

Bylaws of St. Mark's Parish

330 East 16th Street
Upland, California 91784-2050

909-920-5565

Bylaws for the regulation, except as otherwise provided by statute or its Articles of Incorporation, of THE RECTOR, WARDENS, AND VESTRYMEN OF ST. MARK'S PARISH IN UPLAND, CALIFORNIA, a California nonprofit religious corporation.

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BYLAWS OF ST. MARK'S PARISH

Pursuant to the provisions of the Nonprofit Corporation Law of California and the provisions of Articles of Incorporation which have been duly 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 All Bylaws and regulations heretofore adopted by this corporation shall be superseded hereby upon the effective date of these new Bylaws.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 Protestant Episcopal Church in the Diocese of Los Angeles and of the Protestant Episcopal Church in the United States of America and the Constitution and Canons of the said Church in the Diocese of the Los Angeles, 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 Constitutions," "National Canons," "Diocesan Constitution" or "Diocesan Canons". In case of any conflict between said constitutions and canons, the provisions of said constitution 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 constitutions and canons.

ARTICLE II.

Office

Section 1. PRINCIPAL OFFICE. The corporation's principal office is fixed and located at: 330 E. 16th Street, Upland, CA. 91784-2050

ARTICLE III.

Members

Section 1. QUALIFICATIONS. The qualifications of members and the terms of admission to membership in the corporation are those which are prescribed by the Diocesan Canons for electors entitled to vote for members of the Vestry. Each member shall have the right to vote, as set forth in Section 2 of this Article III, for the election of members of the Vestry and otherwise provided by National and Diocesan Constitutions and Canons and as required by the applicable law. Nothing in this Section 1 shall be construed as limiting the right of the corporation to refer to persons associated with it as "members" even though such persons are not members as defined above, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law or the foregoing provisions of the 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.

Section 3. TRANSFER OF MEMBERSHIP. No member may transfer a membership or any right arising therefrom.

Section 4. TERMINATION OF MEMBERSHIP. Ecclesiastical censure pronounced against any member of this corporation, according to the discipline of the Protestant Episcopal Church in the United States of America, shall, ipso facto, terminate the membership of such person in this corporation. Such discipline is reflected, inter alia, in the rubrics of the Service of Holy Communion and Title I, Canon 17, Section 6 of the National Canons.

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

Section 6. ANNUAL MEETING. 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 a day and at such hour and place as may be designated by action of the Vestry. If not otherwise set, they shall be held on the last Sunday in January as closely after the mid-morning service as possible.

Section 7. SPECIAL MEETINGS. A special meeting of members may be called at any time by the Rector, or by the Vestry, or by 6 members of the Vestry, or upon the written request of 15 members qualified to vote.

Section 8. NOTICE OF ANNUAL OR SPECIAL MEETING. Reasonable notice of each annual meeting or special meeting shall be given to members. Such notice shall include (and be sufficient if it includes) at least one public oral announcement on the time and place thereof at each regularly schedule service of the Parish on the Sunday preceding the day of such meeting(s).

Nothing herein shall prohibit the giving of longer notice or notice by means additional to the public oral announcement above mentioned. The notice of any special meeting of members shall, in addition to stating the place and date and time thereof, state the purpose or purposes there of, and no business not referred to in such notice may be conducted at the meeting.

Section 9. QUORUM. Twenty-five 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 represented at the meeting, entitled to vote, and voting on any matter shall be the act of the members. The members present at the duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave fewer than a quorum, if any action (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

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 notice of the time and place of an adjourned meeting of members or of the business to be transacted thereat, or other than by announcement at the meeting at which any adjournment is taken; provided, however, when any members' meeting is adjourned for more than (8)

eight 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 of votes are elected. Each member of the corporation shall have one vote for each vacancy on the Vestry to be filled. A member may not accumulate 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. In case there is no Rector, or in the absence of illness of the Rector, the Senior Warden if present shall preside at any such meetings, or if the Senior Warden not be present, the Junior Warden shall preside thereat. If neither the Rector nor a Warden is present but a quorum of members is present, the members present shall elect one of their members a presiding officer.

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.

