

**BYLAWS OF
ALL SAINTS CHURCH
Chapel Hill/Durham
North Carolina**

(Amended February 14, 2021)

I. GENERAL PROVISIONS

- 1.1 Name
The name of this congregation is All Saints Church, hereafter referred to as the “Parish” or “the church.”
- 1.2 Location
The registered office of the Parish is located at 4905 Pine Cone Drive, Suite 6, Durham, NC 27707.
- 1.3 Fiscal Year
The fiscal year of the Parish shall begin on July 1 and end on June 30.
- 1.4 Incorporation
All Saints Church is a religious corporation formed under the Non-Profit Corporation Act of North Carolina. The Parish was formed and is recognized as exempt under section 501(c)(3) of the Internal Revenue Code.
- 1.5 Affiliation
All Saints Church is a member congregation of the Anglican Diocese of Christ Our Hope (hereinafter, “the Diocese”) and the Province of the Anglican Church in North America, within the meaning of those bodies’ constitutions and canons, which are hereby incorporated by reference in these Bylaws and affirmed as authoritative and binding upon the Parish, its Rector and other ministers, officers, Vestry, and members. Episcopal oversight of the Parish and its Rector and other clergy, as provided in the Constitution and Canons of the Diocese, shall reside with the Bishop Ordinary of the Diocese or other bishop or officer designated by the Bishop Ordinary or Diocesan Council (hereinafter, “the Bishop”).
- By a two-thirds vote pursuant to the procedures found in section 3.5-6, members of All Saints Church may seek to transfer the Parish’s diocesan affiliation to that of another diocese of the Anglican Church in North America or to disaffiliate from the Province, as provided in Title I, Canon 6, Section 9, of the Canons of the Anglican Church in North America. Such vote may be taken only in a duly constituted and conducted Parish

meeting, as described in Article III, except that the vote shall be of all members of the Parish rather than of members attending the meeting.

II. MEMBERSHIP

2.1 Definition

A “member of the Parish” is one who:

- (a) Is baptized in the Name of God the Father, Son, and Holy Spirit;
- (b) Affirms the baptismal covenant as articulated in the *Book of Common Prayer* (1979);
- (c) Is eighteen (18) years of age or over;
- (d) Has been recognized by the Rector and Wardens as a regular attender at services;
- (e) Is on the Treasurer’s records as a regular contributor to the revenues of the Parish; and
- (f) Has completed such programs of instruction or reception to prepare him/her for membership as are established from time to time by the Rector with the approval of the Vestry.
- (g) Yields consent to the doctrine of the Diocese and the Anglican Church in North America as set forth in their Constitutions and Canons.¹

Only persons who satisfy the above criteria, based on the judgment of the Rector, shall be considered members for the purposes hereof.

2.2 Responsibilities

Members of All Saints Church shall, with God’s help:

- (a) Grow in faith and in love of Jesus Christ (Ephesians 3:14-21);
- (b) Support the Vision and Values of the Parish;
- (c) Receive oversight, teaching, and instruction from All Saints Church leadership;
- (d) Pursue godly relationships, respecting and caring for other parts of the body of Christ, and the world (Romans 12; 1 Cor. 12; 1 Cor. 1:2); and
- (e) Seek to serve others in the body of Christ and in the world, more than to be served (John 13:12-15).

2.3 Church Discipline

All Saints Church desires to glorify God, deter sin, and build relationships with one another by addressing those who depart from scripture or biblical conduct with teaching and correction according to Matthew 18:15-17, Ephesians 4:15-16, I Thessalonians 5:14, and Titus 3:10. Our desire for submission to this discipline process is for the benefit and restoration of

¹ COH canons, Title I, Canon 6, Section 3.9(a)

the member; however, at times this may call for excommunication of the member.

