

**All Saints' Episcopal Church Bylaws
Diocese of East Tennessee
Morristown, Tennessee**

ARTICLE I – DEFINITIONS

The following terms shall have the meanings set forth below unless context requires otherwise.

“**Act**” shall mean the Tennessee Corporation Act, as now constituted or as the same may be amended.

“**Bylaws**” shall mean these Bylaws and any valid amendments thereof.

“**Candidate**” is a nominee who has agreed to stand for election to the Vestry and whose name shall appear on the ballot for election to the Vestry at the upcoming Annual Meeting

“**Canons**” shall mean either the Constitution and Canons... of the Episcopal Church (USA) or the Canons of the Episcopal Diocese of East Tennessee as used in context, as now constituted or as the same may be amended.

“**Church**” shall mean All Saints Episcopal Church, Morristown, Tennessee.

“**Clerk**” shall mean the Clerk of the Vestry who serves also as the corporate Secretary.

“Communicants in Good Standing” is defined by the Constitution and Canons of the Episcopal Church (USA), Article I, Title I, Canon 17, Sections 2 & 3 (2018).

“**Communicants.**” All members of this Church who have received Holy Communion in this Church at least three times during the preceding year are to be considered communicants of this Church.

“**Adult Communicants.**” For the purposes of statistical consistency throughout the Church, communicants sixteen years of age and over are to be considered adult communicants.

“**Communicants in Good Standing.**” All communicants of this Church who for the previous year have been faithful in corporate worship, unless for good cause prevented, and have been faithful in working, praying and giving for the spread of the Kingdom of God are to be considered in good standing.

“**Constitution**” shall mean the Constitution and Canons of the Episcopal Church (USA) or of the Episcopal Diocese of East Tennessee as used in context, as now constituted or as the same may be amended.

“**Corporation**” shall mean All Saints Episcopal Church, Morristown, Tennessee, a Tennessee 501 C-3 (non-profit corporation). The term “corporation” and church shall be synonymous.

The term corporation refers to the Parish.

The Board of Directors refers to the Vestry.

The officers of the Vestry and of the Board of Directors are one and the same.

The corporation, Board of Directors, Chairman of the Board of Directors, President, Vice-President, Treasurer, and Secretary shall hereinafter be referred to as the Parish, Vestry, Rector, Senior Warden, Junior Warden, Treasurer, and Clerk, respectively.

“**Diocese of East Tennessee**” shall mean the Episcopal Diocese of East Tennessee.

“**The Episcopal Church**” shall mean the Episcopal Church, United States of America.

“**Nominee**” is a communicant in good standing, nominated by members of the Parish as a candidate for Vestry but who has not yet agreed to have his/her name on the ballot (communicant has not accepted the nomination.)

“**Parish**” shall have the meaning ascribed to it in the Constitution and Canons of the Episcopal Church and in the Constitution and Canons of the Diocese of East Tennessee.¹

“**Qualified Voter**” shall mean any communicant in good standing, who is 16 years of age or older as specified in Church Canons.

“**Saints Alive**” shall mean the newsletter or any similar publication distributed to the whole membership of the Parish.

“**The Trust**” refers to the Foundation Trust.

ARTICLE II – VESTRY

Section 1. Composition. The Vestry shall consist of the Rector, the Treasurer, the Clerk and as of 2020, twelve adult communicants determined to be in “good standing” by the Rector. The Rector and Vestry may approve to vary the number of Vestry members from 6-18 dependent upon the needs of the Parish.² The number of Vestry members needed shall be determined annually by the Rector and Vestry. The Treasurer and Clerk shall have voice, but no vote. The Rector shall vote only in the case of a tie.

Section 2. Regular Meetings. Regular meetings of the Vestry shall be held monthly at such times and places as shall be designated by resolution of the Vestry.