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 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 had at a meeting duly held after regular call and notice, if a quorum is presented and if, either before or after the meeting, each of the persons entitled to vote, not present at the meeting, signs a 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 of the presence at such a meeting, 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 the 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 objections are expressly made at the meeting.

Neither the business to be transacted at nor the purpose of any regular or special meeting of members need to 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 the 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. PROXIES AND ABSENTEE BALLOTS. Voting rights may not be exercised by proxies or through absentee ballots. In elections of members of Vestry, each member of the corporation shall have one vote for each vacancy to be filled, but votes may not be cumulated.

Section 17. INSPECTOR OF ELECTION. In advance of any meeting of members, the Vestry may appoint inspectors of election to act at such meeting and any adjournment thereof. If inspectors of election be not so appointed, or if any persons so appointed fail to appear or refuse to act, the chairman of any such meeting may, and on the request of any member shall, make such appointment at the meeting. The number of inspectors shall be either one or three. If appointed at a meeting on the request of one or more members, the majority represented at the meeting shall determine whether one or three inspectors are to be appointed.

The duties of such inspectors shall be: receiving votes, ballots or consents; hearing and determining all challenges and questions in any way arising in connection with the right to vote; counting and tabulating all votes or consents; determining the results; and doing such acts as may be proper to conduct the election or vote with fairness to all members. If there are three inspectors of election, the decision, act or certificate of a majority is effective in all respects as the decision, act or certificate of all.

Section 18. CONDUCT OF MEETING The chairman of meetings of members shall conduct each such meeting in an orderly and fair manner, but shall not be obliged to follow and technical, formal or parliamentary rules or principles of procedure. 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. The Rector is a member and the Wardens shall be members of the Vestry and are entitled to vote.

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

Section 3. NOMINATION TO THE VESTRY. New nominees for election to the Vestry shall be proposed by a committee of the then existing Vestry consisting of all members of the Vestry ineligible for re-election as provided by section 4 of this Article IV together with such other members of the Vestry appointed by the Rector with the consent of a majority of the Vestry. The committee shall consist of no less than three (3) members.

The committee so constituted shall be known as the nominating Committee of the Vestry and shall be established during the month of November of each year. From the members of said Committee the Rector shall appoint a chairman. Prior to the December meeting of the Vestry the committee shall propose, by majority vote, one eligible member to fill each anticipated vacancy on the Vestry to be filled at the annual meeting. The Vestry shall, at the December meeting, by majority vote to approve the nominees of the committee or propose other eligible member(s) for nomination.

Any notice of the Annual meeting shall include the names of the eligible members nominated by the Vestry and shall advise members of their right to nominate eligible members for election to the Vestry at the Annual meeting. Any such nomination shall be in writing signed by the member and shall be accompanied by a written second to the nomination signed by another member and the written consent of the nominee together with an agreement by the nominee to serve. Nominations by members shall be delivered to the Rector, the Senior Warden or to the office of the corporation addressed to either of them or the Chairman of the Nominating Committee no later than seven (7) days before the Annual Meeting. The Chairman of the Nominating Committee shall present the names of all eligible members nominated in accordance with the foregoing to the Annual Meeting for election to the Vestry. Nominations from the floor to fill vacancies to the Vestry shall not be made at the Annual Meeting. Should the Annual Meeting fail to fill all vacancies on the Vestry for any reason then the newly formed Vestry shall fill the vacancy or vacancies at its next meeting as provided in Section six (6) of this Article.

Section 4. ORGANIZATION OF THE VESTRY. The number of members of the Vestry, including therein the Rector and the Wardens, shall be 13, of whom all but the Rector shall be elective members. Such number of directors or Vestry members may be changed by a Bylaw adopted by the members of this corporation. The term of office of the Rector as presiding officer, and member with vote, of 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.

At each annual meeting of members, a number of Vestry members shall be elected equal to the number of Vestry members whose term shall have expired at the time of such a meeting. After a Vestry member has served a full term of three (3) years, one (1) 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 (1) year even if somewhat less than 365 days because 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 the unexpired term included more than two years.

Section 5. 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 the Rector and to the California Nonprofit Corporation Law as to actions to be authorized or approved by the members, the powers of this corporation shall be exercised by or under the authority of, and the temporal business and affairs of this corporation shall be controlled by, the Vestry.

