

By-Laws of The Episcopal Parish of All Saints' Church & St. George's Chapel

As amended on Nov 12, 2017 at the Annual Parish Meeting

TITLE 100 – MEMBERSHIP

CHAPTER 101 – REGISTERS

Section 101.1 Name: The legal name of the Parish is The Episcopal Parish of All Saints’ Church & St. George’s Chapel (hereinafter, collectively designated as “The Parish”).

Section 101.2 Maintenance: A separate register of membership shall be maintained for the congregations of All Saints’ Church and Saint George’s Chapel, with the names enrolled according to the choice of the individuals so that the historic registers of All Saints’ Church and Saint George’s Chapel shall be maintained.

Section 101.3 Responsibility: The maintenance of the registers of All Saints’ Church and Saint George’s Chapel shall be the responsibility of the Parish Administrator, clergy, and Treasurers.

CHAPTER 102 – MEMBERS

Section 102.1 Definitions:

- .11 The provisions of *Title I, Canon 1.7, Section 1(a) of the Canons of the General Convention*, shall govern the definition of members of The Parish.
- .12 The Parish shall include the three organizations making up the Parish consisting of All Saints’ Church, Saint George’s Chapel, and the All Saints’ Episcopal Cemetery.

Section 102.2 Rights: Enrollment of either register shall not in any way limit the activity of those so enrolled in All Saints’ Church or Saint George’s Chapel, except as provided for in Section 604.121; but those so enrolled shall be counted as members of The Parish eligible for election to the Vestry subject to the provision of Section 301.3 and considered qualified voters provided the requirements of section 103.1 are fulfilled.

CHAPTER 103 – VOTERS

Section 103.1 Qualifications: Qualified voters are those members:

- .11 Who have been baptized;
- .12 Who are at least sixteen (16) years of age;
- .13 Who declare an intention to support The Parish by regular attendance at public worship and by financial support.

Section 103.2 List: A list of qualified voters shall be prepared by the Record on or before the fifteenth (15th) day of August of each year and a copy of the same shall be delivered to the Vestry Nominating Committee within five (5) days after its preparation but in no case later than the twentieth (20th) day of August of each year.

TITLE 200 – PARISH MEETINGS

CHAPTER 201 – ANNUAL PARISH MEETINGS

Section 201.1 Authority: An annual parish meeting of The Parish shall be held on the second or third Sunday in November for the purpose of electing qualified persons to the Vestry and for the transaction of such other business as may come before the meeting.

Section 201.2 Notice: Written notice of the annual parish meeting specifying the date, time, place, and purpose thereof, together with a list of all persons nominated for the Vestry in accordance with the provisions of Sections 302.1 and 302.2, shall be mailed by the Clerk of the Vestry to all qualified voters on the list prepared pursuant to Section 103.2 on or before the twenty-first (21st) day of October each year.

Section 201.3 Failure to Hold Meeting: If the Vestry fails to fix the date, time, and place of the annual parish meeting and/or fails to hold same as required by Section 201.1, the said annual parish meeting shall be held at noon on the first (1) Sunday in December in the Parish Hall of All Saints' Church or St. George's Chapel.

CHAPTER 202 – SPECIAL PARISH MEETING

Section 202.1 Authority: The Vestry, upon receipt of a written request signed by the Rector and seven (7) Members of the Vestry or solely by twenty-five (25) qualified voters, shall hold a special parish meeting.

Section 202.2 Date, Time, and Place: The date, time, and place of any special parish meeting shall be determined by the Vestry; but in no event shall the date be later than forty (40) days after receipt of the written request required by Section 202.1 to hold such a meeting.

Section 202.3 Notice: Notice of any special parish meeting shall be published in the service bulletins which [that] shall be distributed at all scheduled services of The Parish on no fewer than the two (2) Sundays that fall within the fourteen (14) day period immediately preceding the date of the special parish meeting and such notice shall include the date, time, place, and specific purpose of the said special parish meeting.

Section 202.4 Agenda: The agenda of the special parish meeting shall be limited to the specific purpose in the Notice published pursuant to Section 202.3.

CHAPTER 203 – CONDUCT OF MEETING

Section 203.1 Quorum: The presence of twenty-five (25) qualified voters at any annual or special parish meeting shall constitute a quorum.

Section 203.2 Presiding Officer: The Senior Warden, if present, shall preside at any annual or special parish meeting. In the absence of the Senior Warden, the Junior Warden, if present, shall preside. If

both Wardens are absent, the qualified voters in attendance shall elect from among their number a presiding officer.

