

The name of this corporation is

THE RECTOR, WARDENS AND VESTRY OF
SAINT JOSEPH THE WORKER EPISCOPAL CHURCH.

Also known as:

Saint Joseph's Episcopal Church, Milpitas
or
Church of Saint Joseph The Worker

This corporation is an integral subordinate unit and part of The Episcopal Church in the Diocese of El Camino Real (herein the Diocese) and the Domestic and Foreign Missionary Society of the Episcopal Church of the United States of America (herein The Episcopal Church). The Constitutions and Canons of those entities, now or hereafter in effect, are incorporated by reference and shall prevail in the case of any conflict with these bylaws. The secretary of the corporation shall keep a copy of the Constitutions and Canons of both entities with these bylaws.

ECR Canon 17.2.a

ECR Canon 18.10

I. Offices of the Corporation

A. Principal Office

The principal office for the transaction of the business affairs, and activities of the corporation is located at Milpitas in Santa Clara County, California. The board of directors (herein Vestry) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these bylaws opposite this Section, or this Section may be amended to state the new location.

B. Other Offices

The Vestry may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

Bylaws of

THE RECTOR, WARDENS AND VESTRY OF
SAINT JOSEPH THE WORKER
EPISCOPAL CHURCH

Milpitas, California

A California Nonprofit Religious Corporation

As Amended
October 27, 2004

II. Purposes and Limitations

A. General Purposes

This corporation is a religious corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Religious Corporation Law exclusively for religious purposes.

This corporation is organized exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future United States internal revenue law). Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

B. Limitations

1. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office, except as otherwise provided in Section 501(h) of the Internal Revenue Code of 1986.

2. All real property held by or for the benefit of this corporation is forever held in trust for The Episcopal Church and the Diocese.

ECR Canon 17§6

III. Members

A. Qualifications of Membership

1. Qualifications of members, classes and terms of membership shall be those described by the Canons of The Episcopal Church.

GC Canon I.17.1

2. In addition, the corporation may refer to persons associated with it as "members," even though those persons are not members as defined above. No such reference shall constitute anyone a member within the meaning of Section 5056 of the Corporation Code. References in these bylaws to "members" are not references to such associated persons.

B. Rights of Membership

The membership shall elect the lay members of the Vestry and the Delegates and Alternate Delegates to the Convention. Additionally the membership shall have the responsibilities that cannot be executed by the Vestry, as required by the Corporation Code.

C. Transfer and Suspension of Membership

Causes and procedures for transfer and suspension are set forth in Canon. A suspended member may exercise no rights of membership unless and until reinstated.

GC Canon I.17.6

IV. Meetings of Members

A. Place of Meeting

Meetings of members shall be held at any place within or outside California designated by the Vestry. In the absence of any such designation, meetings shall be held at the corporation's principal location.

B. Annual Meeting

The annual meeting of the Parish membership shall be held before February 15th of each year at the time and place established by the Vestry. This is the only regular meeting of the membership.

ECR Canon 18.3

C. Special Meetings

1. Persons Authorized To Call

Special meetings of the members may be called at any time by the Vestry or the Rector, or both Wardens, or 20 percent or more of the members eligible to vote

2. Calling Meetings

A special meeting shall be called by written request, signed by the persons entitled above, and be submitted to an officer of the Vestry. It shall specify the general nature of the business proposed to be transacted. The Vestry shall expeditiously set a reasonable time and place for the meeting, and shall direct an officer to give notice of the meeting to the members in the manner that the Vestry shall determine. If notice is not given within 20 days after receipt of the request, the person(s) requesting the meeting may give the notice.

D. Notice Requirements for Members' Meetings

Whenever members are required or permitted to take any action at a meeting, notice shall be given to each member entitled to vote at the meeting as may be ordered by the Vestry. Notice may be delivered by posting the notice in the preceding issue of the monthly newsletter or by mailing to member's homes. Notice must be issued and posted not less than seven calendar days prior to the meeting. The requirements of Corporation Code §9411(e) may not be varied.

E. Quorum

1. Members Required

A majority of the members entitled to vote shall constitute a quorum for the transaction of business at a meeting of the members.

2. Loss of Quorum

The members present at a duly called or held meeting at which a quorum is present may continue to transact 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.

F. Adjournment

Any meeting of members, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting.

