

BY-LAWS
OF
THE CHURCH OF OUR SAVIOUR
AKRON, OHIO

ARTICLE I

MEMBERSHIP

All baptized persons, at least sixteen (16) years of age, who are adherents of the Protestant Episcopal Church of the United States of America (hereinafter the Episcopal Church) and who, either individually or through their immediate families, have contributed regularly to the financial support of the parish for a period of six (6) months in some manner provided by the Vestry, shall be members of the parish entitled to vote at all meetings of the parish as provided hereinafter.

ARTICLE II

MEETINGS

Section 1. Annual Meeting.

The annual meeting of the parish shall be held on the third Sunday of January of each year or on such other date as the Vestry may determine for the purpose of electing members of the Vestry and for the transaction of such other business as may properly come before the meeting. Such meeting shall be held on the church premises immediately following or as a part of the principal Sunday service unless the Vestry otherwise specifies.

Section 2. Special Meetings.

Special meetings of the parish may be held at any time and place upon call of the Vestry and the Vestry shall call the same upon the written request of any twenty-five (25) members to the Rector, or in the Rector's absence, the Senior Warden. Said written request shall state the nature or object of such meeting, which shall be the only business transacted at the meeting.

Section 3. Notice of Meetings.

Written notice of the date, place and time of all meetings and the purpose thereof shall be mailed at least one (1) and no more than three (3) weeks prior to the meeting to each member at the address last furnished to the parish office by such member. Any notice required under this section may, when appropriate, be given by means of the parish newsletter.

Section 4. Quorum.

At any annual meeting of the parish, the presence of a quorum shall be determined in accordance with the Canons of the Diocese of Ohio and, in the event a quorum is not present, further proceedings shall be governed by said Canons. In the case of a special meeting of the parish, fifty (50) members shall constitute a quorum and if a quorum shall fail to attend or be present throughout the meeting, a majority of those then present at such meeting may

adjourn the meeting to another date, place and time not less than one (1) week and no more than two (2) weeks thereafter and, written notice having been given of such adjourned meeting, any business may be transacted thereat which might have been transacted at the meeting as originally notified.

Section 5. Organization.

All parish meetings shall be opened and closed with prayer and shall be presided over by the Rector, who shall have a vote in the meeting. In the absence of the Rector, the presiding officer, in order of priority, shall be:

1. Senior Warden
2. Junior Warden
3. Clerk of the Vestry.

If none of the above are present, the meeting may elect as presiding officer any person present who is qualified as a member of the parish.

Section 6. Conduct of Business.

All parish meetings shall be conducted in accordance with the most current edition of Robert's Rules of Order unless otherwise prescribed in the Canons of the Diocese of Ohio or these By-laws.

Section 7. Voting.

At all parish meetings, each member present shall be entitled to one vote while the polls are open, on each matter submitted to the members. Voting by proxy shall not be permitted.

ARTICLE III

VESTRY

Section 1. General Powers and Duties.

The temporal business and affairs of the parish shall be managed by or under the direction of the Vestry. The Vestry shall have such powers and perform such duties as are provided in the Constitutions and Canons of the Episcopal Church and the Diocese of Ohio as well as the laws of the State of Ohio pertaining to non-profit corporations.

Section 2. Number, Term and Qualification.

The Vestry shall consist of fifteen (15) members and shall be divided into three (3) classes of five (5) members each. The members of each class shall be elected for a term of three (3) years and shall serve until their successors are elected and qualified. One class shall be elected at each annual meeting of the parish. Any member of the parish who has so consented may be elected to the Vestry; provided, however, that any person completing a term on the Vestry, with the exception of an individual appointed to a vacancy for less than half of an unexpired term, shall be ineligible for re-election to the Vestry for one (1)

year following expiration of the term and, further, no two (2) members of the same family may serve on the Vestry at the same time. For the purposes of this section, family shall include a person's spouse and the following relatives, either by blood or marriage; parent, sibling, grandparent, aunt, uncle or first cousin.

Section 3. Vacancies.

Any vacancy occurring on the Vestry prior to July 1 of any year may be filled by majority vote of the remaining members of the Vestry at their next regular or special meeting. Vacancies occurring after July 1 of any year shall be filled at the next annual meeting of the parish.

Section 4. Regular Meetings.

A regular meeting of the Vestry shall be held on the third Monday of each month on the church premises or at such other time and place as the Vestry may determine from time to time. The Vestry, by resolution, may dispense with regular meetings during the months of July and August in each year.

