

AMENDED & RESTATED BYLAWS

as of July 25, 2023

OF

ST. JOHN'S EPISCOPAL CHURCH IN OAKLAND, CALIFORNIA

**The mission of St. John's is to manifest the love of God
through the Holy Spirit with each other, our community and the world
through worship, spiritual growth and Christian service.**

Amended & Restated Bylaws of St. John's Episcopal
Church in Oakland, California

Adopted by the Vestry July 25, 2023

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ARTICLE 1 CONSTITUTION AND CANONS AS PART OF BYLAWS

The Constitution and Canons of The Episcopal Church, hereinafter known as the National Canons, and of the Constitution and Canons of the Episcopal Diocese of California, hereinafter known as the Diocesan Canons, shall, unless contrary to the laws of the State of California, be a part of the bylaws of this Parish and shall prevail against any provision of these bylaws that may appear to be in conflict with the National Canons and the Diocesan Canon. This Article 1 shall not be subject to amendment under Article 14 hereof.

ARTICLE 2 MEMBERSHIP OF THE PARISH

Section 2.1: General Member A member of St. John's Episcopal Church is anyone who has a meaningful connection to St. John's, either by baptism, confirmation, or participation in the Eucharist.

Section 2.2: Voting Member A voting member of St. John's Episcopal Church is any General Member who gives to the Parish their time, talent, and/or treasure. These members may vote at the Annual Meeting and at other sanctioned Parish Meetings.

Section 2.3: Communicants All members of this church who have received Holy Communion in this Parish at least three times during the preceding calendar year are communicants of this Parish.

Section 2.4: Termination of Membership Membership in the Parish shall terminate if the member withdraws, transfers, or ceases to conform to the National or Diocesan Canons

ARTICLE 3 PARISH MEETINGS AND VOTING RIGHTS

Section 3.1: Place of Meetings All Parish meetings shall be held on the Parish church premises or at such other place as may be designated for that purpose by the Vestry.

Section 3.2: Annual Meeting There shall be an annual Parish meeting each January.

Section 3.3: Special Meetings A special meeting may be called by the President, the Vestry, or by petition signed by five percent of those persons entitled to vote at a Parish meeting.

Section 3.4: Notice of Annual or Special Meetings Notice of the date, time, and place of a Parish meeting shall be given by mail or email to the entire Parish at least 20 days before the annual Parish meeting or before a special meeting. The purpose of the

meeting shall be stated in the notice. Within seven days after such a meeting, the names of the Vestry elected, if any, and the nature of the business transacted at the meeting or special meeting shall be posted in a conspicuous place on the Parish premises and remain so posted for at least three consecutive Sundays.

Section 3.5: Quorum One-third of those members entitled to vote at a Parish meeting shall constitute a quorum for the transaction of business. In the absence of a quorum, any meeting of the members may be adjourned by a majority of the members present. If a quorum is present, the vote of a majority of the members present shall be the act of the members.

Section 3.6: Valid Parish Meetings No Parish meeting shall be valid unless the Rector or one of the Wardens is present.

Section 3.7: Voting Rights At every Parish meeting, each member whose name shall have been registered on the Parish register for six months preceding a Parish meeting and who has (a) made and observed a written pledge or (b) made an act of donation or work of charity deemed satisfactory by the Rector, is entitled to vote.

Section 3.8: List of Members At least ten days before a Parish meeting, the Rector or minister in charge or a warden shall post in a conspicuous place on the Parish premises a certified list of the voting members. The list shall remain posted until after the meeting and shall be retained by the Secretary as part of the meeting records.

Section 3.9: Voting No person shall be entitled to more than one vote and voting rights may not be exercised by proxy or absentee ballot.

ARTICLE 4 ELECTION AND NOMINATIONS

Section 4.1: Nominations Nominations of Vestry members and Delegates to the Diocesan Convention shall be presented to the annual Parish meeting by a nominating committee composed of the following: the retiring Vestry members and any member of the Parish who has the approval of the Vestry. The chair of the nominating committee shall be, in order of preference, the Senior Warden, the People's Warden, or another retiring Vestry member on the committee selected by the committee. All members of the nominating committee shall be voting members of the Parish.

Section 4.2: Nominating Committee The nominating committee shall be formed in October each year.

- a. The nominating committee shall present a list of nominees for election to the Vestry and delegates to Diocesan Convention equal in number to at least the number of vacancies to be filled.
- b. Delegates and alternates to Diocesan Convention also serve as official representatives to Deanery Convocations.