G. Voting

1. Eligibility To Vote

Every person, fourteen (14) years of age or older, listed in the Parish Register as a communicant for the previous six (6) months and every baptized person eighteen (18) years or older, listed in the Treasurer's books as a contributor for the same period shall be entitled to vote at parish meetings.

For this section, a contributor, unless for good cause, shall have met at least half of their pledge for the period, if pledged, or shall have contributed financially in at least three of the months in the period. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members. A member may not cumulate votes. Voting by proxy shall not be permitted.

2. Manner of Casting Votes

a. Election of Vestry members

Lay members of the Vestry shall be elected at the annual meeting by secret ballot. Ballots cast shall be sealed and preserved, together with the report of the tellers and the voting list, if there be one, for one year. Only the Ecclesiastical Authority shall have access to the ballots prior to their disposal following the next annual meeting. The Rector and officers of the congregation may have access to the tellers' reports while in storage. The newly elected members of the Vestry take office immediately following the Annual meeting and shall serve until their successors are elected.

ECR Canon 18.3

The term of office of the lay members of the Vestry shall be three years. Vestry membership shall rotate by dividing the total number of lay Vestry memberships by three. Terms shall be thus staggered such that approximately one third of the Vestry is elected each year. Retiring Vestry members shall not be eligible for reelection for a period of one year with these exceptions: (1) Vestry members appointed by the Vestry to fill a vacancy must stand for election to the remainder of the term for which they were appointed at the subsequent Annual Meeting. (2) A Vestry member appointed to complete a term with less than one remaining year remains eligible for immediate election to a full term. (3) When the tenure of the Rector of the Parish terminates (by retirement, resignation, death, or removal), the incumbent Senior Warden shall remain eligible for reelection to the Vestry for an additional one-year term.

ECR Canon 18.4

b. Election of Delegates to Diocesan Convention

The delegates and alternate delegates to the Diocesan Convention shall be elected by the members at the Annual Meeting and, if the members fail to act, by the Vestry. Failing that, the Rector shall appoint them. The Vestry or the Rector shall fill

vacancies occurring after election. Each delegate must be a communicant entitled to vote in the Annual Meeting.

ECR Cons Article 6.4

Alternate delegates shall have the same qualifications as delegates and shall be elected in the same manner. The number of alternates elected by a congregation shall not exceed the number of delegates it is entitled to elect. Alternate lay delegates shall be entitled to seat, but not voice and vote, unless acting in replacement of a delegate.

ECR Cons Article 6.6

The delegates and alternates shall take office on the first day of March following their election and shall serve until March first of the following year, or until their successors are elected.

ECR Cons Article 6.6

Retiring delegates may be reelected. The ECR Constitution specifies the number of authorized delegates, and the members shall elect up to twice this number. The candidates, up to the authorized number, who receive the most votes, shall be the Delegates. The remaining candidates, in order of number of votes received, shall be the Alternate Delegates. The single Delegate receiving the most votes shall serve as the Head of Delegation. Any ties in the vote count shall be broken by an immediate run-off vote between the tied candidates. Results of the Delegate elections shall be reported to the Diocese as prescribed by ECR Canons.

ECR Canon 1§3

c. Other matters

Matters pertaining to amendment of the Articles of Incorporation or the decision to wind up and dissolve may be determined on a two-thirds vote by written ballot.

H. Waiver of Notice or Consent

1. Written Waiver or Consent

The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a

meeting duly held after regular call and notice, if (1) a quorum is present, and (2) either before or after the meeting each member entitled to vote, not present in person, signs a written waiver of notice, consent to the holding of the meeting, or approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any annual or special meeting of members. All such waivers, consents, and approvals shall be made a part of the minutes of the meeting.

2. Waiver by Attendance

A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, except when the member objects, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

I. Procedure not covered by Canons

Any question of procedure in the meetings of members not covered by these bylaws or Canons shall be decided by a majority vote, with appeal to the Ecclesiastical Authority.

ECR Canon 18§3

V. Action Without a Meeting

A. Action by Unanimous Written Consent

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

B. Action by Written Ballot Without a Meeting

1. In General

Any action that may be taken at any general meeting or special meeting of members may be taken without a meeting if (a) the written ballot of every member is solicited, (b) the required number of signed approvals setting forth the action so taken is received, and (c) the following three paragraphs of these bylaws are complied with.

2. Solicitation of Written Ballots

All solicitations of written ballots shall indicate the time by which the ballot must be returned to be counted. That time shall not be less than ten (10) calendar days from issue and posting of the solicitation.

