.
6. Notwithstanding any other provision of these bylaws, the association is organized exclusively for the following purpose: religious, as specified in § 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under § 501(c)(3) of the Internal Revenue Code of 1954 or corresponding section of any future federal tax code, or by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code. No part of the net earnings of the association shall inure to the benefit of or be distributable to any rector, warden, church council member, member, trustee, director, officer of the association, or any private individual (except that reasonable compensation may be paid for services rendered to or for the association) and no rector, warden, church council member, trustee, officer of the association or any private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution of the association. No substantial part of the activities of the association shall be carrying on propaganda, or otherwise attempting, to influence legislation except as otherwise provided by Internal Revenue Code § 501(h), and the association should not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V – CONSTITUTION AND CANONS

ADOPTION OF AMENDMENTS

1. Any amendments to this constitution shall be by a more than two thirds vote of the qualified voters present and voting at an annual or special meeting of the parish provided that the required notice of amendment has been given in the meeting notice. Any amendments to the Governing Theological Principles will require more than 80% vote of qualified voters present, in which case the Rector will have a deliberative vote.
2. This constitution shall become effective at the close of the meeting at which they are adopted by the parish and shall remain in effect until superseded or amended.

NOTICE OF AMENDMENT

3. If the notice of the annual or special meeting shall specify that the constitution is to be amended at the meeting, the constitution may be amended or repealed by a more than two thirds vote of the qualified voters present and voting at an annual or special meeting of the parish. The general substance of such amendments shall be given in such notice, but the failure of any amendment actually adopted to conform to the substance of the proposed amendment as adopted at the meeting shall not affect the validity of the amendment. Absent notice of an intention to amend the constitution with the meeting notice, no amendment shall be in order at such meeting.

CANONS

4. The church council may by the adoption of appropriate canons make further rules by which the unincorporated church and any religious corporation established by this parish shall be governed and operated.

Adopted at the annual meeting [or special meeting]
of the parish held the XX day of XXXXX
in the year of our Lord 2016
at Emmanuel Anglican Church
232 West 11th Street,
New York, New York.

ADDENDUM A

THE MISSION OF EMMANUEL ANGLICAN CHURCH NEW YORK CITY.

The mission of Emmanuel Anglican Church New York City is to:

- Glorify God by introducing men and women to Jesus Christ as the Lord and Savior.
- Develop in the heart of New York City and elsewhere, churches in the gospel-centered Anglican tradition that are Christ-centered and Scripture-based, subscribing at all times to the governing theological principles set forth in the preamble of the church's constitution.
- Encourage, train and equip the vestry (defined as the members of the church) and friends to love and serve God as "Father" through the effective work of the Lord Jesus Christ, the eternally begotten Son of God, and the Holy Spirit; and to love our neighbors as ourselves.