

**BYLAWS OF
ST. PAUL'S EPISCOPAL CHURCH
IN WALNUT CREEK, CALIFORNIA**

**ARTICLE 1
CHURCH AND DIOCESAN GOVERNING DOCUMENTS**

The Constitution, Canons, and worship of The Episcopal Church (the Church) and the Constitution and Canons of the Diocese of California (the Diocese) shall, unless contrary to the laws of the State of California, be a part of these Bylaws and shall prevail against any inconsistent provision in these Bylaws.

**ARTICLE 2
MEMBERS AND COMMUNICANTS OF THE PARISH**

2.1 Members. All baptized persons whose baptism has been duly recorded in the parish register and all persons confirmed or received in the Church whose confirmation, reception or transfer is duly recorded in the parish register are members of this parish.

2.2 Members in Good Standing. All parish members who have fulfilled the requirements of regular worship (as defined in the Canons of the Church) during the previous twelve months, unless unable to for good cause, are members in good standing of this parish.

2.3 Communicants in Good Standing. All parish members in good standing who have received Holy Communion at least three times during the previous twelve months, unless unable to for good cause, are communicants in good standing of this Parish. The Rector shall determine who is a communicant in a manner consistent with National and Diocesan Canons and subject to appeal to the Bishop.

**ARTICLE 3
PARISH MEETINGS**

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3.1 Location. All parish meetings shall be held on the parish premises unless, for good cause, the vestry shall designate some other meeting place.

3.2 Annual Meetings. The annual parish meeting shall be held ~~within ninety days following the adjournment of the annual Diocesan Convention.~~ in January. (*Amended at the Annual Meeting January 28, 2018*)

3.3 Special Meetings. A special parish meeting may be called by the Rector, by vote or written request of a majority of the vestry, or-by written request of fifteen members of the parish.

3.4 Notice. Notice of the date, time and place of any parish meeting shall be posted in a prominent place in the Church and shall be mailed to the entire parish not less than twenty days before the date of that meeting. That notice shall state the purpose of the meeting. (*Amended by the congregation at the Annual Meeting January 21, 1996*)

3.5 Quorum. A quorum for any parish meeting shall consist of not less than 10% of the parish members who qualify as electors under **Section 3.6.**

3.6 Eligibility to Vote and Certified List of Qualified Electors. A parish member shall be entitled to vote at a parish meeting so long as **(i)** that member is aged **sixteen years or over**, and **(ii)** that member's name has been registered on the parish register for the **six-month period preceding the meeting in question.** On the written request of any three qualified electors made at least ten days before an annual meeting, the Rector, the minister in charge, or a Warden shall within seven days of the receipt of that request post a certified list of the parish's qualified electors in a conspicuous place on the parish premises.

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3.7 Voting. No person shall be entitled to more than one vote or to vote by proxy or absentee ballot.

3.8 Procedure. The latest edition of Roberts' Rules of Order shall provide parliamentary procedures to be followed at parish meetings unless superseded by rules of these Bylaws.

3.9 Notice to Bishop. Promptly after each annual meeting the Rector, the minister in charge, or one of the Wardens shall forward to the Bishop of the Diocese the names, addresses, and telephone numbers of the Wardens, other vestry members, parish delegates to the Diocesan Convention and their alternates, and the parish Treasurer and Secretary. The Bishop shall be promptly notified if any change occurs in any of these offices.

3.10 Results of Meeting. The results of any election or a summary of any action taken at a special or annual parish meeting shall be posted in a conspicuous place on the parish premises within seven days after that meeting.

