



The Episcopal Diocese of Northern California

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TEMPLATE 3 BYLAWS, LONG FORM

BYLAWS OF
_____ PARISH IN _____, CALIFORNIA,
AND OF ITS
THE RECTOR, WARDENS, AND VESTRY OF _____ PARISH IN
_____, CALIFORNIA,
A California Nonprofit Religious Corporation

BYLAW 1. GENERAL

SECTION 1.1. General. These Bylaws are the bylaws of _____ Parish in _____, California, (Parish) and its Rector, Wardens, and Vestry of _____ Parish in _____, California, a California nonprofit religious Corporation (Corporation).

SECTION 1.2. Authority. As bylaws of this Parish and this Corporation these Bylaws are adopted under the authority of the Constitution and Canons of both The Episcopal Church (TEC) and the Episcopal Church in the Diocese of Northern California (Diocese). As bylaws of this Corporation these Bylaws are adopted under the authority of The Nonprofit Religious Corporation Law of the State of California.

SECTION 1.3. Purpose and Powers.

SECTION 1.3.1. Parish. The purpose of this Parish is to be a parish in _____, California, of TEC and the Diocese, and the powers are those of a parish as an integral subordinate unit and part of each.

SECTION 1.3.2. Corporation. The purpose of this Corporation to manage the affairs of and conduct the business of the Parish, and the powers are those of a corporation organized for that purpose as an integral subordinate unit and part of TEC and the Diocese. This corporation is incorporated as a convenience to assist in the conduct of the temporalities of the Parish, but to remain subordinate to the Parish, and to stand as an agent of the Parish to hold title to property with power to manager and control the same in accordance with the interest of the Parish.

SECTION 1.4. Powers, Limitations.

SECTION 1.4.1. Canon Law. This Parish and this Corporation shall be subject to, conform to, and abide by the Constitution and Canons of TEC and the Diocese as they exist now and are amended in the future. Any action taken or bylaw adopted by this Parish or this Corporation is void to the extent that is inconsistent with or in violation of the Constitution and Canons of either TEC or the Diocese.

[Note: This provision expresses the relationship between the parish and the larger church. It satisfies Protestant Episcopal Church v. Barker (1981) 115 Cal.App3d 599, which only applied a diocesan property canon where it was expressly incorporated into local articles of incorporation. The second sentence invalidating nonconforming action or bylaws is added to reflect the policies of the Diocese and national church.]

SECTION 1.4.2. Trust. All real and personal property held by or for the benefit of this Parish or this Corporation is irrevocably held in trust for TEC, the Diocese, and this Parish; however, the existence of this trust shall in no way limit the power and authority of this Parish or this Corporation otherwise existing over such property so long as this Parish and this Corporation remain a part of, and subject to, the Constitution and Canons of TEC and the Diocese.

[Note: This language is modeled after the provisions of national Canon I.7.4. Although the next canonical provision, I.7.5, authorizing further diocesan confirmation of this rule, but declaring such action unnecessary might render this provision redundant, inclusion in the articles satisfies the requirement of California-Nevada Annual Conf. v. St. Luke's United Methodist Church (2004) 121 Cal.App.4th 754, that any declaration of trust affecting local property must be made by the local entity and that no local entity can be subject to such a declaration imposed by a senior body. In addition to modeling the language of the cited canons this provision makes the trust irrevocable in order to satisfy the holding of the same case that any trust is revocable unless expressly made irrevocable.]

SECTION 1.4.3. Property. This Parish and this Corporation shall not encumber or alienate any real property they are authorized by Civil or Canon law to hold, manage, or administer or any part thereof without the written consent of the Bishop and Standing Committee of the Diocese, except under such regulations as may be prescribed by Canon of the Diocese.

[Note: This provision tracks the language of national Canon I.7.3. Taken together, the provisions of this Article seek to satisfy the “neutral principles” approach adopted for resolving issues of church property by Presbytery of Riverside v. Community Church of Palm Springs (1979) 89 Cal.App.3d 910 and the Barker case cited above.]

