

BY-LAWS OF ALL SOULS ANGLICAN CHURCH, INC. NFP

(As Revised January 10, 2013)

I. GENERAL PROVISIONS

- 1.1 The name of this corporation is **ALL SOULS ANGLICAN CHURCH, INC. NFP**, hereinafter referred to as the "Church."
- 1.2 The initial registered office of the Church is located at 519 E. Hawthorne Blvd, Wheaton, Illinois, 60187. The primary place of business of the Church is 25 W. 741 Jewell Road, Wheaton, Illinois 60187.
- 1.3 The fiscal year of the Church shall be a calendar year, beginning on January 1 and ending on December 31 each year.
- 1.4 The Church does, by the adoption of these Bylaws, acknowledge and accept the historic Christian faith, doctrine, discipline and worship of God, Father, Son and Holy Spirit, with Holy Scripture as the ultimate authority in all matters.
- 1.5 The Church acknowledges and subscribes to the Jerusalem Declaration of 2008 adopted and promulgated by the Global Anglican Future Conference.

II. MEMBERSHIP

- 2.1 A voting member of the Church ("Member") must:
 - (a) be baptized in the Name of God the Father, Son and Holy Spirit;
 - (b) personally request membership;
 - (c) be 16 years of age or older;
 - (d) be recognized by the Senior ordained clergyperson of the Church (hereinafter, the "Pastor" or "Rector") and a Warden as a regular communicant and/or attendee at services of the Church;
 - (e) be a regular contributor to the financial support of the Church;
 - (f) have participated in such instruction (which may include confirmation and confirmation classes) prescribed by the Pastor for Members as of the time Membership is requested;
 - (g) execute the Membership Covenant of the Church; and

(h) Those persons completing the requirements of 2.1 (a) through (g) above shall be received into membership by the Church acting through the Vestry.

2.2 A "Charter Member" of the Church shall be those persons who are the initial Members of the Church. The Charter Members shall elect the initial members of the Vestry at a special meeting to be held for that purpose. Those Vestry members initially elected shall be nominated to continue in such position at the first Annual Church Meeting, which shall be held in January 2005.

2.3 Participation in services and activities of the Church is not limited to Members except as provided in these Bylaws.

2.4 The Church shall maintain a current list of Members ("Membership List") and other communicants and other regular attendees and participants in the services and activities of the Church. Only Members are eligible to vote on any matters subject to vote of or approval by members or "communicants" on any matter as required or prescribed by or pertaining to the Church and its corporate or business affairs as required by law.

2.5 A person shall no longer be a Member, and such person's name removed from the Membership List upon occurrence of any of the following:

- a. The Member requests to terminate their Membership or to transfer their membership to another church;
- b. The Member becomes a full or voting member of any other church;
- c. The Member ceases attending public services of the Church for a substantial period of time other than for reasons of health or family obligation, at the request to the Vestry by the Pastor or a Warden and concurrence of not less than 2/3 of the Vestry;
- d. A Member is found, by not less than 75% of the Vestry, to have renounced the Membership Covenant, but only upon request for such determination by the Pastor or a Warden.

III. ANNUAL CHURCH MEETING

3.1 A meeting of the Members shall be held annually ("Annual Church Meeting"), after notice thereof is given by the Pastor or by a Warden at all public worship services of the Church on the two (2) Sundays immediately preceding such Annual Church Meeting. The Annual Church Meeting will be held at a time and place to be fixed by the Vestry during January of each year. Further, written notice thereof shall be posted in the Church at least two weeks before the Annual Church Meeting; in lieu of the foregoing written notice, notice of the Annual Church Meeting may be given in any manner and at any time

permitted under the laws of Illinois applicable to not for profit corporations and which facilitates apprising the Members of such Annual Church Meeting. A purpose of the Annual Church Meeting shall be the selection of Vestry members to succeed those vestry members retiring or whose term has been completed, selection of delegates to the Diocesan Synod, and such other business as may properly come before the Annual Church Meeting.

