

BY – LAWS OF
NORTHSIDE ASSOCIATED MINISTRIES

(A Michigan non-profit corporation, incorporated under Act.327, P.A. of 1931)

*As adopted on June 22, 1972
Amended November 19th, 2008*

SECTION 1: MEMBERS AND TRUSTEES (JOINT ASSEMBLY)

- (a) All members of the governing boards of the Northside Presbyterian Church of Ann Arbor, Michigan (“the Session”), and of St. Aidan’s Episcopal Church of Ann Arbor, Michigan (“the Vestry”), hereinafter referred to as the “Member Churches”, elected in the manner provided by the custom of the respective Member Churches, plus any additional members of the Administrative Council (see Section 3 herein) not also serving on the Session or the Vestry, shall serve as Members of this corporation and as the Board of Trustees of this corporation.
- (b) The business and affairs of this corporation shall be managed and directed by this Board of Trustees consisting of two equal divisions or bodies, one consisting of all of the Presbyterian members of the Board, the other the Episcopal members of the Board. The only acts of the Board of Trustees that shall be valid corporate acts, except as provided below in Section 1 (f) shall be those in which there is concurrence by a majority of each of the aforementioned divisions of the Board of Trustees.
- (c) The membership in and the term of office of a member and trustee of this corporation shall expire with the expiration of her term of office on the governing board of the applicable Member Church. The terms of those Members of the Board serving on the Administrative Council but not on the Session or the Vestry shall be for one year, and they can be re-appointed every year in the manner described in the Articles of Agreement, II. B. 3 (a). Officers whose Session or Vestry terms have expired continue to serve until the following Easter Season Meeting when officers are elected.
- (d) Meetings of the Board of Trustees of this corporation shall be concurrent with meetings of the Joint Assembly meeting jointly under provisions of the “Articles of Agreement”. Any meeting of the Joint Assembly which deals with the purposes of the corporation shall be recognized as Trustee meetings, and minutes of such meetings shall be considered minutes of the Board of Trustees of this corporation. Such meetings shall also be recognized as meetings of the Members of the corporation, and minutes of such meetings shall be considered minutes of the membership meetings of this corporation.
- (e) A quorum at meetings of the members and Board of Trustees of this corporation shall consist of a quorum of the governing boards of each of the Member Churches.
- (f) When action is not unanimous or by common consent, a majority of those Joint Assembly members present from each Member Church must approve before a resolution or motion can be passed.

Section 2: OFFICERS OF THE CORPORATION

The officers of the corporation shall be a President, a Vice-President, a Treasurer, and a Secretary, elected each year by the Board of Trustees for one-year terms. An unexpired term of any officer shall be filled by action of the Trustees. The President, elected to and having served a full term, shall not be eligible for immediate re-election.

Section 3: ADMINISTRATIVE COUNCIL

The Administrative Council manages the programs and goals set out by the Board of Trustees/Joint Assembly at its Easter Season Meeting and is responsible for the ongoing operations of the corporation.

- (a) Membership: The Administrative Council is composed of the four officers of the Corporation, as described in Section 2. In addition to the four officers, the Council includes a minimum of two additional at-large members so that there are an equal number of members from each Member Church on the Council. These officers are elected from the Member Churches or appointed by their governing boards according to their custom. All members of the Administrative Council, including the at-large members, are also voting members of the Joint Assembly.

The Clergy of each Member Church are *ex officio* members and act as advisors.

- (b) Duties of the Officers: The President is responsible for calling and moderating the meetings of the Administrative Council and the Joint Assembly/Trustees. The President sets the agenda for these meetings in consultation with the Administrative Council. The President signs contracts as required to carry out previously approved major expenditures.

The Vice President assists the President in all duties, and acts for the President when the President is absent.

The Secretary records the minutes for meetings of the Administrative Council and the Joint Assembly/Trustees, and disseminates the minutes of all meetings to the Administrative Council and the Joint Assembly within 5 business days after each meeting.

The Treasurer manages the NAM budget and expenditures, prepares and distributes Expenditure Guidelines to Committee chairs, prepares a monthly report for the Administrative Council, and convenes the NAM Finance Committee.

- (c) Management responsibilities, on behalf of the Joint Assembly/Trustees: The Administrative Council directs and coordinates the work of the NAM committees.