Section 6. 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 Vestry so elected shall hold office until the expiration of the term of the replaced member of the Vestry and until a successor has been elected and qualified.

A vacancy or vacancies in the Vestry shall be deemed to exist in the 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 number of members of the Vestry are elected, to elect the full authorized number or 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 has had a conservatorship established for him or her, or been convicted of a misdemeanor or a felony. The members of this corporation may elect a member or members of the Vestry at any time to fill any vacancy or vacancies not filled by the Vestry.

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 to that member's term of office.

Section 7. PLACE OF MEETING. Regular or special meetings of the Vestry shall be held at any place within or without the State of California, which has been designated from time to time by the Vestry. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

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.

Monthly regular meetings of the Vestry shall be held without call of notice on a date and at a time determined by the Vestry at the organizational meeting following the Annual Meeting.

Regular meetings of the Vestry may be open to members of the Parish by invitation of the Presiding Officer or vote of the Vestry but no member shall have a right to be heard at such meeting except upon invitation of the presiding officer or majority vote of the Vestry present. No less than one (1) regular meeting of the Vestry shall be open to all members of the parish to attend annually.

Section 9. SPECIAL MEETINGS. The Rector, Warden, the Secretary/Clerk or any three members of the Vestry, may call special meetings of the Vestry for any purpose or purposes any time.

Special meetings of the Vestry shall be held upon two day's notice by first-class mail or 24 hours' notice given personally or by telephone, email or 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 members for 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 shall include the date, time, and place of the meeting, and the purpose or purposes thereof. No business not referred to in such a 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 actually transmitted by the person giving the notice by electronic means, to 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 receiver.

Section 10 QUORUM. A majority of the authorized number of members of the Vestry constitutes a quorum of the Vestry for the transaction of business, except to adjourn as provided in Section 12 of this Article V; provided, however, that such number must include the Rector or at least one of the Wardens unless there is no Rector or Wardens. Every act or decision done or made by a majority of the members of the Vestry present at the meeting duly held at which a quorum is present shall be regarded as the act of the Vestry, except as provided in the next sentence, unless a greater number be required by law, by the Articles or 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.

Section 11. PARTICIPATION IN THE 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 notice to such member. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 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. COMMITEES:

SPECIAL BOARDS, COMMISSIONS AND COMMITTEES. The Vestry with the Rector may create and terminate boards, commissions and ad hoc committees. A board or commission or ad hoc committee shall have such scope and power as delegated by the Vestry with the Rector, or in the absence of which, as the board or commission or committee may reasonably determine, provided however that any action will in all cases be subject to review and approval or ratification of the Vestry.

Each board, committee or commission shall keep minutes or reports of the meetings or work and report to the Vestry as directed by the Vestry or Rector.

STANDING COMMITTEES. The Vestry may appoint one or more standing committees, each consisting of members of the Parish, each including one or more members of the Vestry, and delegate to such committees any of the authority of the Vestry except with respect to:

- a) 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;
- b) The filing of vacancies on the Vestry or in any committee;
- c) The fixing of compensation for serving on the Vestry or on any committee;
- d) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- e) The amendment or repeal of any resolution of the Vestry which by its express terms is not so amendable or repealable;
- f) The appointment of other committees of the Vestry of the members thereof; or
- g) The election of a Rector.

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 of such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article IV applicable to meetings and actions of the Vestry. Minutes shall be kept of each meeting of each committee.

Section 16. REMOVAL OF MEMBERS OF VESTRY. Any one or more members of the Vestry (other than the Rector) may be removed from office by the vote of a majority of the persons entitled to vote at any regular or special meeting of the members, provided that the notice of the meeting specifies such removal as a purpose of the meeting and identifies the member proposed to be removed. If any or all members of the Vestry are so removed, new members of the Vestry may be elected at the same meeting. In addition, any member of the Vestry may be removed from office by a three-fourths vote of the Vestry at any meeting thereof duly held, if the removed member would at the time not be eligible for election to the Vestry apart from any temporary ineligibility for reelection provided by Section 3 of Article IV.