Attendance by all members of the Vestry is required at all regular meetings. If any member is absent for three (3) consecutive regular meetings without prior excuse, the Vestry, by majority vote, may remove that person from office.

Section 5. Special Meetings.

Special meetings of the Vestry may be called by the Rector or the Senior Warden, or in the absence of both the Rector and the Senior Warden, by the Junior Warden, and shall be called at any time upon the request of any two (2) members of the Vestry. At least twenty-four (24) hours notice of the place, date and time of each special meeting shall be given by telephone or facsimile transmission to a majority of the members of the Vestry.

Section 6. Quorum.

A majority of the members of the Vestry then constituting the whole Vestry shall constitute a quorum for the transaction of business at any meeting of the Vestry.

Section 7. Conduct of Business.

At any meeting of the Vestry, business shall be transacted in such order and manner as the Vestry may from time to time determine, and all matters shall be determined by the vote of a majority of the members of the Vestry present, except as otherwise provided herein or by the Constitutions and Canons of the Episcopal Church and the Diocese of Ohio, the laws of the State of Ohio or by resolutions of the Vestry in effect prior to the adoption of these By-laws including, but not limited to, the requirement that no part of the principal of the Special Endowment Fund may be withdrawn without the affirmative vote of at least ten (10) members of the Vestry present and voting at the meeting, either regular or special, at which the question is considered and acted upon.

ARTICLE IV

OFFICERS

Section 1. Generally.

The officers of the parish shall be the Rector, Senior Warden, Junior Warden, Clerk, Treasurer and Assistant Treasurer. The Rector shall be elected and called by the Vestry in accordance with the Constitutions and Canons of the Episcopal Church and the Diocese of Ohio and shall hold office until a successor has been duly elected and qualified or until the Rector's death, resignation or removal in the manner provided in the said Constitutions and Canons. The other officers shall be elected annually at a meeting of the Vestry held specifically for that purpose immediately following the annual meeting of the parish and shall hold office until a successor has been duly elected and qualified or until the officer's death, resignation or removal, with or without cause, by the affirmative vote of a majority of the full Vestry. The Senior and Junior Wardens, the Clerk and Treasurer shall all be members of the Vestry. The Assistant Treasurer need not be a member of the Vestry.

Section 2. Rector.

The Rector shall be the chief executive officer of the parish and shall preside at all meetings of the parish and of the Vestry. The Rector shall have such powers and duties as are incident to the office as defined in the Constitutions and Canons of the Episcopal Church and the Diocese of Ohio. The Rector shall also have such additional authority and perform such additional duties as the Vestry may from time to time authorize or determine.

Section 3. Senior Warden.

The Senior Warden shall be the chief lay officer of the parish and, in the absence of the Rector, shall preside at meetings of the parish and of the Vestry. In the absence of the Rector, the Senior Warden shall take immediate and appropriate steps for the securing of a supply clergy and, further, during a vacancy in the office of Rector, the Senior Warden shall initiate procedures for the calling of another Rector as well as of an interim pastor. In addition to the foregoing, the Senior Warden shall perform the duties and exercise the powers incident to the office as described in the Constitutions and Canons of the Episcopal Church and the Diocese of Ohio, the laws of the State of Ohio pertaining to non-profit corporations, and/or as the Vestry may from time to time authorize or determine.

Section 4. Junior Warden.

The Junior Warden shall perform the duties of the Senior Warden in the Senior Warden's absence or during the Senior Warden's disability to act. In addition, the Junior Warden shall perform the duties and exercise the powers incident to the office as described in the Constitutions and Canons of the Episcopal Church and the Diocese of Ohio, the laws of the State of Ohio pertaining to non-profit corporations, and/or as the Vestry may from time to time authorize or determine.

Section 5. Clerk.

The Clerk shall keep the minutes of all meetings of the parish and of the Vestry and preserve all records and papers of the parish not otherwise provided for. In the absence of the Rector, Senior Warden and Junior Warden, the Clerk shall preside at meetings of the parish and of the Vestry. The Clerk shall also perform such other duties usually incident to the office as described in the Constitutions and Canons of the Episcopal Church and of the Diocese of Ohio, the laws of the State of Ohio pertaining to non-profit corporations, and/or as the Vestry may from time to time authorize or determine.

Section 6. Treasurer.

The Treasurer shall have responsibility for all operating funds of the parish and shall keep full and accurate accounts of all monies received and paid on account of the parish and shall present financial statements at each regular meeting of the Vestry and at the annual meeting of the parish. The Treasurer shall also perform such other duties usually incident to the office as described in the Constitutions and Canons of the Episcopal Church and the Diocese of Ohio, the laws of the State of Ohio pertaining to non-profit corporations, and/or as the Vestry may from time to time authorize or determine.

