

CONSTITUTION & CANONS
together with the Rules of Order
OF THE EPISCOPAL CHURCH IN THE
DIOCESE OF CALIFORNIA



Adopted in Conventions 1850–2016

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Eighth Bishop of California

Constitution & Canons
Prepared by the Committee on Canons
of the Convention of The Episcopal Church in the Diocese of California

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Rules of Order
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CONSTITUTION OF THE EPISCOPAL CHURCH IN THE DIOCESE OF CALIFORNIA

Article I. The Title and Territory of the Diocese.

Sec. 1.1. This Diocese shall be known as the Diocese of California (the “Diocese”) and shall be incorporated under the laws of the State of California under the name “The Episcopal Church in the Diocese of California.”

Sec. 1.2. The territory of the Diocese shall include that portion of the State of California consisting of the City and County of San Francisco, the Counties of Marin, Contra Costa, Alameda and San Mateo, that portion of Santa Clara County lying within the parish boundaries of St. Mark’s, Palo Alto, and Christ Church, Los Altos, and including the unincorporated lands of Stanford University, as they existed on July 1, 1980.

Article II. Acceding to the Constitution and Canons of The Episcopal Church.

Sec. 2.1. The Diocese accedes to the Constitution and Canons of The Episcopal Church and acknowledges the authority of the General Convention of The Episcopal Church.

Article III. The Authority of the Diocese.

Sec. 3.1. The authority of the Diocese is vested in and exercised by its Bishop (and Bishop Coadjutor, if there is one), its Conventions, Annual and Special, and its Standing Committee, acting under and in subordination to The Episcopal Church, its Constitution and Canons and its General Convention.

Sec. 3.2. The authority of the Bishop Coadjutor shall be such as the Bishop shall designate to the Diocesan Convention prior to the time of the election of the Coadjutor, and as subsequently enlarged by the Bishop.

Sec. 3.3. The Ecclesiastical Authority of the Diocese is the Bishop. In the Bishop’s absence or inability to act, the Bishop Coadjutor shall be the Ecclesiastical Authority. If there is no Bishop Coadjutor or if both the Bishop and the Bishop Coadjutor are absent or unable to act, or if the Episcopate becomes vacant, the Standing Committee shall be the Ecclesiastical Authority.

Sec. 3.4. The Executive Council shall consist of the Bishop and other members elected or appointed as provided by Canon. The Executive Council shall exercise

such powers of Convention between the meetings thereof as are necessary to develop and implement the policies, programs and budgets adopted by Convention and shall have such other powers and duties as Convention may delegate to it by Canon or other act of Convention. It shall act as the Board of Directors of the Diocesan Corporation in accordance with the powers delegated to it under these Constitution and Canons.

Article IV. The Bishop.

Sec. 4.1. In addition to being the Ecclesiastical Authority, the Bishop is the Chief Pastor of the Diocese and may preside and officiate in the worship of the Church within any parish or mission or elsewhere in the Diocese.

Sec. 4.2. The Bishop shall, *ex officio*, be the President of the Convention. In the absence of the Bishop, the Bishop Coadjutor, if there is one, and in the absence of both, the Bishop Suffragan, if there is one, shall preside. In case of the absence or incapacity of the Bishops, the President of the Standing Committee shall serve as President of the Convention, or in his absence, a president *pro tempore* shall be elected from among the Presbyters present. The Canons of the Diocese may provide for the election of a Chairman of the Convention whose duty shall be to act as presiding officer.

Sec. 4.3. The Bishop is the Ordinary of all religious and benevolent organizations of the Diocese, may attend and preside at any of their meetings, and has final appellate jurisdiction over their affairs.

Sec. 4.4. Whenever the Bishop shall issue a pastoral letter, it shall be the duty of every minister in charge of a congregation to read the letter at all services on the Sunday following its receipt, or to cause copies of the same to be distributed to the members of the congregation not later than one month after its receipt.

Sec. 4.5. All controversies between the rectors of two or more parishes; or between a parish, or its vestry, and its rector; or between persons adversely claiming to be members of the vestry of a parish, shall be referred to the Bishop for determination pursuant to the Canons of The Episcopal Church.

Article V. Annual and Special Diocesan Conventions.

Sec. 5.1. The Diocese shall assemble in Annual Convention at the Cathedral Church of the Diocese or at some other place appointed by the Bishop.

Sec. 5.2. The Bishop shall have the power to call a Special Convention. The call shall designate the time, place and purpose of the Special Convention and no

business other than that stated in the call shall be transacted except by unanimous consent.

Sec. 5.3. Thirty days' written notice of every Annual or Special Convention shall be given by the Secretary of the Convention or, if the office of Secretary is vacant, by the Secretary of the Standing Committee. The notice shall be sent to every Cleric canonically resident in, and every parish and mission of, the Diocese and shall specify the time and place and, in the case of a Special Convention, the purpose of the Convention.

Sec. 5.4. With the concurrence of the Standing Committee, the Bishop may change the time or place, or both, of an Annual or Special Convention, provided that notice of such change shall be given in accordance with the preceding section.

Article VI. Composition of Diocesan Conventions.

Sec. 6.1. The Convention shall be composed of Bishops, Presbyters and Deacons ("Clerics"), and lay delegates, sitting as one body.

Sec. 6.2. The following Clerics shall be voting members of Convention:

(a) Every Cleric not under ecclesiastical discipline who is and has been canonically resident within the Diocese and performing the duties of office on a regular basis for a period of thirty calendar days prior to the first day of the Convention, and who is and has been for the same period:

(i) regularly elected or appointed to, and officiating in, a parish or mission within the Diocese, or

(ii) regularly assigned by the Bishop for ministry within the Diocese, or

(iii) regularly working with the consent of the Bishop in whatever occupation and who has, within the preceding twelve months, complied with Title I, Canon 6, Section 2 of the Canons of The Episcopal Church;

(b) Every Cleric not under ecclesiastical discipline who is and has been canonically resident within the Diocese for a period of six calendar months prior to the first day of the month in which the Convention is held, who, while active within the Diocese in any of the capacities mentioned above, retires from active service by reason of age or permanent disability according to the records of the Church Pension Fund; and

(c) A Bishop, Bishop Coadjutor or Bishop Suffragan of the Diocese not under ecclesiastical discipline who has resigned and who resides within the Diocese.

Sec. 6.3. Every other Cleric who is canonically and actually resident in the Diocese and not under ecclesiastical discipline shall be entitled to seat and voice in

the Convention, but not to a vote. The Convention may by a majority vote give a vote to any such cleric who is employed by and receiving remuneration from the Diocese or from any congregation or institution of the Diocese.

Sec. 6.4. The delegates and alternates, who shall be members of The Episcopal Church as defined by its Canons, shall be elected annually by the Cathedral congregation and by each parish and mission congregation in union with the Convention in accordance with the Canons of the Diocese. Each such delegate and alternate shall be a member of the congregation from which elected.

Sec. 6.5. Any vacancy occurring in a lay delegation between annual meetings shall be filled by election by the vestry of a parish, the Bishop's committee of a mission, or the Bishop and Trustees of Grace Cathedral, as the case may be.

