

BY-LAWS OF THE
ALL SAINTS' EPISCOPAL PARISH CHURCH
TUPELO, MISSISSIPPI

ARTICLE I

NAME

The name of the Congregation shall be “All Saints’ Episcopal Parish Church, Tupelo, Mississippi”.

ARTICLE II

AUTHORITY OF THE CHURCH

This Parish acknowledges the authority of the Episcopal Church in the Diocese of Mississippi and of the Episcopal Church in the United States of America; and this Parish shall be conducted in conformity with the Constitution and Canons of said authorities.

ARTICLE III

WARDENS

SECTION 1.

A. There shall be two (2) Wardens who shall be confirmed communicants in good standing, at least twenty-one (21) years of age, pledgers of record, canonically resident and actually residing in the Parish and entitled to suffrage at the parish meeting at which they are elected. If the Rector determines that pastoral considerations actually or acceptably prohibit a communicant from being a pledger of record, then in that event the Rector may confidentially waive that requirement.

B. The Wardens shall be designated as Senior and Junior, although all duties belong to both. They shall see that the Parish duly provides the church with a standard lectern Bible, containing the Apocrypha, and copies of the Book of Common Prayer and the Church Hymnal, of proper size of the standard editions, for use in the sanctuary, chancel and nave; that the Parish provides proper linens for the altar, and the elements of bread and wine meet for celebration of the Holy Communion; proper and suitable vestments of the Clergy, servers and choir. It shall be their duty to see that the alms and other offerings of the people are gathered in decent basins provided for that purpose. Further, the Wardens shall be responsible for all other things necessary for the regular and well-ordered worship of Almighty God, and shall cooperate with the Rector in all efforts to develop and set forward the spiritual life of the Parish.

SECTION 2:

The Wardens shall have a care that the church building be kept in good repair and clean, as becometh the House of God, and that any other Parish buildings and the premises around them be maintained in proper order.

SECTION 3:

A. The Wardens shall be elected prior to the election of Vestry members and shall serve for terms of two (2) years or until their respective successors shall have been elected and qualified. The Wardens may not succeed themselves after having served a full term. No person shall serve more than six (6) consecutive years as either Warden or Vestry member.

B. The next Junior Warden shall be chosen at the annual meeting of the Parish in 1996, to serve a term of two (2) years. The next Senior Warden shall be chosen as set out in Paragraph C of this Section. A Senior Warden shall be chosen at the annual meeting of the Parish in 1997, to serve a term of two (2) years. Thereafter, the Wardens shall be elected in this alternating fashion, with the Junior Warden being elected every other

year in even-numbered years and the Senior Warden being elected every other year in odd-numbered years.

C. Due to this method of choosing Wardens being different from the method previously used by this Parish, and in order to provide for an orderly transition, the Warden, whose term expires in 1995, shall become the Senior Warden for the calendar year 1996, only. Further, she shall regain her original, full term seat on the Vestry through 1997. This shall be the sole exception to the method of choosing Wardens and Vestry members as set out in these By-Laws.

SECTION 4.

A. Candidates for election as Warden shall be nominated as follows:

1. At least sixty (60) days prior to the annual meeting of the Parish, a Nominating Committee composed of the Rector, the Wardens, the President of the Episcopal Churchwomen, and two members selected by the Vestry shall nominate a slate of three (3) or more candidates. This slate shall be published to the Parish at large no less than thirty (30) days prior to such annual meeting and shall be presented at said meeting. Prior to such publication, the Nominating Committee shall confirm that the nominees are qualified under Section 1 of this Article and that they are in fact willing to serve and faithfully perform the duties of the office.

2. Nominations other than as provided in Paragraph A.1 of this Section shall be made in the following manner: At least fifteen (15) days prior to the annual meeting of the Parish, any person entitled to vote at such meeting may submit additional nominations in writing to the Rector and the Wardens. The nominator shall certify that the person nominated has consented to the nomination and is willing to serve and faithfully perform the duties of the

office. The Rector and Wardens shall confirm that the nominee is qualified under Section 1 of the Article. Persons nominated under this paragraph shall be presented at the annual meeting of the Parish. At least thirty (30) days prior to said meeting, the Rector shall advise the Parish at large of the manner for making additional nominations under this paragraph and of the deadline therefore.

3. In the case of election of a Warden at a special meeting of the Parish, the procedure for nominations shall be the same as that provided in Paragraphs A.1 and A.2 of this Section except that all time periods there provided shall be reduced by one-half.