Section 203.3 Rules and Order of Business: The qualified voters in attendance at any annual or special parish meeting may adopt such rules for the conduct of business they deem to be necessary that are not inconsistent with nor contrary to these By-laws; provided, that at a minimum, the following items of business shall be considered but not necessarily in the order indicated, except for the opening and closing prayer:

- .31 Opening prayer;
- .32 Quorum;
- .33 New business, including the election of qualified persons to the Vestry;
- .34 Review, correction, if necessary, and approval of the minutes of the last annual and/or special parish meeting;
- .35 Review, discussion, and approval of the report of the Treasurer;
- .36 Report of the Rector;
- .37 Reports of the Wardens;
- .38 Reports of parish organizations and committees;
- .39 Old business; and
- .40 Closing prayer and adjournment.

Section 203.4 Suspension of the Order of Business: At any special parish meeting, a motion, approved by a majority of the votes cast on the motion, to suspend the consideration of any of the items listed in Section 203.3, with the exception of the opening and closing prayer, which are not germane to the purpose for which the special parish meeting was called, shall be in order.

TITLE 300 – VESTRY

CHAPTER 301 – MEMBERSHIP

Section 301.1 by Title (Ex-officio): The Following shall be members of the Vestry ex-officio:

- .11 The Rector and other clergy staff;
- .12 Treasurers of All Saints' Church and of Saint George's Chapel; and
- .13 The President (or in the absence of the President, the Vice-President) of All Saints' Episcopal Parish Churchwomen (ECW).

Section 301.2 by Election: There shall be twelve (12) persons, six (6) of whom shall be regular attendants upon the services of Saint George's Chapel, and six (6) of whom shall be regular attendants upon the services of All Saints' Church selected by the qualified voters of the parish to be members of the Vestry.

Section 301.3 Qualifications: All members of the Vestry, whether by title (ex-officio), election, or selection, except the Rector, must be qualified voters as defined in Section 103.1 and it shall be the responsibility of the Rector to certify that all persons elected or selected to serve on the Vestry are so qualified. No person shall be a member of the Vestry, except the Rector, whose name does not appear on the list of qualified voters required by Section 103.2.

Section 301.4 Classes: The twelve (12) persons selected by the qualified voters shall be divided into three (3) classes of four (4) members each, two (2) of whom in each class must be a regular attendant upon the services at Saint George's Chapel and two (2) of whom must be a regular attendant upon the services at All Saints' Church.

Section 301.5 Terms: One (1) class shall be elected at each annual parish meeting for a term of three calendar years immediately following their election (January 1st following the election and ending December 31st, three (3) years later).

Section 301.6 Eligibility for Re-Election: Persons elected to the Vestry shall be eligible for re-election to one additional consecutive term. At the conclusion of this second consecutive term, the person will not be eligible for re-election until the annual parish meeting next following the expiration of that second term.

CHAPTER 302 – ELECTIONS

Section 302.1 Nominations by the Vestry Nominating Committee: The Vestry Nominating Committee, appointed by the Senior Warden from among the members of the Vestry, shall nominate from among the persons whose names appear on the list of qualified voters provided in accordance with Section 103.2 no fewer than one (1) person to be a candidate for each vacancy on the Vestry to be filled by election at the annual parish meeting.

Section 302.2 Notice of Vestry Nominations: The names of all persons nominated by the Vestry Nominating Committee shall be posted on the bulletin boards of All Saints' Church and Saint George's Chapel on or before the twenty-ninth (29th) day of September. Additionally, the names shall be published in each Sunday bulletin until the annual parish meeting.

Section 302.3 Other Nominations: All other nominations shall be endorsed in writing by no fewer than five (5) qualified voters and submitted to the Vestry Nominating Committee prior to the sixteenth (16th) day of October next preceding the annual parish meeting.

Section 302.4 Notice of Other Nominations: All other nominations made pursuant to Section 302.3 shall be posted on the bulletin boards of All Saints' Church and Saint George's Chapel on or before the sixteenth (16th) day of October next preceding the annual parish meeting. Additionally, the names shall be published in each Sunday bulleting until the annual parish meeting.

Section 302.5 Election: The election of persons to be members of the Vestry shall be by secret ballot and shall take place at the annual parish meeting. The candidates receiving a plurality of the votes cast win. In the event the requisite number of persons are not elected because two (2) or more candidates received the same number of votes, additional ballots shall be cast with only the names of those candidates receiving the same number of votes on the preceding ballot appearing on the subsequent ballot until a choice is made.

