

**BY-LAWS FOR THE REGULATION,
EXCEPT AS OTHERWISE PROVIDED BY
STATUTE
OR ITS ARTICLES OF INCORPORATION,
OF
THE CATHEDRAL CHURCH OF SAINT PAUL**

(A CALIFORNIA NON-PROFIT CORPORATION)

B Y - L A W S

THE CATHEDRAL CHURCH OF SAINT PAUL
(a California Non-Profit Corporation)

**BY-LAWS FOR THE REGULATION,
EXCEPT AS OTHERWISE PROVIDED BY STATUTE OR
ITS ARTICLES OF INCORPORATION, OF**

THE CATHEDRAL CHURCH OF ST PAUL
(A California Non-Profit Corporation)

Table of Contents

Article I. PROTESTANT EPISCOPAL CHURCH AND TO THE EPISCOPAL DIOCESE OF SAN DIEGO	6
Section 1.01 RELATIONSHIP, CONFLICTS AND SUBORDINATION.....	6
Article II. OFFICES.....	6
Section 2.01 PRINCIPAL OFFICE.....	6
Article III. MEETINGS OF MEMBERS.....	7
Section 3.01 MEMBERSHIP: DEFINITIONS; EXPECTATIONS FOR ADULT MEMBERS; PROCEDURE FOR TRANSFER OF MEMBERSHIP.....	7
Section 3.01.1 Definitions.....	7
Section 3.01.2 Expectation of Adult Members to Become Confirmed or Received.....	7
Section. 3.01.3. Procedure for Transfer of Membership to Cathedral.....	8
Section 3.02 VOTING RIGHTS	8
Section 3.03 ANNUAL MEETINGS	8
Section 3.04 SPECIAL MEETINGS	9
Section 3.05 QUORUM	9
Section 3.06 VOTING	9
Section 3.07 INSPECTORS OF ELECTION	9
Section 3.08 CHAIR OF THE MEETING	9
Article IV. THE CHAPTER.....	10
Section 4.01 NUMBER AND QUALIFICATION OF DIRECTORS.....	10
Section 4.02 ELECTION AND TERM OF OFFICE OF CHAPTER MEMBERS ELECTED BY MEMBERS OF THE CATHEDRAL CHURCH; REMOVAL FROM OFFICE.	10
Section 4.02.1. Term of Office.....	10
Section 4.02.2. Term of Office for Member filling Vacancy	10
Section 4.02.3. Term Limit.....	10
Section 4.02.4 Removal for Just Cause	10
Section 4.03 APPOINTMENT AND ELECTION OF OTHER CHAPTER MEMBERS	11
Section 4.04 FILLING OF VACANCIES OF CHAPTER MEMBERS ELECTED BY MEMBERS OF THE CATHEDRAL CHURCH	11

Section 4.05	POWERS	11
Section 4.06	MEETINGS	11
Section 4.07	QUORUM	12
Section 4.08	ORGANIZATION MEETING	12
Section 4.09	ACTION WITHOUT MEETING	12
Section 4.10	WAIVER OF NOTICE	12
Section 4.11	ORDER OF BUSINESS.....	12
Section 4.12	CHAIR.....	12
Section 4.13	VOTING	13
Section 4.14	OPEN MEETINGS.....	13
Section 4.15	EXECUTIVE SESSION.....	13
Section 4.16	AGENDA.....	13
Article V.	OFFICERS.....	13
Section 5.01	THE DEAN.....	13
Section 5.02	THE ELECTION OF THE DEAN	14
Section 5.03	THE WARDENS	14
Section 5.04	THE CLERK.....	14
Section 5.05	THE TREASURER.....	14
Article VI.	COMMITTEES.....	15
Section 6.01	STANDING COMMITTEES.....	15
Section 6.02	AD HOC COMMITTEES	15
Article VII.	CORPORATE RECORDS, REPORTS AND SEAL	16
Section 7.01	MINUTES OF MEETINGS	16
Section 7.02	BOOKS OF ACCOUNT	16
Section 7.03	REPORTS AND FINANCIAL STATEMENTS	16
Section 7.04	CORPORATE SEAL	16
Article VIII.	MISCELLANEOUS.....	16
Section 8.01	CHECKS, DRAFTS, OR OTHER ORDERS FOR PAYMENT.....	16
Section 8.02	CONTRACTS, ETC., HOW EXECUTED	16
Section 8.03	INSPECTION OF BY-LAWS	17
Section 8.04	GENDER AND NUMBER.....	17
Section 8.05	MAIL.....	17

