

June 4, 2017

**BYLAWS OF PARISH OF ALL SAINTS' CHURCH,
CHELMSFORD, MASSACHUSETTS**

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PREAMBLE

The Parish of All Saints' Church, Chelmsford, Massachusetts, having associated as a Parish for the purpose of maintaining the worship of Almighty God according to the faith and usages of The Protestant Episcopal Church in the United States of America, otherwise known as and hereafter referred to as "The Episcopal Church", within the Protestant Episcopal Diocese of Massachusetts, hereafter referred to as "the Diocese", hereby adopts the Articles attached hereto as Bylaws.

ARTICLE 1 **AUTHORITY ACKNOWLEDGED**

The Parish accedes to the doctrine, discipline and worship and the Constitution and Canons of The Episcopal Church, and to the Constitution and Canons of the Diocese, and acknowledges their authority.

ARTICLE 2 **MEMBERSHIP**

Any baptized person of the age of sixteen years or more, who acknowledges the authority of the Bylaws of the Parish, and who demonstrates his or her support of the Parish by regular attendance at public worship and by financial support or aid, shall be considered a member of the Parish and entitled to vote in its affairs. Any member, who, for one year, shall have refrained from regular worship or from contributing toward the financial support and aid of the Parish, may, after written notice from the Vestry and an opportunity to be heard, by a vote of the Vestry be removed from the list of members of the Parish.

ARTICLE 3 **OFFICERS, VESTRYPERSONS, DELEGATES AND ELECTIONS**

Section 1: Officers. The Vestry of the Parish, all of whom shall be members of the Parish, shall include a Senior Warden, a Junior Warden, a Treasurer and a Clerk. The Senior Warden and Junior Warden shall be confirmed communicants of The Episcopal Church. These four persons comprise the officers of the Vestry. Each officer shall all be at least eighteen years of age. The four officers together with the Rector and an additional nine (9) Vestrypersons shall constitute the Vestry of the Parish.

Section 2: Delegates. The Parish shall also have such Delegates to the Diocesan Convention and to the Deanery Assembly as it may be entitled to under the relevant canons and rules. Delegates may also be members of the Vestry.

Section 3: Elections. The Wardens, Treasurer, Clerk, Delegates and three Vestrypersons shall be elected at each Annual Meeting of the Parish. The Wardens, Treasurer, Clerk and Delegates shall hold office until the next Annual Meeting following their election or until their successors are elected and qualify. At the next Annual Meeting and each Annual Meeting thereafter, three separate Vestrypersons shall be elected and shall serve for three years following their election or until their successors are elected and qualify. Any Vestryperson whose three-year term, and any Warden, Treasurer, Clerk or Delegate whose one-year term expires at any Annual Meeting shall

be ineligible until the next succeeding Annual Meeting for election to any position if by their election their consecutive years in office would exceed six (6) years. Vacancies as to any Officers may be filled at any special meeting of the Parish upon nomination of a successor by the Rector.

Section 4: Concurrent Service by Family Members. Two or more members of the same household or immediate family shall not serve concurrently on the Vestry.

Section 5: Paid Staff Members. Spouses or partners and immediate family of paid church staff shall not be eligible to serve on the Vestry.

Section 6: Voting. The members of the Vestry who have voting rights include the Rector, the Senior Warden, Junior Warden, Treasurer, Clerk, and nine (9) elected Vestrypersons. Any person appointed by the Vestry as an Assistant Treasurer shall have a voice but shall not have voting rights unless such person is elected as one of the nine (9) members of the Vestry.

Section 7: Removal from Vestry. A person can be removed from the Vestry for failure to meet the obligations of a Vestry Member upon two-thirds vote of the other Vestry Members.

Section 8: Vacancy on Vestry. If by reason of death, resignation or any other good cause, a vacancy shall occur in the Vestry, the remaining Vestry Members may by a simple majority vote at the next duly constituted meeting of the Vestry elect a person as a voting member to fill such vacancy to serve until the next Annual Meeting. Such vacancy may also remain open until the next Annual Meeting in at the discretion of the Vestry. If by reason of death, resignation or any other good cause, a vacancy of the Senior Warden, the Junior Warden will step in on a temporary basis, until the Vestry Members may by a simple majority vote at the next duly constituted meeting of the Vestry elect a person as a voting member to fill such vacancy. Vacancies as to any Vestrypersons other than an Officer may be filled by the Vestry until the next Annual Meeting of the Parish.

