ALL SAINTS EPISCOPAL CHURCH
HERSHEY, PENNSYLVANIA

BYLAWS

PREAMBLE

These Bylaws are adopted pursuant to the authority granted by Title 15 of the Pennsylvania Statutes governing Corporations and Unincorporated Associations related to religious corporations affiliated with the Protestant Episcopal Church of the Diocese of Central Pennsylvania. These Bylaws shall govern the corporate and temporal affairs of the parish herein below named, subject to the Public General Laws of the Commonwealth of Pennsylvania, to the Constitution and Canons of the Protestant Episcopal Church in the United States of America (hereafter referred to as the "Episcopal Church") and to those of the Diocese of Central Pennsylvania (hereafter referred to as "the Diocese.")

The foregoing, having previously agreed, and hereby confirming that agreement, All Saints Episcopal Church, Hershey, Pennsylvania is constituent Parish of the Diocese for the purpose of maintaining the worship of Almighty God according to the Doctrine, discipline, and worship of the Episcopal Church, has adopted the Articles attached hereto as its Bylaws.

ARTICLE I
MEMBERSHIP

Section 1. Definitions of Membership.

Ordinary Members. All persons who have received the Sacrament of Holy Baptism with water in the name of the Father, and of the Son, and of the Holy Spirit, whether in this Church or in another Christian Church, and whose Baptism has been duly recorded in this Church, and who regard All Saints (the "Church") as their regular place of worship, shall be Ordinary Members of the Church.

Adult Members. Ordinary Members sixteen (16) years of age and over are to be considered adult members.

Communicants of the Church. All members of this Church who have received Holy Communion at least three times during the preceding year are to be considered communicants of this Church. For the purpose of statistical consistency throughout the Church, communicants sixteen years of age and over are to be considered adult communicants.

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

Section 2. Voting Members. Every adult Ordinary member of the Church for at least three (3) months preceding the day when the person may wish to vote, and who shall have been, for the period aforesaid, a communicant in good standing in the Episcopal Church and enrolled as such in the records of the Church, shall be a voting member thereof, with the right to vote in the election of Vestry members and upon all other matters having to do with the affairs of the Church.

The Rector or Priest-in-Charge shall maintain a current list of communicants in good standing, determined in the Rector's or Priest-in-Charge's best judgment according to the Canons of the Episcopal Church. In the event of any dispute as to eligibility of any voter, the question shall be referred to the Vestry for resolution. If the determination by the Vestry is not satisfactory to the objecting party or group, and if the differences cannot be resolved after consultation with the Bishop or Ecclesiastical Authority of the Diocese, the matter shall be referred to a panel of three arbitrators, who are communicants in good standing of one or more other parishes or congregations in the Diocese, one of whom shall be named by the objecting party or group, one by the Vestry and the third by the two arbitrators so named. The decision of such panel shall be binding.

Section 3. Annual Meetings. There shall be an annual meeting of the Voting Members of the Church, at which Ordinary Members shall be welcome but shall have no vote, at such date, hour and place as the Vestry shall determine. The business to be transacted at the annual meeting of Voting Members shall include the election of Vestry members, consideration and action upon reports of the Rector or Priest-in-Charge, Officers, Vestry members and committees and any other business within the power of the Church as a religious corporation of the Commonwealth of Pennsylvania.

Section 4. Special Meetings. At any time during the interval between annual meetings, special meetings of the Voting Members, at which all Ordinary Members shall also be welcome, may be called by the Rector or Priest-in-Charge or by not less than one-third of the members of the Vestry or upon the written request of not less than twenty-five (25) Voting Members filed with the Rector or Priest-in-Charge, or in the Rector's or Priest-in-Charge's absence, with the Senior Warden.

Section 5. Notice and Place of Meetings. All meetings of the Parish shall be announced by posting an attested copy of the Warrant to call the meeting at a public entrance of the church or place of worship occupied by the Parish, by online communication with parishioners or by regular USPS mail. The Warrant shall be posted at least fourteen (14) days before the date fixed for an Annual Meeting and at least seven (7) days before a special meeting. No action shall be taken at any special meeting of the Parish other than that set forth in the Warrant for such meeting.

Section 6. Quorum. The quorum at a properly noticed meeting shall consist of Voting Members numbering twice the number elected Vestry members in attendance at such meeting. Vestry members in attendance shall count towards the quorum.

ARTICLE II
The Vestry

Section 1. Eligibility. Every Voting Member of the Church, as defined in Section 2 of Article I of these Bylaws, and who is not less than eighteen (18) years of age, shall be eligible to serve as a Regular Vestry member. Every Voting Member of the Church age sixteen (16) or seventeen (17) shall be eligible to serve as a Youth Vestry member.

