

**BYLAWS OF
THE RECTOR, WARDENS AND VESTRY
OF
CHRIST CHURCH PARISH OF PORTOLA
VALLEY,
SAN MATEO COUNTY
A California Nonprofit Religious Corporation.**

As amended and restated 2/17/2015

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BYLAWS OF:

**THE RECTOR, WARDENS AND VESTRY OF
CHRIST CHURCH PARISH OF PORTOLA VALLEY,
SAN MATEO COUNTY**

A California Nonprofit Religious Corporation.

ARTICLE I

CORPORATION PART OF THE EPISCOPAL CHURCH

**Section 1: Acceding to the Constitution and Canons of the Episcopal Church
and the Diocese.**

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

**Section 2: Availability of Constitutions and Canons and Governing
Documents.**

The Clerk of this corporation shall keep and preserve in the Parish office a printed copy of the current text of the Constitution and Canons of the Church and the Diocese, together with the governing documents of this corporation (2).

(1) Diocesan Constitution 10.1(b); Diocesan Canon 11.06.

(2) Diocesan Canon 11.10.

ARTICLE II

MEMBERS

Section 1: Members.

All persons who have received the Sacrament of Holy Baptism with water in the Name of the Father, and of the Son, and of the Holy Spirit, whether in the (Episcopal) Church or in another Christian church, and whose Baptism has been duly recorded in the Parish register and all persons confirmed or received in the (Episcopal) Church whose confirmation, reception or transfer is duly recorded in the Parish register are members of this Parish(3).

Section 2: Communicants in Good Standing.

All members who have received Holy Communion in the Church at least three times during the preceding year and who, for the preceding year, have been faithful in corporate worship, unless for good cause prevented, and have been faithful in working, praying and giving for the spread of the Kingdom of God, are communicants in good standing. The Rector shall determine who is a communicant in good standing in a manner consistent with the Church and Diocesan Canons, subject to appeal to the Bishop (4).

Section 3: Voting.

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

Section 4: Annual Meeting.

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

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

(4) Church Canons I.17.2(a) and 3.

(5) Diocesan Canon 11.16.

Section 5: Special Meetings.

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

Section 6: Notice of Meetings.

Notice of the date, time and place of each Parish meeting **may be given by email** to the members not less than twenty (20) days prior to the date of such meeting. Notice of any special Parish meeting (or annual meeting at which any business other than election of Vestry is to take place) shall also state the nature of the business to be transacted, and no other business shall be transacted thereat (6).

Section 7: Presiding Officer.

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

Section 8: Submission by Members of Nominations or Other Proposals.

It is recommended that all nominations for Vestry or other proposals submitted by a member or members to be acted upon at any Parish meeting shall be submitted to the Clerk, in writing, at the Parish office no later than ten (10) days preceding the date of the meeting. Such nominations or proposals may also be submitted from the floor during the meeting (8).

Section 9: Quorum and Adjournment.

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

(6) Diocesan Canon 11.14.

(7) Diocesan Canons 11.21 and 11.30.

(8) Diocesan Canon 11.16.

Section 10: Manner of Acting.

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

ARTICLE III

VESTRY

Section 1: General Powers.

Subject to the provisions of law and any limitation in the Constitution and Canons of the Church or the Diocese or in the articles or Bylaws of this corporation, the temporal activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Vestry, which shall constitute the board of directors of this corporation. The Vestry may delegate the management of the temporal activities of this corporation to any person or persons or committee however composed, provided that the activities and affairs of this corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Vestry, including employment and termination of personnel.

Section 2: Number and Qualifications of Vestry Members.

The number of Vestry members shall never be fewer than six (6) nor more than fifteen (15), exclusive of the Rector, which range may from time to time be changed by an amendment hereto duly adopted by the members of the Parish in the manner provided in Article XI hereof. The exact number of Vestry members shall be fixed from time to time, within such range, by a resolution adopted by the Vestry. The majority of Vestry members shall be communicants in good standing, registered in the Parish and all of them shall be baptized lay persons age 18 or over.

Section 3: Nominations for Vestry.

