

Introduction

Standing Committee President email: scpresident@edsd.org

These Model Bylaws, in addition to being canonically required documentation, are intended to bring clarity to the fundamentals of a legal organization, as well as ensure consistency across the EDSO. Each congregation has the responsibility of updating their bylaws regularly. Additionally, congregations seeking other actions through the Standing Committee, Executive Council, Property or Finance Committee, and/or the Bishop's office, may require a bylaw update.

The Standing Committee (SC) is responsible for monitoring diocesan conformity across congregational bylaws and any modifications must have the approval of the SC, as well as acceptance by the Vestry (V) or Bishop Committee's (BC) before being deemed legal.

Note that no bylaw may contradict diocesan or national church canons, and no diocesan canon may contradict federal or state law. Furthermore, any deviation from the Model Bylaws places the congregation at legal risk.

How to update your Bylaws:

Indicate your intent to update to SC President

Download the Model Bylaws document from the EDSO website

Turn on "Track Changes" before making changes

You will note that places requiring the particular information of your congregation are in red

Plan for a process lasting three to six months, including:

V or BC appoints a person or team to lead the process

In the Model Bylaw document, indicate any unique bylaws from your existing bylaws that may be appropriate to carry over

Be prepared to explain the history of the exception and how it is utilized today

Obtain V or BC acceptance of the draft bylaws

Request that your proposed bylaw document be reviewed by the SC (meetings are on the 3rd Tuesday of each month)

Then forward to SC:

A copy of proposed bylaws (with track changes turned on)

Original parish bylaws

The SC will have a diocesan Chancellor review

After the SC meeting, recommended and/or required changes will be conveyed to your team

This may be an iterative process over a few months

Bylaw team makes required changes and considers recommendations

Obtain V or BC acceptance of the revised bylaws

Request that your revised bylaw document be reviewed by the SC

Forward to SC:

A copy of proposed bylaws (with track changes turned on)

Original parish bylaws

Upon SC's final approval:

V or B officially votes to adopt the proposed new bylaws

A clean version of adopted bylaws, with the V or BC adoption date noted on the cover page, is submitted to the SC president and Bishop's assistant for filing

Submit new bylaws at your next annual meeting (or special meeting of the congregation) for adoption as a congregation

Again, a clean version of adopted bylaws, this time with the congregational adoption date noted on the cover page, is submitted to the SC president and Bishop's assistant for filing

Meeting minutes of said meeting are also required

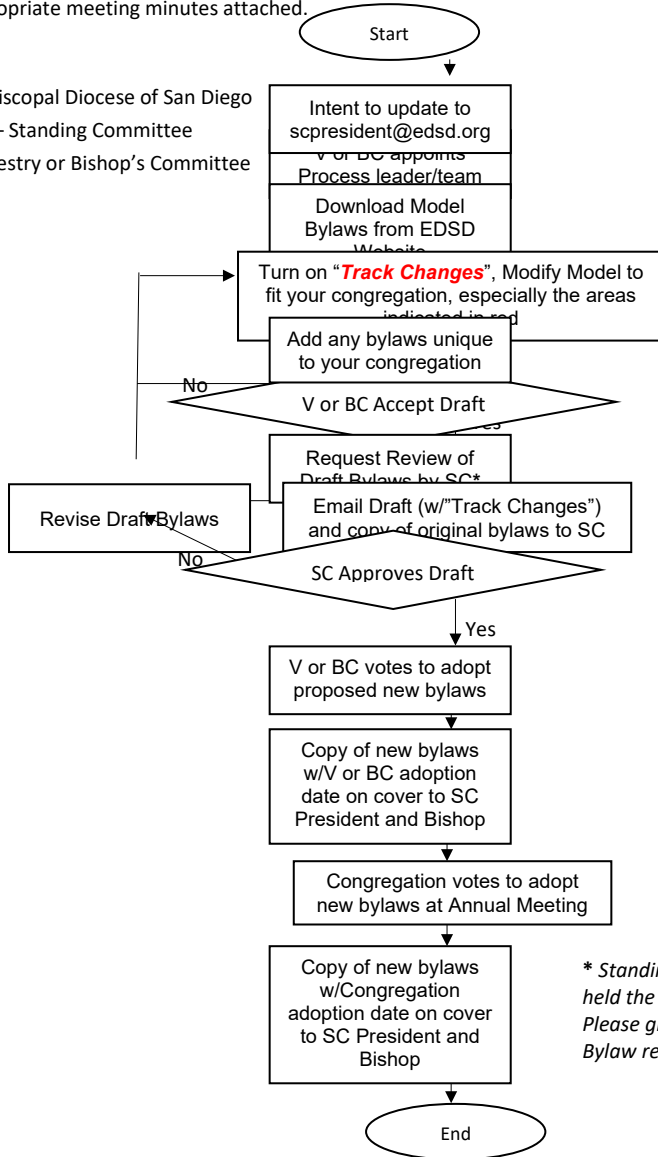
Bylaws become legal once they are approved by the SC, the congregation, and submitted to the Diocese with appropriate meeting minutes attached.

