

CONSTITUTION OF THE RECTOR, WARDENS, AND VESTRY OF CHRIST CHURCH PARISH OF EUREKA, CALIFORNIA

**Adopted January 12, 1995
Amended December 9, 2001
Amended April 14, 2019
Amended January 22, 2023
Amended December 8, 2024**

[Items in square brackets [] are informational only, and are not part of the Constitutional text.]

[NOTE: The initial Constitution was adopted in January of 1995. Although this Parish was formed in 1870 and incorporated in 1918, several diligent searches during the preceding decade failed to disclose evidence of a previously adopted Constitution or Bylaws for this corporation. The references “{NC},” “{DC},” and “{D.Const.}” refer to corresponding provisions of the National Church Canons, the Diocesan Canons, and the Diocesan Constitution (see Section 1.2). Additional amendments were adopted on December 9, 2001, April 14, 2019, January 22, 2023, and December 8, 2024, as reflected on the Title page and after each amended Section. Errata corrected on pages 4 and 5 March 25, 2023.]

CONSTITUTION OF THE RECTOR, WARDENS, AND VESTRY OF CHRIST CHURCH PARISH OF EUREKA, CALIFORNIA

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CONSTITUTION OF THE RECTOR, WARDENS, AND VESTRY OF CHRIST CHURCH PARISH OF EUREKA, CALIFORNIA

ARTICLE 1: NAME, ORGANIZATIONAL AUTHORITY, and TERRITORY

Section 1.1 Name

The name of this corporation is The Rector, Wardens, and Vestry of Christ Church Parish of Eureka, California. {DC 32.4 (a)}

Section 1.2 Organizational Authority

As the Constitution of this Parish and this Corporation this Constitution is adopted under the authority of the Constitution and Canons of both The Episcopal Church (TEC) and the Episcopal Church in the Diocese of Northern California (Diocese). As the Constitution of this Corporation this Constitution is adopted under the authority of The Nonprofit Religious Corporation Law of the State of California.

SECTION 1.3.

Section 1.3 Territory; Location of Church Building

This corporation is established as a Parish of the Diocese in the City of Eureka, California, and it shall serve such territory within and around the City of Eureka as is determined by the authority of the Diocese. The church building is located at 15th and H Streets in the City of Eureka, and said location may not be changed without the written consent of the Bishop and Standing Committee of the Diocese of Northern California. {NC I.13; DC 39 and 40}

Section 1.4 Change of Name

The name of this Parish may be changed only by resolution, specifying the reasons therefor, adopted by the voting members at the Parish Annual Meeting (Section 3.2 below) and thereafter approved by the Bishop, the Standing Committee, and the Convention of the Diocese. {DC 41}

ARTICLE 2: POWERS AND PURPOSES

Section 2.1 Objectives and Purposes

This corporation is organized as a part of The Episcopal Church of the United States of America and the worldwide Anglican Communion to serve the spiritual needs of its members and carry forth a Christian witness in this community and the world at large. The Parish shall develop and from time-to-time revise its mission and vision statements for carrying out these objectives and purposes.

Section 2.2 Powers

This corporation is organized under the California Nonprofit Religious Corporation Law exclusively for religious purposes and reserves unto itself to have and exercise any and all rights and powers permitted thereunder; *provided that* the real property owned by this corporation may not be encumbered or alienated without the written consent of the Bishop and the Standing Committee of the Diocese of Northern California. {NC I.7.3 and II.7}

Section 2.3 Nonpartisan Activities

This corporation shall be nonprofit and nonpartisan and no substantial part of its activities shall consist of the publication or dissemination of materials with the purpose of influencing legislation; and this corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

Section 2.4 Dedication of Assets

The properties and assets of this corporation are irrevocably dedicated to religious purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall ever inure to the benefit of any director, officer, or member of this corporation or to the benefit of any private individual. Upon liquidation or dissolution in compliance with applicable provisions of state law, all properties and assets shall be transferred or distributed to the Diocese or any successor diocese of The Episcopal Church with jurisdiction over this parish. {NC I.7.4}

