

BY-LAWS OF  
SAINT AIDAN'S EPISCOPAL CHURCH  
OF BOULDER

ARTICLE I  
TITLE AND LOCATION OF PARISH

The Corporation shall be known as and named SAINT AIDAN'S EPISCOPAL CHURCH OF BOULDER, and its location is in Boulder, Colorado.

ARTICLE II  
GOVERNING LAW

The Church and the Parish accede to the Constitution and Canons adopted by the General Convention of the Protestant Episcopal Church in the United States of America, and to the Constitution and Canons of the Diocese of Colorado. The Parish shall have control of its own local affairs, but nothing shall be done **that** conflicts with said Constitutions and Canons.

ARTICLE III  
GOVERNING AUTHORITY

The governing authority of the Corporation shall be a Vestry consisting of the Rector of the Parish, two Church Wardens (a Senior Warden and a Junior Warden), and twelve Vestry (12) persons. The Vestry may be referred to as the Board of Trustees, or Board of Directors.

## ARTICLE IV

### MEMBERS

Section 1. Members of the Corporation shall also be known as Members of the Parish, and shall be all persons, recorded in the Parish directory in a member status, sixteen (16) years of age or older, as defined by Title I, Canon 17, Section (2 & 3) of the Canons of the Episcopal Church, who are faithful in corporate worship, unless for good cause prevented, and who have been faithful in working, praying, and giving for the spread of the Kingdom of God.<sup>1 [1]</sup> The Rector and the Wardens shall decide membership status of members for meeting and/or voting purposes. *\*[Amended 1/22/2001 at the regular Annual Meeting of St. Aidan's.]*

Section 2. A regular Annual Meeting of Members shall be held at such time and place within the Parish as may be determined by the Rector and the Vestry. At such Annual Meeting, the Members of the Parish shall elect a Senior Warden, a Junior Warden, and four (4) Vestrypersons, plus such additional Vestrypersons, if any, as may be necessary to complete unexpired terms, subject to the limitations of Article V, Section 1, and Article VI, Section 3. *\* Church Wardens and Vestrypersons shall be elected from the Members of the Parish, as defined in Section 1 hereof, eighteen (18) years of age or older. Absentee ballots will be accepted prior to the Annual Meeting, with justifiable reason for the absence, for the election of Vestrypersons.*

Section 3. Special meetings of the Members of the Parish may be called by the Rector, the Wardens, the Vestry, or thirty (30) or more Members of the Parish, but not without notice to the Rector, the Wardens, the Vestry, and the other Members of the Parish, as specified in Section 4 hereof.

Section 4. Notice of the Annual Meeting and of each Special Meeting of Members shall be read by the Rector of officiating minister, or, if there be none, by a Warden, on the

---

<sup>1 [1]</sup> *Uses a modification of the working from Title 1, Canon 17, Section 3 of the Canons of the Episcopal Church and adding the phrase 'recorded in the parish directory in a member status'.*

two Sundays immediately preceding such Meeting at the times of Divine Service; and in addition, written notice thereof shall be mailed to each Member of the Parish at least fifteen (15) days in advance of such Meeting, such notice specifying the time, place, and purpose or purposes of the Meeting.

Section 5. *One-half (1/2) of the current pledging Members of the Parish shall constitute a quorum at any Annual or Special Meeting of Members and a majority of such quorum shall decide any question properly brought before such Meeting. In the absence of a quorum, those present may adjourn the Meeting from time to time, but until a quorum be secured, no business may be transacted. No notice need be given of an adjourned Meeting.*

Section 6. The Rector shall preside at all Annual and Special Meetings of the Members. In the Rector's absence, the Associate Rector, if there be one, shall preside. Otherwise the Senior Warden shall preside. In the Senior Warden's absence, the Junior Warden shall preside. In the absence of the Rector, the Associate Rector, the Senior Warden, and the Junior Warden, a Chairperson (**Chair**) shall be chosen by the Members present at the Meeting.

