

**BYLAWS  
OF  
THE BISHOP'S RANCH OF THE EPISCOPAL DIOCESE  
OF CALIFORNIA**

(As amended through 6/9/2011)

**ARTICLE I**

**PURPOSE**

The purpose of The Bishop's Ranch Corporation ("The Corporation") is to maintain, operate and develop a camp, conference and retreat center on land owned by The Episcopal Bishop of California, a Corporation Sole. The Bishop's Ranch is located at 5297 Westside Road, Healdsburg, Sonoma, California 95448-9326. All improvements and personal property will be owned by The Bishop's Ranch ("The Corporation"). It is intended that The Corporation shall qualify and operate as a Diocesan Institution of the Episcopal Diocese of California. The Constitution and Canons of the Episcopal Church ("National Constitution" and "National Canons") and the Constitution and Canons of the Diocese ("Diocesan Constitution" and "Diocesan Canons") now or hereafter in effect are incorporated by reference in these bylaws as a basic and essential part hereof. In case of any conflict between the Articles of Incorporation and these bylaws and said Constitutions and Canons, the provisions of said Constitutions and Canons shall prevail to the extent permitted by the civil law.

**ARTICLE II**

**MEMBERSHIP**

Section 1. Directors as Members. The Board of Directors shall constitute the members of The Corporation, having the rights and powers thereof as provided by law. All meetings of the Board of Directors shall be deemed meetings of the members.

Section 2. Term of Membership. The term of membership shall be as set forth in Article III, Section 4, of these bylaws.

### **ARTICLE III**

#### **BOARD OF DIRECTORS**

Section 1. General. Subject to the limitations contained in the Nonprofit Corporation Law of the State of California, the Articles of Incorporation, the Constitution and Canons of the Episcopal Church in the United States of America and of the Diocese of California and the provisions of these bylaws, all corporate powers shall be exercised by or under the authority of a board of directors.

Section 2. Number and Qualification of Directors. The Board of Directors shall consist of the persons to serve ex officio or by appointment as hereinafter designated and up to nineteen persons to be elected as hereinafter specified. A minimum of thirteen elected members, excluding ex officio and appointed directors, shall be clerics canonically resident in the Diocese or persons eligible for election as a delegate to Diocesan Convention under Article VI of the Diocesan Constitution.

Section 3. Ex Officio and Appointed Directors.

a. The ex officio directors shall be

- (1) The Bishop of the Diocese of California, with the right to vote;
- (2) The Executive Director.

- b. Appointed members of the Board shall be
  - (1) A person designated as the Bishop's representative with the right to vote when the Bishop is absent;
  - (2) One additional person appointed by the Bishop, at his or her discretion, with the right to vote.

Appointed members shall serve for indefinite terms at the pleasure of the Bishop.

Vacancies in the appointed members may be filled by the Bishop's appointment at any time. Directors who serve ex officio or by appointment under this section and honorary members (see Section 5) shall not be entitled to vote unless such right is specifically conferred upon such person by these bylaws.

Section 4. Election of Directors and Term of Office. Directors shall be elected for three-year terms. Directors shall normally be elected at each Annual Meeting of the Board and may also be elected at any regular meeting of the Board. Election of a director requires approval of a majority of all voting members then in office. The term for which a director may be elected shall expire at the close of the third annual meeting following the meeting at which such person was elected. An elected director may be re-elected at the end of his or her term for an additional three-year term. A director who has been elected and served for three successive terms may not again serve on the Board until one year has elapsed. An elected director completing less than one year of another's unexpired term may be elected to a full term and is subsequently eligible for re-election to two additional full terms.

Section 5. Honorary Members. The Board of Directors, by a vote of three-fourths of all voting members, may grant to such persons as it deems worthy, honorary

memberships, without or with tenure which may be for life, but without vote and who shall not be counted in computing a quorum. Nominations for honorary membership shall be made by a voting director.

