BY-LAWS

OF THE

RECTOR, WARDENS AND VESTRY OF

SAINT BARTHOLOMEW’S EPISCOPAL CHURCH,

LIVERMORE, CALIFORNIA

January 15, 2013
ARTICLE I

SHORT NAME

This corporation may be designated as, and use the name of

Saint Bartholomew’s Episcopal Church

For all purposes other than in legal documents and other formal communications requiring the use of the full corporate name,
ARTICLE II

VESTRY

Section 1. The affairs and business of this corporation shall be managed and conducted by the Rector, Wardens and Vestry of the Corporation, who shall have the qualifications, powers and duties, and shall be elected in the manner provided by the Constitution and Canons of the Episcopal Church in the Diocese of California.

Section 2. The number of elected members of the Vestry shall be nine (9), except as provided in Section 3.

Section 3. The election, tenure of office, and practice of rotation with respect to the vestry shall be as follows:

(a) At each Annual Parish Meeting, three (3) members of the Vestry shall be elected to serve three years each.
(b) Retiring Vestry members, who have served one or more years, shall not be eligible for re-election for a period of one year.
(c) Vacancies on the Vestry shall be filled by election at the next Annual Parish Meeting, or at a special meeting of the congregation, for the remainder of the term. Unfinished terms of less than twelve months need not be filled, unless the number of people on the Vestry, other than the Rector, falls below eight (8).

Section 4. Officers

(a) The Rector shall be ex-officio a member and President of the Corporation and entitled to full voting privileges on the Vestry.
(b) The Junior Warden shall be elected by the Vestry from its members. The Rector shall appoint the Senior Warden who shall serve at the pleasure of the Rector.

(c) There shall be a clerk and a Treasurer, who may, but need not be members of the Vestry. These positions shall be filled by recommendation of the Rector, submitted to the Vestry for approval.

(d) There may be a Chancellor, appointed by and serving at the pleasure of the Rector. The Chancellor shall be an attorney at law, and may, but need not be, a vestry member.

(e) The officers of this Corporation shall have the duties prescribed for such officers in said Constitution and Canons. Those officers named herein who are not members of the Vestry, and any additional clergy serving on the staff of the Parish, under the direction of the Rector, shall be entitled to a seat and a full voice at all meetings of the Vestry, but they shall not have a vote.

**Section 5. Meetings**

(a) A quorum for the transaction of business at any meeting of the Vestry shall consist of a majority of the Vestry. Once established, a quorum for a meeting cannot be broken by withdrawal of any number of members from that meeting.

(b) Members of the Vestry shall be considered present at any meeting with full voice, and be recognized as having full authority to vote and otherwise conduct business, providing they are present either in person or via telephone, internet, or other electronic means of transmitting full audio of the meeting to all meeting attendees, subject to the requirements of Section 5 (c) through (h).

(c) Vestry members who intend to participate in the meeting by means of electronic communication, must first obtain the approval to participate in such a manner from the Rector, or one of the Wardens, prior to the meeting.
(d) By prior agreement between Rector and Senior Warden, or by both Wardens, a
vestry meeting may be conducted with all participating members being present by
electronic means.

(e) All vestry members present, either in person or by means of electronic
communication, must be able to communicate clearly with all other meeting
attendees; every member must be able to hear and be heard by all other members.

(f) If a Vestry member becomes unable to hear or be heard at any point during the
meeting, that member must withdraw from the meeting.

(g) When recording the result of a vote, the chairperson of the meeting must determine
individually the votes of all members present in the meeting, who are not
physically present in the room.

(h) The Vestry clerk shall note in the meeting minutes the status of all meeting
participants, whether they were present in the meeting in person or by electronic
means.
ARTICLE III

MEMBERSHIP

Section 1. The members of the Corporation, their qualifications, rights, privileges and duties shall be as specified in said Constitution and Canons.

Section 2. A quorum for a general meeting of the members to elect Vestry members, amend the Articles of Incorporation, or amend the By-Laws shall be twice the number of current Vestry members. Once established, a quorum for a meeting cannot be broken by withdrawal of any number of members from that meeting. If a quorum is not present, the meeting will be adjourned until a quorum can be present.
ARTICLE IV

MEETINGS

Section 1. The Annual Parish Meeting shall be held to elect Vestry members, to present annual reports, to consider the budget for the coming year, and to conduct necessary business.

Section 2. Special meetings of the members of the Corporation may be called in the manner provided by said Constitution and Canons, and must be called upon the written request of at least twenty-four members of the Corporation.

Section 3. Notice of the Annual Parish Meeting, and of any special meetings of the members shall be given no less than 20 days in advance of the meeting, in the manner provided by said Constitution and Canons. Meeting notices may be issued by making an announcement to the congregation during a service, and by using any two (2) of the following notification methods.

(a) Publication in the monthly parish newsletter.
(b) Publication on the parish website.
(c) Via email to all parish members with an email address registered in the parish office.
(d) Via US mail to all parish members with a mailing address registered in the parish office.

Section 4. Special meetings of the Vestry may be called by the Rector, or by either Warden. Notice of special meetings of the Vestry shall be given at least twenty-four hours prior to the meeting.
Section 5. Regular meetings of the Vestry shall be held once a month. No notice need be given of any regular meeting. The Vestry, from time to time, may provide for a different date or time for any of its meetings, regular or special.

Section 6. Meetings of members of the Corporation shall be held at Saint Bartholomew’s Episcopal Church, 678 Enos Way, Livermore, California, or at any such other convenient location as the Vestry may determine. Meetings of the Vestry shall be held at the Church, or at such other place as may be specified in the notice of the meeting.

Section 7 Article II (Section 5), shall be included as a constituent part of Article IV.

ARTICLE V

EXECUTION OF CHECKS, DRAFTS, AND ORDERS

Checks, drafts, and orders upon any banker, bank or other financial institution with whom this Corporation shall have monies on deposit or with whom it shall maintain a regular account, may be executed for and on its behalf by such person, or persons as the Vestry, from time to time, by resolution may direct.
ARTICLE VI

INCORPORATION BY REFERENCE

The Constitution, Canons, Rules, Regulations and Discipline of the Church now known as the Episcopal Church in the United States of America, and the Constitution and Canons of the same Church in the Diocese of California, insofar as they are not contrary to the Laws of the State of California, shall always form part of the By-Laws, Ordinances, Constitution, or Articles of Incorporation of this Corporation, and prevail against anything elsewhere therein contained that may appear to be in conflict with such Canons, Rules, Regulations or Discipline.
ARTICLE VII

AMENDMENTS

Section 1: These By-Laws may be amended at any time in the manner provided by law, and may also be amended at any time, except as to Article II, sections 2 and 3, by resolution of the Vestry passed by affirmative vote of at least two-thirds of the total number of members of the Vestry, or by affirmative vote of a majority of the members of the corporation in a general meeting, as provided in Article III, section 2.

Section 2: Article II, sections 2 and 3 may be amended at any time by affirmative vote of a majority of the members of the corporation in a general meeting, as provided in Article III, section 2.

Section 3: No amendment of these By-Laws shall violate, or be contrary to the Constitution, Canons, Rules, Regulations and Discipline of the Church now known as the Episcopal Church in the United States of America, or the Constitution and Canons of the same Church in the Diocese of California.
ARTICLE VIII

EXECUTION OF LEGAL DOCUMENTS

Any two of the following persons shall have the authority to execute documents and sign notes, deeds of trust, contracts and other legal instruments which shall be binding upon the Corporation, as the Vestry, from time to time, may direct: President, Senior Warden, Junior Warden, Clerk.