Nominations for Vestry shall be presented at the annual Parish meeting by a Nominating Committee comprised of the retiring members of the Vestry and the Rector. The committee shall present a slate for election to the Vestry at least equal to and not more than double the number of vacancies to be filled. Written material describing the candidates shall be made available to members of the Parish at or before the annual Parish meeting.

Section 4: Election.

Vestry members shall be elected by ballot, or majority acceptance of the nominations when equal to the number of vacancies, at the annual Parish meeting. Each member of the Parish present and entitled to vote may cast one vote for each vacancy to be filled without the right to cumulate votes (9).

Section 5: Term.

Vestry members are elected to a term of three (3) years, that is, until the date of the third (3rd) annual Parish meeting following the annual Parish meeting at which such person was elected. The terms shall be fixed so that, as nearly as practicable, approximately one-third (1/3) of the members shall be elected at each annual meeting. A retiring or resigning Vestry member may not serve on the Vestry for at least one (1) year following the date of such retirement or resignation, except that Vestry member completing less than one (1) year of another's unexpired term may be elected to a full term (10).

(9) Diocesan Canons 11.13 and 11.16.

(10) Diocesan Canon 11.13.

Section 6: Regular Meetings

The Vestry may fix by resolution the time and place, either within or without the State of California, for the holding, without notice other than such resolution, of regular meetings of the Vestry. Notice of any change in the time or place of regular meetings shall be given to all of the members of the Vestry in the same manner as notice for special meetings of the Vestry.

Section 7: Special Meetings.

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

Section 8: Notice.

Special meetings of the Vestry shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or e-mail or facsimile transmission to each Vestry member at his or her address as shown on the records of this corporation or, if it is not shown on the records and is not readily ascertainable, at the place at which Vestry meetings are regularly held. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by e-mail or facsimile transmission, such notice shall be deemed to be delivered when the e-mail or facsimile is actually transmitted by the person giving such notice by electronic means. Any notice given personally or by telephone may be communicated either to the Vestry member or to a person at the office or residence of the Vestry member whom the person giving the notice has reason to believe will promptly communicate it to the Vestry member. Notice of a meeting need not be given to any Vestry member who signed a waiver of notice or a written, facsimile, or e-mail consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Vestry member. All such waivers, consents and approvals shall be filed with the Parish records or made a part

of the minutes of the meetings. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 9: Quorum and Adjournment.

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

Section 10: Manner of Acting.

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

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

Section 11: Action Without a Meeting of the Vestry.

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

Section 12: Vacancies.

The Vestry may declare vacant the office of a Vestry member who has been declared of unsound mind by a final order of a court, or convicted of a felony, or has more than three (3) unexcused absences from Vestry meetings in any one calendar year. A Vestry member elected by the Vestry to fill a vacancy pursuant to this Section 12 or Section 13 of this Article III shall hold office during the unexpired term of his or her predecessor in office in accordance with Section 5 of this Article III. Any vacancy occurring on the Vestry (whether pursuant to this Section 12 or Section 13 of this Article III) shall be filled by a majority of Vestry members then in office, whether or not less than a quorum, or by a sole remaining Vestry member.

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

Section 13: Resignation.

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

Section 14: Presiding Officer.

The Rector may preside and shall have the right to vote at all Vestry meetings, whether regular or special. If the Parish is without a Rector, or if the Rector is absent, unable to act, or elects not to preside, the Wardens, in order of their rank, shall preside. No action shall be taken at any Vestry meeting unless the Rector or a Warden is present *(11)*.

(11) Diocesan Canons 11.21 and 11.30.

ARTICLE IV

OFFICERS

Section 1: Officers.

The officers of this corporation shall be the Rector (president), Senior Warden (first vice-president), Junior Warden (second vice-president), Clerk (secretary), Treasurer and such other officers with such titles and duties as shall be determined by the Vestry. (12)

Section 2: Selection.

The Rector shall appoint the Senior Warden, who shall serve at the Rector's pleasure. At an organizational meeting following the annual Parish meeting, the members of the Vestry shall elect the Junior Warden. If the Parish is without a Rector, the Senior Warden shall be elected by the Vestry. Both Wardens shall be communicants in good standing and members of the Vestry (13).

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

Section 3: Removal.

