

**By-Laws of
The Episcopal Church of St. John the Baptist, Aptos, California**

125 Canterbury Drive,
Aptos, California 95003.

A California Nonprofit Religious Corporation

As amended December 10, 2019

The corporation (herein after referred to as “Parish”) is an integral subordinate unit and constituent part of The Episcopal Church (TEC). The Constitution and Canons of TEC and the Constitution and Canons of the Diocese of El Camino Real (the Diocese), now and hereafter in effect, are incorporated, by reference, in these Bylaws, as a basis and essential part hereof. In case of any conflict between said constitutions and canons and the Bylaws of this corporation, the provisions of said constitutions and canons hereby made part of the Bylaws of this corporation shall prevail over such conflicting provisions.

**ARTICLE 1
Governing Body**

The conduct and management of the business and temporal affairs of this incorporated Parish shall be vested in and controlled by a 9-12 member board of directors known as the Vestry. The Vestry shall decide the exact number prior to each Vestry election. The Vestry shall be the agents and legal representatives of the Parish in all matters concerning its corporate property and the relations of the Parish to its Clergy.

The canonically appointed Rector of the Parish shall be an ex-officio member of the Vestry, and its President.

**ARTICLE 2
Members of the Parish**

Section 1. Canon 1.17 of The Episcopal Church (Of Regulations Respecting the Laity) defines several categories of membership in this denomination: **members, confirmed members, communicants, and communicants in good standing**. Using those definitions as our guidelines,

Members of the Parish are those 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 recorded in the parish’s Canonical Register of Baptized Persons.

Confirmed Members of the Parish are those who have made a mature public affirmation of Christian faith (either through being baptized as an adult, or being confirmed as an adult if baptized as a child), and have received the laying on of hands by a Bishop of the Episcopal Church.

Communicants of the Parish are those members who have received Holy Communion at St. John’s at least three times during the preceding year.

Communicants in Good Standing in the Parish are those communicants who for the previous year have been faithful in corporate worship, unless for good cause prevented, and have been faithful in working, praying, and giving for the spread of the Kingdom of God. The canons of the Diocese of El Camino Real define the “giving” portion of this Canon to mean financial giving; to be a Communicant in Good Standing, one must be listed in the Treasurer’s books at St. John’s as a contributor within the previous 12 months, and have been a member of the Parish for at least 6 months.

Section 2. Canon 1.17.1(b) of The Episcopal Church defines adult membership to begin at the age of 16.

Section 3. The Episcopal Church's canons and the canons of the Diocese of El Camino Real use the phrase "adult confirmed communicant in good standing" to describe who is qualified to serve in certain roles in the church, and that same phrase is used in these by-laws. An "**Adult Confirmed Communicant in Good Standing**" is someone who is at least 16 years old (see Article 2, Section 2) and meets the qualifications to be a "Confirmed Member of the Parish" AND the qualifications to be a "Communicant in Good Standing in the Parish" (see Article 2, Section 1).

ARTICLE 3 **Meetings of Members**

Section 1. There shall be an Annual Parish Meeting (APM) to be held in two sessions at the Church. Session 1 of the APM shall be held on the second Sunday in Advent, for the purpose of electing Vestry members to take office the following year. Session 2 of the APM will be held between January 1 and February 15 of the year in which those elected take office at a date and time appointed by the Vestry and published no less than sixty (60) days in advance of such meeting, and will deal with the election of Diocesan Delegates and all other Parish business.

However, if for good cause, there is no election on said day, or on a day to which said meeting may be adjourned, the Vestry shall hold an election as soon thereafter as practicable but no later than February 15.

Section 2. Special meetings of the members of the Parish (Parish meeting) may be called and held by order of the Rector or, upon the written request of twenty-five (25) Parish members, or upon the written request of two (2) or more members of the Vestry.

Section 3. Notice of any Parish meeting (other than the APM) shall be given in writing by postal mail, email, or other reliable communication not less than ten (10) days prior to said meeting and by announcement in accordance with Article 5, Section 9. Notices shall include time, place and business to be conducted.

Section 4. Per Robert's Rules of Order, the quorum at any regular or properly called meeting of the parish consists of those who attend.

Section 5. The Rector shall preside at all Parish meetings. In the Rector's absence one of the Wardens shall be present and preside. The Clerk of the Vestry will act as clerk at Parish meetings and, in the absence of the Clerk, a clerk *pro tempore* will be appointed by the presiding officer.