3. Number of Votes and Approvals Required

Approval by written ballot without a meeting shall be valid only when (a) the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action and (b) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

4. Revocation

A written ballot may not be revoked.

VI. Record Date

The Vestry may fix in advance a reasonable record date for determining the members entitled to notice of or to vote at any meeting, to vote by written ballots, or to exercise any other rights with respect to any lawful action. If no record date is otherwise fixed by the Vestry:

(A) The record date for notice of a meeting shall be the business day preceding the day on which notice is given, or if notice is waived, the day of the meeting;

(B) The record date for determining the members entitled to vote shall be the date on which the meeting is held or the day on which the first written ballot is mailed or solicited; and

(C) The record date for determining the members entitled to exercise any rights with respect to any other lawful action shall be the date the Vestry adopts the resolution relating to the action or the 60th day before the action, whichever is later.

VI. Vestry

A. Vestry Members (Directors)

The Rector, Wardens, and Vestry shall be the directors authorized by law or by the Articles of Incorporation to manage the affairs of the Parish as a corporation.

ECR Canon 18 §1

B. Powers of Vestry Members

1. General Corporate Powers

Subject to the provisions and limitations of the California Nonprofit Religious Corporation Law and any other applicable laws, and subject to any limitations in the articles of incorporation or bylaws relating to action requiring approval by the members, and in accordance with the religious principles of The Episcopal Church, the temporal activities, business, and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Vestry.

2. Specific Powers and Responsibilities

Without prejudice to the general powers set forth in the preceding Section of these bylaws, but subject to the same limitations, the Vestry shall have the following powers in addition to other powers enumerated in these bylaws:

(a) To select and remove all officers, agents, and employees, except the Rector and Senior Warden; to prescribe

powers and duties for them as may be consistent with law, governing canons, the articles of incorporation, and these bylaws; to fix their compensation and to require from them security for faithful service. The selection and removal of the Rector and Senior Warden is specified in the Article "Officers" below.

(b) To conduct, manage, and control the temporal affairs and activities of the corporation and make such rules and regulations for this purpose, consistent with law, the articles of incorporation, and these bylaws, as they may deem best.

(c) To adopt and use a corporate seal, and alter the form of seal.

(d) To borrow money and incur indebtedness on behalf of the corporation, and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities. The power to create indebtedness is subject to limitations in Canon.

ECR Canon 17§7
GC Canon I.7.3

(e) To conduct an annual mutual review of the Rector and Vestry each year.

(f) To prepare and adopt an annual budget and present it to the Annual Meeting.

ECR Canon 18.12

(g) To exercise all other powers conferred by the California Nonprofit Religious Corporation Law, or other applicable laws, consistent with the constitutions and canons of the Diocese of El Camino Real and the General Convention of the Episcopal Church.

C. Number and Qualification of Directors

The Vestry shall consist of at least six but no more than sixteen directors including the Rector who is a member of the Vestry *ex-officio*. The exact number of directors shall be fixed from time to

time, within those limits, by a resolution adopted by the Vestry. All except the Rector shall be laypersons qualified to vote in parish meetings. A majority of the Vestry must be communicants. They shall serve until their successors are selected and qualified.

ECR Canon 8 §2

D. Vacancies on Vestry

1. Events Causing Vacancy

A vacancy or vacancies on the Vestry shall exist on the occurrence of the following: (a) the death or resignation of any director; (b) the declaration by Vestry resolution of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony; (c) removal of a director for fraudulent acts in an action in Superior Court under Section 9223 of the Corporation Code; (d) the vote of the members to remove a director; (e) the increase of the authorized number of directors; or (f) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors to be elected at that meeting.

2. Resignations

Except as provided below, any director may resign by giving written notice to the president or the secretary of the Vestry. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Vestry may appoint a successor to take office as of the date when the resignation becomes effective. No director may resign if the corporation would then be left without a duly elected director or directors.

3. Filling Vacancies

Except for a vacancy created by removal of a director by the members, vacancies on the Vestry may be filled by a majority of the directors then in office, whether or not less than a quorum, or by the sole remaining director.

At the next members meeting the appointed members must stand for reelection to the unexpired term. A member appointed to an unexpired term of less than one year shall be eligible for immediate election to the succeeding full term.

