

BY-LAWS
OF
SAINT TIMOTHY'S EPISCOPAL CHURCH
IN DANVILLE, CALIFORNIA

ARTICLE I
SHORT NAME

For all purposes other than in legal documents and other formal communications requiring the use of the full corporate name, this corporation may be designated as and use the name of "St. Timothy's Episcopal Church."

ARTICLE II
VESTRY

Section 1. The affairs and business of the corporation shall be managed and conducted by the Rector, Wardens and Vestry of the Parish, who shall have the qualifications and powers and duties and shall be elected in the manner provided by the Constitution and Canons of the Protestant Episcopal Church in the Diocese of California and who shall constitute the Board of Directors of the Corporation. The Constitution and Canons of the Episcopal Church and the Constitution and Canons of the Diocese of California shall, unless they be contrary to the laws of this state, always form part of its governing documents and prevail against anything contained in the governing documents that may appear to be in conflict with such Constitutions and Canons.

Section 2. The number of Vestry members, other than the Rector, shall be not less than six nor more than fifteen.

Section 3. The election, tenure of office, and practice of rotation with respect to said Vestry members shall be as follows:

- (a) At each Annual Parish Meeting a sufficient number of Vestry members shall be elected to bring the Vestry's number to a minimum of six and a maximum of fifteen. They shall serve until the Annual Parish Meeting held in the third year after their election, at which time their terms of office shall cease and they shall be succeeded by the Vestry members elected at such Annual Parish Meeting. A total of Vestry members, not to exceed three, may be elected for a one- or two-year term.

(b) Vacancies in the Vestry, however caused, prior to the completion of term of office shall be filled by appointment by the Vestry, said interim appointees to serve only until the next Annual Meeting.

Section 4. A majority of the Vestry members shall constitute a quorum.

Section 5. The Rector shall, ex-officio be a voting member of the Vestry and President of the Corporation. The Clerk of the Vestry and the Parish Treasurer shall be ex-officio Secretary and Treasurer respectively of the Corporation. The Senior Warden and Junior Warden shall be appointed and elected respectively in the manner provided by said Constitution and Canons and shall be ex-officio Vice Presidents of the Corporation. The Secretary and Treasurer shall be elected in the manner provided by said Constitution and Canons. The other officers of the Corporation shall be such Assistant Secretaries and Assistant Treasurers as the Vestry may appoint, who need not be members of the Vestry.

ARTICLE III

MEMBERS

The members of the Corporation, (here in after called the congregation) their qualifications, rights, privileges, and duties shall be specified as in said Constitution and Canons.

ARTICLE IV

MEETINGS

Section 1. The Annual Parish Meeting shall be held at the time and for the purposes and shall be conducted in the manner specified by said Constitution and Canons. A quorum for such annual meeting or any special meetings of the congregation, duly called and noticed, shall consist of not less than ten percent (10%) of the communicants of the Parish who qualify as electors under the provisions of Canons of the Diocese.

Section 2. Special meetings of the congregation may be called upon the vote or written request of a majority of the Vestry.

Section 3. Notice of the Annual Parish Meeting and of any special meetings of the congregation shall be given in the manner provided by said Constitution and Canons. Meetings of the congregation shall be noticed no later than four (4) days before a meeting personally or by first-class mail, telephone, email or electronic messaging. Meetings of the Vestry shall be called by the Rector, or if he is absent or is unable or refuses to act, by either Warden or by any two Vestry members. Notice of special meetings of the Vestry shall be given either personally, by telephone, by email or by electronic messaging at least forty-eight hours prior to the meeting. Regular meetings of the Vestry shall be held

on a designated evening of each month as decided by the then current Vestry. No notice needs to be given of any regular meeting.

Section 4. All meetings of the congregation shall be held either at Saint Timothy's Episcopal Church, 1550 Diablo Road, Danville, California, at such other place as may be specified in the notice of the meeting or virtually through use of conference telephone or electronic video screen communication per notice for the meeting. Meetings of the Vestry shall be held at said place, ~~or~~ at such other place as may be specified in the notice of the meeting or virtually through use of conference telephone or electronic video screen communication.

Section 5. Voting and Holding Offices: Any baptized member of the parish who has reached the age of sixteen years, and who has:

a.) Been recorded in the Parish Registry, or listed in the Parish Directory for a period of six months prior to the date of the election, and:

b.) a pledge recorded with the Treasurer, and/or a record of in-kind time and talent during the period of six months prior to the date of the election, and:

c.) is regular in attendance at services of worship in the church or online:

shall be entitled to seat, voice and vote in:

a.) regularly scheduled meetings, and:

b.) specially convened meetings of the parish.

Any member who, in the view of the Rector, has met the above criteria and has reached the age of 18 years, may be elected to the Vestry and/or to be a Delegate or Alternate to Diocesan Convention and Deanery Convocation.

