

AMENDED AND RESTATED BYLAWS

~~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)~~

~~BY-LAWS~~

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~~(a California non-profit religious corporation)~~

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~~By Laws for the regulation,
except as otherwise provided by statute or its
Articles of Incorporation, of~~
OF

THE CATHEDRAL CHURCH OF SAINT PAUL

~~(a California non-profit religious corporation)~~

Article I. THE
San Diego, California

[2023]

Pursuant to the provisions of the Nonprofit Corporation Law of California and the provisions of the Articles of Incorporation which were duly filed with the Secretary of State of the State of California on January 25, 1887, as “The Parish of Saint Paul.” These Articles of Incorporation were amended January 13, 1936 and November 17, 1976. A further amendment to the Articles of Incorporation, dated March 4, 1985, changed the name to “The Cathedral Church of Saint Paul.” The following are adopted as the Amended and Restated Bylaws of the above-named corporation. All bylaws and regulations heretofore adopted by this corporation shall be superseded upon the effective date of these Amended and Restated Bylaws.

ARTICLE 1.

CORPORATION PART OF 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” in San Diego, California (sometimes referred to as the “ParishCathedral”). To further its mission and ministry, the ParishCathedral 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 ParishCathedral and the Corporation.

The purpose of the ~~Parish~~Cathedral (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 “Diocese”)~~. The ~~Parish~~Cathedral 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~~Cathedral organized the Corporation for its convenience to serve as a subordinate auxiliary to the ~~Parish~~Cathedral for the purpose of holding the property of the ~~Parish~~Cathedral, assisting in the management of the ~~Parish~~Cathedral’s temporalities, and supporting the mission and ministry of The Episcopal Church, ~~The Episcopal~~the Diocese ~~of San Diego~~, and the ~~Parish~~Cathedral.

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~~the 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~~laws of ~~The~~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~~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~~laws to fully obviate such conflict. ~~In the event~~If a ~~Dioceses~~diocese or ~~Missionary District~~missionary district of ~~The~~the Episcopal Church other than ~~The Episcopal~~the Diocese ~~of San Diego~~ shall hereafter have jurisdiction over the territory wherein ~~The~~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 or the Corporation, then all references in these By ~~Laws~~laws to The Episcopal Diocese of San Diego shall apply to such other ~~Dioceses~~diocese or ~~Missionary District~~missionary district with like force and effect.

Article II. OFFICES

Section 2.01 PRINCIPAL

ARTICLE 2.

OFFICE

The corporation's principal office ~~for the transaction of the business of the Parish and the Cathedral~~ is fixed and located at 2728 Sixth ~~Avenue~~Ave., San Diego, ~~San Diego County~~, California, 92103, ~~or such other place as the Board of Directors hereinafter called the Chapter.~~ The principal office may from time be changed to time designate. The terms "Directors" and "Chapter members" shall be considered synonymous another location within the Diocese by a resolution duly adopted by the Chapter (as defined elsewhere herein).

ARTICLE 3.**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-~~

Section 3.1 QUALIFICATIONS. The qualifications of members and the terms of admission to membership in the Corporation are those which are prescribed by the Canons of the Diocese¹ for electors entitled to vote for members of the Chapter elected pursuant to Section 5.3 (a)(4) below (“Qualified Electors”). Nothing in this Section 3.1 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 Corporation Code or the foregoing provisions of this Section 3.1, unless such person shall have qualified for membership as set forth above.

Section 3.2 VOTING RIGHTS.

~~For all matters requiring the vote or consent of Cathedral Members, a person is qualified to vote if that person:~~

¹ EDSD Title II, Canon 5.00 [Biggest change is 60 days a pledging member, currently is 210 days; also currently need to take communion 3 times/year unless for good cause prevented]

- 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) ~~And would have received Communion regularly had they not been prevented by the pandemic and who otherwise qualify as voting members may vote.~~

Section 3.03 ~~Each member shall be entitled to one vote on each matter submitted to a vote of the members, including the election of the members of the Chapter elected by the members of the congregation.~~

Section 3.3 TRANSFER OF MEMBERSHIP. No member may transfer a membership or any right arising therefrom.