- c. The nominating committee shall certify to the Vestry at the December Vestry meeting that each nominee has met the eligibility requirements at the time the nominee was approved for nomination and that the eligibility requirements were explained to each nominee.
- d. Delegates and alternates to Diocesan Convention may be re-nominated.
- e. The written list of candidates shall be posted in the Church two Sundays before the annual Parish meeting.
- f. Additional nominations may be presented in writing to the Secretary (also known as the Clerk of the Vestry) over the signature of at least six eligible voting members of the Parish at least two weeks (14 days) before the annual Parish meeting. A member may sign their name to no more than one nomination for each vacancy. The Secretary shall determine the eligibility and willingness to serve of any such nominee and shall then post the names next to the names of the other nominees at least one Sunday before the annual Parish meeting.
- g. Written material describing the candidates shall be provided to members of the Parish no later than ten days before the annual Parish meeting.
- h. All candidates for the Vestry shall be announced to all services on the Sunday prior to the annual Parish meeting.

Section 4.3: Election by Ballot There shall be an election of lay Vestry members and delegates to Diocesan Convention by ballot at the annual Parish meeting. One third of the lay members of the Vestry shall be elected each year for a three-year term.

Section 4.4: Term of Office The term of office of the newly elected lay Vestry members shall begin at the annual parish meeting at which such member was elected and continue for three years.

Section 4.5: Maximum Term A Vestry member shall not serve continuously for more than three years, except as provided for in Section 4.9, provided that a member elected for a term of less than one year, or appointed to fill a vacancy of less than one year shall, after the expiration thereof, be eligible for election for a term of three full years. A retiring or resigning member shall not be eligible for re-election until a period of one year has elapsed.

Section 4.6: Ballot The ballot shall show no differentiation between the nominating committee slate and open nominations; and the order of the ballot shall be alphabetical. Incumbent Convention delegates and alternates shall be so designated on the ballot.

Section 4.7: Voting A plurality vote shall be required to elect each new Vestry member, delegate, or alternate on the first ballot. In the event of a tie, a runoff election shall be held immediately thereafter for the remaining positions. Those receiving the highest number of votes shall be declared elected.

Section 4.8: Diocesan Canons The election of Vestry members and delegates to Diocesan Convention shall be in accordance with Section 11.16 of the Diocesan Canons.

Section 4.9 Term of Senior Warden In the event a Senior Warden is appointed in the third year of their term, at the request of the Rector, the regular term of the Senior Warden may be extended for an additional year to allow for an additional year of service as Senior Warden.

ARTICLE 5 DELEGATES AND ALTERNATES TO DIOCESAN CONVENTION

Section 5.1: Number The number of delegates and alternates shall be determined as set forth in the Diocesan Canons.

Section 5.2: Qualifications Delegates and alternates shall be voting members of this Parish.

Section 5.3: Vacancies

- a. A vacancy shall exist in case of death, resignation, removal, or inability to act. If the members of this Parish fail to elect the authorized number of delegates or alternates, or if the authorized number is increased, then a vacancy shall exist.
- b. Failure to maintain the qualifications for election or absence from three consecutive regularly scheduled meetings may be cause for removal at the discretion of a majority of the Vestry. Three weeks' notice and an opportunity to be heard will be given to the person whose status is in question.
- c. When a vacancy occurs, a replacement shall be appointed by the Rector as provided in the Diocesan Canons.

ARTICLE 6 VESTRY

Section 6.1: Board of Directors Known as Vestry The Board of Directors of the Parish shall be known as the Vestry.

Section 6.2: Number The number of Vestry members shall be no less than ten and no more than fifteen including the Rector. The number may be changed by bylaw amendment in accordance with Article 14, Section 14.1(a), but shall not be less than six or more than fifteen, exclusive of the Rector.

Section 6.3: Qualifications Except the Rector, the Vestry shall be lay members of the Parish, 18 years of age or over, and otherwise qualified to vote at a Parish meeting.