The Parish Clerk shall keep a full record of the proceedings at all Annual and Special Meetings of the Members. If the Parish Clerk be not present, the presiding officer shall appoint a Clerk pro tem.

Section 7. The order of business at each Annual Meeting, and, so far as practicable, at each Special Meeting, of the Members, shall be as follows:

- (a) Collect to be recited by the presiding officer;
- (b) Proof of quorum;
- (c) Reading and disposal of any unapproved Minutes;
- (d) Annual Reports of Parish officers and commissions;
- (e) Election of Wardens and Vestry Members;
- (f) General business;
- (g) Adjournment.

Section 8. Absentee Voting – Absentee ballots may be accepted with justifiable reason for the absence, for the election of Vestry representatives at the Annual Parish Meeting. Ballots are to be opened only by the Nominating Committee on the day of the election.

## ARTICLE V

### VESTRY

Section 1. The Vestry persons shall be elected as provided in Article IV, Section 2, each to serve for a three-year term. No Vestry person may be eligible for re-election until after the expiration of one year from the date of previous service, except that a Vestry member appointed to fill a vacancy on the Vestry shall not be ineligible for election to serve the balance of the unexpired term of the Vestry member the person has been appointed to succeed; nor shall a Vestry member so elected to a part term be ineligible for a full term at the expiration of said part term. A vacancy occurring in the office of a Vestry person may be filled by appointment by the remaining Members of the Vestry, even though less than a quorum thereof exist, and the person so appointed shall serve until the next Annual Meeting of the Members of the Parish, at which time a person shall be elected to fill the unexpired portion, if any, of the term of such office.

Section 2. A regular meeting of the Vestry shall be held at least once a month, except when postponed or adjourned by the approval of the Vestry, at such time and place as may be determined by the Rector.

Section 3. Special meetings of the Vestry may be held at any time or place, on the call of the Rector, or, in the Rector's absence, of the Wardens, or of a majority of the Vestry, but not without notification of the Clergy, the Wardens, and the Vestry as specified in Section 4 hereof.

Section 4. The Parish Clerk shall notify each Member of the Vestry of all regular and special meetings, by personal notice, or by written notice mailed to each Vestry

member, at least three (3) days prior to any such meeting; such notice specifying the time and place of the meeting and, for a special meeting, the purpose or purposes thereof.

Section 5. A majority of the Vestry shall constitute a quorum, and a majority of the Members in attendance at any meeting shall, in the presence of a quorum, decide its action. In the absence of a quorum, those present may adjourn the Meeting from time to time, but until a quorum be present, no business may be transacted. No notice need be given of an adjourned Meeting.

Section 6. Notice of a regular or special meeting of the Vestry, and call of a special meeting of the Vestry, may be waived in writing by all of those entitled to such notice under these By-Laws, and such waiver may be executed before, at, or after any such meeting.

Section 7. At the first Vestry meeting after the Annual Meeting of the Members of the Parish, a Parish Clerk and a Parish Treasurer, neither of whom need be a Member of the Vestry, but each of whom must be a Member of the Parish, shall be elected to serve for the ensuing year and until the election of their respective successors.

Section 8. It being the duty of Vestry persons to be diligent in attendance at meetings of the Vestry, a Vestry member who shall have been absent at three consecutive meetings shall be considered resigned, and a successor shall be chosen as prescribed in Section 1 hereof.

Section 9. The Rector shall preside at all Vestry Meetings. In the Rector's absence, the Associate Rector, if there be one, shall preside. Otherwise the Senior Warden shall preside. In the Senior Warden's absence, the Junior Warden shall preside. In the absence of the Rector, the Associate Rector, the Senior Warden, and the Junior Warden, a Chairperson shall be chosen by the Members of the Vestry present at the Meeting.

