

BY LAWS OF THE CHURCH OF ST. MARY THE VIRGIN (EPISCOPAL), INC.
ELK GROVE, CALIFORNIA
A NON-PROFIT CALIFORNIA CORPORATION
Revised January 29, 2017

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ARTICLE I

Corporate Powers

1.0 General. These Bylaws are the bylaws of the Church of St. Mary the Virgin (Episcopal) an ecclesiastical body, and also the bylaws of The Rector, Wardens, and Vestry of the Church of St. Mary the Virgin (Episcopal), Inc. a California nonprofit religious Corporation.

1.1 Authority. As bylaws of the Church of St. Mary the Virgin (Episcopal), an ecclesiastical body, these Bylaws are adopted under the authority of the Constitution and Canons of The Episcopal Church and of The Episcopal Church in the Diocese of Northern California. As bylaws of The Rector, Wardens, and Vestry of the Church of St. Mary the Virgin (Episcopal), Inc., a California nonprofit religious corporation, the Bylaws are adopted under the authority of the Constitution and Canons of The Episcopal Church and of The Episcopal Church in the Diocese of Northern California, and the Nonprofit Religious Corporation Law of the State of California. (Constitution of the Episcopal Church in the Diocese of Northern California (Con.) [Art.] II)

1.3 Purpose, Ecclesiastical Body. The purpose of the Church of St. Mary the Virgin (Episcopal), an ecclesiastical body, is to be an ecclesiastical body organized as a parish according to the provisions of the Constitution and Canons of The Episcopal Church and of The Episcopal Church in the Diocese of Northern California governed by the Constitution, Canons, Doctrine, Discipline, and Worship of The Episcopal Church and the Constitution and Canons of its Episcopal church in the Diocese of Northern California, recognizing that the Parish is an integral part of The Episcopal Church and the Episcopal Church in the Diocese of Northern California. (Con. XV)

1.4 Purpose, Corporation. The purpose of the Rector, Wardens, and Vestry of the Church of St. Mary the Virgin (Episcopal), a California nonprofit religious corporation, is to serve as a

convenience to assist in the conduct of the temporalities of an ecclesiastical body, the Parish, with the object and function of holding title to the property, with the power to manage and control the same in accordance with the interest of spiritual ends of the church, recognizing that the Parish is an integral part of The Episcopal Church and the Episcopal Church in the Diocese of Northern California, to be governed by the Constitution, Canons, Doctrine, Discipline, and Worship of The Episcopal Church and the Constitution and Canons of its Episcopal Church in the Diocese of Northern California.

1.5 Power, Ecclesiastical Body and Corporation.

1.5.1 General. This ecclesiastical body and this corporation, having been organized to further the aims and objectives of the Christian religion as expressly practiced by the Episcopal Church and the Episcopal Church in the Diocese of Northern California shall be subject to, conform to, and abide by the Constitution and Canons thereof as they exist now and are amended in the future. Any action taken or bylaw adopted by this ecclesiastical body and this corporation is void to the extent that is inconsistent with or in violation of these Constitutions and Canons.

1.5.2 Property, Trust. All real and personal property held by or for the benefit of this ecclesiastical body or this corporation is irrevocably held in trust for The Episcopal Church, the Episcopal Church in the Diocese of Northern California, and this Parish; however, the existence of this trust shall in no way limit the power and authority of this corporation otherwise existing over such property so long as this corporation and the Parish to which it is subordinate remain a part of, and subject to, the Episcopal Church in the United States of America and its Constitution and Canons. (Canon of the Episcopal Church in the United States of America (Nat. Can.) I.7.4)

1.5.3 Property, Encumbrance, Alienation. This ecclesiastical body and this corporation shall not encumber or alienate any real property it is authorized by Civil or Canon law to hold, manage, or administer or any part thereof without the written consent of the Bishop and Standing Committee of the Diocese, except under such regulations as may be prescribed by Canon of the Diocese. (Nat. Cans. I.7.3, II.6.2)

1.6 Power, Corporation. Corporate powers, business and property of the Rector, Wardens and Vestry of the Church of St. Mary the Virgin (Episcopal), being a nonprofit California corporation, shall be exercised, conducted and controlled by the Rector, Wardens, and Vestry, who collectively shall be deemed to be the Board of Directors for all purposes under the laws of the State of California. (Canons of the Episcopal Church in the Diocese of Northern California (Cans.) 33.1,33.1.1)

ARTICLE II

Corporate Officers

2.0 The following five official positions are established with this corporation.

- a. Rector
- b. Senior Warden
- c. Junior Warden
- d. Clerk
- e. Treasurer

2.1 For all corporate purposes under the laws of the State of California, the Rector, or clergy person in charge, shall be the Presiding Officer; the Senior Warden shall be the first vice-president,

the Junior Warden shall be the second vice-president; the Clerk shall be the secretary; and the Treasurer shall be treasurer of this corporation.

