Constitution and Canons
For The Government of the
Diocese of Pennsylvania
of the
Protestant Episcopal Church
In The United States of America
Otherwise Known As
The Episcopal Church

Together with the Charter and By-laws of the Church Foundation and the recommended Form of Articles of Incorporation for Parishes and the Proposed By-Laws for an Incorporated Church.

November, 2026

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AN
ACT OF ASSOCIATION
OF THE
CLERGY AND CONGREGATIONS
OF THE
PROTESTANT EPISCOPAL CHURCH
IN THE
STATE OF PENNSYLVANIA

WHEREAS, by the late Revolution, the Protestant Episcopal Church in the United States of *America* is become independent of the Ecclesiastical Jurisdiction in *England*; in Consequence whereof it is necessary for the Clergy and Congregations of the said Church to associate themselves, for maintaining Uniformity in divine Worship, for procuring the Powers of Ordination, and for establishing and maintaining a System of Ecclesiastical Government: And whereas, at a Meeting of sundry Clergymen and of Lay Deputies from sundry Congregations of the Protestant Episcopal Church in this State, held in the City of *Philadelphia*, on the Twenty-fifth Day of *May* in the year of our Lord 1784, there was appointed a Committee, to confer and correspond with Representatives from the Church in the other States, for the Purpose of constituting an Ecclesiastical Government, agreeable to certain Instructions or fundamental Principles:

Which are as follow.

First, That the Episcopal Church in these States is and ought to be independent of all foreign Authority ecclesiastical or civil.

Secondly, That it hath, and ought to have, in common with all other religious Societies, full and exclusive Powers to regulate the Concerns of its own Communion.

Thirdly, That the Doctrines of the Gospel be maintained as now professed by the Church of England; and Uniformity of worship be continued, as near as may be to the Liturgy of the said Church.

Fourthly, That the Succession of the Ministry be agreeable to the Usage which requireth the three Orders of Bishops, Priests and Deacons; that the Rights and Powers of the same respectively be ascertained; and that they be exercised according to reasonable Laws, to be duly made.

Fifthly, That to make Canons or Laws, there be no Authority than that of a Representative Body of the Clergy and Laity conjointly.

Sixthly, That no Powers be delegated to a general ecclesiastical Government, except such as cannot conveniently be exercised by the Clergy and Laity in their respective Congregations.

And whereas the said Committee, being assembled in the City of *New York*, on the Sixth and Seventh Days of October, in the same Year, did concur with Clergymen and Lay Deputies from sundry States, in proposing a Convention from all the States, to be held in the City of *Philadelphia*, on the *Tuesday* before the Feast of *St" Michael* next ensuing, in order to unite in

an Ecclesiastical Constitution, agreeably to certain fundamental Principles, expressed in the said Proposal:

Which are as follow.

First, That there be a General Convention of the Episcopal Church in the United States of America.

Second, That the Episcopal Church in each State send Deputies to the Convention, consisting of Clergy and Laity.

Third, That associated Congregations, in two or more States, may send Deputies jointly.

Fourth, That the said Church shall maintain the Doctrines of the Gospel, as now held by the Church of England, and shall adhere to the Liturgy of the said Church, as far as shall be consistent with the American Revolution, and the Constitutions of the respective States.

Fifth, That in every State where there shall be a Bishop duly consecrated and settled, he shall be considered as a Member of the Convention, ex officio.

Sixth, That the Clergy and Laity assembled in Convention, shall deliberate in one Body, but shall vote separately, and the Concurrence of both shall be necessary to give Validity to every Measure.

Seventh, That the first Meeting of the Convention shall be at Philadelphia, the Tuesday before the Feast of St" Michael next; to which it is hoped and earnestly desired, that the Episcopal Churches in the respective States will send their Clerical and Lay Deputies, duly instructed and authorized, to proceed on the necessary Business herein proposed for their Deliberation.

In compliance with the last Article, the following Persons are appointed, viz. Clerical Deputies—The Rev. Doctors *Whit*e and *Magraw*, and the Rev. Messrs. *Blackwell, Hutchins and Campbell*: And Lay Deputies— Messrs. *Richard Peters, Gerardus Clarkson, Samuel Powel, William Atlee, Jasper Yeates, Stephen Chambers, Edward Hand, Thomas Hartley, John Clarke, Archibald McGrew, Plunket Fleeson, Edward Shippen, Joseph Swift, Andrew Doz, John Wood, Nicholas Jones* and *Edward Duffield*.

And whereas the Body which assembled as aforesaid in *New-York* did recommend to the Church in the several States, that previously to the said intended Meeting, they should organize or associate themselves, agreeably to such Rules as they shall think proper:

It is therefore hereby determined and declared by the Clergy who do now or who hereafter shall sign this Act, and by the Congregations which do now or which hereafter shall consent to this Act, either by its being ratified by their respective Vestries, or by its being signed by their Deputies duly authorized, that the said Clergy and Congregations shall be called and known by the name of *The Protestant Episcopal Church in the State of Pennsylvania*.

And it is hereby further determined and declared by the said Clergy and Congregations, That there shall be a Convention of the said Church; which Convention shall consist of all the Clergy of the same, and of Lay Deputies; and that all the Acts and Proceedings of said Convention shall be considered as the Acts and Proceedings of the Protestant Episcopal Church in this State; provided always, That the same shall be consistent with the fundamental Principles agreed on at the two aforesaid Meetings in *Philadelphia* and *New-York*.

And it is hereby further determined and declared by the said Clergy and congregations, That each Congregation may send to the convention a Deputy or Deputies; and where two or more Congregations are united, they may send a Deputy or Deputies for each Congregation; and no Congregation may send a Clergyman as their Deputy; and each Congregation represented in Convention shall have One Vote.

And it is hereby further determined and declared by the said Clergy and Congregations, That the Clergy and Lay Deputies in Convention shall deliberate in one Body, but shall vote as two distinct Orders, and that the Concurrence of both Orders shall be necessary to give Validity to every Measure; and such Clergymen and Lay Deputies as shall at any Time be duly assembled in Convention shall be a Quorum; and on every Question, the Votes of a Majority of those present of the two Orders respectively shall decide.

And it is hereby determined and declared by the said Clergy and Congregations, That all such Clergymen as shall hereafter be settled as the Ministers of the Congregations ratifying this Act, shall have the same Privileges, and be subject to the same Regulations, as the clergy now subscribing the same.

And it is hereby further determined and declared by the said Clergy and Congregations, That the Convention shall meet on *Monday*, the Twenty-second Day of *May*, which will be in the Year of our Lord 1786, and forever after on such annual Day, and at such other Times and at such Place, as shall be fixed by future Rules of the Convention.

And it is hereby further determined and declared by the said Clergy and Congregations, That if the Clergy and Congregations of any adjoining State or States shall desire to unite with the Church in this State, agreeably to the fundamental Principles established at the aforesaid Meeting in *New York*, then the Convention shall have Power to admit the said Clergy and Deputies from the Congregations of such adjoining State or States, to have the same Privileges, and to be subject to the same Regulations, as the Clergy and Congregations in this State.

Done in *Christ Church*, in the City of *Philadelphia*, this Twenty-fourth Day of May, in the Year of our Lord 1785. Witness our Hands in Ratification of the Premises. (The Signing of those Deputies who were sent to the Convention without written Powers, was deferred until such Powers can be procured.)

William White, D.D., Rector of *Christ Church* and *St. Peter's*, in *Philadelphia*,
Samuel Magaw, D.D., Rector of *St. Paul's Church, Philadelphia*,
Robert Blackwell, Assistant Minister of *Christ Church* and *St. Peter's, Philadelphia*,
Joseph Hutchins, Rector of *St. James, Lancaster*,
John Campbell, Rector of the Episcopal Churches of *York* and *Huntingdon*.

Joseph Swift, Deputy for *Christ Church*,
Samuel Powel, Gerardus Clarkson, Deputies for *St. Peter's Church*,
Plunket Fleeson, John Wood, Andrew Doz, Deputies for *St. Paul's Church*,
Edward Hand, Deputy from the Congregation of *St. James's, Lancaster*,
Nicholas Jones, Deputy for *St. Gabriel's, Morlatton, Berks*,
John Campbell, Deputy for the Congregations of *York* and *Huntingdon*,
John Shaw, John Crosby, jun., Deputies for *St. Paul's Church, Chester*.

SUPPLEMENT TO THE ACT OF ASSOCIATION

WHEREAS, Doubts have arisen whether under the Act of Association, any alterations can be made in the Book of Common Prayer and the Administration of the Sacraments, and other Rites and Ceremonies, of the Church, except such as become necessary in consequence of the late Revolution:

It is, therefore, hereby determined and declared, That further alterations may be made by the Convention, constituted by the said Act, provided only that "the main body and essentials" be preserved, and alterations made in such forms only as the Church of *England* hath herself acknowledged to be indifferent and alterable. And it is hereby further determined and declared, That the power given by this supplement to the Convention of the Protestant Episcopal Church in this State, may, by the said Convention, be conveyed to a Convention of the said Church in the United States, or in such States as are willing to unite in a constitution of ecclesiastical government, if the same shall be judged most conducive to charity and uniformity of worship.

Done in *Christ Church*, in the City of *Philadelphia*, this 27th day of May, in the year of our Lord 1786.

Witness our hands in ratification of the premises.

CONSTITUTION ADOPTED IN 1814, AND SINCE AMENDED

WHEREAS, By an Act of Association, agreed to and adopted in Convention, on the 24th day of May, 1785, sundry of the Protestant Episcopal Churches within this Commonwealth were united under the name of "The Protestant Episcopal Church in the State of Pennsylvania"—which Association embraced all those Clergy and congregations who did at that time, or subsequently, assent to the same:

AND WHEREAS, After that time, in General Conventions of the Protestant Episcopal Churches within the United States, a Constitution and Canons were formed for the government and discipline of the same, which recognized each State as constituting a District or Diocese, with a right to the Churches within the same to exercise a local government over themselves; which right has been accordingly exercised by the Protestant Episcopal Churches within the State of Pennsylvania, associated as aforesaid:

AND WHEREAS, By the action of subsequent General Conventions, several new Dioceses have been erected within the State of Pennsylvania, whereby the limits of the parent Diocese have been lessened, and its boundaries made different from the boundaries of the State:

AND WHEREAS, it is now deemed expedient more expressly to set forth the system of local government to be exercised within this Diocese:

The following is declared to the Constitution of the Protestant Episcopal Church in the Diocese of Pennsylvania:

ARTICLE I

This Church, as a constituent part of the Protestant Episcopal Church of the United States of America, accedes to, recognizes and adopts the General Constitution of that Church, and acknowledges its authority accordingly.

ARTICLE II

There shall be a stated Convention of the Church in this Diocese, at Philadelphia, on the first Tuesday in May, in every year, unless a different time and place be fixed on by a preceding Convention.

ARTICLE III

The Bishop or the Standing Committee, by a three-fourths vote of its members, shall have power to call a Special Convention when it is deemed by either to be conducive to the Church to do so. Notice of a Special Convention, stating the purposes for which it is called, shall be sent by the Secretary to every clergy person canonically resident in the Diocese and to lay delegates eligible to attend the most recent Annual Convention at least thirty days prior to the date on which the Special Convention is held. No business, other than that stated in the Notice, shall be

transacted at the Special Convention except by a two-thirds vote of each order. In no event shall a Special Convention be called more than twice in any year.[1]

ARTICLE IV

1. Members of the Clergy who are canonically resident in the Diocese at the opening of Convention shall have a seat and vote.[2]

2. No Church shall be admitted a member of the Convention, which does not, by its Charter or Articles of Association, expressly accede to the Constitution, Canons, Doctrine, Discipline, and Worship of the Protestant Episcopal Church in the United States, and to the Constitution and Canons of the Protestant Episcopal Church in this Diocese. Each regularly established Parish of the Protestant Episcopal Church in this Diocese, now a member, or which shall hereafter be admitted a member of the Convention, may send to the Convention Lay Deputies, Communicants of this Church, who have been elected by the congregation, including Chapel congregations, from their own number, but not exceeding three in number except as hereinafter provided for. The Convention may, from time to time, provide by Canon for the election in the same way of additional Deputies, not exceeding two in number from any Parish, in such relation and proportion to the size or strength of the Parish, including its Chapel congregations, as said Canon may determine. But any Canon providing for such additional Deputies, or changing such provision shall not take effect until after the adjournment of the session at which it is adopted. Each Deputy shall have voice and vote in all matters before Convention.[3] No Deputation from any Church shall be entitled to a vote at the same Convention at which the Church shall be admitted as a member. (See also *Journal* of 1893, p. 146, "No person should sit as a Deputy from more than one Church or Congregation.") *(Adopted October 26, 1974)*

3. Each Organized Mission and Aided Parish of this Diocese, reporting not less than 50 communicants, which has made a Parochial Report and paid its assessment for the Episcopal Fund for the preceding calendar year, may send to the Convention three Lay Deputies, chosen as may be provided for by Canon, who shall have all the rights of parochial Deputies.

4. The Convention may by Canon provide upon what terms other organized bodies of Church members of this Diocese, not in union with the Convention, may send to the Annual meeting of the Convention one or more Lay Representatives; provided that such Representatives shall not have the right to vote.

5. For its representatives to be admitted to any Convention, a Church must

[1] Amended by the 229th Convention in 2012.

[2] Amended by the 231st Convention in 2014.

[3] Adopted by the 235th Convention in 2018.

(a) provide for the election of the members of its Vestry by the Congregation and that no person shall be excluded from eligibility to serve on the Vestry or as a Church-Warden because of race or sex.

(b) have filed within ten days after expiration of the filing date required by Canons of this Diocese or of the Protestant Episcopal Church in the United States of America the Parochial or other Congregational Report provided for by any of such Canons. Its right of representation in any Convention thereafter, shall be restored only upon the expiration of six months subsequent to the remedying of such deficiency.

(c) have employed, for the calendar year immediately preceding the stated Convention, a clergyman as its Minister, or applied to the Bishop for the services of a Missionary. Convention may restore such right of representation upon reason satisfactory to it.

(d) have paid its assessment for the maintenance of the Episcopate for the calendar year immediately preceding the stated Convention and the expenses of any Convention. Convention may restore such right of representation upon reason satisfactory to it.[4]

6. The Convention may, by Canon, provide for the suspension of the right of representation of any Church which has not paid the minimum salary fixed by the Convention.

ARTICLE V

The Bishop shall preside in the Convention; but in case of a vacancy in the Episcopate or the necessary absence of the Bishop, the Bishop Coadjutor, if there be one, or, in case of his absence, the Bishop Suffragan or, if there be more than one, the Bishop Suffragan senior in time of consecration shall preside. If no Bishop be present the Convention shall then elect a President from among the Clergy.

ARTICLE VI

1. A Secretary shall be chosen upon the assembling of the Stated Convention from among the members thereof, who shall remain in office until the meeting of the next Stated Convention. His duties shall be to take minutes of their proceedings, to attest the public acts of the body, and faithfully to deliver into the hands of his successor all books and papers relative to the concerns of the Convention, which may be in his possession. Such other officers also shall be appointed as the Convention may find occasion for, to remain in office for such time as they may direct.

2. Membership of the Standing Committee and Deputies and Alternate Deputies to General Convention, both lay and ordained, must, in their election, receive a majority of the whole number of votes cast at such election by each Order (*Amended, Second Reading, November 8, 1991*), except that, after three or more ballots have been taken, the results reported,

[4] Amended by the 231st Convention, 2014.

and candidates, if any, have announced their intention to withdraw, prior to the next ballot being taken the Presiding Officer or, by motion duly made and seconded, a member of Convention, may propose an alternate method of voting and/or counting ballots for the purpose of expediting the voting process that, if approved by a majority of Convention, shall govern the next and any subsequent ballots of the election. The proposed alternate method of voting may award the election to a person receiving a plurality of votes on the separate ballots of each Order or on the combined ballots of both Orders, even though the votes are not a majority of the combined ballots or of the ballots of either Order.[5]

3. In election to any other office or Committee, the vote of a majority of the Deputies present shall suffice unless otherwise ordered by this Constitution, or in cases not specifically provided for by the Constitution, by any Canon, but the Convention may, in their discretion, from time to time, authorize the election of officers and committees chosen by ballot to be made in such manner as will enable minorities to choose one or more of such officers or members of committees; and except as to the election of the members of the Standing Committee, or where the Canons may provide differently, any Annual Convention, by the votes of a majority of those voting of the two Orders respectively, may adopt any other method of electing any officers or committees in the Convention: Provided, That there shall be no election, except of the Secretary, unless there are present at the time a majority of the Clerical members, and a majority of the Lay representations, who shall have appeared during the session, and been admitted to seats; and such election, except that of the Secretary, shall be held at such day and hour as shall be fixed by the Convention, and *provided also*, That if no such majority of the Clerical members and of the Lay representations be present at the time appointed for the elections, or if said elections be not completed, said elections shall be postponed until the next day, when the same shall be proceeded in without regard to the number then present. And in all cases of a failure or omission to elect any officer or annual Committee, the persons then in office, or belonging to the Committee, shall continue in their station until others shall be chosen.

ARTICLE VII

1. The Clergy and Lay Deputies in Convention shall deliberate in one body, and shall vote as such except that, in the case of a vote on a resolution, when it is requested otherwise by five Clergy and/or Lay Deputies, no two of whom shall be from the same parish, who shall submit their request to the Presiding Officer in advance of the vote. In such a case the Convention shall vote as two distinct Orders, and the concurrence of both Orders shall be necessary to give validity to a measure.

2. Such Clergy and Lay Deputies as shall at any time be duly assembled in Convention shall be a quorum; and on every question the votes of a majority, or, as the case may be, the votes of a majority of those voting of the two Orders respectively shall decide. But to enact any alteration of this Constitution or the Canons passed under it, the quorum shall consist of not less than one-

[5] Amended by the 239th Convention, 2022

(Continued)

fourth of the Clergy canonically and actually resident in the Diocese at the opening of Convention and Lay Deputies from one-fourth of the Parishes entitled to seats and votes in Convention.[6]

ARTICLE VIII

The Standing Committee and Council of Advice shall consist of eight members, four Clerical and four Lay members.[7] At their first meeting, they shall elect one of their members to be President, and another of their members to be Secretary. They shall keep regular minutes of their proceedings, subject to the inspection of the Convention. A majority of the members (the whole having been summoned) shall be a quorum, except for such purposes as the Committee may require a larger number. They may make rules of meeting and business, and alter or repeal them from time to time (*Amended, Second Reading, October 20, 1984*).

ARTICLE IX

The election of a Bishop, Bishop Coadjutor or Bishop Suffragan of this Diocese shall be made in Convention in the following manner. The Clergy and Lay Delegates shall vote separately When in any ballot, two-thirds of all the Clergy entitled to vote are present together with two-thirds of the Lay delegations entitled to vote, then a concurrent majority of the delegates present in each Order shall determine a choice. Otherwise, the concurrent vote of two-thirds of the delegates present from each Order shall be necessary to determine a choice.

And Provided Further, That the necessary quorum for the election shall consist of not less than one-fourth of the Clergy canonically and actually resident in the Diocese at the opening of Convention and Lay delegates from one-fourth of the Parishes entitled to seats and votes in Convention.[8]

ARTICLE X

The mode of altering this Constitution shall be as follows: A proposition for amendment shall be introduced in writing, and considered in the Convention, and if approved of shall lie over to the next Convention; and if again approved of in the next ensuing Convention, by a majority of the two Orders voting thereon separately, the change shall take place, and the Constitution so altered shall be valid and obligatory, from and after the final adjournment of the Convention.

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[6] Amended by the 231st Convention, 2014.

[7] Amended by the 236th Convention, 2019.

[8] Amended by the 231st Convention, 2014; also amended by the 239th Convention, 2022

CANONS FOR THE GOVERNMENT OF THE DIOCESE OF PENNSYLVANIA AS ADOPTED IN 1829 AND SUBSEQUENTLY AMENDED

CANON 1[9] Of the Admission of a Church or Congregation into Union with the Convention

SEC. 1.1 *Conformity to Canons*

No church or congregation of the Episcopal Church in this Diocese shall take steps to incorporate for purposes of the civil law unless and until it has complied with the requirements of these Canons and unless it presents with the incorporation papers a certificate from the Secretary of the Convention of the Diocese that such requirements have been complied with.

SEC. 1.2 *Admission of Parishes Heretofore Incorporated*

When any church or congregation organized prior to the year 1945 shall desire to be admitted into union with the Convention of the Diocese, it shall present to the Bishop, before the meeting of the Convention, an application for such admission, signed by its authorized officers and accompanied by an authenticated copy of its articles of incorporation together with evidence that such articles conform to the requirements of Article IV, Sec. 2, of the Constitution, and that it has complied with such of the provisions of Canon 12 ("Of the Formation of New Parishes") as may be applicable to the case. Such application shall be submitted by the Bishop to the Standing Committee, with the Bishop's approval or disapproval, and the articles of association or charter to the Committee on Incorporation. The application, with reports thereon by the Bishop, the Standing Committee and the Committee on Incorporation shall be submitted by the latter Committees to the Convention for final action thereon. If the Convention shall, by vote, approve of the application and admit the parish into union with the Convention of this Diocese, its name shall be added to the roll of parishes in union with the Convention, and its deputies, if any be present, shall be admitted to seats but not to voting in that Convention.

SEC. 1.3 *Of the Admission of Parishes About to be Incorporated*

1.3.1 When any parish which has been organized in conformity with the provisions of Canon 10 ("Of the Establishment of New Places of Public Worship"), and of Canon 12 ("Of the Formation of New Parishes"), and has obtained approvals therein called for, shall desire to be admitted into union with the Convention of this Diocese, it shall present to the Bishop, before the meeting of the Convention, an application therefore in writing, signed by its authorized representatives, together with evidence that it has been organized in accordance with the provisions of the above-mentioned Canons, and that its articles of incorporation have been approved as therein provided, and that they conform to the requirements of Article IV, Sec. 2 of the Constitution. The application and the accompanying documents, together with the articles of incorporation, shall be reported by the Committee on Incorporation to the Convention for final action thereon. If the Convention shall vote approval of the articles of incorporation and to admit the parish into union with this Convention, its name shall be added to the roll of parishes in union with the Convention and its deputation admitted to seats and votes in subsequent

[9] Amended by the 206th Convention in 1989.

Conventions if and when the Secretary has been informed by the Chancellor that the parish has filed articles of incorporation substantially in the form approved by the Convention.

1.3.2 All essential documents in connection with the admission of parishes into union with the Convention shall be filed with the Registrar of the Diocese.

SEC. 1.4 *Amendment of Articles of Incorporation*

1.4.1 No proposed amendment or alteration of the articles of incorporation of any church or congregation which has been admitted into union with the Convention shall become effective until the proposed amendment or alteration shall have been submitted to the Committee on Incorporation and, after report thereon by that Committee, has been approved by the Convention; provided that proposed amendments to articles of incorporation which conform substantially with the Model Articles of Incorporation adopted by the Convention of 1991, or any amendment thereof, and which are approved by the Committee on Incorporation need not be submitted to Convention for approval but shall be reported by the Committee to the next stated Convention.

1.4.2 The application for approval of any proposed amendment or alteration shall be in writing, and signed by the authorized officers of the church, and shall set forth the proposed amendment or alteration. The application shall be accompanied by duly authenticated copies of the articles of incorporation, and all previous amendments or alterations thereof.

SEC. 1.5 *Timely Submission*

Neither the Bishop nor the Standing Committee shall be required to consider or act upon any application to incorporate or be admitted into union with the Convention by an existing or proposed parish submitted to them later than sixty days before the meeting of the Convention, nor shall the Committee on Incorporation be required to consider and report upon any articles of incorporation, or any amendments thereto, submitted to it later than sixty days before the meeting of the Convention at which they are to be considered.

CANON 2 Of Membership in the Convention

SEC. 2.1 *Members*

The Convention shall be composed of members of the clergy and lay deputies in accordance with the provisions of the Constitution.

SEC. 2.2 *List of Clergy*

One week before the meeting of every Convention of this Diocese the Ecclesiastical Authority shall prepare a list of all clergy of the Church, canonically resident in this Diocese with their titles, if any, or else their places of residence, designating those not entitled to seats and votes, and no member of the clergy while under sentence of suspension shall have a seat or vote. Such list shall be laid before the Convention on the first day of its meeting and shall be transmitted to the Secretary of every General Convention.

SEC. 2.3 *Claims of Clergy to Seats*

As soon as the Convention is duly organized, a Committee on Claims of Clergy to Seats shall be appointed by the President. The right of any member of the clergy of this Diocese to a seat and vote in the Convention, if disputed, shall be determined, according to the provisions of the Constitution and Canons, by the Convention itself. It shall be the duty of the clergy to attend regularly at the meeting of every Convention. At the opening of the Convention their names shall be registered and absentees noted.

SEC. 2.4 *Lay Deputies*

2.4.1 The appointment of lay deputies and their alternates to the Convention of this Diocese shall be certified in writing by a warden or two members of the vestry of the proper church; and the certificate shall state that the deputies and alternates named therein are communicants of this Church, and have been elected by the congregation of the church they are deputed to represent and from their own number. And no other certificate or evidence of the appointment of lay deputies to the Convention of this Diocese shall be allowed or received. The certificate shall be in duplicate, one copy to be forwarded to the Secretary of the Convention at least one week before the meeting of the Convention, the other to be given to the lay deputies. A copy of this Canon 2.4 and a notice of the meeting of the Convention shall be sent annually by the Secretary of the Convention to every church in this Diocese.

2.4.2 The lay deputies appointed for the Stated Convention shall serve as deputies for any succeeding Special Convention; provided, however, that any congregation shall have the power to fill vacancies, or to make changes in the parish representation, giving due notice thereof to the Secretary of the Convention in accordance with the canonical requirements.

SEC. 2.5 *Mission Lay Deputies*

Each organized mission of the Diocese reporting not less than fifty communicants that has made a parochial report and paid its assessments may send to the Convention three lay deputies, communicants of this Church, chosen annually from their own number at a meeting of the adult members of the congregation having the qualifications for voting at an annual meeting of the mission, who shall have all the rights of lay deputies to the Convention. The appointment of the lay deputies and their alternates shall be certified in writing by the chairperson and secretary of the annual meeting, and the certificate shall state that they are communicants of this Church and that they were chosen in accordance with the above provisions. The certificate shall be in duplicate, one copy to be forwarded to the Secretary of the Convention at least one week before the meeting of the Convention and the other to be given to the lay deputies. A copy of this Canon 2.5 and a notice of the meeting of the Convention shall be sent by the secretary to every mission entitled to send lay deputies.

SEC. 2.6 *Lay Representatives*

Each parochial chapel or parochial mission in the Diocese reporting not less than fifty communicants, which has made a parochial report and paid its assessment for the preceding calendar year, may send to the Convention one lay representative, a communicant of this Church, chosen annually from their own number at a meeting of the adult communicants and registered

contributors of the congregation of the chapel or mission, who shall have all the rights of a lay deputy except the right to vote on any question or in any election. The appointment of a lay representative and his or her alternate shall be certified in writing by the chairperson and secretary of such meeting, and the certificates shall be in duplicate, one copy to be sent to the Secretary of the Convention at least one week before the meeting of the Convention, and the other to be given to the lay representative. A copy of this Canon 2.6 and notice of the meeting of the Convention shall be sent by the secretary to each chapel or mission entitled to send a lay representative.

SEC. 2.7 *Members Ex Officio*

The Executive Secretary of the Diocese, the Treasurer, Assistant Treasurer ,Chancellor, Commissary and Church Advocate shall be entitled, ex officio, to all the privileges of the deputies to the Convention, except the right to vote.

SEC. 2.8 *Claims of Laity to Seats*

As soon as the Convention is duly organized there shall be appointed by the President a Committee on Claims of Lay Deputies to Seats, to whom the certificates of lay deputies shall be referred, and the right of any lay deputy to a seat and vote in the Convention, if disputed, shall be determined according to the provisions of the Constitution and Canons, by the Convention itself.

