

# BYLAWS

## St. John's Episcopal Church in Oakland, California

### **ARTICLE 1: CONSTITUTION AND CANONS AS PART OF BYLAWS**

Section 1.1: The Constitution and Canons of The Episcopal Church, hereinafter known as the National Canons, and of the Canons of the Episcopal Diocese of California, hereinafter known as the Diocesan Canons, shall, unless contrary to the laws of the State of California, be a part of the bylaws of this parish and shall prevail against any inconsistent provision in these bylaws.

### **ARTICLE 2: MEMBERS AND COMMUNICANTS OF THE PARISH**

Section 2.1: Members All persons who have received the Sacrament of Holy Baptism and whose baptism has been recorded in the Parish Register are members of this parish.

Section 2.2: Adult Members Members sixteen years of age and over are adult members.

Section 2.3: Communicants All members of this church who have received Holy Communion in this parish at least three times during the preceding calendar year are communicants of this parish.

Section 2.4: Termination of Membership Membership in the parish shall terminate if the member withdraws, transfers, or ceases to conform to the National or Diocesan Canons.

### **ARTICLE 3: PARISH MEETINGS AND VOTING RIGHTS**

Section 3.1: Place of Meetings All parish meetings shall be held on the parish church premises or at such other place as may be designated for that purpose by the vestry.

Section 3.2: Annual Meeting There shall be an annual parish meeting each January.

Section 3.3: Special Meetings A special meeting may be called by the President, the vestry, or by petition signed by five percent of those persons entitled to vote at a parish meeting.

Section 3.4: Notice of Annual or Special Meetings Notice of the date, time, and place of a parish meeting shall be given by mail to the entire parish at least 20 days before the annual parish meeting or before a special meeting. The purpose of the meeting shall be stated in the notice. On the Sunday following such a meeting, the names of the vestry elected, if any, and the nature of the business transacted at the meeting or special meeting shall be given.

Section 3.5: Quorum One-third of those members entitled to vote at a parish meeting shall constitute a quorum for the transaction of business. In the absence of a quorum, any meeting of the members may be adjourned by a majority of the members present. If a quorum is present, the vote of a majority of the members present shall be the act of the members.

Section 3.6: Valid Parish Meetings No parish meeting shall be valid unless the Rector or one of the Wardens is present.

Section 3.7: Voting Rights At every parish meeting, each adult member whose name shall have been registered on the parish register for six months preceding a parish meeting and who has (a) made and observed a written pledge or (b) act of donation or work of charity deemed satisfactory by the Rector, is entitled to vote.

Section 3.8: List of Members At least ten days before a parish meeting, the Rector or minister in charge or a warden shall post in a conspicuous place on the parish premises a certified list of the voting members. The list shall remain posted until after the meeting and shall be retained by the Secretary as part of the meeting records.

Section 3.9: Voting No person shall be entitled to more than one vote and voting rights may not be exercised by proxy.

#### **ARTICLE 4 ELECTION AND NOMINATIONS**

**Section 4.1:** Nominations of vestry members and delegates to the Diocesan Convention shall be presented to the annual parish meeting by a nominating committee composed of the following: the retiring vestry members and any parishioner who has the approval of the vestry. The chair of the nominating committee shall be, in order of preference, the Senior Warden, the People's Warden, or another retiring vestry member on the committee selected by the committee. All members of the nominating committee shall be qualified to vote at a parish meeting at the time of their election to the committee.

