

**By-Laws
of
The Parish of Christ Episcopal Church
Coronado, California**

(Approved by the Annual Meeting, January 28, 1970, and amended by the Annual Meeting January 23, 1973, January 26, 1997 and February 2011 . Amended by the Vestry meetings of November 15, 1983; December 20, 1993; March 21, 1994; July 22, 1996; February 24, 1997; and December 14, 2008)

These By-Laws amend any existing By-Laws. A copy shall be attached to the Minutes of the Vestry.

Christ Church Mission

As a welcoming community we seek to:

Care for each other and serve the larger community

Provide lifelong opportunities to grow in the knowledge and love of the Lord

Proclaim the love of Christ for all.

Article I

Corporation As Part Of Episcopal Church, USA

This corporation, referred to in this document as “Parish,” is an integral, subordinate unit of the Episcopal Diocese of San Diego and of the Protestant Episcopal Church in the USA. The Constitution and Canons of those organizations now or hereafter in effect are incorporated herein by reference where applicable.

Article II

Office

The principal office of this corporation is located at 1114 Ninth Street, Coronado, California, 92118.

Article III

Members

Section 1 MEMBERSHIP Members are baptized persons whose names are recorded in the Parish Register of Christ Episcopal Church Coronado. Listing in the Parish Register is accomplished by Baptism, by transfer, or by petition. Similarly, a person may be removed from the Register by transfer or by petition.

Section 2 QUALIFIED ELECTORS The following shall be Qualified Electors:
Any person of sixteen (16) or more years of age who regularly attends worship, is a contributor of record, and who, for the previous sixty (60) days, has been listed as a Member in the Parish Register.

Article IV Parish Meetings

Section 1 There shall be meetings of the Members of the Parish of Christ Church as follows:

- A) The Annual Meeting is held in January or February on a date and a place set by the Vestry. Notice of such to be given in the Sunday Service Bulletin and in other Parish communications for four (4) weeks prior to meeting.
 - 1) At the Annual Meeting, Qualified Electors shall elect Vestry members, delegates and alternates to Diocesan Convention for the following year, and one member annually (for a total of three) of the Christ Church Day School Board, as well as transact other business as may be properly brought before the meeting.
 - 2) Any business to be considered for inclusion on the agenda for the Annual Meeting shall be presented to a member of the Vestry at least ten (10) days prior to the announced time for the Annual Meeting.
 - 3) The members of the Nominating Committee shall serve as the election inspectors.
- B) Special Meetings for any purpose may be called at any time by the Rector or Vestry or by written petition signed by fifty (50) or more members. Written notice must be given to the Parish via email or mail at least ten (10) days prior to the contemplated meeting, and publicized at all services on the Sunday before the meeting . No business shall be transacted at such special meetings except as shall be specified in the call to such meetings.
- C) A Quorum shall consist of at least fifty (50) Qualified Electors of the Parish.
- D) There shall be no voting by proxy or absentee ballot.

Article V The Vestry

Section 1 POWERS The corporate powers of Christ Church Parish shall be exercised, its property controlled, and its affairs conducted by a Board of Directors, hereinafter referred to as “The Vestry.”

These powers shall be subject to the limitations of the “Articles of Incorporation of the Parish,” as amended, of these By-Laws, of the Canons of the Protestant Episcopal Church in the United States of America, and of the Episcopal Diocese of San Diego, and of the applicable provisions of the Laws of the State of California.

- A) The Vestry shall have the power to manage the business affairs of the parish and its organizations.
- B) The Vestry shall have the power to sell, convey, mortgage, or otherwise dispose of the property, real and personal, of the parish subject to the approval of the Bishop and Standing Committee of the Episcopal Diocese of San Diego.
- C) All endowments, investments, and special funds are the sole property of Christ Episcopal Church in Coronado, California.

Section 2 COMPOSITION The Vestry shall be composed of thirteen (13) members including the Rector who shall be its President or Chair, with voice and vote. Members of the Vestry shall be Qualified Electors of the Parish. Neither full nor over 20 hour/week part-time employees of Christ Church or Christ Church Day School or immediate family members of such employees are eligible to serve on the Vestry

Section 3 ELECTION Vestry members shall be elected at the Annual Meeting of the Members of the Parish. Lay members of the Vestry shall be elected to the Vestry for a three (3) year term and until their successors are elected. To preserve the system of a rotating Vestry, no member shall be eligible for re-election until one (1) year has passed after the completion of a term longer than one year.

