

AMENDED AND RESTATED BYLAWS
OF
ST. AIDAN'S EPISCOPAL CHURCH OF BOULDER

Saint Aidan's Episcopal Church of Boulder, Boulder, Colorado (the "Parish"), a parish acceding to the Constitution and Canons of the Episcopal Church and the Constitution and Canons of the Diocese of Colorado and being constituted by the Convention thereof, does hereby establish and adopt these Bylaws for the governance of the parish in order to enable it to perform those responsibilities reposed upon it by Canon and to provide for its orderly governance.

ARTICLE I - NAME

The name of the Corporation is Saint Aidan's Episcopal Church of Boulder (the "Parish"), sometimes known as St. Aidan's.

ARTICLE II - MEMBERSHIP

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, is a member thereof. No member shall be qualified to vote at any meeting of the Church unless that member is an adult communicant of this Church in good standing, in accordance with the National Canons of the Episcopal Church and as shown by the Parish Register, and is a regular contributor. The Rector and Wardens shall be the sole judge of such qualification.

ARTICLE III - MEETINGS OF THE MEMBERS

Section 1. Annual Meetings and Agenda

An annual meeting of the membership shall be held in the month of January or February of each year at a time and place to be set by the Vestry. The Senior Warden shall set the agenda for the annual meeting in accordance with these bylaws and the Articles of Incorporation of the Parish. In addition, the Senior Warden shall include a matter on the agenda of the annual meeting if ten or more qualified voting members have requested (in a writing delivered to the Senior Warden at least ten days prior to the annual meeting) that a matter be so included. The agenda of the annual meeting shall also include those items of business required by the Canons of The Diocese of Colorado, if any.

Section 2. Special Meetings

A special meeting of the membership may be called by the Rector, either Warden, the Vestry, or thirty (30) or more Members of the Parish eligible to vote in meetings of the Parish.

Bylaws

Section 3. Notice of Meetings

Notice of the time, place, qualification of voters and purpose of any meeting of the membership shall be given at the Sunday services for not less than two (2) consecutive Sundays preceding the said meeting, and by publication, no less than fifteen days nor more than forty-five days in advance of the annual meeting, in any newsletter or other type of general communication regularly sent to all the members.

Section 4. Presiding Officer

The Rector shall preside at meetings of the members, or by his/her request, either the Senior Warden or Junior Warden, in that order. At the Rector's request, or should there not be a Rector at the time of the meeting, another clergy member assigned by the Diocese of Colorado to serve in the Parish may preside. The Rector may request a Warden or clergy member to preside even though the Rector is present.

Section 5. Quorum and Voting

A quorum at a members' meeting shall consist of one half (1/2) of qualified voting members. Each person present shall have one vote. A majority of such quorum shall decide any question properly brought before such Meeting. Written proxy votes may be cast by any qualified member of the Parish, utilizing such form as may be provided by the Vestry.

ARTICLE IV - ELECTIONS

Section 1. Annual Elections

Positions to be filled by election at the annual meeting are the offices of Senior Warden, Junior Warden and the open elected positions on the Vestry. The delegates and alternates to the Annual Convention of the Diocese of Colorado, and the Diocesan Regional assemblies may be elected at the Annual Meeting or appointed by the Rector, in the Rector's discretion, in accordance with the Canons of the Diocese of Colorado. In the event that any delegate so selected shall be unable to so attend, the alternate designated shall be in accordance with the order of election or appointment.

Section 2. Election Procedures

A majority vote of the qualified voting members present at the annual meeting shall be required to pass any measure, unless a greater percentage is required by law. The election shall be held by secret ballot at the request of any member, or in the event of an election contest.

Bylaws

Section 3. Time of Taking Office

All Wardens and Vestry members elected at the annual meeting shall take office immediately following the Annual Meeting, and may be installed at a principal Sunday service following the annual meeting.

ARTICLE V - VESTRY

Section 1. Who Constitutes

The Rector, Senior Warden, Junior Warden and up to nine (9), but no fewer than six (6), Vestry members shall constitute the Vestry. Vestry members shall be adult communicants of this Church in good standing of the age of eighteen (18) years or over and regular contributors to the support of the congregation by pledge or otherwise. Vestry members shall be confirmed members of this Church unless an exception is made in accordance with the National Canons of the Episcopal Church.

