

Constitution
and
Canons
together with
The By-Laws
and
The Rules of Order



for the Governance of the Protestant Episcopal Church in the

Diocese of Georgia

Adopted and Revised in Conventions 1823-2022

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CONSTITUTION

Article I: Of Accession

Sec. 1. **Accession to The Episcopal Church.** 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 Episcopal Church, and acknowledges the authority thereof.

Article II: Of Authority

- Sec. 1. **Authority.** The authority of this Diocese is vested in the Bishop Diocesan, the Bishop Coadjutor (if there be one), the Convention, the Standing Committee, the Board of Officers of the Corporation and the Diocesan Council.
- Sec. 2. **Ecclesiastical Authority.** The Bishop Diocesan is the Ecclesiastical Authority of the Diocese, unless the Bishop Diocesan or the Presiding Bishop has authorized another to act as Ecclesiastical Authority under the Canons of The Episcopal Church. In the absence of such, the Standing Committee is the Ecclesiastical Authority.
- Sec. 3. **Ex-Officio.** The Bishop Diocesan is the Ordinary of all religious and benevolent organizations of the Church within this Diocese, and as such is a member ex-officio of their governing bodies and may attend any of their meetings.
- Sec. 4. **Chief Pastor.** The Bishop Diocesan is the Chief Pastor of the Diocese, and may perform episcopal acts, officiate at any public service or preach within any Parish, Congregation, or elsewhere in the Diocese.

Article III: Of the Convention

- Sec. 1. **Convention.** The legislative power of the Diocese is vested in the Convention.
- Sec. 2. **Annual Meetings.** The Convention of this Diocese shall be convened annually at such time, place, and manner as the Convention may have appointed previously. In case of emergency, or for other sufficient cause, the Bishop may change the time, place, and manner of the meeting on giving at least three (3) days' notice thereof to all members of the Convention; and in case no Convention is convened in any year, those elected by the previous Convention shall continue to hold their respective offices until their successors are elected or appointed, as the case may be.
- Sec. 3. **Special Meetings.** The Bishop shall have power to call a special meeting of the Convention at such time, place, and manner as may be determined, giving not less than fifteen (15) days' notice to all members of the Convention. No business shall be transacted at such meeting other than that stated in the notice without the consent of a two-thirds majority of the delegates.
- Sec. 4. **Quorum.** A quorum for the transaction of business shall be a majority of Clerical and Lay Delegates from a majority of the Congregations of the Diocese.
- Sec. 5. **Composition of Convention.** The Convention shall be composed of both Clerics and Laypersons, as provided for in the Canons hereafter. The Convention shall be the final judge of the qualifications of its members, but no person under Ecclesiastical inhibition shall be entitled to a seat, voice, or vote in the Convention.
- Sec. 6. **Deliberations as One Body.** The Convention shall deliberate and act as one body, unless a vote by orders is required by three (3) priests and three (3) Laypersons, in which case each Clerical Delegate (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 unless specified otherwise by the Constitution or by Canon.
- Sec. 7. **Manner of Elections.** Except by unanimous consent or where elsewhere proscribed by the Constitution or by Canon, elections shall be by ballot, and the majority of votes shall be necessary for

an election to be declared. The manner of election of a Bishop of this Diocese shall be a vote by orders (Article III, Sec. 6) and may further be prescribed by Canon.

- Sec. 8. **The Presiding Officer.** The Bishop Diocesan, or Bishop Coadjutor, or in absence of either, the President of the Standing Committee, or in such absence, a priest of the Standing Committee designated by the Standing Committee, shall preside over the Convention.
- Sec. 9. **Officers of Convention.** At each annual meeting, the Convention shall elect a Secretary, a Treasurer, a Registrar, and a Chancellor, upon nomination by the Presiding Officer. Other such officers as may be necessary shall be elected by the Convention. The qualifications and duties of each office may be specified in Canon. All officers of convention shall serve a term of one year and may be elected again upon nomination by the Presiding Officer. In case of Vacancy in any office, the Presiding Officer shall appoint a replacement until the next annual meeting of Convention.
- Sec. 10. **How Conducted.** Rules of Order may be adopted.

Article IV: Of the Standing Committee

- Sec. 1. **The Standing Committee.** There shall be a Standing Committee, which shall have powers and duties and shall perform the functions required by the Constitution and Canons of The Episcopal Church and by these Constitution and Canons.
- Sec. 2. **Composition of Standing Committee.** The Standing Committee shall consist of four (4) priests and four (4) Laypersons. Vacancies shall be filled by majority vote of the members remaining until the next annual meeting of Convention, when a replacement shall be elected by the Convention.
- Sec. 3. **Election of Standing Committee.** Annually, a priest and a Layperson shall be elected for a term of four (4) years; and may not be re-elected until one (1) year has passed after serving any term longer than two (2) years.

Article V: Of the Deputies to the General Convention

- Sec. 1. **Election of Deputies and Alternates.** At the annual meeting of the Diocesan Convention occurring two (2) years prior to the year in which the General Convention meets, the Convention shall elect four (4) Clerics of this Diocese and four (4) 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 (4) Clerics and four (4) Laypersons with like qualifications, as Alternates. The Deputies so elected shall be authorized to represent the Diocese in that or any Special Convention until their successors are chosen. The Cleric receiving the most votes shall serve as chair of the Deputation.
- Sec. 2. **Nominations for Deputies.** Nominations for Deputies shall include consent of the nominee and must be received in the form approved by the Secretary no less than fourteen (14) days prior to the start of the Convention, with notice given to Diocese and members of the Convention no less than ninety (90) days prior to the start of the convention that nominations shall be accepted. Such nominations, in the form received, shall be distributed to the members of Convention no less than seven (7) days prior to the start of Convention. The Presiding Officer shall allow for additional nominations to be made from the floor prior to the election of Deputies. The Secretary shall duly qualify all nominees before any election proceeds.
- Sec. 3. **Manner of Election.** 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. After the election of Deputies, the Alternates for such Deputies shall be elected in a single ballot. The four (4) alternates of each order elected shall serve in order based upon the number of votes received.

