

BY-LAWS

of

Church of the Nativity Episcopal Church in San Rafael, California

A California Nonprofit Religious Corporation

ARTICLE I

Corporation Part of the Episcopal Church

Section 1. Acceding to the Constitution and Canons of The Episcopal Church and the Diocese. This corporation (sometimes referred to herein as "Parish") accedes to the Constitution, Canons and worship of the Episcopal Church ("Church") and to the Constitution and Canons of the Diocese of California ("Diocese"). The Constitution and Canons of the Church and of the Diocese shall, unless they be contrary to the laws of this state, always form part of this corporation's governing documents and prevail against anything contained therein that may appear to be in conflict with the Constitutions and Canons of the Church and the Diocese.¹

Section 2. Availability of Constitutions and Canons and Governing Documents. The Clerk of this corporation shall keep and preserve in the Parish office a printed copy of the current text of the Constitutions and Canons of the Church and the Diocese, together with the governing documents of this corporation.²

ARTICLE II

Members

Section 1. Members. All persons who have received the Sacrament of Holy Baptism with water in the Name of the Father, and of the Son, and of the Holy Spirit, whether in the (Episcopal) Church or in another Christian Church, and whose Baptism has been duly recorded in the Parish register, and all persons

¹ Diocesan Constitution 10.1(b); Diocesan Canon 11.06

² Diocesan Canon 11.10

confirmed or received in the (Episcopal) Church whose confirmation, reception or transfer is duly recorded in the Parish register are members of this Parish.³

Section 2. Communicants in Good Standing. All members who have received Holy Communion in the Church at least three times during the preceding year and who, for the preceding 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, are communicants in good standing. The Rector shall determine who is a communicant in good standing in a manner consistent with the Church and Diocesan Canons, subject to appeal to the Bishop.⁴

Section 3. Voting. Each person age sixteen (16) and over, whose name shall have been recognized in the Parish register for six (6) months preceding a Parish meeting, shall be entitled to vote thereat. No person shall be entitled to more than one (1) vote. No person shall be entitled to vote by proxy or absentee ballot.⁵

Section 4. Annual Meeting. An annual meeting of the members of the Parish shall be held on such day at such hour as may be set by the Vestry. In no event shall the annual Parish meeting be held earlier than the third Sunday in January or later than the fourth Sunday in February

Section 5. Special Meetings. A special meeting of the members may be called at any time by the Rector or by resolution of the Vestry or upon the written request of not less than one-third (1/3) of the members of the Parish.

Section 6. Notice of Meetings. Notice of the date, time and place of each Parish meeting shall be mailed to the members not less than twenty (20) days prior to the date of such meeting. Notice of any special Parish meeting shall also state the nature of the business to be transacted, and no other business shall be transacted thereat.⁶

³ Church Canon I.17.1(a); Diocesan Canon 11.15

⁴ Church Canons I.17.2(a) and 3.

⁵ Diocesan Canon 11.16

⁶ Diocesan Canon 11.14

Section 7. Presiding Officer. The Rector may preside and shall have the right to vote at all meetings of the members. If the Parish is without a Rector, or if the Rector is absent, unable to act or elects not to preside, the Senior Warden shall preside. If the Senior Warden is absent or unable to act, then the Junior Warden shall preside.⁷

Section 8. Submission by Members of Nominations or Other Proposals. All nominations for Vestry or other proposals submitted by a member or members to be acted upon at any Parish meeting shall be submitted to the Clerk, in writing, at the Parish office no later than ten (10) days preceding the date of the meeting. Such nominations or proposals may also be submitted from the floor during the meeting.⁸

Section 9. Quorum and Adjournment. One-tenth (1/10) of the members of the Parish entitled to vote shall constitute a quorum for the transaction of business at any Parish meeting. A majority of the members present and entitled to vote, whether or not a Quorum is present, may adjourn the meeting from time to time without further notice.

Section 10. Manner of Acting. The act of a majority of the members present and entitled to vote at a Parish meeting duly held at which a quorum is present shall be the act of the members, unless the act of a different number is required by the constitutions and Canons of the Church or the Diocese, the articles of incorporation or these by-laws.

ARTICLE III

Vestry

Section 1. General Powers. Subject to the provisions of law and any limitation in the Constitution and Canons of the Church or the Diocese or in the articles or by-laws of this corporation, the temporal activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Vestry, which shall constitute the board of directors of this corporation. The Vestry may delegate the management of the temporal activities of this corporation to any person or persons or committees however composed, provided that the activities and affairs of this corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Vestry.

