

**BYLAWS OF
THE PARISH OF THE CHURCH OF OUR SAVIOUR IN MILL VALLEY, CALIFORNIA,
AND OF THE RECTOR, WARDENS, AND VESTRY OF THE PARISH OF THE CHURCH OF OUR SAVIOUR
IN MILL VALLEY, CALIFORNIA, A California Nonprofit Religious Corporation**

BYLAW 1. GENERAL

SECTION 1.1. General. These Bylaws are the bylaws of the Parish of the Church of Our Saviour in Mill Valley, California, ("Parish") and its Rector, Wardens, and Vestry of Parish in Mill Valley, California, a California nonprofit religious Corporation ("Corporation").

SECTION 1.2. Authority. As bylaws of this Parish and this Corporation, these Bylaws are adopted under the authority of the Constitution and Canons of both The Episcopal Church ("The Church") and The Episcopal Church in the Diocese of California ("Diocese"). As bylaws of this Corporation these Bylaws are adopted under the authority of The Nonprofit Religious Corporation Law of the State of California.

SECTION 1.3. Purpose and Powers

SECTION 1.3.1. Parish. The purpose of this Parish is to be a parish in Mill Valley, California, of The Church and the Diocese, and the powers are those of a parish as an integral subordinate unit and part of each.

SECTION 1.3.2. Corporation. The purpose of this Corporation is to manage the affairs of and conduct the business of the Parish, and the powers are those of a corporation organized for that purpose as an integral subordinate unit and part of The Church and the Diocese. This corporation is incorporated as a convenience to assist in the conduct of the temporalities of the Parish, but to remain subordinate to the Parish, and to stand as an agent of the Parish to hold title to property with power to manage and control the same in accordance with the interest of the Parish.

SECTION 1.4. Powers, Limitations.

SECTION 1.4.1. Canon Law. This Parish and this Corporation shall be subject to, conform to, and abide by the Constitution and Canons of the Church and the Diocese as they exist now and are amended in the future. Any action taken or bylaw adopted by this Parish or this Corporation is void to the extent that is inconsistent with or in violation of the Constitution and Canons of either the Church or the Diocese.

SECTION 1.4.2. Trust. All real and personal property held by or for the benefit of this Parish or this Corporation is irrevocably held in trust for the Church, the Diocese, and this Parish; however, the existence of this trust shall in no way limit the power and authority of this Parish or this Corporation otherwise existing over such property so long as this Parish and this Corporation remain a part of, and subject to, the Constitution and Canons of the Church and the Diocese.

SECTION 1.4.3. Real Property. This Parish and this Corporation shall not encumber or alienate any real property they are authorized by Civil or Canon law to hold, manage, or administer or any part thereof without the written consent of the Bishop and Standing Committee of the Diocese, except under such regulations as may be prescribed by the Canons of the Diocese.

SECTION 1.5 Powers, Corporate. Corporate powers, business and property of this Corporation shall be exercised, conducted and controlled by the Rector, Wardens, and Vestry of this Parish, who collectively shall be deemed to be the Board of Directors for all purposes under the laws of the State of California.

BYLAW 2. MEMBERSHIP

SECTION 2.1. The admission, election, appointment, withdrawal, suspension, and expulsion of members of this Parish shall be governed and controlled by the Constitution and Canons of The Episcopal Church and by the Constitutions and Canons of The Episcopal Church in the Diocese of California.

BYLAW 3. THE RECTOR

SECTION 3.1. The Rector, subject to the Bishop of the Diocese, shall have ultimate responsibility for all things pertaining to or affecting the spiritual interests of the Parish. It shall be the Rector's duty and right to give orders concerning public worship, together with all that pertains thereto.

SECTION 3.2. The Rector shall at all times be entitled to the use and control of the Church and Parish buildings with the appurtenances and furniture thereof for purposes of the office and for the full and free discharge of all functions and duties pertaining thereto.

SECTION 3.3. The Rector shall have authority over all Parish organizations. The Rector shall be an ex-officio member of any council, committee, or commission of the parish.

SECTION 3.4. The Rector, or the Rector's designee, shall preside at all Parish, Vestry, and/or Board of Trustees' meetings with the right to vote.

SECTION 3.5. Any other Minister of the Parish, by whatever name designated, is to be regarded as under the authority of the Rector.

SECTION 3.6. The Rector shall supervise, subject only to the advice of the Vestry and the budget the Vestry adopts and oversees, all officers, agents, and employees of the Parish.

SECTION 3.7. All powers and duties may be exercised and performed by the Rector as conferred or imposed upon him or her in these Bylaws, or by law, or by the Constitution and Canons of The Episcopal Church, or in the Constitution and Canons of The Episcopal Church in the Diocese of California.