ECR Canon 18 §5

4. No Vacancy on Reduction of Number of Directors

No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

E. Directors' Meetings

1. Place of Meetings

Regular or special meetings of the Vestry may be held at any place within or outside California that the Vestry may designate or, if not so designated, meetings shall be held at the corporation's principal office. Notwithstanding the above provisions of this Section, a regular or special meeting of the Vestry may be held at any place consented to in writing by all Vestry members, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting.

2. Meetings by Electronic Means

Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.

3. Regular Meetings

Regular meetings of the Vestry may be held without call or notice at such time and place as the Vestry shall fix from time to time. The Vestry will normally meet on a monthly basis.

The Vestry shall meet for organization as soon as is practical after the annual meeting. From its members the Rector shall appoint a Senior Warden and the lay members shall elect a Junior Warden, both of whom shall be communicants. If there is no Rector, both Wardens shall be elected.

ECR Canon 18 §6

The Convention delegates and the Vestry shall hold at least one meeting to discuss program, budget, and other matters in preparation for each Annual Meeting of the Convention.

ECR Canon 18 §13

4. Special Meetings

a. Authority To Call

Special meetings may be called by the Rector or, in the Rector's absence or inability to act, by the Senior Warden on the written request of two Vestry members.

ECR Canon 18§7

b. Notice

(1) Manner of Giving Notice

Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; or (d) by electronic mail. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.

(2) Time Requirements

Notices of special meetings of the Vestry sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered,

telephoned, or transmitted at least 48 hours before the time set for the meeting. To be valid, notice by electronic mail must be confirmed by reply to the sender or the secretary not less than 24 hours prior to the meeting time set.

(3) Notice Contents

The notice of a special meeting of the Vestry shall state the time of the meeting, and the place. It need not specify the purpose of the meeting.

5. Quorum

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Vestry. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

No meeting of the Vestry shall be valid unless the Rector or one Warden is present.

ECR Canon 18 §8

6. Waiver of Notice

Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

7. Adjournment

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

F. Action Without a Meeting

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

G. Compensation and Reimbursement

Directors shall receive no compensation for their services as directors, but may receive reimbursement for expenses in attending meetings.

H. Committees

1. Committees of the Vestry

The Vestry, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees, each consisting of two or more directors and no persons who are not directors, to serve at the pleasure of the Vestry. Appointments to committees of the Vestry shall be by majority vote of the directors then in office. The Vestry may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Vestry resolution, shall have all authority of the Vestry, except that no committee, regardless of Vestry resolution, may:

- (a) Take any final action on matters that, under the California Nonprofit Religious Corporation Law, also require approval of members or approval of a majority of all members;

- (b) Fill vacancies on any committee that has the authority of the Vestry;

- (c) Fix compensation of the directors for serving on the Vestry or on any committee;

- (d) Amend or repeal bylaws or adopt new bylaws;

- (e) Amend or repeal any Vestry resolution that by its express terms is not so amendable or repealable; or

- (f) Create any other committees of the Vestry or appoint members of committees of the Vestry.

CCC §9212 Source

2. Meetings and Actions of Committees

Meetings and actions of committees of the Vestry shall be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings and other Vestry actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Vestry resolution or, if there is none, by resolution of the committee of the Vestry. Minutes of each meeting of any committee of the Vestry shall be kept and shall be filed with the corporate records. The Vestry may adopt rules for the government of any committee that are consistent with these bylaws or, in the absence of rules adopted by the Vestry, the committee may adopt such rules.

3. Particular Vestry and Advisory Committees

The bylaws may establish particular committees, e.g., an executive committee, audit committee, nominating committee, compensation committee, and finance committee.

If any committee is to have any non-director committee members, it is not a committee of the Vestry, and it should be

clearly labeled an "advisory committee." Unless the bylaws provide otherwise, the Vestry may delegate management of the corporation's activities to an advisory committee to the same extent that those powers could be delegated to anyone under the Corporation Code. If the committee does not exercise the authority of the Vestry, the provisions of paragraphs 1 and 2 above need not apply to it.

CCC §9210

VII. Officers

A. Officers of the Corporation

The officers of the corporation shall be a president, two vice presidents, a secretary, and a chief financial officer.

1. President

The Rector shall be the President and Chief Executive Officer *ex-officio*. Title III of the Canons of The Episcopal Church shall govern the creation and dissolution of the Pastoral Relationship between the Congregation and Vestry, and the Rector. The selection process shall be as directed by the Vestry and the call approved by the full Vestry and the Bishop before being issued.

