

Church of the Incarnation of Santa Rosa



BYLAWS

OF THE

CHURCH OF THE INCARNATION OF SANTA ROSA

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The following are the Bylaws of the Church of the Incarnation of Santa Rosa, a California Non-profit Corporation.

ARTICLE I
DEFINITIONS

In addition to terms defined elsewhere in this Agreement, as used in this Agreement, the following words and phrases shall have the following meanings.

1.1. “Articles” shall mean the Articles of Incorporation of the Church of the Incarnation of Santa Rosa, including all amendments to, or amended and restated versions of, them, as filed with the California Secretary of State.

1.2. “Bylaws” shall mean these Bylaws duly adopted by the Vestry, as amended from time to time.

1.3. “Canons” shall mean the Constitution and Canons of the Episcopal Church and the Canons of the Episcopal Diocese of Northern California, as well as rules and regulations adopted by them.

1.4. “Communicant” shall mean a member of this Church who has received Holy Communion in this Church at least three times during the preceding year and who, for the previous year, has been faithful in corporate worship, unless for good cause prevented, and has been faithful in working, praying, and giving for the spread of the Kingdom of God.

1.5. “Corporations Code” shall mean the Corporations Code of California, as currently in effect.

1.6. “Electronic Notice” shall mean a notice given by electronic transmission delivered by (a) facsimile telecommunication (fax), (b) electronic mail (e-mail), in either case when directed to the facsimile number or electronic mail address, respectively, for that recipient in the Parish Register, and that creates a record that is capable of legible retention, retrieval, and review, provided that the recipient has given an unrevoked consent to use such electronic means of transmission, and which is otherwise consistent with the provisions of Section 20 of the Corporations Code .

1.7. “Junior Warden” shall mean a member of the Vestry and elected by a majority vote of the Vestry.

1.8. “Parish” shall mean the California nonprofit, religious corporation known as Church of the Incarnation of Santa Rosa.

1.9. “Parish Meeting” shall mean the Annual or a Special meeting of Parish Members, noticed as set forth in Article IV.

1.10. “Parish Register” shall mean a list of all Communicants kept by the Rector in accordance with Canons.

1.11. “Qualified Voters” shall be those persons of legal age who, at the time of a Parish Meeting, shall be Communicants on the records of the Parish for six months, who have communicated in the Parish during the year preceding, and who are Givers of Record and shall have been for six months entered or entitled to be entered upon the books of the Treasurer of the Parish.

1.12. “Rector” shall mean the Parish’s President and Chairman of the Vestry and shall be appointed pursuant to the Canons.

1.13. “Senior Warden” shall mean a member of the Vestry appointed by the Rector.

1.14. “Standing Orders” shall mean written rules and regulations for administering the business and trusts with which the Vestry is charged that are not inconsistent with the Articles and these Bylaws.

1.15. “Vestry” shall mean the Board of Directors of the Parish.

1.16. “Vestry Candidate” shall mean a Communicant nominated pursuant to Section 5.2 to serve on the Vestry.

1.17. “Vestry Member” shall mean a Communicant elected or appointed pursuant to Article V to serve on the Vestry.

ARTICLE II

SUBORDINATION TO THE EPISCOPAL CHURCH

The Parish is an integral subordinate of the Episcopal Church. The Canons are incorporated into these Bylaws by this reference and shall, unless contrary to the laws of California, always form part of the By-Laws and the Parish’s Articles. The parish is subject to the Canons and Constitution of the Episcopal Church and the Diocese of Northern California. In the event of a conflict between the Canons and (a) the Articles, (b) these Bylaws or (c) any action by or taken on behalf of the Parish, the Canons shall prevail. The Parish shall keep a copy of the Canons with these Bylaws.

ARTICLE III

PRINCIPAL OFFICE

The principal office of the Parish shall be on the Parish property at 550 Mendocino Avenue and any adjacent parcels owned by the Parish, in Santa Rosa, County of Sonoma, State of California.

