

AMENDED AND RESTATED BY-LAWS OF HOLY TRINITY  
PARISH OF OCEAN BEACH, a California Corporation

**ARTICLE I  
OFFICE**

Section 1. Principal Office. The principal office for the transaction of the business of the corporation shall be located at such place in the County of San Diego, State of California, as the Vestry shall, from time to time, designate.

Section 2. Other Offices. Branch or subordinate offices may at any time be established by the Vestry at any place or places.

**ARTICLE II  
MEMBERS**

Section 1. Requirements for Membership. Members of this corporation shall be those individuals who request admission, are regular communicants, have attained the age of 18 years, have pledged (or otherwise provided) financial support and who meet such additional requirements as may be, from time to time, prescribed by the Vestry. Individuals already deemed to be, or treated as, members on the date of adoption of these amended by-laws shall not be required to re-qualify. Newly-admitted members shall acknowledge in writing their receipt of a copy of the then current by-laws.

Section 2. Member Discipline and Membership Termination.

(a) If a voting member has refrained from worship or contributions for a year, without excuse of disability, illness, or age, the Rector shall move that person to inactive status on the membership roll. The Rector shall send a notice of this action to the individual at the last known address of the individual, informing the individual that inactive members may not vote at parish meetings.

(b) The membership of any person who shall have ceased to be qualified for membership as set forth in Section 1 of this Article II shall be deemed to have been terminated from the time such ineligibility occurred.

Section 3. Meeting of Members.

(a) Regular and Special Meetings. There shall be an annual meeting of the members of this corporation held each year in January or February at such time and place as may be determined by the Vestry. Special meetings of the members may be held upon

call by: the Rector or, if he is absent, unable or refuses to act, by the Senior Warden, or any two Vestry members, or ten or more members.

(b) Notice of Meetings. Written notice of each annual or special meeting shall be given to each member personally or by mail, charges prepaid, addressed to such member at his address as it shall appear on the books of the corporation or given by him to the corporation for the purpose of notice. All such notices shall be sent to each member entitled thereto, not less than five days before each meeting; shall specify the place, the day, and the hour of such meeting; and shall also state the general matter of the business or proposal to be considered or acted upon at such meeting.

(c) Quorum. The presence in person of at least twenty-five members entitled to vote shall constitute a quorum for the transaction of business at all members' meetings. 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.

(d) Voting. All active members as shown on the records of the corporation shall have the right to vote on all matters brought before any regular or special meeting of the membership.

### **ARTICLE III VESTRYMEMBERS**

Section 1. Directors, known as Vestrymembers. Directors of the corporation shall be known as Vestrymembers. The Vestrymembers shall exercise all of the powers of a Board of Directors of an incorporated body and the term Vestry shall be interchangeable with the term Board of Directors.

Section 2. Powers. Subject to the limitations of the Articles of Incorporation, the laws of the State of California as to action to be authorized and approved by the members, and the duties of the Vestry as prescribed by the By-Laws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by the Vestry. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Vestry shall have the following powers:

(a) To select and remove agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with the law, with the Articles of Incorporation, or the By-Laws, fix their compensation, and require from them security for faithful service.

(b) To conduct, manage and control the affairs and business of the corporation and make such rules and regulations therefor as they see fit; provided such rules and regulations are not inconsistent with law, the Articles of Incorporation, or these By-laws.

(c) To make and use a corporate seal, and to alter the form of such seal from time to time, as they see fit; provided such use or alteration is not inconsistent with law, the Articles of Incorporation, or these By-laws.

(d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, or other evidence of debt and instruments securing the payment of the same.

Section 3. Number and qualification of Vestrymembers. There shall be not more than ten (10) nor less than seven (7) Vestrymembers, one of whom shall be the Rector and the remainder active members of the corporation.

Section 4. Election and term of Vestrymembers. All Vestrymembers, except the Rector, shall be elected for a three year term at the annual meeting of members. The terms of office shall be rotated so not more than three Vestrymembers are elected at any annual meeting, except to fill the vacancy of an unexpired term of office. If any such annual meeting is not held or the Vestrymembers are not elected at any annual meeting, Vestrymembers may be elected at a special meeting of members held for that purpose. All Vestrymembers shall hold office until their respective successors are elected and qualified. The election of all Vestrymembers shall be by written secret ballot. In the event of an uncontested election, the chair may invite a motion to elect the candidate(s) by acclamation. No Vestrymember who has served a full term shall be re-elected or appointed to the Vestry during the one year period immediately following the completion of his term.

