



# **THE BYLAWS**

*of*

# **THE DIOCESE OF WESTERN ANGLICANS**

*A California Religious Nonprofit Corporation*

**Revised: May 2017**

## ARTICLE I

### Offices

**Section 1.01 *Principal Office*** – The principal office of the Corporation shall be located within the County of Los Angeles at 346 Termino Avenue, Long Beach, California 90814-2836. The Board of Directors (sometimes called the "Board" or "Executive Committee" herein) is granted full power and authority to change the principal office from one location to another. The Corporation may establish or maintain additional offices at such other places as the Board of Directors may determine.

## ARTICLE II

### Membership

**Section 2.01 *Members*** – The Corporation shall have one class of members. The members shall consist of orthodox Anglican Congregations in the Western United States that have been elected to membership. The founding members of the Corporation are:

All Saints' Anglican Church, Long Beach, California  
Christ the King Anglican Church, San Diego, California  
Anglican Church of the Resurrection, San Marcos, California  
Anglican Church of the Spirit, Hemet, California  
Christ Church Anglican, Butte, Montana  
Christ Church, Fallbrook, California  
Christ Church Anglican, Phoenix, Arizona  
Christ's Church Anglican, Highland, California  
Christ the King Anglican, Spokane, Washington  
Christ Our Savior Anglican Church, Harbor City, California  
Christ the Redeemer Anglican Church, Yuma, Arizona  
Flagstaff Anglican Fellowship, Flagstaff, Arizona  
Grace Anglican Church, Boise, Idaho  
Holy Trinity Anglican Church, San Diego, California  
Little Church in the Valley, Reno, Nevada  
St. David's Anglican Church, North Hollywood, California  
St. James Anglican Church, Newport Beach, California  
St. Luke's Anglican Church, La Crescenta, California  
St. Stephen's Anglican Church, Tustin, California  
The Gathering, Brea, California  
Trinity Anglican Church, Kennewick, Washington

Additional congregations may be added as provided by Diocesan Canon. A Member Congregation may withdraw or be removed from membership as provided by Diocesan Canon.

**Section 2.02 Membership** – Additional Member Congregations and Church Plants may be added to this Diocese upon the Bishop’s approval and a two-thirds (2/3) vote of approval by the Executive Committee. To qualify for membership a congregation or church plant must hold to the One, Holy, Catholic and Apostolic faith wherein Holy Scriptures contain all doctrine required as necessary for eternal salvation through faith in Jesus Christ alone and the congregation or church plant must subscribe without reservation to the Fundamental Declarations of the Province contained in the Constitution of the Anglican Church in North America and to the Constitution and Canons of this Diocese.

Qualification for membership of a fully operational congregation shall be attested to by a two-thirds (2/3) vote of the members of the congregation at a meeting properly called, noticed and conducted according to the governing instruments of the congregation and recorded in the minutes of the meeting. A Member Congregation may withdraw from membership in the Diocese at any time upon a two-thirds (2/3) vote of the Member Congregation at a meeting so called, noticed and conducted and recorded in the minutes of the meeting and forwarded such notice to the Bishop.

Qualification for membership of a Church Plant shall be by application submitted to the Executive Committee, with the approval of the Bishop, on forms and in accordance with standards prescribed by the Executive Committee. The Bishop and Executive Committee may receive such a church plant fully into this Diocese within the assigned Deanery.

Qualification for membership by a congregation or church plant shall require submission of bylaws which have been reviewed by the Chancellor of the Diocese and approved by the Bishop and the Executive Committee. At a minimum, the bylaws must contain language demonstrating a commitment to the episcopal form of government by containing clauses which provide substantially the language contained in the Exemplar Bylaws of the Diocese of Western Anglicans.

If the congregation or church plant is attached to another diocese of the Province, it may be received into this Diocese only with the consent of the executive leadership and the bishop of the diocese to which it is attached.

Once the Bishop and a Deanery asserts that a church plant has met the criteria for sustainability and is functioning in a fully operational manner, the Church Plant can request status change as a Congregation with the approval of the Bishop and a simple majority vote of the Executive Committee.