Section 10. The Parish Clerk shall keep a full record of the proceedings at all Vestry Meetings. If the Parish Clerk cannot be present, the presiding officer shall appoint a Clerk pro tem.

Section 11. The Wardens and the Vestry shall have charge of the temporalities of the Parish, and shall attend to all the business matters thereof, including the providing and keeping in good order of a house of worship and all the necessary furniture and appointments of the same, as well as the furnishing of all things requisite to the proper carrying on of the work of the Church in the Parish.

Section 12. At the time of the Vestry Meeting each year, the Vestry members whose terms expire the following January shall be constituted as the Nominating Committee for candidates for Vestry. They shall report, to the Vestry Meeting in the month of December, a prospective slate of candidates for Vestry and Church Wardens, subject to the qualifications of Article IV, Section 2, Article V, Section 1, and Article VI, Section 3, together with biographical information on each candidate. After approval by the Vestry, this slate of candidates shall be published in the January issue of the Parish Newsletter, if there be one, or, failing that, in the Parish Bulletin for the second Sunday in January.

## ARTICLE VI

### PARISH OFFICERS

Section 1. The Rector. The Rector shall be selected as provided in the said governing law (Article II hereof), and shall be the head of the Parish, shall have control of all **spirituality's**, including the appointment and direction of Divine Services, the use of church buildings and the management of church school, and in general shall manage the work of the Church in the Parish. The Rector shall be a member ex officio of every Parish commission and organization. The Rector shall perform the duties usually performed by presidents of corporations. The Rector shall, with the Parish Clerk, execute all deeds, mortgages, conveyances, or other instruments **that** shall require execution on behalf of the

Corporation; provided, that no Parish real property, and no personal property **that** constitutes a fixture thereon, shall be alienated or encumbered without prior approval of the Vestry and Members of the Parish and the Board of Trustees of the Diocese of Colorado. Any arrangements for use of Parish space, indoor or outdoor, or Parish equipment, shall be in writing, and shall be subject to prior review by and counsel of the Vestry. The Rector shall keep an accurate Parish Register, making such entries therein as are required by said governing law (Article II). The Rector shall perform all other duties pertaining to the office as are provided in the Rubrics of the Book of Common Prayer and by said governing law (Article II). In case of a vacancy in the Rectorate, the Ecclesiastical Authority of the Diocese of Colorado shall have all the powers and rights of the Rector.

Section 2. Assistant Clergy, Curates, and Deacons. Assistant Clergy, Curates, and Deacons may be employed by the Rector, subject to the approval of the Vestry, and to such other approval as is provided in said governing law (Article II); said Assistant Clergy, Curates, and Deacons shall possess such powers and perform such duties as may be delegated to them by the Rector, including, but not limited to presiding in the Rector's place at Vestry Meetings and at the Annual Meetings of the Members of the Parish.

Section 3. Wardens. The Senior Warden and the Junior Warden shall each be elected annually at the Annual Meetings of the Members of the Parish. The same person may not be elected to the same Church Warden office for more than three (3) successive one-year terms, and shall not be eligible to be elected to the Vestry until after the expiration of one year from the date of termination of previous service. The Rector may nominate the Senior Warden. In the event of a vacancy occurring in the office of either Church Warden, the Vestry, even though less than a quorum thereof exist, shall have the power to fill the vacancy until the next Annual Meeting of the Members of the Parish. The Senior Warden, and in the Senior Warden's absence the Junior Warden, shall have the authority to act for and in the place of the Rector, in the Rector's absence, in the performance of all temporal duties in the work of the Parish, subject to the Ecclesiastical Authority in event of a vacancy in the Rectorate, and subject to the direction of the Vestry, and shall perform such other duties as may be delegated to them by the Vestry.

Section 4. The Parish Clerk. The Parish Clerk shall possess the powers and shall perform the duties usually devolving upon the Secretary of a corporation, and, as such, shall be the Secretary of the Corporation. The Parish Clerk shall have charge of and keep the Seal of the Corporation, and shall affix the same, including deeds, mortgages, conveyances, and other instruments executed by the Rector as provided in Section 1 hereof.

