

1 **BYLAWS**
2 **ALL SAINTS EPISCOPAL CHURCH**
3 **SAUGATUCK, MICHIGAN**
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7 **ARTICLE I ALL SAINTS EPISCOPAL CHURCH PARISH ORGANIZATION**
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9 Section 1 The Parish of All Saints Episcopal Church – Saugatuck is organized as a Not-for-
10 Profit Ecclesiastical Corporation in the State of Michigan, subject to the Canons
11 of The Episcopal Church and the Diocese of Western Michigan, including its
12 Canons and changes thereto as may be approved. The Diocese of Western
13 Michigan is the Diocese in which the Parish is domiciled as of the date of the
14 adoption of these Bylaws and, for the purposes of this document, may be
15 replaced with any Diocese within which the Parish resides and is subject to in the
16 future and all terms and definitions in these bylaws will be in accordance with
17 the Diocese the Parish is subject to and The Episcopal Church.
18

19 Section 3 The seal of the Corporation is the Coat of Arms of the Church with the inscription
20 reading “All Saints Episcopal Church-Saugatuck, Michigan” thereon.
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22 **ARTICLE II THE RELATIONSHIP OF THE PARISH TO THE DIOCESE**
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24 Section 1 The relationship of the Parish with the Diocese is managed from the Diocese
25 through the Constitution and Canons of the Diocese as approved by the Annual
26 Diocesan Convention of the Diocese of Western Michigan with representation
27 from the Parish.
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29 **ARTICLE III THE RELATIONSHIP OF THE PARISH TO THE FEDERAL GOVERNMENT**
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31 Section 1 The relationship of the Parish to the Federal Government is through the
32 Episcopal Church the Diocese of Western Michigan, and the Federal Government
33 as authorized by the Congress of the United States and as administered by the
34 Internal Revenue Service. The Parish is recognized as a 501 (C) (3) not-for-profit
35 church. It is the responsibility of the Parish to be aware of the criteria for a
36 church to be classified as a not-for-profit church and to retain that privilege.
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ARTICLE IV THE RELATIONSHIP OF THE PARISH TO THE STATE OF MICHIGAN

Section 1 The relationship of the Parish to the State of Michigan is established by the Articles of Association of All Saints Episcopal Church of Saugatuck as received by the Michigan Corporation and Securities Commission dated January 21, 1946.

ARTICLE V THE PARISH

Section 1 All Saints Episcopal Church constitutes a "Parish" as defined in the Constitution and Canons of the Diocese of Western Michigan.

ARTICLE VI THE VESTRY

Section 1 The Vestry of the Parish shall be comprised of nine elected adult communicants in good standing of the congregation and the Rector; however, members of the same household or immediate family members may not serve on the Vestry simultaneously.

The powers and duties are defined as follows:

To meet once a month for a minimum of ten meetings during any calendar year on such day, place, and time as shall be fixed by resolution at the first Vestry meeting of each year. Six (6) elected members shall constitute a quorum of the Vestry in performance of its typical operational responsibilities. To perform extraordinary functions (i.e. to call a Rector or change his/her contract) no fewer than seven (7) elected members must be present to constitute a quorum.

In case of a vacancy, to elect and call a Rector after consultations with the Bishop, provided that prior to the election of a Rector, the Vestry shall inform the Bishop of the name and residence of the person they propose to elect. It shall be unlawful for the Vestry to take action on any name until the receipt of the Bishop's written acknowledgement of such notification and of his accompanying suggestion, if there be any, provided that the Bishop's reply not be deferred longer than thirty (30) days after the receipt of such notification.

75 To be helpful to the Rector in whatever is appropriate to be done by the laity.

76

77 To employ and fix the compensation of the Rector, and all employees and
78 assistants of the Parish, provided that no person shall be employed or retained
79 to assist the Rector except by and with the consent of the Rector.

