

BYLAWS

THE VESTRY OF ALL SAINTS' PARISH – FREDERICK COUNTY 106 West Church Street, Frederick, Maryland 21701 (301) 663-5625

Preamble: These Bylaws are adopted pursuant to the authority granted by Section 5-334 of the Corporations and Associations Article of the Annotated Code of Maryland relating to religious corporations affiliated with the Protestant Episcopal Church of the Diocese of Maryland (the "Diocese of Maryland"). These Bylaws shall govern the corporate and temporal affairs of the parish, subject to the Public General Laws of the State of Maryland, to the Constitution and Canons of the Protestant Episcopal Church in the United States of America (the "Episcopal Church") and to those of the Diocese of Maryland. The legal name of the corporation is: "The Vestry of All Saints' Parish – Frederick County," herein after referred to as "All Saints' Episcopal Church – Frederick." The words "Church" and "Parish" will be used interchangeably throughout this document.

ARTICLE I

Members

Section 1. Members. All baptized persons who regard All Saints' Episcopal Church – Frederick (the "Church"), as their regular place of worship shall be Members of the Church.

Section 2. Voting Members. Every person not less than 16 years of age who has been a Member of this Church for at least one year preceding the day when he or she may wish to vote, and who shall have been, for the period aforesaid, a communicant member in good standing and enrolled as such in the records of this Church, shall be a Voting Member thereof, with the right to vote in the election of Vestry members and upon all other matters having to do with the affairs of the Church at congregational meetings.

The Rector shall maintain a current list of communicant members in good standing¹, as determined in the Rector's best judgment according to the Canons of the Episcopal Church in the United States of America. In the event of any dispute as to the eligibility of any voter, the questions shall be referred to the Vestry for resolution. If the determination by the Vestry is not satisfactory to the objecting party or group, and if the differences cannot be resolved after consultation with the Bishop or Ecclesiastical Authority of the Diocese, the matter shall be referred to a panel of three arbitrators. The panel shall be comprised of members in good standing of one or more other parishes or congregations in the Diocese of Maryland, one of whom shall be named by the objecting party or group, one by the Vestry and the third by the two arbitrators so named. The decision of such panel shall be binding on all parties.

¹ For a definition, please refer to Title I, Canon 17, Section 2(a) and Section 3.

Section 3. Annual Meetings. There shall be an Annual Meeting of the Voting Members of the Church on the 2nd Sunday of February of each and every year, or as soon thereafter as the Vestry may determine. Non-voting Members shall be welcome at these meetings but shall have no vote. Non-voting members shall request permission of the presiding officer if they wish to speak at the meeting. The business to be transacted at each Annual Meeting of the Voting Members shall include the election of Vestry Members, considerations of reports of the Rector, Officers, Vestry Members and Committees, and any other business within the power of the Church as a religious corporation of the State of Maryland.

Section 4. Special Meetings. At any time during the interval between annual meetings, special meetings of the Voting Members may be called by the Rector, or by not less than one-third of the members of the Vestry, or upon the written request of not less than 25 Voting members filed with the Rector, or in the Rector's absence, with the Senior Warden. Non-voting Members shall also be welcome at special meetings. Non-voting members shall request permission of the presiding officer if they wish to speak at the meeting. Only business announced in the notice as described in Section 6 below may be conducted at a special meeting.

Section 5. Quorum for Annual and Special Meetings. For the transaction of business at an annual or special meeting of the Church, a quorum of at least 10% of the Voting Members, as defined in Section 2 above, must be in attendance.

Section 6. Notice and Place of Meetings. The location, time, and date of all meetings shall be specified in the notice. Notice of all meetings shall be given by announcement at services in the Church on at least two Sundays immediately preceding the date of the meeting, and, if there be such, by publication in the weekly bulletin of the Church, in not less than two issues immediately preceding the meeting. A written notice shall also be mailed to the household of each Voting Member at least two weeks prior to an annual or special meeting. Publication of the notice of the meeting in the parish newsletter shall be construed as meeting this requirement of notification. All such notices shall indicate whether the meeting is an annual meeting or a special meeting. At a special meeting, only business described in the notice may be conducted.