Article VI: Of Amendments

- Sec. 1. **Proposing Amendments.** Any proposed amendment to the Constitution shall be submitted in writing to the Secretary of Convention at least sixty (60) days prior to the opening of a meeting of Convention to be considered in regular order. The Secretary shall refer the proposed amendment to the Committee on Constitution and Canons, who shall then make a report and recommendation available to the Deans and Convocational Councils no less than forty-five (45) days prior to a meeting of Convention for study, and the Secretary shall provide for the publication of the proposed resolution and report of the Committee on Constitution and Canons in the diocesan newsletter, at the latest, in the issue next preceding Convention. Any amendment proposed less than sixty (60) days of the Convention shall be similarly submitted to the Secretary, which shall refer to the Committee for the same, except that report and recommendation by the Committee shall be made to the Convention and the proposed amendment shall not be adopted without the consent of a two-thirds majority of the delegates. When submitted from the floor of Convention, time permitting at the discretion of the Presiding Officer, such proposed amendments shall be referred to the Committee on Constitution and canons to consider, report, and make recommendation to the Convention before adoption. Any foregoing requirement of referral may be dispensed with by a two-thirds majority of the delegates.
- Sec. 2. **Adopting Amendments.** If adopted by the Convention at which proposed, the same shall be presented at the next meeting of Convention; and, if adopted by that Convention, the amended Constitution shall go into effect immediately following the adjournment of that Convention.
- Sec. 3. **Form of Resolution.** Proposed amendments to the Constitution shall be in the following form: "Article....., Sec..... of the Constitution is hereby amended by the following changes [*here specify what is added and/or deleted in-line*] so as to read as follows [*here show clean amended version*]".

CANONS

CANONICAL DEFINITIONS

“Aided Parish” shall refer to any Congregation not able to meet the obligations of a parish as defined or described in these Constitution and Canons.

“Bishop” shall refer to the regularly elected and consecrated Bishop Diocesan who is the Ordinary of the Diocese. Excepting the absence of a Bishop Diocesan, 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. In the absence of a Bishop Diocesan, the term Bishop shall refer to the Ecclesiastical Authority consistent with Article II.2 of the Constitution, unless the context clearly requires another meaning.

“Bishops” shall refer to any regularly elected and consecrated Bishop Diocesan, 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 senior staff officer serving directly under and deputized by the Bishop Diocesan

“Canon” shall refer to the Canons of the Diocese, unless context clearly requires another meaning.

“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 Aided Parish as defined or described in these canons.

“Constitution” shall refer to the Constitution of the Diocese, unless context clearly requires another meaning.

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

“Diocesan Newsletter” shall refer to a publication of the Diocese, whether distribution is in printed or electronic form.

“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.

“Meeting [of Convention]” shall refer to any duly convened conference of the members of Convention in which a quorum is established.

“Parish” shall refer to a Congregation of the Diocese which has met all of the requirements described in Canon II.1.3.

“Priest in Charge” shall refer to a priest who has all rights and responsibilities of a Rector, but shall not have tenure. This may be a full- or part-time position.

“Rector” shall refer to a tenured (Canon II.4.1) priest in charge of a parish. The term “Interim Rector” may be used for a priest serving during a time of transition. Interim Rectors do not have tenure.

“Replacement” shall refer to any qualified person who has filled a vacancy in the manner prescribed by Constitution or Canon. Such person should have the full privileges and term of the role to which they fill.

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

TITLE I: ORGANIZATION AND ADMINISTRATION OF THE DIOCESE

Canon 1: Of the Convention

Sec. 1. **Organizing of Convention.** The Presiding Officer and any designees shall organize and convene the Convention according to the Constitution, Canons, and Rules of Order.

Sec. 2. **Lay Delegates of Convention.**

- (a) Every Congregation shall be entitled to send Lay Delegates to Convention with the number of Delegates determined by the Average Sunday Attendance (ASA) of the Congregation. Congregations with an ASA of 99 or less shall be entitled to two Lay Delegates; Congregations with an ASA of 100-199 shall be entitled to three Lay Delegates; Congregations with an ASA of 200 or more shall be entitled to four Lay Delegates.
- (b) The Average Sunday Attendance for purposes of this canon shall be the average of the ASA reported on the previous three parochial reports extant.
- (c) 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 elected from the members of the Congregation by the Wardens and Vestry thereof, or by the Congregation thereof.
- (d) The expenses of such Lay Delegates attending the Diocesan Convention shall be paid by their respective Congregations.

Sec. 3. **Clerical Delegates of Convention.**

- (a) Every Cleric who is canonically resident in the Diocese; *and* who is ecclesiastically employed within the Diocese; *or* who is continually exercising clerical functions in some Congregation within the Diocese; *or* exercising a ministry specially approved by the Bishop; shall have seat, voice, and vote at the Convention and shall attend the Convention unless excused by the Presiding Officer.
- (b) Other canonically resident Clerics shall be entitled to seat and voice at the Convention and shall attend the Convention unless excused by the Presiding Officer.
- (c) No Cleric shall have seat until all Canonical Reports required of said Cleric by the Bishop have been submitted, unless reasons sufficient to the Presiding Officer are given for the failure to submit such reports.
- (d) The expenses of such Clerical Delegates attending the Diocesan Convention shall be paid by their respective Congregations.

Sec. 4. **Other Members of Convention.** The Treasurer, the Registrar, and the elected Laypersons of the Diocesan Council are members of Convention with the right to seat, voice, and vote on all matters save when a vote by orders is called. The Chancellor, the Secretary, and the Chairperson of the Committee on Constitution and Canons are members of Convention with right to a seat and voice.

Sec. 5. **List of Members of Convention.** Thirty (30) days prior to the Convention the Secretary shall present to the Presiding Officer and give notice to the members of Convention a list of those members who are registered as attending the Convention from a list of the members entitled to seats therein prepared by the Bishop or such designee.

Sec. 6. **Election of Delegates.**

- (a) Lay Delegates and an equal number of Alternates for an annual meeting of Convention shall be elected from each Congregation in accordance with Canon I.1.2. Elections shall take place no less than forty-five (45) days prior to the annual meeting of Convention.
- (b) Each Congregation shall record the names of the duly elected Delegate(s) and Alternate(s) including the date of their election and whether elected by the Wardens and Vestry or the Congregation. Each Congregation shall submit the names of duly elected Delegate(s) and

Alternate(s) to the Dean of the Convocation and the Secretary of Convention no less than forty (40) days prior to the annual meeting of Convention.

- (c) It shall be the duty of the Secretary of Convention to convey to Congregations in a timely manner the means by which all persons required to or desiring to attend Convention may register.