Section 2. Terms of Office

a. The Senior Wardens shall be elected for a one (1) year term, and shall serve until replaced. ~~The Senior Wardens may serve for not more than three (3) consecutive terms of election.~~ For the purposes of this section, if the Senior Warden is serving as a non-warden Vestry member or as Junior Warden when elected as Senior Warden, any term of service as a non-warden Vestry member or Junior Warden shall not be included in calculating consecutive service as Senior Warden. The Senior Warden ~~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 if that term of previous service has totaled three consecutive years in any capacity. The Rector may nominate the Senior Warden.

b. The Junior Warden(s) shall be elected for a one (1) year term, and shall serve until replaced. The Junior Warden(s) may serve unlimited consecutive terms of election, but shall not be eligible to be elected to a non-warden Vestry seat until after the expiration of one year from the date of termination of previous service if that term of previous service has totaled three consecutive years.

cb. Non-warden Vestry members shall be elected for a three (3) year term, and shall serve until replaced. Non-warden Vestry members' terms shall be staggered in a manner determined by the Vestry. No non-warden Vestry member may be eligible for re-election until after the expiration of one year from the date of previous service, except that a non-warden Vestry member appointed to fill a vacancy on the Vestry shall be eligible for election to serve the balance of the unexpired term of the Vestry member the person has been appointed to succeed, and a non-warden Vestry member so elected to a part term shall be eligible for election to a full term at the expiration of said part term. A vacancy occurring in the office of a non-warden Vestry person

Bylaws

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 3. Meetings

a. 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. The Vestry, at its first meeting held after the annual meeting, shall set the time and place for its regular meetings for the succeeding year. No notice of such regular meetings thereafter need be given.

b. Special meetings of the Vestry may be called by the Rector, either Warden, or two (2) Vestry members. Notice of such special meetings must be delivered to all members of the Vestry either orally or in writing, which may be electronically delivered, not less than five (5) days prior to the date of the said meeting, stating therein the purpose of the meeting.

Section 4. Vacancies

a. A vacancy upon the Vestry may be created by any of the following:

1. Resignation or disability;
2. Any member's failure to attend three (3) consecutive meetings of the Vestry, excluding absences excused by the Rector, which shall constitute a presumptive resignation of the absent member; or
3. Failure to attend at least sixty percent (60%) of all meetings of the Vestry and membership for the year preceding an annual meeting, excluding absences excused by the Rector, which shall constitute a presumptive resignation of the absent member; or
4. Failure to fulfill the criteria of vestry membership (V.1) of these bylaws, as determined by the Rector and Wardens.

b. In the event of a vacancy occurring under section 4.a., the remaining members of the Vestry shall fill the unexpired term by appointment.

Section 5. Powers

The Vestry shall be the governing body of the Church and vested with all powers conferred upon it by statute, canon, the Articles of Incorporation and these Bylaws and such other powers as may be necessary to carry out the legal purposes of the Parish.

Bylaws

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 6. Quorum, participation and voting

A quorum shall be a majority of the total members of the Vestry. A vestry member may participate in any meeting by speaker telephone or other electronic means by which all members of the Vestry participating in the meeting may hear and communicate with each other simultaneously. Each Vestry member shall have one vote, and a majority vote of the Vestry members present in person or by electronic means shall – in the presence of a quorum by either means – constitute the affirmative decision of the Vestry. No proxy votes shall be allowed. Once a meeting has been called to order with a quorum present, should a period occur when less than a quorum is present, the meeting may be adjourned and subsequently continued when a quorum is again present. No business shall be conducted in the absence of a quorum.

Section 7. Unanimous consent in lieu of meeting

The Vestry may take action by unanimous written or electronic consent in lieu of a meeting. To accomplish unanimous written or electronic consent, each Vestry member shall be presented with and execute approval of an identical resolution or other proposed Vestry action. Such approval shall be manifest by the Vestry member's handwritten signature, or by delivery of the Vestry member's intentionally affixed electronic signature, sound, symbol, or process logically associated with the return of the resolution and otherwise executed in accordance with the Uniform Electronic Transaction Act, COLO. REV. STAT. §24-71.3-101 et seq.