Section 3.4 PLACE OF MEETINGS. All meetings of the members of this corporation shall be held in the sanctuary of the Cathedral, or such other place as designated by the Chapter.

Section 3.5 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 The annual meeting of the members prescribed by the Diocesan Canons, commonly referred to as the annual meeting of the Cathedral, shall be held on the fourth Sunday in January of each year, at noon, or such other convenient date and time as designated by the Chapter.

Section 3.6 CALL OF 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~~. A special meeting of members may be called at any time by the Dean, or by the Chapter.

Section 3.7 NOTICE OF ANNUAL OR SPECIAL MEETINGS. Reasonable notice of each annual or special meeting shall be given to members, not fewer than ten (10) nor more than forty-five (45) days before the date of the meeting. Notice shall be given by public announcement at all regularly scheduled services during the two weeks preceding the date of the meeting, and in writing. Written notice shall be deemed to include electronic notice delivered to the members, even if not all members have elected to receive electronic notice. Notice of any such meeting shall include the date, time and place of the meeting, and the purpose or purposes of the meeting, and no other business may be conducted at that meeting.

Section 3.8 QUORUM. ~~The presence in person of not less than fifty (50) Members of the Cathedral qualified to vote, or a majority of such Members, if a majority be less than fifty (50) such Members, Fifty (50) members~~ shall ~~be required to~~ constitute a quorum ~~in any~~ for the transaction of business at the meeting. The affirmative vote of a majority of the ~~Members~~ members present at the meeting, at which a quorum is present, entitled to vote and voting, shall be the act of the ~~Cathedral~~ members.

Section 3.9 ~~Section 3.06~~ VOTING. Elections shall be by voice or by ballot, either paper (in person or by USPS mail) or electronic. In any election of Chapter members, the candidates receiving the highest number of votes are elected. Each member shall have one vote for each vacancy to be filled, but a member may not cumulate votes for the election of Chapter members. On all other matters, votes may be taken orally or by show of hands, unless at least ten (10) members call for a written ballot by notifying the presiding officer before the vote is taken.

Section 3.10 DEAN A MEMBER AND PRESIDING OFFICER. The Dean of the Cathedral, by virtue of being Dean, shall, while Dean, be a member of this corporation with right to vote, and shall preside at all meetings of the members of the Cathedral and of the Chapter. In the absence of the Dean, the Dean's Warden shall preside at any such meeting, or if the Dean's Warden is not present, the People's Warden shall preside. If neither the Dean nor a Warden is present, but a quorum of members is present, the members shall elect one of their members as presiding officer.

Section 3.11 RECORD DATE. The record date for determining the members entitled to notice of, and to vote at, any meeting of members shall be the date specified by the Chapter, which date shall be not less than five (5), nor more than forty-five (45) days before the meeting. If not so designated by the Chapter, then the record date shall be at the close of business on the business day which is five (5) days before the day on which notice is given.

Section 3.12 PROXIES AND ABSENTEE BALLOTS. Voting rights may *not* be exercised by proxies or, except as permitted pursuant to Section 3.15 through absentee ballots.

Section 3.13 INSPECTORS OF ELECTION. Before any meeting of members, the Chapter may appoint three inspectors of election to act at such meeting and any adjournment thereof. The duties of such inspectors shall be those prescribed by Section 5615(b) of the California Nonprofit Public Benefit Corporation Law.

Section 3.14 CONDUCT OF MEETING. The chair of meetings of members shall conduct each such meeting in an orderly and fair manner, but shall not be obligated to follow any technical, formal or parliamentary rules or principles of procedure. The chair's rulings on procedural matters shall be conclusive unless at the time of a ruling a request for a vote is made to the members present and entitled to vote, in which case the decision of a majority of such members shall be conclusive and binding.