The Executive Committee may, by two-thirds vote, end the membership of any congregation. Notice of the intent to end membership of a congregation must be provided by the Bishop with the concurrence of the Executive Committee to the rector, priest in charge, or senior warden of that congregation at least 60 days prior to the vote by the Executive Committee. The Secretary/Clerk of the Diocese shall notify the Congregation within one week of such a decision.

When a congregation desires to dissolve, it shall inform the Bishop at the earliest opportunity. The Congregation shall provide to the Bishop a financial report within ten days which states the assets of the corporation and its liabilities, and a plan to provide for all liabilities. Within 30 days of the final service, the congregation shall initiate dissolution of the corporation, subject to any alternative approved by the Executive Committee of the Diocese, and shall turn over to the Bishop the records of the congregation, including but shall not be limited to:

- a. Congregation membership roll;
- b. Records of services;
- c. Attendance records;
- d. Baptismal records;
- e. Confirmation and Reception records;
- f. Matrimonial records;

- g. Burial records;
- h. Vestry minutes;
- i. All financial records

If the congregation or church plant is attached to another diocese of the Province, it may be received into this Diocese only with the consent of the executive leadership and the bishop of the diocese to which it is attached.

Once the Bishop and a Deanery asserts that a church plant has met the criteria for sustainability and is operating in a fully independent manner, the Church Plant can request status change as a Congregation with the approval of the Bishop and a simple majority vote of the Executive Committee.

### **Section 2.03 Congregational Structure**

**Powers and Duties of the Rector.** The Rector shall be the President of the Corporation Board and the Chief Executive of the Congregation and shall supervise, direct, and control the church's activities and affairs, and supervise employees and volunteers. The Rector shall have responsibility for the spiritual oversight of the Vestry and the Congregation. The Rector shall preside at all members' meetings and all Vestry meetings. The Rector shall have such additional powers and duties as the Vestry may delegate.

**Authority of Members** – The members of the Congregation shall have the right to vote on the election of members to the Vestry.

**Powers and Duties of the Vestry.** The activities, business and affairs of the church shall be managed and conducted and all corporate powers shall be exercised by or under the direction of the Vestry, inclusive of the Rector. The Vestry may delegate the management of the activities of the church to any person or persons provided that the activities and affairs of the church shall be managed and all corporate powers shall be exercised under the ultimate direction of the Vestry.

The duties of the Vestry include but are not limited to: (1) managing the activities and conducting the affairs of the church in accordance with these bylaws and all other applicable laws; (2) preparing, approving and maintaining an annual operating budget; (3) approving significant non-budgeted expenses; (4) approving church planning initiatives and related commitments; (5) entering into and maintaining employment contracts, where specified herein; (6) borrowing money and incurring indebtedness on the church's behalf, and causing to be executed and delivered for the church's purposes, in the church's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities; (7) adopting, amending, or repealing the Articles of Incorporation. The Vestry shall have responsibility for all temporal matters of the Congregation, while the Rector shall have responsibility for all spiritual matters.

**Vestry Members.** The Vestry shall consist of [number] elected directors serving staggered three-year terms of as nearly equal size as possible. The Rector shall serve as an ex officio director. The Senior Warden, if not an elected director, shall also serve as an ex officio director. Only a member in good standing may qualify as a director. Ex officio directors are subject to no term limits, and shall be members of the Vestry as long as they hold the office entitling them to membership in the Vestry.

**Section 2.04 Annual Meeting, Other Meetings** –The Annual Meeting of the Diocese shall occur on a Friday or a Saturday between August 1 and November 15 of each year. The Registrar shall provide the date and county for meetings of the House of Delegates to each Member Congregation and Delegate, no later than 60 days before the date of the Annual Meeting. The Registrar shall provide the

address and the start time of such meetings no later than 14 days prior to the noticed meeting date.

Other meetings of the House of Delegates may be held upon notice by the Registrar. The Registrar shall provide the date and county of the other meetings in writing to each Member Congregation and Delegate, no later than sixty (60) days before the date of such meetings. The Registrar shall provide the address and the start time of such meetings no later than 14 days prior to the noticed meeting date.

