

**HOLY CROSS EPISCOPAL CHURCH
CARLSBAD, CALIFORNIA
BY-LAWS**

I. **MISSION.** Holy Cross Episcopal Church of Carlsbad in the state of California (hereinafter referred to as Holy Cross or the Mission) is a constituent part of the Episcopal Diocese of San Diego and of The Episcopal Church. It accedes to, recognizes and adopts the Constitution and Canons of the Episcopal Church and of the Diocese, and acknowledges the authority of the same.

II. **MEMBERSHIP.** Membership in this mission association shall be as required in the Canons of the Episcopal Diocese of San Diego (EDSD), Title II, Canon 2.01.

III. **VICAR.** The Vicar is appointed at the pleasure of the Bishop to represent the Bishop in all matters pertaining to the Mission. The Vicar shall be in charge of the Mission, subject to the direction and godly admonition of the Bishop or the Bishop's designated representative.

IV. **MEETINGS OF THE MISSION**

A. **Conduct of meetings.** The Constitution and Canons of the Episcopal Church and of the Diocese and the By-Laws of the Mission shall govern the conduct of all meetings of the Mission and the Bishop's Committee.

B. **Quorum.** A quorum at an annual Mission meeting or special Mission meeting shall be ten qualified electors of the Mission.

C. **Annual meetings.** An annual meeting of the Mission shall be convened at the discretion of the Bishop or the Bishop's designated representative, and shall be held as early in the calendar year as possible (EDSD Title II, Canon 2.05). New Bishop's Committee members shall be elected at the annual meeting. Notice of the election shall be given at all services on the two Sundays immediately preceding the day of election (EDSD Title II, Canon 5.01).

1. A majority vote of the qualified electors present shall constitute election. A qualified elector is any person of 16 or more years of age who is an attendant at worship and a regular contributor of record and who for the previous 60 days shall have been registered in the congregation as a baptized person or communicant member. (EDSD, Title II, Canon 5.00). Proxy voting and absentee ballots shall not be allowed (EDSD Title II, Canon 5.02).

2. At each annual meeting, the nominating committee shall present a slate of candidates for election to the Bishop's Committee. Any qualified elector shall be eligible for

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election or appointment to such offices, except that the wardens shall always be communicants (EDSD Title II, Canon 6.00).

3. The Bishop's Committee shall present the approved annual budget to the congregation at the annual meeting. The annual budget shall be made available to each qualified elector at least seven days prior to the meeting.

4. The Bishop, as chief Pastor of the Diocese and therefore of the Missions, shall preside at all annual and special Mission meetings. In the Bishop's absence, the Archdeacon or such person as the Bishop shall designate shall preside.

5. The Vicar, Bishop's Committee members, and other ministry and committee leaders shall present reports at the annual meeting.

D. Special meetings. Special meetings of the Mission may be convened by the Bishop, the Bishop's designated representative, or the Vicar. When not convened by the Bishop, such meetings shall have the Bishop's approval and written notice mailed by letter or electronic mail to the congregation at least seven days prior to such meetings.

V. BISHOP'S COMMITTEE

A. Membership. The Bishop's Committee shall consist of the Vicar, the Senior Warden and seven (7) duly elected members of the Mission. The Vicar is a full member of the Bishop's Committee, but shall normally vote only to break a tie.

1. The number of Bishop's Committee members may be changed with the approval of the Bishop and the amendment of these by-laws at a regular or special meeting of the members of this Mission.

2. Election to Bishop's Committee membership shall take place at each annual meeting. Members of a nominating committee, consisting of the out-going Bishop's Committee persons and two Mission members appointed by the Vicar, will solicit and accept names of nominees and verify their qualifications. The committee shall prepare a slate of one or

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more qualified candidates for each position being vacated on the Bishop's Committee. Nominations will close one week prior to the annual meeting.

3. Any qualified elector (see paragraphs IV.C.1 for the definition of a qualified elector) shall be eligible for election or appointment to the Bishop's Committee, except that the wardens shall always be communicants (TEC Title I, Canon 1.17.2(a)).