SEC. 2.9 *Canons of Courtesy*

Clergy canonically resident in this diocese but not entitled to vote in the Convention, clergy of other dioceses of this Church, candidates for Holy Orders in this Church, wardens of missions other than those entitled to send deputies, religious professed in Orders (according to the Canons of the General Convention) who are resident in this Diocese with the consent of the Bishop, and all persons holding any office or trust under the Convention, including but not limited to the lay members of the Standing Committee, the lay members of the Diocesan Council, the chairpersons of the Committees of Convention, the Executive Officer of the Episcopal Community Services, and the Executive Vice President of the Church Foundation, if not otherwise members of Convention, shall be admitted to seats and have a voice in the Convention, but not the right to vote.

CANON 3 Of the Organization of the Convention and its Officers

SEC. 3.1 *Opening of The Convention*

3.1.1 The Convention shall assemble on the day appointed and the Holy Eucharist shall be celebrated at such convenient time as the Bishop shall appoint before, during or after the first session.

3.1.2 The Standing Rules and Orders of the Convention shall be in force in each ensuing Convention until the organization thereof, and until they be amended or repealed; and shall be changed only by a two-thirds vote.

SEC. 3.2 *Secretary and Assistant Secretary*

3.2.1 A Secretary shall be chosen at every stated Convention, by ballot after *viva voce* nominations. If but one person be nominated the balloting shall be dispensed with. The Secretary shall continue in office until the meeting of the next Convention, and until a successor is chosen, and shall act as Secretary for any Special Convention that may be called between Stated Conventions. The Secretary shall attend at the time and place appointed for the meeting of the Convention, shall receive the certificates of those who shall there attend as lay deputies, and shall record the names of those who present certificates in the form prescribed in Canon 2("Of Membership in the Convention"). The insertion by the Secretary in the list so made of the name of any person who has presented a certificate of his or her appointment as deputy shall be prima facie evidence of the right of such a person to a seat. The Secretary shall perform such other duties as the Convention may prescribe and may appoint an Assistant Secretary, subject to confirmation by the Convention. If during the recess of the Convention, a vacancy should occur in the office of Secretary or Assistant Secretary, the Standing Committee shall by appointment fill the vacancy.

3.2.2 The Secretary shall give not less than sixty days written notice of the day and hour appointed for the meeting of the Stated Convention, and such written notice of the meeting of any Special Convention as the Ecclesiastical Authority shall direct, to every member of the clergy canonically resident in the Diocese, according to a list to be furnished by the Ecclesiastical Authority or Standing Committee, and shall give a similar notice to the church wardens of every parish. And such a notice shall be accompanied with the form of the certificate of the appointment of lay deputies.

3.2.3 The Secretary shall offer a copy of the *Journal* of the Convention, prior to printing, to each congregation of this Diocese, to every Bishop of the Episcopal Church, and to the Secretary of the Convention of every other Diocese and Missionary Diocese.

3.2.4 The Secretary shall also transmit to every General Convention, in addition to the documents required by the Canon of the General Convention "Of the Mode of Securing an Accurate View of the State of This Church," a Certificate of the appointment of clerical and lay deputies to the General Convention and their alternates, duly signed.

3.2.5 The duties of the Secretary of the Convention shall, in case of his or her absence or inability to act, be performed by the Assistant Secretary of the Convention.

SEC. 3.3 *Treasurer and Assistant Treasurer*

3.3.1 The Treasurer of the Diocese shall Diocese shall:

3.3.1.1 arrange for the collection of all sums due under assessments, and for the receipt of all such contributions from parishes, missions and individuals ;

3.3.1.2 disburse the same in accordance with the wishes of the contributors or, in the absence thereof, the direction of the Board of Trustees;

3.3.1.3 facilitate management of the budget process set forth in Canon 7.2;

3.3.1.4 Report regularly to the Finance Committee regarding the comparison of actual versus budgeted revenues and expenses;

3.3.1.5 Identify trends in revenues and expenses and make regular reports concerning them to the Finance Committee

3.3.1.6 Oversee the performance of required audit functions of Diocesan books and records; and

3.3.1.7 Review Parochial Reports annually and report issues of financial concern to the Board of Trustees.

3.3.2 Every three years the Bishop, with the advice and consent of the Standing Committee, shall appoint a Treasurer and an Assistant Treasurer of the Diocese, both to serve without salary. During the absence or disability of the Treasurer, the Assistant Treasurer shall have all the powers of the Treasurer. The Treasurer and the Assistant Treasurer shall give security in such sum as the Standing Committee shall determine.

3.3.3 A vacancy in the office of Treasurer or of Assistant Treasurer shall be filled by the Bishop with the advice and consent of the Standing Committee.

SEC 3.4 *Registrar*

The custody of all books and papers, belonging to the Convention, not otherwise provided for, shall be entrusted to a member of the clergy of the Diocese, to be called the Registrar of the Diocese of Pennsylvania, who shall be appointed annually by the Bishop, and shall report annually to the Convention. The Registrar shall hold and preserve all official books and papers belonging to churches or organizations connected with the Diocese, which may be so entrusted, and shall obtain possession when possible, of all registered and other valuable documents belonging to any church, chapel or diocesan or parochial organization which may have ceased to exist, and give certified records from them when required. The Registrar shall be paid such annual salary as the Convention may prescribe, and an office and a fireproof safe or vault shall be provided for the preservation of the books and papers entrusted to the Registrar's care. It shall be the duty of every minister, warden, secretary, vestry or other person having

possession of the church register or other record of any parish or organized mission which shall have gone out of existence to deliver possession of the same to the Registrar of the Diocese.

SEC 3.5 *Chancellor and Vice-Chancellors*

3.5.1 The Chancellor of the Diocese shall be appointed annually by the Bishop, with the advice and consent of the Standing Committee. He or she shall be a layperson learned in the law and a communicant of the Church, whose duty shall be to act as legal counselor of the Bishop and of the Standing Committee, and when so requested, of other diocesan organizations, in matters affecting the interests of the Church.

3.5.2 There may be one or more Vice-Chancellors of the Diocese who shall be appointed for terms of one year by the Bishop and the Chancellor with the advice and consent of the Standing Committee. A Vice-Chancellor shall be a layperson learned in the law and a communicant of this Church, whose duties shall be such as shall be assigned from time to time by the Chancellor with the approval of the Bishop.

SEC 3.6 *Executive Secretary*

The Diocesan Council, hereinafter in these Canons provided for, may elect an Executive Secretary of the Diocese for a term not exceeding two years. If a vacancy shall occur in such office the Diocesan Council may elect another Secretary for a full term, or for any lesser period. The Secretary's duties shall be defined and salary fixed by the Diocesan Council.

SEC 3.7 *Historiographer*

There shall be a Historiographer of the Diocese, a member of the clergy, who shall hold office under annual appointment by the Bishop. The historiographer shall be Chairperson, ex officio, of the Committee on Diocesan History.

CANON 4 Of Committees and Commissions

SEC 4.1 *The Standing Committee*

4.1.1 The Standing Committee of the Diocese shall consist of four clergy, canonically and actually resident in the Diocese, and four lay communicants, residents of the Diocese, chosen by ballot by the concurrent votes of the members of each Order.

4.1.2 At each Annual Convention there shall be elected one member of the clergy and one layperson to take the places of those whose terms shall then expire, to serve for four years.

4.1.3 Vacancies in the Committee, whether due to deaths, removals from the Diocese, resignations, failure of the Convention to elect, or to any other cause, shall be filled by the concurrent vote of the remaining clerical and lay members, the member or members so elected to serve only until the next Annual Convention, when the Convention itself shall elect a person or persons to take the place of the former member or members for the unexpired terms, if any.

4.1.4 The duties of the Standing Committee shall be such as have been or may be laid upon it by General Convention or by the Convention of this Diocese.

4.1.5 A member of the Standing Committee shall not be eligible for reelection after having been elected twice by Convention until one Convention year shall have elapsed.[10]

4.1.6. In order to effect a reduction in membership from ten persons to eight persons, no election shall be held at the 237th Annual Convention to replace the members whose terms expire in that year.[11]

SEC 4.2 *The Committee on Canons*

4.2.1 At the close of each Stated Convention a Committee on Canons, consisting of not less then 3 clergy and 3 lay members, shall be appointed by the Bishop to hold office until the close of the next Stated Convention, and vacancies in this committee shall be filled by the Ecclesiastical Authority. The Chancellor, or a Vice Chancellor designated by the Chancellor shall serve as an ex officio member of the Committee.[12]

4.2.2 All proposals to alter or add to the Constitution or Canons shall be referred to this Committee for its report to Convention[13]; provided, however, that any such proposal that shall be recommended by a Special Committee of the Convention shall be referred to the Committee on Canons only in order that the Committee may report specifically whether or not the proposed amendment does or does not conflict with any provision of the Constitution or Canons of the Diocese or of the General Convention.

4.2.3 It shall be the duty of the Committee on Canons to suggest to the Convention, from time to time, such changes in, or additions to, the Constitution, Canons, Rules of Order, or Standing Resolutions as may seem to the Committee to be wise.

SEC 4.3 *The Committee on Incorporation*

At the close of each Stated Convention, a Committee on Incorporation, consisting of an equal number of clerical and lay members, shall be appointed by the Ecclesiastical Authority to remain in office until the close of the next Stated Convention, and vacancies in this Committee shall be filled by the same Authority.

SEC 4.4 *The Committee on Elections*

At the close of each Stated Convention the Bishop shall appoint a Committee on Elections, consisting of the Secretary of the Convention, who shall be the Chairperson, and two

[10] Adopted at the 229th Convention in 2012.

[11] Adopted at the 235th Convention in 2018.

[12] Amended by the 227th Convention in 2010.

[13] Amended by the 227th Convention in 2010.

clergy and two lay members, to hold office until the close of the next Stated Convention. They shall serve as judges of the election, and any vacancies occurring shall be filled by the Bishop.

SEC 4.5 *The Commission on Wellness*

4.5.1 There shall be a Commission of the Diocese to be known as "The Commission on Wellness[14]," consisting of the Bishop, *ex officio*, who shall be the Chairperson, and twelve other members, six clergy and six lay, all of whom shall serve three-year terms staggered so that two lay members and two clergy are elected each year. One lay member and one clergy member shall be elected by the Convention and one lay member and one clergy member shall be elected by Diocesan Council. The Commission shall have power to fill vacancies among the members elected by Convention until the next Stated Convention, and the Diocesan Council may fill vacancies among the members elected by it. Any member shall be eligible for reelection, but except for having been chosen to fill a vacancy and to serve out the unexpired term of another, no person shall serve for more than two full terms consecutively.

4.5.2 The Commission shall administer the Clergy Financial Assistance Assessment, as provided in Canon 7.5. It shall also act as the Church Pension Fund Committee of the Diocese, as provided for in Canon 7.6. It shall make an annual report of its work to the Convention. In addition, it shall have the duty and authority to study, investigate and make recommendations to the Convention, Diocesan Council, or any parish concerning all matters relating to compensation for the clergy in the employ of the Diocese, its parishes or its missions. No such recommendation shall be made to the Convention unless the same shall have been submitted to the Diocesan Council for its information no later than the first day of the fourth month prior to the month in which such Convention shall occur; provided that Diocesan Council may waive the foregoing requirement.

4.5.3 The lay members of the Commission shall confer with the vestries and advisory committees of parishes and missions which are paying less than the minimum compensation, with the purpose of stimulating increased payments.

4.5.4 The Commission may also receive from the warden of a parish, aided parish, mission, or boards of directors of diocesan corporations, with the written consent of the clergy whose compensation is involved, appeals for permission in exceptional circumstances to pay its clergy less than the total minimum compensation established by Convention. The Commission may adopt such reasonable appeal procedures as it deems necessary and appropriate. If permission is granted, the provisions of Canon 7.5 with respect to minimum compensation of clergy shall not apply to such parish or unit of the Church for the duration of the period of time for which such permission was given. When such permission has been granted by the Commission, written notice of the reasons and terms of the permission shall be given to the Bishop for approval. The decision of the Commission when so endorsed by the Bishop, shall be binding upon the Diocesan Council, the Commission, and the unit of the Church which made the application.

[14] Name change adopted at the 228th Convention in 2011 and again at the 234th Convention in 2017.

(Continued)

4.5.5 The Commission shall provide a report of its activities to the Finance Committee at least once every three months.

SEC 4.7 *The Nominating Committee*[15]

4.7.1 The Nominating Committee ("Committee") of the Diocese shall consist of six Priests or Deacons canonically resident in the Diocese, and six lay communicants of the Diocese, each of whom shall be elected by Convention and shall serve three-year terms staggered so that two lay members and two clergy are elected each year. Diocesan Council shall have power to fill any vacancies until the next Diocesan Convention. A member of the Committee shall not be eligible for reelection after serving for two terms until one year shall have elapsed.

4.7.2 At the initial election all 12 members of the Committee shall be elected. The four members elected with the highest number of votes shall serve a three-year term. The four members elected with the next-highest number of votes shall serve a two-year term. The four members elected with the next-highest number of votes shall serve a one-year term.

4.7.3 The Committee shall:

(a) maintain and publicize current position descriptions for all *(non-paid)* committee and commission positions within the Diocese;

b) maintain current membership lists of all committees and commissions within the Diocese, including the terms of membership and eligibility for election as applicable;

c) recruit members of the Diocese for said positions, and generate a slate of candidates for election at each Stated Convention.

4.7.4 The Committee shall meet not later than 60 days following each Diocesan Convention to elect a chairperson and commence its activities for the next Diocesan Convention.

4.7.5 Not less than one hundred and fifty days in advance of each Stated Convention the Nominating Committee shall publicize a list of all positions to be filled by election at the upcoming Convention. Not less than sixty days in advance of each Stated Convention the Nominating Committee shall present its slate of nominations to the Committee on Elections. The Secretary of Convention shall publicize this list to the Parishes and Missions within ten days of receipt of the same.

[15] Adopted by the 228th Convention in 2011.

CANON 5 Of the Ecclesiastical Authority

SEC 5.1 *Absence or Disability of the Bishop*

5.1.1 Whenever in these Canons the duty of the Bishop of the Diocese to take action is prescribed, such duty, in case of the canonical absence or disability of the Bishop, shall devolve upon the Bishop Coadjutor, if there be one; but if there be no Bishop Coadjutor, or in case of canonical absence or disability of the Bishop Coadjutor as well as of the Bishop, such duty shall devolve upon the Bishop Suffragan, if there be one, and if there be more than one, upon the one senior in time of consecration.

5.1.2 In the absence or disability of the Bishop Diocesan, the Bishop Coadjutor, if there be one, shall, in accordance with the provisions of the Constitution and Canons of the General Convention and of this Diocese, become temporarily the Ecclesiastical Authority of the Diocese, but in the case of the absence or inability of both the Bishop Diocesan and the Bishop Coadjutor, the Bishop Suffragan shall, under the same condition, become temporarily the Ecclesiastical Authority. In such cases the Bishop who acts temporarily as Ecclesiastical Authority shall remain such until the termination of the absence or disability of the Bishop Diocesan or Bishop Coadjutor, as the case may be.

5.1.3 The duty and the right of acting as Ecclesiastical Authority shall devolve upon the Standing Committee in the event of the absence or disability of all the Bishops named.

5.1.4 If the Standing Committee is acting as the Ecclesiastical Authority, the Standing Committee may designate one or more of its members to act on its behalf, except for acts which can only be performed by a Bishop under the Canons of the General Convention which shall be performed by a Bishop appointed by the Standing Committee.[16]

SEC 5.2 *Death or Resignation of the Bishop*

Upon the death or resignation of the Bishop of the Diocese, if there be no Bishop Coadjutor to succeed, the temporary Ecclesiastical Authority shall remain the Ecclesiastical Authority until such time as a new Bishop shall be chosen and consecrated.

SEC 5.3 *Legal Proceedings*

In any legal proceedings to secure observance of any of the Canons of the Diocese or the General Convention, or for the purpose of protecting the interests of the Church in this Diocese, the Ecclesiastical Authority as herein defined shall be authorized to act in the name of and for the Church in this Diocese.

[16] Adopted by the 227th Convention in 2010.

(Continued)

CANON 6 Of the Diocesan Council

SEC 6.1 *Membership*[17]

6.1.1 There shall be a Diocesan Council which shall consist of the Bishop, or Bishops, the Secretary of the Convention, the Treasurer of the Diocese, all *ex officio*, and 2 members from each deanery to be elected by the deaneries. In the event the role of Ecclesiastical Authority shall have devolved upon the Standing Committee, the Standing Committee shall designate one of its members to serve on the Diocesan Council with voice and vote and on all subcommittees thereof. The Chancellor (or a Vice Chancellor) may attend Diocesan Council Meetings and participate in its discussions, without vote.

6.1.2 Each deanery shall be represented on the Council by one member of the clergy, canonically resident in this Diocese, and one lay person, who shall be an adult communicant in good standing within this Diocese. Each deanery shall annually elect one such member of Council for a term of two years, such election to be held prior to Convention, and such term to commence at the rising of Convention.

6.1.3 In the event a member of Council elected by a deanery shall cease to be a member of that deanery, such member shall be deemed to have resigned from Council. In the event of a resignation by a member of Council elected by a deanery or a vacancy created for any other reason, the deanery shall elect a replacement to fulfill the member's unexpired term.

6.1.4 No additional members of Council shall be selected other than by the provisions of this Canon.

6.1.5 Any member elected to a full term shall be eligible for re-election but no one shall serve for more than two consecutive full terms plus any unexpired term to which she or he may have been elected, after which said person shall be ineligible to serve for a period of one year.

6.1.6 No salaried employee of the Diocese shall be eligible for election to Council other than vicars of missions, rectors of aided parishes, institutional and college persons, and such other persons as the Bishop Diocesan, with the advice of the Standing Committee, may deem eligible.

6.1.7 The Bishop shall be the presiding officer of the Diocesan Council, but may delegate the responsibility of presiding at meetings to any other member. In the event a Bishop, other than the Bishop Diocesan, is acting as or designated by the Ecclesiastical Authority, such Bishop shall act as presiding officer of Diocesan Council. In the event the role of Ecclesiastical Authority shall have devolved upon the Standing Committee, the Council shall elect a member of Council to preside at meetings of Council. Wherever the term "Diocesan Council" appears in these Canons, it shall be understood to signify "Bishop and Diocesan Council."

[17] Amended by the 227th Convention in 2010 and by the 235th Convention in 2018.

6.1.8 The Bishop may invite any persons to attend Diocesan Council meetings and participate in the discussion; the Diocesan Council may likewise invite any persons by resolution of the quorum.

6.1.9 A quorum shall consist of not less than one-half of the full membership, which shall be necessary for the transaction of business.

6.1.10 The Secretary of Convention shall also serve as Secretary of the Diocesan Council. The Diocesan Council may elect other officers from its membership and organize itself as it considers necessary. It shall make its own rules for the conduct of its business, and shall meet at least bi-monthly, with the exception of July and August. Special meetings may be called by the Bishop or by written petition to the Bishops or Ecclesiastical Authority signed by nine members.

SEC 6.2 *Powers and Responsibilities*[18]

6.2.1 Diocesan Council's duty shall be to carry out the missions, ministries and programs adopted by the Annual Convention.

6.2.2 Diocesan Council's authority shall be subject to the limitations or directives adopted by the Annual Convention and by these Canons.

6.2.3 Diocesan Council shall:

6.2.3.1 act as the "Convention between Conventions," coordinating and furthering the mission, ministries and programs of the Diocese and implementing the resolutions relating to the missions, ministries and programs of the Diocese that may be passed by the Annual Convention or the General Convention;

6.2.3.2 oversee and coordinate the implementation of resolutions relating to the mission, ministries and programs of the Diocese that may be passed by the Annual Convention; and

6.2.3.3. consider, enact and implement emergency resolutions (on matters not reserved to the Standing Committee) on matters that may come before Diocesan Council that, in its considered opinion, cannot be held until the next Annual Convention. Such resolutions shall be referred to the Resolutions Committee for presentation to the next Annual Convention and shall lapse unless ratified by the next Annual Convention.

6.2.3.4. report annually to the Annual Convention concerning its activities and actions.

6.2.4 The Bishop and the persons to whom the Bishop shall delegate the necessary and appropriate authority, shall administer from day to day the program as approved by Convention . All such persons shall be responsible directly to the Bishop for the performance of their duties,

[18] Amended by the 223rd Convention in 2006 and the 227th Convention in 2010.

and the Bishop shall be responsible to the Convention and the Diocesan Council in all matters relating to the adopted programs.

6.2.5 The Diocesan Council shall furnish the Bishop with assistance for the administration of the Diocese.

6.2.6 The Diocesan Council shall maintain the following permanent committees:

Budget Recommendation;

Christian Formation;

Congregational Development;

Congregational Life for Mission;

Social Concerns; and

Leadership Development

The membership and responsibilities of each committee shall be determined by Council.

6.2.7 The Diocesan Council has the authority to form such additional committees as it deems advisable to further the programs and mission of the Diocese.

SEC 6.3 *Budget and Annual Report* [19]

6.3.1 The Diocesan Council shall have authority to expend all monies provided for in the annual budget as adopted, subject to the authority of the Finance Committee as set forth in Canon 7.2.

6.3.2 The Diocesan Council, as soon as practicable after the end of each calendar year, shall have prepared and circulated a full report of its work, which report shall also be presented to the Annual Convention. It shall be the duty of the Diocesan Council to suggest to the Convention, from time to time, such changes in legislation or methods as may seem to the Diocesan Council to be advantageous to the work of the Church.

6.3.3 The Diocesan Council shall provide congregations with financial management, education and support services; and

6.3.4 The Diocesan Council shall provide for the enforcement of Canon 19.1.

[19] Amended by the 229th Convention in 2012.

(Continued)

CANON 7 Of Funds, Assessments and the Budget[20]

SEC 7.1 *The Fund for the Endowment of the Episcopate*

The Fund for the Endowment of the Episcopate shall consist of the investments constituting the permanent Fund, heretofore called the Episcopal Fund, and of such other sums or securities as may from time to time be given or raised for the endowment of the episcopate of the Diocese, and the investments thereof shall be in the care of and be managed by the Church Foundation. The Church Foundation shall pay over the net income to the Treasurer of the Diocese, and shall make an annual report to the Convention.

SEC 7.2 *The Diocesan Budget Process*[21]

7.2.1 On an annual basis, subject to, and in order to give effect to, the mission, ministries and programs of the Diocese, the Finance Committee shall direct the process of forming a single budget for the diocese, consolidating the former episcopate and program budgets:

7.2.1.1. The Finance Committee shall determine projected expenses, including the amounts needed:

7.2.1.1.1 for the support of the episcopate during the ensuing year;

7.2.1.1.2 to pay all of the expenses associated with the Annual Convention;

7.2.1.1.3 in support of General Convention, the Provincial Synod, and the Episcopal Church;

7.2.1.1.4 to pay the expenses of the bishops and deputies from the Diocese attending General Convention and/or the Provincial Synod;

7.2.1.1.5 to operate and maintain Diocesan Offices, the expenses of the Bishop's Office and staff;

7.2.1.1.6 to support the mission, ministries and programs of the Diocese; and

7.2.1.1.7 to pay for any other expenses that the Annual Convention, by Canon or Resolution, may authorize to be incurred and paid.

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[20] Amended to standardize "mission, ministries and programs" and "Annual" Convention by the 243rd Convention in 2026.

[21] Amended by the 229th Convention in 2012.

(Continued)

7.2.1.2 The Finance Committee shall determine projected revenue from the following sources:[22]

7.2.1.2.1 estimated income to be received from investments, including but not limited to income from the Fund for the Endowment of the Episcopate;

7.2.1.2.2 any Assessments upon the parishes, missions and chapels of the diocese that the Annual Convention shall direct, subject to the approval of the Standing Committee; and

7.2.1.2.3 a funding request to the parishes and missions of the Diocese through a regular allocation of their income.

7.2.2 The Finance Committee shall produce a draft budget by June 1 of each year that it shall submit for review and recommendations to the Board of Trustees, the Standing Committee and Diocesan Council.

7.2.3 The Finance Committee shall produce a final budget at least 60 days prior to the Annual Convention. The final budget shall be approved by the Diocesan Convention.

SEC 7.3 *Revisions to the Budget Approved by the Annual Diocesan Convention*[23]

7.3.1. The Diocesan Council shall have the authority to recommend to the Board of Trustees increases or reductions in budgeted expenses in the annual budget approved by the Annual Convention, or reallocations among budgeted expenses, provided it does so in keeping with the mission, ministries and programs of the Diocese, to account for changes in revenue received or expenses incurred. The Board of Trustees shall have the final authority to approve or disapprove such increases or reductions.

SEC 7.4 *Collection of Revenue from Parishes, Missions and Chapels*

7.4.1 The process of collecting revenue from parishes, missions and chapels shall be as follows:[24]

7.4.1.1 The Ecclesiastical Authority, through its staff, on or before November 1st of each year, shall notify the proper officers of each parish, mission, or chapel of the amounts of their share of any Assessments and funding request set forth in Section 7.2.1.2.3 for the ensuing calendar year.

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[22] Amended by the 243rd Convention in 2026.

[23] Adopted by the 229th Convention in 2012.

[24] Amended by the 243rd Convention in 2026.

7.4.1.2 It shall be the duty of such officers to forward to the Treasurer of the Diocese one quarter of such amounts upon receipt of bill therefore, and the remaining three quarters not later than June 1st of the ensuing calendar year.

7.4.1.3 Any parish or mission which at the time of meeting of any Annual Convention is delinquent in any requested payment for the current or any previous year shall be reported by the Executive Office to the Secretary of the Convention as eligible to have forfeited its right to representation and vote in that Convention.

7.4.2 Not later than two months before the meeting of each Annual Convention any parish which has not paid and does not expect to be able to pay before that Convention any Assessments, but desires to have representation in such Convention, shall submit to the Finance Committee any considerations which the parish authorities believe should move the Convention to grant it representation in spite of such failure. That Committee shall report to the Convention, for the information of the Committee on Claims of Laity to Seats, its recommendation; and the Committee shall not report favorably upon the application for restoration of the right to representation of any parish which has not pursued the above course.

SEC 7.5 *Clerical Compensation, Assessments and Financial Assistance*

7.5.1 The Convention shall from time to time, by Standing Resolution, establish schedules of the minimum compensation, including salaries, payments for health and life insurance and additional material provisions or expense allowances to be received by all Clergy engaged in full- or part-time ministry, in the employ of the Diocese, its parishes, or its missions.

7.5.2 The Commission on Wellness, in these Canons hereinbefore provided for, shall estimate and recommend to each Stated Convention the amount believed to be necessary, in the form of grants or loans, in the next ensuing calendar year; (a) to augment to the minima, as above established, the compensation of clergy whose churches are unable to pay that compensation in full, (b) for making such payments of Church Pension Fund assessments as may be necessary to prevent in this Diocese the existence of such arrearages in Church Pension Fund assessments as might impair the rights of the clergy and their surviving spouses and children under the Church Pension Fund system, and (c) to provide interim financial assistance to displaced clergy as may be requested by the clergy in writing for relocation or other necessary expenses. The Commission shall likewise recommend an amount to provide financial assistance grants to clergy and parishes to facilitate clergy Sabbath leaves, provided the Commission and the Bishop are assured that neither the clergy nor the congregation can meet these financial needs themselves.

7.5.3 Such sum as may be approved by the Convention for the above purposes shall be known as "The Clergy Financial Assistance Assessment," and the Diocesan Council shall assess the same upon and collect it from the parishes in union with the Convention in accordance with Canon 7.4.1.

