BYLAWS OF

SAINT BENEDICT’S EPISCOPAL CHURCH

LOS OSOS, CALIFORNIA

DIOCESE OF EL CAMINO REAL, STATE OF CALIFORNIA

A CALIFORNIA NONPROFIT RELIGIOUS CORPORATION

Pursuant to the provisions of the Nonprofit Corporation Law of the State of California and

provisions of the 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.

ARTICLE I. Corporation Part of Episcopal Church

The corporation (also referred to herein as “Parish”) is an integral subordinate unit and

constituent part of the Episcopal Church in the Diocese of El Camino Real and the Episcopal

Church in the United States of America. The Constitution and Canons of the Episcopal

Church in the United States of America, and the Constitution and Canons of the Diocese of El Camino Real, now and hereafter in effect, are incorporated, by reference, in these Bylaws, as a basis and essential part hereof. From time to time they are herein respectively called the “~~National~~ TEC Constitution,” “~~National~~ TEC Canons,” Diocesan Constitution,” or “Diocesan Canons.” In case of any conflict between said constitutions and canons and the Bylaws of this corporation, the provisions of said constitutions and canons hereby made part of the Bylaws of this corporation shall prevail over such conflicting provisions. The Clerk of this corporation is required to keep with the original of these Bylaws, available for inspection or examination, a printed copy of said constitutions and canons.

ARTICLE II. Principal Office

The corporation’s principal address is fixed at Post Office Box 6877, Los Osos, California

93412.

ARTICLE III. Membership

Section 1. MEMBERSHIP

Membership of St Benedict’s faith community is open to anyone, regardless of religious background or experience, age, race, ethnicity, culture, gender, sexual orientation, gender identity or expression, economic condition, physical or mental ability.

a. Voting Members of the Parish are:

~~i.~~ Any baptized person of fourteen years of age or older who has regularly

received communion for at least six months and

~~ii. Any baptized person of eighteen years of age or over~~ who has regularly

contributed to the support of the Parish for at least one year through donation of time,

ability and/or money.

b. Voting Members in Good Standing are communicant members who have attended services

and contributed to the support of the Parish six months immediately prior to

a Parish Meeting.

~~c. Associate Members are:~~

~~i. Any baptized person of fourteen years of age or older who has regularly~~

~~received communion for less than six months.~~

~~ii. Any person of fourteen years of age or over who regularly participates in the~~

~~life of the Parish community and supports its work through donation of time,~~

~~ability and/or money.~~

Section 2. VOTING RIGHTS.

Each voting member in good standing shall be entitled to one vote on each matter submitted to a vote of the members, except the election of the vestry which is limited to members who are

also confirmed or received members of the Episcopal Church and who have participated in, and supported the Parish for at least one year.

Voting rights may not be exercised by proxy or through absentee ballot, unless a mailed ballot vote is being taken of all the members. ~~Associate members shall have voice, but not vote.~~

Section 3. PLACE OF MEETINGS.

All meetings of the members of this corporation shall be held in a convenient place

designated for that purpose by the Vestry and as provided for in Section 7.

Section 4. ANNUAL MEETING.

The annual meeting of the members prescribed by the Diocesan Canons shall be held on

such day and such hour and place as may be designated by the Vestry. The meeting shall be

held before February 15th in accordance with Diocesan Canons.

Section 5. CALL OF SPECIAL MEETING.

A special meeting of members may be called at any time by the Rector, by the Vestry, or by

3 members (one a Warden) of the Vestry, or upon written request of One-Third (1/3) of the

members qualified to vote. It shall be the immediate duty of the Rector, Wardens, Officers

and Vestry to assist members wishing to call a special meeting with accurate and current

rosters and membership information.

Section 6. NOTICE OF ANNUAL OR SPECIAL MEETING.

Written notice of each annual or special meeting shall be posted at least two (2) weeks

prior to said meeting. This notice may be sent electronically. Notice of annual or special meetings shall also include 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. The written notice of any special meeting of members shall, in addition to stating the date, time, and place thereof, state the proposed agenda for the meeting.