1 (Constitution and Canons of the Diocese of East Tennessee, 2018), Title IV, Canon 1, Section 1

2 (Constitution and Canons of the Diocese of East Tennessee, 2018), Title IV, Canon 1, Section 3

- (a) No notice of regular meetings shall be required.
- (b) A quorum shall consist of not less than a majority of all members of the Vestry in office immediately before a meeting begins.³
- (c) Voting by proxy shall not be allowed.
- (d) Electronic voting outside a regular or called meeting: A situation may arise in which unexpected information may have an impact on a matter previously discussed and decided. That situation may require a simple ratification or slight adaption; or the Vestry may make a decision pending an outcome. In such a case, votes may be taken by email sent to the Vestry Clerk or communicated directly to the Vestry Clerk. The Vestry Clerk will tabulate the results and communicate that result to Vestry members and each Vestry member's vote will be recorded and become part of a report to be approved at the next official Vestry meeting and included with official Vestry minutes.

Section. 3 Annual Meetings. The Annual Meeting of the Parish shall be held as soon as reasonably possible at the beginning of each calendar year or in the quarter preceding the calendar year.⁴

- (a) At such meeting, the Rector and the Treasurer shall report to the congregation.
- (b) The purpose of the Annual Meeting shall be to elect vestry members and transact such other business as may be properly brought before such meetings.
- (c) Notice of the time and place for the Annual Meeting and election or selection members of the Vestry shall be given at a public service of the congregation at least two weeks prior to the date of the Annual Meeting.⁵
- (d) The Vestry will meet within 30 days following the Annual Parish Meeting to elect officers and transact other such business as may be required to fulfill their responsibilities.
- (e) Voting by proxy at any Parish meeting is not allowed.

Section 4. Other Parish Meetings. Other Parish Meetings may be called by the Rector or Wardens at any time. Special meetings of the Vestry may be called by the Rector or by the Senior Warden, or in the absence of both, the Junior Warden. A special meeting may also be

3 (Constitution and Canons of the Diocese of East Tennessee, 2018), Title IV, Canon 1, Section 8

4 (Constitution and Canons of the Diocese of East Tennessee, 2018)Title IV, Canon I, Section 3

5 (Constitution and Canons of the Diocese of East Tennessee, 2018)Title IV, Canon I, Section 4

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called upon request of three members of the Vestry. Forty-eight hours' notice of any special meeting must be given to all members of the Vestry.

Section 5. Powers.

(a) Except as provided by the law of the State or of the Diocese, the Vestry shall be agents and legal representatives of the Parish in all matters concerning its corporate property and in the relations of the Parish to its Clergy.⁶ The officers of the Vestry shall sign all legal documents, including but not limited to all notes, bonds, mortgages, and debts; other contracts of the Parish shall be signed by such officer or officers as the Vestry from time to time designate.

(b) The Vestry shall administer the temporal affairs of the Parish; shall elect and call the Rector, unless otherwise set forth in the Canons, shall provide for the regular and well-ordered worship of Almighty God, and shall cooperate with the Rector in all efforts to develop the spiritual life of the Parish.⁷

(c) The Vestry shall at all times, keep the church in proper condition for its uses, and likewise give proper care to all buildings and grounds belonging to the Parish.⁸

(d) In addition to the powers and authorities expressly conferred upon it by these bylaws, the Vestry may exercise all such powers of the Parish and do all such lawful acts and things as are consistent with statutory law, the charter of incorporation, the Canons, doctrine, discipline and worship of the Episcopal Church (USA) in the Diocese of East Tennessee which this Parish acknowledges and to which it accedes.

Section 6. Compensation of the Members of the Vestry. Persons serving as members of the Vestry shall not receive any salary or compensation for their services on the Vestry or as part of any service as a member of the Vestry. However, nothing contained herein shall be construed as precluding any member of the Vestry from receiving payment for business services rendered to a client by contract or professional agreement.

ARTICLE III – ELECTION PROCESS FOR VESTRY MEMBERSHIP

Section 1. Qualifications to Serve. To be eligible to serve on the Vestry of this Parish, candidates for election shall be Adult Communicants in Good Standing as defined by national Church Canons.⁹ Communicants related by blood or marriage are not eligible to serve on the vestry at the same time.