SECTION 1.5 Powers, Corporate. Corporate powers, business and property of this Corporation shall be exercised, conducted and controlled by the Rector, Wardens, and Vestry of this Parish, who collectively shall be deemed to be the Board of Directors for all purposes under the laws of the State of California. (Canons of the Episcopal Church in the Diocese of Northern California (Cans.) 33.1,33.1.1)

BYLAW 2. MEMBERSHIP

SECTION 2.1. The admission, election, appointment, withdrawal, suspension, and expulsion of members of this Parish shall be governed and controlled by

the Constitution and Canons of the Episcopal Church in the United States of America, and by the Constitutions and Canons of the Episcopal Church in the Diocese of Northern California.

BYLAW 3. THE RECTOR

SECTION 3.1. The Rector, subject to the Bishop of the Diocese, shall have ultimate responsibility for all things pertaining to or affecting the spiritual interests of the Parish. It shall be the Rector's duty and right to give orders concerning public worship, together with all that pertains thereto. (Can. 37.1)

SECTION 3.2. The Rector shall at all times be entitled to the use and control of the Church and Parish buildings with the appurtenances and furniture thereof for purposes of the office and for the full and free discharge of all functions and duties pertaining thereto. (Can. 37.2)

SECTION 3.3. The Rector shall have control of all Parish organizations. The Rector shall be an ex-officio member of each council, committee, and commission. (Can. 37.3)

SECTION 3.4. The Rector, or authorized designee, shall preside at all Parish, Vestry, and/or Board of Trustees' meetings with the right to vote, except that the presiding officer of the Vestry or Parish Meeting shall not have a casting vote in case of a tie. (Can. 37.4.1)

SECTION 3.5. Any other Minister of the Parish, by whatever name designated, is to be regarded as under the authority of the Rector. (Can. 37.5)

SECTION 3.6. The Rector shall supervise and control, subject to the direction of the Vestry, all officers, agents, and employees of the Parish. (Nat. Can. Title II.14, Can. 37)

SECTION 3.7. All powers and duties may be exercised and performed by the Rector as conferred or imposed upon him in these Bylaws, or by law, or by the Constitution and Canons of the Episcopal Church in the United States of America, or in the Constitution and Canons of the Episcopal Church in the Diocese of Northern California.

SECTION 3.8. The Rector of the Parish shall keep a suitable book to be known as the "Parish Register," in which shall be entered all records prescribed by the Constitution and Canons of the Episcopal Church in the Diocese of Northern California. If there be no Rector, then the Minister in Charge shall keep the Register. In the absence of a Minister in Charge, then one of the Wardens shall maintain the Register. (Can. 35)

SECTION 3.9. When the Cure of a Parish becomes vacant, the Wardens or other proper officers shall follow the procedures stipulated in Canon Sec. 37.6 through Sec. 37.9.2, Canons of the Episcopal Church in the Diocese of Northern California.

BYLAW 4. THE VESTRY

SECTION 4.1. POWER AND AUTHORITY

SECTION 4.1.1. Subject to the provisions and limitations of the California Nonprofit Religious Corporation Law and any other applicable state laws, and subject to any limitations in the articles of incorporation or these Bylaws relating to action requiring approval by the members, and in accordance with the Constitution and Canons of The Episcopal Church and the Episcopal Church in the Diocese of Northern California, the Vestry shall be and constitute the trustees, directors or other persons who, by the laws of the state, or Articles of Incorporation, are empowered and authorized to manage the affairs and conduct the business of the Parish. (Nat. Can. I.14.1, Can. 33.1)

SECTION 4.1.2. By virtue of their election as a member of the Vestry, they shall become and be the trustees, directors, or other managing body of the Corporation. (Can. 33.1.1)

SECTION 4.1.3. Whether elected, chosen, convened, acting or referred to as a Vestry, trustees, or directors, or as a Vestry, or a Board of Vestry or otherwise, they shall always be deemed to be the same body and as acting in all capacities in which they may be authorized to act under statutory or canonical law or both. (Can. 33.1.2)

SECTION 4.2. NUMBER AND COMPOSITION

SECTION 4.2.1. The Vestry shall consist of _____ members, plus the Rector who shall be constituted the presiding officer. (Cans. 33.2, 33.2.6, 33.5)

[Although Canon 33.2 allows a Vestry to consist of not fewer than nine nor more than fifteen members, Canon 33.2.6 requires the exact number of members to be determined by bylaw.]