Section 7. ELECTRONIC MEETINGS

Any meeting is to be conducted in real-time, either or both in person or via electronic means pursuant to California non-profit corporation law, using measures to provide members a

reasonable opportunity to participate in the meeting and to vote on matters submitted to the

members, including an opportunity to read or hear the proceedings of the meeting concurrently

with those proceedings or such other means as may be allowed by the California Corporations

Voting by electronic means shall be permitted. Ballots, if any, and a record of those participating electronically shall be kept for one year, or in the case of an annual meeting, for one day after the date of the next meeting.

Section 8. QUORUM.

Twenty (20) members present or fifty per cent (50%) of the voting membership, whichever is

less, shall constitute a quorum at any meeting of the members. If a quorum be present, the

affirmative vote of the majority of the members present and entitled to vote and voting on

any matter, shall be the act of the members; except for those matters covered by Article

Viii, Amendments.

Section 9. RECTOR A MEMBER; PRESIDING OFFICER.

The Rector of the Parish shall be a member of this corporation with the right to vote, and

may preside at all meetings of the Parish and the Vestry. In case there is no Rector or in the

absence or illness of the Rector, the Senior Warden shall preside. In the absence of both

Rector and Senior Warden, the Junior Warden shall preside.

Section 10. CLERK.

The Clerk or Secretary of the Parish and Vestry will act as Secretary and keep the minutes

of the annual meeting as well as all other meetings of the Parish or corporation.

Section 11. VOTING.

Election of the Vestry must be by written and/or electronic ballot. All candidates shall stand for election at large. The candidates receiving the most votes shall be elected. Each voting member in good standing shall have one (1) vote for each vacancy. When several candidates are running for several seats, no one may cast more than one vote for any single candidate. In case of a tie,

there shall be additional ballots until it is resolved by election.

When the number of seats is greater than or equal to the number of candidates, the slate may be elected by acclamation.

Section 12. CANDIDATES.

A nominating Committee of three (3) members (not including the Rector), appointed by the

Vestry at least thirty (30) days prior to the annual meeting, shall place in nomination a slate

of qualified candidates at least equal in number to the number of vacancies occurring in the

Vestry. Any member of the Parish may make additional nominations of qualified candidates

from the floor of the annual meeting.

Section 13. INSPECTORS OF ELECTIONS.

In advance of any meeting of members, the Vestry may appoint inspectors of elections to

act at the meeting in question.

Section 14. CONDUCT OF MEETINGS.

Unless inconsistent with these Bylaws and statutory law, the current edition of Roberts

Rules of Order shall govern the conduct of all Parish-wide meetings.

ARTICLE IV. Board of Directors or Vestry and Parish Council

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 shall be a member of the Vestry and be entitled to voice and vote. All

vestry members are members of the Parish Council.

Section 2. ELIGIBILITY FOR ELECTION TO THE VESTRY.

Eligibility for election to the Vestry is governed by the Diocesan Canons. Diocesan Canons

specify that all except the Rector, shall be lay persons qualified to vote in Parish meeting, as

described in Article III, Section 1a, and must be confirmed members of the Episcopal

Church.

Section 3. ORGANIZATION OF THE VESTRY.

The number of Vestry members shall be at least six (6) in addition to the Rector; the term

of office of Vestry members shall be three (3) years. One-third of the Vestry shall be elected

each year to a full three (3) year term. Upon the expiration of his or her full three (3) year

term of service on the Vestry, a Vestry member shall not be eligible for election to the

Vestry until one year has passed from the expiration of the term of office just completed.

A person elected to the Vestry to fill an unexpired term shall be eligible for immediate

reelection to the Vestry for a full three (3) year term if the unexpired term was for a period

~~of less than~~ two (2) years or less. A person assigned to a one year term shall likewise be eligible

for reelection to a full three (3) year term. The end of the month in which the annual Parish meeting ~~of each year~~ is held shall be deemed the end of a year for the purpose of Vestry elections.

Section 4. PARISH COUNCIL.

The Parish Council shall consist of the Vestry plus additional faith community leaders appointed by the Vestry for ~~a~~ renewable terms of no more than two (2) years. These leaders shall be members of St, Benedict’s faith community. ~~or associate members~~. At all times there shall be two (2) more Vestry members on the Parish Council than faith community leaders. Faith community leaders shall have voice but not vote in the affairs of the Corporation.