Section 5. Vacancies. Vacancies in the Vestry may be filled by a majority of the remaining Vestrymembers, although less than a quorum, or by a sole remaining Vestrymember, and each Vestrymember so elected shall hold office until a successor is elected at an annual or special meeting of the members. A vacancy shall exist any time a Vestrymember fails to maintain his membership in good standing with the corporation, or if he shall fail to attend three consecutive meetings of the Vestry without being excused for good cause. The determination of good cause shall be made by a vote of the majority of the members of the Vestry at the regular or special meeting at which the Vestrymember is absent, or at the next regular or special meeting thereafter.

Section 6. Place of Meeting. Regular or special meetings of the Vestry shall be held at such place as may be designated, from time to time, by resolution of the Vestry or, in the absence of such resolution, by the Rector.

Section 7. Organization Meeting. Immediately following, or during a recess, of each annual meeting of members, the Vestry shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of such meeting is hereby dispensed with.

Section 8. Other Regular Meetings. Other regular meetings of the Vestry shall be held without call on such day in each month, or on such day in such months, as the Vestry shall, from time to time, fix and determine by resolution; provided, however, that should said day fall upon a legal holiday other than a Sunday, then said meeting shall be held on the same day of the following week. Notice of all such regular meetings of the Vestry is hereby dispensed with. No meeting of the Vestry shall be valid unless the Rector or at least one of the Wardens shall be present.

Section 9. Special Meetings. Special meetings of the Vestry, for any purpose or purposes, may be called at any time by the Rector or, if he is absent, unable or refuses to act, by the Senior Warden or by any two Vestrymembers. Notice of such special meetings shall be given to each Vestrymember in writing either personally, by mail, or by other means of written communication, charges prepaid, addressed to such Vestrymember at his address as it appears on the books of the corporation. The notice shall be communicated so as to be received by each Vestrymember not less than twenty-four hours prior to the time of the holding of such special meeting.

Section 10. Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting shall be given to absent Vestrymembers.

Section 11. Entry of Notice. Whenever any Vestrymember has been absent from any special meeting of the Vestry, an entry in the Minutes to the effect that notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such special meeting was given to such Vestrymember, as required by law and the By-Laws of the corporation.

Section 12. Waiver of Notice. The actions of any special meeting of the Vestry, however called and noticed, or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the Vestrymembers not present signs a written waiver of notice or consent to holding such meeting or an approval of the Minutes thereof. All such waivers, consents or approvals shall be filed with the corporation's records and made a part of the Minutes of the meeting.

Section 13. Quorum. A majority of the number of Vestrymembers holding office shall be necessary to constitute a quorum for the transaction of all business except to adjourn, as hereinafter provided. Every act or decision done or made by a majority of the Vestrymembers present at a meeting duly held at which a quorum is present shall be regarded as the act of the Vestry. Any Vestrymember shall have the right to have the vote recorded or to demand a roll call vote.

Section 14. Adjournment. A quorum of the Vestrymembers may adjourn any meeting to meet again at a stated day and hour, provided, however, that in the absence of a quorum a majority of the Vestrymembers present at any Vestry meeting, either regular or special, may adjourn the meeting until the time fixed for the next regular meeting of the Vestry.

## **ARTICLE IV OFFICERS**

Section 1. Officers. The Officers of the corporation shall be, the Rector (who shall serve as the President of the corporation); the Senior Warden (who shall serve as the Vice President of the corporation); a Junior Warden (who shall serve as the second Vice President of the corporation); a Clerk (who shall serve as the Secretary of the corporation); and a Treasurer.

Section 2. Election. The officers of the corporation, except the Rector and the Senior Warden, shall be elected annually by the Vestry. The Senior Warden shall be appointed by the Rector immediately before the election of other officers is held. Each officer shall hold office until: he resigns, is removed, is otherwise disqualified to serve, or his qualified successor is elected.

Section 3. Removal and Resignation. Any officer, except the Rector, may be removed, either with or without cause, by a three-fourths majority of the Vestrymembers at that time in office, at any regular or special meeting of the Vestry. Any officer may resign at any time by giving written notice to the Vestry or to the Rector or to the Clerk of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the By-Laws for regular appointments to such office.

Section 5. Eligibility. Only persons who are active members of the corporation are eligible to be officers.

Section 6. Rector. The Rector shall have exclusive charge of all things pertaining to or affecting the spiritual interest of the parish-corporation (for ease of reference sometimes hereinafter called the "Church"). It shall be his duty and right to give orders concerning public worship, together with all that appertains thereto. He shall at all times, have access to the Church building or buildings, and shall have the custody of the keys to the same. He shall have spiritual direction and control of all associations of the Church and shall preside, with the right to vote, at all Church and Vestry meetings. He shall be the chief executive officer of the corporation and shall have general supervision, direction and control of the business and officers of the corporation. He shall be, ex officio, a member of all the standing committees, and shall have the general powers and duties of management usually vested in the office of president of an incorporated body. He shall have custody of the seal of the corporation which shall be kept at the principal office.