- 2.2** All officers of the corporation shall be at least 18 years of age and, excepting the Rector, shall not be an employee of the Parish, spouses, or living in the same household.
- 2.3** The Presiding Officer shall be considered synonymous with the term president as defined in the Corporate Code of the State of California.

ARTICLE III

Abrogation of By-laws

- 3.0** The provisions of these By-Laws shall be ineffective when they conflict with the Constitution and Canons of the Episcopal Church and/or the Constitution and Canons of the Episcopal Church in the Diocese of Northern California or the laws of the State of California governing corporations.

ARTICLE IV

Membership

- 4.0.** The admission, election, appointment, withdrawal, suspension and expulsion of members of this parish shall be governed and controlled by the Constitution and Canons of the Episcopal Church, and by the Constitution and Canons of the Episcopal Church in the Diocese of Northern California.

4.1 Definitions of membership

4.11 Member means any person who has received the Sacrament of Holy Baptism with water in the name of the Father, the Son, and the Holy Spirit and whose baptism has been duly recorded in the parish register and any person confirmed or received in the Church whose confirmation, reception, or transfer is duly recorded in the parish register.

4.12 Adult means a person 16 years of age or older.

4.13 Communicant means a baptized member who has received Holy Communion in this parish at least three times during the preceding year.

4.14 Communicant in Good Standing means a communicant who for the previous year has been faithful in corporate worship, unless for good cause prevented, and has been faithful in working, praying, and giving for the spread of the Kingdom of God.

4.15 Voting member means a member who is an adult communicant in good standing, on the records of the Parish for six months, who has received communion in the Parish during the year preceding, and who is a Giver of record and shall have been for six months entered or entitled to be entered upon the books of the Treasurer of the Parish.

ARTICLE V

Parish Meetings

5.0 A meeting of the Parish shall be held annually for the election of members of the Vestry, for the reception of the budget and reports, for election of lay delegates and alternates to the Diocesan Convention, and for the transaction of other business which may legally and canonically come before the meeting.

5.1 A special meeting of the Parish may be held at any time on the call of the Rector with the consent of the Vestry or on call of the Vestry when the office of Rector is vacant, provided that notice shall be given during all services held on the two Sundays preceding such special meeting. That notice shall set forth the business which it is proposed to transact at such a meeting and no other business shall be in order.

5.2 The annual meeting of the Parish shall be held on the Sunday immediately preceding the Super Bowl unless the Vestry determines that date to be unacceptable and then the annual meeting of the Parish shall be held on some convenient date and time between the first day of January and the last day of February in each year.

5.21 The Vestry shall determine the time and location of the meeting.

5.3 Notice of each annual Parish meeting shall be given during all services held on the two Sundays preceding such Parish meeting; and on the Sunday following the election of the Vestry members, the names of the Vestry members shall likewise be announced.

5.4 Qualified Voters shall be those persons at least 16 years of age who, at the time of such meeting, shall be communicants on the records of the Parish for six months, who have received communion in the Parish during the year preceding, and who are Givers of record and shall have been for six months entered or entitled to be entered upon the books of the Treasurer of the Parish.

5.5 Elections

5.51 Election of Vestry members shall be by written ballot.

5.52 Three tellers shall be appointed. One by the presiding officer, one teller by the members of the Vestry present, and the third shall be selected by these two. The tellers shall receive and count the ballots and notify the presiding officer of the results thereof.

5.53 The presiding officer shall act as inspector of election and certify who are elected to Vestry.

5.54 At the election of the Vestry, the polls shall be kept open for the space of one hour at least. Upon demand of any three electors the polls shall be kept open for two hours.

5.55 No person shall be permitted to vote by absentee or proxy ballot.

5.56 At any meeting of the Parish, those present shall constitute a quorum for the transaction of business.

5.57 The Lay Delegates and Alternate Delegates to the annual Diocesan Convention shall be elected at the Annual Meeting. The Delegates and Alternates shall be elected from those members qualified to vote. It is the duty of Delegates so elected to attend that meeting of the Convention to which they are elected or appointed and their acts shall be binding upon the Parish. In the event Delegates are unable to serve, the Rector or Vicar shall fill the vacancy first from the Alternates and if the Alternates are unable to serve, from adult communicants in good standing in the Parish.