Section 3.15 EXTRAORDINARY CIRCUMSTANCES. When the Bishop and the Diocesan Executive Council promulgate a Declaration of Extraordinary Circumstances as that term is defined in Title V, Canon 1.10.1 of the Canons of the Diocese, the Chapter, with the Consent of the Dean, may implement temporary modifications to these Bylaws. Those modifications may include allowing an annual meeting to be held virtually (rather than in person), and modifications to the methods of voting on Cathedral business and the election of members of the Chapter, officers and delegates. Such provisions shall be enumerated and included in the Minutes of the Chapter meeting at which they were adopted. Those provisions shall be limited to:

(a) Permitting attendance, and establishing a quorum, through on-line streaming, Zoom or other means, i.e. creating a procedure for attendance that is not in-person.

(b) Permitting voting on-line, via Zoom, app or other means, but still not including proxy voting.

(c) ~~Voting may be by voice or by ballot, in person or by USPS mail. Any ten (10) Members of the Cathedral who are qualified to vote may call for a secret ballot. 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.~~ In the event of a tied result of a contested election conducted by mail ballot, the Dean is authorized to draw straws during the annual meeting in order to ~~determine~~break the resulttie. Nominations from the floor are not permitted. All questions and elections shall be decided by the majority vote of the qualified Members of the Cathedral present and voting.

ARTICLE 4.

~~Section 3.07 INSPECTORS OF~~

ELECTION OF DELEGATES TO CONVENTION

~~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~~

Each year by April 1, the number of allowable lay delegates and lay alternates to Diocesan Convention shall be elected by the members, preferably at the annual meeting of members, or at a meeting called for that purpose. Delegates shall be elected in the same manner as is provided for in these Bylaws for the election of members of Chapter elected by the congregation. Alternates shall be called upon to serve in the order of their election. Delegates shall serve for a period of one year, and shall serve as delegates for any Diocesan Conventions occurring during that period.

ARTICLE 5.

BOARD OF DIRECTORS; CHAPTER

Section 5.1 ~~Section 4.01 NUMBER AND QUALIFICATION~~ BOARD OF DIRECTORS KNOWN AS CHAPTER.

~~The Directors of the Cathedral (collectively referred to as "the Chapter")~~ of this corporation shall ~~consist of the following:~~

~~(i) the Dean of the Cathedral, who~~ be known as, and shall constitute, the Board of Directors. The Dean is and the Wardens 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.~~ members of the Chapter and are entitled to vote.

Section 5.2 ELIGIBILITY FOR ELECTION TO CHAPTER.

(a) Eligibility for election to the Chapter is governed by the Diocesan Canons.

(b) Besides the eligible persons elected to the Chapter, one youth representative to the Chapter, aged not less than sixteen (16) nor more than (18) years, may be elected by the Chapter to a one-year term and shall have seat and voice but no vote.

(c) No member of the Chapter shall be a family member of the first degree (i.e., parent, child, spouse) of any other member of the Chapter, nor shall they be a family member of the first degree of any member of the staff of the Cathedral nor shall they be a member of the staff.

(d) After a Chapter member elected by the Qualified Electors of the Cathedral has served two (2) full terms of three (3) years each, one (1) year shall elapse before he or she shall be eligible for reelection to the Chapter, it being understood the period between the annual meeting at which a term shall have expired and the next annual meeting of the members constitutes one year even if it is not 365 days. A person elected to the Chapter to fill an unexpired term shall be eligible for immediate reelection to the Chapter unless the unexpired term included more than two years; provided, however, that no person shall be eligible to serve more than six consecutive years on the Chapter.

~~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 re-appointment 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~~

Section 5.3 ORGANIZATION OF THE CHAPTER.

(a) Number of Members; Terms. The number of members of the Chapter is sixteen (16) as set by the Articles of Incorporation of the Corporation. This number may be changed from time to time by amendment to the Articles of Incorporation.

(1) The Dean (including an interim Dean) shall be recorded in the minutes a voting member 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, during such time as the he or she holds the position of Dean.~~

(2) The Bishop of the Diocese shall appoint one (1) Chapter member known as person (the "Bishop's Warden shall be appointed") annually by the Ecclesiastical Authority of The Episcopal Diocese of San Diego, and two (2) to serve as a voting member of Chapter members shall be elected by the.

(3) The Convention of The Episcopal the 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 shall appoint two (2) persons (the "Diocesan Representatives") to serve as voting members of Chapter, each for a four-year term.

