

BYLAWS
OF
ST. PAUL'S EPISCOPAL CHURCH
OAKLAND, CALIFORNIA

PREAMBLE

Saint Paul's Episcopal Church, Oakland, California having associated as a Parish for the purpose of maintaining the worship of Almighty God according to the faith and usages of The Episcopal Church, has adopted the Articles attached hereto as its Bylaws.

The Protestant Episcopal Church in the United States of America is otherwise known as and hereafter referred to as "The Episcopal Church".

The Episcopal Diocese of California is hereafter referred to as "the Diocese".

St. Paul's Episcopal Church may be hereafter referred to by name, or as "the Parish" or "the church".

ARTICLE I

Governance

1.1 The Constitution, Canons, Regulations and Discipline of the Episcopal Church and the Constitution and Canons of the same Church in the Diocese shall, unless they be contrary to the laws of the State of California or United States, always form and are deemed to be a part of the bylaws of this Parish and shall prevail against anything elsewhere herein contained that may appear to be repugnant to such Constitution, Canons, Rules, Regulations or Discipline.

The bylaws of the Parish and the Diocesan Canons relevant thereto will be maintained both in the church offices and as a link on the church's website.

ARTICLE II

Membership

2.1 All persons who have received the Sacrament of Holy Baptism with water in the name of the Father and of the Son and of the Holy Spirit and whose baptism has been duly recorded in the Parish register and all persons confirmed or received in the church whose confirmation, reception or transfer is duly recorded in the Parish register are members of the Parish.

ARTICLE III

Meetings of members

3.1 Annual Meetings. During the first sixty (60) days of each year there shall be a meeting of the members of the Parish. The date and time of the annual meeting shall be fixed by the Vestry not less than forty-five (45) days in advance thereof. At each annual meeting sufficient members shall be elected to the Vestry to fill the vacant positions, and each Parish organization shall present or make available in writing at or before the meeting reports of its activities and programs during the year and its financial condition. Other matters may be considered at the instance of the Rector or upon motion, duly seconded and carried.

3.2 Special Meetings. A special meeting of the members may be called at any time by the Rector, the Vestry, or by written petition signed by twenty-five (25) members.

3.3 Notice. Written notice of annual and special meetings shall be given to the members at least four (4) weeks in advance thereof and publicized at each regularly scheduled service on the Sunday preceding the day upon which an annual meeting is to be held. Notice of annual meetings shall be given in the church's newsletter, website, Sunday bulletin, and, to the extent possible, by email. Notice of special meetings shall be given in like manner, but if the special meeting is to be held at the Parish Church, the time may be shortened to three (3) weeks. The notice of a special meeting shall state the purpose of the meeting and set forth an Agenda of Business to be considered. Only business set forth on the agenda may be considered at a special meeting.

3.4 Place of Meetings. Annual meetings of members shall be held at the Parish Church or at any other place designated by the Vestry. Special meetings of members shall be held at the Parish Church or at such place as shall be designated by whom the special meeting is called.

3.5 Quorum. A quorum at any meeting of the members shall consist of 10% of the Total Active Parish Members, as defined by Parish rolls as of the preceding year's Parochial Report. No member may attend or vote by proxy.

3.6 Adjourned Meetings and Notice Thereof. Any meeting of members, annual or special, whether or not a quorum is present, may be adjourned to another date by a vote of a majority of members present. In the absence of a quorum, no other business may be transacted at such meeting.

3.7 Voting. Each person aged sixteen (16) or over whose name has been registered on the Parish register for six (6) months preceding such meeting, and any other person of like age who has, for the same period, been registered in the books of the Treasurer as a regular contributor to the support of the Parish, shall be entitled to vote. Every member present shall be entitled to one vote, and there shall be no voting by proxy or absentee ballot. Except as provided below, voting

may be by voice or ballot, and action taken by vote of a majority of the members present shall constitute the action of the members.

3.8 Procedure at Meetings. All meetings shall be conducted in an orderly and fair manner guided by the most recent edition of Robert's Rules of Order, and minutes shall be taken.

ARTICLE IV

Vestry

4.1. The conduct and management of the business and temporal affairs of this Parish will be vested in, and controlled by, a board of directors, known as the Vestry. The canonically appointed Rector of the Parish will be a voting member of the Vestry, ex officio, and President thereof.

4.2 The number of Vestry members is hereby fixed at nine, exclusive of the Rector, which number may be changed by vote made at the annual meeting, in the manner provided hereof, but must be a number between six and 15.

4.3 All Vestry members shall be baptized lay persons age 18 or over, and the majority shall be communicants in good standing and registered in the Parish.

