

**CONSTITUTION OF**  
**THE NORTH AMERICAN ASSOCIATION FOR THE DIACONATE**  
**d/b/a THE ASSOCIATION FOR EPISCOPAL DEACONS**

[Amended March 2024]

**ARTICLE I: NAME**

The name of the corporation shall be the North American Association for the Diaconate doing business as the Association for Episcopal Deacons, hereafter called the Association.

**ARTICLE II: PURPOSE**

The purpose of the Association is: To

promote the diaconate;

To serve as an information source for the diaconate;

To help the Episcopal Church, the Anglican Church of Canada, and churches elsewhere in communion with these churches in diocesan programs of selection, formation, deployment, and support of deacons; and

To provide support and assistance for deacons and other persons interested in the servant ministry of the Church.

**ARTICLE III: POWERS**

In furtherance of the purposes of the Association, and not in enlargement thereof, the Association shall have all powers granted under the Rhode Island Non-Profit Corporation Act, including, without limiting the generality of the foregoing, the power to purchase, take, receive, or otherwise acquire, and to own, hold, use, or otherwise deal in and with any real or personal property, including shares or other interests in or obligations of domestic or foreign corporations situated in or out of the state of Rhode Island and to sell, convey, mortgage, pledge, and otherwise dispose of all or any part of said property.

**ARTICLE IV: MEMBERSHIP**

There shall be the following classes of membership in the Association:

(1) Individual. Those deacons and other persons who wish to share in the work of the Association and pay such dues as shall be set by the Board shall be members of the Association and shall be entitled to attend Association meetings and to share fully in the life and work of the Association.

(2) Diocesan. Those dioceses or equivalent jurisdictions of the Episcopal Church, the Anglican Church of Canada, and churches elsewhere in communion with these churches that wish to share in the work of the Association, and pay such dues as shall be set by the Board, shall be members of the Association and shall be entitled to send a number of delegates set by the Board to the Association's meetings and to share fully in the life and work of the Association. These delegates shall be designated by the member dioceses and each is entitled to one vote as representatives of their dioceses.

(3) Organizational. Appropriate groups such as Commissions on Ministry, Diocesan Associations of Deacons, Seminaries, and Training Programs that wish to share in the work of the Association and pay such dues as shall be set by the Board shall be members of the Association and shall be entitled to send one delegate to the meetings and to share fully in the life and work of the Association. Libraries and similar institutions may become Associate Members of the Association by paying the annual dues of Individual Members

(4) Other. The By-Laws may provide for other, non-voting membership classes.

#### **ARTICLE V: RIGHT TO VOTE**

Individual Members, delegates representing Diocesan Members and Organizational Members, and diocesan bishops of Diocesan Members shall have the right to vote at meetings of the Association. No person shall have the right to vote in more than one class of membership.

#### **ARTICLE VI: MEETINGS OF MEMBERS**

Section 1. The regular meeting of the members of the Association shall be held every three years at a time and place to be designated by a previous meeting or by the Board of Directors. Notice of the meeting shall be delivered at least two months prior to the meeting and in a manner that provides every member with an opportunity to vote. The meeting may be held online through means of online meeting platforms.

Section 2. A Special Meeting of the members of the Association may be called by the Board of Directors or, upon the request of at least fifteen member dioceses, said request made to the Secretary in writing, concurred in by not fewer than one half of the member dioceses. The notice shall specify the date, place, and agenda of the meeting and shall be mailed to every member at least six weeks before the meeting. Meetings may occur online through means of online meeting platforms.

#### **ARTICLE VII: BOARD OF DIRECTORS**

Section 1. The Board of Directors shall manage the program and property of the Association and shall perform such other duties as are normally performed by officers bearing such titles in similar organizations.

Section 2. The Board of Directors shall consist of ten elected members chosen from the individual membership of the Association, including five deacons from the churches eligible for Diocesan Membership, two presbyters, one bishop whose diocese is a member, and two lay persons. The President, the Vice- President/President-Elect, and the immediate past President shall also be members of the Board of Directors. The Board may appoint up to three additional members to insure balanced representation.

Section 3. Directors shall be elected by the membership as set forth in the By-Laws. They shall take office as set forth in the By-Laws.

Section 4. Any Director who misses three consecutive meetings for reasons other than medical shall be considered to have resigned from the Board.