The Council receives Committee, Treasurer and Clergy reports at each of its meetings. The Council controls NAM special funds and capital reserve for projects designated or approved by the Joint Assembly. The Council controls NAM funds for emergency needs.

- (d) Meetings: The Administrative Council meets at least four times per year: in January, March, July, and September, and otherwise as needed. A quorum of the Council consists of 50% of its members with at least one member from each Member Church present.

Section 4: COMMITTEES

Any committee provided for under the Articles of Agreement between the two Member Churches, which deals with the purposes of this corporation, shall be recognized as a committee of the Trustees and members of the corporation.

Section 5: EQUITY (CERTIFICATES OF INVESTMENTS)

- (a) If accepted by the Trustees, capital contributions of money or property made by each of the Member Churches shall be recorded plainly in the books of this corporation, and the Trustees of the corporation shall issue to the governing board of each Member Church “certificates of investment” for the amount of capital funds contributed.
- (b) Payments of operating costs and contributions made to the corporation by individuals who are not members of either Northside Presbyterian Church, or St. Aidan’s Episcopal Church, and contributions made in the name of the corporation as a joint enterprise rather than in the name of either Member Church shall be excluded from these certificates of investment.
- (c) Certificates of investments may be exchanged between the Member Churches for value received; reports of such exchanges shall be certified by officers of the Member Church to the Treasurer of the corporation and entered upon the books of the corporation.
- (d) In the event of dissolution of this corporation, the real and personal property thereof, or the net proceeds of any sale made in connection with such dissolution, shall be divided between the Member Churches in the ratio of the value of the certificates of investment held by each.
- (e) Initially, each Member Church or its appropriate higher judicatory was granted certificates of investment in amounts determined by the Trustees, based upon the value of real property and money brought into the corporation by each denomination. The value of real property was determined by an independent appraiser recommended by a bank doing business in the city of Ann Arbor.
- (f) Payment of regular operating costs are not to be considered in determination of the balance of equity. As of January 1st, 2008 the balance of equity between each of the Member Churches is declared to be equal.

Section 6: SHARING OF OPERATING COSTS; BALANCE OF EQUITY

- (a) Operating costs shall include administrative, educational and building expenses, as well as the costs of all encumbrances made in the name of this corporation (i.e. payments of interest and principal or loans and mortgages). Other costs applicable to each of the Member Churches may be included by a vote of the Trustees of this corporation.
- (b) Each year, the assessment of operating costs applicable to each of the Member Churches shall be determined by the following procedure: 1) The Finance Committee establishes a proposed budget for the following year based on anticipated income and expenditures, and 2) the Trustees approve the budget. In addition to the assessment of operating costs paid by the Member Churches, groups who use the property of the corporation by permission of the Trustees shall be assessed usage fees as set forth by the Trustees.
- (c) The share of the operating costs paid by each Member Church shall be determined by vote of the Trustees. Under normal circumstances it is expected that each Member Church will contribute ½ of the operating costs for the corporation.
- (d) Assessments of operating costs shall be paid monthly, except that advance payments may be made at any time within the fiscal year in question.

Section 7: DISSOLUTION

- (a) This corporation may be dissolved upon an adoption of a resolution directing dissolution approved by a majority of either of the divisions of the Board of Trustees herein above provided for in Section 1(b).
- (b) Upon the passage of a resolution directing dissolution, orderly arrangements shall be made to dissolve the corporation within eighteen months. If distribution of capital investment is possible only by sale of real property, adjudication as provided by “Articles of Agreement” relating to “Resolution of Disputes” will be invoked. The value of real property at the time of dissolution of the corporation shall be determined by an independent appraiser recommended by a bank doing business in the city of Ann Arbor.

Section 8: AMENDMENTS TO THE ARTICLES OF INCORPORATION AND BY-LAWS

Amendments to the Articles of Incorporation or By-Laws of this corporation which have been circulated to the members and Trustees of this corporation in writing ten days or more in advance of any meeting may be adopted at that meeting providing that a simple majority of the Trustees (Members) of this corporation representing each Member Church shall approve.

Amendments proposed at a meeting of the Board of Trustees (Members) of this corporation which have not been circulated at least ten days in advance thereof must be tabled for action at a subsequent meeting.

Any amendments to either these Articles of Incorporation or these By-Laws must be filed with the Presbytery of Detroit and the Episcopal Diocese of Michigan.