

**BY-LAWS OF THE EPISCOPAL CHURCH OF THE GOOD SHEPHERD
ATHENS, OHIO**

ARTICLE I - Name and Organization

The Church of the Good Shepherd is a non-profit organization existing under the laws of the State of Ohio and shall be hereinafter referred to as "the parish" or "the congregation." The Church of the Good Shepherd shall be organized and administered as set forth by the provisions of the Constitution and Canons of the Diocese of Southern Ohio and of the Episcopal Church of the United States of America and acknowledges their authority accordingly.

ARTICLE II - Congregational Meetings

The temporal and business affairs of the parish shall be transacted at an annual congregational meeting to be held in January. The rector shall select the specific date and time. Time of the annual meeting shall be indicated at the three consecutive Sunday services preceding the annual meeting date.

The purpose of the annual congregational meeting shall be to elect Wardens, Vestry members, lay and alternate delegates to diocesan convention; to receive reports; to approve an annual budget; and to conduct any other business that may be properly brought before the parish.

The rector of the parish, if present, shall preside at the annual meeting or may choose to designate a layperson to preside. In the rector's absence, or that of the designated layperson, the order of the presiding officer shall be ex-officio: (1) Senior Warden; (2) Junior Warden; (3) the Secretary of the Vestry; (4) Treasurer. Should none of the foregoing officers be present, the Congregation Meeting may elect one of its members to preside.

The Vestry may call special meetings of the parish at any time with two thirds voting in favor of meeting on a vote of two thirds of its members, or providing a quorum to transact business. Public notice shall be given at least ten (10) days in advance of the parish meeting.

At all meetings of the congregation, twenty-five (25) members shall constitute a quorum to transact business.

ARTICLE III - Terms of Office; Wardens and Vestry Members

The Vestry of the parish shall consist of a Senior Warden, a Junior Warden, and nine (9) other members including, plus a college representative.

The Wardens shall be elected to a term of one (1) year. After serving three (3) consecutive terms, they are ineligible for re-election to office for the period of one (1) year.

The Vestry members, exclusive of the college representative, who will serve a renewable one-year term, shall be elected for a term of three (3) years. Three (3) Vestry members shall be elected at each annual congregational meeting. Vestry members may not succeed themselves but become eligible for re-election at the expiration of one (1) year.

The duties of the Wardens and Vestry members shall be directed by the Canons of the Diocese of Southern Ohio. Any member may be removed from office for good cause by vote of three-fourths of the entire Vestry.

ARTICLE IV – Nominations

The nominating committee for Vestry members and Wardens shall consist of the four (4) retiring Vestry members and the rector. The rector shall appoint one member as chairperson.

Nominations shall be made one (1) month prior to the annual congregational meeting and posted within the church. Additional nominations, with consent of the nominee, shall be allowed from the floor of the annual meeting.

ARTICLE V – Elections

The Nominating Committee will present a full slate of officers as outlined in Article IV, and voting will proceed by the members present at the Annual Meeting, with separate ballots if necessary.

Vacancies occurring among the Wardens and Vestry during the year shall be filled by the Vestry, which will elect persons from the congregation for the unexpired term of the office. A member of the Vestry may resign by giving written notice to the rector.

The Senior and Junior Wardens shall be named lay delegates to diocesan convention by virtue of their respective offices. Two (2) additional lay delegates and two (2) alternate delegates to diocesan convention shall be elected at each annual congregational meeting.

ARTICLE VI - Qualifications of Officers and Voters

Any baptized person who is eligible to vote may be elected to and may serve on the Vestry of the parish of which he or she is a member. To be eligible to serve as a Warden, one must be at least twenty-one (21) years of age and a member in good standing. A majority of the members of the Vestry must be at least twenty-one (21) years of age.

