

BYLAWS OF ST. MARK'S EPISCOPAL CHURCH

INCLUDING REVISIONS OF 1990, 1997, 2000 and 2021

ARTICLE 1. Broker to act diligently

NAME

Section 1.01 NAME OF THE CORPORATION

The name of the corporation is "St. Mark's Episcopal Church in Palo Alto, California", a California nonprofit religious corporation.

ARTICLE 2.

CORPORATION PART OF EPISCOPAL CHURCH

Section 2.01 GENERAL (Canons Secs. 11.06 and 11.10)

The corporation (herein called "St. Mark's") is an integral, subordinate unit and constituent part of The Episcopal Church in the United States of America ("The Episcopal Church") and of the Episcopal Church in the Diocese of California (the "Diocese"). The Constitution and Canons of The Episcopal Church and the Constitution and Canons of the Diocese are incorporated by reference in these bylaws as basic and essential parts hereof. Said Constitutions and Canons shall prevail against anything contained in these bylaws that may appear to be in conflict with said Constitutions and Canons. The Secretary shall keep with the original of these bylaws a copy of said Constitutions and Canons, as said bylaws, Constitutions and Canons are amended from time to time, all of which shall be made available for examination by any member of the parish at all reasonable times upon request.

Section 2.02 PROPERTY (Canon Sec. 11.06)

All property, real and personal, shall be held in trust for The Episcopal Church and the Diocese, and subject to the authority of the Bishop and Standing Committee or The Episcopal Church and the Bishop and Standing Committee of the Diocese.

Section 2.03 DISSOLUTION (Canons Sec. 11.06b)

The parish shall dissolve when the Diocese has dissolved its parochial relationship with the parish.

Section 2.04 ACTIVITIES OF THE PARISH (Canons Sec. 11.10)

All activities of the parish shall forever be in conformity with the Constitution and Canons of the Episcopal Church and with the Constitution and Canons of the Diocese, and with the doctrine, discipline and worship of The Episcopal Church.

ARTICLE 3

PRINCIPAL OFFICE

Section 3.01 PRINCIPLE OFFICE

The principal office of the parish is located at St. Mark's Episcopal Church, 600 Colorado Avenue, P.O. Box 60675, Palo Alto, California 94306.

ARTICLE 4

MEMBERSHIP, PARISH MEETINGS AND VOTING RIGHTS

Section 4.01 MEMBERS (Canons Sec. 11.15)

All persons who have received the Sacrament of Holy Baptism and whose baptisms have been duly recorded in the parish register, and all persons confirmed or received in the church whose confirmation, reception or transfer are duly recorded in the parish register, are members of the parish.

Section 4.02 PLACE OF MEETINGS

All meetings of the members shall be held at the principal office of the parish or at such other place as may be designated for that purpose by the vestry.

Section 4.03 ANNUAL MEETINGS (Canons Secs. 11.13, 11.14, & Sec. 8.03)

The annual meetings of the parish shall be held on such day and at such hour as may be designated by the vestry. If not otherwise designated by the vestry, annual meetings shall be held between the third Sunday of January and the first Sunday in February which follows the monthly vestry meeting. (*Amended 2000*).

Amendment to Section 4.03:

"Notwithstanding the foregoing, in the event that an in-person annual meeting is not possible or practicable due to a public emergency as defined in subdivision (n) of Section 9140 of the California Corporations Code or successor statute, the following shall apply:

(a) The Vestry may call for the annual meeting to be conducted, in whole or in part, by electronic transmission or by electronic video screen transmission pursuant to rules of order providing members a reasonable opportunity to participate in the annual meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the annual meeting concurrently with those proceedings." (*Amended 2021*).

Section 4.04 SPECIAL MEETINGS

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

Section 4.05 NOTICE OF PARISH MEETINGS (Canons 11.14)

Notice of the date, time and place of every parish meeting shall be mailed to the members or the parish not less than 20 days prior to the date of such meeting and shall be publicly announced at each regularly scheduled service of the parish on the Sunday preceding the day of such meeting. The results or any election and summary of any action taken at an annual or special meeting of the parish shall be posted in a conspicuous place on the parish premises within 7 days after the meeting and shall remain so posted for a period not less than 30 days.

