

**BYLAWS OF ALL SAINTS EPISCOPAL CHURCH  
PONTIAC, MICHIGAN**

**ARTICLE I – NAME AND INCORPORATION**

- A. ALL SAINTS PROTESTANT EPISCOPAL CHURCH was incorporated in the State of Michigan on March 28, 1904 and is a parish of the Protestant Episcopal Church in union with the Episcopal Diocese of Michigan.
- B. All Saints Episcopal Church accedes to the Constitution and Canons of the General Convention of the Episcopal Church and the Episcopal Diocese of Michigan.

**ARTICLE II – MISSION AND VISION**

- A. All Saints is a Christian Community serving God through worship, prayer, stability and service. We welcome all with unconditional hospitality while growing in our spiritual maturity as disciples of Jesus Christ. (mission statement adopted by the Vestry, March 29, 2014).

**ARTICLE III – GOVERNANCE**

- A. All Saints Episcopal Church shall be governed and administered by the Vestry and the Rector (or clergy in charge), who shall worship and work together for the good of God’s Church in this community and the world.
- B. The most recent edition of Robert's Rules of Order shall be the parliamentary authority for the conduct of business at all meetings.

**ARTICLE IV – MEMBERSHIP**

- A. The membership of All Saints Episcopal Church shall be as specified by the Canons of the Episcopal Church.

**ARTICLE V – MEETINGS**

- A. Annual Meeting – The Annual Meeting of the membership of All Saints Episcopal Church shall be held each January for the election of Vestry members, for the presentation of reports requested by the Rector (or Clergy in Charge) and the Vestry, for matters required by these Bylaws, and for any other purpose deemed appropriate by the Rector (or Clergy in Charge) and/or the Vestry.
- B. Special Meetings – Special Meetings of the members of All Saints Episcopal Church may be called within 30 days by the Vestry or the Rector (or Clergy in Charge), or upon a petition signed by ten percent (10%) of the Adult Communicants in good standing.
- C. Notice of all Meetings – The time, place and agenda, for the Annual Meeting, Special

Meetings, Vestry Meetings or any other Meetings of the Parish shall be caused to be published by the Vestry at all services no fewer than two Sundays prior to the meeting. Such notice may be published by placement in the parish bulletin, newsletter and/or by being sent electronically to all members of All Saints Episcopal Church. Notification of the Annual Meeting shall include the names of Vestry nominees and the order of business.

D. Conduct of the Meetings – At all meetings the following shall apply:

1. Presiding Officer – The Rector (or Clergy in Charge) or a Vestry member designated by the Rector (or Clergy in Charge) shall preside over the meetings.
2. The Secretary of the Vestry shall keep minutes of the meetings.

E. Quorum – A quorum for any Parish meeting shall consist of 10% of the adult communicants in good standing (based on the parochial report from the previous year).

## **ARTICLE VI – VESTRY**

A. The Vestry shall consist of twelve (12) Adult Communicants of All Saints Episcopal Church who will meet on a regular basis and on a schedule determined by the Vestry at the beginning of each year. Minutes of meetings are to be visibly posted in the Church.

B. Rector – The Rector (or Clergy in Charge) shall be an ex-officio member of the Vestry and may vote in case of a tie.

C. Manner of Attendance – Attendance at any meeting of the Vestry may be in person, by telephone, by Skype or any other electronic means through which all participants can communicate with one another. All Vestry members in attendance by any of the methods indicated will be eligible to vote and also count towards the quorum required for the meetings.

D. Terms of Office – Each Vestry member shall be elected to serve for a continuous term of three years, or until his/her successor is elected. Vestry members may not be eligible for re-election for one year after their term has ended. One third (1/3), of the Vestry terms shall expire each year.

E. Nominations –

1. The Nominating Committee shall consist of two members of the outgoing Vestry and three non-Vestry members of All Saints Episcopal Church, the Nominating Committee being selected by vote of the Vestry.
2. The Nominating Committee shall solicit the Congregation in November volunteers for Vestry candidates. The Nominating Committee shall also identify and solicit potential candidates.
3. The Nominating Committee shall present a slate of Vestry candidates to the Vestry no later than the December Vestry meeting. The slate shall contain candidates equal to or greater than the number of outgoing Vestry members.
4. The Vestry may nominate additional candidates at the December Vestry meeting.