Section 6. According to Canon 20.3.1 of the Diocese of El Camino Real, in order to be eligible to vote in Vestry elections and other Parish meetings, one must be an adult confirmed communicant in good standing, as defined in Article 2, Section 3. Each adult confirmed communicant in good standing shall have one vote and may not vote by proxy, nor cumulate his or her votes.

Section 7. The agenda of the APM Session 2 will include the following: a devotional service, the Rector's report, approval of the previous year's minutes, Treasurer's report (the Treasurer shall present a statement of liabilities and assets of the Parish, shall account for all funds owned by the congregation, the approved budget for the year then beginning, and shall present reports of receipts and disbursements of each organization of the congregation for the preceding year), committee reports, election of convention

delegates, miscellaneous business, prayer and adjournment.

Section 8. In no case shall any committee, group or individual issue a statement or undertake an act as the policy of the Parish until such statement or action is approved by the Vestry.

ARTICLE 4 **Qualifications of Vestry Members**

The Canons of the Diocese of El Camino Real require all Vestry members to be adult confirmed communicants in good standing. Additionally, during the 12 month period before the names of the nominees are announced to the parish, vestry members and candidates for the vestry must have contributed to the operating fund or building fund of the parish.

ARTICLE 5 **Vestry Member and Delegate Elections**

Section 1. The term of office of Vestry members shall begin on January 1 of the year following their election and shall continue for three years or until the term to which they were elected has expired. The terms of Vestry members shall be staggered so that one-third of the members shall be elected each year to the extent that this is possible. In addition, at the APM Session 1, members shall elect Vestry members to fill any unexpired terms, whether previously filled by interim appointment or vacant.

Section 2. In the case of an election where there are unexpired terms to be filled, the candidate(s) receiving the highest number of votes shall be appointed for a term of three years; the candidate(s) receiving a lesser number of votes shall be appointed to fill the unexpired term(s). In the case of candidates who receive an equal number of votes, the Rector shall indicate which candidate(s) shall be appointed for full terms and which shall be appointed to fill shorter unexpired terms of office.

Section 3. Should an elected candidate be unable to serve for a full three-year term, the Rector may, in his/her discretion, appoint such individual to a term of less than three years if this action would be in the best interests of the Parish.

Section 4. The results of the election of Vestry members shall be announced no later than the Sunday following adjournment of the APM Session 1. The results of the election of Delegates shall be announced no later than the Sunday following adjournment of the APM Session 2.

Section 5. No Vestry member shall hold office for a continuous period of more than three (3) years; provided, however, that after the lapse of one (1) year from the termination of such three year period, s/he may be re-elected to the Vestry; further provided, however, that a member of Vestry elected or appointed to fill a vacancy of less than one year shall, after the expiration thereof, be eligible to election for a term of three (3) full years. Additionally, when the Rector leaves (by retirement, resignation, death, or removal), the incumbent Senior Warden shall remain eligible for re-election to the Vestry for an additional one-year term.

Section 6. The election of Delegates to the annual Diocesan Convention shall be done at the APM Session 2, in the manner described for Vestry elections in Sections 1-5 of this Article. The qualifications of delegates shall be the same as qualifications of Vestry members, as defined in Article 4.

Section 7. Delegates shall be elected for a period of two years. During the first year the delegate shall be considered an alternate delegate. In the second year the delegate will serve as a primary delegate.

Alternate delegates shall attend the Diocesan Convention but will be certified to vote in convention only if designated to take the place of a primary delegate who is absent.

Section 8. Delegates serve as Parish representatives at Deanery meetings and at the Diocesan Convention. Delegates shall attend the meetings scheduled in preparation for the Diocesan Convention. While in attendance at Convention delegates shall be bound by the rules of Convention. Delegates will report to the Parish following the annual Diocesan Convention.

Section 9. No later than the August Vestry meeting, the Vestry shall appoint a Nominating Committee consisting of at least three members of the Vestry. The chairperson of the Nominating Committee, who is one of the three members, shall be designated by the Vestry. The Nominating Committee shall choose one or two additional members from the Parish at large. At least 21 days prior to the date of the APM Session 1, the Nominating Committee shall select nominees of no less than one person for each vacancy on the Vestry. Written notice of the names of the nominees shall be given to the Clerk of the Vestry.

