



The Episcopal Diocese of Northern California

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TEMPLATES FOR ARTICLES OF INCORPORATION, BYLAWS, AND HOLDING REAL PROPERTY

The following templates are provided to describe the relationship between parishes, parish corporations, and missions and the Diocese in accordance with policies of the Diocesan Corporation and Standing Committee.

The Episcopal Church, its dioceses, and its parishes carry out their temporal functions through state law corporations. Accordingly, the State of California makes special provision for non-profit religious corporations and exempts them from the supervision exercised of other non-profit corporations. Thus a corporation is available as a convenience to assist in the conduct of the temporalities of the church.

In conducting temporalities, the corporation performs the function of holding title to property, with power to manage and control the same in accordance with the interest of the spiritual ends of the church. Granting or allowing corporate status does not change the ecclesiastical status of a parish. It only affords a parish an additional more advantageous civil status.

A parish and its corporation are part of a larger Church. That larger Church and its dioceses and its parishes and their corporations are subject to the Constitution and Canons of the Protestant Episcopal Church in the United States of America. Both dioceses and their parishes and their corporations are also subject to their own diocesan constitutions and canons. Thus, in our case, our parishes and their corporations and our missions, all as integral subordinate units and parts, are bound by the Constitution and Canons of The Episcopal Church and those of the Episcopal Church in the Diocese of Northern California.

One of the basic principles of our canonical structure is that no vestry, trustee, or other body, authorized by civil or canon law to hold, manage, or administer real property for any parish mission, congregation, or institution, shall encumber or alienate the same or any part thereof without the written consent of the bishop and standing committee of the diocese of which the parish, mission, congregation, or institution is a part, except under such regulations as may be prescribed by canon of the diocese. National Canon I.7.3.

Another basic principal is that all real and personal property held by or for the benefit of any parish, mission, or congregation is held in trust for The Episcopal Church and the diocese in which the parish, mission, or congregation is located. The existence of this trust, however, shall on no way limit the power and authority of the parish, mission or congregation otherwise existing over the property so long as the particular parish, mission or congregation remains part of and subject to The Episcopal Church and its Constitution and Canons. National Canon I.7.4.

A diocese, such as ours, although it need not do so, is expressly authorized by canon to confirm that trust by appropriate action. National Canon I.7.5. This Diocese has adopted this Template as its appropriate action to confirm the trust. In particular the Template

seeks to avoid any confusion over the nature of our church and the nature of its policies regarding personal and real property held by corporations.

It is the policy of The Episcopal Church in the Diocese of Northern California to encourage each parish, mission, or congregation to include the provisions set forth in the attached Templates in the articles of incorporation for any corporation and in any bylaws.

It is also the policy of the diocese to require the inclusion of certain provisions or substantial equivalents as a condition to the approval of any encumbrance or alienation of real property, to the approval of any grant or loan, or to any other action taken by a parish, mission, or congregation requiring the approval by the Bishop, Standing Committee, or Board of Directors of the Episcopal Church in the Diocese of Northern California.

The required provisions are Articles Two C, Four, Six, and Seven of the Template for Articles of Incorporation, the equivalent provisions of the Template for a Certificate of Amendment, Bylaws 1, 2, 3.7, 3.8, 3.9, 4.3.3, 4.4.5, 4.5.1, 8.6, 10, and 12 of the Templates for Parish Bylaws, and also of the Templates for Mission Bylaws. The Diocese reserves, upon recommendation by the Bishop or the Bishop's designee, the right to approve language alternative to the required provisions.

It is the further policy of the Diocese to encourage each parish or congregation holding real property to enter into and record an agreement regarding restrictions on real property and granting a power of termination in the form included in the attached Templates and to require entering into and recording such an agreement as a condition to the approval of any encumbrance or alienation of real property or to the approval of any grant or loan, or to any other action taken by a parish, mission, or congregation requiring the approval by the Bishop, Standing Committee, or Board of Directors of the Episcopal Church in the Diocese of Northern California. The Diocese reserves, upon recommendation by the Bishop or the Bishop's designee, the right to approve language alternative to the required provisions.

The long form templates for bylaws for both parishes and missions have a second purpose. They reflect the various provisions of law, canonical and civil, governing parishes and missions. Some parishes and missions may wish to rely on their bylaws as a handy reminder of the provisions of civil law governing the meetings of vestries as corporate boards of directors. They may also wish to rely on them as a handy reminder of applicable canons law. Short forms are provided for those parishes and missions that do not choose such reminders,

The templates, apart from required provisions, are offered as suggestions. They need to be tailored to the particular needs of the individual congregation. The advice of congregational counsel will be helpful in drafting whatever adaptations are appropriate.

Both long forms and short forms must be used with care. In particular care must be taken to monitor changes in both civil and canon law to keep the long form up to date. Care

must be taken to use the short form only in connection with copies of the Constitution and Canons of both The Episcopal Church and this Diocese, as well as with copies of civil law provisions for calling meetings and other matters.

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TEMPLATE 1
ARTICLES OF INCORPORATION

ARTICLES OF INCORPORATION
OF
THE RECTOR, WARDENS, AND VESTRY OF _____ PARISH
IN _____, CALIFORNIA

ARTICLE ONE. The name of the existing unincorporated association now being incorporated by the filing of these articles is THE RECTOR, WARDENS, AND VESTRY OF _____ PARISH IN _____, CALIFORNIA.

[Notes. This provision is required by Corp. Code Sec. 9130(a).

The form of the name is prescribed by Diocesan Canon 32.4(a).]

ARTICLE TWO.

- A. This corporation is a nonprofit religious corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Religious Corporation Law exclusively for religious purposes.

[Notes. This provision is required by Corp. Code Sec. 9130(b).]

- B. An existing unincorporated association whose name is _____ is being incorporated by the filing of these articles.

[Note: This language is required by Corp. Code 9121 for automatic succession to assets and liabilities of the predecessor unincorporated association.]

- C. The specific purposes of this corporation are
1. to manage the affairs and conduct the business of the _____ Parish in _____, California, an integral subordinate unit and part of The Episcopal Church and the Episcopal Church in Diocese of Northern California,
 - a. incorporated as a convenience to assist in the conduct of the temporalities of the Parish but remaining subordinate to the Parish standing 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,

- b. in accordance with the Constitution, Canons, Doctrine, Discipline, and Worship of The Episcopal Church and the Constitution and Canons of its Episcopal Church in the Diocese of Northern California, and
 - c. subject to the limitations set forth in these articles, to engage in any lawful act or activity for which a corporation may be organized under the California Nonprofit Religious Corporation Law, and
2. to refrain, except to an insubstantial degree, from engaging in any activities or exercise any powers that are not in furtherance of any specific purpose of this corporation, notwithstanding any of the above statements of purposes and powers.

[Note: Paragraph 1 Sets forth the purpose of the corporation as authorized by Canon 33.1. Subparagraph a in characterizing the purpose as the conduct of temporalities follows Canon 32.4(b) and describes the relationship in the manner used by the California Supreme Court in Wheelock v. First Presbyterian Church (1897) 119 Cal. 477, 483, followed by Berry v. Society of Saint Pius X (1999) 69 Cal.App.4th 354, 370, and both quoted and followed by Episcopal Church Cases (2007) 152 Cal.App.4th 808, hearing granted. These provisions invoke the “principles of government” approach as applied to a hierarchical church for resolving issues concerning church property. The remaining language adopts the powers and limitations of the Nonprofit Religious Corporation Law.]

ARTICLE THREE. The name and address in California of this corporation’s initial agent for service of process is:

Name: _____
 Address: _____
 City: _____ State: CALIFORNIA ZIP: _____

[Note: This provision is required by Corp Code Sec. 9130(c).]