(4) Twelve (12) persons shall be elected to serve as voting members of the Chapter by the Qualified Electors of the Cathedral, four (4) elected each year, each for a three-year term.

(b) Terms of Officers. The terms of office of all officers shall be one year and until their successor is elected.

Section 5.4 POWERS AND DUTIES OF CHAPTER. Subject to any limitations of the Articles of Incorporation and Bylaws of this corporation, to the canonical rights of the Bishop of this Diocese and of the Dean, 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 direction of, and the temporal

business and affairs of this corporation shall be controlled by, the Chapter.

Section 5.5 **Section 4.04 FILLING OF VACANCIES OF CHAPTER MEMBERS ELECTED BY MEMBERS OF THE CATHEDRAL.**

(a) Filling 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.~~

(1) A vacancy resulting from the lack of a Dean shall be filled by the new Dean when he or she is called.

(2) A vacancy in the position of Bishop's Warden shall be filled as provided in the Diocesan Canons.

(3) A vacancy in a position of Diocesan Representative shall be filled as provided in the Diocesan Canons.

(4) A vacancy on Chapter in a position elected by the Qualified Electors of the Cathedral, except those existing because of removal of a member of the Chapter by the members of this Cathedral, may be filled by a majority of the remaining members of the Chapter, although less than a quorum, and each member of the Chapter so elected shall hold office until the expiration of the term of the replaced member of the Chapter and until a successor has been elected and qualified.

(b) Cause of Vacancy. A vacancy or vacancies ~~in the~~ on Chapter shall be deemed to exist in ~~the~~ case of the death, resignation, or removal of any ~~Chapter member of the Chapter~~, or if the authorized number of ~~Chapter members be of the Chapter is~~ increased, or if the ~~Members~~ members of the Cathedral fail, ~~at any annual, or Special Meeting of Members~~ to elect the full ~~number of its~~ authorized ~~Chapter~~ number of members ~~to be elected at such meeting~~ of the Chapter, or if a member of the Chapter shall miss three (3) or more meetings in any twelve- month period, without excuse, and in accordance with Diocesan Canons. The members of the Chapter may declare vacant the office of a member of the Chapter who has been declared of unsound mind by a final order of court, or has been convicted of a felony.

(c) Filling Vacancy by Cathedral. The members of the Cathedral may elect a member or members of the Chapter to fill any vacancy or vacancies in a position elected by the Qualified Electors of the Cathedral which is not filled by the Chapter within four (4) months of the effective date of the vacancy or vacancies.

(d) Reduction in Authorized Number Does Not Cause Removal. No reduction ~~in~~ of the authorized number of ~~Chapter members representative of the Cathedral~~ Chapter shall have the effect of removing ~~from office any Chapter member prior to~~ of the Chapter prior to the expiration of ~~his or her~~ that member's term of office.

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

Section 5.6 PLACE OF MEETING. Regular or special meetings of the Chapter shall be held at any place designated by the Chapter. Absence such designation, regular meetings shall be held at the principal office of the corporation.

Section 5.7 REGULAR MEETINGS.

(a) ~~The Regular Meetings~~meetings of the Chapter shall be held ~~at such time and place as may regularly on the day and time selected by the Chapter~~ from time to time ~~be provided by resolution of the Chapter.~~ Notice of Regular Meetings is hereby waived.

(b) Immediately following each Annual Meeting of the Members 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 5.8 SPECIAL MEETINGS. Special meetings of the Chapter may be called at any time by the Dean, ~~or if in the absence of the Dean be absent or unable to act,~~ by the Dean's Warden, ~~or if and in the absence of the Dean and 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, or by~~ any three (3) Chapter members of the Chapter. Notice of any Special ~~Meeting~~meetings of the Chapter shall be ~~given to each Chapter member (i) by personally serving each Chapter member at least held upon~~ four (4) days ~~before such meeting if such' notice is sent postage paid, by first-class mail, or (ii) by notifying each Chapter member at least forty eight (48) hours before such meeting if delivered' notice given~~ personally, or by telephone ~~(including a voice messaging system, or by electronic transmission (as defined in California Corporations Code §§ 20 and 21)). Such, facsimile, e-mail, or similar means of communication. Any such~~ notice shall be ~~given~~addressed or delivered to each member of the Chapter member, at ~~the such~~ address or other contact information ~~of each such Chapter member appearing on as shown upon the books records of the Cathedral or otherwise registered corporation or as may have been given to the corporation by any Chapter the member for the purpose purposes of receiving notices~~notice. 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 5.9 MEETING AGENDA.