6 (Constitution and Canons of the Episcopal Church USA), 2018) Title I, Canon14, Section 2

7 (Constitution and Cannons of the Diocese of East Tennessee, 2018) Title IV, Canon 1, Section 8

8Ibid

9 (Constitution and Canons of the Episcopal Church USA), 2018) Title I, Canon17, Section 2 and Section 3

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Section 2. Terms of Office. At each regular Annual Parish meeting, members will be elected to fill the vacancies of those whose term has expired. As of 2020, all Vestry members serve a three-year term. Per the Canons of the Diocese of East Tennessee, a one-year term may also be considered, as needed and approved by the Rector and Vestry. Terms of office for the voting members shall begin immediately following the election, and each Vestry member shall serve until a successor shall be elected. After expiration of three years of consecutive service, a Vestry member shall not be eligible for re-election until at least one year shall have expired.¹⁰

Section 3. Nomination/Candidacy Process. All Parishioners are invited to submit nominees to the Administration Committee. The Administration Committee will provide the Rector an initial list of potential candidates. It is recommended that the initial list be prepared by September 1. The Rector will review the list and verify that each potential candidate is an Adult Communicant in Good Standing and eligible for nomination to the Vestry.

- (a) The Administration Committee will contact individuals vetted by the Rector and prepare a slate of candidates to be presented to the Vestry.
- (b) After presentation to the Vestry and their approval, the Administration Committee will present the candidates to the Parish in whatever ways seem appropriate and timely. At minimum, the Administration Committee will gather biographical data and photos of the candidates and publish those in Saints' Alive no later than the January issue.
- (c) The outgoing members of the vestry will be invited to participate with the Administration Committee in the nomination process.

Section 4. Voting. The Administration Committee is charged with the responsibility of conducting the election at the Annual Meeting. Nominations can be made by petition or from the floor on the day of the election, provided such persons are Communicants in Good Standing and have agreed to serve if elected.

- (a) The Vestry members whose terms have ended are charged with the responsibility of serving as tellers at the Annual Meeting.
- (b) A written ballot containing the names of all candidates shall be submitted to each qualified voter present at the Annual Meeting. Qualified voters in such election shall be all Adult Confirmed Communicants in Good Standing of the Church registered in the Parish.¹¹

10(Constitution and Canons of the Diocese of East Tennessee, 2018)Title IV, Canon I, Section 3

11(Constitution and Canons of the Diocese of East Tennessee, 2018)Title IV, Canon I, Section 5

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(c) Each qualified voter shall mark no more than the number of existing vacancies. Additional selection may be required if a vacancy in an unexpired term is to be filled. Of the candidates standing for election, those receiving votes in number greater than one half the total number of votes cast shall be declared elected on the first ballot.

(d) If the number of candidates presented to the Vestry is equal to the number of vacancies in any year, that slate of candidates may be elected by acclamation.

(e) If any positions remain to be filled, a Second ballot will be prepared with the names of all candidates not yet elected. Voters will be asked to vote for the same number of candidates as there are positions to be filled. The candidates who receive votes in number greater than one-half of the majority of the votes cast on the Second ballot shall be declared elected on the Second ballot.

(f) In the event that ties on the Second ballot prevent a determination of the persons elected, additional ballots will be taken.

Section. 5 Attendance. Vestry members are expected to attend each monthly meeting and if unable to attend, to contact the Rector or one of the Wardens. Vestry members are required not to exceed two unexcused absences per year. Procedure set by the Administration Committee and approved by the Vestry shall govern the manner in which attendance issue will be addressed.

Section 6. Vacancies. If for some reason, a Vestry member finds that he/she cannot fulfill his/her duties and responsibilities, that person will be asked to resign in writing to the Vestry.

(a) If such a vacancy occurs with one year or less remaining in the term, the Vestry shall appoint someone to fill the unexpired term or may elect to allow that position to be filled by vote at the next vestry election. That person may be elected at the next Annual Meeting to serve a consecutive three-year term.

(b) If such a vacancy occurs with more than one year remaining in the term, the Vestry shall appoint someone to fulfill the unexpired term. The person fulfilling an unexpired term of more than one year may not be elected for a consecutive term.

ARTICLE IV - GOVERNANCE

Section 1. Officers. The officers of the Parish shall be the Rector, the Senior Warden, the Junior Warden, the Treasurer, the Clerk, and any such other officers as are authorized or permitted by the Canons. The terms of office and duties shall be governed by the Canons and subject to these by-laws.

Section 2. Rector. The Rector shall be elected and called by the Vestry and shall serve according to the terms specified in both national and Diocesan Canons.