Section 10. In addition, members of the Parish at large are encouraged to nominate candidates by filing with the Clerk of the Vestry, not less than 21 days before Session 1 of the APM, a petition signed by five (5) members of the Parish with the name of the nominee. A petition shall name only one nominee. The nominations will close on the (21st) twenty-first day prior to Session 1 of the APM and no nominations will be accepted from the floor at the APM.

Section 11. Each member of the Parish shall be notified of the names of the nominees at least fifteen (15) days before the date of Session 1 of the APM. No distinction shall be made among the nominees as to whether they were selected by the Nominating Committee or by petition. Additionally, beginning on that date the Parish Register will be open for inspection. The Vestry shall notify all Parish members, not later than sixty (60) days preceding Session 1 of the APM, of the qualifications and duties of Vestry members and of the provisions of this Article.

Section 12. In addition to the notice describe in Article 3, Section 3, notice of a Vestry membership election, or of any Parish meeting, shall be given during worship service on the Sunday preceding the day on which the election or Parish meeting is to be held. On the Sunday following such election or meeting, the names of such Vestry members elected and/or the nature of the business transacted at the meeting shall be announced.

Section 13. The voting shall be by secret ballot, and each member shall have one (1) vote for each vacancy. When several candidates are running for several seats, no one may cast more than one vote for any single candidate. The person or persons receiving the largest number of votes shall be elected to fill each vacancy. In case of a tie, there shall be additional ballots until it is resolved by election.

Section 14. The election will be conducted and the ballots counted by members of the Nominating Committee unless, at the request of three (3) members, there shall be appointed from the membership three (3) judges of the election, one of these to be appointed by the Rector, one by a vote of the Vestry, and these two shall elect the third, who shall together be the judges of the qualifications of the Electors, and who shall canvas the ballot and certify in writing the results of the election.

Whenever a vote shall be challenged, the voter will be allowed to cast a ballot, however, his/her ballot shall be placed in an envelope upon which their name shall be written along with the reason for the challenge. The Nominating Committee or Election Judges shall consult the Parish records and attempt to resolve challenges to the satisfaction of the challenger. The challenge ballots deemed to be valid will be opened and

mingled with all other ballots. The ballots will then be counted.

If the number of challenged ballots deemed not to be valid would determine the outcome of the election, the Rector will enclose all ballots cast at the election, and all challenged ballots, in a sealed envelope along with a copy of the Parish Register and other pertinent documents, and deliver this material to the Ecclesiastical Authority of the Diocese (EAD) for a final determination.

If the challenged ballots deemed not to be valid would not determine the outcome of the election, the election results will be certified by Election Judges or Nominating Committee, and this certification as well as all ballots cast will be placed in a sealed envelope and delivered to the Vestry. The envelope shall be preserved unopened, subject to the order of the EAD, for a period of one year.

An appeal from the certified result of the election shall be to the EAD.

Section 15. It is the duty of the Rector or, in his/her absence, of the Wardens, to certify to the Diocese the names of the Wardens, Vestry members, Delegates, Treasurer, Clerk and other officers elected or appointed within 10 days of Session 2 of the APM.

ARTICLE 6

Vacancies in the Vestry

Section 1. A vacancy or vacancies in the Vestry shall be deemed to exist in the case of the death, resignation, removal, or absence from three successive Vestry meetings without permission of the Rector. Additionally, vacancies shall exist when there are fewer than 9 elected or appointed Vestry members.

Section 2. In the case of a vacancy, the Vestry may appoint an interim Vestry member for a term of less than one year; this member shall serve until the end of that calendar year.

ARTICLE 7

Powers and Duties of Vestry Members

The Vestry shall have the power and responsibility:

1. To conduct, manage and control the temporal affairs and business of the Parish, approve the wage range of employees, and to make such rules and regulations not inconsistent with law, the Constitution and Canons of TEC and the Diocese, and these bylaws, as they may deem best.
2. To establish an annual Parish budget, to monitor the current and long-term financial circumstances of the Parish; and to oversee the congregation's vitality. A preliminary Parish budget for the coming year shall be prepared and presented to the Vestry at the November Vestry meeting.
3. To appoint or dissolve such committees as are deemed necessary to facilitate management and control of the Parish's ministry. Committees shall take no action unless approved by the Vestry unless the committee was specifically empowered to take such action.
4. To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered in the corporate name, promissory notes and other evidence of indebtedness subject to the provisions of the Constitution and Canons of the TEC in the Diocese.

5. To call special Parish meetings, upon petition of at least two (2) Vestry members. Such petition shall include the agenda for the special Parish meeting.