Section 302.6 Vacancy: In the event of a vacancy among any of the members of the Vestry, the Vestry shall select from among the qualified voters a person to serve the unexpired portion of the term of the member creating the vacancy. Such selection shall not prohibit the subsequent election of the person so selected to the first of the two consecutive terms allowed under Section 301.6.

Section 302.7 No Forfeiture of Office: Failure to select the requisite number of persons as members of the Vestry on the date and at the time and place designated and in the manner prescribed by these By-Laws shall work no forfeiture of office on the incumbent members whose terms of office have expired and such incumbent members of the Vestry, as well as the officers thereof shall continue to serve until their successors have been elected in accordance with the provisions of these By-Laws.

Section 302.8 Savings Provision: Nothing in these By-Laws shall be interpreted in any way to reduce, shorten, or otherwise eliminate the remaining portions of the terms of those incumbent members who are duly elected or selected members of the Vestry at the time of the adoption of these By-Laws.

CHAPTER 303 – ORGANIZATION

Section 303.1 Senior Warden: The Senior Warden, who shall be a communicant of the Church in good standing as defined by *Title I, Canon 17, Section 3 of the Canons of the General Convention* shall be chosen by the Vestry from among their number at the regular meeting next preceding the annual parish meeting and the announcement of the selection of the Senior Warden for the ensuing year shall be made at the annual parish meeting which next follows the selection. The Senior Warden shall serve until the close of the annual parish meeting next following the annual parish meeting at which the selection

of the Senior Warden was announced and shall not be eligible for a successive term of office as Senior Warden.

Section 303.2 Junior Warden: The Junior Warden, who shall be a communicant of the Church in good standing as defined by *Title I, Canon 17, Section 3 of the Canons of the General Convention* shall be chosen by the Vestry from among their number at the first (1st) meeting (regular or special) next following the annual parish meeting. The Junior Warden shall serve until the close of the next annual parish meeting and shall not be eligible for a successive term of office as Junior Warden. The Junior Warden may not be a regular attendant upon the services of the same congregation as the Senior Warden.

Section 303.3 Treasurer and Assistant Treasurer: At the January meeting following the annual parish meeting, the Vestry may select two (2) persons to serve as Treasurer and Assistant Treasurer, respectively, and such persons shall serve for the calendar year.

Section 303.4 Clerk and Assistant Clerk: At the January meeting following the annual parish meeting, the Vestry may select two (2) persons to serve as Clerk and Assistant Clerk, respectively, and such persons shall serve for the calendar year.

Section 303.5 Lay Delegates and Lay Alternate Delegates: The Vestry shall select from among their number the requisite number of persons to be Lay Delegates and Lay Alternate Delegates to the Diocesan Convention and such persons shall:

- .51 Be communicants of the Church in good standing as defined by *Title I, Canon 17, Section 3 of the Canons of the General Convention*;
- .52 Possess the canonical qualifications required for Vestry membership; and
- .53 Have been canonically resident in the Diocese of Delaware for three (3) months previous to the meeting of the Diocesan Convention.

Section 303.6 Congregational Committees: All Saints' Church and St. George's Chapel Vestry members will constitute their respective congregational committees and will be responsible for the physical buildings and grounds of their respective congregations. The congregational committees may call upon members of their congregations to assist in their duties.

Section 303.7 Committees: The Vestry shall authorize such standing and special committees they deem to be useful for the well-being of The Parish and the Rector shall appoint persons to serve on the several standing and special committees authorized by the Vestry.

Section 303.8 Announcement: Announcement of the positions of Senior Warden, Junior Warden, Treasurer, and Clerk shall be made in the Sunday bulletins of All Saints' Church and Saint George's Chapel.

Section 303.9 Committee Membership and Reporting: All standing and special committees shall be posted in each Parish Hall and likewise all members shall be posted. The committees shall report regularly to the Vestry, not less than quarterly.

CHAPTER 304 – MEETINGS

Section 304.1 Regular: The Vestry shall regularly meet on the third (3rd) Monday of each month; except that the Rector, with the approval of the Vestry, may designate another date.

Section 304.2 Special: The Rector or, in the absence of the Rector, the Senior Warden may call a special meeting of the Vestry. The Clerk of the Vestry, at the written request of no fewer than two (2) members of the Vestry, shall call a special meeting of the Vestry. The Clerk of the Vestry shall notify all members of the Vestry of any special meeting.

Section 304.3 Quorum: The presence of eight (8) members of the Vestry at a regular or special meeting shall constitute a quorum.