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**ARTICLE 4
NOMINATIONS AND ELECTIONS**

4.1 Formation of Nominating Committee. In April of each year, the vestry shall appoint a Nominating Committee, and the appointed members shall serve for one year. The Nominating Committee shall consist of one retiring vestry member, and up to four persons from the congregation at large. All members of the Nominating Committee must be qualified voting members of the parish, as defined in **Section 3.6** of these Bylaws. *(Amended by the congregation at the Annual Meeting January 17, 1988) The committee discussed this at length. It was felt that this was an appropriate time since it gives the committee time to get to know members of the parish before the nomination processed commences.*

4.2 Tasks of the Nominating Committee. At the first vestry meeting in November of each year, the Nominating Committee shall present a slate of candidates for election to the vestry and election as delegates/alternates to the Diocesan Convention. The Committee shall submit at least one candidate, and preferably two, per vacancy to be filled on the vestry. Parish members wishing to serve as candidates may submit their names to the Committee before **October 15** and if they are eligible under **Section 4.3** of these Bylaws, their names will be included on the slate. Members of the congregation may submit names to the committee **sixty days before the parish meeting date** as well, and with those persons' agreement and eligibility under **Section 4.3**, their names will also appear on the slate. **The slate shall be published to the parish at least forty-five days before the annual parish meeting.**

During the month of September this section of the Bylaws, **Section 4.3**, shall be published at least once in the *Epistle* (~~monthly~~ *Parish newsletter*) and in the parish *Announcement Sheet* (*weekly*)

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information leaflet). (Amended by the congregation at the Annual Meeting January 21, 1996)

4.3 Eligibility of Nominees. All nominees for election as vestry members or delegates/alternates to the Diocesan Convention shall be communicants in good standing registered in the parish for at least one year, age eighteen or over, and regular contributors to the support of the parish as confirmed by the pledge treasurer.

A retiring or resigning vestry member may not again serve on the vestry until one year has elapsed, except that a member completing less than two years of service may be elected for a full term. Incumbent delegates/alternates to Diocesan Convention may again be nominated and elected as delegates/alternates on expiration of their terms. *(Amended by the congregation at the Annual Meeting January 27, 2008)*

4.4 Designation of Nominees on the Ballot. The names of candidates for vestry and delegate/alternate to Diocesan Convention shall be listed on the respective ballots in alphabetical order. *(Amended by the congregation at the Annual Meeting January 21, 1996)*

4.5 Filling of Vacancies. -If a vacancy exists on the vestry, and the vestry decides by a majority vote that the vacancy should be filled, the Nominating Committee shall publish the vacancy in the parish *Announcement Sheet* during two consecutive weeks. Names may be submitted to the Committee for inclusion in the list of nominees, in accordance with the intent of **Section 4.2** and **Section 4.3** of these Bylaws and the Nominating Committee will submit to the vestry a slate of nominees to fill that vacancy two weeks after its final publication. The vestry shall then fill the vacancy from that list of nominees. The person so appointed shall hold office until the next parish meeting, at which time parish members shall elect a

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person to fill the unexpired portion (if any) of the term in question.
(Amended by the congregation at the Annual Meeting January 21, 1996)

4.6 Majority Vote. A majority vote shall be required to elect each new member of the vestry and each delegate. If election for all vacancies is not accomplished on the first ballot, the candidates on the second and any subsequent ballot shall be those of the remaining nominees who received the highest number of votes on the previous ballot, constituting one or more than the number of remaining vacancies to be filled.

4.7 Certification of Election. For each meeting at which members of the vestry are to be elected, unless the number of nominees equals the number of vacancies to be filled, the presiding officer shall appoint from the qualified electors three judges of the election. The judges shall canvass the ballot and certify in writing the result of the election. Whenever the right to vote is challenged, the challenged ballot shall be segregated and identified, and, after the person whose ballot has been challenged has had the opportunity to be heard, the judges shall indicate thereon whether the vote was allowed or rejected, and affix thereto their signatures. The Clerk shall retain all election records for delivery to the Bishop in the event an election is appealed. If no appeal is taken within the period specified for appeal, the election records may be destroyed.

ARTICLE 5
MANAGEMENT OF CORPORATE AFFAIRS

The temporal activities and affairs of this corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the vestry acting as the board of directors of the corporation. These powers shall include, but not be limited to, the

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power to fill any vacancy or vacancies in that body or to call special meetings. The vestry may delegate the management of the temporal activities of the corporation to any person or persons, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the vestry.

