

WTN 2023-3 Amendments to Canons of the Diocese

**RESOLUTION TO BE PRESENTED TO THE FORTY-SECOND ANNUAL  
CONVENTION OF THE DIOCESE OF WEST TENNESSEE**

*Canon I.9; Rules of Order: III. Resolutions 3.01*

*Resolutions may be proposed only by: The Ecclesiastical Authority, canonically resident Clergy, Lay Delegates, the Secretary, the Treasurer, the Chancellor, any Vice-Chancellors, the Archivist, the Bishop and Council, the Standing Committee, the Committee on Constitution and Canons, Vestries and Mission Councils. Each such resolution authored by a canonically resident member of the clergy or lay delegate or any other person(s) authorized by Canon shall be endorsed by not less than two other canonically resident clergy or lay delegates, all of whom are from different congregations.*

Resolutions must be received in the Diocesan Office either by email ([salexander@episwtn.org](mailto:salexander@episwtn.org)) or delivered to 692 Poplar Avenue, Memphis, Tennessee 38105, by October 3, 2023 to be included in the Convention Booklet and posted to the diocesan website. If a late resolution is presented after October 3, 2023, a copy of the proposed resolution must be emailed to Canon Sharon Alexander ([salexander@episwtn.org](mailto:salexander@episwtn.org)) no later than October 20, 2023. Late-filed resolutions will require the approval of 2/3 of the Convention to be considered. Rule of Order 3.02(b).

**Proposer:** Committee on Constitution and Canons

If individual, name of Faith Community: n/a

If Committee/Entity Name of representative: **The Hon. Anderson Cobb**

Title: **Chair of the Committee on Constitution and Canons**

Email address: [acobb@harrishelton.com](mailto:acobb@harrishelton.com) Cell Phone: **901-832-9872**

**Endorser** if Proposer is Canonically Resident Clergy or Lay Delegate:

Name: n/a

Faith Community: n/a

Email address: n/a

Cell Phone: n/a

**Endorser** if Proposer is Canonically Resident Clergy or Lay Delegate:

Name: n/a

Faith Community: n/a

Email address: n/a

Cell Phone: n/a

## WTN 2023-3 Amendments to Canons of the Diocese

**Title of Resolution:** WTN 2023-3 Amendments to Canons of the Diocese

**Statement of the purpose of the resolution** (e.g., to fund an endowment for seminarians):

These amendments (1) amend Canon 7, Section 1 subsequent to the approval of the 42<sup>nd</sup> meeting of the Annual Convention of the Diocese of the second reading an amendment to the Constitution amending Article IX to provide that the number of members and length of term of office of members of the Standing Committee shall be determined as set forth in the Canons; Resolution WTN 2023-2 provides the second reading of the amendments approved in Resolution WTN 2022-2 at the 41<sup>st</sup> meeting of the Annual Convention of the Diocese, and (2) make changes to the Canons for the purposes of clarification and consistency.

**Text of Resolution:**

**Whereas**, at the 40<sup>th</sup> meeting of the Annual Convention of the Diocese in 2021 the Bishop requested, among other things, that the Committee on Constitution and Canons review the Constitution and Canons of the Diocese and propose a reduction in the size of the Standing Committee from 8 members (4 Clergy and 4 Lay) serving 4-year terms to 6 members (3 Clergy and 3 Lay) serving 3-year terms; and

**Whereas**, the Committee on Constitution and Canons performed the requested review and recommended to the 41<sup>st</sup> meeting of the Annual Convention that the amendments to the Constitution of the Diocese set forth in Resolution WTN 2022-2 be adopted by the Convention; and

**Whereas**, the 41<sup>st</sup> Annual meeting of the Annual Convention of the Diocese unanimously approved the first reading of the proposed amendments to the Constitution set forth in Resolution WTN 2022-2, and presented at the 42<sup>nd</sup> Annual meeting of the Convention of the Diocese as Resolution WTN 2023-2; and

**Whereas**, the Committee on Constitution and Canons recommends that the amendments to Canon 7, Section 1 reducing the size of the Standing Committee to 6 members (3 Clergy and 3 Lay) serving 3-year terms as set forth on Attachment 3A, be adopted subsequent to the adoption of Resolution WTN 2023-2; and

**Whereas**, the Committee on Constitution and Canon performed additional review of the Canons and recommends the additional changes set forth on Attachment 3A for the purposes of clarification and consistency in the Canons.

**Now, therefore, be it resolved** that the amendments to Canon 7, Section 1 and other sections of the Canons set forth on Attachment 3A be, and hereby are, approved by the Convention, with the amendments to become effective on at 12:01 am on January 1, 2024, upon the effectiveness of the amendments to the Constitution set forth in Resolution WTN 2023-2.

Date submitted: October 3, 2023

**ATTACHMENT 3A**  
**MARKUP SHOWING AMENDMENTS TO CANONS**

**EFFECTIVE JANUARY 1, 2024**

ATTACHMENT 3A

**Canons of the Episcopal Diocese of West Tennessee ~~(2023)~~(2024)**

TABLE OF CONTENTS

PREAMBLE A Definitions.....3

PREAMBLE B The Corporation.....4

CANON 1. The Convention.....4

CANON 2. Election of a Bishop.....6

CANON 3. The Secretary and the Treasurer.....8

CANON 4. The Chancellor.....8

CANON 5. The Archives of the Diocese and The Archivist.....8

CANON 6. Officers of the Diocese.....9

CANON 7. The Standing Committee.....9

CANON 8. Deputies to General Convention  
and Provincial Synod.....10

CANON 9. The Bishop and Council.....10

CANON 10. Diocesan Committees.....12

CANON 11. Commission on Ministry.....12

CANON 12. Committee on Constitution and Canons.....13

CANON 13. Finance Committee.....13

CANON 14. Funding the Budgets of the Episcopal Church and  
the Diocese; Funds Management.....14

CANON 15. Property, Contracts and Insurance.....15

CANON 16. The Church Pension Fund.....17

CANON 17. The Diocese of West Tennessee  
Endowment Corporation.....17

CANON 18. St. Mary's Cathedral.....18

CANON 19. Mission of all Diocesan Faith Communities.....18

ATTACHMENT 3A

CANON 20. Structure of Ministry within the Diocese.....21

CANON 21. Diocesan and Parish Records and Reports.....23

CANON 22. Ecclesiastical Discipline.....23

CANON 23. Alteration of Constitution and Canons.....25

CANON 24. Rules of Interpretation.....25

## ATTACHMENT 3A

# CANONS OF THE EPISCOPAL DIOCESE OF WEST TENNESSEE (2023)(2024)

## PREAMBLES

### PREAMBLE A DEFINITIONS

Where used herein:

*Annual Convention* and *Convention* mean the annual or special meetings of Clergy and Lay Delegates referred to in Article III of the Constitution of The Diocese.

~~*Annual Reports* means the parochial reports and other reports of Faith Communities as required by these Canons and the Canons of The Episcopal Church.~~

~~*Assisting Bishop* shall have the meaning, duties and responsibilities as set forth in the Canons of The Episcopal Church.~~

*Bishop Diocesan* or *Bishop*, *Bishop Coadjutor*, *Bishop Suffragan*, ~~or~~ *Assistant Bishop* or *Assisting Bishop* of this Diocese shall have the meaning, duties and responsibilities as set forth in the Constitution and Canons of The Episcopal Church unless the text otherwise requires.

*Canon* or *Canons* shall mean the Canon or Canons of this Diocese or The Episcopal Church, as the context may require.

*Clergy*, unless the context otherwise requires, means Priests or Deacons canonically resident in this Diocese.

*Clerk* is another name for the office of Secretary of a Faith Community.

*Constitution* shall mean the Constitution of this Diocese or of The Episcopal Church, as the context may require.

*Communicant* and *Communicant in Good Standing* mean such persons as defined in the Canons of The Episcopal Church.

*Confirmed Communicant* means such persons as defined in the Canons of The Episcopal Church.

*Council* or *Bishop and Council* mean the Council provided for in these Canons.

*Deacon* is a person ordained as such according to the Constitution and Canons of The Episcopal Church.

*Delegates* mean those persons entitled to vote at any Convention of the Diocese.

*Diocese* means The Episcopal Diocese of West Tennessee.

*Diocesan Committees* means task forces, commissions, boards, and committees as described in Canon 10 to which parts of the work of the Diocese are committed by the Annual Convention or by the Bishop and Council, but do not include the Commission on Ministry or the Committee on Constitution and Canons.

*Ecclesiastical Authority* means the Bishop Diocesan, or if there is no Bishop Diocesan, then either the Standing Committee or a Bishop serving as the Ecclesiastical Authority in a manner provided for by the Constitution and Canons of The Episcopal Church and the Constitution and Canons of this Diocese.

*Faith Community* shall be either a Parish or a Mission as set forth in Canon 19 of these Canons. All Parishes and Missions are defined as Faith Communities.

*Journal* means the Journal of the Annual Convention.

*Lay Delegate* means a lay person elected or appointed in accordance with these Canons to serve as a Faith Community's representative at Convention.

*Member*, and all designations of membership, refer to such lay persons as defined in the Canons of The Episcopal Church.

*Mission* means a Faith Community meeting the criteria for a Mission as defined in Canon 19.

*Mission Council* means the governing body of a Mission as set forth in Canon 19.5.

## ATTACHMENT 3A

*Parish* means a Faith Community meeting the criteria for a Parish as defined in Canon 19.

*Priest* is a person ordained as such according to the Constitution and Canons of The Episcopal Church.

*Rector*— ~~and Priest-in-Charge and Assistant~~ are Priests called as such according to these Canons and the Canons of ~~the~~ The Episcopal Church.

*Secretary*, where not otherwise qualified, refers to the Secretary of the Diocese, who shall also serve as Secretary of the Convention.

*Special Ministry* or *Special Ministries* shall be those ministries which may be developed in accordance with Canon 20, Section 4 of these Canons.

*Standing Committee* means the Standing Committee of the Diocese and shall have the rights, duties and responsibilities as defined in the Constitution and Canons of The Episcopal Church and these Canons.

*The Episcopal Church* is also known as the Protestant Episcopal Church in the United States of America.

*Treasurer*, where not otherwise described, refers to the Treasurer of the Diocese.

*Vestry* means the governing body of a Parish.

### PREAMBLE B THE CORPORATION

Sec. 1. “The Episcopal Diocese of West Tennessee” is a not-for-profit public benefit religious corporation without members chartered under the laws of the State of Tennessee.

Sec. 2. The Constitution and Canons shall constitute the By-laws of the Corporation.

Sec. 3. The Board of Directors of the Corporation shall be the Bishop and Council.

Sec. 4. In addition to being the Ecclesiastical Authority, the Bishop shall be the President of the Corporation, and the Bishop Coadjutor ~~and~~, the Bishop Suffragan, the Assistant Bishop, and the Assisting Bishop (if so provided in the Assistant Bishop or Assisting Bishop’s Letter of Agreement), if there be any, shall be Vice-Presidents of the Corporation as set forth in the Constitution.

Sec. 5. The Treasurer of the Diocese shall be Treasurer of the Corporation, and the Secretary of the Diocese shall be Secretary of the Corporation and the Secretary of Convention. The President may not serve as Secretary.

Sec. 6. The duly authorized Delegates to the Annual Convention shall have the rights of delegates as set forth in the Tennessee Nonprofit Corporation Act, as amended.

Sec. 7. All contracts and legal instruments to be binding on the Corporation shall be signed by the President, or a Vice-President of the Corporation, or by some agent vested with authority by a resolution of the Annual Convention or by the Bishop and Council.

Sec. 8. All money and properties of the Corporation shall be devoted to its corporate purposes and shall not be used for the private profit or benefit of any individual; provided that nothing herein shall prevent the payment of reasonable compensation for services to officers, agents and employees of the Corporation as fixed and determined by the Annual Convention or by the Bishop and Council.

Sec. 9. Unless otherwise specified in the Constitution or these Canons, or in the Constitution or Canons of The Episcopal Church, all terms of office or service on boards, committees, commissions or similar entities of the Diocese elected or confirmed by the Annual Convention shall begin upon the adjournment of the Annual Convention.

### CANON 1. THE CONVENTION

Sec. 1. The Convention is the legislative body of the Diocese and shall exercise all powers not reserved to the Bishop ~~under these Canons or the Canons of The Episcopal Church, or reserved to~~ or any other entity of the Diocese ~~pursuant to~~ under the Constitution or Canons of the Diocese or the Constitution or Canons of The Episcopal Church. The Secretary or other person designated by the Bishop shall give

## ATTACHMENT 3A

notice to the Clergy and Faith Communities of the date and time of all meetings of the Convention.

Sec. 2. At each Convention there shall be an address by the Bishop, and the Bishop shall be responsible for daily opportunity for corporate worship.

Sec. 3. Within five (5) days immediately preceding any Convention, the Ecclesiastical Authority shall furnish the Secretary or other person designated by the Ecclesiastical Authority with a complete list of the Clergy canonically resident in the Diocese, setting forth those who are entitled to seats in the Convention ~~and giving their respective last known mailing address~~. At the time appointed for the meeting of the Convention, the Convention shall be called to order, the Secretary shall report the number of Clergy and Lay Delegates present as shown by their personal registration, and a quorum shall be certified.

Sec. 4. The Convention shall proceed to elect a Secretary for the ensuing Convention year, after which the Convention shall be declared to be duly organized.

Sec. 5.

(a) At each Convention, Rules of Order and an Order of Business shall be adopted for that Convention. Unless amended by the Convention, the Rules of Order adopted by the previous Convention shall be in force. No ~~delegates~~ Delegates at any Convention shall be permitted to vote by proxy.

(b) If at any time after the organization of the Convention the right of any Lay Delegate to sit in the Convention be called in question, the point shall be determined by a majority vote of the Convention, and this whether the person has already been admitted to a seat or not. The Lay Delegates whose status has been called into question shall be entitled to vote on this issue.

Sec. 6. Unless also at the Convention as a Delegate, the Secretary, the Treasurer, the Chancellor, the Vice-Chancellor(s), the lay members of the Standing Committee and of the Bishop and Council, the Chair of the Finance Committee, the President of The West Tennessee Endowment Corporation, the Executive Director of St. Columba Episcopal Camp and Retreat Center, members of the staff of the Diocese designated by the Bishop, and the Heads of Schools in the Diocese that are members of the National Association of Episcopal Schools shall be admitted to seats upon the floor of the Convention, with all privileges except the right to vote. In addition, clergy not canonically resident who are licensed to officiate in the Diocese shall be admitted to seats upon the floor of the Convention, with all privileges except the right to vote. The Convention by resolution may authorize others to be admitted to seats on the floor with the privileges set forth in the resolution, other than the right to vote.

Sec. 7.

(a) All Faith Communities are required to complete and file their annual parochial reports with the Diocese no later than March 1 of each calendar year. The number of Lay Delegates which any Faith Community is entitled to seat at any Convention shall be determined by the Diocese based upon the "Average Sunday Attendance" as reported by each Faith Community in its annual parochial report for the year prior to the Convention, as follows:

<u>Average Sunday Attendance</u>	<u>Number of Lay Delegates</u>
1 – 50	2
51 – 100	3
101 – 200	4
201 – 300	5
301 and above	6

By no later than May 31 of each calendar year, the Diocese shall confirm to each Faith Community the number of Lay Delegates which such Faith Community is entitled to send to Annual Convention in that year.

(b) It shall be the duty of the Vestry with respect to a Parish and a Mission Council with respect to a Mission to elect its Lay Delegates and an equal number of ~~alternates~~ Lay Alternates, each of whom shall be a Confirmed Communicant in Good Standing and at least eighteen (18) years of age. If there is no



## ATTACHMENT 3A

governing body of a Faith Community, then the Lay Delegates shall be appointed by the Bishop. If any or all of the Lay Delegates of a delegation shall fail to attend the Convention, the ~~alternates~~ Lay Alternates shall be entitled to serve in their stead, ~~in the order of their election~~.

(c) Prior to each meeting of the Convention, the Diocesan office shall send to each Faith Community a registration form, which may be in electronic format, pursuant to which the Faith Community shall register its Clergy, Lay Delegates and Lay Alternates. The clergy in charge or, if none, one of the elected lay leaders of the Faith Community shall certify that the Lay Delegates and Lay Alternates have been duly elected or appointed and that they are Confirmed Communicants in Good Standing at least ~~18~~ eighteen (18) years of age. The completed registration form must be delivered to the Diocesan office no later than the deadline set forth on the registration form to ensure that the Clergy entitled to vote and the Lay Delegates of the Faith Community are granted seat, voice and vote at the meeting of the Convention.

(d) The Lay Delegates duly elected or duly appointed to serve at the Convention shall be the Delegates to any other meeting of the Convention prior to the succeeding Convention. Vacancies occasioned by death, removal, resignation, or incapacity to serve, shall be filled in the same manner as the original election or appointment.

(e) In case any Mission shall fail to elect Lay Delegates, or in case all the Delegates and alternates elected shall fail to attend the Convention, the Bishop shall have the authority to appoint one lay person who shall be a Confirmed Communicant in Good Standing of such Faith Community and at least eighteen years of age, to represent such Mission at the Convention as a Lay Delegate.

(f) In case any Vestry shall fail to elect Lay Delegates, or in case all the Delegates and alternates elected from any Parish shall fail to attend the Convention, the Rector of such Parish shall have the authority to appoint one lay person, who shall be a Confirmed Communicant in Good Standing of the Parish at least eighteen (18) years of age, to represent the Parish in the said Convention as a Lay Delegate.

Sec. 9. The Ecclesiastical Authority, any member of the Clergy not disqualified by Article IV of the Constitution, any Lay Delegate, the Secretary, the Treasurer, the Chancellor, any Vice-Chancellors, the Archivist, the Bishop and Council, the Standing Committee, the Committee on Constitution and Canons, Vestries, and Mission Councils may submit resolutions and make nominations for elected offices. Resolutions submitted by members of the Clergy or Lay Delegates must be endorsed by at least two other Clergy or Lay Delegates, all of whom must be from different Faith Communities.

### CANON 2. ELECTION OF A BISHOP

Sec. 1. Upon the call for an election of a Bishop by the Ecclesiastical Authority in accordance with the Canons of The Episcopal Church and Article XI of the Constitution of this Diocese, the Bishop shall delegate to the Standing Committee of the Diocese oversight and responsibility for the process unless it already holds this responsibility because of a vacancy in the Episcopate. In this role, the Standing Committee shall:

- (a) give notice in all appropriate publications and other communications that the Diocese of West Tennessee is entering an Episcopal election process;
- (b) establish the date for the election, which date shall not be less than 30 days before the next meeting of the General Convention of The Episcopal Church;
- (c) work with Bishop and Council to provide financially for the process and ordination;
- (d) establish the necessary committees for the process;
- (e) be responsible for obtaining the necessary background checks and evaluations;
- (f) in consultation with the Chancellor, propose rules for the ~~electing convention~~ Electing Convention and oversee the election;
- (g) seek the necessary Episcopal and Standing Committee consents required once the election has been made; and

## ATTACHMENT 3A

(h) provide for the Ordination/Consecration and Seating of the elected Bishop in consultation with the sitting Bishop.

Sec. 2. Should there be no Bishop Diocesan, the Standing Committee, in its role as the Ecclesiastical Authority, may engage the services of one or more Assisting Bishops, designating those ministries for which the Assisting Bishop(s) shall be responsible.

Sec. 3. Once the date for an election has been established in consultation with the Presiding Bishop of The Episcopal Church, the Standing Committee shall appoint two (2) committees to oversee the election process: a Search Committee and a Transition Committee.

