

BYLAWS OF
ST. JAMES' EPISCOPAL CHURCH
IN FREMONT, ALAMEDA COUNTY, CALIFORNIA

Adopted at an Organization Meeting held at St. James' Episcopal Church, Fremont, California.

ARTICLE I

The Title and Territory of the Parish

Section 1. This parish shall be known as St. James' Episcopal Church in Fremont, Alameda County, California.

Section 2. The name and title by which the Parish shall be legally known shall be St. James' Episcopal Church in Fremont, Alameda County, California.

ARTICLE II

Membership

Section 3. All persons who have received the Sacrament of Holy Baptism with water in the name of the Father, and of the Son, and of the Holy Spirit, whether in this Church or in another Christian Church, and whose Baptisms have 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 the Parish. Members sixteen (16) years of age and older are to be considered adult members. [Dio. Canons 1997, 11:15].

ARTICLE III

Officers

The Rector

Section 4. The Rector is the ecclesiastical authority of the Parish. Subject to the Bishop of the Diocese he or she shall have exclusive charge of all things pertaining to public worship and all other spiritual interests of the Parish, and of organizations connected with the Parish. The Rector shall represent the Parish in its relations with the Bishop and the Diocese and shall render such reports to the Bishop as may be required.

The Vestry shall determine the compensation of the Rector. He or she shall be entitled to an annual vacation as may be determined by the Vestry. The Rector, or such other member of the Vestry designated by the Rector, shall preside at all the meetings of the Vestry [Canons of the General Convention 2000, 14:1].

The Rector shall:

- a. at all times have access to the Church buildings and shall have custody of the keys of the same;
- b. attend all Parish meetings;
- c. at the Annual Meeting of the Parish;
present a report of his or her activities during the year and shall give a summary of the state of the Church;
- d. appoint the Senior Warden from the membership of the Vestry;
- e. be a member of the Vestry with the right to vote;
- f. be ex officio a member of each organization using the name of the Church or Parish, and shall be ex officio a member of the governing body of each such organization.

The Senior Warden

Section 5. The Senior Warden shall be in charge of the interests of the Church in the absence of the Rector. In consultation with the Bishop's office, the Senior Warden shall see that temporary clergy are secured to carry on public worship.

The Senior Warden shall be a communicant of the Church.

ARTICLE IV

Parish Meetings

Section 6. Notice of the date, time and place of every Parish meeting shall be mailed to the entire Parish not less than twenty days prior to the date of such meeting [Dio. Canons 1997, 11:14]. An Annual Meeting of the Parish shall be held each calendar year on a date determined by the Rector and Vestry.

Section 7. The Annual Meeting shall elect members of the Vestry to fill expiring terms; and shall confirm appointments made by the Vestry to fill vacancies occurring in the Vestry during the year.

Section 8. A Nominating Committee consisting of the four (4) retiring Vestry shall present nominees for the office of Vestry to the Annual Meeting. Other names may be presented from the floor.

Section 9. The Annual Meeting shall elect such number of delegates and alternates to the Deanery and Diocesan Convention as the Parish may be entitled to. The names of such delegates and alternates shall be incorporated in the minutes of the meeting.

Section 10. Any person sixteen (16) years of age whose name shall have been registered on the Parish register six months preceding a Parish meeting, who has for the same period been registered on the books of the Treasurer as a regular contributor to the support of the Parish, shall

be entitled to vote at Parish meetings. No person shall be entitled to more than one (1) vote or to vote by proxy or in absentia [Dio. Canons 1997 11:16].

Section 11. There shall be presented at the Annual Meeting reports in writing from the Rector and Treasurer and from all organizations connected with the Parish. Said reports shall be filed with the Clerk.

Section 12. The Annual Meeting shall transact such other business as it may desire. The Rector shall determine the order of business at the Annual Meeting. A committee appointed by the Rector shall conduct elections. The Clerk shall have available at the Annual Meetings a list of the members of the congregation.

Section 13. The Vestry of its own volition may call special Parish Meetings, or upon the request of ten percent (10%) of the Church membership the Rector shall call a special meeting, or the Rector with the consent of the Wardens may call a special meeting. A call for a special meeting shall consist of an announcement at divine services on the two (2) Sundays preceding the time set for the meeting, and in addition a written statement mailed to the entire Parish not less than twenty (20) days prior to the date of such meeting [Dio. Canons 1997 11:14].

