

BYLAWS
THE EPISCOPAL CHURCH OF ST. MARTIN,
A California Nonprofit Religious Corporation

1. GENERAL

- 1.1. These Bylaws are the bylaws of the Episcopal Church of St. Martin, a California nonprofit religious corporation (St. Martin's). St. Martin's is a parish of the Episcopal Church in the Diocese of Northern California (the Diocese), a part of the Episcopal Church also known as the Protestant Episcopal Church in the United States of America (the Church).
- 1.2. These Bylaws are adopted to govern the parish under the authority of the Constitution and Canons of both the Church and the Diocese as they may be amended from time to time (the Canons), and to govern the parish corporation under the authority of the Nonprofit Religious Corporation Law of the State of California. The parish corporation was incorporated as a convenience to assist in the conduct of the temporalities of the parish, but to remain subordinate to the parish, and to hold title to property with power to manager and control the property in the interest of the Parish.
- 1.3. This Parish and this Corporation shall be subject to, conform to, and abide by the Canons. Any action taken by St. Martin's, including the adoption of or any purported amendment to these Bylaws, is void to the extent that is inconsistent with or in violation of the Canons.
- 1.4. All real and personal property held by or for the benefit of St. Martin's is held in irrevocable trust for the parish, the Diocese and the Church.

2. POWERS

Corporate powers, business and property of this Corporation shall be exercised, conducted and controlled by the parish rector, wardens, and vestry members, who collectively constitute the corporate board of directors (the Vestry).

3. VESTRY

- 3.1. Subject to the provisions and limitations of the California Nonprofit Religious Corporation Law and any other applicable state laws, and subject to any limitations in the articles of incorporation or these Bylaws relating to action requiring approval by the members, the qualifications, membership, authority, duties, and responsibilities of the Vestry shall be governed by the Canons.
- 3.2. The Vestry shall consist of no fewer than nine and no more than twelve members, plus the Rector who shall be the presiding officer.
- 3.3. The terms of Vestry members shall be staggered, so that at any annual meeting one-third of the full-term seats on the Vestry shall be considered for election. Should any member of the Vestry cease to act for any reason before his or her term expires, the Vestry may appoint another person to serve until the next Annual Parish Meeting. In the absence of Vestry members to act or in their failure to act, the appointment may be made by the Bishop. At the next Annual

Parish Meeting the Parish electors shall elect a Vestry member to serve the balance of

the unexpired term.

- 3.4. A regular meeting of the Vestry shall be held immediately after the Annual Meeting, and twelve additional regular meetings of the Vestry shall be held each year at a regular time and place that the Vestry shall set. The membership shall be notified after each annual meeting of the regular time and place for Vestry meetings, which shall be open to all members.
- 3.5. Special meetings of the Vestry shall be governed by the Canons.
- 3.6. Members of the Vestry may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission by and to the Parish in any manner permitted by the Canons and by California law.
- 3.7. The Vestry by the affirmative vote of a majority of the entire Vestry at a regular meeting may adopt standing orders providing for the rules and regulations for administering the business and trusts with which the Vestry is charged. Standing orders shall remain in force as adopted until amended or repealed by a majority vote of the entire Vestry at a regular meeting. All standing orders currently in force shall be maintained by the Parish clerk in the Book of Bylaws.

4. MEMBERSHIP

The membership of this Parish shall be governed by the Canons.

5. OFFICERS

- 5.1. The officers of the Parish, their duties and responsibilities, qualifications, and manner of selection shall be governed by the Canons.
- 5.2. Unless the Canons provide otherwise, the parish rector is the corporate presiding officer and the parish clerk elected by the Vestry is the corporate secretary. Should the rector cease for any reason to act, then the Senior Warden or in the absence of a senior warden the junior warden elected by the Vestry shall be the corporate executive officer, unless the Canons provide otherwise.

6. COUNCILS, COMMITTEES, AND COMMISSIONS

The Vestry by standing order may establish such Councils, Commissions, and Committees as it determines is necessary or convenient to carry out the work of the Parish

7. PARISH RECORDS

Parish records shall be governed by the Canons, as they may be amended from time to time.

8. PARISH MEETINGS

- 8.1. The annual meeting of the membership for the election of members of the Vestry, lay delegates and alternate delegates to Diocesan Convention, for the reception of reports, and for the transaction of other business (the Annual Parish Meeting) shall be governed by the Canons. Unless otherwise required by the

Canons, the Annual Parish Meeting shall be held on the last Sunday of January in each calendar year.

- 8.2. Special meetings of the membership may be held at any time on the written call of the Rector with the consent of the Vestry or on written call of the Vestry when the office of Rector is vacant. The written call shall set forth the date, time, and place of the special meeting and shall set forth the business which it is proposed to transact at such a meeting. Notice of the special meeting shall be given by reading aloud the written call of such special meeting during all services held on a Sunday on which all regular services are held in the Parish Church at least seven days in advance of the special meeting. At the Special Meeting no business other than that set forth in the written call shall be in order.

9. RULES OF ORDER

Robert's Rules of Order, Revised, shall be the authority in deciding any disputed question of order and procedure, except when the Canons or these Bylaws are otherwise applicable.

10. IMMEDIATE EFFECT

These Bylaws shall take effect immediately upon approval by the Vestry.

CERTIFICATE OF ADOPTION

I am the duly elected and acting Clerk of The Episcopal Church of St. Martin, a California nonprofit religious corporation. I certify that these Bylaws were duly adopted at a regular meeting of the Vestry on January 11, 2011.

Executed on January 11, 2011, at Davis, California

Helen Campbell, Clerk