ARTICLE II

The Vestry

Section 1. Eligibility. Every Voting Member of the Church, as defined in Section 2 of Article I of these Bylaws, shall be eligible to serve as a Vestry Member. Confirmation is not required for membership on the Vestry. A Vestry Youth Member shall be a Voting Member of the Church and be at least 16 and not more than 21 years of age at the time of election. The existence of the Vestry Youth Member shall not preclude any voting member who is younger than 21 years of age from being elected to a 3-year term or to fill an unexpired term.

Section 2. Number and Term of Office. The Vestry of the Church shall consist of the Rector and twelve elected lay members and one Youth Member and one Youth Alternate, chosen from among the Voting Members of the Church. Each year four Vestry Members shall be

elected to serve one 3-year term and one Youth Member and one Youth Alternate shall be elected to serve a 1-year term until their successors are sworn into office. At each Annual Meeting, lay Vestry Members shall also be elected to fill the remainder of the unexpired terms of one or two years for those Vestry members who have left the Vestry before the expiration of their term of office during the previous 12-month period. A lay member shall take office immediately upon the lay member's election and taking the oath of office as a Vestry member. The lay member shall normally serve until the lay member's replacement is elected and sworn in.

No lay member, having served a full term of three or more years on the Vestry (or one year for the Youth Member), shall be eligible for renomination or re-election to the Vestry for a period of one year after the lay member's term has expired. Any lay member, having filled an interim vacancy of less than three years (or one year for the Youth Member), however, shall be eligible for renomination and re-election for a full 3-year term (or one year term for the Youth Member).

Section 3. Nomination. Candidates for election to the Vestry from the Voting Members of the Church shall be nominated in the following manner:

At least three months in advance of each annual meeting, the Rector shall appoint a Nominating Committee consisting of five Voting Members, not more than two of whom shall be members of the existing Vestry. The Nominating Committee shall nominate at least as many Voting Members to serve as Vestry Members as there are vacancies in the Vestry to be filled by the election at the annual meeting.

The Nominating Committee shall submit to the Vestry the names of those persons so nominated at least one month prior to the Annual Meeting. The Vestry shall immediately make known the names of the nominees to the congregation by publication in the Church bulletin, or by such other means as the Vestry may select.

Any group of five or more Voting Members may nominate a candidate or candidates for the Office of Vestry Member by submitting such nomination or nominations, over their signatures to the Registrar at least two weeks prior to the Annual Meeting. The Vestry shall immediately make known the names of the additional nominees to the congregation by publication in the Church bulletin, or by such other means as the Vestry may select.

No persons shall be nominated to serve on the Vestry unless they have previously agreed to serve if elected.

Nominees shall be active participants of All Saints' through their time, talents and treasure. Candidates for the Vestry shall be recorded pledgers.

Spouses, partners and significant others of All Saints' clergy shall not be eligible to serve on the Vestry. Parishioners whose family members, partners or significant others, and living in the same household are currently serving on the Vestry are ineligible to serve on the Vestry until such time that their family member, partner or significant other have completed their term.

Parishioners who are also staff members, as well as immediate relatives of staff members, of All Saints' shall not be eligible to serve on the Vestry while they or their relatives are employed by the Parish.

Section 4. Election. Vestry Members shall be elected at the annual meeting by the Voting Members. Voting by proxy shall not be permitted. Voting by absentee ballot, as described in Section 5 below, shall be permitted. The presiding officer of the meeting shall appoint a Voting Member present to act as Chief Teller, along with such additional Tellers as may be needed. The Registrar, or in the Registrar's absence, an appointed Voting Member of the Parish, shall act as Secretary for the meeting.

The Youth of the parish shall present at the Annual Meeting their candidates for Youth Member and Alternate Youth Member for the Vestry. Candidates are then approved by voice vote by simple majority of the Voting Members of the parish. At Vestry meetings, in the absence of the Youth Member, the Alternate Youth Member may exercise the Youth Member's vote.

All elections shall be by written ballot, unless otherwise ordered. The election shall be decided by the majority of the whole number of votes cast. If the number of nominees equals the number of vacancies to be filled in the election, the Secretary may be instructed on motion, unanimously adopted, to cast the ballot for the person or persons nominated, and such person or persons on a ballot shall be declared to be duly elected.