On the Sunday following an annual or a special meeting the nature of the business transacted and election results shall be announced in all appropriate Parish communication mediums.

ARTICLE V

The Vestry

Section 14. The Vestry is empowered and authorized to manage the affairs and conduct the business of the Parish. It is responsible for the property belonging to the Parish and shall see that such property is cared for, insured and repaired when necessary. It is responsible for all

financial transactions of the Parish and shall appropriate the revenues of the Parish according to the needs and best interest of the Parish. It shall adopt procedures for expending and accounting for the Parish revenues.

Section 15. The Vestry shall consist of the Rector and no less than ten and no more than twelve (10 - 12) elected members age eighteen (18) or over [Dio. Canons 1997 11:12]. Twelve would be the preferred number of committed Vestry members. Every effort will be made to elect twelve Vestry Members. Elected members shall be chosen for three (3) year terms and they shall be so classified that the terms are staggered. A member who has served one (1) year or more shall not be eligible for reelection until one (1) year has intervened. Four (4) unexcused absences from regular Vestry meetings by any member of the Vestry during their Vestry term shall constitute that member's resignation from the Vestry.

Section 16. Should a vacancy occur in the Vestry during a Vestry term, the Vestry may elect a replacement who shall be appointed to fill the vacancy. A special committee appointed by the Rector shall submit nominees for the vacancy. Such nominees shall include the nominees for Vestry from the previous Annual Meeting. A member appointed to a vacancy shall be appointed to serve only for the unexpired term of that member. A member who has served one (1) year or more shall not be eligible for reelection until one (1) year has intervened. The Annual Meeting must confirm any such appointment if the term extends beyond the time of such meeting.

Section 17. All of the members of the Vestry shall be communicants in good standing and eligible to vote at Parish meetings.

A communicant in good standing is that which is defined by the Canons of the National Episcopal Church.

Section 18. A majority of the Vestry shall constitute a quorum for the transaction of business. The Vestry shall determine times and places for its meetings, and shall publish the annual schedule of its meetings within one month after the Annual Meeting in all appropriate parish communication mediums. No meeting of the Vestry shall be valid unless the Rector or at least one of the Wardens is present [Dio. Canons 1997 11:21].

Section 19. The Vestry shall annually adopt a budget for the Parish. The procedure for the adoption of the budget shall be as follows:

- a. The Rector and the Treasurer shall prepare a tentative budget for the following year, which budget shall be presented to the Vestry for its tentative approval.
- b. An every-member canvas shall be conducted according to such regulations as the Vestry and the Diocese may prescribe.
- c. After the result of the every-member canvas is known, the Vestry shall reconsider and adopt a final budget. This may take place before or after the Annual Meeting as the Vestry may determine. The adopted budget must be published in all appropriate parish communication mediums within one month of its adoption.

Section 20. Each year at its first meeting after the Annual Meeting the Vestry shall elect a Junior Warden from the membership of the Vestry. The Junior Warden shall act in the place of the Senior Warden in the case the latter is absent or unable to discharge the duties of the office. The Vestry shall also elect a Clerk and a Treasurer. The Clerk and Treasurer may or may not be members of the Vestry but they shall attend meetings of the Vestry. At the Annual Meeting the Rector shall announce to the Parish his appointment

of a Senior Warden from the membership of the Vestry, but in case there should be no Rector the Vestry shall elect a Senior Warden.

Section 21. In case of a vacancy in the rectorship the Vestry, by at least a two-thirds vote of all the members, shall elect a Rector. In selecting a Rector the Vestry shall seek the assistance and be guided by the advice of the Bishop. No formal call of a Rector shall be made until the name of the clergy whom it is proposed to elect as Rector has been made known to the Bishop and sufficient time, not exceeding thirty days, has been given the Bishop to communicate acceptance of the candidate to the Vestry. In case the Bishop objects to the choice of the Vestry, a second meeting of the Vestry shall be held and the person first proposed can be elected only by a unanimous vote of the whole Vestry [Dio Canons 1997, 11:26].