Sec. 7. **The Officers of Convention.**

- (a) **The Secretary.** 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 (90) days after final adjournment of the Convention. The Secretary shall further perform the duties required of the office under the Canons of the The Episcopal Church. The Secretary 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, with the Registrar, preserve the Journals and records of the Convention. The Secretary shall distribute the Journal in the Diocesan Newsletter and as otherwise directed by the Canons of The Episcopal Church and by the Bishop.
- (b) **The Treasurer.** The Treasurer shall be a person learned in accounting and church finances and a confirmed communicant in good standing. It shall be the duty of the Treasurer of the Diocese to receive and disburse the moneys for expenses approved by Diocesan Convention and the support of the Episcopate. The Treasurer shall present the proposed budget, drafted by the Finance Committee, to the Diocesan Council for consideration, and, upon approval of Diocesan Council, shall present the budget to the next annual meeting of the Convention. The accounts of the Treasurer shall be rendered annually to the Convention. The Treasurer shall forward in due time to the Treasurer of the General Convention the amount approved in the diocesan budget for the General Convention.
- (c) **The Registrar and Records.** 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 Congregations, 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. In each Congregation, The Rector or Priest in Charge, together with the Wardens, is responsible for the preservation of all official records of the Cleric's 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.
- (d) **The Chancellor.** The Chancellor of the Diocese shall be a person learned in the law and a confirmed communicant in good standing. The Chancellor shall be admitted to practice law in the State of Georgia and shall be in good standing with the State Bar of Georgia. 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 for the best interest of the Diocese, and shall make annual reports to the Convention.
- (e) **Other Officers.** The Convention may elect such other officers and appoint such agents as it deems appropriate.
- (f) **Expenses.** The expenses of Officers of Convention attending the Diocesan Convention shall be reimbursed from the budget adopted by Convention.

Sec. 8. **The Election of a Bishop.** When there is a vacancy in the office of Bishop, 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. From time to time, the Standing Committee shall publish a policy and procedure for the Election of a Bishop in the Policy Manual consistent with Article III.7 of the Constitution. Immediately following the election of a Bishop, the voting delegates of the Convention shall proceed to sign the Canonical Testimonial.

Canon 2: Of the Standing Committee

- Sec. 1. **Council of Advice.** The Standing Committee shall serve as the Council of Advice to the Bishop Diocesan.
- Sec. 2. **Meetings.** 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 any time, or whenever requested by the Bishop Diocesan seeking advice, or whenever requested by any three members of the committee.
- Sec. 3. **Annual Report.** The Standing Committee shall annually report its proceedings to the Convention.

Canon 3: Of the Corporation

- Sec. 1. **Composition of the Board.** The Board of Officers of the Corporation shall consist of the Bishop and the Treasurer of the Diocese, ex officio, and seven Laypersons elected by Convention. One member shall be elected to the Board at each annual meeting of Convention for a term of seven years.
- Sec. 2. **Powers of the Board.** The Board shall, except during the annual sessions of Convention, exercise all the powers of the Corporation under its charter.
- Sec. 3. **Governance and Reporting.** 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 The Episcopal Church. 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 4: Of the Diocesan Council

- Sec. 1. **The Diocesan Council.** There shall be a Diocesan Council that shall carry out the duties of the Convention between meetings with regard to the ministry and mission of the diocese and the work committed to it, including the oversight of income and expenditures of the budget adopted by Convention.
- (a) **Amendments to Budget.** Between meetings of Convention, any proposed changes to the budget adopted by Convention, shall be submitted to and reported upon by the Treasurer before consideration by the Diocesan Council, and upon approval of Diocesan Council, shall be adopted.
- (b) **Urgent Amendments to Budget.** With the consent of the President and Vice President and notification to all members of the Council, a change to the budget being more urgent than the next meeting of the Diocesan Council shall allow, the Executive Council may act on behalf of Diocesan Council in Canon I.4.1a to the same effect.
- (c) **Limitations of Council.** The Council shall not elect a bishop, shall not amend the Constitution and Canons, shall not elect any Canonical Officers of Convention, and shall not take any action contrary to the actions of the convention, except as provided for by canon.
- Sec. 2. **Composition of the Council.**
- (a) **Members of the Council.** All members of council, Cleric and Layperson, shall have the same qualifications as required for members of the Convention with seat, voice, and vote.

- (b) **Members with Seat, Voice, and Vote.** The Bishops; the Treasurer of the Diocese; one Cleric and two Laypersons, none from the same Congregation, elected by each Convocational Council for three-year terms, one being elected each year and taking office at the close of the Convention following their election; and three at large members, Cleric or Layperson, from any Congregation, elected by Convention for three-year terms, one being elected each year and taking office at the close of the Convention 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. No member with seat, voice, and vote, who is also an employee of the diocese, shall be eligible to vote on budget matters considered by the Council.
- (c) **Members with Seat and Voice.** The Chancellor; The Secretary; 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); and all members of the Diocesan executive staff.
- (d) **Vacancies.** Convocational Vacancies shall be appointed by the Dean of the Convocation until the next Convocational Council meeting, when a replacement shall be elected by the Convocational Council. At-Large vacancies shall be filled by majority vote of the members remaining until the next annual meeting of Convention, when a replacement shall be elected by the Convention.

Sec. 3. **Officers of Council and Executive Council.** The Bishop shall be the President of Council. Annually, The Council shall elect from among its Clerical members a Vice President. In the absence of the President, the Vice President shall preside over meetings of the Council. The Council may elect such other officers and appoint such agents as it deems appropriate. The Council shall elect three of its voting members to serve with the President, Vice President, and Treasurer on an Executive Council. Vacancies shall be filled by the remaining members of the Executive Council until the next meeting of the Diocesan Council, when a replacement shall be elected by the Diocesan Council.

Sec. 4. **Open Meeting.** All communicants and Clerics 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.

Canon 5: Of the Deputies to the General Convention and Provincial Synod

Sec. 1. **Notice to Serve.** Having been elected in accordance with Article V of the Constitution, no less than fifteen (15) days before a meeting of the General Convention or Provincial Synod, each Deputy and Alternate shall give notice to the Secretary their intention to attend the meeting and perform their respective duties in accordance with the Constitution and Canons of The Episcopal Church.

Sec. 2. **Vacancy.** Should a vacancy arise in the Deputation due to a failure of notice or otherwise, the Secretary shall then designate, from the list of Alternates having given notice, the Alternate, having successively the highest number of votes, or, in case of a tie, by lot, to fill such vacancy. If no Alternate is available, the Bishop shall appoint such number of Clerics and Layperson with like qualifications as those elected as may be necessary to complete the Deputation.