Section 4.06 VOTING (Canons Sec. 11.16)

Each person of age sixteen or over whose name shall have been recorded in the parish register for six months preceding any meeting shall be an elector and entitled to vote at such meeting. No elector shall be entitled to more than one vote or to vote by proxy or by absentee ballot. In the election of members of the vestry, and of delegates and alternate delegates to Convention of the Diocese, each elector shall have one vote for each position to be filled, but votes may not be cumulated. In the election of members of the vestry, all voting shall be by ballot. If the number of candidates for election is equal to the number of vacancies to be filled, the Secretary may be directed by the Presiding Officer to cast a unanimous ballot for the slate of nominees.

Amendment to Section 4.06:

"As set forth above in Section 4.03, in the event an in-person annual meeting is not possible or practicable and such meeting is held by electronic transmission or electronic video screen transmission instead, the Secretary shall maintain a record of any votes or other actions taken by means of electronic transmission or electronic video screen communication. Participation in the annual meeting through the use of electronic transmission or electronic video screen communication pursuant to this Section constitutes presence in person at the annual meeting for all purposes." (*Amended 2021*).

Section 4.07 VOTING LIST (Canons 11.17)

On the written request of any three electors made at least ten (10) days prior to an annual meeting, the Rector or a Warden shall, within seven (7) days after the receipt of such request, post in a conspicuous place on the parish premises a certified list of the qualified electors. Such list shall remain posted until after the election and shall be retained by the Secretary as part of the election records.

Section 4.08 TERMINATION OF VOTING RIGHTS AND OF MEMBERSHIP

Ecclesiastical censure pronounced against any member of the parish, according to the discipline of The Episcopal Church, shall, *ipso facto*, terminate such member's right to vote. Membership shall terminate if the member withdraws or transfers to another parish. No member may assign or transfer a membership or any right arising therefrom to another person.

Section 4.09 QUORUM

A quorum for any meeting of the members, duly called and noticed, shall consist of not less than one-tenth of the electors. If a quorum is present, the affirmative vote of the majority or the electors present at the meeting and voting on any matter shall be the act of the members. Any such meeting may be adjourned from time to time by the vote of a majority of the electors present and voting. In the absence of a quorum, no other business may be transacted.

Section 4.10 NOMINATING COMMITTEE AND PROCEDURES (amended 1997)

At a regular or special meeting, by the month of November, the vestry shall appoint a nominating committee, consisting of the rector and not less than four (4) or more than fourteen (14) members of the parish entitled to vote at parish meetings. No more than fifty percent (50%) of the nominating committee may be members of the vestry. The Nominating Committee shall meet at least 45 days prior to the date of the annual parish meeting for the purpose of nominating members of the vestry and delegates and alternate delegates to (the) Convention of the Diocese. The number nominated shall consist of at least the number of vacancies to be filled.

Section 4.11 TERM OF DELEGATES AND ALTERNATE DELEGATES

The terms of delegates and alternate delegates to Convention of the Diocese shall expire when their successors are elected.

Section 4.12 INCUMBENT DELEGATES AND ALTERNATE DELEGATES

Incumbent delegates and alternate delegates to Convention or the Diocese may be renominated and reelected.

Section 4.13 ADDITIONAL NOMINATIONS

Additional nominations of members or the vestry, and of delegates and alternate delegates to Convention of the Diocese may be made from the floor at the annual parish meeting.

Section 4.14 ELECTION

Those nominated for vestry membership at the annual meeting shall be elected if (1) they are among those, up to the number of positions to be filled, who receive the highest number or votes, and if (2) in each case it is more than half the number of valid ballots cast.

If all vestry positions are not filled on the first ballot, a second ballot shall be taken. The nominees on the second ballot shall be taken from among the nominees not elected on the first. Their number shall not exceed twice the number or unfilled positions. They shall be those, up to the number specified, who received the highest number of votes, but not a majority, on the first ballot.

Those nominated for the second ballot shall be elected if (1) they are among those, up to the number of positions to be filled, who receive the highest number of votes, and (2) if in each case it is more than half the number of valid ballots cast.

If additional ballots are required, they shall be taken in the same way.

The elected delegates and alternate delegates to Convention of the Diocese shall be those nominated who receive the highest number of votes, and shall be ranked in the order of the number of votes received: those who receive the highest number of votes as delegates, up to the number authorized as delegates by the Canons of the Diocese, shall be deemed elected as delegates, and those who receive the next highest number of votes as delegates, up to the number authorized as alternate delegates by the Canons of the Diocese, shall be deemed elected as alternate delegates. Delegates and alternate delegates shall take office upon their election.