ARTICLE IV

PARISH MEETINGS

Section 4.1. Place and Conduct of Parish Meetings. Parish Meetings shall be held on the Parish's property provided that it is practical to do so. Only Qualified Voters attending a Parish Meeting in person shall have the right to vote. Absentee voting and voting by proxy shall not be permitted, and no Qualified Voter may participate by electronic transmission or by electronic video screen communication.

Section 4.2. Annual Meeting of the Parish. The "Annual Meeting of the Parish" shall be held each year on a date and at a time designated by the Vestry. Such date shall be between the first day of January and the last day of February in each year. At each Annual Meeting of the Parish, Qualified Voters shall elect Vestry Members, consistent with Section 5.3, and transact any other proper business within the power of the Qualified Voters.

Section 4.3. Special Meeting of the Parish.

A "Special Meeting of the Parish" may be called at any time by the Vestry, the Rector, or five percent (5%) of the Parish Members, as counted in the most recent parochial report. If a special meeting is called by anyone other than the Vestry or Rector, the person or persons calling the meeting will make a request in writing, delivered personally or sent by registered mail to the Vestry, the Rector, and the Senior Warden at the principal office of the Parish, specifying the time and date of the meeting (not less than 35 nor more than 60 days after receipt of the request) and the general nature of the business proposed to be transacted. Within 20 days after receipt, the Clerk will cause notice to be given to the Parish Members stating that a meeting will be held at the time requested by the person(s) calling the meeting, and stating the general nature of the business proposed to be transacted. If notice is not given within 20 days after receipt of the request, the person or persons requesting the meeting may give the notice. Nothing in this Section 4.3 will be construed as limiting, fixing, or affecting the time when a meeting of Parish Members called by action of the Vestry may be held. No business, other than the proposed business set forth in the notice of such Special Meeting of the Parish, shall be in order.

Section 4.4. Notice of Parish Meetings. All Parish Members shall be entitled to notice of a Parish Meeting. Notices of a Parish Meeting other than a Special meeting will be sent or otherwise given in accordance with Section 4.5 not fewer than 10 nor more than 60 days before the date of the meeting. All notices of any Parish Meeting will specify the place, date, and hour of the meeting, and (a) in the case of a Special Meeting of the

Parish, the general nature of the business to be transacted, or (b) in the case of the Annual Meeting of the Parish, those matters that the Vestry, at the time of giving the notice, intends to present for action by the Qualified Voters. If Vestry Members are to be elected, the notice will include the names of all nominees whom the Vestry intends, at the time of the notice, to present for election.

The notice will also state the general nature of any proposed action to be taken at the meeting to approve any of the following matters:

- (a) A transaction in which a Vestry Member has a financial interest, within the meaning of Corporations Code §9243,
- (b) An amendment to the Articles under Corporations Code §9620 and 9621,
- (c) A reorganization under Corporations Code §9640 or
- (d) A voluntary dissolution under Corporations Code §§9680, consistent with applicable canons

Notice shall be given to the Bishop of the Episcopal Church in the Diocese of Northern California of any parish meeting affecting the relationship of the parish with the larger church. In no event may a meeting be held for the express purpose of withdrawing the Parish from the Episcopal Church or the Diocese of Northern California.

Section 4.5. Manner of Giving Notice. Notice of any Parish Meeting will be given either personally or by first-class mail or other written communication, including a newsletter or other Electronic Notice, charges prepaid, addressed to the Parish Member at the physical or electronic address appearing on the Parish Register.

Section 4.6. Quorum. At any meeting of the Parish 25% of the average annual attendance from the most recent annual parochial report shall constitute a quorum for the transaction of business.