4.4 Vestry members shall support the congregation, either as participants in the annual Pledge Drive, through regular plate donations, or in any other fashion the Vestry deems wise.

ARTICLE V

Election of the Vestry

5.1. The Vestry members, other than the Rector, will be elected by ballot by the members of the Parish for three (3) year terms at the annual meeting of the Parish; one third of the members of the Vestry shall be elected at each annual meeting to serve for a period of three (3) years, or until their successors are elected. However, in the event of the death, resignation or termination for any reason whatsoever in the term of a member of the Vestry the remaining Vestry members shall appoint a successor for the vacancy and the person so appointed shall serve until the next annual election, at which time the vacancy shall be filled by election of a Vestry member who shall serve for the remainder of the term only and not for a full three (3) year term.

5.2 The term of office of the Vestry members will begin immediately after their election and will continue until their successors are elected.

5.3 No Vestry member will hold office for a continuous period longer than three (3) years, provided, however, that after the lapse of one (1) year from the termination of such three-year period he or she may be reelected to the Vestry.

5.4 The Vestry will appoint a nominating committee to present such nominations for the office to be filled as they deem wise, and in addition to those individuals so nominated, members of this Parish may present nominations from the floor at the annual meeting. The nominating committee shall include two at-large members of the church. The at-large members shall not be members of the Vestry, at the time such nominations are presented.

5.5 The election of Vestry members will be conducted in the manner provided by the Constitution and Canons of the Episcopal Church in the Diocese.

5.6 Any Vestry member who fails to attend three (3) consecutive regular meetings will be deemed to have resigned from Vestry.

ARTICLE VI

Vestry Duties

6.1 The Vestry shall be agents and legal representatives of the congregation in all matters concerning its property and finances and the relations of the congregation to its clergy. The Vestry shall:

- (1) elect a rector subject to the bishop's call;
- (2) assist the clergy in developing and maintaining a mutual ministry and trust to promote the spiritual well-being of the congregation;
- (3) be responsible stewards of the property and physical assets of the congregation;
- (4) ensure regular worship services for the congregation by securing, in accordance with the canons of The Episcopal Church and of this diocese, the services of clergy or qualified lay worship leaders or lay readers;
- (5) transact the temporal business pertaining to the congregation;
- (6) assist in the preparation of and approve an annual parochial report;
- (7) collect and pay to the diocese the monies committed for the support of the budget of the diocese; and
- (8) in general, work with the clergy in promoting the general interest of the congregation.

ARTICLE VII

Governance

7.1 Parish Officers. The officers of the Parish shall consist of the Rector, the Senior Warden, the Junior Warden, the Secretary, and the Treasurer.

7.2 Rector. The Rector of the Parish, in accordance with the Constitution and Canons of the Diocese shall have exclusive charge for all things pertaining to or affecting the spiritual interests of the Parish. It shall be the duty of the Rector to direct all things related to public worship and liturgy of the Parish. As President of the Vestry, the Rector shall have direction and administration of its business, officers and employees, and manage the use of the Parish buildings and grounds, subject to such control as the Vestry may have under the Diocesan Canons. The Rector shall preside and have the right to vote at meetings of members and of the Vestry, be ex officio a member of all standing or regular committees of the Parish, and shall select Assistant Ministers who shall serve at the pleasure of the Rector. The Vestry shall not infringe upon these rights, nor upon any of the ecclesiastical rights, privileges or prerogatives of the Rector, as set forth in the Diocesan Canons.7.3 Senior Warden. The Senior Warden must be a member of the Vestry and shall be appointed by the Rector. The Senior Warden shall be first Vice President of the Parish and be responsible for the Parish in the absence of the Rector.

7.4 Junior Warden. The Junior Warden must be a member of the Vestry and shall be elected by the Vestry. The Junior Warden shall be second Vice President of the Parish and shall be responsible for the Parish in the absence of both the Rector and Senior Warden.

7.5 Secretary. The Secretary shall be elected by the Vestry, but need not be a member thereof. The Secretary shall give all required notices of all meetings of the members and Vestry, and shall take, or cause to be taken, minutes of all such meetings. Once approved, the minutes shall be made available to the Parish members in a timely manner.

7.6 Treasurer. The Treasurer shall be elected by the Vestry, but need not be a member thereof. The Treasurer shall keep and maintain adequate and correct accounts of the properties and business transactions of the Parish, including pledges and other assets, liabilities, receipts, and disbursements, shall deposit all monies and other valuables in the name and to the credit of the Parish with such depository as the Vestry shall designate, shall disburse the funds of the corporation as may be ordered by the Vestry, and shall render to the Rector and Vestry whenever requested an account of all transactions as Treasurer and of the financial condition of the Parish.