3.2 25% of the total number of Members as of the date 14 days prior to the Annual Church Meeting or any special meeting duly called shall constitute a quorum for such meeting.

3.3 At the Annual Church Meeting or any duly called special meeting of the Members of the Church, all Members who are physically present at such meeting shall be entitled to vote on all matters that properly come before said meeting for a vote. No absentee voting is permitted. There shall be no cumulative voting. Action may be taken by Members through consent in lieu of meeting, but not in lieu of the Annual Church Meeting, to the extent permitted by Illinois law.

3.4 Officers of a Members meeting shall include at least the following:

(a) The Pastor shall preside at the Annual Church Meeting or any Special Meeting as Chairperson. In the case of a vacancy or in the absence of the Pastor, then a Warden shall be Chairperson. In the case that neither the Pastor nor a Warden is present at the meeting, then a Chairperson of the meeting shall be selected from the members of the Vestry by majority vote of those Vestry members present at such meeting.

(b) The Secretary of the Church shall be Secretary of any such meeting. In the absence of the Secretary, the Chairperson shall appoint a Secretary of the meeting. The Secretary of such meeting shall keep the minutes of the meeting.

(c) The Chairperson shall appoint tellers to count the votes or collect and count ballots, if used.

3.5 Special Meetings of the Members may be called by the Pastor, by a Warden, by any three (3) other members of the Vestry, or upon the written request of twenty percent (20%) of the Members of the Church. Notice shall be given as stated in Section 3.1 hereof and such notice shall include the purpose or purposes of the Special Meeting. The provisions regarding the qualification of voters for the Annual Church Meeting shall be applicable to any such Special Meeting.

IV. SELECTION OF THE VESTRY AND WARDENS

4.1 The Vestry shall consist of the Pastor and nine (9) lay members. The lay members are divided into three classes, and shall each serve for a term of not more than three

years on a rotating basis once the initial composition of the Vestry has been constituted. At each Annual Church Meeting, all vacancies in the Vestry shall be filled by election in the manner hereinafter provided. No member of the Vestry who has served a full, regular term may begin to serve another regular term or the un-expired portion of another Vestry member's term until one (1) year following the expiration of such member's full, regular term. A person who will not have served a full (three year) term as of the time of taking office for which election is held may serve a full term in addition to the partial term. No Vestry member shall be related to another Vestry member as spouse, parent, child or sibling. The initial members of the Vestry shall be elected in three equal classes to serve for staggered terms of one, two and three years, so that in each subsequent election three Vestry members will be elected to regular terms of three years.

4.2 The outgoing members of the Vestry and the Pastor shall serve as the Nominating Committee for the ensuing election of new members of the Vestry at the forthcoming Annual Church Meeting. The Pastor shall serve as or appoint the Chairperson of the Nominating Committee.

4.3 The Nominating Committee shall, at least twenty-eight (28) days preceding the Annual Church Meeting nominate Members for selection to the Vestry at the forthcoming Annual Church Meeting. At least twenty-one (21) days prior to the Annual Church Meeting, such Nominating Committee shall provide its nominations in writing to the Members. The Nominating Committee shall present one nominee for each vacancy to be filled, or such larger number as may be established by Resolution of the Vestry.

4.4 Only persons nominated as specified above shall be eligible to be elected or confirmed at the forthcoming Annual Church Meeting.

4.5 The Vestry shall, at its regular meeting prior to the Annual Church Meeting, appoint two (2) persons who are Members and who are not nominated for office to serve as Supervisors of the election process. These Supervisors may also serve as tellers as provided in section 3.4 (c) above. If the Vestry does not appoint Supervisors as set forth above, the Pastor shall select two (2) Members for such role.

4.7 Selection of Vestry members shall be by voice vote of the Members, unless there are more nominees than open Vestry positions to fill, in which case election shall be by secret, written ballot, or by such other method as is unanimously approved by those Members present at a duly-constituted meeting of the Members.