On each ballot, the individual Voting Member must vote for as many candidates as there are positions to fill.

Those four nominees receiving the highest number of votes shall be elected to serve a full 3-year term. If interim term vacancies are to be filled, then those nominees receiving the next highest number of votes in succession shall be elected to fill first a remainder 2-year term, and a remainder 1-year term vacancy.

After the ballots have been counted by the Tellers, the Chief Teller shall announce to the meeting the names of the persons elected. If an election is not completed on the first ballot, before the next ballot is taken, the Tellers shall eliminate from the ballot such nominees who received the least number of votes on the first ballot, as may be necessary to reduce the number of nominees to no more than twice the number of vacancies to be filled. If after the second ballot all vacancies have not been filled by the consent of the majority, a motion may, then or after any succeeding ballot, be entertained to fill the vacancy or vacancies still existing. The nominee or nominees who have received the highest number of votes, but less than a majority, on the preceding ballot shall be declared duly elected.

Section 5. Absentee Ballots. Voting Members should attend the Annual Meeting if at all possible. In those rare instances where Voting Members are not able to attend the annual meeting, absentee ballots will be made available through application to the Rector or to the Rector's designee. The Church Office will mail an absentee ballot to the Voting member requesting it, together with a return envelope addressed to the Registrar. The Church Office will maintain a record of the absentee ballots sent out, and will provide this list to the Registrar at the

Annual Meeting. Absentee ballots must be received by the Registrar prior to the Annual Meeting and will be counted by the Tellers on the first ballot and as long as a nominee remains in contention for the office.

Section 6. Vacancies. If by reason of death, resignation or any other cause, a vacancy shall occur in the Vestry, the remaining Vestry Members may, by a majority vote of those present at a duly constituted meeting, elect a Voting Member to fill such vacancy to serve only until the next Annual Meeting. In the discretion of the Vestry, however, any such vacancy may also remain unfilled until a replacement is made by nomination and election at the next Annual Meeting in the manner provided in Sections 2, 3 and 4 of this Article.

Section 7. Duties and Powers. The Vestry shall act as Trustees for the Church in accordance with the public laws of the State of Maryland including those regulating religious corporations affiliated with the Protestant Episcopal Church of the Diocese of Maryland and shall have and exercise all corporate power and privileges of the Church under such laws.

Section 8. Meetings. Regular meetings of the Vestry shall normally be held monthly, except that the Vestry may elect to change meeting dates as they consider it desirable.

Special meetings may be called at any time or place by the Rector or by not less than one-third of the number of Vestry members. Notice of the time and place of all meetings shall be given to each Vestry member via email, in person, or by telephone not less than 24 hours preceding the meeting or by mail posted not less than two days preceding the date of such meeting. No business shall be transacted at special meetings except that specified in the notice.

Vestry meetings are open to visiting members of the congregation, assisting clergy, and other staff as observers with voice but no vote. Visitors may be excluded at times when the Vestry enters an executive session for discussions involving sensitive topics such as personnel compensation, staffing, or disciplinary issues.

Section 9. Quorum and Presiding Officer. Eight lay members of the Vestry shall constitute a quorum for the transaction of business at any meeting of the Vestry. Officers who are not members of the Vestry shall not be counted for purposes of determining a quorum. The Rector shall have the right to preside at all meetings of the Vestry at which he or she is present. If the Rector does not preside or is absent, the Senior Warden, or in the Senior Warden's absence, the Junior Warden, shall preside. The presiding officer at Vestry meetings shall be entitled to vote only in the event of a tie.

Section 10. Removal from the Vestry. A Vestry member may be removed from office for failure to live up to the Vestry member's oath of office or to meet the obligations expected of a Vestry Member by virtue of neglect or behavior, in the following manner: At a duly constituted meeting of the Vestry, a vote of two-thirds of the total members of the Vestry shall be sufficient to cause the question of removal to be taken before the congregation at an annual or special meeting as determined by the Vestry. At the duly constituted annual or special meeting, a majority of two-thirds of the Voting Members present shall be required for the recall of the Vestry member in question.