2.4 Termination

Membership may be terminated based on any of the following:

- (a) Death of the member;
- (b) Transferral of membership;
- (c) Written request of the member;
- (d) Dismissal through church discipline, requiring the action of the Rector and concurrence of two-thirds of the Vestry. The goal in any discipline will be complete restoration of the member's relationship with Christ and All Saints Church. Upon the action of the Rector and the concurrence of two-thirds of the Vestry, those under church discipline may be restored to full membership.
- (e) A member is inactive and not in attendance for over one year.

III. PARISH MEETINGS

3.1 Annual Meeting

There shall be an annual meeting of All Saints Church within the first two months of each calendar year. At the annual meeting the Rector shall provide the congregation with information and a forum for discussion about the mission, values, ministries, and direction of All Saints Church. Finally, the congregation shall vote at this time to fill vacancies on the Vestry, pursuant to the process outlined in Article IV .

3.2 Special Meetings

Special meetings of the Parish may be called by the Rector, by both Wardens acting jointly, or by any three (3) members of the Vestry, or upon the written request of one-third of the registered members of the Parish. Notice shall include the purpose or purposes of the special meeting.

3.3 Notice

Notice of the annual Parish meeting and of any special meetings shall be given by the Rector or Assistant Minister or by one of the Wardens at all public worship services on the two (2) Sundays immediately preceding such meeting and shall be published in the Parish newsletter at least two (2) weeks in advance of the meeting.

3.4 Waiver of Notice

Any member may waive notice of any meeting of the Parish in writing, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a member at any meeting of the Parish shall constitute a waiver of notice by him of the time, place, and purpose thereof except

where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called. If a majority of the members are present at any meeting of the Parish or have provided a written waiver, no notice shall be required, and any business may be transacted at such meeting.

3.5 Quorum

At all congregational meetings, the presence of twenty-five percent (25%) of the members recorded in the Parish Register shall constitute a quorum, which is to be determined at the commencement of the meeting by a Warden or his/her designee. Members who are able to communicate and vote in real time by teleconference or other electronic means shall be deemed present for quorum purposes.

3.6 Voting

At the annual meeting or any duly called special meeting of the Parish, all members of the Parish who are physically or electronically present at such meeting and whose names are duly enrolled in the Parish Register shall be entitled to seat, voice, and vote on all matters that properly come before said meeting for a vote. Moreover:

- (a) No absentee or proxy voting is permitted;
- (b) Election shall be by secret written ballot unless unanimously waived by all members of the Parish present; and
- (c) Decisions made at all congregational meetings shall be by simple majority vote of those present and constituting a quorum, except that a vote to change the Parish's affiliation, described in Article I, Section 1.5, shall require a two-thirds majority of all members of the Parish.

3.7 Officers of Parish Meetings

- (a) The Rector shall preside at the annual or any special meeting as chairperson. In the case of a vacancy, or in the absence of the Rector, the Senior Warden shall be Chairperson. In the case that neither the Rector nor the Senior Warden is present, the Junior Warden shall be chairperson. In the case that none of these officers is present, the meeting shall elect its own chairperson by simple majority.
- (b) The Secretary of the Vestry shall be secretary of the meeting. In the absence of the Secretary, the chairperson shall appoint a secretary of the meeting.
- (c) The chairperson shall appoint tellers to collect and count the votes.

3.8 Lay Delegates to Synod

- (a) In a Parish meeting held at least 90 days before the beginning of the annual Synod of the Diocese, the Parish shall elect the number of lay delegates to which it is entitled under Title I, Canon 2, Section 3.2, of the Canons of the Diocese, plus two alternate delegates and any youth

delegates. Nominations for delegates shall be made in the same manner as for Vestry members, as described in Article IV, Section 4.2.

IV. ELECTION OF THE VESTRY

4.1 Composition

The Vestry shall consist of ten (10) members of the Parish, apportioned across three (3) classes of three (3) members each and including the Rector, who serves *ex officio* with vote. Each class shall serve for a term of three (3) years on a rotating basis once the initial Vestry has been constituted. At each annual meeting, all vacancies in the Vestry shall be filled by election in the manner hereinafter provided. No member of the Vestry who has served two consecutive full terms, or who has served one full regular term and the unexpired portion of someone else's term, may begin to serve another regular term or the unexpired portion of someone else's term until one (1) year following the expiration of such second term.