The Senior Warden, or in his or her absence the Junior Warden, shall represent the Vestry in communicating with the Bishop and with candidates for rectorship.

ARTICLE VI

The Clerk

Section 22. The Clerk shall act as secretary of the Vestry and of Parish meetings, and shall keep a fair record of the proceedings of such meetings. Such records shall be the property of the Parish and shall be open for reference to the Rector and other officers of the Parish, to all members of the Parish, and to representatives of the Diocese of California.

Section 23. The Clerk shall be the custodian of all papers and files of the Parish except those that pertain to the duties of the Rector and Treasurer. When necessary, it shall be the Clerks duty to attest the policies of the Vestry and of the Parish.

Section 24. The Clerk shall conduct and carry on correspondence pertaining to the affairs of the Parish when required to do so by the Rector or the Vestry. The Clerk shall keep an up-to-date list of the members of the Congregation.

Section 25. Upon expiration of the term of office the Clerk shall deliver to the successor all books, papers and files in his or her possession which relate to the affairs of the Parish.

The Treasurer

Section 26. The Treasurer shall receive all moneys belonging to or donated to the Parish and pay out the same according to appropriations made by the Vestry. Such appropriations may be of a specific nature or may be covered by items included in the annual budget.

Section 27. The Treasurer shall keep accounts showing in detail all sums of money received by and for the Parish and all sums paid out for the Parish. Said accounts shall be balanced each month. The Treasurer, with the approval of the Vestry, shall select a bank for deposit of the funds of the Parish. The bank balance each month shall agree with the balance derived from the Treasurer's accounts of receipts and expenditures.

Section 28. The Treasurer shall keep accounts of amounts received from pledged and known contributors and may notify pledged contributors who may be in arrears at such times as may seem advisable.

Section 29. Accounts shall be maintained for gifts which have been made to the Parish for specific purposes, except in the case of amounts given for immediate use. The accounts shall be divided into funds according to the purposes for which the said gifts were made. The money in each fund shall be spent for the purpose for which the fund was created unless the Vestry by a unanimous vote shall determine otherwise. The Vestry may at any time add to any of the said funds by transferring amounts from the regular funds of the Parish.

Section 30. The Treasurer shall attend to the payment of sums due from the Parish to the Diocese. Such payments shall be made monthly and each monthly payment shall be one-twelfth (1/12) of the total annual payment. He or she shall make such financial reports to the Diocese as may be required and shall answer letters of inquiry relative to finances that may come from the Diocese.

Section 31. The Treasurer shall attend to the payment of the Parish taxes and insurance premiums.

Section 32. The Treasurer shall keep all books and a file of all papers that pertain to the duties of this office, including copies of reports, and shall turn the same over to the successor at the expiration of his or her term of office.

Section 33. The Treasurer shall present to the Vestry, to the Annual Meeting and to the Treasurer and Secretary of the Diocese at the end of each year a detailed report of the receipts and expenditures of the Parish during the year. The report shall show the condition of the bank commercial account and of each fund in the savings account. The report must be published in all appropriate parish communication mediums.

Section 34. The Treasurer shall make a brief report of the finances of the Parish, as of the close of the preceding month, to the Vestry at each regular meeting of the Vestry. This report may be made verbally or in writing as the Vestry may require.

Section 35. The Vestry shall provide for an annual audit of the accounts of the Treasurer. The Treasurer shall be bonded in an amount and by a surety approved by the Vestry [Dio Canons 11:22, 1997].

Organizations

Section 36. Any organization existing or hereafter formed for religious, charitable or other purposes may assume and retain the status of a parochial institution, and make use of the Church or Parish name, with the consent of the Vestry. Any such organization shall present a report of its finances and activities at each Annual Parish Meeting and to the Vestry when required.

Section 37. The Rector shall operate, and with the Vestry and Children's Minister shall maintain a Sunday school for the Christian education of the children of the Parish. The Sunday school shall have a Children's Minister appointed by the Rector and shall have such teachers as the Rector and the Children's Minister shall find necessary. The Sunday School shall be a part of the operation of the church and will be supported as such.

