



The Episcopal Diocese of Northern California

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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.