

All Saints' Episcopal Church

Revising the Bylaws – Frequently Asked Questions

Revised May 30, 2017

All Saints is revising its bylaws. This sounds ominous but it isn't. This document is written in "Frequently Asked Questions" format to help the reader understand the how, the what, and the why of this revision.

Added 5/30: What are the three last-minute changes made to the bylaws that we heard about?

As announced in an E-Bulletin, shortly after posting the bylaws document for members' inspection, we received notice from our diocesan consultant of three changes we are urged to make in order to secure Standing Committee approval of our draft. These changes are as follows:

- First Change – A few words are added to the first sentence of Article 6 Section 3, to state that in the event of a vacancy or incapacity of the rector, the bishop shall be immediately notified.
- Second Change – In Article 11 Section 4 a lengthy and complex proscription for who can call a vestry meeting is replaced with much simpler language from the diocesan model.
- Third Change – A new article is added (Article 17) addressing conflicts of interest. This is an article added to the diocesan model after we began work on our revision. Article 17 in the draft is taken verbatim from the diocesan model.

What are the parish bylaws?

The parish bylaws are like a constitution. They define everything from how a rector is chosen and called, how official parish meetings are called and what constitutes a quorum, and the election, term limits and responsibilities of parish officers and members of the vestry. The bylaws define procedures that must be followed in the governance of the parish. Upon initial reading, one's reaction may be that they are about as exciting as watching paint dry. But when difficult and contentious situations arise, as they inevitably do over the life of a parish, then the parish bylaws becomes a critical resource for resolving the issues and holding us together at the same time.

Why do the bylaws need to be revised?

There are two reasons why the parish bylaws require revision. The first is that over the last two years the vestry and the Endowment Committee have been working to define more precisely the respective responsibilities and authorities of these two groups. This work, guided by an expert at the Episcopal Church Foundation, has resulted in a set of guidelines which require an enabling article to be added to the bylaws. The second reason is that during the work described above, it was discovered that when the bylaws were last amended by Parish Meeting in 2000, in a first attempt to define the Endowment Fund and Endowment Committee, the amendment was rejected by the Standing Committee of the Diocese of Massachusetts. Per the procedure for amending parish bylaws in the diocese, when the Standing Committee rejected our single proposed amendment, the entirety of our bylaws essentially went into a state of limbo, and has remained so ever since.

Who prepared the draft of the new bylaws we are being asked to vote on?

A committee charged with doing the work was created by the vestry, the so-called Blue Ribbon Committee. They began their work late in 2015 and completed it early in 2017. The Blue Ribbon Committee performed their work with the guidance of a consultant supplied by the Diocese of Massachusetts. The membership of the committee (now decommissioned) was:

Doug Hausler	Chair
Beth Anderson-Balmer	Chair, replacing Mr. Hausler
Norm Douglas	Member
Adrienne Spear	Member
Scott Bempkins	Member
Bill Bradbury	Rector and member <i>ex officio</i>
Chris Mills	Senior Warden and member <i>ex officio</i>
Frank Ouellette	Junior Warden and member <i>ex officio</i>
Andrew Stoessel	Diocesan Consultant

How are the new draft bylaws different from the old, existing bylaws?

Both the new and the old bylaw documents are short. The new bylaws are contained in eight pages. You are invited to read them yourself; they are not dense and the language is simple. Here are the substantive changes from the old bylaws to the new bylaws:

- 1) The old bylaws have a constitution of seven articles followed by thirteen bylaw articles. The new bylaws rearrange these into a preamble and sixteen bylaw articles. This brings the bylaws into conformity with diocesan requirements.
- 2) The new bylaws add an article defining the Nominating Committee (Article 4)
- 3) The new bylaws redefine the parish meeting quorum from 25 members of the parish to 20% of average Sunday attendance (ASA). (Currently 34 members for All Saints) (Article 5)
- 4) The new bylaws clarify the process for calling a rector (Article 6)
- 5) The new bylaws clarify the process for making amendments (Article 14)
- 6) The new bylaws add an article defining the Endowment Fund and Endowment Committee (Article 16)

What is the procedure for revising the parish bylaws?

The Diocese of Massachusetts promulgates a complete parish bylaws model which the bylaws of parishes in the diocese must follow closely. Additionally, the diocese defines a process to follow for the revision of a parish's bylaws. The following is a summary of that process, taken from the diocesan website (www.diomass.org). Note that many of the steps are marked (DONE).

1. Vestry decision to update the bylaws. (DONE)
2. Appointment of an ad hoc bylaw committee by vestry. (DONE)
3. Contact the Administrator for Convention and Council to be assigned a liaison from the Standing Committee. This liaison will review the Standing Committee's recommendations and requirements for bylaw revisions with you, and be available to you to answer questions as the process unfolds. (DONE)
4. Committee review of relevant national and diocesan canons and model-bylaws. (DONE)
5. Review of current parish bylaws & discussion of any governance issues present in the congregation. (DONE)
6. Revision of bylaws by committee. (DONE)
7. Discussion and vote on proposed revised bylaws by vestry. (DONE – voted unanimously in support, May 13, 2017)
8. Preparation of the congregation for parish meeting (often the annual meeting, but this can be another occasion with a proper quorum of members): education & communication so they can make an informed decision. (**JUNE 4 - Parish Meeting scheduled for June 4th, 2017 – Sunday after the 10:00 service**)
9. Discussion and vote at annual meeting or parish meeting. (Bylaws, by their very nature, are meant to define the rights of members with respect to a parish, and so only the members of the parish acting in a parish meeting can give such a document final approval.)
10. Submission of new proposed bylaws to Standing Committee by the rector and senior warden.
11. Your Standing Committee liaison will review the proposed revised bylaws and prepare them for presentation to the Standing Committee.
12. The Standing Committee will review and vote on the proposed bylaws. If the bylaws pass, the process will be completed. If the Standing Committee has concerns, the vestry, via the rector and senior warden, will be contacted by a member of the Standing Committee, to explain those concerns and proposed revisions and work towards a satisfactory resolution.

What happens if Parish Meeting votes to approve the draft bylaws?

Following a positive parish vote the bylaws are sent to the diocese where the Standing Committee will consider them and vote to approve or disapprove. If they vote approve, the draft bylaws become immediately and permanently the new by laws of All Saints. If they vote to disapprove, depending on what the specific concern is, a significant back-tracking of the process would be required. However this is unlikely because it has been a goal of the diocesan consultant to guide us towards a final draft that will meets the requirements of the diocese.

What happens if Parish Meeting votes to disapprove the draft bylaws?

This would create a situation similar to what would happen if the Standing Committee voted to disapprove. Depending on what the concerns of the congregation were, a back-tracking, perhaps a significant one, would occur and the work would begin to address the parish concerns.

Since the current bylaws were never approved by the Standing Committee of the diocese, by what authority is this process being followed?

Great question! It's a chicken-and-egg dilemma. Throughout this process the existing bylaws have been followed out of regard for tradition and peoples' expectations. In certain situations that were either inconsequential or non-controversial, the new, draft bylaws have been followed.

Is it "By-laws" or "Bylaws"?

Another great question! Both "by-laws" and "bylaws" are correct. However, "by-laws", the more commonly used form in the 20th century, has been overtaken by "bylaws" in the 21st, as evidenced by the newest revisions of both Robert's Rules of Order and Black's Law Dictionary. In deference to this usage, while the old All Saints By-laws document uses "by-laws", the new All Saints Bylaws document replaces "by-laws" with "bylaws" throughout.