ARTICLE 3: PARISH MEMBERSHIP AND MEETINGS

Section 3.1 Determination of Members; Voting Members

The members of this Parish shall be people who have received the Sacrament of Holy Baptism, whether in this or another Christian Church, whose baptisms have been recorded in this Church, and who meet such other criteria as are prescribed by the Canons of The Episcopal Church and the Diocese. All members sixteen years of age and over shall be considered adult members, *provided that*, only those members of legal age (i.e. at least 18) who, at the time of any Parish meeting, have been communicants of record and givers of record upon the records and books of this Parish for a minimum of six months and who have received Holy Communion in this Parish a minimum of three times in the preceding year shall be qualified to vote at said meeting. {NC I.17.1 and I.17.2; DC 36.3}

Section 3.2 Parish Annual Meeting

The members of the Parish shall meet annually to elect members of the Vestry and Lay Delegates to the Diocesan Convention. (as prescribed in Sections 3.5 and 3.6 below), to receive reports, and to transact such other business as may legally and canonically come before the meeting. The Annual Meeting shall be set for a date and time in the months of January or February, as determined by the Vestry no later than the last Monday of the preceding December. Notice of the Annual Meeting shall be given orally or in writing during all worship services held on the two Sundays preceding the date set for the meeting and in such other manner, including in person, and/or by mail, email, text, telephone, or other electronic means, at such other times as the Vestry determines. {DC 36.1-2} [As amended January 22, 2023]

Section 3.3 Special Meetings

A Special Meeting of the Parish may be held at any time on the call of the Rector with the consent of the Vestry or on call of the Vestry when the office of Rector is vacant; *provided that* the notice of such Special Meeting shall set forth the business proposed to be transacted at such meeting, and no other business shall be in order. Notice of the Special Meeting of the Parish shall be given orally or in writing during all worship services held on the two Sundays preceding the date set for the meeting and in such other manner, including in person, and/or by mail, email, text, telephone, or other electronic means, at such other times as the Vestry determines. {DC 36.2.2} [As amended January 22, 2023]

Section 3.4 Procedure; Quorum and Proxy Voting

The Rector shall preside at all Parish meetings; *provided that*, in Rector's absence the Wardens, according to seniority by title, shall preside. The Clerk of the Vestry shall be Clerk of the Parish and discharge the duties of that office at any meeting of the Parish; however in the Clerk's absence, the voters shall elect a clerk pro tem to serve for that meeting. At any meeting of the Parish for which notice has been duly given, those present shall constitute a quorum for the transaction of business. There shall be no voting by absentee or proxy ballot. {DC 36.4}

Section 3.5 Election of Vestry

(a) Nominations: Qualified members of the Parish may be nominated for election to the Vestry either in advance by a nominating committee of the outgoing Vestry or by any voting member from the floor at the start of the Annual Meeting.

(b) Manner of Election: There shall be one at-large election, by secret written ballot, to fill all available positions, with each voting member of the Parish entitled to as many votes as there are positions to be filled; *provided that* no member may cast more than one vote for any individual nominee. The polls shall be open for at least one hour or, upon demand of any three voting members, for two hours. Ballots shall be received and counted by a committee of three tellers, one appointed by the presiding officer, one by the members of the Vestry present, and the third one by the other two. The nominees with the highest vote totals shall be elected to the available positions; *provided that* where terms of varying length are being filled, the nominees with higher vote totals shall, if otherwise eligible, be deemed elected to the longer terms; and further *provided that* in the event of a tie, the longer term or last available position shall go to the nominee who has belonged to the Parish the longest either without having or since last serving on the Vestry. The tellers shall notify the presiding officer of the results, and the presiding officer in turn shall act as inspector of election and certify who are elected to Vestry. [As amended January 22, 2023]

(c) Appeals: An appeal from the certified result of the election shall lie to the Ecclesiastical Authority of the Diocese, who shall recanvas the vote and declare the result of the election. The decision of the Ecclesiastical Authority upon such appeal shall be final. {DC 36.5} [As amended January 22, 2023]

