

EDSD

COURAGEOUS LOVE

St. David's Episcopal Parish in San Diego, California
Amended and Restated 2023

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3BYLAWS OF
4The Rector, Wardens, and Vestry of
Saint David's Episcopal Parish in San Diego, California 2023

Pursuant to the provisions of the Nonprofit Corporation Law of California and the provisions of the Articles of Incorporation, which have been duly filed with the Secretary of State of the State of California on 5 May 27, 1975, the following are adopted as the Amended Restated Bylaws of the above-named Corporation. All bylaws and regulations heretofore adopted by this Corporation shall be superseded upon the effective date of these Restated Bylaws.

ARTICLE 1. CORPORATION PART OF EPISCOPAL CHURCH

The name of this ecclesiastical entity is "The Rector, Wardens and Vestry of Saint David's Episcopal Parish in San Diego, California" (sometimes referred to as the "Parish"). To further its mission and ministry, the Parish was incorporated in San Diego as a California nonprofit religious corporation (sometimes referred to as the "Corporation"). These bylaws are adopted to serve as the bylaws for the Parish and the Corporation.

The purpose of the Parish (as an ecclesiastical entity) and the Corporation (as a nonprofit religious corporation) is religious worship in the City of San Diego, State of California, according to the Constitution and Canons of The Episcopal Church and the Constitution and Canons of The Episcopal Diocese of San Diego. The Parish is an integral unit and a subordinate body of The Episcopal Church and is in communion with The Episcopal Diocese of San Diego. The Parish organized the Corporation for its convenience to serve as a subordinate auxiliary to the Parish for the purpose of holding the property of the Parish, assisting in the management of the Parish's temporalities, and supporting the mission and ministry of The Episcopal Church, The Episcopal Diocese of San Diego, and the Parish.

The Constitution and Canons of The Episcopal Church (sometimes known as The Protestant Episcopal Church in the United States of America) and the Constitution and Canons of The Episcopal Diocese of San Diego of said Church, as either may be amended from time to time, are hereby incorporated into and constitute a part of these Bylaws of Saint David's Parish; and in case of any conflict between any provision or provisions of said Constitutions and Canons and these Bylaws, then the provision of said Constitutions and Canons shall prevail over and in all respects supersede and to that extent effect the repeal of these Bylaws to fully obviate such conflict. If a Diocese or Missionary District of the Episcopal Church other than The Episcopal Diocese of San Diego shall hereafter have jurisdiction over the territory wherein Saint David's Parish is located, or shall otherwise have jurisdiction under the authority of The Episcopal Church over the Parish or the Corporation, then all references in these Bylaws to The Episcopal Diocese of San Diego shall apply to such other Diocese or Missionary District with like force and effect.

3 See Footnote 2 on cover page for proper name of this document.

4 Be certain to use the exact name of your Corporation, as it appears on your Articles of Incorporation. The date below the title is the year in which this particular version of your Bylaws was adopted by the Vestry and congregation.

5 This date appears on the first page of your original Articles of Incorporation which were filed with the Secretary of State.

ARTICLE 2. OFFICE

6The Corporation's principal office is fixed and located at 5050 Milton St., San Diego, California. The principal office may be changed to another location within the Diocese by a resolution duly adopted by the Vestry (as defined elsewhere herein).

ARTICLE 3. MEMBERS

Section 3.1. QUALIFICATIONS. The qualifications of members and the terms of admission to membership in this Corporation are those which are prescribed by the 7Diocesan Canons for electors entitled to vote for members of the Vestry.

Nothing in this Section 3.1 shall be construed as limiting the right of the Corporation to refer to persons associated with it as "members" even though such persons are not members as defined above, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Corporation Code or the foregoing provisions of this Section 3.1, unless such person shall have qualified for membership as set forth above.

Section 3.2. VOTING RIGHTS. Each member shall be entitled to one vote on each matter submitted to a vote of the members, including the election of members of the Vestry.

Section 3.3. TRANSFER OF MEMBERSHIP. No member may transfer a membership or any right arising therefrom.8

Section 3.4. PLACE OF MEETINGS. All meetings of the members of this Corporation shall be held in the sanctuary of the Parish, or such other place as designated by the Vestry.

Section 3.5. ANNUAL MEETINGS. The annual meeting of the members prescribed by the Diocesan Canons, commonly referred to as the annual meeting of the Parish, shall be held on the fourth Sunday in January of each year, at 11:00 a.m., or at such other convenient time as designated by the Vestry.

Section 3.6. CALL OF SPECIAL MEETINGS. A special meeting of members may be called at any time by the Rector, or by the Vestry.

Section 3.7. NOTICE OF ANNUAL OR SPECIAL MEETINGS. Reasonable notice of each annual or special meeting shall be given to members, not fewer than ten (10) nor more than forty-five (45) days before the date of the meeting. Notice shall be given by public announcement at all regularly scheduled services during the two weeks preceding the date of the meeting, and in writing. Written notice shall be deemed to include electronic notice delivered to the members, even if not all members have elected to receive electronic notice. Notice of any such meeting shall include the date, time and place of the meeting.

Section 3.8. [9](#)QUORUM. Twenty percent (20%) of the average Sunday attendance, averaged over the six months prior to the meeting, but not fewer than twice the number of members of the Vestry including the Rector and Wardens, shall constitute a quorum for the transaction of business at the meeting. The affirmative vote of a majority of the members present at the meeting, at which a quorum is present, entitled to vote and voting, shall be the act of the members.

Section 3.9. VOTING. Elections shall be by ballot, either paper or electronic. In any election of Vestry members, the candidates receiving the most votes are elected. Each member shall have one vote for each vacancy to be filled, but a member may not cumulate votes for the election of Vestry members. On all other matters, votes may be taken orally or by show of hands unless at least ten members call for a written ballot by notifying the presiding officer before the vote is taken.

Section 3.10. RECTOR IS A MEMBER AND PRESIDING OFFICER. The Rector of the Parish, or Priest-in-Charge, or Interim Priest-in-Charge, hereafter referred to as Rector, shall, while Rector, be a member of this Corporation with the right to vote and shall preside at all meetings of the Parish and of the Vestry. Pursuant to Title I, Canon 14.3 of the Canons of The Episcopal Church, the Rector may designate another member of the Vestry to preside in his or her place. In the absence of the Rector, the Senior Warden (also known as the Rector's Warden) shall preside at any such meeting, or if the Senior Warden is not present, the Junior Warden (also known as the People's Warden) shall preside. If neither the Rector nor a Warden is present, but a quorum of members is present, the members shall elect one of their members as presiding officer.

Section 3.11. RECORD DATE. [10](#)The record date for determining the members entitled to notice of, and to vote at, any meeting of members shall be the date specified by the Vestry, which date shall be not less than five (5), nor more than forty-five (45) days before the meeting. If not so designated by the Vestry, then the record date shall be at the close of business on the business day which is five (5) days before the day on which notice is given.

Section 3.12. PROXIES AND ABSENTEE BALLOTS. Voting rights may not be exercised by proxies or through absentee ballots.

Section 3.13. INSPECTORS OF ELECTION. Before any meeting of members, the Vestry may appoint three inspectors of election to act at such meeting and any adjournment thereof. The duties of such inspectors shall be those prescribed by Section 5615(b) of the California Nonprofit Public Benefit Corporation Law.

⁹ The quorum provision is intended to ensure you have enough people present to conduct business. There is flexibility in what you choose to require. Look at your Average Sunday Attendance (ASA) for the last six months and consider whether ten percent (for example) seems like an appropriate number to be sure the congregation is adequately represented. This model calls for a percentage of ASA but not fewer than twice the number of members of the Vestry, including the Rector and Wardens.

¹⁰ This provision is required by California law.

Section 3.14. 11CONDUCT OF MEETING. The chair of meetings of members shall conduct each such meeting in an orderly manner following Robert's Rules of Order to ensure that the process is fair and all voices may be heard. The chair's rulings on procedural matters shall be conclusive unless at the time of a ruling, a request for a vote is made to the members present and entitled to vote, in which case the decision of a majority of such members shall be conclusive and binding. The Vestry may elect to conduct meetings in accordance with Robert's Rules of Order as long as the process is fair ensuring all voices may be heard.

Section 3.15. EXTRAORDINARY CIRCUMSTANCES. When the Bishop and the Diocesan Executive Council promulgate a Declaration of Extraordinary Circumstances as that term is defined in Title V, Canon 1.10.1 of the Canons of the Diocese, the Vestry, with the Consent of the Rector, may implement temporary modifications to these Bylaws. Those modifications may include allowing an annual meeting to be held virtually (rather than in person), and modifications to the methods of voting on Parish business and the election of members of the Vestry, officers and delegates. Such provisions shall be enumerated and included in the Minutes of the Vestry meeting at which they were adopted. Those provisions shall be limited to:

1. Permitting attendance, and establishing a quorum, through on-line streaming, Zoom or other means, i.e. creating a procedure for attendance that is not in-person.
2. Permitting voting online, via Zoom, app or other means, but still not including proxy voting.

