

**BY-LAWS
of
TRINITY CATHEDRAL CHURCH
in
THE DIOCESE OF NORTHERN CALIFORNIA**

ARTICLE I

Corporate Powers

- § 1. The corporate powers, business, and property of this corporation shall be exercised, conducted, and controlled by a board of seventeen directors, hereinafter also known and referred to as the Cathedral Vestry. Whether elected, appointed, convened, acting, or referred to as the Board of Directors or the Cathedral Vestry, they shall always be deemed to be the same body and acting in all capacities in which they may be authorized to exist or act under statutory or canonical law or under any other power or authority now or hereafter conferred on this Cathedral Corporation.
- § 2. The Dean of Trinity Cathedral Church shall be the President of the Cathedral Corporation, and the Treasurer and Clerk of the Cathedral Vestry shall be, respectively, Treasurer and Secretary of the Cathedral Corporation. Whenever the office of Dean is vacant, the Senior Warden shall be President of the Cathedral Corporation until the vacancy is filled.
- § 3. Nine members of the Vestry shall constitute a quorum for the transaction of business.

ARTICLE II

**Membership and Election
of the Cathedral Vestry**

- § 21. The Cathedral Vestry shall consist of the Bishop of the Diocese, the Dean of the Cathedral, and fifteen lay members elected in accordance with statutory and canonical law.
- § 22. The term of office for each lay member of the Cathedral Vestry shall be three years. No period of service shall, however, exceed three successive years, without the lapse of at least one year before the commencement of another period of service.
- § 23. Any vacancy occurring in the Cathedral Vestry shall be filled by election by the Cathedral Vestry at a regular meeting or at a special meeting called for that purpose.
- § 24. The Cathedral Vestry may specify qualifications for election to the Vestry in addition to those specified in canonical law.

ARTICLE III

Organization of the Cathedral Vestry

- § 31. The Dean shall preside at all meetings of the Cathedral Vestry unless the Dean directs the Senior Warden to serve as presiding officer; or, if the Dean is absent, the Senior Warden shall preside.
- § 32. The Cathedral Vestry shall determine the regular times of meeting, but shall meet as soon after the election of its members as is convenient, for the election of officers under the Canons of the Diocese of Northern California.
- § 33. Special meetings of the Cathedral Vestry may be called at any time by the Dean or both Wardens or at the written request of three members, and upon three days notice, by mail, to each member of the Cathedral Vestry.
- § 34. The President may appoint committees or commissions, consisting of members of the Cathedral Vestry or communicants in good standing or a combination thereof, as deemed necessary to accomplish the mission and facilitate the operations of the Cathedral Corporation.

ARTICLE IV

Duties of the Cathedral Vestry

- § 41. The Cathedral Vestry shall enter upon, take possession of, receive, hold, and administer for the use of Trinity Cathedral Church in the Diocese of Northern California the property designated and set apart for Cathedral uses and purposes in the City of Sacramento, and in addition, all property, funds, bequests, donations, and foundations which it may acquire or become entitled to. The Cathedral Vestry also may take and hold in true or otherwise any other estate or property, real or personal, which is necessary or proper for the religious, charitable, educational, missionary, and other purposes of the Cathedral Corporation.

ARTICLE V

The Cathedral Chapter

- § 50. A Cathedral Chapter may be formed pursuant to this article. The Chapter shall have no authority over any matter that is the responsibility of the Dean, Wardens, or Vestry of the Cathedral.
- § 51. The Chapter shall promote the purposes of the Cathedral Church throughout the Diocese, with the objectives of making the Cathedral Church a worthy custodian of the Bishop's cathedra, a center of Diocesan worship, and a source of holy living and learning.
- § 52. The Chapter shall consist of the Bishop of the Diocese, the Dean and Canons of the Cathedral, the Rural Deans, and the Chancellor of the Diocese, all of whom shall

be members *ex officio*. Each Rural Dean, with the assent of the Bishop, may nominate three lay members, who are regular communicants of parishes or missions within each Deanery from which the nomination is made, to be elected by the annual convention of the Diocese to serve on the Chapter for one year or until their successors are elected and qualified. The Dean of the Cathedral, with the assent of the Bishop, may nominate three lay members, who are regular communicants of the Cathedral congregation, to be elected by the annual convention of the Diocese to serve on the Chapter for one year or until their successors are elected and qualified. A member of the Chapter may serve successive terms.

