

St. Ambrose Episcopal Church

Logistics					
Meeting:	April Monthly Vestry Meeting Agenda				
Location:	St. Ambrose Episcopal Church	Date:	04/30/2023	Time:	11:30am – 12:30 pm

Participants					
Vestry	Other speakers				
	Rev. Jason Lucas-Green		Don Gundry		Hamilton Fong
	Marilyn Stephens		Valerie Mersh		Shaiji Ajit
	Brenda Matuso		Fe Balamiento		Jerelyn Webber
	April Cherrington				

Agenda		
Topic		
Opening prayer		
Review agenda	Jason	2 min
February Minutes	Jason	3 min
Treasurer's Report- <ul style="list-style-type: none"> • March 2023 • Financial Reporting 	Shelley	20 min
Rector's Report <ul style="list-style-type: none"> • Continuing Education Update • Senior Graduation Celebration • What more can we be doing together to 	Jason	30 min

bring St. Ambrose Forward <ul style="list-style-type: none"> • Holy Week/Easter Recap 		
Officer/Committee Reports <ul style="list-style-type: none"> • Senior Warden • Jr. Warden • Sea Breeze <ul style="list-style-type: none"> ○ New By-Laws ○ Plan for Room 1 • Building/Grounds • Outreach • Sunday School 	All	15 min
New Business <ul style="list-style-type: none"> • Fundraising 	All Brenda	15 Min
Vestry Reminders	Jason	2 min
Meeting Summary	Jason	2 min
Closing Prayer		

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Vestry meeting 3/26/23

In attendance: Don Gundry, (Junior Warden) Hamilton Fong (Senior Warden), Jerelyn Weber, April Cherrington, Marilyn Stephens, Fe Balemiento, Brenda Joe-Matsuo, Shelley Keefe (Treasurer, non-Vestry), Shaiji Ajit (online), Phillip Ajit (guest online), Larry Buyer (guest)

Valerie Mersh (absent)

- I. Review of notes of 3/1/23, some revisions, reflected in updated notes
 - a. Motion made to approve notes, second, voted approved
- II. Treasurer's report:
 - a. Cleaning up accounting, ahead in pledges, plate is re-categorized, some mis-categorization happened in past, pledges are higher than budget, but that is typical as people prepay their pledge for whole year
 - b. If people pledge (goes towards budget), gets categorized as different than unlabeled pledges or cash which go to plate and different fund.
 - c. Rent is lower, 2 different organizations were renting in past, Star Value is only renter now
 - d. Lag on pension payments, didn't get invoice in January
 - e. Staff salary (Angeli) fluctuates according to need for more or less hours
 - f. Admin overspent due to change in phone line, but once withdrawal from money market funds, will pay for expense and costs overall will be lower.
 - g. Cost of energy is high, 18 panels added in recent past, but furnace is gas. Question asked, would we want to convert to electronic furnace (Brenda)
 - h. Budget is in good shape, we expected to lose \$2800, made \$4300.
 - i. \$54,000 in cash, rest in Ameriprise investments, met with advisor, performance is relatively good, losing money, war, SVB, inflation, debt ceiling, fear of banking stability, advice is stay course, not change investments. Recovery mid 2023 is expected, losing 13% on bonds. Remaining \$22.5K of capital campaign from Wells Fargo checking move to account for investment
 - j. Next review of investments 9/26/23
 - k. Motion to approve (Don), Hamilton second, voted approved
- III. Rector Report
 - a. John 7:52 Once rumors to bring California to the southerners...blinded by old settled expectations, Message: New is not bad but scary. Acknowledging change is not always easy
 - b. Rector at Continuing Ed: April 16th-29, Fa Jason in language training in Mexico, will be reachable by phone
 - c. Easter, Palm Sunday
 - i. Easter Bunny
 - ii. People stuffing eggs week before April 2, suggestion that youth will be contacted to help with stuffing next Sunday and hiding eggs on Easter
 - d. Vestry retreat for half day May or early June, possibly Rec Center, Fe will research cost and available dates
 - e. All parish retreat in October