ARTICLE 4. ELECTION OF DELEGATES TO CONVENTION

Each year by April 1, the number of allowable lay delegates and lay alternates to the Diocesan Convention shall be elected by the members, preferably at the annual meeting of members, or at a meeting called for that purpose. Delegates shall be elected in the same manner as is provided for in these Bylaws for the election of Vestry. Alternates shall be called upon to serve in the order of their election. Delegates shall serve for a period of one year, and shall serve as delegates for any Diocesan Conventions occurring during that period.

ARTICLE 5. BOARD OF DIRECTORS; VESTRY

Section 5.1. BOARD OF DIRECTORS KNOWN AS VESTRY. The Vestry of this Corporation shall be known as, and shall constitute, the Board of Directors. The Rector is and the Wardens shall be members of the Vestry and are entitled to vote.

Section 5.2. ELIGIBILITY FOR ELECTION TO VESTRY. Eligibility for election to the Vestry is governed by the Diocesan Canons. Vestry members shall be 18 years of age, regularly attend religious services of the Parish, is a regular contributor of record and who for the previous 60 days shall have been registered in the congregation as a baptized person or communicant member. Besides the eligible persons elected to the Vestry, one youth representative to the Vestry, 12aged not less than sixteen (16) nor more than (18) years, may be elected by the Vestry to a one-year term and shall have seat and voice but no vote No Vestry member shall be a family member, parent, child

or spouse, of any other Vestry member, parish staff or parish staff family.

11 It is not uncommon to provide that the meetings will be held and conducted in accordance with Robert's Rules of Order, as modified by the Rules of Order of the Canons of the Diocese. But care must be taken to ensure that the process is fair and one in which all voices may be heard.

12 The rationale behind the age limits is that persons under the age of 18 do not have the legal capacity to vote on matters that would bind the Corporation, such as a contract or lease. Vestry, nor shall they be a family member of the first degree of any member of the staff of the Parish nor shall they be a member of the staff.

Section 5.3. ORGANIZATION OF THE VESTRY.

Number of Members¹³. The number of members of the Vestry, including therein the Rector and the Wardens, shall be between 7-9 including the Rector. The Rector shall be a member of the Vestry for so long as the Rector is serving as Rector. The Junior Warden shall be elected from and by the Vestry. The Senior Warden shall be appointed by the Rector from the Vestry. A clerk and a Treasurer shall be chosen in accordance with the Diocesan Canons.¹⁴

Election and Terms. At each annual meeting of members, two or three Vestry members whose terms have expired shall be, and any additional vacated positions that have not yet expired. After a Vestry member has served two full terms (a full term is two years), one year shall elapse before he or she shall be eligible for reelection to the Vestry, it being understood that the period between the annual meeting at which a term shall have expired and the next annual meeting of the members constitutes one year even if it is not 365 days. A person elected to the Vestry to fill an unexpired term shall be eligible for immediate reelection to the Vestry. No person shall be eligible to serve more than four consecutive years on the Vestry.

Terms of Officers. The term of office of all officers shall be one year. No officer shall serve more than four consecutive years in the office to which they have been elected or appointed. After any person has served as an Officer (other than the Rector) for four (4) years, one year shall elapse before he or she shall be eligible for election or appointment to the same office in which he or she has been serving. The Vestry shall annually elect a Clerk and a Treasurer, who may or may not be members of the Vestry, and who shall serve until their successors are elected.

Section 5.4. POWERS AND DUTIES OF VESTRY. Subject to any limitations of the Articles of Incorporation and Bylaws of this Corporation, to the canonical rights of the Bishop of this Diocese and of the Rector and to the California Nonprofit Corporation Law as to actions to be authorized or approved by the members, the powers of this Corporation shall be exercised by or under the direction of, and the temporal business and affairs of this Corporation shall be controlled by, the Vestry.

Section 5.5. VACANCIES.

- a) Filling Vacancies. Vacancies in the Vestry, except those existing because of the removal of

a member of the Vestry by the members of this Parish and except a vacancy in the Rectorate, may be filled by a majority of the remaining members of the Vestry, although less than a quorum, or by a sole remaining member of the Vestry, and each member of the Vestry so elected shall hold office until the expiration of the term of the replaced member of the Vestry and until a successor has been elected and qualified.

- b) Cause of Vacancy. A vacancy or vacancies in the Vestry shall be deemed to exist in case of the death, resignation or removal of any member of the Vestry or if the authorized number of members.
- c) Filling Vacancy by Parish. [15](#) The members of the Parish may elect a member or members of the Vestry to fill any vacancy or vacancies not filled by the Vestry within four months of the effective date of the vacancy.
- d) Reduction in Authorized Number Does Not Cause Removal. No reduction of the authorized number of members of the Vestry shall have the effect of removing any member of the Vestry prior to the expiration of that member's term of office. The Vestry may not increase or decrease the authorized number of members of the Vestry more than once each year, and may only do so within three months prior to the Annual Meeting of Members.
- e) Nominating Committee. This committee shall consist of the Rector and any outgoing vestry members.

¹³ This number is flexible. It is wise to provide for a range, but the ultimate number should be odd, to avoid the possibility of tied votes. ¹⁴ EDSO Title II, Canon 5.05 of the Vestry is increased, or if the members of the Parish fail to elect the full authorized number of members of the Vestry, or if a member of the Vestry shall miss three or more meetings in any twelve-month period, without excuse, and in accordance with Diocesan Canons. The members of the Vestry may declare vacant the office of a member of the Vestry who has been declared of unsound mind by a final order of court, or has been convicted of a felony.

Section 5.6. PLACE OF MEETING. Regular or special meetings of the Vestry shall be held at any place designated by the Vestry. Absence such designation, regular meetings shall be held at the principal office of the Corporation.

Section 5.7. REGULAR MEETINGS.[16](#) Regular meetings of the Vestry shall be held monthly, on the day and time selected by the Vestry at the first meeting of the Vestry each year except when the Vestry declares itself to be in closed session all meetings of the Vestry shall be open to members of the Parish. The Vestry may hold discussions in closed session for confidential matters, usually personnel, real estate, or litigation issues. Only Vestry members are allowed to attend a closed session unless others are invited and confirmed by a vote of the Vestry. A Vestry member must make a motion in open session, to move into a closed session, indicating the general reason for the closed session. The motion must pass by a vote of the majority of the Vestry members present. The motion must be recorded in minutes, referencing the business to be discussed in closed session. If the Vestry is discussion Rector or Priest-in-Charge personnel issues, the Vestry may request that the Rector or the Priest-in-Charge not be present. Once in closed session, the Vestry shall discuss only the business that directly relates to the reason given for the closed

session. The Vestry moves to return to an open session before the final action, if any is taken in an open session and recorded in the minutes.

Section 5.8. SPECIAL MEETINGS. Special meetings of the Vestry may be called at any time by the Rector, either Warden, or any two(2) members of the Vestry.

Special meetings of the Vestry shall be held upon four (4) days' notice by first-class mail or 48 hours' notice given personally or by telephone, facsimile, e-mail, or similar means of communication. Any such notice shall be addressed or delivered to each member of the Vestry at such address as shown upon the records of the Corporation or as may have been given to the Corporation by the member for purposes of notice.

Section 5.9. QUORUM. [17](#) A majority of the authorized number of members of the Vestry constitutes a quorum of the Vestry for the transaction of business; provided, however, that such number must include the Rector or at least one of the Wardens unless there are no Rector or Wardens.

A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members of the Vestry, if any action is approved by at least a majority of the required quorum for such meeting.

15 This provision permits the congregation to fill a vacancy if the Vestry has failed or refused to act.

16 If you designate this date and time in the Bylaws, it means you could hold a meeting at that date and time without giving prior notice. Best practices, however, call for prior notice to always be given.

17 For example, if your number of authorized vestry seats is 13, then your quorum is 7, and that 7 must include the Rector or at least one Warden.

Section 5.10. PARTICIPATION BY ELECTRONIC MEANS. Members of the Vestry may participate in a meeting through the use of teleconference or similar communications equipment so long as all members participating in such meeting can hear one another.

Section 5.11. WAIVER OF NOTICE. Notice of a meeting need not be given to any member of the Vestry who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such member. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

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

Section 5.13. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Vestry may be taken without a meeting if all members of the Vestry shall individually or

collectively consent in writing to the action being considered, to include facsimile and e-mail, to such action. Such written consent or consents shall have the same effect as a unanimous vote of the Vestry and shall be filed with the minutes of the proceedings of the Vestry.