The Rector, subject to the Constitution and Canons of the Church and the Diocese and to the authority of the Bishop of the Diocese, shall have exclusive charge of all things pertaining to or affecting the spiritual interests of the parish. It shall be the Rector's duty and right to direct all matters relating to the public worship and the liturgy of the Church. The Rector shall always have access to the parish buildings and the keys of the same. The Rector shall have the spiritual direction and control of all associations of the parish and shall have the right to vote at all parish and vestry meetings and may preside at those meetings.

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**ARTICLE 6
THE VESTRY**

6.1 Number of Vestry Members. The vestry shall consist of the Rector, who shall serve as an ex-officio voting member, and at least twelve elected lay members. The number of elected lay members of the vestry may be changed by amendment of these Bylaws, but shall not be fewer than six nor more than fifteen.
(Amended by the congregation at the Annual Meeting 01/26/2003)

6.2 Election and Terms. Vestry members shall be elected at the annual parish meeting. Each term of office on the vestry shall be fixed so that, as nearly as practicable, one-third of the authorized number of lay members of the vestry to be elected for a full term shall be elected at each annual meeting. The term for each vestry member elected for a full term shall expire on the date of the third annual meeting following the meeting at which that member was elected.

If a parish meeting must elect members for the remaining term of a vacant vestry seat as well as members to serve full three year terms, the elected member getting the highest number of votes shall fill the open seat with the longest remaining term. Of the remaining elected members, the elected member with the next highest number of votes shall fill the open seat with the longest remaining term of the remaining available open seats. This procedure shall then continue to be followed until all open seats are filled. In the event of a tie, the elected members in question will be assigned to available open seats by lot.

6.3 Powers. Subject to the limitations of **Article 1**, the powers of the vestry in carrying out its responsibilities under this **Article 6** include without limitation: *(Amended by the congregation at the Annual Meeting January 21, 1996)*

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6.3.1: The power to elect, appoint or remove ~~at pleasure~~ all the officers, agents, and employees of the parish not otherwise provided for, to prescribe duties for them not inconsistent with the canons of the Diocese or these Bylaws, to fix their compensation, and to require from them security for faithful service all in keeping with the personnel policy of the parish:

6.3.2: The power to conduct, manage and support the ministry of the parish through ministry teams and committees, and act as agents and legal representatives of the parish in all matters concerning its corporate property and relations of the parish to its clergy; *(Amended by the congregation at a special Parish Meeting 03/07/1993)*

6.3.3: The power to appoint committees to assist ministry teams as they deem necessary to facilitate the management and support of the parish. Ministry Team and committee action must be approved by the vestry unless the Ministry Team or committee has been previously empowered to act on behalf of the vestry. Each Ministry Team leader or convener shall be a parish member selected in consultation with the Rector, Wardens, and Vestry liaison, and approved by the Vestry; *(Amended by the congregation at a special Parish Meeting 03/07/1993)*

6.3.4: Subject to the limitations of the Diocesan canons, the power to borrow money and incur indebtedness for the purposes of the parish;

6.3.5: The power to call special parish meetings; and

6.3.6: The power to perform every act permitted a board of directors of a corporation.

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6.4 Regular Meetings. The regular meeting of the vestry shall be held monthly on the same day and time, as determined by the vestry.

6.5 Special Meetings. Special meetings of the vestry may be called at any time (i) by the Rector, (ii) the Senior Warden, (iii) the Junior Warden, or (iv) by any two members of the vestry. Notice of special meetings shall be given to all members of the vestry at least forty-eight (48) hours before the meeting.

6.6 Quorum. The presence of a majority of the qualified and acting members of the vestry shall 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. Notwithstanding the foregoing, no meeting of the vestry shall be valid unless the Rector or one of the Wardens is present.

6.7 Action Without Meeting. Any action 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 such action. Such written consent or consents shall be filed with the minutes of the proceedings of the vestry. Such action by written consent shall have the same force and effect as a unanimous vote of the members of the vestry.

6.8 Vacancies. A vacancy on the vestry shall exist if any member dies, resigns, is removed or is unable to act, if the members of the parish fail to elect the authorized number of vestry members, or if the authorized number of vestry members is increased.