Section 4.15 JUDGES OF ELECTION (Canons 11.18)

For each parish meeting at which members of the vestry are to be elected, unless the number of nominees equals the number of vacancies to be filled, the Presiding Officer shall appoint from the electors present three judges or the election. The judges shall canvass the ballot and certify in writing the result of the election. Whenever the right to vote is challenged, the challenged ballot shall be segregated and identified, and, after the person whose ballot has been challenged has had the opportunity to be heard, the judges shall indicate thereon whether the vote was allowed or rejected, and affix thereto their signatures. The Secretary shall retain all the election records for delivery to the Bishop in the event an election is appealed. If no appeal is taken within the period specified for appeal, the election records may be destroyed.

Section 4.16 APPEAL (Canons Sec. 11.19)

Any appeal to the Bishop from the certified result of the election shall be made in writing within 30 days following the election.

Section 4.17 RESULTS OF ELECTION (Canons 11.20)

The Rector, or in the Rector's absence one of the Wardens, shall forward to the Bishop promptly after each annual meeting the names, addresses, and telephone numbers of the Wardens, all members or the vestry, delegates and alternate delegates to Convention of the Diocese, and officers of the vestry. If any change occurs in any office, the Bishop shall be promptly notified of the same.

ARTICLE 5

VESTRY, WARDENS, AND OFFICERS

Section 5.01 THE VESTRY (Canons 11.11)

The vestry shall constitute the board of directors of the corporation. The temporal activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the vestry acting as the board of directors of the corporation. Such powers shall include, but not be limited to, the power to fill any vacancy in the vestry and in the office of delegate and alternate delegate to Convention of the Diocese. The vestry may delegate the management of the temporal activities of the corporation to any person or persons, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the ultimate direction of the vestry.

Section 5.02 NUMBER AND QUALIFICATIONS (Canons Secs. 11.06, 11.12)

The members of the vestry shall be the Rector and at least nine elected members. Each of the elected members shall be an elector as defined in Article 4, age 18 or over at the time of election. Between the years 2001 through 2003, the number of elected members shall increase from nine to twelve, and remain at twelve until parish size indicates need for more or fewer vestry members. (Revised 2001)

Section 5.03 ELECTION AND TERM (Canons Sec. 11.13)

Elected members of the vestry shall be elected at the annual parish meeting. The number to be elected shall be equal to the number whose terms shall expire before the next annual parish meeting, unless the number of vestry members is in process of being increased or decreased. The maximum term for which a member may be elected shall commence when the member takes office and shall expire on the lapse of three years thereafter, or as soon after that as their successor is elected and takes office. Each term of a member of the vestry shall be fixed so that as nearly as

practicable, one-third of the authorized number of elected members shall be elected at each annual parish meeting. A retiring or resigning member of the vestry may not again serve on the vestry until one year has elapsed, except that a member completing a former member's unexpired term may be elected to a term not to exceed three years. (amended 2021)

Section 5.04 VACANCIES

Any member or the vestry other than the Rector may resign by giving written notice to the Rector or the Senior Warden, which shall be effective upon receipt unless the notice specifies a later time. If the resignation is effective at a later time, a successor may be elected by the vestry before such time and shall take office when the resignation becomes effective. A successor member so elected shall serve for the unexpired term of his predecessor. Vacancies in the vestry, except a vacancy in the office of Rector, may be filled by the majority vote of the remaining members of the vestry, except that if elected by less than a quorum or by a sole member of the vestry, each member so elected shall hold office until the next annual parish meeting and until a successor has been elected and takes office.

Section 5.05 PLACE, TIME, AND NOTICE OF MEETINGS

Meetings of the vestry shall be held at any place and time designated by the notice of meeting. In the absence of such a designation, regular meetings shall be held at the principal office of the parish on a day and hour to be fixed from time to time by the vestry. Special meetings for any purpose or purposes may be called by the Rector, either Warden, or any three other members of the vestry, upon 5-days notice by first class mail or 48-hours notice given personally or by telephone, at the address or telephone number shown upon the records or the parish or given to the parish by the member for purposes or notice. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid, or personally delivered. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone to the recipient or to a person at the office or residence of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

Amendment to Section 5.05:

"Virtual Meetings. Members of the vestry may participate in a meeting through the use of conference telephone or electronic video screen communication and the Secretary shall maintain a record of any votes or other actions taken by means of electronic transmission or electronic video screen communication. Participation in the vestry meeting through the use of electronic transmission or electric video screen communication pursuant to this Section constitutes presence in person at the vestry meeting for all purposes." (Amended 2021)

Section 5.06 QUORUM

A majority of the vestry shall constitute a quorum for the transaction of business, provided that the Rector or one of the Wardens is present. Every act or decision done or made by a majority of the members of the vestry present at a meeting duly held at which a quorum is present shall be regarded as the act of the vestry, unless a greater number be required by law, by the articles of incorporation, or by these bylaws.