4.2 Nomination Process

The Vestry shall solicit nominations from the Parish at least sixty (60) days preceding the annual meeting. Members of the Vestry may nominate candidates themselves and shall prayerfully consider all nominations and make recommendations for a final slate of candidates.

At least fourteen (14) days prior to the Annual meeting, the Vestry shall present its recommendations in writing to the members of the Parish and shall announce said nominations at all weekly services. The Vestry shall present at least one nominee, or such larger number as may be established by resolution of the Vestry, for each vacancy to be filled.

4.3 Voting

Voting shall follow the procedures outlined in section 3.5-6, provided that members of the Parish vote to affirm each individual nomination, rather than a slate of candidates.

4.4 Announcement and Record of Results

The chairperson of the meeting shall announce only those persons elected for the Vestry vacancies; the ballot count shall not be announced. The Secretary of the Vestry shall enter the results in the minutes of the Vestry previous to recording the proceedings of the Vestry at its first regular meeting following the annual Parish meeting.

4.5 Vacancies

If a vacancy occurs in the Vestry during any year, the Vestry may elect a member of the Parish to serve out the unexpired term. The affirmative vote of a majority of all members of the Vestry shall be necessary to elect a person to fill such a vacancy. At the next annual meeting, the remainder

of the unexpired term will be filled by election by the members of the Parish.

4.6 Removal/Resignation

Any Vestry member may be removed, with or without cause, by a majority vote of the members at a meeting called for such purpose. A Vestry member may resign at any time by communicating his or her resignation in writing to the Vestry or Senior Warden. The resignation is effective when accepted by the Vestry.

4.7 Compensation

No Vestry member shall receive compensation for any services he or she may render to the Parish. However, any Vestry member may be reimbursed for his or her actual expense incurred in the performance of his or her duties.

V. THE VESTRY

5.1 Overview

Administrative powers of the Parish shall reside in the Vestry, which shall have control and management of the property, affairs, and funds of the Parish. The Vestry shall also be involved in the spiritual direction and leadership of the Parish, under the Rector. The Vestry shall cooperate with the Rector in establishing, refining, communicating, and defending the Vision and Values of All Saints Church.

5.2 Qualifications

Consistent with the descriptions provided in 1 Timothy 3:1-7 and Titus 1:6-9, each member of the Vestry should not only be a member of the Parish in good standing, but should also:

- (a) Be at least 21 years old² and a mature Christian, not one who has recently come into faith;
 - (b) Be confirmed or pursuing confirmation or reception into the Anglican communion;
 - (c) Worship God regularly in church;
 - (d) Lead an active prayer life;
 - (e) Know and continue to study the Bible;
 - (f) Be a cheerful giver not only of money but also of time;
 - (g) Have family relationships that reflect strong Christian commitment;
 - (h) Be a leader within the Parish;
 - (i) Bring some skill to the Vestry that would be useful to the Parish;
 - (j) Have enough time to be able to serve effectively as a Vestry member;
- and

² COH Canons, Title I, Canon 6, Section 3.3(a)

(k) Make a commitment to put Vestry service high on the list of personal priorities.

Vestry membership should not be considered as an honor for past service but as a commitment to future service.

5.3 Ineligible Persons

Staff or clergy of the Parish (paid or unpaid) and their spouses shall be ineligible for Vestry service. Moreover, persons married to one another may not serve simultaneously.