Section 3.6 Election of Lay Delegates to Diocesan Convention; Qualification; Alternates; Special Conventions

Lay delegates and alternates to Diocesan Convention in the numbers specified by the Canons of the Diocese shall also be elected at the Parish Annual Meeting in the same manner prescribed for the election of Members of the Vestry in Section 3.5 above, except as follows: (a) any voting member of the Parish shall be qualified to serve as a convention delegate; (b) the Vestry may prescribe a different manner of nomination, such as by self-nomination (i.e. declaring oneself a candidate); (c) there shall be no limit on the number of years, consecutive or otherwise, a member may serve as a delegate; (d) the highest vote-getters shall be elected to the available positions, and the next highest vote-getters shall be deemed elected as alternates in their order of finish; and (e) in the event no alternate is available at the time of convention, the Rector shall have authority to fill a vacancy from the Communicants of the Parish. {D.Const.Art.V}

ARTICLE 4: THE RECTOR

Section 4.1 General Authority

The Rector, subject to the Bishop of the Diocese, shall have ultimate responsibility for all things pertaining to or affecting the spiritual interests of the Parish, subject to the Rubrics of the Book of Common Prayer, the Constitution and Canons of the Church, and the pastoral direction of the Bishop. It shall be the Rector's duty and right to give orders concerning public worship together with all that pertains thereto. The Rector shall at all times be entitled to the use of and control of the church and Parish buildings with the appurtenances and furniture thereof. The Rector shall also have control of all Parish organizations. Any other minister of the Parish, by whatever name or title designated, shall be under the authority of the Rector. {NC III.1.1; DC37.1-.3}

Section 4.2 Corporate Authority

The Rector shall be the Chief Executive Officer of the corporation and an ex officio member and President of the Vestry or any other body entitled by law to manage the temporalities of the Parish. The Rector shall preside, with a right to vote, at all meetings of the Parish and the Vestry; *provided that* the Rector or other presiding officer shall not have an additional casting vote in case of a tie. {NC I.14.3; DC 32.4(b) and 37.4}

Section 4.3 Vacancy and Election of Rector

The Wardens or other appropriate officers shall give immediate written notice to the Bishop and the Standing Committee of the Diocese in event of a vacancy in the office of Rector. The Vestry shall thereafter undertake a calling process in the manner prescribed by the Canons of the Diocese and the National Church. This process shall culminate in a meeting called for the election of a new Rector, with the affirmative vote of two-thirds (2/3) of the members of the Vestry required to elect a Rector. The election shall in the first instance require the written concurrence of the Bishop; however, if the Bishop fails to respond within twenty days after being notified of the election, such approval may be assumed. In the event the Bishop disapproves the selection, the Bishop and Vestry shall meet and confer on the matter, and the Vestry may thereafter elect the Rector of their choice with or without the Bishop's approval. {NC III.18; DC 37.6-.9} [As amended January 22, 2023]

Article 4.4 Compensation

The minimum compensation (including salary, housing, social security allowance, and utility allowance) for the Rector or any other member of the clergy employed by the Parish shall be fixed in accordance with the Compensation Range established annually by the Diocesan Council. The compensation to be paid the Rector and other clergy shall not be set, reduced, or allowed to remain below said minimum without written permission from the Bishop. The Wardens or other appropriate officers shall also notify the Bishop immediately in the event the compensation due to the Rector or other employed clergy falls more than \$500 in arrears. {DC37.10 and 57}

Article 4.5 Dissolution of Pastoral Relation Between the Rector and the Parish

Except upon mandatory resignation for lawful reasons prescribed in the Canons of the National Church, the Rector may not resign without the consent of the Vestry nor may the Vestry terminate the Rector against the Rector's will. The authority to adjust disputes or dissolve the pastoral relationship between the Rector and Parish as well as to provide substitute clerical services in situations involving abandonment, neglect, or physical or mental disability rests exclusively with the Bishop or other Ecclesiastical Authority of the Diocese in accordance with the provisions of the Canons of the Diocese. Whenever there are serious differences between the Rector and congregation which the parties are unable to resolve themselves, a majority of the Vestry may submit the matter for mediation and potentially binding resolution by the Bishop under the Canons of the Diocese. {NC III.19; DC 37.11, 38, and 42}