Section 5. If a vacancy on the Board of Directors occurs more than two months before a regular membership meeting, the President shall appoint, with the written consent of a majority of the Board, a substitute to serve until the next regular membership meeting, when the vacancy shall be filled for the unexpired portion of the term as part of the regular election. A vacancy occurring two months or less before a regular membership meeting shall be filled as part of the regular election of members to the Board of Directors

#### **ARTICLE VIII: MEETINGS OF THE BOARD OF DIRECTORS**

Section 1. The Board of Directors shall meet at least annually. Notice of the meetings shall be delivered by mail, E-mail or other electronic means to every director at least 60 days before the meeting

Section 2. Special meetings of the Board of Directors may be called by the President or by a majority of the Directors. Notice of the meeting shall be delivered by mail, E- mail or other electronic means to every director at least 30 days before the meeting and shall specify what action is to be considered at the meeting and that no business not so specified shall be considered at the meeting.

Section 3. A quorum of the Board of Directors shall consist of a majority of the members of the Board.

Section 4. Notwithstanding the foregoing provisions for notice of meetings, any meeting, annual or special, may be held upon written consent and waiver of notice signed, in one or more counter parts, by each of the Directors, provided that in the case of special meetings the consent and waiver of notice shall specify the business which may be considered.

Section 5. All meetings of the board, including special meetings, may occur online utilizing safe and appropriate online meeting platforms.

#### **ARTICLE IX: OFFICERS**

Section 1. The officers of the Association shall be a President, Vice-President/President-Elect, Past President, Secretary, and Treasurer.

Section 2. The Vice-President/President-Elect shall be elected by the Members as set forth in the By-Laws. The Vice-President/President-Elect shall automatically succeed to the presidency

Section 3. The Secretary and Treasurer of the Association shall be elected by the Board of Directors.

Section 4. All officers of the Association are to serve for two years, or until their respective successors shall be elected and qualify. The Secretary is to be elected from the members of the Board of Directors.

Section 5. If the Vice-President/President-Elect is elected from the continuing members of the Board of Directors, a vacancy shall occur on the Board of Directors, to be filled as set forth in Article VII, Section 5.

#### **ARTICLE X: EXECUTIVE COMMITTEE**

Section 1. There shall be an Executive Committee consisting of the President who shall be chair, the Past-President, the Vice-President/President-Elect, the Secretary and Treasurer. The Executive Director also shall serve as a member of the Executive Committee. The President may appoint others to the Executive Committee.

Section 2. The Executive Committee shall have and exercise all the powers of the Board of Directors between meetings of the Board with the exception of filling vacancies in the Board of Directors or officers and matters relating to the purchase or sale of real property.

Section 3. A quorum of the Executive Committee shall be four members.

Section 4. The President may appoint such other committees to ensure that the work and mission of the Association are fulfilled.

#### **ARTICLE XI: SEAL**

There shall be a seal of the Association. The seal may be used by causing it or a facsimile thereof to be impressed or otherwise affixed. The treasurer of the Association shall be custodian of the seal.

#### **ARTICLE XII: BY-LAWS**

By-Laws shall be adopted by the Association at its regular triennial meeting and may be amended by a vote of a majority of members, present and voting.

#### **ARTICLE XIII: ADOPTION**

This Constitution was adopted as an amendment to and replacement of its Constitution by a two-thirds vote of the Board of Trustees of the National Center for the Diaconate at its meeting in Evanston, Illinois, on April 30, 1985, effective on January 1, 1986. Further amendments to the Constitution were enacted by a two-thirds vote of the Association at its regular meetings on June 6, 1987, June 2, 1989, June 23, 1995, June 21, 1997, June 14, 2003, and June 15, 2013, effective immediately upon adoption.

#### **ARTICLE XIV: AMENDMENT**

Section 1. A motion to amend this Constitution may be submitted by any one Diocesan Member or two Organizational or Individual members that represent two different Dioceses to the Secretary of the Association, not less than three months before the regular meeting referred to in Article VI Section 1, above.

Section 2. It shall be the duty of the Secretary to circulate copies of such motion or motions at the same time as the agenda of the regular triennial meeting is circulated to all voting members of the Association.

Section 3. The motion to amend the Constitution shall be put to the vote of the regular triennial meeting. It will require the vote of two-thirds of the members present and voting to amend the Constitution.