ARTICLE FOUR. This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members, and is organized solely for nonprofit purposes. The property, assets, profits, and net income of this corporation are irrevocably dedicated to religious purposes and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, officer, or member or to the benefit of any private shareholder or individual. On the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation shall be distributed to THE EPISCOPAL CHURCH IN THE DIOCESE OF NORTHERN CALIFORNIA, a California corporation. In the event that The Episcopal

Church in the Diocese of Northern California is not then in existence, or shall be otherwise unqualified or unable to receive such assets, they are then to be distributed to THE EPISCOPAL CHURCH, also known as THE PROTESTANT EPISCOPAL CHURCH IN THE UNITED STATES OF AMERICA. In the event that THE EPISCOPAL CHURCH shall also be unqualified or unable to receive said assets, then the assets of this corporation shall be distributed to another corporation which is organized and operating exclusively for nonprofit purposes, and which has established its tax exempt status pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, and which is qualified for exemption from taxation under 23701d of the California Revenue and Taxation Code.

[Note:

1. This provision is required for tax exemption under the cited statutes.
2. This provision exercises the permissive authority granted by Corp. Code Sec. 9132(a)(2) to require the property of a subordinate corporation to be distributed upon dissolution to the head corporation and satisfies the requirement of that statute that any such provision be provided in the articles of the subordinate corporation.]

ARTICLE FIVE. No amendment, modification, or repeal of Paragraph C of Article Two, of Article Four, of this Article Five, or of Article Six of these Articles or of any Bylaw implementing them shall be valid unless thirty days prior written notice setting forth the language proposed for adoption and of date, time, and place of the meeting of the Board of Directors or any other body authorized or required to act, 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: It is appropriate that notice be given to the Diocese of any action affecting its interest.]

ARTICLE SIX.

A. This corporation, having been organized to assist in the conduct of the temporalities of a Parish of The Episcopal Church and the Episcopal Church in the Diocese of Northern California, shall be 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 corporation is void to the extent that is inconsistent with or in violation of these Constitutions and Canons of either The Episcopal Church or of the Episcopal Church in the Diocese of Northern California.

[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. The second sentence invalidating nonconforming action or bylaws is added to reflect the policies of the Diocese and national church.]

- B. All real and personal property held by or for the benefit of this corporation is irrevocably held in trust for The Episcopal Church, the Episcopal Church in the Diocese of Northern California, and this Parish; however, the existence of this trust shall in no way limit the power and authority of this corporation otherwise existing over such property so long as this corporation and the Parish to which it is subordinate remain a part of, and subject to, The Episcopal Church, the Episcopal Church in the Diocese of Northern California and their Constitution and Canons.

[Note: With one addition this language tracks 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 tracking 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.]

- C. This corporation shall not encumber or alienate any real property it is 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.]

ARTICLE SEVEN. The names and addresses of the initial Directors are as follow.

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

[Acknowledgement]

[Note: The foregoing Template is offered to suggest language that satisfies the Diocesan policy concerning its relationship with its parishes, missions, and congregations. Any congregation contemplating incorporating needs the advice of local counsel to take it through the whole process from reserving a name to holding the first meeting of the board of directors and drafting the minutes. These steps vary infinitely with local facts. The same advice applies to any congregation seeking to amend its existing articles of incorporation.

TEMPLATE 2

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION
OF
THE RECTOR, WARDENS AND VESTRY OF _____ PARISH
IN _____, CALIFORNIA, INC.

The undersigned certify that:

1. They are the president and the secretary, respectively of THE RECTOR, WARDENS AND VESTRY OF _____ PARISH IN _____, INC., a California [non-profit] [religious] corporation.

[Note: A corporation formed in 1980 or after under the Nonprofit Religious Corporation Law is described as a California non-profit religious corporation. One formed under the prior Nonprofit Corporation Law of the Corporations Code is described as a California non-profit corporation. One formed under the even earlier Civil Code provisions is described as a California corporation.]

2. The Articles of Incorporation of said corporation have been duly amended as follows:

[Only for a corporation existing on the effective date in 1980 of the new and current Nonprofit Religious Corporation Law that has not already elected to be governed by that law:]

ARTICLE _____ is [amended] [added] to read as follows:

ARTICLE _____: This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5. It elects to be a nonprofit religious corporation and not to be organized for the private gain of any person. It elects to be organized under the Nonprofit Religious Corporation Law exclusively for religious purposes.

[Note. This provision is required by Corp. Code Sec. 9913(c) in order for a corporation existing in 1980 to become subject to the new statute which separated religious corporations from other non-profit corporations and exempted them from the supervision that the Attorney General exercises over other non-profits..]

ARTICLE _____ is amended to read as follows:

ARTICLE _____: The specific purposes of this corporation are:

1. manage the affairs and conduct the business of the _____ Parish in _____, California, an integral subordinate unit and part of

The Episcopal Church and the Episcopal Church in Diocese of Northern California,

- a. incorporated as a convenience to assist in the conduct of the temporalities of the Parish but remaining subordinate to the Parish standing 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,
 - b. in accordance with the Constitution, Canons, Doctrine, Discipline, and Worship of The Episcopal Church and the Constitution and Canons of its Episcopal Church in the Diocese of Northern California, and
 - c. subject to the limitations set forth in these articles, to engage in any lawful act or activity for which a corporation may be organized under the California Nonprofit Religious Corporation Law, and
2. to refrain, except to an insubstantial degree, from engaging in any activities or exercise any powers that are not in furtherance of any specific purpose of this corporation, notwithstanding any of the above statements of purposes and powers.

[Note: Paragraph 1 Sets forth the purpose of the corporation as authorized by Canon 33.1. Subparagraph a in characterizing the purpose as the conduct of temporalities follows Canon 32.4(b) and describes the relationship in the manner used by the California Supreme Court in Wheelock v. First Presbyterian Church (1897) 119 Cal. 477, 483, followed by Berry v. Society of Saint Pius X (1999) 69 Cal.App.4th 354, 370, and both quoted and followed by Episcopal Church Cases (2007) 152 Cal.App.4th 808, hearing granted. These provisions invoke the “principles of government” approach as applied to a hierachical church for resolving issues concerning church property. The remaining language adopts the powers and limitations of the Nonprofit Religious Corporation Law.]

ARTICLE _____ is [amended] [added] to read as follows:

ARTICLE _____:

- A. This corporation, having been organized to assist in the conduct of the temporalities of a Parish of The Episcopal Church and the Episcopal Church in the Diocese of Northern California, shall be 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 corporation is void to the extent that is inconsistent with or in violation of these Constitutions and Canons of either The Episcopal Church of of the Episcopal Church in the Diocese of Northern California.

[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.]

- B. All real and personal property held by or for the benefit of this corporation is irrevocably held in trust for The Episcopal Church, the Episcopal Church in the Diocese of Northern California, and this Parish; however, the existence of this trust shall in no way limit the power and authority of this corporation otherwise existing over such property so long as this corporation and the Parish to which it is subordinate remain a part of, and subject to, The Episcopal Church and its Constitution and Canons.

[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.]

- C. This corporation shall not encumber or alienate any real property it is 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.]

ARTICLE _____ is added to read as follows:

ARTICLE _____: No amendment, modification, or repeal of the second Paragraph of Article ____, of Article _____, of Article ____, or of this Article _____ of these Articles or of any Bylaw implementing them shall be valid unless thirty days prior written notice setting forth the language proposed for adoption and of date, time, and place of the meeting of the Board of Directors, of the Members, or of any other body authorized or required to act, 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.

