

BYLAWS
of
The Parish of
THE EPISCOPAL CHURCH OF ST. ANDREW THE APOSTLE, Inc.
of
ENCINITAS, CALIFORNIA
Also known as
ST. ANDREW'S EPISCOPAL CHURCH of ENCINITAS
A California Nonprofit Religious Corporation

(as Approved and Amended at the Annual Meeting, January 2015)

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BYLAWS

of

The Parish of

THE EPISCOPAL CHURCH OF ST. ANDREW THE APOSTLE, Inc.
Of ENCINITAS, CALIFORNIA

A California Nonprofit Religious Corporation

Pursuant to the provisions of the Nonprofit Corporation Law of California and the provisions of Articles of Incorporation, which have been filed with the Secretary of State of the State of California, the following are adopted as Bylaws of the above named corporation. All Bylaws and regulations heretofore adopted by this corporation or this parish shall be superseded hereby upon the effective date of these new Bylaws.

ARTICLE I. Corporation Part of Episcopal Church

The corporation (sometimes herein called the "Parish") is an integral subordinate unit and constituent part of the Episcopal Church in the Diocese of San Diego and of the Episcopal Church in the United States of America. The Constitution and Canons of the Episcopal Church in the United States of America and the Constitution and Canons of the said Church in the Diocese of San Diego, now or hereafter in effect, are incorporated, by reference, in these Bylaws, as a basic and essential part hereof. As from time to time in effect they are herein respectively called the "National Constitution," "National Canons," "Diocesan Constitution" or "Diocesan Canons." In case of any conflict between said constitution and canons, the provisions of said constitutions and canons hereby made part of the Bylaws of this corporation shall prevail over such conflicting provisions. The clerk or secretary of this corporation is required hereby to keep with the original of these Bylaws, available for inspection or examination by any person entitled to examine the Bylaws, a printed copy of said constitutions and canons.

ARTICLE II. Office

Section 1. PRINCIPAL OFFICE. The corporation's principal office is fixed and located at 870-890 Balour Drive, Encinitas, California.

ARTICLE III. Members

Section 1. QUALIFICATIONS. The qualifications of members and terms of admission to membership in this corporation are those which are prescribed by the Diocesan Canons for electors entitled to vote for members of the Vestry; that is, any person of 18 or more years of age who is an attendant at worship

and a regular contributor of record and who for the previous sixty days shall have been registered in the congregation as a baptized person or communicant member is a member of this corporation. A member is considered 'attendant at worship' if they attest to having attended services at least three times in the 12 months preceding the Annual Meeting.

Nothing in this Section 1 shall be construed as limiting the right of the parish 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 of this corporation, within the meaning of Section 5056 of the California Nonprofit Corporation Law or the foregoing provisions of this Section 1, unless such person shall have qualified for membership as set forth above.

Section 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. TRANSFER OF MEMBERSHIP PROHIBITED. No member may transfer to another person a membership in this corporation or any right arising therefrom.

Section 4. TERMINATION OF MEMBERSHIP. The membership of any person who shall have ceased to be qualified for membership as set forth in Section 1 of this Article III shall be deemed to have been terminated from the time such ineligibility occurred.

Section 5. PLACE OF MEETINGS. All meetings of the members of this corporation shall be held in the Church of the Parish or at such other convenient place, preferably within the boundaries of the Parish, as may be designated for that purpose from time to time by the Rector and the Vestry.

Section 6. ANNUAL MEETINGS. The annual meetings of the members prescribed by the Diocesan Canons, commonly referred to as the annual meetings of the Parish, shall be held on such day and at such hour and place as may be designated by action of the Vestry. If not otherwise set, the annual meetings shall be held on the third Sunday in January following the 10:00 am service.

Section 7. CALL OF SPECIAL MEETINGS. A special meeting of members may be called at any time by the Rector, or by the Vestry, or by five (5) members of the Vestry, or upon the written request of twenty-five (25) members qualified to vote.