Sec. 6.6. The Cathedral congregation and each parish and mission shall elect two delegates and shall elect one additional delegate for each one hundred communicants in good standing, or a major fraction thereof, in excess of one hundred; provided, however, that the Cathedral congregation or any parish or mission shall not be entitled to more than seven delegates. The enumeration of communicants in good standing shall be based on the parochial report to the Diocese for the previous year.

Sec. 6.7. No lay person under ecclesiastical censure shall be allowed a seat in the Convention.

Article VII. Diocesan Conventions.

Sec. 7.1. Whenever this Constitution or the Canons require that a vote be taken by orders, the clerical order and the lay order shall vote separately and must concur in order to constitute an act of the Convention. In all matters other than the election of a Bishop, an amendment of the Constitution, or the suspension or dissolution of the parochial relationship, if the orders do not concur on the first ballot, they shall then vote as one body, and a majority of such votes shall determine the outcome of the matter. In the case of an election, other than the election of a Bishop, the Canons may provide that on a second ballot, those receiving a majority in both orders shall prevail over those who have a higher total vote but have failed of a majority in one of the orders. Each Cleric entitled to vote and each delegate shall have one vote and no more. Cumulative voting and voting by proxy or by absentee ballot shall not be permitted.

Article VIII. Standing Committee of the Diocese.

Sec. 8.1. A Standing Committee consisting of four Clerics and four lay persons shall be elected at the Annual Convention in the manner and for the terms of

office prescribed by the Canons. The Clerics shall be members of the Convention and the lay members shall be communicants in good standing of the Church registered in a congregation of the Diocese. They shall continue in office until their successors are elected.

Sec. 8.2. The powers, functions and duties of the Standing Committee shall be those prescribed by the Constitution and Canons of The Episcopal Church and by this Constitution and the Canons of the Diocese.

Article IX. Deputies to the General Convention.

Sec. 9.1. Deputies to the General Convention, together with alternate deputies shall be elected at least twelve (12) months preceding the date that the General Convention for which they are to be seated is scheduled to convene. Such election shall occur at the Annual Convention, or at a Special Convention called for that purpose.

Sec. 9.2. By concurrent vote of the clerical and lay orders, voting separately, the Convention shall elect four (4) clerical deputies and their alternates, and four lay deputies and their alternates, who shall continue in office until their successors are elected. Clerical deputies shall be Presbyters or Deacons, eligible under the Constitution of The Episcopal Church, to serve as such. Lay deputies shall be confirmed adult communicants of the Church, and registered in a congregation of this Diocese.

Sec. 9.3. In the event of a vacancy or vacancies among the elected deputies, the Bishop shall designate one or more of the alternate deputies, in descending order in accordance with the number of votes received by each at the time of election, to fill such vacancy or vacancies.

Article X. Admission of Parishes and Missions

Sec. 10.1. A parish may be admitted into union with the Convention by the affirmative vote of a majority of the members of the Convention provided the parish shall first have presented to the Convention:

- (a) a certificate from the Bishop approving the organization of such parish;
- (b) governing documents in form approved by the Bishop, subscribed by the wardens, in which such parish expressly accedes to the Constitution, Canons and worship of The Episcopal Church and to the Constitution and Canons of the Diocese; and
- (c) satisfactory evidence that it has been organized in conformity with the Canons.

Sec. 10.2. A mission may be admitted into union with the Convention by the affirmative vote of a majority of the members of the Convention if the mission shall first have presented to the Convention a certificate from the Bishop stating that such mission is duly organized.

Article XI. Forfeiture of Privileges.

Sec. 11.1. Whenever any parish in union with the Convention shall have persistently disregarded or refused to conform to any of the Canons of The Episcopal Church or of the Diocese, the Bishop shall give due notice of such violation to such parish. If, after receipt of the notice by the parish, the parish shall have failed in a timely manner to cure the violation described in the notice, and the Bishop is of the opinion that the parish may be liable to suspension of its privilege of representation in the Convention, or to the dissolution of its parochial relationship with the Diocese, the Bishop shall so advise the Convention. Thereupon, by a concurrent two-thirds vote of the clerical and lay orders, voting separately, the Convention may proceed to suspend the representation of such parish in the Convention or wholly dissolve the parochial relationship of the parish with the Diocese.

Sec. 11.2. Whenever, in the judgment of the Bishop, the status of any mission should be changed or the mission dissolved, the Bishop, after consultation with the vicar and the Bishop's committee, and with the concurrence of the Bishop and Council of the Diocese ("Diocesan Council"), may take such action and report the same to the next Convention.

Article XII. The Election of Bishops.

Sec. 12.1. The election of a Bishop, a Bishop Coadjutor, or a Bishop Suffragan, for the Diocese shall be held at a Convention of the Diocese.

Sec. 12.2. The call to elect a Bishop, a Bishop Coadjutor, or a Bishop Suffragan, shall be issued by the Standing Committee, which shall give, through its Secretary, at least thirty days' written notice of such election to the Cathedral, to every parish and mission of the Diocese and to every Cleric eligible to vote.

Sec. 12.3. A majority of all Clerics entitled to vote, and not less than two-thirds of all the parishes and missions (including the Cathedral congregation) represented by at least one delegate, shall constitute a quorum. If such representation of the clerical order and of the foregoing congregations is not present at any ballot, and if a quorum is called for, then it shall be announced that no quorum exists, and the Convention shall be recessed until such a quorum is present.

Sec. 12.4. Voting shall be by ballot. The clerical and lay orders shall vote separately, and the concurrent majority vote of each order present shall constitute the election.

Article XIII. Assessments.

Sec. 13.1. The Convention shall have the power to raise money by assessment on the Cathedral congregation and on the parishes and missions of the Diocese, by Canon or by special vote, for the operating expenses of the Diocese, and for such other purposes as the Convention may from time to time approve. The Convention shall also have the power to impose such penalties as it may determine for failure to pay such assessments when due.

Article XIV. Trust Funds.

Sec. 14.1. The canonical provisions and regulations relating to the trust funds of the Diocese now existing or which may hereafter be created, as such provisions and regulations may stand at the time of any gift or bequest to such funds, or at the time of any collection taken up in the Diocese for any of such funds, and such further conditions as may have been specified in any gift or bequest to any of such funds, shall constitute a contract between the Diocese and the donors or contributors to such funds which the good faith of the Diocese is pledged faithfully to keep and observe. The Canons regulating the trust funds of the Diocese may from time to time be amended, but no such amendments shall in any way affect gifts, bequests or contributions which have been made prior to such amendment.

Article XV. Authentication and Preservation of Constitution and Canons.

Sec. 15.1. The President and Secretary of the Convention shall certify the Convention's adoption of any Constitutions, Canons, and amendments thereto. The Secretary of the Convention shall maintain a book, entitled "Constitutions and Canons of the Diocese of California," in which such provisions and certifications shall be recorded. The provisions in that book shall be presumed to have been duly adopted and correctly recorded.

Article XVI. Amendments.

Sec. 16.1. This Constitution may be amended at any Annual Convention by a concurrent majority affirmative vote cast by the clerical and lay orders voting separately.

Sec. 16.2. No proposed amendment shall be considered or acted upon by any Annual Convention (except to refer the proposed amendment to a committee for a report to the next Annual Convention) unless copies of such proposed amendment shall have been filed with the Secretary of the Convention at least sixty days before the first day of the Convention.

