

BYLAWS

for the regulation, except as otherwise provided by Church Canons, a statute, or its
Articles of Incorporation
of

PRINCE OF PEACE EPISCOPAL CHURCH
In
Woodland Hills, California

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Revised Bylaws
For the regulation, except as otherwise provided by Church Canons, statute, or its
Articles of Incorporation
of
PRINCE OF PEACE EPISCOPAL CHURCH,
A non-profit religious corporation

PREAMBLE

Prince of Peace Episcopal Church of Woodland Hills was originally organized as a mission, an unincorporated, non-self-supporting, integral subordinate unit of the Protestant Episcopal Church in the United States of America (referred to in these Bylaws as "the Church"). It subsequently became a self-supporting parish and has been incorporated as a non-profit religious corporation under the laws of the State of California, affording the temporal rights and privileges and imposing upon it the duties and obligations of an independent corporation.

Pursuant to the provisions of the Nonprofit Corporation Law of California and the provisions of Articles which have been duly filed with the Secretary of State of the State of California, the following are adopted Bylaws of the above-mentioned corporation. All bylaws and regulations heretofore adopted by this corporation shall be superseded hereby upon the effective date of these new Bylaws[RaAL4].

ARTICLE 1

CORPORATION PART OF THE EPISCOPAL CHURCH

The Constitutions, Canons, Rules, Regulations and Discipline of the Church and those of the Diocese of Los Angeles shall, unless contrary to the laws of this state, govern this Parish, and shall take precedence over any resolutions, Bylaws, or other enactments by this Parish in conflict therewith. In the matter of purely temporal and secular matters, as distinct from matters partly or wholly ecclesiastical, this Parish shall be subject to and governed by the laws of the state of California and of the United States of America.

ARTICLE 2

NAME AND LOCATION

The name of this corporation as stated in its Articles of Incorporation is:

Prince of Peace Episcopal Church,

and it is referred to in these Bylaws as the "Parish". The principal office of this corporation for the transaction of business is in the City of Los Angeles, County of Los

Angeles, State of California at 5700 Rudnick Avenue, Woodland Hills, California 91367. The buildings and grounds thereat are referred to in these Bylaws as the "Parish Church".

ARTICLE 3

MEMBERSHIP

3.1 **Qualifications.** The members of this Parish entitled to vote at meetings thereof are those persons who meet the qualifications set forth in the Diocesan Canons. Those Canons require that a person shall have attained sixteen (16) years of age and for at least the preceding twelve (12) months shall have been:

- a) a regular attendant of corporate worship in the Parish; or,
- b) a pledging member or regular contributor to the support of the Parish; or
- c) a baptized, confirmed communicant recorded in the Register of the Parish.

3.2 **Voting Rights.** Each member shall be entitled to one vote on each matter submitted to a vote by the members.

3.3. **Termination of Membership.** Ecclesiastical censure pronounced according to the discipline of the Church against any member of this Parish shall automatically terminate membership in this Parish. If such censure shall be removed, the censured person may be restored to Parish membership upon compliance with any conditions that may be attached to both the removal of censure and the terms of admission required of new members.

ARTICLE 4

MEETINGS OF MEMBERS

4.1 **Place of Meetings.** Annual meetings of members shall be held at the Parish Church or any other place or means designated by the Vestry. Special meetings of members shall be held at the Parish Church or at such place or means as shall be designated by whom the special meeting is called.

4.2 **Annual Meetings.** During the first sixty (60) days of each year there shall be a meeting of the members of the Parish. The date and time of the annual meeting shall be fixed by the Vestry not less than forty-five (45) days in advance thereof. At each annual meeting sufficient members shall be elected to the Vestry to fill the vacant positions, and each Parish organization shall present or make available in writing at or before the meeting reports of its activities and programs during the year and its financial condition. Other matters may be considered at the instance of the Rector or upon motion, duly seconded and carried.

4.3 **Special Meetings.** A special meeting of the members may be called at any time by the Rector, the Vestry, or by written petition signed by twenty-five (25) members.