Section 304.4 Presiding Officer: The Rector, if present, shall preside at all meetings of the Vestry. In the absence of the Rector, the Senior Warden shall preside. In the absence of the Rector and the Senior Warden, the Junior Warden shall preside. In the absence of the Rector and the Wardens, the Vestry shall choose from among their number a presiding officer.

Section 304.5 Rules and Order of Business: The Vestry may adopt such rules for the conduct of business as it deems to be necessary that are not inconsistent with nor contrary to these By-Laws; provided, that, at a minimum, the following items of business shall be considered but not necessarily in the order indicated except for the opening and closing prayer:

- .51 Opening prayer;
- .52 Review, correction, if necessary, and approval of the minutes of the last regular and/or special meeting of the Vestry;
- .53 Review, discussion, and approval of the reports of the Treasurers of All Saints' Church and Saint George's Chapel;
- .54 Report of the Rector;
- .55 Reports of the Wardens and the Vice-Chairperson of the Chapel Committee of Saint George's Chapel;
- .56 Reports of parish organizations and committees;
- .57 Old business;
- .58 New business; and
- .59 Closing prayer and adjournment.

Section 304.6 Suspension of the Order of Business: At any special meeting of the Vestry, a motion, approved by a majority of the votes cast on the motion, to suspend the consideration of any of the

items listed in Section 304.5, with the exceptions of the opening and closing prayers, which are not germane to the purpose for which the special meeting of the Vestry was called shall be in order.

CHAPTER 305 – DUTIES

Section 305.1 Vestry: In addition to the specific duties otherwise enumerated in these By-Laws, the Vestry shall:

- .11 Be agents and legal representatives of The Parish in all matters concerning its corporate property and the relations of The Parish to its clergy except as provided by the law of the State of Delaware and the Canons of the Diocese of Delaware;
- .12 Take charge of the property of The Parish, including, but not limited to: All Saints' Rectory, All Saints' Church, All Saints' Parish Hall, All Saints' Episcopal Cemetery, the Farm House, Saint George's Chapel, Saint George's Parish Hall, Saint George's Episcopal Cemetery, and all the appurtenances thereto;
- .13 Regulate all temporal concerns of The Parish;
- .14 Elect and call a minister;
- .15 Provide for the maintenance of all clergy on the staff of The Parish;
- .16 Ensure the resources are available for the ministry and mission of The Parish;
- .17 Keep order during the celebration of Divine Worship in The Parish; and
- .18 In general, act as helpers to the Minister in the furtherance of the Gospel.

Section 305.2 Wardens: The Wardens shall protect the property of The Parish and, under the Rector, see that all things needed for the orderly Worship of God and the administration of the Sacraments be provided and when The Parish is without a Rector, the Wardens or other proper officials shall give notice of such fact to the Bishop and Standing Committee within thirty (30) days from happening of such vacancy.

Section 305.3 Treasurer[s] and Assistant Treasurer[s]: The Treasurer[s] shall perform such duties ordinarily incumbent upon that office such as but not limited to:

- .31 Account for all monies of The Parish and cause same to be deposited in banks and other depository accounts authorized and designated by the Vestry;
- .32 Make such expenditures as authorized and/or directed by the Vestry;
- .33 Maintain books of account in such form and order so as to provide the basis for satisfactory accounting and which shall be open to the inspection of any member of the Vestry; except that the records of individual pledges and payments shall be confidential to the Treasurer[s] and/or the Rector;

- .34 Maintain a record of all trust and permanent funds showing, at least:
 - .341 Source and date;
 - .342 Terms governing the uses of principal and income;
 - .343 To whom and how often reports of conditions are to be made; and
 - .344 How the funds are invested.
- .35 Report receipts, disbursements, balance of funds on hand, and such other information as directed by the Vestry at regular and special meetings of the Vestry;
- .36 Submit all accounts having to do with the receipt, expenditure, and investment of funds for an annual audit or review by an accountant having no connection with the subject matter, the report of which shall be submitted to the Vestry;
- .37 Furnish a bond of suitable amount, as determined by the Vestry, the cost of which shall be borne out of the funds of The Parish;
- .38 Provide for, in the absence of the Treasurer, the assumption of the Treasurer's duties by the Assistant Treasurer; and
- .39 Attend all regular and special meetings of the Vestry and provide the necessary liaison between the Vestry and any committee or other organization concerned with the financial affairs of The Parish.