ARTICLE V.

Officers

Section 1. PRESCRIBED OFFICERS. The officers of the Vestry shall be those prescribed by the 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. Both the Clerk and Treasurer must be members 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, an Assistant Secretary or Clerk and an Assistant Treasurer. Appointment of an Assistant Minister shall be within the control of the Rector, but all matters pertaining to compensation of other temporalities respecting an Assistant Minister shall be under the control of the Vestry.

Section 2. SUBORDINATE OFFICERS. The Vestry may elect, and may empower the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Vestry may from time to time determine.

Section 3. REMOVAL AND RESIGNATION. Any officer or employee, except the Rector, an Assistant Minister and the Senior Warden, may be removed from office, except from the Vestry by a majority of the entire Vestry at the time in office, at any regular or special meeting of the Vestry. Subordinate employees may be removed by the Vestry or, subject to the powers of the Vestry as to temporal matters, by the Rector. The Senior Warden may be removed from that office, but not from the Vestry, by the Rector. Assistant Ministers may be removed by the Rector.

Any officer may resign at any time by giving written notice to the Vestry or 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 the 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 the 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 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 and, subject to the powers of the Vestry as to temporal matters, shall have the power to employ subordinate employees.

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 the secular powers, and be subject to all the restrictions upon the Rector. The Wardens shall have such other powers and perform such other duties as from time to time, may be prescribed for them respectively by the Vestry or 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 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 the meeting 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 and the Vestry. The Clerk shall keep the seal of the corporation 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 shall deposit all monies and other valuables in the name and to the credit of the Parish Corporation with such depository as may be designated by the Vestry. The Treasurer shall disburse the funds of the corporation as may be ordered by the Vestry, shall render to the Rector and the Vestry whenever they request it, an account of all transactions as Treasurer and of the financial condition of the corporation and shall have such other powers and perform such other duties as may be prescribed by the Vestry or Bylaws. The Treasurer shall have responsibility for the supervision of the Financial Manager.

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. Nor shall these provisions apply to the canonical discretionary fund of the Rector, as to which the disclosure of the beneficiaries of the purposes might prevent the carrying out of needed charitable acts.

ARTICLE VI. **Other Provisions.**

Section 1. COPORATE 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's Code, is, and shall be, binding upon this corporation. The use of 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 safe keeping 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 of the Vestry, as the case may be, from time to time and in the manner provided for in that Code. The foregoing provision shall not be deemed to prevent the treasurer from maintaining the current accounts in his residence or office.

Section 3. CERTIFICATION AND INSPECTION OF BYLAWS. The original or a correct copy of these Bylaws, as amended or otherwise altered to date, certified to by the Clerk, shall be open to inspection by the members of the 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 1 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 President or any Warden and the Secretary, any Assistant Secretary, the Treasurer or any Assistant 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 and in such manner as from time to time shall be determined by 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 accounts for goods and services in the ordinary course of the corporation's business or as included in any budget or program provided by the Vestry), or any sale or conveyance of property of the corporation involving an amount in excess of \$750, or any encumbrance or property of the corporation, shall be incurred, made or entered into or be valid or binding against this corporation unless each and all of the following proceedings are regularly had and taken:

1. A resolution to incur the indebtedness or make the sale, conveyance or encumbrance must be adopted at a meeting of the Vestry at which a majority of the authorized number of members of the Vestry shall be present and vote in favor thereof.
2. Such resolution must specify exactly, if it relates to a proposed indebtedness, the amount and terms of such proposed indebtedness and the purpose for which it is to be incurred; or, if it relates to a sale, conveyance or mortgage, the terms of the same.
3. Such resolution must be fully spread upon 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 3.06 of the Diocesan Canons (which Canon, at date of adoption of this Bylaw, read "Should any Parish desire to mortgage or otherwise encumber, to sell, exchange or otherwise dispose of all or any of its real property, or to acquire, except by gift, devise, or bequest, any real property subject to an existing encumbrance, or to assume an existing encumbrance, written consent of the Bishop and Standing Committee must be obtained prior to any such sale, exchange, mortgage or other encumbrance, disposition or acquisition"), as said Canon shall from time to time be amended.