Section 5.14. REMOVAL OF MEMBERS OF VESTRY. Any one or more members of the Vestry (other than the Rector) may be removed from office by the vote of a majority of the persons entitled to vote at any regular or special meetings of the members, provided that the notice of the meeting specifies such removal as a purpose of the meeting and identifies the member or members proposed to be removed. If any or all members of the Vestry are removed, new members of the Vestry may be elected at the same meeting. In addition, any member of the Vestry may be removed from office by a three-fourths vote of the Vestry at any meeting thereof duly held if the removed member would at the time not be eligible for election to the Vestry.

ARTICLE 6. COMMITTEES

Section 6.1. CREATION OF AND LIMITATIONS ON COMMITTEES. The Vestry may appoint one or more committees, each consisting of at least one or more Vestry members, and delegate to such committees day-to-day operational matters falling under the approved budget of the Parish with the consent of the Rector. Those activities may not include the following Vestry responsibilities:

- a) the approval of any action for which the California Nonprofit Religious Corporation law also requires approval of the member or approval of a majority of all members;
- b) the filling of vacancies in the Vestry or in any committee;
- c) the fixing of compensation for serving on the Vestry or on any committee;
- d) the amendment or repeal of Bylaws or adoption of new Bylaws;
- e) the amendment or repeal of any resolution of the Vestry which by its express terms is not so amendable or repealable; The appointment of other committees of the Vestry or the members thereof; or
- f) the election of a Rector.

Section 6.2 HOW MEMBERS ARE CHOSEN AND HOW MEETINGS ARE TO BE CONDUCTED. Any such committee must be created, and the members thereof appointed by resolution adopted by a majority of the authorized number of members of the Vestry then in office, provided a quorum is present. The Vestry shall have the power to prescribe how proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Committee chairs are appointed by the Rector in consultation with the Vestry and the committee and may not serve in that capacity for more than six consecutive years.

Unless the Vestry or such committee shall otherwise provide, the regular and special meetings

and other actions of any such committee shall be governed by these Bylaws applicable to meetings and actions of the Vestry. Minutes or notes may be kept for each meeting of each committee. Meeting reports will be submitted to the Vestry.

ARTICLE 7. OFFICERS

Section 7.1. PRESCRIBED OFFICERS. The officers of the Vestry shall be those prescribed by the Diocesan Canons; i.e., the Rector, who is President of the Corporation; the Senior Warden, who shall be the First Vice President; the Junior Warden, who shall be the Second Vice President; the Clerk, who shall be the Secretary; and the Treasurer, who shall be the Chief Financial Officer. At the discretion of the Vestry, neither the Clerk nor the Treasurer need be Vestry members. With the Bishop's consent, they need not be Parish members.

The Corporation may also have at the discretion of the Vestry, an Assistant Secretary or Clerk and an Assistant Treasurer. Appointment of an Assistant Member of the clergy shall be within the control of the Rector, but all matters pertaining to compensation or other temporalities respecting an Assistant Member of the clergy shall be under the control of the Vestry. Any such Assistant Member of the clergy shall, however, be in good standing with the Diocese. The Rector may also appoint one or more persons to serve as Chancellor(s), who shall serve at the pleasure of the Rector.

Section 7.2. SUBORDINATE OFFICERS. The Vestry may elect, and may empower the President to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Vestry may from time to time determine.

Section 7.3. REMOVAL AND RESIGNATION. Any officer, except the Rector, an Assistant Member of the Clergy and the Senior Warden, may be removed from office, except from the Vestry, by a majority of the entire Vestry at the time in office, at any regular or special meetings of the Vestry. Subordinate employees may be removed by the Rector or, if there is no Rector, by the Vestry. The Senior Warden may be removed from that office, but not from the Vestry, by the Rector. Assistant Members of the Clergy may be removed by the Rector.

Any officer may resign at any time by giving written notice to the Vestry or to the Rector or to the Clerk, except that, in accordance with the Canons of The Episcopal Church, a Rector may not resign without the consent of the Vestry. Any such resignation shall take effect at the date of the receipt of such notice or at a later date specified therein, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 7.4. VACANCIES. A vacancy in any office referred to in Section 1 of this Article other than that of Rector or Senior Warden because of death, resignation, removal, disqualification, or any other cause shall be filled by election or appointment by the Vestry then in office. The office of Rector may be filled only in accordance with the provisions of the Canons of The Episcopal Church and Diocesan Canons.

Section 7.5. PRESIDENT. The Rector, as President, shall be the chief executive officer of the Corporation and shall as to secular matters, subject to such control as the Vestry may have under the Civil Law, have direction and control of the business and officers and employees of the Corporation. The Vestry shall not infringe upon the ecclesiastical or other peculiar rights, privileges or prerogatives of the Rector. The Rector shall be, ex officio, a member of all the standing committees or regular committees of the Parish and, subject to the powers of the Vestry as to temporal matters, shall have the power to employ subordinate employees.[18](#)

Section 7.6. WARDENS. In the absence or disability of the Rector, the Wardens, in the order of their rank (i.e., first the Senior Warden and then the Junior Warden), shall perform the secular duties of the Rector, and when so acting, shall have all the secular powers, and be subject to all the restrictions upon the Rector. The Wardens shall have such other powers and perform such other duties as, from time to time, may be prescribed for them respectively by the Vestry or these Bylaws. For purposes of this provision, the Rector shall be deemed absent or disabled when the Rector is not physically able to execute the duties of the Rector, or when the Rector has assigned that authority to the Wardens due to an anticipated prolonged absence, such as a sabbatical.[19](#)

Section 7.7. CLERK. The Clerk shall keep at the office of the Corporation, a book of minutes containing minutes of all meetings of the Vestry, and actions by unanimous written consent of the Vestry, committees of the Vestry whether regular or special. Records of meetings shall include the following: if a meeting was special, how it was authorized; the notice thereof given; and the names of those present at meetings. When written notice is required, the Clerk shall give notice of all meetings of the members and the Vestry.

Section 7.8. TREASURER. 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 the Vestry whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Corporation and shall have such other powers and perform such other duties as prescribed by the Vestry or Bylaws.

18 The provisions of Title III, Canon 9.6(a)(2) state as follows: For the purposes of the office and for the full and free discharge of all functions and duties pertaining thereto the Rector or Priest-in-Charge shall at all times be entitled to the use and control of the Church and Parish buildings together with all appurtenances and furniture, and to access to all records and registers maintained by or on behalf of the congregation.

19 It is no longer the "norm" that the Junior Warden be the person with oversight of church property. Each Vestry and Rector should determine from time to time what special duties may be required based on the needs of the Parish and its ministries. 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 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 keeping, disbursing, withdrawing or depositing funds. Nor shall these provisions apply to the canonical special needs fund of the Rector, as to which the disclosure of the beneficiaries or the purposes might prevent the carrying out of needed charitable acts.

Section 7.9. VOTING OF SECURITIES. Except as the Vestry may otherwise designate, the Treasurer may act or appoint any member of the Vestry (with or without power of substitution) to act as proxy or attorney in fact for the Parish at any meeting of stockholders of any corporation, the securities of which may be held by the Parish.

Section 7.10. BONDS. The Treasurer and other custodians of funds as designated by the Vestry shall be bonded under a blanket bond maintained by the Diocese for that purpose. If such blanket bond is at any time not available, the Parish shall procure adequate bonds and each bond shall be placed in the custody of some officer other than the person who is bonded.

ARTICLE 8. OTHER PROVISIONS

Section 8.1. 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 Canons and of the Rector, pursuant to Title III, Canon 9.6(a) of the Canons of The Episcopal Church.

Section 8.2. RECORDS. The Corporation shall maintain adequate and correct accounts, books, and records of its membership, business and properties. All such records and accounts shall be kept at the room or place designated as the principal office of the Corporation, as fixed by the Vestry, and proper provisions shall be made for the safekeeping thereof from fire, the elements, destruction or access by unauthorized persons and other dangers. All books and records of the Corporation shall, to the extent required by the Corporations Code of California, be open to inspection of members of the Parish or the Vestry, as the case may be, from time to time and in the manner provided for in that Code.

Section 8.3. CERTIFICATION AND INSPECTION OF BYLAWS. The original or a correct copy of these Bylaws, as amended or otherwise altered to date, certified to by the Clerk, shall be open to inspection by the members of the Parish at all reasonable times as provided in the Corporations Code. Inasmuch as these Bylaws adopt and make the Constitutions and Canons of the Diocese and of The Episcopal Church a part of these Bylaws, these provisions on certification and inspection shall apply to those copies of the same mentioned in Article I of these Bylaws.