⁷ Diocesan Canons 11.21 and 11.30

⁸ Diocesan Canon 11.16

Section 2. Number of Vestry Members. The Rector is an ex officio voting member of the Vestry. The Vestry shall consist, in addition to the Rector, of not less than six (6) or more than fifteen (15) members, who shall be communicants in good standing, meaning that one is faithful in corporate worship, faithful in working, praying and giving for the spread of the Kingdom of God. Vestry members shall also be, by the time elected, pledging members of this congregation and be registered in the Parish for at least six (6) months immediately preceding the election. All members shall be baptized laypersons age sixteen (16) and over.

The exact authorized number of Vestry members shall be fixed from time to time by the Vestry within the limits specified in this section or in the articles of incorporation.

Subject to the foregoing provisions for changing the authorized number of Vestry members, the authorized number of Vestry members, in addition to the Rector, shall be twelve (12).⁹

Section 3. Nominations for Vestry. Nominations for Vestry shall be presented at the annual Parish meeting by a Nominating Committee comprised of members of the Vestry.

Section 4. Election. Vestry members shall be elected by ballot at the annual Parish meeting. Each member of the Parish present and entitled to vote may cast one vote for each vacancy to be filled without the right to cumulate votes.¹⁰

Section 5. Term. Vestry members are elected to a term of three (3) years, that is, until the date of the third annual Parish meeting following the annual Parish meeting at which such person was elected. The terms shall be fixed so that, as nearly as practicable, one-third (1/3) of the members shall be elected at each annual meeting. The retiring members of the Vestry in any year shall not be eligible for reelection for a period of one year, except that a Vestry member elected for a term of one year or appointed to fill a vacancy of less than one year shall, after the expiration thereof, be eligible to election for a full term of three years.¹¹

Section 6. Regular Meetings. The Vestry may fix by resolution the time and place, either within or without the State of California, for the holding, without

⁹ Diocesan Canons 11.11 and 11.12

¹⁰ Diocesan Canons 11.13 and 11.16

¹¹ Diocesan Canon 11.13

notice other than such resolution, of regular meetings of the Vestry. Notice of any change in the time or place of regular meetings shall be given to all or the members of the Vestry in the same manner as notice for special meetings of the Vestry.

Section 7. Special Meetings. Special meetings of the Vestry for any purpose or purposes may be called by the Rector or, if the Rector is absent or refuses to act, by either the Senior or Junior Warden, or by any two (2) members of the Vestry.

Section 8. Notice. Special meetings of the Vestry shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or telegraph or facsimile or electronic mail transmission, charges prepaid, to each Vestry member at his or her address as shown on the records of this corporation or, if it is not shown on the records and is not readily ascertainable, at the place at which Vestry meetings are regularly held. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram or facsimile or electronic mail transmission, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company or actually transmitted by the person giving notice by electronic means. Any notice given personally or by telephone may be communicated either to the Vestry member or to a person at the office or residence of the Vestry member whom the person giving the notice has reason to believe will promptly communicate it to the Vestry member. Notice of a meeting need not be given to any Vestry member who signed 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 Vestry member. All such waivers, consents and approvals shall be filed with the Parish records or made a part of the minutes of the meetings. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 9. Quorum and Adjournment. A majority of the number of Vestry members authorized by these by-laws shall constitute a quorum for the transaction of business at any meeting of the Vestry. A majority of the Vestry members present, whether or not a quorum is present, may adjourn the meeting for twenty-four (24) hours or less without further notice. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Vestry members who were not present at the time of the adjournment.

Section 10. Manner of Acting. The act of a majority of the Vestry members present at a meeting duly held at which a quorum is present shall be the act of the Vestry, unless the act of a different number is required by law, the articles of incorporation or these by-laws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of vestry members, if any action taken is approved by at least as many Vestry members as is required to act on behalf of the Vestry.

Members of the Vestry may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting in such a manner constitutes presence in person at such meeting.

Section 11. Action Without a Meeting of the Board. Any action required or permitted to be taken by the Vestry may be taken without a meeting if all members thereof shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Vestry. Such action by written consent shall have the same force and effect as a unanimous vote of such Vestry members.