**Section 4.2:** The nominating committee shall be formed in October each year.

- a. The nominating committee shall present a list of nominees for election to the vestry and delegates to Diocesan convention equal in number to at least the number of vacancies to be filled.
- b. Delegates and alternates to Diocesan Convention also serve as official representatives to Deanery Convocations.
- c. The nominating committee shall certify to the vestry at the December vestry meeting that each nominee has met the eligibility requirements at the time the nominee was approved for nomination, that the eligibility requirements were explained to each nominee.
- d. Delegates and alternates to Diocesan Convention may be re-nominated.
- e. The written list of candidates shall be posted in the Church two Sundays before the annual meeting.
- f. Additional nominations may be presented in writing to the Secretary over the signature of at least six eligible voting members of the parish at least two weeks (14 days) before the annual parish meeting. A member may sign his or her name to no more than one nomination for each vacancy. The Secretary shall determine the eligibility and willingness to serve of any such nominee and shall then post the names next to the names of the other nominees at least one week (7 days) before the annual parish meeting.
- g. Written material describing the candidates shall be provided to members of the parish no later than ten days before the annual parish meeting.
- h. All candidates for vestry shall be announced to all services on the Sunday prior to the annual parish meeting.

**Section 4.3:** There shall be an election of lay vestry and delegates to Diocesan Convention by ballot at the annual parish meeting. One third of the lay members of the vestry shall be elected each year for a three-year term.

**Section 4.4:** The term of office of the lay vestry shall begin at the January vestry meeting each year.

**Section 4.5:** A vestry member shall not serve continuously for more than three years, except as provided for in Section 4.9, provided that a member elected for a term of less than one year, or appointed to fill a vacancy of less than one year shall, after the expiration thereof, be eligible to election for a term of three full years. A retiring or resigning member shall not be eligible for re-election until a period of one year has elapsed.

**Section 4.6:** The ballot shall show no differentiation between the nominating committee slate and open nominations; and the order of the ballot shall be alphabetical. Incumbent Convention delegates and alternates shall be so designated on the ballot.

**Section 4.7:** A plurality vote shall be required to elect each new vestry member, delegate, or alternate on the first ballot. In the event of a tie, a runoff election shall be held immediately thereafter for the remaining positions. Those receiving the highest number of votes shall be declared elected.

**Section 4.8:** The election of vestry and delegates shall be in accordance with Section 11.16 of the Diocesan Canons.

Section 4.9: In the event a Senior Warden is appointed in the third year of his or her term, at the request of the Rector, the regular term of the Senior Warden may be extended for an additional year to allow for an additional year of service as Senior Warden

#### **ARTICLE 5 DELEGATES AND ALTERNATES TO DIOCESAN CONVENTION**

Section 5.1: The number of delegates and alternates shall be determined as set forth in the Diocesan Canons.

Section 5.2: Qualifications Delegates and alternates shall be voting members of this parish.

Section 5.3: Vacancies

- a. A vacancy shall exist in case of death, resignation, removal, or inability to act. If the members of this parish fail to elect the authorized number of delegates or alternates, or if the authorized number is increased, then a vacancy shall exist.
- b. Failure to maintain the qualifications for election or absence from three consecutive regularly scheduled meetings may be cause for removal at the discretion of a majority of the vestry. Three weeks notice and an opportunity to be heard will be given to the person whose status is in question.
- c. When a vacancy occurs, a replacement shall be appointed by the Rector as provided in the Diocesan Canons.

#### **ARTICLE 6 VESTRY**

Section 6.1: Board of Directors Known as Vestry The Board of Directors of this Corporation shall be known as the vestry.

Section 6.2: Number The number of vestry members shall be no less than ten and no more than fifteen including the Rector. The number may be changed by bylaw amendment, but shall not be less than six or more than fifteen, exclusive of the Rector.

Section 6.3: Qualifications Except the Rector, the vestry shall be lay communicants of the parish, 18 years of age or over, and otherwise qualified to vote at a parish meeting.

Section 6.4: Powers and Duties The vestry shall have power:

- a. To elect, appoint, or remove at pleasure all of the officers, agents, and employees of the parish except for the Rector.
- b. To prescribe duties for them not inconsistent with Diocesan Canons, civil law, or these bylaws;
- c. To fix their compensation and to require from them security for faithful service.
- d. To conduct, manage, and control the temporal affairs and business of the parish as agents and legal representatives of the parish in all matters concerning its corporate property and relations of the parish to its clergy.
- e. To appoint committees, as it deems necessary, to facilitate the management and control of the parish.
- f. To determine the location of the parish office.
- g. Subject to the limitations of the Diocesan Canons, to borrow money and incur indebtedness for the purposes of the parish.
- h. To call special parish meetings.
- i. To perform every act permitted a board of directors of a corporation.