7.5.4 The Treasurer of the Diocese shall be the Treasurer of the Clergy Financial Assistance Assessment.

7.5.5 The Treasurer shall, upon recommendation of the Commission, make payments of loans and grants: (a) to augment the compensation of clergy to amounts not exceeding the minima fixed by the Convention (*see Resolutions of Convention*), (b) to cover arrearages in Church Pension Fund assessments, and (c) to provide assistance to the clergy above provided for.

7.5.6 The Commission, may, at its discretion, withhold any of the payments above provided for, in individual cases; provided, however, that whenever such payments are withheld without the consent of the parties affected, the Commission shall state the facts in its annual report to the Convention.

7.5.7 Any Convention, upon recommendation of the Commission, may suspend the right of representation in the Diocesan Convention of any parish failing to pay its clergy the minimum compensation fixed by the Convention, such suspension to continue until terminated by the Convention itself.

SEC 7.6 *The Church Pension Fund*

7.6.1 In conformity with the resolution adopted by the General Convention of 1913, setting forth the principles upon which a pension system for the clergy of this Church and their dependents should be constructed, pursuant to which the Corporation of the Church Pension Fund has been created to carry these principles into effect, the Diocese of Pennsylvania adopts the system of the Church Pension Fund.

7.6.2 The Commission on Wellness shall be the Church Pension Committee of the Diocese of Pennsylvania. It shall be the duty of this Committee:

7.6.2.1 To furnish annually to the Church Pension Fund the list of names of the clergy canonically resident in other Dioceses or Missionary Districts who may be licensed to officiate in this Diocese, with a statement of the stipends received by each of such clergy from any parish or mission in this Diocese or other organization in this Diocese, which either is subject to this Convention, or being engaged in religious or charitable work as a Church institution elects to come into the Church Pension Fund.

7.6.2.2 To receive from the Church Pension Fund annually a statement of the assessments necessary to be paid by each parish, mission or other organization, in order that the clergy in receipt of stipends from them may be entitled respectively to pensions.

7.6.2.3 To inform the Church Pension Fund, from time to time, of the clergy and the surviving spouses and minor orphans of clergy who may be entitled in respect of this Diocese to receive pensions from the Church Pension Fund.

7.6.2.4 In general, to inform the clergy and laity of the Diocese of the pension system created by the General Convention, and committed by it to the operation of the Church Pension Fund whereby the clergy of the Church are assured of pensions as of right to themselves, in the event of old age or disability, and in the event of their death, to their surviving spouses and minor orphans, and to do all things that may be necessary or advisable in the premises to the end that the monies necessary to be paid by the parishes, missions and other ecclesiastical organizations may be fully and systematically paid.

7.6.3 It shall be the duty of the Treasurer of the Diocese to provide for the annual payment to the Treasurer of the Church Pension Fund of the assessments payable on behalf of the Bishop of the Diocese, and also of the Bishop Coadjutor and the Bishop Suffragan, if there be such; and shall also pay the assessments payable on account of all stipends paid by the Diocese to other clergy.

7.6.4 It shall be the duty of the Diocesan Council to provide for the payment of the premiums on account of such portions of all clerical stipends as are paid out of the missionary funds of the Diocese.

7.6.5 It shall be the duty of every member of the clergy receiving a stipend or stipends, and of every parish, mission and other organization as aforesaid, paying a stipend or stipends, to furnish a statement of such stipend or stipends to the Church Pension Fund, whenever the Church Pension Fund shall, in writing, ask for such a statement.

SEC 7.7 *The Christmas Fund*[25]

7.7.1 The Christmas Fund shall consist of the avails of collections taken for that purpose in the churches of the Diocese, and sums of money otherwise contributed to it.

7.7.2 Four lay members, a fifth lay member serving as Treasurer, and the Bishop Diocesan, shall constitute the Trustees of the Christmas Fund. Immediately prior to the 2015 Annual Convention, the Treasurer of the Fund will resign and at Convention, a new Treasurer will be elected for a three-year term. In 2016, when the terms of the other members of the Fund expire, four members will be elected at the 2016 Annual Convention. The two members receiving the largest number of votes will receive a three-year term, and the two other elected members will receive a one-year term. Thereafter, annual elections will be held to replace the members whose terms are expiring, with each elected member receiving a three-year term. No Trustee shall serve for more than two consecutive three-year terms. Vacancies occurring in the Trustees shall be filled by the Standing Committee for the unexpired terms. No Trustee may be a beneficiary of the Christmas Fund during his or her term as Trustee.

7.7.3 The Trustees shall be vested with the power and authority to receive and hold all monies and other property contributed to the Fund, either by bequest or otherwise, and to appropriate the income from time to time in accordance with the directions of the donors or the provisions of this Canon; and any surplus of funds which may remain in their hands may be invested by them in safe and productive securities, which may be sold, when, in the judgment of the Trustees, such sale is necessary in order to provide funds to meet the appropriations made or to be made. The Trustees shall be authorized to make appropriations, at their discretion, and to the extent of the income at their disposal, to the following persons only: first, to clergy who are or have been entitled to seats and votes in the Diocesan Convention, and who, through age, infirmity or other cause are totally or partially, permanently or temporarily disabled from performing the duties of their office; second, to the surviving spouses and orphans or other dependents of clergy who were entitled to seats in the Convention; third, to seminarians of the Diocese of Pennsylvania and self-supporting clergy and their dependents on recommendation of the Bishop; and fourth, to lay employees of the Diocese or its churches who retired from service in the church in good standing, with at least five years active fulltime service immediately prior to retirement, on recommendation of the Bishop..

7.7.4 Offerings that may be taken for the Christmas Fund in the Churches of the Diocese may be used by the Trustees, in their discretion, either as income to be expended for the objects of the Fund, or as additions, temporary or permanent, to the invested funds, unless such offerings are specifically given to be added to the invested funds.

[25] Amended at the 231st Convention, 2014.

SEC 7.8 *Major Medical Insurance*

7.8.1 The Bishop, Bishop Coadjutor, Bishops Suffragan, and clergy who are employed primarily by the Church, all of the above being canonically resident in this Diocese, will be covered by a diocesan insurance policy together with spouses and dependents for the purpose of providing protection as herein specified against the cost of injury and sickness.

7.8.2 Holders of the offices above at age sixty-five, who retire with their last five years active service in the Diocese, and are canonically resident in the Diocese upon retirement, surviving spouses of those deceased clergy who at the time of death met these qualifications and who remain unmarried, disabled clergy as defined by the Church Pension Fund, and dependents of the above for whom the Bishop feels coverage is warranted will likewise be insured for the purpose of providing protection as herein specified against the cost of injury and sickness. Those persons who do not qualify because of less than five years active service in the Diocese may join the existing health plan at their own expense.

7.8.3 Spouses of retired clergy are eligible for such insurance coverage if they have been married to the qualified priest for five years prior to the priest's sixty-fifth birthday. Otherwise, they may join the existing health plan at their own expense.

7.8.4 If the retired person or spouse is covered by another medical insurance plan, that other plan shall provide coverage.

7.8.5 If a retired priest reaches age 65 and is eligible for such insurance benefits and the spouse of that priest is younger, the priest or spouse will be responsible for payment of any premium in excess of the insurance costs for a person sixty-five or older, if such coverage is desired.

7.8.6 (*Adopted November 6, 2004*) The protection shall be that specified by the Commission on Wellness.

7.8.7 Employers subject to the authority of the Diocese of Pennsylvania will offer eligible clergy and lay employees equal access to all of the health benefit plans offered through the Diocese. These employers will make an equal minimum contribution, as determined annually by the Commission on Wellness, towards premiums and/or health savings accounts for all eligible full-time employees enrolling in Diocesan benefits. Employers may elect to offer coverage greater than the minimum parity levels, provided they offer equal coverage to all clergy and lay employees. Employers may offer benefits to eligible part-time employees.* The vestries of aided and mission parishes will request sufficient funding from the budget for Convention and diocesan expense to insure such equal coverage. Either the Diocesan Budget approved by annual Convention or an assessment of an amount established by the Finance Committee will fund the

purchase of health insurance protection for all other Diocesan employees. Notwithstanding anything contained herein, current letters of agreement are grandfathered.[26]

*To be eligible to purchase employee benefits, the employee must be scheduled to work at least 20 hours per week or 1000 hours per year.

CANON 8 Of Diocesan Deaneries

SEC 8.1 *Bounds of Deaneries*

The Diocese shall be divided into districts, to be called deaneries. The names and boundaries of the several deaneries shall be established by the Diocesan Council. The bounds of the deaneries may be changed with the approval of the Bishop and the Diocesan Council.

SEC 8.2 *Functions*

The work of the Diocese shall be under the control and supervision of the Bishop assisted by the Diocesan Council. The work in each deanery, subject to such control, shall be conducted by the Deans and other officers of the several deaneries, as hereinafter set forth. The function of the deaneries shall include:

8.2.1 To strengthen the work of the congregations and their leaders within its boundaries;

8.2.2 To provide structure for cooperative work among congregations of the deanery to meet common ministry concerns;

8.2.3 To prepare and submit to the Diocesan Council program or budget proposals for the work of the Diocese at large;

8.2.4 To initiate and develop the non-parochial ministry of the Diocese within the bounds of the deanery that is consistent with and responsive to the needs of the deanery area;

8.2.5 To implement the program and work of the Diocese within the bounds of the deanery in a manner consistent with and responsive to the needs of the parishes;

8.2.6 To identify and develop leadership within the deanery and the Diocese;

8.2.7 To serve as a channel of communication between the Diocese and the several parishes and missions;

8.2.8 In consultation with the Diocesan Council or its appropriate delegate, to further the educational work of the Diocese at all levels;

[26] Amended at the 232nd Convention, 2015.

8.2.9 In cooperation with the Diocesan Council or its appropriate delegate, to assist in the development of new missions and to support existing missions;

8.2.10 To support the Bishop of the Diocese in the discharge of pastoral responsibilities.

SEC 8.3 *Structure*

8.3.1 *Voting Members*. The voting members of each deanery shall be:

8.3.1.1 All of the clergy resident within its limits entitled to vote in the Convention (and for purposes of this Canon, clergy shall be considered to be resident in that deanery where their work is located and clergy not having any permanently localized work shall be entitled to vote only in the deanery in which they reside);

8.3.1.2 Three members of each parish within its limits. The delegates to the deanery may be chosen by the vestry or be elected at large by the parish at the annual meeting;

8.3.1.3 Each delegate to the deanery, whether clergy or lay, shall be entitled to one whole vote.

8.3.2 *Dean*. The Executive officer of each deanery shall be a Presbyter, to be called a Dean, who shall be elected at a stated meeting of the deanery to take office for the succeeding three calendar years, or until a successor shall have been elected. The Dean shall not be eligible for re-election for a period of one year after completion of two consecutive three-year terms. A nominating committee of the deanery shall consult with and secure the approval of the Bishop before making its report to the deanery.

The duties of the Dean shall be:

8.3.2.1 To preside at meetings of the deanery and of its Executive Committee;

8.3.2.2 To consult with the Bishop in matters concerning the deanery;

8.3.2.3 To consult with and give pastoral support to the clergy within the deanery; and

8.3.2.4 To act as a liturgical and pastoral representative of the Bishop as authorized in particular instances.

8.3.3 *Dean's Warden*. Each deanery shall elect a Dean's Warden at a stated meeting of the deanery to take office for the succeeding two calendar years, or until a successor shall have been elected. The Dean's Warden shall not be eligible for re-election after the completion of three consecutive two-year terms. The Dean's Warden shall be a layperson who is a communicant of a parish or mission within the deanery.

The duties of the Dean's Warden shall be:

8.3.3.1 To assist the Dean in the administration of the deanery and in the formulation of its program; and

8.3.3.2 To represent the Dean upon request, and in the absence of the Dean to perform the Dean's non-sacerdotal duties.

8.3.4 *Secretary and Treasurer*. Each deanery shall elect a secretary and a treasurer at a stated meeting of the deanery to take office for the succeeding two calendar years, or until in each instance a successor shall have been elected.

8.3.5 *Executive Committee*. The Executive Committee of each deanery shall consist of the Dean, the Dean's Warden, the secretary, the treasurer, the deanery's elected representatives of Diocesan Council, the Chairperson of the deanery Episcopal Church Women or the Dean's appointee to the diocesan Episcopal Church Women's Board and also such other persons as shall be chosen in accordance with the by-laws of the deanery.

The duties of the Executive Committee shall be:

8.3.5.1 To assist the Bishop, the Dean and the Dean's Warden in all matters relating to the deanery; and

8.3.5.2 To act on behalf of the deanery in all matters requiring action at any time more than one month prior to a meeting of the deanery.

8.3.6 *Meetings*. Each deanery shall hold at least two stated meetings in each calendar year for the transaction of its business.

8.3.7 *Vacancies*. If the office of Dean becomes vacant, the Bishop shall appoint an Acting Dean. If any other office of the deanery becomes vacant, the Dean shall appoint some eligible person to fill that vacancy. All such appointments shall terminate at the succeeding stated meeting of the deanery, when the deanery shall fill the vacated office.

8.3.8 *Reports*. Each deanery shall, through its Dean or secretary, make an annual report to the Bishop prior to Convention which shall be published in the *Journal*.

8.3.9 *By-Laws*. Each deanery shall for the conduct of its business adopt bylaws consistent with these Canons.

CANON 9 Of Missions and Missionaries

SEC 9.1 *Vicars of Missions*

9.1.1 The clergy in charge of missions shall be appointed thereto by the Bishop, and may at any time be removed by the Bishop, or appointed to other work. The title of a member of the clergy so appointed shall be, "The Vicar at _____Church, _____.

9.1.2 Each vicar shall receive at least the minimum salary fixed by the Convention for members of the clergy of like order and years of service, which shall be paid monthly and, when

practicable, on the last day of each month. In determining the compensation received by any vicar, account shall be taken of payments to the vicar by the mission and by any Diocesan body or organization, and of payments from any other source for the use of the vicar's time. The Diocesan Council or its appropriate delegate, with the approval of the Bishop, and of the Commission on Clergy Compensation and Employee Benefits may, for cause, fix lower salaries in special cases.

9.1.3 In all cases Pension assessments on the salary of a vicar shall be apportioned amongst those making payments that are liable to such assessments.

9.1.4 All vicars shall make such reports of their work as may be called for by the Bishop, or by the Deans or Executive Committees of their respective deaneries.

SEC 9.2 *Appropriation of Missionary Funds*

No appropriation of diocesan missionary funds shall be made to any parish or rector except in accordance with the provisions of Canon 9.3, or unless for special projects under the direction and control of the Bishop and Diocesan Council and not involving expenditures of the nature enumerated in Canon 9.3.1 required for minimum compensation, to maintain property, or to support all functions and services normally expected from a place of worship.

SEC 9.3 *Parishes Coming Under the Missionary Administration*

9.3.1 Any parish (a) which is delinquent in its payments to the Church Pension Fund for a period of six months or more, (b) whose rector or other clergy is or are not in receipt of an overall amount equal to the combined total minimum compensation, required by Resolution of the Convention (unless relieved of this obligation pursuant to Canon 4.5.4), and which is also unable to comply with the requirements of the Convention for receiving aid from the Clergy Financial Assistance Assessment, or (c) which is unable adequately to maintain its property or support all other functions and services normally expected from a place of worship, shall by such fact be held to have applied to the Bishop to become an aided parish hereunder, and to have subjected itself to the requirements of this Canon 9.3. Such parish shall thereupon be eligible to receive aid from any diocesan source, missionary or otherwise. The Diocesan Council shall be responsible for determining when the facts listed under (a), (b) and (c) actually exist in any parish and so certifying to the Bishop.

9.3.2 Such application must be accompanied by a waiver by the vestry of their right to elect a rector while the parish is being treated as an aided parish, and by an agreement that during that period the Bishop may call upon their rector, if there be one, or upon their minister-in-charge, if the Bishop appoint one, to render such service within or without the aided parish as the Bishop may from time to time direct.

9.3.3 The application shall also be accompanied by the agreement by the rector, if there be one, to perform such service within or without the aided parish, as the Bishop may direct, so long as the parish is being administered as an aided parish.

9.3.4 The clergy in charge of the aided parish shall be appointed thereto by the Bishop and may at any time be removed by the Bishop and may be appointed to other work.

9.3.5 When the revenue, exclusive of all receipts from outside sources, shall amount to more than $5,000 per annum, the aided parish shall elect annually such officers as required in its articles of incorporation.

9.3.6 The title of all real estate and all endowments and trust funds already held by the parish at the time of the application to become an aided parish, or acquired while the parish is functioning as such shall, for the period the parish remains an aided parish, be placed in the Church Foundation to be administered by it unless decided otherwise by the Bishop and Diocesan Council.

9.3.7 Expenditures of any capital fund belonging to the aided parish can only be made with the full approval and consent of the Bishop and the Diocesan Council.

9.3.8 It shall be the duty of the treasurer or any other officer specified in the articles of incorporation to collect and receive all monies contributed by the aided parish, and to remit or disburse them in accordance with the rules of the diocese. The treasurer's accounts shall be audited annually under direction of the Diocesan Council.

9.3.9 Subject to the approval of the Bishop, the minister-in-charge shall appoint the sexton, organist, choir director, church school superintendent, and any other necessary assistants.

9.3.10 The minister-in-charge and officers of the aided parish shall make such report as the Dean of the deanery in which the aided parish is located and the Diocesan Council may require.

9.3.11 No minister-in-charge, or any other person or persons connected with an aided parish, shall sign any promissory notes or contracts, or in any other way obligate the aided parish for a total of more than $1,000, without the consent of the Diocesan Council.

9.3.12 All provisions of the Constitution and Canons relating to parishes shall apply to an aided parish except where separate provision is made; provided, however, that in the case of conflict the provisions of this Canon shall prevail.

9.3.13 Except as expressly provided in this Canon, an aided parish shall continue to possess and exercise all of its powers under its articles of incorporation.

9.3.14 Upon the aided parish having demonstrated over a period of two years, to the satisfaction of the Bishop, its ability to pay the minimum compensation, or its ability to meet the requirements of the Convention for obtaining aid from the Clergy Financial Assistance Assessment, or, as the case may be, its ability adequately to maintain its property and support all other functions and services normally expected from a place of worship, full parish status shall be regained and if the minister-in-charge is one who was rector when the parish became an aided parish, such minister-in-charge shall resume tenure as rector.

CANON 10 Of the Establishment of New Places of Public Worship

SEC 10.1 No new congregation or church school shall be gathered or new church, chapel, or mission established, nor shall the site of any existing church, chapel, church

school, or mission be changed without the consent of the Bishop of the Diocese. Any petition for leave to take any of the actions aforesaid must be formally presented to, investigated by, and acted upon by the Diocesan Council or an agency designated by it, provided that if the application be to change the site of any existing church, chapel or mission, the petition shall aver that notice of the proposed change of site has been given by the rector or minister-in-charge to the congregation at each public service on each of the three Sundays immediately preceding the presentation of such petition, or presented in writing to each family of the parish at least twenty days in advance of the presentation of such petition.

SEC 10.2 The Diocesan Council or its designated agency shall cause a copy of the petition to be sent to the rectors and secretaries of vestries of all congregations immediately adjacent to the site of the proposed new place of worship or church school, together with an invitation to such rectors and vestries to meet with the Diocesan Council or its designated agency, at a time named by it, not less than twenty or more than thirty days from the sending of the invitation, for a conference as to the wisdom of the proposed enterprise in that particular area.

SEC 10.3 Notice similar to that provided for in Canon 10.2 shall be given by the Diocesan Council or its designated agency to any rector, or minister-in-charge of a congregation or vestry or mission committee, whose interests it considers likely to be affected, should the prayer of the petition be granted.

SEC 10.4 At the time named the Diocesan Council or its designated agency shall hear any person or persons who may desire to be heard either for or against the petition, and shall promptly make its recommendation in writing to the Bishop. As soon as may be after the receipt of this recommendation, the Bishop shall either grant or refuse the prayer of the petition and file such decision in writing with the Secretary of the Convention.

SEC 10.5 If any of the parishes mentioned in Canon 10.3 be without a rector, service of the petition and notice upon the secretary of the vestry of the parish shall be sufficient.

CANON 11 Of the Establishment and Organization of Missions

SEC 11.1 *Application for Establishment of a Mission*

11.1.1 The residents of any community desiring the establishment of a mission of the Episcopal Church shall first present to the Bishop the petition called for in Canon 10 ("Of the Establishment of New Places of Public Worship"). Having obtained approval of the site of the proposed mission they shall make application to the Bishop, in the form herein below provided, for the establishment of a mission. This application shall be forwarded to the Diocesan Council or its designated agency, and if approved shall be presented to the Bishop for action thereon.

11.1.2 Such application shall be in the following form:

"We, the undersigned residents of _____ in the county of _____, Diocese of Pennsylvania, being desirous of establishing a mission of the Episcopal Church, do hereby request you to provide such for us as you may think fit. For which benefits we do hereby agree to put ourselves under your charge, promising conformity to the Constitution, Canons, doctrine, discipline, and worship of said Church, to the Constitution and Canons of the Diocese of Pennsylvania, and to the rules regulating missions in the Diocese. And in accordance with these rules we are now desirous to be organized as a mission under the name of. Furthermore, we hereby agree to pay to the Treasurer of the Diocese the sum of at least for the first year."

This application shall be signed by the adults who propose to be members of the mission.

SEC 11.2 *Title to Real Estate*

11.2.1. The title to real estate hereinafter given to or purchased by or for the mission for Church purposes shall be vested in the Corporation or The Church Foundation as the Board of Trustees shall decide or as required by law, to be held by it upon such trusts as are declared for the work of the Church in this Diocese, as carried on in the mission. When a parish is formed to succeed a diocesan mission, the Board of Trustees may cause the transfer the title to such real estate to the parish, subject to the acceptance by the parish of any mortgage obligations which encumber the title, in trust, nevertheless, for use in accordance with the Constitution, Canons, doctrine, discipline and worship of the Episcopal Church in this Diocese as the same may be determined by the Ecclesiastical Authority and Diocesan Council, and to be reconveyed by the parish at such times, for such purposes, and to such persons as the Ecclesiastical Authority and Diocesan Council may require.

SEC 11.3 *Officers of the Mission and Their Duties*

11.3.1 The Bishop, upon consenting to the organization of a mission, shall appoint the vicar, who, subject to the approval of the Bishop, shall appoint annually the following officers: a warden, a treasurer, and a secretary; and other members of the mission committee. When the revenue exclusive of all receipts from outside sources shall amount to more than five thousand dollars per annum, such officers shall be elected annually by the registered contributors of full age, who are worshipers in the mission, and who have been regular contributors for one year prior to the election.

11.3.2 Every person becoming a member of the mission, and willing to aid in its support, is expected to name a certain sum which he or she will, at stated times, pay to the treasurer.

11.3.3 It shall be the duty of the warden, subject to the approval of the vicar, to provide a place of public worship; to see that the same be kept clean and in good repair, and that it be provided with all things necessary for conducting the services of the Church decently and in order.

11.3.4 It shall be the duty of the treasurer to collect and receive all monies contributed to the mission, and to remit or disburse them in accordance with the rules of the Diocese. The treasurer's accounts shall be audited annually under direction of the Treasurer's Office of the Diocese.

11.3.5 It shall be the duty of the secretary to keep a record of events of importance to the mission, and a list of its families and members and in case the vicar be nonresident, to have the custody of the register, but not to make entries therein except at the vicar's request, and to attend to any correspondence required by or for the mission.

11.3.6 Subject to the approval of the Bishop, the vicar shall appoint the sexton, organist, choir director, church school superintendent, and any other necessary assistants; but if there be no vicar, the right of such appointment shall rest with the officers previously named, subject to the approval of the Bishop.

11.3.7 The vicar and officers of the mission shall make such report as the Diocesan Council or its designated agency may require.

SEC 11.4 *Finances*

11.4.1 No vicar, or any other person or persons connected with a mission, shall sign any promissory note, or contract, or in any other way obligate the mission for a total of more than one thousand dollars without the consent of the Diocesan Council.

11.4.2 No mission authorities shall take steps to incorporate the organization without the consent of the Bishop and Diocesan Council.

CANON 12 Of the Formation of New Parishes

SEC 12.1 *Procedure*

The procedure for the formation of a parish desiring to be admitted into union with Convention shall be as follows:

12.1.1 If the new parish is to succeed to a mission organized under Canon 11 ("Of the Establishment and Organization of Missions"), there shall be a written application made to the Bishop and the Standing Committee for consent to such formation, which application should be made not less than sixty days before the meeting of the Convention, and shall be signed by the officers of the mission provided for in that Canon, and who have been authorized to act in the

matter by a majority of registered contributors of adult age who have been contributors for one year next prior to the making of such application.

12.1.2 If there be no diocesan mission to take action and the place for worship of the proposed parish be not a new one, an application shall be made to the Bishop and the Standing Committee for consent to the formation of the new parish, which application shall be signed by fifteen communicants of full age, who intend to become members of the proposed parish. If the place of worship be a new one, it will be necessary to first proceed under the provisions of Canon 10 ("Of the Establishment of New Places of Public Worship") to obtain the consent of the Bishop provided for in that Canon. Such consent having been obtained, the above application may be made.

12.1.3 The application in either of the above cases shall contain the following information:

12.1.3.1 The location, or proposed location of the Church and its distances from the three nearest places of worship of this Church and of three other Christian bodies, the names of which shall be given.

12.1.3.2 The number of families and individuals who would probably be included in the congregation.

12.1.3.3 The reasons for desiring to form a parish.

12.1.3.4 The names of those chosen as officers of the parish.

12.1.4 There shall also be supplied to the Bishop and the Standing Committee such evidence as they may require of the probable ability of the proposed parish to meet all its obligations without aid from any diocesan source.

12.1.5 A copy of the proposed articles of incorporation shall be sent to the Committee on Incorporation by the person chosen to become secretary or clerk of the vestry of the proposed parish, verified in such manner as the Committee may require.

SEC 12.2 *Compliance with Canon 1*

12.2.1 If the formation of the new parish be approved by the Bishop and the Standing Committee, and the articles of incorporation be approved by the Committee on Incorporation, such approvals shall be certified to in writing, and shall be reported to the Convention by the Committee on Incorporation, together with a report on all matters coming before the Bishop, the Standing Committee and the Committee on Incorporation in this connection, and the proceedings had thereon, and such approvals and reports shall be considered sufficient compliance with the requirements of Canon 1("Of the Admission of a Church or Congregation into Union with the Convention").

12.2.2 When the application for articles of incorporation is presented it shall be accompanied by a certificate from the Secretary of the Convention that the proposed articles of incorporation were approved by the Convention.

CANON 13 Of Property Held for Religious Purposes

SEC 13.1 *Prohibiting the Destruction or Desecration of Consecrated Buildings*

It shall not be lawful for any church, parish or mission in this Diocese to permit to be removed, or to be taken down, or to be used for any" unhallowed, worldly or common use" any consecrated church or chapel, without the previous consent of the Bishop, acting with the advice and consent of the Standing Committee.

SEC 13.2 *Prohibiting Alienation or Encumbering*[27]

It is hereby declared that all real property which has heretofore been or shall hereafter be devised, conveyed to, or acquired by a Bishop, a dean or any official of the Diocese of Pennsylvania, or any rector therein, or any incorporated parish or mission in this Diocese, for use for religious worship, or for a rectory, parish house or school, shall be taken and held by such a devisee or grantee for the work of the Episcopal Church in the Diocese of Pennsylvania, and no sale, conveyance or mortgage thereof, or lease for more than one year, shall be made by any Bishop, Dean or other Diocesan official, or by any rector, or any incorporated parish or mission without the previous consent of the Ecclesiastical Authority, as defined in Canon 5, and a majority of the members of the Standing Committee, or, if there be no Bishop, then by the consent of the Standing Committee only. But these restrictions on sale, mortgaging and leasing shall not apply to real estate used only for purposes of sepulture or to conveyances in trust to the Church Foundation and nothing herein shall authorize the diversion of any property from the purposes, uses and trusts to which it may have been heretofore lawfully dedicated or to which it may hereafter consistently herewith be lawfully dedicated.