ARTICLE 4 **NOMINATIONS**

There shall be a Parish Nominating Committee consisting of nine (9) persons from the Parish. Three (3) members shall be appointed by the Rector; three (3) members shall be the outgoing members of the vestry, to be appointed by a simple majority vote of the vestry; and three (3) Parishioners shall be elected to serve on the Nominating Committee at the Annual Meeting of the Parish. Each member of the Nominating Committee shall serve for a one (1) year term and can serve up to, but no more than three (3) consecutive terms. The Rector shall call the initial meeting of the Nominating Committee to order and at that initial meeting the Committee shall elect a chairperson by simple majority vote. Any Nominating Committee member whose third consecutive term has expired shall be ineligible to serve on the committee for the next year.

The Nominating Committee shall present at each Annual Meeting one or more candidates recommended for each position to be filled by vote at such meeting. The list of nominees so designated shall be posted with the notice of the Annual Meeting. Nominations for any office to be filled at an Annual Meeting may also be made at such meeting by any member of the Parish

authorized to vote pursuant to Diocesan Canon 14, Section 6 as the same may be amended hereinafter.

ARTICLE 5
MEETINGS OF THE PARISH

Section 1: Annual and Special Meetings. The Annual Meeting shall be held within forty five (45) days after the first day of January at such date, hour and place as the Vestry shall determine by simple majority vote of the Vestry.

Special meetings may be called at any time by the Wardens or Vestry. Special meetings shall be called by the Wardens whenever so requested in writing by the Rector or by five members of the Parish.

Section 2: Warrant. All meetings of the Parish shall be announced by posting an attested copy of the Warrant calling the meeting at a public entrance of the church or place of worship occupied by the Parish. The Warrant shall be posted at least fourteen (14) days before the date fixed for an Annual Meeting and at least seven days (7) before a special meeting. No action shall be taken at any meeting of the Parish other than that set forth in the Warrant for such meeting.

Section 3: Presiding Officer. The Rector, or in the Rector's absence, the Senior Warden, or in the absence of both the Rector and Senior Warden, the Junior Warden, shall preside at any Annual Meeting or Special Meeting of the Parish. In the absence of all three, a moderator shall be chosen by those attending said meeting.

Section 4: Quorum. Excluding the Rector, at least 20% of average Sunday attendance as recorded in the parish parochial report for the prior year shall constitute a quorum, and a majority vote of those present shall determine any matter except as provided within these Bylaws respecting the Amendment to these Bylaws.

ARTICLE 6
THE RECTOR

Section 1: Eligibility: To be eligible for the office of Rector, a person must be a qualified ordained minister of the Episcopal Church who has been certified by the Bishop of the Diocese to be in good standing.

Section 2: Election/Power: No election of a Rector shall take place until after all the steps required in Section 1 of Diocesan Canon 15 have been taken. Thereafter, a Rector shall be elected by the Vestry. The Rector shall have jurisdiction over the spiritual affairs of the Parish and shall supervise and direct the Parish staff. For the purposes of the office, its functions and duties, the Rector is entitled to the use and control of the Church and Parish buildings, equipment, and furniture, and to access all records and registers maintained by the parish.

Section 3: Vacancy: If the office of Rector becomes vacant or the Rector is incapacitated, the Wardens or Vestry shall immediately notify the Bishop. The Vestry shall appoint an Interim Rector only after consultation with and approval by the Bishop. The Interim Rector shall serve until such time as a new Rector is elected or can resume his or her duties. If deemed appropriate,

the Vestry shall appoint a Search Committee. The Search Committee shall make its recommendation known to the Vestry. The Rector shall be elected by the Vestry and presented to the Parish. Prior to the election of the Rector, the candidate shall be made known to the Bishop and a period not exceeding thirty (30) days shall be provided to ascertain that he or she is a qualified ordained minister of the Episcopal Church and has been certified by the Bishop to be in good standing.

ARTICLE 7 **WARDENS**

It shall be the duty of the Wardens, when the Parish has no Rector, or in the Rector's absence, to provide for the temporary performance of the Rector's duties in consultation with the Bishop of the Diocese. In the absence or incapacity of either Warden, or of a vacancy, the powers and duties of the Wardens shall devolve upon the remaining Warden.

