

AMENDED AND RESTATED BYLAWS
OF
THE CATHEDRAL CHURCH OF SAINT PAUL
a California nonprofit religious corporation
San Diego, California
2024

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AMENDED AND RESTATED BYLAWS
OF
THE CATHEDRAL CHURCH OF SAINT PAUL
a California nonprofit religious corporation
San Diego, California
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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 All bylaws and regulations heretofore adopted by this corporation shall be superseded upon the effective date of these Amended and Restated Bylaws.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

The name of this ecclesiastical entity is “The Cathedral Church of Saint Paul” in San Diego, California (sometimes referred to as the “Cathedral”). To further its mission and ministry, the Cathedral was incorporated as a California nonprofit religious corporation (sometimes referred to as the “Corporation”). These bylaws are adopted to serve as the bylaws for the Cathedral and the Corporation.

The purpose of the 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 Cathedral is an integral unit and a subordinate body of The Episcopal Church and is in communion with Diocese. The Cathedral organized the Corporation for its convenience to serve as a subordinate auxiliary to the Cathedral for the purpose of holding the property of the Cathedral, assisting in the management of the Cathedral’s temporalities, and supporting the mission and ministry of The Episcopal Church, the Diocese, and the 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 Diocese, as either may be amended from time to time, are hereby incorporated into and constitute a part of these Bylaws of the Cathedral; and in case of any conflict between any provision or provisions of said Constitutions and Canons and these Bylaws, 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 Bylaws to fully obviate such conflict. If a diocese or missionary district of the Episcopal Church other than the Diocese shall hereafter have jurisdiction over the territory wherein the Cathedral is located, or shall otherwise have jurisdiction under the authority of The Episcopal Church over the Cathedral or the Corporation, then all references in these Bylaws to The Episcopal Diocese of San Diego shall apply to such other diocese or missionary district with like force and effect.

ARTICLE 2.

OFFICE

The corporation's principal office is fixed and located at 2728 Sixth Ave., San Diego, California, 92103. The principal office may be changed to another location within the Diocese by a resolution duly adopted by the Chapter (as defined elsewhere herein).

ARTICLE 3.

MEMBERS

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 Diocese 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. 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. 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. 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. Fifty (50) members shall constitute a quorum for the transaction of business at the meeting. The affirmative vote of a majority of the members present at the meeting, at which a quorum is present, entitled to vote and voting, shall be the act of the members.

Section 3.9 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) 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 break the tie.

ARTICLE 4.

ELECTION OF DELEGATES TO CONVENTION

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 BOARD OF DIRECTORS KNOWN AS CHAPTER. The Chapter of this corporation shall be known as, and shall constitute, the Board of Directors. The Dean is and the Wardens shall be 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 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 a voting member of Chapter during such time as the he or she holds the position of Dean.
 - (2) The Bishop of the Diocese shall appoint one (1) person (the “Bishop’s Warden”) annually to serve as a voting member of Chapter.

(3) The Convention of the Diocese 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 VACANCIES.

(a) Filling Vacancies.

(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 on Chapter shall be deemed to exist in case of the death, resignation or removal of any member of the Chapter, or if the authorized number of members of the Chapter is increased, or if the members of the Cathedral fail to elect the full authorized number of members 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 of the authorized number of members of the Chapter shall have the effect of removing any member of the Chapter prior to the expiration of that member’s term of office.

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) Regular meetings of the Chapter shall be held regularly on the day and time selected by the Chapter from time to time. 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, in the absence of the Dean by the Dean's Warden, and in the absence of the Dean and Dean's Warden by the People's Warden, or by any three (3) members of the Chapter. Special meetings of the Chapter shall be held upon four (4) days' notice by first-class mail or 48 hours' notice given personally or by telephone, facsimile, e-mail, or similar means of communication. Any such notice shall be addressed or delivered to each member of the Chapter at such address or other contact information as shown upon the records of the corporation or as may have been given to the corporation by the member for purposes of 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 QUORUM. Nine (9) members of Chapter shall constitute a quorum of the Chapter for the transaction of business; provided, however, that such number must include the Dean, the Dean's Warden, or the People's Warden, unless there are no Dean or Wardens. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members of the Chapter, 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.

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 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, 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 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 THE DEAN.

- (a) The Dean shall be President and Chief Executive Officer of the corporation and shall preside at all meetings of the Members of the Cathedral and of the Chapter if present. The Dean shall, as to secular matters, subject to such control as the Chapter may have under the Civil Law, have direction and control of the business and officers and employees of the corporation. The Chapter shall not infringe upon the ecclesiastical or other peculiar rights, privileges or prerogatives of the Dean. The Dean shall be, ex officio, a member of all the standing committees or regular committees of the Cathedral and, subject to the powers of the Chapter as to temporal matters, shall 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 with control over all matters of ritual and ceremonial in the services held in the Cathedral subject to the Canons of The Episcopal Church in the United States and the Diocese. The Dean is the Pastor of the Cathedral congregation and shall keep the Cathedral Register and the Service Register.
- (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 Diocesan Canons 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 Diocese and with its approval of said selection and call.

Section 7.6 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 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.

(e) 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. 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.

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

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 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 Cathedral or the Corporation regarding use of that property so long as the Cathedral and the 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 8.5 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.

(d) When required by the Canons of The Episcopal Church or Diocesan Canon, the consent of the Bishop and the Standing Committee of the Diocese shall first be obtained in writing. Without limiting the generality of the foregoing, such consents shall be obtained as required by 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.

AMENDMENT OF BYLAWS

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 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.

(b) Any such amendment or restatement shall be approved by the Standing Committee and the Bishop in accordance with the Diocesan Canons.

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)

Approved Chapter: January 3, 2023

Approved EDSD (via email from EDSD Chancellor): December 5, 2023

Approved St. Paul's Congregation: January 28, 2024

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IN WITNESS WHEREOF, I have hereunto set my hand this 28th day of January in the year of our Lord, 2024

Tom Barb
Clerk (Secretary)

Approved Chapter: January 3, 2023

Approved EDSO (via email from EDSO Chancellor): December 5, 2023

Approved St. Paul's Congregation: January 28, 2024