- 5.6** The Rector shall preside at all Parish meetings, provided, however, in the absence of a Rector the Wardens, according to seniority by title, shall preside.
- 5.7** The Clerk of the Vestry shall be the Clerk of the Parish and shall discharge the duties of that office at any meeting of the Parish but in the case of the clerk's absence or disability, the voters shall elect a clerk to serve for that meeting.
- 5.8** Meetings to Consider Certain Amendments. A Parish Meeting shall consider no amendment, modification, or repeal of Article Three, of Article Six, or of Article Eight of the Articles of Incorporation of this Corporation or of Bylaws Article I, Article IV 4.0, Article V 5.8, Article VI 6.9, Article VII 7.7, 7.8, 7.9, and Article XI unless thirty days prior written notice setting forth the language proposed for adoption and of date, time, and place of the meeting is served personally on the Bishop of the Episcopal Church in the Diocese of Northern California or by United States Mail, postage prepaid, addressed to the then current address of the Diocesan office.

ARTICLE VI

The Vestry

6.0. Vestry Membership.

6.01 The vestry shall consist of no fewer than SEVEN members, plus the Rector, provided that notice of any proposed change of an existing number shall be duly given at least sixty days previously by the person officiating at a regular Sunday Service.

6.02 Members of the Vestry shall be qualified voting members (see section 4.15).

6.03 They shall not be under suspension as Communicants; but no suspended communicant who shall have appealed to the Bishop to remove such suspension shall be disqualified, either as a member of Vestry or as an elector, until the Bishop has passed upon such an appeal and sustained the suspension.

6.04 All members of the Vestry, except the Rector, shall be Laypersons.

6.05 To avoid all questions of Conflict of Interest, members of the Vestry shall not be employees of the Parish. Members of the Vestry shall not be spouses, or persons living in the same household or immediate family.

6.06 Spouses or persons living in the same household or immediate family shall not be signers on individual accounts or money handling teams.

6.1 Vestry Election.

6.11 The Vestry shall be elected by secret, written ballot.

6.12 Each elected member of the Vestry shall serve a term of three (3) years commencing the day following the annual meeting at which the member was elected.

6.13 The terms shall be staggered so that approximately one-third (1/3) of the Vestry shall be elected each year.

6.14 Any qualified Parish member appointed to serve a vacancy of an elected Vestry member, shall serve only until the next annual meeting. They shall be eligible to run for a three year term.

6.15 The openings shall be filled by decision of the new Vestry at the Vestry meeting immediately following the Annual Meeting or at the first regular meeting of the Vestry after the Annual Meeting. If the Vestry cannot agree about who will fill which term, the Rector and Wardens will assign the newly elected Vestry members to their terms.

6.16 No term shall exceed three years and there must be a lapse of at least one year following three years service on a Vestry. A person is not eligible to be appointed to fill a vacancy during this one year.

6.2. Vestry Officers.

6.21 The Rector or Priest who is in charge, or in the case of their absence, the Clerk, shall call a meeting of the Vestry as soon as possible after the election.

6.22 At this meeting, the Rector shall appoint one member of the Vestry to be Senior Warden. When a Parish is without a Rector, the Senior Warden shall be elected by the Vestry from one of their number.

6.23 The Vestry shall elect another of their number to be Junior Warden.

6.24 The Wardens shall serve until the next Annual meeting of the Parish.

6.25 Both Wardens must be Qualified Voters of the Parish.

6.26 The Vestry shall also elect a Clerk and a Treasurer. The Clerk and the Treasurer shall by virtue of their election become Clerk and Treasurer, respectively, of the Parish Corporation. They may or may not be members of the Vestry and shall continue in office until their successors are elected.

6.3 Vestry Meetings.

6.31 Regular, stated, meetings of the Vestry shall be held at such times and places as may be determined by the Vestry.

6.32 Vestry meetings shall be open to all members of the congregation except when the Vestry adjourns to executive session.

6.33 No meeting of the Vestry shall be valid unless either the Rector or one of the Wardens shall be present.

6.34 Any action of the Vestry may be taken without a meeting if the Rector and all members of the Vestry consent in writing (or e-mail) to the adoption of a resolution authorizing the action. These resolution and written consents shall be filed with the minutes of the Vestry.

6.35 A majority of the current membership of the Board shall constitute a quorum, all having been given due notice thereof.