(a) The Rector shall be the spiritual head of the Parish, and shall have full authority over and responsibility for the conduct of worship and the spiritual jurisdiction of the Parish.

(b) The Rector shall have the exclusive charge of all things affecting the spiritual interests of the Parish subject only to the Bishop. It shall be the duty of the Rector to take order concerning the worship of the Church, together with all that appertains thereunto.¹²

(c) The Rector shall preside (but with the right to vote only in the event of a tie) at meetings of the Parish and of the Vestry and shall have the powers and duties provided for in the Canons.¹³

(d) For the purposes of the office and for the full and free discharge of all functions and duties pertaining thereto, the Rector shall at all times be entitled to the use and control of the Church and Parish Buildings together with all appurtenances and furniture, and to access all records and registers maintained by or on behalf of the congregation.¹⁴

(e) All assisting clergy serving in the Parish, by whatever title designated, shall be selected in accordance with both national canons and diocesan canons and shall serve under the authority and direction of the Rector. Should the Rector resign, die or the pastoral relationship of the Rector to the Parish dissolve, the vestry should consult national canons and the Bishop of the diocese for direction regarding the terms for any continuing service.

(f) It shall be the duty of the Rector to see that the conduct of worship is an offering for the glory of God and a help to the people. Worship is conducted in accordance with the Book of Common Prayer and as authorized by the rubrics or by General Convention of this church. In fulfilling this responsibility, the Rector shall seek assistance from persons skilled in music. Together they shall see that music is appropriate to the context in which it is used.

(g) The Rector may appoint from time to time, fit persons to assist in all duties that may lawfully be performed by Lay persons; shall be, at all times, entitled to access to the Church, to open the same for public worship, for religious instructions, marriages, baptisms, burials and all other offices authorized by the Church; shall have spiritual

12 (Constitution and Canons of the Diocese of East Tennessee, 2018) Title IV, Canon 1, Section. 7

13 Ibid.

14 (Constitution and Canons of the Diocese of East Tennessee, 2018) Title IV, Canon 1, Section. 7

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direction and control of all Sunday Schools, Parish Schools and other educational and charitable association connected with the Parish.¹⁵

(h) The Rector shall have final authority in the administration of matters pertaining to worship, including music.¹⁶

Section 3. Election of Officers. All officers of the Vestry other than the Rector shall be elected on a date after the annual Parish Meeting and at a time and place designated by the Rector. Officers shall be elected by the newly constituted Vestry for a term of one year serving immediately upon election. The Senior Warden and Junior Warden shall be chosen from among those who will be serving as Vestry Members. The treasurer and the clerk are also to be elected by the vestry and may be from outside vestry membership.

Section 4. Duties of Officers. The Officers of the Vestry shall perform the duties normally pertaining to their respective offices including, without limitation, the following:

(a) The **Senior Warden** shall preside in the absence of the Rector at all meetings of the Parish and the Vestry; shall be the President of the Vestry; shall sign or counter sign all contracts, agreements, notes, mortgages, and other instruments of the Parish as authorized by the Vestry; and shall perform such other duties as are incident to the office or properly required by the Vestry. The Senior Warden in conjunction with the Rector share overall responsibility for Stewardship, Administration, and is a member ex-officio of the Finance Committee and the Foundation Trust.

(b) The **Junior Warden** shall have such powers and perform such duties as may be from time to time delegated or assigned by the Vestry, and shall exercise all of the powers and perform all of the duties of the Senior Warden in his or her absence. The Junior Warden is charged with responsibility for facilitating and overseeing the work of a Building and Grounds Committee which has the responsibility for the care, upkeep, repair, cleaning, and maintenance of all church property. The Junior Warden serves ex officio on the Finance Committee.

(c) The **Treasurer** shall have custody of the Parish funds and securities, shall keep a full and accurate account of receipts and disbursements in books belonging to the Parish, and shall deposit all funds and other valuable effects in the name and to the credit of the Parish in such depositories as may be designated and shall open the accounts of the church for the annual audit.¹⁷ The Treasurer may delegate certain of these duties.

15 (Constitution and Canons of the Diocese of East Tennessee, 2018) Title IV, Canon 1, Section. 7

16 (Constitution and Canons of the Episcopal Church, USA) Title II, Canon 5

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(i) The Treasurer shall disburse the funds of the Parish as may be ordered by the Vestry, making the proper voucher for such disbursement, and shall render to the Vestry at regular meetings thereof, or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Parish.

