

BY-LAWS

St. Aidans Episcopal Church
Ann Arbor, Michigan
September 14, 1980

ARTICLE I
General

Section 1. Name. The name of this ecclesiastical corporation shall be St. Aidan's Episcopal Church, Ann Arbor, Michigan, hereinafter referred to as the "Parish".

Section 2. Objectives. The objectives and purposes of the Parish shall be to engage in worship and in work according to the discipline, rules and usage of the Protestant Episcopal Church in the United States of America, hereinafter referred to as the "Episcopal Church".

ARTICLE II
Membership

Section 1. Members. All baptized persons whose names are recorded in the Parish Register are members of the Parish.

Section 2. Qualified Voters.

- a. Qualified voters at any Parish meeting are those persons sixteen years of age or over who are baptized and who have been regular worshippers in the Parish for six months prior to the meeting. To vote a person must be physically present at the meeting.
- b. A list of qualified voters shall be maintained and shall be certified as correct at the beginning of each Parish meeting as a basis for establishing the presence of a quorum.

ARTICLE III
Vestry

Section 1. Membership. The Vestry shall be composed of twelve persons who at the time of election meet the requirements of qualified voter.

Section 2. Election to Membership. Members of the Vestry shall be elected at the annual Parish meeting, and one-third of the members shall be elected each year. Each member of the Vestry shall be elected to a term of three years. No vestry member so elected shall be eligible for reelection until the next annual Parish meeting following the expiration of the current term of office.

Section 3. Termination of Membership.

- a. A Vestry member may resign from the Vestry provided that such resignation is stated in writing and submitted to the Secretary of the Vestry.
- b. A Vestry member who is absent from three consecutive meetings, or from five meetings during any twelve month period, without first being excused by majority vote of the Vestry, may be relieved of duties and removed from the Vestry by a two-thirds vote of Vestry.

Section 4. Vacancies. All vacancies in the Vestry may be filled by action of the remaining Vestry members at any meeting, and the persons so elected shall hold office for the unexpired terms of their predecessors.

Section 5. Purposes. The Vestry shall be directly responsible to the Parish and shall relate the interests and concerns of the Parish to the Rector or other designated clergy. The Vestry shall represent the Parish between Annual Meetings and special meetings. The Vestry shall further:

- a. Support the goals agreed upon by the Parish.
- b. Provide responsibly for the maintenance of a Rector.
- c. Act as helpers to the Rector in whatever is appropriate for the furtherance of the gospel.
- d. Keep order in the church during divine worship.
- e. Uphold and enable planned Parish programs.
- f. Encourage and participate in program evaluation.
- g. Work for program improvements including modified programs and new programs.
- h. Motivate members of the Parish to share skills in the work of the Parish.
- i. Keep in order the financial affairs of the Parish.
- j. Manage responsibly the physical assets of the Parish.

Section 6. Meetings.

- a. Regular meetings of the Vestry shall be held once each month, except that the July or August meeting may be omitted in any year. Meetings of the Vestry may be called by the Rector by giving notice thereof at any regular service on Sunday, or they may be called by the Rector or by one-third of the Vestry members by giving notice personally or by mail to the Rector and to all the members of the Vestry.
- b. A majority of the Vestry members shall constitute a quorum. The Rector, when present, shall preside at all Vestry meetings, but shall have no vote except in case of tie. In the Rector's absence from a meeting, one of the wardens, if present, or in the absence of the wardens, a vestry member shall be elected to preside.
- c. A special Vestry meeting shall be *held once each year* to evaluate current goals and programs of the Parish and to formulate recommendations concerning purposes, plans and programs.

Section 7. Committees. The Vestry shall constitute and be responsible for committees that report to the Vestry. Standing committees and ad hoc committees of the Vestry shall take origin in the need for sensitive, accurate and effective representation of the Parish. Committees of the Vestry shall be appointed by the Rector subject to approval by a majority vote of the Vestry. Standing committees shall be responsible for the following areas and other areas as may be appropriate or necessary:

- a. Administration
- b. Evangelism
- c. Finance
- b. Parish Concerns

Section 8. Guidelines. The Vestry may adopt guidelines for the conduct of business and for guidance of committees, provided that such guidelines shall not be inconsistent with the Constitution and Canons of the Episcopal Church, or those of the Diocese of Michigan, or with these By-Laws.

ARTICLE IV Officers

Section 1. General.

- a. The Vestry members shall annually choose by ballot from their own body a Senior Warden and a Junior Warden.
- b. They shall also elect a Secretary and a Treasurer, and they may appoint such other agents as may be required.
- c. The officers who are elected members of the Vestry shall constitute the Executive Committee of the Vestry.

Section 2. Election of Officers.

- a. Officers of the Vestry shall be elected by ballot at the first Vestry meeting following the Annual Meeting of the Parish. The officers shall take office immediately upon election and shall serve until successors assume office.
- b. Vacancies shall be filled by election using the method of ballot at a duly called meeting of the Vestry.
- c. Additional one year terms of office may be served in the event of reelection, but no person shall serve more than five consecutive years in any office.

Section 3. Wardens. The Wardens shall consult with the Rector concerning the goals, directions and purposes of the Parish. The Wardens shall oversee matters that particularly pertain to the Vestry; shall regularly schedule meetings of the Executive Committee to propose agenda for Vestry meetings in cooperation the Rector. They shall perform other duties incident to their offices and such other duties as from time to time may be assigned by the Parish, the Vestry or the Rector.