Section 7. Senior Warden and Junior Warden. The Senior Warden (or "Rector's Warden") shall be appointed by the Rector from the Vestry, shall perform such duties as are prescribed by the Rector and shall exercise the powers of a senior vice president normally

vested in such office in an incorporated body. In the absence of the Rector, he shall perform all of the Rector's secular duties. The Junior Warden (or "People's Warden") shall be elected by, and from, the Vestry, shall represent the people of the Church, and shall perform such other duties as are specifically assigned to him by the Vestry. His power is that of a second vice president, and in the absence of the Rector and Senior Warden, he shall exercise the secular powers vested in the Rector.

Section 8. Clerk. The Clerk shall keep, or cause to be kept, a book of minutes at the principal office, or such other place as the Vestry may order, of all meetings of members and Vestrymembers of the corporation. Such minutes shall include the time and place of holding; whether regular or special, and if special, how authorized; the number of members present at member meetings; the notice given thereof, at Vestry meetings the names of those present and those absent; and the proceedings thereof. The Clerk shall give, or cause to be given, notice of all meetings of the members and of the Vestry required to be given by law or these By-laws. He shall have such other powers and perform such other duties as may be prescribed by the Vestry or these By-laws.

Section 9. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts and disbursements. The books of account shall at all times be available for inspection by any member. The Vestry shall appoint an Assistant Treasurer, a Financial Secretary and such Assistant Financial Secretaries as may be necessary. The Financial Secretary shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Vestry. A timely report of all receipts and transactions shall be forwarded to the Treasurer. A count committee, approved by the Vestry, shall count funds as designated by the Vestry. The Treasurer shall disburse, or cause to be disbursed, the funds of the corporation as may be ordered by the Vestry, shall render to the Rector and Vestrymembers, whenever they request it, an account of all the Treasurer's transactions and 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 these By-laws. The Assistant Treasurer and Assistant Financial Secretaries shall have sufficient knowledge, respectively, of the Treasurer's and Financial Secretary's duties to assume full responsibility for those duties when necessary. The Treasurer, Assistant Treasurer, Financial Secretary and Assistant Financial Secretary shall be covered under a blanket bond provided by the corporation's multi-peril insurance policy which protects the corporation from dishonest acts of employees and volunteers.

## **ARTICLE V EMPLOYEES**

Section 1. Practicing Christians. Members believe, as a matter of faith, that the Church is the Body of Christ continuing and fulfilling His ministry on earth until He comes again. This ministry cannot be undertaken faithfully and properly by persons who do not

adhere to this belief. Accordingly the Church will only employ baptized, practicing Christians.

Section 2. Employee Job Descriptions. The duties of, and spiritual gifts required by, Church employees are set out in the Church's Employee Manual, the provisions of which are incorporated herein by this reference.

Section 3. Working with Children. All Church clergy, employees, members and volunteers directly providing services, under Church auspices, to persons younger than 18 years of age must have: (a) completed a related training program approved by the Diocese of Western Anglicans; and (b) received a copy of the Church's current Alleged Sexual Assault Response Plan.

## **ARTICLE VI REGARDING MARRIAGE**

Section 1. Marriage as Sacrament. Members believe, as a matter of faith, that God instituted the sacrament of marriage as a holy covenant between a man and a woman to live their lives together as husband and wife in accordance with Holy Scripture. This sacrament by definition is closed to those of the same gender.

Section 2. Ceremonies. As authorized by Section 2 of Canon 7 of The Anglican Church in North America, Church clergy will not solemnize same-sex unions and may not solemnize marriages or other relationships deemed by the Rector, in his sole discretion, to be contrary to canon law or otherwise inappropriate.

## **ARTICLE VII COMMITTEES**

Section 1. Standing Committees. The Vestry shall determine and fix such standing committees, including, but not limited to, a Finance Committee and a Stewardship Committee, as they shall deem necessary for the proper functioning of the corporation. The Rector of the corporation shall appoint the members of such standing committees and shall name the chairmen thereof. The Rector may appoint members of the corporation who are not Vestrymembers to serve as members of any committee.

Section 2. Other Committees. Other committees may be appointed by the Rector from time to time for such purposes as shall be required to properly and efficiently conduct the business and affairs of the corporation.