Section 8. NOTICE OF ANNUAL OR SPECIAL MEETINGS. Reasonable notice of each annual or special meeting shall be given to members. Such notice shall include (and be sufficient if it includes) at least one public announcement of the time and place thereof at each regularly scheduled service of the Parish on the two Sundays preceding the day of such meeting(s) and written notice by U.S. mail, or electronic mail, to all members of record at

least seven days in advance of such meeting(s), said notice to be issued by the Clerk. The notice of any special meeting of members shall, in addition to stating the place and date and time thereof, state and purpose or purposes thereof and no business not referred to in such notice may be conducted at the meeting.

Section 9. QUORUM. Twenty-five (25) members present in person shall constitute a quorum at any meeting of members. If a quorum is present, the affirmative vote of the majority of the members present, eligible to vote, and actually voting on any matter shall be the act of the members, except as may be otherwise provided in these Bylaws. If a quorum of less than one-third of the members is present, only such business may be conducted at the meeting as was referred to in the notice of the meeting. The members present at a duly held meeting in which a quorum was initially present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken is approved by at least the number of members whose approval would have been required for the said action if a quorum had remained present. A member who, for personal reasons, is unable to attend the Annual Meeting, may be permitted to vote by obtaining permission from the Rector, or either Warden, no sooner than 7 days nor later than one day, before the Meeting. A log will be kept of any such permissions granted, and the members will be given the standard form ballot to fill-out, sign and return to the Rector or Warden, before the Meeting, who will add those ballots to those cast at the Annual Meeting.

Section 10. ADJOURNED MEETINGS AND NOTICE THEREOF. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the votes represented, but in the absence of a quorum (except as provided in Section 9 of this Article III) no other business may be transacted at such meeting.

It shall not be necessary to give any notice of the time and place of an adjourned meeting of members or of the business to be transacted thereat, other than by announcement at the meeting at which such adjournment is taken; provided, however, when any members' meeting is adjourned for more than eight (8) days or, if after adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given as in the case of the meeting as originally called, whether general or special.

Section 11. VOTING. Elections shall be by ballot. In any election of Vestry members, the candidates receiving the highest number of 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.

Section 12. RECTOR A MEMBER; PRESIDING OFFICER. The Rector of the Parish, by virtue of being Rector, shall, while Rector, be a member of this corporation with right to vote, and shall preside at all meetings of the Parish and of the Vestry, unless a Warden, or other Vestry member is delegated to preside. In case there is no Rector, or in the absence or illness of the Rector, or other delegated person, the Senior Warden, if present, shall preside at any

such meeting, or if the Senior Warden not be present, the Junior Warden shall preside thereat. If neither the Rector nor a Warden, nor other person delegated to preside, be present, no valid meeting may take place. (deleting text saying meeting may continue with a person selected by those present.)

Section 13. RECORD DATE. The record date for the determination of the members entitled to notice of any meeting of members shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held.

Members on the day of the meeting who are otherwise eligible to vote are entitled to vote at the meeting of members or, in the case of an adjourned meeting, members on the day of the adjourned meeting who are otherwise eligible to vote are entitled to vote at the adjourned meeting of members.

Section 14. CONSENT OF ABSENTEES. The transactions of any meeting of members, however called and noticed, and wherever held, are as valid as though at a meeting duly held after regular call and notice, if a quorum is present, and if, either before or after the meeting, each of the persons entitled to vote, not present at the meeting, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the Parish records or made a part of the minutes of the meeting.

Attendance of a person at a meeting shall constitute a waiver of notice, except when the person objects at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by the California Nonprofit Religious Corporation Law to be included in the notice but not so included, if such objection is expressly made at the meeting.

Neither the business to be transacted at nor the purpose of any regular or special meeting of members need be specified in any written waiver of notice, consent to the holding of the meeting or approval of the minutes thereof, except as provided in Section 9411(e) of the California Nonprofit Religious Corporation Law.

Section 15. ACTION WITHOUT MEETING. Any action which may be taken at any general or special meeting of members, may be taken without a meeting if:

- (a) the written ballot of every member is solicited by the corporation by a form of ballot which sets forth the action to be taken and states the deadline by which it must be returned to be counted;
- (b) the number of votes cast by ballot on or before the time the ballots must be returned to be counted equals or exceeds the quorum required to be present at a meeting authorizing the action; and,

(c) the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Section 16. NO PROXIES OR ABSENTEE BALLOTS. Except as provided for in Article III, Sec. 9, above, voting rights may not be exercised by proxies or through absentee ballots.