80

81 To have charge, care, and management of all property and temporal affairs of
82 the Parish by receiving and reviewing reports from Vestry members assigned to
83 oversee specific responsibilities as defined in these Bylaws.

84

85 To keep all buildings, structures, and tangible property of the Parish adequately
86 insured against loss. To see to it that all Treasurers and custodians, other than
87 financial institutions acting in a custodial capacity, of funds obtained,
88 contributed, held, or accumulated for the benefit of the Parish or of any of its
89 activities be adequately bonded. To hire and maintain liability insurance policies
90 to protect the Church, Rector, and volunteers of the Parish from liability resulting
91 from the lawful fulfillment of their responsibilities to the Parish, as defined in
92 Canon and these Bylaws.

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94 Any memorial that involves the physical alteration of the buildings or interior
95 shall be approved by the Vestry.

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98 Section 2 The Rector shall chair all Vestry meetings, if present; in the absence of the
99 Rector, the Senior Warden will chair the meeting; in the absence of the Senior
100 Warden, the Junior Warden shall chair the meeting. If none of the three is
101 available for a regularly scheduled Vestry meeting the meeting should be
102 cancelled.

103

104 Section 3 It shall be the duty of the Wardens to assume the powers and duties of their
105 offices as set forth in the Canons and these Bylaws and to lead the Vestry in the
106 exercise of its responsibilities. If no Rector is present or available, the Wardens
107 shall be responsible for the coordination of Religious Services through the use of
108 Lay Readers or visiting Priests.

109

110 Section 4 The Senior Warden shall be elected from the current Vestry and be concerned
111 with the overall condition of the ministry of All Saints and the accomplishment of

112 the goals set by the Vestry and Rector; shall work to provide support to the
113 Rector in his or her ministry, and shall be available for conferences with the
114 Rector at regular intervals; shall meet with the Rector prior to monthly Vestry
115 meetings and assist in the preparation of the agenda for Vestry meetings. As an
116 ex-officio member of all committees, the Senior Warden shall work to assure
117 their smooth and efficient operations.

118
119 The Senior Warden shall conduct an annual evaluation of the Rector’s covenant
120 pursuant to the customs, traditions, and canons of the Diocese of Western
121 Michigan and The Episcopal Church and report such results to the Vestry with
122 recommendations for any changes. In the event of a vacancy in the Rectorate,
123 the Senior Warden is responsible for the worship life of the Church and shall lead
124 the process of calling a new Rector.

125
126 The Senior Warden shall attend all Vestry meetings and conferences; shall chair
127 Vestry and Parish meetings in the absence of the Rector; shall regularly monitor
128 progress on the achievement of long-range objectives and present an annual
129 report on them to the Vestry and Parish; shall assure that the Annual Parochial
130 report is completed on time; shall assure that an audit is conducted annually per
131 Canonical requirement; and shall biennially, or as otherwise determined by the
132 vestry, in even numbered years review the Bylaws and make recommendations
133 as necessary to the Vestry; shall submit reports at the Vestry and Parish
134 meetings; and shall act as one of the judges of the qualification of voters at those
135 meetings, the outgoing Senior Warden, if at the end of their term on the Vestry,
136 may remain on the Vestry in a non-voting position for a period of one year, and if
137 he or she exercises his or her option to do so, shall be prohibited from serving on
138 the vestry again until one year after his or her last day as member of the vestry.

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140
141 Section 5 The Junior Warden shall be elected from the current Vestry and shall be alert to
142 the concerns and interests of parishioners and supervise the Building and
143 Grounds Ministry Team *or* delegate such supervision to another vestry member.

144
145 The Junior Warden shall be available for conferences with the Rector at regular
146 intervals; shall chair Vestry and Parish meetings in the absence of the Rector and
147 Senior Warden and serve as one of the judges of voter qualification at those
148 meetings; shall attend all Vestry meetings, conferences, and other committee

149 meetings as needed; and shall submit reports at Vestry meetings and the-Parish
150 meetings. The Junior Warden shall assure that the Annual Parochial Report is
151 completed on time; and shall check to be sure that an audit is conducted
152 annually per Canonical requirement.