LEGEND:

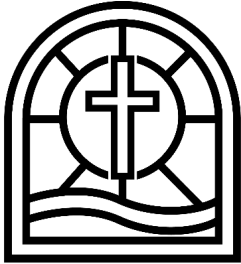
EDSD – Episcopal Diocese of San Diego

SC – Standing Committee

V or BC – Vestry or Bishop’s Committee



** Standing Committee Meetings are held the 3rd Tuesday of each month. Please give two weeks notice for your Bylaw review.*



EDSD

COURAGEOUS LOVE

~~[Insert name of Parish – found in Articles of Incorporation]~~¹ St. David's Episcopal Parish in San Diego, California

*Your amended bylaws will need to be approved by the Standing Committee. As you adapt these for your congregation's use, please turn on "Track Changes" so the committee is able to note your changes.

~~2~~ Model Bylaws Amended and Restated 2023
~~2021~~

~~1~~ Red sections of this document indicate decisions to be made.

~~2~~ If you are amending existing Bylaws, your title will either be "Amended Bylaws" (for a document only changing one or more sections) or "Amended Restated Bylaws" (for a document that is intended to completely take the place of the existing Bylaws).

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3 BYLAWS OF
4 The Rector, Wardens and Vestry ~~(men)*~~ of
St. ~~St.~~ Saint David's Episcopal Church Parish and Preschool 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 5/27/1975, 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

6 The 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

6 If you have more than one location (for example, a store front sanctuary and an office someplace else) this should be the primary office where you receive your mail and keep your records.7 i.e., EDSD Title II, Canon 5.00 8 This provision does not refer to a letter of transfer from one congregation to another. Some clergy issue those letters and some do not. This provision is a state law concept meaning that your membership has no separate asset value, such as a membership in a partnership. meeting, and the purpose or purposes of the meeting, and no other business may be conducted at that meeting.

Section 3.8. 9QUORUM. 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

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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 ~~highest number of 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 A MEMBER AND PRESIDING OFFICER. The Rector of the Parish, ~~or priest in charge, or interim priest-in-charge, hereafter referred to as by~~ by virtue of being 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. 10The 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 and fair manner, ~~but shall not be obligated to follow~~ follow Robert's Rules of Order to ensure that the process is fair and all voices may be heard. any technical, formal, or parliamentary rules or principles of procedure. 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 ~~and~~ ensures 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.

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- Permitting voting on-line, via Zoom, app or other means, but still not including proxy.
2. voting.

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ARTICLE 4. ELECTION OF DELEGATES TO CONVENTION

Each year by April 1, the number of allowable lay delegates and lay alternates to 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 member of the Vestry shall be a family member of the first degree (i.e., parent, child, spouse) of any other member of the Paish staff nor shall they be a member of the staff.

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 ~~and~~ 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 ~~not fewer than nine(9)~~ 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 ~~elected~~, and any additional vacated positions that have not yet expired. After a Vestry member has served two full terms (a full term is ~~three-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~~ No person shall be eligible to serve more than ~~six-four~~ consecutive years on the Vestry.

Terms of Officers. The terms of office of all officers shall be one year. No officer shall serve more than ~~six-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 ~~six-(6)~~ 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 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, ~~7~~ 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

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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.

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 EDSD 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~~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.

~~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 or vacancies.~~

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~~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.~~

Nominating Committee. This committee shall consist of the Rector and any outgoing vestry members.

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 ~~for without call or notice on the third Tuesday of each month at 7:00 p.m. See footnote 15 below~~. 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 ~~discussion~~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 ~~discussin~~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 open session before the final action. ~~Final action~~, if any, ~~must is be~~ taken in an open session and recorded in the minutes ~~accordingly~~.

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 ~~member~~ 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 meeting 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 so 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~~ or more Vestry members, and delegate to such committees ~~day-to-day day-to-day~~ operational matters falling under the approved budget of the parish with the consent of the Rector ~~or Priest in Charge or their designee~~. 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.

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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- Minutes or notes may be shall be kept of 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. Both the clerk and the Treasurer must be members of the parish, but, ~~in~~ at the discretion of the Vestry, neither need be a member of the Vestry. The corporation ~~may also have,~~ 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 meeting 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 meeting 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 retarding 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.

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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.

