

BYLAWS OF ST. TIMOTHY’S EPISCOPAL CHURCH

For the regulation, except as otherwise provided by statute or its Articles of Incorporation, of ST. TIMOTHY’S EPISCOPAL CHURCH OF SAN DIEGO, CALIFORNIA a California nonprofit religious corporation.

Pursuant to the provisions of the Nonprofit Corporation Law of California and the provisions of Articles of Incorporation which have been duly filed with the Secretary of State of the State of California, the following are adopted as Bylaws of the above-named corporation. All Bylaws and regulations heretofore adopted by this corporation shall be superseded hereby upon the effective date of these new Bylaws.

ARTICLE I.

Corporation Part of Episcopal Church

The corporation (sometimes herein called the (“Parish”) is an integral subordinate unit and constituent part of The Episcopal Diocese of San Diego and of The Protestant Episcopal Church in the United States of America. The Constitution and Canons of the Protestant Episcopal Church in the United States of America and the Constitution and Canons of the said Church in the Diocese of San Diego, now or hereafter in effect, are incorporated, by reference, in these Bylaws.

ARTICLE II.

Office

Section 1. PRINCIPAL OFFICE. The corporation’s principal office is fixed and located at: St. Timothy’s Episcopal Church, 10125 Azuaga Street, San Diego, California 92129.

ARTICLE III.

Members

Section 1. QUALIFICATIONS

The qualifications of members and the terms of admission to membership in this corporation are those which are prescribed by the Diocesan Canons for electors entitled to vote for members of the Vestry. Each member shall have the right to vote, as set forth in Section 2 of this Article III, for the election of members of the Vestry and otherwise as provided by National and Diocesan Constitutions and Canons and as required by applicable law.

Nothing in this Section I shall be construed as limiting the right of the corporation to refer to persons associated with it as “members” even though such persons are not members as defined above, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law or the foregoing provisions of this Section 1, unless such person shall have qualified for membership as set forth above.

Section 2. VOTING RIGHTS.

Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3. TRANSFER OF MEMEBERSHIP.

No member may transfer a membership or any right arising therefrom.

Section 4. TERMINATION OF MEMBERSHIP.

Ecclesiastical censure pronounced against any member of this corporation, according to the discipline of the Protestant Episcopal Church in the United States of America, shall, ipso facto, terminate the membership of such person in this corporation. Such discipline is reflected, inter alia, in the rubrics of the Service of Holy Communion and Title I, Canon 16, Section 6 of the National Canons.

Section 5. PLACE OF MEETINGS.

All meetings of the members of this corporation shall be held in the Church of the Parish or at such other convenient place, preferably within the Parish boundaries, as may be designated for that purpose from time to time by the Rector and Vestry.

Section 6. ANNUAL MEETINGS.

The annual meetings of the members prescribed by the Diocesan Canons, commonly referred to as the annual meetings of the Parish, shall be held on such day and at such hour and place as may be designed by action of the Vestry, provided however, that such date shall be as soon after the first day of January as is practicable. At each Annual Meeting, a slate of nominees for the Vestry and as Delegates to the Diocesan Convention shall be presented by the Nominating Committee. Nominations from the floor shall be called prior to the voting. An annual budget shall be ratified at each annual meeting.

Section 7. CALL OF SPECIAL MEETINGS.

A special meeting of members may be called at any time by the Rector, by the two wardens acting together, by the Vestry, or upon the written request of 20 members qualified to vote.

Section 8. NOTICE OF ANNUAL OR SPECIAL MEETINGS.

Reasonable notice of each annual or special meeting shall be given to members. Such notice shall include (and be sufficient if it includes) at least one public announcement of the time and place thereof at each regularly scheduled service of the Parish on the Sunday preceding the day of such meeting(s). Nothing herein shall prohibit the giving of longer notice or notice by additional means than the oral announcement above-mentioned. The notice of any special meeting of members shall, in addition to stating the place and date and time thereof, state the purpose or purposes thereof and no business not referred to in such notice may be conducted at the meeting.

Section 9. QUORUM.

Twenty (20) members shall constitute a quorum at any meeting of members. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting, entitled to vote, and voting on any matter shall be the act of the members. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 10. ADJOURNED MEETINGS AND NOTICE THEREOF.