4.9 Those nominees receiving the highest number of votes shall be declared selected to serve.

4.10 In the event of a tie, an additional ballot or ballots will be cast to select from among the tied nominees or the tie shall be resolved by other means approved by all Members present at any such meeting.

4.11 No person shall be presented to the Annual Church Meeting for confirmation or election to the Vestry unless such person is a Member, is qualified to serve on the Vestry

as set forth in these bylaws and shall have previously given consent to place his or her name for nomination.

4.12 A report of election shall be entered upon the Minutes of the Annual Church Meeting by the Secretary of the Vestry prior to first regular meeting of the Vestry following the Annual Church Meeting.

4.13 If a vacancy occurs in the Vestry, the Vestry shall select a Member to serve the unexpired term. The affirmative vote of a majority of all members of the Vestry shall be necessary to select a person to fill such a vacancy.

V. THE VESTRY; OFFICERS

5.1 All elected or appointed members of the Vestry shall be Members, and shall accept and sign the Leadership Covenant of the Church. No person shall be nominated, elected or appointed to the Vestry (other than the initial members) who has not been a Member for (i) one year if vestry membership is by appointment, or (ii) if vestry membership is by nomination and confirmation or election, for the lesser of (a) one year, or (b) since the Annual Church Meeting immediately preceding the time at which such person is elected or confirmed to his or her position as Vestry Member.

5.2 The Vestry shall be constituted as described in Section 4.1 above. Each member of the Vestry shall be entitled to one vote on matters that come before the body.

5.3 The Pastor shall be entitled to vote only to break a tie or to otherwise provide the deciding vote on matters that come before the Vestry.

5.4 Regular meetings of the Vestry shall be held once in every calendar month, as needed, but not less than nine (9) times per calendar year. Other regular meetings of the Vestry may be added in the discretion of the Vestry. All meetings of the Vestry shall be open to attendance by Members, except for executive session.

5.5 Special meetings of the Vestry may be held upon three (3) days' notice from the Pastor, from a Warden, or from the written request of three (3) members of the Vestry presented to the Pastor, or in the vacancy in the office of Pastor, to a Warden, or upon such occasion as two-thirds (2/3) of the entire Vestry shall consent to hold such a meeting. A Special Emergency Meeting may be held at any time without three (3) days' notice upon (a) waiver by all of those not present, and (b) the presence of a quorum.

5.6 At all regular or special meetings of the Vestry, unless otherwise provided in these bylaws, a majority of the Vestry shall constitute a quorum for the transaction of business; provided, however, that a smaller number may meet and adjourn to such other time and place as they may deem advisable until a quorum is obtained. One or more members of the Vestry may participate in either a regular or special meeting by telephone or other electronic means to the extent permitted by Illinois law, upon approval of a majority of those Vestry members attending or participating electronically in the meeting.

5.7 The Pastor shall preside at all meetings of the Vestry. In the absence of the Pastor or by express delegation by the Pastor, the Pastor's Warden, or in his or her absence, the People's Warden, shall preside. If the Pastor and Wardens shall be absent and extraordinary circumstance exist that necessitate a meeting of the Vestry, then the Vestry, so assembled, may select any other member of the Vestry to preside. If a meeting is held in the absence of the Pastor and both of the Wardens, then any decision made at such meeting must be ratified at a subsequent meeting at which the Pastor and at least one of the Wardens is present.

5.8 Deliberative and prayerful discussions are encouraged within the Vestry without rigid resort to parliamentary procedures. However, those rules and procedures contained in the current edition of Robert's Rules of Order Newly Revised shall govern, if necessary, in all cases in which they are consistent with these Bylaws or any special rules as may be adopted.

