

BY-LAWS OF ~~THE RECTOR, WARDENS AND VESTRYMEN OF~~
ST. JOHN'S ~~PARISH~~EPISCOPAL CHURCH, ~~IN~~ CHULA VISTA, CALIFORNIA

Incorporating all amendments and revisions through ~~July 7, 2009~~ August, 2019.

Pursuant to the authority conferred by Article 3, Part 1, Division 2, Title 1 of the California Corporations Code, the following are ~~herby~~hereby adopted as the By-Laws of the Corporation known as ~~THE RECTOR, WARDENS AND VESTRYMEN OF ST. JOHN'S PARISH IN CHULA VISTA, CALIFORNIA~~THE RECTOR, WARDENS AND VESTRYMEN OF ST. JOHN'S PARISH IN CHULA VISTA, CALIFORNIA:

ARTICLE I

The qualifications of ~~Members~~members and the terms of admission to ~~Membership~~membership in this ~~Corporation~~corporation are such as are prescribed by the ~~Cannons~~canons of the Diocese of San Diego ~~of the Holy Catholic Church known as the Protestant and The~~ Episcopal Church ~~in the United States of America~~ for election of ~~Vestrymen~~vestry members and Directors.

ARTICLE II

Members and qualified electors of this Corporation shall be the following persons:

Any person of ~~18-16~~ or more years of age who is attendant at worship and a regular contributor of record and who for the previous sixty (60) days shall have been registered in the congregation as a baptized person or communicant member.

[Convention 1997 lowered the age for membership from 18 to 16.]

ARTICLE III

Fifty percent (50%) of the average Sunday attendance noted in the previous year's Parochial Report, shall constitute ~~Thirty (30) members shall constitute~~ a quorum at any meeting of the Corporation. ~~and a~~ An election of ~~Officers~~officers of the Corporation by a meeting so constituted shall be as valid as if made at an election at which a majority of the ~~Members~~members of the corporation were present and voted.

ARTICLE IV

The ~~current Rector~~ Rector of the Parish of St. John's ~~Parish~~ Episcopal Church in Chula Vista ~~for the time being~~ shall be an ex-officio a Member ~~member~~ of this Corporation.

ARTICLE V

The Board of Directors of the Corporation shall be known as the Vestry thereof and shall be organized in the following manner:

- 1) The Vestry shall have a total of ~~eleven (11)~~ ten (10) members. ~~Nine (9) lay members who~~ shall be elected at the ~~Annual annual Meeting meeting~~ of the Parish for a term of three (3) years. ~~; and being further provided, however, that the Rector~~ The Rector of the Parish shall serve ~~as one of the eleven (11) Members as the tenth (10th) member~~ of the Vestry and shall be elected each year at the Annual Meeting.
- 2) Where vacancies occur on the Vestry through expiration of a three (3) year term, replacement ~~Members~~ members shall be elected at the ~~Annual annual Meeting meeting~~ of the Parish.
- 3) The Rector of the Parish shall serve as the Presiding Officer of the Vestry, but may delegate presiding to some other member of the Vestry. Should the position of the Rector be vacant, the Senior Warden shall so serve.
- 4) The Officers of the Vestry, in addition to the Rector of the Parish, shall be following:
 - a) A Senior Warden to be appointed from among the ~~Members~~ members of the Vestry by the Rector each year at the ~~Annual annual Meeting meeting~~ of the Parish or at such other time as a vacancy may occur. Should the position of Rector be vacant, the Senior Warden shall be elected by the Vestry.
 - b) A Junior Warden to be elected by the Vestry each year from among its ~~Members~~ members at its first meeting of the year.
 - c) The Vestry shall annually elect a ~~clerk~~ Clerk who may or may not be a ~~Member~~ member of the Vestry, ~~and who shall serve until a successor is elected. In addition to the preparations of the minutes of each Vestry and School Board meeting, the clerk of each shall index the minutes by topic for the purpose of maintaining a topical retrieval system in order to preserve past Vestry/Board work and to avoid duplication of efforts by future Vestries/Boards.~~
 - d) ~~A Treasurer and an Assistant Treasurer to be elected each year by the Vestry at its first meeting of the year~~ The Vestry shall annually elect a Treasurer. Neither the ~~The~~ Treasurer ~~nor the Assistant Treasurer~~ need not be ~~a~~ Members ~~member~~ of the Vestry, but ~~they~~ he or she shall be Officers of the Corporation and must be pledging contributors of record.
 - e)

5) All of these ~~Officers-officers~~ shall serve until the next following ~~Annual-annual Meeting-meeting~~ of the Parish or until successors are elected or appointed according to the provisions of these By-Laws.