Section 8.4. TRUST INTEREST IN PROPERTY. All real, personal, intangible, and mixed property held by or for the benefit of the Parish is irrevocably held in trust for The Episcopal Church and The Episcopal Diocese of San Diego. The existence of this trust shall in no way limit the power and authority of the Parish or the Corporation regarding the use of that property so long as the Parish and the Corporation remain a part of, subject to, and in compliance with the Constitution and Canons of The Episcopal Church and the Constitution and Canons of The Episcopal Diocese of San Diego.

Section 8.5. SALES AND INDEBTEDNESS. No indebtedness (except ordinary amounts due on open account for goods and services in the ordinary course of the Corporation's business or as included in any budget or programs approved by the Vestry) or any sale or conveyance of property of the Corporation involving an amount in excess of \$5,000²⁰ or any encumbrance of property of the Corporation, shall be incurred, made or entered into or be valid or binding against this Corporation unless each and all of the following proceedings are regularly had and taken:

1. A resolution to incur the indebtedness or make the sale, conveyance or encumbrance must be adopted at a meeting of the Vestry at which a majority of the authorized number of members of the Vestry shall be present and vote in favor thereof.
2. Such resolution must specify exactly, if it relates to a proposed indebtedness, the amount and terms of such proposed indebtedness and the purpose for which it is to be incurred; or, if it relates to a sale, conveyance or mortgage, the terms of the same.
3. Such resolution must be fully reported in the minutes, together with the names of the Vestry members who vote in favor thereof.
4. When required by the Canons of The Episcopal Church 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 Title II Canon 3.09 of the Diocesan Canons relating to real property, as such Canon shall from time to time be amended.

ARTICLE 9. AMENDMENT OF BYLAWS

These Bylaws may be altered or amended in the following manner:

- a) At any regular meeting of the Vestry by an affirmative vote of not less than two-thirds of the authorized number of members of the Vestry, or at an Annual Meeting of the Parish, or at a special meeting of the Parish called for the purpose of such an amendment by an affirmative vote of not less than a majority when a quorum is present.
- b) Any such amendment or restatement shall be approved by the Standing Committee and the Bishop in accordance with Title II, Canon 3.07 of the Diocesan Canons.
- c) A Bylaw or an amendment thereof changing the authorized number of members of the Vestry may not be adopted, amended or repealed by the Vestry. The substance of any new bylaws or of any amendments shall be set forth in the notice of the meeting.

²⁰ This amount is intended to safeguard the money of the Parish but not bind the Vestry by requiring their approval of small, nonmaterial transactions. The number may be chosen in the discretion of the Parish when adopting this Bylaw.

ARTICLE 10. INDEMNIFICATION OF OFFICERS

The Parish shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Warden, Treasurer, Clerk, the Rector in his or her capacity as a member of the Vestry, or other officer of the Parish (collectively "Indemnified Officers"), against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits and the proceeding was authorized by a majority of the Vestry).

However, no indemnification shall be provided for any such person with respect to any matter in which he or she is adjudicated not to have acted in good faith on behalf of the Parish; and further provided that any compromise or settlement payment shall be approved by the Vestry in the same manner as provided below for the authorization of indemnification. No such indemnification shall apply to any member of the clergy in a matter involving that member of the clergy's conduct in a case to which the provisions of Title IV of The Episcopal Church apply.[21](#)

Such indemnification may, to the extent authorized by the Vestry, include payment by the Parish of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, provided that the person indemnified agrees to repay such payment if he or she is not entitled to indemnification under this Article; the repayment agreement may be accepted without regard to the financial ability of such person to make repayment.

Any payment shall be conclusively deemed authorized by the Parish under this Article, and each officer of the Parish approving such payment shall be wholly protected, if:

- i. the payment has been approved or ratified (1) by a majority vote of a quorum of either (a) the members of the Parish who are not at that time parties to the proceeding or (b) members of the Vestry who are not at that time parties to the proceeding 2) by a majority vote of a committee of two or more Vestry members who are not at that time parties to the proceeding and are selected for this purpose by the full Vestry (in which selection Vestry members who are parties may participate); or
- ii. the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Parish) appointed for the purpose by vote of the Vestry in the manner specified in clauses (1) or (2) of subparagraph (i) or, if that manner is not possible, appointed by a majority of the full Vestry then in office; or
- iii. the Vestry members have otherwise acted in accordance with the standard of conduct applied to directors under California law; or

- iv. a court having jurisdiction shall have approved the payment.

This indemnification shall inure to the benefit of the heirs, executors and administrators of Indemnified Officers entitled to indemnification.

21 Title IV of the Canons of The Episcopal Church sets forth the conduct and accountability for which a cleric may be subject to discipline by the Church. Right of indemnification shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which Parish employees, agents, Vestry members and other persons may be entitled by contract or otherwise under law.

This Article, as amended, constitutes a contract between the Parish and the Indemnified Officers. No amendment or repeal of the provisions of this Article which adversely affects the right of an Indemnified Officer under this Article shall apply to him or her with respect to his or her acts of omissions which occurred at any time prior to such amendment or repeal without his or her written consent.

THE UNDERSIGNED, being the Clerk of the Corporation known as the Rector, Wardens, and Vestry of Saint David's Episcopal Parish in the City of San Diego, County of San Diego, California, a California nonprofit religious corporation, does hereby certify the foregoing to be the Bylaws of the said Corporation, and that the same were regularly adopted at a regular meeting of the Vestry of said Corporation, duly called and held, at which at least two-thirds of said Vestry were present and voted in favor thereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 11th day of October In the year of our Lord 2023.

Chris Timmins
Clerk (Secretary)

St. David's APP Team Recommendations from 3-23-2022 Progress Report as of 9-30-2023

Recommendations for St. David's Episcopal Church:

NOTE: "APP wording" reflects actual wording of the March 23, 2023 document
"Forum wording" reflects the same wording but edited for June 2023 "What's Up with the APP" Forum where the APP recommendations were revealed to the parish as
"Issue" reflects the parish understanding of the reason for the APP recommendation

Category 1.Ministry Development and Understanding

APP wording a.Understand the needs of the community by examining demographics, meeting with community leaders, and holding focus groups.

Forum wording Get to know the Bay Park neighborhood more fully: demographics, existing assets, needs and make more real connections

Issue St David's has been reticent to reach out and establish new and deeper relationships with its surrounding neighborhood

Actions taken to date 2/2023 Campus And Neighborhood Walk Hosted, Jason Evans, Canon for Mission for Sunday service/campus walk

6/2023 Establish account with Missioninsite – National Database offering multiple filters for demographics.

6/2023 Presentation to parish about Missioninsite and what can be gleaned.Who are our neighbors?

People's Warden presented St. David's church Forum – Who, Where, and What about our demographics. The parish learned a great deal about our current parishioners and about the neighbors in our community. We also agreed that our neighbors are anyone who is searching for God in their lives. We are open to welcoming and hosting the stranger in our midst

5/2023 Created a Welcoming Committee. The Welcoming Committee created a Mission Statement - We greet, we welcome, we invite, we engage, educate and we foster commitment to service to God with love. The Welcoming Committee has set up a Welcome Table and created new nametags for all current parishioners and provide a nametag for any guests. We have created a plan for how a visitor/guest is engaged and how we can help them on their journey with Christ.

8/2023 Formed Community Engagement Team of 3 to 4 people to do training with Deann Rios, Diocesan Community Engagement Missioner.

10/2023 Begin Community Engagement Training

August 2023 - Ministry Development Action Plan Group established

APP wording b. Define mission of St David's and explore how the mission fits within community.

Forum wording How does the Mission of St David's fit into the community?

Issue Does the current mission of St David's fit into the Bay Park community?

Actions taken to date Reviewed Mission Statement: Our Mission Is to follow Jesus, loving our neighbor as ourselves, without exception and determined that yes it does.

Began to build relationships with groups using St. David's facilities by reviewing list of current groups and assign liaisons for each

Plan to establish relationships with all groups using our facility with the goal to determine common needs and desires and determine how we can support and encourage each other

Plan to find more ways to keep our Mission in mind by expanding members of groups that can share in the care of our campus, helping their group and St. David's at this time.

APP wording c. Define mission of Preschool and how it fits within community. (Be aware that original mission may or may not be aligned with current community needs).

Forum wording Does the mission of our Preschool still fit the community in the Post Pandemic view and Pre-K in local public school.?

Issue Is St David's current model of early childhood education relevant to the Bay Park community?

Actions taken to date Determined that yes we are very relevant to the community. The Pandemic has made it clear how important childcare is to the families of our area.

10/2023 Current enrollment is 40, licensed for 53. Current number of classrooms is 4, with 5th classroom dependent on hiring new teacher

Numbers and staffing and profitability remains a challenge.

The Preschool needs to be profitable if we are to employ a fulltime priest.

Forming a team to review the Preschool budget to ascertain even if full to licensed capacity (53) it can be profitable

Need to prepare a financial analysis to model various enrollments (current to full-license)

APP wording d. Be open to exploration of different models for Preschool delivery.

