

By-Laws

Church of the Atonement

5749 N. Kenmore Street

Chicago, Illinois

January 2021

Final

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By-Laws – Church of the Atonement

SECTION 1. PREAMBLE.

THE CHURCH OF THE ATONEMENT, Chicago, Illinois (the “Parish”), having been organized and currently existing as a corporation under the Religious Corporation Act of the State of Illinois for the purpose of maintaining the worship of Almighty God in the Episcopal Diocese of Chicago (the “Diocese”) according to the faith and usages of The Episcopal Church, has adopted the following Articles as its By-laws (“By-laws”).

SECTION 2. SUPERSEDING AUTHORITIES.

The Parish accedes to the doctrine, discipline, worship, and The Constitution and Canons of The Episcopal Church, and to The Constitution and Canons of the Diocese, and acknowledges their superior authority with respect to these By-laws.

SECTION 3. PARISH REPRESENTATIVES.

Section 3.1. Officers of the Parish (“Officers”).

The Officers of the Parish are:

- a Rector,
- two Wardens,
- a Treasurer and, if desired, an Assistant Treasurer, and
- a Clerk.

Section 3.2. Vestry.

The Vestry shall consist of the Rector, the Wardens, and nine additional Vestrypersons. Although the Rector and the Wardens are members of the Vestry, for the purposes of these By-Laws, the term “Vestrypersons” refers to members of the Vestry who are not the Rector and not the Wardens.

Section 3.3. Delegates.

The Parish shall have such Delegates to the Diocesan Convention and other assemblies as it may be entitled to under the relevant canons and rules. Delegates may be, but are not required to be, members of the Vestry. Delegates to the Diocesan Convention and other assemblies shall be appointed in a process determined by the Vestry.

SECTION 4. PARISH MEMBERS.

Parish Members are qualified to vote for Wardens and Vestrypersons and upon all questions coming before any Annual or Special Parish Meeting. Parish Members are:

All baptized persons of sixteen or more years of age, who regularly attend the public services of the Episcopal Church in the Parish, and are recognized as members in good standing of the Parish by the Rector and at least one of the Wardens, or, if the Rector be not present, by the

two Wardens, and whose names appear on the books of the Treasurer as having contributed by pledge, by subscription, or otherwise to the funds to meet the expenses or other obligations of the Parish during the six months immediately previous to the Annual or Special Parish Meeting in question, it being understood that the pledge or obligation for such contributions shall have been incurred prior to the said six months; and in addition, declare their willingness to conform to the doctrine, discipline, and worship of The Episcopal Church.

SECTION 5. PARISH MEETINGS.

Section 5.1. Parish Meetings

All meetings of the parish shall be in-person or electronic.

Section 5.2. Annual Parish Meeting.

The Annual Parish Meeting shall be held in the month of January at such date, hour, and place as the Vestry shall determine.

Section 5.3. Special Parish Meetings.

Special Parish Meetings may be called at any time by the Rector or by the two Wardens. Special Parish Meetings shall be called by the Rector (or by the Wardens if there is no Rector), whenever so requested in writing by a majority of the Vestry or by twenty Parish Members.

Section 5.4. Notice.

The time and place of all meetings of the Parish shall be announced by the Rector (or by one of the Wardens if there is no Rector), at all morning services on the two Sundays immediately preceding the meeting by posting it on the Church Website, and via email to all available Parish Member emails.

Section 5.5. Presiding Officer.

The Rector, or in the Rector's absence, one of the Wardens, shall preside at Parish meetings; in the absence of all three, a Presiding Officer shall be chosen by the meeting. The Presiding Officer may, at their discretion, appoint a Parish Member to serve as Parliamentarian for the duration of Parish Meetings. In all Parish Meetings in which a Parliamentarian is appointed, the most current edition of Robert's Rules of Order shall be the authority in deciding questions of order and procedure, except when the Constitution and Canons of The Episcopal Church, the Constitution and Canons of the Episcopal Diocese of Chicago, or these By-laws are otherwise applicable.

