

By-Laws

of

All Saints Episcopal Church in San Leandro, California

Revised by Vote of the Parish Annual Meeting January 24, 2021

1. Name of the Parish

The name and title by which this Parish shall be legally known shall be *All Saints Episcopal Church in San Leandro, California*.

2. Laws Governing the Parish

This Parish shall be governed by a system of By-Laws herein set forth, which shall have the status of a constitution prescribed for parishes in (Canon XI, Parishes) of the Canons of the Diocese of California. The Constitution, Canons, Rules, Regulations and Discipline of the Church now known as the Episcopal Church in the United States of America, and the Constitution and Canons of the same Church in the Diocese of California, shall, unless they be contrary to the laws of this State, always form part of the By-Laws, Ordinances, Constitution, or Articles of Incorporation of this Parish, and prevail against anything elsewhere therein contained that may appear to be repugnant to such Canon, Rules, regulations, or Discipline.

3. The Annual Meeting of the Parish

- (a) The Congregation shall assemble at the Church in Annual Parish Meeting each year on the Sunday after the first day of January, or, at the discretion of the Vestry, on any later day prior to January 31. Notice of this meeting shall be given to all Electors by mail and/or email twenty (20) days in advance and also by the Presider at the services of the previous Sunday.
- (b) The Rector shall call the meeting to order and preside.
- (c) The Clerk shall read the minutes of the previous Parish Meeting.
- (d) The Treasurer shall present the financial report for the past year.
- (e) The Wardens may report on progress made during the past year.
- (f) The officers of the various committees may make their reports.

(g) The Vestry shall then present its proposed budget for the ensuing year for the information of the congregation.

(h) Resolutions shall then be in order to authorize special projects, and to deal with other matters of concern to the Parish and the life and work of the Church.

(i) Election of members of the Vestry shall then be held, as well as delegates to the Diocesan Convention, and such other delegates and officers as may be required. Ballots shall be preserved by the clerk.

(j) Delegates to the Diocesan Convention and such other delegates as may be elected pursuant to the provisions of Section 3 (i) of these By-Laws may be requested by a majority vote at the Annual Parish Meeting or any special Parish meeting called for that purpose, to cast an instructed vote on any particular issue. If so instructed it shall be the duty of each delegate to cast his/her vote as instructed; if the delegate is unwilling to vote as instructed due to a matter of conscience or other impediment, he/she shall so inform the Rector and shall be replaced by an alternate for the purpose of said vote.

(k) Public Emergency: In the event of an emergency as defined in subdivision (n) of Section 9140 of the California Corporations Code or successor statute, the following shall apply:

1. Notwithstanding Section 3(a), the Vestry may fix the date of the Annual Meeting for any date that is practicable under the circumstances.
2. The Vestry may call for any Annual or Special Meeting to be conducted, in whole or in part, by electronic transmission or by electronic video screen transmission pursuant to rules of order providing the Electors a reasonable opportunity to participate in the Annual Meeting and to vote on matters submitted to the Annual Meeting. The Clerk shall maintain a record of any votes or other actions taken by means of electronic transmission or electronic video screen communication. Participation in the Annual Meeting through the use of electronic transmission or electronic video screen communication pursuant to this provision constitutes presence in person at the Annual Meeting for all purposes.
3. In the event the Vestry is incapacitated as a result of the emergency, the powers of this Section may be exercised by the first officer of the church who is not so incapacitated in the order listed as follows: Rector, Clerk, Treasurer, Rector's Warden, People's Warden.

4. Duties and Authority of the Rector

As provided in section 11.30 of Canon XI of the Canons of the Diocese of California, the Rector, subject to the Constitution and Canons of the Church and of the Diocese, and to the authority of the Bishop, shall have exclusive charge of all things pertaining to or affecting the spiritual

interests of the Parish. It shall be the Rector's duty and right to direct all matters relating to public worship and the liturgy of the Church. The Rector shall at all times have access to the Parish buildings and the keys of the same. The Rector shall have the spiritual direction and control of all associations of the parish, and shall have the right to vote at all parish meetings and may preside thereat.

Non-stipendiary Assistants: The Rector, with the Bishop's approval and consent of the Vestry, may appoint one or more non-stipendiary assistants from among Clerics canonically resident in the Diocese, or who are in good standing and who are currently licensed to officiate in the Diocese. Any non-stipendiary assistant shall serve at the pleasure of the Rector.

5. Vestry: Constitution, Authority and Powers

Subject to the provisions of law, the articles of incorporation and the by-laws of the Parish, the Vestry (of which the Rector is an ex officio voting member) shall constitute the board of directors of the corporation. The temporal activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Vestry acting as the board of directors of such corporation. Such powers shall include, but not be limited to, the power to fill any vacancy or vacancies in that body to serve until the next annual parish meeting, and to call special parish meetings. The Vestry may delegate the management of the temporal activities of the corporation to any person or persons, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Vestry.

6. Vestry: Membership and Meetings

Members of the Vestry shall be Communicants in good standing, age 18 and over, duly registered in the Parish for at least the six (6) months immediately preceding election, and having a stated pledge on the books of the Treasurer, with that pledge not being in arrears. The Vestry shall consist of at least six members, in addition to the Rector, who shall be an ex officio member and President. A simple majority of members shall constitute a quorum. The Rector or one Warden must be present for transaction of business.

