

**AMENDED BYLAWS
OF
THE RECTOR, CHURCH WARDENS AND VESTRY OF
ALL SAINTS CHURCH OF PASADENA, CALIFORNIA**

Approved November 9, 2025

**ARTICLE I.
Qualifications of Members**

Section 1. The qualifications for membership of this corporation shall be those fixed from time to time for qualifications of electors of vestry members and trustees by the Constitution & Canons of the Protestant Episcopal Church in the United States of America and of the Diocese of Los Angeles.

Section 2. The Rector or Priest-in-Charge of the parish shall always be ex officio a member of this corporation.

**ARTICLE II.
Vestry Members**

Section 1.1. The corporation shall have a Board of Directors (the "Vestry") consisting of 20 adult vestry members, 2 youth vestry members and the Rector or Priest-in-Charge of the parish who shall be, without election, a member and Chair of the Vestry. The members of the Vestry, other than the Rector or Priest-in-Charge, shall be laypersons qualified to act as Vestry members in accordance with the provisions of the Diocesan Canons. Vestry members shall be elected by the vote of the voting members of the parish attending an annual meeting at which a quorum is present. They shall take office at the first Vestry meeting in April in the year in which they are elected and shall hold office for the term of their election until their successors are elected and qualified.

Section 1.2. At each annual meeting, adults shall be elected to the Vestry for four-year terms. The number of adult candidates each year shall be determined as those needed to maintain 20 adult members on the Vestry. Youth representatives shall be elected to the Vestry at the annual meeting each year as necessary to maintain 2 youth representatives on the Vestry. Terms of youth representatives shall conclude in March of their senior year of high school.

Section 1.3. No person shall be eligible for election to the Vestry for two consecutive terms, except under the circumstances set forth in Section 2 of this Article II.

Section 2. Vacancies on the Vestry may be filled by a majority of remaining Vestry members, though less than a quorum. Each Vestry member so elected shall hold office only for the unexpired term of the member whose place they are elected to fill. The Vestry shall determine the term of any person elected by the Vestry to fill a vacancy created by an increase in the size of the Vestry, provided, however, that the term may not exceed four years. If a person

is elected by the Vestry to fill a vacancy for less than two years, that person shall be eligible for election to the Vestry by the voting members of the parish for a four-year term.

Section 3. Within 120 days prior to each annual meeting, the Executive Committee shall appoint a nominating committee, which shall be approved by the Vestry, of ten to twelve members of the parish whose duty it shall be to select and submit to the annual meeting a slate of persons eligible and willing to serve as Vestry members to take the place of those whose terms expire on the 31st day of March following the annual meeting. Other nominations may be made by independent petition if the nominee's consent has previously been obtained, pursuant to procedures fixed from time to time by the Vestry.

Section 4. All corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Vestry. Without limiting its general powers, the Vestry reserves to itself the following specific powers and responsibilities:

- (a) To establish and determine the corporation's policies and priorities;
- (b) To select the Rector and, through the Wardens, annually review and evaluate the Rector's performance;
- (c) To manage and control the corporation's trust funds and to manage and control the corporation's operating fund through the establishment of a budget;
- (d) To cause an annual audit of the corporation's financial statements to be conducted by an independent accounting firm to be selected by the Vestry; and
- (e) To plan and conduct the church's stewardship program.

ARTICLE III.

Officers

Section 1. The officers of the corporation shall be a Chair of the Vestry and President, who shall be the Rector or Priest-in-Charge; First Vice-President, who shall be the Senior Warden; Second Vice-President, who shall be the Junior Warden; Treasurer and Clerk. The Rector or Priest-in-Charge of the parish shall be, and without election, Chair of the Vestry, President and Chief Executive Officer of the corporation. The Treasurer and Clerk shall be elected by the Vestry and may or may not be members of the Vestry.

Section 2. From the members of the Vestry shall be chosen the Senior Warden and Junior Warden. The Rector shall appoint the Senior Warden, subject to the approval of the Vestry, and the Vestry shall elect a Junior Warden, pursuant to procedures fixed from time to time by the Vestry.

ARTICLE IV.
Duties of Officers

Section 1. The President shall preside or designate a presiding officer at all meetings of the Vestry and of members of the corporation; the President shall conjointly with the clerk execute in the name of the corporation all contracts, deeds, mortgages, and other instruments in writing authorized by the Vestry; the President shall have, subject to the advice and control of the Vestry, the general superintendence of the affairs of the corporation, and shall perform such other duties as are prescribed by law, custom, or the canons of the Protestant Episcopal Church. In the absence or disability of the President or Clerk, the Vestry may appoint a President or Secretary Pro Tem, either of whom shall have power to act during such absence or disability.

Section 2. The Treasurer shall oversee the monies of the corporation and may disburse such regular salaries and other fixed and regular charges and expenses as shall be designated by resolution of the Vestry without further or special authority; all other disbursements must be made upon approval in writing of the Finance Committee. The Chairperson of the Finance Committee shall make a full report of all receipts and disbursements at the annual meeting of the corporation and shall submit a monthly report at the regular monthly meeting of the Vestry. The Treasurer shall perform such other duties as the Vestry may direct.