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~~ARTICLE 10. INDEMNIFICATION OF OFFICERS~~

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) the members of the Vestry who are not~~ at that time parties to the proceeding or (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

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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_

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(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

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

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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.

~~The~~ 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~~ 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

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Chris Timmins
Clerk (Secretary)

Ministry Development Action Plan Team

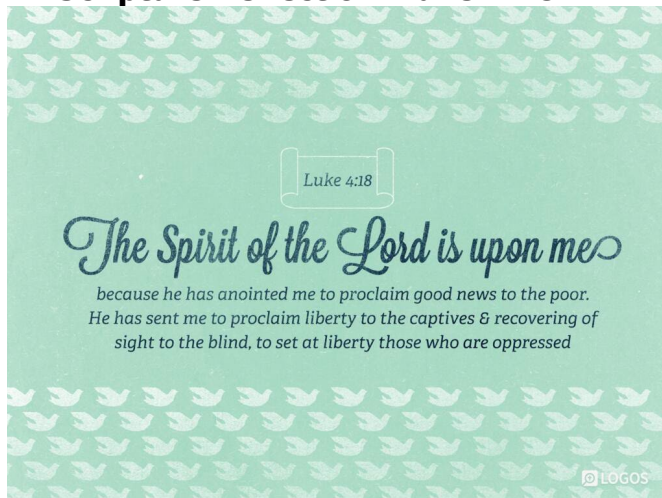
Meeting 10/18/23 1 pm East End of Mission Center

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

Ministry Development and Understanding Agenda

I. Welcome and Opening Prayer

II. Scripture Reflection: Luke 4:18



III. Review the purpose and goal for this in-person gathering:

Review plan and determine priorities. Discuss whether we can do some actions while working on creating the larger plan

Reminder that part of the plan is dreaming and investigating.

Communications seems to be a huge need.

Community Engagement

IV. Community Engagement Updates: Forms given out on 10/8. Let's select some dates for training to find a date that works for Jason Evans and then communicate it to the parish.

V. Next steps/Action Items

VI. Closing Prayer

Ministry Development Action Plan 7 October 4, 20

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

| APP Rec's | ACTION | Target Date | Deadline | TASKS |
|------------|--|-----------------------------------|----------------|--|
| 1.A | Get to know the Bay Park neighborhood more fully; demographics, existing assets, needs. Make more real connections. | | | |
| | St. David's will join and participate with local agencies and Clairemont community celebrations | 9/23/2023. Accomplished | | Clairemont town Council, Clairemont days, |
| | Campus And Neighborhood Walk | 2/15/2023 Accomplished | 3/23/2023 | Hosted, Jason Evans, Canon for Mission for Sunday service/campus walk |
| | Diocesan Community Engagement Program | 9/1/2023 | Ongoing | met with Jason Evans for training and first steps toward community engagement program. |
| | Join Missioninsite ☐ | 6/1/2023 Accomplished | 6/10/2023 | Establish account with Missioninsite – National Database offering multiple filters for demographics. ☐ |

| | | | | | |
|--|---|--|--|--|--|
| | <p>Presentation to parish about Missioninsite and what can be gleaned. Who are our neighbors?</p> | <p>6/23/2023 Accomplished</p> | <p>7/23/2023</p> | <p>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</p> | |
| | <p>Keep parish updated with "factoids" about our demographics.</p> | | <p>Ongoing</p> | <p>Create a section in Weekly Times and other places of communication</p> | |
| | | | | | |
| | <p>St. David's Last Wednesday Night Fellowship</p> | | <p>Ongoing</p> | <p>Parishioners meet for social time at a variety of different restaurants and pubs in the Bay Park area.</p> | |
| | | | | | |
| | <p>Increase the awareness of St. David's through more communication platforms by April 30, 2024</p> | | | <p>Create Communications Team</p> | |
| | | | | <p>Refresh/Update logo and overall website</p> | |
| | | | | <p>Evaluate current communication items</p> | |
| | | | | <p>Work with Communications team to promote activities</p> | |
| | | | | <p>Conduct communications assessment</p> | |
| | | | <p>Draft internal and external communications strategy</p> | | |
| | | | <p>identify and employ easy to measure observational metrics</p> | | |
| | | <p>Maximize use of digital media tools -</p> | | | |
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| 1.B | Form Community Engagement Team of 3 to 4 people to do training with Jason Evans, Diocesan Community Engagement Missioner. | | | |
| | Recruit Members | 8/10/2023 Accomplished | 8/30/2023 | Recruit 3 – 4 Engagement team |
| | Register for Training | 9/ 27/2023 | 10/31/2023 | Team will sign up for Diocesan training |
| | Team will create a plan | 3/1/2024 | 3/15/2024 | Present plan to the vestry |
| | implementation | 4/1/2024 | 4/16/2023 | Vestry to support implementation of the |
| | | | | |
| | Program with IWC program, if appropriate | | | Determine if and when this program fits |
| 1.C | | | | |
| | How does the Mission of St. David's fit into the community? | | | |
| | Recommend To vestry that it be using St. David's facilities by contact the different groups using | 9/15/2023 | 9/29/2023 | Our Mission Is to follow Jesus, loving Review list of current groups and |
| | | 10/13/2023 | 10/27/2023 | Meet with group leader and Establish |
| | | Ongoing | 12/29/2023 | Establish relationships with all |
| | meetings with group leaders. | 1/12/2024 | 1/26/2024 | Establish common needs and desires |
| | | 4/5/2024 | 4/19/2024 | Plan events with appropriate groups |
| | "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." | Ongoing | | |
| 1.D | | | | |
| | Be Open to Transformative Growth | | | |
| | Establishment of Welcoming Ministry. current parishioners. | 5/20/2023 Accomplished | 6/1/2023 | Created a Welcoming Committee. The |
| | | 11/10/2023 | 11/30/2023 | Welcoming And Engaging new and |
| | confirmation | 11/22/2023 Accomplished | 9/10/2023 | Rev Nancy Holland taught confirmation |