Forum wording Be open to new "models" of doing Preschool

Issue Is the current model of a church focused Reggio Emilia model relevant to Bay Park

Actions taken to date The Reggio Emilia program is admired and provides a good alternative to the e Montessori programs in the community. Also the fact that we open early and close late is valued by working parents.

7/ 2023 Director and Warden met with NAES leader and other Pre-school Directors and Clergy
 We need to look at other Diocesan Preschools (All Saint's, St. Andrew's, La Mesa, & others) What are they doing to be profitable and successful?

APP wording e. *Be open to transformative growth.*
 Forum wording Be open to transformative growth.
 Issue Is St David's willing to change its "culture" to welcome and learn from new diverse members?
 Actions taken to date 9/2023 Welcomed 5 new members for confirmation, baptised 3 children, confirmed 2 youth
 4/2023 Hosted 10 people for Sacred Ground Circle. 5 participants were new friends to St. David's
 7/2023 Hosted 7 people for Sacred Ground Circle
 10/2023 Hosting 3rd Sacred Ground Circle
 Planned quarterly Sacred Ground Community events

Category 2. Financial Recommendations

APP wording a. *Review current staffing patterns with job descriptions, review of salary structure, and clear yearly budgeting process.*
 Forum wording Annually review all staff positions, job descriptions and salary for clear budgeting purposes.
 Issue Need to show transparency of all staffing job descriptions and compensation
 Actions taken to date All staff job descriptions and current compensation figures in Warden's possession for budget review

APP wording b. *Replace current treasurer to move away from status quo.*
 Forum wording Look at long tenures of all leadership positions (such as Treasurer) and plan for succession.
 Issue Current Treasurer has been in position for almost 10 years and does not have a succession plan in place
 Actions taken to date Bylaws are being revised to reflect 6 year maximum tenure for Officers and Committee Heads

APP wording c. *Allow new perspectives in financial planning such as financial forecasting to identify opportunities for financial growth.*
 Forum wording Look at new ways of financial planning to plan for financial growth.
 Issue Current income from pledging will not be sufficient for future sustainability. Need to look for other sources of income beyond existing
 Actions taken to date 1. Established Investment Committee to advise Vestry and parish of financial growth opportunities
 2. Planned Giving Program in process for future investment opportunities
 3. Negotiating a new cell tower stream of income with AT&T
 4. Planned increase of rent for K-House tenants to comply with legal limits of increase
 5. Signed Listing Agreement with Kidder Matthews to secure one or more tenants for shared property use
 6. Reviewing current Preschool Tuition rates

APP wording d. *Develop a plan for financial sustainability that includes funding a fulltime rector and cost of calling the rector.*
 Forum wording Develop a plan for financial sustainability that includes funding a fulltime rector and cost of calling the rector.
 Issue The parish needs to fully understand the sources of current income and expenses to make plans for the additional income/possible cut in expenses it will take in today's market to hire a full time priest.
 Actions taken to date Wardens are forming a 2025 - 2027 Budget Forecasting Workgroup to address these issues and create a feasibility study in order to to inform the parish.

APP wording e. *Need financial reporting that reflects more operational efficiency and performance. Footnotes to the monthly financial statement are required to help explain variances that would impact operational results.*
 Forum wording Bookkeeping: refine current financial reporting for more clarity
 Issue Current accounting practices and reports do not easily "tell a story" of the regular income and expenses in order to better understand an accurate picture of financial sustainability
 Actions taken to date Worked with bookkeeper and Treasurer to re-structure the Financial reports and add notes for more clarity

APP wording f. *Change from cash accounting to accrual accounting to match income and expenses monthly.*
 Forum wording Bookkeeping: adjust current procedures to move bookkeeping system closer to 100% accrual accounting
 Issue Current early closure of the books for the month does not report accuracy of income and expenses
 Actions taken to date Finance Committee meetings moved to second week of the month to more accurately close the books

APP wording g. *Form an investment committee appointed by the priest-in-charge to maximize earnings and mitigate risks. The committee would report directly to the vestry, and would include expertise from outside of the congregation. The committee should not*

include members of the current financial leadership to ensure outside review and accountability.

Forum wording Form an Investment Committee to maximize earnings and mitigate risk
Issue Large sums of money being kept in low interest bearing and unsecured for over \$250,000 savings account
Actions taken to date 1. Investment Committee established (April 23) to draft an Investment Policy, Gift Acceptance Policy and Investment Operating Procedure to guide the Vestry in Investment decisions.(May &
2. Opened Charles Schwab account and invested \$600,000 in varying length of CDs
3. Committee members consist of both outside and parish members with investment experience

Category 3. Necessary Relationship Development

APP wording a. The vestry and congregation must honestly acknowledge the existence of cliques and personal grievances within the church congregation. These dysfunctional relationships are disruptive and impede the well-being of the parish.

Forum wording We (congregation and vestry) honestly acknowledge that some dysfunctional behaviors have and continue to exist that are disruptive and will impede the well being of our congregation
Issue Do these disruptive issues and individuals still affect the future health of St David's?
Actions taken to date 8 workshops (see below, Section 4.c.) with Eric Law have given us valuable tools to continue to identify and diffuse potential conflicts as they arise.
6 of the 8 most disruptive individuals are no longer members of the parish
we need to continue and build on the skills we are learning through Eric Law.

APP wording b. Direct and immediate action to work on these behaviors is a high priority for the health and growth of the parish.

Forum wording Work with individuals to address these behaviors as a high priority
Issue One member has a long standing dispute with 2 others and needs help with reconciliation.
Actions taken to date Dr. John Beck, an associate of Eric Law, of the Kalidiescope Institute has been working with the individuals involved.
At least 8 sessions have occurred and should conclude soon.
We are praying for reconciliation, forgiveness and healing
We acknowledge that the APP process has facilitated positive change and growth at St David's.
We plan annual reviews and workshops to keep us on track

APP wording c. Once the vestry and congregation understands and acknowledges the existence of the congregational dysfunction, they must invite Dr. Eric Law (or another consultant) to help them with an explicit plan for healthy relationship development.

Forum wording Continued workshops with Dr Eric Law are needed to develop a plan for future healthy relational development between congregation, vestry, clergy and diocese and a plan developed for going forward
Issue The issues that have put St David's in APP status are not a quick fix and will need continued work and honest communication and respect
Actions taken to date We are in the process of negotiating with Eric Law for future workshops as we have already used 24 hours of consultation time.
We are committed to continue in the path he has helped us forge.

APP wording d. Future interactions between congregation, vestry, priest, and diocese should demonstrate changed dynamics that show an understanding of healthy relationships.

Forum wording
Issue
Actions taken to date It will, with God's help.

Category 4. Need for Change in the Dynamics of Power

APP wording a. The vestry and congregation must understand that unhealthy power dynamics may arise with the overuse of time, talent, and treasure. Too much time in a role, too much talent used by too few people, or the outsized impact of a large giver of financial resources can create imbalances.

Forum wording 15 members of a 96 member congregation lead 30 ministries.
Issue •Unhealthy power dynamics may arise with the overuse of time, talent, and treasure.
•Too much time in a role, too much talent used by too few people can produce "too few people making decisions for the congregation."

Actions taken to date	August 2023 - Culture and Power Dynamics Action Plan Group established
APP wording	<i>b. Develop a current set of Bylaws, updated to reflect diocesan model by-laws. Consider reduction of number of vestry members from nine to "from six to nine," reflecting the decline in congregational membership.</i>
Forum wording	Develop a current set of Bylaws, updated to reflect Diocesan model Consider reduction of Vestry size to reflect congregation size
Issue	Current Bylaws are out of date and need to reflect the Diocesan model
Actions taken to date	Bylaw Worgroup established in March 2023 Proposed Revised Bylaws presented to Vestry in August 2023 - suggested edits made Proposed Revised Bylaws presented to be discussed and voted on in October 2023 at Special Vestry meeting
APP wording	<i>c. The vestry and congregation should invite Dr. Eric Law (or another consultant) to assist in helping the community understand how power dynamics impact church culture, personal interactions, and leadership.</i>
Forum wording	Continue to work with Dr Eric Law (or other) to further understand how power dynamics impact St David's culture
Issue	The issues that have put St David's in APP status are not a quick fix and will need continued work and honest communication and respect
Actions taken to date	<ol style="list-style-type: none"> 1. To date parish has held 8 workshops with Eric Law for a total of 24 hours with good participation 2. We have learned and implemented Respectful Guidelines, Mutual Invitation for discussions and sharing, Bible Study and Lectio Divina for all meetings 3. We have recalled our history by decades, discussed the joys and struggles of each and identified "tipping point" moments that influenced us 4. We have done Mutual Ministry Reviews of each ministry (30) 5. We have discussed "what it means to be an Episcopalian" and our relationship to the Diocese and the Worldwide Anglican Communion 6. We have honestly looked at the APP recommendations, and formed Action Plan teams to address them with both a present and future focus
APP wording	<i>d. The vestry, congregation, and staff must respect church governance and follow the established norms and appropriate hierarchy within the</i>
Forum wording	The vestry, congregation, and staff must respect church governance and follow the established norms and appropriate hierarchy within the parish and diocese
Issue	Past conflicts with clergy and Vestry show a lack of understanding of accepted Episcopal polity and governance
Actions taken to date	<ol style="list-style-type: none"> 1. Eric Law workshops have focused on this with good understanding by parish 2. Vestry training workshop Feb 2023 focused on roles and responsibilities with further instruction 3. Interim priests in charge have further given example
APP wording	<i>e. The role of the priest-in-charge or rector must be restored to the appropriate leadership role for an Episcopal Church, not marginalized as has happened over time at St. David's.</i>
Forum wording	e. The role of the priest-in-charge or rector must be restored to the appropriate leadership role for an Episcopal Church, not marginalized as has happened over time at St. David's.
Issue	Parishioners have taken on many of the clergy roles since they have been without Clergy for lengths of time.
Actions taken to date	Current Priests in charge are exercising appropriate leadership roles, backed by the current Wardens. Current parishioners seem comfortable with this. Eric Law's workshops have given the congregation healthy tools to discuss issues of concern