B. In the event of a vacancy in the office of either Warden, the Vestry shall have discretion in filling said vacancy by providing for either of the following procedures:

(1) The Vestry may elect a qualified person to fill the unexpired term;

(2) The Vestry may call for the election of a new Warden at a special parish meeting. If an election is called by the Vestry, a nominating committee constituted as provided for in Section A of this Article shall be convened by the Rector or by the remaining Warden if the Cure be vacant, and shall nominate candidates in the manner prescribed by Section A of this Article. The names of the nominees shall be published two (2) weeks prior to the next annual meeting or any prior special parish meeting which may be called, at which time nomination and election shall be carried out in the same manner as prescribed in Section A of this Article. The Warden so appointed or elected to fill such vacancy shall serve the balance of the term remaining and until the next regular election.

SECTION 5.

In the event that the person elected to serve out the unexpired term of a Warden shall serve less than one-half of the time of the original term, then in that event, such person shall be eligible for re-election to a full term as Warden at the next regular Warden election. In the event that such person shall have served more than one-half of the time of the original term, then that person shall not be eligible for re-election as Warden until the expiration of the term of the Warden elected to succeed such person. *(Addition: Article III, Section 5, reviewed and approved on December 21, 2001 by Bishop A. C. Marble, Jr.; approved at Annual Parish Meeting 1/27/02)*

ARTICLE IV

The Vestry

SECTION 1.

The Vestry of the Parish shall consist of the Rector, the Wardens and twelve (12) members who shall be confirmed communicants in good standing, at least twenty-one (21) years of age, pledgers of record, canonically resident and actually residing in the Parish and entitled to suffrage at the parish meeting at which they are elected. If the Rector determines that pastoral considerations actually or acceptably prohibit a communicant from being a pledger of record, then in that event the Rector may confidentially waive that requirement. Members of the same family (e.g., spouses, parent/child or siblings) may not serve on the vestry at the same time.

(Amended: Vestry approved December 2010; Bishop Duncan M. Gray, III, approved January 2011; Parish approved at Annual Meeting January 2011.)

SECTION 2.

A. The twelve (12) Vestry members shall serve in a rotating manner, with four (4) members to be elected by the congregation at each annual meeting; each Vestry member so elected shall serve for a term of three (3) years or until

their respective successors shall have been elected and qualified. Upon completion of a full term as a Vestry member, a communicant cannot again be elected to the Vestry for a period of three (3) years. However, any such retiring Vestry member is immediately eligible, provided that the person has served the full term to which he or she was originally elected, to be elected to the office of either Warden. No person shall serve more than six (6) consecutive years as Warden and/or Vestryman.

B. Candidates for election to the Vestry shall be nominated as follows:

1. At least sixty (60) days prior to the annual meeting of the Parish, the Nominating Committee provided in Article III shall nominate a slate of candidates of a size that is at least twice the number of seats to be filled at the next election. This slate shall be published to the Parish at large no less than thirty (30) days prior to the next annual meeting and shall be presented at said meeting. Prior to such publication, the Nominating Committee shall confirm that the nominees are qualified under Section 1 of this Article and that they are in fact willing to serve and faithfully perform the duties of the office.

2. Nominations other than as provided in Paragraph B.1 of this Section shall be made in the following manner: At least fifteen (15) days prior to the annual meeting of the Parish, any person entitled to vote at such meeting may submit additional nominations in writing to the Rector and the Wardens. The nominator shall certify that the person nominated has consented to the nomination and is willing to serve and faithfully perform the duties of the office. The Rector and Wardens shall confirm that the nominee is qualified under Section 1 of this Article. Persons nominated under this paragraph shall be presented at the annual meeting

of the Parish. At least thirty (30) days prior to said meeting, the rector shall advise the Parish at large of the manner for making additional nominations under this paragraph and of the deadline therefore.

3. In the event that a Vestry member whose term is unexpired is elected as Warden, then nominations for election of a person to fill such member's unexpired Vestry term shall be made from the floor, provided that the nominator shall certify that the person nominated has consented to the nomination and is willing to serve and faithfully perform the duties of the office, and further provided that the Rector and Wardens shall confirm that the nominee is qualified under Section 1 of this Article.

C. Any vacancy on the Vestry shall be filled for the balance of the term involved by election by the remaining Vestry members, at their discretion.

D. At the 1996 annual Parish meeting there shall be two (2) members elected for a term of one (1) year; one (1) member elected for a term of two (2) years; and four (4) members elected for a term of three (3) years. Thereafter, there shall be a sufficient number of members elected at each annual meeting in order for the Vestry to be comprised of twelve (12) members per year.

E. In the event that the person elected to serve out the unexpired term of a Vestry member shall serve less than one-half of the time of the original term, then in that event, such person shall be eligible for re-election to a full term as Vestry member at the next regular Vestry election. In the event that such person shall have served more than one-half of the time of the original term, then that person shall not be eligible for re-election as Vestry member for a period of three (3) years. *(Addition: Article IV, Section 2, E. reviewed and approved on December 21, 2001 by Bishop A. C. Marble, Jr.; approved at Annual Parish Meeting 1/27/02)*

SECTION 3.