| | | | | |
|--|---|----------------------------------|----------------------------|---|
| | | 7/7/2023 Accomplished | 7/15/2023 | Sacred Ground Movie night - <i>The Great Debators</i> |
| | Three children baptized and two youth confirmed | 8/23/2023 Accomplished | 9/10/2023 | Training by Elaine Turnbul and Fr. Cherian |
| | | | | |
| | Host Three St. David's Sacred Ground Circles annually along with quarterly Sacred Ground Community events | Accomplished | 1/7/23-4/11/23 | Hosted 10 people for Sacred Ground |
| | | Accomplished | 4/11/23-7/10/23 | Hosted 7 people for Sacred Ground |
| | | 9/1/2023 | 9/12/2023 | Hosting Fall Sacred Ground Circle - |
| | | 12/15/2023 | 1/5/2024 | St. David's will set the schedule a |
| | St. David's will schedule Community Events to occur in 2024 | 2/2/2024 | 2/16/2024 | Ideas: Create Community Events |
| | St. David's will join and participate with local agencies and Clairemont | | | Clairemont town Council, Clairemont days |
| | "Use our large, beautiful campus in ways other groups can function and thrive while helping to keep St. David's alive." | | | See above |
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| Responsible Person/s | | | | | | | | |
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| Joy/vestry | | | | | | | | |
| Anne | | | | | | | | |
| Joy, Anne, Phal, Debby | | | | | | | | |
| Anne / Nancy | | | | | | | | |

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| Joy/Har/Emily/Preschool Parent | | | | | | | | |
| Joy | | | | | | | | |
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| Elaine – Rector's Warden | | | | | | | | |
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| Joy/Mk | | | | | | | | |
| Elaine/Bishop | | | | | | | | |
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| Sacred Ground | | | | | | | | |
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ents in 2024. Welcoming Committee will engage with Invite/Welcome/Connect Prog

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St. David's Investments Committee

Quarterly Meeting, October 12, 2023, 1:00pm, on ZOOM

Minutes and Recommendations

Committee Present: Craig Winder, Kara Crawford, Nancy Holland, Pat Carson, Jan Romerdahl, Steve Turnbull, (Chair). Absent: Bill Myers.

Resignation: Patricia Neal Jensen, accepted with gratitude for her service to the committee.

I. **Opening Prayer** - Steve

II. **Recap of Progress to-date:** - Steve

- A. All three Investment Policies approved by Vestry.
- B. Vestry Authorization to form Investment Committee
- C. Vestry Authorization to open Schwab Brokerage account with 4 signers at Mission Valley Office July 24, 2023
- D. Vestry Authorization to invest \$500k of cell-tower proceeds into CDs.
- E. Current \$350K IN CDs will reach maturity of October 31, this meets Facilities Use Ministry Capital Project needs.
 - 1. (IC recommended that a formal communication practice be established to assure invested funds are available when needed for Capital Project.). Action: Steve with Anne Kellett, IC Vestry liaison, and David Priest, Facilities Ministry chair.
- F. Vestry Authorization to invest \$100k of J. Scorey Bequest in 30-day CD @ 5.15% maturity on September 27 and automatic rollover approved Sep. 19. This first CD yielded about \$450 deposit to Schwab Money Market. \$100k was invested again for October with automatic rollover until needed by Vestry.