SECTION 4.2.2. Any proposed change in the number of Vestry members, which number may be not fewer than nine nor more than fifteen, shall be announced by the person officiating at Sunday worship services at least sixty (60) days prior to any Parish election. (Can. 33.2)

SECTION 4.2.3. Members of the Vestry shall be communicants whose names shall be duly enrolled in the register of this Parish, sixteen years of age or older, and who are regular in their attendance at services, and are stewards of their time, talent, and treasure for its support. (Can. 33.2.1)

SECTION 4.2.4. Vestry members shall not be under suspension as communicants; but no suspended communicant who shall have appealed to the Bishop to remove such suspension shall be disqualified, either as a member of the Vestry or as an elector, until the Bishop has passed upon such an appeal and sustained the suspension. (Can. 33.2.2)

SECTION 4.2.5. All members of the Vestry, except the Rector, shall be laypersons and electors of the Parish. (Can. 33.2.3)

[Note: The Canons dealing with those qualified to vote in Parish elections have some inartful drafting. Canon 33.2.3 and 33.6.5 (See Bylaw 5.1.4) use the term “qualified electors,” 33.2.2 (see Bylaw 4.2.4) uses “elector,” 33.2.6 (see Bylaw 4.3.1) uses “electors,” and 33.6 (see Bylaw 7.6) uses “qualified voters.” Although the Canons invite nit picking, such as asking about the difference between “qualified” voters or electors and mere electors and asking whether “voters” the same as “electors,” The meaning seems clear that voters are also electors and that the term “qualified” is descriptive and not intended to impose an additional qualification. These Bylaws use the term “electors” in the provisions based on Canon 33 and phrase Bylaw 8.7, based on Canon 33.6, to read, “At any Parish meeting those qualified to vote shall be electors, who shall be....”]

SECTION 4.3. TERMS AND METHOD OF ELECTION

SECTION 4.3.1. The term of each member of the Vestry shall be three years. Terms shall begin on the date of election by Parish electors at the Annual Parish Meeting and shall end on a date that a successor is elected at the Annual Parish Meeting three years thereafter and has qualified. (Nat. Can. I.14.1, Can. 33.2.6)

[Note: The requirement that a successor qualify to end the term of an incumbent does not appear in the Diocesan Canon but is based on National Canon I.14.1, as well as on secular law.]

SECTION 4.3.2. The terms of Vestry members shall be staggered; so that at any Annual Parish Meeting only one third of the full term seats on the Vestry shall be considered for election. The seats that are considered for election shall be those of the Vestry members who have served for three years. One third of the remaining seats on the Vestry will be occupied by incumbents who have unexpired terms of two years remaining, and one third of the remaining seats on the Vestry will be occupied by incumbents who have unexpired terms of one year remaining. [One third of the members elected [initially] [upon adoption of this provision] shall serve for terms of two years, and one third of such members shall serve for terms of one year. The distribution of terms shall be determined by lot.] (Can. 33.2.6)

[Note: Canon 33.2.6 delegates the determination of the exact number and terms to local Bylaw. This is one such determination.]

SECTION 4.3.3. When a member of the vestry resigns, dies, is disqualified or ceases to act for any reason, a replacement shall be appointed by the Vestry to serve until the next Annual Parish Meeting. In the absence of Vestry members to act or in their failure to act, the appointment may be made by the Bishop. At the next Annual Parish Meeting the Parish electors shall elect a replacement Vestry member, who shall serve for the balance of the unexpired term of the resigned member. (Can. 33.2.5)

[Note: The canonical provision is supplemented by appointment authority in the absence of Vestry action.]