(a) 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.

(b) 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.

(c) 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.

Section 5.10 ~~Section 4.07~~ QUORUM.

~~The presence in person of nine~~ Nine (9) members of ~~the Cathedral Chapter, including the Dean or the Dean's Warden or the People's Warden,~~ shall constitute a quorum of the Chapter for the transaction of business ~~at any Regular;~~ provided, however, that such number must include the Dean, the Dean's Warden, or the People's Warden, unless there are no Dean or Special Wardens. A 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 a quorum is initially present may continue to transact business notwithstanding the act withdrawal of members 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, if any action is approved by at least a majority of the required quorum for such meeting, provided, however, 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.²~~

Section 5.11 PARTICIPATION BY ELECTRONIC MEANS. Members of the Chapter may participate in a meeting through use of teleconference, or similar communications equipment so long as all members participating in such meeting can hear one another.

Section 5.12 OPEN MEETINGS; EXECUTIVE SESSION. All meetings of the Chapter shall be open to attendance by any and all Members of the Cathedral, provided, however, 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 5.13 ADJOURNMENT. A majority of the members of the Chapter present, whether or not a quorum is present, may adjourn any Chapter meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent member of the Chapter if the time and place is fixed at the meeting adjourned.

Section 5.14 ~~Section 4.13~~ VOTING AT MEETINGS OF CHAPTER. 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,

² Current Bylaws provide no action may be taken without a quorum except to adjourn.

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.

Section 5.15 ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Chapter may be taken without a meeting if all members of the Chapter shall individually or collectively consent in writing, to include facsimile and e-mail, to such action. Such written consent or consents shall have the same effect as a unanimous vote of the Chapter and shall be filed with the minutes of the proceedings of the Chapter.

Section 5.16 WAIVER OF NOTICE. Notice of a meeting need not be given to any member of the Chapter 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 5.17 REMOVAL OF MEMBERS OF CHAPTER.

(a) The Bishop's Warden and the Diocesan Representatives may be removed as provided in the Diocesan Canons.

(b) Any one or more members of the Chapter elected by the Qualified Electors of the Cathedral may be removed from office by the vote of a majority of the Qualified Electors of the Cathedral in attendance at any regular or special meeting of the Qualified Electors of the Cathedral at which a quorum is present, provided that the notice of the meeting specifies such removal as a purpose of the meeting and identifies the member or members proposed to be removed. If any or all members of the Chapter are so removed, new members of the Chapter may be elected at the same meeting. In addition, any member of the Chapter elected by the Qualified Electors of the Cathedral may be removed from office by a three-fourths vote of the Chapter at any meeting thereof duly held, if the removed member would at the time not be eligible for election to the Chapter.

ARTICLE 6.

ARTICLE 6. COMMITTEES

Section 6.1 CREATION OF AND LIMITATIONS ON EXECUTIVE COMMITTEES. The Chapter may appoint one or more committees, each consisting of two or more Chapter members, and delegate

to such committees any of the authority of the Chapter 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 filling of vacancies in the Chapter or in any committee;

(c) the fixing of compensation for serving on the Chapter or on any committee;

(d) The amendment or repeal of Bylaws or adoption of new Bylaws;

(e) The amendment or repeal of any resolution of the Chapter which by its express terms is not so amendable or repealable;

(f) The appointment of other committees of the Chapter or the members thereof; or

(g) The election of a Dean.

Section 6.2 HOW EXECUTIVE COMMITTEE MEMBERS ARE CHOSEN AND HOW EXECUTIVE COMMITTEE MEETINGS ARE TO BE CONDUCTED. 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 Chapter then in office, provided a quorum is present. The Chapter shall have the power to prescribe how 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 Chapter or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by these Bylaws applicable to meetings and actions of the Chapter. Minutes shall be kept of each meeting of each committee.