III. **New Business**

- A. **Election of Chair and Secretary** – This was deferred to next meeting when the full committee is present. This is required by the Investment Committee Operation Plan, approved at the September 19 Vestry Meeting.
- B. **Don Searles Endowment Fund performance review.** The Committee reviewed and compared the performance to Large Cap stock index benchmarks for the two accounts in the Don Searles Endowment Fund portfolio ((about \$52K). It was evident that Dodge & Cox DODGX (14th percentile, 4-Star/ Gold Rating/ 3 ESI Globes) had far superior performance over the underperforming T. Rowe Price PRFDX fund (74th, 3-Star, Bronze Rating/ 2 ESI Globes.) The Don Searles Fund is about 65% PRFDX and about 33% DODGX. YTD income for DODGX is beating the category and Index benchmarks. PRFDX is trending down and losing money in the last quarter. This will improve the overall performance of the Searles Fund.

Motion to Recommend that the PRFDX be liquidated and closed with 100% of the proceeds be reinvested into the DODGX account. This will consolidate the Don Searles Endowments Fund into a single account. **MSP Unanimous.**

- C. **Review Investment Dashboard:** the Investment Dashboard (attached) reflects the 3rd Quarter (September 30, 2023) performance results by category. The committee notices that \$49,704 remains in the Bank of America Savings Account with very low (.04%) interest. The committee discussed better investment of these funds. \$10k should be deposited in ECF Fund.
Motion to Recommend that some significant portion of the remaining BofA savings should be transferred to the Schwab Money Market account with 5.05% yield and easy access for withdrawal. **MSP Unanimous**
- D. **Near-Term Investment Planning:** The 2023 CD Investment Plan spreadsheet is attached was reviewed. We currently have four CDs totaling \$600K. By the October-end, three CDs will reach maturity totaling \$350K. All interest at maturity is deposited in the Money Market account. These following actions will enable at least \$100K readily available for Capital Projects while earning significant interest.
Motion to Recommend CD Investment Actions Plan MSP Unanimous.
- a) \$150K 90-Day CD – Reinvest in 90-Day CD @ about 5.45%
 - b) \$100K 90-Day CD – Reinvest Money Market SWGXX Schwab Government Money Market @5.05% interest, readily available to draw.
 - c) \$100K 30-Day CD – Scorey Bequest- Rollover in 30-day CD @ about 4.35% until needed.
- E. **Long-term Investments**
Episcopal Church. Fund: The Investment Policy Statement states that long-term unrestricted donations or income intended for investment growth be deposited in the ECF which was donated by Bishop Mathes about 2010 with \$100.
The September 30, Balance is \$307. It has been underutilized. A recent Executive Council Resolution requires a minimum balance of \$10K after January 1, 2024, or incur a \$50/ quarter service fee.
Motion to Recommend. The committee recommends Vestry that \$10K be transferred from the BofA Savings and deposited into ECF account to meet the required minimum account balance and to begin regular use of the balanced opportunity/ risk portfolio. **MSP Unanimous.**

- IV. **Next meetings– Thursday January 11, 2024, 1:00pm. Zoom**
Thursday April 11, 2024, 1:00pm. Zoom

St. David's Episcopal Church
Investments Workgroup
Status Update: October 12, 2023