SECTION 4.3.4. At least one year shall lapse between the end of a Vestry Member's term and that member's re-election to the vestry. (Can. 33.2.6)

SECTION 4.4 MEETINGS OF THE VESTRY

SECTION 4.4.1. Regular meetings of the Vestry shall be held at least _____ times per year at a regular time and place that it shall set. A quorum for a meeting of the Vestry shall consist of a majority of all members thereof, all having been given due notice of the meeting. (Cans. 33.3, 33.7)

SECTION 4.4.2. No meeting of the vestry shall be valid unless either the Rector or one of the Wardens shall be present. (Can. 33.4)

SECTION 4.4.3. The Rector shall preside at all Vestry meetings except the Rector may appoint the Senior Warden as presiding officer; provided, however, in the case that the Parish is without a Rector, or when the Rector is absent from the Diocese, the Senior Warden shall preside. In the absence of the Senior Warden, the Junior Warden shall preside. (Nat. Can. I. 14.3, Can. 33.5)

Note: Although National Canon I.14.3 permits the Rector to designate any member of the Vestry to preside, Diocesan Canon limits designation to the Senior Warden. Although the Diocesan Canon 33.4 permits a meeting of the Vestry with the presence of the Junior Warden in the absence of both the Rector and Senior Warden, there is no provision for a presiding officer.

SECTION 4.4.4. SPECIAL MEETINGS

SECTION 4.4.4.1. Special meetings may be called at any time by the Rector, or both Wardens, or by any three members of the Vestry, by giving four days' notice by first-class mail, or by 48 hours' notice delivered personally by telephone, including a voice messaging system or by electronic transmission by the Parish, to each member of the Vestry. The notice shall list the time, place, and purpose of the meeting. (Can. 33.7.1, Corporation Code Sections 20 and 9211)

SECTION 4.4.4.2. Electronic transmission by the Parish means a communication (a) delivered by (1) facsimile telecommunication (fax) or

electronic mail (e-mail) when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the Parish, (2) posting on an electronic message board or network which the Parish has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof, or (3) other means of electronic communication, (b) to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications under or pursuant to this code, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form. (Corporations Code Section 20)

SECTION 4.4.4.3. Notice of a meeting need not be given to a member who provided a waiver of notice or consent to holding the meeting or an approval of the minutes thereof in writing, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to that member. These waivers, consents and approvals shall be filed with the Parish records or made a part of the minutes of the meetings. (Corporations Code Section 9211)

SECTION 4.4.5 The Vestry shall consider no amendment, modification, or repeal of Article Two, of Article Four, of Article Five, or of Article Six of the Articles of Incorporation of this Corporation or of Bylaws 1, 2, 3.7, 3.8, 3.9, 4.4.5, 8.6, 10, and 12 unless thirty days prior written notice setting forth the language proposed for adoption and of date, time, and place of the meeting is served personally on the Bishop of the Episcopal Church in the Diocese of Northern California or by United States Mail, postage prepaid, addressed to the then current address of the Diocesan office.

[Note: This provision is coordinated with the Articles of Incorporation that are part of this Template. The provision must be modified so that it is coordinated the actual articles in force for an adopting parish. A simpler alternative is to provide the notice required by this Section for any amendment of the articles.]

SECTION 4.4.6. The decisions of the Vestry shall be by majority vote, provided a quorum is present, unless otherwise specified in these Bylaws, Standing Orders, or by statutory or Canon law. The Rector shall have the right to vote at all Vestry meetings; however, the presiding officer of the Vestry shall not have a casting vote in case of a tie. (Cans.37.4, 37.4.1)

SECTION 4.4.7. Members of the Vestry may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission by and to the Parish.. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this section constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the Parish, other than conference telephone and electronic video

screen communication pursuant to this section constitutes presence in person at that meeting, if both of the following apply:

SECTION 4.4.7.1. Each member participating in the meeting can communicate with all of the other members concurrently.

SECTION 4.4.7.2. Each member is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Vestry. (Corporation Code Section 9211)

SECTION 4.4.8. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members, if any action taken is approved by at least a majority of the required quorum for that meeting, or a greater number as is required by statute, canon, the articles or these bylaws.

SECTION 4.4.9. An action other than one adopting, amending or modifying the articles of incorporation or bylaws of this Parish, but required or permitted to be taken by the Vestry may be taken without a meeting, if all members of the Vestry shall individually or collectively consent in writing to that action. The written consent or consents shall be filed with the minutes of the proceedings of the Vestry. The action by written consent shall have the same force and effect as a unanimous vote of the members. (Corporations Code Section 9211)

SECTION 4.5. STANDING ORDERS

SECTION 4.5.1. The Vestry by the affirmative vote of a majority of the entire Vestry at a regular meeting may adopt Standing Orders not inconsistent with the Constitution and Canons of The Episcopal Church, the Constitution and Canons of The Episcopal Church in the Diocese of Northern California, and the Articles and Bylaws of this Corporation, providing for the rules and regulations for administering the business and trusts with which the Vestry is charged.