ARTICLE III

Officers

Section 1. Titles of Officers. The Officers of the Church shall be the Rector, a Senior Warden, a Junior Warden, a Registrar, a Treasurer, and such other officers as the Vestry may from time to time designate.

Section 2. Election. The Senior Warden, Junior Warden, Registrar, and Treasurer of the Parish shall normally be elected annually from a slate presented by the Rector by a majority at the first Vestry meeting held after the Annual Meeting. Officers must be Voting Members of the Church and may, but need not be, members of the Vestry. Any vacancy in any office shall be filled for the unexpired term in the manner stated above. All officers shall serve until their replacements are elected and have been sworn in.

Section 3. The Rector. The Rector of the Church shall be the president and chief executive officer of the Church and shall perform such duties and shall have such powers as may be prescribed by the Constitution and Canons of the Protestant Episcopal Church in the United States of America and the Diocese of Maryland. The Rector shall preside at all meetings of the Vestry and at annual and special meetings of the congregation at which he or she is in attendance. The Rector shall be elected by majority vote of the entire Vestry and, unless otherwise provided in the terms of the call, the Rector shall continue to serve until death or resignation or until the pastoral relationship is severed by mutual consent of the Rector and Vestry and approved by the Bishop or Ecclesiastical Authority of the Diocese.

Section 4. The Church Wardens. The Senior Warden shall serve as lay consultant and adviser to the Rector and shall perform such other duties as may be assigned to the Senior Warden by the Rector or Vestry. The Senior Warden shall be the senior lay officer of the Church and shall preside over Vestry and congregational meetings in the absence of the Rector.

The Junior Warden shall have general responsibility for the supervision and maintenance of all Church property, real and personal (other than securities and cash), and shall perform such other duties as may be assigned to the Junior Warden by the Rector or Vestry. In the absence of the Rector and Senior Warden, the Junior Warden shall preside over Vestry and congregational meetings.

Section 5. The Registrar. The Registrar shall have custody of the corporate seal of the Church, which shall be maintained on Church property. The Registrar shall record the minutes of all meetings of the Vestry and of the Voting Members and maintain those minutes and other appropriate documents of the meetings in a suitable bound book which shall be maintained in the Church office. At the conclusion of the calendar year, the minutes of the Vestry meetings shall be given to the Parish Archivist for binding and permanent preservation. The Registrar shall be charged with the responsibility of keeping up-to-date at least two copies of the Bylaws which shall be open to inspection in the Church at reasonable business hours by any Voting Member of the Church. In addition, the Registrar shall perform such other duties as assigned by the Rector or Vestry.

Section 6. The Treasurer. The Treasurer shall keep the financial records of the Church and shall have general custody of all Church funds, securities and related documents. All monies received by the Church shall be delivered to the Treasurer or deposited in the Church account, and all expenses and other payments shall be made by the Treasurer or under the Treasurer's direction. The Treasurer shall make a report as to the general financial condition of the Church at the annual meetings of the Voting Members and such other reports at the regular Vestry meetings as the Rector or Vestry may request.

Section 7. Other Officers. Such other officers as may be elected by the Vestry shall have the authority and duties and tenure as assigned to them by the Vestry.

Section 8. Attendance of Officers at Vestry Meetings. All officers of the Vestry are expected to attend all meetings of the Vestry.

Section 9. Voting Rights of Officers. Officers who are not members of the Vestry shall have the right to vote at a meeting at which they are presiding only in the event of a tie.

Section 10. Removal from Office of Lay Officers of the Church and Committee Chairmen. Lay Officers of the Church and chairmen of committees, all appointed or elected by the Vestry, may be removed from office for cause such as neglect of duty, etc., in the following manner: at a duly constituted meeting of the Vestry, a vote of two-thirds of the total Members of the Vestry shall be sufficient for removal from office in question.

ARTICLE IV

Lay Delegates to Convention and Regional Council – Parish Committees

Section 1. Election of Lay Delegates. At least six months prior to each annual meeting of the Convention of the Diocese of Maryland, the Church lay delegates to the Convention and to the Regional Council with which the Church is affiliated shall be selected by the Vestry.

Section 2. Parish Committees. The Vestry may designate regular and special committees for such purposes as may be indicated. Committee appointments shall be made by the Rector with the advice and consent of the Vestry, or by the Vestry, or by other person or persons to whom the Vestry may, by its resolutions, give such authority. Committees may exercise only those powers granted by the Vestry.