**Section 2.05 *The House of Delegates*** – The Member Congregations shall send clergy and lay Delegates to the Annual Meeting and other meetings of the House of Delegates. The Delegates comprise the House of Delegates and will meet not less than once per year as provided in Article II, Section 2.03.

**Section 2.06 *Clergy Delegates*** – The clergy Delegates shall consist of all ordained clergy of this Diocese who have been employed for at least eight hours of work each week for a Member Congregation or Church Plant during the three months preceding the Annual Meeting or who, though not so employed, regularly assist such Member Congregation or Church Plant as a member thereof.

**Section 2.07 *Lay Delegates*** The lay Delegates shall be elected by the vestries of the Member Congregations and Church Plants. The number of lay Delegates that may be sent by a Member Congregation or Church Plant to the House of Delegates shall be based on an attendance determination as of ninety (90) days before the annual meeting. Each Delegate elected shall serve in that capacity for all meetings of the House of Delegates up to, but not including, the following Annual Meeting. Members may elect alternate Delegates who may participate in the House of Delegates when elected Delegates are unavailable. Each Member Congregation shall elect the number of lay Delegates corresponding with the following:

For Member Congregations or Church Plants with weekly attendance between 25 and 60, one (1) lay Delegate may be elected.

For Member Congregations or Church Plants with weekly attendance between 60 and 120, two (2) lay Delegates may be elected.

For Member Congregations with weekly attendance between 120 and 240, four (4) lay Delegates may be elected.

For Member Congregations with weekly attendance between 240 and 480, six (6) lay Delegates may be elected.

For Member Congregations with weekly attendance of more than 480, seven (7) lay Delegates may be elected.

**Section 2.08 *Rights of Delegates*** – Delegates to the House of Delegates shall have the right to vote, as set forth in these Bylaws or in the Canons of the Diocese, in the election of the Executive Committee, on other matters as provided in these By-laws, on the disposition of all or substantially all of the Corporation's assets, on any merger including its principal terms and any amendment of such terms, and on any election to dissolve the corporation.

**Section 2.09 *Unicameral Voting*** – Voting in the House of Delegates shall always be unicameral, with both clergy and lay members voting on all matters to be voted upon.

**Section 2.10 Matters Submitted by the Executive Committee** – The Executive Committee may submit matters of important policy to the House of Delegates for approval. The role of the House of Delegates in such cases is limited to voting up or down on whether to affirm the Executive Committee's proposal or ratify an action taken. Matters not affirmed or ratified by the House of Delegates are deemed returned to the Executive Committee for further study.

**Section 2.11 Seating Alternates of Lay Executive Committee Members** – When a lay member of the House of Delegates is elected to the Executive Committee his or her alternate shall be seated as a full member of the House of Delegates. Thereafter the lay Executive Committee member shall be *ex-officio* a member of the House of Delegates.

**Section 2.12 At-Large Members of the House of Delegates** –

(a) The Bishop, with the approval of the Executive Committee, may appoint up to as many as four (4) at-large members of the House of Delegates to serve for one (1) years terms. At-large members may be clergy or laity and shall have the same rights, privileges and limitations as other Delegates, except that at-large members may not be elected to the Executive Committee.

**Section 2.13 Creation of Geographical Regions within the Diocese-** The Bishop, with approval of the Executive Committee, is free to identify and establish geographical regions within the Diocese, under the guidance and direction of a Dean appointed by the Bishop, consisting of local Member Congregations and Church Plants. These regions shall focus on: developing greater opportunities for localized ministries, collaborating on regional missional activities, stimulating growth within the region through church planting, and intensifying ministry development all for the intended purpose of growing and expanding the Kingdom of God.

## ARTICLE III

### The Board of Directors

**Section 3.01 Powers of the Board of Directors / Executive Committee** – The Executive Committee of the House of Delegates shall be the Board of Directors of the Corporation. The terms Executive Committee and Board of Directors are synonymous in the Diocesan Canons. Subject to any limitations in the articles of incorporation or bylaws of the Corporation, the activities and affairs of the Corporation are to be conducted and all corporate powers shall be exercised by or under direction of the Executive Committee.