Section 17. INSPECTORS OF ELECTION. In advance of any meeting of members, the Chair of the meeting may appoint 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.

Section 18. CONDUCT OF MEETING. The Chair of meetings of members shall conduct each such meeting in an orderly and fair manner and shall follow Robert's Rules of Order Revised in all matters not otherwise governed by these Bylaws, by the National and Diocesan Canons, or by the California Nonprofit Religious Corporation Law. The Chair's rulings on procedural matters shall be conclusive and binding on all members, unless at the time of a ruling a request for a vote is made to the members entitled to vote and who are represented in person at the meeting, in which case the decision of a majority of such members shall be conclusive and binding on all members. Without limiting the generality of the foregoing, the Chair shall have all of the powers usually vested in the Chair of a meeting of members.

ARTICLE IV. Board of Directors or Vestry

Section 1. BOARD OF DIRECTORS KNOWN AS VESTRY. The Board of Directors of this corporation shall be known as, and shall constitute, the Vestry.

Section 2. ELIGIBILITY FOR ELECTION TO THE VESTRY. Eligibility for election to the Vestry is governed by the Diocesan Canons, subject to any temporary ineligibility of a person for reelection provided by Section 3 of this Article IV.

Section 3. ORGANIZATION OF THE VESTRY. The number of members of the Vestry, including therein the Rector and the Wardens, shall be thirteen (13), of whom all but the Rector, shall be elective members. The term of office of members of the Vestry, other than the Rector, shall be three years. The term of office of the Rector on the Vestry is for the period of the Rector's incumbency as such. In the event of a vacancy in the Rectorate, the same shall be filled in accordance with the Diocesan Canons. Senior and Junior Wardens, a Clerk, and a Treasurer shall be chosen as provided by the Diocesan Canons, with the

additional provision that no person shall be elected or re-elected to the office of Clerk for more than three consecutive years.

At each annual meeting of members, four (4) persons shall be elected to serve full three-year terms as Vestry members and such additional members shall be elected as may be required to fill any vacancies in unexpired terms. After a Vestry member has served a full term of three years, one year shall elapse before he or she shall be eligible for re-election 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 somewhat more or less than 365 days of the respective dates of the meetings. A person elected to the Vestry to fill an unexpired term shall not be ineligible for immediate re-election to the Vestry unless such re-election would result in consecutive service as a Vestry member of more than five years.

A Nominating Committee consisting of the Rector and three members of the corporation elected by the members of the Vestry then in office and including at least one person not then serving as a member of the Vestry shall report to the Vestry, not later than the regular meeting in the month of December, one or more names for each position to be filled of persons who are members of the corporation and who have agreed to serve as members of the Vestry if elected. This list of nominees, when formally approved by the Vestry, shall be reported in writing to the members of the corporation at least three (3) weeks prior to the date of the Annual Meeting. Members of the corporation may make additional nominations at the time of the Annual Meeting, provided that such nominations are accompanied by a nominating petition bearing the names of at least five members of the corporation, such petitions to be received and certified by the Clerk. All nominations, whether by action of the Vestry or by petition, shall specify whether the nomination is for a full term of three years or for the remaining one or two years of an unexpired term.

The provisions of this section shall apply to members of the Vestry in office at the date of adoption of this section.

Section 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 Non-profit 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 authority of, and the temporal business and affairs of this corporation shall be controlled by, the Vestry.

Section 5. VACANCIES. Except as provided in Section 9226 of the California Nonprofit Religious Corporation Law, any member of the Vestry other than the Rector may resign effective upon giving written notice to the Clerk, or the Vestry, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before such time, to take office when the resignation becomes effective. Resignation of the Rector and vacancies in the Rectorate are governed by the National and Diocesan Canons.