Sec. 3. **Fourth Province.** Under the provisions of Article VII of the Constitution of The Episcopal Church and of Title I, Canon 9 of the The Episcopal Church, the Diocese of Georgia hereby gives its consent to its inclusion within the Fourth Province.

Sec. 4. **Synod Deputation.** The Diocese shall be represented in the Provincial Synod by the Bishops as well as the Clerical and Lay members of the Deputation to General Convention as provided for in the Constitution and Canons.

Canon 6: Of Diocesan Institutions

Sec. 1. **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 Bishop 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 7: Of Commissions and Committees

Sec. 1. **Finance Committee.** There shall be a Finance Committee, chaired by the Treasurer, which shall have the duties and authority as prescribed by the Constitution and Canons of The Episcopal Church and by Canon of this Diocese. 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. The Committee shall consult and give advice to the Bishop, the Convention, and Diocesan Council on all fiscal matters of the Diocese, except those in the custody of the Board of Officers of the Corporation. Annually, the Committee shall draft the proposed diocesan budget in accordance with any policy published by Diocesan Council. Annually, the Committee shall review the remuneration of the Bishop and all other diocesan officials and employees.

Sec. 2. **Liturgical Commission.** There shall be a Liturgical Commission that 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 Commission on Liturgy and Church Music and other appropriate bodies or committees of General Convention, and plan and carry out programs within the Diocese consonant with its purposes.

Sec. 3. **Commission on Ministry.** There shall be a Commission on Ministry that shall have the duties and authority as prescribed by the Constitution and Canons of The Episcopal Church and by Canon and shall consist of an Interview Committee and Board of Examining Chaplains.

(a) **Interview Committee.** The Interview Committee shall consist of three to six Clerics, at least one of whom shall be a deacon, and an equal number of Laypersons plus a chair who shall be a priest.

(b) **Board of Examining Chaplains.** The Board of Examining Chaplains shall consist of one chaplain for each of the following six areas: Holy Scripture; Liturgy and Church Music; Church History; Theology; Theory and Practice of Ministry in Contemporary Society; and Ethics & Moral Theology.

Sec. 4. **Honey Creek Development Committee.** There shall be a Honey Creek Development Committee that shall serve with the Executive Director and other diocesan staff to support the current ministry and future development of Honey Creek as a mission asset of the Diocese.

Sec. 5. **Committee on Constitution and Canons.** There shall be a Committee on Constitution and Canons that shall have the duties and authority as prescribed by Canon and the Rules of Order. The Chancellor shall be an ex-officio member of and advisor to the Committee. It shall be the duty of the Committee to consistently review and make recommendations to Convention for amendment, as appropriate, to the Constitution and Canons along with Rules of Order and any other documents which have the effect of establishing rules, regulations, and procedures related to the work of Convention. The Committee shall consider, report, and make recommendation of any proposed amendment duly referred. The Committee shall endeavor to support the intention and clarity of the author of the proposed

amendment by ensuring such proposed amendments duly submitted to the Secretary come to the Convention in the appropriate style and manner prescribed by Canon.

- Sec. 6. **Creation Care Commission.** There shall be a Creation Care Commission that shall support the diocese's congregations, schools, and groups in their ministries of reconciliation with God's Creation. Through education, inspiration, and action, it shall develop life-giving and healing conservation practices, cultivate climate change mitigation, and advocate for environmental justice across the diocese. It shall serve as a liaison between the diocese and environmental stewardship groups within and beyond the Episcopal Church. Members and a Chair shall be nominated annually by the Bishop and elected by the Convention, with at least one member representing each convocation of the diocese.
- Sec. 7. **Elections and Terms.** At each annual meeting, the Convention shall elect members of Advisory Commissions and Committees upon nomination by the Presiding Officer. Unless specified otherwise by Canon, the term of the elected members of Commissions and Committees shall be for one year.
- Sec. 8. **Other Commissions and Committees.** Unless by amendment of Canon, other Commissions and Committees of the Diocese may be recognized by the Bishop and Diocesan Council annually in a procedure that shall be established and published by the same.
- Sec. 9. **Vacancies.** The Bishop shall have the authority to fill vacancies in any commission or committee for which no specific provision is made for the filling of vacancies.
- Sec. 10. **Funding.** All Commissions and Committees of the Diocese in Canon 7 shall be sufficiently resourced and funded in the budget adopted by the Convention or as amended upon by Diocesan Council (I.4.1) to ensure the vitality of their ministry.

Canon 8: Of Convocations and Convocational Councils

- Sec. 1. **Establishment of Convocations.** For the purpose of association and administration, the Bishop may apportion the Diocese into areas that shall be known as Convocations, the boundaries of which may, from time to time, be changed by the Bishop.
- (a) **Deans.** The Bishop may appoint Deans in the several Convocations, there being one Cleric serving as Dean in each Convocation. Deans serve at the pleasure of the Bishop and shall have terms of three years, upon which the Bishop shall appoint another Cleric as Dean. The Dean convenes the Clericus of the respective Convocation, serves as chair of the Convocational Council, sits on the Diocesan Council without vote, and supports the ministry of the Bishop in the Convocation. The appropriate expenses of Deans in the course of their ministry shall be reimbursed from the budget adopted by Convention.
- Sec. 2. **Convocational Council.** There shall be a Convocational Council in each Convocation consisting of the Dean of that Convocation together with the Clerical and Layperson voting members of Convention. Each congregation shall have a maximum of two votes at Convocation Council meetings consisting of one Clerical and one Layperson from their delegation. Voting members should be identified at the start of the meeting. Should a Cleric qualify to be a member representing more than one Congregation, that Cleric shall have only one vote in any proceedings of the Convocational Council.
- (a) **Meeting.** The Convocational Council shall meet at least once a year between thirty (30) and forty (40) days prior to the annual meeting of Convention. The Convocational Council shall meet to consider, review, study, and discuss items for the upcoming Convention, including qualified nominees for elected positions, as well as the execution of the programs of the Diocese within the Convocation and opportunities for convocational ministries and gatherings. At least thirty (30) days prior to any meeting, the Dean shall notify the convocational Congregations of the time, place, and manner of said meeting of the Convocational Council and request the names of qualified persons to be placed in nomination for the three-year term on Diocesan Council.

