

Bylaws of
The Rector, Wardens and Vestry of St. Luke's Church
In Los Gatos
Amended, October 23, 2014

A California non-profit religious corporation

Pursuant to the provisions of the Non-profit Corporation law of California and the provisions of Articles of Incorporation, which have been duly filed with the Secretary of State of California, the following are adopted as Bylaws of the above named corporation. All bylaws and regulations heretofore adopted by this corporation shall be superseded hereby upon the effective date of these new bylaws.

Article I
Corporation Part of Episcopal Church

The Corporation (sometimes called the "Parish") is an integral subordinate unit and constituent part of the Episcopal Diocese of El Camino Real and the Episcopal Church in the United States of America. The constitution and canons of the Episcopal Church now or hereafter are incorporated by reference in these Bylaws as a basic and essential part hereof. In case of any conflict between them and any provisions of these Bylaws, they shall prevail over such Bylaw provision. The Clerk shall keep with the original of these Bylaws current copies of the Constitution and Canons of said diocese and of the Episcopal Church.

Article II
Organization

The Rector of the Parish is the presiding officer and the Vestry are the directors of the parish corporation. The Rector, when present, shall preside at all meetings of the Parish and/or the Vestry, both regular and special. If the Rector is absent from a Vestry meeting, the Senior Warden or the Junior Warden shall preside, as provided in Article VI, Section 3. The Rector shall be entitled to vote only when it is necessary to break a tie.

Article III
Vestry Membership

Section 1. Membership and Eligibility

The Vestry shall consist of the Rector and 9 lay members, who shall be elected at the Annual Parish Meeting by secret ballot. The qualifications, manner of election and eligibility of members of the Vestry shall be as stated in the Canons of the Diocese of El Camino Real, as amended from time to time.

Section 2. Term of Office and Vacancies

The lay members' terms shall be 3 years each, with 3 members' terms expiring each year. The Vestry shall fill any vacancy occurring between annual meetings. The Rector or any Vestry member may nominate candidates for appointment. The replacement member shall take office at the meeting immediately following the meeting at which appointed and shall serve until the next Annual Parish Meeting, at which time the appointed member shall stand for election to the unexpired term. A member appointed to an unexpired term of less than one year shall be eligible for immediate election to a succeeding full term.

Section 3. Termination of Membership

No person shall continue to serve as a member of the Vestry who has been absent from 3 consecutive regular or properly noticed special meetings, unless an excused absence is requested by that member and approved by the Rector. An excused absence shall be recorded in the minutes.

Article IV Officers

The officers of the Vestry are the Senior Warden, Junior Warden, and Clerk. Their duties, tenure, and manner of selection shall be as provided in the Canons of the Diocese of El Camino Real. In addition:

Section 1. The Senior Warden shall have as special oversight the general welfare of the Parish. The Senior Warden is to be the representative of the Rector to the Vestry and to the Parish in all matters.

Section 2. The Junior Warden shall be the "People's" Warden.

Section 3. It shall be the duty of the Clerk to attend all meetings of the Vestry and to have available at all meetings a copy of the latest Canons of the Episcopal Church, of the Diocese of El Camino Real, and of these Bylaws.

Section 4. The Treasurer and Recording Secretary need not be members of the Vestry. If not they shall have a seat, but may not vote at Vestry meetings. They may be excluded from executive sessions if the Vestry judges their presence inappropriate to the matter under discussion.

Section 5. It shall be the duty of the Treasurer to attend all meetings of the Vestry. At each meeting the Treasurer will submit a statement of the financial affairs of the Parish. The Treasurer shall be the disbursing officer of the parish.

Article V Delegates

Five (5) Delegates to the Diocesan Convention or such other number as may be authorized shall be elected at the Annual Parish Meeting. A Like number of alternates shall be elected. The persons receiving the greatest plurality of vote's case for the authorized number of Delegates will be elected Delegates and the next authorized number, in order of the number of votes received, shall be elected as Alternates.

Article VI Vestry Meetings

Section 1. Regular meetings shall be held once a month at a time and place agreed upon by the Vestry. One monthly meeting may be omitted in the summer at the discretion of the Rector unless the Vestry disapproves.

Section 2. Special meetings may be called by the Rector or by the Senior Warden on written request of two Vestry members, provided that notice be given to the Rector, Wardens and all Vestry members of the time, place and purpose, at least twenty-four hours before the special meeting.

Section 3. In the absence of the Rector the Senior Warden shall preside; should the Senior Warden not be present, the Junior Warden shall preside.

Section 4. Any items proposed for presentation at a meeting of the Vestry must be submitted to the Rector at least one full week in advance of the meeting date so that an agenda may be prepared by the Rector in consultation with the Senior and Junior Wardens. Copies of the agenda will be distributed to all present, at the beginning of the meeting. Additional topics may be considered for discussion if approved by a majority of the Vestry.