Any officer selected by the Vestry may be removed by the Vestry from office whenever in the Vestry's judgment the best interests of the Parish would be served thereby. The Senior Warden may be removed by the Rector from office. Any officer removed by the Vestry or Rector may not also be removed from the Vestry except as provided in Article III, Section 12 of these Bylaws. The Rector may not be removed, against his or her will, except as provided in the Church and Diocesan Canons.(14)

(12) Diocesan Canon 11.23.

(13) Diocesan Canon 11.21.

(14) Church Canon III.19.1; Diocesan Canon 11.26.

Section 4: Resignation.

Except as provided in Church Canon III.17.5 and Diocesan Canon 11.32, the Rector may not resign without the consent of the Vestry. Any other officer may resign at any time upon written notice to the Rector or Vestry.

Section 5: Vacancies.

A vacancy in any office, except Rector or Senior Warden, may be filled by the Vestry. A vacancy in the office of Senior Warden shall be filled by the Rector. A vacancy in the office of Rector shall be filled only as provided in the Church and Diocesan Canons (15).

Section 6: The Rector.

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

The Rector shall be the general manager and chief executive officer of this corporation and shall, subject to such control of the Vestry as may be permitted by the Church and Diocesan Canons and by law, have general supervision, direction and control of the business and affairs of this corporation. The Rector shall have all of the powers and perform all of the duties which are ordinarily inherent in the office of president, and shall have such further powers and perform such further duties as may be prescribed by the Vestry.(16)

Section 7: Wardens.

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

(15) Church Canon III.18; Diocesan Canons 11.25 and 11.26.

(16) Church Canons III.15.1(a) and (c); Diocesan Canon 11.30.

Section 8: Treasurer.

The Treasurer shall be the chief financial officer of this corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account of this corporation. The Treasurer shall receive and deposit all moneys and other valuables belonging to this corporation in the name and to the credit of this corporation and shall disburse the same only in such manner as the Vestry or the appropriate officers of this corporation may from time to time determine, and shall render to the Rector and the Vestry, whenever they request it, an account of all his or her transactions as Treasurer and of the financial condition of this corporation. The Treasurer shall report the condition of all trust, endowment and other permanent funds at each annual meeting of the Parish. The Treasurer shall have all of the powers and perform all of the duties incident to the office of treasurer, and shall have such further powers and shall perform such further duties as maybe prescribed by the Vestry.

The Treasurer shall be bonded in an amount and by a surety approved by the Vestry.(17)

Section 9: Clerk.

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

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

ARTICLE V

ASSISTANT CLERGY

Section 1: Selection.

All assistant clergy shall be selected by the Rector, subject to the approval of two-thirds (2/3) of the total membership of the Vestry. If the assistant is to be non-stipendiary, the approval required shall be of a majority of the Vestry.(18)

Section 2: Terms of Employment.

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

Section 3: Service.

Any assistant clergy shall serve under the authority and direction and at the discretion of the Rector, but may not serve beyond the period of service of the Rector; provided, however, that, pending the call of a new Rector, any assistant may continue in the Service of the Parish if requested to do so by the Vestry and under such conditions as the Bishop and Vestry shall determine.(19)

(18) Church Canon III.15.1(b); Diocesan Canons 11.27 and 11.29.

(19) Church Canon III.15.1(b); Diocesan Canons 11.27 and 11.29.

ARTICLE VI

DELEGATES AND ALTERNATES TO CONVENTION

Section 1: Nominations.

Nominations of Delegates and Alternates to Convention shall be presented at the annual Parish meeting by the Nominating Committee described in Article III, Section 3 of these Bylaws. The Nominating Committee shall present a slate for election at least equal to and not more than double the number of Delegates to which the Parish is entitled.

Section:1 Qualifications.

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

Section 2: Renomination and Reelection.

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

Section 3: Election.