Section 6. Vacancies. A vacancy or vacancies in the Board of Directors shall be deemed to exist in the case of death, resignation or removal of any director. Any elected director may be removed from office by a majority vote of all voting members if such person shall fail to attend three or more successive meetings of the Board without reasonable cause which is acceptable to the Board.

Vacancies in the Board of Directors may be filled with persons qualified to act as provided in Section 2 of this Article and approved by a majority vote of the remaining voting directors. Each director so elected shall hold office until the close of the term associated with the vacancy being filled.

Section 7. Annual Meeting. The Board of Directors shall hold an Annual Meeting in December of each year for consideration of the annual budget for the next fiscal year, the election of directors and such other matters as may properly be presented.

Section 8. Organizational Meeting. The Board of Directors shall hold a regular meeting in January for the purpose of organization, election of officers and the transaction of other business.

Section 9. Regular and Special Meetings. The Board of Directors shall provide for no less than ten regular meetings each fiscal year, including the Annual Meeting and the Organizational Meeting. Special meetings of the Board, for any purpose or purposes, may be called at any time by the Bishop, by the President, or, if the President is absent or unable or refuses to act, by any three directors.

Section 10. Notice. Notice of the time and place of the Annual Meeting, the Organizational Meeting and of regular meetings shall be given to all directors at least twenty days in advance, unless such date and place shall have been fixed by resolution of the Board. Special meetings of the Board may be held upon four days' notice, delivered by first class mail, or forty-eight hours' notice, delivered personally or by telephone or by electronic transmission.

Section 11. Quorum. A majority of the voting directors then in office shall be a quorum of the Board for the transaction of regular business. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 12. Board Action. Every action or decision done or made by a majority of the voting directors present at a meeting duly held at which a quorum is present is an act of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 13. Action by Consent. Any action required between Board meetings may be taken without a meeting, if voting members of the Board, in accordance with Article III, Sections 11 and 12, shall individually or collectively consent in writing or by electronic transmission to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action shall have the same force and effect as an action taken at a regular board meeting.

Section 14. Compensation. Directors shall not receive any salary or compensation for their services as directors.

Section 15. Committees. The Board may, by resolution, establish such committees as may be necessary from time to time for the conduct of the affairs and business of The Corporation. Such committees shall have the authority and responsibility, consistent with law, specified in the resolution authorizing such committees. The members of a committee and its chairperson shall be designated by the President, subject to approval by the Board. The President shall, ex officio, be a member of any such committee, with the power to vote.

## **ARTICLE IV**

### **OFFICERS**

Section 1. General. The officers of this corporation shall consist of a Chairman of the Board, a President, a Vice President, a Secretary, and a chief financial officer, who shall have the title of Treasurer. Except for the Chairman of the Board, the officers of The Corporation shall be elected at an Organizational Meeting held each January or at a special meeting of the Board of Directors called for the purpose of election of officers. The President, Vice President, Secretary and Treasurer shall be elected from the members of the Board of Directors. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chairman of the Board or President.

Section 2. Election of Officers. Officers shall be elected for one-year terms and may be re-elected providing an officer's consecutive length of service in one office does not exceed five years. Officers shall be elected at each Organizational Meeting of the

Board. Election of an officer requires approval of a majority of all voting members in attendance at the Organizational Meeting, provided a quorum is present.

Section 3. Other Officers. The Board of Directors may 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 the Board of Directors may from time to time determine.

Section 4. Removal and Resignation. Any officer, except the Chairman of the Board, may be removed, either with or without cause, by a majority of the voting directors at the time in office at any regular or special meeting of the Board.

Any officer may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of The Corporation. Any such resignation shall take effect on the date of the receipt of such notice or any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancy. A vacancy in an office because of death, resignation, removal, disqualification or any other cause shall be filled at any regular meeting of the Board in a manner consistent with the bylaws for regular election or appointment to the office.

Section 6. Chairman of the Board. The incumbent Episcopal Bishop of California shall be Chairman of the Board. If present, the Chairman may preside at all meetings of the Board of Directors. The Chairman, ex officio, may be a member of any committee established by the Board, with the right to vote.