Section 5. The Parish Treasurer. The Parish Treasurer shall possess the powers and shall perform the duties usually devolving upon the Treasurer of a corporation, and, as such, shall be the Treasurer of this Corporation. The Parish Treasurer shall have custody of, and be responsible for, all monies and securities belonging to the Parish, except as provided in the charter of Saint Aidan's Endowment Fund, keeping records thereof, showing the transactions of the Parish, its accounts, liabilities, and financial condition, and shall see that all expenditures are duly authorized and evidenced by proper receipts and vouchers. The Treasurer shall deposit, in the name of the Parish, in such depository or depositories as are approved by the Vestry, all monies that may come into the Treasurer's hands for the Parish account.

The Treasurer shall endorse for collection or deposit all bills, notes, checks, and other negotiable instruments of the Parish; shall pay out money as may be necessary in the transactions of the Parish, by either special or general direction of the Vestry, and on checks signed by said Treasurer; and shall generally, together with the Rector, have supervision of the finances of the Parish.

The Treasurer shall also make full report of the financial condition of the Parish for the Annual Meeting of the Members of the Parish, and shall make other such reports and statements as may be required of **him** by the Vestry.

Should the Treasurer not be bonded by the Diocese of Colorado, the Treasurer shall give bond in the sum of ten thousand dollars (\$10,000), with surety satisfactory to the Vestry, conditioned on faithful performance of duties and restoration to the Parish, in the event of the Treasurer's death, resignation, or removal from office, of all books, papers, vouchers, money, and other property belonging to the Parish that may have come into the

Treasurer's hands or custody as Treasurer. The Treasurer shall be reimbursed for all expenses of said office, including the cost of said bond.

An Assistant Treasurer, if deemed necessary, may be elected by the Vestry to serve in the absence of the Treasurer.

## ARTICLE VII

### COMMISSIONS

Section 1. The Vestry may nominate, and the Rector, with advice from the Assistant Clergy and Wardens, shall appoint, the members and Chairpersons of the following Commissions annually at the Annual Meeting of the Vestry: *[This reflects a change approved at St. Aidan's regular Annual Meeting on January 19, 1997.]*

- (a) Administration and Wardens **Commission**;
- (b) **Christian** Education Commission;
- (c) Worship Commission;
- (d) Community Concerns Commission;
- (e) College and Young Adult Commission;
- (f) Shared Ministries Commission;
- (g) Fellowship Commission;
- (h) Faith and Development Commission;
- (i) Invite, Welcome and Incorporate Commission;
- (j) Pastoral Care and Counseling Commission;
- (k) *Communication Commission*;
- (l) *Healing Commission*;
- (m) *Women's Ministry*;
- (n) *Elder Ministries*.

All members of the Commissions shall be Members of the Parish, as defined in Article IV, Section 1. Each such Commission shall have at least one Vestry Member in addition to such *ex officio* members as specified in Section 2 hereof. No member shall serve as Chairperson of the same Commission for more than three (3) consecutive years, unless extended by vote of the Vestry.

Section 2. The duties of the said Commissions may be set forth in task descriptions approved by the Vestry, and in general shall be as follows:

(a) Administration and Wardens Commission. The duties of the Administration and Wardens Commission shall be to:

- (1) Provide leadership and stewardship for the planning, management, and implementation of our Parish mission;
- (2) Maintain our building and grounds;
- (3) Provide linkage between the Parish family and staff;
- (4) Represent the Parish in both temporal and Ecclesiastical relationships;

*(5) Establish a Finance Committee that shall consist of the Parish Treasurer, one Parish Warden, and three Members of the Parish.*

*The Committee ~~Chairperson (Chair)~~ shall be elected by the members of the Finance Committee. The duties of the Finance Committee are:*