(a) *The Search Committee.*

(i) The Search Committee shall consist of an even number of Clergy and Confirmed Communicants in Good Standing at least ~~18~~ eighteen (18) years of age of the Diocese of not less than eight (8) nor more than twelve (12) members, equally divided between lay and Clergy. None shall be current members of the Standing Committee and not more than one (1) from the same Faith Community, either Clergy or lay. The President of the Standing Committee or another member thereof designated by the Standing Committee shall serve *ex officio* as a liaison without vote. The Chancellor of the Diocese or one of the Vice-Chancellors designated by the Chancellor shall serve as an *ex officio* advisor without vote. The Search Committee shall determine its own officers and leadership.

(ii) The Search Committee shall:

(a) develop and oversee a process for creating a Diocesan profile;

(b) receive nominations;

(c) review the qualifications of those being considered;

(d) provide to those being considered details of the total compensation package authorized by Bishop and Council.

(e) Submit to the Standing Committee not more than ninety (90) days prior to the date of the election, at least three (3) nominees who have consented to stand for election and whose evaluations and background checks have been approved.

(iii) *Committee Nominations and Nominations by Petition.* The Standing Committee shall announce publicly and in written format to all Clergy and Lay Delegates the names of those nominated. The Standing Committee may receive nominations by petition for fourteen (14) days from the date of the announcement. Each petition must be signed by at least three (3) Clergy and three (3) Confirmed Communicants in Good Standing at least ~~18~~ eighteen (18) years of age from at least three (3) different Faith Communities. Petitions must be accompanied by all information required by the Standing Committee. The Standing Committee shall secure the required evaluations and background checks for those persons nominated by petition. Once the deadline has passed and the evaluations and background checks have been approved, the names of all approved nominees shall be made public by the Standing Committee as soon as practical.

(b) *The Transition Committee.*

(i) The Transition Committee shall consist of an even number of Clergy and Confirmed Communicants in Good Standing of the Diocese at least ~~18~~ eighteen (18) years of age of not less than eight (8) nor more than twelve (12), equally divided between lay and Clergy, with not more than one (1) person from the same Faith Community, either Clergy or Lay. The President of the Standing Committee or other designated member of the Standing Committee shall serve *ex officio* as a liaison without vote. The Chancellor of the Diocese or one of the Vice-Chancellors designated by the Chancellor shall serve *ex officio* as an advisor without vote. The Transition Committee shall determine its own officers and leadership.

(ii) The Transition Committee shall:

(a) publish complete profiles of the nominees and any other educational material deemed helpful;

(b) provide for the "walk about" opportunities for all nominees to meet with as many members of the Diocese as possible;

(c) provide hospitality for the candidates and their families;

(d) help in the planning of the Ordination/Consecration and Seating of the new Bishop;

(e) assist the new Bishop in adapting to and being introduced to the Diocesan community; and

(f) provide for the transition of the retired and/or resigned Bishop from office.

## ATTACHMENT 3A

Sec. 4. The President of the Electing Convention will convene the session to call for nominations. The Standing Committee shall propose rules of order for the Electing Convention and oversee the election. The proposed rules of order shall be published to the Diocese no less than ~~21~~ twenty-one (21) days prior to the date of the Electing Convention. The Standing Committee will place in nomination the names of all persons whose names were submitted to it by the Search Committee and those who have fulfilled the petition requirements. Seconding speeches will be governed by the Electing Convention rules of order. No nominations from the floor will be permitted.

Sec. 5. Upon election, the Electing Convention will remain in session until the Canonical Testimonials are signed by a majority vote in each order on the same ballot of those eligible to vote.

### CANON 3 THE SECRETARY AND THE TREASURER

#### Sec. 1. Secretary of the Diocese

(a) The Secretary of the ~~Convention Diocese~~ may also serve as Secretary of the Bishop and Council, and in addition to the duties prescribed in the Constitution, shall perform such other duties as the Convention may require.

(b) The Secretary's duties shall include recording the proceedings of the Convention, preserving the Convention's journals and records, attesting the public proceedings of the body, and faithfully delivering into the hands of the Secretary's successor all books, papers and records relative to the concerns of the Convention which may be in the Secretary's possession.

(c) One or more Assistant Secretaries may be nominated by the Bishop and elected by the Convention.

#### Sec. 2. Treasurer

(a) The Treasurer shall be the Chief Financial Officer of the Diocese, performing the duties which are usually performed by the Treasurer of similar organizations. The Treasurer shall work with Diocesan staff to prepare reports to the Finance Committee and the Bishop and Council with respect to funds received from Faith Communities and other organizations within the Diocese, funds designated for the work authorized by the Convention and all other funds payable to the Diocese. The Treasurer shall also review and report to the Finance Committee and the Bishop and Council with respect to funds disbursed by Diocesan staff in accordance with the budget adopted at the Convention or as directed by the Bishop and Council. The Treasurer shall also review and report to the Finance Committee and the Bishop and Council on funds raised or appropriated for the work outside the Diocese, which funds shall be forwarded to such persons authorized to receive the same. The Treasurer shall also oversee the investment and management of all funds of the Diocese, and such funds shall be invested and managed in accordance with policies established by the Bishop and Council and in accordance with these Canons. The Treasurer shall present a report on the financial affairs of the Diocese at each Annual Convention and the reports of the Treasurer to the Bishop and Council shall be incorporated into the Treasurer's report to the Annual Convention.

(b) One or more Assistant Treasurers may be nominated by the Bishop and elected by the Convention.

### CANON 4. THE CHANCELLOR

The Bishop shall nominate and the Convention shall elect a Chancellor, licensed to practice law in the State of Tennessee, who shall be the advisor to the Bishop, the Convention, the Standing Committee, and the Bishop and Council, upon all legal matters on behalf of the Diocese. The Chancellor shall hold the office until a successor is elected. One or more Vice-Chancellors may be elected, in like manner, to assist the Chancellor.

## ATTACHMENT 3A

### CANON 5. THE ARCHIVES OF THE DIOCESE AND THE ARCHIVIST

Sec. 1. There shall be an archives of the Diocese, the purpose of which shall be to preserve, arrange and make available the records of the Diocese, the Bishop and Council and other important records and memorabilia of the life and work of the Diocese, and to carry out a program of records management so as to further the historical dimension of the mission of the Diocese.

Sec. 2. For purposes of this Canon, the term "records" shall have the same definition as contained in Title I, Canon 5, Section 2 of the Canons of The Episcopal Church, as the same may be amended from time to time.

Sec. 3. There shall be an Archivist elected by the Convention upon nomination by the Bishop. The Archivist shall serve a term of one year and may be re-elected for successive one year terms. The expenses of the Archives and Archivist shall be provided for in the annual budget of the Diocese.

Sec. 4. The Archivist shall have the duty to manage the archives of the Diocese at the direction of the Bishop and in accordance with the records management program adopted by the Bishop and Council and provide a report to the Annual Convention.

### CANON 6. OFFICERS OF THE DIOCESE

Sec. 1. Unless otherwise specified in the Constitution or these Canons, all officers shall begin their terms of office upon the adjournment of the Annual Convention at which they were elected or appointed. All officers shall remain in the office until their successors are elected and qualified.

Sec. 2. The Bishop shall have authority to appoint all officers whose method of selection is not otherwise provided for in these Canons and, subject to the approval of the Council, to fill vacancies not otherwise provided for, which may occur by death, resignation or other cause, between Conventions; and all officers so appointed shall continue in office until the next meeting of the Annual Convention.

Sec. 3. Offices not provided for in these Canons may be created by the Annual Convention, and filled by it upon nomination of the Bishop. In like manner, the Council may create offices which shall be filled by the Council upon nomination by the Bishop.

Sec. 4. All officers of the Diocese shall be Clergy or Confirmed Communicants in Good Standing who are ~~18~~ eighteen (18) years of age or older.

### CANON 7. THE STANDING COMMITTEE

Sec. 1.

(a) Each Convention as provided for in the Constitution of the Diocese shall elect members of the Standing Committee in accordance with Article IX of the Constitution of this Diocese. The Standing Committee shall consist of three (3) members of the Clergy, at least two (2) of whom shall be Priests, and three (3) lay members, with the members meeting the additional requirements set forth in Article IX.

(b) A member shall be ineligible for re-election for one year after completion of a ~~four-year~~ three-year term.

(c) In the event of a vacancy occurring during a term, the next Convention shall elect a person to fill the unexpired term but the Council may fill the vacancy on an interim basis until the next Convention.

Sec. 2.

(a) The Standing Committee shall elect from its own number a President and a Secretary of the Standing Committee, one of whom shall be a lay person and one of whom shall be a member of the Clergy.

(b) A majority of the Standing Committee shall constitute a quorum ~~and all members shall have the right to vote on all questions; provided, however, that no~~ . No member shall be permitted to vote on any matter by proxy.

## ATTACHMENT 3A

(c) In the event of a tie vote, the position taken by the President of the Standing Committee and those voting with the President shall prevail.

Sec. 3.

(a) The Secretary of the Standing Committee shall keep a record of all proceedings.

(b) The President shall make a report in writing to the Annual Convention of all the official acts of the Standing Committee during the preceding year and this report shall be published in the Diocesan Journal.

Sec. 4.

(a) The Standing Committee shall appoint a time and place for regular meetings, notice of which shall be given.

(b) Special meetings may be called by the Bishop, by the President of the Standing Committee or by any three (3) members of the Standing Committee.

(c) No special meetings shall be legally constituted unless two days' notice thereof has been given each member, which notice may be waived by consent of any member of the Standing Committee not present at the special meeting.

Sec. 5.

(a) The duties of the Standing Committee shall be defined by the Constitution and Canons of The Episcopal Church and these Canons.

(b) The Standing Committee may adopt its own rules of procedure.

### CANON 8.

#### DEPUTIES TO GENERAL CONVENTION AND PROVINCIAL SYNOD

Sec. 1. At the ~~Convention in the calendar year not later than the year next preceding the calendar year in~~ meeting of the Annual Convention that is no less than two (2) meetings of the Annual Convention prior to the date on which the General Convention ~~meets~~ is scheduled to meet, the Annual Convention (or, if appropriate, Special Meeting of the Convention) shall elect four (4) Clerical Deputies who are canonically resident in the Diocese and four (4) Lay Delegates who are Confirmed Communicants in Good Standing in the Diocese and who are eighteen (18) years of age or older in the Diocese to serve at the next General Convention, and also ~~a like number of up to four (4)~~ Alternate Deputies in each order with the same qualifications.

Sec. 2. The persons elected as Deputies and the number of Alternate Deputies approved by the Bishop in each order shall also attend the meetings of Province IV Synod occurring prior to the General Convention.

Sec. 3. The Deputies and Alternate Deputies to the General Convention shall hold office until their successors are elected or appointed.

Sec. 4. The Deputies and Alternate Deputies to the General Convention shall inform the Bishop at least thirty (30) days before the meetings of General Convention and of Province IV Synod of their intent to be present. If any of them shall decline or fail to attend the sessions, the Bishop shall call upon the Alternate Deputies to serve. In the case of Alternate Deputies to the General Convention this shall be in the order of their election.

Sec. 5. In the event of one or more vacancies prior to the next meeting of General Convention, the Convention of the Diocese shall elect as many as may be necessary to fill any such vacancies. In the event any vacancy should occur subsequent to such Convention of the Diocese, the Bishop shall fill such vacancy by appointment.

### CANON 9.

#### THE BISHOP AND COUNCIL

Sec. 1.

(a) In addition to the Bishop as Ecclesiastical Authority, the Bishop shall be responsible for the

## ATTACHMENT 3A

executive and administrative functions of the Diocese. In such capacity, the Bishop, or the Bishop's designee, shall be an *ex officio* member of all committees, entities or other organizations created by the Diocese pursuant to these Canons.

(b) The Bishop Coadjutor, if any, shall be responsible for the exercise of such jurisdiction as may have been lawfully conferred upon the Bishop Coadjutor.

(c) If there be a vacancy in the office of Bishop, or if the Bishop is otherwise unable to exercise the functions of Bishop pursuant to these Canons and the Bishop has not made a prior provision for coverage of the executive and administrative functions of the Diocese, the Council shall convene at the call of the President of the Standing Committee or any two members of the Council and shall make provision for the discharge of the executive and administrative functions during any such period.

(d) The Bishop Coadjutor and the Bishop Suffragan (if any) shall serve as Vice-President(s) of Bishop and Council. The Bishop may, but is not required to, appoint an Assistant Bishop or Assisting Bishop (if any) to serve as Vice-President(s) of Bishop and Council. In the event there is no Bishop Coadjutor, Bishop Suffragan, Assistant Bishop or Assisting Bishop serving as Vice-President of Bishop and Council, at the first meeting of the calendar year of Bishop and Council or any other subsequent meeting at which there is no Vice-President of Bishop and Council, the Bishop shall nominate for approval by Bishop and Council an elected member of Bishop and Council to serve as Vice-President of Bishop and Council. Any person serving as Vice-President of Bishop and Council shall not be considered to be an officer of the Corporation solely by virtue of serving as Vice-President of Bishop and Council.

Sec. 2. The Council shall have and exercise all powers of the Convention between meetings of the Convention, provided it may not

(a) elect a Bishop,

(b) amend the Constitution or Canons, or

(c) take any action contrary to actions taken by the Convention or anything set forth in the Constitution or Canons of the Diocese or of The Episcopal Church.

Sec. 3. The Council shall consist of eight members, together with the Bishop, the Bishop Coadjutor and the Bishop Suffragan. The Chancellor, any Vice-Chancellors and the Treasurer shall be *ex-officio* members with voice but no vote. Other officers of the Diocese or members of the staff of the Diocesan office may be invited by the Bishop to attend meetings, with voice but no vote.

~~Sec. 4. The Bishop, or if absent, the Bishop Coadjutor or the Bishop Suffragan, shall preside at meetings of the Council. If no Bishop be present, the Council shall select one of its members to preside.~~

Sec. 4. The Bishop shall preside at meetings of Bishop and Council. If the Bishop is not able to preside at a meeting, the Vice-President of Bishop and Council shall preside. In the event there is more than one Vice-President of Bishop and Council, the most senior Vice-President shall serve, with seniority being in the following order: Bishop Coadjutor, Bishop Suffragan, Assistant Bishop, Assisting Bishop, and elected member of Bishop and Council. If the Bishop is unable to preside and there is no Vice-President at a duly scheduled or called meeting of Bishop and Council, the elected members of Bishop and Council shall select one of its elected members to preside at that meeting.

Sec. 5.

(a) There shall be four (4) members of the Clergy and four (4) lay persons on the Council, each elected to serve for a term of four (4) years. No member of the Council shall be permitted to vote on any matter by proxy.

(b) Two members of the Council, one Clergy and one lay, shall be elected by each Annual Convention for four-year terms, provided that the Annual Convention may also elect persons for lesser terms if necessary to fill vacancies.

Sec. 6. In the event of a vacancy occurring during a term, the next Annual Convention shall elect a person to fill the unexpired term but the Council may fill the vacancy on an interim basis until the next Annual Convention. A member shall be ineligible for reelection for one year after completion of any term of two years or more.

Sec. 7.

(a) Lay persons eligible to serve on the Council shall be Confirmed Communicants in Good

## ATTACHMENT 3A

Standing eighteen (18) years of age or more.

(b) All members of the Clergy canonically resident and currently serving in ordained ministry in the Diocese, except Clergy who have resigned by reason of age, or not have had their ministry extended by the Bishop in accordance with Title III, Canon 9-~~Seet-~~, Section 8 of the Canons of The Episcopal Church, are eligible to serve on the Council.

Sec. 8. Not more than one member of the Clergy and one lay person from the same Faith Community shall be eligible to serve on the Council at the same time.

Sec. 9. The ~~Council shall elect a Secretary~~ Bishop may appoint the Secretary of the Diocese or any other person at least eighteen (18) years of age to serve as the Secretary of Bishop and Council, who shall perform such duties as may be required by the Council. ~~With the permission of the Bishop, a person employed by the Diocese, not a member of the Council, may act as Secretary.~~

Sec. 10. The Bishop and Council shall meet not less frequently than six (6) times per year. The dates, times and places of all regular meetings shall be set by the ~~Council~~ Bishop and set forth in the nomination form submitted to the Convention. Special meetings of the Council may be called by the Bishop, or by the Secretary of Bishop and Council on request of any four members of the Council. Written notice of all special meetings shall be given to each member by the Secretary of Bishop and Council at least ten days prior to the special meeting which notice may be waived by consent of any member not present at the special meeting. A majority of the elected members shall constitute a quorum at any meeting.

Sec. 11.

(a) As the board of directors, the Council shall have charge and oversight of the development and prosecution of the policies and programs of The Episcopal Church by the Diocese, subject to the provisions of the Constitution and Canons of the Diocese and of The Episcopal Church, as well as the actions of the Convention. It shall have the power and authority to organize, implement and carry out the policies and programs of the Convention. The Bishop shall be the executive head of all such work and the Council shall assist the Bishop in the administration thereof.

(b) The Council shall prepare and submit to the Convention an annual budget to carry out the program and work of the Diocese. It shall see to the administration and disbursement of funds of the Diocese, as it deems advisable, consistent with the budget as adopted by the Convention. The Council shall have the authority to amend the budget between Conventions.

Sec. 12. The Council shall submit to each Annual Convention a report of the work done under its supervision for the preceding year. It shall make and preserve a record of all its acts, and shall have the right to adopt rules and regulations for its work.

Sec. 13. The Council shall have the authority to require such reports and statements from bodies over which the Diocese exercises authority. Such reports and statements shall be given when requested.

Sec. 14. The Bishop may appoint and remove all persons to be employed by the Diocese, but their salaries shall be fixed by the Council. At each meeting of the Council, the Bishop shall report to the Council all appointments or removals made pursuant to this section which have occurred since the last meeting of the Council.

Sec. 15. No person shall incur any financial or contractual liability on behalf of the Diocese unless such is included in an approved budget, or upon the written approval of the Council. The Diocese shall purchase and maintain insurance or make other arrangements, at its expense, to protect itself and its officers, employees, agents and members of bodies of the Diocese exercising fiduciary duties, against any expense, liability or loss, whether or not the Diocese would have the power to indemnify against such expense, liability or loss under the applicable laws of the State of Tennessee and any other applicable law.

### CANON 10. DIOCESAN COMMITTEES

Sec. 1. The Council shall provide for the organization of the work of the Diocese through the creation of Diocesan Committees as that term is defined in Preamble A. It shall designate the title, define the structure, duties and responsibilities, and provide for the expenses of each such Diocesan Committee.

## ATTACHMENT 3A

Sec. 2. The Bishop may establish as many Diocesan Committees as may be deemed proper, provided that the Bishop shall report the formation of any such Committee to the next meeting of the Council. Each Diocesan Committee shall include both Clergy and lay persons, and its members and replacement members shall be appointed by the Bishop who, except as otherwise provided in these Canons, shall designate a Chair. No member of any Diocesan Committee shall be permitted to vote on any matter by proxy.

Sec. 3. Each Diocesan Committee shall keep minutes of its meetings and shall file an annual report of its activities with the Secretary of the Diocese for inclusion in the Journal.

### CANON 11. COMMISSION ON MINISTRY

Sec. 1. The Commission on Ministry shall be comprised of eight (8) members with there being an equal number of lay and Clergy persons. All lay members shall be Confirmed Communicants in Good Standing at least ~~18~~ eighteen (18) years of age. Such members shall be nominated by the Bishop and confirmed by the Convention for a term of four (4) years, with one member of the Clergy and one lay person being nominated each year. No member whose term has expired shall be eligible for another term until the expiration of at least one year from the completion of a previous term. No member of the Commission on Ministry may simultaneously serve on the Standing Committee. In the event of a vacancy on the Commission on Ministry, the Bishop shall have the authority to appoint a replacement to serve until the next Convention. No member of this Commission shall be entitled to vote on any matter by proxy.