SEC 13.3 *Regarding Diocesan Property*[28]

Whenever any property, real or personal, is hereafter bequeathed, devised, conveyed, given to or acquired by the Diocese of Pennsylvania, or to the Episcopal Church in the Diocese of Pennsylvania, or to any Bishop, Dean or other officer of the Diocese, or to any body thereof, for use in connection with the work of the Diocese, such property shall be conveyed to the Corporation. The Board of Trustees, may grant, convey, transfer and assign such property, real or personal, to The Church Foundation in trust. Absent specific direction to the contrary in any bequests, devises, conveyances, gifts or deeds of trust for use in connection with the work of the Diocese, and except for gifts specifically directed to the Bishop's sole discretion, such gifts and the income earned on such gifts shall, consistent with the general directions of the donors, be expended for such particular purposes and uses as may be declared by the Ecclesiastical Authority of the Diocese with the approval of the Standing Committee.

[27] Amended by the 227th Convention in 2010.

[28] Amended by the 227th Convention in 2010.

SEC 13.4 *Providing a Trustee for Corporations Unable to Function*

Whenever any property, real or personal, has heretofore been or shall hereafter be bequeathed, devised or conveyed to, or be in any manner in the lawful possession of any incorporated body, for use in connection with the work of the Episcopal Church in this Diocese, and such incorporated body

(a) through loss of membership or otherwise is, or shall become, incapable of corporate action, or

(b) in the determination of the Standing Committee has, in fact, discontinued normal exercise of corporate functions, or

(c) through its vestry or board of directors shall formally resolve it wishes to relinquish such trust,

(d) shall legally dissolve, or

(e) in the determination of the Bishop, with the advice and consent of the Standing Committee, has ceased to act in accordance with the Constitution, Canons, doctrine, discipline, and worship of The Episcopal Church and the Constitution and Canons of this Diocese,

then the Ecclesiastical Authority, anything in the articles of incorporation or bylaws of such incorporated body to the contrary notwithstanding, shall be trustee thereof, by and with the consent of the Standing Committee, to take such steps as may be legally necessary or proper to vest such property, real or personal, in the Corporation or The Church Foundation, at the Ecclesiastical Authority's discretion, or as required by law, under the same trusts under which it had been held by such incorporated body, or if there be no such trusts, or if the same, in the judgment of the Ecclesiastical Authority, have become impractical of execution, then under such additional or different trusts as may be declared by the Ecclesiastical Authority by and with the approval of the Standing Committee. In the event of the application of clause (e) of this Canon 13.4, nothing herein shall be construed to preclude the Ecclesiastical Authority from first seeking reconciliation.

SEC 13.5[29] The proceeds of any sale or conveyance of the Wapiti Property shall be placed in a temporarily restricted fund and, in accordance with the wishes of Convention and, subject to the approval of the Board of Trustees, shall be used to replenish the funds depleted to purchase and maintain the property (per the Fifth resolve of Resolution R-11 adopted at the 225th Convention of the Diocese of Pennsylvania at its meeting in November 0f 2008).

CANON 14 Of Parishes Without a Rector

SEC 14.1 Whenever it becomes known to a vestry that the rector has vacated the office of rector or has given notice that he or she will vacate the office of rector, it shall be the duty of the church wardens or other proper officers forthwith to give the Bishop the notice required by the Canons of the General Convention and unless otherwise informed to proceed without delay as therein directed. The Bishop or the Bishop's deputy shall meet with the vestry to consider the requirements of the office of rector.

SEC 14.2 If the office to be filled serves only one corporate congregation, and is to be compensated at or above the minimum level set in the Canons, then within 120 days or such longer period as may be agreed upon by the Bishop and vestry, the Bishop shall submit three nominations for the office of rector to be considered in addition to such other names as may come before the vestry. Such of the Bishop's nominees as are not accepted shall be reported to the Bishop with reasons for the same (and, if required by the Bishop, such reasons shall be stated in writing) within 45 days or a longer period as mutually agreed upon by the Bishop and the vestry, and additional assistance shall be requested with respect to filling the office of rector if necessary.

SEC 14.3 If the office to be filled serves two or more corporate bodies, or is to be compensated at less than the minimum level set in the Canons, then the terms of compensation and duties must be submitted to the Bishop for approval, and no person may be elected to the office without the Bishop's approval. All canonical perquisites and responsibilities of a parish will apply, with the exceptions that:

(a) tenure in the office shall be at the pleasure of the Bishop; and

(b) expenditures of any capital or endowment fund belonging to the parish can only be made with the full approval and consent of the Bishop.

If at any time after the office has been filled under the limitations of this Canon 14.3 the Bishop receives evidence that these limitations no longer apply, then, if the Bishop approves, the vestry may proceed with the election of a rector as outlined in the preceding sections of this Canon, and restrictions (a) and (b) of this Canon 14.3 shall be lifted.

SEC 14.4 Every parish without a rector shall be and remain under the special supervision of the Bishop until a rector is duly chosen and installed. The Bishop may (but need not) delegate all or part of these special supervisory functions to the Dean of the deanery in which the parish is found. It shall be the duty of the vestry of such parish to make provisions for

[29] Adopted by the 228th Convention in 2011. Amended by the 235th Convention in 2018.

duly maintaining divine worship in the church, and for the pastoral care of the parish. If the vestry fails so to do, the Bishop may (but need not) appoint a member of the clergy to be minister-in-charge of the parish until a rector shall be duly elected and installed, such minister-in-charge to be subject to the direction and control of the Bishop, and to be removable at the Bishop's pleasure.

SEC 14.5 It shall be the duty of the vestry of a parish without a rector to make due provision out of the revenues of the parish for the salary of the minister-in charge and for the maintenance of divine worship in the church.

CANON 15 Of Parish Registers and Lists of Communicants

SEC 15.1 *The Parish Register*

15.1.1 In the Parish Register of Baptisms, Confirmations, Communicants, Marriages and Burials required by the Canons of the General Convention to be kept by every minister of this church, the record shall specify the name and date of birth of each child baptized, with the names of the parents and sponsors; the name of each adult baptized; the name of each person confirmed; the names of the parties married, with the names of the witnesses required by the civil law; the name of each person buried; and also the date when each rite was performed. The register shall be kept by the minister in a book to be provided for that purpose, belonging to the vestry, or to the board of trustees, of each church; which book shall be the parish register, and shall be preserved by the vestry, or the board of trustees, as a part of the records of the church.

15.1.2 Where a parish is without a minister, the register shall be kept by the church wardens and the annual parochial report should be presented or forwarded to the Bishop by them.

15.1.3 The registers of all parishes shall be inspected from time to time by the Bishop or by such persons as the Bishop may appoint.

15.1.4 Upon the dissolution of a parish the register provided for by this Canon shall immediately become the property of the Diocese, and shall be deposited with the Registrar.

SEC 15.2 *List of Communicants*

The minister of each parish shall keep a list of the communicants therein, on which shall be entered the names of all confirmed persons in the parish who have received the Holy Communion therein, or who have been received by Letter of Transfer, or who, being regular communicants therein have been unable, for reasons satisfactory to the minister, to obtain Letters of Transfer from some other parish, in such cases notifying the ministers of such other parishes of the action taken. The minister shall from time to time, and at least annually before the meeting of the Stated Convention of the Diocese, examine such list and shall indicate, opposite to or in connection with the names therein, incidents, such as death, transfer to another parish, reception of Holy Orders, excommunication or suspension, and shall not include any of the persons in whose cases such incidents have occurred, and have been noted, in any enumeration or report of persons connected with the parish.

SEC 15.3 *Of the Diocesan Register for Missing Communicants*

15.3.1 There shall be kept in the Executive Office of the Diocese, in charge of a custodian to be appointed by the Bishop, a central register or file of the names of communicants who shall be reported by the ministers of parishes in the Diocese as having been lost track of. Such register or file shall be open to the inspection of the clergy of the Diocese.

15.3.2 At least once a year, and before the meeting of the Stated Convention, the minister in charge of any parish shall examine its register or list of communicants, and if it contains the names of communicants who have not been transferred to other parishes, are not known to have died and whose names have not been transferred to the Diocesan Register hereinabove provided for, but who have apparently or certainly left the community or region served by the parish, or of whose continued existence or whereabouts no information is known, the minister shall transfer the names of such persons to the Custodian of the Diocesan Register, stating, where possible, their probable ages, and that they have been on the list of communicants, but have been lost track of. Having done so, the minister shall note that fact on the list in connection with such names, and no such individuals shall be included in any enumeration or report of persons connected with the parish. If, afterwards, the minister shall come into possession of any further information regarding such persons, especially of their deaths, the minister shall so notify the Custodian.

15.3.3 The Custodian of the Diocesan Register shall enter on such Register or File the names of persons transferred to him or her as directed in this Canon, together with the names of the parishes where they were last registered as communicants and such other information as is available.

15.3.4 If and when ministers who have sent in such names, or their successors in the parish, shall receive requests for letters of transfer from such persons, or if they receive such requests from persons claiming to have been registered as communicants in their parishes but of which fact they cannot find any record in their parish records, they shall refer such requests to the Custodian of the Diocesan Register. If such names are found in the file, the Custodian shall provide to such persons Letters of Transfer to any parish of this Church, stating that at such-and such time they were duly registered and enrolled as communicants in the parish specified.

15.3.5 Any expenses incurred in the setting up of the Central Register or in the operation thereof shall be paid out of the budget for Convention and diocesan expense, at the direction of the Diocesan Council.

SEC 15.4 *Parish Lists of Communicants to be Preserved*.

No name shall ever be cancelled, erased or removed from any parish list of communicants, but shall remain there as a permanent record of communicant membership, with such facts, if any, as those stated in Canons 15.2 and 15.3 above, indicated on such list in connection with the names thereon. But the names of those persons who, for the reason stated in Canons 15.2 and 15.3 above are not to be included in any enumeration or report, need not be copied onto a new list of communicants when such is made up, but the old lists must be carefully preserved.

SEC 15.5 *No Person to be Listed as a Communicant of More than One Parish*

No person shall be registered or listed as communicant in more than one parish at the same time. A communicant connected with or attending two or more parishes shall elect the one in which he or she desires to be registered or listed, and shall so notify the minister thereof.

SEC 15.6 "*Parish*"

For the purposes of this Canon the word "parish" shall be taken to include parishes, missions and chapels.

CANON 16 Of the Mode of Securing an Accurate View of the State of the Church in This Diocese

SEC 16.1 *Parochial Reports*

It shall be the duty of every minister in this Diocese in charge of a parish or congregation, or, if there be no minister-in-charge, of the church wardens, or other proper officer, to prepare upon the form of Parochial Report adopted by the General Convention a report for the year ending December 31st preceding, and to transmit the same by mail, or deliver same, on or before the first day of February, or other date required by the Canons of the General Convention, to the Bishop of the Diocese, or if there is no Bishop, to the Secretary of the Convention. This report shall include all information required by the Canons of the General Convention. Every minister not in charge of any parish or congregation shall also report his or her occasional services, and if there have been none, the causes or reasons which have prevented the same. These reports, or such parts of them as the Bishop may deem proper, shall be entered in the *Journal*.

SEC 16.2 *Reports to the General Convention*

It shall be the duty of the Secretary of the Convention of this Diocese to forward to the Secretary of the House of Deputies immediately upon publication the *Journal* of the Convention of this Diocese, together with Episcopal Charges, statements and such other papers as may show the State of the Church in this Diocese. It shall also be the Secretary's duty to prepare,

immediately after the adjournment of the Diocesan Convention next preceding the regular meeting of every General Convention, and forward forthwith to the Secretary of the House of Deputies, upon the blank provided for that purpose, a condensed summary of the statistics contained in the Parochial Reports and Bishop's statements, with information as to all Institutions in any way connected with the Church within the Diocese, and also as to the condition of all invested funds and the amount of all contributions received and expended by the Bishops, or otherwise within the Diocese.

Canon 17 Of Business Methods in Church Affairs

SEC 17.1 *In Parishes and Church Congregations.*

Every parish and mission, every institution within the bounds of this Diocese which is subject to the authority of the Diocese, and every agency declared by the Diocesan Council to be included hereunder, shall comply with the following requirements:

17.1.1 Trust and permanent funds and all securities of whatsoever kind shall be placed in the custody of a federally insured National or State Bank, Banking Institution or Trust Company, or other agency approved in writing by the Finance Committee, under a deed of trust, or under an agency agreement providing for at least two signatures on any order for the withdrawal of such funds or securities; or in trust with The Church Foundation. Where (a) funds have been deposited under a deed of trust containing a power of revocation, or (b) there has been a deposit under an agency agreement of any other funds or securities as to which an intention has been expressed by either the original donor or the depositor that the principal thereof be kept intact, and only the income derived therefrom expended, neither such power of revocation nor the right of withdrawal from such agency shall be exercised unless the same be approved by the Standing Committee of the Diocese. But these requirements shall not apply to securities or funds refused by such depositories as being too small for acceptance. Such securities and small funds shall be under the care of the persons or corporations properly responsible for them.

17.1.2 Records shall be kept of all trust and permanent funds showing at least the following:

(a) Source, amount and date of establishment.

(b) Terms governing the use of principal and income.

(c) To whom and how often reports of condition are to be made.

(d) How the funds are invested.

17.1.3 Treasurers and custodians, other than banking institutions, shall be adequately bonded, except treasurers of funds that do not exceed five hundred dollars at any one time during the fiscal year.

17.1.4 Such books of account shall be kept as the Diocesan Council, through its Finance Committee, shall require.

17.1.5 The accounts of the organizations named above shall be annually audited by a Certified Public Accountant, or by such accounting agency as shall be approved by the Finance Committee, which shall also prescribe the scope and character of the audit and shall require a copy of the report of the Auditor to be filed with the Committee, not later than September 1.[30] The report may include findings and recommendations, which latter the Diocesan Council may require to be followed. The Diocesan Council may assume for the Diocese part or all of the expense of auditing if satisfied that the parish, mission, institution or agency cannot afford to pay all or part thereof.

Any organization failing to have such audit made or report filed may be required by the Finance Committee to submit its books and records at a time and place designated by the Committee for examination at the expense of the organization. The Finance Committee, in the event of failure of the organization so to submit its books and records for examination, may recommend to Diocesan Council that such organization be declared an aided parish, subject to all the provisions of Canon 9.3 or be subject to other appropriate action.

17.1.6 Every such organization shall make an annual financial report for the information of the Diocesan Council and of the members or subscribers to the organization. The scope and character of the report and the manner in which the information therein shall be made known to the members and subscribers shall be prescribed by the Finance Committee..

17.1.7 Every organization named above shall maintain adequate insurance on its buildings, their contents, and its premises against fire, windstorm and other casualty. It shall also insure against public liability for personal injury and property damage asserted against it by reason of its own acts, those of its officers, agents, servants or employees, or its ownership, rental, tenancy, occupancy or use of any real estate, or operation in any of its activities of motor vehicles owned or not owned by it. The Diocesan Council may, from time to time, review the amounts of insurance carried, and if it finds the same to be inadequate, shall have the power to require any such coverages to be increased. Any organization which fails to fulfill such requirement shall by that fact be held to have applied to the Bishop to become an aided parish, pursuant to Canon 9.3, and to have subjected itself to the requirements thereof, such status to continue until the organization demonstrates its ability and willingness to fulfill such requirement.

17.1.8 The Diocesan Council may require copies of any or all accounts called for in this Canon 17.1 to be filed with the Finance Committee.

SEC 17.2 *In Organizations Other Than Parishes and Church Congregations*

17.2.1 All organizations of whatever category under the secular law, other than parishes and church congregations, which have their existence or conduct their operations within the Diocese of Pennsylvania, and which hold themselves out as maintained for benevolent, administrative or other purposes under the auspices of the Episcopal Church shall, if they desire

[30] Amended by the 239th Convention, 2022

to continue to operate under such auspices and to be recognized by this Diocese as meeting its requirements:

17.2.1.1 Make formal declaration of their adherence to the doctrine and worship of this Church, and of their submission to its discipline and Canons.

17.2.1.2 Declare their willingness to conform to such financial safeguards and practices as may from time to time be prescribed by the Canons adopted by the General Convention or by the Convention of this Diocese, or called for by the Diocesan Council of this Diocese under the provisions of Canon 17.2.2.

17.2.1.3 Obtain the approval of the Committee on Incorporation of their articles of incorporation or any amendment thereof as to their compliance with this Canon 17.2.

17.2.2 In the case of organizations which have expressed their willingness to submit to its requirements the Finance Committee shall prescribe regulations for the safekeeping of securities, the protection of current funds, the supervision of investments, the auditing of accounts, and other financial safeguards and practices, and it shall be the duty of such organization when notified of these regulations to put them into effect, and to furnish the Committee with such evidence that they are being observed as the Committee may from time to time call for.

17.2.3 The Diocesan Council shall report annually to the Convention the action of the Finance Committee under this Canon and the names of all organizations which have met its requirements and the requirements of Canon 19.1, and a list of such organizations shall be published annually in the *Journal*.

SEC 17.3 *Regulating the Alienation or Encumbering of Real Property*

No vestry, trustee or trustees, or any other body authorized by civil or canon law to hold, manage or administer real property for any parish, mission, congregation or institution shall alienate or encumber the same or any part thereof, save for refinancing (without increasing) any existing encumbrance, except as provided in Canon 13.2.

SEC 17.4 *Regulating the Incurring of Indebtedness Not Secured on Real Property*

17.4.1 The authorities of parishes, missions, chapels or other congregations of the Episcopal Church in this Diocese and as such subject to the Constitution and Canons of the General Convention and of this Diocese, shall not, except as hereinafter provided for:

(a) By borrowing, or making notes or by entering into contracts for furnishing materials or services or permanent improvements, replacements, or additions to real property or equipment, create an indebtedness which, with all other indebtedness of any kind for which the organization is liable, would exceed one hundred and fifty per cent of the average annual income of such organization during the three

fiscal years immediately preceding the incurring of the new indebtedness; or

(b) Incur, in any of the above-mentioned ways, indebtedness in the ordinary operations of their organization which, with any existing unpaid indebtedness for current expenses, shall exceed twenty per cent of the total income of the organization during the fiscal year immediately preceding the incurring of the new indebtedness.

17.4.2 Authorities of the organizations mentioned above desiring to incur, for the purposes set forth in clause (a) of Canon 17.4.1, indebtedness exceeding the limits fixed therein, must apply to the Finance Committee for permission to do so. Such permission shall not be given unless the organization agrees to amortize the indebtedness under a plan approved by the Diocesan Council.

17.4.3 Authorities of the organizations mentioned above desiring to incur, for the purposes set forth in clause (b) of Canon 17.4.1, an indebtedness exceeding the limit fixed therein, must apply to the Finance Committee for permission to do so. Such permission shall not be given unless such authorities agree to make provisions for the extinguishment of the indebtedness in the annual budgets of their organizations for the two years immediately following its creation.

17.4.4 For the purposes of this Canon 17.4 the word "income" as used therein shall not be taken to include receipts for purposes outside the ordinary expenses of the organization, or principal amounts received from or for endowments or from or by bequests, but shall include income from endowments or bequests applicable to the ordinary expenses of the organization, including diocesan assessments.

17.4.5 Any member of the clergy of the Church in this Diocese, or any official of an organization described in Canon 17.2 above, who shall receive, in any way, property of any kind of the value of one thousand dollars or more, the principal or income of which is to be expended in such person's sole discretion under circumstances which indicate an intention to assist the work of the Church, such person shall, within thirty days of the receipt of such property, report the receipt, together with all relevant circumstances, to the Bishop, who shall thereupon lay the facts before the Chancellor for advice as to whether the circumstances constitute the recipient a trustee. If the Chancellor advises that they do, the recipient shall give to the Bishop, within thirty days after the end of each calendar year, an accounting showing how the property has been used, dispensed, or invested during the year.

SEC 17.5 *Appeals*

If any parish or institution shall be dissatisfied with the requirements of the Diocesan Council under this Canon it may appeal therefrom to a board of five persons to be appointed by the Bishop, to hear that appeal, the decision of which shall be binding on both parties.

SEC 17.6 *Annual Reports*

The Diocesan Council shall report annually to the Convention of the Diocese upon its administration of this Canon, and the expense of executing it shall be charged against the budget for Convention and diocesan expense.

CANON 18 Of the Cathedral Church of the Saviour

SEC 18.1 The Cathedral Church of the Saviour is recognized by this Convention as the Cathedral of this Diocese and the site of the Bishop's cathedral. As such, it shall be available, with the consent of the Bishop, the dean[31] and the Cathedral Chapter under the supervision of the Bishop, to be the visual symbol of the pastoral, liturgical and teaching ministry in this Diocese; to be a center for unity and a model for the Diocese of vibrancy and diversity in liturgical worship and preaching, and a source of support for all members of the Diocese in living their baptismal vows; to be a source of spiritual inspiration and a center for religious learning and culture; and further to promote the unity of all people by making its facilities available as a House of Prayer to all.

SEC 18.2 The Cathedral shall be deemed to be a "parish" for purposes of Section 2 of Article IV of the Constitution of this Diocese and shall be entitled to lay representation in the Diocesan Convention.

SEC 18.3 There shall be presented annually to the Convention for its confirmation the nomination by the Bishop, approved by the Standing Committee, or the nomination from the floor of Convention, of two laypersons, citizens of Pennsylvania and communicant members of the Episcopal Church, and two members of the clergy of the Episcopal Church to serve as canons of the Chapter of such corporation for a term of three years from the first day of the month following election or the expiration of the term of his or her predecessor, whichever is later. The persons so nominated, if elected by vote of a majority of the canons in office at the date of nomination, shall become members of the corporation and canons for such term. If any nominee fails of approval or of election, another candidate possessed of like qualifications shall in like manner be nominated, and in case of another failure to approve or elect, a like proceeding shall take place until an election is secured. Any canon may on due nomination and approval be re-elected to succeed himself or herself. The method of filling a vacancy occurring during a term and during the interval between Conventions, for the unexpired portion of such term, shall be the procedure set forth above, with the difference only that the powers conferred on Convention shall be exercised by Diocesan Council. The Bishop may designate not more than four of the clerical canons as canons Residentiary, who shall perform such special duties and shall receive such compensation as may be determined by the Chapter.

SEC 18.4 With a view to correlating the activities of the corporation with those of the Diocesan Council, the Council, with the approval of the Bishop of the Diocese and the consent of the Chapter, may delegate to the corporation the performance of the whole or any part of the duties of any of the committees of Diocesan Council.

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[31] Adopted by the 216th Convention in 1999.

SEC 18.5 The Bishop, with the approval of the Chapter, shall have power to invite representatives of other Christian Communions to associate themselves with it, in such way as may from time to time seem desirable, in order to assist more effectually in making any Place of Worship under their control truly a House of Prayer for All People, to further the progress of Christianity and to promote the unity, peace and concord of all nations.

SEC 18.6 The Chapter shall submit to the Convention of the Diocese an annual report, which shall summarize the work of the Cathedral during the preceding year and shall discuss any questions of larger policy which may have arisen.

CANON 19 Institutions

SEC 19.1 *Diocesan Institutions*

19.1.1. Every society, institution, or other organization for missions, for education, or for social service, in order to be recognized as diocesan, must first obtain the approval of the Diocesan Council.

19.1.2 Any organization, for which the Convention of the Diocese authorizes appropriations, must comply with the following regulations:

19.1.2.1 It must conform to the requirements of Canon 17 ("Of Business Methods in Church Affairs");

19.1.2.2 It must make a report to each Stated Convention as required by the Standing Resolution of the Convention;

19.1.2.3 It shall submit to the Diocesan Council a full account of receipts and disbursements, and bind itself, as a condition for receiving such aid, not to make special appeals to the public for the support of its work without the consent of the Diocesan Council;

19.1.2.4 It shall furnish to the Treasurer of the Diocese, at least annually, a list of all contributions for its current expenses received from members of parishes who furnish the name of the parish to which such contributions are to be credited and such contributions shall be credited;

19.1.2.5 It shall (unless there is some good reason to the contrary) have at least one appointee of Diocesan Council on its Board;

19.1.2.6 It must be a non-parochial institution for work within the Diocese, under the control of managers, a majority of whom are members of this Church, and must recognize the spiritual authority of the Bishop of the Diocese.

19.1.3 The names of all organizations conforming to the requirements of this Canon 19.1 shall be entered on a list to be kept in the Executive Office of the Diocese, and such list shall be published in the annual *Journal*. No organization whose name is not on the list shall be

recognized as having the endorsement of the Diocese. If any organization whose name is now on such list, or may hereafter be placed thereon, shall have so changed, or shall hereafter so change its articles of incorporation or by-laws as to sever its necessary connection with and subjection to the doctrine, discipline and worship of this Church, the name thereof shall be removed from the list of organizations having the endorsement of the Diocese, unless such amendments or change was first approved by the Ecclesiastical Authority and the Board of Trustees, which approval shall be predicated upon a written finding that the proposed amendment or change is sufficient to maintain the goals of this Canon relating to Diocesan Institutions.[32]

19.1.4 Should any organization in this Diocese, which has acquired property as an institution of the Episcopal Church, attempt, by amendment of its articles of incorporation or otherwise, to divert such property to other uses, the facts shall be reported to the Diocesan Council and to the Chancellor for appropriate action.

SEC 19.2 *Episcopal Community Services of the Diocese of Pennsylvania*

19.2.1 The Bishop and the Trustees of the Diocese may from time to time propose to Episcopal Community Services the names of individuals (lay or clergy) to serve on the governing body[33]of the corporation known as Episcopal Community Services of the Diocese of Pennsylvania, which individuals shall be considered for board membership by Episcopal Community Services in accordance with its then existing by-laws together with the nominations of any other individuals proposed for service.[34]

19.2.2 The Convention commits to Episcopal Community Services of the Diocese of Pennsylvania the oversight of the charitable enterprises developed by Episcopal Community Services[35], and the administration of such other work as may from time to time be referred to it by this Convention.

19.2.3 Copies of the articles of incorporation and by-laws of Episcopal Community Services of the Diocese of Pennsylvania, together with such amendments as may from time to time be made thereto, shall be filed with the Registrar of the Diocese. The Board of Council of such corporation shall annually submit a written or printed report of its work, together with a financial statement, to the Diocesan Convention.

[32] Amended by the 236th Convention in 2019.

[33] Revised by the 219th Convention in 2002.

[34] Amended by the 236th Convention in 2019.

[35] Amended by the 236th Convention in 2019.

(Continued)

19.2.4 Every rector and minister-in-charge of a congregation in the Diocese shall annually, in some way, present the cause of Episcopal Community Services to the people of the congregation, and bespeak their support of its work.

SEC 19.3 *The Church Foundation*[36]

19.3.1 The Church Foundation shall be the legal owner of any real and tangible personal property that it holds in trust for the benefit of the Diocese and, subject to the terms of any trust instrument restricting the manner in which the property may be used, shall implement the directions of the Board of Trustees. The Corporation shall be the equitable owner of such property and, subject to the terms of any trust instrument restricting the manner in which the property may be used, shall be responsible for the management and disposition of such property. The Church Foundation shall not transfer or encumber real or personal property or expend any funds (in excess of amounts necessary to maintain those funds) that it holds in trust for the Corporation without the prior approval of the Board of Trustees as to each such transfer, expenditure or encumbrance. .

19.3.2. The Church Foundation shall hold as trustee investment funds delivered in trust to the Diocese that the Board of Trustees determines should be managed by The Church Foundation., manage the investment of said funds of which it is the trustee and report results quarterly to the Board of Trustees, or such other body as the Board of Trustees shall designate, and annually to the Diocesan Convention

19.3.3. The Church Foundation shall annually present to the Board of Trustees for its review an investment policy for investment funds delivered in trust for the Diocese

19.3.4 The Church Foundation shall manage the investments of individual parishes and other institutions of the Diocese that place investment with it and report results to said parishes and other institutions on a regular basis.