Article IX. AMENDMENTS..... 17
Section 9.01 POWER OF THE MEMBERS 17

By-Laws for the regulation,
except as otherwise provided by statute
or its Articles of Incorporation, of
THE CATHEDRAL CHURCH OF SAINT PAUL
(A California non-profit Corporation)

Article I. PROTESTANT EPISCOPAL CHURCH AND TO THE EPISCOPAL DIOCESE OF SAN DIEGO

Section 1.01 RELATIONSHIP, CONFLICTS AND SUBORDINATION.

The Parish of Saint Paul was incorporated as and is a Parish of the Protestant Episcopal Church in the United States of America and is now known as The Cathedral Church of Saint Paul. The Constitution and Canons of 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 such Constitution and Canons are and from time to time shall be in effect, are and shall be incorporated into and constitute a part of the By-Laws of The Cathedral Church of Saint Paul; and in case of any conflict between any provision or provisions of these By- Laws, then the provision of said Constitution and Canons shall prevail over and in all respects supersede and to that extent effect the repeal of these By-Laws so as to fully obviate such conflict. In the event a Diocese or Missionary District of the Protestant Episcopal Church in the United States of America other than the Episcopal Diocese of San Diego shall hereafter have jurisdiction over the territory wherein The Cathedral Church of Saint Paul is located, or shall otherwise have jurisdiction under the authority of said Church over this Corporation, then all references in these By-Laws to the Episcopal Diocese of San Diego shall apply to such other Diocese or Missionary District with like force and effect.

Article II. OFFICES

Section 2.01 PRINCIPAL OFFICE

The principal office for the transaction of the business of this corporation, here-in after sometimes referred to as the "Cathedral" or the "Cathedral Church" is fixed and located at 2728 Sixth Avenue, San Diego, San Diego County, California, 92103, or such other place as the Board of Directors hereinafter called the Chapter may from time to time designate. The terms "Directors" and "Chapter members" shall be considered synonymous.

Article III. MEETINGS OF MEMBERS

Section 3.01 MEMBERSHIP: DEFINITIONS; EXPECTATIONS FOR ADULT MEMBERS; PROCEDURE FOR TRANSFER OF MEMBERSHIP

Section 3.01.1 Definitions

All defined terms appear in italics in these bylaws. For purposes of these bylaws the following terms are defined:

“Members of St. Paul’s Cathedral” include the Dean of the Cathedral Church and all baptized members of the Cathedral.

“Baptized Members” of St. Paul’s Cathedral include all persons who have received the Sacrament of Holy Baptism with water in the Name of the Father, and of the Son, and of the Holy Spirit, whether in St. Paul’s Cathedral, in a congregation of the National Episcopal Church, or in another Christian Church, and whose baptisms have been duly recorded in, or are entitled to be recorded as baptized persons in, the Cathedral’s official registry of membership.

“Adult Members” of St. Paul’s Cathedral include members sixteen years of age and over.

“Communicants of St. Paul’s Cathedral” include all members who have received Holy Communion at St. Paul’s Cathedral at least three times during the preceding year.

“Communicants in Good Standing” include all communicants of St. Paul’s Cathedral who for the previous year have been faithful in corporate worship, unless for good cause prevented, and have been faithful in working, praying, and giving for the spread of the Kingdom of God.

“Certificate of Membership” is a document issued by a Member of the Clergy in charge or Warden of a congregation of the National Episcopal Church on behalf of a member, or former member, of that congregation who moves to another Episcopal congregation, which includes information about whether or not the member: (a) is a communicant; (b) is recorded as a member in good standing; and (c) has been confirmed or received by a Bishop of the National Episcopal Church or a Bishop of a church in communion with the National Episcopal Church.

“Regular pledging contributor of record” means: a member of this Cathedral,

who makes a monetary pledge to the Cathedral according to the Cathedral’s official records, and

(3) who makes regular payments on that pledge or makes a good faith effort to do so, as determined by the Dean, or in the absence of the Dean, the Dean’s Warden.

