

**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 RELIGIOUS
CORPORATION)**

B Y - L A W S

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(a California non-profit religious corporation)

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Table of Contents

Article I. THE EPISCOPAL CHURCH AND THE EPISCOPAL DIOCESE OF SAN DIEGO ...	1
Section 1.01 RELATIONSHIP, CONFLICTS AND SUBORDINATION.....	1
Article II. OFFICES.....	2
Section 2.01 PRINCIPAL OFFICE.....	2
Article III. MEETINGS OF MEMBERS.....	2
Section 3.01 MEMBERSHIP; DEFINITIONS.....	2
Section 3.01.1 Definitions.....	2
Section 3.01.2 [Omitted].....	2
Section. 3.01.3. [Omitted].....	2
Section 3.02 VOTING RIGHTS.....	2
Section 3.03 ANNUAL MEETINGS; NOTICE.....	3
Section 3.04 SPECIAL MEETINGS; NOTICE	3
Section 3.05 QUORUM.....	3
Section 3.06 VOTING	3
Section 3.07 INSPECTORS OF ELECTION	4
Section 3.08 CHAIR OF THE MEETING	4
Article IV. THE CHAPTER	4
Section 4.01 NUMBER AND QUALIFICATION OF DIRECTORS.....	4
Section 4.02 ELECTION AND TERM OF OFFICE OF CHAPTER MEMBERS ELECTED BY MEMBERS OF THE CATHEDRAL; REMOVAL FROM OFFICE.....	4
Section 4.02.1. Term of Office	4
Section 4.02.2. Term of Office for Member filling Vacancy.....	5
Section 4.02.3. Term Limit	5
Section 4.02.4 Removal for Just Cause.....	5
Section 4.03 APPOINTMENT AND ELECTION OF OTHER CHAPTER MEMBERS	5
Section 4.04 FILLING OF VACANCIES OF CHAPTER MEMBERS ELECTED BY MEMBERS OF THE CATHEDRAL	5
Section 4.05 POWERS	5
Section 4.06 MEETINGS	6
Section 4.07 QUORUM.....	6
Section 4.08 ORGANIZATION MEETING	6
Section 4.09 ACTION WITHOUT MEETING	6
Section 4.10 WAIVER OF NOTICE.....	7
Section 4.11 ORDER OF BUSINESS	7

Section 4.12 CHAIR	7
Section 4.13 VOTING	7
Section 4.14 OPEN MEETINGS	7
Section 4.15 EXECUTIVE SESSION	7
Section 4.16 AGENDA.....	8
Article V. OFFICERS	8
Section 5.01 THE DEAN.....	8
Section 5.02 THE ELECTION OF THE DEAN	8
Section 5.03 THE WARDENS	8
Section 5.04 THE CLERK.....	9
Section 5.05 THE TREASURER	9
Section 5.06 OTHER OFFICERS.....	9
Article VI. COMMITTEES	10
Section 6.01 STANDING COMMITTEES	10
Section 6.02 AD HOC COMMITTEES	10
Article VII. CORPORATE RECORDS, REPORTS AND SEAL.....	10
Section 7.01 MINUTES OF MEETINGS.....	10
Section 7.02 BOOKS OF ACCOUNT.....	10
Section 7.03 REPORTS AND FINANCIAL STATEMENTS	11
Section 7.04 CORPORATE SEAL.....	11
Article VIII. MISCELLANEOUS	11
Section 8.01 CHECKS, DRAFTS, OR OTHER ORDERS FOR PAYMENT	11
Section 8.02 CONTRACTS, ETC., HOW EXECUTED.....	11
Section 8.03 TRUST INTEREST IN PROPERTY	11
Section 8.04 ALIENATION OR ENCUMBERING PROPERTY	11
Section 8.05 INSPECTION OF BYLAWS	12
Section 8.06 GENDER AND NUMBER.....	12
Section 8.07 MAIL	12
Article IX. AMENDMENTS	12
Section 9.01 POWER OF THE MEMBERS	12

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

Section 1.01 RELATIONSHIP, CONFLICTS AND SUBORDINATION.