Eligibility for ~~Membership-membership~~ on the Vestry is as follows:

- a) The individual must be a ~~Member-member~~ of St. John's ~~Parish~~Episcopal Church-Corporation as prescribed in Article II of these By-Laws, except that the individual must be eighteen (18) years of age.-
- b) The individual must not have been a ~~Member-member~~ of the Vestry within the past calendar year. This provision does not apply if the individual was fulfilling an unexpired term on the Vestry of one (1) year or less.
- c) The individual must be regular in attendance at ~~Worship-worship~~ and must have been a pledging contributor of record for at least sixty (60) days and remain in such status during the term for which elected or appointed.
- d) Neither the individual nor a member of his or her family may be a paid employee of the Corporation, with the exception of the Rector.

~~A Vestry Member may be removed for cause from Membership on the Vestry by an affirmative vote of not less than two-thirds (2/3) of the Vestry Members present at any regular meeting of the Vestry provided a quorum has been declared by the advance of the meeting that such action is to be considered.~~

The Vestry may declare a vacancy exists when a ~~Member-member shall have~~has unexcused absences from three (3) successive regular Vestry ~~members~~meetings.

The Vestry shall have the power to fill vacancies in its own body which occur other than through expiration of an elected term and the person appointed to fill the vacancy shall complete the unexpired term of the Vestry ~~Member-member~~ being replaced.

Although any eligible parishioner may stand for Vestry election, the Vestry shall form a nominating committee for the evaluation of candidates at a time so designated by the nominating committee.

ARTICLE VI

Ecclesiastical censure pronounced against any ~~Member-member~~ of this Corporation, according to the discipline of ~~the Protestant~~The Episcopal Church ~~in the United States of American~~, shall ipso facto terminate the ~~Membership-membership~~ of such person ~~to-in~~ this Corporation. In case of the removal of censure, a censured person may be restored to ~~Membership-membership~~ in this

Corporation on complying with any conditions that may be attached both the removal of censure and the terms of admission required of new ~~Members~~members.

ARTICLE VII

No indebtedness, sale, conveyance,~~;~~ mortgage or contract whatsoever, except receipts for donations or contribution to the property of this Corporation, shall be incurred, made or entered into by, or be valid or binding against, this Corporation unless each and all of the following proceedings are regularly had and taken, that is to say:

1. A resolution to incur the indebtedness or make the contract must be adopted at a regular meeting of the Vestry by an affirmative vote or not less than two-thirds (2/3) of the Vestry ~~Members~~members present after the Presiding Officer has declared a quorum.
2. Such resolution must specify exactly, if it relates to a proposed indebtedness, the amount of such proposed indebtedness and the purpose for which it is to be incurred; or if it relates to a sale, conveyance, mortgage or contract, the exact terms of the same.
3. Such resolutions must be ~~fully spread upon~~included in their entirety in the minutes, and the minutes signed by all Vestry members who vote in favor thereof.
4. When required by Canons s of the Diocese of San Diego, the consent of the Bishop and the Standing Committee of the Diocese shall first be obtained in writing.

ARTICLE VIII

The ~~regular~~ meeting of the Vestry shall be held at a regular day of the month as determined by the Vestry. The regular meeting day shall be published to the Parish. Any change in the regular meeting day shall be similarly published. Regular meetings of the Vestry shall be announced at the services on the preceding Sunday. A majority of the Vestry shall constitute a quorum at such meetings and a majority of such quorum shall have the power to transact any business except such as requires the consent of a greater number according to the provisions of these By-Laws. Any meeting at which all the ~~Members~~members are present shall be deemed a regular meeting, however called. Special meetings may be called at any time by notice given in writing by the ~~Secretary~~Clerk three (3) days prior to such meeting at the request of the Rector or any two (2) Vestry ~~Members~~members.

Meetings of the Vestry or of the ~~Members-members~~ shall be held at the ~~Church-church~~ or at a convenient place in the Parish approved by the Vestry.