The Vestry shall have regular meetings monthly at a time and place designated by a majority of their number. To be valid and in order to transact business, a meeting of the Vestry shall be attended by the Rector, or at least one (1) of the Wardens, and at least seven (7) other members of the Vestry. Special meetings of the Vestry may be called and held in accordance with Diocesan Canon.

Section 4.

There shall be an Executive Committee composed of the Rector, the Wardens, Vestry Conveners and the Program Administrator. This committee shall set the vestry agenda and shall perform such other duties and functions as may be designated by the Vestry.

ARTICLE V OF THE RECTOR

SECTION 1.

The Rector shall perform all duties and assume all responsibilities imposed upon the office by the Constitutions and Canons of the General Church and of the Diocese of Mississippi, and by the accepted custom and usage of the Church.

SECTION 2.

When the cure of the Parish becomes vacant the Vestry shall notify the Bishop of the Diocese of the vacancy and shall request him to nominate, after a conference with the Wardens and Vestry, priests of the Church whom he considers qualified for the vacancy. A Search Committee will be nominated to consider persons suggested by the Bishop along with others who may be nominated by members of the Parish and of the Vestry. The membership of the Search Committee shall be confirmed by the Vestry and shall be as follows: nine (9) members, 1/3 of which shall be members of the Vestry and 2/3 of which

shall be drawn from the Parish at large. The Wardens shall nominate the Chair of the Search Committee who shall be submitted for Vestry approval. Upon such approval the Wardens and Chair of the Search Committee shall submit the Search Committee Membership to the Vestry for approval. The Vestry will choose a candidate for Rector after the Search Committee reports and shall submit the name of the priest chosen to the Bishop for approval.

SECTION 3.

The Rector shall designate, and the Vestry confirm, chairs of the various committees, task forces and working groups of the Parish. The Rector and/or the Vestry may require such reports from said committees, task forces and working groups as may assist the Vestry in its work. In order to encourage broad participation of diverse members of the Parish and to discourage the concentration of responsibility in a few members, the Vestry shall set term limits for those serving as chairs of committees and task forces.

(Addition: Vestry approved December 2010; Bishop Duncan M. Gray, III, approved January 2011; Parish approved at Annual Meeting January 2011.)

ARTICLE VI **OF THE CLERK AND TREASURER**

SECTION 1.

A Parish Treasurer, who is required by Canon law to be bonded, and a Parish Clerk, either or both of whom may or may not be members of the Vestry, shall be elected by the Vestry. The Parish Treasurer may be elected to no more than five consecutive one year terms and shall be ineligible for one year for reelection to that office after having served five consecutive years in said office. *(Amendment: Vestry approved December 2010; Bishop Duncan M. Gray, III, approved January 2011; Parish approved at Annual Meeting January 2011.)*

SECTION 2.

The Parish Clerk and the Parish Treasurer shall perform such duties as are imposed upon their offices under the provisions of the Canons of the Diocese of Mississippi.

SECTION 3.

There may be appointed an Assistant to the Clerk and/or an Assistant to the Treasurer, at the discretion of the Vestry. Assistants to the Parish Treasurer, if any, each may be elected to no more than five consecutive one year terms and shall be ineligible for one year for reelection to that office after having served five consecutive years in said office.

(Amendment: Vestry approved December 2010; Bishop Duncan M. Gray, III, approved January 2011; Parish approved at Annual Meeting January 2011.

ARTICLE VII

OF PARISH MEETINGS

SECTION 1.

The annual Parish meeting shall be held on or after the first day of January of each year, at a time and place designated by the Vestry. The Wardens and Vestry members shall be elected at such meeting. At the annual Parish meeting, reports of the officers and committees of the Parish shall be presented in writing and thereafter shall be kept on file in the Parish office.

SECTION 2.

A special meeting of the Parish may be called by the Rector, or in the absence of the Rector, by a majority of the Wardens and Vestry members, provided, however, that at least two (2) weeks written notice of any such special meeting shall be given to the congregation.

SECTION 3.

At all such Parish meetings and at all such elections, those qualified to vote shall be persons who are sixteen (16) years of age or over and are canonically enrolled communicants of the Parish.

ARTICLE VIII **OF THE DELEGATES TO THE COUNCIL**

The Vestry shall have full power and authority to select and appoint the delegates to the annual Diocesan Council meeting. Such appointments shall be made known to the communicants by notice given by the Rector, or in his absence, by either of the Wardens, at some occasion of public service preceding the annual meeting of the Council.