19.3.5. The Church Foundation shall report estimates of endowment income for the following fiscal year to the Board of Trustees by March 31 of each year

19.3.6 The Church Foundation shall distribute or reinvest income from the Consolidated Fund quarterly or as directed in the applicable trust agreements;

19.3.7 The Church Foundation shall assure that proper insurance is obtained for the real and personal property to which it holds title

SEC. 19.4 *The Diocesan Health and Welfare Benefits Trust*[37]

[36] Amended by the 227th Convention in 2010 and by the 229th Convention in 2012.and by the 235th Convention in 2018

[37] Adopted by the 223rd Convention in 2006; amended by the 231st Convention, 2014..

The Commission on Clergy Compensation and Employee Benefits of the Episcopal Diocese of Pennsylvania is hereby designated and appointed as the entity to collect, hold and administer health, life, disability and other related insurance premiums and reserves in trust for the Diocese, and its parishes, missions and institutions. It shall exercise complete management and control of all these funds held by it in trust, including the existing power of disbursement of the same, provided, however, that no such disbursement of any funds and other property held by it shall be made other than in accordance with the Commission's policies.

CANON 20 Of the Commission on Ministry[38]

SEC 20.1 *Functions & Purpose*

20.1.1 There shall be a diocesan Commission on Ministry consisting of Priests, Deacons and Lay Persons, which shall advise and assist the Bishop in the implementation of the national and diocesan ministry canons.

20.1.2 The Commission on Ministry shall adopt methods for its work, subject to the approval of the Bishop, provided that such methods are consistent with the Constitution and Canons of the General Convention and of this Diocese. These shall include provision for coordinating with other diocesan committees responsible for lay and ordained ministry, and the appointment of committees from and beyond its membership to report to the Commission or to act on its behalf.

20.1.3 The Bishop and Commission shall ensure that the members of the Commission, and other who may work on its behalf, receive on-going education and training for their work.

20.1.4 The Bishop and Commission shall provide encouragement, training, and necessary resources to assist each congregation in developing an ongoing process of community discernment appropriate to the cultural background, age, life experiences of all persons seeking direction in their call to ministry.

SEC 20.2 *Membership*

20.2.1 The Commission on Ministry shall consist of not less than fifteen members, including Priests, Deacons, and at least six lay persons. It shall seek to represent the diversity of the Diocese in terms of race, color, ethnic origin, national origin, sex, marital status, sexual orientation, disabilities and age.

20.2.2 Members shall serve five years, with at least three members to be nominated each year by the Bishop and confirmed by the Annual Convention. Members shall continue in office until their successors are duly nominated and confirmed. Vacancies between Annual Conventions shall be filled for the unexpired term by nomination of the Bishop and confirmation

[38] Adopted by the 221st Convention in 2004

by the Standing Committee. No one shall be eligible for reappointment after one full term until after the expiration of one year. The Bishop shall appoint the chair and the vice-chair.

CANON 21 Of Deputies to the General Convention and the Provincial Synod

SEC 21.1 *Deputies to the General Convention and the Provincial Synod*

21.1.1 At the Stated Convention in the year following the year of a regular General Convention, there shall be elected by concurrent ballot of the clerical and lay orders, four ordained persons who shall be canonically resident in the diocese, and four laypersons who shall be communicants of the Church and in good standing in the Diocese but not necessarily domiciled in the Diocese, to be deputies to the General Convention, whose tenure shall continue until others are elected in their places. If a vacancy should occur among the deputies elected by the Diocesan Convention in the year next preceding the General Convention, such vacancy shall be filled by election in the Diocesan Convention immediately preceding the General Convention.

At the Diocesan Convention immediately preceding the General Convention, there shall be elected by concurrent ballot of the clerical and lay orders, four ordained persons who shall be canonically resident in the Diocese, and four lay persons who shall be communicants of the Church and in good standing in the Diocese but not necessarily domiciled in the Diocese, to be alternates to the General Convention.

21.1.2 It shall be the duty of the Secretary of the Convention, at least thirty days before the meeting of the General Convention, to notify each of the deputies elected to declare to the Secretary at least fourteen days before such meeting, his or her acceptance of the election and his or her intention to perform the duties of such office and, in default of receiving such declaration, the Secretary shall designate and certify from the list of duly elected alternate deputies as many as may be necessary to insure a full representation of the Diocese at the General Convention. Such designation shall be made in the order of election and, as between persons elected on the same ballot, the one having the greatest number of votes on the ballot shall be first designated and, if two shall have received an equal number of votes, the designation shall be made by lot. The persons thus designated, when furnished with a certificate of such designation, shall have all the power and authority of deputies duly elected by the Convention of this Diocese.

21.1.3 Should a vacancy occur among the deputies certified, as provided in Canon 21.1.2, or should any such certified deputy be unable to serve, the remaining clerical and lay deputies may, by concurrent vote, choose a person to serve during such certified deputy's absence from among the alternate deputies as provided in Canon 21.1.2, if any be available, but if not, then from among any other duly qualified persons; and shall deliver a certificate of such choice to the Secretary of the General Convention and to the Secretary of the Convention of this Diocese, whereupon the person so chosen shall have all the powers and authority of deputies duly elected by the Convention of this Diocese. Any other vacancy occurring among the deputies may be filled at any stated meeting of the Convention prior to or during which such vacancy shall occur.

21.1.4 [39]The necessary expenses of the Bishop, Bishop Coadjutor, and Bishops Suffragan, and of the clerical and lay deputies and alternates in attending meetings of the General Convention and of deputies attending meetings of the Provincial Synod, shall be paid out of the

[39] Adopted by the 219th Convention in 2002; amended by the 234th Convention in 2017.

budget for Convention and diocesan expense. In advance of each General Convention, the Bishop shall determine the alternates whose expenses will be reimbursed. In all cases covered by this Canon, evidence of expenses incurred shall be presented to the Finance Committee for review and approval.

SEC 21.2 *Deputies of the Provincial Synod*

21.2.1 Within 90 days following their election the deputies to the General Convention shall caucus and select from among themselves one clergy deputy and two lay deputies whose duty it shall be to also serve as the Deputies to the Provincial Synod.

21.2.2 Should the elected Deputies not make the above selection within 90 days the Bishop Diocesan shall designate the Deputies to the Provincial Synod. He or she may choose from among the duly elected deputies to the General Convention, or from among the alternates after they are elected, or from among the deputies to the immediate past General Convention.

21.2.3. The assessment made by the Provincial Synod shall be paid out of the budget for convention and diocesan expense provided, however, that any increase in that assessment from time to time must be approved by the Board of Trustees.[40]

CANON 22 Of Ecclesiastical Discipline[41]

SEC 22.1 *Discipline of Priests and Deacons*

All procedures for discipline of Priests and Deacons in this Diocese shall be governed by Title IV of the Canons of the General Convention as supplemented by these Canons.

SEC 22.2 *The Church Attorney*

(a) Every three years the Convention shall elect an attorney to serve as the Church Attorney, who shall hold office until his or her successor shall be elected. If the Church Attorney shall die or resign at a time when the Convention shall not be in session, the Standing Committee shall appoint an attorney to serve as the Church Attorney to hold office until the next meeting of the Convention. It shall be the duty of the Church Attorney to represent the Church in proceedings as provided in Title IV. The Church Attorney shall conduct to a conclusion any matter in which he or she may be actually engaged at the time of the expiration of his or her term of office. Neither the Chancellor nor any Vice Chancellor of this Diocese shall serve as Church Attorney in this Diocese.

[40] Amended by the 236th Convention in 2019.

[41] Amended by the 227th Convention in 2010.

(b) The Standing Committee, acting in consultation with the elected Church Attorney, may appoint one or more individuals similarly qualified as an additional Church Attorney for specific cases as the need arises.

SEC 22.3 *The Disciplinary Board*

The Disciplinary Board shall perform the functions and have the powers and responsibilities given to a Committee of that name by Title IV of the Canons of General Convention relating to the ecclesiastical disciplinary process.

22.3.1 *Disciplinary Board Members*

(a) The Convention shall elect seven lay persons from among the confirmed adult communicants of the Church in good standing, having domicile in this Diocese, and eight clergy, actually as well as canonically resident in the Diocese and more than ten years in Holy Orders, no one of whom shall be a member of the Standing Committee, to serve as members of the Disciplinary Board. . Each member shall serve for a term of three years, with the terms to be staggered so that at least five new members of the Committee shall be elected each year. In case of a vacancy, the Standing Committee shall appoint an individual of the same Order (lay or clergy) to serve until the next Diocesan Convention, at which time the Convention shall elect a person of the same order for the remainder of the term. No person may serve more than two full terms consecutively

(b) No person serving as Chancellor, Vice Chancellor, Advisor, Conciliator, Church Attorney, Intake Officer or Investigator may at the same time serve as a member of the Disciplinary Board.

(c) Within sixty days fallowing each Diocesan Convention, the Disciplinary Board shall elect a President from among its members to serve fir a term of one year, with the right to succeed herself or himself.

(d) The 7 lay and 8 clergy Triers elected at the Diocesan Convention of November 9, 2009 who received the most votes shall serve as Provisional Members of the Disciplinary Board set forth in subsection (a), above, from the Effective Date of this Canon until the first Annual Convention thereafter, at which time them will he replaced by means of the election process set forth in subsection (a). As soon as practicable after the Effective Date of this Canon, but in no event later than July 15, 2011. the Provisional Members shall convene and elect one of their Members as the Provisional President of the Disciplinary Board, who shall serve until the first Annual Convention thereafter. Provisional .Members of the Disciplinary Board and their services as Triers or Provisional Members shall not count towards the two full terms of consecutive service set forth in the last sentence of subsection (a), above.

22.3.2 *Intake Officer*

Within sixty days following each Diocesan Convention, the Disciplinary Board, after consultation with the Bishop, shall choose an Intake Officer from among the confirmed adult communicants of the Church in good standing, to whom information regarding alleged Offenses is reported.

22.3.3 *Investigators*

Investigators shall be appointed annually by the Bishop Diocesan in consultation with the President of the Disciplinary Board.

22.3.4 *Conference and Hearing Panels*

(a) Conference Panels shall consist of three members of the Disciplinary Board selected by the President, and the President shall designate a president of each panel.

(b) Hearing Panels shall consist of three members of the Disciplinary Board selected by the President, and the President shall designate a president of such panel. At least one member of each Hearing Panel shall be a member of the clergy.

(c) The President of the Board shall be ineligible to serve on either Panel.

22.3.5 *Advisors*

(a) Advisors shall be made available by the Bishop to all Respondents and Complainants for the purposes of support, assistance, consultation and advice regarding the process provided in Title IV and this Canon and the rights, responsibilities and alternatives pertaining thereto.

(b) The following may not serve as an Advisor: the Bishop, the Church Attorney, members of the Disciplinary Board, the Intake Officer, any Investigator, the Chancellor, any Vice Chancellor, and any person who is likely to be a witness in any pertinent proceeding.

(c) No Respondent or Complainant shall be required to accept the services of any Advisor made available by the Bishop. Any Respondent or Complainant may use the services of any Advisor of his or her choice after designating that person as Advisor in writing to the Intake Officer.

22.3.6 *Privileged Communications*

In addition to other privileges afforded under Title IV, any communication or disclosure made in confidence and with the expectation of privacy between a Respondent and any person from whom the Respondent has been provided counseling, pastoral care,

spiritual direction or spiritual guidance shall be deemed privileged and not subject to disclosure in any proceeding under Title IV without the consent of the Respondent.

SEC 22.4 *Challenges to the Members of the Hearing Panel and Vacancies*

22.4.1 *Challenges*

The Church Attorney and the Respondent may challenge for cause any of the members of the Hearing Panel, and the remaining members of the Hearing Panel shall pass upon the sufficiency of such challenges. The Church Attorney and the Respondent also shall be allowed each to make two peremptory challenges to members of the Hearing Panel. The procedure for filling vacancies shall be followed as set forth in Section 22.4.2 below. These proceedings shall be repeated until the number of unchallenged Hearing Panel members reaches three.

22.4.2 *Vacancies on the Hearing Panel*

A vacancy on the Hearing Panel, whether occurring before or after the commencement of a hearing, shall be filled .by appointment by the President of the Disciplinary Board from the remaining members of the Disciplinary Board.

CANON 23 Rights of a Layperson Upon Repulsion from the Holy Communion

SEC 23.1 *Notice of Repulsion*

Any person refused Holy Communion or notified of the intention to refuse Holy Communion by a priest shall receive within fourteen days from the priest written notice of such refusal and the reasons therefore, together with copies of the Disciplinary Rubrics and Diocesan Canon 23, and the priest shall provide the Bishop with a copy of such notice within the same time period.

SEC 23.2 *Trial of the Appeal of a Layperson After Repulsion from the Holy Communion*

If any person repelled from the Holy Communion shall allege to the Bishop that injustice has been done, or if, notwithstanding he or she shall have professed to be ready and willing, in truth and sincerity, to comply with the requisitions expressed in the Rubric in order to be restored to the Holy Communion, meanwhile his or her repulsion being continued, a complaint in writing may be presented to the Bishop, setting forth the grounds thereof, and requesting to be restored to then Holy Communion. Thereupon the Bishop, unless the Bishop think fit to restore the communicant from the insufficiency of the cause assigned by the minister, shall nominate two of the clergy and two of the laity, of whom the minister repelling shall select one of the clergy, and the communicant one of the laypersons. It shall be the duty of the two thus chosen to take without delay the evidence in the case, under oath and in writing, of such witnesses as may be produced by either of the parties, and to certify the same to the Bishop, who shall proceed to adjudge the case, unless for the Bishop's own satisfaction, or for good cause shown by either of the parties interested, the Bishop shall desire further evidence. If further evidence be desired it shall be obtained and certified, either by the same commission, or another appointed in the manner above prescribed, as the Bishop may direct. When the evidence is thus procured the

Bishop shall adjudge the case, and shall communicate the judgment to the minister repelling, and to the communicant repelled, and the judgment shall be final and conclusive. In case the judgment shall direct a further continuance of the repulsion, it shall nevertheless be subject to all the conditions and provisions of the Disciplinary Rubrics.

CANON 24 Of Alterations in the Canon Law

SEC. 24.1 *Filing of Proposed Amendments*

All proposed amendments to the Constitution or Canons (other than those promulgated by the Committee on Canons) shall be filed with the Secretary of the Convention not later than ninety days prior to the Convention, who shall forward them to the Committee on Canons not later than sixty days prior to the Convention.

SEC 24.2 *Timely Submission*

The Committee on Canons shall not be required, save by order of the Convention, to report on any amendments referred to them later than sixty days prior to the Convention in any year nor unless such amendments be accompanied by an explanatory statement of the objects of the same.

SEC 24.3 *Effective Date*

Amendments or additions to these Canons shall take effect upon the adjournment of the Convention which adopted the same unless otherwise specially ordered by the Convention.

CANON 25 Of Certain Terms Used in these Canons

SEC 25.1 *The Episcopal Church*

In accordance with the Constitution of the General Convention, the Protestant Episcopal Church in the United States of America is otherwise known as The Episcopal Church, and so referred to in these Canons.

SEC 25.2 *"Constitution" and "Canons"*

Reference in these Canons to the "Constitution" is to the Constitution of the Protestant Episcopal Church in the Diocese of Pennsylvania, as adopted in 1814 and since amended. Similarly, reference to the "Canons," without more, is to these Canons for the Government of the Diocese of Pennsylvania. The Constitution and Canons of the General Convention are specifically referred to as such.

SEC 25.3 "*Articles of Incorporation*"

Reference in these Canons to the "articles of incorporation" of a parish, mission or other organization shall be taken to refer to its legal governing instrument, whether the same be articles of incorporation or a charter or articles of association, as the same may from time be time to provided (or in the past have been provided) by the civil law of the Commonwealth of Pennsylvania or other jurisdiction.

CANON 26 The Board of Trustees[42]

SEC 26.1 *Composition*

26.1.1 The Diocese is incorporated as a non-profit corporation under the laws of the Commonwealth of Pennsylvania known as "The Bishop and Trustees of the Protestant Episcopal Church in the Diocese of Pennsylvania, a Pennsylvania corporation". It shall be managed by a Board of Trustees consisting of thirteen members comprising the Bishop Diocesan, three members of the clergy who shall be elected by the Annual Convention, six lay members who shall be elected by the Annual Convention, and three lay members appointed by the Bishop.

26.1.2 All members of the Board of Trustees other than the Bishop shall serve a term of three years. An elected member shall not be eligible for reelection after having been elected twice by the Annual Convention until one Convention year shall have elapsed. An appointed member may serve two consecutive three-year terms (either by appointment or election) in addition to any unexpired term that he or she may have been appointed to fill, after which she or he shall be ineligible to serve for a period of one year.

26.1.3 Vacancies in the elected membership of the Board of Trustees, whether due to deaths, removals from the Diocese, resignations, failure of the Convention to elect, or to any other cause, shall be filled by the concurrent vote of the remaining members. Any member so elected shall serve only until the next Annual Convention, when the Convention itself shall elect a member to fill the remaining unexpired term, if any. Vacancies in the appointed membership of the Board of Trustees, whether due to deaths, removals from the Diocese, resignations, or to any other cause, shall be filled by the Board of Trustees.

26.1.4 The 236th Diocesan Convention shall elect all 9 elected members of the Board of Trustees. The two lay and one clergy nominees elected with the highest number of votes shall serve a three-year term. The two lay and one clergy nominees elected with the next-highest number of votes shall serve a two-year term. The two lay and one clergy nominee elected with the next-highest number of votes shall serve a one-year term.

[42] Adopted by the 235th Convention in 2018.

26.1.5 All clergy members of the Board of Trustees and of the Finance Committee shall be canonically resident in the Diocese. All lay members of the Board of Trustees and of the Finance Committee shall be communicants in good standing of a parish in the Diocese. No member of the Board of Trustees or the Finance Committee may also be concurrently employed by the Diocese.

SEC 26.2 *Powers*

The Board of Trustees shall:

26.2.1 Acquire, hold, manage, administer and dispose, within its sole discretion, real and personal property wherever situated for the use and work of the Diocese;

26.2.2 Receive in trust for the use and work of the Diocese all gifts, legacies, bequests, grants and devises to the Diocese;

26.2.3 Manage all assets of the Diocese, including all financial and real property;

26.2.4 Oversee, through a permanent Finance Committee, the financial affairs of the Diocese. The membership of the Finance Committee shall be established and maintained at the sole discretion of the Board of Trustees, except that it shall consist of the Bishop, the Treasurer of the Diocese, at least three members of the Board of Trustees selected by a vote of the Board of Trustees, and such other persons as the Board of Trustees may select in its sole discretion. The duties of the Finance Committee shall include the following:

26.2.4.1 Direct the annual budget process of the Diocese as set forth in Canon 7.3;

26.2.4.2. With regard to the acquisition, management and disposition of real property and tangible personal property:

26.2.4.2.1. Oversee the acquisition and disposition of real and tangible property held in trust for the Diocese with due regard for the roles of the Ecclesiastical Authority and Standing Committee as set forth in Canon 13.2, and for the role of the Church Foundation;

26.2.4.2.2. Oversee the management by Diocesan personnel of real and tangible property held in trust for the Diocese; and

26.2.4.2.3 Oversee the process of selling closed churches.

26.2.4.3. With regard to the management and disposition of investments in financial instruments:

26.2.4.3.1. Review and monitor the investment policy established by the Church Foundation for Diocesan investments;

26.2.4.3.2. Provide input to the investment committee of the Church Foundation; and

26.2.4.3.3 Review the results for Diocesan investments as reported quarterly by the Church Foundation pursuant to Canon 19.3.2.

26.2.4.4. With regard to the general financial affairs of the Diocese:

26.2.4.4.1. Determine the short and long term financial goals for the Diocese consistent with its mission, ministries and programs;

26.2.4.4.2. Determine policies for the acceptance, use and disposition of gifts to the Diocese;

26.2.4.4.3. Determine a policy for and oversee the implementation of a records management policy for the Diocese;

26.2.4.4.4. Identify and develop alternative options for sources of revenue for the Diocese;

26.2.4.4.5. Oversee, with the assistance of reports from the Canon for Finance, the accounting functions of the Diocese, including audit functions;

26.2.4.4.6. Recommend uses for proceeds from closed parishes, consistent with the mission and ministries of the Diocese, to the Ecclesiastical Authority and the Standing Committee in accordance with Canon 13.2; and

26.2.4.4.7 Manage all other financial affairs of the Diocese not assigned to other individuals or bodies by these Canons

26.2.4.5 With regard to the parochial affairs of the diocese:

26.2.4.5.1. Provide for the enforcement of Canons 16 and Canon 17;

26.2.4.5.2. Consider and make recommendations respecting all appeals for funds within the Diocese of Pennsylvania requiring Diocesan approval

26.2.4.5.3. Provide for the enforcement of financial obligations of individual parishes to the Diocese;

26.2.4.5.4. Set guidelines for Parochial Reports consistent with TEC;

26.2.4.5.5. Review and compile statistics regarding Parochial Reports;

26.2.4.5.6. Determine requirements for property insurance for parishes and review parish compliance therewith; and

26.2.4.5.7. Provide for the enforcement of parochial audits.

STANDING ORDERS FOR THE STATED MEETING OF THE CONVENTION APPROVED BY CONVENTION—OCTOBER, 1973

I. The procedure for the opening of the Annual Convention of the Diocese of Pennsylvania shall be governed by Canon 3.1.1.[43]

II. The following business shall be conducted during the Annual Convention in an order to be established by the Convention Planning Committee and presented to the Convention delegates in the form of an agenda to be approved by them:[44]

1. The first items shall be the election of a Secretary in accordance with Canon 3.2, followed by the appointment of a Parliamentarian and the approval of the agenda.

2. Report of the following Committees:

   (a) Committee on Claims of Clergy to Seats pursuant to Canon 2.3.

   (b) Committee on Claims of Laity to Seats pursuant to Canon 2.8.

   (c) Committee on Nominations pursuant to S.O. V..

   (d) Committee on Resolutions pursuant to S.O. IV.4..

3. The address of the Bishop.

4. Financial matters including

   (a) Approval of a resolution on clergy compensation; and

   (b) Approval of the Annual Budget.

5. Elections following nominations presented by the Nominations Committee.

6. Votes on Resolutions as presented by the Resolutions Committee.

7. Presentation of canons of the Cathedral Chapter as provided by Canon 18.3.

8. Nominations of Directors of The Church Foundation as provided in The Church Foundation's bylaws.

[43] Amended by the 240th Convention, 2023.

[44] Amended by the 240th Convention, 2023

(Continued)

III. Additional items of business of Convention may be set forth by the Convention Planning Committee in the convention agenda for approval by the delegates.[45]

IV. General Provisions.

1. The Convention shall recess for rest and refreshment at such times as the Presiding Officer shall designate, and shall not be denied such rest except in the most extraordinary circumstances.

2. No printed reports shall be read to the Convention unless by its order, and resolutions attached to reports are to be considered as before the House without being offered from the floor.

3 At the Close of the Convention the Bishop shall appoint the following Committees:

(a) On Charters.

(b) On Canons.

(c) On Expenses.

(d) On Dispatch of Business.

(e) On Arrangements.

(f) On Elections.

(g) On Resolutions (Special).

The Bishop shall also appoint such other Committees as the Convention may authorize. These Committees shall serve until the close of the Annual Convention following that in which they are appointed. Vacancies shall be filled by the Bishop; and vacancies shall be deemed to include cases when a member of the Committee is not a member of the Convention to which that Committee is to report. A representative of the Committee on Dispatch of Business shall always be entitled to the floor on business pertaining to the Committee.

4. (*Adopted October 19, 1990*) Any member of the Convention may, in advance of its meeting, file with the Secretary of Convention any resolutions that he or she may desire to offer. The Secretary shall forward to the Committee on Resolutions any such resolutions for consideration. The Committee on Resolutions shall forward to the Committee on Dispatch of Business all resolutions in their approved form, and said committee shall report a time for consideration.

(a) Resolutions for consideration by the Convention shall be filed with the Committee on Resolutions 60 days prior to Convention, and, in the final

[45] Amended by the 240th Convention, 2023

form approved by the Resolutions Committee, shall be printed and mailed to all delegates for consideration at the meeting of Convention.

(b) The Resolutions Committee shall consist of no fewer than nine and no more than twelve persons, one of whom is the Chair, recommended by the Bishop and approved by Diocesan Council. Membership should include both clergy and laity, and men and women, and should, to the extent possible, reflect the various geographical areas, ethnic groups and points of view within the Diocese (*Adopted November 8, 2003*).

(c) The term of office for Committee members shall be three years, except for the initial appointments which shall be for staggered three year, two year and one year terms.

(d) The duties of the Resolutions Committee shall be:

1. to resolve duplicative or substantially similar motions into a single motion, in consultation with the movers of said motions;

2. to make such editorial or stylistic corrections as do not affect the substance of motions, in order to improve clarity or intent of said motions, such corrections to be reported to the movers to ensure that no distortion of the intended meaning has occurred;

3. to insure that each resolution submitted to Convention includes an identified individual or Diocesan body that will be responsible for administering the resolution;[46]

4. to hold hearings on proposed resolutions at strategic locations around the Diocese;

5. if the Resolutions Committee considers it desirable, to refer proposed resolutions to Committees or Commissions having responsibility for the subject matter of the resolutions and charge any such Committee or Commission to report to the following Convention with recommendations for the disposition of such resolutions (which may include substitute or amended resolutions dealing with the same subject matter) (*Adopted November 6, 1993*); and

6. to report all motions to Convention other than those referred to in the previous subparagraph. Such report may contain one of the following recommendations:

[46] Added by the 234th Convention, 2017

a. that the motion be adopted;

b. that the motion be rejected;

c. that the motion be reported to the floor without recommendation;

d. that the motion by referred to an appropriate Committee (*Adopted November 13, 1992*)

In the case of a, b & d, the Committee on Resolutions shall state the reason for its recommendation. It will not be necessary to do so if the motion is reported without recommendation. (*Adopted November 13, 1992*)

(e) Resolutions arising out of the address of the Bishop, Bishop Coadjutor, or Bishop Suffragan of the Diocese of Pennsylvania to the Convention shall be referred to the Committee on Resolutions before being brought to the Convention floor. Such resolutions shall not require a two-thirds vote to be considered. (*Adopted November 8, 1996*)

(f) Emergency resolutions, submitted after the 60 day deadline, and not arising out of a Bishop's Address, will be approved for consideration only by a vote of two-thirds of the membership of Convention. Any such resolution shall be referred to the Committee on Resolutions before being brought to the Convention floor. (*Adopted November 8, 1996*)

(g) The Committee on Dispatch of Business shall, at the request of the Committee on Resolutions, report a time or times for consideration of resolutions submitted in response to a Bishop's Address, or filed after the 60 day deadline and approved for consideration by a vote of two-thirds of the membership of Convention. (*Adopted November 8, 1996*)

(h) No resolution shall be submitted to the Committee on Resolutions without there being appended to it a list of references to sources of information and to sources of appropriate documentation.

5. All motions fixing orders of the day shall be referred without debate to the Committee on Dispatch of Business.

6. Each parish shall have the right to approve two youth representatives who shall have the right to sit with the deputies from their parish and who shall have the privilege of speaking but not voting on matters coming before Convention. (*Adopted, October 20, 1972*)

V. Nominations and Elections

Nominations to offices to be filled by the Convention.

1. Not less than four months in advance of each Stated Convention the Bishop shall appoint a committee of at least ten Communicants of the Diocese, at least five of whom shall be Clergymen and at least five Lay persons, to make nominations for all Diocesan offices to be filled at such Convention. The Nominating Committee shall present its nominations to the Committee on Elections not less than 60 days prior to the Stated Convention. The Secretary of Convention shall publicize this list to the Parishes and Missions within ten days of receipt of the same.