Section 305.4 Clerk and Assistant Clerk: The Clerk shall perform such duties ordinarily incumbent upon that office such as but not limited to:

- .41 Record the minutes of the proceedings of all regular and special meetings of the Vestry;
- .42 Attest to public acts of the Vestry;
- .43 Preserve all documents belonging to The Parish;
- .44 Deliver into the hands of a successor all books and documents of The Parish that may be in the possession of the Clerk;
- .45 Provide for, in the absence of the Clerk, the assumption of the Clerk's duties by the Assistant Clerk; and
- .46 Perform such other duties as shall be legally assigned by the Vestry.

Section 305.5 Committees: Committees shall perform such duties, exercise such authority, and render such reports as authorized by the Vestry and directed by the Rector.

TITLE 400 – RECTOR

CHAPTER 401 – VACANCY

Section 401.1 Filling Vacancy: In addition to complying with provisions of *Canon 15, The Filling of Vacancy Cures, of the Diocese of Delaware*, the following shall apply:

- .11 The Senior and Junior Warden shall appoint a Search Committee and a Transition Committee representative of the congregations of All Saint’s Church and Saint George’s Chapel to work with the Bishop and the Standing Committee of the Diocese in the search for nominees for consideration in filling the vacancy;
- .12 The number of members on the Search Committee and the Transition Committee shall be determined by the Vestry. The membership must include, at a minimum, three (3) members of the Vestry;
- .13 So as to assure an effective ministry at both All Saints’ Church and Saint George’s Chapel, the choice of a Rector from among the nominees shall be made by the Vestry; and
- .14 A minister so chosen shall be notified in writing, in duplicate, of the call and therein shall be expressed all terms of the contract with The Parish. The affixing of the Minister’s signature to a copy of the said letter and the return of the same to the Vestry shall constitute acceptance of the call.

CHAPTER 402 – AUTHORITY AND DUTIES

Section 402.1 Of the Rector: The authority and duties of the Rector enumerated in the applicable *Canons of the General Convention, the Diocese of Delaware*, and these By-Laws shall constitute the authority and duties of the Rector of The Parish.

CHAPTER 403- ASSISTANT CLERGY

Section 403.1 Selection and Service: The selection and service of all assistant clergy shall be in accordance with the applicable *Canons of the General Convention* and the *Canons of the Diocese of Delaware* and such selection must be approved by the Vestry.

TITLE 500 – SPECIAL FUNDS

CHAPTER 501 – SPECIAL FUNDS

Section 501.1 Authority: The Vestry shall have the authority to establish such special funds as it deems to be consistent with the wishes of the donors and in the best interest of The Parish.

Section 501.2 Administration: The Vestry shall prescribe the manner in which such special funds shall be administered consistent with the wishes of the donors, the applicable *Canons of the General Convention*, the *Canons of the Diocese of Delaware*, and the provisions of these By-Laws.

Section 501.3 Inviolability: To insure the inviolability of such special funds to the maximum extent possible, the Vestry may approve amendments to these By-Laws which make the establishment of and administrative procedures for any such special funds, subject to the adoption by the qualified voters at an annual or special parish meeting in accordance with the provisions of these By-Laws, a part of these By-Laws.

Section 501.4 Identification and Purpose of Special Funds: The special funds contained in the appendix to these By-Laws are the special funds in existence as of 2017 together with a description of the special fund, its purpose as well as its governance. Although included as an appendix, the Vestry and the Rector are responsible for administering the special funds and ensuring the funds are used for their special purposes. It is the purpose of these By-Laws to permit the Vestry flexibility to add special funds to the appendix by a vote of the Vestry and to remove or combine special funds that are not restricted by their own terms.

TITLE 600 – CONGREGATIONAL MEETINGS

CHAPTER 601 – CONGREGATIONAL MEETINGS

Section 601.1 Authority: A congregational meeting of Saint George’s Chapel and/or All Saints’ Church may be called by the Rector or the congregational committee for the transaction of business specific to that congregation.

Section 601.2 Notice: Written notice of such congregational meeting specifying the date, time, place, and purposes thereof, shall be mailed no sooner than thirty (30) days before nor later than twenty (20) days before the date of the meeting to all qualified voters of the congregation.

CHAPTER 602 – CONDUCT OF MEETING

Section 602.1 Quorum: The presence of twenty-five (25) qualified voters at any congregational meeting shall constitute a quorum.

Section 602.2 Presiding Officer: Senior or Junior Warden shall preside at any congregational meeting.

TITLE 700 – CEMETERIES

CHAPTER 701 – ALL SAINTS' EPISCOPAL CEMETERY

Section 701.1 Establishment: There shall be established a corporation to be known as The All Saints' Episcopal Cemetery, Incorporated.

