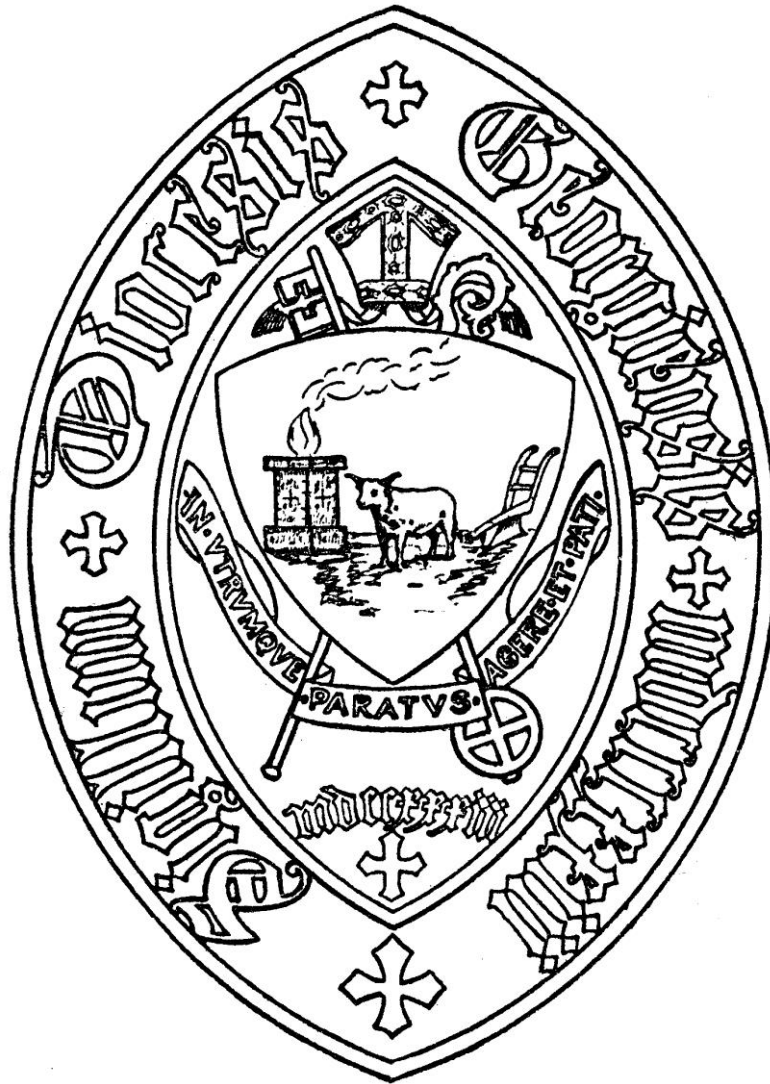


Constitution, Canons and Rules of Order  
*for the Governance of the Protestant Episcopal Church in the*  
**Diocese of Georgia**



*As Revised by Convention 2015*

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# CONSTITUTION

## **ARTICLE I—Accession**

The Church in the Diocese of Georgia, as a constituent part of the Protestant Episcopal Church in the United States of America, also known as the Episcopal Church, accedes to, recognizes, and adopts the Constitution and Canons of the Church, and acknowledges the authority thereof.

## **ARTICLE II—Convention**

Section 1. The Convention of this Diocese shall be convened annually at such time and place as the Convention may have appointed previously. A quorum for the transaction of business shall be a majority of Clergy and Lay delegates from a majority of the Congregations of the Diocese.

In case of emergency, or for other sufficient cause, the Ecclesiastical Authority may change the time and place of meeting on giving at least three days' notice thereof; and in case no Convention is convened in any year, the Standing Committees of the previous Convention and of the Corporation, shall continue to hold their respective offices until their successors are elected or appointed, as the case may be.

Section 2. The Ecclesiastical Authority shall have power for good cause in its discretion to call a special session of the Convention at such time and place as it may determine, but giving not less than fifteen days' notice by circular letter to all members of the Convention. No business shall be transacted at such session other than that stated in the notice.

## **ARTICLE III—Composition of Convention**

Section 1. The Convention shall be composed of both Clergy and Laypersons. Only those Clerics shall be entitled to seats and votes who have been canonically resident in the Diocese for at least three months preceding any session of the Convention and who are regularly settled and continually exercising clerical functions in some Parish or are performing duties in the Diocese under the Ecclesiastical Authority thereof, or exercising a specialized ministry approved by the Ordinary.

Canonically resident Clerics retired by reason of age or infirmity who meet the requirements stated above, shall be entitled to all privileges of the Convention. Other canonically resident Clerics, retired or resident less than three months, shall be entitled to seat and voice only.

Section 2. Every self-supporting Parish in union with this Diocese shall be entitled to three Lay Delegates. All Lay Delegates must be confirmed adult communicants in good standing of this Church, at least sixteen years of age, and canonically resident in this Diocese and are to be chosen from the members of the Parish by the Wardens and Vestry thereof, or by the Congregation thereof. Every Organized Mission shall be entitled to one such Delegate, to be chosen in the same manner.

Section 3. The Registrar, the Treasurer of the Diocese and the elected Lay members of the Diocesan Council are, by virtue of their offices, members of Convention with the right to seat, voice and vote on all matters save when a vote by orders is called. The Chancellor of the Diocese is, by virtue of that office, a member of Convention with right to a seat and voice but shall not be entitled to a vote.

The chairperson of the Standing Committee on Constitution and Canons is a member of Convention with seat and voice but shall not be entitled to a vote.

#### **ARTICLE IV—Convention; How Conducted; Officials**

Every session of the Convention shall be opened with prayer. The Bishop, or in his absence, the President of the Standing Committee, or in his or her absence, a Priest of the Standing Committee designated by the Standing Committee, shall preside over the Convention. The Bishop shall appoint a Secretary, a Treasurer, a Chancellor, and a Registrar, subject to confirmation by Convention. Other such officers as may be necessary shall be elected by the Convention. All diocesan officers who have been elected or confirmed by Convention shall continue in their office until their successors are duly qualified and certified. During the regular session of the Convention, a sermon or address shall be delivered by the Bishop or by a Priest appointed by the Ecclesiastical Authority; and there shall be a celebration of the Holy Communion at a time fixed by the Ecclesiastical Authority.

#### **ARTICLE V—New Parishes and Missions**

New Parishes and Missions of the Diocese may be organized and received into union with the Convention in such manner as may be prescribed by Canon.

#### **ARTICLE VI—Voting; Vote by Orders**

The Convention shall deliberate and act as one body, unless a vote by orders is required by three priests and three Laypersons, in which case each clerical member (priest and deacon) shall be entitled to one vote, and each Lay Delegate shall be entitled to one vote. A majority of each order shall be necessary for a decision.

#### **ARTICLE VII—Standing Committee; Quorum; Vacancies**

Section 1. A Standing Committee shall be chosen consisting of four Priests and four Laypersons, as provided in Section 2 hereof, at the annual meeting of the Convention. Due notice in writing of the time and place of its meeting shall be given to all members at least one week before the time of such meeting; provided, however, that by unanimous consent a meeting may, at any time, be held without such notice. Five members shall constitute a quorum. The Standing Committee will meet as soon as practicable after election and choose from its own number a President, who is a priest, and a Secretary. It shall be the duty of the President to call meetings at his or her discretion, or whenever requested by any three members of the committee. Vacancies in this committee caused by death, resignation or otherwise, shall be supplied by the suffrages of the members remaining.

Section 2. Annually a Priest and a Layperson shall be elected for a term of four years; and may not be re-elected until one year has passed after serving a full four-year term.

#### **ARTICLE VIII—General Convention Deputies**

Section 1. The Convention shall, at the session held in the year immediately preceding the year in which the General Convention meets, elect four Clerics of this Diocese and four Laypersons who shall be confirmed adult communicants in good standing of the Church, canonically resident in this Diocese, as Deputies to the General Convention. Such Deputies shall be furnished a certificate of their election, signed by the Secretary of the Convention. The Deputies so elected shall be authorized to represent the Diocese in that or any Special Convention until their successors are chosen. The Convention shall, at this time and in the same manner, elect four Clerics and four Laypersons with like qualifications, as Alternates. In case of a vacancy in

the Deputation, the Bishop may appoint such number of Clerics and Laypersons with like qualifications to those elected as may be necessary to complete the deputation in each order.

Section 2. Nominations for Deputies and Alternates shall include consent of the nominee to serve if elected. Nominations must be made in a form approved by the Ecclesiastical Authority to be printed in the diocesan newspaper, and received by the Secretary of the Convention at least two weeks prior to the opening of Convention. The Secretary will circulate such nominations to members of the business sessions of the Convention. Additional written nominations may be made from the floor at the opening business session of the Convention.

Section 3. (a) Nominees receiving a majority vote on any ballot shall be declared elected. If subsequent ballots be required after a first ballot, the nominees to be voted on shall be limited to such number remaining as are twice the number of Deputy positions to be filled, the nominees being those who received the highest number of votes on the preceding ballot, inclusive of ties and exclusive of those declared elected.

(b) After the election of Deputies, the Alternates for such Deputies shall in like manner be elected from among those already nominated for Deputies, exclusive of those declared elected. If there be four or fewer remaining in either order, votes shall show an order of priority for those remaining.

#### **ARTICLE IX—Election of a Bishop**

The election of a Bishop of this Diocese shall be made at an annual Convention, or at a special meeting, the object being stated by notice in writing and sent by the Secretary of the Standing Committee to all members of the Convention. The vote shall be by orders.

#### **ARTICLE X—Elections; Ballots**

All elections shall be by ballot, except by unanimous consent, and the majority of votes shall be necessary for a choice, subject to the provisions of Article VI.

#### **ARTICLE XI—Inactive Parishes**

Whenever any Parish shall be without a rector for nine months, or shall fail to meet its financial obligations, unless the reasons for these failures are satisfactory to the Bishop, upon notice to such Parish by the Bishop, its union with the Convention shall be terminated and it shall become in fact an Organized Mission and the Bishop shall take such steps as may be necessary for the welfare of its Congregation. The Bishop shall report his actions to the Convention following for its approval or disapproval.