ARTICLE 5: THE VESTRY

Section 5.1 Authority; Compensation

The Vestry shall be and constitute the Trustees, Directors, or other persons who by law are empowered and authorized to manage the affairs and conduct the business of this Parish. Except as otherwise provided by law, Church Canons, or this Constitution, the Vestry shall be agents and legal representatives of the Parish in all matters concerning its corporate property and the relations of the Parish and its Clergy. Whether elected, chosen, convened, acting or referred to as Vestry, Trustees, Directors, a Board of Vestry, Board of Directors or otherwise, they shall always be deemed to be the same body and as acting in all capacities in which they may be authorized to act under statutory or Canonical law or both. No person shall be compensated for service on the Vestry, except that a member of the Vestry may be reimbursed for reasonable expenses actually incurred in the performance of official duties. {NC I.14.2; DC33.1}

Section 5.2 Number and Qualifications

The Vestry shall consist of not fewer than nine nor more than fifteen lay members of the Parish, with the number fixed at fifteen at the time of original adoption of this Constitution. Notice of any proposal to change this fixed number shall be given at least sixty days in advance by the person officiating at a regular Sunday service and in such other manner as the Vestry may prescribe. Members of the Vestry shall be voting members of the Parish (as defined in Section 3.1 above) who are duly enrolled in the Register of the

Parish, are regular in their attendance at services, and are stewards of their time, talent, and treasure for the support of the Parish. Members of the Vestry shall not be under suspension as Communicants; *provided that*, where such suspension has been duly appealed to the Bishop, the disqualification shall not take effect unless and until passed upon and upheld by the Bishop. {NC I.17; DC 33.2}

Section 5.3 Terms

The term of office for a member of the Vestry shall be three years, unless ended earlier by death, disability, resignation, or removal; *provided that*, members shall hold office until their successors are selected and have qualified. The terms of the Vestry shall be staggered so that the terms of one-third of the total membership expires each year. A member may serve a maximum of three consecutive years on the Vestry, and thereafter shall be ineligible to serve until there has been a lapse of at least one year. {NC I.14.1; DC 33.2.5}

Section 5.4 Absences, Removal, and Vacancies

In the event a member of the Vestry is absent without excuse for two consecutive regular meetings or for three such meetings in any six-month period, a majority of the remaining members may vote to remove that person from office. A member of the Vestry may also be removed by a majority vote of the Vestry upon a determination that said member no longer meets the qualifications for serving on the Vestry or for conviction of a felony or a determination by final order or judgment of any court that said director has breached a duty under the California Nonprofit Religious Corporation law. In the event of a vacancy created in any manner, a majority of the remaining members of the Vestry may do one of the following: (1) appoint the next highest vote-getter from the preceding Annual Meeting who remains qualified to serve to fill the remainder of the term vacated; (2) appoint any other qualified and eligible member of the Parish to serve until an election is held for the balance of the term at the next Annual Meeting; or (3) if the vacancy occurs in the last half of the year, leave the position vacant until the next Annual Meeting.

Section 5.5 Meetings and Quorum

The Vestry shall meet monthly at a regular date, time, and place fixed by the Vestry; *provided that*, the Vestry may change the date, time, or place of any such meeting for the convenience of its members. Special meetings may be called at any time by the Rector, the two Wardens, or any three members of the Vestry, by giving three days' written notice to each member of the Vestry. A quorum for a meeting of the Vestry shall consist of a majority of all members, exclusive of vacancies; *provided that* no meeting shall be valid unless either the Rector or one of the Wardens is among those present. The Rector shall preside at all Vestry meetings or may appoint the Senior Warden to preside in his or her stead. In the Rector's absence the Wardens, according to seniority by title, shall preside. {DC33.3-.5, .7}