Vacancies in the Vestry, except those existing as a result of a removal of a member of the Vestry by the members of this corporation 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 next annual meeting of the members, at which time the remainder, if any, of the unexpired term or terms shall be filled as provided for in Section 3 of this Article IV.

A vacancy or vacancies in the Vestry shall be deemed to exist in case of the death, resignation or removal of any member of the Vestry, or if the authorized number of members of the Vestry be increased, or if the members of the Parish fail, at any general or special meeting of members at which any member or members of the Vestry are elected, to elect the full authorized number of members of the Vestry to be elected at that meeting.

The members of the Vestry may declare vacant the office of a member of the Vestry who (1) has been absent without due cause from three consecutive regular meetings, or (2) has been declared of unsound mind by a final order of court, or (3) has been convicted of a felony, or (4) would not at the time of such declaration be eligible for membership in this corporation as defined in Article III, Section 1 of these Bylaws.

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 one month of the effective date of the vacancy or vacancies. The provisions of Section 3 of this Article IV governing eligibility and nominations shall apply to such elections.

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.

Section 6. PLACE OF MEETING. Regular or special meetings of the Vestry shall be held at any place within the State of California which has been designated from time to time by the Vestry. In the absence of such designation, meetings shall be held at the principal office of the corporation.

Section 7. RIGHT OF MEMBERS TO ATTEND MEETINGS. Each person qualified for membership in this corporation in accordance with Article III of these Bylaws shall have the right of attendance at all regular and special meetings of the Vestry and shall be accorded the privilege of voice, but not vote, on all matters brought before the Vestry. No meeting of the Vestry shall be closed to members of the corporation, unless two-thirds of the Vestry members present at said meeting shall vote in favor of a motion authorizing such closure and stating the general nature of the business to be conducted in closed session. No business not referred to in such motion shall be conducted at the closed session. Nothing herein shall be construed as limiting the powers of the Chair to order the removal from the meeting of any persons conducting themselves in a disorderly or disruptive fashion.

Section 8. REGULAR MEETINGS. Immediately following each annual meeting of members of the Parish, the Vestry shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business.

Except as may otherwise be agreed by a majority of the members present at the first regular meeting each year, other regular meetings of the Vestry shall be held on the second Tuesday of each month at 6:30 pm.

Section 9. SPECIAL MEETINGS. Special meetings of the Vestry for any purpose or purposes, except as may otherwise be provided by these Bylaws, may be called at any time by the Rector, either Warden, or any five members of the Vestry.

Special meetings of the Vestry shall be held upon four (4) days notice by first-class mail or forty-eight (48) hours notice given personally or by telephone, text message, e-mail, or other similar means of communication. Any such notice shall be addressed or delivered to each member of the Vestry at such member's address as it is shown upon the records of the corporation or as may have been given to the corporation by the member for the purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Vestry are regularly held. The notice of any special meeting of the Vestry shall, in addition to stating the time and place and date thereof, state the purpose or purposes thereof, and no business not referred to in such notice may be conducted at the meeting.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or is actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office or residence of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

Section 10. QUORUM. A majority of the members of the Vestry then in office constitutes a quorum of the Vestry for the transaction of business, except as may otherwise be provided in these Bylaws; provided, however, that such number must include the Rector or at least one of the Wardens unless there be no Rector or Wardens. Every act or decision done or made by a majority of the members of the Vestry present at a meeting duly held at which a quorum is present shall be regarded as the act of the Vestry, except as may be otherwise provided by these Bylaws. 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 taken is approved by at least a majority of the required quorum for such meeting. The provisions of Article III, Section 18 of these Bylaws shall apply to the conduct of all meetings of the Vestry.

Section 11. PARTICIPATION IN MEETINGS by CONFERENCE TELEPHONE. Members of the Vestry may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

Section 12. 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 approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 13. ADJOURNMENT. A majority of the members of the Vestry present, whether or not a quorum is present, may adjourn any Vestry meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent members of the Vestry if the time and place be fixed at the meeting adjourned.

