

**BYLAWS AS AMENDED  
OF  
ALL SAINTS' EPISCOPAL CHURCH, REDDING, CALIFORNIA**

**Article I. NAME AND OFFICES**

**Section 1.01. Name**

The name of the corporation is All Saints' Episcopal Church, Redding, hereinafter referred to as the "Parish".

**Section 1.02. Principal Office**

The principal office of the Corporation for its transaction of business is located at 2150 Benton Drive, Redding, Shasta County, California.

**Section 1.03. Change of Address**

Subject to the approval of the Bishop of the Diocese of Northern California as set forth in the Constitutions and Canons of the Diocese of Northern California, the Vestry is hereby granted full power and authority to change the principal office of the corporation from one location to another in the county of Shasta, California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

**ARTICLE II. ACCESSION**

**Section 2.01. Accession**

The Parish consents to the Constitution and Canons of that branch of the Holy Catholic Church known as the Episcopal Church of the United States of America from time to time in effect and recognizes the authority of the General Constitution and Canons of the Diocese of Northern California from time to time in effect and recognizes the General Convention of the same.

**ARTICLE III. MEMBERS**

**Section 3.01. Qualifications**

In order to qualify as a voting member of the Parish, a person:

- shall be baptized
- shall be at least sixteen years of age
- shall be enrolled on the Parish Register for six months preceding the Annual Parish Meeting
- shall have communicated in the Parish during the year
- shall be in his or her own name a giver of record: that is, a recognized contributor to the support of the Parish in terms of time, talent, and financial resources, or any combination thereof, for not less than six months preceding the Annual Parish meeting.

**Section 3.02. Parish Register**

The Rector shall keep in the written form as adopted by the General Convention the Parish Register. Upon vacating a Cure, the Rector shall deposit the Parish Register with the Rector's Warden.

### **Section 3.03 Inspection Rights of Members**

#### **(a) Demand**

Subject to the Parish's right to set aside a demand for inspection pursuant to Section 6331 of the Corporations Code and the power of the court to limit inspection rights pursuant to Section 6332 of the Corporations Code, and unless the Parish provides a reasonable alternative as permitted by Section 3.03(c) of these Bylaws, a member satisfying the qualifications set forth hereinafter may do either or both of the following:

(1) Inspect and copy the record of all the members' names, address, and voting rights, at reasonable times, on five (5) business days' prior written demand on the Parish which demand shall state the purpose for which the inspection rights are requested; or

(2) Obtain from the Clerk of the Parish, on written demand and tender of a reasonable charge, a list of names, address, and voting rights of those members entitled to vote for the election for the Vestry, as of the most recent record date for which it has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be available on or before the later to ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled. Any delivery of the membership list shall require the written approval of the requisite Vestry.

#### **(b) Members Permitted to Exercise Rights of Inspection**

The rights of inspection set forth in Section 3.03(a) of these Bylaws may be exercised by any member, for a purpose reasonably related to such person's interest as a member.

#### **(c) Alternative Method of Achieving Purpose**

The Parish may, within ten (10) business days after receiving a demand pursuant to Section 3.03(a) of these Bylaws, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the membership list. An alternative method which reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 3.03(a) of these Bylaws shall be deemed reasonable; unless within a reasonable time after acceptance of the offer, the Parish fails to do those things which it offered to do. Any rejection of the offer shall be in writing and shall indicate the reasons the alternative proposed by the Parish does not meet the proper purpose of the demand made pursuant to Section 3.03(a) of these Bylaws.

## **ARTICLE IV. PARISH MEETINGS**

### **Section 4.01. Annual Meeting**

The Annual Parish Meeting shall be held the last Sunday in January of each year or as may be determined by the Vestry at its December meeting. The purpose of the Annual Parish Meeting shall be:

- (a) To hear the reports of the Rector, the Vestry, the Treasurer, and Parish committees, commissions and other organizations as determined by the Vestry;
- (b) The election of members of the Vestry;
- (c) The election of delegates to the Diocesan Convention; and
- (d) The transaction of other business which may legally and canonically come before the meeting.

**Section 4.02. Special Meetings**

Special Parish meetings may be called by the Rector with the consent of the Vestry or a majority of the Vestry at a regular or special meeting.

**Section 4.03. Notice of Annual Parish Meeting**

Notice of the Annual Parish Meeting shall be given during all services held on the two weekends preceding such Annual Parish Meeting.

**Section 4.04 Notice of Special Meetings**

Notice of a special Parish Meeting shall be given in writing at least ten (10) days prior thereto by the United States mail or by electronic mail. Notice shall be presumed given when so transmitted. The business to be transacted at the special meeting shall be specified in the notice.