#### **ARTICLE XII—Amendments**

A proposition for amending this Constitution shall be introduced in writing and acted upon by the Convention, and if adopted by the Convention at which proposed, the same shall be presented at the next regular Convention; and if adopted by that Convention, the Constitution shall stand amended by the said two Conventions.

Whenever feasible, all proposed amendments to the Constitution shall be in the following form: "Article....., Section..... of the Constitution is hereby amended by the following changes [*here specify*] so as to read as follows".

# CANONS

## TITLE I—ORGANIZATION AND ADMINISTRATION OF DIOCESE

### CANON 0—Definitions

“Bishop” shall refer to the regularly elected and consecrated Bishop who is the Ordinary of the Diocese. Wherever such word shall appear in these canons it shall be deemed to mean the Bishop of the Diocese of Georgia acting in its legally incorporated capacity.

“Bishops” shall refer to the regularly elected and consecrated Bishop, Bishop Coadjutor, and Suffragan Bishop, as may, at the time, be actively engaged in the work of the Diocese, unless the context clearly requires another meaning.

“Canon to the Ordinary” refers to the person assisting the bishop. The position may at times go by another title such as Bishop’s Deputy.

“Canons” shall refer to the Canons of the Diocese.

“Cleric” shall refer to active bishops, priests and deacons except in those places where it is noted that it refers to priests only.

“Congregation” shall mean a parish or mission church as defined or described in these canons.

“Constitution” shall refer to the Constitution of the Diocese.

“Convention” shall refer to the Annual Diocesan Convention of the Episcopal Church in the Diocese of Georgia, unless context clearly requires another meaning.

“Diocese” shall refer, depending on the context, either to the Episcopal Church in the Diocese of Georgia or to the area of its territorial jurisdiction.

“General Canons” shall refer to the Canons of the Episcopal Church.

“General Constitution” shall refer to the Constitution of the Episcopal Church.

“Parish” shall refer to a Congregation of the Diocese as provided in the Canons.

Retirement. The mandatory retirement age of 72 as prescribed in the General Canons is applicable in this Diocese to all Clerics: bishops, priests and deacons (both transitional and vocational).

## **CANON 1—Organization of the Convention**

The Bishop, or Bishop Coadjutor, or Suffragan, if there be such, or, in the absence of such, the President of the Standing Committee, or in his or her absence, a clerical member of the Standing Committee designated by the Standing Committee, shall organize and preside over the Convention according to the Constitution, Canons and the Standing Rules of Order.

## **CANON 2—Attendance of the Clergy and Lay Delegates.**

- Section 1. It is declared to the duty of every Cleric and Layperson entitled to a seat in the Convention to attend every meeting thereof. The expense of such Clergy attending the Diocesan Convention shall be paid by their respective Congregations.
- Section 2. At the opening of the Convention the Secretary shall present to the Ecclesiastical Authority a list of those Clergy who are registered as attending the Convention from a list of the Clergy entitled to seats therein prepared by the Ecclesiastical Authority.
- Section 3. No Cleric shall take his or her seat until all Canonical Reports required of said Cleric shall have been made, unless sufficient reasons be given for the failure.

## **CANON 3—Election of Delegates**

- Section 1. Lay Delegates and an equal number of Alternates to each Diocesan Convention shall be elected from each Parish and Mission of the Diocese in accordance with Article III of the Constitution. Elections must take place no less than 30 days prior to the annually scheduled Diocesan Convention so as to allow Delegates and attending Alternates to register in a timely fashion.
- Section 2. Each duly elected Delegate and Alternate must agree to represent his or her congregation at the next annually scheduled Diocesan Convention and any special called meetings of the same until the succeeding annual Convention.
- Section 3. Each Parish and Mission must record and keep on file the names of the duly elected Delegate(s) and Alternate(s). Said record shall include the date of their election, and whether elected by the Vestry or the Congregation.
- Section 4. It shall be the duty of the Secretary of Convention to convey to Parishes and Missions in a timely manner the means by which all persons desiring to attend Convention may register.

## **CANON 4—The Secretary**

- Section 1. The Secretary of the Convention shall be appointed by the Bishop and confirmed by the Convention. The appointment shall be for a term of one year and the incumbent may be reappointed any number of times. Should the Secretary not be a diocesan employee, reasonable



compensation shall be provided as determined by Diocesan Council. In case the Secretary and/or Assistant shall leave the Diocese, retire, die or become incapacitated, the Ecclesiastical Authority may declare the office vacant and appoint an Acting Secretary to serve until the next Convention.

Section 2. The Secretary shall keep a true record of the proceedings of the Convention and such record shall be signed by the Presiding Officer within ninety days after final adjournment of the Convention. The Secretary shall perform the duties required of the office under the Canons of the General Convention, shall edit and publish an annual Diocesan Journal, which shall carry a list of resolutions and policies of the Diocese approved by Convention and still in effect, and shall preserve the Journals and records of the Convention. The Secretary shall distribute one copy of the Journal to each Cleric (priest and deacon) canonically resident in the Diocese of Georgia, to retired Clergy of the Diocese, to Delegates to the Convention, to the Board of Officers of the Corporation and otherwise as directed by the General Canons of the Church and by the Ecclesiastical Authority of the Diocese.

#### **CANON 5—The Chancellor**

The Chancellor of the Diocese shall be a person learned in the law and a confirmed adult at least 25 years of age, in good standing of the Diocese. This officer shall be admitted to practice law in the State of Georgia and shall be in good standing with the State Bar of Georgia. He or she shall be appointed by the Bishop and confirmed by Convention. The Chancellor shall be the legal advisor of the ecclesiastical and other authorities and officers of the Diocese, and from time to time may make such recommendations as may seem to him or her for the best interest of the Diocese, and shall make annual reports to the Convention.

#### **CANON 6—The Treasurer**

The Treasurer shall be appointed by the Bishop and confirmed by the Convention. It shall be the duty of the Treasurer of the Diocese to receive and disburse the income for the Convention expenses and the support of the Episcopate. The Treasurer shall forward in due time to the Treasurer of the General Convention the amount assessed upon the Diocese for the General Convention. The accounts of the Treasurer shall be rendered annually to the Diocesan Convention.

#### **CANON 7—The Registrar and Parish Historiographer**

Section 1. The Registrar shall be appointed by the Bishop and confirmed by Convention. It shall be the duty of the Registrar to receive, procure and preserve the official records of the Diocese, episcopal consecrations, diocesan journals, parish histories, records of defunct parishes and missions and all other documents pertaining to an accurate history of the Church in this Diocese. The Registrar shall make an annual report to the Convention.

Section 2. The Rector or Vicar, together with the church wardens of each Congregation is responsible for the preservation of all official records of his or her cure and such other documents as are of historical interest under the general supervision of the Registrar. A qualified person may be appointed to perform this function.

## **CANON 8—Deputies to General Convention**

Section 1. It shall be the duty of Deputies-elect to General Convention not less than three weeks before the meeting of the General Convention to signify to the Secretary of the Diocesan Convention the acceptance of the appointment and intention to perform their function unless prevented by circumstances at that time unknown to them. It shall also be the duty of the Alternate Deputies-elect, not less than three weeks before the meeting of the General Convention, to notify the Secretary of their intention to attend the Convention should their services be required. Should any of the Deputies-elect fail so to notify the Secretary, said Secretary shall then designate from the list of the Alternates having stated their willingness to serve, those having successively the highest number of votes, or, in case of a tie, by lot, the persons to fill such vacancies, and the persons so designated shall be furnished by the Secretary with a certificate of such appointment and shall have thereafter all the powers and authority of the Deputies duly elected by Convention.

Section 2. Three weeks before the meeting of the General Convention, the Secretary shall certify to the Bishop the names of those Clerics and Laypersons who have accepted their election as Deputies and Alternate Deputies, and who have indicated in writing their intention to attend the meeting of the General Convention, unless prevented by some circumstances at that time unknown. Upon receipt of this information, the Bishop, in case of a vacancy in the deputation, shall appoint such number of Clerics and Laypersons with like qualifications as those elected by Convention, as may be necessary to complete the deputation in each order and in accordance with the provisions of Section 3 following.

Section 3. If, within three weeks of the meeting of General Convention, any Deputy or Alternate Deputy duly appointed by the Secretary shall find it impossible to attend the General Convention, he or she shall then notify the Bishop, who shall then instruct the Secretary to appoint the next Alternate Deputy having the highest vote, or, in case of a tie, by lot, from the list of those Alternates having signified their intention to attend the Convention; if there be no more Alternates, the Bishop shall appoint a Cleric or Layperson to fill the vacancy.

Section 4. If at a meeting of the General Convention any Deputy elected by this Convention, or designated by the Secretary, shall fail to be present by the third day of the Convention, and there is good reason to believe that such Deputy or Alternate will not attend the Convention, or after taking his or her seat shall obtain leave of absence for the remainder of the session, then the Alternate or Alternates present having the highest votes in the Diocesan Convention shall be appointed to the vacancy by the remaining Clerical or Lay Deputies in attendance; or, if no Alternates are present, the deputation present may elect any Cleric or Layperson present, having like qualifications as those elected by this Convention.

## **CANON 9—The Standing Committee**

The Standing Committee shall annually report its proceedings to the Convention.

## **CANON 10—The Corporation**

- Section 1. The Board of Officers of the Corporation shall consist of the Bishop(s) and the Treasurer of the Diocese, ex officio, and seven Lay members elected by Convention. The Nominating Committee shall nominate to the Convention the members of the Board of Officers. This shall not preclude nominations from the floor. One member shall be elected to the Board each year for a term of seven years. The Board shall, except during the annual sessions of Convention, exercise all the powers of the Corporation under its charter.
- Section 2. The Board of Officers of the Corporation shall elect a Vice President from among its members, and a Secretary and a Treasurer who need not be members of the Board. It shall be authorized to make by-laws for the Corporation and for their own governance, not in conflict with the Constitution and Canons of the Diocese or of General Convention. The Treasurer shall give bond in an amount to be fixed by the Board, the premiums to be paid by the Board. The Board shall submit quarterly financial reports to the Bishop and shall make a detailed annual report of the Treasurer of the Corporation to Diocesan Convention. A detailed audited statement of accounts for the preceding calendar year shall be published each year in the Journal of the Convention.