Sec. 2. The duties and responsibilities of the Commission on Ministry shall be those established in the Canons of The Episcopal Church.

Sec. 3. The Commission on Ministry shall annually report in full to the Convention of the Diocese.

### CANON 12. COMMITTEE ON CONSTITUTION AND CANONS

Sec. 1. There shall be a Committee on Constitution and Canons, composed of five (5) persons (either Clergy or lay), at least one of whom shall be an attorney at law. Committee members shall be appointed by the Bishop for staggered terms of three years (two classes consisting of two persons and one class consisting of one person). The Chancellor(s) shall be an ex-officio member(s).

Sec. 2. It shall be the duty of the Committee (a) to periodically review the Constitution, Canons, and governance policies and procedures of the Diocese, including but limited to the Rules of Order of the Convention, and (b) as soon as possible after adjournment of each session of the General Convention, to ascertain whether changes have been made in the Constitution and Canons of The Episcopal Church, and to report to the next Annual Convention of the Diocese whether any changes are required in the Constitution or Canons of the Diocese in order to conform to the Constitution and Canons of The Episcopal Church. The Committee is authorized, without the need to obtain the approval of the next Annual Convention, to make any typographical corrections or changes to inaccurate references or citations contained in these Canons to any provisions in the Constitution or Canons of this Diocese or to the Constitution or Canons of The Episcopal Church. Upon making any such technical corrections, the Committee shall report same to the Ecclesiastical Authority, Bishop and Council and at the next Annual Convention.

Sec. 3. Except as provided in Sec. 2 of this Canon, any proposed amendments to the Constitution or Canons of the Diocese or the Rules of Order of the Convention or of an Electing Convention shall be submitted to the Committee on Constitution and Canons for its review and recommendation to the Convention before the same are considered at a Convention. No member of the Committee shall be entitled to vote on any matter by proxy.



## ATTACHMENT 3A

### CANON 13. FINANCE COMMITTEE

Sec. 1. There shall be a Finance Committee of the Diocese consisting of eight (8) members, including both lay and Clergy, appointed by the Bishop and confirmed by the Council to serve three ~~(3)~~ year terms, staggered so that two classes have three members and one class has two members. The Finance Committee shall assist the Treasurer and the Bishop and Council in the financial matters of the Diocese and as otherwise provided in these Canons.

Sec. 2. Pursuant to Canon 10, the Bishop shall appoint the Chair of the Finance Committee who shall be approved by the Council. No member may serve for more than two (2) consecutive three-year terms. No member of the Finance Committee shall vote on any matter by proxy. The Treasurer and any Assistant Treasurers shall serve as *ex officio* members of the Finance Committee.

### CANON 14. FUNDING THE BUDGETS OF THE EPISCOPAL CHURCH AND THE DIOCESE; FUNDS MANAGEMENT

Sec. 1. Pursuant to the Canons of The Episcopal Church, the Diocese is notified annually of the Diocese's share of the total assessments to support the budget for The Episcopal Church. In turn, the Diocese shall notify each Faith Community of the amount of the assessments of the Diocese, and present to each Faith Community a total objective which shall include both its share of the proposed budget of the Diocese and its share of the assessment of the Diocese by The Episcopal Church.

Sec. 2.

(a) It is the obligation of every Faith Community within the Diocese to contribute its share of the annual budget of the Diocese, including its share of the asking of the Diocese by The Episcopal Church.

(b) The Treasurer shall report to the Convention the contributions made by each Faith Community during the preceding year.

Sec. 3. The Canons of The Episcopal Church, together with the guidelines and requirements promulgated pursuant thereto, are established for the general responsibility and accountability for the stewardship of the Church's money and property.

Sec. 4. All financial records of the Diocese, as well as any entities of the Diocese created as described in Canon 20 hereof, shall be audited annually by an independent certified public accounting firm selected by the Council. All financial records of each Faith Community and any entities described in Canon 20 hereof, shall be audited annually by an independent certified public accounting firm or independent licensed public accountant selected by such Faith Community or entity, or by an audit committee for such Faith Community comprised of such persons as are authorized and approved by the Council.

Sec. 5. The Diocese and all Missions and entities described in Canon 20 hereof must prepare and approve an annual budget for their respective operations, and within sixty (60) days from the approval thereof, must submit such budgets to the Finance Committee of the Diocese in accordance with its policies and procedures.

Sec. 6. Whenever in the course of business it becomes necessary or desirable for the Diocese, any Mission or any entity described in Canon 20 hereof, to expend non-budgeted funds which are likely to exceed (individually or in the aggregate during the fiscal year) two and one-half percent (2.5%) of the aggregate annual budget, the expenditure must first be approved by the Bishop and Council after review by the Finance Committee. In those instances when, in the opinion of the Bishop, the nature or urgency of the contract or expenditure does not justify waiting for the next regularly scheduled meeting of either the Finance Committee or the Council, the expenditure may be approved by the Bishop with the advice of the Chair of the Finance Committee and the Chancellor.

Sec. 7. All funds of the Diocese or of any Faith Community or entity described in Canon 20 hereof shall be deposited promptly in a checking or savings account, fully collateralized sweep account or custodial/trading account in a bank or savings institution or broker/dealer firm insured by FDIC or SIPC,

## ATTACHMENT 3A

or with some other independent entity which has been approved for the purpose by the Council or the Finance Committee, which account shall be in the name of the entity to which such funds belong. The Council, Vestry, Mission Council or other relevant governing body shall adopt rules and requirements for withdrawal and disbursements of such funds which shall, at a minimum, require at least two signatures for withdrawal of any such funds.

### Sec. 8.

(a) Trust and permanent funds and securities to which this Canon applies are defined as all funds and securities which are received by gift, devise, bequest, or otherwise for a designated purpose and not to be spent for normal operations. Trust, endowment and other permanent funds, and securities represented by physical evidence of ownership or indebtedness, shall be deposited with a national or state bank, the Diocese of West Tennessee Endowment Corporation or with some other institution approved in writing by the Council, under a deed of trust, agency or other depository agreement which provides (1) the purpose or purposes for which such funds are held, (2) for at least two signatures for withdrawal of funds and (3) for an annual accounting of principal and income to be made by the depository. This section does not prohibit investments in securities issued in book entry form or other manner that dispenses with the delivery of a certificate evidencing the ownership of the securities or the indebtedness of the issuer. This section shall not apply to funds and securities refused by any depository names as being too small for acceptance, in which case, such funds or securities shall be under the care of the persons or entities responsible for them. Nothing herein contained shall be construed as limiting the right of the Diocese, any Faith Community or entity described in Canon 20 hereof to exercise discretion in the investment of such funds. All securities shall be kept in electronic form.

(b) The Bishop shall serve as interim trustee for The Episcopal Church and for this Diocese, should any trust arise under provision of Title I, Canon 7, Sections 4 and 5 or Title II, Canon 6, Section 4 of the Canons of The Episcopal Church. In the event such trust arises or is created, the Bishop shall promptly report same to the Council, which is empowered and directed to select persons permanently to administer and enforce the trust, and to take any such other actions as it deems proper for the best interest of the Diocese and The Episcopal Church consistent with these Canons and the Canons of The Episcopal Church.

Sec. 9. The Council shall be charged with the enforcement of this Canon, and shall have authority to adopt and maintain such rules and regulations as may be proper and necessary. In no event shall any member of any authorized audit committee, the Finance Committee, the Ecclesiastical Authority, any member of the Council, the Treasurer, or other appropriate Diocesan authority, be held personally liable for any loss which may be incurred as a result of the performance or non-performance of duties under this Canon.

## CANON 15. PROPERTY, CONTRACTS AND INSURANCE

### Sec. 1. Use of Property.

All property of every kind and character, regardless of the way in which title is vested, is held in trust to be used according to the Constitution and Canons, and the Doctrine, Discipline and Worship of, The Episcopal Church and of this Diocese, and for the purposes and programs of The Episcopal Church and the Diocese.

### Sec. 2. How Title to Real Property Shall Be Vested.

(a) All real property acquired by the Diocese or Faith Community shall be taken and vested as follows:

(1) If title is to be held by the Diocese or by a Mission, it shall be conveyed and held in the name of "The Episcopal Diocese of West Tennessee, a Tennessee not-for-profit corporation".

(2) If title is to be held by any Parish that is incorporated under the laws of this state, then title shall be conveyed to it in its corporate capacity, but with these words added: "to be held subject to the Charter, Constitution and Canons of The Episcopal Diocese of West Tennessee, a Tennessee not-for-profit corporation".

## ATTACHMENT 3A

(3) If title is to be held by any Parish that is not incorporated, then title shall be conveyed to “The Rector, Wardens and Vestry of \_\_\_\_\_ Parish, to be held subject to the Charter, Constitution and Canons of The Episcopal Diocese of West Tennessee, a Tennessee not-for-profit corporation”.

(b) All deeds of conveyance of real property to the Diocese or any Parish or Mission shall be reviewed and approved by the Chancellor prior to acceptance. Additionally, in the event a Faith Community has a change in status from Mission to Parish or Parish to Mission pursuant to Canon 19, Section 2(d) of these Canons, the Chancellor shall determine what deeds or other documentation need to be executed to accomplish such change, and insuring that any such conveyances and documents comply with Section 1 of this Canon.

### Sec. 3. Conveyance or Encumbrance.

(a) If title to real property is vested in the Diocese in its corporate capacity, it may not be alienated, conveyed, transferred, encumbered, mortgaged, assigned, or leased without the prior consent of the Annual Convention or of the Council.

(b) If title to real property is vested in any Faith Community, it may be alienated, conveyed, transferred, encumbered, mortgaged, assigned or leased by action of the Parish Vestry or Mission Council, provided that the prior consent of the Annual Convention or of the Council be given.

(c) In addition to the foregoing, if the real property has been dedicated, or consecrated, or used for services of Divine Worship, the consent of the Bishop and of the Standing Committee shall also be required.

(d) In any case referred to in paragraph (a) or (b) of this Section 2, if for sufficient cause the Bishop determines that consent cannot await the next meeting of the Annual Convention, or of the Council, the Bishop may, with the advice of the Chancellor, give consent to the proposed action, but shall also make report thereof to the next meeting of the Council.

(e) No consecrated or dedicated church or chapel may be removed or disposed of without the prior consent of the Bishop, acting with the advice and consent of the Standing Committee.

### Sec. 4. Authority to Execute and/or Approve Documents.

All deeds, deeds of trust, mortgages, options, leases, assignments and conveyances of an interest in real property, title to which is held by the Diocese in its corporate capacity, shall be executed by the Bishop, provided that with consent of the Bishop, or the Standing Committee if there is no Bishop, the Council may by resolution confer authority upon a named agent or agents to execute such instruments on behalf of the Diocese.

### Sec. 5. Joint Ownership of Property.

The Council shall have power and authority to enter into agreements with other Dioceses respecting matters of common interest and concern, and to provide for the methods and means by which such interests and concerns may be made effective, including, but not limited to, joint ownership, management, use or disposition of real or personal property, provided (a) that no encumbrance may be placed upon such jointly owned property except with consent of all joint owners, and (b) no expenditures may be undertaken therefor except as may be provided in the annual budget of the Diocese or as approved by the Council. Every agreement entered into pursuant to this Canon, before becoming effective, shall be approved in writing by the Bishop, and shall contain a provision permitting the termination of participation by this Diocese upon reasonable notice.

### Sec. 6. Property Not Used in Conformity With Canons.

If the Bishop determines that any property, real or personal, is no longer being used in conformity with Section 1 of this Canon, it shall be the duty of the Council to take possession of said property to be held in trust in accordance with Section 1 of this Canon.

### Sec. 7. Insurance.

The Diocese, all Faith Communities and all legal entities of the Diocese created pursuant to Canon 20 shall be required to maintain types and minimum amounts of insurance as shall be determined from time to time by the Council. The insurance policies required by this Section shall be underwritten by companies approved by the Council. The Diocese shall be an insured party under all such policies of insurance as its interest may appear. Current certificates of all such insurance shall be furnished to the Diocese. In no event

## ATTACHMENT 3A

shall the Bishop or any other individual be personally liable for any loss which may be incurred as a result of the performance or nonperformance of the duties specified hereunder.

### Sec. 8. Contracts of Parishes.

(a) Whenever, in the course of business, it becomes necessary or desirable for a Parish (or legal entity created by a Parish in accordance with Canon 20) to enter into a contract that will result in an expenditure of non-budgeted funds which is likely to exceed (individually or in the aggregate during the fiscal year) ten percent (10%) of the annual budget, or if it is likely that the contract will cause the Parish or related legal entity to be unable to pay its commitment to the Diocese, then the contract must first be approved by the Bishop and Council upon recommendation of the Finance Committee. In those instances when, in the opinion of the Bishop, the nature or urgency of the contract does not justify waiting for the next regularly scheduled meeting of either the Finance Committee or the Council, the contract may be approved by the Bishop with the advice of the Chairman of the Finance Committee and the Chancellor.

(b) Whenever in the course of business it becomes necessary or desirable for a Parish (or legal entity created by a Parish in accordance with Canon 20) to make an expenditure of non-budgeted funds which may put, or puts, such Parish in jeopardy of its ability to meet any requirements of these Canons to maintain its status as a Parish, a restoration plan for such Parish will be negotiated with the Bishop and Council within thirty (30) days of any such expenditure.

## CANON 16. THE CHURCH PENSION FUND

Sec. 1. The Diocese of West Tennessee hereby accepts and acknowledges the system of The Church Pension Fund, a corporation created by Chapter 97 of the Laws of 1914 of the State of New York as subsequently amended, as the authorized and approved pension system for the Clergy of The Episcopal Church, and for their dependents, and declares its intention of supporting the said Fund in accordance with its rules.

## CANON 17. THE DIOCESE OF WEST TENNESSEE ENDOWMENT CORPORATION

Sec. 1. The Diocese of West Tennessee Endowment Corporation (hereinafter the "Endowment Corporation"), a Tennessee not-for-profit corporation under the authority of ~~the~~ The Episcopal Church, shall have custody, and be charged with investment and reinvestment, of trust and endowment funds and property that may be given to it for such purposes by the Convention, the Council, the Treasurer of the Diocese or by any Faith Community or any entity formed by any of them in accordance with Canon 20. It shall also have custody, and be responsible for investment and reinvestment, of donations, bequests, devises, and grants of land and personality that may be given, conveyed or bequeathed to the Endowment Corporation for the use and benefit of the Diocese or any entity formed by it in accordance with Canon 20, any Faith Community or any entity formed by any of them in accordance with Canon 20, and shall disburse the income and principal thereof in accordance with the direction of the grantor, donor, or testator as contained in the document of transfer, or in the absence of any such direction, as directed by the Convention or Bishop and Council with respect to the funds for the benefit of the Diocese, or any entity formed by the Diocese in accordance with Canon 20, and as directed by the governing body of any Faith Community with respect to the funds for the benefit of any such Faith Community or any entity formed by a Faith Community in accordance with Canon 20.

Sec. 2. The Board of Directors of the Endowment Corporation shall consist of nine (9) Confirmed Communicants in Good Standing in The Diocese who are at least ~~+8~~ eighteen (18) years of age and who shall serve for terms of three years. Three directors shall be elected upon nomination by Bishop and Council at each Convention to replace the three members who will be completing their terms. Directors may serve no more than two consecutive three-year terms; however any director shall be eligible for re-election at the Convention next following the expiration of such director's second consecutive term of service. Vacancies

## ATTACHMENT 3A

shall be filled at the next Convention for the remainder of the unexpired term. The Treasurer of the Diocese shall be an *ex officio* member of the Board of Directors. No member of the Endowment Corporation shall vote on any matter by proxy.

Sec. 3. The Endowment Corporation shall submit to the Council reports not less frequently than quarterly, which shall include the status of all property and investment of funds within its custody and the current investment policy of the Endowment Corporation together with any changes thereto since the last quarterly report, and shall submit to the Convention an annual report regarding the performance of the assets under management since the last annual report and a copy of the current investment policy and any changes made to the policy since the last annual report.

Sec. 4. The Endowment Corporation shall have the authority to engage investment managers or advisers, banks, trust companies or other qualified institutions to assist it in the investment and reinvestment of assets and property within its custody and be authorized to compensate such entities from the investment returns of the assets under management. In addition, the Endowment Corporation shall have the authority to adopt policies and procedures with respect to the management, disposition, investment and reinvestment of proceeds of gifts or devises of real or personal property, including the proceeds from the sale thereof, which may come under the control and responsibility of the Endowment Corporation unless as otherwise directed by Bishop and Council or the Annual Convention.

### CANON 18. ST. MARY'S CATHEDRAL

Sec. 1. St. Mary's, Memphis, is the Cathedral Church of the Diocese of West Tennessee. The Cathedral Church, to be known as St. Mary's, shall be the official Seat of the Bishop of the Diocese; a place of liturgical and spiritual renewal; a center for Christian education and outreach to the congregations of the Diocese, the wider Church, and the community; an ecumenical center and "house of prayer for all people"; and a place where the Good News of God in Christ is proclaimed "by word, sacrament and example."

Sec. 2. The Vestry of St. Mary's shall be elected, and St. Mary's shall function as a parish, in accordance with the Constitution and Canons of The Episcopal Church and this Diocese. The Rector of St. Mary's shall also be the Dean of the Cathedral Church; and the official title of such person shall be the "Dean and Rector" (hereinafter referred to as the Dean). In discharging its duties to select and call a Rector, the Vestry shall follow the process specified for parishes in the Constitutions and Canons of The Episcopal Church and this Diocese and give due regard to the opinion and counsel of the Bishop and receive the Bishop's consent to the election. No other special requirements or limitations shall be imposed on this process.

Sec. 3. As the Cathedral Church, St. Mary's functions in accordance with a Cathedral Church Agreement by and between the Diocese of West Tennessee and St. Mary's, as the same may be amended from time to time by the parties thereto, and a copy of which, as amended from time to time, shall be attached to these Canons, published annually in the Journal of the Diocese and kept on file in the Diocesan Office. In accordance with the Cathedral Church Agreement, there shall be a Cathedral Committee which shall have responsibility for planning, funding, staffing and managing, in consultation with St. Mary's and Diocesan staffs, the Diocesan services, events and programs in the Cathedral. The Cathedral Committee shall have as its members and officers the following: the Bishop as Chair/President, the Dean as Vice Chair/Vice President, the Canon of the Ordinary as Secretary, the Senior and Junior Wardens, the Clerk of the Vestry and two other members of the Vestry appointed by the Vestry; two members of the Diocese at large, one clergy and one lay, appointed by the Bishop and two non-Cathedral members of the Diocese at large, one clergy and one lay, elected by the Diocesan Convention. Lay members of the Cathedral Committee shall be adult confirmed communicants in good standing. The non-Cathedral members of the Diocese at large shall be appointed and elected for a two-year term. They may be reappointed or re-elected for an additional term, but then are not eligible for reappointment or re-election until one year has elapsed after the completion of the second term.

## ATTACHMENT 3A

### CANON 19. MISSION OF ALL DIOCESAN FAITH COMMUNITIES

Sec. 1. The ministry of The Episcopal Church as carried out in this Diocese may be conducted through Faith Communities that (a) adhere to the ~~doctrine~~Doctrine, ~~discipline~~Discipline and ~~worship~~Worship of The Episcopal Church and this Diocese as well as the policies and procedures adopted by the Council for the operation of Faith Communities and the Diocese, (b) fulfill the ministry of all baptized persons as set forth in the Canons of The Episcopal Church, (c) provide an Episcopal ministry presence within one or more geographical areas in the Diocese and (d) are approved by the Bishop and the Standing Committee.

