

All Saints' Episcopal Parish
BYLAWS
Approved at January 23, 2022 Annual Meeting

Article I – Name, Purpose, and Nature

1. All Saint's Episcopal Church (hereinafter referred to as "All Saints") is a parish of the Episcopal Church in the United States of America (ECUSA) in union with the Diocese of Oregon of the ECUSA.
2. The purpose of All Saints' is to celebrate God's love, to seek and to serve Christ in all persons, and to go forth into the world rejoicing in the power of the Spirit.
3. All Saints' accedes to the Constitution and Canons of the ECUSA and to the Constitution and Canons of the Diocese of Oregon, and promised conformity and obedience to the Doctrine, Discipline and Worship of the ECUSA. Any act in the name of All Saints' to the contrary shall be void *ab initio*.
4. All Saints' has been duly incorporated in accordance with the laws of the State of Oregon, the Rector as member and presiding Officer of the corporation.
5. All Saints' shall not be used to advocate the candidacy of any person seeking public office or preferment.
6. In the event of the dissolution of All Saints', its assets shall be turned over to, and its liabilities incurred by the Diocese of Oregon.

Article II – Governance

1. The governing body of All Saints' is the Vestry, with the Rector as Presiding Officer. The Rector is also the Spiritual Leader of All Saints'.
2. The Rector shall abide by the Constitutions and Canons of the ECUSA, and follow such directives as outlined in the Diocese of Oregon Operations Manual. The Rector also acts as the building administrator, and is responsible for managing any full or part time employees of All Saints'.
3. All Saints' governing body, the Vestry, shall consist of no fewer than 5 nor more than 12 Vestry members. The Vestry shall be elected by ballot from persons qualified to vote in parish elections, and be at least 16 years of age. At each Parish Annual Meeting, up to 4 Vestry members shall be elected each to serve in open positions for terms of three years. An employee of the Parish is not eligible to be elected as a Vestry member. The Rector will appoint the Senior Warden from the group of Vestry members. The Junior Warden will be elected from the group of Vestry members at the first regular Vestry meeting following the Annual Meeting. The Senior and Junior Wardens must be confirmed communicants in good standing in the Church. The term of office of warden shall be one year.

4. The Parish may, by three-fourths vote at an Annual Meeting, change the number of its Vestry, but shall not provide for less than 5 or more than 12, exclusive of the Rector.
5. Should a vacancy occur caused by the death, resignation, removal, incapacity, or refusal or neglect for three months of any duly elected Vestry member, the Vestry may, by majority vote, fill the vacancy by the election of a suitable person to serve until a successor is elected at the next Annual Meeting.
6. The term of office of a Vestry member shall be three years, running from the date of the Annual Meeting. No person who has served two consecutive full terms is eligible for re-election as a Vestry member for a period of one year.
7. Regular meetings of the Vestry shall be held monthly, no fewer than 10 times per calendar year. Regular meetings will generally be held on the third Tuesday of each month for the transaction of the usual matters of parish business. Any change to this schedule will be done by mutual consent of both the Rector and Senior Warden. Special meetings of the Vestry shall be called on at least seventy-two hours written notice to each member of the Vestry by:
 - a. The Rector; or
 - b. Both the Wardens; or
 - c. Any three members of the Vestry.
8. The Rector is the Presiding Officer at all meetings of the Vestry. The Rector may designate a member of the Vestry to chair a Vestry meeting. If there is no Rector, one of the wardens selected by the Vestry shall so act.
9. A quorum of the Vestry shall consist of a majority of all its members, and no meeting shall be held without the attendance of the Rector or one of the Wardens.
10. Any action of the Vestry may be taken without a meeting if the Rector and a majority of the Vestry members consent in writing to the adoption of a resolution authorizing the action. These resolutions and written consents shall be filed with the minutes of the Vestry.
11. All real and personal property belonging to All Saints' and all revenues therefrom shall be administered in accordance with the Constitution and Canons of the ECUSA; the Constitution and Canons of the Diocese of Oregon; and the laws of the State of Oregon.
12. All deeds, contracts and other instruments of All Saints' shall be executed by the Vestry or its designees.
13. No obligations or bills shall be contracted for All Saints', nor commitments of any kind made or entered into on its behalf, nor disbursements made, involving a liability or expenditure exceeding \$750.00, or a period of time exceeding a year, by anyone purporting to represent All Saints' in an official capacity or otherwise, except as specifically directed or approved by the Vestry in advance, or as specifically provided for in a budget duly adopted by the Vestry and currently in effect. In case of emergency and if it is impossible or inexpedient to call a meeting of the Vestry, the Executive Committee may enter into a commitment, or incur an indebtedness, or make a payment, even though not so authorized, for an amount not to exceed \$2,000.00. A report of any such transaction shall be made at the next Vestry meeting.