Any members meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the votes represented but in the absence of a quorum (except as provided in Section 9 of this Article III) no other business may be transacted at such meeting.

It shall not be necessary to give any notice of the time and place of an adjourned meeting of members or of the business to be transacted thereat, other than by announcement at the meeting at which such adjournment is taken; provided, however, when any members meeting is adjourned for more than 8

days or, if after adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given as in the case of the meeting as originally called, whether general or special.

Section 11. VOTING.

Elections shall be by ballot. In any election of Vestry members, the candidates receiving the highest number of votes are elected. A member may not cumulate votes for the election of directors.

Section 12. RECTOR A MEMBER; PRESIDING OFFICER.

The Rector of the Parish, by virtue of being Rector, shall, while Rector, be a member of this corporation with right to vote, and shall preside at all meetings of the Parish and of the Vestry. In case there is no Rector, or in the absence or illness of the Rector, the Senior Warden if present shall preside at any such meeting, or if the Senior Warden not be present, the Junior Warden shall preside thereat. If neither the Rector nor a Warden be present but a quorum of members be present, the members present shall elect one of their members as presiding officer.

Section 13. RECORD DATE.

The record date for the determination of the members entitled to notice of any meeting of members shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held.

Members on the day of the meeting who are otherwise eligible to vote are entitled to vote at the meeting of members or, in the case of an adjourned meeting, members on the day of the adjourned meeting who are otherwise eligible to vote at the adjourned meeting of members.

Section 14. CONSENT OF ABSENTEES.

The transactions of any meeting of members, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person, and if, either before or after the meeting, each of the persons entitled to vote, not present at the meeting, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the Parish records or made a part of the minutes of the meeting.

Attendance of a person at a meeting shall constitute a waiver of notice of and presence at such meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by the California Nonprofit Religious Corporation Law to be included in the notice but not so included, if such objection is expressly made at the meeting.

Neither the business to be transacted at nor the purpose of any regular or special meeting of members need be specified in any written waiver of notice, consent to the holding of the meeting or approval of the minutes thereof, except as provided in Section 9411(e) of the California Nonprofit Religious Corporation Law.

Section 15. ACTION WITHOUT MEETING.

Any action which may be taken at any general or special meeting of members, may be taken without a meeting if:

the written ballot of every member is solicited by the corporation by a form of ballot which sets forth the action to be taken and states the deadline by which it must be returned to be counted, the number of votes cast by ballot on or before the time the ballots must be returned to be counted equals or exceeds the quorum required to be present at a meeting authorizing the actions, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Section 16. PROXIES AND ABSENTEE BALLOTS.

Each member shall be entitled to one vote and voting rights may not be exercised by proxies or through absentee ballots. In elections of members of the Vestry, each member of the corporation shall have one vote for each vacancy to be filled, but votes may not be cumulated.

Section 17. INSPECTORS OF ELECTION.

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

The duties of such inspectors shall be those prescribed by Section 5615(b) of the California Nonprofit Public Benefit Corporation Law and shall include: determining the number of memberships outstanding and the voting power of each; determining the memberships represented at the meeting; determining the existence of a quorum; receiving votes, ballots or consents; hearing and determining all challenges and questions in any way arising in connection with the right to vote; counting and tabulating all votes or consents; determining when the polls shall close; determining the result; and doing such acts as may be proper to conduct the election or vote with fairness to all members. If there are three inspectors of election, the decision, act or certificate of a majority is effective in all respects as the decision.

Section 18. CONDUCT OF MEETING. The chair of meetings of members shall conduct each such meeting in an orderly 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 and binding on all members, unless at the time of a ruling a request for a vote is made to the members entitled to vote and who are represented in person at the meeting, in which case the decision of a majority of such members shall be conclusive and binding on all members. Without limiting the generality of the foregoing, the chair shall have all of the powers usually vested in the chair of a meeting.

ARTICLE IV.

Board of Directors or Vestry.

Section 1. BOARD OF DIRECTORS KNOWN AS VESTRY.

The Board of Directors of this corporation shall be known as, and shall constitute, the Vestry. The Rector is and the Wardens shall be members of the Vestry and are entitled to vote.