Section 3.01.2 Expectation of Adult Members to Become Confirmed or Received

After appropriate instruction, all adult members of the Cathedral are expected to have made a mature public affirmation of their faith and commitment to the responsibilities of their Baptism and are expected to be confirmed or received by a Bishop of the National Episcopal Church or by a Bishop of a church in communion with the National Episcopal Church.

- a) Those who have previously made a mature public commitment in another church may be received, but not confirmed.

- b) Any person who is baptized in a congregation of the National Episcopal Church as an adult and who receives the laying of hands by the Bishop at Baptism is to be considered, for purpose of these bylaws, as both baptized and confirmed.
- c) Any person who is baptized in a congregation of the National Episcopal Church as an adult and who some time after the Baptism receives the laying on of hands by the Bishop in Reaffirmation of Baptismal Vows is to be considered, for the purpose of these bylaws, as both baptized and confirmed.
- d) Any baptized person who received the laying on of hands at Confirmation by any Bishop of the National Episcopal Church and who is received into the Episcopal Church by a Bishop of the National Episcopal Church is to be considered, for the purpose of these bylaws, as both baptized and confirmed.
- e) Any baptized person who received the laying on of hands by a Bishop of the National Episcopal Church at Confirmation or Reception is to be considered, for the purpose of these bylaws, as both baptized and confirmed.

Section. 3.01.3. Procedure for Transfer of Membership to Cathedral

If a person who has been a member of another congregation of the National Episcopal Church desires to become a member of the Cathedral, that person shall try to obtain a certificate of membership from the former congregation. Once obtained, the person desiring Cathedral membership shall deliver that certificate to the Dean, who shall cause the person's name to be recorded in the Cathedral's official registry of membership. The Dean shall notify the Clergy in charge of the congregation who issued the certificate that the person has been duly recorded in the Cathedral's registry. If a person from a former National Episcopal Church congregation desires to become a member of the Cathedral and that person tries and fails through no fault of his or her own to obtain the certificate of membership from the former congregation, that person shall so inform the Dean. Upon sufficient evidence of membership status in another Episcopal congregation, the Dean or, in the absence of the Dean, the Dean's Warden may authorize entry of that person's name in the Cathedral's official registry of membership.

Section 3.02 VOTING RIGHTS

For all matters requiring the vote or consent of Cathedral members, including voting for delegates to the annual Diocesan Convention, Chapter membership, and other matters, a person is qualified to vote if that person:

- a) is an adult member of the Cathedral as defined in Section 3.01;
- b) has been a regular pledging contributor of record to the Cathedral for the 210 days prior to the vote; and,
- c) is a regular attendant at worship.

Section 3.03 ANNUAL MEETINGS

There shall be an Annual Meeting of the members of the Cathedral Church held as soon after the first day of January of each year as is practicable. At such meeting, the Chapter shall be elected, reports of the affairs of the corporation shall be considered, and any other business may be transacted which is within the powers of the members of the corporation.

The Annual Meeting shall be called by the Dean, and if he shall be absent from the Cathedral Church, fail or be unable to call such meeting, the meeting shall be called by the Dean's Warden, and if he shall

be absent from the Cathedral Church, fail or be unable to call such meeting, the meeting shall be called by the People's Warden, and if he shall be absent from the Cathedral Church, fail or be unable to call such meeting then by a majority of the Chapter, and if the Chapter fails to act, then by the Ecclesiastical Authority of the Episcopal Diocese of San Diego. Notice of each Annual Meeting shall be by announcements at principle services during the fourteen (14) day period prior to the meeting. In addition Notice of the election of a Chapter or of Delegates to the Convention shall be given at all services on the two (2) Sundays immediately preceding the day of the election.

Section 3.04 SPECIAL MEETINGS

Special Meetings of the members of the Cathedral Church, for any purpose or purposes whatsoever, may be called at any time by the Dean, or if he shall be absent from the Cathedral Church, fail or be unable to call such meeting, the meeting shall be called by the Dean's Warden, and if he shall be absent from the Cathedral Church, fail or be unable to call such meeting, the meeting shall be called by the People's Warden, and if he shall be absent from the Cathedral Church, fail or be unable to call such meeting then by a majority of the Chapter, and if the Chapter fails to act, by ten per cent (10%) or more of the members of the Cathedral Church qualified to vote, as evidenced by their signatures upon a petition for such purpose, or by the Ecclesiastical Authority.