SECTION 4.5.2. Standing Orders shall remain in force as adopted until amended or repealed by a majority vote of the entire Vestry at a regular meeting thereof.

SECTION 4.5.3. All Standing Orders currently in force shall be maintained by the Parish clerk in the Book of Bylaws.

SECTION 4.6 DUTIES OF THE VESTRY

SECTION 4.6.1 The Vestry, at each Annual Parish Meeting, shall make a full written report of the temporal condition of the parish in every particular. (Can. 33.8)

SECTION 4.6.2. The outgoing Vestry shall make suggestions, through its Wardens, as it may deem wise and helpful to the Parish, and as may conduce to the increase of zeal and devotion of the people. (Can. 33.8.1)

BYLAW 5. OFFICERS

SECTION 5.1 SELECTION OF OFFICERS

SECTION 5.1.1. The Rector or Priest in Charge, or in their absence, the Clerk, shall call a meeting of the Vestry as soon as possible after the election at the Annual Parish Meeting to elect officers as required. (Can. 33.6)

SECTION 5.1.2. At this meeting the Rector shall appoint one member of the Vestry to be Senior Warden. (Can. 33.6.1)

SECTION 5.1.3. The Vestry shall elect another of their number to be Junior Warden. In the case of a vacancy in the Rectorship, the Vestry shall elect both Wardens. (Cans. 33.6.1, 33.6.2, 33.6.3)

SECTION 5.1.4. Both Wardens must be communicants and communicants of this Parish. The Wardens shall serve until the next Annual Parish Meeting. (Cans. 33.6.5, 33.6.6)

SECTION 5.1.5. At the same meeting, the Vestry shall elect a Clerk and a Treasurer, who may or may not be members of the Vestry. The Clerk and Treasurer shall by virtue of their election become Clerk and Treasurer, respectively, of this Corporation. They shall continue in office until their successors are elected. An Assistant Clerk and an Assistant Treasurer, who may or may be members of the Vestry, may also be appointed. (Cans. 33.6.4, 33.6.7, 34.4, 34.5)

SECTION 5.2. DUTIES OF OFFICERS

SECTION 5.2.1. WARDENS

SECTION 5.2.1.1. It shall be the duty of the Wardens to supervise the care, protection, and maintenance of the Church and other buildings of the Parish, to see that they are kept in decent repair and to guard them against use prohibited by the law of the Church. They shall also see that all things needed for the orderly worship of God and for the proper administration of the sacraments are provided at the expense of this Parish and they shall discharge such other duties as may devolve upon them by provisions of the law of the Church. (Can. 34.1)

SECTION 5.2.1.2. If there is no Rector, or in the Rector's absence or inability to act, the Senior Warden, or in that officer's absence, the Junior Warden, shall preside at all meetings of the Vestry and of the Parish. (Can. 34.2)

SECTION 5.2.1.3. The Wardens shall perform all other duties which are assigned to them by the Canons of the Convention of this Diocese. (34.3)

SECTION 5.2.2. CLERK

SECTION 5.2.2.1. The clerk shall be secretary of the Vestry and shall act as secretary of this Corporation and shall perform the duties required of such office as well as other duties as may be prescribed in these Bylaws. (Can. 34.4)

SECTION 5.2.2.2. It shall be the duty of the Clerk to attend all meetings of the Vestry and of the Parish, to take minutes of their proceedings and when such minutes have been approved to enter and attest the same in the Book of Minutes of the Vestry and Parish; to act as Clerk of this Corporation and as such to attest to the public acts of the Vestry, to preserve the journals and record of this Parish, and to perform such other duties as may be lawfully assigned to the Clerk.