Section 7. President. The President shall be the chief executive officer of The Corporation and shall, subject to the control of the Board of Directors, have general

supervision, direction and control of the business and affairs of The Corporation. The President shall preside at all meetings of the Board of Directors in the absence of the Chairman of the Board. The President shall have the general powers and duties of management usually vested in the office of president of a corporation and such other powers and duties as may be prescribed by the Board of Directors.

Section 8. Vice President. The Vice President shall perform the duties and exercise the powers of the President in the temporary absence or disability of the President and shall perform such additional duties as are delegated by the President or Board of Directors.

Section 9. Secretary. The Secretary shall keep minutes of the meetings of the Board, shall give required notices, shall be the custodian of the corporate records and shall perform all duties and exercise all powers as are incident to the office of Secretary or are delegated to the Secretary by the President or the Board of Directors.

Section 10. Treasurer. The treasurer shall be the chief financial officer of The Corporation. The treasurer's responsibilities shall be as follows

- a. Serve as a financial advisor to the Board in all matters relating to the financial affairs of The Corporation;
- b. Assist the Board, as appropriate, to ensure that The Corporation has hired and retained appropriate personnel to be responsible for all of the day-to-day financial affairs of The Corporation, and such additional employees of The Corporation as may be necessary and appropriate for the safekeeping of all assets of The Corporation, oversight of all liabilities of The Corporation, disbursing funds of The Corporation when adequately authorized, keeping



accurate books and records for The Corporation and maintaining the financial well-being of The Corporation;

- c. Maintain an independent view of the overall financial position of The Corporation and advise the Board regarding areas which may require attention.

The Treasurer shall provide regular reports of financial transactions as required by the Board and an annual financial report prior to each Organizational Meeting.

## **ARTICLE V**

### **EXECUTIVE DIRECTOR**

Section 1. Appointment of Executive Director. The Board of Directors, in consultation with the Bishop, shall appoint an Executive Director. The terms and conditions of employment and the specific responsibilities of the Executive Director shall be such as the Executive Director and the Board of Directors shall agree and shall be set forth in a written agreement, which shall be subject to approval by the Bishop.

Section 2. Accountability and Responsibility. The Executive Director shall be responsible to the Board of Directors and shall report his or her activities to such officers of The Corporation as the Board may designate. The Board of Directors may from time to time by resolution delegate to the Executive Director such administrative and operating responsibilities as the Board deems appropriate.

Section 3. Term. The Executive Director shall serve at the pleasure of the Board, subject to the rights, if any, of the Executive Director under the contract of employment. The Board shall not remove or request the resignation of the Executive Director without the prior concurrence of the Bishop.

## **ARTICLE VI**

### **GENERAL**

Section 1. Fiscal Year. The fiscal year of The Corporation shall be the calendar year.

Section 2. Annual Audit. All accounts of The Corporation shall be audited annually by a certified, independent public accountant or by such accounting agency or audit committee as shall be approved by the Department of Finance of the Diocese.

Section 3. Powers of Diocese. The Ecclesiastical Authority of the Diocese shall have the power of visitation and the power to examine the books, minutes, records and affairs of The Corporation.

Section 4. Governing Law. The business and affairs of this corporation and the rights, powers and duties of its directors, officers and agents, including standards of conduct and the right to indemnification, shall be governed by the Nonprofit Religious Corporation Law (Section 9110 and following of the California Corporations Code), except as otherwise expressly provided in The Corporation's Articles of Incorporation and these bylaws, as authorized by such law.

## **ARTICLE VII**

### **AMENDMENT**

These bylaws may be amended by a vote of three-fourths of all voting members of the Board of Directors at any regular meeting or at any special meeting, provided that no amendment shall be adopted at any meeting unless notice be given to all directors at least

twenty days in advance, which notice shall state the substance of the proposed amendment or amendments to be considered. No amendment or purported amendment of Article I or Sections 2 and 3 of Article III and Section 5, of Article IV shall be effective without the consent in writing of the Bishop and the Standing Committee of the Diocese of California.