Explanation of Proposed Bylaw Changes

The first reason to change the bylaws is to allow us to have an Annual Parish Meeting on-line and to make decisions electronically. This is covered by the addition of Article III Section 7 which says:

Section 7. ELECTRONIC MEETINGS

Any meeting is to be conducted in real-time, either or both in person or via electronic means pursuant to California non-profit corporation law, using measures to provide members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting concurrently with those proceedings or such other means as may be allowed by the California Corporations.

Voting by electronic means shall be permitted. Ballots, if any, and a record of those participating electronically shall be kept for one year, or in the case of an annual meeting, for one day after the date of the next meeting.

Section IV.9 makes the same provisions for Vestry and Parish Council meetings.

Because we needed to make this change we also tidied up a few other sections:

We tried to bring the sections on membership and voting both in line with our intentional inclusivity and our post-denominational reality while still abiding by the Diocesan canons which make it clear that only Episcopalians in Good Standing can vote for Vestry members. The diocesan canon reads “Any person, who is an adult confirmed communicant in good standing, is listed in the Treasurer’s books as a contributor during the calendar year prior to the year the new vestry members take office, and has been a member of the Parish for the same period shall be entitled to vote at Parish meetings.” It does not say that others may not also vote and since it is in the section on election of vestry members we interpret the restrictions as applying specifically to vestry elections.

We also eliminated the category of Associate Member to describe non-Episcopalians, making everyone Members and then defining Voting Members. These changes also affected IV.4 and IV.5 on who can be on the Parish Council, who can be Senior and Junior Warden.

So, we altered Article III Section 1 and 2 to read:

Section 1. MEMBERSHIP

Membership of St Benedict’s faith community is open to anyone, regardless of religious background or experience, age, race, ethnicity, culture, gender, sexual orientation, gender identity or expression, economic condition, physical or mental ability.

a. Voting Members of the Parish are:

Any baptized person of fourteen years of age or older who has regularly received communion for at least six months and who has regularly contributed to the support of the Parish for at least one year through donation of time, ability and/or money.

b. Voting Members in Good Standing are communicant members who have attended services and contributed to the support of the Parish six months immediately prior to a Parish Meeting.

Section 2. VOTING RIGHTS.

Each voting member in good standing shall be entitled to one vote on each matter submitted to a vote of the members, except the election of the vestry which is limited to members who are also confirmed or received members of the Episcopal Church and who have participated in, and supported the Parish for at least one year.

Voting rights may not be exercised by proxy or through absentee ballot, unless a mailed ballot vote is being taken of all the members.

Senior/Junior Warden

We would like to get away from these terms which, though correct Episcopal terminology, hint of hierarchical rank rather than different functions, so we are suggesting Presiding Warden and People’s Warden; other ideas are welcome. We could also use Rector’s warden and People’s warden, but that is confusing if there is no rector.

Section IV.5 reads:

Section 5. WARDENS.

From the members of the Vestry shall be chosen a Senior or Presiding Warden and a Junior or People’s Warden, both of whom shall be voting members in good standing in the Parish. The Rector shall appoint the Senior or Presiding Warden, the Vestry shall elect the Junior or People’s Warden. The Wardens, shall be considered the First and Second Vice-President of this corporation. No meeting of the Vestry or Parish Council shall be valid unless there be present either the Rector or one of the Wardens. The appointment and election of the Wardens shall take place annually, as hereinafter prescribed. In the event there is no Rector, the Vestry shall elect the Senior Warden.

Committees

We clarified that committees may be created by the whole Parish Council or the Vestry but are always responsible to the Vestry. Section VI now reads:

The Vestry or Parish Council may appoint one or more committees, each with representation of a least one member of the Parish Council, to act as liaison with the Vestry. Minutes of each committee meeting shall be kept and deposited with the Clerk of the Vestry in a timely manner. Committees are accountable to the Vestry and shall report their activities quarterly to the Parish Council.

Smaller issues

1. The Episcopal Church includes dioceses outside the States so we changed “National Church” to “The Episcopal Church” or TEC.
2. A slate of vestry members may be elected by acclaim when there is no competition. (III.11)
3. Electronic meetings, notices of meetings and decision making occurs in several different places. (III.3, III.6, III.11, IV.7, IV.9, IV.12
4. The distinction between members and voting members re-appears in III.8 on quorum and Article VIII on amending the bylaws.
5. IV.3 clarifies vestry terms. Our practice is for the new Parish Council to take over on the first day of the month following the Annual Parish Meeting, not the same day. This is echoed in IV.8 on Regular Meetings.
6. We took out the requirement for the Clerk to keep the corporate seal because we don’t have one. V.7