**Section 4.05 Quorum**

At any meeting of the Parish those qualified voters present shall constitute a quorum for the transaction of business, in accordance with Section 36.3.2 of the Canons.

**Section 4.06 Manner of Acting**

The act of a majority of the qualified voters present at a meeting at which a quorum is present shall be the act of the Parish, unless the act of a greater number is required by law, or the Constitution and Canons of the Diocese of Northern California. No person shall be permitted to vote by absentee or proxy ballot.

**Section 4.07. Vestry Election**

The election of the Vestry shall be by written ballot.

**Section 4.08. Tellers**

Three tellers shall be appointed by either the presiding officer, the Rector or the Vestry. The tellers shall receive and count the ballots and notify the presiding officer of the results.

**Section 4.09. Inspector of Election**

The presiding officer shall act as Inspector of Election and certify who are elected to Vestry. (Canon 36.5.2)

**Section 4.10. Appeal of Certified Result**

An appeal from the certified result of the election shall lie to the Ecclesiastical Authority of the Diocese. In case of such appeal, the Ecclesiastical Authority shall canvass the vote and ascertain and declare the result of the election. Its decision upon such appeal shall be final.

**Section 4.11 Conduct of Parish Meetings**

The Rector shall preside at all Parish Meetings. If there is no Rector, or in the case of his or her absence or disability, the Wardens, shall preside. The Clerk of Vestry shall be the Clerk of the Parish and shall act as such at all Parish Meetings. In case of his or her absence, the meeting shall elect a Clerk pro tempore.

## **ARTICLE V. THE VESTRY**

### **Section 5.01 General Powers**

The governing body and board of directors of the Parish shall be the Vestry.

### **Section 5.02 Number, Qualification and Term**

The Vestry shall consist of twelve (12) elected members. Members of the Vestry shall be elected by individual vote for a term of three years. The terms shall be staggered. No elected member shall serve more than three consecutive years without the lapse of an intervening year. The Rector is a voting member of the Vestry except in the case of a tie vote and is not subject to election.

Vestry members shall be Communicants in Good Standing, who are voting members, who are regular in their attendance at services and make contributions of record to its support. Vestry members shall not be under suspension as Communicants in Good Standing. Each Vestry member shall hold office for their specified term or until their successor shall be elected and qualified.

### **Section 5.03 Election and Term**

The Vestry shall be elected by secret, written ballot at the Annual Parish Meeting.

### **Section 5.04 Meetings**

#### **Section 5.04.1. Organizational Meeting**

The Rector, or Interim, or in the case of their absence, the Clerk, shall call a meeting of the Vestry as soon as possible after their election for the purpose of appointing the Rector's Warden, electing the People's Warden, Clerk and Treasurer, deciding upon the commissions, and for establishing the time and date of regular meetings.

#### **Section 5.04.2. Regular Meetings**

The regular meetings of the Vestry shall be held without other notice than this Bylaw at the Church once each month at such time and date as determined by the Vestry at its first meeting following the Annual Parish Meeting. No meeting shall be valid unless either the Rector, Rector's Warden or People's Warden shall be present.

#### **Section 5.04.3. Special Meetings**

Special meetings of the Vestry may be called by the Rector or by both of the Wardens, or by any three Vestry members, by providing at least three (3) days' notice by mail or electronic mail to each member of the Vestry. Such notice shall be deemed to have been given when deposited in the United States mail or the message is transmitted. The purpose of such special meeting shall be stated in the notice. The attendance of a Vestry member at such a meeting shall be a waiver of notice of such meeting.

#### **Section 5.04.4 Annual Meeting**

At each Annual Parish Meeting the Vestry shall make a full written report of the temporal condition of the Parish in every particular and shall make suggestions, through its Wardens, as it deems wise and helpful to the Parish.

### **Section 5.05 Quorum**

A majority of those currently serving on Vestry shall constitute a quorum for the transaction of business.

#### **Section 5.06 Vacancies**

Any vacancy occurring in the Vestry shall be filled by the Vestry. A person appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office. Thereafter such Vestry member shall not be elected more than three successive years, without the lapse of an intervening year.

#### **Section 5.07 Removal**

A Vestry member shall be removed in the event that he fails to attend more than three (3) regular meetings during a calendar year except when their absence is caused by reason of health or emergency. In the event of such removal, the vacancy shall be filled as provided in Section 5.06

#### **Section 5.08 Presiding Officer**

The Rector shall preside at all Vestry meetings except that the Rector may appoint the Rector's Warden as the presiding officer, providing, however, in the case there is no Rector or when the Rector is absent from the Diocese, the Rector's Warden shall preside.

### **ARTICLE VI. OFFICERS**

#### **Section 6.01. Number and Titles**

The officers of the Parish shall be the Rector, the Rector's Warden, The People's Warden, the Clerk, the Treasurer, and such other officers with such titles and duties as shall be determined by the Vestry and as may be necessary to enable to sign instruments.