The Vestry shall have a regular monthly meeting, except for the months of July and August when this requirement may be waived at the discretion of the Rector and a majority of the Vestry, when special meetings may be called by the Rector, by the Rector's Warden, or by any three (3) members of the Vestry as occasion demands. The Clerk shall notify the members of such meeting at least three (3) days in advance. Special meetings may be called at any time by the Rector, by the Rector's Warden, or by any three (3) members of the Vestry.

7. Vestry: Rotating Membership

Election of members by the Parish meeting shall be for terms of three (3) years except in the case of members elected to fill vacancies in unexpired terms. One (1) year shall expire before retiring

vestry members shall be eligible for re-election, provided that this shall not apply in the case of a member retiring after serving for the unexpired portion of a term in which a vacancy occurred. Vacancies occurring during the year shall be filled by the Vestry.

8. Vestry: Election of Officers

At the first meeting of the Vestry, after the Annual Parish Meeting, the new members shall be seated, the Vestry shall be reorganized, and the Budget shall be adopted. The officers of the Vestry shall be chosen annually, as follows:

The Rector's Warden shall be appointed by the Rector. The People's Warden, Treasurer, and Clerk shall be chosen by the Vestry by majority vote. The Treasurer does not necessarily need to serve on the Vestry.

9. Vestry: Committees

The Rector and Rector's Warden may, annually with the approval of the Vestry, appoint Standing Committees. Members of the Standing Committee may be drawn from the Vestry or the congregation at large, and the Standing Committees Chairs shall be appointed by the Rector with approval of the Vestry. Standing Committees shall include, but are not limited to:

(a) The Finance Committee - composed of the treasurer and at least two other members. Appointments will be made by agreement of the Rector and Chair. Members can be re-appointed and do not need to be members of the vestry. When possible, a vestry member shall serve on this committee, as a vestry liaison. When there is no vestry liaison seated, the Rector, Rector's Warden, or Chair may report to the Vestry on the activities of the Finance Committee.

(b) The Facilities Care Committee - composed of at least three members of the congregation. Appointments will be made by agreement of the Rector and Chair. Members can be re-appointed and do not need to be members of the vestry. This committee will be responsible for upkeep and care of the buildings, property and furnishings. It will have a budget set by the Vestry, is empowered by the vestry to contract or make repairs within that budget, and shall be advisory to the Vestry with regard to property needs which would require funding above and beyond the approved budget.

From time to time, the above, and other committees of the Vestry may be added or deleted by the Vestry as occasion shall demand or need may arise. The Rector, Rector's Warden, and People's Wardens shall be ex officio members of each Standing Committee.

10. Vestry: Duties of Officers

(a) The Rector's Warden shall represent the Rector in all temporal matters and, in the rector's absence, shall preside at all Vestry and Parish meetings.

(b) The People's Warden shall represent the people and organizations of the Parish and, in the absence of the Rector and the Rector's Warden, shall preside at all Vestry and Parish meetings.

(c) The Clerk shall record the minutes of all meetings and shall carry on all correspondence of the Vestry as directed.

(d) The Treasurer shall receive and hold all funds and pay all bills authorized by the Vestry, provided that routine bills may be approved by the Finance Committee, in accordance with the budget. He or she shall render a monthly report of receipts, expenditures and balances. An Assistant Treasurer may be elected, to serve under the direction of the Treasurer.

(e) The Finance Committee, of which the Treasurer shall be an ex officio member, shall take charge of the income and expenditures of the Parish and shall make recommendations concerning the same. It shall report its proceedings monthly to the Vestry. At the first meeting after the month of October, it shall present to the Vestry for approval a proposed budget for the following year.

(f) The Finance Committee shall have charge of all audits of funds of the Parish; may call for details of expenditures at any time; and shall make an annual audit of all Parish funds. They may employ such outside consultants as necessary. (See also Diocesan Canon XIX 19.06)

11. Vestry: Order of Business

The meetings of the Vestry shall be governed by Roberts Rules of Order. The order of business shall include (as necessary):

- (a) Roll call
- (b) Reading of minutes of the previous meeting.
- (c) Report of the treasurer
- (d) Reports of regular committees.
- (e) Reports of special committees.
- (f) Unfinished business
- (g) New business

12. Contracting indebtedness (See Diocesan Canon XIX).

13. Vestry Attendance

Members of the Vestry are entitled to three (3) excused absences and one (1) unexcused absence, annually. Absences in excess of this number automatically disqualify a Vestry member

from further service, and a replacement shall be elected. However, in exceptional cases, the attendance requirement may be waived for good cause with the approval of the Rector and a majority of the Vestry.

14. Amendment of By-laws

These By-Laws, except those portions thereof prescribed and set forth by the Constitution and Canons of the Episcopal Church in the United States of America and the Constitution and Canons of that Church in the Diocese of California may be amended by a vote of two-thirds majority of the Annual Parish Meeting, or any special meeting, providing notice of proposed amendment shall be given to the Clerk twenty (20) days in advance, and he or she shall have mailed and/or emailed such notice to the Electors with notice of the meeting.