Section 7. Assistant Treasurer.

The Assistant Treasurer shall perform the duties of the Treasurer in the Treasurer's absence or during the Treasurer's disability to act and shall perform such other duties as are provided in these By-laws or as the Vestry may from time to time authorize or determine.

ARTICLE V

COMMITTEES

Section 1. Executive Committee.

The Rector, Senior Warden, Junior Warden, Clerk and Treasurer shall constitute the Executive Committee. The Rector shall be the Chairman of the Executive Committee, except that in the absence of the Rector or during a vacancy in that office, the Senior Warden shall be the Chairman of the Executive Committee. The Executive Committee, when the Vestry is not in session, shall have and may exercise all of the authority of the Vestry except to the extent that such authority shall be limited by the Constitutions and Canons of the Episcopal Church and the Diocese of Ohio, the laws of the State of Ohio pertaining to non-profit corporations, these By-laws and resolutions of the Vestry.

The Executive Committee shall meet upon call of the Rector, or in the Rector's absence, the Senior Warden. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Vestry for its information and ratification, if appropriate, at the meeting held next after the proceedings shall have occurred.

Section 2. Nominating Committee.

The Nominating Committee shall consist of the retiring members of the Vestry and two (2) members of the parish not currently serving on the Vestry to be elected at each annual meeting of the parish from nominations made from the floor at the annual meeting. The members of the Nominating Committee shall elect a Chairperson from their own number.

The Nominating Committee shall deliver to the Vestry at its meeting in December a written report signed by the members of said committee, or a majority thereof, setting forth the names of as many qualified members of the parish as are needed to fill the positions on the Vestry to be voted upon at the next annual meeting of the parish. The Vestry shall present the list to the members of the parish at the same time as it provides notice of the annual meeting of the parish as provided in these By-laws.

The Chairperson of the Nominating Committee will present the report of the Nominating Committee at the annual meeting of the parish and the names of the persons so submitted shall be considered to have been placed in nomination. Nominations may also be made from the floor of the annual meeting of the parish by any voting member. Such nominations shall be seconded by another voting member and shall have the consent of the person so nominated.

Section 3. Other Standing Committees.

The standing committees of the parish shall be the Finance, Property, Investment, Christian Education, Scholarship, Worship and Outreach committees. Other standing committees may be created from time to time by the Vestry as it may deem the same necessary for the proper functioning of the parish. All standing committees shall perform such duties as the Vestry may from time to time authorize or determine.

Appointment of the chairpersons and members of all standing committees shall be made annually by the Rector or, if there is a vacancy in that office, by the Senior Warden, and approved by the Vestry at its first regular meeting following the annual meeting of the parish. No person may serve on any one committee for more than three (3) years at any one time.

Section 4. Ad hoc Committees.

Ad hoc committees may be appointed by the Rector or, if there is a vacancy in that office, by the Senior Warden as occasion may from time to time demand. All ad hoc committees shall be appointed for a specific purpose and, at such time as its purpose shall be accomplished, or otherwise at the discretion of the Rector or, if there is a vacancy in that office, the Senior Warden, shall be abolished. The Rector or, when appropriate, the Senior Warden shall report to the Vestry the appointment of such ad hoc committees and shall keep the Vestry informed of their activities including the abolition of same.

ARTICLE VI

MISCELLANEOUS

Section 1. Contracts and Documents.

All contracts or obligations of the parish other than checks shall be executed by the Senior or Junior Warden and one other officer of the parish.

Section 2. Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money issued in the name of the parish shall be signed by one or more officers, employees or agents of the parish in such manner as the Vestry may from time to time determine.

Section 3. Conformity to Canons.

These By-laws are to be read and applied in consonance with the Constitutions and Canons of the Episcopal Church and the Diocese of Ohio. If any of the provisions of these By-laws shall be or become in conflict with said Constitutions or Canons such provisions shall be deemed to be amended or repealed to such extent as to render the same in entire harmony with the Constitutions and Canons.

ARTICLE VII

ADOPTION AND AMENDMENT

Section 1. Adoption.

These By-laws shall become effective immediately upon their adoption by the affirmative vote of a majority of the members present at a meeting of the parish.

Section 2. Amendment.

These By-laws may be amended in whole or in part by the affirmative vote of a majority of the members present at any meeting of the parish, provided notice of such proposed action shall have been given to all members as provided in these By-laws.