Sec. 16.3. The Secretary shall have copies of all proposed amendments printed for use of the Convention and shall deliver copies of all those filed with him to the Chairman of the Committee on Canons, which Committee shall report on the proposed amendments on the first day of the Convention.

Sec. 16.4. The Committee may, in its judgment, recommend a substitute for or modification of the proposed amendment.

Sec. 16.5. Any proposed amendment which shall have been introduced and reported on and duly considered and approved at an Annual Convention, shall be referred to the next Annual Convention for final consideration and action; provided, however, that the proposed amendment may be amended before its adoption on second reading by a two-thirds affirmative vote cast by each order, voting separately. If then approved and adopted by the Convention, by a majority of the votes cast by each order, voting separately, and concurred in by the Bishop, the amendment shall become effective.

Article XVII. Repeal.

Sec. 17.1. Upon the concurrence by the Bishop following approval and adoption of this Constitution by the Convention, the Constitution previously in effect shall be repealed.

Concurrence

In Accordance with Article XVI, Section 16.5, of the Constitution of the Diocese of California, I concur in the amendment to the Constitution as adopted on second reading by the 160th Diocesan Convention on October 16, 2009.

Dated: October 17, 2009

/s/ Marc Handley Andrus
MARC HANDLEY ANDRUS
Bishop of California

Certificate

We hereby certify that the foregoing is a true and correct copy of the Constitution of the Diocese of California as the same was adopted on second reading by the 160th Convention of the Diocese of California on October 16, 2009.

Dated: October 17, 2009

/s/ Marc Handley Andrus
MARC HANDLEY ANDRUS
Bishop and Ordinary
President of the Convention

/s/ David Frangquist
DAVID FRANGQUIST
Secretary of the Convention

CANONS OF THE EPISCOPAL CHURCH IN THE DIOCESE OF CALIFORNIA

Canon I. Date of Convention.

Sec. 1.01. Date.

The Annual Convention shall be held within the last 17 days of October of each year at the time and place fixed by the Bishop.

Canon II. Clerical Members of Convention.

Sec. 2.01. List of Clerics.

At least 30 but not more than 90 days before the meeting of any Annual or Special Convention of this Diocese, the Bishop shall cause to be prepared a list of all Clerics Canonically Resident in the Diocese, containing the names of their respective parishes, missions, or other ministries in which they may be engaged, or in the case of those who are not so engaged, their places of residence. Such list shall be presented to the Convention on the first day of the meeting and be appended to the Journal. Clerics named in such a list shall be entitled to seats and votes in the Convention as and to the extent specified in Article VI of the Constitution of the Diocese.

Sec. 2.02. Standing Committee Responsibility.

In case the Episcopate is vacant, or in case the Bishop is absent or incapable of acting, the Standing Committee shall prepare the list of Clerics and the list of clerical Members of the Convention.

Sec. 2.03. Disputes.

When the right of any Cleric to seat, voice, or vote in the Convention is claimed or disputed, the question shall be determined by the Convention on the basis of the Constitution of the Diocese after consideration of the findings and recommendations of the Committee on Credentials.

Canon III. Lay Delegates to Convention.

Sec. 3.01. Certification.

The election of Delegates and alternates to any Diocesan Convention shall be certified in writing by the Cleric in charge of the congregation of which they are to be the representatives; or, in the absence of the Cleric, by a Warden or by the Secretary of such congregation. The certificate of the election of Delegates and

alternates shall be in the form prepared and distributed by the Secretary of Convention.

Sec. 3.02. Certificates Sent to Convention Secretary.

The certifications of election of Delegates and alternates shall be forwarded to the Secretary of Convention as soon as possible after their election and at least 20 days prior to the date of the Convention. From these certificates the Committee on Credentials shall, in accordance with Article VI of the Constitution of the Diocese, prepare a list of the Delegates and alternates entitled to seat and vote in the Convention.

Sec. 3.03. Disputes.

When the right of any lay person of this Diocese to seat, voice, or vote in the convention is claimed or disputed, the question shall be determined by the Convention on the basis of the Constitution of the Diocese after consideration of the findings and recommendations of the Committee on Credentials.

Sec. 3.04. Acts Binding.

It shall be the duty of Delegates to attend sessions of that Convention of which they are elected to serve as Delegates, and to act for and in the name of the body delegating them, and their acts shall be binding upon the congregation which they represent. If, for whatever cause, a congregation is not represented in any Convention, or in any of the sessions thereof, such congregation shall nevertheless be bound by all acts of such Convention.

Sec. 3.05. Vacancies.

Any vacancy in the representation of any congregation shall be filled either temporarily or permanently by an alternate Delegate, who shall be designated to the Secretary of the Convention by the Cleric in charge of such congregation.

Sec. 3.06. Official Youth Presence.

In addition to Lay Delegates, up to twelve youth (two youth from each Deanery) who are duly authorized representatives known as the Official Youth Presence shall have seat and voice in a designated section on the floor of the Convention. Each Deanery shall elect or appoint two authorized youth representatives and an alternate. Deanery certifications shall be forwarded in writing to the Secretary of Convention at least 20 days prior to the date of Convention.

Canon IV. Quorum in Convention.

Sec. 4.01. Quorum Necessary.

No business shall be transacted in any Annual or Special Convention unless a quorum be present. A quorum shall consist of one Cleric affiliated with each of a

majority of all congregations entitled to representation and one Delegate representing each of a majority of all congregations entitled to representation.

Canon V. Officers of the Convention.

Sec. 5.01. President.

The Bishop shall be, *ex officio*, the President of the Convention. In the absence of the Bishop, the office shall be filled as provided in Section 4.2 of the Constitution of the Diocese.

Sec. 5.02. Chair.

(a) At each Annual Convention, a Chair may be elected who shall hold office from the close of the electing Convention until the close of the following Annual Convention and shall chair such following Annual Convention and any Special Convention which may be held during such term; *provided, however*, that the President of Convention may choose to chair the Convention at any time.

(b) The Chair of Convention shall be either a Cleric who is a Member of the Convention or a lay person who is a communicant in good standing of The Episcopal Church registered in a congregation of the Diocese.

(c) In the event of a vacancy in the office of Chair, the Bishop may propose one or more nominees to the Executive Council, which may elect a successor who shall remain in office for the remainder of the term.

Sec. 5.03. Secretary.

(a) At each Annual Convention, a Secretary shall be elected from among the Members of the Convention or from communicants in good standing registered in a congregation of the Diocese. The Secretary shall take office 60 days following the close of the Annual Convention at which such officer is elected and shall continue in office until 60 days following the close of an Annual Convention at which the Secretary's successor is elected. The retiring Secretary shall be responsible for the preparation of the minutes of every Diocesan Convention during which the Secretary was in office.

(b) The Secretary shall appoint one or more Assistant Secretaries. In the absence of the Secretary the duties of that office shall be performed by a person appointed by the President of Convention.

(c) The Secretary shall send to the Cleric in charge of each congregation in union with the Convention forms of certificates of election of Delegates and alternates at least 30 days prior to the time appointed for any Annual or Special Convention. If any such congregation be without a Cleric in charge, said forms shall be sent to a warden of the congregation.