Section 3. The Clerk shall keep the minutes of the meetings of the Vestry and shall act as Secretary of all meetings of members of the corporation unless a special secretary shall be elected. The Clerk may cause the minutes of meetings to be transcribed in typewriting, and such transcription pasted or inserted in the book of minutes and duly certified by the Clerk's signature at the end of such transcription, shall be deemed the official minutes of such meetings. The Clerk shall make such reports and perform such other duties as shall from time to time be required by the Vestry.

Section 4. The Senior and Junior Wardens shall serve as advisors to the Rector or Priest-in-Charge and shall be members of the Executive Committee. If the parish is without a Rector or Priest-in-Charge, or the Rector or Priest-in-Charge is absent or unable to act, the Wardens, according to seniority in office, shall preside at all meetings of the Vestry and all meetings of members of the corporation. The Wardens shall conduct the Vestry's annual review and evaluation of the Rector's performance. The Wardens shall perform such other duties as shall from time to time be required by the Vestry.

ARTICLE V.
Finance and Other Standing Committees

Section 1. The President with the approval of a majority of the Vestry shall annually appoint a Finance Committee of not less than five members, at least one of whom shall be a member of the Vestry. Said committee shall supervise and invest the funds of this church and shall report at least once every six months to the Vestry and more often upon request of the Vestry. Any sales or changes in investment, actual, or proposed, shall be reported to the Vestry for ratification. Vacancies on the Finance Committee shall be filled by the President with the consent of the Vestry.

Section 2. There shall be an executive committee consisting of the Rector, Senior Warden and Junior Warden. Where, in the estimation of the Executive Committee, an electronic vote of the Vestry is impracticable, the executive committee may exercise the powers of the Vestry in the management of the business of the corporation between meetings of the Vestry. In such cases, the Vestry shall formally ratify the action of the Executive Committee by a subsequent electronic vote or at its next regular meeting.

Section 3. The Vestry may authorize the President to appoint other standing or special committees, and vest them with such powers as the Vestry shall deem proper.

ARTICLE VI.

Meetings

Section 1. The annual meeting of the members of this corporation for the election of the Vestry and for the transaction of any other business that may properly come before this meeting shall be held at the church or such other place as the Vestry may designate. The Vestry shall set the date for the annual meeting.

Section 2. Notice of the annual meeting must be given by announcement during the regular worship services held in said church on the Sunday preceding said day of meeting.

Section 3. Special meetings of the members of the corporation may be called at any time by the President or by the Vestry, and the Vestry shall call such meetings at any time upon written request signed by twenty (20) members of the corporation. Notice of special meetings shall be given by the reading of a call therefore during the principal morning services on the Sunday preceding the date of the meeting.

Section 4. A regular meeting of the Vestry shall be held at such time and place as the Vestry from time to time shall fix by resolution. No notice of such regular meetings of the Vestry shall be necessary.

Section 5. Special meetings of the Vestry may be called at any time by the President or three of the Vestry members, to meet at the church campus, rectory, or any other place designated in the notice of special meeting. Notice of a special meeting shall be given by a written or printed notice given by electronic transmission to each Vestry member, designating the time and place of meeting, at least 48 hours prior to the time of the meeting.

The transactions of any special meetings of the Vestry, however called and noticed or wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the Vestry members not present signs a written notice of waiver, a consent to holding the meeting or an approval of the minutes thereof. All these waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 6. The Executive Committee may conduct a vote of the Vestry by electronic transmission at any time, provided such transmission is made to all Vestry members and each member of the Vestry can communicate with all other members of the Vestry concurrently to comment, propose amendments, or interpose objections to the action being considered.

The transactions of any electronic vote of the Vestry are as valid as though had at a meeting duly held after regular call and notice, and a majority of the Vestry consents. Actions approved by electronic vote shall be included in the report of the Clerk and recorded in the minutes of the next regularly scheduled meeting of the Vestry.

Section 7. A majority of the Vestry shall constitute a quorum for the transaction of all business.

Section 8. Forty (40) members of the corporation shall constitute a quorum of all meetings of members, and election of Vestry Members of the corporation by a meeting so constituted shall be as valid as if there had been a majority of the members thereat and voting.

ARTICLE VII.

Canons of the Diocese

Section 1. The Constitution & Canons of the Protestant Episcopal Church of the Diocese of Los Angeles shall always be a part of these bylaws and if any specific provision of these bylaws conflicts with any provisions of said canons, then the latter shall prevail.

ARTICLE VIII.

Seal

Section 1. The seal of the corporation is and until otherwise directed by the Vestry shall be an impression on paper, circular in form, bearing the following words and figures:

“All Saints’ Church, Pasadena, California,
a Religious Corporation, Incorporated
August 21, 1886”

ARTICLE IX.

Amendments and Repeal of Former Bylaws

Section 1. Any or all of these bylaws may be repealed or amended or new bylaws adopted at any regular meeting of the Vestry by a vote of two-thirds of the full Vestry; provided that a written notice of the proposed amendment be mailed or emailed to each member of the Vestry at least two days before the meeting.

Section 2. All bylaws heretofore adopted are hereby repealed.