Section 2. ELIGIBILITY FOR ELECTION TO VESTRY.

Eligibility for election to the Vestry is governed by the Diocesan Canons, subject to any temporary ineligibility of a person for reelection provided by Section 3 of this Article IV.

Section 3. ORGANIZATION OF THE VESTRY.

The number of members of the Vestry, including therein the Rector and the Warden, shall be at least ten (10) not to exceed twelve (12) of whom all but the Rector shall be elective members. Such number of directors or Vestry members may be changed by any method provided by the law of California and particularly by an amendment to the Articles of Incorporation or by a Bylaw adopted by the members of this corporation. The term of office of the Rector as presiding officer, and member with vote, of the Vestry is for the period of the Rector's incumbency as such. The Rector shall not vote in any matter coming before the Vestry to create a tie vote, and, alternatively, the Rector shall vote to break any tie vote among the other members of the Vestry. In the event of a vacancy in the Rectorate, the same shall be filled in accordance with the Diocesan Canons. Senior and Junior Wardens, a Clerk and a Treasurer shall be chosen as provided by the Diocesan Canons.

At an organization meeting of the Vestry, following the adoption of this Section 3 of these Bylaws, the Vestry members shall divide themselves into three groups of each, one group to hold office until the next following annual meeting of members, the second group to hold office until the second following annual meeting of members and the third group to hold office until the third following annual meeting of members.

At each annual meeting of members, a number of Vestry members shall be elected equal to the number of Vestry members whose terms shall have expired at the time of such meeting. After a Vestry member has served a full term of three years, one year shall elapse before he or she shall be eligible for reelection to the Vestry, it being understood that the period between the annual meeting at which a term shall have expired and the next annual meeting of the members constitutes one year even if somewhat less than 365 days because of the respective dates of the meetings. A person elected to the Vestry to fill an unexpired term shall not be ineligible for immediate reelection to the Vestry unless the unexpired term included more than two years.

The provisions of this Section shall apply to those elective members of the Vestry in office at the date of adoption of this Section.

Section 4. POWERS AND DUTIES OF VESTRY.

Subject to any limitations of the Articles of Incorporation and Bylaws of this corporation, to the canonical rights of the Bishop of this Diocese and the Rector and to the California Nonprofit Corporation Law as to actions to be authorized or approved by the members, the powers of this corporation shall be exercised by or under the authority of, and the temporal business and affairs of this corporation shall be controlled by, the Vestry.

Section 5. VACANCIES.

Except as provided in Section 9226 of the California Nonprofit Religious Corporation Law, any member of the Vestry other than the Rector may resign effective upon giving written notice to the Clerk, or the Vestry, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before such time, to take office when the

resignation becomes effective. Resignation of the Rector and vacancies in the Rectorate are governed by the National and Diocesan Canons.

Vacancies in the Vestry, except those existing as a result of a removal of a member of the Vestry by the members of this corporation and except a vacancy in the Rectorate, may be filled by a majority of the remaining members of the Vestry, although less than a quorum, or by a sole remaining member of the Vestry, and each member of the Vestry so elected shall hold office until the expiration of the term of the replaced member of the Vestry and until a successor has been elected and qualified.

A vacancy or vacancies in the Vestry shall be deemed to exist in case of the death, resignation or removal of any member of the Vestry, or if the authorized number of members of the Vestry be increased, or if the members of the Parish fail, at any general or special meeting of members at which any member or members of the Vestry are elected, to elect the full authorized number of members of the Vestry to be elected at that meeting.

In the event that any member of the Vestry shall be absent/unexcused for three consecutive, regular meetings, the seat may, with the advice and consent of the Rector, be declared vacant by the Vestry and a qualified person elected to fill the vacancy, as provided above. If there is no Rector, the advice and consent of the wardens shall be obtained.

The members of the Vestry may declare vacant the office of a member of the Vestry who has been declared of unsound mind by a final order of court, or convicted of a felony.

The members of this corporation may elect a member or members of the Vestry at any time to fill any vacancy or vacancies not filled by the Vestry.

No reduction of the authorized number of members of the Vestry shall have the effect of removing any member of the Vestry prior to the expiration of that member's term of office.

Section 6. PLACE OF MEETING.