Section 5.6 Organizing Meeting

Immediately following the conclusion of the Annual Meeting or as soon thereafter as possible as called by the Rector or, in the Rector's absence by the Clerk, a meeting shall be convened for the Purpose of selecting officers for the succeeding year as specified in Article 6 below. {DC 33.6}

Section 5.7 Annual Report

At each Annual Meeting of the Parish, the Vestry shall make a full written report of the temporal condition of the Parish in every particular. Outgoing members of the Vestry shall also make suggestions, through its Wardens, as are deemed wise and helpful to the Parish and as may be conducive to increasing the zeal and devotion of the people. {DC33.8}

Section 5.8 Action by Unanimous Consent Without Meeting

Any appropriate action may be taken by the Vestry without a meeting if all members of the Vestry individually or collectively consent to such action. Such consent must be in writing and shall be filed with the minutes of the proceedings of the Vestry. Consent may be given either in person or by telephone, email, texting or other electronic/digital media communication. A verification hard copy of the consent shall contain the printed name, date, and signature of each consenting Vestry member. [As amended April 14, 2019]

ARTICLE 6: OTHER OFFICERS AND COMMITTEES

Section 6.1 Wardens

At the organizing meeting prescribed by Section 5.6 above, the Rector shall select one member of the Vestry to be Senior Warden and the Vestry shall elect another member to be Junior Warden. However, if the office of Rector is vacant, both Wardens shall be elected by the Vestry. The Wardens shall serve until the next Annual Meeting of the Parish unless their terms are ended earlier by death, disability, resignation, or removal. The Wardens shall supervise the care, protection and maintenance of the Church and other Parish buildings, to see they are kept in decent repair and guard them from uses prohibited by the law of the Church. The Wardens shall see that all things needed for orderly worship of God and for the proper administration of the Sacraments are provided at the expense of the Parish. The Wardens shall also discharge such other duties as may devolve upon them by the provisions of the law of the Church {DC33.6 and DC 34.1-3} [As amended January 22, 2023]

Section 6.2 Clerk

The Clerk shall be elected by the Vestry at the organizing meeting prescribed by Section 5.6 above and shall serve until a successor is elected. The Clerk may but need not be a member of the Vestry. The Clerk shall serve both as Secretary to the Vestry and as the Secretary of the Parish Corporation and shall perform the duties required of such office, including (a) keeping and preserving at the meeting place of the Vestry the Books and Bylaws (consisting of the Constitution and Canons of The Episcopal Church, the Diocese of Northern California, and the Constitution and ordinances of this Parish); (b) keeping written Minutes of meetings of the Parish and Vestry; and (c) maintaining a record of members of the Parish {DC 32.4, DC 33.6 and DC 34.4} [As amended January 22, 2023]

Section 6.3 Treasurer

The Treasurer shall be elected by the Vestry at the organizing meeting prescribed by Section 5.6 above and shall serve until a successor is elected. The Treasurer may but need not be a member of the Vestry. The Treasurer shall perform the usual functions of such office and such other duties as may be prescribed in this Constitution. At the Annual Meeting the Treasurer shall present to the Parish a full and accurate statement of all monies received and paid during the year preceding. {DC 33.6 and DC 34.5} [As amended January 22, 2023]

Section 6.4 Officer Vacancies

In the event any of the offices of Senior Warden, Junior Warden, Clerk, or Treasurer becomes vacant due to death, disability, resignation, or removal, including the resignation or removal from the Vestry of any officer required to be a member thereof, a successor shall be selected to complete the balance of the term in the same manner prescribed for the original selection.

Section 6.5 Standing Committees

The Rector and Vestry shall by separate resolution establish such standing committees as they deem appropriate to supervise, study, review, and carry out the ongoing work and ministries of the Vestry, this corporation, and the Parish. The membership of each general purpose standing committee shall be open to members of the parish; *provided that* one current member of the Vestry shall act as a liaison between that committee and the Vestry. The chair of each standing committee shall be appointed or approved by the Rector and may but need not be a member of the Vestry. [As amended December 8, 2024]

Section 6.6 Special Committees

The Rector or Vestry may establish such additional separate special purpose committees as they deem appropriate. No person appointed as an individual (rather than by position title) to such a committee shall serve for more than one year unless reconfirmed by the Vestry during the succeeding year and in no event for more than three consecutive years.