5.9 A regular or special meeting of the Vestry shall convene within three (3) weeks after the Annual Church Meeting. At such meeting, the Pastor shall appoint a Warden from the Vestry membership ("Pastor's Warden" or "Senior Warden"). The Vestry other than the Pastor shall then elect a Warden from its own remaining members ("People's Warden" or "Junior Warden"). The Pastor's Warden shall be the president of the Corporation and the People's Warden shall be the vice-president of the Corporation. The Vestry shall also select a Secretary, a Treasurer and such other officers as the Vestry deems necessary to fulfill the mission and purposes of the Church. The Vestry may appoint as Chancellor one or more Members who are lawyers, licensed to practice in the State of Illinois. The Chancellor shall serve as general counsel to the Church.

5.10 The Pastor shall appoint such other leadership positions or structure as the Pastor deems necessary to fulfill the mission and purposes of the Church, but such positions or structure shall not substitute for or replace any function or authority of the Vestry. Lay representatives to the Diocesan Synod or other such body in which the Church is entitled to representation shall be the Wardens plus such other Members as the Pastor shall nominate (and may include alternates), all of whom shall be announced at the Annual Church Meeting and shall be subject to confirmation by voice vote of the Members.

5.11 All officers or other persons selected pursuant to this article shall hold their position for one year, but may be re-appointed for additional terms by the Pastor, the Vestry and/or confirmation by the Members, as the case may be.

5.12 At any duly-called and constituted meeting of the Vestry, the Vestry may withdraw to executive session by vote of a majority of those Vestry members present. Executive session shall be solely for the purpose of discussing compensation of the Pastor, other personnel matters, litigation or other confidential legal matters, or other matters concerning which confidentiality is required, and no official minutes shall be taken concerning matters discussed in executive session. No binding action may be taken in executive session except where necessary to preserve (i) privilege, or (ii) confidentiality, upon vote of 2/3

majority of the entire Vestry, and all decisions by the Vestry shall be set forth in the official minutes of the Vestry, subject to provisions regarding confidentiality or privilege provided above. The Vestry, in its' discretion, may permit persons not members of the Vestry to attend and/or make a presentation at any executive session.

5.13 A member of the Vestry shall not serve the full term to which he or she is elected or appointed and may be terminated as a member of the Vestry under one or more of the following circumstances:

- a. the Vestry member is convicted of a felony or crime involving moral turpitude;
- b. the Vestry member engages in immoral or illegal behavior which, if known, would reasonably bring the Church in disrepute, cause significant criminal or civil liability to the Church, or significantly and adversely affect its ministry, but only upon the request of the Pastor or a Warden and concurrence of 75% of all Vestry Members other than the Vestry Member sought to be terminated;
- c. the Vestry Member is, for any reason, no longer a Member; or
- d. the Vestry Member is absent from 3 regular Vestry meetings during any 12 consecutive months, upon concurrence of 75% of all Vestry members other than the Vestry Member at issue.

VI. DUTIES OF THE VESTRY

6.1 The Vestry shall be responsible for the following:

- (a) Faithful administration and oversight of the financial affairs of the Church;
- (b) Maintaining the real and personal property of the Church;
- (c) Payment from funds of the Church the salary of the Pastor, other clergy and lay staff;
- (d) Making provision for payment of the current expenses of the Church; and
- (e) Such other duties as may be required by applicable law or as appropriately undertaken by the Vestry from time to time.

6.2 The Vestry shall be involved in the spiritual direction and leadership of the Church under the direction of the Pastor.

6.3 At the close of each fiscal year, consistent with requirements of the Diocese to which the Church may be subject, the Vestry shall make

arrangements to have the Treasurer's books of account reviewed and/or audited by a Certified Public Accountant or other qualified person or persons.

6.4 The Vestry shall have authority to appoint from among or outside the Membership of the Church such lay or professional advisors, agents or representatives as may from time to time be deemed advisable to help carry out the responsibilities of the Vestry. The Vestry may delegate such authority to the Pastor or to some member or a committee of the Vestry. The Pastor shall have authority to engage and terminate the services of all Church staff, lay and clerical, provided however, the compensation of lay and clerical staff shall be subject to the approval of the Vestry or a committee thereof.