Section 701.2 Administration: The Vestry shall prescribe the manner in which the business affairs and operation of The All Saints Episcopal Cemetery, Incorporated, shall be conducted and may, at its discretion, authorize a standing committee or such other organization or entity it deems to be in the best interest of all concerned to perform the same in its name.

Section 701.3 Separability: The funds, assets, and liabilities of The All Saints' Episcopal Cemetery, Incorporated, shall be maintained in separate accounts and records and shall not be mixed or commingled with any funds, assets, or liabilities of All Saints' Church.

Section 701.4 Annual Audit or Review: All books of accounts and other financial records shall be submitted for an annual audit or review conducted by a committee or the duly authorized agent of the Vestry.

Section 701.5 Proceeds from Columbarium: Proceeds from the Columbarium located in the All Saints' Episcopal Cemetery are to be divided equally between the treasuries of All Saints' Church and Saint George's Chapel.

CHAPTER 702 – SAINT GEORGE'S EPISCOPAL CEMETERY

Note: Saint George's Episcopal Cemetery has been merged into, and has become an integral part of, Saint George's Chapel, eliminating the need for a separate chapter in these By-Laws. This merger was done at the direction of Bishop Cabell Tennis and the accounts of the cemetery were transferred to Saint George's Chapel.

TITLE 800 – AMENDMENTS

CHAPTER 801 – AMENDMENT OF BY-LAWS

Section 801.1 Proposal of Amendment: An amendment to these By-Laws may only be proposed by:

- .11 A member of the Vestry; or
- .12 A qualified voter, provided the proposed amendment is endorsed in writing by no fewer than twenty-five (25) qualified voters.

Section 801.2 Approval: Before any amendment can be submitted to an annual or special parish meeting for consideration and adoption, it must have been approved by two-thirds (2/3) of the entire membership of the Vestry; except that any amendment to TITLE 500 – SPECIAL FUNDS of these By-Laws must have the approval of three-fourths (3/4) of the entire membership of the Vestry.

Section 801.3 Notice of Parish Meeting:

- .31 Annual Parish Meeting: If any amendment is to be considered for adoption by the qualified voters at an annual parish meeting, the notice of that annual parish meeting issued pursuant to the provisions of Section 201.2 must include a fair summary of the amendment that will be considered for adoption.
- .32 Special Parish Meeting: If any amendment is to be considered for adoption by the qualified voters at a special parish meeting, the notice of that special parish meeting issued pursuant to the provisions of Section 201.3 must include a fair summary of the amendment that will be considered for adoption.

Section 801.4 Adoption:

- .41 Any amendment submitted for consideration and adoption by the qualified voters at an annual or special parish meeting shall not be subject to any motion to change the text of the amendment and must be voted upon as submitted by the Vestry.
- .42 An amendment, before it can be effective, must be adopted by two-thirds (2/3) of the qualified voters casting ballots on the adoption or rejection of the amendment at an annual or special parish meeting. However, any amendment to TITLE 500 – SPECIAL FUNDS of these By-Laws, before it can be effective, must be adopted by three-fourths (3/4) of the qualified voters casting ballots on the adoption or rejection of the amendment at an annual or special parish meeting.

Section 801.5 Effective Date: An amendment shall be effective immediately upon adoption by the qualified voters at an annual or special parish meeting; except where a specific effective date has been included within the text of the amendment.

TITLE 900 – INDEMNIFICATION

CHAPTER 901 – STATEMENT OF INDEMNIFICATION

Section 901.1 Right to Indemnification: The Parish shall indemnify and hold harmless those persons who may be or threatened to be made, a party to any litigation against them because of such person's capacity as an official of The Parish or arising out of such person's status as an official of the Parish or arising out of that person's conduct in acting for the benefit of The Parish. This shall include the Rector and all other clergy, the Members of the Vestry, Officers, employees, and unpaid volunteers. There shall be no indemnification as to any criminal charges filed against any of the aforementioned persons. Nor shall there be any indemnification if the person did not act in good faith and in a manner reasonably believed to be in or not opposed to the best interest of The Parish. The indemnification shall be to the fullest extent permitted by the laws of Delaware against any liability, cost, expense, and/or attorney's fees. The indemnification shall be for defending against claims or potential claims and not to indemnify any person initiating any legal action, complaint, or administrative proceeding.