SECTION 3.8. The Rector of the Parish shall keep or cause to be kept a suitable book to be known as the "Parish Register," in which shall be entered all records prescribed by the Constitution and Canons of The Church and the Diocese. If there be no Rector, then the Priest in Charge shall keep the Register. In the absence of a Priest in Charge, then one of the Wardens shall maintain the Register.

SECTION 3.9. When the office of the Rector becomes vacant, the Wardens or other proper officers shall follow the procedures stipulated in the Canons of the Diocese.

BYLAW 4. THE VESTRY

SECTION 4.1. Power and Authority

SECTION 4.1.1. Subject to the provisions and limitations of the California Nonprofit Religious Corporation Law and any other applicable state laws, and subject to any limitations in the articles of incorporation or these Bylaws relating to action requiring approval by the members, and in accordance

with the Constitution and Canons of The Episcopal Church and The Episcopal Church in the Diocese of California, the Vestry shall be and constitute the trustees, directors or other persons who, by the laws of the state, or Articles of Incorporation, are empowered and authorized to manage the affairs and conduct the business of the Parish.

SECTION 4.1.2. By virtue of their election as a member of the Vestry, they shall become and be the trustees, directors, or other managing body of the Corporation.

SECTION 4.1.3. Whether elected, chosen, convened, acting or referred to as a Vestry, trustees, or directors, or as a Vestry, or a Board of Vestry or otherwise, they shall always be deemed to be the same body and as acting in all capacities in which they may be authorized to act under statutory or canonical law or both.

SECTION 4.2. Number and Composition

SECTION 4.2.1. The Vestry shall consist of six (6) to fifteen (15) members elected by Parish members in good standing at the Annual Meeting ("Parish electors"), plus the Rector who shall be constituted the presiding officer.

SECTION 4.2.2. Members of the Vestry shall be communicants whose names shall be duly enrolled in the register of this Parish, who are eighteen years of age or older, who are regular in their attendance at services, and are pledging members of the Parish.

SECTION 4.2.3. Vestry members 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 member of the Vestry or as a Parish elector, until the Bishop has passed upon such an appeal and sustained the suspension.

SECTION 4.2.4. All members of the Vestry, except the Rector, shall be laypersons and electors of the Parish.

SECTION 4.3. Terms and Methods of Election

SECTION 4.3.1. The term of each member of the Vestry shall be three years, unless terminated earlier by resignation, death, incapacity or suspension. Terms shall begin on the date of election by Parish electors at the Annual Parish Meeting and shall end on a date that a successor is duly elected at the Annual Parish Meeting three years thereafter.

SECTION 4.3.2. The terms of Vestry members shall be staggered; so that as nearly as is practicable at any Annual Parish Meeting only one third of the full term seats on the Vestry shall be considered for election. The seats that are considered for election shall be those of the Vestry members who have served for three years. As nearly as is practicable, one third of the remaining seats on the Vestry will be occupied by incumbents who have unexpired terms of two years remaining, and one third of the remaining seats on the Vestry will be occupied by incumbents who have unexpired terms of one year remaining.

SECTION 4.3.3. When a member of the Vestry resigns, dies, is disqualified or ceases to act for any reason, a replacement shall be appointed by the Vestry to serve until the next Annual Parish Meeting. In the absence of Vestry members to act or in their failure to act, the appointment may be made by the

Bishop. At the next Annual Parish Meeting, the Parish electors shall elect a replacement Vestry member, who shall serve for the balance of the unexpired term of the resigned member.

SECTION 4.3.4. At least one year shall lapse between the end of a Vestry Member's term and that member's re-election to the Vestry.

SECTION 4.4 Meeting of the Vestry

SECTION 4.4.1. Regular meetings of the Vestry shall be held at least ten (10) times per year, or as nearly as is practicable, at a regular time and place that it shall set. A quorum for a meeting of the Vestry shall consist of a majority of all members thereof, all having been given due notice of the meeting.

SECTION 4.4.2. No meeting of the Vestry shall be valid unless either the Rector or one of the Wardens shall be present.

SECTION 4.4.3. The Rector shall preside at all Vestry meetings except the Rector may appoint the Senior Warden or another member of the Vestry as presiding officer; provided, however, in the case that the Parish is without a Rector, or when the Rector is absent, the Senior Warden shall preside. In the absence of the Senior Warden, the Junior Warden shall preside.