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

Section 7. REGULAR MEETINGS.

Immediately following each annual meeting of members of the Parish, the Vestry shall hold a regular meeting for the purpose of organization, election of officers and the transaction of other business. The Vestry shall have a special meeting or retreat as soon as possible after the Annual Meeting. Other regular meetings of the Vestry shall be held without call or notice on the day and time adopted by the Vestry at its organizational meeting.

Section 8. SPECIAL MEETINGS.

Special meetings of the Vestry for any purpose or purposes may be called any time by the Rector, either Warden or any three members of the Vestry.

Special meetings of the Vestry shall be held upon four days notice by first-class mail or 24 hours notice given personally or by telephone, telegraph, telex or other similar means of communication. Any such notice shall be addressed or delivered to each member of the Vestry at such member's address as it is

shown upon the records of the corporation or as may have been given to the corporation by the member for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Vestry are regularly held.

Notice by mail shall be deemed to have been given at a time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office or residence of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 9. QUORUM.

A majority of the authorized number of members of the Vestry, excluding the Rector, constitutes a quorum of the Vestry for the transaction of business, except to adjourn as provided in Section 12 of this Article IV; provided, however, that such number must include the Rector or at least one of the Wardens unless there be no Rector or Wardens. Every act or decision done or made by a majority of the members of the Vestry present at a meeting duly held at which a quorum is present shall be regarded as the act of the Vestry, except as provided in the next sentence, unless a greater number be required by law, by the Articles or by these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members of the Vestry, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 10. PARTICIPATION IN MEETINGS BY CONFERENCE TELEPHONE.

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

Section 11. WAIVER OF NOTICE.

Notice of a meeting need not be given to any member of the Vestry who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such member. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 12. ADJOURNMENTS.

A majority of the members of the Vestry present, whether or not a quorum is present, may adjourn any Vestry meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent members of the Vestry if the time and place be fixed at the meeting adjourned.

Section 13. ACTION WITHOUT MEETING.

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

Section 14. REMOVAL OF MEMBERS OF VESTRY.

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

ARTICLE V.

Committees.

Section 1. CREATION.

The Vestry may appoint one or more committees, each consisting of one or more directors, and delegate to such committees any of the authority of the Vestry except with respect to:

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

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of members of the Vestry then in office, provided a quorum is present, and any such committee may be designated an Executive Committee or by such other name as the Vestry shall specify. The Vestry may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee.

The Vestry shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted.

Unless the Vestry or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article V applicable to meetings and actions of the Vestry.

Section 2. NOMINATING COMMITTEE.

Within 60 days prior to each annual meeting, the Rector shall appoint a nominating committee, which shall consist of the three outgoing vestry members, or if there are not three such members, such other persons approved by the Vestry. The nominating committee shall select and submit to the annual meeting a slate of persons eligible and willing to serve as Vestry members to take the place of those whose terms are expiring. Other nominations may be made by independent petition if the nominee's consent has previously been obtained, pursuant to procedures fixed from time to time by the Vestry.

Section 3. FINANCE COMMITTEE.

The Rector with approval of a majority of the Vestry shall annually appoint a finance committee of not less than three members, at least one of whom shall be a member of the Vestry. The Senior Warden and the Treasurer shall be members of the finance committee. The Rector shall be an ex-officio member. The chair shall be the Treasurer. The committee shall supervise the investment of the funds of this church and shall report at least once every six months to the Vestry and more often upon request of the Vestry. Any sales or changes in investment, actual or proposed, shall be reported to the Board for ratification. Vacancies on the finance committee shall be filled by the Rector with consent of the Vestry.

Section 4. EXECUTIVE COMMITTEE.

There shall be an executive committee consisting of the Rector, the Senior Warden and the Junior Warden. The executive committee may exercise the powers of the Vestry in the management of the business of the corporation between meetings of the Vestry.

ARTICLE VI.

Officers.

Section 1. PRESCRIBED OFFICERS.