#### **Section 6.02 Election, Appointment and Resignation**

The Rector shall be elected by the Vestry in accordance with Canon 32.4.1 of the Constitution and Canons of the Diocese of Northern California. The Rector shall appoint the Rector's Warden at the first meeting following the Annual Parish Meeting. In the case that there is no Rector, the Rector's Warden shall be elected by the Vestry at the first meeting following the Annual Parish Meeting. The other officers shall be elected by the Vestry at its first meeting following the Annual Parish Meeting. Each elected officer shall hold office until his successor has been duly appointed or elected and shall have qualified. Each officer, except the Rector, shall serve a term of one year, provided that any officer may be reappointed or reelected to succeed himself. Any officer may resign at any time on written notice to the Parish. Each Vestry member shall hold office for their specified term or until their successor shall be elected and qualified.

#### **Section 6.03. Qualifications**

The Rector shall be an ordained priest of the Episcopal Church of the United States of America. The Wardens shall be communicants, qualified voters of the Parish and Vestry members. The Clerk and Treasurer shall be communicants, and qualified voters of the Parish.

#### **Section 6.04 Removal**

Any officer, other than the Rector and Rector's Warden, may be removed by the Vestry whenever in its good-faith judgment the best interests of the Parish would be served thereby. The Rector's Warden may be removed by the Rector.

### **Section 6.05 Vacancies**

Any vacancy occurring in the Vestry shall be filled by the Vestry. A person appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office. Thereafter such Vestry member shall not be elected more than three successive years, without the lapse of an intervening year.

### **Section 6.06 The Rector**

The Rector shall have 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 orders concerning public worship, together with all that pertains thereto. The Rector shall, at all times, be entitled to the use and control of the Church and Parish buildings and with the instruments and furniture thereof. The Rector shall have control of all Parish organizations. The Rector shall have the right to vote at all Parish meetings, except in the instance of a tie vote of the Vestry. The Rector shall preside at the Annual Parish Meeting, Special Parish Meetings, and at all Vestry meetings, except that the Rector may appoint the Rector's Warden as the presiding officer, providing, however, that if the Parish is without a Rector or when the Rector is absent from the Diocese, the Rector's Warden shall preside, in accordance with Canon 33.5. The Rector shall be an ex-officio member of all committees and organizations organized in the Parish. The Rector shall keep a Parish Register in accordance with Canon 35 of the Diocese of Northern California.

### **Section 6.07 Wardens**

It shall be the duty of the Wardens to supervise the care, protection and maintenance of the Church and other buildings of the Parish, to see that they are kept in decent repair and to guard them from use prohibited by the law of the Church. They shall also see that all things needed for the orderly worship of God and for the proper administration of the sacraments are provided at the expense of the Parish and they shall discharge such other duties as may devolve upon them by the provisions of the law of the Church.

#### **Section 6.07.1 Rector's Warden**

The Rector's Warden is the chief lay leader of the Parish. He or she may be appointed as the presiding officer of Vestry meetings, if the Rector so elects. In the absence of the Rector, the Rector's Warden shall preside at the Annual Parish Meeting and shall be responsible for the Divine Services.

#### **Section 6.07.2 People's Warden**

In the absence of the Rector and the Rector's Warden, the People's Warden shall perform the duties of Rector's Warden, and when so acting, shall have the powers of the Rector's Warden. The People's Warden shall have the responsibility for maintaining the relationships between the Vestry, Rector, and members of the parish.

### **Section 6.08. Clerk**

The Clerk shall keep and preserve:

- (a) A copy of the Constitution and Canons of the Episcopal Church in the United States of America
- (b) A copy of the Constitution and Canons of the Diocese of Northern California
- (c) A copy of the Bylaws as adopted by the Parish

Collectively these documents shall be known as the Book of Bylaws in conformity with Canon 32.4.2.

The Clerk shall act as secretary to the Vestry and shall act as Secretary of the Parish and shall perform the duties required of such office as well as such other duties as may be prescribed by the Bylaws of the Parish. The Clerk shall maintain a record of the minutes of each Vestry Meeting and of the Annual Parish Meeting. The Clerk shall see that all notices are duly given in accordance with these

bylaws. The Clerk shall be custodian of the Parish records, other than the Parish Register. The Clerk shall perform other duties as from time to time may be prescribed by the Vestry.