ARTICLE 8 **TREASURER**

Section 1: Duties. It shall be the duty of the Treasurer to receive and disburse all monies collected under the authority of the Vestry, to keep a true record of receipts and disbursements, and to present a full statement of these and of the financial condition of the Parish at Annual Meetings and at other times required by the Vestry. The Treasurer shall also maintain the records of all trusts, endowment and permanent funds belonging to the Parish, listing the source and date of such trusts and funds, the terms governing the use of principal and income, to whom and how often accounts are to be made and how the trusts and funds are invested.

Section 2: Voting of Securities. Except as the Vestry may otherwise designate, the Treasurer may act or appoint any member of the Vestry (with or without power of substitution) to act as proxy or attorney in fact for the Parish at any meeting of stockholders of any corporation, the securities of which may be held by the Parish.

Section 3: Assistant Treasurer. The Vestry may appoint an Assistant Treasurer whose term shall be coterminous with that of the Treasurer. The Assistant Treasurer shall have a seat and voice but not a vote on the Vestry and shall have duties as such may be assigned to him or her by the Vestry or the Treasurer.

ARTICLE 9 **CLERK**

It shall be the duty of the Clerk to keep the records of the Parish and of the Vestry and to keep a roll of the members entitled to vote in the affairs of the Parish and/or the Vestry. The Clerk shall make available the names of persons on the membership list for any member to inspect as long as the purpose of the inspection is related to the general affairs of the Parish.

ARTICLE 10
BONDS

The Treasurer and other custodians of funds as designated by the Vestry shall be bonded under a blanket bond maintained by the Diocese for that purpose. Proof of such bonding shall be confirmed each year by the Vestry. If such blanket bond is at any time not available, adequate bonds shall be procured by the Parish and each bond shall be placed in the custody of some officer other than the person who is bonded.

ARTICLE 11
VESTRY

Section 1: Authority and Duties. The Vestry shall exercise all its powers in accordance with the usage and discipline of The Episcopal Church, in compliance with the statutes of the Commonwealth and the provisions of these By-laws. It shall be the duty of the Vestry:

- to manage the prudential affairs and to care for the property of the Parish
- to provide for the furniture, books, vestments, and all things necessary for the celebration of public worship;
- to see that all buildings and personal property belonging to the Parish are adequately insured
- to supervise the investment of funds of the Parish
- to authorize and direct such purchases and sales as the Vestry may from time to time deem wise, and any and all transfers, assignments, contracts, deeds, leases, bonds, notes, checks and other instruments which may be necessary or proper in this connection; and
- to supervise and direct the officers in the discharge of their duties.

The Officers and Vestrypersons, in consultation with the Rector, shall authorize staff positions and the terms of employment.

The handling of all or any of the investments, including their purchase, custody, sale and transfer, may be delegated by the Vestry to the Wardens or Treasurer. The Vestry may delegate to the Wardens and/or Treasurer generally or in particular cases the authority to execute contracts, deeds, leases, bonds, notes, checks and other instruments which may be necessary or proper. The Vestry may appoint or authorize the appointment of any commission or committee that it deems desirable. All such commissions and committees shall be accountable to the Vestry.

Section 2: Annual Audit. The Vestry shall cause to be made as of June 30th of each year for the previous calendar year an annual audit or financial review of the accounts of the Treasurer and other custodians of funds of the Parish. The audit or financial review shall be made by a certified or independent public accountant or by any agency permitted by the Office of the Treasurer of the Diocese. Such auditor shall be appointed by the Vestry at least thirty days before the end of the year.

Section 3: Restrictions on Alienation or Encumbrance of Real Estate. No consecrated church or chapel, nor any church or chapel which has been used solely for divine service, nor any property which is being used as a Parish house or rectory, nor any land incidental to or regularly used in connection with any of the foregoing, shall be alienated or encumbered without the previous written consent of the Bishop, acting with the advice and consent of the Standing Committee.

Section 4: Meetings. Meetings of the Vestry may be called by the Rector or either Warden or any two members of the Vestry. The Vestry may schedule regular meetings and determine the manner of notifying its members. The Rector, or such other member of the Vestry designated by the Rector, shall preside. A majority of the members shall constitute a quorum and a majority vote of those present shall determine any matter presented. The records of the Vestry shall be open to the members of the Parish at its meetings.

ARTICLE 12 **ORGANIZATIONS**

All formal organizations connected with the Parish shall be responsible to the Rector. Each organization shall present at the Annual Meeting of the Parish a report containing a summary of its activities and finances and a list of its officers. Should a formal organization connected with the Parish, require/request funding from the Parish, they shall be required to submit a Charter stating their purpose. The funds of any organization which has not met for three years shall be turned over to the Treasurer of the Parish to be used as the Vestry may direct.