SECTION 4.4.4. Special Meetings of the Vestry

SECTION 4.4.4.1. Special meetings may be called at any time by the Rector, or a Warden, or by any three members of the Vestry, by giving four days' notice by first-class mail, or by 48 hours' notice delivered personally by telephone, including a voice messaging system, or by electronic transmission to each member of the Vestry. The notice shall list the time, place, and purpose of the meeting.

SECTION 4.4.4.2. Electronic transmission means a communication (a) delivered by (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation, (2) posting on an electronic message board or network which the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof, or (3) other means of electronic communication, (b) to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications under or pursuant to this code, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form. (Calif. Corporations Code Section 20)

SECTION 4.4.4.3. Notice of a meeting need not be given to a member who provided a waiver of notice or consent to holding the meeting or an approval of the minutes thereof in writing, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to that member. These waivers, consents and approvals shall be filed with the Parish records or made a part of the minutes of the meetings.

SECTION 4.4.5 The Vestry shall consider no amendment, modification, or repeal of any of the Articles of Incorporation of this Corporation or of any of the Bylaws unless thirty days prior written notice setting forth the language proposed for adoption and of date, time, and place of the meeting is served to every Vestry member and the office of the Bishop of The Episcopal Church in the Diocese of California.

SECTION 4.4.6. The decisions of the Vestry shall be by majority vote, provided a quorum is present, unless otherwise specified in these Bylaws, Standing Orders, or by statutory or Canon law. The Rector shall have the right to vote at all Vestry meetings.

SECTION 4.4.7. Members of the Vestry may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission by and to the Parish. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this section constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the Parish, other than conference telephone and electronic video screen communication pursuant to this section constitutes presence in person at that meeting, if both of the following apply:

SECTION 4.4.7.1. Each member participating in the meeting can communicate with all of the other members concurrently.

SECTION 4.4.7.2. Each member is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Vestry.

SECTION 4.4.8. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members, if any action taken is approved by at least a majority of the required quorum for that meeting, or a greater number as is required by statute, canon, the articles or these bylaws.

SECTION 4.4.9. An action other than one adopting, amending or modifying the articles of incorporation or bylaws of this Parish, but 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 that action. The written consent or consents shall be filed with the minutes of the proceedings of the Vestry. The action by written consent shall have the same force and effect as a unanimous vote of the members.

SECTION 4.5. Standing Orders of the Vestry

SECTION 4.5.1. 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 Constitution and Canons of The Episcopal Church, the Constitution and Canons of The Episcopal Church in the Diocese of California, and the Articles and Bylaws of this Corporation, providing for the rules and regulations for administering the business and trusts with which the Vestry is charged.

SECTION 4.5.2. 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.

SECTION 4.5.3. All Standing Orders currently in force shall be maintained by the Parish clerk in the Book of Bylaws.

SECTION 4.6 Duties of the Vestry

SECTION 4.6.1 The Vestry, at each Annual Parish Meeting, shall make a full written report of the temporal condition of the parish in every particular.

SECTION 4.6.2. The outgoing Vestry members shall make suggestions, through its Wardens, as it may deem wise and helpful to the Parish, and as may conduce to the increase of zeal and devotion of the people.

BYLAW 5. OFFICERS

SECTION 5.1 Selection of Officers

SECTION 5.1.1. The Rector or Priest in Charge, or in their absence, the Clerk, shall call a meeting of the Vestry as soon as is practicable after the election at the Annual Parish Meeting to elect officers as required.

SECTION 5.1.2. At this meeting the Rector shall appoint one member of the Vestry to be Senior Warden.

SECTION 5.1.3. The Vestry shall elect another of their number to be Junior Warden. In the case of a vacancy in the Rectorship, the Vestry shall elect both Wardens.

SECTION 5.1.4. Both Wardens must be communicants and pledging members of this Parish. The Wardens shall serve until the next Annual Parish Meeting.

SECTION 5.1.5. At the same meeting, the Vestry shall elect a Clerk and a Treasurer, who may or may not be members of the Vestry. The Clerk and Treasurer shall by virtue of their election become Clerk and Treasurer, respectively, of this Corporation. They shall continue in office until their successors are elected. An Assistant Clerk and an Assistant Treasurer, who may or may not be members of the Vestry, may also be appointed.

SECTION 5.2. Duties of Officers

SECTION 5.2.1. Wardens

SECTION 5.2.1.1. It shall be the duty of the Wardens to supervise the care, protection, and maintenance of the church and other buildings of the Parish, to see that they are kept in decent repair, and to guard them against use prohibited by the law of the Church. They shall also see that all things needed for the orderly worship of God and for the proper administration of the sacraments are provided at the expense of this Parish, and they shall discharge such other duties as may devolve upon them by provisions of the law of the Church.