- To draft and present to the Vestry, prior to its regular meeting for the month of September, a tentative balanced budget for the following year. Alternate budgets may also be presented along with ways and means to fund them;*
- To review the “Request for Expenditures” forms per the instructions put forth within the Policy for Procurement of Goods and Services;*
- To monitor St. Aidan’s insurance policies and coverages, and to protect the Church sufficiently with such insurance as they deem necessary subject to the approval of the Vestry;*
- The Parish Treasurer and the immediate past Chair of the committee shall be members ex officio;*
- As with all Committee Chairs, the Chair of the Finance Committee shall serve in this capacity for no more than three (3) years; unless extended by vote of the Vestry;*

- (b) Christian Education Commission. The duties of the Christian Education Commission shall be to work with the Rector or the Rector's designee in the furtherance of the Parish program of Christian Education; to bring to the attention of the Vestry any problems of budget, equipment, space, or any other temporalities of the Church bearing on said Christian Education program; to assist the Rector, as requested, in matters of curriculum, scheduling, or other subjects that the Rector may refer to it; and to report to the Vestry from time to time, and at least annually its recommendations and findings concerning the health of said program. The Lay Director of Christian Education, if there be one, and a designated member of the Junior-Senior High School Program, shall be *ex officio* members of this Commission.
- (c) Worship Commission. The duties of the Worship Commission shall be: to maintain liaison with the Choir Director, the Organist, and all representatives of various areas of worship to facilitate communication and to offer advice to the Rector in these matters, so that they may bring to the attention of the Vestry any financial, physical, or other problems, within the purview of their areas. At least one member of this Commission shall also be a member of the Senior Choir.
- (d) Community Concerns Commission. The duties of the Community Concerns Commission shall be: to advise the Vestry on the disbursement of funds set aside for outreach, and to establish criteria or guidelines for the disbursement of such funds; to offer programs of education and information regarding social service and outreach agencies that may be supported by the work and funds of the Commission; to promote the use of the time and talents of the Members of the Parish in the support of local programs dealing with outreach concerns, and to promote the financial support by the Members of the Parish of national and international outreach programs.

- (e) College and Young Adult Commission. The duties of the College and Young Adult Commission shall be to function as a support group for the Episcopal Chaplain at the University of Colorado, by offering counsel, advice, and other assistance in planning and executing the programs of the Campus ministry, and by promoting a healthy and cooperative relationship between the Parish and the Chaplaincy and between the Parish and the Diocesan College and Young Adult Ministry. The Episcopal Chaplain shall be an *ex officio* member of this Commission, and shall consult with the Rector regarding the appointment of the other members.
- (f) Shared Ministry Commission. Duties include the teaching of people in spiritual gifts such that they are discovered, and **the meaningfully involvement of people** in the ministries of our **C**hurch.
- (g) Fellowship Commission. The duties of the Fellowship Commission shall be to organize all activities that involve the parishioners in social gatherings; to create budgets for these activities and present the plans and budgets to the Vestry for approval; and to implement the approved plans.
- (h) Faith and Development Commission. The duties of the Faith and Development Commission shall be to organize all activities that help the parishioners develop and expand their faith; to create plans and budgets for these activities and present the plans and budgets to the Vestry for approval; and to implement the approved plans.
- (i) Invite, Welcome, and Incorporate Commission. The duties of the Invite, Welcome and Incorporate Commission shall be to organize activities that invite new parishioners, welcome visitors to the **P**arish, and incorporate new people into the parish body; to create plans and budgets for these activities and present the plans and budgets to the Vestry for approval; and to implement the approved plans.
- (j) Pastoral Care and Counseling Commission. The duties of the Pastoral Care and **C**ounseling Commission shall be to organize activities that

provide care and counseling for Members of our Parish who need support and help from the parish body; to create plans and budgets for these activities and present the plans and budgets to the Vestry for approval; and to implement the approved plans.