4.4 **Notice.** Written notice of annual meetings shall be given to the members at least four (4) weeks in advance thereof and publicized at each regularly scheduled service on the Sunday preceding the day upon which an annual meeting is to be held. Notice of special meetings shall be given in like manner, but if the special meeting is to be held at the Parish Church, the time may be shortened to two (2) weeks. The notice of a special meeting shall state the purpose of the meeting and set forth an agenda of business to be considered. Only business set forth on the agenda may be considered at a special meeting.

4.5 **Quorum.** A quorum at any meeting of the members shall consist of 10% of parish communicants as defined by the Parish rolls as of the preceding year.

4.6 **Voting.** Every member present shall be entitled to one vote, and there shall be no voting by proxy or absentee ballot. Except as provided in Article 5.7 below, voting may be by voice, ballot, or electronic means. Any action taken by vote of a majority of the members present shall constitute the action of the members.

4.7 **Adjourned Meetings and Notice Thereof.** Any meeting of members, annual or special, whether or not a quorum is present, may be adjourned to another date by a vote of a majority of members present. In the absence of a quorum, no other business may be transacted at such meeting. Notice of the new date shall be provided to the membership.

4.8 **Procedure at Meetings.** All meetings shall be conducted in an orderly and fair manner., and minutes shall be taken. The chair's rulings on procedural matters shall be conclusive and binding on all members unless at the time of the ruling a request for a vote is made by the members entitled to vote present at the meeting. In this case, the decision of the majority of such members shall be conclusive and binding. Without limiting the forgoing, the chair shall have all the powers usually vested in the chair of a meeting.

4.9 **Rector a member; Presiding Officer.** The Rector of the Parish shall be a member of this corporation with the right to vote and may at his/her discretion preside at all meetings of the Parish and Vestry. In the case that there is no Rector or the absence or illness of the Rector, the Senior Warden shall preside at any such meetings. If the Senior Warden is not present, the Junior Warden shall preside. If neither the Rector nor a Warden is present, but a quorum of members is present, the members present shall elect one of their members as presiding officer.

4.10 **Inspectors of Election.** In advance of any meeting, the Vestry may appoint 1-3 inspectors of election. They shall conduct the vote or election in fairness to all members. Their duties shall include

- a) determining the membership present,
- b) determining the existence of a quorum,
- c) receiving votes and ballots,
- d) counting and tabulating all votes,

- e) determining when the polls close,
- f) determining results.

ARTICLE 5

BOARD OF DIRECTORS OR VESTRY

5.1 Board of directors known as the Vestry. The Board of Directors for the corporation shall be known, and shall constitute, the Vestry. The Rector is, and the Wardens shall be, members of the Vestry and are entitled to vote. The Vestry shall manage the temporal affairs of the Parish and shall elect its delegates to Diocesan Convention.

5.2 Eligibility for election to the Vestry. Eligibility for election to the Vestry is the same as eligibility for membership.

5.3 Organization of the Vestry. The Vestry shall be comprised of the Rector and eight (8) to twelve (12) members of the Parish qualified to vote at meetings thereof. 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. The terms shall be staggered so that approximately one-third (1/3) of the Vestry shall be elected each year. One (1) year shall elapse before an elected member of the Vestry completing a full term or an appointed member who has served two (2) years or more shall be eligible for election to a new term. At the Vestry's discretion, a member may be appointed to a single one (1) year term without the elapsed year being required. In the event of a vacancy in the Rectorate, the same shall be filled in accordance with the Diocesan Canons. Senior and Junior Wardens, a Clerk, and a Treasurer shall be chosen as provided by the Diocesan Canons.

5.4 Declaration of Vacancy. The Vestry may declare the position of a Vestry member, other than the Rector or the Senior Warden, vacant in any of the following cases:

- a) If the member shall die.
- b) If the member shall resign.
- c) If the member shall be declared of unsound mind by order of court.
- d) If the member shall be convicted of a felony.
- e) If a guardian or conservator is appointed for the person or estate of the member.
- f) If within thirty (30) days after being elected or appointed the member does not accept the office either in writing or by attending a meeting of the Vestry; or
- g) If the member shall have three (3) unexcused absences from three (3) successive regular meetings and a majority of the entire Vestry vote to declare the member's office Vacant.