Section 5.07 ADJOURNMENT

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

Section 5.08 ACTION WITHOUT MEETING

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

Section 5.09 INSTALLATION

All elected members of the vestry shall take office on the Feast of Pentecost following the annual meeting at which

they were elected and shall be formally installed at a regularly scheduled service of the parish on the Feast of Pentecost. (Revision 1990)

Section 5.10 ORGANIZATIONAL MEETING (Canons Secs. 11.21 & 11.22)

At the first meeting held after the installation of vestry Members on the Feast of Pentecost, the officers of the vestry shall be appointed or elected. (Revision 1990) The Rector shall appoint the Senior Warden from among the vestry. The Senior Warden shall serve at the pleasure of the Rector. The members of the vestry shall elect the Junior Warden from among the vestry. A Secretary, who shall serve as clerk of the vestry, and a chief financial officer with the title of Treasurer, shall be elected by the vestry and shall serve until their successors are elected. The Secretary and Treasurer shall have the same qualifications as members of the vestry as defined in Article 5 and may but need not be members of the vestry. The Treasurer shall be bonded in an amount and by a surety approved by the vestry.

Section 5.11 CORPORATE OFFICERS (Canons Sec. 11.23)

The officers of the corporation shall consist of the Rector who shall be the President, the Senior Warden who shall be First Vice President, the Junior Warden who shall be Second Vice President, the Secretary and the Treasurer who shall be the chief financial officer of the corporation.

Section 5.12 SUBORDINATE OFFICERS

The vestry may elect such other officers as the business of the corporation may require, each of whom shall be an elector as defined in Article 4 and hold office for such period, have such authority, and perform such duties as the vestry may from time to time determine.

Section 5.13 REMOVAL

Any officer except the Rector and the Senior Warden may be removed from office, except from the vestry, by a majority of the entire vestry at the time in office, at any regular or special meeting of the vestry. The Senior Warden may be removed from that office, but not from the vestry, by the Rector.

Section 5.14 AUTHORITY OF RECTOR (Canons Sec. 11.30)

The Rector, subject to the Constitution and Canons of the Episcopal Church and to the Constitution and Canons of the Diocese, and 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 at all times have access to the parish buildings and the keys of the same. The Rector shall have the spiritual direction and control of all associations and committees of the parish; and shall have the right to vote at all parish and vestry meetings and may preside thereat. Subject to the powers of the vestry to create and fund positions, the Rector shall have the power to employ and discharge all subordinate employees.

Section 5.15 PRIEST-IN-CHARGE

If the parish is without a Rector, the priest appointed by the Bishop to be in temporary charge of the parish shall be known as the Priest-in-Charge and shall have all the duties, rights and powers of Rector, except that he shall not be President of the parish corporation nor shall he appoint the Senior Warden.

Section 5.16 WARDENS (Canons Sec. 11.21)

If a parish is without a Rector, the Senior Warden shall be elected by the vestry. If the parish is without a Rector, or if the Rector is absent, unable to act, or elects not to preside, the Wardens, according to seniority, shall preside at meetings of the vestry and of the parish, and shall perform the secular duties of the Rector, and when so acting shall have all the secular powers of the Rector. The Wardens shall have such other powers and perform such other duties as may be prescribed from time to time by the vestry or these bylaws.

Section 5.17 SECRETARY

The Secretary shall keep at the principal office of the parish a book of minutes containing a full and complete record

of all meetings of the vestry, committees of the vestry, and the members, showing: the time and place of such meetings; whether regular or special; if special, how authorized; the notice thereof given; the names of those present at meetings of the vestry; and the proceedings of each of such meetings. The Secretary shall have such other powers and perform such other duties as may be prescribed from time to time by the vestry or these bylaws.