GC Canon III.17.2

2. Senior Vice President

The Senior Warden shall be the Senior Vice President. The Rector shall appoint the Senior Warden, from the elected members of the Vestry. If there is no Rector, the Senior Warden shall be elected by the Vestry. The Senior Warden must be a communicant.

3. Vice President

The Junior Warden shall be Vice President. The Vestry shall elect the Junior Warden from the elected members of the Vestry. The Junior Warden shall serve until his/her successor is elected. The Junior Warden must be a communicant.

4. Clerk and Treasurer

A Clerk and a Treasurer shall be elected annually by the Vestry and shall serve until their successors are elected. If they are not otherwise Vestry members, they shall be entitled to seat and voice, but no vote. They shall also be the Secretary and the Chief Financial Officer, respectively, of the Parish as a corporation.

ECR Canon 18 §9

The same person may hold any number of offices, except that neither the secretary nor the chief financial officer may serve concurrently as the president.

B. Election of Officers

With the exception of the Rector and, if there is a Rector, the Senior Warden, the officers of the corporation shall be elected by the Vestry and each shall serve at the pleasure of the Vestry, subject to the rights, if any, of any officer under any contract of employment. The election shall be held annually at the first Vestry meeting after the Annual Meeting of the membership. They may be reelected without limitation to number of terms.

C. Other Officers

There are no other officers of the corporation.

D. Removal of Officers

Without prejudice to any rights of an officer under any contract of employment, any officer, except the Rector and Senior Warden, may be removed, with or without cause, by the Vestry. The Rector may remove the Senior Warden from appointment, with or without cause. If there is no Rector, the Senior Warden may be removed, with or without cause, by the Vestry.

E. Resignation of Officers

Any officer may resign at any time by giving written notice to the corporation President or Secretary. The resignation shall take

effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

F. Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur.

G. Responsibilities of Officers

1. President

The president shall, subject to the control of the Vestry, be the general manager of the corporation and shall supervise, direct, and control the business and the officers of the corporation. The president shall preside at all members' meetings and at all Vestry meetings but if the Rector is absent or unable to act, the Wardens, in order of seniority, shall preside. The Rector shall conduct a mutual review of the Rector and Vestry each year. The president shall have such other powers and duties as the Vestry or the bylaws may prescribe.

ECR Canon 18 §8

2. Vice Presidents

In the absence or disability of the Rector, the Senior Warden shall perform all temporal duties of the president. When so acting, a Senior Warden shall have all powers of and be subject to all restrictions on the president. The Wardens shall have such other powers and perform such other duties as the president, Vestry or the bylaws may prescribe.

3. Secretary

a. Book of Minutes

The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Vestry may direct, a book of minutes of all meetings, proceedings, and actions of the Vestry, of committees of the Vestry, and of members' meetings. The minutes of meetings shall include the time and place of holding, whether the meeting was general or special and, if special, how authorized, the notice given, the names of those present at Vestry and committee meetings, and the number of members present or represented at members' meetings. The secretary shall keep or have kept at the principal office in California, a copy of the articles of incorporation and bylaws, as amended to date.

The Clerk shall keep and preserve a printed copy of the current Constitution and Canons of The Episcopal Church, and a copy of the Constitution and Canons of this Diocese, to which shall be attached to these bylaws.

ECR Cn18 §10

b. Membership Records

The secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by Vestry resolution, a record of the corporation's members, showing all members' names, addresses, and class of membership. This may be in the form of the Parish Register. The Rector may choose to assume all or part of this responsibility.

c. Notices, Seal, and Other Duties

The secretary shall give, or cause to be given, notice of all meetings of the members, of the Vestry, and of committees of the Vestry required by the bylaws to be given. The secretary shall keep the corporate seal in safe custody, if the Vestry adopts a seal, and shall have such other powers and perform such other duties as the Vestry or the bylaws may prescribe.

4. Chief Financial Officer

a. Books of Account

The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

The chief financial officer shall make such reports as diocesan authority, the president or the Vestry shall require. At the close of each year the Treasurer's accounts shall be audited by an agency approved by the Finance Committee of the Diocese. A complete copy of the audit shall be forwarded to the Finance Committee before September 1 of the next year. The Treasurer shall be bonded.