St. David's Support for Bay Park Holiday Food Drive

On Wed. Nov. 15, St. David's volunteers helped prepare the food bags for the Bay Park Holiday Food Drive organized by Maryann Augustine and Frontline Realty. We met in our Education Center joined by Maryann and her staff and a few neighbors. The bags were quickly prepared thanks to the many hands. These bags will be distributed in the neighborhood on Nov. 26, 27 & 28. Neighbors will fill them and put them out to be collected on Sat. Dec. 2 and returned to St. David's parking lot where the San Diego Food Bank will have collection bins.

Many thanks to Jean Hemingway, Gail Decker, Leslie, Cohan, Shirley Culver, Nancy Holland, Roseann Myers, Kevin Sweeny and Debby Park for the bag prep.

Special thanks to Hospitality/Elaine Turnbull for providing the refreshments!

St. David's will host the sorting of the food collected on Saturday, December 2 in the church parking lot from 8am to 1 pm. Please join us in this Community Service event! There will be other churches and community groups members involved.

The Bay Park Holiday Food Drive is a great opportunity to show our St. David's spirit.

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Debby Park

Ministry Development Action Plan Team

Mission: Build and sustain relationships to share the love of Jesus throughout St. David's, its neighborhood and beyond.

Potential Goal: To increase our St. David's membership by 20% by 2025 to engage more people in St. David's ministries.

Meeting 11/1/23 1 pm via ZOOM Notes

Attendance: Shirley, Phal, Debby, Chris, Nancy, and Joy

Team: Shirley Culver, Rev. Nancy Holland, Chris Timmins, Phal Chourp, Jeannette McFadden, Many He, Debby Park, Jack Vellis and Joy Wolf
People's Warden – Anne Kellett

1. Opening Prayer/welcomes – by Joy

2. Scripture Review: *God, being rich in mercy, because of the great love with which He loved us, even when we were dead in our trespasses, made us alive together with Christ – by grace you have been saved. – Ephesians 2:4-5 ESV*

3. 3 areas for focus follow up reports:

Debby - 1C: Build relationships with groups using St. David's facilities. Debby sent emails to Girl Scout leaders. Received a response from one. Invited to meet on a Friday.

- One immediate goal is to be able to share information about each other's upcoming events ie Christmas Sing-a-Long

Debby/Anne -1A: Wednesday Fellowship brainstorm with the participants. How can we enhance this gathering to share God's love with our community and let our neighbors know St. David's is here and part of the community?
-Consensus from group was a sign would be OK. Photo was taken – plan to post information for monthly Fellowship on Saint David's Facebook

Nancy/Joy-1D: St. David's hosting community event in December – make the event intentional regarding our desire to connect with our community.
Christmas Sing-a-Long on December 17 - 4 pm
– John Mark.

- Marketing/Communications plan to send evites or email to: preschool families, and community groups currently using our campus. Ask group leaders who we build a relationship with to communicate our event with their group using whatever method works best for them.

- Welcoming Committee will work with hospitality to provide cookies/beverages for an after-party.
- Idea for a small Advent gift for all children... bookmark ornament or ??
- Sing-a-long to have a program with a blessing/verse and information about St. David's services/ Senior Center/ Preschool
- Event opened and closed with a prayer Father Kirby/Deacon Nancy
- Plate at the entrance for free will offering.

February Need Advocate: Plan for Shrove Tuesday Pancake Dinner 2/13/24

- Mission Center – Joy ask Bill Myers/ Bill Blakeslee/ Lane Woolery
Pancakes/games/music etc- partner with men's AA group TBD

March Need Advocate: Plan for St. David's Day –Joy follow-up with Karen PAC meeting- partner with Preschool and Girl Scout groups TBD. March 2

APRIL/MAY – Cambodian New Year's Festival Food and Dance DATE TBD

Joy TO DO: to follow up with other APP team leaders to help St. David's move forward.

5 APP teams:

Ministry Development and Understanding – Joy Wolf

Financial – Steve Turnbull

Relationship Development- ??

Dynamics of Power – Anne Kellett

Preschool – Elaine Turnbull/Karen Garcia

Plan a FORUM to share the APP Action Team overview – introduce the team leaders and

4. Other topics

5. Follow up:

Joy - Jason Evan- Community Engagement follow -up in January

Joy do a report for Friday Times on Ministry Development

Joy will work with Anne to schedule a Forum on APP progress.

Debby will continue to reach out to Girl Scout leaders and 12 Step Leaders to establish relationship.

Debby and Anne- continue to work on Wednesday Fellowship to expand relationship building.

Joy – work with John Mark on Christmas Sing-a-Long

Chris- will ask Bill and Roseann Myers if they will Coordinate the Shrove Tuesday pancake supper. BILL SAID YES!!!

Joy/Nancy – Support St. David's Day with Preschool.

Phal recommend date for Cambodian New Year's Event at St. David's

6. Next meeting. Wednesday November 15, 1 pm via ZOOM

7. Closing Prayer - Shirley

THE PEOPLE'S WARDEN REPORT

November 2023 for October 2023

1. Attended Rector/Wardens meetings 10/5, 10/12, 10/26
2. Attended App meetings 10/4, 10/25
3. Finance Committee meeting 10/10
4. Special Vestry meeting, 10/10
5. Met with Nancy Holland to format Revised By-laws to send to Standing Committee, 10/13
6. Sacred Ground rock painting
7. Vestry meeting 10/17
8. Completed Monthly Operational Report 10/14
9. All Sunday services
10. Met with Chris Tumilty, Communications Director for the Diocese, 10/5
11. Facilities Care meeting 10/24
12. ESDS Governance Zoom Workshop
13. St. David's Fellowship, 10/25

The month of October was a bit of a blur to me because of the condition and pain of my back injury. Thank goodness for appropriate pain medication. I still managed to "show up" for a number of meetings in spite of it. The surgery on the 27th was a resounding success and I am now in recovery mode. Thank you very much for your prayers and support. I felt them!

Thank you for your continued prayers and support for our beloved parish. We can do this!

Anne Kellett

People's Warden

St. David's Monthly Ministry Report to Vestry

Date: November 21, 2023

Name of Ministry: Preschool

Chair: Karen Garcia-Preschool Director

Informational Matters: (No Action Needed)

- On 11/15 Community Care Licensing approved and added Room 7 (Main Room of the Education Center) & the women's restroom to our Preschool license. The restroom will become the primary restroom for use by Room 6. We will use the room for nap time and for the end of the day from approximately 4:30-5:30 as our "closing room".
- We are incrementally increasing our enrollment which will help put us in a positive cash flow moving into the New Year. We have a new child starting with us in late November with another to start soon. We are poised to open our 5th learning group in February with 3 confirmed enrollments at that time and 3-4 more in March.
- The Preschool will have a short Christmas program on Thursday, December 7, 2023 at 4:00 p.m.

Fiscal Update:

- October's P & L shows a small positive net income of **\$1,247.33** for the preschool.
- The proposed 2024 Preschool Budget & Budget Narrative was presented to the finance committee and is ready for vestry approval. Please be sure to review these documents in the google drive.