#### Sec. 2. Diocesan Faith Communities.

Faith Communities within the Diocese consist of Parishes and Missions, and may be described as:

(a) Parish. A Parish is:

(i) a Faith Community that achieves and maintains sustainability in the accomplishments of this Church's ministry;

(ii) established in accordance with these Canons as an extension of the Church's ministry; and

(iii) self-sustaining, which includes:

(a) the payment of all contributions to the Diocese for the program of the Diocese and The Episcopal Church in accordance with Canon 14 of these Canons;

(b) provision of an adequate living for its full time ~~Clergy~~clergy which shall be at least equal to the Diocesan minimum package for ~~Clergy~~clergy adopted annually by Council; and

(c) the payment of its other current operating expenses, all from its own resources without assistance from Diocesan funds. In their discretion, the Bishop, with the approval of the Council, may modify any of these requirements of self-sustaining upon such terms and conditions as the Bishop and Council may establish

(b) Mission. A Mission is:

(i) a Faith Community that accomplishes the Church's mission within one or more geographical areas in the Diocese, but which is not a self-sustaining Faith Community as defined above; and

(ii) in compliance with all applicable policies and Canons of The Episcopal Church and this Diocese.

(c) Missions may become Parishes upon becoming self-sustaining as set forth in Section 2(a) above and once approved by the Standing Committee.

(d) Within ninety (90) days from the adoption of this Canon, the Bishop and the Standing Committee shall determine, in accordance with this Canon, those Faith Communities which are Parishes and those which are Missions and communicate the Bishop's determination to all Faith Communities promptly thereafter. From time to time, but no less frequently than every three calendar years, the Bishop and Standing Committee shall determine together which Faith Communities are Parishes and which are Missions and shall report the same to the next Convention for action. If the Bishop and Standing Committee determine that a Parish should be reclassified as a Mission in accordance with this Section 2, then such determination shall be reported to Bishop and Council to take such action as may be necessary; alternatively, if the reason for the determination that the Parish should be reclassified as a Mission is one enumerated under Section 5(b) of this Canon, then such determination shall be resolved in accordance with Section 5 of this Canon.

(e) Each Mission in union with ~~The~~the Diocese shall elect a Mission Council, whose members shall be Confirmed Communicants in Good Standing of the Mission eighteen (18) years of age or older. The members of the Mission Council shall be elected at the annual meeting of the Mission. The number of members of the Mission Council shall be no less than three. The Mission Council shall elect two Wardens out of their own body; and they shall elect a Clerk or Secretary, a Treasurer, and delegates to the Annual Convention, each of whom shall be Confirmed Communicants in Good Standing of the Mission Council and eighteen (18) years of age or older; and who shall exercise all other powers vested in them by the usages

## ATTACHMENT 3A

of the Church; and they shall continue in office until a new Mission Council is chosen. The offices of Sr. Warden and Treasurer may not be held by the same person.

### Sec. 3. Organization of Faith Communities.

(a) A Faith Community may be established in this Diocese by making application to the Ecclesiastical Authority using such forms and containing such information as may be required from time to time by the Ecclesiastical Authority, the Standing Committee and the Council. Upon the satisfactory completion of the application process, such application shall be presented to the next Convention for its consent, and if given, then the Faith Community shall be considered established.

(b) Where one or more Faith Communities desire to associate for the better promotion and support of the work of the Church, this may be done with the approval of such plan by the Bishop and by the Council.

~~(c)~~ With approval of the Convention and the Ecclesiastical Authority, two Faith Communities may be combined into a single Faith Community.

### Sec. 4. Operation of Faith Communities.

(a) In consultation with the Ecclesiastical Authority, each Faith Community proposed to be formed after January 1, 2017 shall adopt such organizational documents as may be necessary or appropriate for the size, form of organization and needs of such Faith Community. The organizational documents shall be reviewed by the Chancellor of the Diocese and approved by the Ecclesiastical Authority before they become effective.

(b) Such organizational documents shall conform in all respects with the Constitution and Canons of The Episcopal Church and this Diocese and shall provide for, among other things:

(i) the date, time and place of annual and special meetings of the ~~members~~ Members of the Faith Community;

(ii) the eligibility requirements for ~~members~~ Members entitled to vote and hold positions of authority within the Faith Community;

(iii) the size, composition, term limits and responsibilities of the governing body and positions of authority for the Faith Community, as well as provisions pertaining to the holding of meetings and conducting of business by such governing body;

(iv) the roles and responsibilities for the clergy of the Faith Community; and

(v) such other provisions as the Faith Community shall determine and the Ecclesiastical Authority approves after review by the Chancellor.

(c) Any amendments or alterations to the organizational documents of any Faith Community, or any organizational documents regarding matters addressed by subpart (b) of this section, which are proposed by any Faith Community on or after January 1, 2017 shall be reviewed by the Chancellor of the Diocese and approved by the Ecclesiastical Authority before they become effective.

### Sec. 5. Health of Faith Communities.

(a) The Ecclesiastical Authority, on behalf of the Diocese, and the clergy and leadership of a Faith Community, on behalf of that community, have a shared and mutual responsibility to promote as well as safeguard the ability of such Faith Community to function in conformity with the ~~doctrine~~ Doctrine, ~~discipline~~ Discipline and ~~worship~~ Worship of The Episcopal Church and this Diocese. Whenever in the life of a Faith Community, its ability to so function is endangered, it is the responsibility of the Ecclesiastical Authority and the Faith Community to attempt to restore the Faith Community.

(b) Situations which may indicate that a Faith Community is unable to function in accordance with paragraph (a) above include:

(i) employing clergy under ecclesiastical censure or process or failing or refusing to search for and elect clergy for the Faith Community after a reasonable period of time;

(ii) permitting a worship space to be used for purposes incompatible with its consecration;

(iii) allowing any action or course of conduct inconsistent with the ~~doctrine~~ Doctrine, ~~discipline or~~ worship Discipline or Worship of the Church;

(iv) failing or refusing to elect a governing body or send its delegation to any Annual Convention;

(v) failing to make timely reports or to submit evidence of any required audit as required by

## ATTACHMENT 3A

Diocesan policy; or

(vi) determining that the financial reports of the Faith Community reveal evidence of financial instability sufficient, in the judgment of the Bishop and the Council, to jeopardize the ability to function of such Faith Community.

(c) Whenever the Bishop or the clergy or governing body of a Faith Community knows, or has reason to believe, that the Faith Community is not in material compliance with these Canons, the Canons of The Episcopal Church or the policies and procedures adopted by the Council for the operation of Faith Communities and the Diocese, then it is the responsibility of the Bishop and the clergy and governing body of such Faith Community to take actions to address the issues which are causing such noncompliance, and to restore the health of the community.

(d) Action to restore may be initiated in any of the following ways:

(i) the clergy or governing body of any such Faith Community may invite the pastoral intervention of the Bishop;

(ii) the Bishop may, in consultation with the Chancellor and the Council, appoint a committee of not less than three persons to work with the clergy and/or the governing body of the community to ameliorate the causes of such material noncompliance;

(iii) the Council by majority vote may initiate such actions as it deems necessary or appropriate to restore the Faith Community; or

(iv) the Bishop, with the concurrence of the Council and the Chancellor, may take such other actions as they deem appropriate.

Sec. 6. Ministers of Faith Communities.

(a) The clergy and lay leadership of Faith Communities of the Diocese are ministers of their communities as provided in the organizational documents for such Faith Community and as established by the Diocese.

(b) With respect to Faith Communities which are Parishes, the clergy in charge of such Parish shall be known as the Rector or Priest-in-Charge, except that the clergy in charge of the Diocesan cathedral shall be known as the Dean. All other clergy serving Faith Communities in the Diocese may have such titles as local custom within such Faith Community allows and as permitted by the Ecclesiastical Authority or as provided for in the Canons of The Episcopal Church or this Diocese.

(c) It is the responsibility of the Vestry to call a Rector, subject to the provisions of this Canon and the policies of the Diocese. With respect to the clergy in charge of all other Faith Communities in the Diocese, it is the responsibility of the Ecclesiastical Authority to call such clergy in accordance with these Canons.

(d) Whenever the office of Rector shall or is to become vacant, the Vestry shall give notice thereof to the Bishop within ~~10~~ ten (10) days of knowing of such vacancy, who will provide such assistance as may be in the Bishop's power in filling the vacancy, including sending such clergy as may be at the Bishop's disposal during the period of such vacancy. The Vestry shall seek and consider the guidance of the Bishop in seeking a Rector, and unless the Bishop permits otherwise, no call may be made until thirty (30) days after the Bishop is informed of the identity of the priest to be called and the Bishop has given written consent to the call.

(e) To ensure mutual understanding, a covenant or letter of agreement between any clergy serving a Parish and the Parish, stipulating the clergy's stipend, allowances, benefits and terms and conditions of service shall be signed by such clergy, the ~~representatives of the Vestry~~ Sr. Warden, and the Bishop. A copy of such agreement shall be provided to the Bishop and all members of the Vestry of the Parish.

(f) The Vestry of a Parish may establish and abolish additional clergy positions for the Parish, including positions to serve in Missions or special ministries formed by the Parish. Any other clergy of a Parish shall be under the jurisdiction of the Rector, who shall have the power to appoint or to dismiss them, provided that unless the Bishop permits otherwise, the Rector may not make an appointment until thirty (30) days after the Bishop has been given notice of the identity of such clergy and the Bishop has given written permission to such appointment. The stipend, allowances, benefits and terms and conditions of



## ATTACHMENT 3A

service for such additional clergy shall be fixed by the Vestry consistent with the Diocesan compensation policies for clergy established annually by the Council.

### CANON 20. STRUCTURE OF MINISTRY WITHIN THE DIOCESE

#### Sec. 1. Activities, Mission and Ministries of the Diocese and its Faith Communities.

No committee or activity, mission or ministry of the Diocese may be conducted unless and until such committee or activity has been approved by the Convention (or the Council acting as the Convention between Conventions) and the Ecclesiastical Authority, acting separately. Similarly, no Faith Community may conduct any of its activities, mission or ministry unless and until such activity, mission or ministry has been approved by the governing body of such Faith Community and its clergy in charge, in each case acting separately. Any such work conducted by the Diocese or Faith Community, as the case may be, shall be done in the name of the Diocese or Faith Community, as the case may be, which initiated such work.

#### Sec. 2. Entities of the Diocese.

The Diocese shall not create, sponsor or participate in the creation of any separate legal entity under the authority of The Episcopal Church, including, but not limited to, a day school, day kindergarten, day-care school, retirement home, nursing home, community house or other ministry of outreach or mission, unless and until (a) such entity and its work has been approved by the Ecclesiastical Authority and the Council, acting separately and (b) its organizational documents, including but not limited to, its charter, by-laws, partnership or operating agreement, and all amendments thereto, have been approved by the Chancellor.

#### Sec. 3. Entities of Faith Communities.

No Faith Community shall create, sponsor or participate in the creation of any legal entity separate from such Faith Community under the authority of The Episcopal Church, including, but not limited to, a day school, day kindergarten, day-care school, retirement home, nursing home, community house, or other ministry of outreach, unless and until (a) such entity and its work has been approved by the Ecclesiastical Authority and the Rector (in the case of a Parish) or the priest-in-charge and the Bishop (in the case of a Mission), and the governing body of either such Faith Community, acting separately and (b) its organizational documents (including but not limited to, its charter and by-laws, partnership or operating agreement), and all amendments thereto, have been approved by the Chancellor of this Diocese.

#### Sec. 4. Special Ministries.

If the Diocese or a Parish wishes to encourage development of new ministries to address emerging needs within the Diocese in response to the mission of this Church as set forth in the Catechism of The Book of Common Prayer, the development of such a ministry shall be done through a process established by the Bishop and Council and made available for such purpose. If or when such time as any Special Ministry desires to become a ministry of the Diocese, it must be approved as such by Bishop and Council in accordance and compliance with this Canon. Similarly, if or when such time as any Special Ministry desires to become a ministry of a Parish, it must be approved as such by the Vestry of such Parish in accordance and compliance with this Canon. Finally, should a Special Ministry subsequently desire to become a Faith Community pursuant to Canon 19, then such change must be approved by the Standing Committee of the Diocese.

#### Sec. 5. Annual Budgets.

All entities created pursuant to this Canon must prepare and approve an annual budget for their respective operations, and within sixty (60) days from the approval thereof, must submit such budgets to the governing body which created and/or sponsored such entity pursuant to Sections 2 or 3 above. Additionally, all entities created pursuant to this Canon shall maintain such other records with respect to their operations as shall be reasonably necessary to enable such entities to provide reports and information to their sponsoring Faith Community, together with such other relevant information as is needed to maintain an accurate view of the state of this Church as may be required by The Episcopal Church or by Bishop and Council.

## ATTACHMENT 3A

### Sec. 6. No Agency Authority Created.

No entity of the Diocese or of any Faith Community, respectively, described in this Canon shall be deemed for any purpose to be the agent of the Diocese or any such Faith Community, respectively, nor may it obligate the Diocese or Faith Community, respectively, by any contract or pledge the credit of the Diocese or such Faith Community, respectively, without the express written approval of the Council and the Ecclesiastical Authority, in the case of the Diocese and any Faith Community which is not self-sustaining, or the governing body and Rector in the case of any Parish.

### Sec. 7. Limitations on Entity Names.

No entity of the Diocese or of any Faith Community, respectively, whether incorporated or unincorporated, may use the word "Episcopal" in its name without the prior approval of the Ecclesiastical Authority and the Council.

### Sec. 8. Clergy Appointed or Approved by Bishop.

Clergy employed by or on behalf of the Diocese, Priests-in-Charge, ~~Clergy~~ clergy serving at Missions, ~~Clergy~~ clergy serving as supply to a Faith Community more often than once a month, and Deacons, will be appointed by, and serve at the pleasure of, the Bishop. Clergy serving in an ordained capacity (e.g., chaplains) in non-diocesan institutions, such as schools or hospitals, shall obtain the approval of the Bishop prior to accepting such positions.

### Sec. 9. Limitation on Authority.

Anything in this Canon to the contrary notwithstanding, all entities controlled by, or under common control with, the Diocese or any Faith Community are under the ecclesiastical authority of the Bishop.

## CANON 21.

### DIOCESAN AND PARISH RECORDS AND REPORTS

#### Sec. 1.

(a) It shall be the duty of all ~~Clergy~~ clergy of this Diocese, or in the absence of clergy the Sr. Warden, to maintain such registers and make such reports as are required by the Canons of ~~the~~ The Episcopal Church.

(b) It shall also be the duty of all ~~Clergy~~ clergy of this Diocese, or in the absence of clergy the Sr. Warden, to maintain such records and make such reports to the Diocese as may be requested from time to time by Bishop and Council in accordance with these Canons.

(c) Faith Communities and the ~~Clergy~~ clergy of this Diocese shall also maintain such other relevant information as is needed to maintain an accurate view of the state of The Episcopal Church, the Diocese, or the Faith Community as may be required by The Episcopal Church or by Bishop and Council.

## CANON 22.

### ECCLESIASTICAL DISCIPLINE

Sec. 1. Title IV of the Canons of the Episcopal Church. Those provisions of Title IV of the Canons of The Episcopal Church ("Title IV") which are applicable to the Diocese are hereby incorporated as part of this Canon. To the extent, if any, that any of the provisions of this Canon are in conflict or inconsistent with the provisions of Title IV, the provisions of such Title shall govern.

#### Sec. 2. Discipline Structure.

(a) Disciplinary Board. The Board shall consist of seven (7) persons, four (4) of whom are members of the Clergy and three (3) of whom are laity.

(b) Clergy Members. The Clergy members of the Board must be canonically and geographically resident within the Diocese.

(c) Lay Members. The lay members of the Board shall be Confirmed Communicants in Good Standing at least ~~18~~ eighteen (18) years of age, and geographically resident in the Diocese.

(d) Election. The members of the Board shall be elected by the Convention. Each member shall be elected for a three (3)-year term; except, if a member is elected to fill a vacancy, the term of such member

## ATTACHMENT 3A

shall be the unexpired term of the member being replaced. The term of the member shall commence on the first (1<sup>st</sup>) day of the year following election. The terms of office of the Board shall be staggered and arranged into three (3) classes.

(e) Vacancies. Vacancies on the Board shall be filled as follows:

(i) Upon the determination that a vacancy exists, the President of the Board shall notify the Bishop of the vacancy and request appointment of a replacement member of the same order as the member to be replaced.

(ii) The Bishop shall appoint a replacement Board member with the advice and consent of the Standing Committee.

(iii) Persons appointed to fill vacancies on the Board shall meet the same eligibility requirements as apply to elected Board members.

(iv) With respect to a vacancy created for any reason other than pursuant to a challenge as provided below, the term of any person selected as a replacement Board member shall end on December 31 following the next annual Convention. With respect to a vacancy resulting from a challenge, the replacement Board member shall serve only for the proceedings for which the elected Board member is not serving as a result of the challenge.

(f) Preserving Impartiality. In any proceeding under this Canon, if any member of a Conference Panel or Hearing Panel of the Board shall become aware of a personal conflict of interest or undue bias, that member shall immediately notify the President of the Board and request a replacement member of the Panel. Respondent's Counsel and the Church Attorney shall have the right to challenge any member of a Panel for conflict of interest or undue bias by motion to the Panel for disqualification of the challenged member. The members of the Panel not the subjects of the challenge shall promptly consider the motion and determine whether the challenged Panel member shall be disqualified from participating in that proceeding.

(g) President. Within sixty (60) days following the Annual Convention, the Board shall convene to elect a President to serve for the following calendar year.

(h) Intake Officer. One or more Intake Officers shall be appointed according to the needs of the Diocese from time to time by the Bishop after consultation with the Board. The Bishop shall publish the name(s) and contact information of the Intake Officer(s) throughout the Diocese.

(i) Investigator. The Bishop shall appoint an Investigator in consultation with the President of the Board **as provided in Title IV**. The Investigator may, but need not, be a Member of The Episcopal Church.

(j) Church Attorney. Within sixty (60) days following each Annual Convention, the Bishop in consultation with the Standing Committee shall appoint an attorney to serve as Church Attorney to serve for the following calendar year. The person so selected must be a Member of The Episcopal Church and a duly licensed attorney, but need not reside within the Diocese.

(k) Pastoral Response Coordinator. The Bishop may appoint a Pastoral Response Coordinator, to serve at the will of the Bishop in coordinating the delivery of appropriate pastoral responses provided for in Title IV, Canon 8 and this Canon. The Pastoral Response Coordinator ~~may be the Intake Officer, but~~ shall not be a person serving in any other appointed or elected capacity under this Canon.

(l) Advisors. In each proceeding under this Canon, the Bishop shall appoint an Advisor for the Complainant and an Advisor for the Respondent. Persons serving as Advisors shall hold no other appointed or elected position provided for under this Canon, and shall not include Chancellors or Vice-Chancellors of this Diocese or any person likely to be called as a witness in the proceeding.

(m) Clerk. The Board shall appoint a Board Clerk to assist the Board with records management and administrative support. The Clerk may be a member of the Board.

### Sec. 3. Costs and Expenses.

(a) Costs Incurred by the Church. The reasonable costs and expenses of the Board, the Intake Officer, the Investigator, the Church Attorney, the Board Clerk and the Pastoral Response Coordinator shall be the obligation of the Diocese, subject to budgetary constraints as may be established by the Bishop and Council.

(b) Costs Incurred by the Respondent. In the event of a final Order dismissing the complaint, or by

## ATTACHMENT 3A

provisions of a Covenant approved by the Bishop, the reasonable defense fees and costs incurred by the Respondent may be paid or reimbursed by the Diocese, subject to budgetary constraints as may be established by the Bishop and Council.

### Sec. 4. Records.

(a) Records of Proceedings. Records of active proceedings before the Board, including the period of any pending appeal, shall be preserved and maintained in the custody of the Clerk, if there be one, with a copy provided to the Diocesan office, which shall make public any records required to be made public by Title IV, Canon 13, Section 3.