SECTION 6. NOMINATIONS, ELECTIONS, VACANCIES, and RESIGNATIONS.

Section 6.1. Nominations Committee.

There shall be a Nominations Committee, consisting of the Rector and those Vestrypersons who are not eligible for a subsequent term and whose term will expire at the next Annual Parish Meeting. Other members may be added to this committee at the discretion of the Rector and Wardens.

Section 6.2. Nominations.

The Nominations Committee shall present at each Annual Parish Meeting one or more candidates recommended for each position to be filled by vote at such meeting. The list of nominees so designated shall be published at least two weeks prior to the Annual Parish Meeting.

Section 6.3. Elections.

The Wardens and Vestrypersons shall be elected by a simple majority of votes at an Annual Parish Meeting. Wardens shall hold office until the second Annual Parish Meeting following their election. Vestrypersons shall hold office until the third Annual Parish Meeting following their election. All shall hold office until their successors are elected and qualified.

Section 6.4. Vacancies.

Vacancies among the Vestrypersons and the Wardens shall be filled by majority vote of the remaining membership of the Vestry with the consent of the Rector, or with the consent of one of the Wardens if there is no Rector. A person elected to fill a vacancy shall continue to serve for the remainder of the term of office for which such person was elected.

Section 6.5. Resignation.

The Vestry may accept the resignation of a Vestryperson or Warden at any time. If a Vestryperson or Warden resigns, the Vestry shall declare a vacancy to be filled in accordance with Section 6.4 above.

Section 6.6. Vacating Roles

Any Vestryperson who is elected or appointed to the role of Warden shall automatically vacate their role as Vestryperson at the time they are elected or appointed to the role of Warden. Likewise, any Warden who is elected or appointed to the role of Vestryperson shall automatically vacate their role as Warden at the time they are elected or appointed to the role of Vestryperson. Any vacancies created in this way shall be filled in accordance with Section 6.4 above.

SECTION 7. REMOVAL OF VESTRYPERSONS OR WARDENS.

Section 7.1. Cause.

A Vestryperson or Warden may only be removed for cause, examples of which include, but are not limited to, persistent failure to attend meetings, neglect of official responsibilities, removal from the Parish rolls, conviction of a felony, mental or physical incapacitation that prevents performance of official duties, or substantial malfeasance in office.

Section 7.2. Process.

For removal to take place, an Initial Motion for Removal shall be presented at two successive regular meetings of the Vestry and will be considered to have passed with two-thirds of the Vestrypersons present having voted in favor of the motion at each meeting. Thereafter, a Notice of Intent to Remove ("Notice") shall be presented to the

Vestryperson or Warden setting forth the specific grounds for removal; the Notice may be delivered in person by the Rector or a Warden, or else may be delivered by some other method which allows tracking of receipt. The Vestryperson or Warden may respond to the Notice at a meeting of the Vestry or, at the individual's discretion, may submit a response in writing for consideration at a meeting of the Vestry; this meeting shall take place no earlier than 14 days, but no later than 60 days, after the individual's receipt of the Notice. Upon consideration of the individual's response, or in the absence of a response if the Vestryperson or Warden chooses not to submit one, the Vestry may take final action in the form of a Final Motion for Removal which will be considered to have passed with two-thirds of the Vestrypersons present having voting in favor thereof. Notice of the final action shall be presented to the Vestryperson or Warden in the manner described in Section 7.2. If the final action results in removal of the Vestryperson or Warden, the Vestry shall declare a vacancy which shall be filled in accordance with Section 6.4 of these By-laws.

SECTION 8. RECTOR.

The Rector shall have jurisdiction over the spiritual affairs of the Parish and shall supervise and direct the Parish staff as more fully set forth in The Constitution and Canons of the Diocese and these By-laws.

SECTION 9. WARDENS.

Wardens shall be Parish Members who are communicants of The Episcopal Church and 18 or more years of age. A Warden may not serve more than 2 consecutive two-year terms. Any Warden whose second full term expires at any Annual Parish Meeting shall be ineligible, until the next succeeding Annual Parish Meeting, for election as a Warden or Vestryperson.