Other Updates:

- The Preschool Action Plan Team has been focusing on reviewing other preschools & their programs as a way to determine if we continue to be relevant in our Bay Park community. Next we will focus on determining activities that bring the preschool and parish communities together throughout the year. As many are aware, children helped to set up and decorate an ofrenda in the sanctuary for Dia de los Muertos/All Saints Day.
- Three members of the Preschool team attended a training provided by Church Related Early Childhood Education Fellowship (CRECEF) on 11/4/23. We learned information on identification of Speech issues in young children and when they need referral for evaluation. We learned about how music helps develop neural pathways and fun ideas for incorporating more in the classroom. We also got a bit of spiritual refreshment from a great inspirational speaker. Four members of the team participated in an online "Play Summit" through Fairy Dust Training in late October.

Wants/needs/prayers:

- Teacher Ms. Emily Monaghan will be going on maternity leave in early December and Pat Moyer, husband to teacher Ms. Jaime Moyer will have surgery in mid-December. Please keep our staff and their families in your prayers.
- Pray that the new teaching team members we need and families who can benefit from our excellent education program are placed before us.
- Pray for our Action Plan Team as we continue to work on tasks to help move the preschool and parish forward on our goals.



Teacher Ms. Kendra works with a small group of her students on open ended art inspired by Indian corn.

REPORT ON THE 50TH CONVENTION OF EDSO

This past Friday and Saturday, your delegation to Diocesan Convention, myself, Bill Blakeslee and Steve Turnbull, along with Elaine, Fr. Kirby and Deacon Nancy helped celebrate the 50th anniversary of the Diocese of San Diego. Convention was held in the sanctuary of St Paul's Cathedral where, in recent renovations, all pews have been permanently removed and replaced with freestanding chairs. We sat at large round tables for both meetings and dinner on Friday evening.

A number of visiting bishops joined us for the convention this year. The Right Reverend Katherine Jeffords Schori, the former presiding bishop of the Episcopal church and our most recent Assisting diocesan bishop, The Right Reverend Ann Ritonia, newly elected bishop of the Armed Forces, and The Right Reverend Ricardo Gomez Osnaya, Anglican Bishop of the Diocese of Northwestern Mexico, our companion diocese.

At the dinner Friday evening, three videos were shown, highlighting 50 years of ups and downs. St. David's was featured with photos and the story of the fire, the reconciliation of the arsonist and the rebuilding of the new church. Music and singing were provided by the Good News festival band.

During the business portion of the convention, numerous capable people were elected to various important positions in the diocese and others were appointed by the bishop. We passed 5 resolutions amicably. One resolution of interest was one that modified the Canons to give the Bishop and the Standing Committee more flexibility in creating legal structures for missions that preserve their church property while reducing risk. This could potentially apply to St David's IF we were made a Mission – meaning we could retain all our property and incorporation.

Two new church plants were commissioned – St Bridget's in Oceanside and Resurrection in Ocean Beach with 3 to 5 more planned in the next few years.

Awards were given to individuals in organizations that made such a difference in the lives of many and people who have demonstrated outstanding evangelism and service. Our own Chris Timmons was

presented with a much-deserved Servant Ministry Award which she was able to accept in person.

The Bishop's address was outstanding and we will make it available for you to read or see yourselves. She launched a new capital fund drive called the Courageous Love Campaign. Over the next three years funds raised will not go to fund the operating expenses of the diocese or any building programs but rather to grow the church, strengthen our congregations and serve our neighbors.

What struck me most was the infectious excitement for the future. Lots of youth involvement, wonderful multicultural diversity and an energy and belief that in spite of what the "world" says about our "dying church" – we DO have a relevant and hopeful message in this place and at this time.

One of my favorite quotes that I wrote down was "God is always up to something special!" and she is in the Diocese of San Diego AND at St Davids. Thank you.

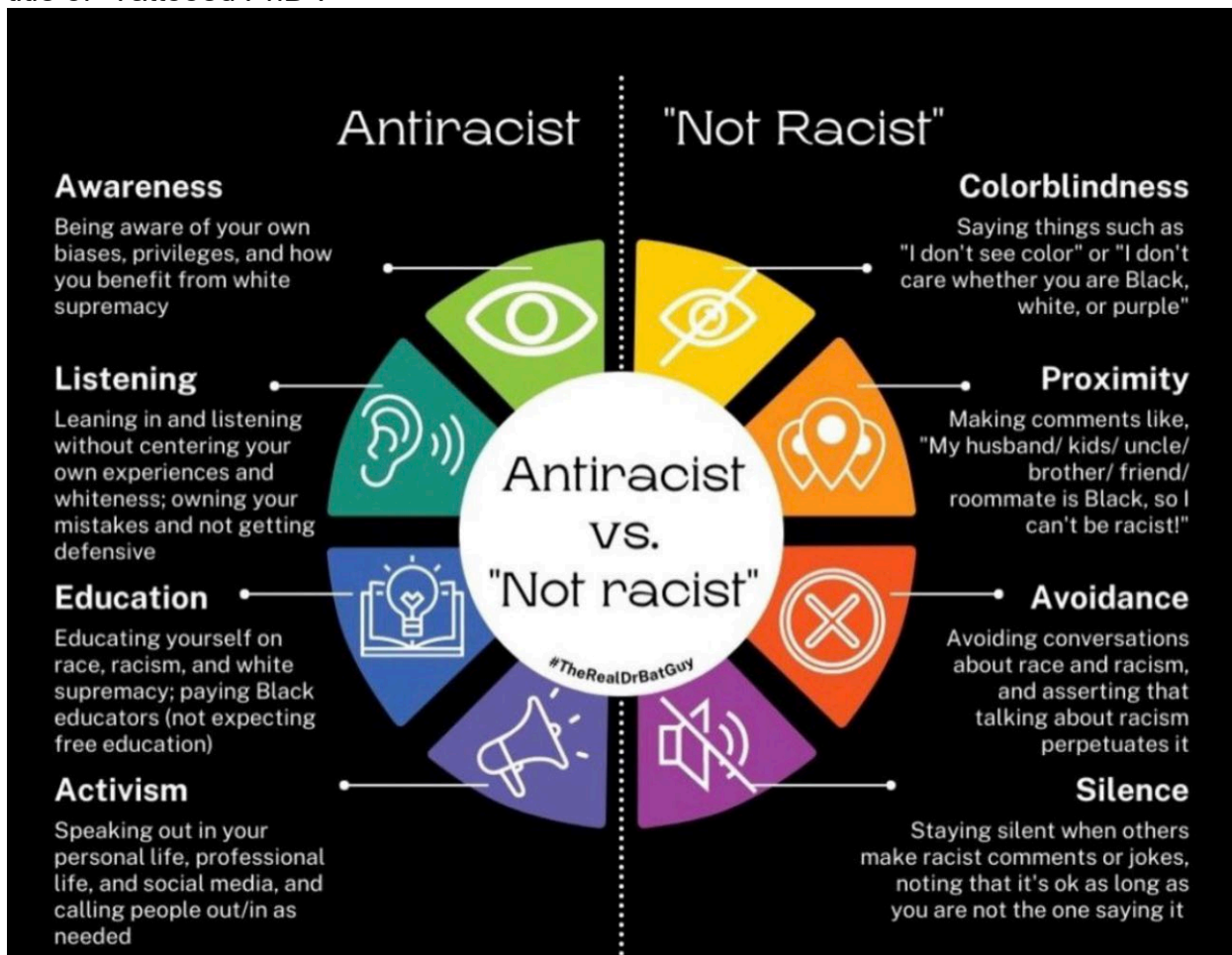
St. David's Sacred Ground Action Group
November 11, 2023 Meeting Via ZOOM 10 am – 11 am

Attendance: Debby Park, Debbie Ringchop, Phal Chourp, Brenda Milow and Joy Wolf
Opening Prayer – Joy

Bible Verse Reflection via mutual invitation:

*There are different kinds of spiritual gifts, but they all come from the same Spirit.
There are different ways to serve the same Lord, and we can each do different things.
Yet the same God works in all of us and helps us in everything we do. — 1 Corinthians 12:4–6 CEV*

Discussion- Antiracist/Not Racist as presented in the chart below from Dr. Batsheva (Sheva) Guy. She is a Prosci Certified Change Management Consultant, a Certified Diveristy Professional and a Participatory Action Researcher. Sheva is a professional troublemaker and positive disrupter, constantly challenging the status quo to dismantle inequities. She proudly identifies as “Antiracist AF” and unapologetically embraces the title of “Tattooed PhD”.



Discussion- Richard Rohr's Daily Meditation – Oneness from Thurman
From the Center for Action and Contemplation

Oneness with Everyone

If “everything belongs,” then no one needs to be punished, scapegoated, or excluded. [1] God has loving room for all of us—even those we consider enemies. Author Lerita Coleman Brown considers the mystic Howard Thurman’s (1899–1981) insistence that everyone is a child of God.