Section 12. Vacancies. The Vestry may declare vacant the office of a Vestry member who has been declared of unsound mind by a final order of a court, or convicted of a felony, or who is otherwise unable or unwilling to fulfill the responsibilities of the office of Vestry member. A Vestry member elected to fill a vacancy shall hold office during the unexpired term of his or her predecessor in office and until his or her successor is elected. Any vacancy occurring on the Vestry shall be filled by a vote of a majority of Vestry members then in office, whether or not less than a quorum, or by selection by a sole remaining Vestry member.

Any vacancy to be filled by reason of an increase in the number of Vestry members pursuant to Section 2 hereof shall be filled by vote of the members at the annual or a special Parish meeting.

Section 13. Resignation. Any Vestry member may resign effective upon giving written notice to the Rector, the Clerk or the Vestry, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 14. Presiding Officer. The Rector may preside and shall have the right to vote at all Vestry meetings, whether regular or special. If the Parish is without a Rector, or if the Rector is absent, unable to act, or elects not to preside, the

Wardens, in order of their rank, shall preside thereat. No action shall be taken at any Vestry meeting unless the Rector or a Warden is present.¹²

ARTICLE IV

Officers

Section 1. Officers. The officers of this corporation shall be the Rector (president), Senior Warden (first vice-president), Junior Warden (second vice-president), Clerk (secretary), Treasurer and such other officers as shall be determined by the Vestry.¹³

Section 2. Selection. The Rector shall appoint the Senior Warden, who shall serve at the Rector's pleasure. At an organizational meeting following the annual Parish meeting, the members of the Vestry shall elect the Junior Warden. If the Parish is without a Rector, the Senior Warden shall be elected by the Vestry. Both Wardens shall be communicants in good standing and members of the Vestry.¹⁴

The Clerk and the Treasurer shall also be elected at the organizational meeting and shall serve until their successors are elected. Such officers may, but need not, be members of the Vestry; if not, they are *ex officio* non-voting members of the Vestry.

Section 3. Removal. Any officer selected by the Vestry may be removed by the Vestry from office whenever in the Vestry's judgment the best interests of the Parish would be served thereby. The Senior Warden may be removed by the Rector from office. Any officer removed by the Vestry or Rector may not also be removed from the Vestry except as provided in Article III, Section 12 of these by-laws.

The Rector may not be removed, against his or her will, except as provided in the Church and Diocesan Canons.¹⁵

Section 4. Resignation. Except as provided in Diocesan Canon 11.32, the Rector may not resign without the consent of the Vestry.

¹² Diocesan Canons 11.21 and 11.30

¹³ Diocesan Canon 11.23

¹⁴ Diocesan Canon 11.21

¹⁵ Diocesan Canon 11.26

Any other officer may resign at any time upon written notice to the Rector or Vestry.

Section 5. Vacancies. A vacancy in any office, except Rector or Senior Warden, may be filled by the Vestry.

A vacancy in the office of Senior Warden shall be filled by the Rector.

A vacancy in the office of Rector shall be filled only as provided in the Church and Diocesan Canons.¹⁶

Section 6. The Rector. The Rector, subject to the Constitution and Canons of the Church and the Diocese, and to the authority of the Bishop, shall have exclusive charge of all things pertaining to or affecting the spiritual interests of the Parish. It shall be the Rector's duty and right to direct all matters relating to public worship and the liturgy of the Church. The Rector shall have the spiritual direction and control of all associations of the Parish, and shall at all times have access to the Parish buildings and the keys of the same.

The Rector shall be the general manager and chief executive officer of this corporation and shall, subject to such control of the Vestry as may be permitted by the Church and Diocesan Canons and by law, have general supervision, direction and control of the business and affairs of this corporation. The Rector shall have all of the powers and perform all of the duties which are ordinarily inherent in the office of president, and shall have such further powers and perform such further duties as may be prescribed by the Vestry.¹⁷

Section 7. Wardens. If the Parish is without a Rector, or if the Rector is absent or unable to act, the Wardens, in order of their rank, shall perform all of the secular duties of the Rector and when so acting shall have all of the secular powers of and be subject to all the restrictions upon the Rector. The Wardens shall have such other powers and perform such other duties as from time to time may be prescribed by the Vestry or these by-laws.