3. The foregoing amendments of the Articles of Incorporation have been duly approved by the Board of Directors.
4. The foregoing amendments of the Articles of Incorporation have been duly adopted by the required vote of the members of the corporation.

Each of the undersigned declares under penalty of perjury under the laws of the State of California that the statements set forth in this certificate are true and correct of his or her own knowledge and that this declaration was executed at _____, California on the ___ day of _____, 20__.

The Rev. _____, President

_____, Secretary

Instructions.

1. Allow a three inch square block in the upper right hand corner for file stamp.
2. Submit original and two copies for filing.
3. The Secretary of State will certify two copies without charge.
4. In January, 2008, filing fees are \$30 for filing, \$15 for special handling if filing is in person at the office of the Secretary of State, 1500 11th Street, 3d Floor, Sacramento, 95814.
5. Comparing copies with the original is \$3 each.
6. Please provide the Diocesan Office with a copy of the filed Certificate of Amendment, including the certification page for a copy. A photocopy is sufficient; it need not be an original certification.
7. Please confirm these instructions in entirety by viewing the website of the Secretary of State at www.ss.ca.gov.

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

TEMPLATE 4
PARISH BYLAWS, SHORT FORM

BYLAWS OF
_____ PARISH IN _____, CALIFORNIA
AND OF ITS
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 authority, duties, and responsibilities of the Rector of this Parish and the manner of filling a vacancy in the Office of Rector shall be governed by the provisions of the Constitution and Canons of TEC and the Diocese. (Nat. Can. Title II.14, Can. 37)

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, the authority, duties, and responsibilities of the Vestry shall be governed by the provisions of the Constitution and Canons of TEC and the Diocese, and 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 4.2. 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. The qualifications of elected members of the Vestry shall be governed by the provisions of the Constitution and Canons of TEC and the Diocese. (Can. 33)

SECTION 4.3. TERMS AND METHOD OF ELECTION

SECTION 4.3.1. The terms and method of election of elected members of the Vestry shall be governed by the provisions of the Constitution and Canons of TEC and the Diocese (Nat. Can. I.14.1, Can. 33.2.6)

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 4.4 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.

SECTION 4.4.2. The conduct of Vestry meetings shall be governed by the provisions of the Constitution and Canons of TEC and the Diocese. . (Nat. Can. I. 14.3, Can. 33)

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 of the vestry, including calling, giving notice, waiving notice, giving consent, approving minutes, and conducting, shall be governed by the Canons of the Diocese and the provisions of Corporations Code Secs. 20 and 9211.

[Note: Sections 20 and 9211 permit giving notice by fax, e-mail, or a web posting accompanied by an-email provided certain rules are followed.]

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 is reserved.]

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 in the manner prescribed by Corporations Code Sec. 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 in the manner prescribed by 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.

BYLAW 5. OFFICERS

SECTION 5.1 . The officers of the Parish, their duties and responsibilities, qualifications, and manner of selection shall be governed by the Canons of the Diocese. (Can. 34)

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. Parish records shall governed by the Canons of the Diocese. (Can. 35)

BYLAW 8. PARISH MEETINGS

SECTION 8.1. 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 and shall be governed by the provisions of the Constitution and Canons of the Diocese. (Con. V.5, Can. 36)

SECTIONS 8.2, 8.3, and 8.4. [Reserved]

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.]

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 _____ Parish in _____, California and of its 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 parish and this corporation as adopted by its Board of Directors on _____, and that the Bylaws have not been amended or modified since that date.

Executed on _____, 200_ at _____, California

[Add further certificates of action by the Parish Meeting and absence of further action, if required.]

I certify that I am the duly elected and acting Clerk of _____ Parish in _____, California and of its 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 Parish and this corporation as ratified by its Parish Meeting at a regular meeting on _____, and that the Bylaws have not been amended or modified since that date.

Executed on _____ __, 200_ at _____, California

NOTE: It this short form is used, it should at all times be accompanied by copies of the Constitution and Canons of TEC and the relevant provisions of the Corporations Code. A convenient method is to place the Bylaws in the same binder as the Diocesan Constitution and Canons. If the binder has a pocket, it the pocket can accommodate a copy of the TEC materials.

The Corporations Code provisions are as follow.

20. "Electronic transmission by the corporation" means a communication (a) delivered by (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation, (2) posting on an electronic message board or network which the corporation 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. However, an electronic transmission by a corporation to an individual shareholder or member under this code is not authorized unless, in addition to satisfying the requirements of this section, the transmission satisfies the requirements applicable to consumer consent to electronic records as set forth in the Electronic Signatures in Global and National Commerce Act (15 U.S.C. Sec. 7001(c) (1)).

9211. (a) Unless otherwise provided in the articles or in the bylaws, all of the following apply:

(1) Meetings of the board may be called by the chair of the board or the president or any vice president or the secretary or any two directors.

(2) Regular meetings of the board may be held without notice if the time and place of the meetings are fixed by the bylaws or the board. Special meetings of the board shall be held upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, including a voice messaging system or by electronic transmission by a corporation (Section 20). The articles or bylaws may not dispense with notice of a special meeting. A notice, or waiver of notice, need not specify the purpose of any regular or special meeting of the board.

(3) Notice of a meeting need not be given to a director 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 director. These waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

(4) A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

(5) Meetings of the board may be held at a place within or without the state that has been designated in the notice of the meeting or,

if not stated in the notice or there is no notice, designated in the bylaws or by resolution of the board.

(6) Members of the board may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission by and to the corporation. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this subdivision 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 corporation, other than conference telephone and electronic video screen communication pursuant to this subdivision constitutes presence in person at that meeting, if both of the following apply:

(A) Each member participating in the meeting can communicate with all of the other members concurrently.

(B) 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 corporation.

(7) A majority of the number of directors authorized in the articles or bylaws constitutes a quorum of the board for the transaction of business.

(8) An act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board. The articles or bylaws may not provide that a lesser vote than a majority of the directors present at a meeting is the act of the board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, 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 this division, the articles or bylaws.

(b) An action required or permitted to be taken by the board may be taken without a meeting, if all members of the board 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 board. The action by written consent shall have the same force and effect as a unanimous vote of the directors.

(c) This section applies also to incorporators, to committees of the board, and to action by those incorporators or committees mutatis mutandis.

TEMPLATE 5

AGREEMENT REGARDING RESTRICTIONS ON REAL PROPERTY
AND GRANTING POWER OF TERMINATION

RECORDING REQUESTED BY AND)
AFTER RECORDING RETURN TO)
Episcopal Diocese of Northern California)
P.O. Box 161268)
Sacramento, CA 95816-1268)
)
AND MAIL TAX STATEMENTS TO)
)
_____ Church)
_____, California_____)
_____)

AGREEMENT

This Agreement regarding restrictions on real property and granting power of termination, dated for convenience this __ day of _____, 20__, is by and between _____
[Insert name of the church or other holder of title to the real property just as it holds title, including the description of the form of corporation] and THE EPISCOPAL CHURCH IN THE DIOCESE OF NORTHERN CALIFORNIA.

RECITALS

A. _____ CHURCH, a California non- profit religious corporation, (the “Parish Corporation”) exists to carry out the temporal functions of _____, an ecclesiastical body, (“the Parish”) and as such is the owner of real property on which the church is located. The street address for the church is _____, _____, California, _____. The legal description for this property is all that real property located in the County of _____, State of California, described [in that certain Grant Deed executed by _____, as

Grantor, to _____, as Grantee, filed for record in the Office of the County Recorder of _____ County, California, on _____, _____ in Book _____ at Page ____ (APN ____-____-____-____)(the "Property"). The Property includes the church, other buildings, and the underlying property.