Section 4. Secretary. The Secretary shall record and shall keep in appropriate files the agenda and minutes of Vestry and Parish meetings; shall distribute minutes and reports; shall see that all notices are duly given in accordance with the provisions of these By-Laws and of the Constitution and Canons of the Diocese of Michigan, and the laws of the State of Michigan; shall be custodian of the corporate records; shall maintain the By-Laws; and in general shall perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned by the Vestry or the Rector.

Section 5. Treasurer. The Treasurer shall be responsible for overseeing the financial transactions of the Parish; shall maintain financial records; shall prepare official financial reports of the Parish, and shall provide information as requested by the Vestry or Finance Committee relative to the financial soundness or projected condition of the Parish; shall in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Rector, the Vestry, or the Finance Committee.

Section 6. Corporate Signature. All instruments requiring the corporate signature shall be signed in the name of the corporation by one of the Wardens, and by the Secretary or Treasurer, or by such other member or members of the Vestry as shall be authorized to do so by resolution of the Vestry.

ARTICLE V Rector

Section 1. Duties. The Rector of the Parish shall serve in accordance with the Constitution and Canons of the Episcopal Church, and those of the Diocese of Michigan, and in conformity with the Doctrine, Discipline and Worship of the Episcopal Church.

Section 2. Worship Committee. The Rector may appoint a Worship Committee to assist in the planning and implementation of worship.

Section 3. Pastoral Relationship. The calling of a Rector and the dissolution of the pastoral relationship shall be accomplished in accordance with the Constitution and Canons of the Episcopal Church and those of the Diocese of Michigan.

ARTICLE VI Meetings of the Parish

Section 1. Annual Meeting. The annual Parish meeting shall take place during the month of January. Public Notice shall be given by the Rector, or in his absence by either of the Wardens, on two Sundays immediately preceeding such meeting. At the annual Parish meeting members of the Vestry shall be elected and such other business shall be conducted as required for the goals and purposes of the Parish.

Section 2. Special Meetings. Special meetings of the Parish may be called by the Wardens or the Rector. Like notice shall be given of any such special meeting as is required for an annual meeting, and the object of such special meeting shall be stated.

Section 3. Termination of Membership.

- a. A Vestry member may resign from the Vestry provided that such resignation is stated in writing and submitted to the Secretary of the Vestry.
- b. A Vestry member who is absent from three consecutive meetings, or from five meetings during any twelve month period, without first being excused by majority vote of the Vestry, may be relieved of duties and removed from the Vestry by a two-thirds vote of Vestry.

ARTICLE VI
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ARTICLE VII
Order of Business and Rules of Order

Section 1. Order of Business. The order of business at all meetings of the Parish and of the Vestry, unless otherwise approved by appropriate resolution, shall be as follows:

- a. Prayer
- b. Reading of minutes
- c. Treasurer's report
- d. Reports of committees
- e. General business
- f. Prayer

Section 2. Rules of Order. Roberts Rules of Order, Revised, shall govern the transaction of business in all cases in which they are applicable and in which they are not inconsistent with these By-Laws.

Section 3. Open Meetings. Meetings of the Parish and the Vestry shall be open, except that by two-thirds vote, the meeting may be closed for discussion of a specific item of business.

CHANGES IN THE BY-LAWS OF ST. AIDAN'S EPISCOPAL CHURCH

Recommended to the Parish Meeting of January 25, 1981 by
the Chancellor of the Diocese, John Canon
the By-Laws Committee of St. Aidan's

Article III, Section 3, sub-section b.

eliminate the word "first"

Article VI, Section 1.

replace "his absence" with "the absence of the Rector"

Article VII, Section 3

after "vestry" add "and its committees"

after "vote" add "of those present**and entitled to vote*"

Ruth Strang

Jean Dillon

Cal Reedy

The Rector

Section 3. Quorum. One-fourth of the persons qualified to vote shall constitute a quorum for the transaction of business.

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ARTICLE VIII
Business Methods

Section 1. General. The Parish shall conform to the business methods prescribed in the Constitution and Canons of the Episcopal Church and of the Diocese of Michigan.

Section 2. Fiscal Year. The fiscal year of the Parish shall begin on January 1.

Section 3. Annual Audit. An annual audit of financial records shall be performed within sixty days following the annual Parish meeting. This audit shall be made in accordance with the Canons of the Diocese of Michigan and instructions issued pursuant thereto. A report of the audit and its findings will be presented to the Vestry at the first regular meeting following receipt of the report of the auditor.

ARTICLE IX
Canons

The provisions contained in these By-Laws shall govern the Parish in all cases to which they are applicable and in which they are not inconsistent with the Constitution and Canons of the Episcopal Church and of the Diocese of Michigan. If any provisions of these By-Laws are in contradiction to the Constitution and Canons of the Episcopal Church and of the Diocese of Michigan, the Constitution and Canons shall take precedence.

ARTICLE X
Amendments

These By-Laws may be amended by a two-thirds vote of those present and qualified to vote at an annual Parish meeting or at a special Parish meeting called for this purpose. All proposed amendments shall be distributed to the members of the Parish at the time of the call for the meeting.

1. By-law change (Len Coombs)

A by-law change was suggested to make the organization of Vestry and Parish meetings more flexible. Moved by Len Coombs, seconded by Charles Williams that the title and Section 1 of Article VII of the Bylaws of St. Aidan's Episcopal Church be amended to replace "Order of Business" with "Items of Business", to read as follows:

Items of Business and Rules of Order

Section 1. Items of Business. All meetings of the Parish and of the Vestry shall include the following items of business, unless otherwise approved by appropriate resolution:

- a. Prayer
- b. Reading of minutes
- c. Treasurer's report
- d. Reports of committees
- e. General business
- f. Prayer

The motion passed unanimously.