Section 5. WARDENS.

From the members of the Vestry shall be chosen a Senior or Presiding Warden and a Junior or People’s Warden,

both of whom shall be ~~Communicants of~~ voting members in good standing in the Parish. The Rector shall appoint the Senior or Presiding Warden, the Vestry shall elect the Junior or People’s Warden. The Wardens, shall be considered the First and Second Vice-President of this corporation. No meeting of the Vestry or Parish Council shall be valid unless there be present either the Rector or one of the Wardens. The appointment and election of the Wardens shall take place annually, as hereinafter prescribed. In the event there is no Rector, the Vestry shall elect the Senior Warden.

Section 6. VACANCIES.

Except as provided in Section 9229 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. The

resignation of a Rector is governed by Diocesan and TEC ~~National~~ Canons. The position of a

member of the Vestry who fails to attend three (3) consecutive meetings, without good

cause, may be declared vacant by the Vestry, and filled as hereinafter provided in this

section.

Vacancies in the Vestry, except those existing as a result of a removal of a member of the

Vestry and except a vacancy in the Rectorate, may be filled by a majority vote 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 next annual

meeting at which time the appointed member, along with any other nominees, must stand

for election for the balance of the unexpired term and until a successor has been elected

and qualified.

In the event there is no Rector and there are no Wardens, the members of the Vestry shall

call a valid meeting for the express purpose of electing Wardens.

Section 7. PLACE OF MEETING.

Regular or special meetings of the Vestry or Parish Council shall be held at any place which

has been designated from time to time by the Vestry and as provided for in Section 9.

Section 8. REGULAR MEETINGS.

~~Immediately~~ Following each annual meeting of the members of the Parish, the Vestry shall

hold a regular meeting for the purpose of organization, election of officers, and the

transaction of business germane to the organization process including setting a regular day

and time for Parish Council meetings.

Section 9. SPECIAL MEETINGS.

Special meetings of the Vestry for any purpose or purposes may be called at any time by the

Rector, either Warden, or any three (3) members of the Vestry. Notice of such called

meetings shall be given by electronic or written notice, delivered or mailed members of the Vestry so as to be received (with reasonable certainty) one day prior to the time of the meeting,

and shall state the purpose for which the meeting is being called. No business not referred

to in such notice may be conducted at the meeting.

Section 9. ELECTRONIC MEETINGS

Any meeting is to be conducted in real-time, either or both in person or via electronic means pursuant to California non-profit corporation law, using measures to provide members a

reasonable opportunity to participate in the meeting and to vote on matters submitted to the

members, including an opportunity to read or hear the proceedings of the meeting concurrently

with those proceedings or such other means as may be allowed by the California Corporations

Voting by electronic means shall be permitted. Ballots, if any, and a record of those participating electronically shall be kept for one year, or in the case of an annual meeting, for one day after the date of the next meeting.

Section 10. QUORUM.

A majority of the Vestry, including the Rector, shall constitute a quorum for the transaction

of all business, except such business as may be required by law or by Canon to be

transacted by a greater number than a majority, in which case a quorum shall be the

required number.

Section 11. ADJOURNMENT.

A majority of the members of the Vestry present, whether or not a quorum is present, may

adjourn a Vestry meeting to another time and place.

Section 12. ACTION WITHOUT MEETING.

Any action required or permitted to be taken by the Vestry may be taken without a meeting

if ~~seven (7) members~~ five (5) or more members of the Vestry shall individually or collectively consent to such action. Such consent may be expressed electronically, verbally or in writing.

Such action will be made a part of the minutes at the next meeting of the Vestry, with notes

made of the consents obtained. Such action shall have the same effect as a vote of the Vestry. Failure to report the actions taken at the next regular meeting, and to include such

actions in the minutes as prescribed above, shall render the action taken null and void.

Section 13. REMOVAL OF MEMBERS OF THE VESTRY.

Any one or more members of the Vestry, other than the Rector, may be removed from office

by a vote of a majority of the persons entitled to vote at a regular or special meeting of the

members of the Parish, provided that 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.