The name of this ecclesiastical entity is “The Cathedral Church of Saint Paul” (sometimes referred to as the “Parish”). To further its mission and ministry the Parish was incorporated in 1887 as a California nonprofit religious corporation (sometimes referred to as the “Corporation” or the “Cathedral”) under the name “The Parish of Saint Paul.” In 1985 the name of the Parish and the Corporation were changed to “The Cathedral Church of Saint Paul.” These bylaws are adopted to serve as the bylaws for the Parish and the Corporation.

The purpose of the Parish (as an ecclesiastical entity) and the Corporation (as a nonprofit religious corporation) is religious worship in the City of San Diego, State of California, according to the Constitution and Canons of The Episcopal Church and the Constitution and Canons of The Episcopal Diocese of San Diego. The Parish is an integral unit and a subordinate body of The Episcopal Church and is in communion with The Episcopal Diocese of San Diego. The Parish organized the Corporation for its convenience to serve as a subordinate auxiliary to the Parish for the purpose of holding the property of the Parish, assisting in the management of the Parish’s temporalities, and supporting the mission and ministry of The Episcopal Church, The Episcopal Diocese of San Diego, and the Parish.

The Constitution and Canons of The Episcopal Church (sometimes known as 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 either may be amended from time to time, are hereby incorporated into and constitute a part of these By-Laws of The Cathedral Church of Saint Paul; and in case of any conflict between any provision or provisions of said Constitutions and Canons and these By-Laws, then the provision of said Constitutions 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 Episcopal Church 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 The Episcopal Church over the Parish or the Cathedral, 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 the Parish and the Cathedral 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

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 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 in accordance with the Constitution and Canons of The Episcopal Church, whether in St. Paul’s Cathedral, in a congregation of The 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 all *Members of St. Paul’s Cathedral* sixteen years of age and over.

“*Communicants of St. Paul’s Cathedral*” include all *Members of St. Paul’s Cathedral* 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 pursuant to Canon I.17.4 (2012) of The Episcopal Church.

“*Regular Pledging Contributor of Record*” means: a *Member of St. Paul’s Cathedral*, who makes a monetary pledge to the Cathedral according to the Cathedral’s official records, and 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 [Omitted]

Section. 3.01.3. [Omitted]

Section 3.02 VOTING RIGHTS

For all matters requiring the vote or consent of Cathedral Members, 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 *Communicant of St. Paul's Cathedral*.

Section 3.03 ANNUAL MEETINGS; NOTICE

There shall be an Annual Meeting of the Members of the Cathedral 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 the Dean shall be absent from the Cathedral, fail, or be unable to call such meeting, the meeting shall be called by the Dean's Warden, and if the Dean's Warden shall be absent from the Cathedral, fail, or be unable to call such meeting, the meeting shall be called by the People's Warden, and if the People's Warden shall be absent from the Cathedral, 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 principal services during the fourteen (14) day period prior to the meeting.

Section 3.04 SPECIAL MEETINGS; NOTICE

Special Meetings of the Members of the Cathedral, for any purpose or purposes whatsoever, may be called at any time by the Dean, or if the Dean shall be absent from the Cathedral, fail, or be unable to call such meeting, the meeting shall be called by the Dean's Warden, and if the Dean's Warden shall be absent from the Cathedral, fail, or be unable to call such meeting, the meeting shall be called by the People's Warden, and if the People's Warden shall be absent from the Cathedral, 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 qualified to vote, as evidenced by their signatures upon a petition for such purpose, or by the Ecclesiastical Authority of The Episcopal Diocese of San Diego.

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. 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 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.

Section 3.06 VOTING

Voting may be by voice or by ballot. Any ten (10) Members of the Cathedral who are qualified to vote may call for a secret ballot. Voting by proxy, absentee ballot, or electronic transmission (Cal. Corp. Code §§ 20 and 21), and cumulative voting, shall not be allowed. Contested elections, whether of Chapter or otherwise, shall be by secret ballot. When the number of candidates for Chapter is the same as the number of Chapter vacancies, the vote may be by acclamation.

All questions and elections shall be decided by the majority vote of the qualified Members of the Cathedral present and voting.

Section 3.07 INSPECTORS OF ELECTION

The Chair may appoint three (3) or more Members of the Cathedral 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.