Section 14. 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 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 15. REMOVAL OF MEMBERS OF THE 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 of this corporation, provided (1) that the notice of the meeting specifies such removal as a purpose of the meeting, (2) that a petition bearing the signatures of twenty-five or more members of this corporation requesting the placement of such removal on the agenda of the meeting and identifying the person or persons proposed to be so removed shall be submitted to the Clerk no later than three weeks prior to the date of the meeting at which such removal is to be considered. If members of the Vestry are so removed, new members of the Vestry may be elected at the same meeting. The provisions of Section 3 of this Article IV governing eligibility and nominations shall apply to such elections.

ARTICLE V. Committees

The Vestry may appoint one or more committees, each consisting of two or more Vestry members, and delegate to such committees any of the authority of the Vestry except with respect to:

- (1) The approval of any action for which the California Nonprofit Religious Corporation Law also requires approval of the members or approval of a majority of all members;

- (2) The filling of vacancies on the Vestry or in any committee;
- (3) The fixing of compensation for serving on the Vestry or on any committee;
- (4) The election of a Rector;
- (5) The amendment or repeal of any resolution of the Vestry which by its express terms is not so amendable or repealable; or
- (6) The appointment of other committees of the Vestry or the members thereof.

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, and any such committee may be designated an Executive Committee or by such other name as the Vestry shall specify. The Vestry may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee.

The Vestry shall have the power to prescribe the manner in which 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.

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 the provisions of these Bylaws applicable to meetings and actions of the Vestry. Minutes shall be kept of each meeting of each committee.

ARTICLE VI. Officers

Section 1. PRESCRIBED OFFICERS. The officers of the Vestry shall be those prescribed by Diocesan Canons, that is to say, the Rector, who is President of the corporation; the Senior Warden, who shall be 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 or Controller. The Clerk must be a member of the corporation, but, at the discretion of the Vestry, neither need be a member of the Vestry. The corporation may also have, at the discretion of the Vestry, Assistant Secretary or Secretaries or Clerk(s) and Assistant Treasurer or Treasurers. Appointment of an Assistant Minister or Assistant Ministers shall be within the control of the Rector, but all matters pertaining to compensation or other temporalities respecting an Assistant Minister or Assistant Ministers shall be under the control of the Vestry.

Section 2. SUBORDINATE OFFICERS. The Vestry may elect, and 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 3. REMOVAL AND RESIGNATION. Any officer, except the Rector, an Assistant Minister, and the Senior Warden, may be removed from office, except from the Vestry, by a majority of the Vestry at the time in office, at any regular or special meeting of the Vestry. The Senior Warden may be removed from that office, but not from the Vestry, by the Rector. An Assistant Minister may be removed by the Rector. The removal of the Rector is governed by National and Diocesan Canons.

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 National Canons, 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 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 National and Diocesan Canons.

Section 5. PRESIDENT (Rector). 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 of the standing committees or regular committees of the Parish. The Rector shall have the authority to employ and discharge subordinate employees, subject to the powers of the Vestry to set terms of compensation.

Section 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 of the secular powers, and be subject to all the restrictions upon the Rector. The Wardens shall have such powers and perform such other duties as, from time to time, may be prescribed for them respectively by the Vestry or Bylaws.

Section 7. CLERK. The Clerk shall keep at the office of the corporation, a book of minutes containing minutes of all meetings of the Vestry, committees of the Vestry, and of the members showing: the time and place of such meetings; whether regular or special; if special, how authorized; the notice thereof given; the names of those present at meetings of the Vestry;

and the proceedings of each of such meetings. When written notice is required, the Clerk shall give notice of all meetings of the members of the Vestry. The Clerk shall keep the seal of the corporation, if any, in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Vestry or Bylaws.

Section 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, or his/her designee, 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, or his/her designee, shall disburse the funds of the corporation as may be ordered by the Vestry. The Treasurer 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 perform such other duties as may be prescribed by the Vestry or Bylaws.

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 herein 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 said keeping, disbursing, withdrawing or depositing funds. Except as otherwise provided in a resolution adopted by the Vestry, these provisions shall not apply to the Pastoral Needs Fund (deleting canonical discretionary fund) of the Rector, where the disclosure of the beneficiaries or the purposes for the disbursements might prevent the carrying out of needed charitable acts.