5.4 Audit

The Vestry, together with the Treasurer and Parish Finance Committee, shall carry out the provisions for audits and reviews specified in the Diocese's Canons Title I, Canon 6, Section 3.8.³

5.5 Specific Duties

The Vestry, in addition to supporting the Rector and cooperating with him in the spiritual leadership of the church, shall be responsible for at least the following:

- (a) Faithfully administering the financial affairs of the Parish;
- (b) Maintaining the property of the Parish;
- (c) Ensuring that record keeping and fiscal practices of the Parish are in order and are being executed in accordance with state and federal laws governing 501(c)(3) organizations and the requirements of the diocese;
- (d) Setting and reviewing annually salaries for the Rector and other staff;
- (e) Seeing that the salaries of the Rector and other staff are paid regularly;
- (f) Creating and maintaining personnel policies and providing all staff with written contracts;
- (g) Making provision for payment of the expenses of the Parish, including charitable outreach and the annual tithe to the Diocese; and
- (h) Undertaking such other appropriate duties as may be assigned to members of the Vestry from time to time.

5.6 Delegation

The Rector and the Vestry shall have authority to appoint such agents or representatives as may from time to time be deemed advisable to help carry out the responsibilities of the body, by resolution duly adopted. Furthermore, the Vestry may delegate by like resolution such authority to the Rector, Senior Warden, or Junior Warden alone.

³ The Canons specify three tiers of requirements, depending on total annual revenues of the church or parish. All Saints Church currently falls in the third tier, i.e., revenues over \$10,000 and under \$500,000, requiring, at least every third year, performance by "an outside firm" of "agreed upon procedures" specified by the Diocesan Finance Committee (apparently, this is a limited audit or attestation), and, in any intervening years, a financial "inspection" by a committee independent of the church treasurer. The vestry may also call for a full financial audit at any time.

5.7 Oath

Vestry members shall affirm the declaration and promise of Title I, Canon 6, Section 3.3(d), of the Canons of the Diocese, in the form and manner there prescribed.⁴

VI. MEETINGS OF THE VESTRY

6.1 Regular Meetings

Regular meetings of the Vestry shall be held every month. Other meetings of the Vestry, if it so directs by resolution duly adopted, may be added or omitted as warranted by the circumstances in the discretion of the Vestry.

6.2 Special Meetings

Special meetings of the Vestry may be held upon three (3) days' notice from the Rector, or the Wardens acting jointly, or at the written request of three (3) members of the Vestry directed to the Rector or, in his absence, to either of the Wardens, or upon such occasion as the entire membership of the Vestry shall be present and by unanimous consent agree to hold a meeting. Also, a special meeting may be held at any time without three (3) days' notice, provided that those not able to be present have written waivers and there is a quorum present.

6.3 Quorum

At all regular or special meetings of the Vestry, unless it be herein otherwise provided, a majority of the Vestry shall constitute a quorum for the transaction of business, provided, however, that a smaller number may meet and adjourn to such other time and place as they may deem advisable until a quorum is obtained.

6.4 Voting

Each member of the Vestry, including the Rector, shall have one vote. While the vestry shall strive to achieve consensus on all issues, decisions of the Vestry shall be made by majority vote, except as otherwise provided for herein.

⁴ The Canon prescribes that every person elected a Vestry member shall attest, by signing a book kept for that purpose, the following declaration and promise:

"I do believe the Holy Scriptures of the Old and New Testament to be the Word of God and to contain all things necessary for salvation through our Lord Jesus Christ and I do yield my consent to the doctrine set forth in the Constitution of the Anglican Church in North America, and to the discipline and forms of worship of the same as practiced within the Diocese of Christ our Hope. I promise that I will faithfully execute the duties of the office of Vestry member of this Congregation to the best of my ability."

6.5 Written Consent

If all members of the Vestry consent in writing (including e-mail and text message) to any action taken or to be taken for and on behalf of the Vestry within a specified time period, the action shall be as valid as though it had been authorized at a meeting of the Vestry, provided that a record of the decision be recorded and published in the minutes of the next meeting of the Vestry.