The understanding that I am a holy child of God contains within itself often unrealized consequences. If I embrace this notion about myself, I must accept its corollary: that is, if I am a holy child of God, then so *is everyone else*. This sentiment is echoed in an interview in which Howard’s daughter, Olive Thurman Wong, bemoaned the fact that people didn’t fully comprehend the importance of oneness in her father’s life and work. “‘Oneness’ is an easy enough thing to bandy about,” writes Thurman scholar Liza Rankow, who interviewed Wong. “It is even an easy thing to profess, until we realize that it must include not only the people we like and agree with, not only those to whom we are sympathetic, but also those whom we view as abhorrent (whatever side of a political position we may hold). We don’t get to choose who we are one with—it’s everybody.” [2]

Sometimes the faces of the people I detest flash across my mind and heart.... How can they possibly be holy children of God? Howard Thurman answers this question in the final chapter of *Jesus and the Disinherited*. Pointing to the centrality of the love ethic in Jesus’s teachings, he observes the types of people Jesus befriended who, by all accounts, should have been absolute enemies. Thurman points to the necessity of extinguishing bitterness within the heart in order to recognize adversaries as holy children of God. [3]

Thurman emphasizes Jesus’ teaching to love our enemies as a radical challenge to love as if everyone belongs:

Jesus, however, approaches life from the point of view of God. The serious problem for him had to be: Is the Roman a child of God? Is my enemy God’s child? If he is, I must work upon myself until I am willing to bring him back into the family.... If God loves them, that binds me. Can it be that God does not know how terrible my enemy is? No, God knows them as well as he knows himself and much better than I know them. It must be true, then, that there is something in every human that remains intact,

inviolable, regardless of what he [or she] does. I wonder! Is this true? Is there an integrity of the person, so intrinsic in its value and significance that no deed, however evil, can ultimately undermine this given thing? If a person is of infinite worth in the sight of God, whether they are saint or sinner, whether they are a good person or a bad person, evil or not, if that is true, then I am never relieved of my responsibility for trying to make contact with this worthy thing in them. [4]

[1] Theme Four of CAC's *Seven Themes of an Alternative Orthodoxy*. To learn more about these themes, [visit this webpage](#).

[2] Liza J. Rankow, "Mysticism and Social Action: The Ethical Demands of Oneness," in *Anchored in the Current: Discovering Howard Thurman as Educator, Activist, Guide, and Prophet*, ed. Gregory C. Ellison II (Louisville, KY: Westminster John Know, 2020), 119.

[3] Lerita Coleman Brown, *What Makes You Come Alive: A Spiritual Walk with Howard Thurman* (Minneapolis, MN: Broadleaf Books, 2023), 76–77.

[4] Howard Thurman, *The Growing Edge* (New York: Harper & Brothers, 1956), 17–18. Note: minor edits made for inclusive language.

DECEMBER Gathering: December 2 at St. David's supporting the Bay Park Food Drive 9 am - 11:30 am.

St. David's Monthly Ministry Report to Vestry

Prepared by Jane Krikorian, Treasurer

Date: November 21, 2023

Name of Ministry: Finances

Present November 14, 2023: Jane Krikorian, Craig Winder, Joy Wolf, Loral Priest, Anne Kellett, Elaine Turnbull, Preschool Director Karen Garcia, Parish Administrator Treena Roman. APP Team Members: Equilla Luke, Jan Romerdahl. Guest: David Priest

Income/Expenses for Oct 2023

Sept ending cash:	\$83,864	(Balance Sheet: BofA + FC accounts)
Oct Church income:	\$27,081	(from P&L Church)
Oct Church expenses:	\$27,887	(from P&L Church)
Oct Preschool income:	\$42,792	(from P&L Preschool)
Oct Preschool expenses:	\$41,544	(from P&L Preschool)
Oct ending cash:	\$93,034	(Balance Sheet: BofA + FC account)

BofA Savings Acct = \$46,505

Charles Schwab Acct = \$603,861 (includes \$100,000 James Scorey Gift; \$500,000 Verizon sale)

Don Searles Endowment Fund = \$52,171

Informational Matters: (no action needed)

1. The Church had a **negative** net income in Oct of **(-\$805)**.
2. The Preschool had a **positive** net income in Oct of \$1,247.
3. Total net income in Oct for Church and Preschool: \$442.
4. Total income year-to-date for the Church and Preschool is \$690,182.
5. Total expense year-to-date for the Church and Preschool is \$707,382.
6. **Total net income year-to-date for the Church and Preschool = (-\$17,200)**.
7. Church y-t-d net income is \$5,106 and Preschool y-t-d net income is **(\$22,307)**.
8. After adding in extraordinary income of \$128,113 (Church), deducting extraordinary expenses **(-\$11,077)** (Church – preschool flood) and deducting depreciation for flooring **(-\$9,874)** (Preschool – preschool flood) total net income y-t-d Ch&Prschl: **\$89,962**
9. Church y-t-d net income = \$122,143 and Preschool y-t-d net income **(-\$32,182)** which = **\$89,962**
10. Transfers to BofA Operating y-t-d: \$15,000 transferred from BofA Savings and \$10,000 from First Citizen Savings to cover preschool classroom repairs, \$10,000 from BofA Savings for new sound system (spent Aug. 2023), \$32,000 (\$3,200 x 10) to cover lost Verizon income = **\$67,000 total transfers**.

Discussion Items-

1. "Income Generation" discussion – Anne Kellett reported that St. David's is now listed with Kidder-Matthews who will actively look for groups that may want to rent our space.
2. David Priest gave an update on facilities and will seek approval from Vestry of \$2,200 to repair south drain at Ed Center (see facilities report for further details).

St. David's Monthly Ministry Report to Vestry

Prepared by Jane Krikorian, Treasurer

3. Financial Reports for October – the Committee noted the positive net income for the preschool and that Director Karen Garcia was successful in collecting nearly \$10,000 in Accounts Receivables helping increase the bank balance from last month by nearly the same amount (see Sept v. Oct ending balances above).
4. 2024 Draft Budget – the Committee noted that current pledges were at \$196,864 with 42 pledges. Parish Administrator Treena Roman reported that there were only 2 outstanding pledges. Committee discussed whether to keep the pledge goal of \$215,000 in the Draft Budget or set the current pledge amount at \$200,000 and add \$10,000 in possible fundraising efforts. See Budget information in Treasurer's folder for 2024 Draft Budget Options.
5. I shared an article from Sojourners Magazine November 2023 edition titled "God's Economy of Generosity – How the Church Can Help Reimagine the Story of Money" (which I unfortunately can't share online due to pay wall). This generated a discussion on how we could include all of St. David's employees in the benefits of St. David's Income Generation including setting aside interest earned into an "Employee Retention Account" that would distribute cash bonuses to employees throughout the year.

Action Items:

None

Verizon Cell Tower Proceeds – Tracking Chart	
BofA Savings	
2021 - December	\$700,000
2022 – March	\$30,000 transfer to First Citizens savings
March - May	\$35,000 transfers to cover Admin office floor/paint
March – December	\$32,000 monthly \$3,200 transfers x 10 months
Interest	\$254
2022 Ending Balance	\$603,254
2023 – March	\$10,000 for new sound system in Sanctuary
	\$15,000 to cover preschool water damage expenses
Jan – Oct	\$32,000 monthly transfers \$3,200 x 10 months
July 2023	\$500,000 transfer to Charles Schwab
Interest	\$251
2023 Oct 30 Balance	\$46,505

Affording a full-time priest with a salary of (\$100,000/yr) pension (\$18,000/yr) and healthcare (\$16,800/yr) for a total of \$134,800. The Church is currently paying \$42,850/yr for a part-time interim priest with no healthcare or pension benefits. **A full-time salary package with these amounts would add \$91,950/yr (\$134,800 - \$42,850 = \$91,950) to the current budget or \$7,662 a month.**

Wardens Report October for November

1. Rector/Wardens Meetings - 10/5, 10/12, 10/26
2. APP Meetings – 10/4, 10/25
3. Finance Meetings – 10/10
4. Special Vestry Meeting - 10/11
5. Vestry Meeting – 10/17
6. Submitted By Laws to diocesan office for Standing Committee approval
7. Facilities Care – 10/24
8. Fellowship – 10/25
9. Children’s Sermon Sunday – Picked up 3 He Children
10. Deacon’s Sunday – 10/15
11. Ushers Meeting – 10/15

October was a busy month. Reviewed the recommendations from APP. The By Laws were submitted to the Diocesan Standing Committee. They were approved with minor edits. I worked with Fr. Kirby and children for Children’s Sermon Sunday- Scavenger Hunt. Hope to seek a paid children/youth leader after December 2023. Looking at ways to work with Preschool with upcoming events. The Ofrenda by preschool and shared with our parish was spectacular.

Elaine Turnbull
Rector’s Warden