14. No parish-owned real property shall be sold or encumbered without the prior written consent of the Bishop and Standing Committee of the Diocese of Oregon. All Saints' shall not enter into a lease of parish-owned real property without the prior written consent of the Bishop and Standing Committee if the term of such lease exceeds one (1) year in duration, or the lease obligates All Saints' to extend or renew the tenancy beyond one year. No parish-owned real property shall be leased for residential purposes without the prior written consent of the Bishop and Standing Committee, regardless of the extent of such use and the duration of such lease, except that no such consent shall be required for the occupancy of parish-owned property by clergy or lay employee(s) of the parish.

17. Subject to the limitations and conditions contained in any gift, devise or bequest, the Vestry may invest the funds of All Saints' in such securities, investments, or other property, real or personal, as to it shall seem advisable, without being restricted to those classes of securities that are lawful for the investment of trust funds under the laws of the state of Oregon.

Article III – Meetings

1. There shall be an Annual Meeting of the membership of All Saints' Parish for the purpose of hearing and acting upon reports of the Rector, the Treasurer, and all ministries functioning in the Parish; for the election of Vestry members and delegates to Diocesan Convention; and for the transaction of such other business as may legally and canonically come before the meeting. The Annual Meeting shall be held at a time, date and place determined by the Vestry. Notice of the Annual Meeting, signed by the Rector or by one of the Wardens, shall be provided at least two weeks before the date of the meeting.

2. The Rector shall preside at all Annual Meetings, or may designate one of the Wardens to preside in case of the Rector's absence or inability to act. The Clerk of the Vestry shall be Clerk of the Parish and shall act as such at all Parish meetings. In case of the Clerk's absence, the meeting shall elect a Clerk *pro tempore*.

3. At each Annual Meeting, the presiding Officer shall appoint three persons to serve on a Nominating Committee for the following Annual Meeting. The Rector and both wardens shall be *ex officio* members of the Nominating Committee. The Nominating Committee shall propose for election qualified nominees to fill the offices of members whose terms are expiring and any vacant offices in sufficient time prior to the Annual Meeting so as to permit the posting of their names at the time of the required notice of the Annual Meeting. Members of the Nominating Committee who are not then wardens or members of the Vestry eligible for reelection shall not be eligible for nomination by the Nominating Committee for the office of Vestry member. Other qualified persons may be nominated either prior to the Annual Meeting in writing, or at the Annual Meeting orally or in writing prior to the opening of the polls of an election.

4. All communicants of the Church at least 16 years of age, who have received Communion in the Parish during the year preceding; and all baptized persons of like age who contributed to the support of the Parish shall be legal voters of the Parish. Voting shall be limited to those present at the Annual Meeting, and voting by proxy shall not be allowed.

5. The election of Vestry members and Convention delegates shall be by ballot, unless the new Vestry

members or Convention delegates be voted by unanimous consent. The presiding officer shall act as inspector of elections and certify who are elected Members of the Vestry.

6. Delegates to Diocesan Convention shall be communicants in good standing in the Parish and shall be at least 16 years of age. Alternates shall be elected in the same manner, with the same qualifications. The term of delegates is one year. No person who has served three consecutive terms as a delegate is eligible for re-election as a delegate for a period of one year.

7. Special meetings of the parish may be called by the Rector at any time, or if there be no Rector, by the wardens, upon the same notice as provided in Section 1 of this Article. The notice shall specify the object for which the meeting is called, and no vote shall be taken upon any question not specified in the notice. Special meetings shall be conducted in the same manner as the Annual Meeting, but the votes cast shall be counted and declared immediately upon any question other than the election of a warden or member of the Vestry.

Article IV – All Saints’ Officers (Officers of the Corporation)

1. The Rector, Senior Warden, Junior Warden, Treasurer, and Secretary/Clerk of the Vestry shall serve as Officers of All Saints’.

2. The Wardens, under the direction of the Rector or Priest in charge, shall see that the Church building is kept from all secular or other uses prohibited by Canon Law; that it is kept clean and in good repair as becomes the House of God; and that the premises are kept in proper order. They shall also see that the Parish is provided with all things necessary for conducting the services of the Church decently and in good order; shall gather the alms and other offerings of the people; and shall preserve order and decorum in and around the Church building. When designated by the Rector, or if the Rector is absent or unable to act, the Senior Warden or the Junior Warden shall preside at all meetings of the Vestry and of the Parish. The Wardens shall perform all other duties which are assigned to them by the Canons of the General Convention and of this Diocese.

3. At the first Vestry meeting after each Annual Meeting, the Vestry shall elect a Clerk and a Treasurer, either of whom may, but need not be a Member of the Vestry. They shall continue in office until their successors are elected. The Vestry may elect an Assistant Treasurer.

4. The Clerk shall attend all meetings of the Vestry and of the Parish, take Minutes of their proceedings, and when approved, enter and attest them in the Book of Minutes of the Vestry and Parish; act as Clerk of the Parish Corporation and, as such, attest to the public acts of the Vestry; preserve the journals and records of the Parish; and perform such other duties as may be legally assigned. Books and papers relating to the affairs of the Parish shall be delivered to the Clerk’s successor.