## **CANON 11—Provincial Synod**

- Section 1. Under the provisions of Article VII of the Constitution of the Episcopal Church and of Title I, Canon 8 of the General Convention, the Diocese of Georgia hereby gives its consent to its inclusion within the Fourth Province.
- Section 2. The Diocese shall be represented in the Provincial Synod by the Bishop(s) and such a number of clerical and Lay deputies appointed by the Bishop as may be authorized by the Ordinances of the Provincial Synod.

## **CANON 12—Diocesan Institutions**

Any home, school, orphanage, hospital or similar institution seeking extra-parochial support, financial or otherwise, or using the name “Episcopal”, must first petition the Ordinary or the Diocesan Council for recognition as a diocesan institution; and, if so recognized, must further allow that at the following Diocesan Convention said Convention shall elect clerical and Lay diocesan members to its governing board in a ratio of

not less than one to two; and further that the Chairperson of the Board shall report regularly to the Diocesan Council not only matters of primary importance but also submit its Annual Financial Report. This canon does not apply to parochial institutions, and nothing in this canon shall be construed to alter the situation of any institutions existing prior to its adoption.

### **CANON 13—Diocesan Agencies, Commissions and Boards**

- Section 1. There shall be a Finance Committee which shall have the duties and authority as prescribed by the General Constitution and General Canons and which shall be responsible for the management of all funds of the Diocese, except those in the custody of the Board of Officers of the Corporation. It shall also consult and give advice to the Bishop, the Convention and Diocesan Council on all fiscal matters. The Finance Committee shall be responsible for drafting the diocesan budget following guidelines established by Diocesan Council and presenting same to Council for approval, and upon said approval of Council, presenting the budget to Convention for its approval. Annually it shall review the remuneration of the Bishop(s) and all other diocesan officials and employees, and make recommendation to the Diocesan Council for inclusion in the diocesan budget. The Treasurer of the Diocese shall chair the Finance Committee. Members of the Finance Committee, other than the Treasurer, shall be appointed annually by the Bishop, and confirmed by Convention. The Bishop may appoint qualified persons to serve out the unexpired term of any member who has resigned. No person, other than the Treasurer, shall serve as a member of the Finance Committee for more than four successive years, and thereafter shall be ineligible for such election for a period of one year.
- Section 2. There shall be a Commission on Ministry consisting of six Clerics, one of whom shall be a Deacon, and five Lay communicants. The Bishop annually shall appoint the members of the commission with the consent of the Diocesan Council. The Commission on Ministry shall have the duties specified in the General Canons. The clerical members thereof shall constitute the Board of Examining Chaplains.
- Section 3. There shall be a Conference Center Commission, the members of which shall be appointed annually by the Bishop with the consent of Diocesan Council. The commission shall provide for the management and operation of the Georgia Episcopal Conference Center, govern the fiscal expenditures of the same, and plan for the future development of the Conference Center property.
- Section 4. There shall be a Commission on Worship, the members of which shall be appointed annually by the Bishop with the consent of the Diocesan Council. It shall assist the Bishop and the Congregations of the Diocese in liturgical and musical matters, provide leadership in good liturgical and musical usage and practice, serve as liaison with the Standing Liturgical Commission and the Standing Commission on Church Music, and plan and carry out programs within the Diocese consonant with its purposes. The commission shall also give advice on preliminary plans for any construction in Mission and Parish Congregations. Any such plans for renovation, enlargement, or initial construction shall include the recommendations of this commission when submitted to the Bishop and Standing Committee for approval and funding permission.

- Section 5. The Convention annually shall elect a priest or Layperson to serve a three-year term on the Board of Trustees of the University of the South. A priest shall succeed a priest and a Layperson shall succeed a Layperson. Representatives from the Diocese of Georgia on the Board of Trustees shall consist of the Bishop(s), one priest and two Laypersons.
- Section 6. There shall be a permanent Committee on Constitution and Canons consisting of a chairperson and two or more additional members appointed annually by the Bishop and confirmed by Convention. The Chancellor shall be an ex officio member of and advisor to the committee. Members of the committee shall have seat and voice at Convention. It shall be the duty of the committee to constantly review and make recommendations to Convention for change, as appropriate, to the Constitution and Canons of the Diocese along with Rules of Order for the Convention and other documents which have the effect of establishing rules, regulations and procedures for diocesan activities falling under purview of Convention.
- Section 7. The Bishop shall annually appoint such other Departments, Commissions, Divisions, Committees and other Agencies of the Diocese as he or she may deem to be appropriate and define the duties thereof, subject to confirmation by the Diocesan Council.

#### **CANON 14—The Church Pension Fund**

- Section 1. In conformity with the legislation adopted by the General Convention of 1913, setting forth the principles upon which a pension system for the Clergy of the Church and their dependents should be constructed, pursuant to which the corporation “The Church Pension Fund” has been created to carry these principles into effect, the Diocese adopts the system of the Church Pension Fund.
- Section 2. The duty of administering the affairs of the Church Pension Fund in this Diocese shall be in the hands of the Bishop and the Diocesan Council.
- Section 3. The Bishop and the Diocesan Council shall make provisions for the Missionaries for payment of pro-rata premiums to the Church Pension Fund.
- Section 4. The Treasurer of the Diocese is authorized to pay the sum necessary for the Bishop(s) of the Diocese under this Canon.

#### **CANON 15—The Bishop and Council**

- Section 1. The Bishop and Council of the Diocese, as herein after constituted, shall be known as “The Diocesan Council”, and shall carry out the duties of Convention between meetings in regard to the unification, development and prosecution of the work committed to it. It shall carry out the policies, programs and directives of Convention; deal with contingencies as they arise; approve programs of commissions/committees and conduct a continuing evaluation of these programs.
- Section 2. The Diocesan Council shall consist of:

(a) Voting members – the Bishop(s); the Treasurer of the Diocese; one Cleric and two Laypersons (not from the same Parish or Mission) elected by each Convocation Council; and three persons, Clergy or Lay, elected at large by Convention for three-year staggered terms.

(b) Members entitled to seat and voice only – The President of the Standing Committee, the President of the Episcopal Church Women; the Dean of each Convocation; the Senior Clerical Deputy and Senior Lay Deputy to the General Convention (i.e., those Deputies receiving the most votes at their election); the President of the Episcopal Youth or their designated representative; and all members of the Diocesan executive staff.

(c) The Chancellor shall be an ex officio member of Diocesan Council and shall exercise those duties and responsibilities as described in Title I, Canon 5 of these canons.

(d) All members in good standing in the Diocese of Georgia are welcome at all meetings of Diocesan Council. If they wish to attend and address Diocesan Council on a matter related to the agenda, they are to seek prior permission from the President of Council.

Section 3. The Ordinary shall be the President of Council. The Council shall elect annually from among its members a Vice President. The Council may elect such other officers and appoint such agents as it deems appropriate.

Section 4. Members elected at large shall take office immediately following the close of the Convention at which they were elected. Convocational representatives, who shall have been elected in the year prior to Convention, shall take office at the close of the Convention next following their election. An elected voting member who has served for three consecutive years shall not be eligible for re-election for at least one year. The Diocesan Council shall have power to fill vacancies resulting from death, resignation or removal of members elected by Convention to serve through the next regular meeting of Convention. No program area chairperson or paid staff person shall be eligible to vote on any budgetary matters before the Diocesan Council. Retired Clergy, unless specifically excepted by the Bishop, are ineligible to serve on the Diocesan Council.

Section 5. The Ordinary shall, with the advice of the Finance Committee and concurrence of the Diocesan Council, present a proposed budget to Convention. Copies thereof shall be presented to the members of the several Convocation Councils at their meeting next before the meeting of Convention. The Diocesan Council shall review and recommend to the Ordinary such changes in the budget adopted by Convention as it shall find expedient and necessary throughout the year.

## **CANON 16—Convocations**

Section 1. For the purpose of association and administration, the Bishop may, in his discretion, divide the Diocese into areas that shall be known as Convocations, the boundaries of which may, from time to time, be changed by the Bishop. In his discretion the Bishop may appoint Deans in the several Convocations. Their term of office shall be for one year, and they may be reappointed.

- Section 2. Each dean shall select a Layperson from within the Convocation with whom he or she has a good working relationship to serve as Communication Coordinator for the Convocation. This person shall prepare and share various communications among the members of the Convocation Council and with the appropriate Diocesan staff person; and shall assist the Dean in preparing for each Convocation Council meeting to whatever extent the Dean wishes. The Communication Coordinator shall have seat only on the Convocation Council.
- Section 3. (a) There shall be a Convocation Council in each Convocation consisting of the Dean of that Convocation together with one member of the Clergy and one Vestry Member from each Congregation.
- (b) Should a member of the Clergy qualify to be a member representing more than one Congregation, that Cleric shall have only one vote in any proceedings of the Convocation Council.
- (c) The Convocation Council shall meet at least once a year. The Convocation Council shall meet to discuss and plan execution of the programs of the Diocese within the Convocation and opportunities for convocational ministries and gatherings.
- (d) Persons with special knowledge or experience around ongoing discussion may be invited to attend a Convocation Council meeting at the discretion of the Dean, Such person(s) will be entitled to seat and voice but no vote.
- (e) At its fall meeting, the Convocation Council shall elect a confirmed adult resident in the Convocation, at least sixteen (16) years of age and in good standing, for a three-year term on the Diocesan Council; such term to begin at the close of the next Diocesan Convention. A Cleric shall succeed a Cleric and a Layperson shall succeed a Layperson. Whenever a vacancy shall occur in the convocational representation on Diocesan Council, a successor shall be elected by the Convocation Council to serve the remainder of the term.
- (f) At least thirty days prior to the fall meeting, the Dean shall notify the convocational congregations of the time and place of said meeting of the Convocation Council and request the names of qualified persons to be placed in nomination for the three-year term on Diocesan Council.
- (g) Adult members of the convocation in good standing may submit items to be considered for the agenda of any Convocation Council meeting. Such items shall be submitted to the Dean no later than 14 days prior to said meeting.
- (h) A report of each Convocation Council meeting shall be sent to each congregation within the respective Convocation and to the diocesan office within 14 days of its adjournment.