The Executive Committee shall take care that no provision of the articles of incorporation or bylaws of the Corporation shall conflict with the Constitution or Canons, and any conflict shall be resolved in favor of the Constitution and Canons.

The Executive Committee functions as the Diocesan Standing Committee required by the canons of the Church, being a “committee of counsel to the bishop.”

**Section 3.02 Number of Directors Including the Bishop and President** – The number of Directors of the Corporation shall be fourteen (14). The Bishop and the President shall be *ex-officio* Directors of this Corporation. Six (6) of the Directors shall be elected from the ranks of ordained clergy employed by the member congregations. Six (6) of the Directors shall be elected from the ranks of lay members of the House of Delegates.

**Section 3.03 Election and Term of Office of Directors other than the Bishop and President –**

Directors (other than the Bishop and the President, whose terms of office shall be coterminous with their service as such) shall be elected at each annual meeting of the House of Delegates. These directors shall take office on December 1 following the Annual Meeting. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected.

Directors shall be elected for three-year staggered terms, with no less than one Director elected for a full term at the first regular meeting of the Board of each calendar year. All members of the House of Delegates, whether clergy or laity, shall be entitled to vote for the election of both clergy and lay Directors.

In the election of clergy Directors, delegates shall cast a number of ballots equal to the number of vacancies among clergy members. The candidates receiving the most votes shall be deemed elected. To the extent that there is more than one vacancy, the candidate receiving the second highest number of votes shall be deemed elected, as well as the additional candidates receiving the next highest number of votes as necessary to fill all open clergy Director positions.

In the election of lay Directors, delegates shall cast a number of ballots equal to the number of vacancies among lay Directors. The candidates receiving the most votes shall be deemed elected. To the extent that there is more than one vacancy, the candidate receiving the second highest number of votes shall be deemed elected, as well as the additional candidates receiving the next highest number of votes as necessary to fill all open lay Director positions.

Directors may not be re-elected until one (1) year has passed between the conclusion of their term of service and the commencement of such new term, unless they have served for the completion of a predecessor's term of 24 months or less.

**Section 3.04 Resignation and Vacancies** – Any Director may resign effective upon giving written notice to the Chief Executive Officer, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation; provided, however, that no Director may resign except upon notice to the Attorney General where the Corporation would then be left without a duly elected Director or Directors in charge of its affairs. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

A vacancy in the Board of Directors shall be deemed to exist upon the resignation, removal or death of a Director or if the authorized number of Directors is increased. The Board may declare vacant the office of a Director who fails to attend three (3) of any five (5) consecutive meetings of the Board, or who has been declared of unsound mind by a final court order, or who has been convicted of a felony, or who has been found by a final order or judgment of any court to have breached any duty arising under the California Corporation Law. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

Vacancies on the Board of Directors may be filled by a majority of the remaining Directors, or if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a properly noticed meeting, or (3) a sole remaining Director. A Director so elected shall hold office for the unexpired term of the Director he or she was elected to replace and until his or her successor has been elected and qualified.

**Section 3.05 Place of Meetings** – Meetings of the Board of Directors shall be held at any place within or without the State of California which has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, at the principal office of the Corporation.

**Section 3.06 *Regular Meetings*** – Regular meetings of the Board of Directors shall be held approximately monthly at such places and on such dates as the Board shall determine.

**Section 3.07 *Special Meetings*** – Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the, Chief Executive Officer, the President, any Vice President, the Secretary, or any two Directors.

Special meetings of the Board shall be held upon four days notice by first-class mail or forty-eight hours notice given personally, by telephone or e-mail. Any such notice shall be addressed or delivered to each Director at such Director's address as it is shown upon the records of the Corporation or as may have been given to the Corporation by the Director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient.

Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient. A notice need not specify the purpose of any special meeting of the Board.

**Section 3.08 *Quorum and Action of the Board*** – A majority of Directors and/or Delegates in office constitutes a quorum of the Board and/or House of Delegates for the transaction of business, except for purposes of adjournment as provided in Section 3.11 of these Bylaws.

Unless a greater number is required by law, the Articles of Incorporation or these Bylaws, every action taken or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board; provided, however, that a meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

**Section 3.09 *Participation in Meetings by Conference Telephone*** – Members of the Board of Directors may participate in a meeting through the use of conference telephone or *other electronic* communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this Section 3.09 constitutes presence in person at such meeting.