(d) The Secretary shall cause minutes of the proceedings to be prepared, and, after they have been approved, recorded in written form, and shall preserve the

journals and records, attest the public acts of Convention, and deliver to the incoming Secretary all books and papers relating to the Convention.

(e) The Secretary shall send annually a printed copy of the Journal of the convention to each Bishop of the Eighth Province of The Episcopal Church, to the Secretary of the General Convention, to each Cleric in charge of a congregation, and to each Cleric and Delegate who, not later than the closing day of Convention, shall have requested a copy in writing. The Journal may be issued in one or more volumes and may be supplemented as appropriate.

(f) The Secretary shall send to the Secretary of the General Convention a certificate of the election of clerical and lay deputies and shall perform such other duties as may from time to time be required of the Secretary by authority of the General Convention.

Sec. 5.04. Treasurer.

(a) At each Annual Convention a Treasurer shall be elected, who shall be a communicant in good standing of The Episcopal Church registered in a congregation of the Diocese. The term of office of the Treasurer shall continue until the close of the next Annual Convention or until a successor is elected. When not a Delegate to the Convention, the Treasurer shall, *ex officio*, be entitled to a seat and a voice in the Convention, but not to a vote.

(b) The Treasurer shall be an officer of the Diocesan Corporation as provided in Canon VIII, Section 8.03(c). The Bishop may appoint a Chief Financial Officer with the approval of the Executive Council. The Treasurer may delegate duties to the Chief Financial Officer with the approval of the Executive Council.

(c) The Treasurer shall present at each Annual Convention an audited financial report of the operations of the Diocese for the preceding fiscal year and of its financial condition at the close of such year, and an interim unaudited financial report for the current fiscal year through the end of the most recent quarter. The Treasurer shall present interim unaudited financial reports to the Finance Committee for approval and subsequently to the Executive Council. The fiscal year of the Diocese shall be the calendar year.

(d) A vacancy in the office of Treasurer of the Diocese shall be filled by a person nominated by the Bishop and approved by Executive Council.

Sec. 5.05. Registrar.

At each Annual Convention the Bishop shall appoint a Registrar, who shall be one of the Presbyters of the Diocese. The Registrar shall procure, catalogue, maintain and preserve safely all journals, reports and other documents relating to The Episcopal Church in the Diocese and such other journals, histories and records of The Episcopal Church and other dioceses belonging to the Diocese or which may hereafter be received by the Registrar.

Sec. 5.06. Chancellor.

At each Annual Convention the Bishop shall appoint a Chancellor and one or more Vice Chancellors, who shall be persons learned in the law, to act as advisors to the Bishop in legal affairs. The Chancellor shall be a communicant in good standing of The Episcopal Church. When not a Delegate, the Chancellor and each Vice Chancellor shall, *ex officio*, be entitled to a seat and voice in the Convention, but not to a vote. When a vacancy exists in the office of the Chancellor between Conventions, the Bishop shall appoint a Chancellor to fill the vacancy and report the appointment to the next Convention.

Canon VI. Committees of Convention.**Sec. 6.01. Regular Committees.**

The Regular Committees of Convention shall consist of the Committee on Credentials, the Committee on Admissions, the Committee on Program and Budget, the Committee on Canons, the Committee on the Dispatch of Business, the Committee on Resolutions, the Committee on Nominations, and the Committee on Elections.

Sec. 6.02. Appointment.

Members of the Regular Committees of the Convention, other than the Committee on Program and Budget and the Committee on Nominations, shall be appointed annually by the Bishop within 90 days following the close of the preceding year's Annual Convention to serve for one (1) year or until their successors are appointed, unless their term shall be earlier terminated by the Bishop. Any vacancies in these committees shall be filled by the Bishop's appointment.

Sec. 6.03. Committee on Program and Budget.

The Committee on Program and Budget shall consist of the members of the Committee on Program and Budget of the Diocese, as organized and described in Canon 8.05.

Sec. 6.04. Committee on Credentials.

The Committee on Credentials, to which shall be referred all claims affecting the right to seat or representative privilege in the Convention, shall consist of the Secretary of the Convention and two lay persons.

Sec. 6.05. Committee on Admissions.

The Committee on Admissions, to which shall be referred all applications for admission into union with the Convention, shall consist of one Cleric and two lay persons.

Sec. 6.06. Committee on Canons.

The Committee on Canons, to which shall be referred all proposed amendments of the Constitution and of the Canons of the Diocese, shall consist of three Clerics and three lay persons.

Sec. 6.07. Committee on Dispatch of Business.

The Committee on Dispatch of Business shall consist of at least five and no more than nine persons, one of whom shall be the Secretary of the Convention. The duties of the Committee on Dispatch of Business shall be:

- (a) to maintain and publish Rules of Order for the Convention of the Diocese of California, as most recently adopted by Convention (the “Rules of Order”);
- (b) to propose the agenda for sessions of Convention;
- (c) to coordinate the work of the various Committees of the Convention in preparing for the Convention;
- (d) to expedite business; and
- (e) to see that all unfinished or deferred business of the present or prior Conventions receives the attention of the Convention.

Sec. 6.08. Committee on Resolutions.

The Committee on Resolutions, the duties of which shall be as set forth in the Rules of Order, shall consist of four Clerics and six lay persons.

Sec. 6.09. Committee on Nominations.

(a) *Duties.* The Committee on Nominations shall present nominations for all offices elected by the Convention except the offices of Bishop, Bishop Coadjutor, and Bishop Suffragan. Upon request of the Bishop or any other Officer of the Convention, the Committee on Nominations shall present nominations for any position appointed by that Officer. The Committee on Nominations shall identify qualified and interested Clerics and lay persons in each Deanery willing to serve in such offices and positions.

(b) *Membership.* The Committee shall consist of one Cleric and one lay person elected annually by each Deanery at the next Deanery meeting following the annual Convention. Any vacancy among those members shall be filled by the affected Deanery as prescribed by its bylaws, or by election at a convocation of the Deanery. In addition, the Executive Council and the Standing Committee shall each appoint one nonvoting member. No member may serve on the Committee more than four consecutive years.

(c) *Chair; Meetings.* The Committee shall elect its own chair and such other officers as it may require. The chair (or in the absence of a chair, the members appointed by the Executive Council and the Standing Committee) shall convene the Committee no later than the end of January each year.

(d) *Position and Skills Registry.* The Committee shall establish and maintain a registry of the charge and mission of each office elected by Convention (except the offices of Bishop, Bishop Coadjutor, and Bishop Suffragan) and each position appointed by the Bishop or any other Officer of Convention. The Committee shall also create and maintain a roster of interested candidates, cross-referenced with their particular gifts and skills for use by the Committee and the Bishop. In its registry, the Committee shall also identify qualified Clerics and laity throughout the Diocese willing to serve on the governing board of each Diocesan Institution.

Sec. 6.10. Committee on Elections.

The Committee on Elections, which shall supervise each vote taken during a Convention, shall include one Cleric, one lay person and, *ex officio*, an Assistant Secretary, who shall chair the Committee. There shall be two sets of tellers, each consisting of three or more persons, to receive and count the votes of each order. The tellers may all be lay persons, communicants in good standing of The Episcopal Church registered in a congregation of the Diocese, but need not be Members of Convention.