ARTICLE V. Officers

Section 1. PRESCRIBED OFFICERS.

The officers of the Vestry and Corporation shall be President (the Rector), First Vice-

President (the Senior Warden), Second Vice-President (the Junior Warden), Clerk, who

shall be the corporate secretary, and Treasurer, who shall be the chief financial officer.

Both the Clerk and the Treasurer shall be members of the Parish, but at the discretion of

the Vestry, neither need be a member of the Vestry. The Vestry may appoint an Assistant

or an Assistant Treasurer following the same guidelines and requirements as for

Clerk and Treasurer.

Section 2. SUBORDINATE OFFICERS.

The Vestry may elect, or 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 and Senior Warden, may be removed from

office, but not from the Vestry, by a majority of the entire Vestry at the time in office, at any

regular or special meeting of the Vestry, provided, in the case of a special meeting, the

proper notice of such intent has been given as required by Article IV, Section 8. The Senior

Warden may be removed from office by the Rector, but not from the Vestry. Any officer

may resign at any time by giving written notice to the Clerk, the Rector, or the Vestry;

however the Rector may not resign without the consent of the Vestry. Any such

resignations shall take effect on the date of the receipt of acceptance of such notice or at a

later date specified therein. Except in the case of the Rector, the acceptance of such

resignation shall not be necessary to make it effective.

Section 4. VACANCIES.

A vacancy in an office referred to in Section 1 of this Article, other than that of the Rector or

Senior Warden, because of death, resignation, removal, disqualification or any other causes

shall be filled by election or appointment by the Vestry then in office. The office of Rector

(President) must be filled in accordance with TEC and Diocesan Canons. In the event of

a vacancy in the office of Senior Warden (First Vice-President) the vacancy shall be filled by

appointment by the Rector.

Section 5. PRESIDENT (Rector).

The Rector, as President, shall be the chief executive officer of the corporation and shall as

to secular matters, under the direction of the Vestry, have control of the business, officers,

and employees of the Parish. The Vestry shall not infringe upon the ecclesiastical or other

peculiar rights, privileges, or prerogatives of the Rector.

Section 6. VICE-PRESIDENTS (Wardens).

In the absence or disability of the Rector, the Wardens, in the order of their rank (Senior

Warden first then the Junior Warden), shall perform the secular duties of the Rector, and

when so acting, shall have all the secular powers, and be subject to all the restrictions placed

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 by these

Bylaws.

Section 7. CLERK.

The Clerk shall keep a book containing the minutes of all meetings of the Parish and also a

book containing the minutes of all meetings of the Vestry. All minutes shall record the date,

time, persons present at the Vestry meetings, and a reasonable account of the proceedings

of the meeting in question. If written or special notice of a meeting is necessary the Clerk

shall give same and record the details of such notice in the minutes of the meeting for

which the notice was given or required. The Clerk ~~shall keep the seal of the corporation in a~~

~~safe place and~~ shall have such other powers and perform such other duties as may be

prescribed by the Vestry or by these Bylaws.

Section 8. TREASURER.

The treasurer shall maintain adequate and correct accounts of the properties and business

transactions of the corporation, including pledge and other assets, liabilities, receipts,

disbursements, and special and general accounts. The Treasurer shall deposit all monies

and other valuables in the name of the Parish with depositories designated by the Vestry.

The Treasurer shall disburse the funds of the corporation as may be ordered by the Vestry;

shall render to the officers and the Vestry, whenever requested, 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 by

these Bylaws.

The procedure for deposit and withdrawal of monies and other valuables shall be

prescribed in a resolution (s), which shall be adopted by the Vestry, governing the deposit

and withdrawal of funds or valuables. These provisions shall not be deemed to conflict with

or overrule the conditions, terms or provisions of declarations of deeds of trust or

conveyance, or donations providing some special method of said keeping. With regard to all

designated funds, donations, bequests, and gifts the Treasurer shall request resolutions

from the Vestry which clearly set out all special conditions pertaining to such assets. These

provisions shall not apply to the discretionary funds of the Clergy, as to which the

disclosure of the beneficiaries or the purposes might prevent the carrying out of needed

charitable acts.