4. The Senior Warden, alternately termed the "Bishop's Warden," appointed by the Bishop each year, is a member of the Bishop's Committee by virtue of his or her office.

B. Terms of service. Term of service on the Bishop's Committee shall be for three years with members completing terms of service each year thus providing continuity of service each year. At the end of a full term, a person shall be ineligible for election or appointment for one year. Bishop's Committee members, serving less than three years by reason of interim election or appointment to fill unexpired terms, may be elected to full terms at the close of their partial terms.

C. Absences. More than three successive unexcused absences at Bishop's Committee meetings shall be cause for forfeiture of membership (EDSD Title II, Canon 6.02).

D. Vacancies. The Bishop's Committee shall have power to fill vacancies in its own body and those appointed shall continue in office until their successors are elected (EDSD Title II, Canon 6.02). The Bishop appoints a replacement in the event of a Senior Warden vacancy.

E. Officers of the Mission

1. The Vicar shall be the presiding officer in the absence of the Bishop or the Bishop's designated representative. The Vicar shall, in consultation with the Bishop's Committee, establish such committees as may be needed for the health of the Mission.

2. The Senior Warden shall be appointed annually by the Bishop. She or he, a communicant member, shall preside at Bishop's Committee meetings in the absence of the Vicar, or at the discretion of the Vicar.

3. The Junior Warden, a communicant member, shall be elected annually by the Bishop's Committee from its membership, and this person shall be the People's Warden,

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responsible for liaison between the congregation and the Bishop's Committee. The Junior Warden may also be responsible for the care and maintenance of the property.

4. The Clerk, not a member of the Bishop's Committee, shall be elected annually by the Bishop's Committee (EDSD Title II, Canon 6.05).

5. The Treasurer, not a member of the Bishop's Committee, shall be elected annually by the Bishop's Committee (EDSD Title II, Canon 6.05).

6. The Clerk and the Treasurer shall each have a voice at Bishop's Committee meetings but no vote. No person shall simultaneously be Clerk and Treasurer.

F. Bishop's Committee Meetings

1. Bishop's Committee meetings shall be held monthly on a regularly scheduled day and time; the specifics being set at the close of the previous meeting. Changes may be made with the approval of two-thirds of the members present and voting.

2. Special Bishop's Committee meetings may be called by the Bishop or the Bishop's designated representative, or the Vicar, or both Wardens by giving three days' notice to the members. Only the special concern is dealt with at the special meeting; matters not mentioned in the advance notice may not be considered. Such meetings will be invalid without the presence of the Bishop or the Bishop's designated representative, or Vicar, or at least one Warden.

3. All Bishop's Committee meetings are open to qualified electors who have the right to be heard. If not satisfied with this forum, a qualified elector may approach the Bishop or his or her designated representative.

4. A quorum for all meetings of the Bishop's Committee shall be a majority of its membership.

G. Diocesan Convention Delegates. Delegates and alternates representing the Mission at the Diocesan Convention shall be elected annually by the Bishop's Committee. Delegates and alternates shall be communicants in good standing, entitled to vote in congregational meetings (Title I, Canon 4.03).

VI. BY-LAWS AND RULES OF ORDER

A. The Constitution and Canons of The Episcopal Church and the Diocese of San Diego and the by-laws of this Mission shall govern all meetings of the Mission and the Bishop's

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Committee. On any parliamentary procedure not covered in the foregoing, "Robert's Rules of Order" shall be observed.

B. These by-laws may be amended, subject to prior approval by the Bishop, at any annual or special Mission meeting by two-thirds vote of the qualified electors present and voting; providing that such amendment shall have been circulated in writing to all members at least thirty days prior to the meeting.