SECTION 5.2.1.2. If there is no Rector, or in the Rector's absence or inability to act, the Senior Warden, or in that officer's absence, the Junior Warden, shall preside at all meetings of the Vestry and of the Parish.

SECTION 5.2.1.3. The Wardens shall perform all other duties which are assigned to them by the Canons of the Convention of this Diocese.

SECTION 5.2.2. Clerk

SECTION 5.2.2.1. The Clerk shall be secretary of the Vestry and shall act as secretary of this Corporation and shall perform the duties required of such office as well as other duties as may be prescribed in these Bylaws.

SECTION 5.2.2.2. 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, or to arrange for a substitute to do so when unable to attend; to act as Clerk of this Corporation and as such to attest to the public acts of the Vestry, to preserve or cause to be preserved the journals and records of this Parish, and to perform such other duties as may be lawfully assigned to the Clerk.

SECTION 5.2.2.3. The Clerk shall keep and preserve, or cause to be kept and preserved, in the Parish Office a printed copy of the Current Constitution and Canons of The Episcopal Church, the Constitution and Canons of the Episcopal Church in the Diocese of California, as well as the Articles of Incorporation, Bylaws, and Standing Orders of this Parish. These documents as a whole shall constitute and be known as the Book of Bylaws. In addition, the Book of Bylaws shall be open to inspection by the Parish Members during office hours, and a copy shall be present at all meetings of the Vestry or otherwise be available electronically to every Vestry member for reference.

SECTION 5.2.2.4. The Clerk shall deliver into the hands of his or her successor all the books and papers relative to the affairs of the Parish that may be in the Clerk's possession.

SECTION 5.2.3 Treasurer

SECTION 5.2.3.1 The Treasurer, in conjunction with the Parish Bookkeeper and Finance Committee, shall perform the usual functions of such office as well as such other duties as may be prescribed in the Bylaws of this parish.

SECTION 5.2.3.2. It shall be the duty of the Treasurer or his or her designee, approved by the Vestry, to oversee the receipt of all monies collected under authority of the Vestry. No money shall be disbursed except as authorized by a budget adopted by the Vestry or by other authority granted by the Vestry. All checks shall be signed by two officers of the Parish.

SECTION 5.2.3.3. The Treasurer shall oversee receipt, investment, and disbursement of all monies not required for immediate use, including capital funds, subject to policies and procedures adopted by the Vestry or otherwise provided by The Church or Diocese to manage investments.

SECTION 5.2.3.4. The Treasurer or his or her designee shall present to the Parish at the Annual Parish Meeting a full and accurate statement of all monies received and paid during the year preceding.

SECTION 5.2.3.5. Books of Accounts shall be kept so as to provide the basis for satisfactory accounting. Books of Accounts shall be open at all times to the inspection of the Rector, Interim Rector, Wardens, and Vestry Members.

SECTION 5.2.3.6. To the extent the Diocese appoints a qualified accountant, all accounts shall be audited annually following the close of the calendar year by such accountant who is not a member of the Vestry, or in any way connected with the subject matter of the account.

SECTION 5.2.3.7. The Treasurer and Parish Bookkeeper shall be subject to the direction of the Vestry in all matters pertaining to the duties of this office and shall receive and answer all questions as to the state of the treasury.

BYLAW 6. COUNCILS, COMMITTEES, AND COMMISSIONS

SECTION 6.1. The Vestry may establish such Councils, Commissions, and Committees as it determines necessary or convenient to carry out the work of the Parish.

BYLAW 7. PARISH RECORDS

SECTION 7.1. Great care shall be taken to preserve church records. The Rector, Interim, or Vicar shall be the custodian of the Parish or Mission Register. Upon vacating the Cure, the Rector or Interim shall deposit the Register with the Senior Warden of the Parish, Warden of the Mission, or the Bishop.

SECTION 7.2. When a new Parish Register shall be begun, the old one shall be sent to the Registrar of the Diocese for safekeeping, unless the Parish has a place for safekeeping satisfactory to the Bishop.

SECTION 7.3. The Parish Register as adopted by the General Convention shall be the standard for this Parish, and every Rector or Interim, or the Warden, when there is no Rector or Interim, shall make the proper entries in the Register of the Parish, as required by the Canons of the General Convention.

BYLAW 8. PARISH MEETINGS

SECTION 8.1. Purpose. An Annual Parish Meeting shall be held for the election of members of the Vestry, Lay Delegates and Alternate Lay Delegates to Diocesan Convention, for the reception of reports, and for the transaction of other business which may legally and canonically come before the meeting.