### **CANON 17—Vacancies**

The Bishop or Ecclesiastical Authority shall have the authority to fill vacancies in any committee for which no specific provision is made for the filling of vacancies.

## **CANON 18—Dissolution**

Upon dissolution of the Diocese, the assets thereof shall first be applied in liquidation of bona fide indebtedness, if any, and the remaining assets shall be turned over to the Domestic and Foreign Missionary Society of the Episcopal Church, 815 Second Avenue, New York, New York, to use in furtherance of its religious and charitable purposes. The purpose of this Canon is to insure that no part of the assets of the Diocese shall ever inure to the private benefit of any individual or for-profit organization and the Canon shall be so construed.

## **CANON 19—Funding the Mission and Ministry of the Diocese**

- Section 1. Ten percent (a tithe) of the average of the past three years Net Operating Revenue (as reported on the Annual Parochial Reports) shall be the amount each congregation shall give in support of the mission and ministry of the Diocese. By July 1 of each year, the Finance Committee shall give notice to each congregation of its ten percent contribution (based on its Annual Parochial Report) to the mission and ministry of the Diocese for the upcoming year. In the event that a congregation has not filed a timely Annual Parochial Report, the Finance Committee shall substitute the most recently filed parochial report for its calculations. Should the congregation subsequently file an Annual Parochial Report showing Net Operating Revenues differing from that used in the computation, the Finance Committee shall adjust the required contribution to the mission and ministry of the Diocese, as appropriate. Because of circumstances, a congregation may be unable to give the required ten percent and shall be afforded an appeal opportunity as described in subsequent sections. Not later than September 15 of each year, all congregations shall acknowledge in writing to the Bishop their commitment to give ten percent or state their intent to appeal for the coming year.
- Section 2. Some congregations will desire to give more than ten percent. Thus, Diocesan Council will establish “Mission” accounts in the Annual Operating Budget to which congregations may contribute voluntarily above ten percent to support mission inside and outside the Diocese. Diocesan Council will use monies from this account annually to fund mission work such as: revitalizing existing congregations, new church starts, college chaplaincies, companion-diocese relationships, and other mission work inside and outside the Diocese through the Annual Operating Budget.
- Section 3. Any congregation believing that it will be unable to give ten percent to the mission and ministry of the Diocese in the coming year shall file a written appeal to the Diocesan Council signed by the Rector (or Vicar or Priest-in-Charge) and Senior Warden no later than September 15. An Assessment Appeal Committee, comprised of Diocesan Council members, shall meet with representatives of the congregation filing the appeal. In making its decision, the Assessment Appeal Committee shall review the congregation’s current financial reports, the stewardship education and practice in the congregation, the congregation’s particular circumstances, and other data considered relevant by the congregation and the Assessment Appeal Committee. After such review, the Assessment Appeal Committee may reduce the percentage of the assessment for that congregation for that year or affirm that ten percent is the assessment. Such decision, and the reasons therefore, shall be communicated in writing to the Rector (or Vicar or Priest-in-Charge)



and Senior Warden, the Bishop, and the Diocesan Council. The Assessment Appeal Committee shall operate pursuant to guidelines provided by the Diocesan Council.

Section 4. In the event that annual contributions from any congregation fall short of the ten percent assessment or the reduced amount set by the Assessment Appeal Committee for two consecutive years, any such congregation, if it is a parish, shall, by operation of this canon, have its status changed to that of a Mission of this Diocese.

## TITLE II—ORGANIZATION AND ADMINISTRATION OF PARISHES AND MISSIONS

### CANON 1—Parishes

- Section 1. A Parish of this Diocese is a eucharistic community of Christians in a particular place, which acknowledges the Bishop of Georgia as its chief pastor, which takes part in the councils and shares in the programs of the Diocese, which has demonstrated its ability to carry on a program of worship and witness without external financial support, while also making a proportionate financial contribution to the program and administrative costs of the Diocese, and which has been received into union with the Convention of the Diocese in accordance with this Canon. No Parish shall receive any aid from the annual diocesan budget except on written application of the Wardens and Vestry thereof, approved by the Bishop.
- Section 2. An Organized Mission of the Diocese may, during the third consecutive year or at such other time as may be permitted in the discretion of the Ecclesiastical Authority and the Standing Committee for good and sufficient cause in which it is receiving no financial subsidy from the Diocese and meets further requirements stated hereafter, signify to the Ecclesiastical Authority and Standing Committee its desire to apply for parish status. The applicant mission through its Mission Vestry shall also certify that it is and will subscribe to the Provisions of Article IV of the Articles of Association and is giving beyond itself for the work of the church. The Ecclesiastical Authority shall require such information as may demonstrate the practicality and appropriateness of the application, and shall provide counsel to the Mission Congregation as it fulfills the requirements of this Canon.
- Section 3. If the Ecclesiastical Authority shall have consented to such application, the Mission Vestry shall call a meeting of the Congregation, notice of which shall be given in writing, or verbal announcement made during Divine Service on the two successive Sundays prior to the date of the meeting. At such meeting the following Articles of Association shall be adopted and signed by not fewer than two-thirds of confirmed adults in good standing of the Organized Mission.

*We, whose names are hereunto signed and who are confirmed adults in good standing and at least eighteen years of age of \_\_\_\_\_, an Organized Mission, deeply sensible of the truth of the Christian Religion and conscientiously attached to the Doctrine, Discipline and Worship of the Episcopal Church, and being earnestly desirous of further establishing its authority and securing its holy influences for ourselves, our families and neighbors and those who come after us, do hereby respectfully petition the Convention of the Diocese of Georgia, through the Ecclesiastical Authority, that said Organized Mission be changed to the status of a Parish in the Diocese of Georgia, and on this \_\_\_\_\_ day of \_\_\_\_\_, A.D. \_\_\_\_\_, do agree to and adopt the following Articles of Association, to wit:*

*ARTICLE I. This Parish shall be known by the name of “The Rector, Wardens and Vestry of \_\_\_\_\_, at \_\_\_\_\_”.*

*ARTICLE II. This Parish acknowledges, accedes to, and adopts, and shall adhere to the doctrine, discipline, worship and usages of the Episcopal Church, acknowledges the authority of the General Convention thereof and the Constitution and Canons as set forth and from time to time amended by said General Convention,*

*likewise the authority of the Bishop of Georgia, the Convention of the Diocese of Georgia, and the Constitution and Canons of the Diocese of Georgia as set forth and from time to time amended by said Diocesan Convention.*

*ARTICLE III. We do solemnly engage and stipulate that all real estate consecrated as a church or chapel, of which the said Parish is or may become possessed, shall be secured against alienation except as such alienation as is in conformity with the Constitution and Canons of the General Convention.*

*ARTICLE IV. We do promise to pay to our Rector and other full-time Ministers at least the minimum salary as established by the Diocesan Council for the Mission Clergy of the Diocese plus, at least, the Social Security tax differential between employed and self-employed persons; make provisions for adequate housing and utilities; make such pension payments as are established for Clergy of the Diocese and provide medical insurance according to diocesan standards. And we do promise to contribute to the support of the Episcopate and to the programs of the Diocese of Georgia, making every effort to satisfy the annual askings established by the Department of Finance and Diocesan Council.*

- Section 4. At least sixty days prior to the Annual Convention, the petition shall be sent to the Ecclesiastical Authority, who may refer the same to an appropriate committee for study. The Ecclesiastical Authority shall then lay it before the Diocesan Council with its recommendations and those of the committee, if applicable. The Council shall in turn present the petition, with its recommendations, to the Diocesan Convention. Council, for good and sufficient reason, may waive the 60 day rule.
- Section 5. The Convention shall consider the petition, with recommendations, and approve or disapprove by a majority vote. If the petition is approved again at the next Annual Convention by a majority vote, the Organized Mission shall be advanced to Parish status.
- Section 6. (a) Whenever an Organized Mission is advanced to Parish status, its Mission Vestry shall become the Vestry of the Parish, and the members thereof shall hold office as such until the first meeting of the Congregation, at which they shall be eligible for election. The Vestry shall call a meeting of the Congregation in the manner prescribed in Section 3 of this Canon, as soon as is practicable and convenient, at which a Vestry shall be elected in accordance with Canon II.2, and all things shall be done which are necessary or desirable for the organization of the Parish.
- (b) A book shall be provided for the record and minutes of the meeting, in which shall be entered a full copy of the petition to the Ecclesiastical Authority, showing the names signed to the same, the certificate of its admission, to be signed by the Secretary of the Convention, and a record of any other papers and actions of importance to the history of the organization which may have been taken previously; after then, entry shall be made of the names of the persons who attended and are qualified to vote.
- (c) All the provisions of the statutes relating to religious incorporations or associations in the State of Georgia, and of the Constitution and Canons of the General Convention and of the Diocesan Convention, shall be strictly followed and observed, and all acknowledgments and records thereby required shall be duly made.