SECTION 5.2.2.3. The Clerk shall keep and preserve in the Parish Office a printed copy of the Current Constitution and Canons of the Episcopal Church in the United States of America, the Constitution and Canons of the Episcopal Church in the Diocese of Northern California, as well as the Articles of Incorporation, Bylaws, and Standing Orders of this Parish. These documents as a whole shall constitute and be known as the Book of Bylaws. In addition, the Book of Bylaws shall be open to inspection by the Parish Members during office hours, and a copy shall be present at all meetings of the Vestry. (Can. 32.4.2)

SECTION 5.2.2.4. The Clerk shall deliver into the hands of his or her successor all the books and papers relative to the affairs of the Parish which may be in the Clerk's possession.

SECTION 5.2.3 TREASURER

SECTION 5.2.3.1 The Treasurer shall perform the usual functions of such office as well as such other duties as may be prescribed in the Bylaws of this parish. (Can. 34.4)

SECTION 5.2.3.2. It shall be the duty of the Treasurer to receive all moneys collected under authority of the Vestry. No money shall be disbursed by except as authorized by a budget adopted by the Vestry or by other or by other authority granted by the Vestry. All checks shall be signed by two officers of the Parish.

SECTION 5.2.3.3. The Treasurer shall receive, invest, and disburse all moneys not required for immediate use, including capital funds, subject to policies and procedures adopted by the Vestry to manage investments.

[Note: If the Parish holds any substantial investments, the Treasurer should be required to seek the advice or approval of an investment committee and governed by an

investment policy. The creation of funds, investment committees, investment policies, and procedures can be fleshed out by a Standing Order. The Diocesan Handbook for Endowments is also a useful guide.]

SECTION 5.2.3.4. The Treasurer shall present to the Parish at the Annual Parish Meeting a full and accurate statement of all moneys received and paid during the year preceding. (Can. 34.5.3)

SECTION 5.2.3.5. Books of Accounts shall be kept so as to provide the basis for satisfactory accounting. Books of Accounts shall be open at all times to the inspection of the Rector, Interim Rector, Wardens, and Vestry Members. (Cans. 34.5.2, 34.6)

SECTION 5.2.3.6. All accounts shall be audited annually following the close of the calendar year by a qualified accountant appointed by the Diocese of Northern California who is not a member of the Vestry, or in any way connected with the subject matter of the account. (Nat. Can. I.7.1(f), Can. 34.5.1)

SECTION 5.2.3.7. The Treasurer shall be subject to the direction of the Vestry in all matters pertaining to the duties of this office, and shall receive and answer all questions as to the state of the treasury

SECTION 5.2.3.8. The Treasurer shall give adequate bond for the faithful discharge of the duties thereof, said bond to be given by a certified bonding company in California, all costs of the same to be borne according to Diocesan policy. (Can. 53.1)

BYLAW 6. COUNCILS, COMMITTEES, AND COMMISSIONS

SECTION 6.1. The Vestry may establish such Councils, Commissions, and Committees as it determines necessary or convenient to carry out the work of the Parish.

[Often local bylaws are be used to create a committee or commission structure. This Template does not do so because this structure can be created and modified more simply by Standing Order.]

BYLAW 7. PARISH RECORDS

SECTION 7.1. Great care shall be taken to preserve church records. The Rector, Interim, or Vicar shall be the custodian of the Parish or Mission Register. Upon vacating the Cure, the Rector or Interim shall deposit the Register with the Senior Warden of the Parish, Warden of the Mission, or the Bishop. (Can. 35.1)

SECTION 7.2. When a new Parish Register shall be begun, the old one shall be sent to the Registrar of the Diocese for safekeeping, unless the Parish has a place for safekeeping satisfactory to the Bishop. (Can. 35.2)

SECTION 7.3. The Parish Register as adopted by the General Convention shall be the standard for this Parish, and every Rector or Interim, or the Warden, when there is no Rector or Interim, shall make the proper entries in the Register of the Parish, as required by the Canons of the General Convention. (Can. 35.3)

BYLAW 8. PARISH MEETINGS

SECTION 8.1. PURPOSE. An Annual Parish Meeting shall be held annually for the election of members of the Vestry, Lay Delegates to Diocesan Convention, and Alternate Lay Delegates to Diocesan Convention, for the reception of reports, and for the transaction of other business which may legally and canonically come before the meeting. (Con. V.5, Can. 36.1)