Section 2. Number and Term of Office. The regular Vestry of the Church shall consist of the Rector or Priest-in-Charge and no fewer than four (4) and no more than six (6) lay members chosen from among the Voting Members per the eligibility stipulated in Section 1. The Rector or Priest-in-Charge shall have only a casting vote in the event of a tie. Of the lay members, up to two (2) shall be elected each year and serve three (3) year terms. A lay member shall take office immediately upon election. No lay member shall be eligible for re-nomination and re-election to the Vestry for a period of one year after the

member's term has expired, provided, however, that prior service on the Vestry in filling a mid-term vacancy shall not be considered a disqualification for re-election.

The Youth Vestry member shall serve a one (1) year term and be eligible to stand for re-election until attaining the age of eighteen (18) whereupon they may stand for election as a regular Vestry member.

Two or more members of the same household or family shall not serve concurrently on the Vestry. No compensated staff members of All Saints Episcopal Church or the spouse, children, siblings or parents of a compensated staff member shall be eligible to serve as a lay member of the Vestry.

Section 3. Nomination. Voting Members shall be nominated to serve as Vestry members in the following manner: At least three (3) months in advance of each annual meeting, the Rector or Priest-in-Charge shall appoint a Nominating Committee consisting of four (4) Voting Members, not more than one of whom shall be a member of the existing Vestry. The Nominating Committee shall nominate as many Voting Members to serve as Vestry members as there shall be vacancies in the Vestry to be filled by the election of Vestry members at the annual meeting.

The Nominating Committee shall submit to the Vestry the names of those persons so nominated at least one (1) month before the annual meeting, and the Vestry shall immediately make known to the congregation by publication in the Church bulletin, or by such other means as the Vestry may select, the names of those so nominated. Any group of four (4) or more Voting Members may nominate a candidate or candidates for the office of Vestry member by submitting such nomination or nominations, over their signatures, to the Clerk at least two weeks before the annual meeting. The Clerk shall contact such nominee or nominees to confirm they have agreed to serve if elected. The Vestry shall immediately make known to the congregation by publication in the Church bulletin, or by such other means as the Vestry may select, the names of any such additional nominees.

Nominations from the floor will not be accepted unless there are not enough candidates to fill the open Vestry positions.

Section 4. Election. Vestry members shall be elected at the annual meeting by the Voting Members present and voting thereat. Voting by proxy shall not be permitted. Those receiving the highest number of votes for the vacancies to be filled shall be deemed elected. If the election is not contested, the election may be done by acclamation.

Section 5. Vacancies. If by reason of death, resignation or any other cause a vacancy shall occur in the Vestry, the remaining Vestry members may, by a majority vote of those present at a duly constituted meeting, elect an eligible person to fill such a vacancy for the unexpired term thereof. In the discretion of the Vestry, any such vacancy may also be filled by nomination and election by the Voting Members at any annual meeting in the manner provided in Section 3 above.

Section 6. Duties and Powers. The Vestry shall act as trustees for the Church in accordance with the public general laws of the Commonwealth of Pennsylvania regulating religious corporations affiliated with the Diocese of Central Pennsylvania and shall have and exercise all corporate powers and privileges of the Church under such laws. The Vestry shall exercise all its powers in accordance with the Constitution and Canons of the Episcopal Church, the Canons of the Diocese of Central Pennsylvania, in compliance with the statutes of the Commonwealth of Pennsylvania and the provisions of these Bylaws.

It is the duty of Vestry members to make every effort to attend all regular and special Vestry meetings. If a Vestry member is unable to attend a meeting, it is their responsibility to notify the Rector or Priest-in-Charge or Wardens of their absence. If a Vestry member has four (4) or more excused absences or two (2) or more unexcused absences within a fiscal year, the Vestry may declare the seat vacant.

The Vestry, in consultation with the Rector or Priest-In-Charge, shall authorize staff positions and terms of employment.

The handling of all or any of the investments may be delegated by the Vestry to the Wardens or Treasurer. This includes the purchase, custody, sale and transfer of securities. All such persons handling investments must be bonded according to Article V, Section 5 of these bylaws.

The Vestry may delegate to the Wardens and/or Treasurer generally or in particular case the authority to execute contracts, deeds, leases, bonds, notes, checks and other instruments which may be necessary or proper.

All committees shall be approved by a majority vote of the Vestry. Committee members voting to allocate and disburse church funds shall be communicants in good standing and represent a cross-section of the Parish.