Notice of such Special Meetings shall be given not less than seven (7) days preceding the date set for such meeting, in the same manner as for Annual Meetings of the members of the Cathedral Church. Such notices shall specify in addition to the place, day and hour of such meeting, the general nature of the business to be transacted.

Section 3.05 QUORUM

The presence in person of not less than one hundred (100) members of the Cathedral Church qualified to vote, or a majority of such members, if a majority be less than one hundred (100) such members, shall be required to constitute a quorum in any meeting of the members of the Cathedral Church.

Section 3.06 VOTING

Voting may be by voice or by ballot. Any ten (10) members of the Cathedral Church who are qualified to vote may call for a secret ballot. Voting by proxy and by absentee ballot and cumulative voting shall not be allowed. Elections whether of Chapter or otherwise, shall be by secret ballot. All questions and elections shall be decided by the majority vote of the qualified members of the Cathedral Church present and voting. When the the number of candidates for Chapter is the same as the number of Chapter vacancies, the vote may be by acclamation.

Section 3.07 INSPECTORS OF ELECTION

The Chair may appoint three (3) or more members of the Cathedral Church who are qualified to vote, other than nominees for office, to be Inspectors of Elections. Such Inspectors shall determine the existence of a quorum, receive votes and ballots, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes or ballots, determine results, and such other acts as may be necessary or convenient to the conduct of elections or votes with fairness to all members of the Cathedral Church.

Section 3.08 CHAIR OF THE MEETING

The Dean shall preside as Chair of any meeting of the members of the Cathedral Church, unless he shall be absent from the meeting, fail or be unable to preside. If the Dean shall be absent, fail or be unable to

preside, the Dean's Warden of the Cathedral Church shall preside. The Chair of the meeting shall designate a Secretary for such meeting. The Secretary shall keep or cause to be kept Minutes of the proceedings thereof in accordance with the requirements of the Corporations Code of the State of California.

The conduct and rules of order of all meetings of the members of the Cathedral Church shall at all times be within the discretion of the Chair of the meeting, except the Chair shall not have the right or power to adjourn any such meeting, except as otherwise provided herein. Upon motion duly made, seconded and carried by a majority of the members of the Cathedral Church who are qualified to vote present and voting, the Rules of Order of the Convention of the Episcopal Diocese of San Diego shall be invoked and govern the conduct of the meeting until adjourned or until similarly revoked.

Article IV. THE CHAPTER

Section 4.01 NUMBER AND QUALIFICATION OF DIRECTORS

The directors of the Cathedral Church shall consist of twelve (12) members elected by the voting membership, one (1) director appointed by the Bishop of San Diego, two (2) directors elected by the Diocese of San Diego, and the Dean of the Cathedral Church if so elected at each Annual Meeting. The Directors shall collectively be referred to as the Chapter. Any person who is eighteen (18) years or older and who is eligible to vote on Cathedral matters under Section 3.02 is eligible for election to serve on the Chapter as a Director elected by the Cathedral Church.

Section 4.02 ELECTION AND TERM OF OFFICE OF CHAPTER MEMBERS ELECTED BY MEMBERS OF THE CATHEDRAL CHURCH; REMOVAL FROM OFFICE.

Section 4.02.1. Term of Office

Four members of the Chapter shall be elected at each Annual Meeting to hold office for terms of three years or until their respective successors are duly elected and take office.

Section 4.02.2. Term of Office for Member filling Vacancy

The term of office of any Chapter member, other than the Dean, chosen to fill a vacancy shall be the same as the un-expired term of the Chapter member whose place he or she has been chosen to fill.

Section 4.02.3. Term Limit

No Chapter member, other than the Dean, shall be eligible for re-election at the Annual Meeting first following the expiration of his or her term, except that a Chapter member chosen to fill a vacancy, who at the expiration of the term of his or her office has been a Chapter member for less than eighteen (18) calendar months next preceding such annual meeting.

Section 4.02.4 Removal for Just Cause

Any Chapter member who has been elected pursuant to Section 4.02 may be removed from office for just cause by an affirmative vote of two thirds of the total number of Chapter members. Just cause includes, but is not limited to, unexcused absences from attendance at three consecutive regular meetings of the Chapter. Chapter members may be excused from attending a meeting of the Chapter if

the Clerk of the Chapter is notified prior to the meeting. The excused absence shall be recorded in the minutes of the meeting.