B. The Parish from its founding is and has been an integral subordinate unit and part of the Episcopal Church in the Diocese of Northern California (the "Diocese"), and of the Protestant Episcopal Church in the United States of America, otherwise known as The Episcopal Church (the "Episcopal Church). The Parish has formed the Parish Corporation as a subordinate agent to carry out its temporal functions, including holding title to property with the power to manage and control the same in accordance with the interest of the Parish. Both the Parish and the Parish Corporation are subject to the Constitution and Canons for the Protestant Episcopal Church in the United States of America, and the Constitution and Canons of the Episcopal Church in the Diocese of Northern California. Any action taken by either the Parish or the Parish Corporation is void to the extent that it is inconsistent with or in violation of the Constitution and Canons of either the Diocese or the Episcopal Church.

C. The parties to this Agreement desire to establish these facts in legal title. The consideration for this Agreement is [set forth any specific consideration, such as, the loan made to the Parish by the Diocese, and] the desire of the congregation to remain a part of the Diocese and The Episcopal Church.

AGREEMENTS

The Parish Corporation for itself and the Parish and the Diocese agree as follows:

The Parish Corporation for itself and for the Parish hereby irrevocably grants to the Diocese a power of termination with respect to the Property pursuant to California Civil Code §885.010 *et*

seq., which may be exercised after a breach or violation of the restrictions set forth below. After exercise of the power of termination, title to the Property shall vest in the Diocese. Parish Corporation for itself and for the Parish also irrevocably agrees that these restrictions may be enforced as covenants and constitute an irrevocable declaration of trust in furtherance of the provisions of Canon I.7.4 of The Episcopal Church. These restrictions are as follows:

1. The Property cannot be conveyed or in any way encumbered without the express written consent of the Bishop or the ecclesiastical authority and the Standing Committee of the Diocese. Any instrument conveying or encumbering the Property shall bear such written consents.

2. Any use, conveyance or encumbrance of the Property can only be in accordance with the Constitution and Canons for the Protestant Episcopal Church in the United States of America, and the Constitution and Canons of the Episcopal Diocese of Northern California, including but not limited to, the provision now embodied in Canon I.7.3 of the Episcopal Church, which provides that no Vestry, Trustee, or other Body, authorized by Civil or Canon law to hold, manage, or administer real property for any Parish, Mission, Congregation, or Institution, shall encumber or alienate the same or any part thereof without the written consent of the Bishop and Standing Committee of the Diocese of which the Parish, Mission, Congregation, or Institution is a part, except under such regulations as may be prescribed by Canon of the Diocese, and also the provision now embodied in Canon I.7.4 of the Episcopal Church, which provides that all real and personal property held by or for the benefit of any Parish, Mission, or Congregation is held in trust for the Episcopal Church and the Diocese thereof in which such Parish, Mission, or Congregation is located; provided, however, that the existence of this trust shall in no way limit the power and authority of the Parish Mission, or Congregation otherwise existing over such property so long as the particular Parish, Mission, or

Congregation remains a part of, and subject to, the Episcopal Church and its Constitution and Canons.

EXECUTED AS FOLLOWS:

EPISCOPAL CHURCH IN THE DIOCESE OF NORTHERN CALIFORNIA:

Dated: _____, 20__

(The Right Reverend Megan M. Traquair
Bishop of the Episcopal Church in the Diocese of Northern
California

Dated: _____, 20__
_____, President
The Episcopal Church in the Diocese of Northern
California, a California Corporation

Dated: _____, 20__
_____, Secretary
The Episcopal Church in the Diocese of Northern California,
a California Corporation

Dated: _____, 20__
_____, President
The Standing Committee of the Episcopal Church in the
Diocese of Northern California

_____ [INSERT NAME OF PARISH CORPORATION OR OTHER
HOLDER OF TITLE]:

Dated: _____, 20__

(The Reverend) _____
Rector of _____ Parish

Dated: _____, 20__

(M(r)(s).) _____
Senior Warden of _____ Parish

STATE OF CALIFORNIA)

COUNTY OF _____)

On _____, 200_ before me, _____, a Notary Public, personally appeared the Right Reverend Megan M. Traquair, _____, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) are subscribed to the within instrument and each acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS MY HAND AND OFFICIAL SEAL.

Signature _____ (Seal)

[Note: The acknowledgement is in the format required by statute effective January 1, 2008. See Assembly Bill 886 of 2007 signed by the Governor.]

TEMPLATE 6
BYLAWS OF A MISSION, LONG FORM

BYLAWS
OF
_____ CHURCH IN _____, CALIFORNIA,

BYLAW 1. GENERAL

SECTION 1.1. General. These Bylaws are the bylaws of the _____ Church in _____, California, a mission of the Episcopal Church in the Diocese of Northern California (Mission),.

SECTION 1.2. Authority. These Bylaws are adopted under the authority of the Constitution and Canons of The Episcopal Church and of The Episcopal Church in the Diocese of Northern California, and under the additional authority of the provisions of Title 3, Part 1 of the California Corporations Code, which concern unincorporated associations, and of Title 3, Part 2, Chapter 1 of the California Corporations Code, which concern liability aspects of non-profit unincorporated associations. (Constitution of the Episcopal Church in the Diocese of Northern California (Con.) [Arts.] II and XV, Corporations Code)

SECTION 1.3. Purpose and Powers. The purpose of this Mission is to be a mission in _____, California, of TEC and the Diocese, and the powers are those of a mission as an integral subordinate unit and part of each. (Con. XV)

SECTION 1.4. Powers, Limitations.

SECTION 1.4.1. Canon Law. This Mission 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 Mission 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 mission 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 of a parish. 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 property held by or for the benefit of this Mission is irrevocably held in trust for TEC, the Diocese, and this Mission; however, the existence of this trust shall in no way limit the power and authority of this Mission otherwise existing over such property so long as this Mission remains 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. The cited canons expressly refer to both real and personal property. That reference is omitted from this provision because missions are not authorized to hold real property.]

SECTION 1.4.3. Real Property. The title to all real property held for the benefit of this Church shall be held by the Episcopal Church in the Diocese of Northern California, a California corporation. (Cans. 30.5 and 32.13)

SECTION 1.5. Power. Authority to Exercise. The secular and financial affairs of _____ EPISCOPAL CHURCH IN _____, CALIFORNIA, except as otherwise provided, shall be exercised, conducted and controlled by the Mission Committee. (Canon of the Episcopal Church in the Diocese of Northern California (Can.) 30.6)

SECTION 1.6. Purpose and Power, Limitation. This Mission is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members, and is organized solely for nonprofit purposes. The property, assets, profits, and net income of this Mission are irrevocably dedicated to religious purposes and no part of the profits or net income of this Mission shall ever inure to the benefit of any director, officer, or member or to the benefit of any private shareholder or individual. On the dissolution or winding up of this Mission, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this Mission shall be distributed to THE EPISCOPAL CHURCH IN THE DIOCESE OF NORTHERN CALIFORNIA, a California corporation. In the event that The Episcopal Church in the Diocese of Northern California is not then in existence, or shall be otherwise unqualified or unable to receive such assets, they are then to be distributed to THE EPISCOPAL CHURCH, also known as THE PROTESTANT EPISCOPAL CHURCH IN THE UNITED STATES OF AMERICA. In the event that THE EPISCOPAL CHURCH shall also be unqualified or unable to receive said assets, then the assets of this Mission shall be distributed to a corporation which is organized and operating exclusively for nonprofit purposes, and which has established its tax exempt status pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, and which is qualified for exemption from taxation under 23701d of the California Revenue and Taxation Code.