- (b) **Election to Diocesan Council.** At its required meeting, the Convocational 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 (3) term on the Diocesan Council; such term to begin at the close of the next annual meeting of the Convention. A Cleric shall succeed a Cleric and a Layperson shall succeed a Layperson. Convocational vacancies shall be appointed by the Dean of the Convocation until the next Convocational Council meeting, when a replacement shall be elected by the Convocational Council.
- (c) **Open Meeting.** All communicants and Clerics in good standing in the Convocation are welcome at all meetings of Convocational Council. If they wish to attend and address Convocational Council on a matter related to the agenda, they are to seek prior permission from the Dean.
- (d) **Reporting.** The Dean or a designee shall send a report of each Convocational Council meeting to each Congregation within the respective Convocation and to the Secretary of the Convention within five (5) days of its adjournment.

Canon 9: Of Funding the Mission and Ministry of the Diocese

- Sec. 1. **Tithe.** 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 August 15 of each year, Congregations shall be given notice of its ten percent contribution (based on its Annual Parochial Report) to the mission and ministry of the Diocese for the upcoming year. 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.
- Sec. 2. **Unable to Tithe.** When a Congregation is unable to commit to give ten percent, they shall submit an appeal to the Diocesan Council, who shall publish a policy for considering appeals to the tithe. In the event that annual contributions from any Congregation fall short of the ten percent assessment or the reduced amount set by Diocesan Council, Canon II.1.4c shall become applicable.
- Sec. 3. **Exceeding the Tithe.** Some Congregations will desire to give more than ten percent. The Congregation may designate such amounts exceeding the tithe to a specific purpose or ministry and such designated monies shall be restricted to the purpose or ministry by the Treasurer. Any giving exceeding the tithe that is not designated shall be considered unrestricted operating revenue by the Treasurer.

Canon 10: Limitation of Elective Positions

- Sec. 1. **Conflicting Offices.** No Cleric or Layperson shall hold more than one of the following positions at one time: member of the Standing Committee, member of the Diocesan Council, or Trustee of the Diocese. These restrictions shall not apply to an ex officio member of any of these bodies.

Canon 11: Of the University of the South

- Sec. 1. **University of the South Trustees.** At its annual meeting, the Convention 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, one priest and two Laypersons, none being from the same Congregation. In the case of a Vacancy, the Bishop may appoint qualified persons to serve until the next annual meeting of Convention, when a replacement shall be elected by the Convention.

Canon 12: Of The Church Pension Fund

Sec. 1. **Participation.** The Diocese adopts and participates in the system of The Church Pension Fund as established by the Canons of The Episcopal Church.

Canon 13: Of Dissolution

Sec. 1. **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 ensure 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.

TITLE II: ORGANIZATION AND ADMINISTRATION OF CONGREGATIONS

Canon 1: Of Parishes

Sec. 1. **Organization of Congregations.** The Bishop may organize ministry into local Congregations. These include Parishes, Aided Parishes, and may include other formations as specified to carry out the work of the Gospel.

Sec. 2. **Aided Parishes.** The Aided Parishes of the Diocese shall be under the supervision and control of the Bishop consistent with the Canons. The Bishop shall appoint all Clerics and may suspend or remove them.

- (a) It shall be sufficient 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 Congregation 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.
- (b) No Priest in Charge 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 Congregation, 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 Priest in Charge, while acting under the appointment of the Bishop, shall engage in no secular occupation whatever, without a like consent.
- (c) The Aided Parish shall, between the First Sunday in Advent and the 31st of January each year, hold an Annual Meeting of the Aided Parish whose purpose shall be to learn the state of the Aided Parish, to plan its development, to elect Vestry members, and to elect from among the 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 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 Vestry shall name a Secretary and Treasurer, not necessarily from among their number.
- (d) The Vestry is charged with the administration of temporal affairs of the church under the guidance of the Priest-in-Charge, and 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.
- (e) The 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 Aided Parish 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 Aided Parish's budget and shall subscribe to the same declaration or promise required for members of Vestries and Wardens of Parishes.
- (f) Any member of the 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 Vestry, unless satisfactory explanation is offered. All vacancies in the Vestry are to be filled by appointment of the Priest in Charge from the Communicants in good standing to serve until the next Annual Meeting of the Congregation.
- (g) Regular meetings of the Vestry shall be held every month upon such days and hours as shall be agreed upon by the Vestry. Special meetings may be called by the Bishop, or by the Priest in Charge, or by any three members of the 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 Vestry each member, including the Priest in Charge, shall have an equal right in proposing and discussing measures. The official presiding shall have the casting vote in case of a tie.

- (h) 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.
- (i) The Bishop of the Diocese, ex officio, or in his absence, the Priest in Charge, shall preside at all meetings of the 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.
- (j) The Vestry shall elect Delegates to Convention, in accordance with Canon I.1.6.
- (k) It shall be the duty of the Wardens to open the church, under the direction of the Priest in Charge, 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 Priest in Charge, the bread and wine for the Holy Communion, take charge of the sacred vessels, linen, service books, and registers belonging to the Congregation, and shall endeavor, in the absence of a Priest in Charge at any time, to keep up the services with regularity.
- (l) The Senior Warden is the assistant to the Priest in Charge in making provisions for the maintenance of liturgies. In the absence of the Priest in Charge, after consultation with the Convocation Dean, the Senior Warden shall provide a Minister for the Divine Services. In the absence of a Priest in Charge the Senior Warden shall assure maintenance of the Church Register, and shall also assure accomplishment of correspondence by and for the Congregation.
- (m) The Junior Warden is charged with the care of church property and order, courtesy and hospitality on occasions of public worship.
- (n) The offering received in the church shall be turned over to the Treasurer.
- (o) It shall be the duty of the Treasurer to receive or collect all monies received by the Congregation, and to disburse what is locally necessary under the order of the Vestry, and to remit its pledge portion to the diocesan office and make agreed monthly payments to the Priest in Charge. If either cannot be done, the diocesan office shall be notified immediately.
- (p) The minutes, including the financial report, of the Vestry of an Aided Parish shall be carefully preserved by the clerk and a copy sent to the Bishop and Convocation Dean immediately following each meeting.
- (q) The Congregation shall submit to the Bishop an annual parochial report in accordance with the requirements of Canon II.6.
- (r) It shall be the duty and prerogative of the Priest in Charge 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 Priest in Charge such appointment may be made by the Vestry, which shall in all cases determine the salary, if any, to be paid.
- (s) The failure of the people of the Aided Parish to fulfill these stipulations shall be sufficient cause to warrant the Bishop withdrawing the Priest in Charge.