153
154
155 Section 6 The Clerk of the Vestry shall be an adult communicant in good standing and shall
156 be appointed by the current Vestry and shall note and record the minutes of the
157 proceedings of the Vestry and meetings of the Church. The Clerk shall post the
158 minutes of any regular meeting or special meeting publicly within seven days
159 after the succeeding regular vestry meeting in which the minutes of such
160 meeting are approved, shall include in the minutes in the immediately
161 succeeding regular meeting all actions and motions balloted pursuant to Article
162 VI Section 10 of these bylaws, and shall track and report on the progress of all
163 tabled or open Vestry actions. The use of a recording device may be allowed as a
164 convenience tool for the Clerk. The Clerk shall sign all official documents when
165 necessary. The Clerk will attend meetings but have neither voice nor vote at such
166 meetings.

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168
169 The Treasurer shall be an adult communicant in good standing, shall be
170 appointed by the Vestry at the Vestry meeting following the January Parish
171 meeting for a term of one year, may not serve more than five consecutive years,
172 have voting privileges only if also an elected member of the Vestry and will have
173 seat and voice at all regular, special, or executive session vestry meetings. An
174 assistant treasurer may be appointed by the Vestry from the resident adult
175 communicants in good standing of the Parish.

176
177
178 The Treasurer shall be the custodian of the key to the safety deposit box
179 maintained at a local valid bank and shall maintain a written inventory of the
180 contents of the box. The inventory shall be available to all members of the
181 Vestry and other members of the Parish with an identified need to know, as
182 affirmed by Vestry approval.

183
184 The Treasurer shall oversee the receipt and account for all monies and assets
185 belonging to the parish whether in cash, check, or any other form. The Treasurer

186 shall transfer all funds and non-cash assets received for the Endowment Fund to
187 the Treasurer of the Fund upon receipt, after documenting the gift. The
188 Treasurer shall manage, invest and pay out of the non-Endowment funds under
189 the direction of the Vestry. The Treasurer shall create a report of all
190 expenditures over \$500 to be presented to the Vestry for approval of payment,
191 unless determined otherwise by a 2/3 vote of the Vestry, Utility bills and invoices
192 that are on automatic payment or are part of a contract that has been previously
193 approved by the Vestry that exceed \$500.00 need not be presented to the
194 Vestry for approval.

195
196 The Treasurer shall assist in the preparation of the Annual Parochial Report; shall
197 assure that an audit is conducted annually per Canonical requirement; and shall
198 biennially, or as otherwise determined by the vestry, in the even numbered
199 years assist in reviewing the Bylaws and make recommendations to the Vestry.

200
201 In the absence of the Treasurer or in case of the Treasurer's inability to act, the
202 Treasurer's duties may be performed by an Assistant Treasurer or by either of
203 the Wardens.

204
205 In addition to the Treasurer, the Senior Warden may be authorized to sign bank
206 checks or money orders on behalf of the Parish.

207
208 The Treasurer shall also be the depository for all non-Endowment funds of all
209 Parish organizations, unless the Vestry directs otherwise. The Treasurer may
210 hold all funds in common accounts or instruments but all such funds shall
211 continue to belong to the organizations for which the funds are held. The
212 Treasurer shall have no authority to disburse such funds except on the voucher
213 from the appropriate officer of the organization. The Treasurer shall submit
214 periodic reports to each organization regarding the funds of the organization
215 held by the Treasurer.

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217
218 Section 8 Any vacancy in the Vestry that occurs between the January Annual Parish
219 meeting and September of that year shall be filled by an appointment of the
220 vestry and such replacement shall be an adult communicant in good standing of
221 the Parish.