Section 5.18 TREASURER (Canons Sec. 19.01 - 19.05)

The treasurer shall be the chief financial officer of the corporation and shall maintain adequate and correct accounts of the properties and business transactions of the parish, including pledges and other assets, trust and endowment funds, liabilities, receipts, disbursements, and accounts in general. The Treasurer shall deposit all funds and other valuables in the name and to the credit of the parish with such depository as may be designated by the vestry. The Treasurer shall disburse the funds of the parish as may be ordered by the vestry; shall render to the Rector and the vestry whenever they request it an account of all the Treasurer's official transactions and of the financial condition of the parish; and shall have such other powers and perform such other duties as may be prescribed from time to time by the vestry or these bylaws. The procedure for deposit and withdrawal of funds and other valuables shall be prescribed in the resolutions which shall be adopted by the vestry governing the deposit and withdrawal of funds or valuables. The funds or valuables herein referred to are those belonging to the parish and these provisions shall not be deemed to conflict with or overrule the conditions, terms, or provisions or declarations or deeds of trust or of conveyance or donation providing some special method or said keeping, disbursing, withdrawing, or depositing funds, nor shall these provisions apply to the canonical discretionary fund of the Rector as to which the disclosure of the beneficiaries or the purposes might prevent the carrying out of needed charitable acts.

Section 5.19 TRUST (Canons Sec. 19.03)

All real and personal property held by or for the benefit of St. Mark's is held in trust for the Episcopal Church and the Diocese of California. The existence of this trust, however, shall not limit the general authority of the vestry over such, except as may be specified in these bylaws.

Section 5.20 POWER TO INCUR INDEBTEDNESS (Canons Sec. 19.01 & 19.02)

Without limiting the general powers of the vestry described in Section 5.01, the vestry shall have the power to borrow money and incur indebtedness for the purposes of the parish, and to cause to be executed and delivered, in the corporate name, promissory notes, bonds, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debts and securities.

Section 5.21 SALES, CONTRACTS, AND INDEBTEDNESS (Canons Sec. 19)

No indebtedness (except amounts due on open account for goods and services in the ordinary course of business or as included in any budget or program approved by the vestry), or any sale or conveyance of property of the corporation involving an amount in excess of \$3,000, or any encumbrance of property of the corporation, shall be incurred, made, or entered into or be valid or binding against this parish unless each and all of the following proceedings are regularly had and taken:

- (a) A resolution to incur the indebtedness or make the sale, conveyance or encumbrance must be adopted at a meeting of the vestry;
- (b) Said resolution must specify the amount and terms of the proposed indebtedness, sale, conveyance or encumbrance, and the purpose for which it is to be incurred, made or entered into;
- (c) Said resolution must be fully spread upon the minutes;
- (d) If a sale, conveyance or encumbrance of real property, the written consent of the Bishop and the Standing Committee of the Diocese is obtained; provided that said written consent is not required for an encumbrance of property of the parish other than a consecrated church or chapel to secure indebtedness incurred for permanent improvements, replacements, additions, fixtures or equipment of a capital nature when the amount of such indebtedness, plus all other indebtedness then existing, does not exceed 150 percent of the average annual receipts of the parish during the three preceding calendar years.

Section 5.22 ENDORSEMENT OF DOCUMENTS AND CONTRACTS

Subject to Sections 5.20 and 5.21 and to applicable law, promissory notes, bonds, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities, contracts, conveyances or other instruments in writing, or any assignment or endorsement thereof, when signed by the President or any Warden and the Secretary or Treasurer shall be valid and binding on the parish.

Section 5.23 PERMANENT FUNDS (Canons Sec. 19.04)

- (a) Permanent funds, trust funds, and securities of a parish or mission 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 by the Department of Finance, and shall be held under agreements providing for at least two signatures for withdrawal of such funds or securities.
- (b) Records shall be kept of all permanent and trust funds showing source and date and terms governing the use of principal and income. The fiduciary responsible shall report the condition of such funds at each annual meeting of the parish,
- (c) The provisions of subsections (a) and (b), above, shall apply to St. Mark's Endowment Trust.

Section 5.24 ACCOUNTING RECORDS (Canons Sec. 19.05)

Books of account shall be so kept as to provide the basis for satisfactory accounting, including appropriate records of all subgroups of the parish authorized by the vestry to solicit, receive or disburse funds.

Section 5.25 ANNUAL AUDITS (Canons Sec. 19.06)

All accounts of the parish shall be audited annually by a certified independent public accountant or by such accounting agency or audit committee as shall be approved by the Department of Finance. Upon request, copies of any and all audit reports and of any memoranda relating to internal controls, together with a summary of action taken to correct deficiencies or implement recommendations shall be furnished to the Department of Finance.

Section 5.26 PROPERTY INSURANCE (Canons Sec. 19.07)

All buildings and their contents shall be kept adequately insured.