#### **ARTICLE XV: DISSOLUTION**

In case of dissolution of the Association, for any reason and by any cause, the remaining assets of the Association, including any real or personal property, shall become entirely owned by the Fund for the Diaconate.

**BY-LAWS OF**  
**THE NORTH AMERICAN ASSOCIATION FOR THE DIACONATE**  
**d/b/a THE ASSOCIATION FOR EPISCOPAL DEACONS**

[As amended June 18, 2016]

**I. HEADQUARTERS**

The name for the actual headquarters of the Association shall be the Centre for the Diaconate.

**II. TERMS AND ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS**

A. A ballot shall be circulated by mail, E-mail or other electronic means that ensures that every member has the opportunity to vote every two years. The ballot shall contain biographical information on each candidate, supplied by each candidate. The election of the members to serve as Directors and the election of the Vice-President/President-Elect shall be by a plurality of those AED members voting. If this ballot is not conclusive, an additional ballot containing not more than twice the number of names as vacancies to be filled shall be circulated to the members of AED. As noted in Article XI, at the time the ballot is circulated, the Association will notify members of any proposed changes to the by-laws.

B. Terms of members of the Board of Directors are to begin at the first meeting after the results of the election are verified and are to last four years. No Board member who has served two full terms in succession may be elected to serve another successive term, whether full or part. Appointed members shall serve until the next election of members of the Board of Directors.

**III. DUTIES OF OFFICERS**

A. The President shall preside at all meetings of the Association and of the Board of Directors, shall exercise leadership over all activities and functions of the Association, and shall perform all other acts and duties customarily incident to the office of President.

B. The Vice-President/President-Elect shall perform all the duties of President in his or her absence and shall assist as the President requests.

C. The Secretary shall record the minutes of the meetings of the Association and the Board of Directors, and perform all the duties customarily incident to the office of secretary.

D. The Treasurer shall have general oversight of the funds, securities, and books of account of the Association, shall make financial reports to each meeting of the Board of Directors and of the Association, be custodian of the corporate seal and at other times as required, and shall perform all the duties customarily incident to the office of treasurer.

#### **IV. CONFLICTS OF INTEREST**

No Board member shall knowingly use the powers of their office for personal pecuniary gain. A Board member shall immediately disclose to the remaining Board members any conflicts of interest and shall remove themselves from any proceedings or deliberations in which he/she has a conflict of interest. Failure to comply with this section will constitute grounds for removal from the Board.

#### **V. ADMINISTRATIVE SERVICES**

The Board of Directors may hire or contract with a person, firm, or organization to provide executive services for the Association at terms approved by the Board. Such person or organization shall serve under the authority of the President, shall be responsible to the Board, shall keep accurate financial and other records, and shall report regularly to the President and the Board on his or her activities relating to such executive services. The Board of Directors may authorize employment of such other assistance for the executive or for itself as it deems advisable.

#### **VI. FISCAL AND BUDGET YEAR**

The fiscal year of the Association shall be the same as the calendar year. The annual budget shall be proposed and approved by the Board of Directors.

#### **VII. DUES**

The schedule of dues shall be determined by the Board of Directors.

#### **VIII. COMMITTEES**

The President may appoint committees and other groups to fulfill the work of the organization.

#### **IX. PROGRAM OF WORK**

The Board of Directors will annually be charged with developing a bi-annual program of work that reflects the mission of the Association. The President of the Association will prepare an annual report to the membership to be published in the Association's journal, Diakoneo. The Treasurer will prepare a report annually outlining the financial health of the Association and it will be published in Diakoneo.

#### **X. RECORDS OF THE ASSOCIATION**

There shall be maintained at the principal office of the Corporation all financial books and records of account, all minutes of the meetings of the Board of Directors, the membership, and committees of the Corporation, the list of members, and copies of all other material corporate records, books, documents and contracts.

Upon leaving office, each Officer or agent of the corporation shall turn over to their successor or the President, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the Corporation as have been in the custody of such Officer or agent during their term in office.

#### **XI. BY-LAWS**

By-Laws shall be adopted by the Association at its regular triennial meeting and may be amended with immediate effect by a vote of a majority of members, present and voting. Amendments to the By-Laws also may be proposed and voted upon by members at the time of election of new members to the board of directors.