



# The Episcopal Diocese of Northern California

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## 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.4<sup>th</sup> 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.