



The Episcopal Diocese of Northern California

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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.

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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