The officers of the Vestry shall be those prescribed by the Diocesan Canons, that is to say, the Rector, who is President of the corporation; the Senior Warden, who shall be First Vice President; the Junior Warden, who shall be the Second Vice President, the Clerk, who shall be the Secretary; and the Treasurer, who shall be the chief financial officer. Both the Clerk and the Treasurer must be members of the corporation, but, at the discretion of the Vestry, neither need be a member of the Vestry. The corporation may also have, at the discretion of the Vestry, an Assistant Secretary or Clerk and an Assistant Treasurer. Appointment of an Assistant Minister shall be within the control of the Rector, but all matters pertaining to compensation or other temporalities respecting an Assistant Minister shall be under the control of the Vestry.

Section 2. SUBORDINATE OFFICERS.

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

Section 3. REMOVAL AND RESIGNATION.

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

Any officer may resign at any time by giving written notice to the Vestry or to the Rector or to the Clerk, except that, in accordance with the National Canons, a Rector may not resign without the consent of the Vestry. Any such resignation shall take effect at the date of the receipt of such notice or at a later date specified therein, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. VACANCIES.

A vacancy in any office referred to in Section 1 of this Article other than that of Rector or Senior Warden, because of death, resignation, removal, disqualification or any other cause shall be filled by election or appointment by the Vestry then in office. The office of Rector may be filled only in accordance with the provisions of the National and Diocesan Canons.

Section 5. PRESIDENT.

(Rector) The Rector, as President, shall be the chief executive officer of the corporation and shall as to secular matters, subject to such control as the Vestry may have under the Civil Law, have direction and control of the business and officers and employees of the corporation. The Vestry shall not infringe upon the ecclesiastical or other peculiar rights, privileges or prerogatives of the Rector. The Rector shall be, ex officio, a member of all of the standing committees or regular committees of the Parish and, subject to the powers of the Vestry as to temporal matters, shall have the power to employ subordinate employees. The Rector shall be called by the Vestry in consultation with the Bishop or Ecclesiastical Authority and elected by an affirmative vote of two thirds of the Vestry.

Section 6. WARDENS.

In the absence or disability of the Rector, the Wardens, in the order of their rank (i.e., first the Senior Warden and then the Junior Warden), shall perform the secular duties of the Rector, and when so acting, shall have all of the secular powers, and be subject to all the restrictions upon the Rector. The Wardens shall have such other powers and perform such other duties as, from time to time, may be prescribed for them respectively by the Vestry or Bylaws.

Section 7. CLERK.

The clerk shall keep at the office of the corporation, a book of minutes containing minutes of all meetings of the Vestry, and the members showing: the time and place of such meetings; whether regular or special; if special, how authorized; the notice thereof given; the names of those present at meetings of the Vestry; and the proceedings of each of such meetings. When written notice is required, the Clerk shall give notice of all meetings of the members and the Vestry. The Clerk shall keep the seal of the corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Vestry or Bylaws.

Section 8. TREASURER.

The Treasurer shall maintain adequate and correct accounts of the properties and business transactions of the corporation, including pledges and other assets, liabilities, receipts, disbursements and accounts in general. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the parish corporation with such depository as may be designated by the Vestry. The Treasurer shall disburse the funds of the corporation as may be ordered by the Vestry; shall render to the Rector and the Vestry whenever they request it, an account of all transactions as Treasurer and of the financial condition of the corporation and shall have such other powers and perform such other duties as may be prescribed by the Vestry or Bylaws.

The procedure for deposit and withdrawal of monies and other valuables shall be prescribed in the resolutions which shall be adopted by the Vestry governing the deposit and withdrawal of funds or valuables. The funds or valuables herein referred to are those belonging to the Parish and these provisions shall not be deemed to conflict with or overrule the conditions, terms or provisions of

declarations or deeds of trust or of conveyance or donation providing some special method of safekeeping, disbursing, withdrawing or depositing funds.

ARTICLE VII.

Other Provisions.

Section 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 Rector.

Section 2. RECORDS.

The corporation shall maintain adequate and correct accounts, books, and records of its membership, business and properties. All of such records and accounts shall be kept at the room or place designated as the principal office of the corporation, as fixed by the Vestry, and proper provisions shall be made for the 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 corporation or the Vestry, as the case may be, from time to time and in the manner provided for in that Code.

Section 3. CERTIFICATION AND INSPECTION OF BYLAWS.