ARTICLE VI - OFFICERS

Section 1. Rector

a. The Rector shall preside at all meetings of the Vestry. In his/her discretion, the Rector may request a Warden or any member of the clergy assigned by the Diocese to serve the parish to preside. The Rector shall act as the Chief Executive Officer of the parish and is vested with those powers conferred by canon. The Rector shall develop with the Vestry a job description and qualifications for the Rector, other clergy, paid staff, and key volunteers in accordance with the guidelines established under the Canons of the Diocese of Colorado, such documents to be made available to all members upon request.

Bylaws

b. No meeting of the Vestry shall be held without the Rector present unless the Rector has not objected to the meeting being so held, provided the Rector has received notice of the same as required by these Bylaws. In no case shall a meeting be held without a Warden present.

c. The Rector shall be a member *ex officio* of every Parish commission and organization.

d. 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 the Canons of the Episcopal Church and the Constitution and Canons of the Diocese of Colorado. 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 2. Senior and Junior Wardens

a. Wardens shall be confirmed adult communicants of this Church in good standing (defined in the National Canons) and of the age of eighteen (18) years or over. The position of Junior Warden may be shared by two persons if the membership elects the two persons at the annual meeting. The vestry may appoint an assistant Junior Warden if needed. An assistant Junior Warden is not considered a warden and is not *ex officio* a member of the Vestry, but may be or become a member of the Vestry if elected (or appointed to fill a vacancy) as a non-warden Vestry member.—

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b. The Senior Warden, in the absence of the Rector, shall assume the duties of the Rector to the extent permitted by canon and shall be responsible to aid the Rector in the spiritual growth of the Church. The Senior Warden shall monitor the financial activities of the parish. The Senior Warden shall, with the Rector, lead in establishing and fulfilling the Parish vision and mission.

c. The Junior Warden shall be responsible to aid the Rector in the supervision of the property of the parish. In the absence of both the Rector and Senior Warden, the Junior Warden shall assume their duties as is permitted by canon.

d. 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 by appointment until the next Annual Meeting of the Members of the Parish.

Section 3. Clerk

The Clerk shall be appointed by the Vestry and shall record and publish all meetings of the Vestry and membership, preserve the records, and have such other duties as may be prescribed by the Vestry. The 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 most

Bylaws

recent report of the Clerk shall be posted within the church building, or published in a newsletter or other document regularly circulated to all members. Assistant clerks, if needed, may be appointed by the Vestry.

Section 4. Treasurer

a. The Treasurer shall be appointed by the Vestry and shall have custody of all funds of the parish, keep financial records and issue reports on the same to the Vestry as requested. . The 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 Treasurer shall remain in compliance with all applicable canons of the Episcopal Church in the USA and the Diocese of Colorado, and shall be bonded if such canons so require. The Vestry may appoint an assistant treasurer, if needed.

b. A financial report shall be submitted to each regular meeting of the Vestry. Quarterly, if so requested by the Vestry, a detailed financial transaction report will be submitted advising the Vestry as to budget expenditures and balances and setting forth the areas of budget deficit. All treasurer's reports will be summarized in the Clerk's report of each Vestry meeting and available upon request to any member. 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 by the Vestry.

c. The Treasurer shall prepare the annual budget to be approved by the Vestry.

d. The Treasurer shall be guided by the current Manual of Business Methods in Church Affairs of The Episcopal Church.

ARTICLE VII - MISCELLANEOUS MATTERS

Section 1. Committees and Commissions

The Vestry shall establish a Finance Committee, a Stewardship Committee, and an Endowment Committee. The Vestry may additionally establish such committees and commissions as it deems necessary to carry out the purposes of the parish. The duties, powers, and composition of such bodies shall be set forth in the minutes of the Vestry.

Section 2. Vestry Responsibilities - Liaison Responsibilities

The Senior Warden, at the first Vestry meeting each year, shall assign an area of Church activity to each Vestry member who shall be responsible as the Vestry Liaison to oversee the assigned areas. The purpose of a Vestry Liaison is to help coordinate, encourage and facilitate the lay ministry of the Church.

Bylaws

The Senior Warden shall be responsible to see that the Vestry members are undertaking their responsibilities and to correlate such activities to enable parish organizations to effectively function.