If a vacancy exists on the vestry, pursuant to **Section 4.5** of these Bylaws, the Clerk will immediately inform the chair of the

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Nominating Committee in writing of that vacancy. *(Amended by the congregation at the Annual Meeting January 21, 1996)*

6.9 Removal. Absence from three (3) consecutive regularly scheduled vestry meetings, or failure to remain current on a stated pledge, may be cause for removal from the vestry at the discretion of a majority of the vestry. Failure to carry out assigned commission responsibilities or to assume a fair share of vestry responsibilities shall be cause for removal at the discretion of the Rector and a majority of the vestry. Three weeks' notice and an opportunity to be heard will be given to the vestry member whose status is in question. *(Amended by the congregation at the Annual Meeting January 21, 1996)*

6.10 Open Meetings. All meetings of the vestry shall be open to all members in good standing of this parish, except for meetings (or portion of meetings) at which the salary, performance, or employment status of a current, or proposed employee are to be discussed. In the event of any such discussion, a majority of the vestry may decide whether to report on that discussion; if, a majority of the vestry decides not to so report, the minutes shall reflect that personnel matters were discussed.

The location and time of all regularly scheduled vestry meetings shall be published in the bulletin on the Sunday prior to any such meetings.

6.10.1 Executive Session. A motion to go into executive session is a question of privilege, and therefore is adopted by a majority vote of the vestry. Only vestry members, the clerk, and special invitees necessary are allowed to remain in the meeting. No action, motion or vote may be taken in executive session. Minutes shall be kept of all executive sessions and shall be maintained separately from the regular minutes of vestry meetings. Minutes of an executive

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session must be reviewed and acted upon only in executive session. Upon request, a vestry member shall have the right to review minutes of executive sessions. Contents of the minutes must be held in the strictest confidence. *(Adopted by the congregation at the Annual Meeting January 21, 1996)*

6.11 Any member of the vestry, or member of a committee of the vestry, other than the Rector, shall have neither voice nor vote on any issue in which the member or any employer of such member, could realize financial gain as the result of action taken by the vestry.

ARTICLE 7
OFFICERS

The officers of the parish shall consist of **(i)** a President, who shall be the canonically elected Rector of the Parish, **(ii)** a First Vice President, who shall be the Senior Warden, **(iii)** a Second Vice President, who shall be the Junior Warden, **(iv)** a Clerk, and **(v)** a Chief Financial Officer. The Senior Warden and the Junior Warden shall be members of the vestry. The Clerk and the Chief Financial Officer need not be members of the vestry.

All of the officers, other than the Rector and the Senior Warden, shall be elected by the vestry at the first vestry meeting immediately following the annual meeting. The Senior Warden shall be appointed by and serve at the pleasure, of the Rector; provided, however that if there is no Rector, the Senior Warden shall be elected by the vestry. The offices of Clerk and Chief Financial Officer may be held by the same person.

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**ARTICLE 8
PRESIDENT**

8.1 The powers and duties of the Rector, in his capacity as President, are:

8.1.1: To preside at all parish meetings and vestry meetings;

8.1.2: To serve as an ex-officio member of all commissions and committees;

8.1.3: 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, subject to the direction of the vestry, all of the officers, agents and employees of the parish.

8.2 Whenever the Rector shall resign or the Rectorship 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**

9.1 If the parish is without a Rector, or if the Rector is absent or unable to act, the Vice Presidents, according to seniority, shall exercise the President's powers and perform the President's duties as set forth in **Article 8**.