Sec. 3. **Receiving Parish Status.** An Aided Parish of the Diocese when no longer receiving financial subsidy may signify to the Bishop and Standing Committee its desire to apply for Parish status. The applicant Aided Parish through its 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 Bishop shall require such information as may demonstrate the practicality and appropriateness of the move to Parish status, and shall provide counsel to the Aided Parish as it fulfills the requirements of this Canon. An Aided Parish meeting the expectations of a Parish shall return to or attain Parish status with the approval of the Bishop and a formal vote of approval by the Standing Committee.

- (a) Whenever an Aided Parish is advanced to Parish status, its Vestry shall continue as 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 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 Bishop, 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 The Episcopal Church and of the Diocese of Georgia, shall be strictly followed and observed, and all acknowledgments and records thereby required shall be duly made.

Sec. 4. **Change in Status of Congregations.** From time to time, there may be a need for a change in status of Congregations. Such changes should be reflected in the following Canons.

- (a) **Request Change to Aided Parish.** 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 Aided Parish, stating fully the grounds of the petition, the Bishop may grant or refuse the petition; and the Bishop's action thereon shall be recorded with the said petition in the minutes of said Parish and the Bishop shall give a report to the Standing Committee for its approval or disapproval. It shall be the duty of the Bishop, if practicable, to preserve the property of such Parish for the benefit of the Church.
- (b) **Parishes and Compensation.** No Congregation of this Diocese shall be entitled to Parish status which does not pay the Rector and its other full- or part-time Priests at least the minimum salary of the Diocese as recommended and established by the Diocesan Council for Priests in charge of 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 Clerics 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 with the approval of the Standing Committee, revert to the status of an Aided Parish subject to Canon II.1.2.
- (c) **Parishes and Tithes.** In the event that annual contributions from any Congregation fall short of the ten percent assessment or the reduced amount set by Diocesan Council per Canon I.9, such Congregation may, at the discretion of the Bishop and with the approval of the Standing Committee, revert to the status of an Aided Parish subject to Canon II.1.2.
- (d) **Aided Parish Closure.** When, in the judgment of the Bishop, an Aided Parish has not fulfilled the purpose for which it was created, The Bishop shall, with the approval of the Standing Committee, declare such Aided Parish extinct and report such action to the next Annual Convention. Six months after an Aided Parish is declared extinct the Communicants and Baptized Persons remaining on the rolls shall be transferred to the nearest active Congregation, with the concurrence of the Rector/Priest in Charge. 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 Congregation as he or she shall deem best for the interest of the Diocese.

- (e) **Parish Aid.** 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.
- (f) **Cleric after Change to Aided Parish.** Whenever the status of a Parish is changed for any reason to that of an Aided Parish, thereupon the status of the Rector shall change to that of Priest-in-Charge, and further service in the same Congregation shall be in accordance with Canon II.1.2.
- (g) **Cleric after Change to Parish.** Whenever the status of an Aided Parish is changed to that of a Parish, thereupon the status of the Priest-in-Charge shall change to that of Rector, and further service in the same Congregation shall be compliant with the Canon of The Episcopal Church, “Of the Life and Work of Priests”.

Sec. 5. **Congregation at Risk.**

- (a) **Purpose.** 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.
- (b) **Inquiry for Purposes of Restoration of Congregational Health.** 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 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 Sec. (g) exist or condition number 9 in the same Sec., 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 Sec. (g) exist or condition 9 in the same Sec., may initiate such inquiry.
 3. The Standing Committee, believing that either three or more of the conditions listed in 1-8 of Sec. (g) exist or condition 9 in the same Sec., 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 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 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.
- (g) **Conditions Leading to Determination of a Congregation at Risk.** No declaration of a Congregation at Risk may be made except upon an inquiry and finding that either condition 9, or

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 Priest in Charge.
 4. The failure to pay the minimum Clerical 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 cleric(s).
 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 upon the criteria in Sec. (g), the findings are to be reported to Ecclesiastical Authority, the Standing Committee, and the Congregation involved. After a Congregation's Rector 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.
- (i) **Outcome of a Declaration that a Congregation is at Risk.** 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 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 Priest in Charge and Vestry of the Congregation by the Ecclesiastical Authority, and/or their representative.
 - (b) The Rector 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 Sec. (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.
- (l) **Removal of a Declaration of a Congregation at Risk.** 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.

Canon 2: Of Elections of Wardens and Vestry Members

- Sec. 1. **Election of Vestry Members.** Unless otherwise provided in the Act of Incorporation, or permitted by the Bishop, every Congregation shall, prior to the thirty-first day of January each year, elect from the confirmed adults in good standing sixteen (16) years of age or older enrolled in the Congregation, 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 or by Parish by-law. Selection of the Senior Warden may be delegated to the Vestry or Rector by consent of the majority of those voting at the annual or special Congregation meeting or by Parish by-law. The Vestry shall elect, but not necessarily from its membership, a Secretary and Treasurer.
- Sec. 2. **Declaration and Promise:** 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.
- Sec. 3. **Voting and Vacancies.** Except when otherwise specified by charter or Act of Incorporation, those confirmed adults enrolled in the Congregation 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. Whenever a vacancy occurs in the office of Warden or Vestry Member, unless otherwise provided for in Parish by-laws, the Wardens and Vestry Members of that Parish shall fill such vacancies by election, and the person elected, of like qualifications, shall hold office to which elected for the balance of the unexpired term of the person replaced.
- Sec. 4. **Meetings of the Vestry.** The Vestry of every Congregation shall meet monthly unless otherwise determined by a majority of the members thereof. The Rector, or in absence of such, 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 special 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 notice must be given 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, unless a two-third majority of the Vestry shall consent.

Canon 3: Of a Call for a Cleric to Ecclesiastical Employment within the Diocese

Sec. 1. **Fitness of Call.** No Cleric shall be called to Ecclesiastical Employment within the Diocese without previous conference between the Vestry of the Parish and the Bishop of the Diocese in reference to the Cleric's fitness. See Title IV of the Canons.

Sec. 2. **Consent of Bishop.** No Cleric shall enter upon any ecclesiastical position within the Diocese until having had obtained the written permission of the Bishop.