(ii) The Treasurer shall be bonded in such amount and in such manner as the Vestry and Canons may direct.

(d) The **Clerk** shall be responsible for assuring the maintenance of appropriate records of all Parish and Vestry meetings, shall be the official custodian of such records, and shall perform such other functions as are customary or directed by the Vestry.

Section 5. Standing Committees of the Vestry.

(a) Finance. The Finance Committee serves God and the mission of the Parish by managing the financial contributions, gifts and gifts in kind of its members. This committee is a work group for the Vestry and advises the Vestry on financial matters. The committee shall consist of a Vestry elected chair person, the Senior Warden, the Rector, the Junior Warden, the Treasurer, and four other members, confirmed annually.

(i) Duties: The Finance Committee formulates an annual budget to carry out the discerned mission of the Parish; periodically reviews the budget and may recommend adjustments for Vestry approval; advises the Vestry on such topics as financial policy and procedures, committee expenditures, clergy and lay salaries, and any long-term financial needs of the church.

(ii) Sub-committees of the Finance Committee. Other committees may be established from time to time to assist the Finance Committee. Among these, are the Stewardship Committee, Memorials Committee and the Barbecue Grants Committee.

- Stewardship Committee: The Stewardship Committee exists to serve God and the Parish by creating awareness of the generosity of God and through activities that stimulate the generosity of God's people back to God in return. (formerly a stand-alone committee, but now is a sub-committee of the Finance Committee)
- Memorials Committee: From time to time, people wish to make contributions to the church in memory of a loved one. Gifts to the Parish from this fund may be considered and approved by the Memorials Committee. This ad hoc committee shall consist of a chairman and other members at large, each nominated by the Rector and approved by the

- Vestry. Ex officio members are the Rector, the Junior Warden and the Altar Guild chair or a designee.
- Barbeque Grants: The BBQ Grants Committee exists as an ad hoc task force for the Finance Committee in receiving applications and recommending disbursements from BBQ receipts as needed and appropriate.

(b) Building and Grounds. The Building and Grounds Committee serves God and the mission of the Parish by overseeing and managing the talents of its members in providing for the care, upkeep, repair, cleaning, and maintenance of all church property. The committee shall consist of at least four or more members and the Junior Warden who will serve as Chair Person. Formerly titled Property Committee

Section on Membership Committee deleted; no longer a standing committee

(c) Administration. The Administration Committee serves God and the mission of the Parish. It is responsible for annually soliciting potential candidates who have been vetted as “communicants in good standing” by the Rector to serve on the Vestry. In addition, the committee shall annually review the Parish by laws, general policies and procedures and vestry organizational chart. The committee will propose adaptations and amendments as needed or determined necessary by the Vestry or action of either the Diocesan Convention or the National Convention. This committee is no longer responsible for recommending candidates to attend Diocesan convention.

The committee shall consist of a chair person, Senior Warden and at least three other members, three of whom will be current or former members of the Vestry. Updated to reflect current practice.

Section 7. Other Committees.

- (a) The mission and ministry of the Parish to the glory of God and in service to all will also be carried out through a variety of program committees. These may include, but are not limited to the following: Parish Life, Pastoral Care, Outreach, Adult Formation, Youth, Worship and Evangelism.
- (b) From time to time, the Vestry may also establish ad hoc committees to address a particular issue. The committee will function until the issue is resolved.

ARTICLE V – THE FOUNDATION TRUST

Section 1. Purpose. The Vestry of the Church has created and authorized the All Saints’ Foundation Trust, hereafter known as “The Trust”) and its Board of Trustees to have fiduciary and management control of the Parish’s endowment funds.

Section 2. Separation of Powers. The Trust and its Board of Trustees, although a creature of the Vestry, is and shall be separate from the Vestry, and shall be solely responsible for its decisions, management and fiduciary responsibilities.

Section 3. General. For information on the organization and operation of “All Saints’ Foundation Trust” contact the Parish Treasurer for a copy of the current Trust by-laws and Policies.

ARTICLE VI -- THE COLUMBARIUM

Section 1. Purpose. All Saints’ Episcopal Church has consecrated a Columbarium with niches to be used solely for the interment of the bodies of those who have departed this life.