ECR Cn18 §11
GC Canon I.7.5

b. Deposit and Disbursement of Money and Valuables

The chief financial officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Vestry may designate, shall disburse the corporation's funds as the Vestry may order, shall render to the president and directors, when requested, an account of all transactions as chief financial officer and of the financial condition of the corporation, shall and shall have such other powers and perform such other duties as the Vestry or the bylaws may prescribe.

VIII. Indemnification

A. Right of Indemnity

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described

in Section 9246(a) of the Corporation Code, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section and including an action by or in the right of the corporation, by reason of the fact that such person is or was a person described by that section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 9246(a) of the Corporation Code.

B. Approval of Indemnity

On written request to the Vestry by any person seeking indemnification under Section 9246(b) or Section 9246(c) of the Corporation Code, the Vestry shall promptly determine in accordance with Section 9246(a) of the Corporation Code whether the applicable standard of conduct set forth in Section 9246(b) or Section 9246(c) has been met and, if it has, the Vestry shall authorize indemnification. If the Vestry cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Vestry shall promptly call a meeting of members. At that meeting, the members shall determine under Section 9246(e) of the Corporation Code whether the applicable standard of conduct set forth in Section 9246(b) or Section 9246(c) has been met and, if it has, the members present at the meeting in person or by proxy shall authorize indemnification.

C. Advancement of Expenses

To the fullest extent permitted by law and except as is otherwise determined by the Vestry in a specific instance, expenses incurred by a person seeking indemnification under the above Sections A and B of these bylaws in defending any proceeding

covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

CCC §9246

IX. Insurance

The corporation shall have the power to purchase and maintain insurance on behalf of its officers, directors, employees, and other agents against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

X. Records and Reports

A. Maintenance of Corporate Records

The corporation shall keep:

- (1) Adequate and correct books and records of account;
- (2) Written minutes of the proceedings of its members, Vestry, and committees of the Vestry; and
- (3) A record of each member's, name, address, and class of membership.

B. Members' Inspection Rights

1. Membership Records

Any member of the corporation may inspect and copy the record of the members' names, addresses, and voting rights at reasonable times, on five business days' prior written demand to the corporation for a purpose reasonably related to the member's interest as a member.

2. Accounting Records and Minutes

Any member of the corporation may inspect the accounting books and records and minutes of proceedings of the members, the Vestry, and committees of the Vestry on written demand made on the corporation at any reasonable time for a purpose reasonably related to that member's interest as a member.

C. Maintenance and Inspection of Articles and Bylaws

The corporation shall keep at its principal office the original or a copy of the articles of incorporation and bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

D. Inspection by Directors

Every director shall have the right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation for a purpose reasonably related to the director's interests as a director.

XI. Construction and Definitions

A. General Construction

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular.

B. Name of the Church

The church may at times be also known as Saint Joseph's Episcopal Church or Saint Joseph The Worker Episcopal Church or

variations thereof, optionally suffixed by the name of the city, Milpitas.

C. Terminology

Citations to governing documents refer to the Diocese of El Camino Real as **ECR**, the General Convention of The Episcopal Church as **GC** and the California Corporations Code as **CCC**.

XII. Parliamentary Authority

The current edition of Robert's Rules of Order, Newly Revised, shall be the parliamentary authority except where it conflicts with the law, the documents listed in the Preamble above, these bylaws, or special rules of order which may be adopted by the Vestry.

XIII. Amendments

Bylaws may be adopted, amended, or repealed by approval of a majority vote of the members of the Vestry, except that:

A. A bylaw specifying or changing a fixed number of directors or the maximum or minimum number or changing from a fixed to a variable Vestry or vice versa may only be adopted by approval of the members; and

B. Any bylaw provision that requires the vote of a larger proportion of, or all of, the members, or the vote of a larger proportion of, or all of, the directors than is otherwise required by the California Nonprofit Religious Corporation Law, shall not be altered, amended, or repealed except by that greater vote.

C. After each meeting of the Convention of The Episcopal Church or of this Diocese, these bylaws shall be reviewed to determine if legislation of the convention require amendment to these bylaws.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of The Rector, Wardens and Vestry Of Saint Joseph The Worker Episcopal Church, a California Nonprofit Religious Corporation, and that the above bylaws, consisting of 28 pages, are the conformed bylaws of this corporation as amended by the Vestry on October 27, 2004 and that they have not been amended or modified since that date.

Executed on October 27, 2004 at Milpitas, County of Santa Clara, California.

*Deidra Staten
Secretary*