Section 3. Convention Delegates

Delegates and Alternates to the Annual Convention of the Diocese of Colorado and the Diocesan Regional assemblies must be adult communicants of this Church in good standing. Delegates shall be confirmed members of this Church unless an exception is made in accordance with the National Canons of the Episcopal Church. Delegates shall attend the Annual Convention and such other special meetings as may be called by the Diocese, and each shall represent the Parish as the delegate's conscience requires, unless given specific voting direction by resolution from the Vestry.

Section 4. Fiscal Year

The fiscal year of the parish shall be the calendar year.

Section 5. Rules of Order

The Vestry may set its own rules of order by custom or by resolution. In the event no rules of order are recognized, or if any Vestry member shall request, *Robert's Rules of Order*, most recently revised, shall govern the conduct of all meetings of the Vestry and membership. In the event of the establishment of committees and commissions, the Vestry in the resolution establishing the same, may require the use of such rules of order by such committee or commission.

ARTICLE VIII - ADOPTION AND AMENDMENT

Section 1. Notice of Proposed Amendment

Any proposal to alter, amend or repeal any part or all of these Bylaws must be submitted in writing to the Vestry at least thirty (30) days prior to the annual meeting of the membership and signed by the person or persons submitting the same. A copy of such proposal shall be provided to the membership not less than ten (10) days prior to the annual meeting by conspicuously posting a copy of the same within the church building.

Section 2. Adoption of Amendment

These Bylaws may be altered, amended or repealed in whole or in part as set forth in Section 1 or this Article by a majority vote of the qualified members casting a vote at the annual meeting. No amendment may conflict with the provisions of the Articles of Incorporation of the parish. Any proper Amendment shall be effective upon the vote of the membership, and the amended procedures may be utilized for the balance of the meeting.

Bylaws

ARTICLE IX - ENDOWMENT COMMITTEE

All major gifts and bequests (remainder interests and special gifts) received by the Parish will be invested and managed under the direction of the Endowment Committee. The Vestry shall set standards for the determination of a threshold amount which shall constitute a "major gift" or "bequest." Said Endowment Committee will be established by the Vestry with the tasks of management, investment and raising endowment funds within the parish, in accordance with the provisions set forth in the Charter for the Fund ("Charter"), established by the Vestry, a current copy of which shall be maintained as Exhibit A of these Bylaws. The Vestry may amend the Charter in accordance with the provisions in the Charter, provided that the proposed amendment be first submitted to the Endowment Committee for its recommendation. The Charter's provisions concerning amendment of the Charter may be amended by the Vestry but shall require a majority vote of the Vestry at each of two consecutive regular meetings of the Vestry, provided that both meeting notices include the text of the proposed amendment, and provided that the proposed amendment be first submitted to the Endowment Committee for its recommendation..

ARTICLE X - CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1 - Contracts

The Vestry may authorize the Rector or any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the parish, and such authority may be general or confined to specific instances.

Section 2 - Loans

No loans shall be contracted on behalf of the parish and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Vestry and in accordance with the applicable provisions of the Canons of the Diocese of Colorado, if any. Such authority may be general or confined to specific instances.

Section 3 - Check and Drafts

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the parish shall be signed by such Officer or Officers, agent or agents of the Parish and in such manner as shall from time to time be determined by resolution of the Vestry.

Section 4 - Deposits

All funds of the parish not otherwise employed shall be deposited from time to time to the credit of the parish in such banks, trust companies or other depositories as the Vestry may select.

Bylaws

ARTICLE XI - REPORTS, BOOKS AND RECORDS

Section 1 - Reports

The Vestry shall prepare a written annual financial report listing the assets and liabilities of the parish, and describing its affairs throughout the preceding year. Such report shall be presented at the annual meeting of the members and made available to members at reasonable times at the parish office and shall be mailed to a Member upon the Member's written request. All such other reports as required by taxing and other governmental authorities shall be filed by the Parish.

Section 2 - Books and Accounts

The parish shall keep at its principal office complete and correct books and records of account, required notices and minutes of the proceedings of its Members, Vestry and Committees, a record of names and addresses of the Members and the Vestry, and all written communications sent within the past three years as a communication made to all Members. All books and records may be inspected by any member to the extent provided by law, these Bylaws, or pursuant to any applicable Vestry policy. The parish shall comply with all applicable laws relating to the maintenance and disclosure of its financial, medical, business and other records.