SECTION 10. TREASURER.

Section 10.1. Eligibility.

The Treasurer shall be a Parish Member and of 18 or more years of age. The Treasurer shall be appointed by the Vestry for a term of one year. There is no limit to the number of terms a person may serve as Treasurer. The Treasurer may be removed by the Vestry at any time.

Section 10.2. Duties.

It shall be the duty of the Treasurer

- to oversee the receipt and disbursement of Parish funds,
- to oversee the financial record-keeping of the Parish,
- to oversee the preparation of periodic financial statements of the Parish and to deliver them to the Vestry,
- to assist with the preparation of the annual budget for the Parish,
- to monitor the financial performance of the Parish in respect of the annual budget,
- to deliver a written statement of the financial condition of the Parish to the Rector, or if there be none, to the Wardens, at or prior to each Annual Parish Meeting,

such report to be presented and read at the Annual Parish Meeting, absent a vote of the Parish Members to dispense with the reading,

- to meet with the Vestry at regular intervals on Parish financial matters,
- to assist the Vestry with insurance matters,
- to work with the staff of the Parish in consultation with the Rector in connection with the foregoing, and
- to be the primary contact person with Parish auditors, accountants, and banking representatives.

Section 10.3. Assistant Treasurer.

The Vestry may appoint an Assistant Treasurer whose term shall be coterminous with that of the Treasurer, whose duties shall be such as may be assigned by the Vestry or Treasurer.

Section 10.4. Voting of Securities.

Except as the Vestry may otherwise designate, the Treasurer may act or appoint any member of the Vestry (with or without power of substitution) to act as proxy or attorney in fact for the Parish at any meeting of stockholders of any corporation, the securities of which may be held by the Parish.

SECTION 11. CLERK.

Section 11.1. Eligibility.

The Clerk shall be a Parish Member and of 18 or more years of age. The Clerk shall be appointed by the Vestry for a term of one year. There is no limit to the number of terms a person may serve as Clerk. The Clerk may be removed by the Vestry at any time.

Section 11.2. Powers and Duties.

It shall be the duty of the Clerk

- to keep the non-financial records of the Parish and of the Vestry,
- to attest to the acts of the Vestry, and
- to perform such other duties reasonably related thereto or assigned by the Vestry.

SECTION 12. VESTRYPERSONS.

Section 12.1. Eligibility.

A Vestryperson shall be a Parish Member, who is a communicant of The Episcopal Church and is 16 or more years of age. Any Vestryperson whose term expires at any Annual Parish Meeting shall be ineligible for reelection to the same office, until the next succeeding Annual Parish Meeting; provided, that if the term of office just expired was to fill a vacancy of less than two years duration, such Vestryperson may be elected for a full term of office as a member of Vestry at the Annual Parish Meeting at which the vacancy term of office expired. Vestrypersons may, however, be elected to the office of Warden immediately upon the expiration of such Vestryperson's term as member of Vestry.

Section 12.2. Powers and Duties.

In addition to the Rector and Wardens, Vestrypersons shall have seat, voice, and vote at any meeting of the Vestry. Each Vestryperson shall have such duties as may, from time to time, be assigned by the Vestry.

SECTION 13. VESTRY.

Section 13.1. Authority and Duties.

It shall be the duty of the Vestry

- to manage the temporal business and to care for the property of the Parish,
- to provide for all things necessary for the celebration of public worship,
- to deliver a written statement of the temporal condition of the Parish to the Rector, or if there be none, to the Wardens, at or prior to each Annual Parish Meeting, such report to be presented and read at the Annual Parish Meeting, absent a vote of the Parish Members to dispense with the reading,
- to see that all buildings and personal property belonging to the Parish are adequately insured,
- to adopt an annual budget for the Parish,
- to incur debt in the name of the Parish to the extent permitted by The Constitution and Canons of the Diocese,
- to supervise the investment of funds of the Parish unless otherwise delegated as provided below, and
- to supervise and direct the officers in the discharge of their duties consistent with The Constitution and Canons of the Diocese and these By-laws.