## **CANON 2—Elections of Wardens and Vestry Members**

- Section 1. Unless otherwise provided in the Act of Incorporation, or permitted by the Ecclesiastical Authority of the Diocese, every self-supporting Congregation shall, prior to the thirty-first day of January each year, elect from the confirmed adults in good standing 18 years of age or older enrolled in the Parish a Senior and Junior Warden and other Vestry Members, not fewer than three and not more than fifteen; provided further that the Congregation shall by a standing resolution adopt a plan of rotation of office. Selection of Wardens may be delegated to the Vestry by consent of the majority of those voting at the annual or special Congregation meeting. The Vestry shall elect, but not necessarily from its membership, a Secretary and Treasurer.
- Section 2. Every person chosen Warden or Vestry Member shall before acting as such, subscribe to the following declaration and promise:
- I do believe that the Holy Scriptures contain all Doctrine required as necessary for eternal salvation through faith in Jesus Christ, and I do yield my hearty assent and approbation to the doctrine, worship, and discipline of the Episcopal Church; and I promise that I will faithfully execute the office of Vestry Member (or Warden) of \_\_\_\_\_ Parish (or Church) in \_\_\_\_\_ County, according to my best knowledge and skill.*
- Section 3. Except when otherwise specified by charter of Act of Incorporation, those confirmed adults enrolled in the Parish who are in good standing and who have reached the age of sixteen (16) shall be entitled to vote in any election by a Congregation under these Canons; provided that no person shall be deemed a qualified voter in any Parish who does not accede to the terms of the Articles of Association as contained in Canon II.1. Whenever a vacancy occurs in the office of Warden or Vestry Member of any Parish, the Wardens and Vestry Members of that Parish shall fill such places by election, and the person elected shall hold office to which elected for the balance of the unexpired term of the person replaced, the minimum age being eighteen (18).
- Section 4. The Vestry of every Congregation shall meet monthly unless otherwise determined by a majority of the members thereof. The Rector, or in his or her absence, the Senior Warden, or in the absence of both, the Junior Warden, may call a special meeting of the Vestry, and the Rector shall call a meeting of the Vestry at the request of three members thereof. The Rector is *ex officio* Chairperson. Calls for a special meeting must be made in writing and must be mailed in adequate time to be received, or must be delivered, two days in advance of the meeting. The summons must be sent to all Vestry Members and the Rector, and must specify the object of the meeting. No other business shall be considered than that which is named in the summons.

## **CANON 3—Call for Rector or for a Priest to an Ecclesiastical Position within the Diocese**

- Section 1. No priest shall be called as Rector of any Parish in the Diocese without previous conference between the Vestry of the Parish and the Ecclesiastical Authority of the Diocese in reference to the Cleric's fitness. See Title IV, Canon 1.

Section 2. No priest shall enter upon any ecclesiastical position within the Diocese until having had obtained the written permission of the Bishop, or, if there be no Bishop, of the Ecclesiastical Authority.

#### **CANON 4—Dissolution of Pastoral Relationship**

A Rector canonically elected and in charge may not resign from the Parish without the consent of the Vestry thereof; nor may a Parish or Vestry remove such Rector against his or her will except as provided by the Canons of the General Convention.

#### **CANON 5—Change in Status of Parishes and Missions**

Section 1. Whenever the Rector, Wardens and Vestry Members, or if there be no Rector, the Wardens and Vestry Members of an existing Parish shall unite in a petition to the Bishop, asking that such Parish be remitted to the position of an Organized Mission, stating fully the grounds of the petition, the Bishop may, in his discretion, grant or refuse the petition; and his action thereon shall be recorded with the said petition in the minutes of said Parish and by him reported to the next Convention for its approval or disapproval.

Section 2. It shall be the duty of the Bishop, if practicable, to preserve the property of such Parish for the benefit of the Church.

Section 3. No Congregation of this Diocese shall be entitled to Parish status which does not pay the Rector and its other full-time Priests at least the minimum salary of the Diocese as recommended and established by the Diocesan Council for Priests in charge of Mission Congregations, plus, at least, the Social Security tax differential between employed and self-employed persons; and make provisions for adequate housing and utilities; and make such pension payments as are established for Clergy of the Diocese; and provide medical insurance according to diocesan standards. Any Congregation failing to comply with this requirement may at the discretion of the Bishop and upon notification from him, revert to the status of a diocesan Mission subject to the regulation of Canon II.8.

Section 4. When, in the judgment of the Bishop, a Mission has not fulfilled the purpose for which it was created, he shall, with the approval of the Standing Committee, declare such Mission extinct and report such action to the next Annual Convention. Six months after a Mission is declared extinct the Communicants and Baptized Persons remaining on the rolls shall be transferred to the nearest active Parish or Mission, with the concurrence of the cognizant Rector/Vicar. Persons so transferred shall be notified in writing of this action. It shall be the duty of the Bishop, with the approval of the Standing Committee, to make such disposition of the properties of an extinct Mission as he or she shall deem best for the interest of the Diocese.

- Section 5. Whenever the status of a Parish is changed for any reason to that of an Organized Mission, thereupon the tenure of the Rector shall terminate, and further service in the same Congregation shall be in accordance with Canon II.6, Section 2.
- Section 6. Whenever the status of an Organized Mission is changed to that of a Parish, thereupon the tenure of the Vicar shall terminate and further service in the same Congregation shall be compliant with the Canon of the General Convention, “Of The Filling of Vacant Cures”.

## **CANON 6—Diocesan Missions**

- Section 1. The Bishop may, in his or her discretion, organize missions.
- Section 2. The Missions of the Diocese shall be under the supervision and control of the Bishop. He shall appoint all Mission Clergy and may, at his discretion, suspend or remove them.
- Section 3. No Vicar shall incur any pecuniary liability whatsoever in carrying on his or her work which shall be a charge against the Diocese, or the property of the Mission, save and except upon the express authority of the Bishop of the Diocese in writing, or, if there be no Bishop, of the Standing Committee; and such Vicar, while acting under the appointment of the Bishop, shall engage in no secular occupation whatever, without a like consent.
- Section 4. It shall be competent for any group of confirmed adults in good standing, sixteen (16) years of age and over, at least 20 in number, whose names are recorded in the Church Register of some Congregation of the Episcopal Church, and desirous of maintaining its services in any place in the Diocese to be organized as a Mission upon application in writing to the Bishop who may thereupon grant the application upon such terms and conditions as he or she may deem expedient to prescribe.
- Section 5. **RULES FOR THE OPERATION AND ADMINISTRATION OF AN ORGANIZED MISSION OF THE DIOCESE.**

The Constitution and Canons of the Episcopal Church, and of the same Church in the Diocese of Georgia, are hereby established as authority for the operation and administration of Organized Missions of this Diocese.

Where not covered by, or in conflict with, these rules, Canons for Parishes, Vestries, ministers, procedures, etc. shall be followed.

### **RULE 1**

The Congregation shall, between the First Sunday in Advent and the 31st of January each year, hold an Annual Meeting of the Congregation whose purpose shall be to learn the state of the Mission, to plan its development, to elect Mission Vestry members, and to elect from among the Mission Vestry, nominees for a Senior Warden and Junior Warden, to serve for a term of one year at the pleasure of the Bishop. Selection of nominees to serve as Wardens may be delegated to the Mission Vestry by consent of a majority of those voting at the Congregational meeting.

Names of the nominees shall be communicated to the Bishop for appointment. The Mission Vestry shall name a Clerk and Treasurer, not necessarily from among their number.

#### RULE 2

The Mission Vestry is charged with the administration of temporal affairs of the church under the guidance of the Vicar, shall endeavor to promote the missionary work of the Church, and to maintain the regular and well-ordered worship of Almighty God in said Church

#### RULE 3

Mission Vestry shall consist of not less than three and not more than nine persons elected by the Congregation from confirmed adults in good standing, eighteen (18) years of age or older, enrolled in the Mission with one-third of this membership rotating off annually and becoming ineligible for re-election for one year. Each member shall make a pledge to support the Mission budget and shall subscribe to the same declaration or promise required for members of Vestries and Wardens of Parishes.

#### RULE 4

Any member of the Mission Vestry who is absent from three regular meetings consecutively in one calendar year shall ipso facto be considered to have resigned as a member of the Mission Vestry, unless satisfactory explanation is offered. All vacancies in the Mission Vestry are to be filled by appointment of the Vicar from the Communicants in good standing to serve until the next Annual Meeting of the Congregation.

#### RULE 5

Regular meetings of the Mission Vestry shall be held every month upon such days and hours as shall be agreed upon by the Mission Vestry. Special meetings may be called by the Bishop, or by the Vicar, or by any three members of the Mission Vestry, made in writing and mailed or delivered two days in advance of the meeting. The summons must be sent to all members, and must specify the object of the meeting, and no other business shall be considered than that which is named in the summons. In the Mission Vestry each member, including the Vicar, shall have an equal right in proposing and discussing measures. The official presiding shall have the casting vote in case of a tie.

#### RULE 6

A majority, duly convened, is a quorum for business, provided that in case of vacant cures and/or absences of both Wardens, either the Bishop or Convocation Dean be present.

#### RULE 7

The Bishop of the Diocese, ex officio, or in his absence, the Priest-in-Charge, shall preside at all meetings of the Mission Vestry, or of the Congregation. In a vacancy the Senior Warden shall preside. In his or her absence the Junior Warden or Convocation Dean may preside.

#### RULE 8

The Mission Vestry shall elect, in accordance with Canon I.3, one Delegate and one Alternate to the Diocesan Convention.

#### RULE 9

It shall be the duty of the Wardens to open the church, under the direction of the Vicar, to see that same is kept clean and in good repair, and that it be provided with all the necessary things to conduct the services of the church decently and in order. They shall also provide, under the direction of the Vicar, the bread and wine for the Holy Communion, take charge of the sacred vessels, linen, service books, and registers belonging to the Mission, and shall endeavor, in the absence of a Vicar at any time, to keep up the services with regularity.

#### RULE 10

The Senior Warden is the assistant to the Vicar in making provisions for the maintenance of Divine Services. In the absence of the Vicar, after consultation with the Convocation Dean, the Senior Warden shall provide a Minister for the Divine Services. In the absence of a Vicar the Senior Warden shall assure maintenance of the Church Register, and shall also assure accomplishment of correspondence by and for the Mission.

#### RULE 11

The Junior Warden is charged with the care of church property and order, courtesy and hospitality on occasions of public worship.

#### RULE 12

The offering received in the church shall be turned over to the Treasurer.

