

Bylaws of St. Michael's Episcopal Church of Carmichael, State of California a Non-Profit California Corporation

ARTICLE I CORPORATE POWERS

Section 1. Corporate powers, business and property of St. Michael's Episcopal Church of Carmichael, in the City of Carmichael, County of Sacramento, State of California, being a non-profit California corporation, shall be exercised, conducted and controlled by the Rector, Wardens and Vestry, which shall be deemed to be the Board of Directors for all purposes under the laws of the State of California.

ARTICLE II MEMBERSHIP

Section 1. The admission, election, appointment, withdrawal, suspension and expulsion of members of this corporation shall be governed and controlled by the Constitution and Canons of the Protestant Episcopal Church in the United States of America, and by the Constitutions and Canons of the Protestant Episcopal Church in the Diocese of Northern California.

ARTICLE III THE VESTRY

Section 1. The Vestry shall consist of twelve members, plus the Rector who shall preside at all meetings of the Vestry and shall be constituted the presiding officer thereof. The Vestry members shall be communicants whose names shall be duly enrolled in the register of the said parish and who are regular in their attendance at services and make stated contributions of record to its support, and they shall not be under suspension as communicants but no suspended communicant who shall have appealed to the Bishop to remove such suspension shall be disqualified, either as a Vestry member or as an elector, until the Bishop has passed upon such an appeal and sustained the suspension. All Vestry members, except the Rector, shall be lay people, qualified electors of the parish.

Section 2. The Vestry shall be comprised of members elected at the Annual Parish Meeting. Each Member shall be elected to a 3 year term. The members shall be divided into three classes, with 1/3 (more or less subject to adjustments as provided in paragraph (2) below) of the members of the Vestry having their 3 year term expire and replacements elected in any given year.

(1) Vestry Member Term. Each Member shall be elected to a 3 year term which shall run from the time of their election until the earlier of either (i) the Member resigns or (ii) the first Vestry meeting following the Annual Parish Meeting at which his or her respective successor is elected.

(2) Addition or Reduction of Vestry Members. In the event that the membership of the

Vestry is increased or decreased ("Adjustment") as provided in these Bylaws, the Adjustment shall first be made in the class that is being elected at the Annual Parish Meeting to a three year term. If the Adjustment is for more than one member, then the next Adjustment shall be to a member to the next class (2 year term), and then to the third class (1 year term). If the Adjustment is for more than 3 members, the order of appointment to the classes is repeated. The Adjustment shall not result in a difference of more than 1 member between any class and the other two and shall require a change in the Articles of Incorporation with the State of California.

(3) Replacement Other Than At Expiration of Term. In the event that a Member resigns effective at the time of the Annual Parish Meeting or the vacancy has not been filled by the Vestry as otherwise provided in these Bylaws pending the Annual Parish Meeting, Replacement Member for the remaining portion of the three year term shall be elected at the Annual Parish Meeting. The Replacement Member elected at the Annual Parish meeting shall only complete the remainder of the Resigning Member's 3 year term and for purposes of elections be treated as if he or she was the replaced Member.

(4) Limitation on Election To Vestry. Upon the expiration of a 3 year term, whether by the Original member or a Replacement Member, that Member shall not be eligible for election to the Vestry until after the expiration of the calendar year in which his or her membership on the Vestry terminated. This limitation shall not apply to a Replacement Member who finishes the remaining year or less of the term of a resigning member of the Vestry.

(5) Election to Term. In any election, the candidates shall be elected in the order of priority as determined by the number of votes they received, ranked the greatest to the least number of votes. The four candidates (or number as provided by an Adjustment) receiving the greatest number of votes shall be elected to 3 year terms for which members are being elected. Any additional or replacement members shall then be determined in descending order, matching the next longest vacant membership term with the candidate receiving the next largest number of votes until all vacant memberships have been filled.