ARTICLE VI. Committees

The Vestry or Parish Council may appoint one or more committees, each with representation of a least one member of the ~~Vestry~~ Parish Council, to act as liaison with the Vestry. Minutes of each committee meeting shall be kept and deposited with the Clerk of the Vestry in a timely manner. Committees are accountable to the Vestry and shall report their activities quarterly

to the Parish Council.

ARTICLE VII. Other Provisions

Section 1. VESTRY POLICY.

When the Vestry adopts any resolution, whether required by these Bylaws or not, such

resolutions shall become part of a body of governing guidelines called “Vestry Policy.”

Clerk shall cause to be maintained a book of resolutions kept in reasonable order as to like

subjects, chronologically. It shall be the purpose of Vestry Policy to assist in governing the

corporation. Vestry Policy may be amended or sections deleted, except where required by

law or by these Bylaws, by a simple majority of the Vestry at any meeting of the Vestry.

Section 2. CORPORATE RESTRICTIONS.

Notwithstanding anything else herein contained, in purely temporal and secular matters, as

distinct from matters partly or wholly ecclesiastical, the Civil Law of the State of California

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 subject to Vestry approval.

Section 3. RECORDS.

The corporation shall maintain adequate and correct accounts, books, and records of its membership, business, and properties. Proper provisions shall be made for the safekeeping thereof from fire, the elements, inherent vice, or access by unauthorized persons. All books and records of the corporation shall, to the extent required by the Corporations Code of the State of California, be open to inspection of members of the Parish, from time to time and in the manner

provided for in the Code.

Section 4. REAL PROPERTY TITLE.

All real property of this corporation shall be held in the following name: The Rector,

Wardens, and Vestry of Saint Benedict’s Episcopal Church in trust for the Episcopal Church

in the Diocese of El Camino Real.

Section 5. IRREVOCABLE DEDICATION.

The property of this corporation, real and personal, is held in trust for the Episcopal Church

in the Diocese of El Camino Real, and upon liquidation, dissolutions, or abandonment of the

owner, after providing for the debts and obligations thereof, the remaining assets shall be

distributed to said Episcopal Church in the Diocese of El Camino Real.

Section 6. CONSENT FOR ENCUMBRANCE OR DISPOSITION.

Should the 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, y real property subject to an existing encumbrance, or to assume an existing

encumbrance, the written consent of the Bishop and Standing Committee of the Diocese of

El Camino Real must be obtained prior to any such sale, exchange, mortgage, or other

encumbrance, disposition, or acquisition.

ARTICLE VIII. Amendment

Except as to Article I, relative to conformity to Church law, these Bylaws may be changed or

amended at any annual meeting of the Parish, or any special meeting of the Parish properly

allowing the amendment of these Bylaws, by the affirmative vote of at least two-thirds

(2/3) of the voting members present.

Whenever an amendment or new bylaw is adopted, it shall be copied, at the appropriate

place, into a book containing the original Bylaws and any previous amendments. If a Bylaw

voting is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted shall be stated in said book. From time to time, the Clerk may certify current copies of these Bylaws, but the original wording of all bylaws and amendments shall be kept on file.

ARTICLE IX. Indemnification

The corporation may indemnify any Vestry Member, Officer, agent or employee as to those

liabilities and on those terms and conditions as are specified in Section 9246 of the

Corporation Code of the State of California. In any event, the corporation shall have the

right to purchase and maintain insurance on behalf of any such person whether or not the

corporation would have the power to indemnify such person against the liability insured

against.

CERTIFICATE OF THE BYLAWS

KNOW ALL BY THESE PRESENT:

The undersigned, Clerk (secretary) of the corporation known as “Saint Benedict’s Episcopal

Church” of Los Osos, Diocese of El Camino Real, State of California, a California religious

nonprofit corporation hereby certifies that the above and foregoing Bylaws, consisting of 10

pages, were duly adopted by the members of said corporation on the \_\_\_\_\_\_\_\_\_\_\_\_\_\_ day of

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_\_ and that they now constitute the Bylaws of said corporation.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

, Clerk