ARTICLE 7: ADMINISTRATION

Section 7.1 Parish Funds

Endowment funds and funds held in trust or restricted or designated funds, and securities represented by physical evidence of ownership or indebtedness, shall be deposited in a national or state bank, mutual fund, other stock fund, brokerage account, trust or investment fund for this Parish alone or for this Parish with other churches of the Diocese, or other entities, real estate investment trust, or other such fund as the Vestry shall designate as provided in Section 7.10, under terms and conditions requiring at least two signatures for withdrawal of monies from such funds or accounts. Funds and securities of insufficient size to be accepted by such depositories shall be kept in the Parish general account. Records shall be kept of all endowment or other restricted funds showing: (a) source and date; (b) terms governing the use of the funds; (c) to whom and how often reports of condition are to be made; and (d) how the funds are invested. {NC I.7.1} [As amended December 9, 2001]

Section 7.2 Books of Accounts; Inspection; Audit; Fiscal Year

Books of account shall (a) be kept in such form as may be required by the Diocesan Council and so as to provide the basis for satisfactory accounting; (b) be open at all times to inspection by the Rector, Interim Rector (if any), Wardens, or other members of the Vestry; and (c) be audited annually at the close of the year by such accounting method as is required or permitted by the Corporation of the Diocese of Northern California. All reports of such audits shall be filed with the Bishop or Ecclesiastical Authority not later than 30 days following the date of such report, and in no event not later than September 1 of each year, covering the financial reports of the previous year. The fiscal year shall begin January 1. {NC I.7.1; DC 34.5-6 and 54}

Section 7.3 Bonds; Insurance

Treasurers and custodians of Parish funds, other than banking institutions, shall be adequately bonded. All real property belonging to this Parish shall be adequately insured against fire and other loss in amounts no less than any minimums specified by the Diocesan Corporation. The Rector, Wardens, other members of the Vestry, and other officers, employees, or agents of this corporation may also be insured against any liability incurred by or asserted against them by reason of their acting or serving in such capacity or status. {NC I.7.1; DC 52 and 53}

Section 7.4 Right of Indemnity

To the extent permitted by law, this corporation shall indemnify its Rector, Wardens, Vestry, employees, and agents, including persons formerly occupying such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any threatened, pending, or complete action or proceeding of a civil, criminal, administrative, or investigative nature maintained against such persons by reason of their acting or serving or having formerly acted or served in such capacity or status. {California Corporation Code section 9246}

Section 7.5 Parish Register

The Parish Register shall be maintained and information recorded therein in such manner as is required by the Diocese in accordance with the Canons of the General Convention of The Episcopal Church. The Rector shall be custodian of the Parish Register, and upon vacating said position shall deposit said Register with the Senior Warden or the Bishop. If there is no Rector or Interim, the custodian of the Parish Register shall be the Senior Warden. Old registers shall be retained in a place for safekeeping satisfactory to the Bishop or shall be forwarded to the Registrar of the Diocese for safekeeping. {NC III.14.2; DC 35}

Section 7.6 Annual Parochial Report

An annual parochial report, in the form prescribed by the General Convention of the The Episcopal Church, shall be made to the Bishop through the Rector or other cleric in charge or, if there be none, through the Senior Warden, on or before the first day of March each year. [As amended April 14, 2019]

Section 7.7 Bishop's Visitation

On notice being received of the Bishop's intention to visit the Parish, the Rector or other cleric in charge shall announce such fact to the congregation. At every visitation, it shall be the duty of the Rector and other Parish officers and directors to exhibit the Parish Register to the Bishop and to give such information on the state of the congregation, spiritual and temporal, as the Bishop has requested previously in writing. {NC III.14.2 (e)}