ARTICLE V

THE VESTRY

Section 5.1. Number and Qualifications, Presiding Officers. The exact number of Vestry Members shall be determined by the current Vestry Members with a minimum number of six (6) and a maximum number of twelve (12) and such number shall always be an even number. The number of Vestry members may be increased or decreased by amendment of this Bylaw as provided in these Bylaws or at any Annual or Special Meeting of the Vestry called for that purpose, provided that a change of an existing number shall be duly given at least sixty days previously by the person officiating at a regular Sunday Service. Except as otherwise provided in this Article V, each Vestry Member shall be a Communicant and shall hold office for a period of three (3) years. At its discretion, the Vestry may provide for one (1) "Youth Member" of the Vestry for a one-year rotating term. Any Youth Member shall be less than sixteen (16) years of age and shall **not** be a voting Vestry Member. The Rector shall be a member of the Vestry and its Chairman. The Rector shall be exempt from the provisions of the election of other Vestry members as specified below. The Rector shall preside at all Parish and Vestry Meetings unless the Rector, at his or her discretion, appoints someone else to preside.

Section 5.2. Nominations. On or before the last “Regular Vestry Meeting” (as set forth in Section 6.1) of each calendar year, the Vestry shall convene as a nomination committee to consider names of Vestry Candidates for election by the Qualified Voters at the Annual Meeting of the Parish. The Vestry shall set procedures for nomination and election of Vestry members. To be eligible to become a Vestry Candidate, a Parish Member shall meet all requirements of a Qualified Voter, and in addition, shall have made a recorded pledge of financial support to the Parish for the year in which the election is to be held. Prior to being nominated, all Vestry Candidates shall consent to serve as a Vestry Member if elected.

Section 5.3. Election or Appointment. From the list of Vestry Candidates, the Qualified Voters shall elect new Vestry Members by secret, written ballot at the Annual Parish Meeting. Vacancies due to resignation, removal or death, not filled previously by the Vestry at a duly noticed meeting, shall be filled at this election. The Vestry Candidates receiving the highest number of votes shall be elected to full three-year terms, or to the remaining term of an unfilled position. If there is a tie among Vestry Candidates, the Vestry Members who have completed their term will decide who shall fill the vacancy. Results of the election shall be announced at the next Sunday’s worship and next newsletter.

Section 5.4. Reelection. A Vestry Member may serve only one three-year term and then must let one year elapse before being eligible to serve on the Vestry again.

Section 5.5. Powers. Subject only to the limitations of the Articles, these Bylaws, the Canons and the Corporations Code as to the actions that must be authorized and approved by the Qualified Voters, all secular corporate powers shall be exercised by and under the authority and direction of the Vestry. Without prejudice to the preceding general powers, but subject to the same limitations, the Vestry has the power:

- (a) To ensure that the Parish conducts its worship services, community outreach and other services and affairs in a manner consistent with the discernment and direction provided by the Holy Spirit, the Bible, the Book of Common Prayer and the Canons;
- (b) To conduct, manage and control, as it deems best, the secular business, affairs, activities and all funds, whatsoever, of the Parish, and to make general Parish rules and regulations, not inconsistent with the Corporations Code, the Canons, the Articles or these Bylaws;
- (c) To fix the compensation of the Rector and to select and call a Rector at any time when a vacancy occurs, in accordance with the Canons and approval of the Bishop of the Diocese of Northern California;
- (d) To borrow money and incur indebtedness on the Parish’s behalf, and to cause to be executed and delivered for the corporation’s purposes, in the corporation’s name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges,

hypothecations, and other evidences of debt and securities in accordance with Diocesan Canons;

- (e) By the affirmative vote of a majority of the Vestry Members at a Regular Vestry Meeting, to adopt policies; policies shall remain in force as adopted until amended or repealed by a majority of the Vestry Members at a Regular Vestry Meeting; and
- (f) To exercise all other powers conferred by the California Nonprofit Religious Corporation Law, or other applicable laws, consistent with the Canons.

Section 5.6. Parish Property. All real and personal property held by or for the benefit of the Parish is held in trust for this Parish, its Diocese and the Episcopal Church. The existence of this trust, however, shall in no way limit the power and authority of the Parish otherwise existing over such property so long as the Parish remains a part of, and subject to, the Episcopal Church and its Constitution and Canons. Except as provided by California law or of the Diocese, the Vestry shall be agents and legal representatives of the Parish in all matters concerning its corporate property.