SECTION 8.2. SCHEDULE. At a duly convened meeting held not later than the last Monday in December, the Vestry shall set the date and time of the Annual Parish Meeting. The Annual Parish Meeting shall be held on some convenient date and time between the first day of January and the last day of February in each year. (Can.36.2)

SECTION 8.3. NOTICE. Notice of the Annual Parish Meeting shall be given during all services held on the two Sundays preceding such Parish meeting. (Can. 36.2.1)

SECTION 8.4. PRESIDING OFFICER. The Rector shall preside, with right to vote, at all Parish meetings. The presiding officer of the Parish Meeting shall not have a casting vote in case of a tie. (Cans. 37.4, 37.4.1)

SECTION 8.5. SPECIAL PARISH MEETINGS. A Special Parish Meeting may be held at any time on the written call of the Rector with the consent of the Vestry or on written call of the Vestry when the office of Rector is vacant. The written call shall set forth the date, time, and place of the special meeting and shall set forth the business which it is proposed to transact at such a meeting. Notice of the special meeting shall be given by reading aloud the written call of such special meeting during all services held on a Sunday on which all regular services are held in the Parish Church at least seven days in advance of the special meeting. At the Special Meeting no business other than that set forth in the written call shall be in order. (Can. 36.2.2)

[Note: The Canon provides for a call and requires that notice set forth the limited purpose, but fails to specify the time and manner of giving notice. The provision above seeks to cure these defects. Cure is critical because of the Canonical provision permitting whomever shows up to constitute a quorum. The problem is requiring sufficient notice to forestall a stealth meeting, such as one noticed on Low Sunday, on Christmas Day, at a Sunday service held away from the Church, or some other sparsely attended set of services, but still giving sufficient flexibility to meet an emergency.]

SECTION 8.6 MEETINGS TO CONSIDER CERTAIN AMENDMENTS

A Parish Meeting shall consider no amendment, modification, or repeal of Article Two, of Article Four, of Article Five, or of Article Six of the Articles of Incorporation of this Corporation or of Bylaws 1, 2, 3.7, 3.8, 3.9, 4.3.3, 4.4.5, 4.5.1, 8.6, 10, and 12 unless thirty days prior written notice setting forth the language proposed for adoption and of date, time, and place of the meeting is served personally on the Bishop of the Episcopal Church in the Diocese of Northern California or by United States Mail, postage prepaid, addressed to the then current address of the Diocesan office.

[Note: This provision is coordinated with the Articles of Incorporation that are part of this Template. The provision must be modified so that it is coordinated the actual articles in force for an adopting parish. A simpler alternative is to provide the notice required by this Section for any amendment of the articles.]

SECTION 8.7. QUALIFICATIONS OF ELECTORS. At any Parish meeting those qualified to vote shall be electors, who shall be those persons of legal age who, at the time of such meeting, shall be communicants on the records of the Parish for six months, who have communicated in the Parish during the year preceding, and who are Givers of Record and shall have been for six months entered or entitled to be entered upon the books of the Treasurer of the Parish. (Can. 36.3)

SECTION 8.8. QUORUM. At any meeting of the Parish those present shall constitute a quorum for the transaction of business. (Can. 36.3.2)

[Note: This tracks the Canon exactly. It invites stealth meetings.]

SECTION 8.9. METHOD OF BALLOTING. The Vestry, Lay Delegates to Convention, and their Alternates shall be elected by secret, written ballot. No person shall be permitted to vote by absentee or proxy ballot. (Cans. 33.2.4, 36.3.3, 36.5)

SECTION 8.9.1. Three tellers shall be appointed. One by the presiding officer; one teller by the members of the Vestry present; and the third shall be selected by these two. The tellers shall receive and count the ballots and notify the presiding officer of the results thereof. (Can. 36.5.1)

SECTION 8.9.2. The presiding officer shall act as inspector of election and certify who are elected to Vestry and as Lay Delegates to Convention and their Alternates. (Can. 36.5.2)

[Canon expanded to include Convention Delegates.]