Section 6. CONSTRUCTION AND DEFINITIONS. Unless the context otherwise requires, the general provisions, rule 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.

Section 7. CONSTRUCTION OF PARISH BUILDINGS. The construction of any new buildings or significant modifications of any existing building must be approved by the Vestry. Furthermore, before any building may be constructed on Parish property, the exterior design of such building and the location of it must be approved by the Vestry following notice and display of such construction plans to members of the corporation. A depiction of the exterior and interior design of the building and a diagram or other device showing its location shall be announced and displayed on the Parish property three (3) weeks prior to Vestry approval.

ARTICLE VII.
Corporate Seal.

This corporation shall have a corporate seal which shall be circular or elliptical in form and shall have inscribed hereon the name of the corporation, the date of its incorporation, and the word "California".

ARTICLE VIII.
Amendment.

These Bylaws may be altered or amended at any regular meeting of the Vestry by an affirmative vote of not less than two-thirds of the authorized number of the members of the Vestry, provided that such alteration or amendment shall not be contrary to or inconsistent with the Articles of Incorporation of this corporation, or with the National or Diocesan Constitutions and Canons; provided further, that a Bylaw or an amendment thereof changing the authorized number of members of the Vestry may not be adopted, or amended or repealed by the Vestry.

Notice of a proposed amendment of these Bylaws must first be given at previous regular meeting of the Vestry or by special notice to all members of the Vestry setting forth the substance of the same.

Subject, as to amendments made by the Vestry, to the first sentence to this Article, alterations or amendments may also be made by any other method provided for by the Corporations Code, except that any Bylaw fixing or changing the number of members of the Vestry may not be adopted, amended or altered without the vote or written ballot of members entitled to exercise a majority of the voting power, or vote of the majority of a quorum at the meeting of members duly called, noticed and held pursuant to the articles of Bylaws. The substance of any new Bylaws or of any amendments shall be set forth in the notice of the meeting.

ARTICLE IX.
Emergency Provisions.

During any emergency resulting from war, attack, civil unrest, natural disaster, or any other cataclysmic event in the locality in which the corporation conducts its activities or customarily hold meetings of the Vestry or the members, and when, as a result of such emergency, a quorum of the Vestry cannot be convened for action, a meeting of the Vestry may be called by any officer of the corporation or member of the Vestry.

Such notice may be given only to such of the Vestry members or members of the committee, as the case may be, as it may be feasible to reach at the time and by such means as may be feasible at the time including, without limitation, publication or radio.

The Vestry members in attendance at any such meeting called in accordance with this Article IX shall constitute a quorum. If no member of the Vestry is present, the Rector shall appoint no more than seven persons, who are members of the corporation, to serve as an interim Vestry. If the Rector is not present, the Senior Warden shall make such appointment, and if the Senior Warden is not present, the Junior Warden shall make such appointment. If neither the Rector, nor either Warden is present, those members of the corporation present shall constitute a quorum to elect not more than seven persons to serve as an interim Vestry. Those persons elected as an interim Vestry shall elect, from among themselves, a Junior and Senior Warden.

The Vestry, either before or during any such emergency, may provide, and from time to time temporarily modify, lines of succession in the event that during such emergency and or all officers or agents of the corporation shall for any reason be rendered incapable of discharging their duties. The Vestry, either before or during any such emergency, may, effective in the emergency, change the principal office or designate several alternative offices or authorize the officers so to do.

An interim Vestry elected pursuant to subsection (2) of this Article IX shall serve only until the next following meeting of members of the corporation or until a quorum of regularly elected Vestry members can be present or regular meeting of the Vestry.

CERTIFICATE OF SECRETARY/CLERK OF ADOPTION OF BYLAWS

THE UNDERSIGNED, being the Secretary/Clerk of the Corporation known as Vestrymen of St. Mark's Parish in the City of Upland, County of San Bernardino, California, a California religious nonprofit corporation, does hereby certify the foregoing to be the Bylaws of the said corporation, and that the same were regularly adopted at a regular meeting of the Vestry of said corporation, duly called and held, at which at least two-thirds of said Vestry were present and voted in favor thereof.

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

Secretary and Clerk