Section 4 VACANCIES

- A) The Vestry has the option to fill any Vestry vacancy that occurs until the end of the term of the departed Vestry member.
- B) A Vestry vacancy may be declared if a Vestry member has three (3) or more consecutive unexcused absences, as determined by the Rector.
- C) Anyone who is appointed to the Vestry for less than a full year is eligible to run for a three year term at the next Annual Meeting.

Section 5 MEETINGS Regular meetings shall be held each month at times and dates specified by the Vestry at the Organizational Meeting, or as changed during the term. Special meetings may be called at any time by the Rector or one (1) Warden and a Vestry member, upon due notice to all members. No business may be transacted at special meetings except such as specified in the call of said meeting.

Section 6 ORGANIZATIONAL VESTRY MEETING Within two weeks following each Annual Meeting, the Vestry shall hold one or more meetings for the purposes of election of a Junior Warden and other officers, and the establishment of a monthly meeting schedule, including times, dates, and places of all Regular Vestry meetings until the next Annual Meeting. The meeting schedule shall be provided to the Clerk for publication to the Parish within one week of the organizational meeting. Based on the organizational structure selected by the Vestry at this meeting, the Junior Warden shall initiate an update to the Vestry Manual to reflect this structure.

Section 7 QUORUM Seven (7) members of the Vestry present shall constitute a quorum, of whom one (1) must be the Rector or one of the Wardens. Members of the Vestry may participate in a Vestry meeting as part of the quorum through use of conference telephone or similar communications equipment, as though the missing Member(s) are physically present at the meeting, so long as all Vestry members participating in such meeting can hear one another.

Section 8 VESTRY APPROVALS All actions by the Vestry must be approved by a majority of the quorum, except that the election of a Rector must be approved by at least 2/3 of the Vestry.

Article VI Officers

Section 1 OFFICERS The officers of the Vestry shall be those prescribed by the Diocesan Canons: a chairman or president, who shall be the Rector; a first vice-president, who shall be the Senior warden; a second vice-president, who shall be the Junior warden, a Clerk, and a Treasurer. The Clerk and Treasurer shall be elected annually by the Vestry for a term of one (1) year. Both the Clerk and the Treasurer must be Qualified Electors, but, at the discretion of the Vestry, neither need be a member of the Vestry. The above-named Officers, with the exception of the Rector, shall hold office for one (1) year from the organizational meeting of the Vestry after an Annual Meeting to the next Annual Meeting.

Section 2 COMMITTEE CHAIRS The Rector may appoint such commission/committee chairpersons as are deemed necessary and as are approved by the Vestry. The parish may employ such employees as the Vestry shall deem necessary. Appointment of Associate Clergy shall be the responsibility of the Rector, but all matters pertaining to compensation shall be under the control of the Vestry.

Section 3 DIOCESAN DELEGATES The delegates and alternates to the Diocesan Convention shall hold office from the close of the Diocesan Convention held in the year in which they are elected through the close of the Diocesan Convention held the following year. The delegates and alternates to the Diocesan Convention shall also be delegates to any special conventions called during their term of office. Vacancies in these offices during the year shall be filled at a regular meeting of the Vestry.

Section 4 RESIGNATION Any officer, other than the Rector, may resign at any time by giving written notice to the Vestry or to the Rector or to the Clerk. Any such resignation shall take effect at the date of the receipt of such notice or at a later date specified therein, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 5 VACANCIES A vacancy in any office referred to in Section 1 of this Article, other than that of Rector or Senior Warden, shall be filled by election or appointment by the Vestry then in office.

Section 6 RECTOR The Rector shall be chosen by the Vestry (when there is a vacancy in this office) according to the National and Diocesan Canons.

A) The Rector shall have exclusive charge of the spiritual and religious interests of the parish including public services and music thereof and educational organizations therein, in accordance with the National and Diocesan Canons.

B) The Rector shall be, ex officio, a member of all of the standing committees or regular committees and ministries of the Parish, and, subject to the powers of the Vestry, shall have the power to employ subordinate employees budgeted by the Vestry.

C) The Rector shall have keys to all church buildings and the right to use said buildings for religious and charitable purposes.

D) The Rector shall have charge of a Parish Register and keep all records as required by the Diocese.

E) The Rector and the Vestry will participate in an annual mutual evaluation of ministry. In addition, the Senior Warden or his/her designee will conduct an annual personal evaluation of the Rector.