6.5 The Vestry shall not purchase, mortgage, transfer, encumber or convey any real estate of or for the Church without the concurring affirmative vote of three-fourths (3/4) of all the members of the Vestry. Additionally, no real estate owned or to be owned by the Church shall be purchased, mortgaged, transferred, encumbered or conveyed without the approval of two-thirds of the Members.

6.6 If there is no regular (not interim) Pastor and a vacancy arises in the office of Pastor's Warden, the Vestry shall appoint from among its lay members a Warden to carry out the duties of Pastor's Warden. A Warden so appointed shall serve only until a Pastor is appointed and in office.

VII. SELECTION OF A PASTOR

7.1 Subject to additional or different requirements of the Diocese or Bishop to which the Church is subject, selection of a Pastor shall require the affirmative vote of two-thirds (2/3) of all of the members of the Vestry at a regular or special meeting of the Vestry with notice given in accordance with these bylaws. The Vestry may employ an advisory search committee comprised of Members of the Church to select, interview and recommend candidates for Pastor.

7.2 No Pastor shall be selected by the Vestry who is not able and willing to affirmatively subscribe to the Membership Covenant of the Church.

7.3 During a vacancy in the position of Pastor of the Church, subject to the authority and discretion of the Bishop to which the Church is subject, the Vestry shall place the pastoral duties of said position under the control of an interim ordained minister until such time as a Pastor is selected.

VIII. DUTIES OF THE PASTOR

8.1 In accordance with the responsibilities placed upon the Pastor by the ordination vows and the rubrics of the Prayer Book of 1662, the Pastor, in subordination to his bishop, shall be responsible for and have charge and care of the spiritual concerns, music and ritual observances, liturgy, worship and services of the Church, along with the

personal property used for such purposes, and the performance of their duties by all employees of the Church.

8.2 The Pastor shall preside at all meetings of the Members and Vestry, but may delegate such position to a Warden.

8.3 The Pastor shall be responsible for the hiring and termination of any other clergy, the church worship musicians, and other Church staff and shall have any terms of such employment reduced to writing as deemed advisable or required by the Diocese to which the Church is subject. No employee of the Church shall be other than an "at will" employee without affirmative consent of two-thirds of all members of the Vestry.

IX. DUTIES OF THE WARDENS

9.1 The Wardens shall supervise the property of the Church and shall offer lay leadership to the Vestry in performance of their respective duties. Among their duties shall be the following:

(a) Maintain any real or personal property leased or owned by the Church in good repair, fit for use and used for the purpose of its consecration;

(b) To provide, at the Church's expense, the necessary books, bread and wine, vestments, and furnishings for the due celebration of the Sacred Offices subject to the direction of the Pastor;

(c) To oversee the collection and handling of the offerings and gifts to the Church in accordance with sound accounting practices;

(d) To maintain order and decorum during the time of Worship Services at the direction of the Pastor;

(e) Upon the vacancy in the position of Pastor, to notify any bishop or ecclesiastical authority governing the Church and to receive guidance as to the provision of pastoral services until a new Pastor is selected;

(f) Upon selection of a new Pastor, to notify any bishop or ecclesiastical authority governing the Church of such selection, giving the name of the person so selected and the compensation proposed as required by such authority;

X. DUTIES OF THE SECRETARY

10.1 The Secretary shall: (a) keep the Minutes of the Vestry in a permanent form and shall transmit such report to each member of the Vestry as soon as practical after each meeting; (b) duly notify the members of the Vestry of regular, special or other meetings for which notice may be required; (c) certify resolutions or documents of the Church or the Vestry as may be required; and (d) perform all other duties of the office.

10.2 The Secretary shall act, if present, as Secretary of the Annual Church Meeting of the Church or any Special Meetings of the Church.