Section 8. Treasurer. The Treasurer shall be the chief financial officer of this corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account of this corporation. The Treasurer shall receive and deposit, or cause to be received and deposited, all moneys and other valuables belonging to this corporation in the name and to the credit of this corporation and shall disburse, or authorize disbursement of, the

¹⁶ Diocesan Canons 11.25 and 11.26

¹⁷ Diocesan Canon 11.30

same only in such manner as the Vestry or the appropriate officers of this corporation may from time to time determine, and shall render to the Rector and the Vestry, whenever they request it, an account of all his or her transactions as Treasurer and of the financial condition of this corporation. The Treasurer shall report the condition of all trust, endowment and other permanent funds at each annual meeting of the Parish. The Treasurer shall have all of the powers and perform all of the duties incident to the office of treasurer, and shall have such further powers and shall perform such further duties as may be prescribed by the Vestry.

The Treasurer shall be bonded in an amount and by a surety approved by the vestry.¹⁸

Section 9. Clerk. The Clerk shall be the secretary of this corporation and shall keep or cause to be kept at the Parish office or such other place as the Vestry may order a book of minutes of all proceedings of the Vestry, with the time and place of each meeting, whether regular or special, and, if special, how authorized, the notice thereof given, and the names of those present. The Clerk or, if the Clerk is absent or unable or refuses to act, any other officer of this corporation shall give or cause to be given notice of all the meetings of the Vestry required by these by-laws or by statute to be given. The Clerk shall keep the seal of this corporation, if any, in safe custody. The Clerk shall have all of the powers and perform all of the duties incident to the office of secretary, and shall have such further powers and shall perform such further duties as may be prescribed by the Vestry.

ARTICLE V

Assistant Clergy

Section 1. Selection. All assistant clergy shall be selected by the Rector, subject to the approval of two-thirds (2/3) of the total membership of the Vestry. If the assistant is to be non-stipendiary, the approval required shall be of a majority of the Vestry.¹⁹

Section 2. Terms of Employment. The terms of employment of any assistant clergy shall, subject to Church and Diocesan Canons, be determined by the Vestry.

¹⁸ Church Canons I.7.1(3) and (4); Diocesan canons 11.22, 19.04(b) and 19.05

¹⁹ Diocesan Canons 11.27 and 11.29

Section 3. Service. Any assistant clergy shall serve under the authority and direction and at the discretion of the Rector, but may not serve beyond the period of service of the Rector; provided, however, that, pending the call of a new Rector, any assistant may continue in the Service of the Parish if requested to do so by the Vestry and under such conditions as the Bishop and Vestry shall determine.²⁰

ARTICLE VI

Delegates and Alternates to Diocesan Convention

Section 1. Nominations. Nominations of Delegates and Alternates to Convention shall be presented at the annual Parish meeting by the Nominating committee described in Article III, Section 3 of these by-laws. The Nominating committee shall present a slate for election.

Section 2. Qualifications. The Delegates and Alternates shall be communicants in good standing, registered in the Parish for at least six (6) months immediately preceding the election, and all shall be baptized laypersons age eighteen (18) and over.

Section 3. Election. Delegates and Alternates to Convention shall be elected by ballot at the annual meeting. Each member of the Parish present and entitled to vote may cast one vote for the number of Delegates to which the Parish is entitled without the right to cumulate votes. The candidates shall be ranked in the order of highest to lowest number of votes received. The number of candidates, up to the number of Delegates to which the Parish is entitled, receiving the highest number of votes shall be elected Delegates, and the remainder shall be elected Alternates.

Section 4. Renomination and Reelection. Delegates and Alternates to Convention may be renominated and reelected from year to year without limit on the number of consecutive years they may be renominated and reelected.

²⁰ Diocesan Canons 11.27 and 11.29

ARTICLE VII

Committees

Section 1. Committees of Vestry Members. The Vestry may, by resolution adopted by a majority of the number of its members then in office, provided that a quorum is present, create one or more committees, each consisting of two (2) or more Vestry members, to serve at the pleasure of the Vestry. Appointments to such committees shall be by a majority vote of the Vestry members then in office. The Vestry may appoint one or more of its members as alternate members of any committee, who may replace any absent member at any meeting of the committee. Any such committee, to the extent provided in the resolution of the Vestry, shall have all the authority of the Vestry, except with respect to:

- a) The approval of any action for which the Church or Diocesan Canons or these by-laws also requires approval of the Members;
- b) The filling of vacancies on the Vestry or on any committee which has the authority of the Vestry;
- c) The amendment or repeal of by-laws or the adoption of new by-laws;
- d) The amendment or repeal of any resolution of the Vestry which by its express terms is not so amendable or repealable; or
- e) The appointment of committees of the Vestry or the members thereof.