6. To do and perform every act or thing which may be done by a Board of Directors of a corporation.

ARTICLE 8 **Officers of the Parish**

Section 1. The officers of this Parish shall be a President, who shall be the Rector; a First Vice President, who shall be the Senior Warden; a Second Vice President, who shall be the Junior Warden; a Clerk to the Vestry, and a Treasurer. The Senior Warden and the Junior Warden shall be members of the Vestry. All officers, other than the Rector, shall be elected or appointed annually by the members of the Vestry, except that the Senior Warden shall be appointed by the Rector. When the Parish is without a Rector, the Senior Warden shall be elected by the Vestry.

Section 2. The Vestry may create an office or offices and prescribe their duties at any time they deem advisable.

Section 3. Officers of the Parish shall serve until their successors are chosen.

Section 4. Persons accepting any office in this Church shall well and faithfully perform the duties of that office in accordance with the Constitution and Canons of TEC and of the Diocese.

ARTICLE 9 **President**

Section 1. The powers and duties of the Rector, as President, are:

a. To preside at all meetings of the members of the Parish and of the Vestry, with the right to voice and vote at all such meetings. In the absence of the Rector, the Senior Warden shall preside at Vestry meetings and at Parish meetings. In the absence of the Senior Warden, the Junior Warden shall preside.

b. 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 be required, and to supervise and control all the officers, agents, and employees of the Parish.

Section 2. All powers and duties hereby, or by law, or by the Constitution and Canons of the TEC and in the Diocese conferred or imposed upon the Rector, as President, may be exercised and performed by the Rector either within the State of California or elsewhere.

Section 3. The Rector, or if there be no Rector, the minister in charge thereof, or if there be no minister in charge, then one of the Wardens, shall keep suitable books to be known as the Parish Register, in which shall be entered all baptisms, confirmations, transfers of membership, marriages, blessings, and burials, and other such information as may be specified by Canon.

Section 4. The Rector shall have exclusive charge of all things pertaining to, or affecting the spiritual interest of the Parish. It shall be the Rector's duty and right to give order concerning public worship. The Rector shall have the spiritual direction and control of all associations and organizations of the Parish. The

Rector shall at all times have access to and control of the Church buildings. Keys to the buildings will be under the Rector's control and disbursed under his/her direction.

Section 5. Subject to the Canons and other provisions of these bylaws, the Rector shall have authority over all members of the Parish staff, who shall be appointed and serve at the Rector's pleasure and may be removed by the Rector.

Section 6. Whenever the Rector shall resign or the rectorship of the Parish shall otherwise become vacant, the Vestry shall fill the vacancy in the manner provided in the Constitution and Canons of the TEC and of the Diocese. The Vestry shall choose a priest who is or may become canonically resident in the Diocese to perform sacramental duties and conduct the usual services of the Parish until a new Rector shall have been elected.

During the period prior to installation of a new Rector, the Bishop may appoint an interim priest.

Section 7. The election of a Rector shall require a vote of two-thirds of the whole number of Vestry members. In no case shall a Rector be called unless such person is called for tenure pursuant to TEC canons; nor shall said Rector be removed except by process in accordance with the Canons.

Section 8. The Rector and the Vestry are expected to work and plan together. An annual review of the performance of both parties shall be a regular element of discipline (mutual ministry review) in their cooperative endeavor. The terms and conditions of the Rector's Letter of Agreement shall be reviewed with the Vestry every three years, and the results of that review recorded in the minutes of the Vestry.

ARTICLE 10 **Vice-Presidents**

In case the Parish is without a Rector, or the Rector is absent or unable to act, the Senior Warden shall act as President. In the absence of both the Rector and the Senior Warden, the Junior Warden shall be acting President.

ARTICLE 11 **Clerk of the Vestry**

The powers and duties of the Clerk of the Vestry are:

1. To keep a full and complete record of the proceedings of the Vestry and of meetings of the members of the Parish, and to enter the same in the minute book of the corporation. A draft of the minutes of such Vestry proceedings shall be provided to each Vestry member in a timely manner. Minutes of Vestry meetings shall be posted for member review, after their approval.

2. To keep a book containing the minutes of all meetings of the Parish. The Clerk shall keep the seal of the corporation in a safe place and shall have such other powers.

3. To do and perform all such duties as pertain to this office and as may be required by the Vestry or by canon or civil law.