Canon VII. Business of Convention.

Sec. 7.01. Rules of Order.

In addition to the provisions of the Constitution and the Canons of the Diocese, legislative action shall be governed by the Rules of Order, which, having been once adopted, shall continue in force until they shall have been amended, suspended, or repealed in whole or in part.

Sec. 7.02. Amendment, Suspension and Repeal.

The Rules of Order may be amended, suspended or repealed only by affirmative vote of two-thirds of the Members present at a Convention.

Sec. 7.03. Order of Business.

The order of business shall be as prescribed by the Rules of Order; *provided, however,* that, upon the recommendation of the Committee on the Dispatch of Business, the prescribed order of business may be amended by majority vote of the Convention taken immediately upon the organization of the Convention. Once adopted or amended as provided above, the prescribed order of business shall not be further amended except upon vote of two-thirds of the Members present.

Sec. 7.04. Nominations and Elections.

The procedure for nominations and elections shall be as prescribed in the Rules of Order.

Sec. 7.05. Voters to Cast Individual Ballots.

Each voter shall cast a ballot containing only the vote of that person.

Sec. 7.06. Voting.

(a) In all elections by the Convention, the Clerical and lay orders shall vote separately.

(b) No person shall be declared elected on the first ballot unless such person shall have received votes equal to a majority of the ballots cast by each order, considered separately. If the number of nominees receiving the required majorities exceeds the number of offices to be filled, those who received the highest total vote shall be declared elected.

(c) If any offices are not filled on the first ballot as provided above, those nominees not elected on the first ballot shall be deemed nominated for the second ballot.

(d) On the second ballot, the votes of both orders shall be combined and those receiving the highest total vote shall be declared elected; *provided, however*, that those receiving a majority in both orders shall prevail over those who have received a higher total number of votes but have failed of a majority in one of the orders.

Sec. 7.07. Election by Unanimous Consent.

If, at the time for voting, the number of nominees for any office equals the number of vacancies to be filled, the Secretary of Convention may be directed to cast a unanimous ballot for such office.

Canon VIII. Executive Council and Diocesan Corporation.

Sec. 8.01. The Executive Council.

(a) *Composition of the Executive Council.* The Executive Council shall be comprised of the following persons:

(i) *Ex Officio Members.* The following shall be Members by virtue of their offices: the Bishop, the Secretary of the Convention, and the Treasurer of the Diocese.

(ii) *Elected and Appointed Members.* The following shall become Members when duly elected or appointed as provided in these Canons:

(A) Any Bishop Coadjutor who is appointed to the Executive Council as part of the duties assigned by the Bishop, which appointment shall be in addition to any other appointments the Bishop is authorized to make under this Canon;

(B) Up to five Members appointed by the Bishop (the “**Bishop’s Appointees**”);

(C) Six Members elected by Convention (the “**Convention Representatives**”); and

(D) Two Members elected by each Deanery, at least one of whom is a lay person (the “**Deanery Representatives**”).

(iii) *Others Attending to Assist or Advise the Council.* The following shall, by virtue of their offices or when duly appointed as provided below, be entitled to notice of, and to seat and voice (but not vote) at, meetings of the Executive Council: (A) a representative of the Standing Committee, selected by the President of the Standing Committee from among its Members, and (B) the Chancellor of the Diocese.

(iv) *Terms of Office.* *Ex officio* Members shall remain in office for so long as they hold the office from which their Membership derives. The terms of other Members shall be three (3) years, *provided* that:

(A) Bishop’s Appointees shall serve a maximum of three (3) consecutive years; *provided*, that (I) the continuing tenure of every Bishop’s Appointee shall be confirmed annually by the Bishop not later than January 30 each year following Annual Convention, and failing such confirmation any such term shall come to an end on that date, and (II) each Bishop’s Appointee may be removed and/or replaced at any time at the discretion of the Bishop. The term of every Bishop’s Appointee shall commence on the date specified by the Bishop in the letter of appointment, and no person shall be appointed to fill out the remainder of the term of a predecessor Bishop’s Appointee. No person serving as a Bishop’s Appointee shall be eligible for reappointment as such until at least one (1) full year has expired after the completion of his or her last previous term of office.

(B) Convention Representatives shall be grouped into three (3) classes of two (2) members each, each such class including at least one (1) lay Member, one such class being elected each year to commence a new term. The terms of office of the Convention Representatives shall commence on January 1 next following their election, except in the case of any person elected to serve out the unexpired term of a Member who has resigned or been removed, in which case the person so elected shall begin serving immediately upon his or her election.

(C) Deanery Representatives shall be grouped into three (3) classes, each class consisting of four (4) Members, one such class being elected each year to commence a new term. The terms of office of Deanery Representatives shall commence on January 1 next following their election, except in the case of any person elected to serve out the unexpired term of a Member who has resigned or who has been removed, in which case the person so elected shall begin serving immediately upon his or her election.

(b) *Qualifications.* Members of the Executive Council shall be either Clerics canonically resident and in good standing in the Diocese or communicants of the Episcopal Church who are in good standing and currently registered as members of a congregation of the Diocese. Each Deanery may, in its bylaws, prescribe additional qualifications of eligibility of its own Deanery Representatives.

(c) *Resignation, Removal, and Replacement.*

(i) *Resignation.* Any Member of the Executive Council may resign by submitting a letter of resignation to the Bishop.

(ii) *Removal.* The Executive Council may declare vacant the office of an elected member who fails to meet any qualification for membership prescribed by civil or canon law; an elected member who has failed without excuse to attend three consecutive regular meetings of the Executive Council; or an elected member who has failed without excuse to attend a total of four regular meetings of the Executive Council during any calendar year. In addition, any Deanery Representative may be removed as provided in the bylaws of the electing Deanery, and any Convention Representative may be removed at any time by any succeeding Convention.

(iii) *Replacement.* If any Bishop's Appointee or Deanery Representative resigns or is removed, the remaining portion of his or her term may be completed by a replacement Member selected in the same manner as was the former Member in question. Vacancies among the Convention Representatives may be temporarily filled by the Executive Council, with the consent of the Bishop, but any such appointment shall be ratified or a new replacement Member elected by the next succeeding Convention.

(d) *Term Limits.* No person who has served a full term as a member of the Executive Council shall be eligible for election or appointment to a new term until at least one (1) year after the expiration of the term served. For purposes of the foregoing sentence, any person who has served more than half of a term shall be considered to have served a full term.

Sec. 8.02. Scope and Authority.

The Executive Council shares primary responsibility for planning and directing the temporal affairs of the Diocese with the Bishop and the Standing Committee as provided under the Constitution and Canons of the Diocese and of The Episcopal Church. The Executive Council shall have the following authority and responsibilities.

(a) *Representative of Convention.* The Executive Council shall exercise such powers of Convention between the meetings thereof as are necessary to develop and implement the policies, programs, and budgets approved and adopted by Convention.

(b) Authority. The Executive Council shall act for the Convention in the interim between its meetings as specified by the Constitution of this Diocese. It shall carry out the instructions of Convention and perform other such duties as may be delegated to it by the Canons. Its acts shall be binding upon the Diocese unless they be modified by the Convention.