The Vestry may appoint or authorize the appointment of any committee that it deems desirable. All such committees shall be accountable to the Vestry.

Section 7. Meetings. Regular meetings of the Vestry shall be held on the third (3rd) Tuesday of each month.

The Rector or Priest-In-Charge may call a special meeting of the Vestry whenever he/she may deem it necessary, and it shall be his/her duty to call such meeting upon the written request of three (3) members of the Vestry. Notice of every meeting shall be given to the Rector or Priest-In-Charge and each member of the Vestry by the Clerk as provided in Article I, Section 5. No special meeting of the Vestry may be held in the absence of the Rector or Priest-In-Charge unless the Rector or Priest-in-Charge assents or is incapacitated. No business shall be transacted at special meetings except that specified in the Warrant.

Section 8. Quorum and Presiding Officer. A simple majority of lay Vestry members and the Rector or Priest-in-Charge shall constitute a quorum for the transaction of business at any meeting. Officers who are not elected Vestry members shall not be counted for purposes of determining a quorum. The Rector or Priest-In-Charge shall preside at all meetings of the Vestry, or, in his/her absence, the Senior Warden, or in the absence of both, the Junior Warden. In the absence of the Rector or Priest-In-Charge and both Wardens, the members of the Vestry present shall elect a presiding officer, who shall have the privilege of casting the deciding vote in case of a tie. The presiding officer may vote only in case of a tie.

The Rector or Priest-In-Charge and Wardens shall constitute the Executive Committee of the Vestry and during intervals between meetings of the Vestry this committee shall possess and exercise the powers of the Vestry in the management and direction of the ordinary business of the corporation.

ARTICLE III
Officers

Section 1. Titles of Officers. The Officers of the Church shall be

- Rector or Priest-in-Charge
- Senior Warden
- Junior Warden
- Treasurer
- Clerk

The Senior Warden is appointed by the Rector or Priest-in-Charge and such appointment confirmed by vote of the Vestry. The remaining officers are elected annually by a majority vote at the first meeting of the Vestry held after the annual meeting. Officers must be Voting Members of the Church and may, but need not, be members of the Vestry. Any vacancy in any office shall be filled for the unexpired term thereof by the Vestry.

The Vestry may elect an Assistant Treasurer and such other officers as are deemed necessary. Such officers shall be adult members in good standing of this Church but need not be members of the Vestry.

Section 3. The Rector or Priest-in-Charge. The Rector or Priest-in-Charge of the Church shall be the president and chief executive officer of the Church and shall perform such duties and shall have such powers as may be prescribed by the Constitution and Canons of the Episcopal Church and of the Diocese of Central Pennsylvania. The Rector or Priest-in-Charge shall preside at all meetings of the Vestry at which the Rector or Priest-in-Charge is in attendance. The Rector or Priest-in-Charge shall be elected by a two-thirds (2/3) vote of the entire Vestry and, unless otherwise provided in the terms of the call, the Rector or Priest-in-Charge shall continue to serve until death or resignation or until the pastoral relationship is severed by mutual consent of the Rector or Priest-in-Charge and Vestry and approved by the Bishop or Ecclesiastical Authority of the Diocese of Central Pennsylvania.

For the purposes of these Bylaws, all references to "the Rector" shall also apply to the Priest-in-Charge, or Interim Rector.

If the office of Rector or Priest-In-Charge becomes vacant or the Rector or Priest-In-Charge is incapacitated, the Vestry shall consult with the Bishop and appoint an Interim. The Interim shall serve until a new Rector or Priest-In-Charge is elected as provided under this Article; in the case of temporary incapacity, the Interim shall serve until the Rector or Priest-In-Charge may resume duty. In the case of such vacancy, the Senior Warden becomes the senior officer of the parish.

Section 4. The Church Wardens. The Wardens shall be Voting Members of the Parish, at least eighteen (18) years of age. The term of the Wardens shall be one (1) year and may serve up to six (6) consecutive terms. Any Warden whose sixth successive one-year term expires at any Annual Meeting shall be ineligible, until the next succeeding Annual Meeting, for re-election to the same office. The Wardens need not be members of the Vestry.

The Senior Warden shall serve as lay consultant and advisor to the Rector or Priest-in-Charge and shall perform such other duties as may be assigned to the Senior Warden by the Vestry. The Senior Warden shall be the senior lay officer of the Church.

The Junior Warden shall have general responsibility for the oversight of all Church property, real and personal (other than securities and cash), and shall perform such other duties as may be assigned to the Junior Warden by the Vestry.