**ARTICLE VIII  
LIABILITY**

Section 1. Personal Liability. Vestrymembers shall not be personally liable for the debts, liabilities or other obligations of the corporation.

Section 2. Indemnification. The corporation, as indemnitor, agrees on behalf of itself, its officers, directors, partners, members, employees, agents, successors and assigns, to defend at its sole cost and expense, hold harmless, protect and indemnify its Vestrymembers, officers, directors, partners, members, employees, agents, successors and assigns (collectively "Indemnitees") from and against any and all liability, claims, demands, expenses, losses, causes of action, costs (including reasonable attorney's fees) or other liabilities whatsoever, which they may suffer or incur as a result of any act or omission, except intentional misconduct or gross negligence by such Indemnitees in the course and scope of the performance of their duties as Vestrymembers, officers, directors, partners, members, employees, agents, successors and assigns of the corporation. If such Indemnitees either settle any such claim or sustain entry of a judgment against him/her/it, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by the corporation but only to the extent allowed by, and in accordance with, the provisions of Section 9246 of the California Nonprofit Religious Corporation Law.

**ARTICLE IX  
MISCELLANEOUS**

Section 1. Checks, etc. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of, or payable to, the corporation, shall be signed or endorsed by such person or persons in such manner as, from time to time, shall be determined by resolution of the Vestry. All checks in excess of amount of \$500.00 drawn on the corporation's funds, shall be signed by at least two parishioners as authorized by the Vestry.

Section 2. Budget. Prior to the commencement of each fiscal year, the Vestry shall adopt an annual budget for the coming fiscal year. Such annual budget, when so adopted, shall be made available to any member of the corporation upon request.

Section 3. Audit. The accounts of the corporation shall be audited every year, not later than June 30th of the following year. The audit shall be conducted by three disinterested members of the corporation appointed by the Vestry. Only one of such members may be a Vestrymember. In lieu of such internal audit, the Vestry may from time to time, as it sees fit, commission an audit by a third-party certified public accountant or by a firm of certified public accountants or otherwise qualified auditor(s) selected by the Vestry. A formal written report, addressed to the Vestry by the person or persons performing the audit, shall be furnished to each member of the Vestry within a reasonable time after the audit is complete. A copy of such report shall be furnished to each member of the

corporation upon request. In addition to the annual audit, the Vestry shall have the power to cause an audit to be made of the corporation or of any division thereof at any time by majority vote of the members of the Vestry at any regular or special meeting.

Section 4. Parliamentary Procedure. The latest edition of Roberts Rules of Order shall govern parliamentary procedures to be used at all meetings of the Vestry and of the membership.

Section 5. Property. Legal and equitable title to all real and personal property owned or controlled by the corporation is, and shall remain, exclusively vested in the corporation, claims by any higher church authority to the contrary notwithstanding. No portion of the corporation's real or personal property may be used for any religious or secular purpose without the prior consent of the Rector and/or the Vestry. The Rector may, with Vestry consent, prohibit any use he deems to be contrary to canon law or otherwise inappropriate.

Section 6. Fiscal Year. The fiscal year of the corporation shall commence on January 1 and end on December 31 of the same year.

Section 7. Use of Masculine Gender. Wherever in these By-laws, for convenience, the personal pronoun "he" is used, it should read as "he/she/or it" as the context requires.

## **ARTICLE X AMENDMENTS**

Section 1. Amendments Proposed by the Vestry. Amendments to these By-laws may be proposed by Vestry action.

Section 2. Power of Members of the Corporation to Amend or Repeal By-laws. In the event any By-law amendment is proposed by the Vestry (or by a duly-seconded motion from the floor of a members' meeting) then these By-Laws may be amended or repealed by the vote of a majority of members entitled to vote present at any meeting at which a quorum is present.

## **ARTICLE XI EFFECTIVE DATE OF BY-LAWS**

Section 1. These Amended and Restated By-Laws shall become effective when adopted by a majority of members entitled to vote present at any meeting at which a quorum is present, whether a regular meeting or a special meeting called for that purpose, and upon adoption, all former By-Laws are repealed.

CERTIFICATE OF SECRETARY  
of  
HOLY TRINITY PARISH OF OCEAN BEACH

I hereby certify that I am the duly-elected and acting Secretary of Holy Trinity Parish of Ocean Beach, a California corporation, and that the foregoing AMENDED AND RESTATED BY-LAWS OF HOLY TRINITY PARISH OF OCEAN BEACH, a California Corporation, being Article I through Article XI thereof, comprising 10 pages, constitute the By-laws of said corporation as duly adopted at a meeting of the members thereof held on February 6, 2016.

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Secretary