- F. Open Meetings – All Vestry meetings are open to the members of All Saints Episcopal Church.
- G. Closed Sessions – The Vestry may go into closed session from which non-Vestry members may be excluded when the subject matter to be discussed and/or acted upon involves a sensitive subject, as determined by a majority of the full membership of the vestry or when required by the Canons or law.
- H. Vacancies – All vacancies on the Vestry occurring between Annual Meetings shall be promptly filled by vote of the remaining members of the Vestry.
- I. Action without Meetings – The Vestry may take actions without a meeting by a consent resolution signed by all members of the Vestry and published to the parish along with minutes of the Regular and Special Meetings. Signature may be made by electronic signature.
- J. Committees – The Vestry shall designate committees as deemed necessary or as required by these bylaws. The Vestry shall appoint the chair of each such committee and shall state its purpose by resolution of the Vestry.
- K. Conflict of Interest – A Vestry member shall be required to recuse him/herself from all discussions and decisions that involve a conflict of interest.

## VII – OFFICERS

- A. Election of Officers – The Vestry shall elect the Officers of All Saints Episcopal Church, which shall include a Senior and Junior Warden, from the members of the Vestry. The Vestry shall also elect or appoint a Secretary and Treasurer who need not be members of the Vestry, but who will serve on the Vestry, ex officio and without a vote.
- B. Senior Warden – shall be the chief executive officer of the Vestry; and shall assist the Rector (or Clergy in Charge) in the discharge of his/her duties. In the absence of the Rector (or Clergy in Charge), or at the pleasure of the Rector (or Clergy in Charge), shall perform the lay duties, and exercise the lay powers, of the Rector (or Clergy in Charge); and perform such other duties as may be assigned to him/her by the Vestry.
- C. Junior Warden – shall assist the Rector (or Clergy in Charge) and the Senior Warden in the discharge of their duties and in their absence shall perform their lay duties, and exercise their lay powers; and perform such other duties as may be assigned to him/her by the Vestry.
- D. Secretary/Clerk – shall provide for the keeping of minutes of all proceedings of the Vestry and meetings of the Congregation; or the maintenance of an accurate roll of membership and for the preservation and availability of all records, documents and papers of All Saints Episcopal Church; and perform such other duties as may be assigned to him/her by the Vestry.
- E. Treasurer – collect and hold all monies received or to be received, belonging to All Saints Episcopal Church; pay all bills incurred in regular and normal operations; ensure that all expenditures shall be approved in accordance with such procedures as the Vestry may prescribe; appoint, with Vestry approval, an Assistant Treasurer and direct the work of the Assistant Treasurer; make a report at the Annual Meeting of the Parish and at such other times as the Vestry may

designate; and perform such other duties as may be assigned to him/her by the Vestry.

## **VIII – FINANCIAL MATTERS**

All funds for which All Saints Episcopal Church bears responsibility shall be audited annually in accordance with the provisions of Canons of the Episcopal Diocese of Michigan.

## **IX – DELEGATES TO THE DIOCESAN CONVENTION AND OTHER DIOCESAN MEETINGS**

A. For every Annual Diocesan Convention and other Diocesan meetings, the members of All Saints Episcopal Church shall elect as many lay delegates as allowed by the Episcopal Diocese of Michigan and the Canons.

B. Any member of All Saints Episcopal Church may present nominations for delegate positions to the Vestry by December 1 for publication and vote at the Annual Meeting of All Saints Episcopal Church.

## **X – INDEMNIFICATION**

A. All Saints Episcopal Church shall, to the maximum amount permitted by law, indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative, or investigative, by reason of the fact that he she is or was a member of the Vestry or Officer of All Saints Episcopal Church, against expenses (including legal fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action.

B. This right of indemnification shall inure to each member of the Vestry or Officer whether that person is a member of the Vestry or Officer at the time such costs or expenses are imposed or incurred, and whether or not the claim asserted against him/her is based on matters that antedate the adoption of these Bylaws; and in the event of his/her death shall extend to his/her legal heirs and assigns. Each person who shall act as a member of the Vestry or Officer shall be deemed to be doing so in reliance upon such right of indemnification; and such right shall not be exclusive of any other right which that person may have.

## **XI – ADMENDMENTS**

A. These Bylaws may be amended or new bylaws adopted by both a two-thirds (2/3) vote of the full Vestry, and then by a two-thirds (2/3) vote of those present at any Annual Meeting or Special Meeting of All Saints Episcopal Church.

*Adopted by the Vestry 11/19/19 attest: Rector:*

*Sr. Warden*

Constitution & Canons of The General Convention of the Episcopal Church  
<https://extranet.generalconvention.org/staff/files/download/23914>

Constitution & Canons of the Episcopal Diocese of Michigan <https://www.edomi.org/wp-content/uploads/2019/04/2018-con-can-with-cover-page.pdf>