Section 7.8 Suspension, Reduction, or Dissolution of Parish Status

This Parish shall be subject to suspension of its parish status, reduction to mission status, or dissolution by vote of the Diocesan Convention upon recommendation of the Diocesan Council (a) upon failure for two successive years to maintain a proper financial status (by paying the Rector's salary in full, the Diocesan Mission Apportionment assessed against the Parish, and all other proper expenses and charges); (b) upon failure for two successive years to make a parochial report to the Diocesan Convention; (c) upon failure to request the Ecclesiastical Authority of the Diocese to provide the services of clergy as Rector or stated minister while having been without same for two successive years; (d) for a period of one year or more having persistently disregarded or disobeyed any provision of the Constitution and Canons of the General Convention of The Episcopal Church or of the Diocese of Northern California; or (e) upon becoming essentially defunct. Upon reduction or dissolution, this parish shall transfer title to any and all real estate from itself to the Diocesan Corporation, such as may be required by the Diocesan Convention consistent with the provisions of the Constitution and Canons of the Diocese and the laws of the State of California {DC 32.9-12} [As amended January 22, 2023]

Section 7.9 Restoration of Parish Status

If this Parish shall have been reduced to mission status under Section 7.8 above and the relevant provisions of the Canons of the Diocese and had title to its property transferred to the Diocese, upon restoration to full Parish status by the Convention in full communion with it, the Diocesan Corporation shall transfer title to such real estate to the Parish Corporation. If this corporation shall have lapsed or otherwise been dissolved or disincorporated, the Rector, Wardens and Vestry shall proceed again to incorporate this Parish according to the provisions of the Constitution and Canons of the Diocese and the laws of the State of California. {DC 32.15 and 32.15.1} [As amended January 22, 2023]

Section 7.10 Vestry Restriction on Funds by Resolution

By special resolution as hereinafter described, the Vestry may place restrictions on the expenditure of certain parish funds described by the Vestry, and may invest such funds as described in Section 7.1 as the Vestry may designate by such special resolution. Such special resolution shall state: (1) that the Vestry has determined that the restriction is placed on funds which, in the judgement of the Vestry, are not necessary to meet the current and projected operating requirements, debts, and obligations of the Parish; (2) the Vestry has determined that the restrictions will not affect the ability of the Parish to meet its current and projected operating requirement of the Parish; (3) shall specify the purpose of such fund; (4) shall specify all restrictions on the expenditure of the principal and income from such funds; and (5) shall specify how and where the fund is to be invested, the entity managing such fund, and any other provisions considered appropriate by the Vestry concerning the investment of such fund. Unless

otherwise specified in the resolution, the previously described special resolution may only be modified or removed by the affirmative vote of three-quarters (3/4) of all members of the sitting Vestry and the approval of the Rector and both Wardens. [As added December 9, 2001, and as amended January 22, 2023]

ARTICLE 8: AMENDMENTS AND SEPARABILITY

Section 8.1 Notice of Proposed Amendments

No action shall be taken to amend this Constitution or Articles of Incorporation without at least seven (7) days prior written notice to all members of the Vestry, which notice shall include the text of any proposed amendment.

Section 8.2 Voting on Amendments

The Constitution or Articles of Incorporation may be amended only by (a) the affirmative vote of two-thirds (2/3) of the members of the Vestry at a regular or special meeting for which written notice of the proposed amendment has been given, or (b) by unanimous written consent given and recorded in the manner specified in Section 5.8 above. [As amended January 22, 2023]

Section 8.3 Separability

The invalidity or illegality of any provision of this Constitution shall not effect the legality or validity of this Constitution as a whole, and any such invalid or illegal provision shall be null and void and of no effect upon any other part of this Constitution.

CERTIFICATION

I hereby certify that the foregoing is a true and correct copy of the amended Constitution of the Rector, Wardens, and Vestry of Christ Church Parish of Eureka, California and that such Constitution was duly amended by the affirmative vote of two-thirds (2/3) of the members of the Vestry of Christ Church Parish of Eureka, California at its regular meeting on December 7, 2024, according to the provisions in Article 8 for amending this Constitution.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct and was executed on December 7, 2024 in Eureka, California.

/signed
Peg Gardner, Clerk