Section 4.03 APPOINTMENT AND ELECTION OF OTHER CHAPTER MEMBERS

In addition to Chapter members elected by the members of Church of Saint Paul, one (1) Chapter member known as the Bishop's Warden, shall be appointed annually by the Bishop and two (2) Chapter members shall be elected by the Convention of the Episcopal Diocese of San Diego. The terms of office and the method of election or appointment of such Chapter members shall be as provided in the Canons of the Episcopal Diocese of San Diego.

Section 4.04 FILLING OF VACANCIES OF CHAPTER MEMBERS ELECTED BY MEMBERS OF THE CATHEDRAL CHURCH

Vacancies in the Chapter elected by members of the Cathedral Church, shall be filled by an election which may be conducted at the option of the Chapter by majority vote of the remaining Chapter members or by the members of the Cathedral Church at any annual or special meeting. In the event that more than two (2) Chapter vacancies shall occur at the same time, such vacancies shall be filled at a meeting of the members by a majority vote of those members of the Cathedral Church who are qualified to vote present and voting at such meeting.

A vacancy or vacancies in the Chapter shall be deemed to exist in the case of the death, resignation, or removal of any Chapter member, or if the authorized number of Chapter members be increased, or if the members of the Cathedral Church fail, at any annual or special meeting of members to elect the full number of its authorized Chapter members to be elected at such meeting.

No reduction in the authorized number of Chapter members representative of the Cathedral Church shall have the effect of removing from office any Chapter member prior to the expiration of his term.

Section 4.05 POWERS

The Chapter, on behalf of the Cathedral Church, shall manage the temporalities of the Cathedral Church, and with respect to the same, have and perform such powers and duties as ordinarily pertain to directors of California non-profit corporations, and shall have such other duties and functions as are prescribed by law, the Constitution and Canons of the Protestant Episcopal Church of the United States of America, the Constitution and Canons of the Episcopal Diocese of San Diego, and the Articles of Incorporation of the Parish of Saint Paul, now the Cathedral Church of Saint Paul.

The Cathedral Chapter shall have the right to terminate the designation of the Parish of Saint Paul as the Cathedral Church of the Diocese and return such Cathedral to a Parish status through formal action of either the Bishop and the Convention of the Diocese or the Chapter of the Cathedral by mutual agreement or by giving one (1) year's written notice thereof through formal action of either of said parties.

Section 4.06 MEETINGS

The regular meetings of the Chapter shall be held at such time and place as may from time to time be provided by Resolution of the Chapter.

Notice of Regular Meetings is hereby waived. Special meetings may be called at any time by the Dean, or if he be absent or unable to act, by the Dean's Warden, or if he also be absent or unable to act by the

People's Warden. At the request of any three (3) Chapter members, upon written notice personally served upon each Chapter member at least forty-eight (48) hours before such meeting, or upon written notice duly mailed, first class mail, charges prepaid, to each Chapter member, at least five (5) days before such meeting at the address of each such Chapter member appearing on the books of the Cathedral Church or otherwise registered by any Chapter member for the purpose of receiving notices, a Special meeting of the Chapter shall be held in accordance with such notice. Proof that notice was served in accordance herewith shall be by declaration of the person making such service showing the time, place and manner of service in accordance with the California Code of Civil procedure. Proof that notice was mailed by the person making the mailing shall be by Declaration of Mailing in accordance herewith.

Section 4.07 QUORUM

The presence in person of nine (9) members of the Cathedral Chapter, including the Dean or the Dean's or the People's Warden, shall constitute a quorum for the transaction of business at any regular or special meeting of the Chapter. No business may be transacted in the absence of a quorum, except to adjourn as hereinafter provided. Every act or decision taken by a majority of the Chapter present, acting and constituting a quorum shall be the act of the Chapter, unless a greater number be required by law, the Articles of Incorporation of The Cathedral Church or by these By-Laws.

Section 4.08 ORGANIZATION MEETING

Immediately following each Annual Meeting of the Cathedral Church, the Chapter shall hold a regular meeting for the purpose of organization, election of the People's Warden, Clerk and Treasurer, and the transaction of other business. Call and notice of such meeting is hereby waived.

Section 4.09 ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Cathedral Church may be taken without a meeting, if all Chapter members, individually or collectively, consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Chapter. Such action by written consent shall have the same force and effect as a unanimous vote of such Chapter.