SECTION 8.9.3. An appeal from the certified result of the election shall lie to the Ecclesiastical Authority of the Diocese. In case of such appeal, the Ecclesiastical Authority shall recanvass the vote and ascertain and declare the result of the election. Its decision upon such appeal shall be final. (Con. 36.5.3)

[Canon expanded to include Convention Delegates.]

SECTION 8.9.4. At the election of the Vestry, the polls shall be kept open for the space of one hour at least, but upon demand of any three electors the polls shall be kept open for two hours. (Cans. 36.5.4, 36.5.4.1)

SECTION 8.9.5. The number of Lay Delegates to Diocesan Convention and Alternate Lay Delegates to Diocesan Convention shall be determined in accordance with Article V of the Constitution of the Diocese. The Lay Delegates from this Parish shall be elected by the Annual Parish Meeting. The Parish shall also elect Alternate Delegates in the same manner as the Delegates. In the event Delegates are unable to serve, the Rector or Interim shall fill the vacancy, first from the Alternates, and if the Alternates are unable to serve, from adult communicants in good standing in this Parish. (Con. V.5)

BYLAW 9. [Reserved]

BYLAW 10. CONSTRUCTION

SECTION 10.1. The provisions of these Bylaws shall be construed to be consistent with the Constitution and Canons of The Episcopal Church, the Constitution and Canons of the Episcopal Church in the Diocese of Northern California, or the laws of the State of California governing religious nonprofit corporations

BYLAW 11. RULES OF ORDER

SECTION 11.1. Robert's Rules of Order, Revised, shall be the authority in deciding questions of order and procedure, except when the Constitution and Canons of The Episcopal Church, the Constitution and Canons of the Episcopal Church in the Diocese of Northern California or these Bylaws are otherwise applicable.

BYLAW 12. AMENDMENTS

SECTION 12.1. These Bylaws may be amended, changed, or new bylaws may be adopted by a majority of the Vestry [and ratified by a majority of qualified voters present and voting at a Parish Meeting], provided a quorum is present [at each]; nevertheless, inasmuch as this Parish and Corporation, having been organized to further the aims and objectives of the Christian religion as expressly practiced by The Episcopal Church and the Episcopal Church in the Diocese of Northern California, are subject to, conform to, and abide by the Constitution and Canons thereof as they exist now and are amended in the future, any action taken or bylaw adopted by this Parish or Corporation is void to the extent that is inconsistent with or in violation of these Constitutions and Canons.

[Note: If Amendments may be adopted without action by a Parish Meeting, the bracketed language must be eliminated.]

BYLAW 13. TIME OF TAKING EFFECT

SECTION 13.1. Immediate Effect. These Bylaws shall take effect immediately upon approval by the Vestry [and, and ratified by a majority of qualified voters present and voting at a Parish Meeting], provided a quorum is present [at each].

[Notes: This provision contemplates adoption by a Vestry and, if required by a current set of Bylaws, ratification by a Parish Meeting. If no action is required by a Parish Meeting, the bracketed language must be eliminated.]

CERTIFICATES OF ADOPTION

KNOW ALL PEOPLE BY THESE PRESENTS:

That we, the undersigned, being the Rector, Senior Warden, Junior Warden, and Members of the Vestry of _____ Parish in _____, California and of The Rector, Wardens, and Vestry of _____ Parish in _____, California, a California nonprofit religious corporation, certify that the foregoing Bylaws were duly adopted at a regular meeting of the Vestry held on the ___ day of _____, 20__.

IN WITNESS THEREOF, we have subscribed our names as follow.

Date: _____, 200_ _____
Date: _____, 200_ _____
Date: _____, 200_ _____
Date: _____, 200_ _____
Date: _____, 200_ _____
Date: _____, 200_ _____
Date: _____, 200_ _____
Date: _____, 200_ _____
Date: _____, 200_ _____

I certify that I am the duly elected and acting Clerk of The Rector, Wardens, and Vestry of _____ Parish in _____, California, a California non-profit religious corporation, and that the Bylaws, consisting of __ pages, are the Bylaws of this corporation as adopted by its Board of Directors on _____, [and as ratified by a majority of qualified voters present and voting at a Parish Meeting regularly held on _____, 20__.] and that the Bylaws have not been amended or modified since that date.

Executed on _____, 200_ at _____, California