(6) Conformity With Other Governing Provisions. The election shall be held and conducted as prescribed by the Constitution and Canons of the Protestant Episcopal Church of the United States of America, and by the Constitution and Canons of the Protestant Episcopal Church in the Diocese of Northern California.

Section 3. It shall be the duty of the Rector, or clergy in charge, or in the case of his or her absence, of the Clerk, to call a meeting of the Vestry immediately following the annual parish meeting. At this meeting, the Rector shall appoint one member of the Vestry to be Senior Warden and the Vestry shall elect another to be Junior Warden, provided, that in the case of a vacancy in the Rectorship, the Vestry shall elect both Wardens. At the same meeting the Vestry shall elect a Clerk who need not be a Vestry member and a Treasurer who also need not be a Vestry member. All such officers so appointed or elected shall hold their respective offices until the first Vestry meeting following the next annual parish meeting, or until their respective successors are appointed or elected.

Section 4. Both of the Wardens must be communicants and otherwise qualified electors of the parish, and shall serve until the next annual meeting of the parish, upon the adjournment of the said annual meeting.

Section 5. Regular meetings of the Vestry shall be held at such time and places as may be determined by the Vestry. Special meeting may be called at any time by the Rector, or both the Wardens, or by any three Vestry members, by giving three days' written notice, by mail, to each member of the Vestry. In the event of an emergency, a special emergency meeting may be called by a majority of a quorum of the then existing number of Vestry members (whose determination as to the existence of an emergency shall be conclusive on all parties) and said meeting may be held with only one hour's oral notice.

Section 6. A quorum of the Vestry shall consist of a majority of all the members thereof, and no meeting shall be held without the attendance of the Rector or one of the Wardens.

Section 7. The Vestry shall have the power to fill any vacancy or vacancies which may occur on the Vestry for the unexpired term of the vacancy or vacancies. Vestry members so appointed shall continue as a Member of the Vestry until the next annual meeting when a Replacement Member shall be elected to complete the remaining balance of the three year term as provided in Section 2, Article III.

Section 8. It shall be the duty of the Vestry, at each annual parish meeting, to make a full written report of the temporal condition of the parish. The Vestry shall also make such suggestions through its Wardens, as it may deem wise and helpful to the Church.

ARTICLE IV STANDING ORDERS

Section 1. The Vestry by the affirmative vote of a majority of the entire Vestry at a regular meeting may adopt standing orders not inconsistent with the articles of incorporation and by-laws of this corporation, providing for rules and regulations for administering the business and trusts with which the Vestry is charged. Said standing orders shall remain in force as adopted until amended or repealed by a majority vote of the entire Vestry at a regular meeting thereof.

ARTICLE V STANDING AND SPECIAL COMMITTEES

Section 1. The Rector and the Vestry shall determine what committees are necessary for the best interests of the parish.

Section 2. The Rector, or in the case of a vacancy in the Rectorship, the Senior Warden, or in the case of his or her absence or inability to act, then the Junior Warden, shall appoint the committee heads of all such committees, subject to confirmation by the Vestry. Committee heads with the assistance and guidance of Rector and Wardens shall then recruit and appoint members for the committees.

Section 3. Each such committee which may be established under the provisions of this Article V shall terminate and dissolve automatically at commencement of the first Vestry meeting following the next annual parish meeting.

ARTICLE VI CORPORATE OFFICERS

Section 1. The following five official positions are established with this corporation: Presiding Officer, Senior Warden, Junior Warden, Clerk and Treasurer.

Section 2. For all corporate purposes under the laws of the State of California the Rector, or clergy in charge, shall be the Presiding Officer; the Senior Warden shall be the First Vice President; the Junior Warden shall be the Second Vice President; the clerk shall be the Secretary, and the Treasurer shall be the Treasurer of this corporation. The Presiding Officer shall be considered synonymous with the term President as defined in the Corporations Code of the State of California.