(b) Permanent Records. The Bishop shall make provision for the permanent storage of records of all proceedings under this Canon as prescribed in Title IV, Canon 13, Section 3 of the Canons of The Episcopal Church.

## CANON 23. ALTERATION OF CONSTITUTION OR CANONS

Sec. 1. All proposed amendments to the Constitution or Canons of this Diocese shall be referred to the Committee on Constitution and Canons to be reported upon to the Convention prior to any action.

Sec. 2. Any proposition for the amendment of any Canon must be made in writing and assented to by a majority of the delegates at the Convention.

Sec. 3. Any amendment to these Canons shall become effective at 12:01 am on January 1 following the adjournment of the Convention at which the amendment is adopted.

## CANON 24. RULES OF INTERPRETATION

Sec. 1. Headings. The headings contained in the Constitution and these Canons are for convenience only and shall not be deemed to be a part of or used to construe or interpret them.

Sec. 2 Counterparts; Facsimiles. With respect to any document or agreement which may be executed and delivered in accordance with these Canons (including by facsimile, Portable Document Format (pdf) or other electronic transmission) may be so executed or delivered in one or more counterparts, all of which will be considered one and the same agreement and will become effective when one or more counterparts have been signed by each of the parties and delivered to the other parties. Facsimile, pdf or other electronic transmission of any signed original document or retransmission of any signed facsimile, pdf or other electronic transmission will be deemed the same as delivery of an original. At the request of any party, the other parties will confirm facsimile, pdf or other electronic transmission by signing a duplicate original document. The requirement of a signature may be satisfied by an electronic signature.

### Sec. 3 Meetings.

(a) Any body authorized or contemplated by these Canons may hold meetings at any time or place without notice by unanimous waiver of notice of such meetings, either before or after the meeting, or by actual attendance at the meeting. Any and all waivers of notice of any such meetings shall be recorded in the meeting records of such body and shall constitute a part of the official records of such body.

(b) Meetings of any body authorized or contemplated by these Canons do not need to be held at any physical geographic location if the meeting is held by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to see, read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions and make comments. Meetings of the Convention (including an Electing Convention), however, shall not be held in a manner that entails some voting members being physically present and others participating remotely by electronic means.

(c) Any action required or permitted to be taken at a meeting of any body, committee or other organization created by the Diocese may be taken without a meeting if one or more written consents, setting forth the action so taken, shall be signed by no less than two-thirds of votes that would be necessary to

## ATTACHMENT 3A

authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted.

Sec. 4 Definitions. In addition to the definitions contained in Preamble A of the Canons, for purposes of the Constitution and these Canons,

(a) "Deliver" or "delivery" means any method of delivery used in conventional commercial practice, including delivery by hand, mail, commercial delivery, and electronic transmission.

(b) "Electronic" means relating to technology having electrical, digital, magnetic, wireless, optical, electromagnetic, or similar capabilities.

(c) "Record" means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

(d) "Notice" must be in the form of a record unless oral notice is authorized or is reasonable under the circumstances. Notice may be communicated in person or by delivery, including electronic transmission. If these forms of communication are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television or other form of public broadcast communication.

(e) "Signature" includes an electronic signature.

| *Changes to the Canons effective January 1, ~~2023~~2024*

**ATTACHMENT 3B**

**“CLEAN” COPY SHOWING AMENDMENTS TO THE  
DIOCESAN CANONS**

**EFFECTIVE JANUARY 1, 2024**

ATTACHMENT 3B

**Canons of the Episcopal Diocese of West Tennessee (2024)**

TABLE OF CONTENTS

PREAMBLE A Definitions.....3

PREAMBLE B The Corporation.....4

CANON 1. The Convention.....4

CANON 2. Election of a Bishop.....6

CANON 3. The Secretary and the Treasurer.....8

CANON 4. The Chancellor.....8

CANON 5. The Archives of the Diocese and The Archivist.....8

CANON 6. Officers of the Diocese.....9

CANON 7. The Standing Committee.....9

CANON 8. Deputies to General Convention  
and Provincial Synod.....10

CANON 9. The Bishop and Council.....10

CANON 10. Diocesan Committees.....12

CANON 11. Commission on Ministry.....13

CANON 12. Committee on Constitution and Canons.....13

CANON 13. Finance Committee.....13

CANON 14. Funding the Budgets of the Episcopal Church and  
the Diocese; Funds Management.....14

CANON 15. Property, Contracts and Insurance.....15

CANON 16. The Church Pension Fund.....17

CANON 17. The Diocese of West Tennessee  
Endowment Corporation.....17

CANON 18. St. Mary’s Cathedral.....18

CANON 19. Mission of all Diocesan Faith Communities.....18

ATTACHMENT 3B

CANON 20. Structure of Ministry within the Diocese.....21  
CANON 21. Diocesan and Parish Records and Reports.....23  
CANON 22. Ecclesiastical Discipline.....23  
CANON 23. Alteration of Constitution and Canons.....25  
CANON 24. Rules of Interpretation.....25



## ATTACHMENT 3B

# CANONS OF THE EPISCOPAL DIOCESE OF WEST TENNESSEE (2024)

## PREAMBLES

### PREAMBLE A DEFINITIONS

Where used herein:

*Annual Convention* and *Convention* mean the annual or special meetings of Clergy and Lay Delegates referred to in Article III of the Constitution of The Diocese.

*Bishop Diocesan or Bishop, Bishop Coadjutor, Bishop Suffragan, Assistant Bishop or Assisting Bishop* of this Diocese shall have the meaning, duties and responsibilities as set forth in the Constitution and Canons of The Episcopal Church unless the text otherwise requires.

*Canon* or *Canons* shall mean the Canon or Canons of this Diocese or The Episcopal Church, as the context may require.

*Clergy*, unless the context otherwise requires, means Priests or Deacons canonically resident in this Diocese.

*Clerk* is another name for the office of Secretary of a Faith Community.

*Constitution* shall mean the Constitution of this Diocese or of The Episcopal Church, as the context may require.

*Communicant* and *Communicant in Good Standing* mean such persons as defined in the Canons of The Episcopal Church.

*Confirmed Communicant* means such persons as defined in the Canons of The Episcopal Church.

*Council* or *Bishop and Council* mean the Council provided for in these Canons.

*Deacon* is a person ordained as such according to the Constitution and Canons of The Episcopal Church.

*Delegates* mean those persons entitled to vote at any Convention of the Diocese.

*Diocese* means The Episcopal Diocese of West Tennessee.

*Diocesan Committees* means task forces, commissions, boards, and committees as described in Canon 10 to which parts of the work of the Diocese are committed by the Annual Convention or by the Bishop and Council, but do not include the Commission on Ministry or the Committee on Constitution and Canons.

*Ecclesiastical Authority* means the Bishop Diocesan, or if there is no Bishop Diocesan, then either the Standing Committee or a Bishop serving as the Ecclesiastical Authority in a manner provided for by the Constitution and Canons of The Episcopal Church and the Constitution and Canons of this Diocese.

*Faith Community* shall be either a Parish or a Mission as set forth in Canon 19 of these Canons. All Parishes and Missions are defined as Faith Communities.

*Journal* means the Journal of the Annual Convention.

*Lay Delegate* means a lay person elected or appointed in accordance with these Canons to serve as a Faith Community's representative at Convention.

*Member*, and all designations of membership, refer to such lay persons as defined in the Canons of The Episcopal Church.

*Mission* means a Faith Community meeting the criteria for a Mission as defined in Canon 19.

*Mission Council* means the governing body of a Mission as set forth in Canon 19.5.

*Parish* means a Faith Community meeting the criteria for a Parish as defined in Canon 19.

*Priest* is a person ordained as such according to the Constitution and Canons of The Episcopal Church.

*Rector* and *Priest-in-Charge* are Priests called as such according to these Canons and the Canons of The Episcopal Church.

## ATTACHMENT 3B

*Secretary*, where not otherwise qualified, refers to the Secretary of the Diocese, who shall also serve as Secretary of the Convention.

*Special Ministry* or *Special Ministries* shall be those ministries which may be developed in accordance with Canon 20, Section 4 of these Canons.

*Standing Committee* means the Standing Committee of the Diocese and shall have the rights, duties and responsibilities as defined in the Constitution and Canons of The Episcopal Church and these Canons.

*The Episcopal Church* is also known as the Protestant Episcopal Church in the United States of America.

*Treasurer*, where not otherwise described, refers to the Treasurer of the Diocese.

*Vestry* means the governing body of a Parish.

### PREAMBLE B THE CORPORATION

Sec. 1. "The Episcopal Diocese of West Tennessee" is a not-for-profit public benefit religious corporation without members chartered under the laws of the State of Tennessee.

Sec. 2. The Constitution and Canons shall constitute the By-laws of the Corporation.

Sec. 3. The Board of Directors of the Corporation shall be the Bishop and Council.

Sec. 4. In addition to being the Ecclesiastical Authority, the Bishop shall be the President of the Corporation, and the Bishop Coadjutor, the Bishop Suffragan, the Assistant Bishop, and the Assisting Bishop (if so provided in the Assistant Bishop or Assisting Bishop's Letter of Agreement), if there be any, shall be Vice-Presidents of the Corporation as set forth in the Constitution.

Sec. 5. The Treasurer of the Diocese shall be Treasurer of the Corporation, and the Secretary of the Diocese shall be Secretary of the Corporation and the Secretary of Convention. The President may not serve as Secretary.

Sec. 6. The duly authorized Delegates to the Annual Convention shall have the rights of delegates as set forth in the Tennessee Nonprofit Corporation Act, as amended.

Sec. 7. All contracts and legal instruments to be binding on the Corporation shall be signed by the President, or a Vice-President of the Corporation, or by some agent vested with authority by a resolution of the Annual Convention or by the Bishop and Council.

Sec. 8. All money and properties of the Corporation shall be devoted to its corporate purposes and shall not be used for the private profit or benefit of any individual; provided that nothing herein shall prevent the payment of reasonable compensation for services to officers, agents and employees of the Corporation as fixed and determined by the Annual Convention or by the Bishop and Council.

Sec. 9. Unless otherwise specified in the Constitution or these Canons, or in the Constitution or Canons of The Episcopal Church, all terms of office or service on boards, committees, commissions or similar entities of the Diocese elected or confirmed by the Annual Convention shall begin upon the adjournment of the Annual Convention.

### CANON 1. THE CONVENTION

Sec. 1. The Convention is the legislative body of the Diocese and shall exercise all powers not reserved to the Bishop or any other entity of the Diocese under the Constitution or Canons of the Diocese or the Constitution or Canons of The Episcopal Church. The Secretary or other person designated by the Bishop shall give notice to the Clergy and Faith Communities of the date and time of all meetings of the Convention.

Sec. 2. At each Convention there shall be an address by the Bishop, and the Bishop shall be responsible for daily opportunity for corporate worship.

Sec. 3. Within five (5) days immediately preceding any Convention, the Ecclesiastical Authority shall furnish the Secretary or other person designated by the Ecclesiastical Authority with a complete list

## ATTACHMENT 3B

of the Clergy canonically resident in the Diocese, setting forth those who are entitled to seats in the Convention. At the time appointed for the meeting of the Convention, the Convention shall be called to order, the Secretary shall report the number of Clergy and Lay Delegates present as shown by their personal registration, and a quorum shall be certified.

Sec. 4. The Convention shall proceed to elect a Secretary for the ensuing Convention year, after which the Convention shall be declared to be duly organized.

Sec. 5.

(a) At each Convention, Rules of Order and an Order of Business shall be adopted for that Convention. Unless amended by the Convention, the Rules of Order adopted by the previous Convention shall be in force. No Delegates at any Convention shall be permitted to vote by proxy.

(b) If at any time after the organization of the Convention the right of any Lay Delegate to sit in the Convention be called in question, the point shall be determined by a majority vote of the Convention, and this whether the person has already been admitted to a seat or not. The Lay Delegates whose status has been called into question shall be entitled to vote on this issue.

Sec. 6. Unless also at the Convention as a Delegate, the Secretary, the Treasurer, the Chancellor, the Vice-Chancellor(s), the lay members of the Standing Committee and of the Bishop and Council, the Chair of the Finance Committee, the President of The West Tennessee Endowment Corporation, the Executive Director of St. Columba Episcopal Camp and Retreat Center, members of the staff of the Diocese designated by the Bishop, and the Heads of Schools in the Diocese that are members of the National Association of Episcopal Schools shall be admitted to seats upon the floor of the Convention, with all privileges except the right to vote. In addition, clergy not canonically resident who are licensed to officiate in the Diocese shall be admitted to seats upon the floor of the Convention, with all privileges except the right to vote. The Convention by resolution may authorize others to be admitted to seats on the floor with the privileges set forth in the resolution, other than the right to vote.

Sec. 7.

(a) All Faith Communities are required to complete and file their annual parochial reports with the Diocese no later than March 1 of each calendar year. The number of Lay Delegates which any Faith Community is entitled to seat at any Convention shall be determined by the Diocese based upon the "Average Sunday Attendance" as reported by each Faith Community in its annual parochial report for the year prior to the Convention, as follows:

<u>Average Sunday Attendance</u>	<u>Number of Lay Delegates</u>
1 – 50	2
51 – 100	3
101 – 200	4
201 – 300	5
301 and above	6

By no later than May 31 of each calendar year, the Diocese shall confirm to each Faith Community the number of Lay Delegates which such Faith Community is entitled to send to Annual Convention in that year.

(b) It shall be the duty of the Vestry with respect to a Parish and a Mission Council with respect to a Mission to elect its Lay Delegates and an equal number of Lay Alternates, each of whom shall be a Confirmed Communicant in Good Standing and at least eighteen (18) years of age. If there is no governing body of a Faith Community, then the Lay Delegates shall be appointed by the Bishop. If any or all of the Lay Delegates of a delegation shall fail to attend the Convention, the Lay Alternates shall be entitled to serve in their stead.

(c) Prior to each meeting of the Convention, the Diocesan office shall send to each Faith Community a registration form, which may be in electronic format, pursuant to which the Faith Community shall register its Clergy, Lay Delegates and Lay Alternates. The clergy in charge or, if none, one of the

## ATTACHMENT 3B

elected lay leaders of the Faith Community shall certify that the Lay Delegates and Lay Alternates have been duly elected or appointed and that they are Confirmed Communicants in Good Standing at least eighteen (18) years of age. The completed registration form must be delivered to the Diocesan office no later than the deadline set forth on the registration form to ensure that the Clergy entitled to vote and the Lay Delegates of the Faith Community are granted seat, voice and vote at the meeting of the Convention.

(d) The Lay Delegates duly elected or duly appointed to serve at the Convention shall be the Delegates to any other meeting of the Convention prior to the succeeding Convention. Vacancies occasioned by death, removal, resignation, or incapacity to serve, shall be filled in the same manner as the original election or appointment.

(e) In case any Mission shall fail to elect Lay Delegates, or in case all the Delegates and alternates elected shall fail to attend the Convention, the Bishop shall have the authority to appoint one lay person who shall be a Confirmed Communicant in Good Standing of such Faith Community and at least eighteen years of age, to represent such Mission at the Convention as a Lay Delegate.

(f) In case any Vestry shall fail to elect Lay Delegates, or in case all the Delegates and alternates elected from any Parish shall fail to attend the Convention, the Rector of such Parish shall have the authority to appoint one lay person, who shall be a Confirmed Communicant in Good Standing of the Parish at least eighteen (18) years of age, to represent the Parish in the said Convention as a Lay Delegate.

Sec. 9. The Ecclesiastical Authority, any member of the Clergy not disqualified by Article IV of the Constitution, any Lay Delegate, the Secretary, the Treasurer, the Chancellor, any Vice-Chancellors, the Archivist, the Bishop and Council, the Standing Committee, the Committee on Constitution and Canons, Vestries, and Mission Councils may submit resolutions and make nominations for elected offices. Resolutions submitted by members of the Clergy or Lay Delegates must be endorsed by at least two other Clergy or Lay Delegates, all of whom must be from different Faith Communities.

### CANON 2. ELECTION OF A BISHOP

Sec. 1. Upon the call for an election of a Bishop by the Ecclesiastical Authority in accordance with the Canons of The Episcopal Church and Article XI of the Constitution of this Diocese, the Bishop shall delegate to the Standing Committee of the Diocese oversight and responsibility for the process unless it already holds this responsibility because of a vacancy in the Episcopate. In this role, the Standing Committee shall:

- (a) give notice in all appropriate publications and other communications that the Diocese of West Tennessee is entering an Episcopal election process;
- (b) establish the date for the election, which date shall not be less than 30 days before the next meeting of the General Convention of The Episcopal Church;
- (c) work with Bishop and Council to provide financially for the process and ordination;
- (d) establish the necessary committees for the process;
- (e) be responsible for obtaining the necessary background checks and evaluations;
- (f) in consultation with the Chancellor, propose rules for the Electing Convention and oversee the election;
- (g) seek the necessary Episcopal and Standing Committee consents required once the election has been made; and
- (h) provide for the Ordination/Consecration and Seating of the elected Bishop in consultation with the sitting Bishop.

Sec. 2. Should there be no Bishop Diocesan, the Standing Committee, in its role as the Ecclesiastical Authority, may engage the services of one or more Assisting Bishops, designating those ministries for which the Assisting Bishop(s) shall be responsible.

Sec. 3. Once the date for an election has been established in consultation with the Presiding Bishop of The Episcopal Church, the Standing Committee shall appoint two (2) committees to oversee the election process: a Search Committee and a Transition Committee.

## ATTACHMENT 3B

### (a) *The Search Committee.*

(i) The Search Committee shall consist of an even number of Clergy and Confirmed Communicants in Good Standing at least eighteen (18) years of age of the Diocese of not less than eight (8) nor more than twelve (12) members, equally divided between lay and Clergy. None shall be current members of the Standing Committee and not more than one (1) from the same Faith Community, either Clergy or lay. The President of the Standing Committee or another member thereof designated by the Standing Committee shall serve *ex officio* as a liaison without vote. The Chancellor of the Diocese or one of the Vice-Chancellors designated by the Chancellor shall serve as an *ex officio* advisor without vote. The Search Committee shall determine its own officers and leadership.

#### (ii) The Search Committee shall:

- (a) develop and oversee a process for creating a Diocesan profile;
- (b) receive nominations;
- (c) review the qualifications of those being considered;
- (d) provide to those being considered details of the total compensation package authorized by Bishop and Council.

(e) Submit to the Standing Committee not more than ninety (90) days prior to the date of the election, at least three (3) nominees who have consented to stand for election and whose evaluations and background checks have been approved.

(ii) *Committee Nominations and Nominations by Petition.* The Standing Committee shall announce publicly and in written format to all Clergy and Lay Delegates the names of those nominated. The Standing Committee may receive nominations by petition for fourteen (14) days from the date of the announcement. Each petition must be signed by at least three (3) Clergy and three (3) Confirmed Communicants in Good Standing at least eighteen (18) years of age from at least three (3) different Faith Communities. Petitions must be accompanied by all information required by the Standing Committee. The Standing Committee shall secure the required evaluations and background checks for those persons nominated by petition. Once the deadline has passed and the evaluations and background checks have been approved, the names of all approved nominees shall be made public by the Standing Committee as soon as practical.

### (b) *The Transition Committee.*

(i) The Transition Committee shall consist of an even number of Clergy and Confirmed Communicants in Good Standing of the Diocese at least eighteen (18) years of age of not less than eight (8) nor more than twelve (12), equally divided between lay and Clergy, with not more than one (1) person from the same Faith Community, either Clergy or Lay. The President of the Standing Committee or other designated member of the Standing Committee shall serve *ex officio* as a liaison without vote. The Chancellor of the Diocese or one of the Vice-Chancellors designated by the Chancellor shall serve *ex officio* as an advisor without vote. The Transition Committee shall determine its own officers and leadership.