6.36 The Rector shall preside at all Vestry meetings except that the Rector may appoint the Senior Warden as the presiding officer, provided however, in the case of a Parish without a Rector, or when the Rector is absent from the Diocese, the Senior Warden shall preside.

6.37 Special meetings may be called at any time by the Rector, or both Wardens, or by any three Vestry members, provided the clergy person is present, by giving three days notice to each member of the Vestry.

6.38 In the event of an emergency, a special emergency meeting may be called by a majority of a quorum of the then existing number of Vestry members (whose determination as to the existence of an emergency shall be conclusive on all parties) and said meeting may be held with only one hour's oral notice.

6.4 Absences.

6.41 Members of the Vestry who will be absent from a meeting must notify the Clerk of the Vestry in advance of the meeting.

6.42 Vestry members who are absent for any three regularly scheduled Vestry meetings in one Vestry year will have automatically vacated their seat on the Vestry, unless a majority of those present at the third meeting missed agree that the absent Vestry member shall continue to serve.

6.43 Vestry members who are absent for any four regularly scheduled Vestry meetings in one Vestry year, will have automatically vacated their seat on the Vestry.

6.5 Vestry Vacancies.

6.51 When a member of the Vestry resigns, dies or is lost for any other reason, the Vestry shall appoint a qualified member of the Parish to fill the remaining term of the vacant position until the next annual meeting of the Parish.

6.52 This appointment will not make a person ineligible to run for election at the next annual meeting.

6.6 Voting.

6.61 The Rector and all elected or appointed members of the Vestry shall have voice and vote.

6.62 The Treasurer and/or Clerk, if not elected Vestry members, shall have voice but not vote.

6.63 The Presiding officer of the Vestry shall not have a vote, if by doing so, it would cause a tie.

6.7 Vestry Responsibility.

6.71 Members of the Vestry and officers of the corporation shall discharge the duties of their respective positions in good faith and with that degree of diligence, care and skill that ordinary prudent persons would exercise under similar circumstances in like positions.

6.72 In discharging their duties the members of the Vestry and officers of the corporation, when acting in good faith, may rely upon financial statements of the corporation represented to them to be correct by the treasurer or other officer of the corporation having charge of its books of accounts, or stated in a written report by an independent public or certified public accountant.

6.71 The Vestry, at each annual meeting of the Parish, shall make a full, written report of the condition of the Parish, in all aspects.

6.73 The Vestry shall also make suggestions, through its Wardens, as it may deem wise and helpful to the Parish, and as may conduce to the increase of zeal and devotion of the people.

6.74 No solicitation of funds for any purpose may be made without Vestry approval.

6.9 The Vestry shall consider no amendment, modification, or repeal of Article Three, of Article Six, or of Article Eight of the Articles of Incorporation of this Corporation or of Bylaws Article I, Article IV 4.0, Article V 5.8, Article VI 6.9, Article VII 7.7, 7.8, 7.9, and Article XI unless thirty days prior written notice setting forth the language proposed for adoption and of date, time, and place of the meeting is served personally on the Bishop of the Episcopal Church in the Diocese of Northern California or by United States Mail, postage prepaid, addressed to the then current address of the Diocesan office.

ARTICLE VII

The Rector

7.0 Authority.

7.01 The Rector shall have control of the worship and all spiritual matters of the Parish, subject to the rubrics of the Book of Common Prayer, the Constitutions and Canons of the Episcopal Church and the Diocese, and to the Bishop of the Diocese.

7.02 The Rector shall select all assistant clergy and lay ministers of the Parish, subject to the approval of the Vestry, and shall have the authority to direct and supervise the activities in the Parish of such assistant clergy and lay staff members.

7.03 The Rector shall be the principal executive officer of the Parish and shall have the right to preside at meetings of the Parish and the Vestry.

7.04 The Rector shall be entitled to the use and control of all Parish buildings and appurtenances, furniture, and equipment at all times for the full and free discharge of all functions and duties of the office of Rector.

7.05 The Rector shall have no authority to incur or impose any financial obligation on behalf of or upon the Parish without the approval of the Vestry. The Rector shall have such authority to the temporal and financial matters of the Parish as shall be granted by the Vestry.

7.1 Duties

7.11 The Rector shall lead regular services in the Parish, provide instruction in the Holy Scriptures and the doctrine, polity, history, and liturgy of the Episcopal Church, maintain a Parish Register, and perform other functions as required by the Canons of the Episcopal Church and the Diocese.