Section 6.4: Powers and Duties Subject to the California Nonprofit Religious Corporation Law and any other applicable state and local laws, the Vestry shall have the power:

- a. To elect, appoint, or remove at the pleasure of the Vestry all of the officers, agents, and employees of the Parish, except the Rector.
- b. To prescribe duties for the officers, agents, and employees of the Parish, not inconsistent with the Diocesan Canons, civil law, or these bylaws.
- c. To fix the compensation of the officers, agents, and employees of the Parish, and to require from them security for faithful service.
- d. To conduct, manage, and control the temporal activities and affairs of the Parish as agents and legal representatives of the Parish in all matters concerning its corporate property and relations of the Parish to its clergy.
- e. To appoint committees, as it deems necessary or convenient, to carry out the work of the Parish.
- f. To determine the location of the Parish office.
- g. Subject to the limitations of the Diocesan Canons, to borrow money and incur indebtedness for the purposes of the Parish.
- h. To call special Parish meetings.
- i. To perform every act permitted a board of directors of a corporation.

Section 6.5: Place of Meetings Regular and special meetings of the Vestry shall be held on the church premises unless otherwise designated by the Vestry. Vestry members may attend meetings via electronic means when necessary.

Section 6.6: Valid Meetings No meeting of the Vestry shall be valid unless the Rector or one of the church wardens is present.

Section 6.7: Regular Meetings Regular meetings of the Vestry shall be held on such day and time, as determined by the Vestry.

Section 6.8: Special Meetings Special meetings of the Vestry may be called at any time by the Rector, or, in the Rector's absence or inability or refusal to act, the Senior Warden, or the People's (Junior) Warden, or by any two Vestry members upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone. Notice of a special meeting may be waived by majority consent of the Vestry.

Section 6.9: Quorum The presence of 51% of Vestry members shall be necessary to constitute a quorum of the Vestry for the transaction of business. Every decision made by a majority present at a meeting lawfully called and held at which a quorum is present shall be regarded as an act of the Vestry. In the absence of a quorum, the majority of the members present may adjourn a meeting but may take no other action except for filling vacancies on the Vestry, as provided in Article 6, Section 6.12 of these bylaws.

Section 6.10: Matters Any business that may be conducted at a regular meeting may be conducted at a special meeting of the Vestry, in person or electronically.

Section 6.11: Action without Meeting and Voting by Email Any action required or permitted to be taken by the Vestry may be taken without a meeting if all members of the Vestry individually or collectively consent in writing to that action. The consent or consents shall have the same effect as an action taken at an in-person or virtual meeting of the Vestry and shall be filed with the minutes of the proceedings of the Vestry. Any vote taken by email must be a unanimous vote of all members of the Vestry.

Section 6.12: Vacancy A vacancy in the Vestry shall exist in the case of death, resignation, removal, or inability to act of any Vestry member. If the members fail to elect the authorized number of Vestry members or if the authorized number is increased, then a vacancy shall exist. When a vacancy occurs, it may be filled by a majority vote of the remaining Vestry members, though less than a quorum, or by a sole remaining member. Each member so elected shall hold office for the balance of the remaining term.

Section 6.13: Removal Unexcused absence from three consecutive regularly scheduled Vestry meetings or from a total of four regular Vestry meetings during any calendar year may be cause for removal from the Vestry at the discretion of a majority of the Vestry. Three weeks' notice and an opportunity to be heard will be given to the member whose status is in question.

ARTICLE 7 OFFICERS

Section 7.1: Prescribed Officers The officers of this Parish shall consist of a President, who shall be the canonically elected Rector of the Parish; a First Vice President, who shall be the Senior Warden; a Second Vice President, who shall be the People's (Junior) Warden; a Secretary; and a Treasurer. The Senior Warden shall be appointed by the Rector from among the Vestry. If there is no Rector, the Senior Warden shall be elected by the Vestry. The Vestry shall then elect a People's (Junior) Warden from among the Vestry and shall elect a Secretary and a Treasurer from among the voting members of the Parish. The Secretary and Treasurer may be the same person.

Section 7.2: Annual Election of Officers The officers of the Parish, excluding the President and the First Vice President, shall be elected at the first meeting of the Vestry following the Annual Meeting.

ARTICLE 8 PRESIDENT

Section 8.1: Powers and Duties The powers and duties of the Rector, as President, are:

- a. At the Rector's discretion, to preside at all Parish meetings and Vestry meetings and any meetings of any Parish organization.
- b. Subject to the approval of the Vestry and Diocesan Canons, to execute on behalf of the Parish all deeds, conveyances, mortgages, leases, promissory notes, contracts, obligations, certificates, and other papers and instruments, in writing, that may require the same, and to supervise and control all of the officers, agents, and employees of the Parish.