#### RULE 13

It shall be the duty of the Treasurer to receive or collect all monies received by the Mission, and to disburse what is locally necessary under the order the Mission Vestry, and to remit its pledge portion to the diocesan office and make agreed monthly payments to the Vicar. If either cannot be done, the diocesan office shall be notified immediately.

#### RULE 14

The minutes, including the financial report, of the Mission Vestry shall be carefully preserved by the clerk and a copy sent to the Bishop and Convocation Dean immediately following each meeting.

#### RULE 15

The Mission shall submit to the Bishop an annual parochial report in accordance with the requirements of Canon II.9.

#### RULE 16

It shall be the duty and prerogative of the Vicar to select functionaries such as Organist, Choir, Superintendent of the Church School, Sexton or any other functionary that may be necessary; in the absence of a Vicar such appointment may be made by the Mission Vestry, which shall in all cases determine the salary, if any, to be paid.

#### RULE 17

The failure of the people of the Mission to fulfill these stipulations shall be sufficient cause to warrant the Bishop withdrawing the Vicar.



## RULE 18

(a) Missions that have financial assets in excess of one year's Normal Operating Income, as defined in their annual parochial report, shall invest such excess funds with the Board of the Corporation of the Diocese of Georgia where they will be pooled with other funds managed by the Board and earn a proportionate share of net returns on the pooled investments.

(b) To this end, Missions will establish one or more accounts with the Board which shall be the subject of an Account Agreement, agreed upon by the Mission, the Board of the Corporation, and the Bishop, that identifies the restrictions, if any, on the funds invested. The Board shall maintain separate records for each such account and shall respect any restrictions in making distributions of account income or principal.

(c) Invested funds shall be available upon request to the Board subject to the restrictions, if any, specified in the Account Agreement.

(d) Missions may appeal compliance with this Rule by requesting a waiver from the Finance Committee of the Diocese. Such waiver will only be granted if the Mission can show through their financial records that its investment portfolio has historically returned substantially similar or better results than those of the Board of the Corporation's investment portfolio and that said investment portfolio is judged reasonable and prudent by the Finance Committee of the Diocese. The judgment of the appeal by the Finance Committee is final.

## **CANON 7—Indebtedness**

Section 1. No indebtedness shall be incurred by a Parish without the approval of both the Bishop and Standing Committee, except:

(a) Indebtedness for permanent improvements, replacements or additions to real estate or equipment, where the amount of such indebtedness plus indebtedness of every kind already existing shall not exceed 150% of the average annual receipts of such Parish during the past three years.

(b) Indebtedness for current expenses where the amount of such indebtedness plus all indebtedness heretofore incurred for current and still existing expenses shall not exceed 20% of the total current receipts of such Parish during the preceding fiscal year, and the payment of all such indebtedness shall be provided for in the budget of the next ensuing fiscal year with reasonable expectation of its payment out of the receipts of the next two years.

(c) Any Mission Congregation seeking to incur indebtedness in excess of 50% of the average annual receipts of such Mission for the last three years, shall do so only on approval of the Bishop and Standing Committee.

- Section 2. Provided that in computing receipts under paragraphs (a) and (b) of Section 1 hereof, amounts from or for endowments, or from or by bequests (except income therefrom not specifically designated) and receipts for expenditures other than parochial shall not be included.
- Section 3. Provided that under any circumstances under which approval is required, it shall be granted only when the payment of all indebtedness shall be provided for in a plan of amortization or other method of payment to be submitted to and approved by the same authority.
- Section 4. This Canon shall not be construed so as to conflict with any state law nor to the refinancing of existing loans.

### **CANON 8—Legal Rights Not Prejudiced by Canons**

Nothing in these Canons shall prejudice the legal rights of any Parish or Vestry already existing by act of incorporation.

### **CANON 9—Parochial Reports**

- Section 1. The fiscal year of this Diocese and of every Congregation thereof shall begin on January 1st.
- Section 2. It shall be the duty of every priest who shall be in charge of any Congregation with the Wardens thereof, or, if there be no such priest, of the Wardens, to make a written report to the Bishop of the Diocese in accordance with the provisions of the Canons of the General Convention, Title I, Canon 5, Section 1. Should there be no Bishop, such reports shall be sent to the President of the Standing Committee.
- Section 3. It shall be the duty of every Cleric in charge of any Parish or Mission in this Diocese, who shall cease to hold such pastoral relationship at any time during the Convention year, to prepare a report in duplicate after the form of the parochial report blanks furnished by the Secretary of the Convention, embracing all items therein set forth from the preceding January 1st to and including the date of the cessation of pastoral charge, one copy of which shall be forwarded to the Bishop and one copy of which shall be placed in the care of the Senior Warden of the Congregation, to be delivered to the succeeding Cleric.
- Section 4. Each parish, mission and diocesan institution is required to maintain appropriate accounting books and records to properly account for all the financial activities of the entity.

Each entity's financial statements and the underlying accounting books and records shall be audited and reviewed on an annual basis as follows:

- (a) Entities having annual receipts from all sources of \$500,000 or more shall be reviewed or audited by an independent Certified Public Accountant.

(b) Entities having annual receipts from all sources of less than \$500,000 may be reviewed or audited by an independent Certified Public Accountant or, alternatively, may be reviewed by a person or committee knowledgeable in financial matters and chosen from within or without the entity. Treasurers and bookkeepers shall not be eligible to review or audit the financial records of their respective entity.

All reports of such audits, together with any memoranda issued by the auditors regarding internal controls or other accounting matters and a summary of action taken or proposed to correct deficiencies, shall be filed with the Ecclesiastical Authority no later than 30 days following the date of such report and, in no event, later than September 1st of each year, covering the financial reports of the previous year.

This provision does not apply to the Corporation whose accounts are handled by a bank whose trust records are audited by a firm of CPAs annually.

Section 5. Every pledge for the support of the Diocese or any other purpose approved by the Convention shall be payable monthly to the Treasurer of the Diocese.

Section 6. It shall be the duty of the Wardens of every Congregation to review annually the stipends and allowances of the Clergy of the Congregation, and all paid staff persons, and to make recommendations to their Vestry or Mission Vestry. The Wardens shall report any changes in stipends or allowance to Diocesan Council at the time of reporting their Congregation's pledge to the Diocese for the succeeding year.

## **CANON 10—Special Offerings**

Section 1. Every Cleric in charge of any Congregation in this Diocese is hereby required, on the days herein specified, to take the following special offerings:

(a) On the occasion of a Visitation by the Bishop, the cash, or undesignated offering, at the principal service, shall be devoted to the Bishop's Visitation offering, to be paid to him in such manner as he shall direct, for his use in the furtherance of his work in the Diocese.

(b) At the regular service, or on the Sunday immediately preceding or following Thanksgiving Day an offering shall be taken for the "Episcopal Youth and Children's Services".

(c) At a regular morning service on some Sunday in April or May an offering shall be taken for the University of the South at Sewanee, Tennessee.

Section 2. Every Cleric shall report annually as to said offerings in the Parochial Report, and if any of said offerings were not taken it shall be stated in this report the cause of the omission.

Section 3. All special offerings called for in this Diocese or by the General Convention are to be transmitted through the office of the Bishop.

Section 4. A Congregation may elect to place in its budget an item for the support of the “Episcopal Youth and Children’s Services”, and for the support of the University of The South at Sewanee, Tennessee, in lieu of taking the special offerings as set forth herein.

## **CANON 11—Congregation at Risk**

### *Purpose*

(a) In the exceptional case of a Congregation whose spiritual and temporal health appears in jeopardy, or at risk for substantial decline or death, the episcopate may intervene or provide oversight so that health may be restored to the Congregation. Any interventions in a Congregation will be conducted with an attitude of respect for the self-governing responsibilities of a parish of The Episcopal Church. In cases where an inquiry is initiated and where a Congregation is declared at risk, it shall be the duty of all parties to work and pray toward the resolution of such problems in a climate of respect and charity with the goal that the Congregation may be restored to spiritual and temporal health and full autonomy.

### *Inquiry for Purposes of Restoration of Congregational Health*

(b) If there is concern that a Congregation is in jeopardy, an inquiry by the Bishop, or the Standing Committee if it is the Ecclesiastical Authority [hereafter Ecclesiastical Authority,] will determine whether a declaration of a Congregation at Risk under this Canon is prudent. The inquiry may be initiated through one of the following ways:

1. The Rector or Vicar or Priest-in-Charge, or both Wardens, or a majority of the Vestry, believing that either three or more of the conditions listed in 1-8 of section (g) exist or condition number 9 in the same section, shall petition the Ecclesiastical Authority, to initiate such inquiry to confirm the existence of these conditions.
2. The Bishop, believing either three or more of the conditions listed in 1-8 of section (g) exist or condition 9 in the same section, may initiate such inquiry.
3. The Standing Committee, believing that either three or more of the conditions listed in 1-8 of section (g) exist or condition 9 in the same section, may petition the Bishop to initiate such inquiry; or if the Standing Committee is the Ecclesiastical Authority, it may initiate such inquiry by a majority vote.

(c) Upon proper initiation as provided in (b) above, the Ecclesiastical Authority, acting through elected diocesan representatives, shall conduct an inquiry into the condition of the Congregation.

(d) The first step in the inquiry is a pastoral discussion to be held between the Ecclesiastical Authority, and/or their representatives and the Rector or Vicar or Priest-in-Charge and Vestry of the Congregation. This meeting will serve to open the inquiry, and to share expectations, concerns, and timetables.

(e) The Rector, Vicar, or Priest-in-Charge and Vestry of the Congregation that is the subject of such inquiry shall cooperate in the inquiry under this Canon, including providing full and accurate information on the state of the Congregation and its affairs. Failure to reasonably cooperate shall be sufficient to declare that the Congregation

is a Congregation at Risk.

(f) The end result of an inquiry is to determine if a congregation will be declared at risk. Such a declaration will indicate that further action is required.