5.5 Filling vacancies. The Vestry may appoint a qualified member of the Parish to fill a vacant position. At the next annual meeting of the Parish the appointee shall be

subject to confirmation by vote of the members. If confirmed by majority vote, the appointee shall serve the balance of the vacant term. If an appointee shall not be so confirmed, the position shall be deemed vacant and be filled by appointment of another person.

5.6 Nominating Committee. At least sixty (60) days before the annual meeting of members a Nominating committee shall be formed. The Nominating committee shall consist of the Rector, the elected members of the Vestry whose terms are expiring and may add two members of the Parish not on the Vestry who shall be appointed by those members of the Vestry whose terms are not expiring. The Nominating Committee shall survey the members of the Parish, select, and advise the Vestry of the nominees.

- a) Following the submission of the Vestry nominees to the Vestry, the Vestry shall take up consideration of the nominees. The approval of nominees to the Vestry shall be made by the Vestry according to procedures that the Vestry shall from time-to-time adopt. If the Vestry is unable to agree to one or more nominees for election, the unfilled vacancies shall once again be referred to the Nominating Committee.
- b) No later than the Vestry meeting preceding the annual meeting, the Vestry will complete the approval of nominees for each vacancy. The names of those persons approved by the Vestry will be published as soon thereafter as possible in a Parish wide publication, and the nominees will be presented by the Senior Warden at the annual meeting for election by the Parish[RaAL27]

5.7 Election. Voting shall be by ballot. Each member present shall have one vote for each open full-term position on the Vestry but may not cumulate votes. The nominees receiving the highest number of votes cast shall be elected. On the Sunday following the annual meeting the results of the election shall be announced at each regularly scheduled service.

5.8 Vestry Meetings. Regular meetings shall be held at a day, time, place, and manner established by the current Vestry as long as all participants can communicate with each other. The meeting shall be announced at each regularly scheduled service on the preceding Sunday, and any member may attend. The Vestry in its discretion may consider but shall not take any action on matters in executive session. If a matter requires a Vestry vote before the next meeting, voting may be done by email (amendment to bylaws passed 9-18-2017). The vote shall be recorded in the minutes of the next Vestry meeting.

5.9 Special Meetings. Special Vestry meetings may be called at any time by the Rector or any two Vestry members and may be held at the Parish Church or via other means as is convenient to the Vestry. Notice of the time and place of the meeting and the matters to be considered thereat shall be personally given to all Vestry members and officers at least two (2) days prior to the meeting. Action may be taken at such meeting only as to those matters set forth in the notice thereof.

5.10 **Written Consent.** Any meeting of the Vestry shall be deemed regular and valid, whenever or wherever held, if the written consent thereto of all members of the Vestry, given either before or after the meeting, shall be filed with the Clerk.

5.11 **Quorum.** A majority of the Vestry shall constitute a quorum, but no meeting shall be valid unless the Rector or one of the Wardens shall be present. Except as provided in, Articles 6.7 and 6.8, the affirmative vote of a majority shall be the act of the Vestry.

5.12 **Adjournment.** A majority of members of the Vestry present, whether or not a quorum is present, may adjourn any Vestry meeting to another time and place or means. Notice of the time, place or means of holding an adjourned meeting need not be given to absent members of the Vestry if the time and place be fixed at the meeting adjourned.

5.13 **Minutes.** Minutes shall be taken at all meetings of the Vestry.

- a) The Vestry shall verify the accuracy of the meeting prior to those being considered the final record of the meeting.
- b) The approved minutes shall be stored securely as a permanent record of actions taken at meetings.

ARTICLE 6

OFFICERS

6.1 **Rector.** The Rector of the Parish as Chief Executive Officer of this corporation shall have direction and control of its business, officers, and employees, subject to such control as the Vestry may have under California law. The Rector shall control the use of the Parish buildings and grounds, preside, and have the right to vote at meetings of members and of the Vestry, be ex officio a member of all standing or regular committees of the Parish, and shall select Assistant Ministers who shall serve at the pleasure of the Rector. The Vestry shall not infringe upon those or any of the other ecclesiastical rights, privileges, or prerogatives of the Rector.

6.2 **Senior Warden.** The Senior Warden must be a member of the Vestry and shall be appointed by the Rector. The Senior Warden shall be first Vice President of the corporation and be responsible for the parish in the absence of the Rector.