/

BYLAW 2. MEMBERSHIP

SECTION 2.1. The admission, election, appointment, withdrawal, suspension, and expulsion of members of this Mission 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 VICAR

SECTION 3.1. The duties and authority of the Vicar shall be, so far as applicable, the same as those of a Rector of a Parish as prescribed by the Canons of this Diocese. The Vicar, subject to the bishop of the Diocese, shall have ultimate responsibility for all things pertaining to or affecting the spiritual interests of the Mission. It shall be the Vicar's duty and right to give orders concerning public worship, together with all that pertains thereto. (Cans. 31.2, 37.1)

SECTION 3.2. The Vicar shall at all times be entitled to the use and control of the Church and Mission 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. (Cans. 31.2, 37.2)

SECTION 3.3. The Vicar shall have control of all Church Organizations. The Vicar shall be an ex-officio member of each council, committee, and commission. (Cans. 31.2, 37.3)

SECTION 3.4. The Vicar, or authorized designee, in the absence of the Bishop shall preside at all Church, Mission Committee, and/or Board of Trustees' meetings with the right to vote, except that the presiding officer of the Mission Committee or Mission Meeting shall not have a casting vote in case of a tie. (Cans. 31.2, 37.4.1)

SECTION 3.5. Any other Minister of the Church, by whatever name designated, is to be regarded as under the authority of the Vicar, subject to the Bishop of the Diocese. (Cans. 31.2, 37.5)

SECTION 3.6. The Vicar shall supervise and control, subject to the direction of the Mission Committee, all officers, agents, and employees of the Church. (Nat. Can. Title II.14, Cans. 31.2, 37)

SECTION 3.7. All powers and duties may be exercised and performed by the Vicar 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 Vicar of the Mission shall keep a suitable book to be known as the "Mission 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 Vicar, 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. The Vicar shall be a member of the clergy appointed by the Bishop for missionary work in the Diocese, and assigned by the Bishop to the charge of this Church. (Can. 31.1)

SECTION 3.10. When this Mission is a mission in which a Missionary of the Diocese ministers, this Mission shall pledge and pay monthly to said Missionary such an amount as may be agreed upon, from time to time, by the Mission and Diocesan Council. The refusal or failure of this Mission to make and continue such pledge and payment shall be sufficient ground for withdrawal of the Missionary. (Can. 30.7)

SECTION 3.11 Every Missionary of the Diocese, or member of the clergy doing missionary work in the Diocese, shall transmit to the Bishop and Rural Dean of the Deanery in which this Mission is situated, a separate report for this Church and any other Mission in his or her charge, written in the form provided by Diocesan Council. (Can. 30.8)

BYLAW 4. THE MISSION COMMITTEE

SECTION 4.1. POWER AND AUTHORITY

SECTION 4.1.1. Subject to the provisions and limitations of Title 3, Part 1 of the California Corporations Code, which concern unincorporated associations, and of Title 3, Part 2, Chapter 1 of the California Corporations Code, which concern liability aspects of non-profit unincorporated associations, and any other applicable state laws, and subject to any limitations in 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 Mission Committee, except as otherwise provided, shall have charge of the secular and financial affairs of the Church. (Can. 30.6)

SECTION 4.1.2. Whether elected, chosen, convened, acting or referred to as a Mission Committee, trustees, or directors, 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. (Modeled after Can. 33.1.2)

SECTION 4.2. NUMBER AND COMPOSITION

SECTION 4.2.1. The Mission Committee shall consist of the _____ lay members, together with the Vicar who shall be chair ex officio.

[Canon 30.4 as amended in 2008 allows a Mission Committee to consist of between four and twelve lay members.]

SECTION 4.2.2. Any proposed change in the number of Mission Committee members shall be announced by the person officiating at Sunday worship services at least sixty (60) days prior to any Mission election. (Can. 33.2)

[Note: This provision is modeled on Can. 33.2.]

SECTION 4.2.3. Members of the Mission Committee shall be communicants whose names shall be duly enrolled in the register of this Mission, 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. (Cans. 30.4, 33.2.1)

SECTION 4.2.4. Mission Committee 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 Mission Committee or as an elector, until the Bishop has passed upon such an appeal and sustained the suspension. (Cans. 30.4, 33.2.2)

SECTION 4.2.5. All members of the Mission Committee, except the Vicar, shall be laypersons and electors of the Mission. (Cans. 30.4, 33.2.3)

[Note: The Canons dealing with those qualified to vote in Parish elections (made applicable to missions by Can. 30.4) 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 Mission Committee shall be three years. Terms shall begin on the date of election by Mission electors at the Annual Mission Meeting and shall end on a date that a successor is elected and qualifies. There shall be a lapse of at least one year following three years service on a Mission Committee. (Cans. 30.4, 33.2.6)

[Note: Canons 30.4 and now repealed 30.6 formerly prescribed one year terms. Can. 30.4 as amended in 2008 authorizes terms not to exceed three years. The three year term and one year lapsation provisions are modeled on 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. Insofar as possible, the principle of rotation shall be observed in the election of Mission Committee members. (Can. 30.4.1 as amended in 2008)

SECTION 4.3.3. When a member of the Mission Committee resigns, dies, is disqualified or ceases to act for any reason, the Mission Committee may appoint a replacement to serve until the next Annual Mission Meeting. In the event of a failure to elect or fill any vacancy in office of the Mission Committee, the Bishop shall fill the same by appointment and those appointed shall remain in office until replaced by canonically elected successors. (Can. 30.4.3 as amended in 2008)

SECTION 4.3.4. [Deleted: Former Section duplicated provisions found in Secs. 4.2.5 and 5.1.4.]

SECTION 4.4 MEETINGS OF THE MISSION COMMITTEE

SECTION 4.4.1. Regular meetings of the Mission Committee 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 Mission Committee shall consist of a majority of all members thereof, all having been given due notice of the meeting. (Modeled after Cans. 33.3, 33.7)

SECTION 4.4.2. No meeting of the Mission Committee shall be valid unless either the Vicar or one of the Wardens shall be present. (Modeled after Can. 33.4)

SECTION 4.4.3. The Vicar, in the absence of the Bishop, shall preside at all Mission Committee meetings except the Vicar may appoint the Senior Warden as presiding officer; provided, however, in the case that the Mission is without a Vicar, or when the Vicar is absent from the Diocese, the Senior Warden shall preside. In the absence of the Senior Warden, the Junior Warden shall preside. (Can. 31.2 and modeled after Nat. Can. I. 14.3, Can. 33.5)

[Note: Although National Canon I.14.3 permits a 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 Vicar, or both Wardens, or by any three members of the Mission Committee, by giving four days notice by mail, or by 48 hours notice by telephone or by electronic transmission by the Mission, to each member of the Mission Committee. The notice shall list the time, place, and purpose of the meeting. (Modeled after Can. 33.7.1, Corporation Code Sections 20 and 9211)

SECTION 4.4.4.2. Electronic transmission by the Mission 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 Mission, (2) posting on an electronic message board or network which the Mission 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. (Modeled after 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 Church records or made a part of the minutes of the meetings. (Modeled after Corporations Code Section 9211)

SECTION 4.4.5 The Mission Committee shall consider no amendment, modification, or repeal of Bylaws 1, 2, 3.7, 3.8, 3.9, this 4.4.5, 4.5.1, 8.6, 10, or 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.