10.3 In consultation with the Pastor, maintain the Membership List.

XI. DUTIES OF THE TREASURER

11.1 The Treasurer shall maintain or oversee the maintenance of the financial records of the Church in accordance with generally accepted accounting principles, including but not limited to all sums received from any and all sources as well as all disbursements made for any and all purposes. These records shall always be subject to the inspection of the Vestry or its appointees. Provided, however, the amounts contributed to the Church by particular individuals shall not be disclosed to Vestry members except as specifically authorized by the Vestry or as required by law.

11.2 It is preferred that no checks in the general operating or capital accounts of the Church be signed by the Pastor. All checks should be signed by the Treasurer and countersigned by such other persons appointed by the Vestry in a duly adopted Resolution and in accordance with generally accepted accounting principles.

11.3 The Treasurer shall pay the Pastor and all others who have approved salaries, in convenient installments.

11.4 The Treasurer shall furnish to the Pastor, if requested, an accurate list from the ledgers of the Church identifying those persons who are regular contributors to the revenues of the Church. The Pastor shall not be informed of the amounts of any such contributions except by the donor.

11.5 The Church shall secure for the Treasurer, any Assistant Treasurer, Bookkeeper and any others charged by the Vestry with the responsibility of handling funds of the Church, a surety or fiduciary bond or insurance coverage in the aggregate sum deemed appropriate by the Vestry, which bond or coverage shall be paid from Church funds.

XII. LIABILITY AND INDEMNIFICATION

12.1 Except for responsibility or liability of a member of the Vestry pursuant to any criminal statute or for payment of taxes pursuant to local, state or Federal law, a member of the Vestry shall not be personally liable for monetary damages for any action taken or any failure to take any action unless (a) such member has breached or failed to perform his or her fiduciary duties and (b) the breach or failure to perform constitutes self-dealing or willful or wanton misconduct.

12.2 Each person who was or is a party or is threatened to be made a party to any action, suit or proceeding, including actions by or in the right of the Church, by reason of the fact that he or she is or was a member of the Vestry, officer, employee or agent of the Church, or is or was serving at the request of the Church as a member of the Vestry, officer, employee or agent of another entity, shall be indemnified by the Church against

expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by or imposed upon him or her in connection with such action, suit or proceeding; provided however, that the Church shall not indemnify any such person where the act or failure to act giving rise to the claim for indemnification is determined by the court to have constituted willful misconduct or recklessness and, with respect to any criminal action or proceeding, unless such person had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by the judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that the person is not entitled to indemnification under this Section, or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

12.3 No amendment or repeal of this Article shall adversely affect any right or protection extended to a member of the Vestry, officer, employee or agent hereunder for an act or failure to act occurring prior to the time of such amendment or repeal. Each Vestry member, officer, employee and agent shall be deemed to act in such capacity in reliance upon the rights of indemnification, and advancement of expenses hereunder shall continue as to a person who has ceased to be a Vestry member, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

XIII. PROPERTY

13.1 All property of the Church, whether real or personal, shall be owned in the name of the Church, or by such other person or entity designated by the Church for its benefit, and shall not be subjected to any right of reversion or transfer to any other person or entity, including, without limitation, any diocese, Bishop or ecclesiastical body. Except on dissolution of the Church and winding up of its affairs, any attempt (voluntary or involuntary) to transfer or encumber property of the Church to or for the benefit of any other ecclesiastical body which is not the legal successor of the Church, except for *bona fide* transfers for value, shall be void.

XIV. MANNER OF AMENDMENT

14.1 These Bylaws may be altered or amended only in the following manner:

(a) The amendments shall first be proposed in writing at a regular meeting of the Vestry; and

(b) any amendment must be approved by two-thirds of the full membership of the Vestry; and

(c) amendments approved by the Vestry shall be made available to each Member.

14.2 Amendments for purpose of affiliating the Church with any Bishop, Diocese or ecclesiastical authority shall be approved by the Vestry, and additionally by the Members as such Bishop, Diocese or ecclesiastical authority shall require.

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