ARTICLE IX **OF ORGANIZATIONS**

SECTION 1.

No organizations shall be created within, or associated with, the Parish without the permission and approval of the Rector. If the cure is vacant, the permission and approval of the Bishop will then be necessary.

SECTION 2.

All organizations within the Parish shall submit to the annual Parish meeting a financial report and a report of their work during the past year. A yearly financial report of said organizations shall be given to the Treasurer of the Parish on or before the 2nd day of January of the following year.

ARTICLE X
OF AMENDMENTS

Whenever it is deemed necessary to change, alter or amend these By-laws, the proposed change, alteration, or amendment shall be first submitted to the Vestry for approval. If the Vestry so approves, the Rector, upon such approval, shall then mail immediately a copy of the proposal to the Bishop of this Diocese for his approval. If the Bishop approves the proposed change, alteration or amendment, the Rector shall then call a meeting of the Parish as provided in Article VII, Section Two (2) of these By-Laws. A copy of the proposed change, alteration, or amendment shall be mailed to each qualified voter of the Parish with the notification of the meeting so called. If said change, alteration, or amendment shall be approved by the Vestry and the Bishop of the Diocese, and be favorable to 3/5ths of the qualified voters present at the meeting, it shall then become a part of these By-Laws, and not otherwise.

ARTICLE XI
ADOPTION

These By-Laws shall be in force and effect immediately upon approval and adoption by a majority vote of the Wardens and Vestry members, approval by the Bishop, and by final approval and adoption by a majority of the qualified voters of the Parish who may be present at the annual or special meeting to which they are submitted.

ARTICLE XII
ABSENTEE VOTING

In no event shall there be voting by proxy or absentee ballot.

ARTICLE XIII
THE CHANCELLOR

SECTION 1.

At the first regular Vestry meeting following each annual parish meeting, the Rector shall appoint a confirmed lay communicant of the parish learned in the law to be Chancellor, who shall become the advisor of the parish in all legal matters affecting the administration of the same. This appointment shall be confirmed by the Vestry. On request of the Rector, or in the absence of a Rector, on request of the Warden(s), the Chancellor shall render an opinion in writing regarding such matters as submitted, which may include the interpretation and application of canon law and parish by-laws.

SECTION 2.

The Chancellor shall not be a member of the Vestry and any member of the Vestry who shall be appointed Chancellor shall immediately resign his/her position on the Vestry.

SECTION 3.

Any vacancy in the office of Chancellor shall be filled by appointment by the Rector, with such appointment being confirmed by the Vestry, and the person so appointed shall serve out the unexpired term of the former Chancellor pending the next annual parish meeting.

Recommended: December 11, 1995

CHAIRMAN, BY-LAWS COMMITTEE

Approved: December 11, 1995

RECTOR

Approved: December 22, 1995

BY LETTER (ON FILE) FROM
KATHRYN WEATHERSBY,
SECRETARY OF THE DIOCESE

Adopted: January 14, 1996
(Annual Parish Meeting)

CLERK

RECTOR: THE REVEREND SHANNON S. JOHNSTON

VESTRY AND WARDENS: JULIA BLAKEY, SENIOR WARDEN
TOMMIE MOORE, JUNIOR WARDEN
JAMIE BARNETT
DORIS STREIT
BUDDY PARHAM
HUDSON BRYAN
OTIS TIMS
LLOYD GRAY
ALLEN COOLEY

BY-LAWS COMMITTEE: JULIA BLAKEY, CHAIRMAN
JAMES A. BARNETT, JR.
E. L. POLAND, JR.
FREDDA ROBINSON
DAVID R. SPARKS

**AMENDMENT
TO THE BY-LAWS OF THE
ALL SAINTS' EPISCOPAL PARISH CHURCH
TUPELO, MISSISSIPPI**

The By-Laws of the All Saints' Episcopal Parish Church are amended as follows:

I. Article IV Section 2.B.3 is deleted in its entirety and replaced with the following:

3. In the event that a Vestry member whose term is unexpired is elected as Warden at an annual meeting of the Parish, then an election for the remainder of the unexpired Vestry term shall take place at the annual meeting. Such election shall take place following the election of Vestry members for full three (3) year terms. The nominees for the position shall be the nominees presented at the annual meeting for full three (3) year Vestry positions who were not elected at the annual meeting for full three (3) year terms. This provision shall not apply in the event that a Vestry member whose term is unexpired is elected as Warden at a special meeting of the Parish.

II. Article IV Section 2.C. is deleted in its entirety and replaced with the following:

C. Except for vacancies on the Vestry caused by the election of a Vestry member as Warden at an annual meeting of the Parish, any vacancy on the Vestry shall be filled for the balance of the term involved by election by the remaining Vestry members, at their discretion.