7.12 The Rector shall serve as an ex-officio member of all committees unless otherwise designated.

7.13 The Rector shall maintain a current list of communicants in good standing, determined in the Rector's best judgment according to the canons of the Episcopal Church.

7.14 A Discretionary Fund is provided monthly for pastoral use of the Rector, and a monthly accounting of this fund shall be made to the Vestry (while maintaining appropriate confidentiality) and an annual accounting published in the annual report.

7.2 Resignation and Removal

7.21 The Rector may not resign without the consent of the Vestry, nor may the Rector be removed by the Vestry against her/his will except in accordance with General Convention and Diocesan Canons.

7.3 Reviews

7.31 An Annual Mutual Evaluation of the ministries of the Clergy and congregation will be scheduled at least once each year as directed in the Rector's letter of agreement. This should be an ongoing, year-round process.

7.4 Call of the Rector

7.41 Whenever the rectorship shall become vacant, the Calling of the Rector shall be in accordance with the Constitution and Canons of the Episcopal Church in the Diocese of Northern California.

7.5 Assistant Clergy

7.51 All assistant clergy, associate clergy and deacons shall be selected by the Rector, subject to the review of the Bishop of the diocese and an affirmative vote of two-thirds of all the voting members of the Vestry.

7.52 All assistant clergy, associate clergy and deacons shall serve at the discretion of the Rector but may not serve beyond the period of service of the Rector, except that pending the call of a new Rector, assistant clergy may continue in the service of the Parish upon the request of the Vestry and under such conditions as the Bishop of the Diocese and the vestry shall determine.

7.6 Lay Ministers

7.61 All lay ministers of the Parish shall be selected by the Rector subject to the approval of the Vestry. Lay ministers shall serve at the discretion of the Rector.

7.62 If there is no Rector, the lay ministers are supervised by the Senior Warden, guided by the advice of the Vestry.

7.7 All powers and duties may be exercised and performed by the Rector as conferred or imposed upon him in these Bylaws, or by law, or by the Constitution and Canons of the Episcopal

Church in the United States of America, or in the Constitution and Canons of the Episcopal Church in the Diocese of Northern California.

7.8 The Rector of the Parish shall keep a suitable book to be known as the “Parish Register,” in which shall be entered all records prescribed by the Constitution and Canons of the Episcopal Church in the Diocese of Northern California. If there be no Rector, then the Minister in Charge shall keep the Register. In the absence of a Minister in Charge, then one of the Wardens shall maintain the Register. (Can. 35)

7.9 When the Cure of a Parish becomes vacant, the Wardens or other proper officers shall follow the procedures stipulated in Canon Sec. 37.6 through Sec. 37.9.2, Canons of the Episcopal Church in the Diocese of Northern California.

ARTICLE VIII

Duties of Officers Other Than the Rector

8.0 Wardens

8.01 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.

8.02 In case there is no Rector, or in the Rector’s absence or inability to act, the Senior Warden, or in that officer’s absence, the Junior Warden, shall preside at all meetings of the Vestry and of the Parish.

8.03 The Wardens shall perform all other duties which are assigned to them by the Canons of the Convention of this Diocese.

8.1 Clerk

8.11 The Clerk shall be a Qualified Voter of the parish, shall be secretary of the Vestry, shall act as secretary of the Parish Corporation and shall perform the duties required of such office as well as such other duties as may be prescribed in the By-Laws of the Parish and shall serve until a successor is elected.

8.12 It shall be the duty of the Clerk to attend all meetings of the Vestry and the Parish, to take minutes of their proceedings and, when minutes have been approved, to enter and attest to the same in the file of minutes of the Vestry and Parish, to act as clerk of this corporation and as such attest to the public acts of the Vestry, to preserve the files and records of this Parish, and to perform other duties as may lawfully be assigned to the Clerk. The Clerk shall be an adult communicant in good standing.

8.13 The Clerk shall deliver into the hands of his/her successor all the books and papers relative to the affairs of the Parish, which may be in the Clerk’s possession.

8.2 Treasurer

8.21 The Treasurer shall be a Qualified Voter of the parish for at least two years, shall be elected by the Vestry annually, and shall be eligible to remain in office at the option of the Vestry. The Treasurer shall also have a working knowledge and experience with basic accounting procedures.

8.22 It shall be the duty of the Treasurer to receive all monies collected under the authority of the Vestry, the receipt and disbursement of which is not otherwise provided for by the Vestry. All money disbursed by the Treasurer must be at the direction of the Vestry and adequately supported by satisfactory documentation.