ARTICLE 13 **GIFTS AND MEMORIALS**

No object intended as a permanent addition to the Church or Parish property, or to be used therein during public worship, shall be accepted as a gift or memorial without the approval of the Rector and the Vestry. All objects so accepted may be removed when deemed necessary by the Vestry. The names of donors of such gifts and memorials, any terms and conditions, and the dates of acceptance shall be recorded in the permanent records of the Parish.

ARTICLE 14 **AMENDMENTS**

These By-laws may be amended in the following manner: first, the proposed change shall be approved by vote of two-thirds of the members of the Parish present at a properly called meeting; next, the proposed change shall be submitted to the Bishop and Standing Committee and if approved by them without substantial revision, the change as so approved shall become immediately effective upon receipt by the Parish. If the Bishop and Standing Committee shall approve subject to a substantial revision affecting the intent or meaning of the proposed change, the matter shall be resubmitted to a properly called meeting of the members of the Parish and shall become immediately effective upon approval by vote of two-thirds of the Members of the Parish present.

ARTICLE 15
INDEMNIFICATION OF PARISH OFFICERS

The Parish, to the extent legally permissible, shall indemnify each person who may serve or who has served at any time as a Warden, Treasurer, Clerk, the Rector, or Vestryperson in his or her capacity as a member of the Vestry, or other officer of the Parish (collectively "Indemnified Officers"), against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits and the proceeding was authorized by a simple majority vote of the Vestry). However, no indemnification shall be provided for any such person with respect to any matter in which he or she is adjudicated not to have acted in good faith on behalf of the Parish; and further provided that any compromise or settlement payment shall be approved by the Vestry in the same manner as provided below for the authorization of indemnification.

Such indemnification may, to the extent authorized by the Vestry, include payment by the Parish of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, provided that the person indemnified agrees to repay such payment if he or she is not entitled to indemnification under this Article; the repayment agreement may be accepted without regard to the financial ability of such person to make repayment.

Any payment shall be conclusively deemed authorized by the Parish under this Article, and each officer of the Parish approving such payment shall be wholly protected, if: (i) the payment has been approved or ratified (1) by a majority vote of a quorum of either (a) the members of the Parish who are not at that time parties to the proceeding or (b) the members of the Vestry who are not at that time parties to the proceeding or (2) by a majority vote of a committee of two or more Vestry members who are not at that time parties to the proceeding and are selected for this purpose by the full Vestry (in which selection Vestry members who are parties may participate); or (ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Parish) appointed for the purpose by vote of the Vestry in the manner specified in clauses (1) or (2) of subparagraph (i) or, if that manner is not possible, appointed by a majority of the full Vestry then in office; or (iii) the Vestry members have otherwise acted in accordance with the standard of conduct applied to directors under Chapter 180 of the Massachusetts General Laws; or (iv) a court having jurisdiction shall have approved the payment.

This indemnification shall inure to the benefit of the heirs, executors and administrators of Indemnified Officers entitled to indemnification.

The right of indemnification shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which Parish employees, agents, Vestry members and other persons may be entitled by contract or otherwise under law.

This Article, as amended, constitutes a contract between the Parish and the Indemnified Officers. No amendment or repeal of the provisions of this Article which adversely affects the right of an Indemnified Officer under this Article shall apply to him or her with respect to his or her acts of omissions which occurred at any time prior to such amendment or repeal without his or her written consent.

ARTICLE 16
ENDOWMENT COMMITTEE

The Endowment Fund is a separate fund or funds of All Saints' Church. Its purpose is to enable the Parish to fulfill its mission more completely by developing its ministries beyond what is possible through its annual operating funds.

The Endowment Fund Committee shall have oversight responsibility of the Endowment Fund: managing the invested funds, monitoring distributions, and ensuring that activities with respect to the Endowment Fund are consistent with the purpose, policies, and guidelines established for the Endowment Fund. The determination as to specifically how distributions from the fund will be used is the responsibility of the Vestry.

Details with respect to the Endowment Fund and the Endowment Fund Committee are defined in the document All Saints' Episcopal Church Endowment Fund Policies and Guidelines.

ARTICLE 17
CONFLICT OF INTEREST

Whenever a Member of the Vestry has a financial or personal interest in any matter coming before the Vestry, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Members of the Vestry determine that it is in the best interest of All Saints' Church to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.