

# Bylaws

## of

### All Saints Episcopal Church in San Leandro, California

Revised at a Special Meeting on Easter Sunday 2024

#### 1. Name of the Parish

The legal name of this parish shall be All Saints Episcopal Church in San Leandro, California.

#### 2. Bylaws Governing the Parish

These Bylaws shall have the status of a constitution for this parish, as prescribed in Canon XI, Parishes, of the [Canons of the Diocese of California](#). The Constitution, Canons, Rules, Regulations and Discipline of the Episcopal Church in the United States of America and the Constitution and Canons of the Episcopal Diocese of California shall, unless they contradict the laws of this state, always form part of the Bylaws of this parish.

#### 3. Annual Meeting of the Parish

- (a) The congregation shall assemble at the church to hold an Annual Parish Meeting each year on the third Sunday in January or, at the discretion of the Vestry, on any other Sunday in January. Notice of this meeting shall be given to all members by mail and/or email at least 20 days in advance and by the presider at the services of the previous Sunday. For purposes of an Annual Parish Meeting, a quorum shall be established by attendance of 40% of members in good standing.
- (b) The rector shall call the meeting to order and preside.
- (c) The clerk shall present the minutes of the previous Parish Meeting, which shall be certified.
- (d) The wardens may report on progress made during the past year.
- (e) The officers of the various committees may make their reports.
- (f) The treasurer shall then present the financial report for the past year and the Vestry's budget for the ensuing year.
- (g) Resolutions shall then be in order to authorize special projects and to deal with (1) other matters of concern to the parish and (2) the life and work of the church.

- (h) Election of new members of the Vestry, as well as delegates to the Diocesan Convention and any other needed delegates and officers, shall then be held. The clerk shall preserve the ballots, if ballots are used.
- (i) By a majority vote, electors at the Annual Parish Meeting, or at any special parish meeting called for the purpose, may instruct delegates to the Diocesan Convention and any other delegates elected under Section 3(i) to cast a certain vote on a particular issue, called an “instructed vote.” If this occurs, each delegate has the duty to cast his or her vote as instructed. If a delegate is unwilling to vote as instructed due to a matter of conscience or another impediment, he or she shall so inform the rector and shall be replaced by an alternate for the purpose of that vote.
- (j) 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 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.

- (a) It is the rector's duty and right to direct all matters relating to public worship and the liturgy of the Church.
- (b) The rector must have access to the parish buildings and keys at all times.

- (c) The rector has the role of spiritually directing and controlling all associations of the parish.
- (d) The rector has the right to vote and preside at all parish meetings.
- (e) The rector, with the bishop's approval and consent of the Vestry, may appoint one or more non-stipendiary assistants. Any non-stipendiary assistant shall serve at the pleasure of the rector. Assistants who are clerics must be in good standing and licensed to officiate in the diocese.

## **5. Vestry: Authority and Powers**

Subject to the provisions of law and to the Articles of Incorporation and Bylaws of the parish, the Vestry (of which the rector is an ex officio voting member) shall constitute the board of directors of the corporation.

- (a) The Vestry may delegate management of specific activities to any person or persons, but the Vestry ultimately conducts all the temporal activities and affairs of the corporation.
- (b) The Vestry shall exercise all corporate powers. Those powers include, but are not limited to, the powers (1) to fill any vacancy or vacancies in that body to serve until the next Annual Parish Meeting and (2) to call special parish meetings.

## **6. Vestry: Membership and Meetings**

Each member of the Vestry shall be a pledging member in good standing (his or her pledge not being in arrears), aged 18 or over, and registered in the Parish for at least the 6 months immediately preceding election. 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 in July and August, when this requirement may be waived at the discretion of the rector and a majority of the Vestry. The rector, the rector's warden, or any three members of the Vestry may call a special meeting at any time as occasion demands. The clerk shall notify the members of such meeting at least three days in advance.

## **7. Vestry: Rotating Membership**

Members are elected at the annual parish meeting for terms of three years or to fill vacancies in unexpired terms. When a Vestry member completes a three-year term (retires), one year must pass before the individual is eligible for reelection. This requirement does not apply in the case of a member completing the unexpired portion of a term. The Vestry shall fill any vacancies that occur during the year between annual meetings.

## 8. Vestry: Election of Officers

At the first meeting of the Vestry, after the Annual Parish Meeting, the new members shall be seated, and the Vestry shall be reorganized, with officers being chosen as follows:

- (a) The rector appoints the rector's warden.
- (b) The Vestry chooses the people's warden, treasurer, and clerk by majority vote. The treasurer does not necessarily need to serve on the Vestry.

## 9. Vestry: Appointment of Standing Committees

Standing committees are appointed annually with the approval of the Vestry. Members of these committees may be drawn from the Vestry or the congregation at large.

First, the rector appoints the chairs of the standing committees with approval of the Vestry. Then, appointments to each committee are made by agreement of the rector and the committee chair. Members can be reappointed and do not need to be members of the Vestry. The rector, rector's warden, and people's warden shall be ex officio members of each standing committee.

Standing committees shall include, but are not limited to:

- (a) Finance Committee—composed of the treasurer and at least two other members of the congregation. When possible, a Vestry member shall serve on this committee as a Vestry liaison. When there is no Vestry liaison, the rector, rector's warden, or chair may report to the Vestry on the activities of the Finance Committee.
- (b) Facilities Care Committee (FCC)—composed of at least three members of the congregation. This committee shall be responsible for upkeep and care of the buildings, property and furnishings. The Vestry will set the FCC's budget and empower the committee to contract or make repairs within that budget. If property needs arise that would require funding beyond the approved budget, the FCC shall advise the Vestry.

From time to time, as occasion demands or need arises, the Vestry may disband, appoint, or reappoint the Finance Committee, FCC, and other committees.

## 10. Vestry: Duties of Officers and Finance Committee

- (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 rector's warden, shall preside at all Vestry and parish meetings.

- (c) The **clerk** shall record the minutes of all meetings and 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. The treasurer shall render a monthly report of receipts, expenditures and balances. The Vestry may elect an assistant treasurer by majority vote 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 and make recommendations concerning the income and expenditures of the parish. 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.

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. It 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) Approval of minutes of the previous meeting,
- (c) Report of the treasurer,
- (d) Reports of regular committees,
- (e) Reports of special committees,
- (f) Unfinished business, and
- (g) New business.

#### **12. Vestry: Contracting Indebtedness (See [Diocesan Canon XIX](#))**

#### **13. Vestry: Attendance**

Members of the Vestry are entitled to three excused absences and one unexcused absence, annually. Two or more unexcused absences automatically disqualify a Vestry member from further service, and a replacement shall be elected. However, in exceptional cases, the rector and a majority of the Vestry may waive the attendance requirement for good cause.

#### **14. Amendment of Bylaws**

These Bylaws, except those portions 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 two-thirds majority vote at the Annual Parish Meeting, or any special meeting, provided that (1) notice of proposed amendment has been given to the clerk at least 20 days in advance, and (2) the clerk has mailed and/or emailed the notice to the electors with notice of the meeting.