F) In accordance with the National Canons, a Rector may not resign without the consent of the Vestry.

G) When there is a vacancy, a Rector or Interim Rector shall be called by the Vestry in consultation with the Bishop or Ecclesiastical Authority of the Episcopal Diocese of San Diego and elected by an affirmative vote of two-thirds of the Vestry. An Interim Rector, but not a Supply Rector, will enjoy all the rights and duties of the Rector, subject to the terms and conditions of the Interim Agreement.

Section 7 WARDENS In the absence or disability of the Rector, the Wardens, in the order of their rank (i.e., first the Senior Warden and then the Junior Warden), shall perform the secular duties of the President of the corporation.

A) The Senior Warden shall be chosen by the Rector from Vestry members. If the parish is without a Rector, the Senior Warden shall be elected by the Vestry. In the absence of the Rector, the Senior Warden shall preside at meetings of the Vestry and congregation.

B) The Junior Warden shall be elected by the Vestry at its Annual Organizational Meeting. The Junior Warden shall preside at the Vestry Meetings in the absence of the Rector and Senior Warden.

Section 8 CLERK The Clerk shall keep, or cause to be kept, a book containing a list of Vestry members and minutes of all meetings of the Vestry and shall attend to correspondence and keep such records as may be required. The Clerk shall give, or

cause to be given, notice of all meetings of the Vestry. The Clerk shall keep the seal of the corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Vestry, Bylaws, or National Canons. If not a member of the Vestry, the Clerk shall have a voice but no vote at Vestry meetings.

Section 9 TREASURER The Treasurer shall maintain adequate and correct accounts of the properties and business transactions of the corporation, including pledges and other assets, liabilities, receipts, disbursements and accounts in general (or see that such records are kept and maintained by Parish staff members who are responsible to him/her for such records). The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Parish corporation with such depository as may be designated by the Vestry. The procedure for deposit and withdrawal of monies and other valuables shall be prescribed in the resolutions which shall be adopted by the Vestry governing the deposit and withdrawal of funds or valuables. The Treasurer shall disburse funds only by check of the parish.

The Treasurer shall report all receipts and expenditures to the monthly meetings of the Vestry and the Annual Meeting of the congregation. The Treasurer's report shall show the financial condition of the parish with such details as the Vestry may require.

If the Treasurer is not a member of the Vestry, the Treasurer shall have a voice but no vote at Vestry meetings. The Treasurer may appoint an Assistant Treasurer, subject to the approval of the Vestry.

Article VII Committees

Section 1. CREATION The Vestry may appoint committees. The Vestry may prescribe how committees are formed, the scope of the committees, and how the proceedings of any committee shall be conducted. This is normally accomplished by publishing periodic updates to the Vestry Manual, which shall complement, but not change or supersede any articles in these By-Laws.

Section 2. COMMITTEE TYPES Committees appointed by the Vestry fall into four categories:

A) Canonical Standing Committees: These discharge the Vestry's primary responsibilities for spiritual leadership, financial management, and caring for the church's properties. Examples of these canonical committees include Finance, Property, Planned Giving, etc. These committees are normally, but not always, chaired by Vestry members. The number of Canonical committees established by the Vestry at the annual Vestry Organizational Meeting may vary, depending on circumstances. The roles and responsibilities for all current Vestry Canonical Standing Committees are contained in the latest version of the Vestry Manual.

B) Parish Ministries: These include such standing ministries as Pastoral Care, Evangelism, Service, Christian Education, Worship, and others that the Vestry may establish. The roles and responsibilities for all Parish Ministries are contained in the

current version of the Vestry Manual. These ministries are normally chaired by parishioners other than Vestry members. The membership of all Parish Ministries should include at least two Vestry members to serve as liaison between the ministries and the Vestry. Parish Ministry chairs will make semi-annual and periodic reports to the Vestry on their ministry activities.

C) Ad Hoc Committees: The Vestry may appoint ad hoc committees to conduct special studies or reviews of parish matters, and provide recommendations to the Vestry for action. The procedures for establishing and administering these ad hoc committees are outlined in the current version of the Vestry Manual.

D) Special Committees. There are regularly constituted ad hoc committees that are or can be established by the Vestry. These include:

1) Nominating Committee: This committee is established each year to develop lists of candidates for the Annual Meeting elections. Procedures for each nominating committee:

The Nominating Committee shall be approved by the Vestry no later than sixty (60) days before the Annual Meeting of the Congregation. It shall consist of the following six (6) parishioners:

A member of the Service Ministry, elected by that group,
A member of the Pastoral Care Ministry, elected by that group,
A member of the Christian Formation Ministry, elected by that group,
A member of the Evangelism Ministry, elected by that group,
and

Two retiring Vestry members, elected by the Vestry. One of these shall be designated by the Vestry to serve as chair.