Canon 4: Of Dissolution of Pastoral Relationship

Sec. 1. **Tenure of a Rector.** Except upon mandatory resignation by reason of age, a Rector may not resign as Rector of a Parish without the consent of its Vestry, nor may any Rector canonically or lawfully elected and in charge of a Parish be removed there from by the Vestry against the Rector's will, except as provided by the Canons of The Episcopal Church.

Canon 5: Of Indebtedness

Sec. 1. **Limitations of Indebtedness.** No indebtedness shall be incurred by a Congregation 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 Aided Parish seeking to incur indebtedness in excess of 50% of the average annual receipts of such Congregation for the last three years, shall do so only on approval of the Bishop and Standing Committee.

Sec. 2. **Exclusion from Receipts.** Provided that in computing receipts under paragraphs (a) and (b) of Sec. 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.

Sec. 3. **Plan of Payment.** 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.

Sec. 4. **Construal of Canon.** This Canon shall not be construed so as to conflict with any state law nor to the refinancing of existing loans.

Canon 6: Of Parochial Reports

Sec. 1. **Fiscal Year.** The fiscal year of this Diocese and of every Congregation thereof shall begin on January 1st.

- Sec. 2. **Parochial Report.** 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 Episcopal Church, Title I, Canon 6, Sec. 1. Should there be no Bishop, such reports shall be sent to the President of the Standing Committee.
- Sec. 3. **Clerical Vacancy.** It shall be the duty of every Cleric in charge of any Congregation 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.
- Sec. 4. **Accounting and Audits.** Each congregation 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 shall be reviewed or audited by an independent Certified Public Accountant or, alternatively, shall 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.
 - (c) 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.
 - (d) 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.
- Sec. 5. **Payable.** 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.
- Sec. 6. **Review of Stipends.** It shall be the duty of the Wardens of every Congregation to review annually the stipends and allowances of the Clerics of the Congregation, and all paid staff persons, and to make recommendations to their Vestry.

Canon 7: Of Special Offerings

- Sec. 1. **Special Offerings:** 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 in such manner as the Bishop shall direct, for use in the furtherance of ministry 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.
- Sec. 2. **Cause of Omission.** 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.

- Sec. 3. **Through Bishop.** All special offerings called for in this Diocese or by the General Convention are to be transmitted through the office of the Bishop.
- Sec. 4. **In lieu.** 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 8: Of Investments

- Sec. 1. **Funds in Excess.** Congregations 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.
- Sec. 2. **Establishment of Account.** To this end, Congregations will establish one or more accounts with the Board which shall be the subject of an Account Agreement, agreed upon by the Congregation, 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.
- Sec. 3. **Funds Available.** Upon request of the Board, invested funds shall be available to the congregation subject to the restrictions, if any, specified in the Account Agreement.
- Sec. 4. **Waiver.** Congregations may be granted a waiver from compliance with this Canon by requesting one from the Finance Committee of the Diocese. All waivers granted shall remain in effect for a period of three years, subject to automatic extensions in three (3) year increments, provided that the Congregation furnishes the Finance Committee with written certification that the required investment policies and criteria enumerated below remain in place and in effect, with no material changes, and that the same shall remain in place and in effect, with no material changes, for the ensuing three (3) years. Waivers shall be granted if the Congregation can demonstrate to the Finance Committee of the Diocese that it has processes and policies in place that are accepted as a prudent approach to investing, managing, and monitoring their investment funds, namely:
- (a) All investment accounts are in the name of the Church only with no individual names listed on the account, except when an account is in the name of duly appointed trustees, subject to a legally binding trust instrument;
 - (b) The Vestry has complete control over all investment accounts and receives reports (at least quarterly) on each account at a regularly called Vestry meeting, except in the case of investment accounts of legally-established formal trusts where the duly appointed trustees have complete control over these trust accounts;
 - (c) The Vestry has a Gift Acceptance Policy in place that states which assets can be accepted and which cannot;
 - (d) The Vestry has an Endowment Resolution for each of the church’s endowed funds that states clearly the purpose of each fund, any restrictions or limitations, and how the fund serves the church’s mission;
 - (e) The Vestry has an Investment Policy Statement describing its general investment goals, parameters of asset allocation, and risk tolerance;
 - (f) The Vestry has a Spending Rate Policy that clearly states the formula that determines how the funds available for distribution will be calculated and how they will be spent;
 - (g) The Vestry provides the Finance Committee their Investment Performance Statements from the previous three years; and
- Sec. 5. **Outside Trust.** This canon does not apply in the case of investment accounts where the Congregation is the beneficiary of already-existing, legally established outside trusts. Congregations are forbidden

from establishing outside trusts with existing Parish funds or with funds given directly to a Congregation.

Canon 9: Of Legal Rights Not Prejudiced by Canons

Sec. 1. **Of Legal Rights.** Nothing in these Canons shall prejudice the legal rights of any Parish or Vestry already existing by act of incorporation.

TITLE III: GENERAL PROVISIONS

Canon 1: Of Quorums and Attendance

- Sec. 1. **Quorum.** In all cases in which a Canon directs a duty to be performed or a power to be exercised by any body consisting of several members, a majority of the members, the whole being duly notified of the meeting, 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.
- Sec. 2. **Attendance.** Appointed or elected members of Diocesan Council or any other diocesan 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 and accepted by the Chair of such body. The vacancy thus created shall be filled in accordance with Canon I.7.9, unless otherwise provided by canon or by-laws of the body affected.

Canon 2: Of Policy and Procedure

- Sec. 1. **Policy Manual.** Whenever these Canons provide that a policy and/or procedure be published, it shall be published in the Policy Manual of the Diocese. The Policy Manual shall be updated by the Secretary whenever such Policy shall be adopted by the duly authorized body. From time to time, the Bishop and/or Diocesan Council may also publish policies and procedures (e.g. ordination, visitations, emergency guidance).
- Sec. 2. **Policy Amendment.** The Convention shall retain the right to amend any such policy by resolution.

TITLE IV: ECCLESIASTICAL DISCIPLINE

Canon 1: Of The Disciplinary Board

Sec. 1. **Disciplinary Board.** There is hereby established the Disciplinary Board in and for the Diocese of Georgia.

Sec. 2. **Composition of the Disciplinary Board.**

- (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 to 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 (3) months of notification of the vacancy unless sooner required by other provisions of the Canons of The Episcopal Church or Canons of this Diocese.
- (d) Within sixty (60) 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 2: Of Offenses, Charges, Presentments, and Trials

Sec. 1. **Offenses.** Offenses for which a Cleric may be subject to discipline are those contained in the Canons of The Episcopal Church.