6.6 Presiding Officer

The Rector shall preside at all meetings of the Vestry. In the absence or at the discretion of the Rector, the Senior Warden or, in his or her absence, the Junior Warden shall preside. If the Rector and Wardens are absent, the Vestry may call any other member of the Vestry to preside. If a meeting is held in the absence of the Rector or both Wardens, any decision made must be ratified in writing or at a subsequent meeting at which the Rector and at least one Warden are present. Nothing in this section of these Bylaws shall be construed to prevent the Vestry from conducting executive session at any regular or special meeting of the Vestry, if it so chooses.

6.7 Organizational Meeting

The organizational meeting of the Vestry shall be convened by the Rector within three (3) weeks of the annual Parish meeting. At such meeting, the Rector shall appoint a Senior Warden from the members of the Vestry. The Vestry shall elect a Junior Warden from its own members. It shall also elect a Secretary, a Treasurer, and such other officers as the Vestry deems necessary. The Vestry officers shall be elected for a term of one (1) year only, but they shall be eligible to succeed themselves in office as long as they are members of the Vestry. The Treasurer, as indicated in 7.3, may or may not be a member of the Vestry but shall also serve one-year terms and be eligible to succeed himself/herself in office.

VII. VESTRY OFFICERS AND THEIR DUTIES

7.1 Wardens

The Wardens shall supervise the property of the Parish, in accordance with the canonical responsibilities and limitations placed upon them in relation to the Rector and the Vestry, and shall take care that the other officers of the Vestry perform their respective duties in a satisfactory manner. Among the Wardens' duties shall be the following:

- (a) To see that the Parish be kept in good repair, fit for use and used exclusively for the purpose of its consecration;
- (b) To maintain order within the congregation during the time of worship services;

- (c) In the event of a vacancy in the rectorship, to notify the Bishop and to ask for ministerial services. During any such vacancy, the Wardens shall take charge of the Parish Register, church books, plate, and other movable property;
- (d) In case of the election of a Rector, to notify the Bishop of such election, giving the name of the person elected and compensation promised to be paid;
- (e) To report to the Bishop any violation of canon law or rubrics of the Prayer Book on the part of the Rector; and
- (f) To serve as a source of counsel and support to the Rector.

7.2 Secretary

The Secretary shall record, or provide for the recording of, appropriate minutes of Vestry meetings as well as all congregational meetings. All such minutes shall be approved at the subsequent meeting and made available for review by any member of the Parish.

7.3 Treasurer and Assistant Treasurer

The Treasurer shall be appointed by the Vestry to serve a one-year term and may be reappointed. If not an elected member of the Vestry, the Treasurer is expected to attend Vestry meetings, as appropriate, to address financial matters of the Parish. The Treasurer's tenure is subject to termination at any time by a majority vote of the full Vestry.

The Treasurer is an administrative officer responsible for receiving, accounting, disbursing, and reporting all the monies and gifts of the Parish in accordance with the financial policies and procedures of the Parish. The responsibilities of the Treasurer include, *inter alia*:

- (a) Serving as Chair of the Finance Committee;
- (b) Maintaining, or overseeing the maintenance of, adequate records of all church funds received and disbursed. Accounting records are to be maintained and financial reports prepared on an accrual basis and in accordance with generally accepted accounting principles;
- (c) Recording, or overseeing the recording of, individual contributions to the church and providing annual donation records to all donors for tax purposes;
- (d) Signing checks in accordance with church policies and procedures;
- (e) Making periodic financial reports to the Vestry and the Parish (the frequency and content of these reports shall be determined by the Vestry);
- (f) Recommending policies and procedures to the appropriate church committees, bodies, boards, and organizations for receiving, accounting, disbursing, and reporting church monies;
- (g) Supervising, or assisting in the supervision of, an accounting system that provides adequate internal financial controls to protect Parish funds and workers;

- (h) Ensuring that funds and gifts are used in accordance with the goals of the Parish;
- (i) Updating and maintaining guidelines, in accordance with regulations of the Internal Revenue Service, for providing documentation for gifts other than cash to the Parish;
- (j) Being responsible for assisting auditors by providing information and records needed to conduct any audit of the Parish;
- (k) Upon request, providing the Rector with a list of regular financial contributors to the Parish;
- (l) In consultation with the Finance Committee and subject to review and amendment by the Vestry, establishing signature authorities with respect to all Parish financial accounts and for the control and issuance of credit/debit cards tied to these accounts.