ARTICLE VII THE RECTOR

Section 1. The Rector shall have charge of all things pertaining to or affecting the spiritual interests of the parish. It shall be his or her duty and right to give orders concerning public worship, together with all that appertains thereto. The Rector shall have access at all times to the church building, and shall have custody of the keys to the same. The Rector shall have the spiritual direction and control of all organizations and associations of the parish, and shall preside, with a right to vote, at all parish meetings and Vestry meetings; provided that the Presiding Officer of the parish or Vestry meeting, if voting as a member thereof, shall not have a casting vote in the case of a tie.

Section 2. All parish organizations, associations, guilds, or clubs shall be established and shall remain operative under authorization of the Rector. All such organizations, associations, guilds or clubs which may be established under the provisions of this Article VII, Section 2, shall have as their general purposes the advancement of the interests of this parish or of the Protestant Episcopal Church.

Section 3. Whenever the Rectorship shall become vacant, the Vestry shall proceed in accordance with the Constitution and Canons of the Protestant Episcopal Church in the Diocese of Northern California.

ARTICLE VIII DUTIES OF OFFICERS OTHER THAN RECTORS

Section 1 -- Wardens. The Wardens, under the Rector or clergy regularly officiating, shall take care of the church building to see that it is kept from all secular or other uses not authorized by the Constitution and Canons of the Church, that it be kept clean and in good repair, as becomes a house of God, and that the premises thereof be kept in proper order. They also shall see that there is provided all things necessary for conducting the services of the Church decently and in order; shall arrange for the gatherings of alms and other offerings of the people in decent basins provided for the purpose, the same to be brought reverently to the minister; and shall preserve order and decorum in and around the church building on all occasions whatever, and especially during the time of divine worship. In case there be no Rector, or in the case of his or her absence or inability to act, then the Senior Warden, or in the case of his or her absence or inability to act, then the Junior Warden shall preside at all meetings of the parish and of the Vestry. The Wardens shall perform all other duties assigned to them by the Constitution and Canons of the Protestant Episcopal Church in the Diocese of Northern California.

Section 2 -- Clerk. It shall be the duty of the Clerk to attend all meetings of the Vestry and of the parish, to take minutes of their proceedings and when such minutes have been approved to enter and attest the same in the book of minutes of the Vestry and parish; to act as Clerk of this corporation and as such to attest the public acts of the Vestry, to preserve the journals and records of this parish, and to perform such other duties as may be lawfully assigned. The Clerk shall deliver into the hands of his or her successor all the books and papers relative to the affairs of the parish.

Section 3 -- Treasurer. (a) It shall be the duty of the Treasurer to receive all monies collected under the authority of the Vestry, the receipt and disbursement of which is not otherwise provided for by the Vestry. No money shall be disbursed by the Treasurer except on an order from the Vestry signed by any two of the following officers: Senior Warden, Junior Warden, Clerk or Treasurer. The Treasurer shall present to the annual parish meeting a full and accurate statement of all monies received and paid during the year preceding, accompanied by vouchers. The Treasurer shall be subject to the direction of the Vestry in all matters pertaining to the duties of office, and shall receive and answer all questions as to the state of the treasury. The books and accounts of the Treasurer shall be open at all times to the inspection of the Rector, Wardens and Vestry.

(b) The Treasurer of the parish shall give satisfactory bond for the faithful discharge of his or her duties, said bond to be given by a certified bonding company in California, all costs of the same to be borne by the parish, and at the close of the calendar the accounts shall be audited by a certified public accountant or by some qualified accountant not a member of the Vestry nor in any way connected with the subject matter of the account.

ARTICLE IX PARISH MEETINGS

Section 1. The annual parish meeting shall be held on the Monday next following the second Sunday in January in each year, at 8 o'clock p.m., or on such other day and hour in the same week as may have been determined by the Vestry at a duly convened Vestry meeting not later than the last Monday in December preceding; provided, however, that if for any cause the said annual parish meeting shall not be held at the time appointed, the Rector or Vestry shall appoint another date, as early as possible thereafter, for the said meeting.