Section 4.10 WAIVER OF NOTICE

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

Section 4.11 ORDER OF BUSINESS

Section 4.12 CHAIR

The Dean shall preside as Chair of any meeting of the Chapter unless he shall be absent, fail or be unable to preside, in which case the Dean's Warden shall preside, unless he also be absent, fail or be unable to preside, in which case the People's Warden shall preside. If the Dean, Dean's Warden and People's Warden shall all be absent, fail or be unable to preside, no business shall be transacted except to adjourn.

Section 4.13 VOTING

All matters and questions shall be decided by the majority vote of those Chapter members present and acting unless otherwise provided. Voting on all matters submitted to the vote of the Chapter may be by voice or by ballot, in the discretion of the Chair, provided that, upon the request of any two (2) Chapter members present, any vote shall be taken and recorded in the minutes of the meeting by roll call, and further provided, that upon the request of any two (2) Chapter members present, any vote shall be conducted by secret ballot. In the event that a proper request for both voting by roll call and by secret ballot is made concerning the same matter to be voted upon, then the Chair shall entertain a motion either to vote by roll call or by secret ballot and upon such being duly made, seconded and carried, such vote shall be taken in accordance with such motion and if the motion fails, then the vote shall be taken by the other method. Such motion shall be in order and take precedence over any motion or matter with which it is concerned. Voting by proxy or absentee ballot shall not be allowed.

Section 4.14 OPEN MEETINGS

Except as herein provided, all meetings of the Chapter shall be open to attendance by any and all Members of the Cathedral Church as defined in Section 3.01 of these By-Laws.

Section 4.15 EXECUTIVE SESSION

Upon motion duly made, seconded and carried the business of the Chapter shall be conducted in Executive Session. A motion to transact business in Executive Session shall be in order and have precedence over all other matters then in order and before the Chapter. During Executive Session, all persons shall be excluded from the meeting except the Chapter, the Clerk of the Chapter, and the Treasurer.

Section 4.16 AGENDA

The clerk of the Chapter in cooperation with the Dean, or if the Dean be absent, fail or be unable to act, then in cooperation with the Warden presiding, shall prepare or cause to be prepared a written agenda for each meeting of the Chapter, whether regular or special. In the case of each regular meeting of the Chapter, except the annual organizational meeting, such agenda along with the Treasurer's report and all other written reports, shall be mailed to all Chapter members, the Treasurer, the Clerk of the Chapter and the Chairmen of all standing committees of the Chapter, not less than five (5) days prior to each such meeting. In the case of each special meeting of the Chapter, notice of such agenda in written form if practical, shall accompany the Notice of such meeting and be transmitted to the same persons as in the case of a regular meeting not less than five (5) days prior to such meeting if possible and if not possible, then as much in advance of such meeting as is possible under the circumstances.

Article V. OFFICERS

Section 5.01 THE DEAN

The Dean of the Cathedral Church shall be ex officio President of the Corporation, and shall preside at all meetings of the members of the Cathedral Church and the Chapter. The Dean shall have such powers and duties as are prescribed by the Constitution and Canons of the Protestant Episcopal Church of the United States of America and by the Constitution and Canons of the Episcopal Diocese of San Diego. He shall be an ex officio member of all Standing Committees of the Cathedral Church and of the Boards

of all organizations within the Cathedral Church. He shall represent the Cathedral Church on all appropriate occasions. The Dean shall have the customary rights and duties of a Parish Rector.

The Dean is the Rector of the Cathedral Parish and is in charge of services in the Cathedral. He shall have control over all matters, ritual and ceremonial, and services held in the Cathedral, subject to the Canons of the Episcopal Church of the United States and the Diocese. He is the Pastor of the Cathedral congregation and shall keep the Cathedral register and the service register. The Bishop, upon due notice to and in consultation with the Dean shall have the right to preach and conduct services in the Cathedral and set the norm of ceremony and ritual to be observed on these occasions and also for Diocesan services.

Section 5.02 THE ELECTION OF THE DEAN

The Dean shall notify the Bishop in writing of his resignation, or if that is impossible, the Dean's Warden or one of the Officers of the Chapter shall notify the Bishop in writing that a vacancy has occurred in the office of Dean.

When the office of Dean of the Cathedral is vacant, it, shall be the duty of the Chapter to elect and call a Dean in accordance with and pursuant to the Canons of the Diocese as they relate to the call of a Rector, and in consultation with the Bishop and with his approval of said selection and call.