Section 6.3 OTHER COMMITTEES.

(a) Standing Committees.

(1) 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.

(2) 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 Electors. 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.

(3) Chairs and members of committees 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.

(4) 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

the 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.

(b) Ad Hoc Committees. The Dean or the Chapter, each in their sole discretion, may establish other committees from time to time for special purposes and activities according to the needs of the Cathedral.

ARTICLE 7.

OFFICERS

Section 7.1 PRESCRIBED OFFICERS.

(a) The officers of the Chapter shall be those prescribed by the Diocesan Canons; i.e., the Dean, who is President of the corporation; the Dean's Warden, who shall be the First Vice President; the People's 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.

(b) Both the Clerk and the Treasurer must be members of the Cathedral, but, in the discretion of the Chapter, neither need be a member of the Chapter.

(c) The corporation may also have, at the discretion of the Chapter, an Assistant Secretary or Clerk, and an Assistant Treasurer or such other officers as Chapter may from time to time appoint for a term not to exceed one year.

(d) Appointment of an Assistant Member of the Clergy shall be within the control of the Dean, but all matters pertaining to compensation or other temporalities respecting an Assistant Member of the Clergy shall be under the control of the Chapter. Any such Assistant Member of the Clergy shall, however, be in good standing with the Diocese.

Section 7.2 SUBORDINATE OFFICERS. The Chapter may elect, and may also empower the Dean 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 Chapter may from time to time determine.

Section 7.3 REMOVAL AND RESIGNATION.

(a) Any officer, except the Dean, an Assistant Member of the Clergy and the Dean's Warden, may be removed as an officer but not as a member of the Chapter, by a majority of the entire Chapter at the time in office, at any regular or special meeting of the Chapter.

(b) Subordinate employees may be removed by the Dean or, if there is no Dean, by the Chapter.

(c) The Dean's Warden may be removed from that office, but not from the Chapter, by the Dean.

(d) Assistant Members of the Clergy may be removed by the Dean.

(e) Any officer may resign at any time by giving written notice to the Chapter or to the Dean or to the Clerk, except that, in accordance with the Canons of The Episcopal Church, a Dean may not resign without the consent of the Chapter. 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 7.4 VACANCIES. A vacancy in any office referred to in Section 7.1 other than that of Dean or Dean's Warden, because of death, resignation, removal, disqualification or any other cause shall be filled by election or appointment by the Chapter then in office. The office of Dean may be filled only in accordance with the provisions of the Canons of The Episcopal Church and Diocesan Canons.

Section 7.5 ~~Section 5.01~~ THE DEAN.

(a) The Dean~~of the Cathedral~~ shall be ~~the ex officio~~ President and Chief Executive Officer of the ~~Corporation~~corporation and shall preside at all meetings of the Members of the Cathedral and of the Chapter if present. The Dean shall ~~have such powers and duties as are prescribed by,~~ as to secular matters, subject to such control as the Chapter may have under the Civil Law, have direction and control of the ~~Constitution~~business and ~~Canons~~officers and employees of the corporation. ~~The Episcopal Church and by the Constitution and Canons of The Episcopal Diocese of San Diego~~Chapter shall not infringe upon the ecclesiastical or other peculiar rights, privileges or prerogatives of the Dean. The Dean shall be ~~an~~, ex officio, a member of all ~~Standing Committees~~the standing committees or regular committees of the Cathedral and ~~of,~~ subject to the ~~Boards~~powers of ~~all organizations within the Cathedral.~~

~~The Dean~~the Chapter as to temporal matters, shall ~~represent the Cathedral on all appropriate occasions and have the customary rights and duties of a Parish Rector~~have the power to employ subordinate employees. The Dean is the Rector of the Cathedral Parish and is in charge of services in the Cathedral. ~~The Dean shall have with~~ control over all matters of ritual and ceremonial ~~matters, and in the~~ services held in the Cathedral, subject to the ~~Constitution and~~ Canons of The Episcopal Church in the United States and ~~The Episcopal~~the 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~~

(b) 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 Diocesan~~ 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 7.6 ~~Section 5.03~~ THE DEAN'S AND PEOPLE'S WARDENS.