Section 5. The Clerk. The Clerk shall have custody of the corporate seal of the Church. The Clerk shall record the minutes of all meetings of the Vestry and of the Voting Members. Minutes may be recorded electronically; however, a paper copy must be maintained in the Church office. The Clerk shall be charged with the responsibility of keeping current at least two (2) copies of the Bylaws which shall be open to inspection in the Church office at reasonable business hours by an Ordinary Member or Voting Member of the Church. Bylaws and minutes may be made available to the Ordinary and Voting Members online. The Clergy shall perform other duties as may be assigned to the Clerk by the Vestry.

The Clerk shall be a Voting Member of the Parish, and of eighteen (18) or more years of age. The term of the Clerk shall be one year. Any Clerk whose sixth successive one-year term expires at any Annual

Meeting shall be ineligible, until the next succeeding Annual Meeting, for re-election to the same office. The Clerk need not be a member of the Vestry.

Section 6. The Treasurer. The Treasurer shall keep the financial records of the Church and shall have general custody of all Church funds, securities and other investments. All monies received by the Church shall be delivered to the Treasurer, and all expenses and other payments shall be made by the Treasurer, or under the Treasurer's direction. The Treasurer shall make a report as to the general financial condition of the Church at the annual meeting of the Voting Members and such other reports from time to time as the Vestry may request.

The Treasurer shall be a Voting Member of the Parish, and of eighteen (18) or more years of age. The term of the Treasurer shall be one year and expires at any Annual Meeting. The Treasurer may be re-elected annually to the same office for an indeterminate number of terms or until he/she resigns, retires, or is replaced for cause. The Treasurer need not be a member of the Vestry.

Section 7. Assistant Treasurer. The Vestry may at any time or from time to time elect one or more Assistant Treasurers who shall do and perform such duties of the Treasurer as the Treasurer may assign to them.

Section 8. Other Officers. Such other officers as may be designated by the Vestry from time to time shall have and perform such powers and duties as may be assigned to them by the Vestry.

Section 9. Attendance of Officers at Vestry Meetings. All officers who are not members of the Vestry shall be invited to attend all meetings of the Vestry.

Section 10. Voting Rights of Officers. All officers who are not members of the Vestry shall have the right to vote at Vestry meetings on all questions, except the following: 1) matters relating to the call of a Rector or Priest-in-Charge or the employment of an Assistant Rector or Curate; 2) matters affecting the contractual relationship between the Rector or Priest-in-Charge, Assistant Rector or Curate and the Church; and 3) matters relating to the acquisition, alienation, conveyance, lease or encumbrance of Church property, both real and personal.

ARTICLE IV
Committees; Convention Delegates

Section 1. Committees Designated by the Vestry. The Vestry may designate regular and special committees for such purposes as may be indicated in the resolution or resolutions providing therefor. Committee appointments shall be made by the Rector or Priest-in-Charge with the advice and consent of the Vestry or by the Vestry or other person or persons to whom the Vestry may, by its resolutions, give such power of appointment.

Section 2. Election of Lay Delegates. The Parish shall have such Delegates and Alternate Delegates to the Diocesan Convention as it may be entitled to under the relevant canons and rules. Delegates and Alternate Delegates may be members of the Vestry.

Candidates shall be those who have been nominated, agreed to serve, or have put forth their name to share the ministry of convention delegates to Diocesan Conventions, and are known to be members of All Saints Episcopal Church who have attained the age of sixteen (16) years. Delegates and Alternate Delegates shall be elected annually at a meeting of the Parish by vote or ballot.

ARTICLE V
Fiscal Matters

Section 1. Fiscal Year. The fiscal year of the Church shall be the calendar year per Title I, Canon 7, Sec. 1(j) of the Constitution and Canons of the Episcopal Church.

Section 2. Signature to Commercial Paper. All checks and drafts shall be made, drawn and endorsed in the name of the Church in such manner as the Vestry may from time to time authorize.

Section 3. Limitation on Expenditures. Any expenditure in excess of $1,000 not specifically provided for in the current annual budget of the Church must be approved in advance by the Vestry. Any budgeted expenditure exceeding $2,000 shall be approved by the Treasurer.

Section 4. Audit. The Vestry shall cause to be made an annual audit of the accounts of the Treasurer and other custodians of funds of the Parish. The audit shall be made by a certified or independent public accountant or by any alternative permitted by the Office of the Treasurer of the Diocese. The Vestry shall appoint such auditor at least thirty (30) days before the end of the year.