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- f. May 8th teacher appreciation church does something for Sea Breeze, April, Theresa, Hamilton continental breakfast and lunch, if you'd like to bring something, contact them
- g. Discussion by Larry Buyer, why don't we have youth program? Fe has been children's ministry no children lately, clarification made between children's ministry and youth ministry (two separate age groups), Is it money maker to hire someone to attract kids? Generally "no." Fr Jason experience that kids would invite kids, "well has been tapped"--some churches have large youth pop and others small, Fr. will talk to Fr. Jay Watan, comment was made about changing demographics and competing activities, culture and ethnicity
- h. Executive session for members of Vestry, Larry and Phillip left meeting
- i. Buildings and grounds Don will take over
- j. Meetings Vestry meeting via Zoom versus in-person, some discussion about changing meeting back to weekday night,
- k. Next Meeting April 30th**
 - l. Summer planning any ideas, please bring to Fr. Jason
 - m. El Buen Pastor, ideas about whether to support ministry further
- IV. Officer's Reports
 - a. No reports
 - b. Sunday School (tbd, missed info from Fe)
- V. Fundraising ideas (Brenda)
 - a. Meeting TBD, may be scheduled in April or May

Notes by Brenda 3/26/23

St. Ambrose Episcopal Church

BY-LAWS OF THE BOARD OF

ST. AMBROSE SEA BREEZE SCHOOL

PREAMBLE

St. Ambrose Sea Breeze School is an Outreach Program of St. Ambrose Episcopal Church, Foster City, California. It is an Episcopal co-educational day school serving children from 2 years 9 months through fifth grade with a Pre-School, Transitional Kindergarten, and After-School Program. In its effort to create a safe, joyful and challenging learning environment for the young children of this community, it provides an approach to learning that promotes spiritual, intellectual, physical, social, cultural and emotional development.

ARTICLE I RELATIONSHIP TO ST. AMBROSE

Section 1. RESPONSIBILITY. St. Ambrose Sea Breeze School shall be operated as an integral part of the Episcopal Church of St. Ambrose. The ultimate control of and legal responsibility for its operation shall rest with the Rector and the Vestry of St. Ambrose Episcopal Church, Foster City, California.

Section 2. REAL AND PERSONAL PROPERTY. St. Ambrose Episcopal Church shall provide a building site and buildings for the school. Title to all real and personal property used in connection with the operation of the school, including all future acquisitions, shall be vested with the Vestry of St. Ambrose Episcopal Church.

Section 3. THE RELIGIOUS LIFE OF THE SCHOOL. The religious life of the school shall be the responsibility of the Rector of St. Ambrose. The Principal promotes the religious centeredness inherent in an Episcopal Church school. Religious services are conducted by the Rector, or a person trained in religion operating under the supervision of the Rector.

ARTICLE II OFFICES

Section 1. PRINCIPAL OFFICE. The principal office for transaction of the business of the Board is at St. Ambrose Sea Breeze School, located in the City of Foster City, County of San Mateo, California.

ARTICLE III BOARD

Section 1. POWERS.

A. Authority for the direction of the school life, including the academic, moral, and physical aspects and authority for the conduct of business and financial affairs is delegated by the Vestry to the Board Members of the school.

B. APPOINTMENTS. The Principal of School shall be selected and appointed by the Board Members with approval by the Rector and Vestry of St. Ambrose. The Principal of the school shall serve under the direction and at the pleasure of the Board Members in co-operation with the Rector. The academic life of the school, its business and financial affairs, including compliance with regulatory requirements, fund raising, investment, personnel and plant shall be the responsibility of the Principal of School under the supervision of the Board Members. The Principal of the School shall regularly inform the Board of the condition and anticipated needs of the school.

C. NON-DISCRIMINATION. It is the responsibility of the Board Members to ensure that the school shall admit students of any race, color, nation, religious, and ethnic origin to all the rights, privileges, programs, and activities of the school, and that the school shall not discriminate on the basis of race, color, gender, national or ethnic origin in the administration of its educational policy, admissions policies, and scholarship programs.

Section 2. NUMBER AND QUALIFICATIONS OF BOARD MEMBERS

The Board shall consist of three (3) ex-officio members and five (5) elected members. The ex-officio members shall be the Rector of St. Ambrose, the Principal of St. Ambrose Sea Breeze School, and a designee from the Vestry. The Principal of School shall be a non-voting member. Of the five (5) elected members, no fewer than three (3) shall be communicants in good standing of St. Ambrose Episcopal Church. Two (2) elected members shall be parents of students who are presently attending Sea Breeze, ~~attending in the current fiscal year~~, or will attend in the subsequent ten months.