The performance of these tasks may be contracted externally at Parish expense; however, such contractual arrangements shall require an affirmative majority vote of the Vestry.

Fidelity bonds or other forms of insurance shall be put in place, in favor of the Parish, for the Treasurer and all others having direct access to church funds. The amount of these bonds will be recommended by the Finance Committee and are subject to Vestry approval.

In addition, the Vestry may appoint an Assistant Treasurer to assist the Treasurer as needed and, in the absence of the Treasurer, to assume the stated duties of the Treasurer. The Assistant Treasurer will serve a one-year term and may be reappointed.

VIII. ELECTION OF A RECTOR

8.1 Manner of Selection

The Vestry may constitute a Search Committee including members from both the Parish at large and from the Vestry to nominate a candidate for a call as Rector, though final authority to extend such a call resides in the Vestry. The affirmative vote of two-thirds (2/3) of all of the members of the Vestry shall be necessary to make valid the selection of a Rector. Notice of such a regular or special meeting of the Vestry in order to conduct such a vote shall be given in accordance with the provisions of these Bylaws.

8.2 Role of the Bishop

The Vestry shall seek the advice, counsel, and approval of the Bishop in the election of a Rector:

- (a) Early in the process of the search in order to confirm the process design and solicit his counsel and cooperation; and
- (b) When the Vestry has recognized God's leading toward a particular candidate and is prepared to issue a call.

8.3 Vacancy

During a vacancy in the position of Rector of the church, the Vestry shall place the ministerial duties appertaining to said position in the hands and under the control of the Bishop or ecclesiastical authority until such time as a Rector is selected.

IX. DUTIES OF THE RECTOR

9.1 Overview

The Rector is the spiritual leader of the Parish, and shall have charge and care of all spiritual concerns, mission, worship, and ministry music and ritual observances of the Parish. He is responsible for managing all employees of the Parish and ensuring the performance of their duties. Furthermore, he is responsible for leading and overseeing all day-to-day activities, including worship, pastoral care, outreach, and, within guidelines established by the Vestry, all aspects of administration. With respect to the temporal affairs of the Parish, the Rector shall be responsible for operating within guidelines established by the Vestry. The Rector shall preside at all meetings of the Vestry and of the members; however, the Rector may elect to delegate these responsibilities to the Senior Warden or a member of the Vestry. The Rector may vote on all matters coming before the Vestry or the members.

In partnership with the Vestry, the Rector shall be responsible for establishing, refining, communicating, and defending the Vision and Values of All Saints Church.

9.2 Contracts and Commitments

The Rector shall have authority to act in a legal capacity to make permanent binding commitments and contracts for the church as directed and authorized by the Wardens and Vestry. In emergency situations, the Rector has full authority to act in a legal capacity for the Parish.

9.3 Employment Decisions

The Rector shall recommend, and the Vestry shall approve, all staff positions with an appropriate salary range. The Rector shall have the highest level of staff authority and shall supervise, or delegate the supervision of, employment decisions and the determination of job responsibilities for all staff. The Rector has discretion to hire and fire All Saints Church personnel, provided that the Vestry approves the hiring of new positions. Each staff member must be faithful to the qualifications under which he or she was hired. If an employee fails to meet the requirements for which he or she was hired or has transitioned into, he or she may be released from employment.

9.4 Accountability

The Rector is accountable to God, the Bishop, the Vestry, and the Parish, both in the execution of his duties as outlined herein and in his ordination vows.