To vote for the election of a Vestry and on other congregational matters, one must be a member of the church in good standing, aged 16 or older and must have contributed, by subscription or otherwise, to the support of the congregation and who shall be entitled to enrollment on the list of members in good standing of the congregation. All such members in good standing who have been confirmed by a Bishop of this Church or a Bishop of a church in communion with this Church or have been received into this Church by a Bishop of this Church,

and who shall unless for good cause prevented, have received Holy Communion at least three times during the next preceding year, are communicants in good standing.

ARTICLE VII - Presentation of Annual Reports

Annual reports from appropriate officers and organizations of the parish shall be submitted in writing. The reports shall be bound together and made available to all members in attendance at the annual congregational meeting.

ARTICLE VIII - Administration of the Vestry

The Secretary of the Vestry and the Treasurer of the parish shall be elected for administrative purposes by the congregation at the annual meeting and at the first meeting of the Vestry following the annual congregational meeting, the treasurer and secretary selected by the parish shall be ratified by the Vestry to conform and comply with diocesan canons. The secretary must be a duly elected member of the Vestry; the treasurer need not be a member of the vestry and shall be elected to his or her office each year. If not an elected member of the Vestry, the treasurer shall have voice but no vote in Vestry meetings.

At the first meeting of the Vestry following the annual congregational meeting, the representatives selected by the congregation shall be ratified by the Vestry following the procedure outlined above for secretary and treasurer.

The Vestry shall cause the accounts of the treasurer to be audited, according to Diocesan audit policy, and the report shall be submitted to the Vestry and Diocese for review and acceptance.

ARTICLE IX – Committees

The committees of the parish shall be: Executive Committee, and the Standing Committees consisting of Property, Finance, Christian Education, Program, and Worship. Each standing committee shall consist of a minimum of three (3) members and be chaired by a Vestry member.

Chairpersons shall report to the Vestry upon request. The rector shall be an ex-officio member of all standing committees.

ARTICLE X - Special Committees

The Vestry may establish special committees as needed.

ARTICLE XI - Vestry Meetings

The time and date of the regular monthly meeting of the Vestry shall be established at the first meeting of the Vestry following the annual congregational meeting. Special meetings of the Vestry may be called by the rector or, in the rector's absence, by the Senior Warden, and in the

absence of both, by the Junior Warden. A special Vestry meeting may be called at the request of two (2) members of the Vestry.

Seven (7) Vestry members shall constitute a quorum.

ARTICLE XII - Vestry Duties and Obligations

It shall be the obligation of the Vestry, as being the Board of Trustees of the Corporation, to take charge of and administer the property of the parish and to regulate its temporal concerns

In discharging its duties, however, a Vestry may not convey title, mortgage or encumber the real property of a congregation or divert any of its endowments, or in any way alienate any of said property of a congregation from the use of the Episcopal Church in the Diocese of Southern Ohio, without the previous consent of the Bishop and the Diocesan Standing Committee.

It shall be the duty of the Vestry to elect and call a Minister and to provide for his or her maintenance, to provide for paying all lawful assessments on the congregation, to keep order in the Church during the Divine Services, and, in general, to act as helpers to the Minister in whatever way is appropriate to Laypersons for the furtherance of the Gospel; it being understood always that the spiritual concerns of the Church are under the exclusive direction of the Minister; in subordination to the Ecclesiastical Authority and Laws of the Diocese.

ARTICLE XIII - Manual of Operating Policies and Procedures

It shall be the responsibility of the Vestry to maintain a manual of operating policies and procedures.

ARTICLE XIV - By-laws Altered or Amended

The by-laws may be altered or amended or new articles added at the annual congregational meeting or at a special congregational meeting called for that purpose by two-thirds majority vote of those present and voting. All changes or enactments in the by-laws shall take effect immediately following the close of the congregational meeting at which they are adopted.

ARTICLE XV - Authorization of By-laws

These by-laws, consisting of fifteen (15) articles, were duly adopted by the membership of the Church of the Good Shepherd at the Parish Annual Meeting held on January 27, 2013, and thereby supersede all by-laws of codes of regulation adopted by the parish.