SECTION 4.4.6. The decisions of the Mission Committee 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 Vicar shall have the right to vote at all Mission Committee meetings; however, the presiding officer of the Mission Committee shall not have a casting vote in case of a tie. (Modeled after Cans.33.4, 37.4.1)

SECTION 4.4.7. Members of the Mission Committee may participate in a meeting through use of conference telephone, electronic video screen

communication, or electronic transmission by and to the Mission. 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 Mission, 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 Mission. (Modeled after 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 Mission, but required or permitted to be taken by the Mission Committee may be taken without a meeting, if all members of the Mission Committee 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 Mission Committee. The action by written consent shall have the same force and effect as a unanimous vote of the members. (Modeled after Corporations Code Section 9211)

SECTION 4.5. STANDING ORDERS

SECTION 4.5.1. The Mission Committee by the affirmative vote of a majority of the entire Mission Committee 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 state law, providing for the rules and regulations for administering the business and trusts with which the Mission Committee 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 Mission Committee at a regular meeting thereof.

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

SECTION 4.6 DUTIES OF THE MISSION COMMITTEE

SECTION 4.6.1 The Mission Committee, at each Annual Mission Meeting, shall make a full written report of the temporal condition of the Mission in every particular. (Modeled after Can. 33.8)

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

BYLAW 5. OFFICERS

SECTION 5.1 SELECTION OF OFFICERS

SECTION 5.1.1. As soon as possible after election of the Mission Committee, the Vicar shall call at meeting at which the Vicar shall appoint a Senior Warden from among its number, and the Mission Committee shall elect a Junior Warden from among its number and a Clerk and a Treasurer, who may or may not be members of the Mission Committee. They shall continue in office until their successors are elected. (Can. 30.4.2 as amended in 2008)

SECTION 5.1.2. In the case of a vacancy in the office of Wardens, Clerk or Treasurer, the Bishop shall have the power to fill such vacancy until the next annual Mission Meeting. (Can. 30.4.4, as amended in 2008)

SECTION 5.1.3. In the event of failure to elect or fill any of the offices of Senior Warden, Junior Warden, Clerk, or Treasurer as provided in this Bylaw, the Bishop shall have the power to fill the same by appointment, and those so selected shall remain in office until replaced by canonically elected successors (Can. 30.4.2)

SECTION 5.1.4. Lay persons who are qualified electors of the Mission shall be eligible for the offices of Senior Warden, Junior Warden, Clerk, and Treasurer. (Can. 30.4.3)

SECTION 5.2. DUTIES OF OFFICERS

SECTION 5.2.1. WARDENS

SECTION 5.2.1.1. It shall be the duty of the Wardens, under the direction of the Vicar to procure a proper place to be used as a place of worship. The Wardens shall have charge of all property of the Mission, except real property. The

Wardens shall cooperate with the Bishop and the Rural Dean in maintaining services in the absence of a Vicar. (Can. 30.5)

SECTION 5.2.1.2. If there is no Vicar, or in the absence or inability to act of the Bishop or Vicar, the Senior Warden, or in that officer's absence, the Junior Warden, shall preside at all meetings of the Vestry and of the Parish. (Cans. 31.2, 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. (30.5)

SECTION 5.2.2. CLERK

SECTION 5.2.2.1. The clerk shall be secretary of the Mission Committee and shall perform the duties required of such office as well as other duties as may be prescribed in these Bylaws. (Modeled after Can. 34.4)

SECTION 5.2.2.2. It shall be the duty of the Clerk to attend all meetings of the Mission Committee and Mission Meetings, 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 Mission Committee and Church; to attest to the public acts of the Mission Committee, to preserve the journals and record of this Mission, to keep a record of events of importance to the Mission and a list of its families and members, and to perform such other duties as may be lawfully assigned to the Clerk. (Can. 30.5.2)

SECTION 5.2.2.3. The Clerk shall keep and preserve in the Church 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 Bylaws, and Standing Orders of this Mission. 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 Mission Members during office hours, and a copy shall be present at all meetings of the Mission Committee. (Modeled after 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 Mission 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 Mission. (Modeled after 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 Mission Committee. No money shall

be disbursed by except as authorized by a budget adopted by the Mission Committee or by other or by other authority granted by the Mission Committee. All checks shall be signed by two officers of the Church.

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 Mission Committee to manage investments.

[Note: If the Church 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 Mission at the Annual Mission Meeting a full and accurate statement of all moneys received and paid during the year preceding. (Modeled after 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 Vicar, assigned Missionary, Wardens, and Mission Committee Members. (Modeled after 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 Mission Committee, or in any way connected with the subject matter of the account. (Nat. Can. I.7.1(f), modeled after Can. 34.5.1)

SECTION 5.2.3.7. The Treasurer shall be subject to the direction of the Mission Committee 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 Mission Committee may establish such Councils, Commissions, and Committees as it determines necessary or convenient to carry out the work of the Mission.

[Often local bylaws may 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. MISSION RECORDS

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

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

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

BYLAW 8. MISSION MEETINGS

SECTION 8.1. PURPOSE. An Annual Mission Meeting shall be held annually for the election of members of the Mission Committee, 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, modeled after Can. 36.1)

SECTION 8.2. SCHEDULE. At a duly convened meeting held not later than the last Monday in December, the Mission Committee shall set the date and time of the Annual Mission Meeting. The Annual Mission 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. (Modeled after Can.36.2)

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

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

SECTION 8.5. SPECIAL MISSION MEETINGS. A Special Mission Meeting may be held at any time on the written call of the Vicar with the consent of the Mission Committee or on written call of the Mission Committee when the office of Vicar 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 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. (Modeled after 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 Mission Meeting shall consider no amendment, modification, or repeal 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.

SECTION 8.7. QUALIFICATIONS OF ELECTORS.

At any Mission 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 Mission for six months, who have communicated in the Church 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 Mission. (Cans. 30.4, 36.3)

SECTION 8.8. QUORUM.

At any meeting of the Mission those present shall constitute a quorum for the transaction of business. (Modeled after Can. 36.3.2)

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

SECTION 8.9. METHOD OF BALLOTING.

The Mission Committee, Lay Delegates to Convention, and their Alternates shall be elected by secret, written ballot, unless the number of persons nominated matches the number of vacant positions. No person shall be permitted to vote by absentee or proxy ballot. (Cans. 30.4 as amended by the 2008 Convention)

SECTION 8.9.1.

Three tellers shall be appointed. One by the presiding officer; one teller by the members of the Mission Committee 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. (Modeled after Can. 36.5.1)

SECTION 8.9.2. The presiding officer shall act as inspector of election and certify who are elected to Mission Committee and as Lay Delegates to Convention and their Alternates. (Can. 30.4 as amended by the 2008 Convention and modeled after 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. Upon a request by an elector at the election of the Mission Committee, 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. (Modeled after 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 Mission shall be elected by the Annual Mission Meeting. The Mission Meeting shall also elect Alternate Delegates in the same manner as the Delegates. In the event Delegates are unable to serve, the Vicar shall fill the vacancy, first from the Alternates, and if the Alternates are unable to serve, from adult communicants in good standing in this Mission. (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 in the United States of America, the Constitution and Canons of the Episcopal Church in the Diocese of Northern California, or the laws of the State of California governing nonprofit unincorporated associations.

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 in the United States of America, 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 Mission Committee [and ratified by a majority of qualified voters present and voting at a Mission Meeting], provided a quorum is present [at each]; nevertheless, inasmuch as this Mission, 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, is subject to, must conform to, and must 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 Mission is void to the extent that is inconsistent with or in violation of these Constitutions and Canons.

[Note: If modifications are not to be submitted to a Mission 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 Mission Committee [and. and ratified by a majority of qualified voters present and voting at a Mission Meeting], provided a quorum is present [at each].