ARTICLE VI

VESTRY MEETINGS

Section 6.1. Regular Meetings of the Vestry. Unless otherwise ordered by the Vestry, "Regular Vestry Meetings" shall be held once a month throughout the year. Notice of each Vestry Meeting's time and location shall be given to the congregation in advance. Notice shall be given to the Bishop of the Episcopal Church in the Diocese of Northern California of any parish meeting affecting the relationship of the parish with the larger church.

Section 6.2. Quorum. A majority of the Vestry Members shall constitute a quorum.

Section 6.3. Special Meetings. "Special Vestry Meetings" may be called at any time by the Rector, both Wardens or any three members of the Vestry. Those calling a Special Vestry Meeting shall give (a) four (4) days' notice by first-class mail or (b) 24 hours' notice delivered personally by telephone, including a voice messaging system, or by Electronic Notice by the Rector or Clerk, to each member of the Vestry. The notice shall list the time, place, and purpose of the meeting. Notice of a meeting need not be given to a Vestry Member who provides or provided a waiver of notice or consent to holding the meeting or an approval of the minutes in writing, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to that member. These waivers, consents and approvals shall be filed with the Parish records or made a part of the minutes of the meeting.

Section 6.4. Validity of Meetings. Any meeting of the Vestry at which all of the Vestry Members are present shall be deemed a valid meeting, however called. Any meeting of the Vestry shall be a valid meeting, however called, and whenever held, if a quorum be present including either the Rector or one Warden, and if held by the written

consent of all members of the Vestry, given before or after the meeting and filed with the Clerk. No meeting of the Vestry shall be valid unless either the Rector or one of the Wardens shall be present. In the event that the Parish is without a Rector, or when the Rector is absent from the Diocese, the Senior Warden shall preside.

Section 6.5. Venue. All Regular Vestry Meetings, with the exception of occasional offsite retreats, shall be held at any convenient place on Parish property. Offsite retreats shall be announced to the Parish in the same manner as other Vestry Meetings.

Section 6.6. Attendance. A Vestry Member shall not miss more than three Regular Vestry Meetings throughout the calendar year unless by reason of health or other excused absence. A Vestry Member not fulfilling the attendance requirement may be dismissed from the Vestry after a vote by the remaining Vestry Members. The Clerk shall send a dismissed Vestry Member a letter serving notice of such dismissal. Consistent with Section 6.12, the remaining Vestry Members may appoint a new Vestry Member to fill any such vacancy.

Section 6.7. Decisions. The decisions of the Vestry shall be by majority vote, provided a quorum is present, unless otherwise specified in these Bylaws. The Rector shall have the right to vote at all Vestry meetings. The presiding officer may not cast the deciding vote in the event of a tie vote.

Section 6.8. Participation. In addition to attending a Vestry meeting in person, Vestry Members may participate in a Regular or Special Vestry meeting through use of conference telephone, electronic video screen communication or other communications equipment by and to the meeting location. Participation in a Vestry Meeting under this Section 6.8 shall constitute 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, **and**
- (b) Each member is provided the means of participating in all matters before the Vestry, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Parish.

Section 6.9. Continuing Conduct of Business. 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 the Corporations Code, Canons, the Articles or these Bylaws.

Section 6.10. Action Without a Meeting. An action, other than one adopting, amending or modifying the Articles or these Bylaws, but required or permitted to be taken by the Vestry may be taken without a meeting, if each Vestry member shall consent in writing (for which electronic communication is acceptable) to that action. The written consent or consents shall be filed with the minutes of the proceedings of the Vestry. The

action by written consent shall have the same force and effect as a unanimous vote of the members.

Section 6.11. Organization Meeting. Following each Annual Meeting of the Parish, the Vestry shall hold a Special Meeting for the purpose of organization and the election and appointment of officers.