The Rector and Senior Warden shall be *ex officio* voting members of all such committees.

Section 2. Rules. Sections 6 to 13 of Article III of these by-laws shall also apply, with necessary changes in point of detail, to committees exercising the authority of the Vestry, if any, and to actions by such committees, except that (a) the first sentence of Section 9 of Article III shall not apply and a quorum of the committee shall be a majority of the authorized number of members of the committee and except that (b) special meetings of a committee may be called by any two members of the committee, unless otherwise provided by these by-laws or by the resolution of the Vestry designating such committees. For such purpose, references to "the Vestry" shall be deemed to refer to each such committee and references to "members of the Vestry" or "Vestry member" shall be deemed to refer to members of the committee.

ARTICLE VIII

Miscellaneous

Section 1. Contracts. The Vestry may authorize any officer or officers to be agent or agents of this corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of this corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts; Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of this corporation shall be signed by such officer or officers, agent or agents, of this corporation and in such manner as shall from time to time be determined by resolution of the Vestry. In the absence of such determination by the Vestry, such instruments shall be signed by the Treasurer.

ARTICLE IX

Books and Records

Section 1. General. This corporation shall keep at the Parish office the original or copy of its articles of incorporation and by-laws as amended to date. Furthermore, this corporation shall keep adequate and correct books and records of account and shall also keep minutes of the proceedings of the Vestry. Minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form. Every member of this Parish shall have the right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of this corporation.

Section 2. Trust Endowment and Other Permanent Funds. Records of trust, endowment and other permanent funds shall show at least the following:

- a) Source and date;
- b) Terms governing the use or principal and income;
- c) To whom and how often reports of condition are to be made;
and
- d) How the funds are invested.²¹

²¹ Church Canon I.7.1(2); Diocesan Canon 19.04(b)

Section 3. Deposits. Funds held in trust, endowment and other permanent funds, and securities represented by physical evidence of ownership or indebtedness shall be deposited with a national-or state bank, savings and loan association, mutual fund, professional investment advisor, the Diocesan Corporation or other agency approved in writing by the Department of Finance of the Diocese, under an agreement providing for at least two signatures on any order of withdrawal of such funds or securities. This requirement does not apply to funds and securities refused by the depositories named as being too small for acceptance. Such small funds and securities shall be under the care of the persons or corporations properly responsible for them.²²

ARTICLE X

Indemnification of Agents

This corporation shall indemnify each of its agents against expenses, judgments, fines, settlements and other amounts, actually and reasonably incurred by such person by reason of such person's having been made or having been threatened to be made a party to a proceeding, in excess of indemnification expressly permitted by Section 9246 of the California Nonprofit Religious Corporation Law, to the fullest extent permissible under California law. This corporation shall advance the expenses reasonably expected to be incurred by such agent in defending any such proceeding upon receipt of the undertaking required by subdivision (f) of Section 9246 of the California Nonprofit Religious Corporation Law. The terms "agent", "proceeding" and "expenses" used in this Article X shall have the same meanings as in section 9246 of the California Nonprofit Religious Corporation Law.

The Vestry may authorize this corporation to purchase and maintain insurance on behalf of any agent against any liability asserted against, or incurred by, such person in such capacity or arising out of the person's status as such, whether or not this corporation would have the power to indemnify such person against such liability under the provisions of Section 9246 of the California Nonprofit Religious Corporation Law.

²² Church Canon I.7.1(2); Diocesan Canon 19.04(a)

ARTICLE XI

Amendments to By-Laws


New by-laws may be adopted or these by-laws may be amended or repealed by the approval of not less than two-thirds ($2/3$) of the authorized number of members of the Vestry.

CERTIFICATE OF CLERK

I, the undersigned, certify that I am the presently elected and acting Clerk of Church of the Nativity Episcopal Church in San Rafael, California, a California nonprofit religious corporation, and that the above by-laws, consisting of 15 pages, are the by-laws of this corporation as duly adopted by a vote of not less than two-thirds of the Vestry at a meeting on the 11th day of December, 2001.

I further certify that all other by-laws and amendments previously adopted at any time were duly repealed by a vote of not less than two-thirds of the Vestry at said meeting.

Dated: January 8, 2002


Diana Singer
Clerk of the Vestry