Section 8.2: Exercise of Powers All powers and duties hereby, or by law, or by the National or Diocesan Canons conferred or imposed upon the Rector, as President, may be exercised and performed by them either within the State of California or elsewhere.

Section 8.3: Parish Register The Rector of the Parish, or if there be no Rector, the minister in charge thereof, or if there be no minister in charge, then one of the church wardens, shall keep or cause to be kept a "Parish Register" in which shall be entered all records prescribed by the National and Diocesan Canons.

Section 8.4: Spiritual Interest The Rector, subject to the Bishop of the Diocese of California, shall have exclusive charge of all things pertaining to, or affecting, the spiritual interest of the Parish as provided by the National and Diocesan Canons.

Section 8.5: Vacancy Whenever the Rector shall resign or the office of Rector of the Parish shall otherwise become vacant, the Vestry shall proceed to fill such vacancy in the manner prescribed in the Diocesan Canons.

ARTICLE 9 VICE-PRESIDENTS

In case the Parish is without a Rector, or the Rector is absent or unable to act, the First Vice President or the Second Vice President, in that order, shall exercise the powers and perform the duties of President, as the same are set forth in Article 8 thereof.

ARTICLE 10 SECRETARY (also known as Clerk of the Vestry)

Section 10.1: Powers and Duties The powers and duties of the Secretary are:

- a. To keep in the Parish office a current copy of the National Canons, Diocesan Canons, Parish bylaws, and minutes of the Vestry meetings of the Parish. The documents shall be available to members of the Parish at all reasonable times.
- b. To keep a complete and authentic record of the proceedings of the Vestry and of the Parish meetings.
- c. To perform all duties pertaining to the office or required by the Vestry or by law.

ARTICLE 11 TREASURER

Section 11.1: Powers and Duties The powers and duties of the Treasurer are:

- a. To receive and safely keep all the moneys of the Parish and to have them deposited in the name of the Parish in such bank or banks as the Vestry may designate, and cause the same to be disbursed by such bank or banks on checks signed by the Treasurer and others as authorized by the Vestry.
- b. To pay or cause to be paid Parish bills as authorized by the Vestry.
- c. To keep complete and accurate Parish financial records, and to render regular financial or cause to be kept statements as required by the President and the Vestry.
- d. To submit, at the annual meeting, a complete statement of the accounts for the past year.
- e. To qualify for a fidelity bond as required by the Vestry.
- f. To perform all duties pertaining to the office or required by the Vestry or these bylaws.

ARTICLE 12 COMMITTEES OF THE VESTRY

Section 12.1: Committees The Vestry may create any committees it deems necessary or desirable to conduct the business of the church. Each committee shall consist of one or more Vestry members, parishioners who are not members of the Vestry and staff members. All committees shall function under the direction and control of the Vestry and shall report thereto. Such committees may include, but not be limited to:

- a. Finance
- b. Personnel
- c. Communications
- d. Endowment
- e. Generosity and Stewardship
- f. Buildings and Grounds
- g. Governance

h. Parish Life

Section 12.2: Committee Chairs The Vestry shall appoint a chair of each committee who shall report to the Vestry on a regular basis. Committee chairs may be Vestry members, parishioners who are not members of the Vestry or staff members.

ARTICLE 13 LIABILITY OF VESTRY AND MEMBERS

Neither the Parish members nor the Vestry of the Parish shall as such be personally liable to third parties for the debts, liabilities, or obligations of the Parish.

ARTICLE 14 AMENDMENTS

Section 14.1: Amendment These bylaws may be amended or repealed, or new bylaws adopted:

- a. By the vote of a majority of a quorum at a meeting of the members of the Parish duly called for that purpose, provided that notice, including wording of the proposed change, is given to members of the Parish in accordance with Article 3, Section 3.4 hereof, or
- b. By the Vestry, provided that notice, including the wording of the proposed change, is given to the Parish in accordance with Article 3, Section 3.4 hereof. The Vestry may not adopt an amendment changing the authorized number of members of the Vestry.

CERTIFICATION OF THE CLERK OF THE VESTRY

I, Tina Popenuck, Clerk of the Vestry of St. John's Episcopal Church in Oakland, hereby certify that the foregoing Amended & Restated Bylaws are a true and correct copy of the bylaws duly adopted by the Vestry at a meeting held on July 25, 2023.

Tina Popenuck



Date 7/25/23