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

ARTICLE VII
COMMITTEES

Section 1: Standing Committees

a. Creation

Standing Committees shall be permanent committees with the duties and obligations set forth in subsection *b* and other duties, not inconsistent with their primary purpose, as the Vestry from time to time may assign. Standing Committees shall have as members those persons required to be members under subsection *b* and such other members appointed in accordance with Article VII Section 3 *a* and 3 *b*. The Rector and Senior Warden, or if there is no Rector, the Senior Warden and Junior Warden, shall be *ex officio* voting members of all standing committees.

b. Duties and Membership of Standing Committees

(1) Finance and Budget Committee

i. Membership: The Finance and Budget Committee shall have no fewer than three (3) members. At least one member shall be a member of the Vestry; all committee members shall be appointed by vote of the Vestry. The Treasurer shall be an *ex officio* voting member.

ii. Duties: Subject to Vestry approval, the Finance and Budget Committee shall have general charge of the finances and investments of the Parish and in consultation with others involved in the expenditure of Parish funds shall advise the Vestry on the financial state, expenditures and other major financial matters of the Parish. It shall also prepare a budget which shall be subject to Vestry approval and which shall be presented to the Parish at the Annual Meeting.

(2) Buildings and Grounds Committee

i. Membership: The Buildings and Grounds Committee shall have no fewer than three (3) members. At least one member shall be a member of the Vestry; all committee members shall be appointed by vote of the Vestry.

ii. Duties: The Buildings and Grounds Committee shall advise, oversee, and be accountable to the Vestry and its officers for all matters pertaining to repairs, maintenance, rehabilitation, and reconstruction of the Parish's real property, fixtures, and equipment, and shall advise the

Vestry with respect to any proposals for new construction. The Vestry shall adopt a policy by which the Buildings and Grounds Committee may authorize repairs and improvements under a specified dollar amount without Vestry approval.

(3) Stewardship Committee

i. Membership: The Stewardship Committee shall have no fewer than five (5) members. At least one member shall be a member of the Vestry; all committee members shall be appointed by vote of the Vestry.

ii. Duties: The Stewardship Committee shall be responsible for annual giving, capital campaigns, and planned giving. The Stewardship Committee shall take all necessary and appropriate action to obtain pledges of Parish members to make financial contributions to the Church for its maintenance and operation and shall undertake such other activities, not inconsistent with the goal to obtain financial support for the Church in a manner consistent with the teaching of the Episcopal Church.

(4) Carillon Preschool Advisory Committee

i. Membership: The Carillon Preschool Advisory Committee shall consist of not fewer than three (3) members. At least one member shall be a member of the Vestry; all committee members shall be appointed by vote of the Vestry. The Preschool Director shall serve as an *ex officio* voting member.

ii. Duties: The Carillon Preschool Advisory Committee shall be responsible for the oversight and long-range planning of Carillon Preschool. The Vestry member (other than the Rector, Senior Warden or Junior Warden) on the Preschool Advisory Committee shall be responsible for reporting to the Vestry at its regularly scheduled meetings, as well as reporting Vestry concerns to the Advisory Committee.

(5) Outreach Committee

i. Membership: The Outreach Committee shall consist of not fewer than three (3) members. At least one member shall be a member of the Vestry; all committee members shall be appointed by vote of the Vestry.

ii. Duties: The Outreach Committee shall implement, monitor, and inform the Parish about ways the Parish may work on issues and projects that reflect the Parish's commitment to help others in our communities and the world. Any funds raised to this end shall be distributed with approval of the Vestry.

Section 2: Special Committees

The Vestry, in consultation with the Rector, by resolution may establish special committees, as they shall determine appropriate to conduct the business of the Parish. Special committees shall have a term specified in the resolution of the Vestry creating the committee. In no event shall the term of a special committee extend over more than three fiscal years of the Parish, but the Vestry may extend the term of the special committee, by resolution, for an additional one year term before the expiration of an initial or any additional term.