(c) Additional Responsibilities and Authority. Without limiting the powers described in paragraphs (a) and (b), above, the Executive Council shall have the following additional responsibilities and authority:

- (i)** To control and manage the investment of the funds of the Diocese;
- (ii)** To exercise budget and management responsibility for the operating fund, including adopting such financial policies with respect thereto as may be recommended by the Treasurer and approved by the Finance Committee;
- (iii)** After consultation with the Finance Committee and the Committee on Program and Budget, to make such adjustments in the current budget of the Diocese as may be prudent and consistent with the current programs and policies of the Annual Convention;
- (iv)** To provide for an annual audit of the financial accounts of the Diocese, including all accounts of the Diocese, from time to time to review the same, and to report its findings to each Annual Convention;
- (v)** In consultation with the Finance Committee, and subject to the requirements of Canon XIX, below, to borrow money in the name and on behalf of the Diocese, to grant such security as it may deem prudent and appropriate to secure the repayment of such borrowings, and to execute and deliver such promissory notes, bonds, and other indicia of debt as may be required of the Diocese in connection therewith;
- (vi)** To administer such real or personal property and funds as may have been, or may be, granted or committed to the Bishop, the Corporation Sole or the Diocesan Corporation for the use of The Episcopal Church in this Diocese, any of its missions, any of its other related, constituent, or subordinate institutions, or any religious, benevolent or educational purposes connected with any of the foregoing;
- (vii)** To approve the formation of all committees and other agencies as may be necessary for the work of the Executive Council, to define the scope of their work, and from time to time to require reports from them concerning their business and affairs or on any such other matters as the Executive Council may from time to time require;
- (viii)** Except where Convention has acted, to approve the Bishop's appointments of the chair of the organizations referred to in (vii), above;
- (ix)** To approve all appointments by the Bishop of any officers of organizations who receive a salary from Diocesan funds;

(x) To make such regulations as it deems necessary for the taking of special collections for the several funds of the Diocese;

(xi) To determine the criteria generally applicable to Diocesan investments in equity sharing arrangements with Clergy and, with respect to each arrangement, the terms and conditions of the specific contractual arrangements between the Cleric and the Diocese, and the amount awarded, within the budget approved therefor by the Annual Convention; and

(xii) To be responsible to Diocesan Convention for negotiating and contracting concerning the compensation, including benefits, of any person elected to the Episcopate and of any other officer or employee of the Diocese whose compensation and benefits must by law be specifically reviewed and approved by the board of directors of the Diocesan Corporation. The Executive Council shall appoint a committee to advise it in the discharge of these duties, which shall consist of at least one member of the Standing Committee and such other persons as the Executive Council may appoint, except that the following persons shall be ineligible to serve on this committee: any person elected to the Episcopate; any person appointed to the Executive Council by the Bishop; and any other person whose compensation and benefits are subject to review and approval by the Executive Council. The Executive Council shall appoint the chair of this committee.

(d) *Regular and Executive Sessions; Minutes.* The Executive Council may in its discretion meet in executive session for discussion of particular subjects, but shall take all decisions in regular session. It shall cause minutes of its proceedings to be prepared reflecting all decisions taken and, where deemed relevant and appropriate by the Executive Council, the related discussions. After they have been approved, the minutes shall be recorded in written form, and shall be open to inspection at any reasonable time by the Bishop, any member of the Executive Council or the Standing Committee, and any member of the Convention for a purpose reasonably related to such person's interest as a member of the Convention.

(e) *Annual Report.* The Executive Council shall make a report to each Annual Convention concerning its work.

Sec. 8.03. The Diocesan Corporation.

(a) The Diocesan Corporation shall be a California non-profit religious corporation with the name "The Episcopal Church in the Diocese of California." The Diocesan Corporation shall hold title to the property of the Diocese or any parish or mission thereof as agent of the Diocese, with power to manage and control the same in trust for The Episcopal Church and the Diocese.

(b) The Diocesan Corporation shall be governed by the Executive Council, which shall serve as its Board of Directors. It shall adopt and may from time to

time amend Bylaws for its governance, and it shall have such officers as may be provided therein or as otherwise required by California law, but no shareholders.

(c) *Officers of the Diocesan Corporation.* The Diocesan Corporation may have such officers as may be determined by its Bylaws or required under California law, including but not limited to a Chair of the Executive Council, *provided*, that (i) the Bishop and the Treasurer of the Diocese shall be, *ex officio*, the President and the Treasurer, respectively, of the Diocesan Corporation, and (ii) no Bishop's Appointee shall, while serving as such, be eligible to serve as the Chair of Executive Council or as an officer of the Diocesan Corporation.

Sec. 8.04. Finance Committee.

(a) The Executive Council shall maintain and supervise a Finance Committee, which shall be composed of (i) a Chair and up to four (4) other persons appointed by the Bishop with the advice and consent of the Executive Council, (ii) two (2) persons appointed by (but who need not be members of) the Executive Council, and (iii) *ex officio*, the Treasurer, the Chief Financial Officer, and the Chancellor of the Diocese, all of whom shall be non-voting members of the Finance Committee.

(b) Members of the Finance Committee shall be appointed for regular terms of three (3) calendar years, may be reappointed for one (1) succeeding term, and may be reappointed after an absence of one (1) year.

(c) The duties of the Finance Committee shall be:

(i) To assist the Committee on Program and Budget in the performance of its duties, to provide financial and statistical information for its use in preparation of proposed budgets, to review such proposed budgets for financial integrity and to report its recommendations to Executive Council and to Convention;

(ii) To maintain general supervision of the financial affairs of the Diocese;

(iii) To direct that an annual audit be made of the financial records of all parishes, missions and other organizations carrying out Diocesan programs;

(iv) With the consent of the Executive Council, but subject to any general or specific guidelines that may be adopted by Convention, from time to time to set and alter the criteria for (A) the use of any Diocesan line of credit, (B) non-operating expenses, and (C) expenditures from the endowment, gifts or other reserves, or from assets of the Diocese, including but not limited to the Corporation Sole;

(v) To require compliance by custodians of trust and endowment funds and of securities held by or for any parish, mission or organization of the Diocese with standard business practices prescribed by the Canons of The Episcopal Church and of the Diocese;

- (vi) To act as adviser on financial matters to the Bishop, and, upon request, to individual parishes within the Diocese;
- (vii) To require that appropriate liability, property, worker compensation, and other customary and appropriate insurance be maintained on all property owned by the Diocese, the Corporation Sole, and each parish, and by all Diocesan Institutions;
- (viii) To require adequate bonding of all persons handling funds of the Diocese and of any organization under its jurisdiction; and
- (ix) To perform such other duties relating to the business affairs of the Diocese as may be referred to it by the Executive Council.

Sec. 8.05. Committee on Program and Budget.

(a) The Executive Council shall organize and supervise the Committee on Program and Budget, which shall be composed of (i) one (1) Member of Executive Council from each Deanery, who shall be appointed by the Chair of the Executive Council, and (ii) three (3) members of the Finance Committee, designated by vote of that Committee, together with a Chair, who shall be nominated by the Bishop and confirmed by the Executive Council. All members of the Committee on Program and Budget shall be designated not later than March 1 of each year.