6.3 **Junior Warden.** The Junior Warden must be a member of the Vestry and shall be elected by the Vestry. The Junior Warden shall be second Vice President of the corporation and shall be responsible for the Parish in the absence of both the Rector and Senior Warden.

6.4 **Clerk.** The Clerk shall be elected by the Vestry but need not be a member thereof. The Clerk shall be the Secretary of the corporation and as such shall take

minutes at, all meetings of the members and Vestry. The Clerk shall also ensure that the meeting minutes are accurate and stored in a secure location.

6.5 Treasurer. The Treasurer shall be elected by the Vestry but need not be a member thereof. The Treasurer shall be the Chief Financial Officer of the corporation. 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. 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 Treasurer shall disburse the funds of the corporation as may be ordered by the Vestry; shall render to the Rector and Vestry whenever they request it, an account of all transactions as Treasurer and of the financial condition of the corporation and shall have other powers and perform such other duties as may be prescribed by the Vestry or Bylaws.

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 funds or valuables herein referred to are those belonging to the Parish and these provisions shall not be deemed to conflict with or overrule the conditions, terms or provisions of declarations or deeds of trust or of conveyance or donation providing some special method of said keeping, disbursing, withdrawing or depositing funds. Nor shall these provisions apply to the canonical discretionary fund of the Rector, as to which the disclosure of the beneficiaries or the purposes might prevent the carrying out of needed charitable acts.

6.6 Committees. The Vestry shall establish a Finance Committee and may appoint such other Committees as may from time to time be necessary, to serve at its pleasure. The Vestry may delegate to committees such of its powers and duties as it deems appropriate but shall remain responsible for the temporal affairs of the Parish.

6.7 Removal and Resignation. Any officer, except the Rector and the Senior Warden, may be removed from office by vote of a majority of the entire Vestry at the time in office at any regular or special meeting of the Vestry. The Senior Warden may be removed from office by the Rector. Any officer may resign without the consent of the vestry. The resignation shall take effect on the date it is received or at a later date specified therein.

6.8 Vacancies. Should the office of Rector become vacant, it may be filled only as provided in the Canons of the Church and the Diocese of Los Angeles. Should any other office except that of Senior Warden become vacant, it shall be filled by the Vestry.

ARTICLE 7

CONTRACTS AND SALES

7.1 Corporate Restrictions. Notwithstanding anything else herein contained, in the matter of purely temporal and secular matters, as distinct from matters partly or wholly ecclesiastical, the Civil Law of the State of California and particularly the Nonprofit Corporation Law, as contained in the Corporations Code, is, and shall be, binding upon this corporation. The use of the church buildings and grounds, however, is deemed to be an ecclesiastical matter, and is under the jurisdiction of the Rector, and this corporation acknowledges and agrees all property (both real and personal) of the Parish and corporation (including all property now owned or hereafter acquired by purchase, gift, bequest or any other means) is held in trust for The Episcopal Church and Diocese as provided in the National and Diocesan Constitutions and Canons.

7.2 Execution of contracts. Subject to the restrictions set forth in Articles 7.3 and 7.4, below, the Rector, Senior and Junior Wardens, Treasurer and Secretary shall have authority to execute contracts and incur indebtedness for the Parish.

7.3 Sales and indebtedness. Purchases and procurement shall conform to the rules therefor established by the Vestry. No Parish funds shall be expended, nor shall any indebtedness be incurred on open accounts, for goods or services not budgeted and approved by the Vestry, and no Parish property having a value exceeding \$1,000.00 shall be sold or encumbered unless:

- a) A resolution to make the purchase or sale or to incur the indebtedness shall be adopted by a vote of a majority of the entire Vestry;
- b) Such resolution must state the specific terms and amount of, and purpose for incurring, any indebtedness or the specific terms of any sale or encumbrance; and,
- c) Such resolution shall be fully set forth in the minutes together with the names of the Vestry members who vote in favor thereof.
- d) When required by National or Diocesan Canon, the consent of the Bishop and the Standing Committee of the Diocese shall first be obtained in writing. Without limiting the generality of the foregoing, such consents shall be obtained as required by Section 3.06 of the Diocesan Canons as it may be amended from time to time (which Canon, at the date of adoption of this Bylaw, reads, "Should any Parish desire to mortgage or otherwise encumber, to sell, exchange or otherwise dispose of all or any of its real property, or to acquire, except by gift, devise, or bequest, any real property subject to an existing encumbrance, or to assume an existing encumbrance, written consent of the Bishop and Standing Committee must be obtained prior to any such sale, exchange, mortgage or other encumbrance, disposition, or acquisition).