ARTICLE XII - INDEMNIFICATION AND INSURANCE

Section 1 - Indemnification of Vestry and Officers

In the sole discretion of the Vestry, the parish may indemnify and hold harmless, to the fullest extent allowed by law, any person who at any time serves or has served as a member of the Vestry or Officer of the parish. To be eligible for indemnification, the person's conduct shall conform to the strictures of COLO. REV. STAT. §7-129-102 (as it may be amended from time to time), to wit: the person's conduct shall have been made in good faith, in the reasonable belief that his or her conduct was not opposed to the corporation's best interests, and, in the case of a criminal proceeding, that the person had no reasonable cause to believe that the conduct was unlawful. The extent of the indemnification of the person may include, at the discretion of the Vestry: (a) reasonable expenses, including reasonable attorneys' fees, actually incurred by him or her in connection with any threatened, pending or completed action, suit or proceedings and any appeal thereof, whether civil, criminal, administrative or investigative, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity; and (b) reasonable payments made by him or her in satisfaction or any judgment, money decree, fine, penalty or settlement for which he or she may have become liable in any such action, suit or proceeding.

Bylaws

Section 2 - Indemnification of Employees and Agents

The Vestry, in its sole discretion, may indemnify and advance expenses to an employee or agent of the parish who is not a Vestry member or Officer of the Parish to the same extent as to a Vestry member or Officer, if such indemnification and advance expense payment is not inconsistent with public policy.

Section 3 - Evaluation

The Vestry shall take all such action as may be necessary and appropriate to authorize the parish to pay the indemnification required by this Article, including, without limitation, making a good faith evaluation of the manner in which the claimant for indemnity acted, the amount of indemnity due him or her, the impact upon the parish as a whole of the indemnification, and the justice of the matter.

Section 4 - Insurance

The parish shall have the power, by resolution of the Vestry, to purchase and maintain insurance on behalf of any person who is or was a Vestry member, Officer, employee or agent of the parish, or is or was serving at the request of the parish as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any liability asserted him or her and incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the parish would have the power to indemnify him or her against such liability.

Section 5 - Non-Exclusivity of Rights

The right of indemnification herein above provided shall be in addition to the other rights of indemnification permitted by applicable law, and shall not be exclusive of any rights to which any such Vestry member, Officer, employee or agent may otherwise be entitled under the Articles or Bylaws, any agreement, vote of the Board of Directors or otherwise with respect to any liability or litigation expenses arising out of his or her activities in such capacity.

ARTICLE XIII -- CONFLICTS OF INTEREST AND CONFIDENTIALITY

a. The parish's affirmative policy shall be to require that all actual or potential conflicts of interest be disclosed promptly and fully to the Vestry and all other appropriate parties. This policy shall apply to all Vestry members, Officers, members of committees appointed by or reporting to the Vestry, and all employees having discretionary management authority. When any such person has an actual or potential conflict of interest, as defined by the written policies of the Vestry and/or COLO. REV. STAT. § 7-128-501, he or she shall make a prompt and full disclosure of such interest to the Vestry prior to its acting on the matter. Such disclosure shall include any relevant and material facts known to such person about the person's relationship or interest and about the matter or transaction which might reasonably be construed to be adverse to the parish's interest.

Bylaws

b. The body to which such disclosure is made shall thereupon determine, by a majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use any personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Vestry or a committee votes on the transaction. The minutes of the meeting shall reflect the disclosure made; the vote thereon; where applicable, the abstention from voting and participation of the interested person; and whether a quorum was present.

c. All persons who may serve the Parish as clergy, or as a Vestry Member, Warden, committee member, employee, or agent shall recognize the confidentiality of information provided to such person in his or her official capacity. Information which may be considered confidential shall include financial information of individuals or families, medical or psychological information, information concerning personal or spiritual history, legal information, and any other information which a reasonable person would consider confidential. The confidentiality of such information shall be maintained with the care that a reasonably prudent person would utilize to maintain the confidentiality of his/her own confidential information. This provision shall not be interpreted to prohibit the sharing of such information among such clergy, staff, agents or volunteers who have a reasonable need to know such information to carry out their duties on behalf of the parish.

CERTIFICATE OF BYLAWS

I HEREBY CERTIFY that the foregoing are the Bylaws which were adopted at the Annual Meeting of ST. AIDAN'S EPISCOPAL CHURCH OF BOULDER on the ____ day of _____, _____.

By: _____
Clerk