(b) The Committee on Program and Budget shall have responsibility for initially evaluating all requirements and requests for funding from the Diocesan Operating Fund, subject to review and approval by the Executive Council. In accordance with the procedures approved by Executive Council, it shall also consult with such representatives of commissions, Deaneries, committees, organizations, agencies and programs receiving or requesting funding from the Diocesan Operating Fund as it may deem appropriate and necessary.

(c) Prior to approval by the Executive Council, the proposed budget shall be reviewed for its financial integrity by the Finance Committee, which shall report its recommendations to the Executive Council. The proposed budget, as recommended by the Executive Council, shall be made available to all members of Convention at least ten (10) days prior to the date of such Convention, either by mail or at pre-convention Deanery meetings.

Sec. 8.06. Congregational Development Committee.

(a) The Executive Council shall organize and supervise a Congregational Development Committee, which shall be composed of (i) the Bishop or a person designated by the Bishop; (ii) one (1) Cleric and one (1) lay person designated by each Deanery; and (iii) such other persons as may be appointed by the Bishop, not to exceed seven (7) in number. The Bishop shall appoint the Chair.

(b) The duties of the Congregational Development Committee shall be:

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- (i) To assist the Bishop in the development of missions and specialized mission projects;
 - (ii) To make recommendations to the Finance Committee and Executive Council concerning the use, management and preservation of real and personal property devoted to mission use; and
 - (iii) To originate, coordinate and oversee policies concerning the temporal affairs of missions in accordance with these Canons, and resolutions of Convention and the Executive Council.
- (c) All decisions and actions of the Congregational Development Committee shall be subject to the Bishop's approval.

Sec. 8.07. The Investment Committee.

The Executive Council shall adopt a bylaw providing for the creation, maintenance, and supervision of an Investment Committee composed predominantly or entirely of persons with demonstrated expertise in investment management and/or investment administration; provided, that at least one (1) of the members of the Investment Committee shall also be a Member of the Executive Council. The members of the Committee shall be elected or appointed for such terms as the Executive Council shall from time to time establish by resolution or bylaw.

Sec. 8.08. Other Committees.

The Executive Council may from time to time and in its discretion constitute such committees, not inconsistent with the Constitution or Canons of the Diocese, as it may deem to be necessary or appropriate.

Canon IX. Deaneries.

Sec. 9.01. Name and Area.

There shall be six Deaneries in the Diocese, with the following titles and encompassing the areas set forth below:

- (a) *San Francisco*: The City and County of San Francisco.
- (b) *Marin*: The County of Marin.
- (c) *Alameda*: The Cities of Richmond and El Cerrito and all that part of Contra Costa County north and west of a straight line drawn from west of Crockett and Port Costa to the most easterly point of the city limits of the City of Richmond; all of Alameda County except that part included in the Deanery of Southern Alameda.
- (d) *Contra Costa*: All of Contra Costa County except that part thereof included in the Deanery of Alameda.

(e) *Peninsula*: The County of San Mateo including the parish of St. Mark's, Palo Alto, the parish of Christ Church, Los Altos, and the unincorporated area of Stanford University.

(f) *Southern Alameda*: That part of Alameda County south of the southerly city limits of Oakland.

Sec. 9.02. Convocation.

There shall be a convocation for each Deanery at least four times a year, one of which shall be held between November 1 and December 31 of each year to elect representatives to Executive Council. All Clerics serving congregations and institutions or who have been assigned by the Bishop to duties within the Deanery, and all Delegates and alternates representing congregations within the Deanery, shall be entitled to a vote. All other Clerics Canonically Resident in the Diocese and residing in the Deanery and all communicants in good standing of The Episcopal Church registered in a congregation in the Deanery shall have seat and voice, but not vote.

Sec. 9.03. Vacancies.

The bylaws of each Deanery may provide a method for filling vacancies in the delegation of any congregation from among those not elected Delegates or alternates, but present from such congregation at a convocation of that Deanery. This canon does not apply to the Convention of the Diocese.

Sec. 9.04. Objectives.

The principal objectives of convocations of the Deanery shall be the development and implementation of the policies and plans of the Diocesan Convention and of the Executive Council; education for and participation in the governance of the Diocese; leadership training and development; communication between the Diocese and the congregations and institutions located in the Deanery; and support of ministries located in the Deanery.

Sec. 9.05. Bylaws, Rules, and Officers.

Each Deanery shall adopt bylaws and may make rules in the furtherance of its purposes consistent with these Canons. The bylaws shall provide for a president, a treasurer, a secretary, and other officers, and prescribe their duties. Within 60 days after the adoption or amendment of its bylaws, the Deanery shall transmit a complete copy of its bylaws to the Secretary of the Convention. Each Deanery shall transmit a complete copy of its bylaws to the Secretary of Convention at least once every two years, whether amended or not. The Secretary shall provide copies of the bylaws of all Deaneries to the Executive Council and the Committee on Canons for their review.

Canon X. Cathedral Church.

Sec. 10.01. The Cathedral.

Grace Cathedral shall be the Cathedral Church of the Diocese.

Sec. 10.02. Governing Body.

The Bishop and Trustees of Grace Cathedral shall constitute the governing body of Grace Cathedral Corporation, and shall be empowered and authorized to manage the affairs and conduct the business of the Corporation pursuant to its articles of incorporation and other governing documents.

Sec. 10.03. Membership.

The Bishop and Trustees shall consist of the *Ex officio* Trustees, the Elected Trustees, and the Honorary Trustees, as follows.

(a) *Ex officio Trustees.* The *Ex officio* Trustees shall consist of the following individuals:

- (i) The Bishop;
 - (ii) Any Bishop Coadjutor;
 - (iii) The Dean;
 - (iv) The Chair of the Cathedral’s Congregation Council;
 - (v) The Chair of the Board of Trustees of the Cathedral School for Boys;
- and
- (vi) The President of Standing Committee.

(b) *Elected Trustees.* In addition to the *Ex officio* Trustees, the Board of Trustees shall include:

- (i) Up to nine (9) lay persons who shall be elected by the Cathedral congregation from the members thereof (“**Congregational Trustees**”). Three of such members may be elected annually at the annual meeting of the Cathedral congregation, each to serve for a single Term of three (3) years. A Trustee elected by the Cathedral congregation shall not be eligible for election for more than one (1) consecutive term, and thereafter one (1) full year shall elapse before he or she shall again be eligible for election by the Cathedral congregation.
- (ii) Up to thirty one (31) persons who shall be nominated by the Board of Trustees and, with concurrence by the Bishop elected by the Board of Trustees, not less than twelve (12) of whom shall be members of the Episcopal Church (the “**Board-Elected Trustees**”).
- (iii) The Board of Trustees may nominate and elect persons as honorary trustees in recognition of their past and/or current extraordinary services to the Cathedral, the Diocese, or The Episcopal Church (the “**Honorary**”).

Trustees”). Unless otherwise determined by the Board of Trustees, Honorary Trustees shall have seat and voice, but not vote, at meetings of the Board of Trustees; they shall not be counted for purposes of determining whether a quorum is present at any meeting; and they may be appointed and reappointed for such terms, including for life, as may be deemed appropriate by the Bishop and the Board of Trustees.