5. The Treasurer shall receive all money collected under authority of the Vestry, the receipt and disbursement of which is not otherwise provided for. Money shall not be disbursed by the Treasurer except on order from the Vestry. The Treasurer shall present to the Parish, at its Annual Meeting, a full and accurate statement of all money received and disbursed during the year preceding, accompanied by vouchers. The Treasurer shall be subject to the direction of

the Vestry and shall answer all questions as to the state of the Treasury and shall attend meetings of the Vestry when requested. The books and accounts of the Treasurer shall be open at all times to the inspection of the Rector, Wardens, and Members of the Vestry.

6. The Treasurer shall keep the corporation's buildings and contents insured against fire and other customary hazards and shall take out public liability insurance on the corporation's premises and on its motor vehicles, if any, and shall secure and maintain such other kinds of insurance, including Officer liability insurance and other insurance as may be reasonably required, all pursuant to the direction of, and in amounts fixed by the Diocese.

7. Each month the treasurer shall file a financial report of all funds received and spent and such other data as may be deemed pertinent to show the then current financial condition of the corporation. At the end of each calendar year, the Treasurer shall prepare an annual report and present it at the next Annual Meeting.

8. If an Assistant Treasurer has been elected he or she shall perform such duties, including those of Treasurer, as may be assigned by the Vestry, or by the Treasurer with the Vestry's approval. During the Treasurer's absence or disability, the Treasurer's full powers and duties shall devolve upon the Assistant Treasurer.

9. All accounts of the Parish shall be audited annually in accordance with the Diocesan financial best practices. The Vestry may, in its discretion, also seek outside assistance from independent accountants. All reports of the audit are to be filed with the Bishop of Oregon in accordance with Canon Law. The definitions and requirements of such audits are found in Diocesan directives.

10. The Vestry may, in its discretion, appoint a member of the bar of the state of Oregon as counsel to the corporation, who shall be the legal advisor of the Vestry in all matters affecting the corporate status of the Parish and the management of its temporal affairs. The counsel need not be a member of the Vestry.

11. Vacancies from any cause whatever in the office of Clerk, Treasurer, Assistant Treasurer or counsel, or in any membership appointment by the Vestry to a committee, occurring during the term for which such election or appointment was originally made, may be filled by the Vestry, by a majority vote, at any regular or special meeting.

Article V – Committees

1. The Vestry shall be responsible for establishing the following standing committees: Executive Committee, Buildings and Grounds, and Finance. The Rector may authorize other standing and special committees with the approval of the Vestry and will be an ex-officio member of each. Membership of each standing committee ends at each Annual Meeting.

2. The Executive Committee, consisting of the Rector, Wardens, Secretary/Clerk and Treasurer shall meet and act in the place of the Vestry as the Vestry may duly appoint it to do so, subject to the authority of the Rector and Vestry. The Executive Committee shall conduct annual salary reviews for all employees and recommend salary adjustments and other compensation to the Vestry.

3. The Finance Committee will consist of a Finance Committee Chair who is appointed by the Vestry, the Treasurer, the Assistant Treasurer if there is one, the past Chair of the Stewardship Campaign, and up to two pledging members of the Parish. The Rector and Senior Warden are ex-officio members. The Finance Committee shall meet regularly to review parish finances and budgets, and make recommendations to the Vestry. The Finance Committee shall also prepare and submit to the Vestry an itemized statement of the anticipated expenditures and revenues of the Parish for the following year. The Vestry may revise this statement and then adopt it in revised or unrevised form as the budget of the Parish for the following year. The budget can be revised by the Vestry at any time thereafter by a majority vote.

4. The Building & Grounds Committee shall be chaired by a Warden. All financial obligations for maintenance shall be approved by the Vestry after review by the Finance Committee.

Article VI – Endowment Fund

1. The Vestry is responsible for All Saints’ endowment funds. The permanent endowment has been established to shelter long-term investments in perpetuity. The permanent endowment cannot be used for operating expenses. Undesignated gifts to All Saints will be invested in the permanent endowment unless an exception is made by the Vestry.

2. The Finance Committee will oversee the permanent endowment fund and monitor the valuation and investment reports from the Diocese at the end of each calendar quarter. The Finance Committee will also review requests for short-term investments through a formal and open process that weighs church capital needs, outreach and special projects.

3. The Finance Committee will consider all requests relating to the use of endowment funds, using due diligence to determine that the requests are appropriate and adequately researched. The Finance Committee may refer requests back to the applicant for more information or clarification, or may refer requests to other committees.

4. The Finance Committee will consider worthiness, urgency and purpose of applications, and communicate such considerations to the Vestry in making its recommendation. In the case of multiple requests, the Committee will prioritize applicants in its recommendations.

Article VII – Bylaws and Amendments

1. All Bylaws made by All Saints’ shall be consistent with the laws of the United States and the State of Oregon, and with both the Constitution and Canons of the ECUSA and the Diocese of Oregon.

2. Bylaws and amendments to Bylaws must be approved by the Parish at an annual meeting.