Section 2. Notice of each annual parish meeting and of those nominated for Vestry shall be given during Divine Service on the two Sundays preceding such parish meeting; and on the Sunday following the election of Vestry, the names of the Vestry shall likewise be announced.

Section 3. Election of Vestry shall be by ballot and shall otherwise be in accordance with applicable provisions of the Constitutions and Canons of the Protestant Episcopal Church in the Diocese of Northern California.

Section 4. All communicants of the Church sixteen years of age or over, who have been enrolled on the Parish Register for six months immediately preceding any parish meeting, and have communicated in the parish and have been active in parish programs during the year preceding, shall be voting members of the parish. Voting by proxy shall not be allowed. If the parish shall have been organized within six months prior to the day of such Parish meeting, then the period of membership or contributions shall date from such organization.

Section 5. Special parish meetings may be called at any time by the Rector or Vestry. Written notice of any such special meeting shall be given to all persons legally entitled to vote thereat by mailing said notices not less than ten days prior to said special meeting. In addition, notice of such special meeting shall be given during divine worship services on the Sunday preceding the said special meeting. The written and oral notices shall set forth the business which is proposed to transact, and no other business than that specified in the notices shall be in order.

Section 6. A quorum for any parish meeting shall consist of no less than ten percent of the persons entitled to vote thereat.

ARTICLE X ST. MICHAEL'S DAY SCHOOL

Section 1. Pursuant to its corporate powers, the Church shall establish a corporation or other appropriate non-profit entity ("School") for the operation of a school known as St. Michael's Episcopal Day School. In addition to any requirements for a Diocesan Institution as provided in the Canons of the Episcopal Diocese of Northern California, the sole member of the School ("Member") shall be St. Michael's Episcopal Church of Carmichael, and that the prior approval of the Member shall be required for any of the following actions with respect to the School: appointment of a Head of School, relocation of school facilities, purchase or sale of real property, appointment of new members to the Board of Trustees, approval of transactions of the School in which a trustee or officer of the School has a material financial interest, amendment of the School's articles of incorporation or amendments of the School's bylaws that affect any powers reserved for the Member, and any action to merge, dissolve or sell all or substantially all of the assets of the School.

ARTICLE XI REPRESENTATION AT THE CONVENTION AND ON THE DEANERY

Section 1. Lay delegates and their alternates for representation of the parish at the annual meeting of the Diocesan Convention and any Special Meeting thereof shall be elected at the annual parish meeting. The delegates and alternates shall also represent the parish in the Deanery. The number of delegates shall be in accord with Article V, Section 5 of the Diocesan Constitution.

ARTICLE XII AMENDMENTS

Section 1. These bylaws may be amended by a majority vote of a quorum at any parish meeting or at any special parish meeting duly noticed and called for such purpose.

ARTICLE XIII ABROGATION OF BYLAWS

Section 1. The provisions of these bylaws shall be ineffective when they conflict with the

Constitution and Canons of the Protestant Episcopal Church in the United States of America and the Constitution and Canons of the Protestant Episcopal Church in the Diocese of Northern California or the laws of the State of California governing corporations.

ARTICLE XIV RULES OF ORDER

Section 1. Robert's Rules of Order shall be the authority in deciding questions of order and procedure, except when the Constitution and Canons of the Protestant Episcopal Church in the United States of America, the Constitution and Canons of the Protestant Episcopal Church in the Diocese of Northern California or these bylaws are otherwise applicable.

These by-laws of St. Michael's Episcopal Church of Carmichael, in the City of Carmichael, County of Sacramento, State of California, a non-profit California corporation, adopted on the ninth day of January, 1978, were amended by a majority vote, a quorum being present at the annual parish meeting of this corporation held on the eleventh day of January 1995, on the twenty-third day of January 1997, on the fourteenth day of January 1998, and on the eleventh day of January 2004.