No member shall serve on the Nominating Committee for more than two consecutive years. Committee members shall not be eligible for nomination.

The committee shall submit to the Vestry, at least four (4) weeks prior to the Annual Meeting, a list of nominees for the election of Vestry members who meet the requirement of Article V, Section 2 to replace retiring Vestry, and Delegates and Alternates, who are Qualified Electors, to the Diocesan Convention that will occur the following year. No one shall be nominated unless he or she signifies willingness to accept the office if elected. Other individuals may be nominated from the parish membership at large, provided the proposed names have been submitted in writing to the Chair of the Nominating Committee at least thirty (30) days prior to the Annual Meeting, and meet the nominating criteria above. No nominations may be made from the floor.

Names of Nominees shall be listed in a printed parish publication and on the parish website not later than three Sundays before the Annual Meeting. Procedures for the

election are contained in Article IV. Nominees receiving the largest number of votes at the Annual Meeting shall be elected.

2) Executive Committee. The Vestry generally establishes this committee, consisting of the Rector, Senior Warden, and Junior Warden, at the annual Vestry Organizational Meeting. The Rector can also appoint the Treasurer to serve on the Executive Committee. Under urgent circumstances, the Executive Committee is charged to act on behalf of the Vestry in the management of the Corporation between regularly scheduled Vestry meetings. Any action taken by the Executive Committee must be reported to the Vestry at its next meeting.

Article VIII Parish Day School

Section 1 The Christ Church Day School (CCDS) is a parish school created by church's Vestry in 1957. The educational mission of Christ Episcopal Church is predicated on Anglican theologians of the 17th century who suggested that human reason offers a tool to interpret scriptures and to wrestle with the most difficult issues of humanity. It is the parish's desire to establish a learning environment that fosters the development of reason and critical thinking skills to serve in the exploration of the deepest issues of humanity and to better understand our responsibilities as individuals for the well-being of society. It is an environment founded on the love of God and the love of our fellow human beings.

Section 2 The Rector, Wardens and the Vestry shall be ultimately responsible for the building and grounds administration, operations and quality of education provided by Christ Church Day School. To assist the Vestry in the discharge of this responsibility, the Vestry shall establish a School Board.

Section 3 The Vestry shall delegate to the School Board the authority to set school policy, retain or discharge the Head of the School, raise and manage funds of the school and otherwise manage the affairs of the school in order to accomplish its educational mission and its purpose as a missionary activity of the parish. In all school matters, the school board shall be subject to final approval by the Vestry.

Should school staff be members of the clergy, the necessary roles of the Rector, the Vestry and the Diocese in decisions concerning employment are recognized, and the school board shall be involved in the decisions, but shall be properly subordinate to the authorities defined in the Constitution and Canons of the Protestant Episcopal Church in the United States and the Diocese of San Diego concerning employment of clergy.

Section 4 The School Board shall be composed of nine to eleven voting members ~~and two (2) ex-officio non-voting members, the Rector and the Head of the School, who shall be a non-voting member.~~

A) Voting members shall be selected as follows:

- 1) Five to seven members selected by the Vestry from a list of nominees proposed by the School Board. Of these members, at least two must be parents of children currently enrolled in CCDS.
 - 2) Three members with one elected annually at the Annual Meeting of the parish of Christ Church. Candidates for these three seats shall be recommended to the Parish by a nominating committee of the School Board and elected by the Parish at the Annual Meeting.
 - 3) The Rector of Christ Episcopal Church.
- D) Voting members shall serve three (3) year terms commencing on July 1, and may not serve more than two (2) consecutive terms, except that if a voting member is appointed to complete a term with less than 12 months remaining, that member shall be eligible to serve two subsequent three-year terms.
- C) Paid, permanent, full-time staff and member of their immediate families are ineligible for selection to the School Board.
- D) While there shall be no additional barriers to candidacy for election to the School Board:
- 1) Not more than two (2) members of the Vestry of Christ Episcopal Church may sit on the School Board as voting members.
 - 2) Parents of children currently enrolled in CCDS may not constitute a majority of the voting members of the School Board.