ARTICLE VII. Convention Delegates

Lay Delegates and Alternates to Diocesan Convention, in the number and of the qualifications prescribed by Diocesan Canons, shall be elected by a majority of the members of Vestry present at the regular meeting in the month of September, such Delegates and Alternates to serve for one year from the date of election. The provisions governing vacancies in the Vestry shall apply to Lay Delegates and Alternates, except that persons elected to fill such vacancies shall serve the remainder of the unexpired term.

ARTICLE VIII. Other Provisions

Section 1. GENERAL 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 Corporation 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 Rector.

Section 2. RECORDS. The corporation shall maintain adequate and correct accounts, books and records of its membership, business and properties. All of 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 corporation or the Vestry, as the case may be, from time to time and in the manner provided for in that Code.

Section 3. CERTIFICATION AND INSPECTION OF BYLAWS. The original of 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 corporation at all reasonable times as provided in the Corporations Code. Inasmuch as these Bylaws adopt and make the National and Diocesan Constitutions and Canons a part of these Bylaws, these provisions as to certification and inspection shall apply to those copies of the same mentioned in Article I of these Bylaws.

Section 4. ENDORSEMENT OF DOCUMENTS; CONTRACTS. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the Rector, or any Warden, or, the Treasurer of the corporation shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons, such as the Parish Administrator, and in such manner as from time to time shall be determined by the Rector, the Wardens or the Vestry, and, unless so authorized by the Vestry, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 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 program approved by the Vestry), or any sale or conveyance of property of the corporation involving an amount in excess of \$500, 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 members of the Vestry then in office 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 National 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 Section 3.09 of the Diocesan Canons relating to real property, as said Canon shall from time to time be amended.

The provisions of this Section shall not apply to a mere change in form of the investment of the corporation.

Section 6. CONSTRUCTION AND DEFINITIONS. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Religious Corporation Law shall govern the construction of these Bylaws.

ARTICLE IX. Corporate Seal

This corporation may have a corporate seal which shall be circular or elliptical in form and shall have inscribed thereon the name of this corporation, or the words "St. Andrew's Episcopal Church," the date of its incorporation, the word "seal," and the words "Encinitas, California."

ARTICLE X. Amendment

These Bylaws may be altered or amended at any regular meeting of the members, or at a special meeting called for the purpose thereof, by an affirmative vote of not less than two-thirds of the members present and qualified to vote, or by written ballot submitted to the membership if the number of approvals is not less than two-thirds of the votes so cast, subject to all of the following provisions of this Article X.

Such alteration or amendment shall not be contrary to or inconsistent with the California Nonprofit Religious Corporation Law, the Articles of Incorporation of this corporation, or with the National or Diocesan Constitutions and Canons.

Such alteration or amendment shall be submitted in writing to the Clerk no later than three weeks prior to the time of the meeting of members at which it is to be considered or the time that solicitation of votes to be cast by ballot is to be made.

The substance of any proposed alteration or amendment shall be set forth in the notice of the meeting of members at which it is to be considered or in the solicitation of votes to be cast by ballot upon the same.

ARTICLE XI. Indemnification

Section 1. DEFINITIONS. For the purposes of this Article, “agent” means any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; “proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and “expenses” includes without limitation attorneys’ fees and any expenses of establishing a right to indemnification under Sections 4 or 5(3) of this Article XI.

Section 2. INDEMNIFICATION IN ACTIONS BY THIRD PARTIES. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 9243 of the California Nonprofit Religious Corporation Law, or an action brought by the Attorney General pursuant to Section 9230 of the California Nonprofit Religious Corporation Law) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person believed to be in the best interests of the corporation, and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person’s conduct was unlawful.

Section 3. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation, or brought under Section 9243 of the California Nonprofit Religious Corporation Law, or brought by the Attorney General pursuant to Section 9230 of the California Nonprofit Religious Corporation Law, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

(a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

Section 4. INDEMNIFICATION AGAINST EXPENSES. To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article XI or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. REQUIRED DETERMINATION. Except as provided in Section 4 of this Article XI, any indemnification under this Article XI shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article XI, by:

1. A majority vote of a quorum consisting of Vestry members who are not parties to such proceeding;

2. Approval of the members with the persons to be indemnified not being entitled to vote thereon; or

3. The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the corporation.

Section 6. ADVANCE OF EXPENSES. Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article XI.