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223
224 Section 9 A member of the Vestry, other than the Rector, may be removed at any time for
225 due cause by the affirmative votes of seven Vestry members at a regular Vestry
226 meeting, provided notice of the proposed removal and the reasons for the same
227 shall have been given to the said Vestry member at least five days in advance of
228 the regular Vestry meeting. Grounds for removal shall include, without
229 limitation, conduct in violation of the Church Canons, Diocesan Canons or Parish
230 Bylaws; failure to disclose, and, if appropriate, abstain from Vestry deliberations
231 and determinations by reason of a proven financial conflict of interest; absence
232 without excuse or good cause shown from three consecutive regular Vestry
233 meetings or from four such regular meetings within one calendar year;
234 disclosure of material non-public information received in their capacity as a
235 fiduciary, such disclosure causing meaningful harm.
236

237 Section 10: Motions and other actions of the Vestry with the exception of the removal or
238 calling of a Rector and the removal or appointment of a Vestry member, may be
239 balloted electronically, telephonically, or in writing and will be adopted upon
240 receiving the affirmative vote of the number of members that would be required
241 to approve such motion or action at a meeting in which all members were
242 present. Such balloting shall not be allowed unless a decision must be made
243 before a special meeting or regular meeting can be held or the Vestry, at a
244 regular or special meeting, has expressly authorized its use for a specific issue or
245 purpose within a finite period of time and before the next vestry meeting is
246 scheduled to be held.
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250 **ARTICLE VII THE RELATIONSHIP BETWEEN THE RECTOR AND THE PARISH**
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252 Section 1 The Rector’s relationship with the Parish and the Vestry will be in accordance
253 with the customs, traditions, canons and constitutions of the Diocese of Western
254 Michigan and The Episcopal Church and as such has a negotiated covenant
255 signed by the Rector and the Wardens, after the approval of a resolution by the
256 Vestry authorizing the execution of the covenant with the named individual. The
257 Rector must be qualified under the Canons of the Diocese of Western Michigan.
258 The Rector shall be selected and called by the Vestry subject to Article VII of

259 these bylaws and in accordance with the Canons of the Church and shall
260 continue in office until his or her death, resignation or canonical removal.
261

262 Section 2 The authority of and responsibility for the conduct of the worship and the
263 spiritual leadership of the Parish are vested in the Rector as set forth in the
264 Rubrics of the Book of Common Prayer, the Constitution and Canons of The
265 Episcopal Church, and the Constitution and Canons of the Diocese of Western
266 Michigan, under the pastoral direction of the Bishop.
267

268 Section 3 The Rector shall be a member ex-officio of all committees and shall have such
269 additional authorities and duties as covered in Section 2 above as well as other
270 duties as stated in these Bylaws or amendments as may be added.
271

272 Section 4 The Rector when present shall preside at all Vestry meetings, all Parish meetings,
273 and other meetings as stated in the Bylaws but shall have no vote except to
274 break a tie.
275

276 Section 5 The Rector shall be responsible for all regularly scheduled church services,
277 funeral services, and weddings. All other services and uses of the church will be
278 coordinated and approved in accordance with the canons and constitutions of
279 the Diocese of Western Michigan and The Episcopal Church.
280

281 Section 6 The Rector shall appoint a Worship Committee to help fulfill his or her
282 responsibilities under section 2 and such committee will assist, at the Rector's
283 direction, with the planning, conducting, training, scheduling, and implementing
284 of the worship services. This committee shall be responsible for recruitment,
285 training and scheduling of Sunday ushers/greeters, lay readers, chalice bearers,
286 and acolytes/torch bearers.
287

288 Section 7 It shall be the duty of the Rector with the assistance of the Senior Warden, Junior
289 Warden, Clerk and Treasurer to prepare the annual report each year as soon
290 after December 31 as practical and using the forms provided by the Diocese with
291 the report signed and returned to the Diocese on or before March 1. The report
292 shall utilize the Parish register listing all Parish official statistics as required by
293 the Parochial Report.
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296 **ARTICLE VIII**

COMMITTEES

297

298 Section 1 The Vestry shall maintain the following ministry teams as permanent standing
299 committees: Worship, Stewardship, Pastoral Care, Outreach, Parish Life,
300 Christian Formation, and Buildings and Grounds. All members of the Parish shall
301 be invited and encouraged to volunteer for team membership. The Rector and
302 Wardens will appoint conveners of each team annually with the approval of the
303 Vestry.