The Vestry may vote on an item by email when the vote is needed prior to the next regularly scheduled meeting. ~~The vote must be taken as noted:~~

- ~~Email votes are only binding when unanimous. If the vote is not unanimous, the topic must be considered at a regular or special meeting of the Vestry. All members must be listed in the "to" part of the email and the original email asking for a vote must come from the rector or senior warden.~~

~~When a member places his/her vote it must be in a "reply to all" message so all participants receive the same information.~~

~~When all members have voted, the senior warden or rector must print a hard copy of each member's vote and submit to the clerk at the next scheduled meeting of the Vestry for inclusion in the meeting minutes.~~

ARTICLE IX

The Constitution, Canons, Rules, Regulations and Discipline of ~~the~~ The Episcopal Church of the United States of America and the Constitution and Canons of the said ~~Church-church~~ in the Diocese of San Diego shall, unless they be contrary to the laws of this State, always form part of the By-Laws, Ordinances, Constitution and Articles of Incorporation, and prevail against anything therein contained that may appear ~~to to be repugnant to~~ contradict such Constitution, Canons, Rules, Regulations or Discipline.

ARTICLE X

The Corporate Seal shall have engraved upon it the name of this Corporation, the date and State of Incorporation, and the word "Seal".

ARTICLE XI

These By-Laws may be altered or amended at any regular meeting of the Vestry by an affirmative vote of not less than two-thirds (2/3) of the Vestry ~~Members-members~~ present after the Presiding Officer has declared a quorum, notice of said

amendment having been given at a previous regular meeting or by any other method provided by Article 3, Part 1, Division 2, Title 1 of the California Corporation Code.

Any amendments to these By-Laws shall be approved by the congregation at an annual meeting, or special meeting called for that purpose, as prescribed in Article III of these By-Laws. (Signed by forty-three (43) members of the Corporation)

Any amendments to these By-Laws shall be submitted to and approved by the Bishop, with the advice of the Chancellor, and the advice and consent of the Standing Committee (EDSD Canon II.3.07).

ARTICLE XII

An Annual-annual Parishparish Meeting-meeting shall provide for the following functions:

1. Election of Vestry Membersmembers
2. Election of Delegates-delegates to the Diocesan Convention
3. Presentation of Annual Report including a Budgetbudget
4. An Open-open Forumforum

Vestry nominees may present themselves by publishing an application or by nominations on the floor of the Annual-annual Meetingmeeting.

The Parish will publish biographies of vestry nominees to the congregation two (2) weeks before the annual meeting.

Election of Convention-convention Delegates-delegates shall be by the same process.

The Budget-annual budget shall be available to the Congregation-congregation before the Annual-annual Meetingmeeting. During the presentation of the budget, discussion will be allowed from the floor.

Resolutions may be made from the floor at anytimeany time during the Annual-annual Meeting-meeting (i.e., presentation of budget or open forum). Although congregational resolutions will be considered by the Vestry, they are never-not binding on the Vestry.

ARTICLE XIII

~~The Corporation shall employ a corporate administrator whose compensation shall be set by the Vestry. The corporate administrator shall not be a volunteer position.~~

Originally signed on January 15, 1992 by:

Deane Houston, Senior Warden

Tim Malaney, Treasurer and ~~Vestryman~~Vestry member

Ellen Freaner, ~~Vestryman~~Vestry member and Parliamentarian

The following amendments and revisions have been made to the By-Laws since they were originally adopted on June 14, 1949:

First amendment adopted – Vestry Minutes
April 11, 1951;

Second amendment adopted – Vestry Minutes, Special Meeting
December 4, 1966;

Third amendment adopted – Annual Parish Meeting
January 17, 1968

Fourth amendment adopted – Vestry Minutes
November 21, 1971;

Fifth amendment adopted – Vestry Minutes
April 25, 1976;

Sixth amendment adopted – Vestry Minutes
December 19, 1976;

Seventh amendment adopted – Vestry Minutes
February 15, 1979;

Eighth amendment adopted – Vestry Minutes
September 16, 1982;

Ninth amendment adopted – Vestry Minutes
May 19, 1988;

Tenth amendment adopted – Vestry Minutes
December 19, 1990;

Eleventh amendment adopted – Vestry Minutes
January 15, 1992;

Twelfth amendment adopted – Electronic Voting Procedure
July 7, 2009

Thirteenth amendment adopted – Vestry minutes, Diocesan concurrence, Parish
approval
_____ (date)