**ARTICLE 10
CLERK**

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The powers and duties of the Clerk, as Secretary of the corporation, are **(i)** to keep in the parish office a current copy of the Church constitution and canons, Diocesan constitution and canons, the parish Bylaws, and the minute book of the parish, which shall be available to members of the parish at all reasonable times, **(ii)** to keep a complete and authentic record of the proceedings of the vestry and of the parish meetings and to enter the same in the minute book of the parish, **(iii)** to keep a separate executive session minute book which shall be available for all current vestry members for their review only in an appropriately secure location. (No copies or other transcripts of executive session minutes may be made,), **(iv)** to prepare and send required notices of meetings and proposals, and **(v)** to perform all duties pertaining to the office of Secretary as required by the vestry or by law. *(Amended by the congregation at the Annual Meeting January 21, 1996)*

**ARTICLE 11
CHIEF FINANCIAL OFFICER**

11.1 Powers and Duties. The powers and duties of the Chief Financial Officer are **(i)** 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 other financial institution as the vestry may designate, and cause the same to be disbursed by such bank or institution as authorized by the vestry. Funds not required for day-to-day operations may be invested as determined by the vestry, **(ii)** to pay parish bills as authorized by the vestry, **(iii)** to keep full and accurate financial records and to render regular financial statements as required by the Rector and the vestry, **(iv)** to submit, at the annual parish meeting, a complete statement of the Chief Financial Officer's accounts for the past year, and **(v)** to perform all duties pertaining to the office of the Chief Financial Officer-as required by the vestry or by law.

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11.2 Fidelity Bond. The Chief Financial Officer must qualify for a fidelity bond as required by the vestry.

ARTICLE 12
DELEGATES TO DIOCESAN CONVENTION

~~Six~~ Delegates to the Diocesan convention shall be elected at the annual parish meeting, and another shall be elected by the vestry from among its own members following its January organizational meeting. Each delegate shall serve until the second annual parish meeting following his election. Delegates shall attend the Diocesan convention in the first year of their terms as alternates and shall attend the Diocesan convention in the second year as delegates. (Amended by the Parish January 28th 2018)

ARTICLE 13
ASSISTANT MINISTERS AND NON-STIPENDIARY
ASSISTANTS

13.1 Assistant Ministers. In the selection of an assistant minister, the Rector shall consult with the Bishop, and the two shall agree upon a list containing one or more names of suitable clerics. The Rector shall then nominate to the vestry, from the list, the name of the person chosen by the Rector to serve as an assistant. The election of any assistant minister shall require an affirmative vote of two-thirds of the entire vestry. The terms of employment of an assistant minister shall be determined by the vestry and incorporated in an agreement which constitutes the call and acceptance. Any assistant minister shall serve at the pleasure of the Rector, subject to the rights, if any, of such assistant under any contract of employment.

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Written notice of the election of an assistant minister, signed by the Wardens, shall be sent to the Bishop within ten days after such election.

13.2 Non-stipendiary Assistants. The Rector, with the Bishop's approval, may appoint one or more non-stipendiary assistants from among clerics canonically resident in the Diocese, or who are in good standing and who are currently licensed to officiate in the Diocese. Any non-stipendiary assistant shall serve at the pleasure of the Rector.

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**ARTICLE 14
AMENDMENTS**

14.1 Provided that the notice required by **Section 3.4** contains the wording of the proposed changes, these Bylaws may be amended or repealed or new bylaws may be adopted by the written consent of persons entitled to exercise a majority of the voting power of this parish or by the vote of a majority of a quorum at a meeting of parish members of this parish duly called for the purpose according to these Bylaws.

14.2 These Bylaws as adopted January 15, 1984, and amended January 17, 1988, January 24, 1993, March 7, 1993, January 21, 1996, January 26, 2003, and January 27, 2008 shall prevail against any previous Bylaws of this parish.

14.3 These Bylaws shall prevail against any provisions of the personnel policy, job descriptions, ministry team plan, or work contracts of parish employees.

Certification of the Bylaws of
St. Paul's Episcopal Church in Walnut Creek, California

The undersigned Rector, Wardens, and Clerk of the Vestry of St. Paul's Episcopal Church of Walnut Creek do certify the latest revision of the Bylaws dated January 28, 2018, are the official Bylaws of St. Paul's Episcopal Church.

Jim Bell 2018
Senior Warden

Peter Smyth 2018
Junior Warden

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The Rev. Audrey Miskelley
Interim Rector

Frances Sturgess
Clerk of the Vestry