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

CERTIFICATES OF ADOPTION

KNOW ALL PEOPLE BY THESE PRESENTS:

That we, the undersigned, being the Vicar, Senior Warden, Junior Warden, and Members of the Mission Committee of _____ Church in _____, California, certify that the foregoing Bylaws were duly adopted at a regular meeting of the Mission Committee 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 _____ Church in _____, California and that the Bylaws, consisting of ___ pages, are the Bylaws of this Mission as adopted by its Mission Committee on _____, and that the Bylaws have not been amended or modified since that date.

Executed on _____, 200_ at _____, California

[Add further certificates of action by the Mission Meeting and absence of further action, if required.]

I certify that I am the duly elected and acting Clerk of _____ Church in _____, California and that the Bylaws, consisting of ___ pages, are the Bylaws of this Mission as ratified by its Mission Meeting on _____, and that the Bylaws have not been amended or modified since that date.

Executed on _____, 200_ at _____, California

TEMPLATE 7
BYLAWS OF A MISION, SHORT FORM

BYLAWS OF
_____ CHURCH IN _____, CALIFORNIA,

BYLAW 1. GENERAL

SECTION 1.1. General. These Bylaws are the bylaws of _____ Church in _____, California, a mission of the Episcopal Church in the Diocese of Northern California (Mission).

SECTION 1.2. Authority. These Bylaws are adopted under the authority of the Constitution and Canons of The Episcopal Church and of The Episcopal Church in the Diocese of Northern California, and under the additional authority of the provisions of Title 3, Part 1 of the California Corporations Code, which concern unincorporated associations, and of Title 3, Part 2, Chapter 1 of the California Corporations Code, which concern liability aspects of non-profit unincorporated associations. (Constitution of the Episcopal Church in the Diocese of Northern California (Con.) [Arts.] II and XV, Corporations Code)

SECTION 1.3. Purpose and Powers.

Purpose and Powers. The purpose of this Mission is to be a mission in _____, California, of TEC and the Diocese, and the powers are those of a mission as an integral subordinate unit and part of each. (Con. XV)

SECTION 1.4. Powers, Limitations.

SECTION 1.4.1. Canon Law. This Mission 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 Mission 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 mission 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 of a parish. 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 property held by or for the benefit of this Mission is irrevocably held in trust for TEC, the Diocese, and this Mission; however, the existence of this trust shall in no way limit the power and authority of this Mission

otherwise existing over such property so long as this Mission remains 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. The cited canons expressly refer to both real and personal property. That reference is omitted from this provision because missions are not authorized to hold real property.]

SECTION 1.4.3. Real Property. The title to all real property held for the benefit of this Church shall be held by the Episcopal Church in the Diocese of Northern California, a California corporation. (Cans. 30.5 and 32.13)

SECTION 1.5. Power. Authority to Exercise. The secular and financial affairs of _____ EPISCOPAL CHURCH IN _____, CALIFORNIA, except as otherwise provided, shall be exercised, conducted and controlled by the Mission Committee. (Canon of the Episcopal Church in the Diocese of Northern California (Can.) 30.6)

SECTION 1.6. Purpose and Power, Limitation. This Mission is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members, and is organized solely for nonprofit purposes. The property, assets, profits, and net income of this Mission are irrevocably dedicated to religious purposes and no part of the profits or net income of this Mission shall ever inure to the benefit of any director, officer, or member or to the benefit of any private shareholder or individual. On the dissolution or winding up of this Mission, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this Mission shall be distributed to THE EPISCOPAL CHURCH IN THE DIOCESE OF NORTHERN CALIFORNIA, a California corporation. In the event that The Episcopal Church in the Diocese of Northern California is not then in existence, or shall be otherwise unqualified or unable to receive such assets, they are then to be distributed to THE EPISCOPAL CHURCH, also known as THE PROTESTANT EPISCOPAL CHURCH IN THE UNITED STATES OF AMERICA. In the event that THE EPISCOPAL CHURCH shall also be unqualified or unable to receive said assets, then the assets of this Mission shall be distributed to a corporation which is organized and operating exclusively for nonprofit purposes, and which has established its tax exempt status pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, and which is qualified for exemption from taxation under 23701d of the California Revenue and Taxation Code.

BYLAW 2. MEMBERSHIP

SECTION 2.1. The admission, election, appointment, withdrawal, suspension, and expulsion of members of this Mission 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 VICAR

SECTION 3.1. The authority, duties, and responsibilities of the Vicar of this Parish and the manner of filling a vacancy in the Office of Vicar shall be governed by the provisions of the Constitution and Canons of TEC and the Diocese. (Nat. Can. Title II.14, Cans. 31, 37)

BYLAW 4. THE MISSION COMMITTEE

SECTION 4.1. POWER AND AUTHORITY

SECTION 4.1.1. Subject to the provisions and limitations of Title 3, Part 1 of the California Corporations Code, which concern unincorporated associations, and of Title 3, Part 2, Chapter 1 of the California Corporations Code, which concern liability aspects of non-profit unincorporated associations, and any other applicable state laws, and subject to any limitations in these Bylaws relating to action requiring approval by the members, the authority, duties, and responsibilities of the Mission Committee shall be governed by the provisions of the Constitution and Canons of TEC and the Diocese, and the Mission Committee shall have charge of the secular and financial affairs of the Mission. (Can. 30)

SECTION 4.2. NUMBER AND COMPOSITION

SECTION 4.2.1. The Mission Committee shall consist of the Senior Warden, Junior Warden and _____ additional members, together with the Vicar who shall be chair ex officio. (Cans. 30.6)

[Canon 30.6 allows a Mission Committee to consist of two to five members in addition to the Wardens,]

SECTION 4.2.2. The qualifications of elected members of the Mission Committee shall be governed by the provisions of the Constitution and Canons of TEC and the Diocese. (Can. 30)

SECTION 4.3. The terms and method of election of elected members of the Mission Committee shall be governed by the provisions of the Canons of the Diocese. (Can. 30)

SECTION 4.4 MEETINGS OF THE MISSION COMMITTEE

SECTION 4.4.1. Regular meetings of the Mission Committee shall be held at least _____ times per year at a regular time and place that it shall set. The conduct of Vestry meetings shall be governed by the provisions of the Constitution and Canons of the Diocese. . A quorum for a meeting of the Mission Committee shall consist of a majority of all members thereof, all having been given due notice of the meeting. (Can. 30, modeled after Cans. 33.3, 33.7)

[Note: The Canons for missions do not have the detailed provisions governing meetings as are found in the Canons governing parishes. A mission is not incorporated; so it lacks authority to rely on corporations Code provisions governing directors; meeting. For these reason, the rules are spelled out in full.]

SECTION 4.4.2. No meeting of the Mission Committee shall be valid unless either the Vicar or one of the Wardens shall be present. (Modeled after Can. 33.4)

SECTION 4.4.3. The Vicar, in the absence of the Bishop, shall preside at all Mission Committee meetings except the Vicar may appoint the Senior Warden as presiding officer; provided, however, in the case that the Mission is without a Vicar, or when the Vicar is absent from the Diocese, the Senior Warden shall preside. In the absence of the Senior Warden, the Junior Warden shall preside. (Can. 31.2 and modeled after Nat. Can. I. 14.3, Can. 33.5)

[Note: Although National Canon I.14.3 permits a 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 Vicar, or both Wardens, or by any three members of the Mission Committee, by giving four days notice by mail, or by 48 hours notice by telephone or by electronic transmission by the Mission, to each member of the Mission Committee. The notice shall list the time, place, and purpose of the meeting. (Modeled after Can. 33.7.1, Corporation Code Sections 20 and 9211)

SECTION 4.4.4.2. Electronic transmission by the Mission 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 Mission, (2) posting on an electronic message board or network which the Mission 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. (Modeled after 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 Church records or made a part of the minutes of the meetings. (Modeled after Corporations Code Section 9211)

SECTION 4.4.5 The Mission Committee shall consider no amendment, modification, or repeal of Bylaws 1, 2, 3.7, 3.8, 3.9, this 4.4.5, 4.5.1, 8.6, 10, or 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.