The original or a correct copy of these Bylaws, as amended or otherwise altered to date, certified to by the Clerk, shall be open to inspection by the members of the corporation at all reasonable times as provided in the Corporations Code. Inasmuch as these Bylaws adopt and make the National and Diocesan Constitutions and Canons a part of these Bylaws, these provisions as to certification and inspection shall apply to those copies of the same mentioned in Article I of these Bylaws.

Section 4. ENDORSEMENT OF DOCUMENTS; CONTRACTS.

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the president or any Warden and the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of the corporation shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Vestry, and, unless authorized by the Vestry, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 5. SALES AND INDEBTEDNESS.

No indebtedness (except ordinary amounts due on open account for goods and service in the ordinary course of the corporation's business or as included in any budget or program approved by the Vestry), nor any sale or conveyance of property of the corporation involving an amount in excess of \$1,000, nor 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 resolution to incur the indebtedness or make the sale, conveyance or encumbrance must be adopted at a meeting of the Vestry at which a majority of the authorized number of members of the Vestry shall be present and vote in favor thereof.

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.

Such resolution must be fully set forth in the minutes, together with the names of the Vestry members who vote in favor thereof.

When required by National or Diocesan Canon, the consent of the Bishop and the Standing Committee of the Diocese shall first be obtained in writing. Without limiting the generality of the foregoing, such consents shall be obtained as required by Title II, Section 3.09 of the Diocesan Canons (which Canon, at the date of adoption of this Bylaw, read,

“Should any Parish desire to mortgage or otherwise encumber, to sell, exchange or otherwise dispose of all or any of its real property, or to acquire, except by gift, devise, or bequest, any real property subject to an existing encumbrance, or to assume an existing encumbrance, written consent of the Bishop and Standing Committee must be obtained prior to any such sale, exchange, mortgage or other encumbrance, disposition or acquisition”), as said Canon shall from time to time be amended.

Section 6. TITLE TO PROPERTY.

Whereas there are no outstanding debts to the Diocese or to any lending institutions at this time, title to all property shall be transferred from the Diocese to the Parish. In the event of the dissolution of the parish, the disposition of the property by the Diocese shall be in accordance with Title II, Canon 3.08 and 3.10, for the beneficial use and purpose of the Church in the Diocese as determined by the Corporation of the Diocese with the consents of the Bishop and the Standing Committee as deemed for the best interest of the Diocese.

Section 7. CONSTRUCTION AND DEFINITIONS.

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provision of the California Nonprofit Corporation Law and in the California Nonprofit Religious Corporation Law shall govern the construction of these Bylaws.

ARTICLE VIII.

Corporate Seal.

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

ARTICLE IX.

Amendment.

These Bylaws may be altered or amended at any regular meeting of the Vestry by an affirmative vote of not less than two-thirds of the authorized number of the members of the Vestry, provided that such alteration or amendment shall not be contrary to or inconsistent with the Articles of Incorporation of

this corporation, or with the National or Diocesan Constitutions and Canons; provided further, that a Bylaw or an amendment thereof changing the authorized number of members of the Vestry may not be adopted, amended or repealed by the Vestry.

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

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

ARTICLE X.

Indemnification.

Section 1. DEFINITIONS.

For the purposes of this Articles, “agent” mans any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; “proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and “expenses” includes without limitation attorneys fees and any expenses of establishing a right to indemnification under Sections 4 or 5(3) of the Article X.

Section 2. INDEMNIFICATION IN ACTIONS BY THIRD PARTIES.

The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 9243 of the California Nonprofit Religious Corporation Law, or an action brought by the Attorney General pursuant to Section 9230 of the California Nonprofit Religious Corporation Law) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonable incurred in connection with such proceeding if such person acted in good faith and in a manner such person believed to be in the best interests of the corporation, and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person’s conduct was unlawful.

Section 3. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION.

The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation, or brought under Section 9243 of the California Nonprofit Religious Corporation Law, or brought by the

Attorney General pursuant to Section 9230 of the California Nonprofit Religious Corporation Law, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

Section 4. INDEMNIFICATION AGAINST EXPENSES.

To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article X or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. REQUIRED DETERMINATION.