2. The Committee on Elections shall place on the list of nominations the offices to be filled at the ensuing Stated Convention and the names of the persons currently serving in the above offices, indicating whether they are eligible for re-election.

3. Any ten persons, Clerical or Lay, entitled to vote in the last Convention or eligible to vote in the Convention, may nominate any person or persons for election to office. Such nominations shall be in writing with supporting signatures on one or more pages, and directed to the Chairman of the Committee on Elections, to arrive in his care not later than 30 days prior to the date of the Convention. (*Adopted October 20, 1972*)

4. The Chairman of the Committee on Elections shall ordinarily be the Secretary of the Convention and he shall notify all nominees that they have been nominated and of their right to withdraw. (*Adopted October 20, 1972*)

5. Not later than fifteen (15) days prior to the Convention, the Chairman of the Committee on Elections shall publish and send to all delegates a list of those nominated by the Nominating Committee for all offices to be held, and a list of all nominated by petition for those offices, with the names of those who are incumbents and eligible for re-election also indicated. If only the required number of candidates to any office have been nominated, the report shall so state. (*Adopted October 20, 1972*)

6. Nominations from the floor shall be accepted, but the Presiding Officer is directed to limit the number of nominating and/or seconding speeches and the time each speaker is allowed as shall best serve the Convention, subject to the approval of the Convention. (*Adopted October 20, 1972*)

7. Elections shall always be held at and during the Convention by written ballot to those voting before the vote is taken. (*Adopted October 20, 1972*)[47]

(a) When two or more persons are to be elected by a concurrent vote the Judges announcing the Clerical vote shall report the results in the manner they determine to be the most clear, efficient and expeditious.[48]

(b) In the event any election for a Diocesan office other than for a bishop is unresolved after three ballots have been taken, the results reported, and

[47] Amended by the 229th Convention , 2012.

[48] Amended by the 234th Convention, 2017.

candidates, if any, have announced their intention to withdraw, prior to the fourth ballot being taken the Presiding Officer or, by motion duly made and seconded, a member of Convention, may propose an alternate method of voting and/or counting ballots for the purpose of expediting the voting process that, if approved by a majority of Convention, shall govern the fourth and any subsequent ballots of the election. The proposed alternate method of voting may, but need not, award the election to the person receiving a plurality of votes even though it is not a majority. The proposed alternate method of voting may not, however, change any qualifications on the voting for the office in question imposed by the Constitution and/or Canons of the Diocese, such as that the vote be taken by orders if that is required for the office in question.

8. All reports of Officers, Committees, Boards, Trustees, etc. to be presented to the Convention and all motions or resolutions for action comprehended therein, shall be filed in duplicate with the Secretary no later than ten days prior to the Convention in every year. One copy shall be held on file in the office of the Secretary for reference by members of the Convention prior to the opening session. The Secretary shall cause the other copy to be legibly duplicated and delivered to every member of the Convention at the time of report.

9. After each meeting of the Convention the Bishop shall appoint a committee to consist of not more than five members of the Convention upon the publication of the *Journal*. This committee shall have authority to edit, revise, and condense all reports which have been presented to the Convention in the interest of brevity and print the *Journal* of the Convention with the condensed reports. One copy of the *Journal* and one copy of the Constitution and Canons (if printed) shall be sent to each Clerical member and to the Accounting Warden or Secretary of each Parish or Mission free of charge. Additional copies shall be placed on sale at the Church House for a reasonable charge. (*Amended October 23, 1971*) Upon request, one copy of the Constitution and Canons shall be made available without charge to each Candidate for Holy Orders in the Diocese of Pennsylvania.

10. The rules governing appointments to and meetings and reports of Committees and Commissions shall be as follows:

(a) Appointments to Committees or Commissions, and the designation of a convener, shall be made not later than 30 days following the adjournment of Convention. In case of the absence or disability of the Diocesan, the Secretary of Convention shall appoint.

(b) The convener shall call the Committee or Commission to hold its first meeting not later than 60 days following adjournment of Convention.

(c) A majority of a Committee or Commission may at any time call a meeting upon two weeks' signed written notice of time and place to the other members.

(d) Reports of Committees or Commissions shall be in writing, shall be signed by the members concurring therein, and shall be filed with the Secretary of Convention as above in Title VII provided.

(e) A member or members of a Committee or Commission who do not concur in the Report of the majority may sign and file within the prescribed time a minority Report or Reports.

(f) Every Report shall quote or describe the Resolution under which the Committee or Commission was established; state the dates on which meetings have been held; and append a Resolution or Resolutions for carrying out its recommendations, or for the discharge or continuance of the Committee or Commission if it has no present recommendations.

(g) The Secretary of Convention shall enclose to each convener a copy of these rules upon notification of his appointment. The convener shall transmit them to the Secretary of the Committee or Commission when elected.

(b) VI. STANDING RULES OF ORDER

1. Reports of Committees and Commissions shall be received without motion to receive them, and it shall be understood that all special committees are discharged upon making their Reports, unless the Convention recommits matters to them for their future consideration, or unless they report their work unfinished.

2. No member shall speak more than once in the same debate, without leave of the House.

3. When a debatable motion is before the Convention, those who wish to speak in support of, or against, the motion shall identify themselves as being "Pro" or "Con" After the mover has spoken to the motion, the Chair shall recognize a speaker in opposition, then a speaker in favor, and so on in like order.

4. Except by the vote of a majority of Convention, no resolution shall be debated longer than twenty (20) minutes.

5. Each individual speaker to a resolution is limited to three (3) minutes.

6. The microphone will be turned off at the end of each speaker's time, after a ten-second warning.

7. A question being once determined shall stand as the judgment of the House, and shall not again be drawn into debate during the same meeting of the Convention, unless with the consent of two-thirds of the House.

8. No motion shall be considered as before the House unless it be seconded and reduced to writing when required.

9. The question on a motion for adjournment shall be taken before any other and without debate.

10. If a motion to lay on the table an amendment or a substitute be carried, the matter before the House shall be proceeded with as if no such amendment or substitute had been offered.

11. When the question is upon the passage of a debatable resolution, amendments, or substitute, the mover thereof may in all cases be allowed five minutes time in which to close the debate.

12. When a motion to lay upon the table is made and seconded the mover of the original motion shall have such time as the presiding officer may permit to present reasons why the motion to lay upon the table should not prevail.

13. The doctrines of Parliamentary Law, as set forth in the treatise of Robert on Parliamentary Law, are adopted as authoritative expositions of parliamentary practice as far as applicable to the conditions of the meetings of the Diocesan Convention.

14. These rules of order may be suspended or permanently changed by a two-thirds vote, and not otherwise.

(c) VII. STANDING RESOLUTIONS

1. CONVENTION, MEMBERSHIP, ETC.

Resolved: That it is the sense of this Convention that the term "under the direction of the Ecclesiastical Authority" in Constitution, Article IV, 1, is to be construed as involving a specific joint act between the Ecclesiastical Authority and the Clergyman by which the former appoints, and the latter accepts appointment, to perform such Ecclesiastical service as the Ecclesiastical Authority may assign to him. (1895, p. 41.)

Resolved: That it is the sense of this Convention that in order to be entitled to a seat in the Convention on the ground of being "employed in the work of the Ministry, according to the order of the Protestant Episcopal Church, and with the sanction of the Ecclesiastical Authority," as provided in Article IV, Section 1, of the Constitution, a Clergyman should be able to show that his employment is not, or was not originally, for less than one year, and to present written evidence that it has the sanction of the Ecclesiastical Authority, and, in the opinion of said Authority, is in the work of the Ministry according to the order of the Protestant Episcopal Church. (1927, p. 39.)

2. LAY DEPUTIES.

(a) That the Churches of the Diocese be affectionately and earnestly requested to select their Deputies to the Convention from such of their people as "come to the Holy Communion"

(b) That a copy of the above resolution be sent annually to each Parish, in company with the notice of the meeting of the Convention, required by Canon II. (1863, p. 84.) That it is the sense of this Convention that no person shall sit as Deputy from more than one Church or congregation, but if elected from two or more he should, before taking his seat, file a paper with the Secretary declaring which Church or congregation he elects to sit and vote for. (1893, p. 146.)

3. CALLING OF ROLL, ETC.

That hereafter, in calling the lists of Clergy and Laity, all titles be omitted. (1894, p. 51.)

4. PRINTING OF PAROCHIAL REPORTS.

Resolved, That the geographical order be observed in the *Journal* with pertinent statistical data listed in tabular form. (May, 1963, p. 24.)

5. ANNUAL REPORTS OF HOSPITALS, ETC.

Resolved, That the Secretary of the Convention be directed to insert in the *Journal* of each year the corporate title of each of the Benevolent Institutions of the Diocese. (1865, p. 69.)

6. VOTING, ETC.

Voting List of Parishes to be in alphabetical order. (1893, p. 90; 1894, p. 43.) That the principle governing the Tellers of Lay vote for Deputies to General Convention in counting that part of each ballot which was correct in form be adopted as the rule of the House. (1895, pp. 134, 136; see also p. 142.) Blank ballots not to be counted (1895, p. 142.)

7. REGISTRAR.

That the Registrar of the Diocese be authorized to have bound from time to time such books, pamphlets, etc., as he may deem necessary, at the expense of the Convention. (1868, p. 68.)

That the Registrar be directed not to allow access to the lists of Communicants to any person or for any purpose not expressly authorized by the Bishop. (1893, p. 118.)

8. DIOCESAN HISTORY.

That the Committee appointed to obtain historical sketches of the various Parishes in the Diocese be increased by the addition of eight names, and be constituted a permanent committee of this Convention;

Resolved, That this Committee be charged with the duty of collecting, preserving and arranging such books, pamphlets, papers, and manuscripts relating to the history of the Church in this country and particularly in this Diocese, as may be within their ability to obtain; to provide

for them a secure depository, and to report from time to time to this Convention. (1865, p. 78, 1964, p. 31.)

9. COMMITTEE ON EXPENSES.

Resolved, That all Resolutions, which may be presented pertaining to appropriations of money from the funds of the Convention, be first referred to a standing Committee on Expenses consisting of three members, of which the Treasurer shall be one, to be subsequently reported upon by it to the Convention. (1900, p. 120.)

10. BISHOP'S FUND (TO BE USED AT BISHOP'S DISCRETION FOR THE RELIEF OF ANY PERSONS WHO MAY BE IN WANT, ETC.).

That this Convention earnestly commends this subject to the Rectors of the Diocese, with the hope that each one will take measures every year to put into the hands of the Bishop, for use at his discretion, such a sum as his presentation of the case may secure from his congregation for this purpose. (1888, p. 104.)

11. NEED OF THE CHURCH FOR FAITHFUL MINISTRY.

That it be earnestly recommended to every Parish Clergyman in this Diocese, on the third Sunday in Advent, or during one of the Ember seasons, annually, to bring before his people, in a sermon, the needs of the Church for a due supply of faithful ministers; and to report to each Convention the number of such young men, in his Parish, as are pursuing liberal studies, with a view to the sacred ministry.

Resolved, That this be a standing Resolution of the Convention of this Diocese, and be accordingly placed on each *Journal*. (1867, p. 65.)

12. BISHOP'S SECRETARY.

Resolved, That after the adjournment of every Convention the Bishop may in his discretion appoint a Secretary whose duties shall be defined by the Bishop, That the salary of such Secretary shall be determined by the Bishop, with the advice and consent of the Standing Committee. (May, 1912, p. 50.)

13. ASSESSMENT NON-RESIDENT CLERGY.

Resolved, That the Secretary of the Convention be instructed to request Clergy, canonically resident, living and working outside the Diocese, to annually their share of the Diocesan Assessment for the Expenses of the General Convention and the office of the Presiding Bishop, or else to request letters Dimissory to the Diocese where they are working (May, 1935, p. 49.)

14. SPECIAL APPEALS FOR FUNDS.

Resolved, That the Convention approves and endorses the action of the Diocesan Council that hereafter all special appeals by institutions, churches, or individuals, for funds or offerings within the Diocese of Pennsylvania be referred to the Finance Committee for recommendation (May, 1943.)

15. THE CHURCH FOUNDATION.

Resolved, That The Church Foundation, designated Trustee for the Diocese of Pennsylvania, be and it hereby is approved as an agency authorized to accept funds of Parishes, Missions and other institutions subject to the authority of the Diocese, in the same manner and to the same extent as National Banks, State Banks, Banking Institutions and Trust Companies are now authorized to by the provisions of Canon 17, Section 17.1 of the Canons of the Diocese of Pennsylvania, to be administered under an agency agreement as well as under a deed of trust or subject to a declaration of trust as presently authorized (May, 1955, p. 36.)

16. MONTHLY REMITTANCE OF OFFERING.

Resolved, That the Convention earnestly requests and confidently expects that Parishes and Missions will send to the Treasurer of the Diocese at the end of each month all monies definitely contributed for the work of the Diocese and of the General Church. (May, 1930, p. 52.)

17. DESIGNATION OF MISSIONS.

Resolved, That the Convention recommends that on Church notice boards and in similar instances of publicity, the word "Mission" be not used, and that the congregations and places now known as Missions be designated as Churches, and described by their names and locations. (May, 1937, p. 47.)

18. TRUSTEE OF THE EPISCOPAL AND EPISCOPAL RESIDENCES FUNDS.

Resolved, Whereas Canon 7, Sec. 7.1, paragraph 7.1.1., authorizes the Convention to appoint a corporate Trustee to perform the duties of the Trustees of the Fund for the Endowment of the Episcopate; Be it Resolved, That the Convention hereby appoints The Church Foundation Trustee of the Fund for the Endowment of the Episcopate, and of the Episcopal Residence and Bishop Suffragan Residence Funds, such appointment to take effect when the Standing Committee, representing the Convention, shall have entered into an agreement with The Church Foundation for that purpose; and the said Trustees and the Standing Committee are authorized and directed to take all steps that may be necessary to vest the title of all investments and real estate in said funds in the name of The Church Foundation as Trustee.

19. EPISCOPAL RESIDENCES FUND.

Resolved, Whereas the Convention, by Resolutions adopted in previous years, placed certain monies and investments constituting the Episcopal Residence Fund and the Bishop Suffragan Residence Fund in the hands of the Trustees of the Episcopal Fund or of the Fund for the Endowment of the Episcopate, to be kept by them as separate funds, until such time as the Convention should otherwise direct;

Be It Resolved, That the Convention hereby directs that the investments of said funds be transferred to The Church Foundation as Trustee, if and when the Church Foundation shall have become Trustee of the Fund for the Endowment of the Episcopate, and The Church Foundation be directed to combine the securities of the Episcopal Residence Fund and of the Bishop Suffragan Residence Fund into one fund to be known as The Episcopal Residences Fund, and to be kept separate from the securities of the Fund for the Endowment of the Episcopate, and the income to be paid to the Treasurer of the Diocese to be expended as the Bishop and Standing Committee shall direct, until the Convention shall otherwise direct, either as to the Episcopal Residences Fund or the income therefrom. (May, 1939, pp. 384, 385.)

20. CONCERNING THE CHRISTMAS FUND.

Resolved, That it is the sense of this Convention that proper interpretations of Canon 7, Section 7.7. on The Christmas Fund, is that the offerings that may be taken for the fund in the Churches of this Diocese may be used by the Trustees, in their discretion, either as income to be expended for the objects of the Fund, or as additions, temporary or permanent, to the invested funds, unless such offerings are specifically given to be added to the invested funds.

21. COMMITTEE ON ECUMENICAL RELATIONS.

Resolved, That after the adjournment of every Convention the Bishop shall appoint a Committee on Ecumenical Relations for further study and to report to the next Convention. (May, 1961, p. 35.)

22. GUIDELINES ON THE DEMOCRATIC PROCESS.

WHEREAS, the Episcopal Church and its regional jurisdiction known as the Diocese of Pennsylvania has wisely chosen Constitution and Canons to provide a variety of interdependent structures through which the decisions of the Church may truly reflect the will of the people,

WHEREAS, these structures at all levels are incorporated as autonomous units bound more closely by doctrine and discipline than by similarity in practice of government, and WHEREAS, autonomy and democracy are mutually supporting concepts jealously guarded by both the Gospel and the best of human law alike,

NOW, THEREFORE, BE IT RESOLVED That this 188th Convention of the Diocese of Pennsylvania adopt guidelines for the purpose of reinforcing the democratic principles implied in our various laws and by-laws, Constitution and Canons, yet often not demonstrated in actual practice;

AND BE IT FURTHER RESOLVED That these guidelines be the following:

(1) that appropriate proportional representation by race and sex be sought for all decision-making or policy-setting bodies and wherever possible a balance of youth, age and economic status;

(2) that all meetings of decision-making or policy-making bodies be open to the voice of those affected by these decisions or policies and that the time and place of such meetings be so advertised and arranged as to make visiting and participation convenient;

(3) that all delegates or representatives from one level to a higher level of structure be elected by as large a portion as possible of the constituency he or she represents;

(4) that all elected or appointed officers accept the obligation of responsibility and accountability and also be provided significant opportunity to report on the nature and effect of the decisions or policies they have played a part in making; and

(5) that the inability or failure of any body, in particular cases, to comply with these guidelines shall not impair any act of that body.

23. GUIDELINES FOR THE CONTINUING EDUCATION OF THE CLERGY

(a) A program of continuing education is a necessity for the professional growth of all clergy.

(b) Communication between clergy and vestry or other employer should be initiated in order to arrive at a mutually shared agreement about the clergy's continuing education program. This agreement should focus upon both the clergy's needs and those of his/her parish or employer. As a part of that agreement the clergy should agree to pay some portion of the cost of his/her continuing education program. The agreement should be put in written form and affirm the exact provisions allowed by the vestry or employer. This agreement should be the subject of annual review whenever salary and other compensations are determined.

(c) The nature and definition of continuing education will be defined by the mutual agreement. If the two parties are unable to reach agreement, either may apply to the Diocesan Commission on the Ministry for assistance in reaching that definition.

(d) The following guidelines are urged as minimums for all parishes and other employers of clergy within this diocese for purposes of continuing education: one week in time off plus $200 from the parish budget (or employer) per year; both unexpended time off and financial assistance should be allowed to accrue from year to year if the clergy's program requires larger amounts of time and/or funding.

(e) Some funding, in the form of "work grants," will be available from the Diocese of Pennsylvania upon application. (October 25, 1975)

24. CIRCULATION AND DISSEMINATION OF MATERIAL AT CONVENTION

BE IT RESOLVED, that beginning with this 196th Diocesan Convention and in accordance with the practice of Diocesan Convention since the 186th Diocesan Convention, October 17-18, 1969, circulation on the floor of Convention of advertisements and literature not relevant to the business of the Convention will not be permitted;

AND BE IT FURTHER RESOLVED, that any material relevant to the business of Convention be submitted to the Secretary of Convention for decision as to the appropriate manner of dissemination and that no material may be circulated at Convention without the approval of the Secretary of Convention. (October 10, 1979)

25. CONCERNING RELIGIOUS PROFESSED IN ORDERS

BE IT RESOLVED, that following the custom of past Diocesan Conventions, this 197th Convention of the Diocese of Pennsylvania extends floor privileges to all religious professed in Orders, according to Episcopal Church Canon III.27, who are resident in this Diocese with the consent of he Bishop:

AND BE IT FURTHER RESOLVED, that the extending of this courtesy become Standing Resolution #26 of the Diocese of Pennsylvania, effective January, 1981. (October 24, 1980)

26. ON THE USE OF ALCOHOL IN THE LOCAL CHURCH

BE IT RESOLVED, That this 210th Convention of the Diocese of Pennsylvania adopt as the official policy of the Diocese the guidelines for the use of Alcoholic Beverages in The Local Church as adopted by the 68th General Convention of the Episcopal Church.

BE IT FURTHER RESOLVED, That all congregations of the Diocese be urged to post a copy of these guidelines in the parish hall or kitchen (November 6, 1993)

27. ALCOHOLIC BEVERAGES IN THE LOCAL CHURCH

A Guideline Recommended by the 1985 General Convention

The Episcopal Church has never endorsed the prohibition of using beverages containing alcohol among adult members. Scripture offers Jesus' example of the use and serving of wine in his first miracle at Cana and in the institution of the Holy Eucharist. If an adult member elects to use alcohol, however, moderate usage is expected. Church members should be educated regarding those conditions that might consequently compromise the health and safety of oneself or others. The Church also supports and has a responsibility to those people who abstain from the use of alcoholic beverages at social functions, but for those which do the following guidelines are given:

1. All applicable federal, state and local laws should be obeyed, including those governing the serving of alcoholic beverages to minors.

2. Alcoholic beverages and food containing alcohol should be clearly labeled as such.

3. Whenever alcohol is served, non-alcoholic alternatives must always be offered with equal attractiveness and accessibility.

4. The service of alcoholic beverages at church events should not be publicized as an attraction of the event.

5. The group or organization sponsoring the activity or event at which alcoholic beverages are served must have permission from the parish for this plan. Such groups or organizations must also assume responsibility for those persons who might be intoxicated and must provide alternative transportation for anyone whose ability to drive may thus be impaired.

6. Recognizing the effect of alcohol as a mood-altering drug, it would be advisable to consider the nature of the function at which alcoholic beverages are proposed to be served.

7. Chemical usage other than alcohol is clearly controlled under federal, state and local laws and, as such, should be forbidden at any church function.

28. ON THE UNITY OF THE CHURCH

The House of Bishops of the Episcopal Church in 1886 declared the following, substantially affirmed by the Lambeth Conference in 1888, "as essential to the restoration of unity among the divided branches of Christendom":

1. The Holy Scriptures of the Old and New Testaments as the revealed Word of God.

2. The Nicene Creed as the sufficient statement of the Christian Faith.

3. The two Sacraments — Baptism and the Supper of the Lord — ministered with unfailing use of Christ's words of institution and of the elements ordained by him.

4. The Historic Episcopate, locally adapted in the methods of its administration to the varying needs of the nations and peoples called of God into the unity of His Church.

Building on these foundations, and seeking more perfect unity within the Body of Christ, we affirm the following:

The Church is the Body of which Jesus Christ is the Head and of which all baptized persons are members. It is one, holy, catholic, and apostolic. The Church is one, because it is one Body, under one Head, our Lord Jesus Christ (*Book of Common Prayer*, page 584).

Although one in its essential being, the Church manifests this unity imperfectly because of our human sin. This is as true with us as individuals, congregations, and dioceses, as it is in the Anglican Communion and the Church universal.

Nevertheless, our mission as the Church is to restore all people to unity with God and each other in Christ, praying and worshipping, proclaiming the Gospel, and promoting justice, peace and love (BCP, page 855).

In this Diocese we are blessed with broad diversity: theological, liturgical, racial, economic and cultural. Historically, the Anglican Communion has accommodated diversity. Recently, such diversity has been called "a catalyst which leads to greater wonder and understanding of God's vision for humanity; diversity is a gift for our enjoyment and nurture in the communion of the church." (*Belonging Together, A Study Document of the Inter-Anglican Theological and Doctrinal Consultation* 1992, 17) (The Anglican Communion Secretariat, 157 Waterloo Rd., London, England SE1 8UT).

In order that the Church in this Diocese may carry out its mission through the ministry of all its members, the following policies are to be observed:

1. In Diocesan appointments, nominations and elections, we will seek to the greatest extent possible to foster results which are reflective of the diversity found in the Diocese.

2. We uphold inclusion of all people regardless of their acceptance or non-acceptance of the ministry of ordained women.

3. This Diocese has a long history of Visitations by bishops other than the bishops of Pennsylvania, always by the permission of the Bishop. The Bishop is encouraged to continue to entertain requests for such visits to parishes, so long as it is clear that regular Visitations to such parishes by the bishops of Pennsylvania are equally welcome.

4. With regard to freedom of conscience and obedience within the Body of Christ, we respect the rights of bishops, clergy and laity respectfully to disagree with one another or with theological positions or actions of the General Convention or Diocesan Convention. Nevertheless, we pledge to and expect from one another obedience to the Constitution and Canons of the Episcopal Church and the Diocese of Pennsylvania.

5. We commit ourselves to an ongoing process of worship and prayer, study of the Holy Scriptures and theological reflection, shared service in the world, and listening to one another, especially those with whom we disagree. We do this in order that we may become more fully united in one holy bond of truth and peace, in faith and charity, and in visible witness of the reconciling power of Christ.

6. Specific objectives and programs to implement this resolution may be proposed at the annual Diocesan Convention. The Bishop and Standing Committee, or an agency jointly appointed by them, will report to the Convention upon the results of any such objectives and programs approved by the Convention under the authority of this Resolution. (November 4, 1994)

29. ON RENTING OR LEASING SPACE FOR DIOCESAN EVENTS

Resolved, It shall be the policy of the Diocese of Pennsylvania, when renting or leasing any space for diocesan events to which the general membership of the diocese would be invited, that the diocese shall first inform the lessor and obtain the lessor's agreement in writing that all persons regardless of age, race, ethnicity, sex, sexual orientation, disability, or economic status will be made welcome, and that their presence may be signified by the use of symbols, signs, or other means of identification approved by the Bishop. (November 7, 1997)

30. ON A FORMULA FOR ALLOCATING ASSESSMENTS

Resolved, That the Diocese of Pennsylvania adopt a formula for allocating the assessments based upon the Net Disposable Budget Income of each parish as it relates to the sum of all parishes' Net Disposable Income multiplied by the total assessment amounts. (November 3, 2001)

31 THE HEALTH AND WELFARE BENEFITS TRUST (*November, 2006*)

Resolved, That the Diocesan Health and Welfare Benefits Trust of the Episcopal Diocese of Pennsylvania, designated trustee for the Diocese of Pennsylvania, be and it hereby is approved as an agency authorized to accept funds for health, disability and other related insurance premiums and reserves from Parishes, Missions and other institutions subject to the authority of the Diocese and to hold and invest the same in such banks and other financial agencies as are approved for parish funds by the Diocese of Pennsylvania.

THE CHURCH FOUNDATION CHARTER AND BY-LAWS
(As Amended June 14, 1978)

CHARTER OF THE CHURCH FOUNDATION

IN THE COURT OF COMMON PLEAS NO. 5
FOR THE COUNTY OF PHILADELPHIA

In the matter of the Merger of The Trustees of the June Term, 1926
Protestant Episcopal Church of _____. No. 11,381

The Diocese of Pennsylvania with The Church Foundation

(a) The name of said merged corporation shall be THE CHURCH FOUNDATION.

(b) The purposes for which said merged corporations shall exist shall be

1. To receive, hold, manage and dispose of real or personal property which the corporation may in any lawful manner acquire for the use of the Protestant Episcopal Church in the United States of America, or of any congregation thereof;

2. To support any benevolent, charitable, educational or missionary undertaking of said Church; and in furtherance thereof;

3. To receive and hold property real and personal of and for unincorporated religious, beneficial, charitable, educational and missionary societies and associations of said Church and to execute trusts thereof;

(c) The place where the business of said merged corporation is to be transacted is the City of Philadelphia in the Commonwealth of Pennsylvania.

(d) The said merged corporation is to exist perpetually.

(e) The said merged corporation shall have no capital stock.

The names and residences of the members of the merged corporation for the first year shall be as follows:

* * * *

(f) The number of Directors of the merged corporation shall be sixteen.

* * * *

"The By-Laws of the merged corporation shall be made and amended from time to time by the Board of Directors thereof."

BY THE COURT MARTIN

[Signed]

ATTEST: Judge

MEREDITH HANNA

[Signed]

[SEAL]

Deputy Prothonotary C.P.

RECORDED, in the Office of the Recorder of Deeds in and for the City and County of Philadelphia, in Charter Book, No. 99, Page 484, &c., &c., this 23 day of March, A.D. 1928.