X. COMMITTEES AND MINISTRY TEAMS

10.1 Overview

The Rector, his designee, and/or the Vestry may appoint ministry teams and name ministry team leaders to assist in the fulfilling of their responsibilities to the Parish and for the building up of the body.

10.2 Accountability and Governance

Ministry team leaders shall provide a detailed report of their activities to the Rector at least quarterly. Subject to approval by the Rector and Vestry, committees may:

- (a) Create their own governing rules, consistent with the Bylaws of the church; and
- (b) Add and remove members.

Any ministry team, or any member thereof, may be discharged or removed by action of the majority of the Vestry.

10.3 Finance Committee

This committee has a special role in the management of Parish fiscal affairs, in cooperation with the Vestry and Rector. In addition to the Treasurer, the Vestry shall appoint not less than two additional members of the congregation to serve yearly terms on the Finance Committee.

Finance Committee responsibilities include, *inter alia*:

- (a) Development and periodic review of written policies and procedures, subject to Vestry approval, for the financial operation of the Parish, including the receipt of designated gifts and non-monetary contributions;
- (b) Preparation of an annual budget for the Parish. The Finance Committee will request a proposed budget from all Parish staff and ministry teams to use in development of the annual budget. The annual budget is recommended by the Finance Committee to the Vestry for its approval and potential modification, to then be presented and approved by members of the congregation at a special meeting of the Parish, convened as described in Article III, Section 3.2, before the beginning of each fiscal year, at which the Vestry will also present a financial report for the preceding fiscal year;

- (c) Working with the Treasurer, Rector, and staff, to monitor compliance with budgeted spending amounts; and, when needed, recommending appropriate budget adjustments;
- (d) Obtaining, subject to Vestry approval, appropriate insurance coverage for real and personal property damage and liability, employee and volunteer malfeasance losses and liability, workmen's compensation, and the contractual indemnifications of the staff personnel and volunteer workers of the Parish;
- (e) Recommendations to the Vestry of the salary and benefits packages to be provided Parish employees;
- (f) Providing advice to the Vestry, upon request, on matters related to the acquisition, lease, and financing of real and personal property by the Parish;
- (g) Approving the sale of securities, real estate, and other property donated to the Parish.

XI. PROPERTY

11.1 Trustees and Titles

It is the duty of the Vestry to function as Ownership Trustees of the property of All Saints Church. Titles to all properties acquired with church funds or donated to the Parish shall be vested in All Saints Church.

11.2 Transactions

All purchases, sales, leases, liens, mortgages, and other encumbrances of church-owned real estate having a market value in excess of \$10,000 require a two-thirds affirmative vote of the Vestry and an affirmative majority vote of the church membership. Unless required otherwise by the bank or agencies involved, notarized signatures of the Rector and one of the two Wardens are required on documents transferring ownership of real estate by the Parish; or the encumbrance by mortgage, lien or lease of said property.

11.3 Receipts

All Saints Church shall receive gifts of money, securities, real estate, and other property only for purposes that are consistent with scripture and the Vision and Values of the Parish. The Vestry, through the agency of the Finance Committee, shall establish policies and procedures that will ensure that generally accepted accounting principles and procedures will be followed by the Parish.

11.4 Designated Gifts

In the case of donations made towards specific purposes, All Saints Church should encourage the use of suggested donations instead of legally binding designations or restrictions. The general policy of All Saints

Church is not to accept donor-designated or restricted gifts, and any exceptions to this must be approved by the Vestry. The Vestry may remove any restrictions on gifts when it is in the best interest of the church to do so.

11.5 Dissolution or Division

The Vestry, with the advice and consent of the congregation, shall determine the distribution of all net properties of the Parish upon dissolution or division of All Saints Church, but in all cases such property must be distributed to another organization exempt under section 501(c)(3) of the Internal Revenue Code.