#### **Section 6.09. Treasurer**

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Parish, keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Parish including its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by the Rector, any Vestry member, Parish members and by the general public, who upon written notice, are entitled by law to review the financial record of all not for profit corporations. The Treasurer oversees the deposit of all monies and other valuables in the name and to the credit of the parish with such depositories as may be designated by the Vestry. No money shall be paid out by the Treasurer except on order from the Vestry signed by the Rector or one of the Wardens. The Treasurer shall present to the Parish at the Annual Meeting a full and accurate statement of all monies received and paid during the year preceding, accompanied by vouchers.

The Treasurer shall give a bond for the discharge of his duties in such amount and with such surety or sureties as the Vestry shall determine, the cost of such bond to be paid by the Diocese. At the close of the year the Treasurer's accounts shall be audited by a Certified Public Accountant, or by some qualified accountant not a member of the Vestry nor in any way connected with the subject matter of the audit.

### **ARTICLE VII. COMMISSIONS**

The Vestry is divided into teams called Commissions. During the first Vestry meeting of the year, the Vestry shall decide how many Commissions are needed for the upcoming year. The Vestry will elect Commissioners to head those Commissions and report back to the Vestry on a monthly basis.

### **ARTICLE VIII. COMMITTEES**

#### **Section 8.01. General**

The Rector's Warden, with the advice and consent of the Rector and Vestry, may designate certain committees, each of which shall consist of at least one Vestry Member and any number of members. The Vestry shall by resolution define the powers of the following committees and such other committees as it shall deem necessary:

- (a) Buildings and Grounds
- (b) Endowment and Memorial Fund Board

Committee chairs shall be Vestry members or members of the Parish in good standing and shall be appointed by the Rector's Warden with the advice and consent of the Rector and Vestry.

#### **Section 8.02. Term of Office**

Each member of a committee shall continue as such until the next Annual Parish Meeting and until their successor is appointed, unless the committee shall be sooner terminated.

#### **Section 8.03. Expenses**

Committees shall not incur expenses unless provision has been made therefore in the budget or by prior approval of the Vestry.

#### **Section 8.04. Vacancies**

Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 8.05. Quorum**

Unless otherwise provided by resolution of the Vestry designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present shall be the act of the committee.

**Section 8.06. Nominating Committee**

The Vestry shall constitute a nominating committee and shall present to the members names of persons to be put in nomination at the Annual Parish Meeting. Nominations may also be made by members at the Annual Parish meeting pursuant to the Diocesan Canons.

**ARTICLE IX. FISCAL POLICY**

**Section 9.01. General**

All monies of the Parish shall be kept in such bank or banks or other depository as the Vestry, from time to time, shall direct and approve.

**Section 9.02. Accounts**

Monies shall be deposited in the General Account, the Maintenance Fund, the Memorial Account, the Endowment Account, and such other accounts as the Vestry shall establish.

**Section 9.03. The Maintenance Fund Account**

The Maintenance Fund shall be used solely for capital improvements to the church building or construction of a church building and acquisition of furnishings and fixtures for such buildings. All proceeds from the sale of such property, pledges, and gifts so designated by the donor shall be deposited into such account.

**Section 9.04. The Memorial Account**

The Memorial Account shall be used solely for the acquisition of appropriate property to perpetuate the memory of some person designated by the donor of such funds if so designated by the donor or as the Vestry shall determine.

**Section 9.05. Endowment Fund**

The Endowment Fund shall consist of gifts to the Parish in which the donor has specified that only the income thereof shall be used by the Parish. Gifts to the Endowment Fund shall be invested as determined by the Vestry and only the income therefrom shall be used for Parish purposes.

**Section 9.06. General Fund**

The General Fund shall be used for any purpose as the Vestry shall determine.

**ARTICLE X. AMENDMENT OF THE BYLAWS**

**Section 10.01. Amendment**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds vote of the Vestry or by a majority vote of the voting members present at any regular or special meeting of the Parish. Notice of such meeting at which amendments to these bylaws are to be considered must be



given in writing at least ten (10) days prior to the time of the meeting, and the text of such amendment shall be contained in such notice.

CERTIFICATE OF CLERK OF THE RECTOR, WARDENS, AND VESTRYMEN OF ALL SAINTS' EPISCOPAL CHURCH IN REDDING, CALIFORNIA

I hereby certify that I am the duly elected and acting Clerk of said corporation and that the forgoing Bylaws, comprising nine (9) pages, constitute the Bylaws of said corporation as duly adopted at a meeting of the Annual Parish Meeting held on January 29, 2017.

Dated: January 29, 2017

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Candace Brown, Clerk

PASSED AND ADOPTED at the Annual Parish Meeting held in January 1965.  
AMENDED AND AMENDMENTS ADOPTED January 28, 1973.  
AMENDED AND AMENDMENTS ADOPTED January 12, 1993.  
AMENDED AND AMENDMENTS ADOPTED January 18, 1998.  
AMENDED AND AMENDMENTS ADOPTED January 29, 2017.