(a) 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.

(b)

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.

~~(c) 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~~(c) In the absence or disability of the Dean, the Wardens, in the order of their rank (i.e., first the Dean's Warden and then the People's Warden), shall perform the secular duties of the Dean, including presiding at meetings of members of the Cathedral and of Chapter, and when so acting shall have all the secular powers, and be subject to all the restrictions upon the Dean. For purposes of this provision, the Dean shall be deemed absent or disabled when the Dean is not physically able to execute the duties of the Dean, or when the Dean has assigned that authority to the Wardens due to an anticipated prolonged absence, such as a sabbatical.

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

~~(c) 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**~~Wardens shall have such other powers and perform such other duties as, from time to time, may be prescribed for them respectively by the Chapter or these Bylaws.

Section 7.7 CLERK.

(a) The Chapter shall annually elect a Clerk, who may or may not be a Chapter member;~~who. 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.~~

(b) The Clerk 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 (if any) 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**~~

Section 7.8 TREASURER.

(a) 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 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.

(b) 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.

(c) ~~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.~~ procedure for deposit and withdrawal of monies and other valuables shall be prescribed in the resolutions which shall be adopted by the Chapter governing the deposit and withdrawal of funds or valuables. The funds or valuables referred to are those belonging to the Cathedral 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 keeping, disbursing, withdrawing or depositing funds. Nor shall these provisions apply to the canonical special needs fund of the Dean, as to which the

disclosure of the beneficiaries or the purposes might prevent the carrying out of needed charitable acts.

Section 7.9 VOTING OF SECURITIES. Except as the Chapter may otherwise designate, the Treasurer may act or appoint any member of the Chapter (with or without power of substitution) to act as proxy or attorney in fact for the Cathedral at any meeting of stockholders of any corporation, the securities of which may be held by the Cathedral.

Section 7.10 BONDS. The Treasurer and other custodians of funds as designated by the Chapter shall be bonded under a blanket bond maintained by the Diocese for that purpose. If such blanket bond is at any time not available, the Cathedral shall procure adequate bonds and each bond shall be placed in the custody of some officer other than the person who is bonded.

ARTICLE 8.

OTHER PROVISIONS

Section 8.1 CORPORATE 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 Corporations Code, is, and shall be, binding upon this corporation. The use of the church buildings and grounds, however, is deemed to be an ecclesiastical matter, and is under the jurisdiction of the Dean, pursuant to Title III, Canon 9.6(a) of the Canons of The Episcopal Church.

Section 8.2 RECORDS.

~~Section 7.02 BOOKS OF ACCOUNT~~ The Cathedral corporation shall ~~keep and~~ maintain adequate and correct accounts, books, and records of its membership, business and properties. All such records 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~~ shall be kept at the place designated as the principal office of the corporation, as fixed by the 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,~~ and proper provisions shall be made for the safekeeping thereof from fire, the elements, destruction or access by unauthorized persons and other dangers. All books and records of the corporation shall, to the extent required by ~~resolution of the Chapter~~ Corporations Code of California, be open to inspection of Members of the Cathedral or the Chapter, as the case may be, from time to time and in the manner provided for in that Code.

~~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-~~

Section 8.3 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 Cathedral at all reasonable times as provided in the Corporations Code. Inasmuch as these Bylaws adopt and make the Constitutions and Canons of the Diocese and of The Episcopal Church a part of these Bylaws, these provisions on certification and inspection shall apply to those copies of the same mentioned in Article I of these Bylaws.

Section 8.4 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~~Cathedral or the ~~Cathedral~~Corporation regarding use of that property so long as the ~~Parish~~Cathedral and the ~~Cathedral~~Corporation 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~~

Section 8.5 SALES AND INDEBTEDNESS. No indebtedness (except ordinary amounts due on open account for goods and services in the ordinary course of the corporation's business or as included in any budget or programs approved by the Chapter) or any sale or conveyance of property of the corporation involving an amount in excess of the threshold established from time to time by resolution of the Chapter or any encumbrance of property of the corporation, shall be incurred, made or entered into or be valid or binding against this corporation unless each and all of the following proceedings are regularly had and taken:

(a) A resolution to incur the indebtedness or make the sale, conveyance or encumbrance must be adopted at a meeting of the Chapter at which a majority of the authorized number of members of the Chapter shall be present and vote in favor thereof.