SECTION 8.2. Schedule. At a duly convened meeting held not later than the last Monday in December, the Vestry shall set the date and time of the Annual Parish Meeting. The Annual Parish Meeting shall be held on some convenient date and time between the first day of January and the last day of February in each year.

SECTION 8.3. Notice. Notice of the Annual Parish Meeting shall be given during all services held on the two Sundays preceding such Parish meeting.

SECTION 8.4. Presiding Officer. The Rector shall preside, with right to vote, at all Parish meetings. If the office of Rector is vacant, the Senior Warden shall preside.

SECTION 8.5. Special Parish Meeting. A Special Parish Meeting may be held at any time on the written call of the Rector with the consent of the Vestry or on written call of the Vestry when the office of Rector is vacant. The written call shall set forth the date, time, and place of the special meeting and shall set forth the business that it is proposed to transact at such a meeting. Notice of the special meeting shall be given by reading aloud the written call of such special meeting during all services held on a Sunday on which all regular services are held in the Parish Church at least seven days in advance of the special meeting. At the Special Meeting no business other than that set forth in the written call shall be in order.

SECTION 8.6. Qualifications of Electors. At any Parish meeting those qualified to vote shall be electors, who shall be those persons at least 16 years of age who, at the time of such meeting, shall be

communicants on the records of the Parish for six months, who have communicated in the Parish during the year preceding, and have made a financial pledge to the Parish and shall have been for six months entered or entitled to be entered upon the books of the Treasurer of the Parish ("Electors").

SECTION 8.7. Quorum. At any meeting of the Parish, Electors totaling at least 20% of the Annual Sunday attendance for the previous year shall constitute a quorum for the transaction of business.

SECTION 8.8. Method of Balloting. The Vestry, Lay Delegates to Convention, and their Alternates shall be elected by acclamation, or by secret written ballot. No person shall be permitted to vote by absentee or proxy ballot.

SECTION 8.9.1. Three tellers shall be appointed in the case of an election by secret ballot: one by the presiding officer; one teller by the members of the Vestry present; and the third shall be selected by these two tellers. The tellers shall receive and count the ballots and notify the presiding officer of the results thereof.

SECTION 8.9.2. The presiding officer shall act as inspector of election and shall certify who are elected to Vestry and as Lay Delegates to Convention and their Alternates.

SECTION 8.9.3. An appeal from the certified result of the election may be made by any three electors to the Ecclesiastical Authority of the Diocese. In case of such appeal, the Ecclesiastical Authority shall recanvass the vote and ascertain and declare the result of the election. Its decision upon such appeal shall be final.

SECTION 8.9.4. The number of Lay Delegates to Diocesan Convention and Alternate Lay Delegates to Diocesan Convention shall be determined in accordance with Article VI of the Constitution of the Diocese. In the event of a vacancy in the Parish's number of Lay Delegates, the Rector or Interim shall fill the vacancy, first from the Alternates, and if the Alternates are unable to serve, from Electors of the Parish.

Section 8.9.5. Results of Election. The Rector or, in the Rector's absence, the Cleric in charge or one of the wardens, shall forward to the Bishop promptly after each annual meeting the names, addresses and telephone numbers of the wardens, other members of the vestry, Delegates to Convention and their alternates, and Treasurer and Secretary then in office. If any change occurs in any office, the Bishop shall be promptly notified of the same.

BYLAW 9. CONSTRUCTION

SECTION 10.1. The provisions of these Bylaws shall be construed to be consistent with the Constitution and Canons of The Episcopal Church, the Constitution and Canons of the Episcopal Church in the Diocese of California, or the laws of the State of California governing religious nonprofit corporations

BYLAW 10. RULES OF ORDER

SECTION 10.1. The latest edition of Robert's Rules of Order, Revised, shall be the authority in deciding questions of order and procedure, except when the Constitution and Canons of The Episcopal Church, the Constitution and Canons of the Episcopal Church in the Diocese of California or these Bylaws are otherwise applicable.

BYLAW 11. AMENDMENTS

SECTION 11.1. These Bylaws may be amended, changed, or new bylaws may be adopted by a majority of the Vestry, provided a quorum is present; nevertheless, inasmuch as this Parish and Corporation, having been organized to further the aims and objectives of the Christian religion as expressly practiced by The Episcopal Church and the Episcopal Church in the Diocese of California, are subject to, must conform to, and must abide by the Constitution and Canons thereof as they exist now and are amended in the future; any action taken or bylaw adopted by this Parish or Corporation is void to the extent that is inconsistent with or in violation of these Constitutions and Canons.

BYLAW 13. TIME OF TAKING EFFECT

SECTION 13.1. Immediate Effect. These Bylaws shall take effect immediately upon approval by the Vestry, provided a quorum is present.