*Conditions Leading to Determination of a Congregation at Risk*

(g) No declaration of a Congregation at Risk may be made except upon an inquiry and finding that three or more of the following conditions exist in the Congregation at one time, and provided that the Congregation has cooperated with the inquiry:

1. A decline in Average Sunday Attendance of 20% or more in a two-year period.
2. A decline in financial support from congregants of 20% or more in a two-year period.
3. The failure to elect a Vestry or to elect a Rector or accept the Bishop's appointment of a Vicar or Priest-in-Charge.
4. The failure to pay the minimum Clergy Compensation as required by Diocesan guidelines; or the failure in a timely manner to make the required contributions to the Church Pension Fund or to pay health insurance premiums for its clergy.
5. The failure to send Congregational Delegates to the Diocesan Annual Convention.
6. The failure to complete and submit the annual Parochial Report in a given year.
7. The failure for two consecutive years to contribute to the Diocese its annual tithe or the appeal percentage granted to the Congregation by Diocesan Council.
8. Instability or decline in its financial condition, as evidenced, but not exclusively, by the use of 10% or more of the principal portion of endowment or trust funds, or funding 10% or more of the annual operating budget from savings or reserves for two consecutive years.
9. Establishment of a separate religious corporation or legal entity created by the parish leadership without knowledge or approval of the Standing Committee.

(h) When an inquiry concludes that the conditions for a declaration of a Congregation at Risk are present based on upon the criteria in section (g), the findings are to be reported to Ecclesiastical Authority, the Standing Committee, and the Congregation involved.

After a Congregation's Rector, Vicar, or Priest-in-Charge and Vestry are given an opportunity to address the findings before the Standing Committee, the Standing Committee may declare a Congregation at Risk by a  $\frac{3}{4}$  majority agreement of the entire Standing Committee with the inquiry's findings.

*Outcome of a Declaration that a Congregation is at Risk*

(i) Once there is a declaration of a Congregation at Risk, the Ecclesiastical Authority may initiate one or more of the following measures to restore the health of the Congregation:

1. Arrange for continuing pastoral discussions to be held between the Ecclesiastical Authority, and/or their representatives and the Rector or Vicar or Priest-in-Charge and Vestry of the Congregation that address the conditions that are inhibiting its health and mission.
2. Develop a plan for the Congregation to address those conditions that led to the declaration of a Congregation at Risk.
  - (a) The plan will be presented to the Rector or Vicar or Priest-in-Charge and Vestry of the Congregation by the Ecclesiastical Authority, and/or their representative.
  - (b) The Rector or Vicar or Priest-in-Charge and Vestry of the Congregation shall have 30 days to respond to the Ecclesiastical Authority, concerning the plan.
  - (c) If there is a response from the Congregation within the 30 days allowed, the plan can be negotiated and adjusted before its presentation to the Standing Committee, at which point the Standing Committee may approve the plan by  $\frac{3}{4}$  majority of the entire Standing Committee before it can be implemented.
  - (d) If there is no response from the Congregation, the Standing Committee may approve the plan by a  $\frac{3}{4}$  majority of the entire Standing Committee before it can be implemented.
3. Appoint three or more Trustees to exercise the rights and functions of a Vestry during the pendency of these conditions. Said Trustees may or may not be members of the Congregation. The appointment must be endorsed by a  $\frac{3}{4}$  majority of the entire Standing Committee.
4. Designate a Priest-in-Charge during the pendency of the conditions leading to the designation of a Congregation at Risk. Said Priest may or may not be the incumbent.
5. Implement other measures, during the pendency of these conditions, with the concurrence of a  $\frac{3}{4}$  majority of the entire Standing Committee.

(j) Any intervention in section (i) shall include criteria for determining how and when a particular Congregation will have its declaration of being a Congregation at Risk reassessed and/or removed, including who will report to the Standing Committee on the intervention's progress. These criteria will be specific to the findings of the inquiry leading to a declaration and the specifics of the plans put in place to address them.

(k) The Ecclesiastical Authority is not limited to the initial intervention. After consultation with the Standing Committee an additional intervention may be imposed.

#### *Removal of a Declaration of a Congregation at Risk*

(l) The declaration of a Congregation at Risk will be removed after final reporting to the Standing Committee that conditions leading to the declaration have been corrected and a Congregation has returned to spiritual and temporal health. Removal of the declaration of a Congregation at Risk will result in full autonomy being restored to the congregation. This removal must be confirmed by a  $\frac{3}{4}$  majority concurrence of the entire Standing Committee.

## TITLE III—THE MINISTRY

### CANON 1—The Election of a Bishop

Section 1. When the Episcopate of the Diocese becomes vacant, by death or otherwise, the Standing Committee shall meet within ten days and take such order as in its judgment the best interests of the Diocese require. If it be more than sixty days before the meeting of the Annual Convention, it may call a special session of the Convention; if eight months, it shall call one.

Section 2. The election of a Diocesan, Coadjutor or Suffragan Bishop shall be done in the following manner:

The Secretary shall call alphabetically the roll of the Parishes and Organized Missions, and as each is called, the Clergy and Lay Delegates authorized to vote shall each simultaneously deposit their votes in the particular ballot box provided for the two orders. The names of all non-parochial Clergy eligible to vote shall then be called and they in turn shall deposit their votes in the proper ballot box.

When voting on one ballot is completed, the tellers shall count the votes and report the results for each order to the Presiding Officer who shall make such results known to the Convention. If one nominee receives the concurrent majority vote of each order, that person shall be declared duly elected. If no one person receives the concurrent majority vote of each order, balloting shall be resumed and continued in the same manner until an election is made.

Section 3. Immediately after an election the members of the Convention shall proceed to sign the Canonical Testimonial.

## **TITLE IV—ECCLESIASTICAL DISCIPLINE**

### **CANON 1—Of the Disciplinary Board**

There is hereby established the Disciplinary Board in and for the Diocese of Georgia.

### **CANON 2—Composition**

- Section 1. (a) The Disciplinary Board shall consist of six Clerics and five Laypersons. All members of the Disciplinary Board must be persons canonically resident within the Diocese.
- (b) At each Annual Convention, a sufficient number of persons to fill the then expiring terms of previous board members shall be elected serve on the Disciplinary Board for a term of three years. Persons elected shall be from each order as required to maintain the required make-up of the Disciplinary Board.
- (c) Vacancies occurring within the membership of the Disciplinary Board shall be filled by majority vote of the remaining members of the Board for the remaining term of the person being replaced. Persons elected to fill a vacancy must be from the same order as the person being replaced. Vacancies must be filled within three months of notification of the vacancy unless sooner required by other provisions of the General or Diocesan Canons.
- (d) Within sixty days following each Annual Convention, the members of the Disciplinary Board shall elect by majority vote from among themselves, one person to serve as president for a term of one year.
- (e) All persons elected or appointed under this section are eligible to be re-elected or re-appointed upon expiration of their terms.

### **CANON 3—Offenses**

Offenses for which a Cleric may be subject to discipline are those contained in the General Canons of the Episcopal Church.

### **CANON 4—Charges, Presentments, Trials**

The mode and manner of discipline of clergy and the making charges, securing presentments, and of conducting trials shall be as established in the General Canons of the Episcopal Church.



## TITLE V—CANONICAL LEGISLATION

### CANON 1—Quorums and Amendments

- Section 1. In all cases in which a Canon directs a duty to be performed or a power to be exercised by the Standing Committee, or by the clerical members thereof, or by any body consisting of several members, a majority of the members, the whole being duly cited to meet, shall be a quorum; and the majority of the quorum so convened shall be competent to act, unless the contrary be expressly required by Canon or some existing chapter.
- Section 2. Appointed or elected members of Diocesan Council or any other diocesan board, commission or committee who absent themselves from three regular meetings consecutively shall ipso facto be considered to have tendered their resignation from that body, unless satisfactory excuse is offered. The vacancy thus created shall be filled by the person or body originally appointing or electing, unless otherwise provided by canon or by-laws of the body affected, as soon as practicable.
- Section 3. Any proposed alteration or addition to the Canons proposed on the first day of the meeting of the Convention, shall be submitted in writing to the Chairperson of the Committee on Constitution and Canons at least sixty (60) days prior to the opening of the Convention. No such proposed alteration or addition shall be considered by the Convention until it has been referred to and reported upon by the Committee on Constitution and Canons. Every amendment or alteration proposed on any succeeding day of the Convention session shall be similarly referred and reported upon but may not be adopted without the consent of two-thirds of the delegates present. The Committee on Constitution and Canons may propose alterations on its own volition at any time. Changes approved at Convention shall go into effect immediately following the adjournment of that Convention.

Whenever feasible all proposed amendments to the Canons shall be in the following form:

Canon       , Section        of the Canons is hereby amended by the following changes [*here specify*] so as to read as follows.

- Section 4. All former Canons of the Diocese of Georgia not included in these Canons, are hereby repealed.

## RULES OF ORDER OF THE CONVENTION

### RULE I

The Convention shall open with prayer and the Celebration of the Holy Communion shall be at a time fixed by the Ecclesiastical Authority as specified in Article IV of the Constitution.

### RULE II

- (a) On the first day of the session, the Convention shall be called to order by the President, who shall be the Bishop, or Bishop Coadjutor, or, in his absence, by the President of the Standing Committee, or in his or her absence, by a clerical member of the Standing Committee.
- (b) *Roberts Rules of Order*, as adapted in the *Modern Rules of Order*, shall be a guide to parliamentary procedure except where contravened by these Rules. These Rules shall have precedence.

### RULE III

The Secretary of the last Convention, or, if the Secretary is absent, some other person appointed by the Bishop or the officer presiding, shall then present to the officer presiding an official list of those Clergy and Lay Delegates entitled to seats who are registered as attending Convention. The list of Delegates made by the Secretary shall be prima facie evidence of their right to a seat in the Convention.

### RULE IV

The Convention having thus organized, the first business thereafter shall be the appointment of a Secretary. The Secretary shall appoint an Assistant Secretary.

### RULE V

An Agenda or Order of Business with supplemental organizing instructions as desired shall be adopted. Prior to Convention, a proposed or tentative Agenda/Order of Business shall be announced to all Delegates by letter and/or publication in *The Church in Georgia*.