| ASSETS LIST AVAILABLE FOR INVESTMENT | September 30, 2023 Balance | TYPE OF ASSET | Where/What is this Asset? | How is it Managed? | Comments |
|--|--|---|--|--|---|
| Bank of America Savings | \$49,704 ¹ | Savings | Bank of America | Simple FDIC-insured account. | ¹ No longer exceeds FDIC \$250,000 insurance cap |
| Recommendations: | ¹ Vestry approve transfer of \$500k to Schwab Brokerage Account on July 24, 2023. An additional \$100k was approved for 1-Month CD in August. Expect this account to be a ready source of cash for projects. Committee recommends transferring more into Schwab Money Market and \$10,000 in ECF Account to Diocesan Minimum Balance. | | | | |
| Charles Schwab Brokerage Account | September 30, 2023 Deposits: 4 CDs for \$600,000 Income earned: \$4261. Income next 12Mo: \$13,252 | Brokerage Account Primary purpose to BUY FDIC CDs | C Schwab Mission Valley Office No Fees for CD orders. Money Market Account is SWGXX @5.05% | Online Purchases Four authorized Signers | July 25, 2023, Ordered One-Year CD \$250k @ 5.3% One -90Day ² CD \$150k @ 5.25% One -90Day ² CD \$100k @ 5.25% ² Maturity October 31, 2023 One-1-month CD \$100k @ 5.45% Maturity Nov 1. |
| Recommendations: | Monitor Facilities and Vestry needs forecast. Rollover or split CDs at maturity. Monitor current CD Rates offerings through Schwab website. Scorey Request is \$100K CD rolling over in 1-month CD. \$350K maturing at end of Oct. Recommend \$100K to Money Market SWGXX @5.05 %, \$250K rollover 250k in 90-day CDs. \$500K in CD's and \$100k in MM. = \$600K | | | | |
| Donald Searles Funds Donor Restricted Fund T. Rowe Price Equity Fund PRFDX⁵ Morningstar Ratings: 3 Stars Medalist = Bronze ESI = 2 of 5 GLOBES ⁵ 2023 YTD Percentile= 65 to 74 ⁵ Not a Socially responsible investment | Shares: 1034.579 September 30, 2023 \$33,044 Down \$706 After Deposit \$125/Mo. STOP THIS: | Large Value Cap. mutual fund with 111 holdings \$17.0 Bil No Load Fees Level: Below Average | Restricted to US Large Cap Mutual Funds Only No International Stocks No Fixed Income, No Small Value Stocks No Growth Stocks No REITS or Commodities | A single mutual fund. No named RIA ³ Registered Investment Advisor for this Account. | 3Q2023 YTD Return: -1.38% Category Returns: 1.42% Index Returns: 3.93% Price: \$31.94/ Share |
| Donald Searles Funds Donor Restricted Fund Dodge & Cox Stock Fund – Class I – DODGX Institutional Morningstar Ratings: 4 Stars Medalist = GOLD ESI = 3 of 5 GLOBES 2023 YTD Percentile = 16 to 14 | Shares: 83.416 September 30, 2023 \$18,877.04 Down \$101 After Deposit \$125/Mo. Make it \$250 | Large Value Cap. mutual fund with 70 holdings \$89.0 Bil No Load Fees Level: Below Average | Restricted to US Large Cap Mutual Funds Only No International Stocks No Fixed Income, No Small Value Stocks No Growth Stocks No REITS or Commodities | A single mutual fund. No named RIA ³ Registered Investment Advisor for this Account. | 3Q2023 YTD Returns: 6.32% Category Returns: 1.42% Index Returns: 3.93% Price \$226.61/ Share = 1.70. Trending up |
| Recommendations: | Renamed "Donald Searles Endowment Funds" for donor-restricted Donald Searles Fund. New money preferred to add to DODGX. Committee recommends immediate liquidation of T Rowe Price PRFDX for underperformance. Reinvest 100% of the proceeds into the better-performing (GOLD rated) Dodge & COX. Make all deposit to DODGX in lump sum. Avoid monthly deposits. This will consolidate the Don Searles Endowment to one high-performing account. | | | | |

St. David's Episcopal Church
Investments Workgroup

Status Update: October 12, 2023

| ASSETS LIST AVAILABLE FOR INVESTMENT | September 30, 2023 Balance | TYPE OF ASSET | Where/What is this Asset? | How is it Managed? | Comments |
|--|---|---|---|---|--|
| <p>Episcopal Church Foundation Quasi Endowment Fund ECF Pooled Funds Growth, Income & Balanced Fund No Fees. 10-Year Performance: 70% Growth/30% Income 8.56%</p> | <p>September 30, 2023 \$307,700 YTD up 5.04% Opened by Bishop Mathes about 2010 with \$100</p> | <p>Balanced Growth, Income Fund Vestry Approved St. David's Investment Policy Statement Applies 8.37% YTD 10.32 1-year 7.49 3-year ⁴ 3Q2023 Results not available yet.</p> | <p>70% Includes all nine styles of stock: Large-small, value -growth, domestic. International, REIT's, ETF 30% Includes High Yield Fixed Income: Bonds, U.S., and Foreign Treasuries Commodities and Re-insurance</p> | <p>RIA:³ ECF-Endowment Management Group. Fees paid by Diocese. Contact: Aline Sun Fiduciary: SSGA State Street Growth Advisors Custodian: State Street Bank, Boston. ³Registered Investment Adviser</p> | <p>Benefits: Episcopal Insight Vestry Education Growth Guidance Legacy Donor Education Effective Planning Fees paid by EDSD. Opportunity: Growth Potential Socially Responsible Investing Option</p> |
| <p>Recommendations</p> | <p>Use this for any future unrestricted legacy gifts and long-term quasi-endowment. In these no/low-fee portfolios rewards are higher, and risks are lower. ECF-EFM is an established RIA-managed fund with broad scope, diversified holdings, and periodically balanced. The Investments Policy Statement that was approved at the May 30, 2023, vestry meeting applies to the use of this St. David's Endowment Fund for long-term investment, excepting direct Don Searles Fund bequests. New EDSD Executive Council Directive requires \$10,000 minimum to avoid \$50/quarter fees. Committee recommends \$10,000 transfer from. BofA Savings Account to meet Account minimum deposit requirement.</p> | | | | |