8.23 The Treasurer shall present a full and accurate statement of all receipts and disbursements during the preceding year and the financial condition of the Parish at the Annual Meeting and at other times required by the Vestry.

8.24 All accounts shall be audited annually at the close of the year by such an accounting method as shall be permitted by the Corporation. Such auditor shall be appointed by the Vestry at least thirty days before the end of the year.

8.25 Books of accounts shall be kept so as to provide the basis for satisfactory accounting.

8.26 Books and accounts shall be open at all times to the inspection of the Rector, Interim, Wardens, and/or Vestry.

8.27 The Treasurer of the Parish shall keep the Parish's buildings and contents insured against fire and other customary hazards and shall take out public liability insurance on the Parish's premises and on its motor vehicles, if any, and shall secure and maintain such other kinds of insurance, including officer liability insurance and other insurance as from time to time may be reasonably required, all pursuant to the direction of, and in amounts fixed by, the Vestry.

8.28 The Treasurer shall see to the preparation of an annual budget for the next fiscal year of the Parish (January 1 thru December 31) and presented to the Vestry in December of each year for the Vestry to approve and present at the Annual meeting. The budget as so adopted in final and complete form shall control the operations of the corporation during the calendar year for which it was adopted, subject to the direction and control of the Vestry. The Vestry may revise and re-adopt the budget at any time or times during such year for reasons deemed sufficient by an affirmative vote of not less than two-thirds of the vestry membership

8.29 At the termination of his or her service, the treasurer shall deliver into the hands of his or her successor, or of the wardens, all moneys, books, papers or other property of the corporation then in his or her hands or possession.

ARTICLE IX

Standing and Special Committees

9.0 The Rector and the Vestry, by the affirmative vote of a majority of the entire Vestry at a regular meeting, may authorize and discontinue from time to time such standing committees and such special committees as it may deem advantageous, and define the duties and powers of each and fix the number of members thereof. Unless otherwise specifically provided upon the creation of a committee, membership thereon need not be confined to members of the vestry. All appointments to committees, both initially upon their organization and when vacancies shall have occurred, shall be made by the rector, unless otherwise specifically ordered by the vestry. The rector shall be ex-officio a member of each standing committee.

9.1 The Rector, or in the case of a vacancy in the rectorship, the Senior Warden, or in the case of his or her absence or inability to act, then the Junior Warden, shall appoint the members of all committees, subject to confirmation by the Vestry.

9.2 Such standing committees shall remain in force as adopted until amended or repealed by a majority of the entire Vestry at a regular meeting thereof.

9.3 Their activities shall be limited to the purposes as are specifically conferred by action of the Vestry.

9.4 Such committees shall prepare an annual report and submit it to the Rector by the end of December of the current year for inclusion in the annual report.

ARTICLE X

Gifts and Memorials

10.0 No object intended as a permanent addition to the Church or Parish property, or to be used therein during public worship, shall be accepted as a gift or memorial without the approval of the Rector and the Vestry.

10.1 The Vestry shall have full authority to reject or refuse to accept any contribution for any reason deemed adequate or sufficient to the Vestry, including but not limited to the specifications of a use of or restriction on the use of any contribution which conflicts with the purposes of the Parish, its tax exempt status, or its status as a public charity.

10.2 All objects so accepted may be removed when deemed necessary by the Vestry.

10.3 The names of donors and the persons memorialized by such gifts and memorials, any terms and conditions, and the dates of acceptance shall be recorded in the permanent records of the Parish.

ARTICLE XI

Amendments

11.0 These Bylaws may be amended, changed, or new bylaws may be adopted by a majority of the Vestry and ratified by a majority of qualified voters present and voting at a Parish Meeting, provided a quorum is present at each; nevertheless, inasmuch as this Parish and Corporation, having been organized to further the aims and objectives of the Christian religion as expressly practiced by the Episcopal Church and the Episcopal Church in the Diocese of Northern California, are subject to, conform to, and abide by the Constitution and Canons thereof as they exist now and are amended in the future, any action taken or bylaw adopted by this Parish or Corporation is void to the extent that is inconsistent with or in violation of these Constitutions and Canons.

ARTICLE XII

Rules of Order

12.0 Roberts Rules of Order shall be the authority in deciding questions of order and procedure, except when the Constitution and Canons of the Episcopal Church, the Constitution and Canons of the Episcopal Church in the Diocese of Northern California or these By-Laws are otherwise applicable.