Section 13.2. Delegation of Authority.

- A. Part or all of the handling of Parish investments, including the purchase, custody, sale, and transfer of same, may be delegated by the Vestry to the Wardens, Treasurer, or to a Committee composed of Parish Members.
- B. The Vestry may delegate to the Wardens, Treasurer, or other persons, or to committees, generally or in particular cases, the authority to execute contracts, deeds, leases, bonds, notes, checks, and other instruments as may be necessary or desirable.
- C. The Vestry may appoint or authorize the appointment of additional standing or special committees that it deems desirable. All such committees shall operate in accord with a charter approved by the Vestry.

Section 13.3. Annual 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 conducted by a certified or independent public accountant or by any alternative method permitted by the Office of the Treasurer of the Diocese.

Section 13.4. Meetings.

Meetings of the Vestry may be called by the Rector, or by the Wardens if there be no Rector; in addition, a Meeting of the Vestry may be called by request of five members of the Vestry stating the purpose of such meeting. The Rector shall schedule regular meetings of the Vestry and determine the manner of notifying its members. The Rector, or such other member of the Vestry designated by the Rector, or the Wardens in order of seniority in the absence of the Rector or if there is no Rector, shall preside at Vestry meetings. A majority of the members of the Vestry shall constitute a quorum, provided the Rector or one of the Wardens is present, and a majority vote of those present shall determine any matter presented.

Section 13.5. Informal Action.

Any action required to be taken at a meeting of the Vestry may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed in writing, including electronically, by a majority of the Vestrypersons entitled to vote with respect to the subject matter thereof. Any such consent signed by all the members of the Vestry shall have the same effect as a unanimous vote taken at a duly constituted meeting of the Vestry.

Section 13.6. Remote Participation at Meetings.

Members of the Vestry may participate in a meeting of the Vestry by means of conference telephone or other communication equipment, by means of which all persons participating in the meeting can communicate, and such participation in a meeting shall constitute presence in person at such meeting.

Section 13.7. Parish Emergencies.

In exceptional circumstances (e.g. catastrophic damage to Parish property, or a governmental declaration of emergency that severely impacts Parish operations), the Vestry may declare a Parish Emergency by resolution at a meeting of the Vestry. Such resolution shall require two-thirds of the Vestrypersons present voting in favor to pass. Under a declaration of Parish Emergency, various Policies and Charters may operate under emergency procedures described therein. Under no circumstances does a declaration of Parish Emergency authorize deviation from these by-laws or from Parish Policies and Charters except as permitted by these by-laws or by Parish Policies and Charters. Declarations of Parish Emergency expire 60 days after passed, but may be renewed indefinitely by successive continuing resolutions, considered at Vestry meetings, each requiring two-thirds of the Vestrypersons present voting in favor to pass.

Section 13.8. Conflicts of Interest.

All members of the Vestry, including Vestrypersons, Wardens, and the Rector, have an affirmative duty to disclose the existence of any personal relationships, fiduciary duties, or financial interests which a reasonable person would consider to be in conflict of interest with regard to any particular matter coming before the Vestry. When any aforementioned conflicts of interest exist, members of the Vestry, including Vestrypersons, Wardens, and the Rector, shall refrain from voting on such matters.

SECTION 14. NATURE OF SERVICE.

All persons serving in the capacity of Warden, Treasurer, Assistant Treasurer, Clerk, Vestryperson or serving on any committee established or authorized by the Vestry shall serve in such capacity without compensation, other than reimbursement for actual expenses.

SECTION 15. LIMITATION OF LIABILITY.

No Parish Member who, without compensation other than reimbursement for actual expenses, renders service to or for the Parish, including those persons identified in Section 13, shall be liable for damages resulting from, an act or omission or from an exercise of judgment or discretion, in connection with the rendering of such services; unless the act or omission, or the exercise of judgment or discretion, involved willful or wanton conduct.