Section 5

The Vestry, being ultimately responsible for all aspects of the school and its operations, directs that the School Board shall prepare, maintain and submit to the Vestry for ratification of certain documents defining the functions of the School Board and the school. These documents are:

- A) By-Laws for Christ Church Day School:
 These by-laws shall set forth the purpose, goals and objectives of the School and shall define the composition of the School Board. These by-laws shall be submitted to the Vestry for ratification and shall be appended as an attachment to these Vestry By-Laws.
- B) Operating policies and procedures:
 These include the rules, practices, plans, policies, procedures, and such other documents that define the conduct of the school's operation. These documents shall be grouped into a single document entitled "Operating Policies and Procedures of Christ Church Day School," which shall be ratified by the Vestry and made publicly available.

C) Budget and financial reports:

The School Board shall prepare an annual budget for the school which shall be submitted for approval to the Vestry not later than 60 days prior to the end of the school's fiscal year. The budget will be reviewed/approved by the Vestry within 30 days. The School Board shall also submit bi-monthly and year-end financial reports to the Vestry.

Section 6 The Vestry establishes the position of School Chaplain to be pastor to the school community, even when members belong to another parish, do not attend church, or are non-Episcopalians. The school chaplain shall be the Rector or other member of the clergy appointed by the Rector.

Section 7 The school shall be operated for the general welfare of society and the community, and shall be operated in conformance with the laws of the United States and the state of California, and the Constitution and Canons of the Protestant Episcopal Church in the United States and the Diocese of San Diego.

Article IX Christ Church Thrift Shop

Section 1 The Christ Church Thrift Shop (formerly Opportunity Shop) was founded in 1951 with the following mission statement:

- Provide funding for the Parish and Christ Church Day School plus for community, national and international philanthropic and evangelical projects.
- Provide fellowship for workers, shoppers and donors.
- Provide a place to recycle gently used items for purchase at low cost.

Section 2 The Thrift Shop is located in church property at 1210 Ninth Street, Coronado, CA 92118.

Section 3 The Thrift Shop is managed and operated by 10 to 14 "Regular Managers", each of whom re-stock the shop on Monday mornings, manage the shop two days/month, and participate in special sales/events. At the beginning of each year, the managers select a President, Secretary and Treasurer. New managers are selected as needed by existing managers from the shop's volunteers. A majority of the management team must be Qualified Electors of the Parish.

Section 4 The Thrift Shop is an all volunteer organization. In addition to Regular Managers, it has Special Managers and many dedicated workers from not only the Parish but also the community.

Section 5 The Thrift Shop sells only donated items.

Section 6 Profits from Thrift Shop sales are divided as follows: approximately 50% to Parish/CCDS ministries and approximately 50% to other outreach ministries. The

amounts provided to the Parish in lieu of rent and for youth programs are approved by the Vestry when the Parish annual budget is approved.

Section 7 Thrift Shop financial statements are provided to the Vestry at the end of each year and to parishioners at the Parish Annual Meeting. In addition, all Thrift Shop financial records are audited annually by the church's audit committee.

Article X Amendment

Section 1 NOTICE Notice that sets forth the substance and reasons for a proposed amendment of these By-Laws must first be given at a regular meeting of the Vestry, or by special notice to all Vestry members absent from such meeting. At the subsequent Vestry meeting, the amendment(s) must be approved by two-thirds of a quorum of the Vestry. Notice of the proposed amendment(s) to be presented at a Meeting of the Members shall be given at the same time as the notice of the meeting.

Section 2 AMENDMENT After approval by the Vestry, these By-Laws may be amended by approval of a majority of a quorum of Qualified Electors at an Annual Meeting of the Members, or at a Special Meeting of the Members that is called for the purpose of acting on proposed amendment(s). Amendments to these By-laws may not be contrary to or inconsistent with the Articles of Incorporation of this Parish, or with the National and Diocesan Canons.

Article XI Corporate Seal

The Parish shall have a corporate seal, which shall be circular or elliptical in form and shall have inscribed thereon the name of the Parish, the date of its incorporation, and the word "California."

Article XII Supersession

The Constitution and Canons of the Episcopal Church and the Constitution and Canons of the Episcopal Diocese of San Diego, from time to time in effect, shall be incorporated in said By-Laws; and that in the case of any conflict between said Constitutions and Canons and said By-Laws, the former shall prevail over and in all respects supersede and to that extent effect the repeal of said By-Laws.

Authentication: _____ Clerk of the Vestry