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306 Section 2 The Vestry shall establish and maintain ad hoc committees for specific projects.
307 Such committees will have a detailed plan for their project with goals and
308 objectives, and projected beginning and end dates.

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310 **ARTICLE IX**

PARISH MEETINGS

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312 Section 1 Regular Parish Meetings: Regular Parish Meetings will be in conformity with the
313 statutes of the State of Michigan, the Canons of The Episcopal Church, and of the
314 Constitution and Canons of the Diocese of Western Michigan, an Annual Parish
315 meeting shall take place at the Church on the third Sunday of January, however,
316 such meeting may be postponed until the fourth Sunday at the sole discretion of
317 the Rector at any time up to the earlier noticed commencement of the meeting.
318 An additional meeting will be held on the third Sunday of July. Both meetings will
319 take place at a time to be fixed by the Vestry no later than 30 days prior to such
320 meetings.

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322

323 Section 2 Special Parish Meetings: Special Meetings of the Parish may be held at the
324 Church whenever called by a majority vote of the Vestry, by the Rector, by the
325 Wardens, or whenever thirty (30) or more members qualified to vote at any such
326 meeting shall file with the Senior Warden of the Vestry a written request for
327 such a meeting. Such request shall state the purpose, date, time and location of
328 the meeting.

329

330 Section 3 Notice of Meeting: Notice of any Parish meetings, stating the purpose, day,
331 time, and place shall be announced by the Rector or, in his or her absence by
332 either of the Wardens during the regular services on each of two successive

333 Sundays prior to the scheduled meeting, and in two consecutive published
334 bulletins or newsletters immediately preceding the meeting.
335

336 Section 4 The Rector, or in his or her absence either one of the Wardens, call to order
337 meetings of the members and shall preside at such meetings or should neither
338 Rector nor Wardens be present the meeting shall be adjourned. The decisions of
339 the meeting, unless otherwise provided, shall be determined by a simple
340 majority vote. All Parish meetings shall be guided by the use of and with
341 reference to Robert’s Rules of Order Newly Revised. The Clerk of the Vestry shall
342 act as Clerk of each meeting of the members. In the absence of the Clerk an
343 Assistant Clerk may act or the presiding officer may appoint any other member
344 to act as Clerk of any such meeting.
345

346 Section 5 Qualifications for Voting will be determined pursuant to the Constitution and
347 Canons of the Diocese of Western Michigan and limited to contributors of record
348 in the immediately preceding twelve months, and eligibility will be decided by the
349 Rector and Wardens, who shall update such list at least 30 days before any
350 regular meeting and disclose upon request the status of any person inquiring
351 about their own status.
352

353 Section 6 No official business of the Parish may be conducted at any meeting of the Parish
354 unless a quorum of not less than twenty-five percent (25%) of the qualified
355 voters of the Parish is present. Before any vote has been taken, the presiding
356 officer shall state to the persons present the qualifications required to be eligible
357 to vote, and declare a quorum present.
358