SECTION 16. INDEMNIFICATION.

Section 16.1. Mandatory Indemnification.

The Parish shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as Rector, in his or her capacity as a member of the Vestry, or in any capacity identified in Section 13, or other officer of the Parish, 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.

Sections 16.2. Permissive Indemnification.

The Parish may indemnify Parish Members who serve the Parish in a capacity described in Section 14 against all expenses and liabilities, including, without limitation, council 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 proceeding in which he or she may become involved by reason of his or her serving or having served in such capacity. The decision whether the Parish shall indemnify a Parish Member in any instance shall be made by the Vestry. Persons indemnified pursuant to Section 16.1 or Section 16.2 are collectively referred to as "Indemnified Persons."

Section 16.3. Payment Authority.

Indemnification, pursuant to Section 16.1 or Section 16.2, 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 Indemnified Person 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, and each officer of the Parish approving such payment shall be wholly protected, if:

- A. the payment has been approved or ratified (i) by a majority vote of a quorum of the members of the Vestry who are not at that time parties to the proceeding or (ii) by a majority vote of a committee of two or more Vestrypersons 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
- B. 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 (i) or (ii) of subparagraph (a) or, if that manner is not possible, appointed by a majority of the Vestrypersons then in office; or
- C. a court of competent jurisdiction shall have approved the payment.

This indemnification shall inure to the benefit of the heirs, executors and administrators of Indemnified Persons 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 officers, employees, agents, Vestrypersons and other persons may be entitled by contract or otherwise under law.

SECTION 17. ADOPTION.

These By-laws will be placed before the Parish at a Parish Meeting that shall be announced by the Rector (or by one of the Wardens if there is no Rector), at all morning services on the two Sundays immediately preceding the meeting. These By-laws will be considered adopted upon receiving a plurality of votes cast in favor and will become effective in full immediately upon adoption. Upon adoption of these bylaws, existing Vestrypersons and Wardens will remain in their roles to the completion of the term to which they were elected, not to exceed two years from the date of adoption in the case of Wardens, and not to exceed three years from the date of adoption for Vestrypersons.

SECTION 18. AMENDMENT.

Proposed amendments to these By-Laws will be placed before the Parish at a duly convened Parish Meeting. Amendments will be considered to have been adopted by the Parish upon receiving two-thirds of votes cast in favor and will become effective immediately upon adoption. To be placed before the Parish for consideration, proposed amendments shall have been approved by a majority of the Vestry at two successive regular meetings of the Vestry.

Notwithstanding the foregoing, Sections 14 and 15 constitute a contract between the Parish and the persons identified therein (each an "Affected Person"). No amendment or repeal of the provisions of Sections 14 and 15 which limits or adversely affects the rights of an Affected Person shall apply to an Affected Person with respect to, an act or omission, or an exercise of judgment or discretion, occurring at any time prior to such amendment or repeal without, in each case, the written consent of such Affected Person.

SIGNATURE PAGE

These By-Laws of The Church of the Atonement In Chicago, Illinois were approved by vote of the Vestry at their regularly scheduled meeting on January 10, 2021.

Certified by the Clerk of the Vestry: James G. Hawkes

15 Jan., 2021 *James G. Hawkes*

January 15, 2021

Rector: The Rev'd. Erika L. Takacs

Erika L. Takacs

January 15, 2021

Vestry: Margaret Sullivan and Greg Bradley (Wardens); Natalie Archie; David Beil; Steven Britt; Will Cronenwett; Marian DeBerry; Aron Dunlap; Bill Hancox; Barbara Newman; and Daniel Polley
Mike Trumbold (Treasurer)

These By-Laws of The Church of the Atonement In Chicago, Illinois were approved by vote of the Congregation at a Special Meeting of the Parish on January 31, 2021.

Certified by the Clerk of the Vestry:

DocuSigned by:
Greg Bradley
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vestry warden

Rector: Erika Takacs

DocuSigned by:
Erika Takacs
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