#### (ii) The Transition Committee shall:

- (a) publish complete profiles of the nominees and any other educational material deemed helpful;
- (b) provide for the "walk about" opportunities for all nominees to meet with as many members of the Diocese as possible;
- (c) provide hospitality for the candidates and their families;
- (d) help in the planning of the Ordination/Consecration and Seating of the new Bishop;
- (e) assist the new Bishop in adapting to and being introduced to the Diocesan community; and
- (f) provide for the transition of the retired and/or resigned Bishop from office.

Sec. 4. The President of the Electing Convention will convene the session to call for nominations. The Standing Committee shall propose rules of order for the Electing Convention and oversee the election. The proposed rules of order shall be published to the Diocese no less than twenty-one (21) days prior to the date of the Electing Convention. The Standing Committee will place in nomination the names of all persons whose names were submitted to it by the Search Committee and those who have fulfilled the petition requirements. Seconding speeches will be governed by the Electing Convention rules of order. No nominations from the floor will be permitted.

## ATTACHMENT 3B

Sec. 5. Upon election, the Electing Convention will remain in session until the Canonical Testimonials are signed by a majority vote in each order on the same ballot of those eligible to vote.

### CANON 3 THE SECRETARY AND THE TREASURER

#### Sec. 1. Secretary of the Diocese

(a) The Secretary of the Diocese may also serve as Secretary of the Bishop and Council, and in addition to the duties prescribed in the Constitution, shall perform such other duties as the Convention may require.

(b) The Secretary's duties shall include recording the proceedings of the Convention, preserving the Convention's journals and records, attesting the public proceedings of the body, and faithfully delivering into the hands of the Secretary's successor all books, papers and records relative to the concerns of the Convention which may be in the Secretary's possession.

(c) One or more Assistant Secretaries may be nominated by the Bishop and elected by the Convention.

#### Sec. 2. Treasurer

(a) The Treasurer shall be the Chief Financial Officer of the Diocese, performing the duties which are usually performed by the Treasurer of similar organizations. The Treasurer shall work with Diocesan staff to prepare reports to the Finance Committee and the Bishop and Council with respect to funds received from Faith Communities and other organizations within the Diocese, funds designated for the work authorized by the Convention and all other funds payable to the Diocese. The Treasurer shall also review and report to the Finance Committee and the Bishop and Council with respect to funds disbursed by Diocesan staff in accordance with the budget adopted at the Convention or as directed by the Bishop and Council. The Treasurer shall also review and report to the Finance Committee and the Bishop and Council on funds raised or appropriated for the work outside the Diocese, which funds shall be forwarded to such persons authorized to receive the same. The Treasurer shall also oversee the investment and management of all funds of the Diocese, and such funds shall be invested and managed in accordance with policies established by the Bishop and Council and in accordance with these Canons. The Treasurer shall present a report on the financial affairs of the Diocese at each Annual Convention and the reports of the Treasurer to the Bishop and Council shall be incorporated into the Treasurer's report to the Annual Convention.

(b) One or more Assistant Treasurers may be nominated by the Bishop and elected by the Convention.

### CANON 4. THE CHANCELLOR

The Bishop shall nominate and the Convention shall elect a Chancellor, licensed to practice law in the State of Tennessee, who shall be the advisor to the Bishop, the Convention, the Standing Committee, and the Bishop and Council, upon all legal matters on behalf of the Diocese. The Chancellor shall hold the office until a successor is elected. One or more Vice-Chancellors may be elected, in like manner, to assist the Chancellor.

### CANON 5. THE ARCHIVES OF THE DIOCESE AND THE ARCHIVIST

Sec. 1. There shall be an archives of the Diocese, the purpose of which shall be to preserve, arrange and make available the records of the Diocese, the Bishop and Council and other important records and memorabilia of the life and work of the Diocese, and to carry out a program of records management so as to further the historical dimension of the mission of the Diocese.

## ATTACHMENT 3B

Sec. 2. For purposes of this Canon, the term "records" shall have the same definition as contained in Title I, Canon 5, Section 2 of the Canons of The Episcopal Church, as the same may be amended from time to time.

Sec. 3. There shall be an Archivist elected by the Convention upon nomination by the Bishop. The Archivist shall serve a term of one year and may be re-elected for successive one year terms. The expenses of the Archives and Archivist shall be provided for in the annual budget of the Diocese.

Sec. 4. The Archivist shall have the duty to manage the archives of the Diocese at the direction of the Bishop and in accordance with the records management program adopted by the Bishop and Council and provide a report to the Annual Convention.

### CANON 6. OFFICERS OF THE DIOCESE

Sec. 1. Unless otherwise specified in the Constitution or these Canons, all officers shall begin their terms of office upon the adjournment of the Annual Convention at which they were elected or appointed. All officers shall remain in the office until their successors are elected and qualified.

Sec. 2. The Bishop shall have authority to appoint all officers whose method of selection is not otherwise provided for in these Canons and, subject to the approval of the Council, to fill vacancies not otherwise provided for, which may occur by death, resignation or other cause, between Conventions; and all officers so appointed shall continue in office until the next meeting of the Annual Convention.

Sec. 3. Offices not provided for in these Canons may be created by the Annual Convention, and filled by it upon nomination of the Bishop. In like manner, the Council may create offices which shall be filled by the Council upon nomination by the Bishop.

Sec. 4. All officers of the Diocese shall be Clergy or Confirmed Communicants in Good Standing who are eighteen (18) years of age or older.

### CANON 7. THE STANDING COMMITTEE

Sec. 1.

(a) Each Convention as provided for in the Constitution of the Diocese shall elect members of the Standing Committee in accordance with Article IX of the Constitution of this Diocese. The Standing Committee shall consist of three (3) members of the Clergy, at least two (2) of whom shall be Priests, and three (3) lay members, with the members meeting the additional requirements set forth in Article IX.

(b) A member shall be ineligible for re-election for one year after completion of a three-year term.

(c) In the event of a vacancy occurring during a term, the next Convention shall elect a person to fill the unexpired term but the Council may fill the vacancy on an interim basis until the next Convention.

Sec. 2.

(a) The Standing Committee shall elect from its own number a President and a Secretary of the Standing Committee, one of whom shall be a lay person and one of whom shall be a member of the Clergy.

(b) A majority of the Standing Committee shall constitute a quorum. No member shall be permitted to vote on any matter by proxy.

(c) In the event of a tie vote, the position taken by the President of the Standing Committee and those voting with the President shall prevail.

Sec. 3.

(a) The Secretary of the Standing Committee shall keep a record of all proceedings.

(b) The President shall make a report in writing to the Annual Convention of all the official acts of the Standing Committee during the preceding year and this report shall be published in the Diocesan Journal.

## ATTACHMENT 3B

### Sec. 4.

(a) The Standing Committee shall appoint a time and place for regular meetings, notice of which shall be given.

(b) Special meetings may be called by the Bishop, by the President of the Standing Committee or by any three (3) members of the Standing Committee.

(c) No special meetings shall be legally constituted unless two days' notice thereof has been given each member, which notice may be waived by consent of any member of the Standing Committee not present at the special meeting.

### Sec. 5.

(a) The duties of the Standing Committee shall be defined by the Constitution and Canons of The Episcopal Church and these Canons.

(b) The Standing Committee may adopt its own rules of procedure.

## CANON 8.

### DEPUTIES TO GENERAL CONVENTION AND PROVINCIAL SYNOD

Sec. 1. At the meeting of the Annual Convention that is no less than two (2) meetings of the Annual Convention prior to the date on which the General Convention is scheduled to meet, the Annual Convention (or, if appropriate, Special Meeting of the Convention) shall elect four (4) Clerical Deputies who are canonically resident in the Diocese and four (4) Lay Delegates who are Confirmed Communicants in Good Standing in the Diocese and who are eighteen (18) years of age or older in the Diocese to serve at the next General Convention, and also up to four (4) Alternate Deputies in each order with the same qualifications.

Sec. 2. The persons elected as Deputies and the number of Alternate Deputies approved by the Bishop in each order shall also attend the meetings of Province IV Synod occurring prior to the General Convention.

Sec. 3. The Deputies and Alternate Deputies to the General Convention shall hold office until their successors are elected or appointed.

Sec. 4. The Deputies and Alternate Deputies to the General Convention shall inform the Bishop at least thirty (30) days before the meetings of General Convention and of Province IV Synod of their intent to be present. If any of them shall decline or fail to attend the sessions, the Bishop shall call upon the Alternate Deputies to serve. In the case of Alternate Deputies to the General Convention this shall be in the order of their election.

Sec. 5. In the event of one or more vacancies prior to the next meeting of General Convention, the Convention of the Diocese shall elect as many as may be necessary to fill any such vacancies. In the event any vacancy should occur subsequent to such Convention of the Diocese, the Bishop shall fill such vacancy by appointment.

## CANON 9.

### THE BISHOP AND COUNCIL

### Sec. 1.

(a) In addition to the Bishop as Ecclesiastical Authority, the Bishop shall be responsible for the executive and administrative functions of the Diocese. In such capacity, the Bishop, or the Bishop's designee, shall be an *ex officio* member of all committees, entities or other organizations created by the Diocese pursuant to these Canons.

(b) The Bishop Coadjutor, if any, shall be responsible for the exercise of such jurisdiction as may have been lawfully conferred upon the Bishop Coadjutor.

(c) If there be a vacancy in the office of Bishop, or if the Bishop is otherwise unable to exercise the functions of Bishop pursuant to these Canons and the Bishop has not made a prior provision for coverage of the executive and administrative functions of the Diocese, the Council shall convene at the call of the President of the Standing Committee or any two members of the Council and shall make provision for the



## ATTACHMENT 3B

discharge of the executive and administrative functions during any such period.

(d) The Bishop Coadjutor and the Bishop Suffragan (if any) shall serve as Vice-President(s) of Bishop and Council. The Bishop may, but is not required to, appoint an Assistant Bishop or Assisting Bishop (if any) to serve as Vice-President(s) of Bishop and Council. In the event there is no Bishop Coadjutor, Bishop Suffragan, Assistant Bishop or Assisting Bishop serving as Vice-President of Bishop and Council, at the first meeting of the calendar year of Bishop and Council or any other subsequent meeting at which there is no Vice-President of Bishop and Council, the Bishop shall nominate for approval by Bishop and Council an elected member of Bishop and Council to serve as Vice-President of Bishop and Council. Any person serving as Vice-President of Bishop and Council shall not be considered to be an officer of the Corporation solely by virtue of serving as Vice-President of Bishop and Council.

Sec. 2. The Council shall have and exercise all powers of the Convention between meetings of the Convention, provided it may not

(a) elect a Bishop,  
(b) amend the Constitution or Canons, or  
(c) take any action contrary to actions taken by the Convention or anything set forth in the Constitution or Canons of the Diocese or of The Episcopal Church.

Sec. 3. The Council shall consist of eight members, together with the Bishop, the Bishop Coadjutor and the Bishop Suffragan. The Chancellor, any Vice-Chancellors and the Treasurer shall be *ex officio* members with voice but no vote. Other officers of the Diocese or members of the staff of the Diocesan office may be invited by the Bishop to attend meetings, with voice but no vote.

Sec. 4. The Bishop shall preside at meetings of Bishop and Council. If the Bishop is not able to preside at a meeting, the Vice-President of Bishop and Council shall preside. In the event there is more than one Vice-President of Bishop and Council, the most senior Vice-President shall serve, with seniority being in the following order: Bishop Coadjutor, Bishop Suffragan, Assistant Bishop, Assisting Bishop, and elected member of Bishop and Council. If the Bishop is unable to preside and there is no Vice-President at a duly scheduled or called meeting of Bishop and Council, the elected members of Bishop and Council shall select one of its elected members to preside at that meeting.

Sec. 5.

(a) There shall be four (4) members of the Clergy and four (4) lay persons on the Council, each elected to serve for a term of four (4) years. No member of the Council shall be permitted to vote on any matter by proxy.

(b) Two members of the Council, one Clergy and one lay, shall be elected by each Annual Convention for four-year terms, provided that the Annual Convention may also elect persons for lesser terms if necessary to fill vacancies.

Sec. 6. In the event of a vacancy occurring during a term, the next Annual Convention shall elect a person to fill the unexpired term but the Council may fill the vacancy on an interim basis until the next Annual Convention. A member shall be ineligible for reelection for one year after completion of any term of two years or more.

Sec. 7.

(a) Lay persons eligible to serve on the Council shall be Confirmed Communicants in Good Standing eighteen (18) years of age or more.

(b) All members of the Clergy canonically resident and currently serving in ordained ministry in the Diocese, except Clergy who have resigned by reason of age, or not have had their ministry extended by the Bishop in accordance with Title III, Canon 9, Section 8 of the Canons of The Episcopal Church, are eligible to serve on the Council.

Sec. 8. Not more than one member of the Clergy and one lay person from the same Faith Community shall be eligible to serve on the Council at the same time.

Sec. 9. The Bishop may appoint the Secretary of the Diocese or any other person at least eighteen (18) years of age to serve as the Secretary of Bishop and Council, who shall perform such duties as may be required by the Council.

## ATTACHMENT 3B

Sec. 10. The Bishop and Council shall meet not less frequently than six (6) times per year. The dates, times and places of all regular meetings shall be set by the Bishop and set forth in the nomination form submitted to the Convention. Special meetings of the Council may be called by the Bishop, or by the Secretary of Bishop and Council on request of any four members of the Council. Written notice of all special meetings shall be given to each member by the Secretary of Bishop and Council at least ten days prior to the special meeting which notice may be waived by consent of any member not present at the special meeting. A majority of the elected members shall constitute a quorum at any meeting.

Sec. 11.

(a) As the board of directors, the Council shall have charge and oversight of the development and prosecution of the policies and programs of The Episcopal Church by the Diocese, subject to the provisions of the Constitution and Canons of the Diocese and of The Episcopal Church, as well as the actions of the Convention. It shall have the power and authority to organize, implement and carry out the policies and programs of the Convention. The Bishop shall be the executive head of all such work and the Council shall assist the Bishop in the administration thereof.

(b) The Council shall prepare and submit to the Convention an annual budget to carry out the program and work of the Diocese. It shall see to the administration and disbursement of funds of the Diocese, as it deems advisable, consistent with the budget as adopted by the Convention. The Council shall have the authority to amend the budget between Conventions.

Sec. 12. The Council shall submit to each Annual Convention a report of the work done under its supervision for the preceding year. It shall make and preserve a record of all its acts, and shall have the right to adopt rules and regulations for its work.

Sec. 13. The Council shall have the authority to require such reports and statements from bodies over which the Diocese exercises authority. Such reports and statements shall be given when requested.

Sec. 14. The Bishop may appoint and remove all persons to be employed by the Diocese, but their salaries shall be fixed by the Council. At each meeting of the Council, the Bishop shall report to the Council all appointments or removals made pursuant to this section which have occurred since the last meeting of the Council.

Sec. 15. No person shall incur any financial or contractual liability on behalf of the Diocese unless such is included in an approved budget, or upon the written approval of the Council. The Diocese shall purchase and maintain insurance or make other arrangements, at its expense, to protect itself and its officers, employees, agents and members of bodies of the Diocese exercising fiduciary duties, against any expense, liability or loss, whether or not the Diocese would have the power to indemnify against such expense, liability or loss under the applicable laws of the State of Tennessee and any other applicable law.

### CANON 10. DIOCESAN COMMITTEES

Sec. 1. The Council shall provide for the organization of the work of the Diocese through the creation of Diocesan Committees as that term is defined in Preamble A. It shall designate the title, define the structure, duties and responsibilities, and provide for the expenses of each such Diocesan Committee.

Sec. 2. The Bishop may establish as many Diocesan Committees as may be deemed proper, provided that the Bishop shall report the formation of any such Committee to the next meeting of the Council. Each Diocesan Committee shall include both Clergy and lay persons, and its members and replacement members shall be appointed by the Bishop who, except as otherwise provided in these Canons, shall designate a Chair. No member of any Diocesan Committee shall be permitted to vote on any matter by proxy.

Sec. 3. Each Diocesan Committee shall keep minutes of its meetings and shall file an annual report of its activities with the Secretary of the Diocese for inclusion in the Journal.

## ATTACHMENT 3B

### CANON 11. COMMISSION ON MINISTRY

Sec. 1. The Commission on Ministry shall be comprised of eight (8) members with there being an equal number of lay and Clergy persons. All lay members shall be Confirmed Communicants in Good Standing at least eighteen (18) years of age. Such members shall be nominated by the Bishop and confirmed by the Convention for a term of four (4) years, with one member of the Clergy and one lay person being nominated each year. No member whose term has expired shall be eligible for another term until the expiration of at least one year from the completion of a previous term. No member of the Commission on Ministry may simultaneously serve on the Standing Committee. In the event of a vacancy on the Commission on Ministry, the Bishop shall have the authority to appoint a replacement to serve until the next Convention. No member of this Commission shall be entitled to vote on any matter by proxy.

Sec. 2. The duties and responsibilities of the Commission on Ministry shall be those established in the Canons of The Episcopal Church.

Sec. 3. The Commission on Ministry shall annually report in full to the Convention of the Diocese.

### CANON 12. COMMITTEE ON CONSTITUTION AND CANONS

Sec. 1. There shall be a Committee on Constitution and Canons, composed of five (5) persons (either Clergy or lay), at least one of whom shall be an attorney at law. Committee members shall be appointed by the Bishop for staggered terms of three years (two classes consisting of two persons and one class consisting of one person). The Chancellor(s) shall be an ex-officio member(s).

Sec. 2. It shall be the duty of the Committee (a) to periodically review the Constitution, Canons, and governance policies and procedures of the Diocese, including but limited to the Rules of Order of the Convention, and (b) as soon as possible after adjournment of each session of the General Convention, to ascertain whether changes have been made in the Constitution and Canons of The Episcopal Church, and to report to the next Annual Convention of the Diocese whether any changes are required in the Constitution or Canons of the Diocese in order to conform to the Constitution and Canons of The Episcopal Church. The Committee is authorized, without the need to obtain the approval of the next Annual Convention, to make any typographical corrections or changes to inaccurate references or citations contained in these Canons to any provisions in the Constitution or Canons of this Diocese or to the Constitution or Canons of The Episcopal Church. Upon making any such technical corrections, the Committee shall report same to the Ecclesiastical Authority, Bishop and Council and at the next Annual Convention.

Sec. 3. Except as provided in Sec. 2 of this Canon, any proposed amendments to the Constitution or Canons of the Diocese or the Rules of Order of the Convention or of an Electing Convention shall be submitted to the Committee on Constitution and Canons for its review and recommendation to the Convention before the same are considered at a Convention. No member of the Committee shall be entitled to vote on any matter by proxy.

### CANON 13. FINANCE COMMITTEE

Sec. 1. There shall be a Finance Committee of the Diocese consisting of eight (8) members, including both lay and Clergy, appointed by the Bishop and confirmed by the Council to serve three-year terms, staggered so that two classes have three members and one class has two members. The Finance Committee shall assist the Treasurer and the Bishop and Council in the financial matters of the Diocese and as otherwise provided in these Canons.

Sec. 2. Pursuant to Canon 10, the Bishop shall appoint the Chair of the Finance Committee who shall be approved by the Council. No member may serve for more than two (2) consecutive three-year

## ATTACHMENT 3B

terms. No member of the Finance Committee shall vote on any matter by proxy. The Treasurer and any Assistant Treasurers shall serve as *ex officio* members of the Finance Committee.