7.7 Committees. The Vestry may appoint such other Committees as may from time to time be necessary, to serve at its pleasure. The Vestry may delegate to committees such of its powers and duties as it deems appropriate, but shall remain responsible for the temporal affairs of the Parish.

7.8 Removal and Resignation. Any officer, except the Rector and the Senior Warden, may be removed from office by vote of a majority of the entire Vestry at the time in office. Any

officer may resign without the consent of the Vestry. The resignation shall take effect on the date it is received or at a later date specified therein.

7.9 Vacancies. Should the office of Rector become vacant, it may be filled only as provided in the Canons of the Church and the Diocese. Should any other office except that of Senior Warden become vacant, it shall be filled by the Vestry.

ARTICLE VIII

Meetings of the Vestry

8.1 Regular meetings shall be held at a day, time and place established by the current Vestry. Arrangements shall be made for attendance by telephone. The meeting shall be announced at each regularly scheduled service on the preceding Sunday, and any member may attend. Vestry meetings shall be open to all members of the congregation except when the Vestry adjourns to executive session. The Secretary, or in the absence of the Secretary a designate, shall take and keep records of the meeting and votes taken therein.

8.2 When urgent action is required, Provision shall be made for voting telephonically or by email or other electronic means. Such voting procedures should be used only in situations where urgent action is required and physical meeting is not possible or practical. In such situations, a record of the vote taken shall be made, and required notice of the meeting or vote must be given. Any action taken telephonically or by email or other electronic means shall be ratified by the Vestry at its next regular meeting.

8.3 A majority of the Vestry shall constitute a quorum, provided the member of the clergy in charge or [one of] the warden[s] is present.

8.4 The rector or a member of the Vestry designated by the rector shall preside over all meetings. In the absence of the rector and such designation, a warden shall preside.

8.5 No meeting of the Vestry shall be held unless the rector or member of the clergy in charge requests it or upon the call of three members of the Vestry. The Secretary or Rector shall provide all clergy and Vestry members with notice of a meeting at least three days in advance of the meeting.

8.6 Except as may be otherwise required by law, canon, or these bylaws, any action of the Vestry shall require the affirmative votes of a simple majority of those Vestry members in attendance and voting.

8.7 The most recent edition of *Robert's Rules of Order Newly Revised* shall govern all matters of parliamentary procedure not governed by canon or these bylaws.

8.8 Upon a motion that is seconded and approved, the Vestry may convene in executive session, that is, with only the Rector and the members of the Vestry present, to discuss personnel matters or other business of a sensitive nature. The Vestry in its discretion may consider but shall not take any action on matters in executive session. The minutes shall note that the Vestry met in executive session.

ARTICLE IX

Indemnification

9.1 If and to the extent permitted by applicable law and unless proscribed or otherwise limited by the Constitutions or Canons of The Episcopal Church or of the Diocese of California, the congregation shall indemnify, defend, and hold harmless past and present officers and Vestry and committee members (including the rector and other members of the clergy in their capacities as such) and their respective heirs and legal representatives from and against any and all liabilities, costs, and expenses (including attorneys fees and other defense costs) from time to time incurred by or imposed upon them respectively in connection with any threatened, pending, or completed civil, criminal, or administrative proceeding in which any of them may become involved by reason of their service to the congregation in such capacities, except with respect to matters as to which they may finally be adjudged in such proceeding to be liable for willful, wanton, or grossly negligent misconduct. Such indemnification shall be limited to instances in which the Vestry, acting on the advice of counsel and without participation by any party to the proceeding in question, has (a) determined that indemnification is appropriate under the provisions of this Article, and (b) in the event of any settlement of such proceeding prior to a final and binding adjudication of the same, approved the terms of the settlement. The right of indemnification under this Article is not exclusive, and shall be in addition to and not in derogation of any such right under applicable law or by contract. If this Article shall be amended or repealed such action shall have prospective effect only, and shall not affect the indemnification rights of any individual with respect to proceedings in respect of which indemnification has been properly sought by application to the Vestry in writing by the individual(s) in question prior to the effective date of such action.

ARTICLE X

Amendments

10.1 These Parish by-laws may be altered, repealed or amended, or new bylaws may be adopted, (1) by the vote of the majority of the Vestry at a meeting duly called for that purpose, or (2) by the written consent of a majority of the members of the Parish, or (3) by the vote of a majority of the members at a meeting duly called for such purpose, at which a quorum is present.

As amended and revised February 2015