Section 3. ELECTION OF BOARD MEMBERS. Upon adoption of these By-Laws, the Board Members shall be appointed by the Rector. Thereafter members of the Board shall be elected by the Board. All individuals elected by the Board shall serve subject to approval by the Vestry, at the first Vestry meeting following the election. Each Board Member shall serve for a term of either two (2) or three (3) years or until a successor is elected. The term will be specified by the Board at the time of election. No Board Member shall serve consecutive terms unless the Board waives that restriction in specific cases. Vacancies may occur from time to time by reason of incapacity, death, resignation or removal. The vacancy shall be filled by election by the Board Members.

Section 4. REMOVAL OF BOARD MEMBERS. Any Board Member may be removed from office by a majority vote of the full Board Members if he or she fails to attend three or more consecutive meetings of the Board without reasonable cause which is acceptable to the Board or for any other good cause. The Vestry shall be informed prior to a vote for removal.

Section 5. RESIGNATIONS. Any member of the Board may resign at any time by giving written notice to the Chair or to the Secretary of the Board. Any such resignation shall take effect on the date of receipt of such notice or the time specified therein. Unless otherwise specified in such notice, acceptance of such resignation by the Board shall not be necessary to make it effective.

Section 6. MEETINGS.

A. PLACE OF MEETINGS. The place of meeting shall be on the premises of St. Ambrose Sea Breeze School or online.

B. REGULAR MEETINGS. Regular meetings of the Board shall be held monthly during the school year at a time designated by the Chair. New Board Members, elected at the June meeting, and approved by the Vestry shall begin their terms in August. At the August meeting, Officers of the Board shall be elected.

C. SPECIAL MEETINGS. Special meetings of the Board for any purpose may be called at any time by the Chair, or if the Chair is absent, unable, or unwilling to act, by the Vice Chair or by any three members. Written notice of the time and place for special meetings shall be delivered to each member. Such notice shall be delivered by text of email deposited in the mail, faxed or emailed so as to arrive no later than forty-eight (48) hours before at least five (5) days prior to before the time of the holding of the meeting.

D.

Section 7. QUORUM. Four (4) members shall constitute a quorum of the Board for the transaction of business. Every action or decision made by a majority of the Board Members present at a meeting duly held at which a quorum is present shall be the action or decision of the Board.

Section 8. ADJOURNMENT. A majority of the Board Members present at a meeting duly held, at which a quorum is present, may adjourn any Board meeting to meet again at a stated day and hour. In the absence of a quorum, a majority of the Board Members present at any Board meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

Section 9. FEES AND COMPENSATION. Board Members shall receive no compensation or fees for their services as Board Members.

ARTICLE IV OFFICERS

Section 1. OFFICERS. The Officers of the Board shall be the Chair, Vice Chair, Secretary, and Treasurer. These officers shall be elected members of the Board. One person may hold two (2) or more offices, except the Chair.

Section 2. ELECTION. The officers of the Board, except such subordinate officers as may be appointed in accordance with Section 3 hereof or vacancies filled in accordance with Section 5 hereof, shall be elected by the Board at the August meeting.

Section 3. SUBORDINATE OFFICERS. The Board may appoint such other officers as the business of the Board may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

Section 4. TENURE.

A. TERM. Officers shall be elected annually at the August meeting to serve for the succeeding school year. Unless the Board, by resolution, finds that special circumstances so require, no person shall serve more than three years in a particular office.

B. REMOVAL. Any officer of the Board may be removed, either with or without cause, by a majority of the Board Members at any regular or special meeting of the Board.

C. RESIGNATION. Any officer may resign at any time by giving written notice to the Chair or to the Secretary of the Board. Any such resignation shall take effect on the date of the receipt of such notice or at the time specified therein. Unless otherwise specified in such notice, acceptance of such resignation shall not be necessary to make it effective.

Section 5. VACANCIES. A vacancy in any office of the Board shall be filled by the Board.

Section 6. CHAIR. The Chair shall be the Chief Executive Officer of the Board and shall have general supervision, direction, and control of the meetings of the Board. The Chair shall be a member of St. Ambrose other than the Principal of the school. The chair shall preside at all meetings of the Board. The chair shall have such other powers and duties as may be prescribed by the Board.

Section 7. VICE CHAIR. In the absence or disability of the Chair, the Vice Chair shall perform all the duties of the Chair and, when so acting, shall have all the powers of and be subject to all restrictions upon the Chair.