Section 2. Management. The use and maintenance of the Columbarium and Niches shall at all times be subject to the management and control of All Saints’ Episcopal Church, as constituted from time to time (or its duly organized committee in whom is vested the right to control the maintenance and use thereof).

Section 3. Regulations. The regulations with respect to such use and maintenance may be changed, modified, varied, amended or altered at any time at the sole discretion of the Vestry itself or any committee duly authorized by the Vestry. A copy of the current regulations shall be kept in a safety deposit box of the church and such regulations shall be bound in a policy manual for the use of the church.

Section 4. Oversight. There shall be a Custodian of the Columbarium, appointed by the Rector with the advice and consent of the Vestry. The Custodian of the Columbarium under the supervision of the Rector shall maintain appropriate records pertaining to the Columbarium.

Section 5. Changes to the Columbarium. All Saints Episcopal Church reserves the right to enlarge, or remodel, said Columbarium, or to remove the same or to build a new Columbarium in a new location or abandon the use of the existing Columbarium. In such event. All Saints Episcopal Church shall provide a substitute for the Niche subject to the terms, conditions, limitations and provisions of these bylaws and the Columbarium regulations.

ARTICLE VII -- LAY MINISTRIES

Section 1. Gifts for Special Ministries. The Episcopal Church has recognized and affirmed the gifts of lay persons in certain areas of ministry and has made provision in national canons and in diocesan canons for those persons to glorify God and serve the mission of a Parish through the blessing and utilization of those gifts in a Parish. Those ministries shall include Lay Reader, Pastoral Leader, Lay Preacher, Lay Eucharistic Minister, commonly called “Chalice Bearer”, Lay Eucharistic Visitor and Catechist.¹⁸

Section 2. Licensing. The Rector may request to license persons within the congregation who have a gift for one of these ministries. Application is made to the Bishop. All lay ministers in these categories shall be trained and serve as required by the canons of the church and licensed by the Bishop to perform their duties.¹⁹ Canons no longer require Vestry approval.

ARTICLE VIII- GENERAL

Section 1. Procedure. Roberts Rules of Order shall govern in all parliamentary matters not covered by these By-laws.

Section 2. Fiscal Year. The Parish’s fiscal year shall be the calendar year.

Section 3. Bylaws. The original copy of the current bylaws with the date of approval and appropriate signatures shall be kept in the safety deposit box of the church and a second copy shall be bound in a policy manual for the use of the church. Each time the bylaws are amended, the original copy of the approved, amended copy of the By-laws shall be replaced.

ARTICLE IX – AMENDMENTS

Section 1. By the Vestry. These By-laws may be altered, amended, or repealed by the affirmative vote of a majority of the whole Vestry; provided, however,

(a) that such amendment shall be submitted in writing at least thirty days in advance to each member of the Vestry and the Rector, and further

(b) that such proposed amendment shall have been presented in at least one issue of “Saints Alive” at least 30 days prior to action by the Vestry.

18 (Constitution and Canons of the Diocese of East Tennessee, 2018) Title V, Canon 2, Section 1

19 (Constitution and Canons of The Episcopal Church, 2018) Title III, Canon 4, Section 2

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Section 2. By a Parish Meeting. These By-laws may be altered, amended, or repealed by the affirmative vote of a majority of those Qualified Voters present at any Parish meeting; provided, however,

(a) that such amendment is sponsored by the Rector, and the Vestry, or a petition signed by at least one third of the Qualified Voters of The Parish, and presented to the Vestry for consideration.

(b) that such amendment shall have been presented to the membership either by a special mailing or in one issue of the “Saints Alive” mailed at least 14 days prior to such at which such amendment is to be considered, and that such meeting shall be the next Annual meeting Parish Meeting or called sooner pursuant to requirements provided in these By-laws.

Section 3. By Provision. Any amendment necessary taken by action of the Diocesan Convention in amending or adopting a Constitutional article or Canon which requires a revision of these by-laws will automatically alter these by-laws, and the Vestry shall be authorized to change the language of these by-laws and so inform the Parish.

Approved by the Vestry on Thursday, September 17, 2020.

Ginger Goolsby, Clerk of the Vestry.