Section 3.08 CHAIR OF THE MEETING

The Dean shall preside as Chair of any meeting of the Members of the Cathedral, unless the Dean 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 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 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 who are qualified to vote, present, and voting, Robert's Rules of Order shall 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 (collectively referred to as "the Chapter") shall consist of the following:

- (i) the Dean of the Cathedral, who shall be a Director *ex officio*;
- (ii) twelve (12) Directors elected by the Members of St. Paul's Cathedral eligible to vote under Section 3.02, and;
- (ii) three (3) Directors appointed pursuant to Section 4.03 below.

Any person who is eighteen (18) years or older, who is eligible to vote on Cathedral matters under Section 3.02, and is not a Cathedral staff member (paid or unpaid) or the brother, sister, spouse, brother-in-law, sister-in-law, son, daughter, son-in-law, daughter-in-law, parent, mother-in-law, or father-in-law of a Cathedral staff member, is eligible for election to serve as a Chapter member elected by the Members of St Paul's Cathedral.

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

Section 4.02.1. Term of Office

Four members of the Chapter elected by the Members of St. Paul's Cathedral pursuant to Section 4.01(ii) shall be elected at each Annual Meeting of the Members 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 or reappointment following the expiration of a second full three-year term; however, a Chapter member chosen to fill a vacancy, who at the expiration of his or her office has been a Chapter member for less than eighteen (18) calendar months next preceding such annual meeting, shall be eligible to stand for two (2) consecutive terms.

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 St Paul's Cathedral, one (1) Chapter member known as the Bishop's Warden shall be appointed annually by the Ecclesiastical Authority of The Episcopal Diocese of San Diego, 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 Constitution and Canons of The Episcopal Diocese of San Diego.

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

Vacancies among Chapter members elected by Members of the Cathedral, 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 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 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 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 shall have the effect of removing from office any Chapter member prior to the expiration of his or her term.

Section 4.05 POWERS

Subject to the provisions of Sections 8.03 and 8.04, the Chapter, on behalf of the Cathedral, shall manage the temporalities of the Cathedral, and with respect to the same, have and perform such powers and duties as ordinarily pertain to Directors of California non-profit religious corporations, and shall have such other duties and functions as are prescribed by law, the Constitution and Canons of The Episcopal

Church, 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 annually elect Delegates (and any alternates) to represent the Cathedral at the Convention of The Episcopal Diocese of San Diego using such process as the Chapter may from time to time establish, provided, however, notice of such election shall be made by announcements at the principal services during the fourteen (14) day period prior to the election.

The Cathedral Chapter has the right to terminate the designation of the Parish of Saint Paul as the Cathedral of The Episcopal Diocese of San Diego and return such Cathedral to a Parish status on such terms and conditions as may be set forth in the Constitution and Canons of The Episcopal Diocese of San Diego.

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 the Dean be absent or unable to act, by the Dean's Warden, or if the Dean's Warden also be absent or unable to act by the People's Warden. Special Meetings may also be called upon the written request of any three (3) Chapter members. Notice of any Special Meeting of Chapter shall be given to each Chapter member (i) by personally serving each Chapter member at least four days before such meeting if such notice is sent postage paid, first-class mail, or (ii) by notifying each Chapter member at least forty-eight (48) hours before such meeting if delivered personally, or by telephone (including a voice messaging system, or by electronic transmission (as defined in California Corporations Code §§ 20 and 21)). Such notice shall be given to each Chapter member, at the address or other contact information of each such Chapter member appearing on the books of the Cathedral or otherwise registered by any Chapter member for the purpose of receiving notices. Notice may be given by the person(s) calling the Special Meeting, provided a Special Meeting called upon the written request of three (3) Chapter members shall include a copy of the signed request of such three (3) Chapter members calling the Special Meeting. Proof that notice was served or mailed in accordance herewith shall be by declaration of the person making such service showing the time, place and manner of service, prepared in accordance with the California Code of Civil procedure.

Section 4.07 QUORUM

The presence in person of nine (9) members of the Cathedral Chapter, including the Dean or the Dean's Warden 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, these By-Laws or the Constitution and Canons of The Episcopal Church or of The Episcopal Diocese of San Diego.