Section 6. Indemnification of Officers. The Parish shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Warden, Treasurer, Clerk, the Rector or Priest-in-Charge in his or her capacity as a member of the Vestry, or other officer of the Parish (collectively "Indemnified Officers) against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding. Whether civil, criminal, administrative or investigative (a "proceeding"), in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits and the proceeding was authorized by a majority of the Vestry). However, no indemnification shall be provided for any such person with respect to any matter in which he or she is adjudicated not to have acted in good faith on behalf of the Parish; and further provided that any compromise or settlement payment shall be approved by the Vestry in the same manner as provided below for the authorization of indemnification.

Such indemnification may, to the extent authorized by the Vestry, include payment by the Parish of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, provided that the person indemnified agrees to repay such payment if he or she is not entitled to indemnification under this Article; the repayment agreement may be accepted without regard to the financial ability of such person to make repayment.

Any payment shall be conclusively deemed authorized by the Parish under this Article, and each officer of the Parish approving such payment shall be wholly protected, if:

(i) the payment has been approved or ratified (1) by the majority vote of a quorum of either (a) the members of the Parish who are not at that time parties to the proceeding or (b) the members of the Vestry who are not at that time parties to the proceeding or (2) by the majority vote of a committee of two or more Vestry members who are not at that time parties to the proceeding and are selected for this purpose by the full Vestry (in which selection Vestry members who are parties may participate); or

(ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Parish) appointed for the purpose by vote of the Vestry in the manner specified in clauses (12) or (2)

of subparagraph (i) or, if that manner is not possible, appointed by a majority of the full Vestry then in office; or

(iii) the Vestry members have otherwise acted in accordance with the standard of conduct applied to directors under Pennsylvania General Laws; or

(iv) a court having jurisdiction shall have approved the payment.

This indemnification shall inure to the benefit of the heirs, executors and administrators of the Indemnified Officers entitled to indemnification.

The right of indemnification shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which Parish employees, agents, Vestry members and other persons may be entitled by contract or otherwise under law.

This Article constitutes a contract between the Parish and the Indemnified Officers. No amendment or repeal of the provisions of his Article which adversely affects the right of an Indemnified Officer under this Article shall apply to him or her with respect to his or her acts of omissions which occurred at any time prior to such amendment or repeal without his or her written consent.

Section 7. Gifts and Memorials. No object intended as a permanent addition to the Church or Parish property, or to be used therein during public worship, shall be accepted as a gift or memorial without the approval of the Rector or Priest-In-Charge and the Officers. All objects so accepted may be removed when deemed necessary by the Vestry. The names of donors of such gifts and memorials, any terms and conditions, and the dates of acceptance shall be recorded in the permanent records of the Parish.

Section 8. Conflicts of Interest. Whenever a member of the Vestry has a financial or personal interest in any matter coming before the Vestry, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Members of the Vestry determine that is in the best interest of All Saints Episcopal Church to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstentions and rationale for approval.

ARTICLE VI
Amendments to Bylaws

These Bylaws may be altered, amended, repealed or added to by a two-thirds vote of those Voting Members who shall attend any meeting of members of the Church, provided, however, that any such alteration, amendment, repeal or addition, whether proposed by the Vestry or by the Voting Members who shall call a special meeting pursuant to Article I, Section 4 hereof, shall be specified in the notice of the meeting, whether it be an annual or special meeting.

ARTICLE VII
Adoption of These Bylaws

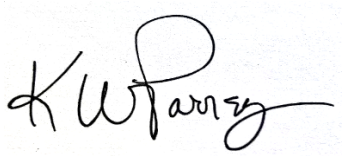
These Bylaws shall be submitted to and approved by a majority vote of the entire membership of the Vestry of the Church and shall be recommended to the Voting Members of the Church for favorable action at any annual meeting of such members or at any special meeting called for that purpose. Copies of these Bylaws shall be reproduced and made available to such members for their inspection at least ten

(10) days before the meeting at which they shall be submitted for approval. If ratified by a majority vote of the Voting Members attending such meeting, the Bylaws shall stand adopted. This Article, being of a transitory nature, shall stand repealed immediately upon adoption of these Bylaws.

These Bylaws were approved by the Vestry at its regular meeting on November 16, 2021. The Vestry of All Saints Church recommends adoption of these Bylaws to the Voting Members at the 2022 Annual Meeting of All Saints Parish.

_____ Date: November 16, 2021

Rector or Priest-In-Charge



_____ Date: November 16, 2021

Senior Warden

_____ Date: November 16, 2021

Junior Warden