ARTICLE VII

Authority

Acceding to the Constitution of the Episcopal Church

Section 38. The Constitution, Canons, Rules, Regulations and Discipline of the Church now known as "The Episcopal Church" and the Constitution and Canons of the same Church in the Diocese of California shall, unless they be contrary to the laws of this state, always form part of the Constitution and Articles of Incorporation and the Bylaws of this Parish and prevail against anything elsewhere therein contained that may appear to be repugnant to such Canons, Rules, Regulations and Discipline.

Section 39. The authority of this Parish is vested in and is exercised by its Rector, Wardens and Vestry, and its Parish meetings, annual and special, acting under and in subordination to the Diocese of California, its Conventions, Canons and Constitution; and acting

under and subordinate to the Episcopal Church in the United States, its general Conventions, Constitutions, Canons and Regulations.

ARTICLE VIII

Amendments of Bylaws

Section 40. These Bylaws may be amended at an Annual Parish Meeting by a majority affirmative vote, a quorum being present, provided such amendment shall have been submitted in writing at a previous Parish Meeting or by the Vestry.

Section 41. The Rector shall call a special Parish Meeting to consider the proposal of an amendment upon the petition of twenty percent (20%) of the Congregation. Notice of such meeting shall be given, together with the reading of the proposed amendment upon the petition of twenty percent (20%) of the Congregation. Notice of such meeting shall be given, together with the reading of the proposed amendment, at all divine services for three weeks just preceding the Special Meeting or by a statement in the weekly Church Bulletin for three successive weeks giving the date of the meeting and the text of the amendment to be proposed.

Section 42. The Vestry may propose an amendment to the Bylaws at an Annual Parish Meeting provided it has given at least thirty days notice of its intention to do so. Such notice shall be given by an announcement in all appropriate parish communication mediums, together with the reading of the amendment to be proposed at divine services each Sunday during the thirty-day period giving the text of the amendment to be proposed.

Section 43. During the period between the effective date of these Bylaws and the first Annual Parish Meeting amendments may be made to these Bylaws by the Vestry alone if so requested by the Bishop of the Diocese, or other proper Diocesan authority, provided such amendments are necessary to bring the Bylaws into proper relationship with the Constitution,

Canons, Conventions and Regulations of the Diocese of California. Any such amendments must be presented by the Vestry at the first Annual Parish Meeting and must be approved by the said Meeting.

ARTICLE IX

Incorporation of the Parish

Section 44. This Parish was incorporated June 7, 1948 under the laws of the State of California, under the name and title of “The Rector, Wardens and Vestrymen of St. James’ Parish in Washington Township, Alameda County, California.” The provisions of Article VII, Section 40, of this Constitution shall be a part of the Articles of Incorporation.

Section 45. The Rector, Wardens and Vestry of this Parish shall constitute the Board of Directors of such Corporation and shall administer and handle all the affairs of the Corporation as a part of their regular duties at Vestry meetings. The Rector shall be President of the Corporation.

Section 46. The Clerk and Treasurer of the Parish shall be Secretary and Treasurer respectively of the Corporation and shall perform the usual duties pertaining to their offices as such.

Section 47. A written report of the affairs of the Corporation, including a financial statement, shall be presented to the Congregation at the Annual Parish Meeting each year covering the activities of the preceding year. The Treasurer shall close the books of the Corporation on the thirty-first day of December preceding such Annual Parish Meeting. The books of account of the Corporation shall be audited at the same time and in the same manner as the Parish accounts are audited.

Section 48. The Vestry acting as a Board of Directors of the Corporation may adopt by-laws under which it may properly conduct the affairs of the corporation.

Section 49. Title to real estate, how or whenever acquired for the use of the Parish, and all income and other funds resulting from transactions relating thereto shall be vested in and belong to the Corporation.

ARTICLE X

Historical Note

Section 50. Bishop Kipp founded St. James' as a Mission in 1867.

St. James' was incorporated as a Parish June 7, 1948.

Bylaws Amended: 1984

Bylaws Amended: 2003

CERTIFICATE

We do hereby certify that the foregoing is a true and correct copy of the Bylaws of St. James' Episcopal Church, Fremont, California as the same was adopted at a Special Parish Meeting on 28 January, 2018.

Dated: _____

The Rev. Lori Walton, Rector

Vivienne Paratore, Senior Warden