**Section 3.10 *Waiver of Notice*** – Notice of a meeting need not be given to any Director who signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

**Section 3.11 *Adjournment*** – A majority of the Directors or Delegates present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors or Delegates who were not present at the time of the adjournment.



**Section 3.12 *Action Without Meeting*** – Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action; provided, however, that the preceding provision shall not include the consent of any Director who has a material financial interest in a transaction to which the Corporation is a party and who is an "interested Director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as the unanimous vote of such Directors.

**Section 3.13 *Committees*** – The Executive Committee may delegate management of activities of the Diocese to any person or persons, or committee or committees however composed; provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Executive Committee. However, the Executive Committee may not delegate any of the following responsibilities:

1. Approval of any matter requiring Board of Directors approval;
2. Filling a vacancy on the Board of Directors or on any Diocesan Committee;
3. Fixing the compensation of any Officer or Director or a member of any committee;
4. Amendment or repeal of bylaws or the adoption of new bylaws;
5. Amendment or repeal of any resolution of the Board of Directors;
6. Appointment of committees of the Board of Directors or the members thereof; or
7. Approval of a self-dealing transaction as defined in the California Nonprofit Religious Corporation Law.

Subject to the foregoing limitations, the Executive Committee may create Diocesan Committees and Diocesan Task Groups. A Committee or Task Group must be established by resolution of the Executive Committee containing inter alia the Committee's or Task Group's job description, its initial Chairperson, its members, and an Executive Committee Monitor. The Chairperson and members of any Committee or Task Group, and their replacements, shall be elected by resolution of the Executive Committee in order to establish accountability to the Executive Committee and the Bishop. Every Committee or Task Group shall have an Executive Committee Monitor, being one member of the Executive Committee who is both the Committee's or Task Group's liaison and responsible to the Executive Committee for oversight of the Committee or Task Group.

The Executive Committee may modify, terminate or add Diocesan Committees or Task Groups at any time.

## **ARTICLE IV**

### **Officers**

**Section 4.01 *Officers*** – The officers of the Corporation shall be a Chief Executive Officer, (who shall be the Bishop, with the title of CEO and Co-Chairman of the Board), a President (who shall be a lay person, with the title of President and Co-Chairman), a Secretary, a Registrar, and a Treasurer (whose title shall be Chief Financial Officer). At the discretion of the Board of Directors, the Corporation may have one or more Vice Presidents and one or more Assistant Vice Presidents, Assistant Secretaries, Assistant Registrars, or Assistant Treasurers. There shall be a Chancellery

consisting of a Vice President, whose title shall be Chancellor, and one or more Assistant Vice Presidents with the title of Vice Chancellor. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as either the President or the Chief Executive Officer. The officers need not be selected from among the members of the House of Delegates.

**Section 4.02 Election** – The officers of the Corporation (except the Bishop, who shall serve *ex-officio* as Chief Executive Officer and Co-Chairman of the Board and the President who shall be nominated by the Bishop and elected by two-thirds vote of the Executive Committee) shall be chosen by and serve at the pleasure of the Board of Directors, and shall hold their respective offices until their resignation, removal, or other disqualification from service, and until their respective successors are elected and qualified.

**Section 4.03 Removal and Resignation** – The Board of Directors may remove any officer with or without cause at any time. Any officer may resign at any time by giving written notice to the Chairman, the President or the Secretary.

**Section 4.04 Vacancies** – A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis or other periodic basis.

**Section 4.05 Secretary** – The Secretary (whose title shall be Secretary) shall keep or cause to be kept, at the principal office of the Corporation or such other place as the Board of Directors may order, a book of minutes of all meetings of the Board and its committees. The minutes shall include the time and place of meetings, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the Corporation's Articles of Incorporation and Bylaws as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board required by law or by these Bylaws to be given, shall keep the seal of the Corporation (if applicable) in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

**Section 4.06 Registrar** – The Registrar (a Vice President whose title shall be “Registrar”), and any Assistant Vice Presidents who shall be “Assistant Registrars” to assist the Registrar, shall be responsible for maintaining the Registry of the Diocese, which is an electronic compilation and directory of information about the Diocese and its Member Congregations and Church Plants with necessary contact information for the Diocese, House of Delegates, Executive Committee, Diocesan Committees, Task Groups, and Member Congregations *and Church Plants*. Such roster and database shall be made available to all members of the House of Delegates by appropriate electronic or other means.