XII. INSURANCE, INDEMNIFICATION, and INTERESTED-PARTY TRANSACTIONS

12.1 Insurance

It shall be the responsibility of the Vestry to purchase and maintain liability insurance on behalf of any and all persons who are or were a Vestry member, ministry leader, church employee, committee member or volunteer of the church (while serving in their capacity as such). Such insurance will be purchased for the purpose of protecting such persons from covered loss resulting in liability asserted against the above individuals in connection with their activities on behalf of All Saints Church.

12.2 Indemnification Requests

Should any Vestry member, ministry leader, church employee, committee member or volunteer of the church incur any liability as a result of their affiliation with or service to the church that is not covered by the church's insurance policy, and should such liability result in any out-of-pocket cost to such individual, then such individual may request indemnification from All Saints Church. The granting of full or partial indemnification shall be at the discretion of the Vestry as set forth in section 12.3 herein.

12.3 Indemnification Decisions

In relation to any indemnification request that is made pursuant to section 12.2 herein, if such request is made by an individual who is not currently serving on the Vestry, then the indemnification decision (whether to indemnify the requesting individual, and the dollar amount of such indemnification), will be made by the Vestry. Such decision of the Vestry will be final. If the indemnification request is being made by a person who is currently serving on the Vestry, then the indemnification decision (whether to indemnify the requesting party, and the dollar amount of such indemnification) will be made by the remaining disinterested members of

the Vestry. A decision on the indemnification request by a majority of disinterested members of the Vestry will be final.

12.4 Interested-Party Transactions

Special scrutiny must be given to any contract or other transaction between All Saints Church and a counterparty where a Vestry member, officer, employee, or volunteer has an actual, asserted, or perceived personal or financial interest. However, at the discretion of the Vestry, such transactions may be allowed provided that:

- (a) The material facts have been disclosed to the full Vestry before its vote to approve or authorize;
- (b) The contract or transaction is fair to the Parish at the time it is authorized or approved by a majority vote of the Vestry; and
- (c) Members of the Vestry with either a direct or indirect interest in the transaction have recused themselves from said vote.

XIII. ADOPTION AND MANNER OF AMENDMENT

13.1 Adoption

These Bylaws may be adopted by unanimous agreement of the Vestry and subsequent approval by a simple majority of members of the Parish entitled to vote under the prior Bylaws. Notice of the vote shall be given by the Rector or Assistant Minister or by one of the Wardens at all public worship services on the two (2) Sundays immediately preceding such meeting and shall be published in the Parish newsletter at least two (2) weeks in advance of the meeting.

13.2 Repeal of Prior Bylaws

By adoption of these Bylaws, all prior Bylaws heretofore enacted by this Parish are hereby repealed.

13.3 Amendment

These Bylaws may be amended by the affirmative vote of two-thirds of the Vestry and a subsequent majority vote of the members of the Parish, following the process outlined in section 3.5-6.

XIV. PAROCHIAL REGISTER

14.1 Record Book

The Vestry shall provide a suitable book to be called the “Parish Register,” which shall belong to and remain with the Vestry as part of the church records.

14.2 Sacraments Performed

In this Register the Rector, or, if there be none, the Senior Warden, shall keep a record of all baptisms, confirmations, marriages, and burials in the church, specifying the name and date of the birth of the child baptized, with the names of the parents and sponsors; the names of the persons confirmed; the names of the adults baptized, and of their witnesses; the names of the persons married and the witnesses; the name and, where practicable, the age, of the person buried, and also the time when each rite was performed.

14.3 Membership List

In this Register the Rector, or, if there be none, the Senior Warden, shall maintain a list of the members duly received by the Vestry pursuant to section 2.1, taking care to edit said list to reflect any termination of membership.

14.4 Annual Reports

On or before March 1 of each year, the Rector and Wardens will prepare and forward to the Bishop and to the provincial office an annual report of the Parish in the manner and form prescribed by Title I, Canon 6, Section 3.11, of the Canons of the Diocese and Title I, Canon 6, Section 8, of the Canons of the Anglican Church in North America.