Furthermore, the Rector, Wardens and Vestry shall establish guidelines to assist in establishing such qualification, based on National and Diocesan Canons and instructions of General Convention and the Book of Common Prayer.

ARTICLE V
EXECUTION OF CHECKS,
DRAFTS AND ORDERS

Checks, drafts and orders upon any bank or banker with whom this corporation shall have moneys on deposit or with whom it shall have a regular account, may be executed for and on its behalf by such officer or officers as the Vestry by resolution may direct.

ARTICLE VI

CORPORATE SEAL

The corporate seal of the corporation shall be in the form and shall contain the words and figures prescribed and required by the General Corporation Law of the State of California.

ARTICLE VII

CONFORMITY TO CANONS

The Constitution, Canons, Rules, Regulations and Discipline of the Church now known as the Protestant Episcopal Church of the United States of America, and the constitution and Canons of the same Church in the Diocese of California shall, unless, they be contrary to the laws of the State, always form part of these By-Laws and prevail against anything elsewhere herein contained that may appear to be repugnant to such Canons, Rules, Regulations or Discipline.

ARTICLE VIII

AMENDMENTS

These By-Laws may be amended at any time by resolution of the Vestry passed by an affirmative vote of at least two-thirds of the total number of Vestry members.

ARTICLE IX

FINANCE COMMITTEE

Section 1. The Vestry shall maintain and supervise a Finance Committee, which shall be composed of the Rector, Senior Warden, Junior Warden, Treasurer and up to three (3) other persons appointed by the Rector and confirmed by the Vestry.

Section 2. Appointed members of the Finance Committee shall be experienced in financial matters and be members in good standing of the Parish. Each initially appointed Committee member shall serve either a 3-year, 2-year or 1-year term, as

determined by lot. Committee members may be appointed to additional 3-year terms, as deemed appropriate by the Vestry.

Section 3. The duty of the Finance Committee shall be to maintain general supervision of the financial affairs of the Parish, to act as an advisor on financial matters to the Vestry and to perform such other duties relating to the business affairs of the parish as may be referred to it by the Vestry.

Section 4. If any differences occur between this Article IX and relevant verbiage in the charter of the Finance Committee this Article takes precedence.

ARTICLE X

COLUMBARIUM BOARD

Section 1. The Columbarium at Saint Timothy's Episcopal Church shall be administered by a Board appointed by the Vestry. The Rules & Regulations and future amendments thereto, as approved by the Vestry, shall govern the operation of the Columbarium.

Section 2. The Board shall consist of seven members of the Church, four of whom shall be appointed by the Vestry. The other members shall be the Rector, Senior Warden and the Facility Manager, who is responsible for all grounds of the Church property. Each initially appointed Board member shall serve either a 3-year, 2-year or 1-year term, as determined by lot. Board members may be appointed to additional 3-year terms, as deemed appropriate by the Vestry. The Chairman of the Board shall be elected by the Board members.

Section 3. If any differences occur between this Article X and relevant verbiage in the Rules & Regulations of the Columbarium this Article takes precedence.

ARTICLE XI

NOAH'S ARK PRESCHOOL BOARD OF TRUSTEES

Section 1. Board of Trustees. The Vestry of St. Timothy's delegates the authority and responsibility for governing and providing direction to the Preschool to a Board of Trustees subject to the Preschool's By-Laws.

Section 2. Composition of the Board of Trustees. The Board of Trustees will consist of eight (8) voting members and two (2) nonvoting members:

- One (1) voting member shall be the Rector of St. Timothy's Episcopal Church

- Two (2) voting members shall be members of the Vestry. These members will be elected at the winter Vestry retreat and will serve staggered two or three year terms.
- Two (2) voting members shall be parish members in good standing elected by the Vestry for three year staggered terms from among those applying for consideration. No parish member shall serve more than three consecutive years on the Board and shall not be related to any other trustee or Vestry member.
- Three (3) voting members shall be parents of students currently enrolled in the preschool selected by the Board from among those applying for consideration for one year terms.
- The Preschool Director and Treasurer shall be nonvoting members of the Board of Trustees.

Section 3. If any differences occur between this Article XI and relevant verbiage in the By-Laws of Noah's Ark Preschool this Article takes precedence.

ARTICLE XII

ENDOWMENT COMMITTEE

Section 1. There shall be at least 6 and no more than 12 members of the committee selected by the Vestry at its discretion for three (3) year staggered terms.

Section 2. The Vestry of Saint Timothy's has final authority in all decisions concerning the endowment fund, including distributions and acceptance of offered gifts of real property.

Section 3. If any differences occur between this Article XII and the relevant verbiage in the Guidelines for the Endowment Fund of Saint Timothy's Episcopal Church Danville, California, this Article takes precedence.

Revised:

April 10, 1984

March 11, 1986

March 15, 2012

September 21, 2022