JAMES M. HAZLETT *Recorder of Deeds*
By OSCAR E. ROTHER *Deputy Recorder*

[SEAL]

AMENDED AND RESTATED BYLAWS
OF
THE CHURCH FOUNDATION
A Pennsylvania Nonprofit Corporation

ARTICLE I
OFFICES

SEC. 1. *Principal Office* The principal office of The Church Foundation (the "Corporation") shall be located at such place as the Board (as defined below) shall from time to time determine, whether in or outside the Commonwealth of Pennsylvania. The Corporation may have other offices at such other places as the Board may determine.

SEC. 2. *Registered Office* The Corporation shall have, and continuously maintain in Pennsylvania, a registered office which may be the same as its place of business. The address of the registered office may be changed by the Board

ARTICLE II
BOARD OF DIRECTORS

SEC. 1. *Powers*. The Board of Directors of the Corporation (the "Board" and each member thereof, a "Director", such persons collectively, the "Directors") shall have full power to conduct, manage, and direct the business and affairs of the Corporation, and all powers of the Corporation are hereby granted to and vested in the Board.

SEC 2. *Composition.* The Board shall consist of sixteen (16) Directors, which shall include persons with the following qualifications:

(a) The then-current Bishop of the Protestant Episcopal Church having jurisdiction of the Diocese of Pennsylvania (the "Bishop of the Diocese"), ex officio;

(b) Three (3) Clergy of the Protestant Episcopal Church, residents of Pennsylvania and canonically connected with the Diocese of Pennsylvania; and

(c) Twelve (12) Laypersons, citizens of Pennsylvania, members of the Protestant Episcopal Church, and of some Parish or Mission canonically connected with the Diocese of Pennsylvania.

Each director of the Corporation shall be a natural person of full age.

SEC. 3. *Term.*

(a) With the exception of the then-current Bishop of the Diocese, the Directors serving on the Board shall be divided into three (3) classes, which classes shall be known as Class A, Class B, and Class C, and which shall be as nearly equal in size as is practicable.

(b) With the exception of the then-current Bishop of the Diocese, who shall always be a Director, the Directors of each class shall serve for terms of three (3) years (or, when filling a vacancy, until the next Annual Meeting), expiring on the date of the Board's Annual Meeting or until their successors are elected and have qualified, with the term for each class of Directors being staggered such that the term for only one class of directors expires each year. For example, the current term of service for Directors appointed as Class A Directors will expire at the end of the Board's Annual Meeting (defined below) in 2025, the current term of service for Directors appointed as Class B Directors will expire at the end of the Board's Annual Meeting in 2023 and the current term for the Directors appointed as Class C Directors will expire at the end of the Board's Annual Meeting in 2024.

SEC. 4. *Manner of Election.*

(a) *Ex-Officio Director.* The then-current Bishop of the Diocese shall serve as an ex officio Director by virtue of his official position.

(b) *Convention Nomination Rights; Election.* The Convention of the Protestant Episcopal Church of the Diocese of Pennsylvania (the "Convention"), or that body which it may designate for the purposes set forth herein, shall have the right to nominate, for each directorship with a term expiring at the Board's next Annual Meeting, at least two (2) candidates that upon any such candidate's election would maintain a Board with Directors meeting the qualifications set forth in Section 2 (the "Convention Nominees"). If the Convention shall have exercised said right, the Board shall, at its next Annual Meeting, elect from the Convention Nominees those persons who will serve as directors upon the vacancy of the directorships expiring at such Annual Meeting and shall specify in the books and records of the Company the class to which such directors are being elected. If the Convention shall not have exercised such right, nominations may be made by any Director present at the Annual Meeting; provided that in every case, the candidates nominated shall maintain a Board with Directors meeting the qualifications set forth in Section 2. The Board shall elect from the candidates those persons who will serve as directors upon the vacancy of the directorships expiring at such Annual Meeting.

SEC. 5. *Removal.*

(a) All Directors shall attend at least seventy-five percent (75%) of scheduled meetings each year of their term. Should a Director fail to attend meetings as prescribed above, they will be removed as a Director and from any other roles or offices with the Company as the Board (other than the Director in question) deems appropriate in its sole discretion.

(b) Any Director, other than the then-current Bishop of the Diocese, may be removed from office at any time, with or without cause, by the affirmative vote of a majority of the Directors then in office.

(c) Any Director may resign at any time by giving written notice to the President. Such resignation shall take effect at the date of the receipt of such notice by the President or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SEC. 6. *Vacancies.* With the exception of the then-current Bishop of the Diocese, in the event of the death, incapacity, resignation, removal or other vacancy in the office of any Director, a person possessing the required qualifications may be elected by a majority of the remaining Directors to fill such Director's place and to serve until the close of the next Annual Meeting of the Corporation or until such Director's successor is elected.

SEC. 7. *Interested Directors or Officers; Quorum*. No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are members, directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose, if: (i) the material facts as to such relationship or interest and as to the contract or transaction are disclosed or are known to the Board, and (ii) the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in this section.

SEC. 8. *Compensation of Directors*. Directors shall not receive any compensation for their services as such; however, the Board may authorize reimbursement for all expenses incurred in connection with the performance of services for the Corporation, including but not limited to attendance at annual, regular, or special meetings of the Corporation. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation for such service.

ARTICLE III
MEETINGS OF THE DIRECTORS

SEC. 1. *Place of Meeting*. Meetings of the Board may be held at such place within or without Pennsylvania as the Board may from time to time appoint, or as may be designated in the notice of the meeting.

SEC. 2. *Annual Meeting.* Annual meetings of the Directors (the "Annual Meeting") shall be held on the first Wednesday after the completion of the week in which the Convention has been held or at such other time as the Board may from time to time determine. At such Annual Meeting, the Directors shall elect Directors and officers and appoint committee members, subject to and in accordance with Article IV, and conduct such other business of the Corporation properly brought before the Board.

SEC. 3. *Regular Meetings.* Regular meetings of the Board shall be held at such times and places as the Board may determine from time to time. Meetings of the Board may be held at any location, within or without the Commonwealth of Pennsylvania.

SEC. 4. *Special Meetings.* Special meetings of the Board may be called by the President or upon the written request of any three (3) or more Directors.

SEC. 5. *Notice.*

(a) Written notice of the time and place of all meetings of the Board shall be delivered to each Director at least five (5) days prior to the scheduled date of such meeting, unless a longer period of notice is required by applicable law, by the Articles of Incorporation or by these Bylaws. Written notice shall be delivered personally, by nationally recognized overnight courier, by confined facsimile, by mail, or by email. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the designated Director at such Director's most recent address listed in the records of the Corporation.

(b) A notice of meeting shall specify the place, day, and hour of the meeting and any other information required by law or these Bylaws. Notice of the Annual Meeting or regular meetings of the Board need not specify the nature of the business to be transacted unless the business of such meeting includes the amendment of these Bylaws or the removal of a Director or Directors. Notice of every special meeting shall state briefly the business to be transacted, and only such business shall be considered at the meeting unless otherwise consented to by three-fourths (3/4) of the entire number of Directors.

SEC. 6. *Quorum; Voting.* The presence of a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business at any meeting of the Board. The acts approved by the affirmative vote of the majority of those Directors present at a meeting at which a quorum exists shall be the acts of the Board, unless a greater proportion of affirmative votes is required by applicable law, by the Articles of Incorporation or by these Bylaws; provided, however, that if the Directors shall unanimously consent in writing to any action to be taken by the Directors, such action shall be the act of the Directors as though it had been taken at a meeting of the Directors duly called and held at which a quorum was present. Every Director shall be entitled to one vote. In the absence of a quorum, a majority of the Directors present and voting may adjourn the meeting from time to time until a quorum is present.

SEC. 7. Virtual Attendance. Any one or more persons may participate in a meeting of the Board by means of conference telephone, Zoom, or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section 6 shall constitute presence in person at such meeting.

SEC. 8. *Waivers of Notice*. Whenever any written notice is required to be given under the provisions of these Bylaws or the Nonprofit Corporation Law of 1988, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice. Attendance of a person at any meeting shall constitute a waiver of notice of the meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE IV
OFFICERS

SEC. l. *Officers.* The officers of the Corporation shall be elected by the Board from time to time as determined by the Board and shall be a President, who shall always be the then-current Bishop of the Diocese, *ex officio*; one or more Vice Presidents; a Secretary; a Treasurer; and such other officers as the Board may deem desirable from time to time. Any two (2) of said

offices may be held by one person. Officers may but need not be directors of the Corporation. Officers of the Corporation shall be subject to the same standards of conduct, including standards of care and loyalty and rights of justifiable reliance, as shall at the time be applicable to directors of the Corporation. An officer of the Corporation shall not be personally liable, as such, to the Corporation for monetary damages for any action taken, or any failure to take any action, unless the officer has breached or failed to perform the duties of his or her office under the articles of incorporation, these Bylaws, or the applicable provisions of law and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this subsection shall not apply to the responsibility or liability of an officer pursuant to any criminal statute or for the payment of taxes pursuant to local, state or federal law.

SEC. 2. *Term; Removal.* The officers shall hold their offices for such terms as shall be determined by the Board from time to time until their successors are chosen and have qualified or until earlier death, resignation, or removal. With the exception of the President, any officer, agent, or employee of the Corporation may be removed of his or her authority by the Board at any time, with or without cause. Any officer may resign at any time by giving written notice to the Board. Any such resignation shall take effect at the date of the receipt by the Board of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in any office of the Corporation shall be filled by the Board.

SEC. 3. *Powers and Duties.* In addition to the powers and duties that may be set forth in these Bylaws, each officer shall have such powers and duties as are usually related to such office for a Delaware corporation and/or as the Board shall determine from time to time.

(a) The President The President shall have such powers and duties as the Board shall determine from time to time. Executive Vice President. The Board may designate one of the Vice Presidents to be the Executive Vice President of the Corporation. The Executive Vice President shall be assigned the general supervision of the affairs of the Corporation, shall be authorized to attend generally to the executive business of the Corporation under the direction of the Board, and shall be a member of all Committees (except the Executive Committee) with the right to vote if the Executive Vice President is a Director of the Corporation, and without the right to vote if the Executive Vice President is not a Director of the Corporation.

(c) Other Officers. The other elected officers shall perform such duties as may from time to time be assigned to them by the Board.

SEC. 4. *Appointment of Employees or Agents; Compensation.* The Board shall have power, by resolution or consent adopted by the Board, to appoint such employees or agents as the business of the Corporation may from time to time require, and to fix the compensation of all officers, agents, or employees of the Corporation.

ARTICLE V
COMMITTEES

SEC. l. *Standing Committees.* There shall be the following regular standing committees of the Board:

(a) An Executive Committee;

(b) A Committee on Investments;

(c) An Audit Committee;

(d) A Committee on Insurance; and

(e) A Committee on Trusts.

SEC. 2. *Other Committees.* The Board may, by resolution or consent adopted by a majority of the Directors, establish one or more other committees as it deems appropriate. No committee other than the Executive Committee may have or exercise any authority of the Board to manage the business and affairs of the Corporation.

SEC. 3. *Appointment; Term.* The members of the Executive Committee shall be appointed annually by the Board at its Annual Meeting. The members of all other committees shall be appointed by the President at a subsequent meeting of the Board with the timing of such meeting to be mutually agreed by the President and the Board; provided that if the Board and President cannot agree on the timing of the meeting at which the members of all other committees shall be appointed within fourth months after the Annual Meeting, the President has authority to appoint such committee members without a meeting so long as the President provides notice to the Board of the President's appointments promptly after such appointment[49]. The members of the committees will serve for one year or until their successors are appointed, or until their earlier death or resignation. Any member of any committee of the Corporation may resign at any time by giving written notice to the body responsible for appointing such member to the committee from which such member is resigning. Such resignation shall take effect at the date of the receipt of such notice by the applicable body or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Vacancies in the membership of any committee due to any reason shall be filled by appointments made in the same manner as the initial appointments to such committee in accordance with these Bylaws.

SEC. 4. *Quorum; Action.* A majority of the members of a committee shall constitute a quorum for the transaction of any business and the acts of a majority of the members present at any meeting at which a quorum is present shall be the acts of such committee, unless a greater proportion is required by applicable law, by the Articles of Incorporation, by these Bylaws or by the resolutions authorizing the committee. Each member of a committee shall have one vote with respect to acts of each committee on which such member serves. In the absence of a quorum, a majority of the members of the applicable committee present and voting may adjourn the meeting from time to time until a quorum is present. The members of the applicable committee shall act only as a committee and the individual members of a committee shall have no power as such, except that any action which may be taken at a meeting of the applicable committee may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be

signed by all of the members of the applicable committee and shall be filed with the secretary of the Corporation.

SEC. 5. *The Executive Committee.* The Executive Committee shall consist of not fewer than three (3) nor more than five (5) members of the Board and shall be appointed annually by the Board in accordance with this Article IV. To the extent not prohibited by applicable law or by these Bylaws, the Executive Committee shall have power between meetings of the Board to manage the business of the Corporation with all the authority which could be exercised by the Board. It shall at all times in its management of the business of the Corporation carry out the directions of the Board, and shall make a report at each regular meeting of the Board, and at other meetings when called upon by the Board, as to its acts since the last regular meeting. Any member of the Executive Committee may be removed by a vote of the Board at any regular or special meeting.

SEC. 6. *The Committee on Investments.* The Committee on Investments shall be charged with the duty of supervising all the investments held by the Corporation, either in the Corporation's own name or as a trustee, whether the same be securities or real estate, and shall direct the investing and reinvesting of the same, and the extending, changing the interest rates thereon or the foreclosure of mortgages, and the renting, repairing, keeping insured and, with the approval of the Board or of the Executive Committee, the selling of real estate held as investments. The Committee on Investments shall frequently examine the investments with a view to making such changes therein as may seem advisable and shall report three (3) times a year to the Board such changes as have been made. The Committee on Investments shall also have such other duties as may be prescribed from time to time by the Board.

SEC. 7. *Audit Committee.* The Audit Committee shall be charged with the duty of supervising the audit of the Corporation's books and records. It shall review the scope of the examination made by the Corporation's independent public accountants and the examination reports submitted by them. It shall also be responsible for selecting the Corporation's independent public accountants and recommending their appointment to the Board annually. The Audit Committee shall also have such other duties as may be prescribed from time to time by the Board.

SEC. 8. *The Committee on Insurance & Real Estate.* The Committee on Insurance & Real Estate shall cause all real estate held by the Corporation to be valued when first acquired and from time to time thereafter as directed by the Board for insurance purposes and shall report to the Board the values at which such property should from time to time be insured against risk of fire or other casualty. It shall also investigate and from time-to-time report to the Board what directors and officers, employers' liability of other indemnity insurance should be maintained by the Corporation. The Committee on Insurance & Real Estate shall also have such other duties as may be prescribed from time to time by the Board.

SEC. 9. *The Committee on Trusts.* The Committee on Trusts shall have power to accept gifts and grants in trust for the Corporation which do not involve expenditures or the performance of onerous duties on the part of the Corporation, on such terms as the Board may from time to time prescribe. They shall have supervision over properties which the Corporation holds in trust but not as investments. They shall be at the service of the officers and committees for advice as to their powers and duties in trust matters. All proposals to sell any real estate held

by the Corporation other than as investments shall be referred to the Committee on Trusts for report thereon to the Board. The Committee on Trusts shall also have such other duties as may be prescribed from time to time by the Board.

ARTICLE VI
FISCAL AGENT

SEC. 1. *Fiscal Agent.* The Board shall at all times employ as a fiscal agent one or more corporations in the business of providing custody, record-keeping, and other fiduciary services to act as custodian and record-keeper for the corporation (approved by Convention of 2002).

ARTICLE VII
LIMITATION OF LIABILITY AND INDEMNIFICATION

SEC. 1. *Limitation on Liability.* To the fullest extent permitted by Pennsylvania law now in effect and as amended from time to time, a Director shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless (i) the Director has breached or failed to perform the duties of his or her office under the Pennsylvania Nonprofit Corporation Law of 1988, as amended (or any successor law), and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Section shall not apply to (i) the responsibility or liability of a Director pursuant to any criminal statute, or (ii) the liability of a Director for the payment of taxes pursuant to local, state, or federal law.

SEC. 2. *Right to Indemnification.* To the fullest extent permitted by the laws of the Commonwealth of Pennsylvania in effect at the time of such indemnification, the Corporation shall indemnify any person who was or is a party or is threatened to be or is made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of Corporation), including action by or in the right of the Corporation, by reason of the fact that such person is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a member, director or officer of another corporation, partnership, joint venture, trust or other enterprise, including an employee benefit plan, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such threatened, pending or completed action, suit or proceeding, provided such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. However, there shall be no indemnification in respect of any claim, issue or matter as to which he or she shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

SEC. 3. *Advance of Expenses.* The Corporation shall pay expenses incurred by a current or former director or officer of the Corporation, in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of

an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation.

SEC. 4. *Procedure for Determining Permissibility.* To determine whether any indemnification or advance of expenses under this Article is permissible, the Board by a majority vote of a quorum consisting of Directors not parties to such action, suit or proceeding may, and on request of any person seeking indemnification or advance of expenses, shall be required to determine in each case whether the applicable standards in any applicable statute have been met, or such determination shall be made by independent legal counsel if such quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested Directors so directs. The reasonable expenses of any current or former director or officer of the Corporation in prosecuting a successful claim for indemnification, and the fees and expenses of any special legal counsel engaged to determine permissibility of indemnification or advance of expenses, shall be borne by the Corporation.

SEC. 5. *Modification or Repeal.* No modification or repeal of any provision of this Article shall affect, to the detriment of a current or former director or officer of the Corporation, the obligation of the Corporation to indemnify or to advance expenses in connection with a claim based on any act or failure to act occurring before such modification or repeal. Any repeal or modification of any provision of this Article shall be prospective only, and shall not affect, to the detriment of any current or former director or officer of the Corporation, any limitation on the personal liability of a current or former director or officer of the Corporation existing at the time of such repeal or modification.

SEC. 6. *Indemnification Not Exclusive; Inuring of Benefit.* The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other right to which one indemnified may be entitled under any agreement, vote of Directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, shall inure to the benefit of the heirs, executors and administrators of any person, and shall continue as to each such director or officer of the Corporation who has ceased to be a director or officer of the Corporation.

SEC. 7. *Insurance, Security and Other Indemnification.* The Board shall have the power to (i) authorize the Corporation to purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and others to the extent that power to do so has not been prohibited by law, (ii) create any fund of any nature, whether or not under the control of a trustee, or otherwise secure any of its indemnification obligations, and (iii) give other indemnification to the extent not prohibited by applicable law.

SEC 8. *Indemnification of Employees and other Agents.* The Board shall have the power to permit indemnification by the Company of employees and other agents of the Company on terms substantially similar to the provisions hereunder applicable to indemnification of directors and officers.

ARTICLE VIII
AMENDMENT

SEC. 1. *Corporate Seal.* The Corporation shall have a corporate seal in the form of a circle containing the name of the Corporation, the year of incorporation, and such other details as may be approved by the Board.

SEC. 2. *Fiscal Year*. The fiscal year of the Corporation shall end on December 31.

SEC. 3. *Checks*. All checks, notes, bills of exchange, or other orders in writing shall be signed by such one or more officers or employees of the Corporation as the Board may from time to time designate.

SEC. 4. *Contracts*. Except as otherwise provided in these bylaws, the Board may authorize any officer or agent, to enter into any contract or to execute or deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

SEC. 5. *Deposits*. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositaries as the Board may approve or designate, and all such funds shall be withdrawn only upon checks signed by such officers or employees of the Corporation as the Board shall from time to time designate

(a) SEC. 6. *Annual Report of Directors*. The Board shall direct the Executive Vice President to present at the annual meeting of the Board a report showing in appropriate detail the following: The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.

(b) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.

(c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

(d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

(e) The annual report of the Board shall be filed with the minutes of the annual meeting of the Board.

SEC. 7. *Amendment, Notice of Amendment.*

(a) These Bylaws may be amended, altered, or repealed or new Bylaws may be adopted by the Board; but no alteration or amendment shall be made in them unless notice in writing, stating the terms of the proposed amendment, has been given to the Secretary at least twenty (20) days before the date of such meeting and notice has been sent at least ten (10) days before such meeting to each Director, setting out in full the existing Bylaws and the proposed amendment(s) thereto.

(b) Every amendment affecting the relation between the Corporation and the Protestant Episcopal Church of the Diocese of Pennsylvania shall be submitted for consideration to the next annual Convention, or the body which has succeeded to the duties of such Convention, and no such amendment of these Bylaws shall be effective until approved by said Convention or some succeeding Convention or other body succeeding to its duties.

Effective Date: October 25, 2023

FORM OF ARTICLES OF INCORPORATION
FOR PARISHES
(See Note 1.)

Approved by the Convention of 1991

ARTICLES OF INCORPORATION
(See Note 2.)

Of The CHURCH
(See Note 3.)

The subscribers hereto, (See Note 4) with their associates, having organized themselves into an association or religious congregation, and being desirous of becoming incorporated as a nonprofit corporation under the provisions of the "Nonprofit Corporation Law of 1988, as amended" (see Note 16), do hereby certify that the following are the articles of their said Corporation:

ARTICLE I
Name

SEC. 1. The name of the Corporation shall be "CHURCH _____" (See Note 3.)

ARTICLE II
Address

SEC. 1. The location and post office address of the registered office of the Corporation in Pennsylvania is (insert address, including street and number, if any). (See Note 16).

ARTICLE III
Purpose

SEC. 1. The purpose for which the Corporation is formed is the support of the public worship of Almighty God according to the faith and discipline of The Episcopal Church and of the Protestant Episcopal Church in the Diocese of Pennsylvania. (See Note 15.)

SEC. 2. The Corporation does not contemplate pecuniary gain or profit incidental or otherwise to its members. (See Note 16.)

SEC. 3. The Corporation is incorporated for the further collateral purpose of conducting a burial ground or cemetery not for profit, other than is necessary for the proper maintenance of the burial ground or cemetery. (See Note 5.)

ARTICLE IV
Ecclesiastical Connection

SEC. 1. This Church acknowledges itself to be a member of, and to belong to, The Episcopal Church and the Protestant Episcopal Church in the Diocese of Pennsylvania. As such it accedes to, recognizes, and adopts the Constitution, Canons, Doctrines, Discipline, and Worship of The Episcopal Church, and the Constitution and Canons of the Protestant Episcopal Church in the Diocese of Pennsylvania. (See Notes 6 and 15.)

ARTICLE V
Term of Existence

SEC. 1. The Corporation is to exist perpetually. (See Note 16.)

ARTICLE VI
Members

SEC. 1. The members of the Corporation, who shall be qualified to vote at any election of members of the Vestry and upon all questions which may come before any meeting of the Corporation, shall be all Baptized (See Note 7.) persons of the age of seventeen years or upwards who shall have been worshipers in this Church as their usual place of public worship for at least one year, and who shall appear by the books of the Corporation to have contributed to its support in such amount and for such period of time as the By-Laws shall prescribe.

SEC. 2. No person who shall disclaim or refuse conformity with and obedience to the Constitution, Canons, Doctrines, Discipline or Worship of The Episcopal Church or to the Constitution and Canons of the Protestant Episcopal Church in the Diocese of Pennsylvania shall be a member of this Corporation, nor a member of the Vestry nor Officer thereof.

ARTICLE VII
Vestry and Officers

SEC. 1. The business of the Corporation shall be managed by a Board of Directors to be designated the Vestry. Each member of the Vestry shall be a Baptized and Confirmed Lay person of the age of twenty-one years and upwards, and a majority of the members shall be residents of Pennsylvania and members of the Corporation. (See Note 8.)

SEC. 2. The Rector chosen to take charge of the religious services by the Corporation maintained shall be President of the Corporation as well as President of the Vestry during his/her continuance in said office of Rector, and at all meetings of the same, if present, shall preside but without vote therein. (See Note 9.)

SEC. 3. There shall be two Wardens chosen from among the members of the Vestry, a Treasurer, who may be one of the Wardens, a Secretary, and such other Officers as may be prescribed by the By-Laws.

SEC. 4. The annual meeting of the Corporation and the annual election of members of the Vestry shall be held in the Church edifice or other place at such time and on such date as the By-Laws shall prescribe.

SEC. 5. The Vestry, by a vote of two-thirds of all its members, shall have power to make, alter, and amend or repeal By-Laws for the management of the property of the Corporation and the regulation of its affairs; Provided, That the foregoing powers conferred upon the Vestry respecting the By-Laws shall be subject to the power of the members of the Corporation to change or repeal the same as provided by law. All alterations, amendments, and repeals of the By-Laws by the Vestry shall be proposed in writing at a meeting not less than fourteen days before the meeting at which final action thereon is to be taken. (See Note 10.)

SEC. 6. There shall be not fewer than three members of the Vestry to be elected for such term and in such manner as the By-Laws shall prescribe. (See Note 11.)

The names and addresses of those who have been chosen members of the Vestry to serve until the election of their successors are: (See Note 16.)

NAMES ADDRESSES

ARTICLE VIII
Rector and Assistant Ministers

SEC. 1. No person shall be Rector or Assistant Minister of this Church unless such person shall have had Episcopal ordination, nor unless such person be in good standing with The Episcopal Church, and with the Protestant Episcopal Church in the Diocese of Pennsylvania, and recognized as such by the Bishop of this Diocese, or in case of a vacancy in the Episcopate by the Standing Committee of this Diocese.

SEC. 2. The Rector shall be elected by the Vestry in such manner as the By- Laws shall prescribe.

ARTICLE IX
Property

SEC. 1. No sale, conveyance or mortgage, or lease for more than one year, shall be made of any real property of the Corporation held for use for religious worship, or for a Rectory, Parish house or school of the Corporation, nor shall any charge be imposed thereon, except by the consent of a majority of the whole Vestry at a meeting duly convened upon proper notice of this purpose, and also a majority of the members of the Corporation present and voting at a meeting duly convened upon proper notice of this purpose, and in accordance with the Canons of the Protestant Episcopal Church in the Diocese of Pennsylvania, but grants of other real estate or the imposition of charges thereon may be made by the consent of a majority of the whole Vestry at a meeting duly convened upon proper notice of this purpose. (See Note 13.)

SEC. 2. In case of the dissolution of the Corporation, all its property shall vest in The Church Foundation to hold it in trust, and, by and with the consent and approval of the Bishop of the Protestant Episcopal Church in the Diocese of Pennsylvania and of the Standing Committee

of said Diocese elected and existing at such time according to the Constitution and Canons of said Church, to convey the property or to continue to hold it in trust for some existing or future Congregation of members of the said Church in the said Diocese, or, by and with like consent and approval, to sell the property at public or private sale, and grant and convey the same to the purchaser, without liability on the part of the purchaser to see to the application of the purchase money, and to hold or dispose of the proceeds thereof or the income derived from the investment of such proceeds for such uses and purposes as may be determined by The Church Foundation acting by and with the consent and approval of the Bishop and Standing Committee. And if at the same time action is to be taken there should be a vacancy in the office of Bishop in said Diocese, then the consent and approval of the Standing Committee alone shall be sufficient to authorize such action. (See Note 15.)

ARTICLE X
Amendments

SEC. 1. No amendment to these Articles shall be effective unless approved by such authorities of the Protestant Episcopal Church in the Diocese of Pennsylvania as are required by the Canons of the Diocese. (See Note 14.)

ARTICLE XI
Incorporators

SEC. 1. The following are the names, residences, and post office addresses of the incorporators: (See Notes 2 and 16.)

Names Residences and post office addresses

ARTICLE XII
Stock

SEC. 1. The Corporation shall have no capital stock. (See Note 16.) WITNESS our hands and seals this _____ day of _____, A.D. 19__.