Section 4.08 ORGANIZATION MEETING

Immediately following each Annual Meeting of the Cathedral, the Chapter shall hold a Regular Meeting for the purpose of organization, election of the People's Warden, Clerk, Treasurer, any other officers, 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 may be taken without a meeting if all Chapter members unanimously 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 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.

Notice of Regular Meetings is hereby waived.

Section 4.11 ORDER OF BUSINESS

Except as otherwise required by law or these By-Laws, the order of business and conduct of all meetings of the Chapter shall at all times follow Robert's Rules of Order, except the Chair shall not have the right or power to adjourn any such meeting other than as provided herein.

Section 4.12 CHAIR

The Dean shall preside as Chair of any meeting of the Chapter unless the Dean shall be absent, fail, or be unable to preside, in which case the Dean's Warden shall preside, unless the Dean's Warden 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

Unless otherwise required, all matters and questions shall be decided by the majority vote of those Chapter members present and voting. Voting on all matters submitted to the vote of the Chapter may be by voice or by ballot, at 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 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, Clerk of the Chapter, Chancellor, Treasurer, and such other persons as the Chair or the Chapter members, upon motion duly made, seconded and carried, may invite to participate to assist Chapter in its deliberations. Upon motion duly made, seconded, and carried the Chapter may vote to exclude any of the foregoing persons.

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 sent (by mail or electronic transmission) to all Chapter members, the Treasurer, the Clerk of the Chapter, and such others as the Dean or Wardens may deem appropriate, not less than 48 hours prior to each such meeting, provided, however, failure to timely transmit such items to all Chapter members shall not prevent action from being taken at a Regular Meeting of Chapter.

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 48 hours 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 shall be the ex officio President of the Corporation, and shall preside at all meetings of the Members of the Cathedral and of the Chapter. The Dean shall have such powers and duties as are prescribed by the Constitution and Canons of The Episcopal Church and by the Constitution and Canons of The Episcopal Diocese of San Diego. The Dean shall be an ex officio member of all Standing Committees of the Cathedral and of the Boards of all organizations within the Cathedral.

The Dean shall represent the Cathedral on all appropriate occasions and 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. The Dean shall have control over all ritual and ceremonial matters, and services held in the Cathedral, subject to the Constitution and Canons of The Episcopal Church and The Episcopal Diocese of San Diego. The Dean is the Pastor of the Cathedral congregation and shall keep the Cathedral Register and the Service Register.

Section 5.02 THE ELECTION OF THE DEAN

The Dean shall notify the Ecclesiastical Authority in writing of his or her resignation, or if that is impossible, the Dean's Warden or one of the Officers of the Chapter shall notify the Ecclesiastical Authority 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 Constitution and Canons of The Episcopal Diocese of San Diego as they relate to the call of a Rector (including any applicable super-majority voting requirements by Chapter), and in consultation with the Ecclesiastical Authority of The Episcopal Diocese of San Diego and with its 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 be without a Dean, elected by the Chapter, from among the members of the Chapter eligible to the office of a Warden under the Constitutions and Canons of The Episcopal Diocese of San Diego. The Dean's Warden shall be the First Vice President of the Corporation.

A People's Warden shall be annually elected by the Chapter from among its members eligible to the office of a Warden under the Constitution and Canons of The Episcopal Diocese of San Diego. The People's Warden shall be the Second Vice-President of the Corporation.

In case the Cathedral be without a Dean or the Dean is absent, fails, or is unable to act, the Wardens, according to seniority, shall preside at all Meetings of the Members of the Cathedral and of the Chapter and act in the place of the Dean.

The Wardens shall be ex officio members of the Cathedral Standing Committees.

The Dean's Warden and the People's Warden shall hold their offices until they shall resign, die, be removed, or are 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 Chapter member, 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, a Book of Minutes of all meetings of the Chapter and the Members of the Cathedral, 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 and of the Chapter, shall keep the seal of the Cathedral 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.

The Clerk shall hold office until he or she shall resign, die, be removed, or is otherwise disqualified to serve, or his or her successor is appointed or elected or qualified.