Section 6.5: Place of Meetings Regular and special meetings of the vestry shall be held on the church premises unless otherwise designated by the vestry.

Section 6.6: Valid Meetings No meeting of the vestry shall be valid unless the Rector or one of the church wardens is present.

Section 6.7: Regular Meetings The regular meeting of the vestry shall be held monthly on the same day and time, as determined by the vestry, unless for good reason the vestry shall waive a meeting or change a day or time. At least ten monthly meetings shall be held each year.

**Section 6.8: Special Meetings** Special meetings of the vestry may be called at any time by the Rector, or, in his absence or inability or refusal to act, the Senior Warden, or the People's (Junior) Warden, or by any two vestry members. Notice of a special meeting may be waived by majority consent of the vestry.

**Section 6.10: Quorum** The presence of 51% of vestry members shall be necessary to constitute a quorum of the vestry for the transaction of business. Every decision made by a majority present at a meeting lawfully called and held at which a quorum is present shall be regarded as an act of the vestry. In the absence of a quorum, the majority of the members present may adjourn a meeting, but may take no other action except for filling vacancies on the vestry, as provided in Article 6, Section 6.13 of these bylaws.

**Section 6.11: Ratification** Transactions at any special meeting of the vestry, however called and noticed, or wherever held, shall, in order to constitute official action of the vestry, be ratified at the next regular meeting or by unanimous written consent of the vestry.

**Section 6.12: Matters** Any business that might be conducted at a regular meeting may be conducted at a special meeting or an adjourned meeting of the vestry.

**Section 6.13: Vacancy** A vacancy in the vestry shall exist in the case of death, resignation, removal, or inability to act of any vestry member. If the members fail to elect the authorized number or if the authorized number is increased, then a vacancy shall exist. When a vacancy occurs, it may be filled by a majority vote of the remaining vestry members, though less than a quorum, or by a sole remaining member. Each member so elected shall hold office for the balance of the remaining term.

**Section 6.14: Removal** Absence from three consecutive regularly scheduled vestry meetings, failure to remain current on a stated pledge, or failure to pledge at the annual campaign may be cause for removal from the vestry at the discretion of the majority of the vestry. Three weeks notice and an opportunity to be heard will be given to the member whose status is in question.

## **ARTICLE 7 OFFICERS**

**Section 7.1: Prescribed Officers** The officers of this parish shall consist of a President, who shall be the canonically elected Rector of the parish; a First Vice President, who shall be the Senior Warden; a Second Vice President, who shall be the People's (Junior) Warden; a Secretary; and a Treasurer and a Finance Chair. The Senior Warden shall be appointed by the Rector from among the vestry. If there is no Rector, the Senior Warden shall be elected by the vestry. The vestry shall then elect a People's (Junior) Warden from among the vestry, and shall elect a Secretary, Treasurer and Finance Chair from among the voting members of the parish. The Secretary and Treasurer may be the same person.

**Section 7.2: Annual Election of Officers** The officers of the corporation, excluding the President, shall be elected annually immediately after the annual meeting.

## **ARTICLE 8 PRESIDENT**

**Section 8.1:** The powers and duties of the Rector, as President are:

- a. At the Rector's discretion, to preside at all parish meetings and vestry meetings and any meetings of any parish organization.
- b. Subject to the approval of the vestry and Diocesan Canons, to execute on behalf of the parish all deeds, conveyances, mortgages, leases, promissory notes, contracts, obligations, certificates, and other papers and instruments, in writing, that may require the same, and to supervise and control all of the officers, agents, and employees of the parish.

**Section 8.2:** All powers and duties hereby, or by law, or by the National or Diocesan Canons conferred or imposed upon the Rector, as President, may be exercised and performed by him or her either within the State of California or elsewhere.