### RULE VI

Prior to or at the beginning of the Convention, the Bishop shall appoint from among the certified Delegates to Convention such non-canonical and non-constitutional committees as are deemed necessary for the good order and smooth functioning of the Convention. Among these should be at least a Committee on Credentials, Dispatch of Business and Agenda, and Reports.

### RULE VII

All matters for consideration of committees may then be presented for reference.

### RULE VIII

The Bishop's address, Parochial Reports and reports from the Committee on Credentials shall be in order at any time.

### RULE IX

Motions and notices shall be in order at any time.

Resolutions on non-budget items to be placed before Diocesan Convention, except those from Diocesan Council and Convention Committees, must be submitted to the Secretary of the Diocese in writing at least sixty days prior to said Convention.

The Secretary will make the resolutions available to the convocations of the Diocese for study and response before the Convention and will provide for their publication in the CHURCH IN GEORGIA, at the latest, in the issue next preceding Convention.

All resolutions will be sent to the Resolutions Committee or other appropriate committee as they are received for study and recommendation of the committee to Convention. Those affecting the Constitution and Canons or Rules of order for the Convention of the Diocese shall also be sent to the committee on same.

No resolution received from the floor of Convention shall be voted on without the consent of two-thirds of the voting delegates present at the Convention. Time permitting, such resolutions shall be referred to an appropriate regular or ad hoc committee for recommendation.

So that content and intent may be clearly understood, any resolution submitted, except those of a laudatory nature, shall be titled and include a summary of its content and purpose. Said summary shall be read when resolutions are presented for referral or vote.

#### RULE X

On the second and every succeeding day during the sitting of the Convention, after suitable devotions, the order of business, which shall not be departed from without the consent of two-thirds of the members present, shall be as follows:

1. Presentation of a list of names of Clergy and Lay Delegates now in attendance who were not on the previous day's list.
2. Unfinished business.
3. Notices, additional resolutions and miscellaneous business.

#### RULE XI

Elections may be held at any time when ordered by a resolution of the Convention.

#### RULE XII

A person to chair the Nominating Committee shall be appointed not less than 120 days preceding the next Diocesan Convention to make nominations for all elective offices to be filled by the next succeeding Convention, except for the Deputies and Alternates to the General Convention. The chairperson shall appoint other persons to the committee as necessary. The deans and all congregations of the Diocese of Georgia shall be notified at least 90 days before the Convention of all elective offices to be filled. The Deans, Rectors, Vicars or Senior Wardens shall bring the matter of diocesan elective offices to be filled to the attention of their respective Convocations, Vestries, Mission Vestries and Delegates to Convention. Any member thereof, collectively or individually, may return nominations to the Nominations Committee. All nominations received, together with appropriate summaries of qualifications for office, shall be distributed to all voting and clerical delegates prior to Convention. At Convention the Nominations Committee will place in nomination all names received. The Nominations Committee shall nominate at least two persons for each office that has a term of over one year and it shall ascertain that all nominees have consented to serve before being placed in nomination.

### RULE XIII

All reports recommending and requiring any action or expression of opinion by the Convention shall be accomplished by specific resolutions for the action of the Convention.

### RULE XIV

No motion shall be put or debated until it is seconded, and when seconded, it shall be stated by the President before it is voted on. Every resolution shall be reduced to writing and read by the Secretary.

If the question in debate contains several distinct propositions, any member may have the same divided.

When a question is under consideration, no motion shall be received unless to Lay upon the table, to postpone indefinitely, to postpone to a certain time, to commit it or to amend it, and motions for any of these purposes shall have precedence in the order herein named. But a substitute for a proposition amended, or for which an amendment is proposed, shall be in order before the main question or amendment.

The question of order herein stated shall not be held as exhaustive, but all questions not herein provided for shall be controlled by general parliamentary law.

Motion to table and to adjourn shall be decided without debate. The motion to adjourn shall always be in order.

On a question being put by the President, it shall be determined by the sound of the voices for or against, but any member may require a division. In the event of a close vote, the President may require a show of hands or other positive system for ascertaining the vote.

All motions to reconsider shall be made only on the same or succeeding day, and by one voting with the majority; nor shall any question be reconsidered more than once.

All questions of order shall be decided by the presiding officer, subject to an appeal to the Convention.

When any member is about to speak in debate, or present any matter to the Convention, he or she shall, with due respect, address the President, and be confined strictly to the point of debate.

No member shall speak more than twice in the same debate, without leave of the Convention. The Bishop shall always have the privilege of closing the debate.

Every member present on the floor and authorized to vote, when a question is put, shall vote yea or nay or may abstain. During the course of the Convention, an Alternate Delegate may vote in place of an absent Delegate if the absence is reported to the Credentials Committee and the Alternate is properly certified to vote as the Delegate. The Delegate may regain voting status at the beginning of the next session following a recess by notifying the Credentials Committee who shall recertify him or her as the voting Delegate.

A simple majority vote shall be sufficient to pass any motion unless otherwise specified in the Constitution or Canons

### RULE XV

Members shall not absent themselves from the sessions of the Convention unless they have leave or are unable to attend.

#### RULE XVI

When the Convention is about to adjourn, members shall keep their seats until the President leaves the Chair.

#### RULE XVII

Before the final adjournment of the Convention authority must be granted that the minutes of the Convention shall be referred to the Bishop, or Bishops, and the Chancellor for review, correction and appraisal prior to publication, after which the Convention shall close with such religious service as the President may direct.

#### RULE XVIII

No standing Rule of Order shall be suspended, changed or repealed without one day's previous notice to that effect, unless by an affirmative vote of two-thirds.

#### RULE XIX

If a ballot fails to result in an election to any office or offices, the three nominees receiving the lowest number of votes cast shall be dropped in the next succeeding ballot, except that the number of nominees shall never be reduced to less than double the number of offices to be filled. Provided further that, if the total number of individuals nominated to any office or group of offices shall exceed ten, then and in that event the seven nominees receiving the lowest number of votes cast shall be dropped in the next succeeding ballot, except always the number of nominees shall not be reduced to less than double the number of offices to be filled, provided however that this Rule shall not apply in the case of the election of a Bishop.

# THE BOARD OF OFFICERS, CORPORATION OF THE DIOCESE

## BY-LAWS

1. The Board of Officers of THE PROTESTANT EPISCOPAL CHURCH IN THE DIOCESE OF GEORGIA, INC., shall consist of the Bishop of the Diocese and seven Lay members to be elected by the Convention each year as provided by Canon I.10. The Treasurer of the Diocese shall be ex officio member of the Board.
2. The Bishop shall be ex officio President of the Board, and in case of vacancy in the Episcopate, the Vice President of the Corporation shall act as President pro tempore.
3. There shall be a Vice President, a Secretary and a Treasurer and an Assistant Secretary and an Assistant Treasurer, who may be one or more persons, elected by the Board, a majority of those present being sufficient to elect. In case of the illness or temporary absence of either the Secretary or the Treasurer and the Assistants, the Bishop may appoint an acting Secretary or acting Treasurer for the interim. A permanent vacancy in either office may be filled by the Board at any meeting.

Each of these officers shall hold office until a successor is elected and qualified, unless removed by a resolution of the Board. Such a resolution can be adopted by a vote of the majority of all the other members of the Board at a regular meeting.

The Board shall also have authority to fill any vacancy occurring in their number until the next Diocesan Convention; any member so elected shall hold office until a successor is elected by the Convention.

4. The Secretary shall keep a book of minutes in which he or she shall transcribe all the proceedings of the Board and do whatever else may be required of the Secretary by resolution of the Board.
5. The Treasurer shall receive, collect and safely keep all monies, papers and property committed to the Treasurer's care by the President or by the Board. The Treasurer shall act as the executive agent of the Board and be charged with the disbursement and investment, under the direction of the Board, of all funds belonging to the Corporation; and shall deposit all funds in a bank or banks to be designated by the Board.
  - (a) The Treasurer shall keep a separate account of each of the Funds in his or her charge; and no part of one Fund shall be disbursed, paid or invested for or on account of any other Fund except by resolution of the Board.
  - (b) The Treasurer shall sign all leases and receipts for the Corporation; and upon the repayment of Corporation Loans shall cancel and satisfy in the Corporate name all rights of the Corporation in and to the property conveyed to it as security for the loan.
  - (c) The Treasurer shall make to the Board a full and detailed annual statement of the accounts for the preceding calendar year before the time of the meeting of the Diocesan Convention each year; and shall file quarterly reports or summary of these accounts with the President in each year. The books shall be audited by a certified public accountant.

- (d) The Treasurer shall receive such compensation and allowance for office expenses and shall give such bond as may be fixed by the Board from time to time. The premiums on this official bond and the cost of auditing the books shall be charged up as part of the Treasurer's office expenses.
- 6. There shall be four regular quarterly meetings of the Board in each year. Special meetings may be called by the President at any time. In the absence or sickness of the President, special meetings may also be called by the Vice President or Treasurer or by any two members of the Board on written request to the Secretary.
- 7. The presence of at least four members shall be necessary to constitute a quorum for the transaction of business at any meeting of the Board. No voting by proxy shall be permitted. The Chair shall have the right to vote on all questions at all meetings of the Board. A tie vote on any question shall be considered as a negative decision.
- 8. In the absence of the President or the Vice President, any member may be called to the Chair by a majority of those present.
- 9. These by-laws may be amended at any meeting by the affirmative vote of five members of the Board.
- 10. The Bishop shall appoint a committee of three from the Board to be known as the "Grants Committee", to determine who shall be entitled to receive assistance from the Widows and Orphans Fund and from the Infirm and Disabled Clergy Fund, and to fix the amount of the allotment to be paid to each beneficiary on an annual basis. The action of the committee shall be subject to the review and approval of the Board of Officers at its Annual Meeting.
- 11. All loans of Corporate money, or money held in trust by the Corporation, shall as far as practicable be secured by a deed to secure debt, or in such other manner as may be approved by the Board.