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 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 with such depositories as may be designated by the Chapter. The Treasurer shall disburse or cause to be disbursed the funds of the Cathedral 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 or her transactions as Treasurer and of the financial condition of the Cathedral, and shall have such other power and perform such other duties as may be prescribed by the Chapter or by the By-Laws.

The Treasurer shall hold office until he or she shall resign, die, be removed, or is otherwise disqualified to serve, or his or her successor is appointed or elected or qualified.

Section 5.06 OTHER OFFICERS

The Chapter may elect such other officers, with such other duties, as the Chapter may from time to time determine necessary or convenient. All such other officers may be annually elected by the Chapter. All such other officers shall serve at the pleasure of the Chapter, unless they earlier resign, die, be removed, or are otherwise disqualified to serve.

Article VI. COMMITTEES

Section 6.01 STANDING COMMITTEES

The Chapter may from time to time establish one or more Standing Committees of the Cathedral with such charters and charges as may be determined from time to time 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 or as otherwise established by resolution of the Chapter and two (2) or more committee members to be appointed by the Chair of such committee with the consent of the Dean from among the members who are Members of the Cathedral who are qualified to vote. The Chair of each Standing Committee 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.

Chairs and members may serve on the same committee for periods not to exceed six (6) consecutive one-year (1) terms. Chairs and members shall be eligible to serve on the committee again after not serving for at least one year.

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 business. The Chairs shall be accountable for the committees to the Dean and Chapter. Chairs shall attend all meetings of the Chapter 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. Chairs may be called upon at meetings and otherwise to render reports concerning the conduct of Cathedral 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.

Article VII. CORPORATE RECORDS, REPORTS AND SEAL

Section 7.01 MINUTES OF MEETINGS

The Cathedral shall keep at its principal office a Book of Minutes of all meetings of the Chapter and of all Annual Meetings and business meetings of the Members with the time and place of holding, whether they are 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 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's activities for the preceding year and activities projected for the forthcoming year. Other reports shall be prepared in accordance with law, the Constitution and Canons of The Episcopal Church, the Constitution and Canons of The Episcopal Diocese of San Diego, 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, 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 such other person or persons as Chapter may from time to time authorize, to enter into any contract or execute any instrument in the name of and on behalf of the Cathedral. Such authority may be general or confined to specific instances, and may be delegated or limited by the Chapter. Unless so authorized by the Cathedral Chapter, no officer, agent, or employee shall have any power or authority to bind the Cathedral 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 TRUST INTEREST IN PROPERTY

All real, personal, intangible, and mixed property held by or for the benefit of the Parish or the Cathedral is irrevocably held in trust for The Episcopal Church and The Episcopal Diocese of San Diego. The existence of this trust shall in no way limit the power and authority of the Parish or the Cathedral regarding use of that property so long as the Parish and the Cathedral remain a part of, subject to, and in compliance with the Constitution and Canons of The Episcopal Church and the Constitution and Canons of The Episcopal Diocese of San Diego.

Section 8.04 ALIENATION OR ENCUMBERING PROPERTY

The Parish and the Cathedral shall not alienate or encumber any real property without the written consent of the Bishop and the Standing Committee for The Episcopal Diocese of San Diego in accordance with the Constitution and Canons of The Episcopal Diocese of San Diego.

Section 8.05 INSPECTION OF BYLAWS

The Cathedral 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 8.06 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 8.07 MAIL

The term "mail" shall be understood to include forms of electronic transmission as authorized by California law unless otherwise 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. Notice of any proposed amendments shall be given by announcement at all services on the two Sundays next preceding the day of any such meeting and further provided that two (2) or more copies of such proposed amendment shall be posted at or near the customary entrances to the usual place of worship of the congregation of the Cathedral 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.

Approved by Chapter: January 6, 2015

Approved by Members at Annual Meeting, January 18, 2015

Approved Standing Committee, Episcopal Diocese of San Diego, March 17, 2015

Approved by Charles Dick, Chancellor of Episcopal Diocese of San Diego, for James Mathes, Episcopal Bishop of San Diego (April 8, 2015, oral communication)

Amended, Article IV, Section 2, Clause 3, Approved by members at Annual meeting, January, 2019, then by Standing Committee