Section 901.2 Prepayment of Expenses: The Parish may pay the expenses incurred in defending any proceeding in advance of its final disposition, provided, however, that the payment of expenses incurred by a Rector, Member of the Vestry, director, officer, employee, or any other such person as herein before set forth, in advance of the final disposition of the proceeding, shall be made only upon receipt of an undertaking in writing, satisfactory to the Vestry, signed by such Rector, Member of the Vestry, director, officer, employee, agent, or any other person as herein before set forth, to repay all amounts advanced if it should be ultimately determined that the Rector, Member of the Vestry, director, officer, employee, agent, or such other person is not entitled to be indemnified by The Parish under this Title or otherwise.

Section 901.3 Claims: The indemnification obligation of The Parish is secondary to any insurance policy in existence providing liability coverage to any aforementioned person. By way of example, if a lawsuit is filed against an individual in a motor vehicle accident case and there is a claim that person was an agent of The Parish, the individual's liability insurance would be primary and the indemnification provisions would apply only after the exhaustion of the liability insurance.

APPENDIX – SPECIAL FUNDS

THE ALL SAINTS' EPISCOPAL CHURCH MEMORIAL FUND

Establishment: There is established The All Saints' Episcopal Church Memorial Fund (herein after referred to as The Memorial Fund) into which shall be placed all designated and undesignated gifts of money, property (real or personal), stocks, bonds, etc. received in memory of deceased persons or for other memorial purposes.

Investment and Registration: The Vestry or the Finance Committee shall cause all designated gifts of money to The Memorial Fund to be promptly invested in accordance with stated Vestry Policy concerning investments held by The Parish. The Vestry shall cause all designated and undesignated gifts to be promptly and expeditiously registered, acknowledged, recorded, or otherwise designated as part of The Memorial Fund.

Time Limitation on Use: If the gift does not designate a specific purpose for the use of the funds, the Treasurer shall, in writing, communicate with the donor or donor's agent as to any specific memorial use of the gift. Any response shall be implemented. If there is no response within three (3) months from the written communication by Treasurer, the gift will be deemed undesignated and be subject to use pursuant to the following paragraph.

Disposition of Undesignated Gifts: In the absence of any indication as to a specific memorial use within the specified period of time (three [3] months), the Vestry shall determine the appropriate memorial use that shall be made of such undesignated gifts including, but not limited to, placing such undesignated gifts in The Endowment Fund.

THE ALL SAINTS' EPISCOPAL CHURCH ENDOWMENT FUND

Establishment: There is established The All Saints' Episcopal Church Endowment Fund (hereinafter referred to as The Endowment Fund) into which shall be placed all gifts of money, property (real or personal), stocks, bonds, etc. which have been designated by the donors (or the legal agents of the donors) to be gifts for The Endowment Fund provided that nothing in these By-Laws shall be interpreted so as to preclude the Vestry from placing other monies, property (real or personal), stocks, bonds, etc. within its control in The Endowment Fund.

Investment and Registration: The Vestry or the Finance Committee shall cause all gifts of money to The Endowment Fund to be promptly invested in accordance with state Vestry Policy concerning investments held by All Saint's Parish. The Vestry shall cause all gifts to be promptly and expeditiously registered, acknowledged, recorded, or otherwise designated as part of The Endowment Fund.

Use of Income: All income earned by the principal of The Endowment Fund in the form of interest, dividends, rents, lease payments, etc. may be used by the Vestry for any purpose whatsoever that is consistent with the authority of the Vestry to expend the funds of The Parish.

Capital Gains and Losses: All capital gains accruing to or losses sustained by The Endowment Fund shall be considered as part of the principal of the fund and such capital gains shall not be subject to the provisions in the preceding paragraph.

Use of the Principal: The principal of The Endowment Fund can be used for emergency purposes only; provided the following actions are taking in the order indicated:

- 1) The Vestry must approve, by the favorable votes of three-fourths (3/4) of all members, a resolution setting forth:
 - a) The nature of the emergency which necessitates the request to expend the funds of the principal;
 - b) The amount that is proposed to be expended;
 - c) The reason(s) for seeking approval to expend the amount indicated; and
 - d) The date, time, and place of the annual or special parish meeting at which the qualified voters of The Parish shall consider the request of the Vestry to expend the indicated amount from the principal of The Endowment Fund.
- 2) Notice of the parish meeting referred to in Paragraph 1(d) above shall be governed by the following:
 - a) If the resolution to expend funds from the principal of The Endowment Fund is to be considered at an annual parish meeting, the provisions of Section 201.2 shall apply;
 - b) If the resolution to expend funds from the principal of The Endowment Fund is to be considered at a special parish meeting, the provisions of Section 202.3 shall apply; and
 - c) The resolution referred to in Paragraph 1(d) above must be approved by three-fourths (3/4) of the votes cast by the qualified voters on the resolution at an annual or special parish meeting where such resolution is considered before any funds of the principal of The Endowment Fund can be expended and the resolution shall not be subject to amendment but shall be voted on as submitted by the Vestry.