### CANON 14. FUNDING THE BUDGETS OF THE EPISCOPAL CHURCH AND THE DIOCESE; FUNDS MANAGEMENT

Sec. 1. Pursuant to the Canons of The Episcopal Church, the Diocese is notified annually of the Diocese's share of the total assessments to support the budget for The Episcopal Church. In turn, the Diocese shall notify each Faith Community of the amount of the assessments of the Diocese, and present to each Faith Community a total objective which shall include both its share of the proposed budget of the Diocese and its share of the assessment of the Diocese by The Episcopal Church.

Sec. 2.

(a) It is the obligation of every Faith Community within the Diocese to contribute its share of the annual budget of the Diocese, including its share of the asking of the Diocese by The Episcopal Church.

(b) The Treasurer shall report to the Convention the contributions made by each Faith Community during the preceding year.

Sec. 3. The Canons of The Episcopal Church, together with the guidelines and requirements promulgated pursuant thereto, are established for the general responsibility and accountability for the stewardship of the Church's money and property.

Sec. 4. All financial records of the Diocese, as well as any entities of the Diocese created as described in Canon 20 hereof, shall be audited annually by an independent certified public accounting firm selected by the Council. All financial records of each Faith Community and any entities described in Canon 20 hereof, shall be audited annually by an independent certified public accounting firm or independent licensed public accountant selected by such Faith Community or entity, or by an audit committee for such Faith Community comprised of such persons as are authorized and approved by the Council.

Sec. 5. The Diocese and all Missions and entities described in Canon 20 hereof must prepare and approve an annual budget for their respective operations, and within sixty (60) days from the approval thereof, must submit such budgets to the Finance Committee of the Diocese in accordance with its policies and procedures.

Sec. 6. Whenever in the course of business it becomes necessary or desirable for the Diocese, any Mission or any entity described in Canon 20 hereof, to expend non-budgeted funds which are likely to exceed (individually or in the aggregate during the fiscal year) two and one-half percent (2.5%) of the aggregate annual budget, the expenditure must first be approved by the Bishop and Council after review by the Finance Committee. In those instances when, in the opinion of the Bishop, the nature or urgency of the contract or expenditure does not justify waiting for the next regularly scheduled meeting of either the Finance Committee or the Council, the expenditure may be approved by the Bishop with the advice of the Chair of the Finance Committee and the Chancellor.

Sec. 7. All funds of the Diocese or of any Faith Community or entity described in Canon 20 hereof shall be deposited promptly in a checking or savings account, fully collateralized sweep account or custodial/trading account in a bank or savings institution or broker/dealer firm insured by FDIC or SIPC, or with some other independent entity which has been approved for the purpose by the Council or the Finance Committee, which account shall be in the name of the entity to which such funds belong. The Council, Vestry, Mission Council or other relevant governing body shall adopt rules and requirements for withdrawal and disbursements of such funds which shall, at a minimum, require at least two signatures for withdrawal of any such funds.

Sec. 8.

(a) Trust and permanent funds and securities to which this Canon applies are defined as all funds and securities which are received by gift, devise, bequest, or otherwise for a designated purpose and not to be spent for normal operations. Trust, endowment and other permanent funds, and securities represented by physical evidence of ownership or indebtedness, shall be deposited with a national or state bank, the

## ATTACHMENT 3B

Diocese of West Tennessee Endowment Corporation or with some other institution approved in writing by the Council, under a deed of trust, agency or other depository agreement which provides (1) the purpose or purposes for which such funds are held, (2) for at least two signatures for withdrawal of funds and (3) for an annual accounting of principal and income to be made by the depository. This section does not prohibit investments in securities issued in book entry form or other manner that dispenses with the delivery of a certificate evidencing the ownership of the securities or the indebtedness of the issuer. This section shall not apply to funds and securities refused by any depository names as being too small for acceptance, in which case, such funds or securities shall be under the care of the persons or entities responsible for them. Nothing herein contained shall be construed as limiting the right of the Diocese, any Faith Community or entity described in Canon 20 hereof to exercise discretion in the investment of such funds. All securities shall be kept in electronic form.

(b) The Bishop shall serve as interim trustee for The Episcopal Church and for this Diocese, should any trust arise under provision of Title I, Canon 7, Sections 4 and 5 or Title II, Canon 6, Section 4 of the Canons of The Episcopal Church. In the event such trust arises or is created, the Bishop shall promptly report same to the Council, which is empowered and directed to select persons permanently to administer and enforce the trust, and to take any such other actions as it deems proper for the best interest of the Diocese and The Episcopal Church consistent with these Canons and the Canons of The Episcopal Church.

Sec. 9. The Council shall be charged with the enforcement of this Canon, and shall have authority to adopt and maintain such rules and regulations as may be proper and necessary. In no event shall any member of any authorized audit committee, the Finance Committee, the Ecclesiastical Authority, any member of the Council, the Treasurer, or other appropriate Diocesan authority, be held personally liable for any loss which may be incurred as a result of the performance or non-performance of duties under this Canon.

### CANON 15. PROPERTY, CONTRACTS AND INSURANCE

#### Sec. 1. Use of Property.

All property of every kind and character, regardless of the way in which title is vested, is held in trust to be used according to the Constitution and Canons, and the Doctrine, Discipline and Worship of, The Episcopal Church and of this Diocese, and for the purposes and programs of The Episcopal Church and the Diocese.

#### Sec. 2. How Title to Real Property Shall Be Vested.

(a) All real property acquired by the Diocese or Faith Community shall be taken and vested as follows:

(1) If title is to be held by the Diocese or by a Mission, it shall be conveyed and held in the name of "The Episcopal Diocese of West Tennessee, a Tennessee not-for-profit corporation".

(2) If title is to be held by any Parish that is incorporated under the laws of this state, then title shall be conveyed to it in its corporate capacity, but with these words added: "to be held subject to the Charter, Constitution and Canons of The Episcopal Diocese of West Tennessee, a Tennessee not-for-profit corporation".

(3) If title is to be held by any Parish that is not incorporated, then title shall be conveyed to "The Rector, Wardens and Vestry of \_\_\_\_\_ Parish, to be held subject to the Charter, Constitution and Canons of The Episcopal Diocese of West Tennessee, a Tennessee not-for-profit corporation".

(b) All deeds of conveyance of real property to the Diocese or any Parish or Mission shall be reviewed and approved by the Chancellor prior to acceptance. Additionally, in the event a Faith Community has a change in status from Mission to Parish or Parish to Mission pursuant to Canon 19, Section 2(d) of these Canons, the Chancellor shall determine what deeds or other documentation need to be executed to accomplish such change, and insuring that any such conveyances and documents comply with Section 1 of this Canon.

## ATTACHMENT 3B

### Sec. 3. Conveyance or Encumbrance.

(a) If title to real property is vested in the Diocese in its corporate capacity, it may not be alienated, conveyed, transferred, encumbered, mortgaged, assigned, or leased without the prior consent of the Annual Convention or of the Council.

(b) If title to real property is vested in any Faith Community, it may be alienated, conveyed, transferred, encumbered, mortgaged, assigned or leased by action of the Parish Vestry or Mission Council, provided that the prior consent of the Annual Convention or of the Council be given.

(c) In addition to the foregoing, if the real property has been dedicated, or consecrated, or used for services of Divine Worship, the consent of the Bishop and of the Standing Committee shall also be required.

(d) In any case referred to in paragraph (a) or (b) of this Section 2, if for sufficient cause the Bishop determines that consent cannot await the next meeting of the Annual Convention, or of the Council, the Bishop may, with the advice of the Chancellor, give consent to the proposed action, but shall also make report thereof to the next meeting of the Council.

(e) No consecrated or dedicated church or chapel may be removed or disposed of without the prior consent of the Bishop, acting with the advice and consent of the Standing Committee.

### Sec. 4. Authority to Execute and/or Approve Documents.

All deeds, deeds of trust, mortgages, options, leases, assignments and conveyances of an interest in real property, title to which is held by the Diocese in its corporate capacity, shall be executed by the Bishop, provided that with consent of the Bishop, or the Standing Committee if there is no Bishop, the Council may by resolution confer authority upon a named agent or agents to execute such instruments on behalf of the Diocese.

### Sec. 5. Joint Ownership of Property.

The Council shall have power and authority to enter into agreements with other Dioceses respecting matters of common interest and concern, and to provide for the methods and means by which such interests and concerns may be made effective, including, but not limited to, joint ownership, management, use or disposition of real or personal property, provided (a) that no encumbrance may be placed upon such jointly owned property except with consent of all joint owners, and (b) no expenditures may be undertaken therefor except as may be provided in the annual budget of the Diocese or as approved by the Council. Every agreement entered into pursuant to this Canon, before becoming effective, shall be approved in writing by the Bishop, and shall contain a provision permitting the termination of participation by this Diocese upon reasonable notice.

### Sec. 6. Property Not Used in Conformity With Canons.

If the Bishop determines that any property, real or personal, is no longer being used in conformity with Section 1 of this Canon, it shall be the duty of the Council to take possession of said property to be held in trust in accordance with Section 1 of this Canon.

### Sec. 7. Insurance.

The Diocese, all Faith Communities and all legal entities of the Diocese created pursuant to Canon 20 shall be required to maintain types and minimum amounts of insurance as shall be determined from time to time by the Council. The insurance policies required by this Section shall be underwritten by companies approved by the Council. The Diocese shall be an insured party under all such policies of insurance as its interest may appear. Current certificates of all such insurance shall be furnished to the Diocese. In no event shall the Bishop or any other individual be personally liable for any loss which may be incurred as a result of the performance or nonperformance of the duties specified hereunder.

### Sec. 8. Contracts of Parishes.

(a) Whenever, in the course of business, it becomes necessary or desirable for a Parish (or legal entity created by a Parish in accordance with Canon 20) to enter into a contract that will result in an expenditure of non-budgeted funds which is likely to exceed (individually or in the aggregate during the fiscal year) ten percent (10%) of the annual budget, or if it is likely that the contract will cause the Parish or related legal entity to be unable to pay its commitment to the Diocese, then the contract must first be approved by the Bishop and Council upon recommendation of the Finance Committee. In those instances when, in the opinion of the Bishop, the nature or urgency of the contract does not justify waiting for the

## ATTACHMENT 3B

next regularly scheduled meeting of either the Finance Committee or the Council, the contract may be approved by the Bishop with the advice of the Chairman of the Finance Committee and the Chancellor.

(b) Whenever in the course of business it becomes necessary or desirable for a Parish (or legal entity created by a Parish in accordance with Canon 20) to make an expenditure of non-budgeted funds which may put, or puts, such Parish in jeopardy of its ability to meet any requirements of these Canons to maintain its status as a Parish, a restoration plan for such Parish will be negotiated with the Bishop and Council within thirty (30) days of any such expenditure.

### CANON 16. THE CHURCH PENSION FUND

Sec. 1. The Diocese of West Tennessee hereby accepts and acknowledges the system of The Church Pension Fund, a corporation created by Chapter 97 of the Laws of 1914 of the State of New York as subsequently amended, as the authorized and approved pension system for the Clergy of The Episcopal Church, and for their dependents, and declares its intention of supporting the said Fund in accordance with its rules.

### CANON 17. THE DIOCESE OF WEST TENNESSEE ENDOWMENT CORPORATION

Sec. 1. The Diocese of West Tennessee Endowment Corporation (hereinafter the "Endowment Corporation"), a Tennessee not-for-profit corporation under the authority of The Episcopal Church, shall have custody, and be charged with investment and reinvestment, of trust and endowment funds and property that may be given to it for such purposes by the Convention, the Council, the Treasurer of the Diocese or by any Faith Community or any entity formed by any of them in accordance with Canon 20. It shall also have custody, and be responsible for investment and reinvestment, of donations, bequests, devises, and grants of land and personality that may be given, conveyed or bequeathed to the Endowment Corporation for the use and benefit of the Diocese or any entity formed by it in accordance with Canon 20, any Faith Community or any entity formed by any of them in accordance with Canon 20, and shall disburse the income and principal thereof in accordance with the direction of the grantor, donor, or testator as contained in the document of transfer, or in the absence of any such direction, as directed by the Convention or Bishop and Council with respect to the funds for the benefit of the Diocese, or any entity formed by the Diocese in accordance with Canon 20, and as directed by the governing body of any Faith Community with respect to the funds for the benefit of any such Faith Community or any entity formed by a Faith Community in accordance with Canon 20.

Sec. 2. The Board of Directors of the Endowment Corporation shall consist of nine (9) Confirmed Communicants in Good Standing in The Diocese who are at least eighteen (18) years of age and who shall serve for terms of three years. Three directors shall be elected upon nomination by Bishop and Council at each Convention to replace the three members who will be completing their terms. Directors may serve no more than two consecutive three-year terms; however any director shall be eligible for re-election at the Convention next following the expiration of such director's second consecutive term of service. Vacancies shall be filled at the next Convention for the remainder of the unexpired term. The Treasurer of the Diocese shall be an *ex officio* member of the Board of Directors. No member of the Endowment Corporation shall vote on any matter by proxy.

Sec. 3. The Endowment Corporation shall submit to the Council reports not less frequently than quarterly, which shall include the status of all property and investment of funds within its custody and the current investment policy of the Endowment Corporation together with any changes thereto since the last quarterly report, and shall submit to the Convention an annual report regarding the performance of the assets under management since the last annual report and a copy of the current investment policy and any changes made to the policy since the last annual report.

## ATTACHMENT 3B

Sec. 4. The Endowment Corporation shall have the authority to engage investment managers or advisers, banks, trust companies or other qualified institutions to assist it in the investment and reinvestment of assets and property within its custody and be authorized to compensate such entities from the investment returns of the assets under management. In addition, the Endowment Corporation shall have the authority to adopt policies and procedures with respect to the management, disposition, investment and reinvestment of proceeds of gifts or devises of real or personal property, including the proceeds from the sale thereof, which may come under the control and responsibility of the Endowment Corporation unless as otherwise directed by Bishop and Council or the Annual Convention.

### CANON 18. ST. MARY'S CATHEDRAL

Sec. 1. St. Mary's, Memphis, is the Cathedral Church of the Diocese of West Tennessee. The Cathedral Church, to be known as St. Mary's, shall be the official Seat of the Bishop of the Diocese; a place of liturgical and spiritual renewal; a center for Christian education and outreach to the congregations of the Diocese, the wider Church, and the community; an ecumenical center and "house of prayer for all people"; and a place where the Good News of God in Christ is proclaimed "by word, sacrament and example."

Sec. 2. The Vestry of St. Mary's shall be elected, and St. Mary's shall function as a parish, in accordance with the Constitution and Canons of The Episcopal Church and this Diocese. The Rector of St. Mary's shall also be the Dean of the Cathedral Church; and the official title of such person shall be the "Dean and Rector" (hereinafter referred to as the Dean). In discharging its duties to select and call a Rector, the Vestry shall follow the process specified for parishes in the Constitutions and Canons of The Episcopal Church and this Diocese and give due regard to the opinion and counsel of the Bishop and receive the Bishop's consent to the election. No other special requirements or limitations shall be imposed on this process.

Sec. 3. As the Cathedral Church, St. Mary's functions in accordance with a Cathedral Church Agreement by and between the Diocese of West Tennessee and St. Mary's, as the same may be amended from time to time by the parties thereto, and a copy of which, as amended from time to time, shall be attached to these Canons, published annually in the Journal of the Diocese and kept on file in the Diocesan Office. In accordance with the Cathedral Church Agreement, there shall be a Cathedral Committee which shall have responsibility for planning, funding, staffing and managing, in consultation with St. Mary's and Diocesan staffs, the Diocesan services, events and programs in the Cathedral. The Cathedral Committee shall have as its members and officers the following: the Bishop as Chair/President, the Dean as Vice Chair/Vice President, the Canon of the Ordinary as Secretary, the Senior and Junior Wardens, the Clerk of the Vestry and two other members of the Vestry appointed by the Vestry; two members of the Diocese at large, one clergy and one lay, appointed by the Bishop and two non-Cathedral members of the Diocese at large, one clergy and one lay, elected by the Diocesan Convention. Lay members of the Cathedral Committee shall be adult confirmed communicants in good standing. The non-Cathedral members of the Diocese at large shall be appointed and elected for a two-year term. They may be reappointed or re-elected for an additional term, but then are not eligible for reappointment or re-election until one year has elapsed after the completion of the second term.

### CANON 19. MISSION OF ALL DIOCESAN FAITH COMMUNITIES

Sec. 1. The ministry of The Episcopal Church as carried out in this Diocese may be conducted through Faith Communities that (a) adhere to the Doctrine, Discipline and Worship of The Episcopal Church and this Diocese as well as the policies and procedures adopted by the Council for the operation of Faith Communities and the Diocese, (b) fulfill the ministry of all baptized persons as set forth in the Canons of The Episcopal Church, (c) provide an Episcopal ministry presence within one or more geographical areas in the Diocese and (d) are approved by the Bishop and the Standing Committee.



## ATTACHMENT 3B

### Sec. 2. Diocesan Faith Communities.

Faith Communities within the Diocese consist of Parishes and Missions, and may be described as:

(a) Parish. A Parish is:

- (i) a Faith Community that achieves and maintains sustainability in the accomplishments of this Church's ministry;
- (ii) established in accordance with these Canons as an extension of the Church's ministry; and
- (iii) self-sustaining, which includes:

(a) the payment of all contributions to the Diocese for the program of the Diocese and The Episcopal Church in accordance with Canon 14 of these Canons;

(b) provision of an adequate living for its full time clergy which shall be at least equal to the Diocesan minimum package for clergy adopted annually by Council; and

(c) the payment of its other current operating expenses, all from its own resources without assistance from Diocesan funds. In their discretion, the Bishop, with the approval of the Council, may modify any of these requirements of self-sustaining upon such terms and conditions as the Bishop and Council may establish

(b) Mission. A Mission is:

(i) a Faith Community that accomplishes the Church's mission within one or more geographical areas in the Diocese, but which is not a self-sustaining Faith Community as defined above; and

(ii) in compliance with all applicable policies and Canons of The Episcopal Church and this Diocese.

(c) Missions may become Parishes upon becoming self-sustaining as set forth in Section 2(a) above and once approved by the Standing Committee.

(d) Within ninety (90) days from the adoption of this Canon, the Bishop and the Standing Committee shall determine, in accordance with this Canon, those Faith Communities which are Parishes and those which are Missions and communicate the Bishop's determination to all Faith Communities promptly thereafter. From time to time, but no less frequently than every three calendar years, the Bishop and Standing Committee shall determine together which Faith Communities are Parishes and which are Missions and shall report the same to the next Convention for action. If the Bishop and Standing Committee determine that a Parish should be reclassified as a Mission in accordance with this Section 2, then such determination shall be reported to Bishop and Council to take such action as may be necessary; alternatively, if the reason for the determination that the Parish should be reclassified as a Mission is one enumerated under Section 5(b) of this Canon, then such determination shall be resolved in accordance with Section 5 of this Canon.

(e) Each Mission in union with the Diocese shall elect a Mission Council, whose members shall be Confirmed Communicants in Good Standing of the Mission eighteen (18) years of age or older. The members of the Mission Council shall be elected at the annual meeting of the Mission. The number of members of the Mission Council shall be no less than three. The Mission Council shall elect two Wardens out of their own body; and they shall elect a Clerk or Secretary, a Treasurer, and delegates to the Annual Convention, each of whom shall be Confirmed Communicants in Good Standing of the Mission Council and eighteen (18) years of age or older; and who shall exercise all other powers vested in them by the usages of the Church; and they shall continue in office until a new Mission Council is chosen. The offices of Sr. Warden and Treasurer may not be held by the same person.