- § 53. The Dean of the Cathedral may, with the assent of the Bishop, nominate up to three additional persons, whose standing in the community would assist the Chapter in achieving the objectives stated in Section 51, to be elected by the annual convention of the Diocese to serve on the Chapter for one year or until their successors are elected and qualified.
- § 54. The meetings of the Chapter shall be called by and presided over by the Bishop or the Dean of the Cathedral, acting in the Bishop's absence, and the Chapter may provide for regular times of meeting and proper organization as it shall deem advisable.
- § 55. Expenses of the Chapter shall be borne equitably among the Diocese, Cathedral, and Deaneries.

ARTICLE VI

The Bishop

- § 61. The Bishop of the Diocese shall, in consultation with the Dean of the Cathedral, have the use of the Cathedral Church for Episcopal offices, diocesan meetings, celebrations of the Holy Eucharist, and preaching. The cathedra shall be placed at the Gospel side of the Altar and shall be occupied by no other than the Bishop.

ARTICLE VII

The Dean

- § 71. The Dean shall have charge of the worship and work of the Cathedral Church.
- § 72. The Dean shall be elected by the Bishop and by at least two thirds of the remaining members of the Cathedral Vestry upon nomination by the Bishop and at least a majority of the members of a search committee elected by the Vestry to serve in that capacity. There shall be three or five members of the search committee, as designated by the Vestry. The search committee may be composed of members of the Vestry and persons who, though not members of the Vestry, are regular communicants and meet such other qualifications as the Vestry may specify. A majority of the members of the search committee shall be members of the Vestry.

§ 73. The Dean, in consultation with the Bishop, shall have responsibility and authority in all matters pertaining to the spiritual welfare of the Cathedral Church. The Dean shall have responsibility for the care of souls over all persons attached to it. The Dean and the Cathedral Vestry shall have responsibility and authority over all matters pertaining to the material welfare of the Cathedral Church.

ARTICLE VIII

Canons of the Cathedral

- § 81. Any member of the clergy in canonical residence in this Diocese may be appointed as an honorary canon or a canon residentiary of the Cathedral by the Bishop, upon the recommendation of the Dean.
- § 82. The title of Canon Residentiary may be conferred upon a member of the clergy working in the Cathedral Church and the Diocese in such responsibilities as may be assigned by the Bishop and the Dean. The title may be held so long as the assignment is pursued.
- § 83. The title of Honorary Canon may be conferred upon a member of the clergy of this Diocese in recognition of the member's work in promoting the purposes of the Cathedral Church and contributions to the life of the Diocese. The title may be held so long as the member of the clergy is canonically resident in the Diocese.
- § 84. All Canons of the Cathedral shall be members of the Cathedral Chapter and may participate in the worship and work of the Cathedral Church upon invitation by the Dean or the Bishop, in consultation with the Dean.

ARTICLE IX

Corporate Seal

- § 91. The Cathedral Vestry shall procure a seal, which shall bear upon it such device and inscription as the Vestry may adopt.

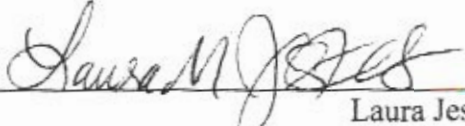
ARTICLE X

By-laws

- § 101. The Secretary of the Convention or the Chancellor of the Diocese shall furnish to the President of the Cathedral Corporation a copy of these by-laws certified by him to be correct; and whenever amendments, deletions, or additions are made, shall furnish certified copies thereof to the President. The by-laws, articles of incorporation, and certificate of corporation issued and filed by, respectively, the County Clerk and the Secretary of State, together with any amendments thereto, shall be preserved with the other records of the Cathedral Corporation.
- § 102. These By-Laws may be amended at any annual session of the Convention upon resolution of the Cathedral Vestry.

CERTIFICATIONS

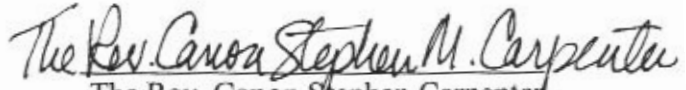
The undersigned certifies that the preceding text truly sets forth the By-laws of Trinity Cathedral Church in the Diocese of California, as proposed to amended by resolution of the Cathedral Vestry at its special meeting duly convened on October 19, 2004, except for the addition of "lay" in § 22 by motion in Convention, November 12-13, 2005.


Laura Jestes

Clerk to the Cathedral Vestry

Date: 6/17/14

The undersigned certifies that the preceding text truly sets forth the By-laws of Trinity Cathedral Church in the Diocese of California, as amended and ratified at the annual session of the Convention of the Diocese of Northern California, November 12-13, 2005.


The Rev. Canon Stephen Carpenter
Secretary of the Convention

Date: 6/21/2014