ARTICLE V

Fiscal Matters

Section 1. Fiscal Year. The fiscal year of the Church shall be the calendar year.

Section 2. Signature to Commercial Paper. All checks and drafts shall be made, drawn and endorsed in the name of the Church and by such persons as the Vestry may from time to time authorize.

Section 3. Depository. All funds of the Church shall be deposited in a bank or banks as designated by action of the Vestry.

Section 4. Limitation on Expenditures. Emergency expenditures up to \$4,000.00 not specifically provided for in the current annual budget of the Church may be approved by the Rector at any one time. The Senior Warden, Junior Warden, Registrar, or Treasurer may provide for emergency expenditures up to \$2,000.00 for any one occurrence.

Section 5. Audit. The financial books and records of the Church shall be audited annually and at a time of a change in the office of Treasurer or Church Accountant in accordance with the Canons of the National Church as interpreted by the office of the Bishop of the Diocese of Maryland. The results of such audits shall be submitted to the Vestry and shall be filed with the records of the Church and with the Diocese of Maryland.

Section 6. Fidelity Bond. The Treasurer and such other officers, employees or other persons handling Church funds, whether salaried or non-salaried, as designated by the Vestry, shall be bonded for the faithful performance of their duties at the expense of the Church, in such amounts and by such surety companies as the Vestry may determine.

Section 7. Bequests and Special Gifts. Bequests and special gifts to the parish shall be maintained in several separate accounts:

- a. Permanently Restricted Endowment. This account shall consist of all gifts and bequests to the endowment that have been restricted by the donors so that the principal may not be invaded.
- b. Vestry Designated Endowment. This account shall consist of all gifts and bequests to the Church that have not been restricted by the donors and have been added to the endowment by the Vestry. The principal of this account may be invaded by the Vestry only on the affirmative vote of two-thirds of the entire Vestry. Unrestricted bequests shall be added to this account. When such bequests are received, the Vestry may elect to withhold up to 10% of the bequest to be used for other purposes. This provision may be suspended on a case by case basis upon affirmative vote by two-thirds of the entire Vestry. For accounting purposes this account will be classified as temporarily restricted by action of the Vestry.
- c. Special Purpose Accounts. These accounts shall consist of all gifts and bequests to the Church that have been restricted to funding a specific program, activity, or asset belonging to the Church. Funds in these accounts shall be administered in accordance with the directives of the donors. For accounting purposes these accounts will be classified as permanently restricted or temporarily restricted according to the directives of the donor.

Section 8. Facility Leasing. Rental of any part of Church facilities for ongoing activities, such as office space, shall be approved by a majority vote of the Vestry prior to signing a contract or lease agreement. Ongoing activities shall be defined as activities regularly recurring daily or weekly for a significant period of the calendar year.

ARTICLE VI

Conduct of Meetings

In the absence of contrary provisions in these Bylaws, Robert's Rules of Order, Revised, shall govern the proceedings of the meetings of the parish and of the Vestry.

ARTICLE VII

Amendment to Bylaws

These Bylaws may be altered, amended, repealed or added to by a two-thirds vote of those Voting Members who shall attend any duly constituted meeting of members of the Parish as provided in Sections 3 or 4 of Article I above.

Proposals for alterations, amendments, repeal or additions may be initiated by either members of the Vestry or by members of the Committee on Bylaws. Parishioners may submit proposals for changes to either the Vestry or to the Committee on Bylaws.

A proposed change that is not approved by the Vestry for discussion at the Annual Meeting or at Special Meeting called for Bylaws revisions may be brought to the congregation for consideration at an annual or a special meeting by the proposer(s) after acquiring the signatures of 25 voting members of the Parish. Such proposals must be made available as specified below.

Any alteration, amendment, repeal or addition proposed for consideration shall be specified in the notice of the meeting, whether it be an annual or a special meeting. Details of proposed amendments to the Parish Bylaws shall be made available to the Voting Members at least one month prior to the annual or special meeting of the Church membership. This includes Vestry recommended changes as well as those initiated by 25 voting members of the Parish.