Section 5.03 THE WARDENS

A Dean's Warden shall be annually appointed by the Dean, or in case the Cathedral Church be without a Dean, elected by the Chapter, from among the members of the Chapter eligible to the office of Warden under the Canons of the Episcopal Diocese of San Diego. A People's Warden shall be annually elected by the Chapter from among its members eligible to the office of Warden under the Canons of the Episcopal Diocese of San Diego. The Dean's Warden shall be First Vice President and the People's Warden shall be Second Vice President of the Corporation, and in case the Cathedral Church be without a Dean or the Dean be absent, fails or be unable to act, the Wardens, according to seniority, shall preside at all Meetings of the Cathedral Church and of the Chapter and act in the place of the Dean. The Dean's Warden and the People's Warden shall hold their offices until they shall resign, be removed or otherwise disqualified to serve, or their successors are appointed or elected or qualified.

Section 5.04 THE CLERK

The Chapter shall annually elect a Clerk, who may or may not be a member of the Chapter, who shall occupy the status and perform the duties required of the Secretary of a California corporation. The Clerk shall keep or cause to be kept, at the principal office of the Cathedral Church, a Book of Minutes of all meetings of the Chapter and the members of the Cathedral Church, with the time and place of holding, whether Regular or Special, and if Special, how authorized, the notice, thereof given, the names of those present at Chapter Meetings, and the proceedings thereof. The Minute Book shall at all reasonable times be open to inspection and copying by any Member. The Clerk shall give, or cause to be given, notice of all the meetings of the members of the Cathedral Church and of the Chapter, shall keep the seal of the Cathedral Church in safe custody, shall prepare or cause to be prepared and distributed agendas as required herein, and shall have such other powers and perform such other duties as may be prescribed by the Chapter or by the By-Laws.

Section 5.05 THE TREASURER

The Chapter shall annually elect a Treasurer, who may or may not be a member of the Chapter, who shall occupy the status and perform the duties required by the Treasurer of a California corporation. The

Treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Cathedral Church, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus. The books of account shall at all reasonable times be open to inspection by all Chapter members. The Treasurer shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the Cathedral Church with such depositories as may be designated by the Chapter. He shall disburse or cause to be disbursed the funds of the Cathedral Church as may be ordered by the Chapter and shall render to the Dean and the Chapter whenever they request it, an account of all his transactions as Treasurer and of the financial condition of the Cathedral Church, and shall have such other power and perform such other duties as may be prescribed by the Chapter or by the By-Laws.

Article VI. COMMITTEES

Section 6.01 STANDING COMMITTEES

The Standing Committees of the Cathedral Church shall be the Finance Committee, the Building and Grounds Committee and such other committees as are chartered and charged as standing committees by Resolution of the Chapter. The term of charter of any standing committee shall be the period of one (1) year, which term may from time to time be renewed by Resolution of the Chapter.

Each Standing Committee shall consist of a Chair to be appointed by the Dean and two (2) or more members to be appointed by the Chair with the consent of the Dean from among the Members who are members of the Cathedral Church who are qualified to vote. Chairmen shall serve at the pleasure of the Dean for a term of one (1) year, unless they are sooner removed from office, resign, or otherwise be disqualified to hold office. Committee members shall serve for a term of one (1) year, unless they resign or are otherwise disqualified from office. Chairmen and members may serve on the same committee for periods not to exceed six one (1) year terms.

Standing Committees shall be charged with such responsibilities as are expressly assigned to them by the Dean and the Chapter and such additional responsibilities as the Chair and his committee with the advice and consent of the Dean and Chapter deem necessary or appropriate for the proper conduct of Cathedral Church business. The Chairs shall be accountable for the committees to the Dean and Chapter. Chairmen shall attend all Regular Meetings of the Chapter and such other meetings at which their attendance is by the Dean or Chapter requested. At all such meetings Chairs who are not Chapter members shall have voice but no vote. Chairmen may be called upon at meetings and otherwise to render reports concerning the conduct of Cathedral Church business by their committees.

Section 6.02 AD HOC COMMITTEES

The Dean and the Chapter, each in their sole discretion, may appoint Ad Hoc Committees for special purposes and activities according to the needs of the Cathedral Church.