| CD LIST | | NOMINAL INTEREST | OPEN DATE | MATURITY DATE | RATE | AMNT. IN \$K | Oct-23 | Nov-23 | Dec-23 | Jan-24 |
|----------------|--------------------|------------------|-----------|---------------|--------|--------------|-----------------------|-------------------|--------|--------|
| 1-YEAR CD | WELL FARGO | \$ 13,250 | 27-Jul-23 | 31-Jul-24 | 5.300% | 250 | 250 | 250 | 250 | 250 |
| 90-DAY CD | CITY NATL BANK FLA | \$ 1,942 | 27-Jul-23 | 31-Oct-23 | 5.250% | 150 | 150 | ROLLOVER 90-DAY | | |
| 90-DAY CD | CITY NATL BANK FLA | \$ 1,295 | 27-Jul-23 | 31-Oct-23 | 5.250% | 100 | 100 | MOVE TO \$100K MM | | |
| 90-DAY CD | | \$ - | 1-Nov-23 | 30-Jan-24 | | 150 | | 150 | 150 | 150 |
| 90-DAY CD | | \$ - | 31-Jan-24 | 30-Apr-24 | | 100 | | | | |
| 30-DAY CD | BEAL BANK | \$ 423 | 8/27/23 | 27-Sep-23 | 5.15% | 100 | | | | |
| 30-DAY CD | INDEPND NT BK MI | \$ 448 | 27-Sep-23 | 30-Oct-23 | 5.450% | 100 | 100 | ROLLOVER R CD | | |
| 30-DAY CD | | \$ 452.05 | 30-Oct-23 | 29-Nov-23 | 5.50% | 100 | | 100 | | |
| 30-DAY CD | | \$ 452.05 | 29-Nov-23 | 29-Dec-23 | 5.50% | 100 | | | 100 | |
| 30-DAY CD | | \$ 452.05 | 29-Dec-23 | 28-Jan-24 | 5.50% | 100 | | | | 100 |
| MONEY MARKET | SWGXX ¹ | | | | 5.05% | | 100 | 0 | 0 | 50 |
| TOTAL INTEREST | \$ 489.22 | \$ 20,070 | | | | | | | | |
| | | | | | | | CD BAL | 600 | 500 | 500 |
| | | | | | | | MATURITY | 350 | 100 | 250 |
| | | | | | | | DRAW | 100 | 0 | 50 |
| | | | | | | | ROLLOVER MONEY MARKET | 250 | 100 | 200 |
| | | | | | | | | 100 | 0 | 50 |

¹ SWGXX - SCHWAB GOVERNMENT MONEY FUND

St. David's Service and Justice Ministry
October 2023 Report to Vestry

Members: Michel (MK) Mason, Debby Park, Joy Wolf, Father Wayne, Roseann Myers, and Emily Porensky.

Ministry Mission Statement:

St. David's family has always supported Outreach to others in need. The Service and Justice Committee will oversee and evaluate ministries for their relevance and identify new ministries of service and justice, often in support of existing organizations.

1. St. David's Fall Sacred Ground Circle has 6 participants. The circle meets via zoom Tuesdays from 2 pm – 4 pm . The Fall Circle will run through December 12..

2. The St. David's Sacred Ground Action Team meets every month on the second Saturday for study and action. The October gathering was at St. David's and involved prayer and painting inspirational messages on rocks which will be distributed along the prayer path and on the St. David's campus.

The November gathering will be via zoom. The December gathering will support the Bay Park Food Drive.

3. Service and Justice Ministry supported the ECS Headstart Pumpkin program – see the attached photo of the pumpkins at the altar.

4. Service and Justice Ministry encourage St. David's to support the Bay Park Food Drive as part of our December actions. We are waiting to get the details to share.

5. Service and Justice Ministry is establishing a new meeting day/time so we can meet with Father Kirby and Deacon Nancy. We would like to discuss a Blue Christmas program and make sure that our efforts are supporting our clergy.

Joy Wolf

Service and Justice Vestry Liaison



THE PEOPLE'S WARDEN REPORT

October 2023 for September 2023

1. Attended Rector/Wardens meetings 9/7, 9/14, 9/21
2. Attended App meetings 9/6,9/18
3. Finance Committee meeting 9/12
4. Vestry meeting 9/19
5. Completed Monthly Operational Report 9/14
6. All Sunday services
7. Met with Chris Tumilty, Communications Director for the Diocese, 9/14
8. Ministry Development meeting, 9/13
9. Community Engagement 9/20, 9/27
10. Facilities Car meeting 9/26

This month's highlight, of course, was the visit of our Bishop Susan Brown-Snook and the wonderful Baptism/Confirmation service and Celebration lunch afterwards. A lot of preparation went into this event and thanks to ALL who spent extra time and muscle to pull it all off. The campus and facilities looked better than in a long time. Windows were washed, sanctuary floor cleaned, and Mission Center carpet shampooed. Thank you to Treena for scheduling all that. Ivan, our gardener, personally mulched and did some extra weeding. Thank you to Dave Holland for setting up and adjusting the table set-up in the Mission Center. The Set-up team decorated tables, patched the walls, added festive banners and name tags for the tables. Thank you, Nancy, Jamie, Elaine, Joy. Thank you to the Hospitality Team for smoothly getting the food and drinks to all.