Section 6.12. Vacancies. Any vacancy, among Vestry Members or in any office, resulting from death, removal, resignation, dismissal or disqualification, or otherwise, shall be filled by appointment by the Vestry. The appointee shall complete the term of the officer or member whose vacancy is filled. Notwithstanding the term limits in these Bylaws, Vestry Members shall remain in office until their successors shall be duly elected.

Should the term served be less than 1 year, the vestry member filling the vacancy shall be eligible to run for a full term.

ARTICLE VII

PARISH OFFICERS

Section 7.1. Officers. The officers of the Parish shall be the Rector, the Senior Warden, the Junior Warden, a Clerk, and a Treasurer. The Clerk shall be elected by a majority vote of the Vestry and may be a Vestry Member or a Parish Member. The Treasurer shall be elected by a majority vote of the Vestry and may be a Vestry Member or a Parish Member.

Section 7.2. Term. The Wardens, members of the Vestry, shall each serve for a term of one (1) year and may be re-appointed or re-elected for successive terms.

The Clerk and Treasurer shall be elected and each serve until resigned or replaced.

ARTICLE VIII

DUTIES OF OFFICERS

Section 8.1. The Rector. The Rector, subject to the Bishop of the Diocese, shall have ultimate responsibility for all things pertaining to the spiritual life of the Parish. The Rector shall have the right and duty to give orders concerning public worship, together with all that pertains to it. The Rector shall at all times be entitled to the use and control of the church and Parish buildings along with their appurtenances and furniture. The Rector shall have control of all Parish Organizations and access to all Parish records. The Rector shall preside, with power to vote, at all Parish and Vestry meetings. The Rector shall hire and fire all employees of the Parish and prescribe their powers and duties. The Rector shall consult with the Vestry on all Personnel matters. The Rector shall preside at all Vestry meetings unless he or she designates someone else to preside.

Section 8.2. The Senior Warden. The Senior Warden shall be the senior advisor to the Rector and shall act in an advisory capacity to the Rector. The Senior Warden shall preside at such Vestry meetings as may be necessary in the absence of the Rector.

Section 8.3. The Junior Warden. The Junior Warden shall serve as the Senior Warden in the absence of the Senior Warden and shall be responsible for projects in consultation with the Rector, Senior Warden and Vestry.

Section 8.4. The Clerk. The Clerk shall be secretary of the Parish. The Clerk shall keep the minutes of all Vestry meetings and all Parish Meetings. The Clerk is responsible for ensuring all Parish records are maintained and secured.

Section 8.5. The Treasurer. The Treasurer shall:

- (a) Oversee the receipt of all moneys collected under authority of the Vestry, the receipt and disbursement of which is not otherwise provided for by the Vestry; no money shall be disbursed by the Treasurer except in accordance with these Bylaws and policies adopted by the Vestry; the Treasurer shall present to the Annual Meeting of the Parish a full and accurate statement of all moneys received and paid during the preceding year; the Treasurer shall be subject to the direction of the Vestry and shall receive and answer all questions as to the state of the treasury; the books and accounts of the Parish shall be open at all reasonable times to the inspection by any Parish Member;
- (b) Be bonded as provided by the Diocese of Northern California; at the close of the calendar year the Parish's accounts shall be audited by a diocesan appointed auditor or audit committee;
- (c) Deposit all monies and other valuables, or cause them to be deposited, within three (3) days after receipt in the name and to the credit of the Parish with such depositories as may be designated by the Vestry;
- (d) Disburse the funds of the Parish as may be ordered by the Vestry;
- (e) Keep the Rector and Vestry of the Parish informed at all times of the financial condition of the Parish;
- (f) Ensure all checks, electronic fund transfers or bank drafts drawn to disburse any funds of this Parish whatsoever shall bear the signatures of any two (2) of the following officers: the Senior Warden, the Junior Warden, the Clerk, or the Treasurer; no disbursements shall be valid or binding unless signed in this manner; at the discretion of the Vestry, one additional signer may be authorized as a backup in the event that two or more of the above signers are unavailable; all expenditures for fixed operating expenses of the Parish shall be paid by check of the Parish, drawn on general funds; and,
- (g) Ensure access to any bank strongbox in which any papers and securities of this Parish are deposited shall only be had by any two of the following officers acting

in concert: the Rector, the Senior Warden, the Junior Warden, the Clerk or the Treasurer.