SECTION 4.4.6. The decisions of the Mission Committee 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 Vicar shall have the right to vote at all Mission Committee meetings; however, the presiding officer of the Mission Committee shall not have a casting vote in case of a tie. (Modeled after Cans.33.4, 37.4.1)

SECTION 4.4.7. Members of the Mission Committee may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission by and to the Mission. 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 Mission, 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 Mission. (Modeled after 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 Mission, but required or permitted to be taken by the Mission Committee may be taken without a meeting, if all members of the Mission Committee 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 Mission Committee. The action by written consent shall have the same force and effect as a unanimous vote of the members. (Modeled after Corporations Code Section 9211)

SECTION 4.5. STANDING ORDERS

SECTION 4.5.1. The Mission Committee by the affirmative vote of a majority of the entire Mission Committee at a regular meeting may adopt Standing Orders not inconsistent with the Constitution and Canons of TEC, the Constitution and Canons of the Diocese of Northern California, and these Bylaws, providing for the rules and regulations for administering the business and trusts with which the Mission Committee 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 Mission Committee at a regular meeting thereof.

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

BYLAW 5. OFFICERS

SECTION 5.1 . The officers of the Mission, their duties and responsibilities, qualifications, and manner of selection shall be governed by the Canons of the Diocese. (Can. 34)

BYLAW 6. COUNCILS, COMMITTEES, AND COMMISSIONS

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

[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. MISSION RECORDS

SECTION 7.1. Mission records shall governed by the Canons of the Diocese. (Can. 35)

BYLAW 8. MISSION MEETINGS

SECTION 8.1. An Annual Mission Meeting shall be held annually for the election of members of the Mission Committee, Lay Delegates to Diocesan Convention, and Alternate Lay Delegates to Diocesan Convention, for the reception of reports, and for the transaction of other business and shall be governed by the provisions of the Constitution and Canons of the Diocese. (Con. V.5, modeled after Can. 36)

SECTION 8.2. SCHEDULE. At a duly convened meeting held not later than the last Monday in December, the Mission Committee shall set the date and time of the Annual Mission Meeting. The Annual Mission 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. (Modeled after Can.36.2)

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

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

SECTION 8.5. SPECIAL MISSION MEETINGS. A Special Mission Meeting may be held at any time on the written call of the Vicar with the consent of the Mission Committee or on written call of the Mission Committee when the office of Vicar 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 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 Mission Meeting shall consider no amendment, modification, or repeal 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.

SECTION 8.7. QUALIFICATIONS OF ELECTORS. At any Mission 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 Mission for six months, who have communicated in the Church 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 Mission. (Cans. 30.4, 36.3)

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

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

SECTION 8.9. METHOD OF BALLOTING. The Mission Committee, Lay Delegates to Convention, and their Alternates shall be elected by secret, written ballot, unless the number of persons nominated matches the number of vacant positions. No person shall be permitted to vote by absentee or proxy ballot. (Can. 30.4 as amended by the 2008 Convention)

SECTION 8.9.1. Three tellers shall be appointed. One by the presiding officer; one teller by the members of the Mission Committee 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. (Modeled after Can. 36.5.1)

SECTION 8.9.2. The presiding officer shall act as inspector of election and certify who are elected to Mission Committee and as Lay Delegates to Convention and their Alternates. (Can. 30.4 as amended by the 2008 Convention and modeled after 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 canvass 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.]

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 non-profit unincorporated associations.

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 Mission Committee [and ratified by a majority of qualified voters present and voting at a Mission Meeting], provided a quorum is present [at each]; nevertheless, inasmuch as this Mission, 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, is subject to, must conform to, and must 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 Mission 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 Mission 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 Mission Committee [and. and ratified by a majority of qualified voters present and voting at a Mission Meeting], provided a quorum is present [at each].

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

CERTIFICATES OF ADOPTION

KNOW ALL PEOPLE BY THESE PRESENTS:

That we, the undersigned, being the Vicar, Senior Warden, Junior Warden, and Members of the Mission Committee of _____ Church in _____, California, certify that the foregoing Bylaws were duly adopted at a regular meeting of the Mission Committee 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 _____ Church in _____, California, and that the Bylaws, consisting of ___ pages, are the Bylaws of this Mission as adopted by its Mission Committee on _____, and that the Bylaws have not been amended or modified since that date.

Executed on _____, 200_ at _____, California

[Add further certificates of action by the Mission Meeting, if required.]

I certify that I am the duly elected and acting Clerk of _____ Church in _____, California and that the Bylaws, consisting of ___ pages, are the Bylaws of this Mission as ratified by its Mission Meeting on _____, and that the Bylaws have not been amended or modified since that date.

Executed on _____, 200_ at _____, California

NOTE: It this short form is used, it should at all times be accompanied by copies of the Constitution and Canons of TEC and the relevant provisions of the Corporations Code. A convenient method is to place the Bylaws in the same binder as the Diocesan Constitution and Canons. If the binder has a pocket, it the pocket can accommodate a copy of the TEC materials.

The Corporations Code provisions are as follow.

20. "Electronic transmission by the corporation" means a communication (a) delivered by (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation, (2) posting on an electronic message board or network which the corporation 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. However, an electronic transmission by a corporation to an individual shareholder or member under this code is not authorized unless, in addition to satisfying the requirements of this section, the transmission satisfies the requirements applicable to consumer consent to electronic records as set forth in the Electronic Signatures in Global and National Commerce Act (15 U.S.C. Sec. 7001(c) (1)).

9211. (a) Unless otherwise provided in the articles or in the bylaws, all of the following apply:

(1) Meetings of the board may be called by the chair of the board or the president or any vice president or the secretary or any two directors.

(2) Regular meetings of the board may be held without notice if the time and place of the meetings are fixed by the bylaws or the board. Special meetings of the board shall be held upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, including a voice messaging system or by electronic transmission by a corporation (Section 20). The articles or bylaws may not dispense with notice of a special meeting. A notice, or waiver of notice, need not specify the purpose of any regular or special meeting of the board.

(3) Notice of a meeting need not be given to a director 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 director. These waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

(4) A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

(5) Meetings of the board may be held at a place within or without the state that has been designated in the notice of the meeting or,

if not stated in the notice or there is no notice, designated in the bylaws or by resolution of the board.

(6) Members of the board may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission by and to the corporation. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this subdivision 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 corporation, other than conference telephone and electronic video screen communication pursuant to this subdivision constitutes presence in person at that meeting, if both of the following apply:

(A) Each member participating in the meeting can communicate with all of the other members concurrently.

(B) 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 corporation.

(7) A majority of the number of directors authorized in the articles or bylaws constitutes a quorum of the board for the transaction of business.

(8) An act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board. The articles or bylaws may not provide that a lesser vote than a majority of the directors present at a meeting is the act of the board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, 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 this division, the articles or bylaws.

(b) An action required or permitted to be taken by the board may be taken without a meeting, if all members of the board 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 board. The action by written consent shall have the same force and effect as a unanimous vote of the directors.

(c) This section applies also to incorporators, to committees of the board, and to action by those incorporators or committees mutatis mutandis.