Section 5.27 INDEMNIFICATION AND INSURANCE

To the extent allowed by law, the vestry may:

- (a) Authorize the parish to indemnify and hold harmless present and former members of the vestry, officers, employees and other agents against damages and liabilities, including court costs, attorney's fees, expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding if any such person (1) acted in good faith, (2) in a manner such person believed to be in the best interests of the parish, and (3) in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful;
- (b) Authorize the purchase of insurance on behalf of such persons for the foregoing purposes.

Section 5.28 VACANCY IN OFFICE OF RECTOR (Canons Sec. 11.25)

When the position of Rector becomes vacant, the Wardens shall promptly notify the bishop and consult with him with respect to the appointment of an interim minister for the maintenance of divine services and pastoral care of the congregation. The vestry shall also consult with the Bishop with respect to the procedure to be followed in the selection and call of a new Rector.

Section 5.29 ELECTION OF RECTOR (Canons 11.26)

The election of a Rector shall require an affirmative vote or two-thirds of the elected members of the vestry. No

commitment shall be made by the vestry to anyone under consideration as a prospective Rector, nor shall any formal call be issued, until the name or the Priest under consideration as Rector has been made known to the Bishop for his judgment. If the Bishop has not responded within 30 days, or such additional time as has been agreed upon, from the date of notice to the Bishop, the vestry may proceed with the commitment and call. In case the Bishop objects to the choice of the vestry, a second meeting of the vestry shall be held and the person first proposed can be elected only by a unanimous vote of the whole vestry. If the vote is not unanimous, the same procedure shall be repeated for the election or another candidate. The call shall be in the form of an agreement, which shall be signed by the Wardens and, when accepted, signed by the new Rector.

Section 5.30 SELECTION OF ASSISTANT MINISTER

In the selection of an assistant minister, the Rector shall consult with the Bishop, and the two shall agree upon a list containing one or more names or suitable Clerics. The Rector shall then nominate to the vestry, from the list, the name of the person chosen by the Rector to serve as an assistant. The election of any assistant minister shall require an affirmative vote of two-thirds of the entire vestry. The terms of employment of an assistant minister shall be determined by the vestry and incorporated in an agreement which constitutes the call and acceptance. Any assistant minister shall serve at the pleasure of the Rector, subject to the rights, if any, of such assistant minister under any contract of employment.

Section 5.31 NOTICE OF ELECTION (Canons 11.28)

Written notice of the election of an assistant minister, signed by the Wardens, shall be sent to the Bishop within ten days after such election.

Section 5.32 NON-STIPENDIARY ASSISTANTS

The Rector, with the Bishop's approval, may appoint one or more non-stipendiary assistants from among Clerics canonically resident in the Diocese, or who are in good standing and who are currently licensed to officiate in the Diocese. Any non-stipendiary assistant shall serve at the pleasure of the Rector.

ARTICLE 6

RULES OF ORDER

Section 6.01 ROBERT'S RULES OF ORDER

The rules contained in Robert's Rules of Order, revised, shall govern all meetings of the parish and of the vestry.

ARTICLE 7

MISCELLANEOUS

Section 7.01 CAPTIONS

All indexes, titles, subject headings, section titles, and similar items are provided for the purpose of reference and convenience and are not intended to affect the meaning of the contents or scope of these bylaws.

Section 7.02 CHOICE OF LAWS

These bylaws shall be interpreted in accordance with the laws of the State of California, excluding any choice of law rules which may direct the application of the laws of another jurisdiction.

Section 7.03 CONFLICT WITH ARTICLES OF INCORPORATION

In case of any conflict between these bylaws and the Articles of Incorporation of St. Mark's Episcopal Church in Palo Alto, California, the aforesaid Articles of Incorporation shall prevail.

Section 7.04 AMENDMENT

These bylaws may be amended, or repealed and new bylaws adopted, at any meeting of the vestry by an affirmative vote of not less than two-thirds of the members present, provided that notice of amendment or new bylaws must first be given at a previous meeting of the vestry or by special notice to all members or the vestry, at least 5 days in advance of the meeting at which the changes are to be considered, setting forth the substance of the proposed amendment or new bylaws.

CERTIFICATE OF SECRETARY

I certify under penalty of perjury that I am the duly elected and acting Secretary of St. Mark's Episcopal Church in Palo Alto, California, and Clerk of its Vestry and that the foregoing Bylaws constitute the bylaws of said corporation as duly adopted at a meeting of its Vestry on _____, ____.

Executed on _____, _____, at Palo Alto, California.

Secretary

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