Sec. 2. **Discipline.** The mode and manner of discipline of Clerics and the making of charges, securing presentments, and of conducting trials shall be as established in the Canons of The Episcopal Church.

TITLE V: OF AMENDMENTS

Canon 1: Of Amendments

- Sec. 1. **Proposing Amendments.** Any proposed amendment to the Canons shall be submitted in writing to the Secretary of Convention at least sixty (60) days prior to the opening of a meeting of Convention to be considered in regular order. The Secretary shall refer the proposed amendment to the Committee on Constitution and Canons, who shall then make a report and recommendation available to the Deans and Convocational Councils no less than 45 days prior to a meeting of Convention for study, and the Secretary shall provide for the publication of the proposed resolution and report of the Committee on Constitution and Canons in the diocesan newsletter, at the latest, in the issue next preceding Convention. Any amendment proposed less than 60 days of the Convention shall be similarly submitted to the Secretary, which shall refer to the Committee for the same, except that report and recommendation by the Committee shall be made to the Convention and the proposed amendment shall not be adopted without the consent of a two-thirds majority of the delegates. When submitted from the floor of Convention, time permitting at the discretion of the Presiding Officer, such proposed amendments shall be referred to the Committee on Constitution and Canons to consider, report, and make recommendation to the Convention before adoption. Any foregoing requirement of referral may be dispensed with by a two-thirds majority of the delegates.
- Sec. 2. **Adopting Amendments.** If adopted by the Convention at which proposed, the amended Canons shall go into effect immediately following the adjournment of that Convention.
- Sec. 3. **Form of Resolution.** Proposed amendments to the Constitution shall be in the following form: "Title....., Canon....., Sec....., [Clause.....] of the Canons is hereby amended by the following changes [*here specify what is added and/or deleted in-line*] so as to read as follows [*here show clean amended version*]".
- Sec. 4. **Former Canons.** All former Canons of the Diocese of Georgia not included in these Canons, are hereby repealed.

Rules of Order of Convention

- RULE I On the first day of the session, the Convention shall be called to order by the Presiding Officer as set forth by Canon. The Convention shall open with prayer. During the regular session of the Convention, a sermon or address shall be delivered by the Bishop or by a Priest appointed by the Presiding Officer; and there shall be a celebration of the Holy Communion at a time fixed by the Presiding Officer.
- RULE II *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 or by Canon. These Rules or Canon shall have precedence.
- RULE III The Secretary of the last Convention, or, if the Secretary is absent, some other person appointed by the Presiding Officer, shall then present to the Presiding Officer an official list of those Clerical 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. Following the election of the Officers, the Officers may notify the Presiding Officer of the appointment of any Assistant(s), who shall support the Officers in the duties prescribed by Canon but shall not be (an) Officer(s) of Convention.
- RULE V An Agenda or Order of Business with supplemental organizing instructions as desired shall be adopted. 30 Days Prior to Convention, notice of a proposed Agenda/Order of Business shall be given to all Members of the Convention by the Secretary.
- RULE VI Prior to or at the beginning of the Convention, the Bishop may 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.

A Resolutions Committee, consisting of qualified members and a chair, shall be appointed by the Presiding Officer not less than 120 days prior to the next meeting of Convention.

Resolutions on non-budget items to be placed before Diocesan Convention, except those from Diocesan Council or Convention Committees, must be submitted to the Secretary of the Convention in writing at least sixty (60) days prior to said Convention. Any such resolution not submitted at least sixty days prior shall be proposed from the floor of Convention by a member of the Convention.

The Secretary shall refer the resolutions to the Resolutions Committee, who shall then make a report available to the Deans and Convocational Councils no less than forty-five (45) days prior to a meeting of Convention for study, and the Secretary shall provide for the publication of the proposed resolution and report of the Resolutions Committee in the diocesan newsletter, at the latest, in the issue next preceding Convention.

No resolution proposed from the floor of Convention shall be voted on without the report of the Resolutions Committee. Every resolution shall be reduced to writing and reviewed by the Secretary. Time permitting at the discretion of the Presiding Officer, such resolutions shall be referred to the Resolutions Committee to report to the Convention before a vote shall be taken. Any foregoing requirement of referral may be dispensed with by a two-thirds majority of the delegates.

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 made available when resolutions are presented for referral or vote. The Resolutions Committee shall endeavor to support the intention and clarity of the author of the resolution by ensuring such resolutions duly submitted to the Secretary come to the Convention in the appropriate style and manner herein prescribed.

- 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 Clerical 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 closing nominations for elective offices.
- RULE XII A Nominations Committee, consisting of qualified members and a chair, shall be appointed by the Presiding Officer not less than 120 days prior to the next meeting of Convention to receive nominations for all elective offices to be filled by the Convention. The Chair of the Nominations Committee shall notify the Deans and all congregations of the Diocese of Georgia at least ninety (90) days before the Convention of all elective offices to be filled, thus beginning the period of receiving nominations. The Deans, Rectors, Priests in Charge or Senior Wardens shall bring the matter of diocesan elective offices to be filled to the attention of their respective Convocations, Vestries, and Delegates to Convention. Any member thereof, collectively or individually, may return nominations to the Nominations Chair. All nominations received together with appropriate summaries of qualifications for office, shall be distributed to all voting members prior to Convention. Nominations received less than 14 days prior to the Convention may not be included in the printed publications of the Convention. At Convention, the Chair of the Nominations Committee shall place in nomination all names duly received. The Chair shall endeavor to secure at least two nominees 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 announced by the Presiding Officer before it is voted on.

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 Presiding Officer, 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 Presiding Officer 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 Presiding Officer, 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 Presiding Officer 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. If the absent Delegate becomes present, prior to the beginning of the next session the Delegate shall notify the Credentials Committee, who shall certify the Delegate in place of the Alternate.

- 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 Presiding Officer rises.
- RULE XVII Before the final adjournment of the Convention, authority must be granted that the minutes of the Convention shall be referred to the Presiding Officer and the Chancellor for review, correction, and appraisal prior to publication, after which the Convention shall close with such religious service as the Presiding Officer 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 of the members present.
- 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 By-Laws of the Board of Officers of the Corporation of the Diocese

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 Laypersons to be elected by the Convention each year as provided by Canon I.3. 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.