Section 8. SECRETARY. The Secretary shall keep ~~meeting of cause to be kept, at the Principal's office, the Book of Minutes of~~ a record of minutes for all meetings of the Board. The Secretary shall give, or cause to be given, notice of all meetings and shall make written reports of meetings and other school matters to the Board and otherwise as the Chair of the Board may direct.

Section 9. TREASURER. The Treasurer shall oversee maintenance of all accounts of the property used in connection with the operation, business, and financial transactions of the school, including accounts of its assets, liabilities, receipts, and disbursements. The books of account shall be open to inspection by any Board Member and by any duly authorized representative of St. Ambrose. He/she shall have such other powers and perform such other duties as may be prescribed by the Board. The Treasurer shall conduct, or cause to be conducted, an annual audit in accordance with Title 1, Canon No. 6, Section 1 (5) of the Episcopal Church. The annual audit and quarterly financial reports and accounting shall be forwarded to the Vestry for its information.

ARTICLE V
BOARD RESPONSIBILITIES

Section 1. EXECUTIVE COMMITTEE. The Executive Committee shall be composed of the Chair, the Vestry designee, the Rector of St. Ambrose, and the Principal of St. Ambrose Sea Breeze School. It shall institute procedures for a written annual Board self- evaluation. It shall evaluate the Principal on an annual basis.

Section 2. BOARD RESPONSIBILITIES. The Board shall be responsible for Budget, Policies and Procedures, and Buildings and Grounds. Upon approval of the By-Laws, the following committees shall be established by the Board: Nominating, Fund Raising, Finance, Church/School Relations; and, Buildings and Grounds.

ARTICLE VI
MISCELLANEOUS

Section 1. INSPECTION OF RECORDS. The ~~Minute Book~~ **record of minutes** shall be open to inspection, upon request of any member of the Board or of the Vestry at any given reasonable time, and the Minutes of the most recent Board meeting shall be posted by the Secretary in a conspicuous place on the grounds of the School and Church.

Section 2. BUDGET. By January 30 of each year, the Board shall adopt its budget for the School for the ensuing year. The budget shall be presented to the Vestry for approval.

Section 3. FINANCIAL STATEMENT. The Board shall transmit its quarterly financial reports and statements to the Vestry no later than 60 days following the close of the period.

Section 4. ANNUAL REPORT. The Board shall prepare a written annual report of the activities of the Board and of the academic and financial condition of the school during the school year just ended and shall provide a copy of same to the Rector and Vestry no later than 60 days after the close of the school year. In addition, the Board shall regularly inform the Rector and Vestry of the condition of the School.

Section 5. AMENDMENTS TO THE BY-LAWS. Amendments to these By-Laws may be proposed by the Board with four (4) affirmative votes of the Board, or by the Vestry and shall take effect upon approval by the Vestry on the date specified in such approval. In the event an amendment proposed by the Vestry is not approved by a majority of the Board, the Vestry may over-ride that disapproval by a two-thirds vote of the Vestry.

Approved by the Vicar, Wardens, and Bishop's Committee of St. Ambrose, Foster City, on December 8, 1992.

Revised 2/21/98

Approved by Sea Breeze School Board

Approved by the Vestry of St. Ambrose Episcopal Church 9/8/98 Revised 5/18/00

Approved by Sea Breeze School Board

Approved by the Vestry of St. Ambrose Episcopal Church 5/25/99

Revised 12/17/08

Approved by Sea Breeze School Board

St. Ambrose Episcopal Church

Approved by the Vestry of St. Ambrose Episcopal Church 1/13/09

Revised 2/9/10

Approved by the Sea Breeze School Board

Approved by the Vestry of St. Ambrose Episcopal Church 2/23/10

Revised 2/23/10 (delete contradictory sentence in Article III, section 2) Approved by the Vestry of St. Ambrose Episcopal Church

Approved by the St. Ambrose Sea Breeze School Board 6/8/10

Revised by St. Ambrose Sea Breeze School Board, 10.21.10 Approved by the Vestry of St. Ambrose Episcopal Church,

10.26.10

Revised by the Vestry of St. Ambrose Episcopal Church, 2.26.19

Revised by St. Ambrose Sea Breeze School Board, 3.22.23

Approved by the Vestry of St. Ambrose Episcopal Church, ???