VII. ENCUMBRANCE OR SALE OF PROPERTY. As to property acquired for Mission purposes and vested in the Corporation of the Diocese but not for the use of an existing Mission, and subject to the terms of any approved devise, donation, purchase or other form of acquisition binding upon the holder of the title, and prior to the organization of the Mission, the Corporation of the Diocese may, with the written consents of the Bishop and the Standing Committee, exchange, sell, lease, borrow money upon, encumber or otherwise deals with said property for general Mission purposes or for the future Mission purposes of the locality where said property is situated. After the organization of such Mission, or in the case of property acquired for the use of an existing Mission, the following shall apply: A written request setting forth that it is deemed desirable to sell, lease or encumber any or all of said property or to acquire additional property adjacent thereto upon the security of a trust deed or mortgage thereon, may be made and signed by the officers of the Mission, with the written consent of not less than a majority of the members of said Mission who are qualified to vote at an Annual Meeting, attached thereto. Such request shall be directed to the Corporation of the Diocese. The Corporation of the Diocese in its discretion, with the consents of the Bishop and the Standing Committee, and if it appears to be for the benefit and best interests of the Mission, may execute a proper conveyance, lease, trust deed, mortgage or other encumbrance, as the case may be, of said property, provided that in the case of a sale, the proceeds shall be used for the purpose set forth in the request to and consents of the Bishop and the Standing Committee (EDSD, Title II, Canon 2.12).

VIII. TITLE TO PROPERTY. Should the Mission meet the canonical requirements to become a parish, any deed transferring title of the property occupied by the Mission shall contain the following language, and/or such other language as shall have been approved and requested by the Bishop with the advice and consent of the Standing Committee (EDSD Title II, Canon 2.13):

"This Grant Deed is made and accepted upon all covenants, conditions, restrictions, reservations, easements and exceptions of record, and upon the trust and the conditions and restrictions set forth below. This Grant Deed is also made and accepted in trust for the Protestant Episcopal Church in the United States of America and for the Episcopal Diocese of San Diego, on the terms and conditions set forth in Constitution and Canons for the Government of The Protestant Episcopal Church in The United States of America. The existence of this trust, however, shall in no way limit the power and authority of Grantee otherwise existing over the Property, so long as Grantee remains a

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parish that is a part of, and subject to, The Protestant Episcopal Church in The United States of America and its Constitution and Canons, and a constituent parish affiliated with and subject to The Episcopal Diocese of San Diego. The Property shall not be sold, leased, conveyed, exchanged, transferred or otherwise disposed of, or encumbered, without the prior written consent of The Episcopal Bishop of San Diego and the Standing Committee of The Episcopal Diocese of San Diego."

IX. EFFECTIVE DATE. These by-laws shall become effective, subject to the prior approval of the Bishop, upon their adoption at the 1987 Annual Mission Meeting by two-thirds of the qualified electors present and voting.

IN WITNESS WHEREOF, we, the undersigned officers of the unincorporated Mission known as Holy Cross Episcopal Church, have affixed our signatures in Carlsbad this.....day of January 1987.

Revised 1991
Revised 1997
Revised 2002
Revised 2012
Revised 2013
Revised 2018
Amended 2021

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| | |
| Vicar | Date |

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| Senior Warden | Date |

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| Junior Warden | Date |

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| | |
| Clerk | Date |

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| | |
| Treasurer | Date |

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**FIRST ADDENDUM TO THE BYLAWS OF
Holy Cross Episcopal Church**

When the Bishop and Executive Council promulgate a Declaration of Extraordinary Circumstances as that term is defined in Title V, Canon 1.10.1 of the Canons of the Diocese, the Bishop's Committee, with the Consent of the Vicar, may implement temporary modifications to these Bylaws. Those modifications may include allowing an annual meeting to be held virtually (rather than in person), and modifications to the methods of voting on parish business and the election of bishop's committee, officers and delegates. Such provisions shall be enumerated and included in the Minutes of the Vestry meeting at which they were adopted.

**SECOND ADDENDUM TO THE BYLAWS OF
Holy Cross Episcopal Church**

Resolved, that the following section of the current bylaws be replaced in their entirety with the following:

Section V BISHOP'S COMMITTEE

A. Membership: The Bishop's Committee shall consist of the Vicar, the Senior Warden, and three (3) duly elected members of the Mission. The Vicar is a full member of the Bishop's Committee, but shall normally vote only to break a tie.