Section 3: Operation of Committees

a. Officers of Standing Committees

- i. The Wardens in consultation with the Rector and Vestry shall each year appoint chairs of the Standing Committees.
- ii. At the discretion of the Rector and the Wardens a committee chair may remain in office beyond a one-year term when the best interests of the Parish will be furthered thereby.
- iii. Each Standing Committee shall elect a secretary, who shall keep the records of the Committee.

b. Membership

Committee membership shall be open to all members of the Parish. With Vestry approval, non-Parish members with specific and necessary knowledge not otherwise available in the Parish membership may be appointed as Committee members. The Vestry, on the advice of the Chair of each Committee, shall appoint annually members having qualifications appropriate to the Committee. The Vestry may approve additional terms when the best interests of the Parish would be furthered.

c. Reports to Vestry

Unless otherwise specified, each standing committee and special committee shall make quarterly reports on their activities to the Vestry. In addition, each committee

shall submit an annual report to the Parish at the time and in the form requested by the Vestry.

d. Conduct of Committees

Each committee may establish its own rules and procedures to the extent not inconsistent with these bylaws and the powers of the Vestry stated therein. Committees shall meet at such times and places as the committee may decide.

ARTICLE VIII

MISCELLANEOUS

Section 1: Contracts.

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

Section 2: Checks, Drafts, Etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of this corporation shall be signed by such officer or officers, agent or agents, of this corporation and in such manner as shall from time to time be determined by resolution of the Vestry. In the absence of such determination by the Vestry, such instruments shall be signed by the Treasurer and countersigned by the Rector of this corporation, subject to Section 3 of this Article VIII.

Section 3: Financial Planning.

The Vestry shall be responsible for approving the annual budget, monitoring actual expenditures against projected expenditures on a periodic basis and making adjustments to the budget if required, and for maintaining a policy regarding approval of unbudgeted expenditures.

ARTICLE IX

BOOKS AND RECORDS

Section 1: General.

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

Section 2: Trust, Endowment and Other Permanent Funds.

Records of trust, endowment and other permanent funds shall show at least the following:

- Source and date; and
- Terms governing the use of principal and income. (20)

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

Section 3: Deposits.

Funds held in trust, endowment and other permanent funds, and securities represented by physical evidence of ownership or indebtedness, shall be deposited with a national or state bank, savings and loan association, mutual fund, professional investment advisor, the Diocesan Corporation or other agency approved in writing by the Department of Finance of the Diocese, under an agreement providing for at least two signatures on any order of withdrawal of such funds or securities. This requirement does not apply to funds and securities refused by the depositories named as being too small for acceptance. Such small funds and securities shall be under the care of the persons or corporations properly responsible for them.(21)

(21) Church Canon I.7.1(a); Diocesan Canon 19.04(a).

ARTICLE X

INDEMNIFICATION

This corporation shall, to the maximum extent permitted by law, indemnify each of its Vestry members, officers, employees and other persons described in Section 9246(a) of the California Nonprofit Religious Corporation Law, including persons formerly occupying any such positions (hereinafter collectively referred to as "Agents") against all expenses (including but not limited to attorney's fees and any expenses of establishing the right to indemnification under this Article X), judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding" as defined in Section 9246(a) of the California Nonprofit Religious Corporation Law arising by reason of the fact that any such person is or was an Agent of this corporation (including any action by or in the right of the corporation); provided that the Vestry determines in accordance with Sections 9246(b) and 9246(c) of the California Nonprofit Religious Corporation Law, as applicable, that the applicable standard of conduct set forth in Section 9246(b) or Section 9246(c) has been met. If the Vestry determines that such applicable standard has been met, the Vestry shall authorize indemnification in accordance with these Bylaws and applicable law. Payments authorized hereunder include amounts paid and expenses incurred in settling any such proceeding for which indemnification has been so authorized. The foregoing does not apply to any proceeding specifically excluded by applicable law. Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance, unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this Article X or by applicable law.

The Vestry may authorize this corporation to purchase and maintain insurance on behalf of any Agent against any liability asserted against or incurred by such person in such capacity or arising out of the person's status as such, whether or not this corporation would have the power to indemnify such person against such liability.

(21) Church Canon I.7.1(a); Diocesan Canon 19.04(a).

ARTICLE XI

AMENDMENTS TO BYLAWS

These Bylaws may be altered, repealed or amended or new Bylaws may be adopted, except as limited by Section 9151 of the California Nonprofit Religious Corporations Law (1) by the vote of a majority of the Vestry at a meeting duly called for that purpose, or (2) by the written consent of a majority of the members of the Parish, or (3) by the vote of a majority of the members of the Parish at a meeting duly called for such a purpose at which a quorum is present.