359 Section 7 Election of Vestry Members: Beginning with the Parish meeting in July of the
360 year 2020 and continuing thereafter at each July Parish meeting, three members
361 shall be elected to the Vestry for a term of three years, such terms to commence
362 immediately after the Parish meeting in January of the succeeding year. Vestry
363 members shall be required to sit out one year before they are eligible to run for
364 re-election if fulfilling another term would cause them to serve more than four
365 consecutive years. A Nominating Committee shall be formed no later than the
366 immediately preceding April Vestry meeting and shall consist of two (2)
367 members elected by the Parish at large at the preceding January Parish meeting
368 and two (2) members elected from and by the Vestry. The Senior Warden shall
369 appoint a chairperson from the committee. The committee shall, during the last

370 two weeks of April, begin preparations to fill the Vestry, Convention Delegates,
371 Endowment Trustee positions and Nominating Committee Members vacated at
372 the time of the January Parish meeting. These preparations are to include the
373 following: inform the Parish as to the time and method of placing names in
374 nomination; solicit and receive nominations, ensuring at least three (3) Vestry
375 nominees, prepare a list of nominees to be published in the July Saints Alive and
376 in the Sunday bulletin for two (2) weeks prior to the July Parish meeting; post the
377 list prominently; and prepare the ballots for the July Parish meeting. The
378 nominees for Vestry shall also submit a biography for the July Saints Alive and
379 the Sunday bulletin for the two weeks preceding the July Parish meeting. The
380 Vestry will approve the slate at the June Vestry Meeting.

381
382 Nominations may be made by qualified voters from the Parish by submitting a
383 nomination form signed by the nominee to the nominating committee prior to
384 June. Nominations may be made from the floor, providing the nominee is
385 present and is qualified to be a nominee, and agrees to serve if elected.

386
387 The election of Vestry Members, Endowment Trustees, Convention Delegates
388 and Nominating Committee Members shall take place during the July Parish
389 meeting at such time as to allow for the counting for the ballots and publishing
390 of the results before the end of the regular business of such meeting. Each
391 qualified voter shall have one (1) vote. Proxy and absentee ballots shall not be
392 accepted.

393
394 In case of a tie vote the names of the nominees involved shall be placed in a
395 special runoff election to be held at the same meeting with each qualified voting
396 member to cast one (1) vote.

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399 Section 8 The number of convention delegates representing the Parish at Diocesan
400 Conventions is determined by the size of the Parish. A chart showing the various
401 levels of representation shall be consulted before the election. A member of the
402 Vestry shall serve as a delegate for any Diocesan Convention. Other Convention
403 delegates shall be elected to two (2) year terms at the January Parish meeting.
404 The Vestry may, by appointment, fill vacancies.

405

406 Convention delegates shall meet with the Vestry at the regularly scheduled
407 Vestry meeting immediately preceding the Convention to discuss issues that will
408 be taken up at the Convention.

409
410 Each delegate shall make a summary report to the Vestry.

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414 **ARTICLE X PARISH HISTORY AND DOCUMENTATION**

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416 Section 1 The history of the Parish shall be maintained through a recording system that
417 shall be established by the Vestry and shall be maintained by the Archives
418 Committee.

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422 **ARTICLE XI ENDOWMENT FUND**

423

424 Section 1 The Endowment of All Saints Episcopal Church of Saugatuck, Michigan, shall be
425 known as "The Endowment Fund".

426

427 Section 2 The Endowment Fund as authorized by the Vestry on August 16, 2000, shall
428 operate as set forth in the All Saints Endowment Fund Master Document dated
429 November 1, 2001, as amended, and as it from time to time may be revised.
430 Establishment of the Endowment fund was further approved by the Parish at the
431 Annual Meeting on January 14, 2001.

432

433 Section 3 The Endowment Fund shall be managed by a five (5) member Board of trustees,
434 consisting of three (3) members elected from the general membership and two
435 (2) members appointed from the Vestry. The Endowment Fund Board of
436 Trustees is autonomous of the Vestry but may receive direction from the Vestry.

437

438 Section 4 The Endowment Fund Trustees will manage all assets of the Fund, whether in
439 cash or property, and shall report all activity through the financial records and
440 reports in the Treasurer's record keeping system.

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