Article VII. CORPORATE RECORDS, REPORTS AND SEAL

Section 7.01 MINUTES OF MEETINGS

The Cathedral Church shall keep at its principal office a Book of Minutes of all meetings of the Chapter and of all annual and business meetings of the members, with the time and place of holding, Regular or Special, and, if Special, how authorized, the notice given, the names of those present at Chapter meetings, the number of members at members meetings, and the proceedings thereof.

Section 7.02 BOOKS OF ACCOUNT

The Cathedral Church shall keep and maintain adequate and correct records of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. Such records shall be audited annually in accordance with the requirements of the Canons of the Episcopal Diocese of San Diego.

Section 7.03 REPORTS AND FINANCIAL STATEMENTS

The Dean and Chapter shall cause to be prepared and distributed to the Members a written Annual Report including summarized financial statements. Such report shall review and summarize the Cathedral Church's activities for the preceding year and activities projected for the forthcoming year. Other reports shall be prepared in accordance with Civil and Canon Law requirements and as required by Resolution of the Chapter.

Section 7.04 CORPORATE SEAL

The Chapter may adopt and alter a corporate seal.

Article VIII. MISCELLANEOUS

Section 8.01 CHECKS, DRAFTS, OR OTHER ORDERS FOR PAYMENT

All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the corporation shall be signed or endorsed by two or more persons, one of whom shall not be clergy or employee of the Cathedral Church, unless:

- a) payment is not greater than an amount that shall be from time to time determined by resolution approved by the Cathedral Chapter;
- b) payment is to a payee or for purposes designated by resolution approved by the Cathedral Chapter; or
- c) the transaction is the transfer of funds between Cathedral accounts.

Section 8.02 CONTRACTS, ETC., HOW EXECUTED

The Chapter, except as in the By-Laws otherwise provided, may authorize the Dean, the Wardens, and the Chair of the Finance Committee to enter into any contract or execute any instrument in the name of

and on behalf of the Cathedral Church. Such authority may be general or confined to specific instances. In addition the Cathedral Church Bookkeeper may be authorized to enter into any contract or execute any instrument of purchase or sale of tangible personal property and services and to make payment therefore for such amounts and on such terms and conditions as from time to time may be determined by Resolution of the Cathedral Chapter. Unless so authorized by the Cathedral Chapter, no officer, agent or employee shall have any power or authority to bind the Cathedral Church by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 8.03 INSPECTION OF BY-LAWS

The Cathedral Church shall keep in its principal office for the transaction of business, the original or a copy of the By-Laws as amended or otherwise altered to date, certified by the Clerk of the Chapter, which shall be open to inspection by the members qualified to vote at all reasonable times during regular office hours.

Section 8.04 GENDER AND NUMBER

Where the context so requires, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person.

Section 8.05 MAIL

The term "mail" shall be understood to include forms of electronic mail unless verification of receipt is required.

Article IX. AMENDMENTS

Section 9.01 POWER OF THE MEMBERS

New By-Laws may be adopted or these By-Laws may be amended, or repealed by the vote of members in accordance with the applicable provisions of Article III Of these By-Laws at any Annual or Special Meeting of the members of the Cathedral Church, provided that notice of the proposed amendments has been given by announcement at all services on the two Sundays next preceding the day of any such meeting and further provided that three (3) or more copies of such proposed amendment shall be posted at or near each customary entrance to the usual place of worship of the congregation of the Cathedral Church for a period of at least fourteen (14) days next preceding any such meeting, together with notice that the same will be proposed at such meeting.

RESOLUTION

WHEREAS, it is deemed to be to the best interest of this corporation to approve and adopt By-laws and whereas notice of the intention to propose such action has been duly given.

BE IT RESOLVED that the By-Laws of this corporation shall be and hereby are approved and adopted so as to read in their entirety as set forth in the “By-laws For The Regulation, Except As Otherwise Provided By Statute Or Its Articles Of Incorporation, Of The Cathedral Church Of Saint Paul (A California Non-profit Corporation)” presented at this 2007 Annual Meeting pursuant to said notice, and are hereby adopted as and for the By-Laws of this corporation, superseding any and all By-Laws heretofore adopted or in effect.

RESOLVED FURTHER that the Secretary of this corporation be and hereby is authorized and directed to execute a certificate of the adoption of the By-Laws and to insert said By-Laws, so certified, in the Book of Minutes of this corporation.