ARTICLE IX

MANAGEMENT OF FUNDS

The following principles shall govern the management of the Parish's funds including expenditures, limitations, the authority of the Rector, appropriations, incurring indebtedness or the sale or purchase of property and a report of appropriations by the Clerk.

9.1. Expenditures without an Appropriation. No expenditures shall be made without an express appropriation by the Vestry in either a Regular or Special Meeting except:

- (a) The Rector, Senior Warden, Junior Warden or Treasurer, without further authority, may expend an amount up to \$1,000.00 acting upon his or her own judgment for the benefit of the Parish. Any such expenditure shall be detailed in a report to the Vestry at its next Regular Vestry Meeting; or
- (b) In the event of any emergency, the following people may expend up to \$10,000.00 for the benefit of the Parish. Any such expenditure shall be detailed in a report to the Vestry at its next Regular Vestry Meeting.
 - a. The Rector, with the written approval of the Senior Warden, or in his or her absence, the written approval of the Clerk, or in the absence of all of the above, the written approval of any two members of the Vestry;
 - b. The Senior Warden, with the written approval of the Junior Warden, or in his or her absence, the written approval of the Clerk, or in the absence of all of the above, the written approval of any two members of the Vestry.

9.2. Appropriation. Appropriation by the Vestry shall constitute authority to the Rector and Treasurer to make payment for expenses incurred, and without an appropriation, no disbursal checks shall be written, except as provided in Section 9.1.

9.3. Incurring indebtedness; Sale or Purchase of Property. With the sole exception of receipts for donations or contributions to the property of the Parish, no extraordinary indebtedness, defined to be in excess of that defined by the Vestry, or any sale, conveyance, mortgage, agreement to purchase, whatsoever, shall be incurred, made, entered into by, or be valid and binding against this Parish, without taking each of the following procedures:

- (a) A resolution to incur the indebtedness must be adopted at a Regular or Special Vestry Meeting called for that purpose. At any such meeting, not less than two thirds ($\frac{2}{3}$) of the Vestry Members shall be present, and not less than two thirds ($\frac{2}{3}$) of the total Vestry Members shall vote in writing in favor of the resolution. The Vestry Members voting on any such resolution shall sign the resolution and have the resolution placed in the Parish minute book;

- (b) Any such resolution relating to a proposed indebtedness must specify the rate of interest, if any, the time certain of its duration, and the purpose for which it is to be incurred. Any such resolution relating to a sale or conveyance, must specify all of the exact terms of the transaction.
- (c) Any such resolution relating to a proposed indebtedness must be approved by the Bishop and standing committee of the Diocese.

ARTICLE X

COMMISSIONS AND COMMITTEES

Together, the Rector and the Vestry shall determine what commissions and committees are necessary for the best interests, and to further the ministries and activities, of the Parish. The Rector shall be an ex officio member of all Parish commissions and committees.

ARTICLE XI

CORPORATE SEAL

The corporate seal shall have engraved upon it: **CHURCH OF THE INCARNATION, SANTA ROSA.**

ARTICLE XII

AMENDMENTS

These By-Laws may be altered or amended (a) at a Regular or Special Parish Meeting duly noticed and called for that purpose **or** (b) by the Vestry by an affirmative vote of not less than a two thirds ($\frac{2}{3}$) of the Vestry Members. In no event shall any amendment be inconsistent with the Constitution and Canons of the Diocese of Northern California and Episcopal Church.

ARTICLE XIII

ROBERT'S RULES OF ORDER

The Vestry, at its sole discretion, may invoke and use Robert's Rules of Order or other appropriate parliamentary procedures, Revised, during any Annual or Special Parish Meeting or any Regular or Special Vestry Meeting as the authority in deciding questions of order and procedure, except when the Canons or the Bylaws apply.