Except as provided in Section 4 of the Article X, any indemnification under this Article X shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article X, by:

A majority vote of a quorum consisting of directors who are not parties to such proceeding;

Approval of the members with the persons to be indemnified not being entitled to vote thereon; or

The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the corporation.

Section 6. ADVANCE OF EXPENSES.

Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article X.

Section 7. OTHER INDEMNIFICATION.

No provision made by a corporation to indemnify its directors or officers or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or directors, an agreement or otherwise, shall be valid unless consistent with the Article X. Nothing contained in this Article X shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 8. FORMS OF INDEMNIFICATION NOT PERMITTED.

No indemnification or advance shall be made under this Article X, except as provided in Sections 4 or 5(3), in any circumstance where it appears that:

It would be inconsistent with a provision of the Articles, Bylaws, a resolution of the members or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

It would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. INSURANCE.

The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of the Article X; provided, however, that a corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 9243 of the California Nonprofit Religious Corporation Law.

Section 10. NONAPPLICABILITY TO FIDUCIARIES OF EMPLOYEE BENEFIT PLANS.

This Article X does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent as defined in Section 1 of this Article X of the employer corporation. A corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation Law.

ARTICLE XI.

Emergency Provisions.

Section 1. GENERAL.

The provisions of this Article XI shall be operative only during a national emergency declared by the President of the United States or the person performing the President's functions, or in the event of a nuclear, atomic or other attack on the United States or a disaster making it impossible or impracticable for the corporation to conduct its business without recourse to the provisions of this Article XI. Said provisions in such event shall override all other Bylaws of the corporation in conflict with any provisions of the Article XI, and shall remain operative so long as it remains impossible or impracticable to continue the business of the corporation otherwise, but thereafter shall be inoperative; provided that all actions taken in good faith pursuant to such provisions shall thereafter remain in full force and effect unless and until revoked by action taken pursuant to the provisions of the Bylaws other than those contained in this

Section 2. UNAVAILABLE VESTRY MEMBERS.

All Members of the Vestry who are not available to perform their duties as such by reason of physical or mental incapacity or for any other reason or whose whereabouts are unknown shall automatically cease to be such members, with like effect as if such persons had resigned from the Vestry, as long as such unavailability continued.

Section 3. AUTHORIZED NUMBER OF VESTRY MEMBERS.

The authorized number of Vestry Members shall be the number of such members remaining after eliminating those who have ceased to be directors pursuant to Section 2 of this Article, or whichever number is greater.

Section 4. QUORUM.

The number of Vestry members necessary to constitute a quorum shall be the number bearing the same proportional relationship to the numbers of directors remaining pursuant to Section 2 of this Article as the quorum established in Article IV, Section 9 bears to the authorized number of Vestry members set forth in Article IV, Section 3.

Section 5. VESTRY MEMBERS BECOMING AVAILABLE.

Any person who has ceased to be a Vestry member pursuant to the provisions of Section 2 of this Article and who thereafter becomes available to serve as a Vestry member shall automatically resume exercising the powers and performing the duties of a Vestry member unless the term of office of such person has expired in accordance with its original terms and a successor has been selected and qualified.

THE UNDERSIGNED, being the Clerk and Secretary of the corporation known as The Rector, Church Wardens and Vestry of St. Timothy’s Episcopal Church of San Diego, California, a California religious nonprofit corporation, does hereby certify the foregoing to be the Bylaws of the said corporation, and that the same were regularly adopted at a regular meeting of the Vestry of said corporation, duly called and held, at which at least two-thirds of said Vestry were present and voted in favor thereof.

IN WITNESS WHEREOF, I have hereunto set my hand the ____ day of _____, in the year of our Lord 2001.

Clerk and Secretary

CERTIFICATE OF CLERK AND SECRETARY OF THE RECTOR, CHURCH WARDENS AND VESTRY

OF ST. TIMOTHY’S EPISCOPAL CHURCH OF SAN DIEGO, CALIFORNIA,

a California nonprofit corporation

I hereby certify that I am the duly elected and acting Clerk and Secretary of said corporation and that the foregoing Bylaws, comprising 19 pages, constitute the Bylaws of said corporation as duly adopted at a meeting of the Board of Directors (Vestry) thereof held on November 3, 2002

Clerk and Secretary