**Section 8.3:** The Rector of the parish, or if there be no Rector, the minister in charge thereof, or if there be no minister in charge, then one of the church wardens, shall keep a

suitable book, to be known as the "Parish Register," in which shall be entered all records prescribed by the National and Diocesan Canons.

Section 8.4 The Rector, subject to the control of the Bishop of the Diocese of California, shall have exclusive charge of all things pertaining to, or affecting the spiritual interest of the parish, as provided by the National and Diocesan Canons.

Section 8.5: Whenever the Rector shall resign or the office of Rector of the parish shall otherwise become vacant, the vestry shall proceed to fill such vacancy in the manner prescribed in the Diocesan Canons.

#### **ARTICLE 9 VICE-PRESIDENTS**

Section 9.1: In case the parish is without a Rector, or the Rector is absent or unable to act, the Vice Presidents, according to seniority, shall exercise the powers and perform the duties of President, as the same are set forth in Article 8 hereof.

#### **ARTICLE 10 SECRETARY**

Section 10.1: The powers and duties of the Secretary are:

- a. To keep in the parish office a current copy of the National Canons, Diocesan Canons, parish bylaws, and minutes of the vestry meetings of the parish. The documents shall be available to members of the parish at all reasonable times.
- b. To keep a complete and authentic record of the proceedings of the vestry and of the parish meetings.
- c. To perform all duties pertaining to the office or required by the vestry or by law.

#### **ARTICLE 11 TREASURER**

Section 11.1: The powers and duties of the Treasurer are:

- a. To receive and safely keep all the moneys of the parish and to have them deposited in the name of the parish in such bank or banks as the vestry may designate, and cause the same to be disbursed by such bank or banks on checks signed by the Treasurer and others as authorized by the vestry.
- b. To pay parish bills as authorized by the vestry.
- c. To keep complete and accurate parish financial records, and to render regular financial statements as required by the President and the vestry.
- d. To submit, at the annual meeting, a complete statement of the accounts for the past year.
- e. To qualify for a fidelity bond as required by the vestry.
- f. To perform all duties pertaining to the office, or required by the vestry or by law.

#### **ARTICLE 12 FINANCE CHAIR**

Section 12.1: The powers and duties of the Finance Chair are:

- a. To chair the Finance Committee.
- b. To develop the annual budget in cooperation with the Rector, the Treasurer, the Stewardship Chair and the Senior Warden.
- c. To chair the Investment Committee.
- d. To develop, as necessary, or monitor the accounting system of the parish.

#### **ARTICLE 13 LIABILITY OF VESTRY AND MEMBERS**

Neither the parish members nor the vestry of the parish shall as such be personally liable to third parties for the debts, liabilities, or obligations of the parish.

#### **ARTICLE 14 AMENDMENTS**

Section 14.1: These bylaws may be amended or repealed or new bylaws adopted:

- a. By the vote of a majority of a quorum at a meeting of the members of this parish duly called for the purpose, provided that notice, including wording of the proposed changes, is given to members of the parish in accordance with Article 3, Section 3.4, or

- b. By the vestry, provided that written notice of consideration of a bylaw change by the vestry, including the wording of the proposed change, shall be given to the parish and provided further that the vestry may not adopt an amendment changing the authorized number of members of the vestry or may not amend Article 1 of the bylaws, and

Section 14.2: Further to Section 14.1, the bylaws may require the vote or written consent of a larger number or larger majority of the members or vestry for amendment or repeal of the bylaws generally, or of particular bylaws, or for the adoption of bylaws than would otherwise be required by this article, in which case such requirement shall prevail.

**CERTIFICATE OF THE SECRETARY**

I, John McGuinn, Secretary of St. John's Episcopal Church in Oakland, hereby certify that the foregoing bylaws are a true and correct copy of the bylaws duly adopted by the membership on January \_\_\_\_, 2006.

\_\_\_\_\_  
John McGuinn

\_\_\_\_\_  
Date