**Section 4.07 Chief Financial Officer** – The Chief Financial Officer (whose title shall be Treasurer) shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the properties and business transactions of the Corporation. The books of account shall be open at all reasonable times to inspection by any Director. The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Chief Financial Officer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President and the

Directors, whenever requested an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

**Section 4.08 *President*** – The President of the Diocese, whose title is President and Co-Chairman, is also the Co-Chairman of the Board. The President shall be a lay parishioner of a Member Congregation of the Diocese who has demonstrated previous servant leadership ability as a vestry member, Diocesan Committee member or member/officer of the Executive Committee.

The President's term of office shall be a minimum of two years, renewable for subsequent two year terms by mutual agreement of both the Bishop and the President, up to a maximum of six years. Each new term is subject to a two-thirds approval vote of the Executive Committee conducted prior to the start of the new term of office.

The principal duties and responsibilities of the President shall include the following:

1. Serve God and His Church and all of the members of the Diocese in humility as a servant leader as modeled by our Lord and Savior Jesus Christ;
2. Represent the Diocese as a delegate to the Provincial Council of the Anglican Church of North America;
3. Co-chair and facilitate with the Bishop the Executive Committee Meetings and House of Delegate Meetings and/or chair and facilitate these meetings in the Bishop's absence;
4. Manage the voting process on any matter presented to the Executive Committee requiring approval, in accordance with protocols established in the Diocesan Constitution and Canons;
5. Provide direct oversight of Diocesan temporal activities and affairs related to administration, finance, regulatory and legal matters affecting the overall management of the Corporation;
6. Oversee the election of new members to the Executive Committee in concert with the registrar;
7. Together with the Bishop, provide oversight of the activities of Diocesan Committees;
8. Together with the Bishop, develop the meeting agendas for all Executive Committee Meetings and House of Delegate Meetings;
9. Co-chair with the Bishop and one other member of the Executive Committee the Diocesan Membership Subcommittee;
10. Co-chair with the Bishop the Diocesan Strategic Planning Committee;
11. Co-chair with the Treasurer the Diocesan Finance Committee and work with the Committee to prepare the Diocesan annual budget;
12. Prepare for review and approval by the Executive Committee all resolutions calling for repeal, amendment and/or revision of the Diocesan Constitution and Canons and/or By-laws;
13. Any other duties and responsibilities not specifically mentioned here that may be assigned or requested by the Bishop or majority vote of the Executive Committee.

## ARTICLE V

### Indemnification, Insurance and Directors' and Others' Liability

#### **Section 5.01 Definitions – For purposes of this Article V terms as defined as follows:**

*Agent* means any person who is or was a Director, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation.

*Expenses* includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Sections 5.04 or 5.05(b) hereof.

*Proceeding* means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative.

**Section 5.02 Indemnification in Actions by Third Parties** – Subject to the limitations of this Section 5.02, the Corporation shall have power to indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding, if such person (a) acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and (b) in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful.

The termination of any proceeding by judgment, order, settlement or conviction (or upon a plea of nolo contendere or its equivalent) shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Notwithstanding the foregoing provisions of this Section 5.02, the Corporation shall not have the power to indemnify any person in the following actions: (a) an action by or in the right of the Corporation to procure a judgment in its favor; (b) an action brought under California Nonprofit Corporation Law, or (c) an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust, unless (d) the person acted in good faith, in a manner such person believed to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances; and, provided, however, that (e) the Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Corporation, or brought under California Nonprofit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred (f) in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, but only unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of

the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine, or (g) of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or (h) of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

**Section 5.03 *Indemnification Against Expenses*** – To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Sections 5.02 hereof or in defense of any claim, issue, or matter in such proceeding, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

**Section 5.04 *Required Determinations*** – Except as provided in Section 5.04 hereof, any indemnification under this Article V shall be made by the Corporation, only if authorized in the specific case and upon a determination (a) by a majority vote of a quorum consisting of Directors who are not parties to such proceeding that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in this Article V, or (b) by the court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the Corporation.