_____(L.S.)
_____(L.S.)
_____(L.S.)
_____(L.S.)
_____(L.S.)

Acknowledgment

FOOTNOTES

1. Diocesan Constitutional and Canonical requirements as to procedures and context of Articles of Incorporation are found in the Constitution, Article IV, Sec. 2; Canon 1, Secs. 1.1, 1.2, 1.3, 1.4 and 1.5; and Canon 12, Secs. 12.1 and 12.2. Articles of Incorporation as referenced in the Canons and used in these footnotes is inclusive of the terms "articles of incorporation," "charter" and "articles of association."

Note particularly that no Church or Congregation may apply for incorporation until it has complied with these requirements, and that the application for Articles of Incorporation must be accompanied by a Certificate of the Secretary of the Convention that the proposed Articles have been approved by the Convention.

2. The actual incorporation will require the services of an attorney. Pennsylvania law as to procedures for the incorporation of religious corporations is governed by the Nonprofit Corporation Law Act of 1988, as amended (herein, the "Nonprofit Law"). The incorporation procedure under the Nonprofit Law requires a filing of the articles of incorporation in the Department of State of the Commonwealth of Pennsylvania. The incorporators or the corporation shall advertise the intention to file or the filing of articles of incorporation either prior to or after the day on which the articles are actually filed in the Department of State. The corporate existence will begin when the articles are filed with the Department.

3. It is suggested that the name by which a Church is commonly known, such as "St. Thomas' Church, Whitemarsh," "Grace Epiphany Church, Mt. Airy," or "Protestant Episcopal Church of the Incarnation, Philadelphia," is sufficiently distinctive to serve as its corporate title.

4. Section 5302 of the Nonprofit Law stipulates that, "One or more ... natural persons of full age" may incorporate a nonprofit corporation.

5. Section 2 is required by Sec. 5306(a)(4) of the Nonprofit Law. If it is contemplated that the corporation will maintain a cemetery or burial ground, Section 3 should be added here as permitted by Section 5306(a) (11) (ii) of the Nonprofit Law.

6. This section is required by Article IV, Sec. 2 of the Constitution of the Diocese and is permitted by Section 5 3 06 (a) (9) (ii) of the Nonprofit Law.

7. Membership may, if desired, be limited to lay persons. It is also permissible, if desired, to substitute "Confirmed" for "Baptized." As a result of a resolution passed at the January, 1969, Convention, the suggested minimum age for members has been lowered below 21; age 17 is suggested as it is believed that this will encourage participation by high school seniors. The Committee on Incorporation has advised that in cases where there are special reasons to do so it may approve extension of membership to young people under 17, but in no case would the Committee give favorable consideration to membership for persons under 14.

8. For Parishes where the choice of members of the Vestry would be too greatly restricted by requiring that they be Confirmed the words "and Confirmed" in the second sentence of Article 7, Sec. 1, may be omitted.

9. This provision is permitted by Section 5306(a)(9)(ii) of the Nonprofit Law. Under Title I, Canon 14, Sec. 3 of the Canons of The Episcopal Church, the Rector, or a member of the Vestry designated by the Rector, shall preside in all meetings of the Vestry. It is optional whether the Rector shall have a vote and this provision should so specify.

10. Attention is called to Section 5504(b) of the Nonprofit Law which imposes the following limitations on the Vestry's power to adopt or amend By-Laws: "Except as provided in section 5310(a) (relating to organization meeting), the board of directors or other body shall not

have the authority to adopt or change a bylaw on any subject that is committed expressly to the members by any of the following provisions of this subpart.

See: Subsection(d) (relating to amendment of voting provisions).

Section 5713 (relating to personal liability of directors).

Section 5721 (relating to management by board of directors).

Section 5725(b) (relating to selection of directors).

Section 5726(a) (relating to removal of directors by the members).

Section 5726(b) (relating to removal of directors by the board).

Section 5729 (relating to voting rights of directors).

Section 5751(a) relating to classes and qualifications of membership).

Section 5752(c) (relating to rights of shareholders).

Section 5754(a) (relating to members grouped in local units).

Section 5755(a) (relating to regular meetings).

Section 5756 (relating to quorum).

Section 5757 (relating to action by members).

Section 5758 (relating to voting rights of members).

Section 5759(a) (relating to voting and other action by proxy).

Section 5760(a) (relating to voting in nonprofit corporation matters).

Section 5762 (relating to judges of election).

Section 5766(a) (relating to termination and transfer of membership) Section 5767 (relating to voting powers and other rights of certain security holders and other entities).

Section 5975 (c) (relating to winding up and distribution)."

11. In drafting By-Law provisions in connection with the election of members of the Vestry and terms of office, refer to Sections 5723 to 5725 of the Nonprofit Law and the Model By-Laws. Provision may be made in the ByLaws for a rotating Vestry, if desired. Section 5758(c) of the Nonprofit Law stipulates that the members of a Corporation shall have the right to vote cumulatively for members of the Vestry only if and to the extent a By-Law adopted by the members so provides.

12. Under the Nonprofit Law, the naming of directors in the articles of incorporation is optional. Attention is called to Section 5306(b) of the Nonprofit Law, which stipulates that: "The naming of directors in articles of incorporation shall constitute an affirmation that such directors have consented in writing to serve as such."

13. This section is suggested by Canon 13, Sec. 13.2.

14. In connection with the amendment of existing articles of incorporation, attention is directed to the resolution adopted by the Convention of 1919 (Journal of 1919, p. 51) as follows:

"When any Parish desires any amendment to its Charter it is recommended that the Charter be so amended as to conform substantially with the model (foregoing) form."

Canonical and legal requirements for amendments of articles of incorporation are set forth in Canon 1, Sec. 1.4 and the Nonprofit Law.

15. The Committee on Incorporation will not, except in extraordinary circumstances, approve any articles of incorporation, or amendment thereof, unless such articles or amendment conform with Article 3, Section 1 and with Article 9, Section 2, of the foregoing model form.

16. Attention is called to Section 5306(a) of the Nonprofit Law which includes the following requirements with respect to Articles of Incorporation:

"Articles of incorporation shall be signed by each of the incorporators, and shall set forth, in the English language:

(1) The name of the corporation, unless the name is in a foreign language, in which case it shall be set forth in Roman letters or characters or Arabic or Roman numerals.

(2) Subject to Section 109 (relating to name of commercial registered office provider in lieu of registered address), the address, including street and number if any, of its initial registered office in this Commonwealth.

(3) A brief statement of the purpose or purposes for which the corporation is incorporated.

(4) A statement that the Corporation is one which does not contemplate pecuniary gain or profit, incidental or otherwise.

(5) A statement that the Corporation is incorporated under the provisions of the Nonprofit Corporation Law of 1988.

(6) The names and addresses of three or more persons who are to act as Directors until the election of their successors, and who may be given such titles as may be deemed appropriate, but who shall be subject to all the provisions of this act relating to Directors. The number of persons so named shall constitute the number of Directors of the Corporation until changed by the By-Laws.

(7) A statement whether the Corporation is to be organized upon a non- stock basis or a stock share basis.

(8) If the corporation is to have no members, a statement to that effect.

(9) The name and address, including street and number, if any, of each of the incorporators.

(10) The term for which the Corporation is to exist, if not perpetual.

(11) If the articles are to be effective on a specified date, the hour, if any, and the month, day and year of the effective date.

(12) Any other provisions that the incorporators may choose to insert if:

(i) any provision of this subpart authorizes or requires provisions pertaining to the subject matter thereof to be set forth in the articles or bylaws of a nonprofit corporation or in an agreement or other instrument; or

(ii) such provisions are not inconsistent with this subpart and relate to the purpose or purposes of the Corporation, the management of its business or affairs or the rights, powers or duties of its members, security holders, directors or officers.

PROPOSED BY-LAWS
FOR AN
INCORPORATED CHURCH
(See Note 1.)

BY-LAWS of the CHURCH OF _____

ARTICLE I
Of the Members of the Corporation and the Qualification of Voters

SEC. 1. The Members of the Corporation qualified to vote at elections of members of the Vestry and on all questions which may come before any meeting of the Corporation shall be those persons otherwise qualified under Article 6 of the Articles of Incorporation who shall appear by the books of the Corporation to have contributed to its support not less than five dollars per year during each of the two successive years immediately preceding such election or meeting. (See Note 2.)

ARTICLE II
Of the Meetings of the Corporation and the Election of Members of the Vestry, Deputies to Diocesan Convention and Delegates to Deanery

SEC. 1. The annual meeting of the Corporation and the annual election of members of the Vestry, deputies to the next stated Diocesan Convention and delegates to the Deanery shall be held in the Church edifice or such other place as the Vestry shall by resolution prescribe on the . . . . . day of . . . . . of each year. The time and place for holding the meeting and election shall be announced to the Congregation by the Rector or the Rector's Warden on the two Sundays next preceding such day of election, and a written notice of the annual meeting shall be given to each member of record entitled to vote, at least ten days prior to the day named for the meeting; if action to be taken by the members at the meeting includes alteration, amendment or repeal of the By-Laws, notice thereof by announcement shall be given by the Rector or the Rector's Warden on the three Sundays preceding such meeting. (See Note 3.)

SEC. 2. The Wardens shall choose as judges of election three persons qualified to vote for members of the Vestry, and shall cause them severally to be notified in due time of their appointment, or the judges of election shall be appointed by the Rector if the Wardens fail to appoint them for any reason. The announcements and written notice of the election shall request that written nominations for members of the Vestry, deputies to the next stated Diocesan Convention and delegates to the Deanery be made to the Secretary at least . . . days before the time fixed for election.

SEC. 3. It shall be the duty of the judges to open the polls at the time and place specified for the meeting. Voting for members of the Vestry shall be by ballot, in person and not

by proxy. The candidates shall include all qualified members nominated to the Secretary. The polls shall remain open for one hour unless the Vestry shall direct that they remain open for a longer period. (See Note 4.) Those candidates receiving the largest number of votes shall be declared elected. The result of the election shall be communicated to the Secretary, who shall notify each of the persons elected, and shall be announced to the Congregation on the Sunday next succeeding the day of election. Each member elected to the Vestry shall be requested by the Secretary to attend a meeting of the Vestry to be held as soon thereafter as practicable, for the purpose of organizing, to which meeting the judges shall make their official return in writing, which shall be entered upon the minutes. (See Note 5.).

(Procedure alternative to that of Sections 2 and 3.)

SEC. 2. The Rector, the Rector's Warden or the Accounting Warden, in the order named, shall preside at the meeting and the meeting shall be organized by the election of a Secretary. Nominations for members of the Vestry, deputies to the next stated Diocesan Convention and delegates to the Deanery shall then be made. Upon the close of the nominations the chairman shall appoint as judges of election three persons qualified to vote.

SEC. 3. It shall be the duty of the judges of election to open the polls. Voting for members of the Vestry, deputies to the next stated Diocesan Convention and delegates to the Deanery shall be by ballot, in person and not by proxy. When all persons present have had opportunity to vote, the judges shall declare the polls closed, proceed with the count and announce to the meeting the result of the election. The chairman of the meeting shall notify each of the persons elected and due notice of the next meeting of the Vestry shall be given to the new members of the Vestry. The minutes of the meeting shall be transmitted to the Secretary of the Vestry by the Secretary of the meeting. (See Note 5.)

SEC. 4. In case of failure to hold an election on the day specified the Vestry shall appoint another day within four weeks for holding such election.

SEC. 5. Special meetings of the members may be called at any time by the Rector, or the members of the Vestry, or upon the request of at least 20 members of the Corporation. Notice of the time and place of a special meeting shall be given in the same manner as Section 1 of this Article prescribes for annual meetings.

SEC. 6. At all meetings of the members of the Corporation, ten percent of the members who would be qualified to vote if present in person shall constitute a quorum. (See Note 6.)

SEC. 7. Voting for all matters other than election of members of the Vestry may be by ballot, voice vote, or show of hands, and voting by proxy shall be permitted.

ARTICLE III
Of the Members of the Vestry, the Appointment of Wardens and Officers, and Meetings of the Vestry

SEC. 1. There shall be . . . members of the Vestry, to be elected annually. (See Note 7.)

(Procedure alternative to Section 1.)

SEC. 1. At the first annual election after the date of incorporation of this Church, . . . members of the Vestry shall be elected to serve for one year; . . . members of the Vestry to serve for two years; and . . . members of the Vestry to serve for three years; and thereafter . . . members of the Vestry shall be elected annually to serve for three years. No member of the Vestry shall be eligible to serve more than two consecutive three year terms. (See Note 7.)

SEC. 2. Following the annual election of members of the Vestry the stated meeting of the Vestry shall be held as soon thereafter as practicable. Meetings of the Vestry shall be held on such day in the months of January, February, March, April, May, June, September, October, November and December as the Vestry may from time to time fix by resolution. Special meetings of the Vestry may be called by the Rector or by a majority of the members of the Vestry at any time upon five days written notice.

SEC. 3. A majority of the members of the Vestry shall constitute a quorum for the transaction of all business, except as otherwise provided in the Articles of Incorporation or these By-Laws. (See Note 8.)

SEC. 4. Vacancies in the Vestry occurring at any time may be filled by a majority of the remaining members of the Vestry, though less than a quorum; Provided That no person shall be elected by the Vestry to fill a vacancy unless nominated at a meeting held at least one week previous to the election, and written notice of such nomination shall have been sent to all members of the Vestry at least five days prior to such election.

SEC. 5. At the stated meeting following the election of members of the Vestry in each year, the Vestry shall elect one of their number the Accounting Warden, and the Rector shall appoint another member of the Vestry the Rector's Warden; provided that, if a vacancy exists in the office of Rector, the Vestry shall select one of their number to perform the duties of Rector's Warden until the next succeeding stated meeting of the Vestry. The Vestry shall also elect a Secretary, a Treasurer, and such other officers as may be directed by the Articles or By-Laws, none of whom need be a member of the Vestry. All elections shall be by ballot, unless the same shall be dispensed with by the unanimous consent of the members of the Vestry present.

SEC. 6. To the fullest extent that the laws of the Commonwealth of Pennsylvania as now in effect or as hereafter amended permit elimination or limitation of the liability of members of the Vestry, no member of the Vestry of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a member of the Vestry. Any amendment or repeal of this Section or adoption of any provision of these By-Laws or the Articles of Incorporation of the Corporation which has the effect of increasing the liability of members of the Vestry shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to its adoption. (See note 9.)

ARTICLE IV
Of Committees

The Vestry may create such committees, standing or special, to perform such functions, and to serve such terms as it may deem appropriate. Members of committees shall be appointed by the Rector, subject to the approval of the Vestry. (See Note 10.)

ARTICLE V
Of the Election of the Rector
(See Note 11.)

SEC. 1. The Rector shall be elected by a majority of the Vestry upon written ballot. (See Note 12.)

SEC. 2. The person to be elected shall have been openly nominated at a previous meeting of the Vestry, the notice for which meeting shall have been issued at least one week previous to the holding thereof, and shall have stated that nominations would then be made and received; and the notice for the meeting at which such election is intended, shall state such intention; and no election as aforesaid shall be held until at least one week shall have elapsed from and after the nomination of the candidate.

SEC. 3. The agreement between the person called and the Corporation shall be reduced to writing and signed by both parties, of which each party shall be furnished with a copy.

ARTICLE VI
Of the Church Wardens, Secretary, Treasurer and Sexton

SEC. 1. The Church Wardens shall have a general superintendence of the property of the Corporation, except as delegated to the Committees, and shall take care that the Sexton and other employees perform their respective duties in a satisfactory manner, and that order be maintained in and about the Church. They shall have power to make purchases of all articles necessary for the use of the Church within the limits of a budget adopted by the Vestry without further authorization from the Vestry.

SEC. 2. The Accounting Warden shall have the custody of all title and insurance papers of the Corporation. It shall be his duty to provide the registers as provided in Article 7.

SEC. 3. The Treasurer shall have custody of and shall maintain the books of account of the Corporation, and shall have charge of all the revenues of the Corporation, which shall be deposited in the bank or trust company designated by the Vestry, to the credit of the Treasurer of the . . . . . Church of . . . . . The said revenues shall be from time to time applied for the maintenance and support of the Rector, other Ministers and Officers of the Church and in the erection and necessary repairs to the Church, Churchyard, Rectory and such other houses as shall belong to the Corporation and to any other purposes to which the corporate funds may be lawfully applied as directed by the Accounting Warden. All checks or orders for the payment of money drawn against any fund belonging to the Corporation shall be signed by the Treasurer and shall be countersigned by the Accounting Warden; provided that the Vestry may by resolution

designate one or more alternates to sign or countersign checks if the Treasurer or the Accounting Warden is unavailable. The Treasurer shall render to the Vestry at the stated meeting and to the annual Parish meeting accounts of all receipts and disbursements for the year. The Treasurer shall at the stated meeting and at other times as the Vestry may require lay before the Vestry a statement of all debts and liabilities of the Corporation in detail, showing to whom the same may be owing and also a statement of all the property, claims and effects belonging to the Corporation, which accounts shall be audited annually in conformity with Canonical requirements. (See Note 13.) The books of account of the Treasurer shall be open at all reasonable times to the inspection of the Vestry.

SEC. 4. The Rector's Warden shall have special charge of the Eucharist plate, and shall, when required, provide from the Eucharist alms the bread and wine necessary for the administration of the Holy Eucharist. It shall be the duty of the Church Wardens, assisted by members of the Vestry or other fit persons, to collect the offerings from the Congregation.

SEC. 5. The Secretary shall keep regular minutes of the proceedings of the Vestry, notify the members of all its meetings, call special meetings when ordered, and perform generally such duties as pertain to the office.

SEC. 6. All books, papers, and records relating to the property of the Corporation, shall be delivered by the Secretary, Treasurer and Wardens to their successors in office.

SEC. 7. The Sexton shall have constant care of the Church and shall perform all other duties connected with such office, as directed by the Rector or either of the Wardens.

ARTICLE VII
Registers

SEC. 1. The Accounting Warden shall provide a register, to be kept in the custody of the Rector, in which shall be recorded by the Rector, or other minister of the Parish, a list of the Communicants of the Parish, all Marriages, Baptisms, Confirmations and Burials, at which such clergy shall have officiated in the Parish, together with all pertinent data as required by the Canons. This book shall belong to the Corporation as a part of the Church records. Certificates from these records, under seal, shall, when requested, be provided by the Rector or the Wardens.

SEC. 2. The Accounting Warden shall keep a register or record in which shall be entered the names of all persons who contribute to the current expenses of the Corporation, and the amount of such contribution. The Accounting Warden and the Rector shall prepare from the said register a list of members qualified to vote for the election of members of the Vestry and shall deliver the list to the judges of election (See Note 14) on the day fixed for the election of members of the Vestry.

ARTICLE VIII
Of the Church Building and Furniture

SEC. 1. No alteration of or addition to any part of the Church building or the Church furniture, nor any decoration of the same shall be made without the consent of the Vestry, and no tablet, window or monument shall be placed in the Church, unless a complete design thereof

shall have been first approved by the Vestry; Provided, That nothing herein contained shall in any wise be taken to affect or vary the rights of the Rector as specified in the Constitution and Canons of The Episcopal Church.

ARTICLE IX
Of Gifts to the Church

SEC. 1. All articles of every description given to the Church or placed in, upon or about the Church building, whether as memorials or otherwise, shall become the absolute property of the Corporation, and subject to the exclusive control and disposition of the Vestry in all respects.

ARTICLE X
Indemnification (See Note 15)

SEC. 1. Right to indemnification.

(a) Unless in a particular case indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Internal Revenue Code (the "Code") or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, and except as prohibited by law, each member of the Vestry, member of the clergy, and officer of the Corporation shall be entitled as of right to be indemnified by the Corporation against expenses and any liability paid or incurred by such person in the defense of any action or proceeding (other than an action by the Corporation or in the right of the Corporation if approved by the Vestry) to which such person is a party by reason of being or having been a member of the Vestry, member of the clergy, or officer of the Corporation (any such action or proceeding, other than as aforesaid, hereinafter being referred to as an "Action").

(b) Persons who are not members of the Vestry, members of the clergy, or officers of the Corporation may be similarly indemnified in respect of service to the Corporation to the extent the Vestry at any time designates any of such persons as entitled to the benefits of this Article 10.

(c) As used in this Article 10, "indemnitee" shall include each member of the Vestry, each member of the clergy, and each officer of the Corporation and each other person designated by the Vestry as entitled to the benefits of this Article 10; "liability" shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement; and "expenses" shall include fees and expenses of counsel incurred by the indemnitee only (i) if the Corporation has not at its expense assumed the defense of the Action on behalf of the indemnitee with reputable and experienced counsel selected by the Corporation, or (ii) if it shall have been determined pursuant to Section 3 hereof that the indemnitee was entitled to indemnification for expenses in respect of an action brought under that section.

SEC. 2. Right to Advancement of Expenses.

Every indemnitee shall be entitled as of right to have his expenses in defending any Action paid in advance by the Corporation, as incurred, provided that the Corporation received a

written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

SEC. 3. Right of Indemnitee to Initiate Action; Defenses.

(a) If a written claim under Section 1 or Section 2 of this Article is not paid in full by the Corporation within thirty days after such claim has been received by the Corporation, the indemnitee may at any time thereafter initiate an action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such action.

(b) The only defenses to an action to recover a claim for indemnification otherwise properly asserted under Section 1 shall be (i) that the indemnitee's conduct was such that under applicable law the Corporation is prohibited from indemnifying the indemnitee for the amount claimed, or (ii) that indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, but the burden of proving any such defense shall be on the Corporation.

(c) The only defense to an action to recover a claim for advancement of expenses otherwise properly asserted under Section 2 shall be that the indemnitee failed to provide the undertaking required by Section 2.

SEC. 4. *Non-Exclusivity; Nature and Extent of Rights*. The rights to indemnification and advancement of expenses provided for in this Article 10 shall (i) not be deemed exclusive of any other rights to which any indemnitee may be entitled, (ii) be deemed to create contractual rights in favor of each indemnitee who served the Corporation at any time while this Article 10 is in effect (and each such indemnitee shall be deemed to be so serving in reliance on the provisions of this Article), and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which he was entitled or was designated as entitled to indemnification under this Article 10 and shall inure to the benefit of the heirs and legal representatives of each indemnitee.

ARTICLE XI
Of the Seal of the Corporation

SEC. 1. A metal seal, having the following inscription: . . . shall be the corporate seal of this Corporation. It shall be used in all acts of the Vestry requiring the seal, and shall be attested by the Rector, a Warden, or the Secretary.

ARTICLE XII
Of Alteration of By-Laws

SEC. 1. Alteration, amendment, or repeal of the By-Laws at meetings of the Vestry shall be effective only if proposed at a Vestry meeting at least 14 days in advance of the vote in accordance with the Articles of Incorporation and if notices for both meetings state that such alteration, amendment or repeal of the By-Laws will be proposed or acted upon, and signify the nature of such proposed action. (See Note 16.)

SEC. 2. Alteration, amendment or repeal of the By-Laws may also be carried out by vote of a majority of the members qualified to vote present at any meeting of the members. This power in the membership includes the power to change or override any otherwise effective action by the Vestry to alter, amend or repeal the By-Laws taken pursuant to Sec. 1 of this Article. Notice of any such meeting of members shall set forth the proposed change or a summary thereof.

NOTES

1. This form of By-Laws is designed for use with the Form of Articles of Incorporation for Parishes approved by the Convention in 1991. Care must always be taken that By-Law provisions are not contradictory in any respect to the provisions of the Articles.

2. While five dollars per year is the suggested amount, individual churches may set an amount which does not unduly restrict membership. In the case of a Parish being formed, the By-Laws will have to be modified to give credit for contributions during the period of mission status. Some parishes may find it desirable to reduce the time period so as to make membership available to students.

3. No change in the phraseology of this provision should be made without benefit of legal advice. Under the Diocesan Canons it is optional as to whether delegates to the Deanery are elected by the members of the Vestry.

4. Churches which deem it appropriate may provide for the polls to remain open "throughout the normal hours of worship" if the election is to occur on a Sunday, or for any specified period other than an hour if the election is scheduled on a weekday.

5. Cumulative voting for members of the Vestry is no longer required by law and will not be available unless the Articles or the By-Laws specifically authorize it. If cumulative voting is desired, the following should be inserted immediately after the first sentence of Article 2, Sec. 3 (in either procedure):

"In all elections for members of the Vestry, each member qualified to vote may cast the whole number of his or her votes for one candidate, or may distribute them among two or more candidates, as he or she may prefer**.**"

6. It is suggested that ten percent of the total membership is a reasonable number for a quorum. In the absence of such a provision, the Nonprofit Law fixes a quorum at a majority of the total membership.

7. The provisions inserted here must be consistent with the provision of the Articles corresponding to Article 7, Sec. 6, of the Model Articles. See Footnote 11 under the Model Articles. If an existing parish adopts the alternative procedure of having members of the Vestry elected for staggered terms, the words "after the effective date of incorporation" should be changed to make the provision operative at the first annual meeting after the effective date of the amendment of the By-Laws adopting staggered terms. The last sentence, limiting membership to two consecutive three year terms, is optional.

8. A quorum may be made dependent upon the presence of a majority or of a specified number. In determining what proportion or how many members of the Vestry shall constitute a quorum, reference should be made to the total number of Vestry as provided in the provision of the Articles corresponding to Article 7, Sec. 6, of the Model Articles.

9. This Section is suggested by Section 5713 of the Nonprofit Law.

10. Among possible categories for Standing Committees are the following: On Schools, on Missions, on Finance, on Church Property, on Memorials, on Cemetery. If the Corporation owns or is to own cemetery or burial lots, whether under the charge of the Committee on Church Property or a separate Committee on Cemetery, careful reference to the provisions of the Nonprofit Corporation Law regarding such property is imperative.

The following are suggested models for committee structure:

Finance Committee

The duties of the Finance Committee shall consist of the following:

It shall have a general oversight and care of the monies, investments and securities belonging to the Corporation; it shall cause to be audited whenever it may see fit, but not less than once a year, the accounts of the Treasurer as provided by Canon. At least once a year all the securities belonging to and in the possession of the Corporation shall be examined by said Committee, verified and reported as found, to the Vestry.

No investment of any of the funds of the Corporation shall be made in any security without the approval of at least a majority of the Finance Committee, which shall report all changes at the next meeting of the Vestry. All of the investments and personal securities in the possession of the Corporation shall be deposited in the vaults of a reliable bank or trust company in the name of the Corporation, in accordance with the Diocesan Canons. (Note: See Canon 17, Sec. 17.1, of the Diocesan Canons.)

Committee on Church Property

The duties of the Committee on Church Property shall be as follows:

This Committee shall have charge of the real estate belonging to the Corporation, and from time to time it shall report on the condition of the property, and when desired develop new plans, but before changing any of the features of the property it shall procure the approval of the Vestry.

It shall have the superintendence of the proper carrying out of all contracts involving change, improvements or extension of the Church buildings, Rectory or other real estate of the Corporation.

The Accounting Warden shall be a member of this Committee.

11. It is extremely important that the Canons be consulted before the election of a Rector to minister in the Congregation. Particular reference is directed to the Canons of The Episcopal Church, Title III, Canon 14, and Canon 18, and to Canon 14 of the Diocesan Canons.

12. The required vote may be made in any proportion or a specific number, not less than a majority, as desired.

13. Refer particularly to the Canon "Of Business Methods in Church Affairs", Canon 17 of Diocesan Canons.

14. This should read "chairman of the meeting" in lieu of "judges of election" in case the alternative procedure under Article 2, Secs. 2 and 3, is adopted.

15. This Article is suggested by Sections 5741-5750 of the Nonprofit Law.

The Vestry should give serious consideration to designating as additional "indemnitees" others in positions of authority who provide service to the Corporation. The provisions of this Article do not address "mandatory indemnification" covered by Section 5743 of the Nonprofit Law, nor do they provide for purchasing and maintaining appropriate insurance as permitted by Section 5747 of the Nonprofit Law.

16. See Article 7, Sec. 5, of the Model Articles which requires a vote of two-thirds of the entire Vestry to alter the By-Laws and also Note 10 thereto.