### Sec. 3. Organization of Faith Communities.

(a) A Faith Community may be established in this Diocese by making application to the Ecclesiastical Authority using such forms and containing such information as may be required from time to time by the Ecclesiastical Authority, the Standing Committee and the Council. Upon the satisfactory completion of the application process, such application shall be presented to the next Convention for its consent, and if given, then the Faith Community shall be considered established.

## ATTACHMENT 3B

(b) Where one or more Faith Communities desire to associate for the better promotion and support of the work of the Church, this may be done with the approval of such plan by the Bishop and by the Council.

(c) With approval of the Convention and the Ecclesiastical Authority, two Faith Communities may be combined into a single Faith Community.

### Sec. 4. Operation of Faith Communities.

(a) In consultation with the Ecclesiastical Authority, each Faith Community proposed to be formed after January 1, 2017 shall adopt such organizational documents as may be necessary or appropriate for the size, form of organization and needs of such Faith Community. The organizational documents shall be reviewed by the Chancellor of the Diocese and approved by the Ecclesiastical Authority before they become effective.

(b) Such organizational documents shall conform in all respects with the Constitution and Canons of The Episcopal Church and this Diocese and shall provide for, among other things:

(i) the date, time and place of annual and special meetings of the Members of the Faith Community;

(ii) the eligibility requirements for Members entitled to vote and hold positions of authority within the Faith Community;

(iii) the size, composition, term limits and responsibilities of the governing body and positions of authority for the Faith Community, as well as provisions pertaining to the holding of meetings and conducting of business by such governing body;

(iv) the roles and responsibilities for the clergy of the Faith Community; and

(v) such other provisions as the Faith Community shall determine and the Ecclesiastical Authority approves after review by the Chancellor.

(c) Any amendments or alterations to the organizational documents of any Faith Community, or any organizational documents regarding matters addressed by subpart (b) of this section, which are proposed by any Faith Community on or after January 1, 2017 shall be reviewed by the Chancellor of the Diocese and approved by the Ecclesiastical Authority before they become effective.

### Sec. 5. Health of Faith Communities.

(a) The Ecclesiastical Authority, on behalf of the Diocese, and the clergy and leadership of a Faith Community, on behalf of that community, have a shared and mutual responsibility to promote as well as safeguard the ability of such Faith Community to function in conformity with the Doctrine, Discipline and Worship of The Episcopal Church and this Diocese. Whenever in the life of a Faith Community, its ability to so function is endangered, it is the responsibility of the Ecclesiastical Authority and the Faith Community to attempt to restore the Faith Community.

(b) Situations which may indicate that a Faith Community is unable to function in accordance with paragraph (a) above include:

(i) employing clergy under ecclesiastical censure or process or failing or refusing to search for and elect clergy for the Faith Community after a reasonable period of time;

(ii) permitting a worship space to be used for purposes incompatible with its consecration;

(iii) allowing any action or course of conduct inconsistent with the Doctrine, Discipline or Worship of the Church;

(iv) failing or refusing to elect a governing body or send its delegation to any Annual Convention;

(v) failing to make timely reports or to submit evidence of any required audit as required by Diocesan policy; or

(vi) determining that the financial reports of the Faith Community reveal evidence of financial instability sufficient, in the judgment of the Bishop and the Council, to jeopardize the ability to function of such Faith Community.

(c) Whenever the Bishop or the clergy or governing body of a Faith Community knows, or has reason to believe, that the Faith Community is not in material compliance with these Canons, the Canons of The Episcopal Church or the policies and procedures adopted by the Council for the operation of Faith Communities and the Diocese, then it is the responsibility of the Bishop and the clergy and governing body

## ATTACHMENT 3B

of such Faith Community to take actions to address the issues which are causing such noncompliance, and to restore the health of the community.

(d) Action to restore may be initiated in any of the following ways:

(i) the clergy or governing body of any such Faith Community may invite the pastoral intervention of the Bishop;

(ii) the Bishop may, in consultation with the Chancellor and the Council, appoint a committee of not less than three persons to work with the clergy and/or the governing body of the community to ameliorate the causes of such material noncompliance;

(iii) the Council by majority vote may initiate such actions as it deems necessary or appropriate to restore the Faith Community; or

(iv) the Bishop, with the concurrence of the Council and the Chancellor, may take such other actions as they deem appropriate.

Sec. 6. Ministers of Faith Communities.

(a) The clergy and lay leadership of Faith Communities of the Diocese are ministers of their communities as provided in the organizational documents for such Faith Community and as established by the Diocese.

(b) With respect to Faith Communities which are Parishes, the clergy in charge of such Parish shall be known as the Rector or Priest-in-Charge, except that the clergy in charge of the Diocesan cathedral shall be known as the Dean. All other clergy serving Faith Communities in the Diocese may have such titles as local custom within such Faith Community allows and as permitted by the Ecclesiastical Authority or as provided for in the Canons of The Episcopal Church or this Diocese.

(c) It is the responsibility of the Vestry to call a Rector, subject to the provisions of this Canon and the policies of the Diocese. With respect to the clergy in charge of all other Faith Communities in the Diocese, it is the responsibility of the Ecclesiastical Authority to call such clergy in accordance with these Canons.

(d) Whenever the office of Rector shall or is to become vacant, the Vestry shall give notice thereof to the Bishop within ten (10) days of knowing of such vacancy, who will provide such assistance as may be in the Bishop's power in filling the vacancy, including sending such clergy as may be at the Bishop's disposal during the period of such vacancy. The Vestry shall seek and consider the guidance of the Bishop in seeking a Rector, and unless the Bishop permits otherwise, no call may be made until thirty (30) days after the Bishop is informed of the identity of the priest to be called and the Bishop has given written consent to the call.

(e) To ensure mutual understanding, a covenant or letter of agreement between any clergy serving a Parish and the Parish, stipulating the clergy's stipend, allowances, benefits and terms and conditions of service shall be signed by such clergy, the Sr. Warden, and the Bishop. A copy of such agreement shall be provided to the Bishop and all members of the Vestry of the Parish.

(f) The Vestry of a Parish may establish and abolish additional clergy positions for the Parish, including positions to serve in Missions or special ministries formed by the Parish. Any other clergy of a Parish shall be under the jurisdiction of the Rector, who shall have the power to appoint or to dismiss them, provided that unless the Bishop permits otherwise, the Rector may not make an appointment until thirty (30) days after the Bishop has been given notice of the identity of such clergy and the Bishop has given written permission to such appointment. The stipend, allowances, benefits and terms and conditions of service for such additional clergy shall be fixed by the Vestry consistent with the Diocesan compensation policies for clergy established annually by the Council.

### CANON 20.

#### STRUCTURE OF MINISTRY WITHIN THE DIOCESE

Sec. 1. Activities, Mission and Ministries of the Diocese and its Faith Communities.

No committee or activity, mission or ministry of the Diocese may be conducted unless and until such committee or activity has been approved by the Convention (or the Council acting as the Convention

## ATTACHMENT 3B

between Conventions) and the Ecclesiastical Authority, acting separately. Similarly, no Faith Community may conduct any of its activities, mission or ministry unless and until such activity, mission or ministry has been approved by the governing body of such Faith Community and its clergy in charge, in each case acting separately. Any such work conducted by the Diocese or Faith Community, as the case may be, shall be done in the name of the Diocese or Faith Community, as the case may be, which initiated such work.

### Sec. 2. Entities of the Diocese.

The Diocese shall not create, sponsor or participate in the creation of any separate legal entity under the authority of The Episcopal Church, including, but not limited to, a day school, day kindergarten, day-care school, retirement home, nursing home, community house or other ministry of outreach or mission, unless and until (a) such entity and its work has been approved by the Ecclesiastical Authority and the Council, acting separately and (b) its organizational documents, including but not limited to, its charter, by-laws, partnership or operating agreement, and all amendments thereto, have been approved by the Chancellor.

### Sec. 3. Entities of Faith Communities.

No Faith Community shall create, sponsor or participate in the creation of any legal entity separate from such Faith Community under the authority of The Episcopal Church, including, but not limited to, a day school, day kindergarten, day-care school, retirement home, nursing home, community house, or other ministry of outreach, unless and until (a) such entity and its work has been approved by the Ecclesiastical Authority and the Rector (in the case of a Parish) or the priest-in-charge and the Bishop (in the case of a Mission), and the governing body of either such Faith Community, acting separately and (b) its organizational documents (including but not limited to, its charter and by-laws, partnership or operating agreement), and all amendments thereto, have been approved by the Chancellor of this Diocese.

### Sec. 4. Special Ministries.

If the Diocese or a Parish wishes to encourage development of new ministries to address emerging needs within the Diocese in response to the mission of this Church as set forth in the Catechism of The Book of Common Prayer, the development of such a ministry shall be done through a process established by the Bishop and Council and made available for such purpose. If or when such time as any Special Ministry desires to become a ministry of the Diocese, it must be approved as such by Bishop and Council in accordance and compliance with this Canon. Similarly, if or when such time as any Special Ministry desires to become a ministry of a Parish, it must be approved as such by the Vestry of such Parish in accordance and compliance with this Canon. Finally, should a Special Ministry subsequently desire to become a Faith Community pursuant to Canon 19, then such change must be approved by the Standing Committee of the Diocese.

### Sec. 5. Annual Budgets.

All entities created pursuant to this Canon must prepare and approve an annual budget for their respective operations, and within sixty (60) days from the approval thereof, must submit such budgets to the governing body which created and/or sponsored such entity pursuant to Sections 2 or 3 above. Additionally, all entities created pursuant to this Canon shall maintain such other records with respect to their operations as shall be reasonably necessary to enable such entities to provide reports and information to their sponsoring Faith Community, together with such other relevant information as is needed to maintain an accurate view of the state of this Church as may be required by The Episcopal Church or by Bishop and Council.

### Sec. 6. No Agency Authority Created.

No entity of the Diocese or of any Faith Community, respectively, described in this Canon shall be deemed for any purpose to be the agent of the Diocese or any such Faith Community, respectively, nor may it obligate the Diocese or Faith Community, respectively, by any contract or pledge the credit of the Diocese or such Faith Community, respectively, without the express written approval of the Council and the Ecclesiastical Authority, in the case of the Diocese and any Faith Community which is not self-sustaining, or the governing body and Rector in the case of any Parish.

## ATTACHMENT 3B

### Sec. 7. Limitations on Entity Names.

No entity of the Diocese or of any Faith Community, respectively, whether incorporated or unincorporated, may use the word "Episcopal" in its name without the prior approval of the Ecclesiastical Authority and the Council.

### Sec. 8. Clergy Appointed or Approved by Bishop.

Clergy employed by or on behalf of the Diocese, Priests-in-Charge, clergy serving at Missions, clergy serving as supply to a Faith Community more often than once a month, and Deacons, will be appointed by, and serve at the pleasure of, the Bishop. Clergy serving in an ordained capacity (*e.g.*, chaplains) in non-diocesan institutions, such as schools or hospitals, shall obtain the approval of the Bishop prior to accepting such positions.

### Sec. 9. Limitation on Authority.

Anything in this Canon to the contrary notwithstanding, all entities controlled by, or under common control with, the Diocese or any Faith Community are under the ecclesiastical authority of the Bishop.

## CANON 21. DIOCESAN AND PARISH RECORDS AND REPORTS

### Sec. 1.

(a) It shall be the duty of all clergy of this Diocese, or in the absence of clergy the Sr. Warden, to maintain such registers and make such reports as are required by the Canons of The Episcopal Church.

(b) It shall also be the duty of all clergy of this Diocese, or in the absence of clergy the Sr. Warden, to maintain such records and make such reports to the Diocese as may be requested from time to time by Bishop and Council in accordance with these Canons.

(c) Faith Communities and the clergy of this Diocese shall also maintain such other relevant information as is needed to maintain an accurate view of the state of The Episcopal Church, the Diocese, or the Faith Community as may be required by The Episcopal Church or by Bishop and Council.

## CANON 22. ECCLESIASTICAL DISCIPLINE

Sec. 1. Title IV of the Canons of the Episcopal Church. Those provisions of Title IV of the Canons of The Episcopal Church ("Title IV") which are applicable to the Diocese are hereby incorporated as part of this Canon. To the extent, if any, that any of the provisions of this Canon are in conflict or inconsistent with the provisions of Title IV, the provisions of such Title shall govern.

### Sec. 2. Discipline Structure.

(a) Disciplinary Board. The Board shall consist of seven (7) persons, four (4) of whom are members of the Clergy and three (3) of whom are laity.

(b) Clergy Members. The Clergy members of the Board must be canonically and geographically resident within the Diocese.

(c) Lay Members. The lay members of the Board shall be Confirmed Communicants in Good Standing at least eighteen (18) years of age, and geographically resident in the Diocese.

(d) Election. The members of the Board shall be elected by the Convention. Each member shall be elected for a three (3)-year term; except, if a member is elected to fill a vacancy, the term of such member shall be the unexpired term of the member being replaced. The term of the member shall commence on the first (1<sup>st</sup>) day of the year following election. The terms of office of the Board shall be staggered and arranged into three (3) classes.

(e) Vacancies. Vacancies on the Board shall be filled as follows:

(i) Upon the determination that a vacancy exists, the President of the Board shall notify the Bishop of the vacancy and request appointment of a replacement member of the same order as the member to be replaced.

## ATTACHMENT 3B

(ii) The Bishop shall appoint a replacement Board member with the advice and consent of the Standing Committee.

(iii) Persons appointed to fill vacancies on the Board shall meet the same eligibility requirements as apply to elected Board members.

(iv) With respect to a vacancy created for any reason other than pursuant to a challenge as provided below, the term of any person selected as a replacement Board member shall end on December 31 following the next annual Convention. With respect to a vacancy resulting from a challenge, the replacement Board member shall serve only for the proceedings for which the elected Board member is not serving as a result of the challenge.

(f) Preserving Impartiality. In any proceeding under this Canon, if any member of a Conference Panel or Hearing Panel of the Board shall become aware of a personal conflict of interest or undue bias, that member shall immediately notify the President of the Board and request a replacement member of the Panel. Respondent's Counsel and the Church Attorney shall have the right to challenge any member of a Panel for conflict of interest or undue bias by motion to the Panel for disqualification of the challenged member. The members of the Panel not the subjects of the challenge shall promptly consider the motion and determine whether the challenged Panel member shall be disqualified from participating in that proceeding.

(g) President. Within sixty (60) days following the Annual Convention, the Board shall convene to elect a President to serve for the following calendar year.

(h) Intake Officer. One or more Intake Officers shall be appointed according to the needs of the Diocese from time to time by the Bishop after consultation with the Board. The Bishop shall publish the name(s) and contact information of the Intake Officer(s) throughout the Diocese.

(i) Investigator. The Bishop shall appoint an Investigator in consultation with the President of the Board as provided in Title IV. The Investigator may, but need not, be a Member of The Episcopal Church.

(j) Church Attorney. Within sixty (60) days following each Annual Convention, the Bishop in consultation with the Standing Committee shall appoint an attorney to serve as Church Attorney to serve for the following calendar year. The person so selected must be a Member of The Episcopal Church and a duly licensed attorney, but need not reside within the Diocese.

(k) Pastoral Response Coordinator. The Bishop may appoint a Pastoral Response Coordinator, to serve at the will of the Bishop in coordinating the delivery of appropriate pastoral responses provided for in Title IV, Canon 8 and this Canon. The Pastoral Response Coordinator shall not be a person serving in any other appointed or elected capacity under this Canon.

(l) Advisors. In each proceeding under this Canon, the Bishop shall appoint an Advisor for the Complainant and an Advisor for the Respondent. Persons serving as Advisors shall hold no other appointed or elected position provided for under this Canon, and shall not include Chancellors or Vice-Chancellors of this Diocese or any person likely to be called as a witness in the proceeding.

(m) Clerk. The Board shall appoint a Board Clerk to assist the Board with records management and administrative support. The Clerk may be a member of the Board.

### Sec. 3. Costs and Expenses.

(a) Costs Incurred by the Church. The reasonable costs and expenses of the Board, the Intake Officer, the Investigator, the Church Attorney, the Board Clerk and the Pastoral Response Coordinator shall be the obligation of the Diocese, subject to budgetary constraints as may be established by the Bishop and Council.

(b) Costs Incurred by the Respondent. In the event of a final Order dismissing the complaint, or by provisions of a Covenant approved by the Bishop, the reasonable defense fees and costs incurred by the Respondent may be paid or reimbursed by the Diocese, subject to budgetary constraints as may be established by the Bishop and Council.

## ATTACHMENT 3B

### Sec. 4. Records.

(a) Records of Proceedings. Records of active proceedings before the Board, including the period of any pending appeal, shall be preserved and maintained in the custody of the Clerk, if there be one, with a copy provided to the Diocesan office, which shall make public any records required to be made public by Title IV, Canon 13, Section 3.

(b) Permanent Records. The Bishop shall make provision for the permanent storage of records of all proceedings under this Canon as prescribed in Title IV, Canon 13, Section 3 of the Canons of The Episcopal Church.

## CANON 23.

### ALTERATION OF CONSTITUTION OR CANONS

Sec. 1. All proposed amendments to the Constitution or Canons of this Diocese shall be referred to the Committee on Constitution and Canons to be reported upon to the Convention prior to any action.

Sec. 2. Any proposition for the amendment of any Canon must be made in writing and assented to by a majority of the delegates at the Convention.

Sec. 3. Any amendment to these Canons shall become effective at 12:01 am on January 1 following the adjournment of the Convention at which the amendment is adopted.

## CANON 24.

### RULES OF INTERPRETATION

Sec. 1. Headings. The headings contained in the Constitution and these Canons are for convenience only and shall not be deemed to be a part of or used to construe or interpret them.

Sec. 2 Counterparts; Facsimiles. With respect to any document or agreement which may be executed and delivered in accordance with these Canons (including by facsimile, Portable Document Format (pdf) or other electronic transmission) may be so executed or delivered in one or more counterparts, all of which will be considered one and the same agreement and will become effective when one or more counterparts have been signed by each of the parties and delivered to the other parties. Facsimile, pdf or other electronic transmission of any signed original document or retransmission of any signed facsimile, pdf or other electronic transmission will be deemed the same as delivery of an original. At the request of any party, the other parties will confirm facsimile, pdf or other electronic transmission by signing a duplicate original document. The requirement of a signature may be satisfied by an electronic signature.

### Sec. 3 Meetings.

(a) Any body authorized or contemplated by these Canons may hold meetings at any time or place without notice by unanimous waiver of notice of such meetings, either before or after the meeting, or by actual attendance at the meeting. Any and all waivers of notice of any such meetings shall be recorded in the meeting records of such body and shall constitute a part of the official records of such body.

(b) Meetings of any body authorized or contemplated by these Canons do not need to be held at any physical geographic location if the meeting is held by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to see, read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions and make comments. Meetings of the Convention (including an Electing Convention), however, shall not be held in a manner that entails some voting members being physically present and others participating remotely by electronic means.

(c) Any action required or permitted to be taken at a meeting of any body, committee or other organization created by the Diocese may be taken without a meeting if one or more written consents, setting forth the action so taken, shall be signed by no less than two-thirds of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted.

## ATTACHMENT 3B

Sec. 4 Definitions. In addition to the definitions contained in Preamble A of the Canons, for purposes of the Constitution and these Canons,

(a) “Deliver” or “delivery” means any method of delivery used in conventional commercial practice, including delivery by hand, mail, commercial delivery, and electronic transmission.

(b) “Electronic” means relating to technology having electrical, digital, magnetic, wireless, optical, electromagnetic, or similar capabilities.

(c) “Record” means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

(d) “Notice” must be in the form of a record unless oral notice is authorized or is reasonable under the circumstances. Notice may be communicated in person or by delivery, including electronic transmission. If these forms of communication are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television or other form of public broadcast communication.

(e) “Signature” includes an electronic signature.

*Changes to the Canons effective January 1, 2024*