7.4 Disposition Upon Parish Dissolution. Should the Parish close, the corporation be dissolved, or the corporation ceases to accede to the Constitutions and Canons, all property of the Parish and corporation shall revert to and be conveyed to the Diocese, to be held in trust by it or to be disposed of at its discretion, all in accordance with the Diocesan Canons.

7.5 **Insurance.** The corporation shall purchase and maintain adequate insurance coverage in accordance with the Constitutions and Canons. Each insurance policy shall name the Diocese and Diocesan Bishop as additional insureds.

ARTICLE 8

PARISH RECORDS AND REPORTS

8.1 **Records.** The Parish shall maintain adequate and correct records of its accounts, books, business, properties, and membership, which shall be kept at the Parish Church, and proper provision shall be made for their safe keeping. Parish records shall be open to inspection by the Vestry and members of the Parish at all reasonable times.

8.2 **Certification and Inspection of Bylaws.** The originals or certified copies of the Articles of Incorporation of the Parish, Bylaws including the Constitution and Cannons incorporated by reference, and amendments shall be kept at the Parish Church and shall be open to inspection by all members of the Parish.

8.3 **Corporate Seal.** This corporation shall have a corporate seal which shall be circular or elliptical in form and shall have inscribed thereon the name of this corporation, the date of its incorporation, and the word "California."

ARTICLE 9

INDEMNIFICATION

9.1 **Definitions.** For the purposes of this Article, "agent" means any person who is or was a director, officer, or employee of the corporation; "proceeding" means any threatened, pending or completed claim, hearing, action and/or proceeding, including civil, criminal, administrative, regulatory or investigative proceedings, whether in law or equity; and "expenses" includes, without limitation, out of pocket expenses, costs of defending a proceeding (if applicable), judgments, fines, settlements, and reasonable attorneys' fees incurred in connection with a proceeding, as well as any expenses which are necessary to establish a right to indemnification under this Article.

9.2 **Indemnification.** The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 9243 of the California Nonprofit Religious Corporation Law, or an action brought by the Attorney General pursuant to Section 9230 of the California Nonprofit Religious Corporation Law) by reason of the fact that such person is or was an agent of the corporation, for expenses reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person believed to

be in the best interests of the corporation, and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful, except for proceedings that are based, in whole or in part, upon acts by the agent which constitute gross negligence and/or intentional misconduct. The termination of any proceeding by judgment, order, settlement, 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.

9.3 **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: provided, however, that a corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 9243 of the California Nonprofit Religious Corporation Law.

ARTICLE 10

AMENDMENT

10.1 **Process.** These Bylaws may be amended at any meeting of the Vestry by vote of a majority of the members present, provided that the text of any proposed amendments to be presented at a meeting shall have been set forth in or accompanied the notice of the meeting.

10.2 **Notice.** Notice of a proposed amendment of these Bylaws must first be given at a previous regular meeting of the Vestry or by special notice to all members of the Vestry setting forth the substance of the same.

CERTIFICATION OF ADOPTION

I, the undersigned, being the Secretary of this corporation, known as Prince of Peace Episcopal Church, in Woodland Hills, do hereby certify that the forgoing are the Revised Bylaws of the Parish and that they were regularly adopted by majority vote at a meeting of the members of the Parish on the _____ day of _____, 2022.

Name of Clerk

Date

APPENDIX

Amendments

1. On September 18, 2017, the Vestry voted unanimously that the: *Prince of Peace Bylaws should be amended to allow for email voting when necessary (i.e.: when urgency precludes the ability to vote/meet in the next regularly scheduled Vestry meeting)*. **Motion subsequently approved at 2018 annual meeting.**