4. To countersign promissory notes and such other documents and instruments as may be ordered by the Vestry.

ARTICLE 12
Treasurer

The powers and duties of the Treasurer are:

1. To receive and safely keep all the monies of the Parish, excepting such special funds as may, by resolution of the Vestry, be placed in charge of special trustees, and all monies due and belonging to the Parish either by subscription, collection or other manner, and to deposit the same in the name of the Parish in such bank or banks on checks signed by the Treasurer, the Senior Warden or the Junior Warden, or by such other persons as the Vestry may, from time to time, by resolution determine.
2. No monies shall be paid out by the Treasurer except on the usual and customary Parish bills, without the specific authorization of the Vestry.
3. To keep full and accurate accounts of the receipts and disbursements of the Parish, and give to the President and Vestry, whenever they may require it, a statement of accounts and of the financial condition of the Parish.
4. To submit, at the APM, Session 2, a complete statement of accounts for the past year and a budget for the year beginning.
5. To do and perform all such duties as pertain to the office or as may be required by the Vestry, the Diocese, or by canon or civil law.

ARTICLE 13
Vestry Meetings

Section 1. Regular monthly meetings of the Vestry shall be held at any time and place designated by resolution of the Vestry. Members will be notified of any change in the regular monthly meeting times or places. In the absence of such designation, regular meetings shall be held at the church. If the location of the Vestry meeting will be other than the church, the Clerk shall provide 72-hour advance notice to the Parish members.

Section 2. No meeting of the Vestry shall be valid unless the Rector or one of the Wardens is present.

Section 3. Special meetings of the Vestry may be called at any time and place by order of the Rector, by the Senior Warden, or upon the written request of two vestry members. Notice of the time and place of special meeting of the Vestry shall be distributed to each Vestry member at least 72 hours in advance.

Section 4. Special Meetings of the Vestry may be held by conference telephone or similar communications equipment, so long as all members participating can hear and identify one another. 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.

Section 5. The presence of a majority of the entire Vestry members shall be necessary to constitute a quorum of the Vestry for the transaction of business.

Section 6. When the Vestry adopts any resolution that acts as a procedure or course of action for the Vestry or the Parish over time (policy) it shall become part of a body of resolutions called “Vestry Policies.” The Clerk shall maintain the Vestry Policies kept in reasonable order as to like subjects, chronologically. It shall be the purpose of Vestry Policy to assist in governing the corporation. Vestry Policy may be amended or sections deleted, except where required by law or by these Bylaws, by a simple majority of the Vestry at any meeting of the Vestry.

Section 7. Public statements or actions presented as policy shall require approval by a majority of the entire Vestry.

ARTICLE 14 **Indemnification**

The corporation may indemnify any Vestry Member, Officer, agent or employee as to those liabilities and on those terms and conditions as are specified in Section 9246 of the Corporation Code of the State of California. In any event, the corporation shall have the right to purchase and maintain insurance on behalf of any such person whether or not the corporation would have the power to indemnify such person against the liability insured against.

ARTICLE 15 **Property**

All property, real and personal, held by or for the benefit of this Parish is forever held in trust for the Diocese of El Camino Real.

ARTICLE 16 **Book of Bylaws**

The Clerk shall keep and preserve at the Parish a printed copy of the current Constitution and Canons of TEC, and the Diocese, these Bylaws and Vestry Policies. These documents shall be open to inspection by the members of the Parish at all reasonable times.

ARTICLE 17 **Amendments**

These Bylaws may be altered, amended, repealed, or new bylaws may be adopted by the vote of a majority of the entire Vestry at a meeting duly called for that purpose, or by vote of a majority of the members of the Parish at a Parish meeting duly called for such purpose.

Annotations:

These bylaws were originally adopted by the Parish in 1958. They were subsequently amended in 1967, 1986, 1991, 2009, 2014, 2016, and 2017.

Election Calendar

10 days after APM 2: Rector gives notice to the Diocese of names of Wardens, Vestry members, Delegates, Treasurer, Clerk, and other officers elected or appointed.

August Vestry Meeting: Nominating Committee selected by Vestry

60 days before APM 1: Notice to members of election and the provisions of Article 5

21 days before APM 1: Nominating Committee's candidate selection complete.
Petitions for nomination due from members

15 days before APM 1: Notice to members of candidates for Vestry election
Parish Register open for inspection

Sunday before APM 1: Rector verbally announces (during worship services) election

Sunday after APM 1: Rector verbally announces (during worship services) names of Vestry members elected