THE BLANCHE B. THOMPSON MUSIC ENDOWMENT FUND

Establishment: There is established The Blanche B. Thompson Music Endowment Fund (hereinafter referred to as The Music Fund) into which shall be placed all gifts of money, property (real or personal), stocks, bonds, etc. which have been designated by the donors (or the legal agents of the donors) to be gifts for The Music Fund.

Investment and Registration: The Vestry or the Finance Committee shall cause all gifts of money to The Music Fund to be promptly invested in accordance with state Vestry Policy concerning investments held by The Parish. The Vestry shall cause all gifts to be promptly and expeditiously registered, acknowledged, recorded, or otherwise designated as part of The Music Fund.

Use of Income: All income earned by the principal of The Music Fund in the form of interest, dividends, rents, lease payments, etc. shall available for use by the Vestry for the sole purpose of supporting, enhancing, and advancing the music program at The Parish.

Capital Gains and Losses: All capital gains accruing to or losses sustained by The Music Fund shall be considered as part of the principal of the fund and such capital gains shall not be subject to the provisions in the preceding paragraph.

Use of the Principal: The principal of The Music Fund can be used for purposes of supporting, enhancing, and advancing the music program at The Parish; provided the following actions are taking in the order indicated:

- 1) The Vestry must approve, by the favorable votes of three-fourths (3/4) of all members, a resolution setting forth:
 - a) The nature of the emergency which necessitates the request to expend the funds of the principal;
 - b) The amount that is proposed to be expended;
 - c) The reason(s) for seeking approval to expend the amount indicated; and
 - d) The date, time, and place of the annual or special parish meeting at which the qualified voters of The Parish shall consider the request of the Vestry to expend the indicated amount from the principal of The Music Fund.
- 2) Notice of the parish meeting referred to in Paragraph 1(d) above shall be governed by the following:
 - a) If the resolution to expend funds from the principal is to be considered at an annual parish meeting, the provisions of Section 201.2 shall apply;
 - b) If the resolution to expend funds from the principal is to be considered at a special parish meeting, the provisions of Section 202.3 shall apply; and
 - c) The resolution referred to in Paragraph 1(d) above must be approved by three-fourths (3/4) of the votes cast by the qualified voters on the resolution at an annual or special parish meeting where such resolution is considered before any funds of the principal of The Music Fund can be expended and the resolution shall not be subject to amendment but shall be voted on as submitted by the Vestry.

BISHOP'S DISTRIBUTION-KOLLOCK TRUST

Establishment: There is established a fund to be known as the Bishop's Distribution-Kollock Trust into which shall be placed all monies received from The Elizabeth Bagwell Kollock Fund in accordance with the following provisions of The Last Will and Testament of Elizabeth Bagwell Kollock:

"Net income derived from The Elizabeth Bagwell Kollock Fund to be paid by said Trustee, annually, to the Bishop of the Diocese of Delaware, to use in Parish of the (Protestant Episcopal) Church, St. George's, Indain [sic] River Hundred, Sussex County, Delaware, for the following purposes; ten dollars, annually, to keep the lot and tombstones of my ancestors in the church in good order; twenty five dollars to the Sunday School of the Church, viz. Five dollars as a prize to the best all-round scholar during the year. Twenty dollars to purchase papers, and cards as gifts to the scholars, also badges for those who have memorized the Catechism and uses of the book of 'Common Prayer'; the remainder of this one-half income to the Rector of the said Church."

Investment and Use of the Fund: The Rector (or a committee authorized and appointed by the Rector) shall cause all monies received from The Elizabeth Bagwell Kollock Fund to be promptly and expeditiously invested in an interest bearing account insured by the FDIC and FSLIC until such time as it is necessary to expend such monies in accordance with the provisions of The Last Will and Testament of Elizabeth Bagwell Kollock.

Control: The Diocese of Delaware, not the Vestry, has sole control and authority over the investment decisions regarding the Bishop's Distribution-Kollock Trust.

Governance: To be determined.

ALL SAINTS' CHURCH CAPITAL EXPENSE FUND

Following a generous bequest to All Saints' Church by Ron Redd and his faithful dog Max, the Vestry created this Fund to finance repairs and improvements to All Saints' Church, All Saints' Parish Hall, and All Saints' Rectory. The Vestry is hopeful that there will be future donations made to support this important need.

The Vestry governs the expenditures made from this Fund.