*(k) Communication Commission. Duties are undefined;*

*(l) Healing Commission. Duties are undefined;*

*(m) Women's Ministry. The mission of Women's Ministry is to:*

*(1) Minister to the women of the Parish and their special needs;*

*(2) Support women's spiritual growth through study groups; programs, and other activities.*

*(3) Provide opportunities for women to gather together to develop their sense of community and support for one another.*

*(n) Elder Ministries. The mission of Elder Ministries is to:*

*(1) Minister to elder parishioners to meet their special needs;*

*(2) Incorporate elder parishioners in the activities of the Parish.*

*(3) Provide support for families who are caring for elders.*

Section 3. It shall be the further duty of each Commission to report at least annually to the Vestry and/or the Annual Meeting of the Members of the Parish.

Section 4. In the event of the resignation of a Commission **Chair**, the Rector shall appoint a replacement, in accordance with Section 2 hereof, as nearly as possible at the next Vestry Meeting following the receipt of said resignation.

Section 5. The Vestry may refer to the Commissions matters other than those explicitly listed herein as their duties, on the basis of their general scope. Should there arise before the Vestry matters clearly not in the purview of a Commission, they may vote to create *ad hoc* Committees suitable to such matters, to appoint members to them, and to instruct these members in their duties. Such Committees shall be created for a fixed period on time, after which they shall either be discharged, or be given a similarly fixed extension of time.

*Section 6. The Commission structure may from time to time, be altered by a simple majority vote of the Vestry to allow for the changing needs of the Parish. These alterations include but are not limited to, adding or deleting entire commissions, renaming one or more commissions, and modifying the duties or composition of select commissions. When the structure of the commission is altered per this procedure, the By-Laws shall be updated accordingly the next time they are revised for any other reason. The commission alterations shall be given to the Vestry in writing, in advance, so that they may be reviewed and approved, and will also be provided to the Parish for ratification by the Parish at the next Annual Parish Meeting. (Revised January 19, 1997, at the Annual Parish Meeting in accordance with Article X, Amendments.)*

## ARTICLE VIII

### ENDOWMENT FUND

The Vestry shall maintain a Saint Aidan's Endowment Fund, and shall appoint Trustees to manage the Fund in accordance with instructions and conditions set forth in the Charter for the Fund, established by the Vestry.

## ARTICLE IX

### SEAL

The Seal of the Corporation shall contain the name SAINT AIDAN'S EPISCOPAL CHURCH OF BOULDER in a circle, with the name "Colorado" at the bottom of the circle, and the word "Seal" in the center thereof.

## ARTICLE X

### AMENDMENTS

These By-Laws may be amended, repealed, or altered, in whole or in part, at any Annual or Special Meeting of the Members of the Parish, provided that notice of the proposed change or changes, and the substance of such change or changes, have been

communicated to the Members of the Parish at least thirty (30) days prior to said Meeting, in the following fashion:

Enacted this twenty-second day of January Anno Domini 2001

The Rev. Don K. Henderson, Rector

*\* (Revised January 19, 1997, at the Annual Parish Meeting in accordance with Article X, Amendments.)*

*Last revised July 30, 1995, in accordance with Amendments approved at the Special Meeting of the Members of the Parish on that date and shown in this document in italics.*

*Revised January 1993 in accordance with Amendments approved at the Annual Meeting of the Members of the Parish, 24 January 1993.*

*Revised January 22, 2001 at Annual Parish Meeting.*

Some difficulties even before we get to the substance of the By-Laws:

Missing description of three Commissions: Communication, Healing and Women's Ministry, or is it Ministries?

Inconsistencies in names of commissions. First the names themselves, then whether they are commissions, committees, or ministries. For example, Community Concerns vs. Social Concerns.

Inconsistent capitalization: Parish, Member, Vestry, etc....

Revision history is very confusing and untraceable.