(b) 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.

(c) Such resolution must be fully reported in the minutes, together with the names of the Chapter members who vote in favor thereof.³

(d) When required by the Canons of The Episcopal Church or Diocesan Canon, the ~~written~~ consent of the Bishop and the Standing Committee for The Episcopal of the Diocese ~~of San Diego in accordance with the Constitution and Canons of The Episcopal Diocese of San Diego~~ shall first be obtained in writing. Without limiting the generality of the foregoing, such consents shall be obtained as required by Title II Canon 3.09 of the Diocesan Canons relating to real property, as such Canon shall from time to time be amended.

ARTICLE 9.

³ Section 8.5 is new.

Section 8.05 INSPECTION

AMENDMENT 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

These Bylaws may be altered or amended in the following manner:

(a) 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~~

(b) Any such amendment or restatement shall be approved by the Standing Committee, Episcopal Diocese of San Diego, March 17, 2015 and the Bishop in accordance with the Diocesan Canons.

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

ARTICLE 10.

INDEMNIFICATION OF OFFICERS

The Cathedral shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Warden, Treasurer, Clerk, the Dean in his or her capacity as a member of the Chapter, or other officer of the Cathedral (collectively "Indemnified Officers"), against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits and the proceeding was authorized by a majority of the Chapter).

However, no indemnification shall be provided for any such person with respect to any matter in which he or she is adjudicated not to have acted in good faith on behalf of the Cathedral; and further provided that any compromise or settlement payment shall be approved by the Chapter in the same manner as provided below for the authorization of indemnification. No such indemnification shall apply to any Member of the Clergy in a matter involving that Member of the Clergy's conduct in a case to which the provisions of Title IV of The Episcopal Church apply.

Such indemnification may, to the extent authorized by the Chapter, include payment by the Cathedral of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, provided that the person indemnified agrees to repay such payment if he or she is not entitled to indemnification under this Article; the repayment agreement may be accepted without regard to the financial ability of such person to make repayment.

Any payment shall be conclusively deemed authorized by the Cathedral under this Article, and each officer of the Cathedral approving such payment shall be wholly protected, if:

(a) the payment has been approved or ratified (1) by a majority vote of a quorum of either (A) the members of the Cathedral who are not at that time parties to the proceeding or (B) the members of the Chapter who are not at that time parties to the proceeding or (2) by a majority vote of a committee of two or more Chapter members who are not at that time parties to the proceeding and are selected for this purpose by the full Chapter (in which selection Chapter members who are parties may participate); or

(b) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Cathedral) appointed for the purpose by vote of the Chapter in the manner specified in clauses (1) or (2) of subparagraph (a) or, if that manner is not possible, appointed by a majority of the full Chapter then in office; or

(c) the Chapter members have otherwise acted in accordance with the standard of conduct applied to directors under California law; or

(d) a court having jurisdiction shall have approved the payment.

This indemnification shall inure to the benefit of the heirs, executors and administrators of Indemnified Officers entitled to indemnification.

The right of indemnification shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which Cathedral employees, agents, Chapter members and other persons may be entitled by contract or otherwise under law.

This Article, as amended, constitutes a contract between the Cathedral and the Indemnified Officers. No amendment or repeal of the provisions of this Article which adversely affects the right of an Indemnified Officer under this Article shall apply to him or her with respect to his or her acts of omissions which occurred at any time prior to such amendment or repeal without his or her written consent.

THE UNDERSIGNED, being the Clerk of the Corporation known as The Cathedral Church of Saint Paul, in the City of San Diego, County of San Diego, California, a California nonprofit religious corporation, does hereby certify the foregoing to be the duly adopted Bylaws of the said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of _____ in the year of our Lord, 20____.

Clerk (Secretary)

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Deletion	
Moved from	
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Style change	
Format change	
Moved deletion	
Inserted cell	
Deleted cell	
Moved cell	
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