I put together a presentation book for the Bishop of about 15 letters from various parish members as a "Gift of Us" for her. Thank you to all who added to the gift.

The following Monday, I had a bad fall, injuring my back which, after numerous doctor visits, consultations and radiology will result in a surgical procedure on Friday, October 27th. I thank God it did happen before the Bishop's visit!

The APP Team requested two extensive reports from the Warden's, a Progress report and a Still Need to Do report to help them prepare their report to the Bishop regarding our APP status. The first was compiled in September, the second in October.

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: October 17, 2023

Name of Ministry: Preschool

Chair: Karen Garcia-Preschool Director

Informational Matters: (No Action Needed)

- The Fire Marshal completed her inspection of the Main room of the Education Center and will forward that to Community Care Licensing. The next step is Community Care Licensing will make an unannounced visit to inspect the area.
- The Preschool Action Plan Team had our first meeting on 10/14 to review all materials and information. The team will compile information and make plans for a second meeting soon.
- Charlette Pressler Diocesan Director of Formation joined us for preschool chapel on 10/4/23.

Fiscal Update:

- September's P & L shows a small negative net income of **-\$1,295.30** for the preschool. Two new students we were expecting started in October and one of those went from part day to full day. We have a new child starting at the end of October. This should help the place the preschool in a net positive situation for October and November.
- We signed the contract for the grant we submitted 1.5 years ago to the State of California. These were federal dollars to be invested in Early Childhood Education to help programs get equipment and repairs to either help them retain or expand child care slots and to help mitigate the impacts of COVID-19. We were awarded \$23,000 to be spent on portable sinks for handwashing in each classroom, HEPA air filtration units, and two shade pergolas to enhance our outdoor classroom spaces. Funds will be dispersed sometime in early 2024 and we may not start this project until funds are received.
- 2024 Preschool Budget will be ready to present to the finance committee at the next meeting.

Other Updates:

- The search continues for an additional lead teacher for a fifth learning group.
- Preschool Director attended a community training with the Association of Environmental & Outdoor Educators on 10/15 at the Tecolote Nature Center.
- Preschool Director will meet with Deacon Nancy Holland to discuss how our roles intersect here at St. David's and how we might work together to further mission.

Wants/needs/prayers:

Pray that the new teaching team members we need and families who can benefit from our excellent educate program are placed before us. Pray for our Action Plan Team as we set timelines and tasks to help move the preschool and parish forward on our goals.



Teachers In-Service Day

Ms. Ashley, Ms. Kendra & Ms. Jaime involved in an activity at teacher In Service day on 10/6/23. We were working observational practice and how to incorporate that into planning for our



Pretend Interactive Play

Savannah, in purple, is feeding her "cat" Odette. Odette hissed and pretended to eat food.

Community Building

Lily is the third child in her family to attend St. David's Preschool! Here she proudly shows the "Community" she built.



Rector's Warden Report
October 17, 2023

1. The by-laws were amended and approved at a special vestry meeting on October 11. They were submitted and accepted for the diocesan standing committee for approval on October 17.
2. Our Treasure is putting together the 2024 budget.
3. Rev. Kirby Smith is asking several people to form a workgroup, to put together a projected budget for 2025-2027. This includes salary for a fulltime rector. Looking ahead what will that look like?
4. Nominating Committee, those leaving their positions for term of service completion, will offer names for vestry positions that are being vacated. We are open to others making recommendations. The Vestry will vote.
5. We will be updating our checking and savings banks signature cards. There will be a pastoral account for Rev. Kirby and one for Deacon, Nancy Holland to accommodate their pastoral needs.
6. The Investment Committee has made quarterly meetings and gave their report to the vestry. They submitted three policies for vestry approval. They are using the Charles Schwab Brokerage account to maintain \$600,000 of CDs at more than 5% interest.
7. I am so thankful for the parishioners that have stepped up to help us get through some of the APP request. Our 2022 Audit Report by two volunteers, our Bylaw were done by two parishioners using the model provided by the diocese. I am also impressed to see some of our newly baptized/confirmed members stepping up to serve as readers, acolyte, and program leaders.