Section 7. OTHER INDEMNIFICATION. No provision made by a corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or directors, an agreement or otherwise, shall be valid unless consistent with this Article XI. Nothing contained in this Article XI shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 8. FORMS OF INDEMNIFICATION NOT PERMITTED. No indemnification or advance shall be made under this Article XI, except as provided in Sections 4 or 5(3), in any circumstance where it appears that:

(a) It would be inconsistent with a provision of the Articles, Bylaws, a resolution of the members or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) It would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. INSURANCE. The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article XI; provided, however, that a corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 9243 of the California Nonprofit Religious Corporation Law.

Section 10. NONAPPLICABILITY TO FIDUCIARIES BY EMPLOYEE BENEFIT PLANS. This Article XI does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent

as defined in Section 1 of this Article XI of the employer corporation. A corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation Law.

ARTICLE XII. Emergency Provisions

Section 1. GENERAL. The provisions of this Article XII shall be operative only during a national emergency declared by the President of the United States or the person performing the President's functions, or in the event of a nuclear, atomic or other attack on the United States or a disaster making it impossible or impracticable for the corporation to conduct its business without recourse to the provisions of this Article XII. Said provisions in such event shall override all other Bylaws of the corporation in conflict with any provisions of this Article XII, and shall remain operative so long as it remains impossible or impracticable to continue the business of the corporation otherwise, but thereafter shall be inoperative; provided that all actions taken in good faith pursuant to such provisions shall thereafter remain in full force and effect unless and until revoked by action taken pursuant to the provisions of the Bylaws other than those contained in this Article XII.

Section 2. UNAVAILABLE VESTRY MEMBER. All members of the Vestry who are not available to perform their duties as such by reason of physical or mental incapacity or for any other reason or whose whereabouts are unknown shall automatically cease to be such members, with like effect as if such persons had resigned from the Vestry, as long as such unavailability continues.

Section 3. AUTHORIZED NUMBER OF VESTRY MEMBERS. The authorized number of Vestry Members shall be the number of such members remaining after eliminating those who have ceased to be directors pursuant to Section 2 of this Article, or whichever number is greater.

Section 4. QUORUM. The number of Vestry Members necessary to constitute a quorum shall be the number bearing the same proportional relationship to the number of directors remaining pursuant to Section 2 of this Article as the quorum established in Article IV, Section 9 bears to the authorized number of Vestry Members set forth in Article IV, Section 3.

Section 5. VESTRY MEMBERS BECOMING AVAILABLE. Any person who has ceased to be a Vestry Member pursuant to the provisions of Section 2 of this Article and who thereafter becomes available to serve as a Vestry Member shall automatically resume exercising the powers and performing the duties of a Vestry Member unless the term of office of such person has expired in accordance with its original terms and a successor has been selected and qualified.

THE UNDERSIGNED, being the Clerk of the corporation known as The Episcopal Church of St. Andrew the Apostle, Encinitas, California, a California religious nonprofit corporation, does hereby certify the foregoing to be the Bylaws of said corporation, and that the same were regularly adopted at a special meeting of the members of said corporation, duly called and noticed for such purpose, at which more than twenty-five (25) persons were present, of whom at least two-thirds voted in favor thereof.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of _____, in the year of our Lord, 2015.

Clerk

CERTIFICATE OF SECRETARY OF ADOPTION OF BYLAWS

Certificate of Secretary
Of

The Episcopal Church of St. Andrew the Apostle
Encinitas, California

A California Nonprofit Religious Corporation

I hereby certify that I am the duly elected and action Secretary of said corporation and that the foregoing Bylaws, comprising 25 pages, constitute the Bylaws of said corporation, as duly adopted at a meeting of the members thereof held on _____, 20_____.

Secretary