**Section 5.05 *Advance of Expenses*** – Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article V.

**Section 5.06 *Insurance*** – The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Section 5.06; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of § 5238 of the California Corporations Code (or any successor provision thereto).

**Section 5.07 *Personal Liability of Volunteer Directors or Officers*** – To the fullest extent permitted by California Law, as now in effect or hereafter amended, there shall be no personal liability to a third party for monetary damages on the part of a volunteer Director or volunteer officer of this Corporation, caused by the Director's or officer's negligent act or omission in the performance of that person's duties as a Director or officer; provided, however, that the act or omission was (a) within the scope of the Director's or officer's duties, was performed in good faith, and was not reckless, wanton, intentional, or grossly negligent, and (b) that either the damages are covered by liability insurance or the Director or officer or the Board of Directors had made all reasonable efforts in good faith to obtain available liability insurance.

***Section 5.08 Impermissible Indemnification***

(a) No provision made by the Corporation to indemnify its Directors, officers and agents for the defense of any proceeding shall be valid unless consistent with this Article V.

(b) Except as provided in Sections 5.04 hereof, no indemnification or advance shall be made under this Article V in any circumstances where it would be inconsistent with (i) any provision of the Articles of Incorporation, the Bylaws or the Constitution and Canons; (ii) any agreement in effect at

the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which agreement prohibits or otherwise limits indemnification, or (iii) any condition expressly imposed in a court approved settlement.

(c) The Corporation may not indemnify, reimburse or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as amended (the "Code"). Nor, if at any time the Corporation is deemed to be a private foundation within the meaning of Code Section 509, during such time, shall any payment be made under this Canon if such payment would constitute an act of self-dealing or a taxable expenditure as defined in Code sections 4941(d) or 4945(d).

**Section 5.09 Other Indemnification** – Nothing contained herein shall affect any right to indemnification to which persons other than such Directors, officers and agents may be entitled by contract or otherwise.

**Section 5.10 Inapplicability to Fiduciaries of Employee Benefit Plans** – This Article V does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Corporation as defined in Section 5.01 hereof. However, the Corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of § 207 of the California General Corporation Law.

**Section 5.11 Savings Clause** – Should any part of this Article V be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall be unimpaired.

## ARTICLE VI

### Miscellaneous

**Section 6.01 Ownership of Property** – All real and personal property owned by a Member Congregation now and in the future is and shall be solely and exclusively owned by that Member Congregation and shall not be subject to any trust interest in favor of this Diocese or any other claim of ownership arising out of the Bylaws of this Diocese or otherwise.

**Section 6.02 Conflict with Constitution or Canons** – In case of any conflict of these Bylaws with the Constitution or Canons of this Diocese or with the Constitution or Canons of the Anglican Church in North America, the latter shall take precedence.

**Section 6.03 Fiscal Year** – The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

**Section 6.04 Corporate Seal** – The corporate seal shall be circular in form, shall have the name of the Corporation inscribed thereon, and shall contain the words "Corporate Seal" and "California" and the year the Corporation was formed in the center, or shall be in such form as may be approved from time to time by the Board of Directors.

**Section 6.05 Checks, Notes and Contracts.** The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into

contracts; or to execute and deliver other documents and instruments.

**Section 6.06 *Amendment of Articles of Incorporation and Bylaws*** – The Articles of Incorporation and Bylaws of the Corporation may be adopted, amended or repealed in whole or in part by majority vote of the Directors then in office.

**CERTIFICATE OF SECRETARY**

I, Caren Spilsbury, certify that I am the duly elected, qualified and acting Secretary of The Diocese of Western Anglicans, a Californian Religious Nonprofit Corporation, and that the foregoing Bylaws were adopted on May 13, 2017 by the Board of Directors of the Corporation.

Dated: \_\_\_\_\_

\_\_\_\_\_

Caren Spilsbury, Secretary