Section 5. All resolutions introduced at a meeting of the Vestry which have not previously been submitted for inclusion on the agenda shall be submitted in writing prior to presentation, with the resolution to be read at the meeting and the written copy given to the Recording Secretary for inclusion in the minutes.

Section 6. The rules contained in Robert's Rules of Order shall govern the deliberations of the Vestry in all cases where they are applicable.

Section 7. Meetings of the Vestry of Saint Luke's Church may be conducted in whole or in part using electronic means and will be fully recognized meetings equivalent to physical meetings so long as a full quorum of eligible members is participating during any discussion or vote.

Section 8. Manner of recording action taken: Motion or Resolution.
The following actions of the Vestry shall be adopted by Resolution:

- a. Legislative acts (e.g., Bylaws, Endowment Fund Plan)
- b. Actions required by Diocesan or National Canons to be taken by Resolution
- c. Actions intended to be permanent and binding
- d. Actions of extraordinary or historical importance to the Parish

Resolutions shall be documented and numbered for each Vestry meeting as follows: "R-Year-Month-Resolution #" and be printed in the minutes in bold type and at least 14 point font for ease of reference.

All other actions shall be taken by motion.

Article VII Quorum

A majority of the authorized Vestry members, exclusive of the Rector, shall constitute a quorum for the transaction of all business of the Vestry. An affirmative vote of the majority of the *authorized* members of the Vestry shall be required to pass any motions or resolutions at a regular or special Vestry meeting. There must be five (5) affirmative votes to pass a resolution or motion. A smaller number than a quorum may meet for the sole purpose of adjourning to a definite time and place. The Clerk shall notify all members of the Vestry and the Rector of this action.

Article VIII Obligations

In order to ensure proper overall perspective in the allocation of parish financial resources, the Vestry shall annually establish a maximum amount for unbudgeted expenditures. Expenditures over the amount must be submitted to the Finance Committee for consideration in the context of short and long range parish objectives. The Finance Committee will make its recommendations at the next Vestry meeting.

Except in emergencies, when it is impossible to obtain the approval outlined above, no obligation in excess of the expenditure maximum shall be incurred without the approval of the Rector, the Chairman of the Finance Committee, or the Senior Warden and the Vestry will not assume the liability for any such obligation and St. Luke's Church shall not be obligated therefore. Any obligation incurred in an emergency situation shall be reported at the next succeeding Vestry meeting and, if it is then determined by the Vestry to be a just and reasonable necessity, the Vestry shall acknowledge it. Under no circumstances is a larger expenditure to be broken into a series of smaller amounts in order to subvert these restrictions.

Article IX Committees

Section 1. Rector's Committees

The Rector shall appoint a Finance Committee, and may from time to time provide for and appoint such other committees as may be desired, having in mind the welfare of the Parish, Church, and Diocese. The Rector is an ex-officio member of all such committees.

Section 2. Vestry Committees

The Vestry may appoint committees to assist Vestry officers, such as the Jr. Warden, with their tasks.

Section 2a. Building & Grounds Committee

The Vestry may appoint a Building and Grounds Committee to assist the Jr. Warden. The Committee shall consist of up to 5 members, including the Jr. Warden, who shall be chairperson of the Committee. Vestry members may serve on the Committee, and may be appointed for a full term, regardless when their term on the Vestry expires. Each member, other than the Jr. Warden, shall be appointed to a 1-year term.

The committee shall provide information and make recommendations to the Vestry with respect to the buildings (exterior and interior) and grounds of the parish as follows:

Routine and preventive maintenance: Make regular inspections, identify and prioritize tasks, identify vendor lists.

Capital improvements: Identify, justify, and prioritize projects, suggest sources of funding.

A committee report shall be presented by the Jr. Warden to the Vestry at each Vestry meeting.

Section 3. General

No committee, whether appointed by the Rector or by the Vestry, shall have the power to incur expenses or bind the Vestry unless prior authority shall have been given by Resolution.

No committee, whether appointed by the Rector or by the Vestry, shall have the power to hire or fire any employees, contractors, or subcontractors. All hiring and firing power rests solely with the Rector. The Rector shall be the main point of contact between committees and any employees, contractors, or subcontractors, and shall govern and control all relationships between said employees, contractors, or subcontractors and St. Luke's Church.

Article X Finances

The Vestry is charged with the fiscal responsibility of the Parish.

Article XI Amendments

These Bylaws may be repealed or amended and others adopted at any regular meeting of the Vestry by a majority vote of those present, provided that a resolution seeking the change shall have been offered at the preceding regular meeting. In the meantime the proposal may be tabled, be referred to a committee or be otherwise investigated. The Clerk shall send a copy of the resolution to every Vestry member at least five days prior to the meeting at which final action is to be taken.