Sec. 10.04. Governing Documents.

The Constitution and Canons of The Episcopal Church and the Constitution of the Diocese and these Canons shall, unless they be contrary to the laws of the State of California or of the United States, always form part of the bylaws, statutes, constitution or articles of incorporation of Grace Cathedral Corporation, and shall prevail against anything elsewhere therein contained that may appear to be in conflict with such Constitutions and Canons. The Bishop and Trustees of Grace Cathedral shall adopt statutes for the government of the Cathedral and its Clerics.

Sec. 10.05. Annual Meeting Date.

The Annual Meeting of the Congregation of the Cathedral shall be held after the beginning of the new fiscal year on a date determined by the Bishop on recommendation of the Dean.

Canon XI. Parishes.

Sec. 11.01. The Applicant.

A congregation applying for admission as a parish in union with Convention shall meet the requirements of these Canons, as well as the Constitution of the Diocese and the Constitution and Canons of The Episcopal Church. The congregation must continue to meet these requirements so long as a parochial relationship exists between the Diocese and the congregation.

Sec. 11.02. The Application.

The application for admission as a parish shall be addressed to the Bishop and the Standing Committee, shall be signed by at least a majority of the Bishop’s Committee, including the vicar and a warden, and shall be in the form prescribed by the Bishop. The application shall contain the following commitments on behalf of the prospective parish:

(a) that all activities of the parish shall forever be in conformity with the Constitution and the Canons of The Episcopal Church and with the Constitution and Canons of the Diocese of California and with the doctrine, discipline and worship of The Episcopal Church;

(b) that the said Constitutions and Canons shall always expressly form a part of the governing documents of the parish and, insofar as they are not contrary to the laws of California, shall prevail against anything elsewhere contained in said governing documents;

(c) that all property, real and personal, shall be held in trust for The Episcopal Church and the Diocese in which the parish is located and subject to the authority and control of its Bishop and Standing Committee as specified in the Constitution and Canons of The Episcopal Church and of the Diocese of California; and

(d) that, when incorporated, the articles of incorporation of the parish shall provide that it is a subordinate corporation instituted under the authority of the Diocese of California; and that the corporation shall dissolve whenever the Diocesan Convention has dissolved the parochial relationship with the parish.

Sec. 11.03. Supporting Information.

The application shall be accompanied by the following information:

(a) Financial statements showing that the mission has been fully self-supporting for the three calendar years next preceding the year in which the application is made;

(b) a pro forma budget containing projections of income by sources, and of expenses by category, for the calendar year in which the application is made and for the next two calendar years, demonstrating that the proposed parish can be self-supporting;

(c) a statement that the mission has paid, or provided for the payment of, all its financial obligations and for the release from or indemnity for all financial obligations incurred on behalf of such mission by the Diocese;

(d) a statement demonstrating that, during the three calendar years preceding the year of application and during the year application is made, the services of the church have been maintained in accordance with the doctrine, discipline and worship of The Episcopal Church and that the congregation of the mission has had effective and continuous leadership;

(e) a description of the territorial limits of the proposed parish; and

(f) such additional information in support of the application as the Bishop, the Standing Committee, the Congregational Development Committee or the Finance Committee shall request.

Sec. 11.04. Parish Boundaries.

In case any portion of the proposed parish shall lie within the territorial limits of any existing parish or parishes, the Secretary of the Standing Committee shall notify such parish or parishes that application for the organization of the proposed parish has been made, and that any objections to the organization of the proposed parish must be made in writing to the Bishop, with copies to the Standing

Committee and to the applicant, within 30 days from the date of the notice. Within 90 days after the issuance of such notice by the Secretary, the Bishop and the Standing Committee shall make known their joint decision, after consideration of the objections and of any responses thereto.

Sec. 11.05. Approval.

If the Bishop and a majority of the Standing Committee approve the organization of the proposed parish, and are satisfied, after consultation with the Congregational Development Committee and the Finance Committee, that the proposed parish fulfills the requirements of Section 11.03 and is able to support a rector and properly maintain the services of the church without financial aid, the Bishop shall issue a certificate evidencing such approval and specifying the parish boundaries, a copy of which certificate shall be incorporated in the minutes of the Standing Committee.

Sec. 11.06. Organization.

(a) Upon receipt of the approval of the Bishop and of the Standing Committee, the matter of organization of the parish shall be considered at a public meeting of the members of the proposed parish at which the Bishop or a Cleric appointed by the Bishop shall preside. If the application, and the undertakings and declarations made therein, are ratified and confirmed by the vote of a majority of the members of the proposed parish present at that meeting, then the sponsors of the proposed parish shall proceed to organize the same as a California nonprofit religious corporation.

(b) The articles of incorporation of the corporation so formed shall state:

(i) the name of the parish, which shall include the words “Episcopal Church” or “Episcopal Parish” and the name of the city or other geographic location in which the parish is located;

(ii) that the parish corporation is a subordinate corporation instituted under the authority of the Diocese of California and that the corporation shall dissolve whenever its status as a parish has been terminated; and

(iii) that the property of the parish is held in trust for The Episcopal Church and the Diocese.

(c) The bylaws of the corporation shall state that the rector shall, *ex officio*, be a voting member of the vestry and that the Constitution and Canons of the Church and the Constitution and the Canons of the Diocese shall, unless they be contrary to the laws of this state, always form part of its governing documents and prevail against anything contained in the governing documents that may appear to be in conflict with such Constitutions and Canons.

Sec. 11.07. Building Location.

No parish or mission shall locate or change the location of its church building without the previous written consent of the Bishop and of the Standing Committee; *provided*, that if the proposed location or relocation of such building be within one-half air mile of the boundary line of any other parish or mission, then, before giving such consent, notice shall be given to the rector and to the vestry of such other parish or to the vicar and to the Bishop's Committee of such other mission, and they shall be given opportunity to be heard.

Sec. 11.08. Conversion of Parish to Mission.

(a) If, after notice to the parish and opportunity to be heard, the Bishop and the Standing Committee shall have determined that any parish:

- (i) cannot support a rector full time,
- (ii) cannot provide the financial support necessary for the spiritual maintenance of and an adequate program for the parish,
- (iii) cannot adequately insure and maintain its parish property, or
- (iv) fails to observe the Constitution and Canons of The Episcopal Church and of the Diocese,

and that such condition is not of a temporary nature, the parish shall, at the request of the Bishop, become an organized mission under the Bishop's authority as its rector upon such terms as the Bishop shall prescribe. The Bishop shall then certify to the Secretary of the Convention that the congregation has become an organized mission.

(b) Upon or after conversion in status to an organized mission, the congregation, if so requested by the Bishop, shall forthwith take the steps necessary to transfer to the Diocesan Corporation, all of its property to be held, managed or disposed of in such manner as the Bishop and the Standing Committee may determine.

Sec. 11.09. Aided Parishes

If the Bishop and the Standing Committee deem any condition described in Section 11.08 to be temporary, the parish may be allowed to continue its parochial relationship with the Diocese as an Aided Parish, upon such terms and with such financial assistance as the Bishop and the Executive Council may authorize.

Sec. 11.10. Conformity.

Every parish within the Diocese shall maintain, and if necessary revise and amend, its governing documents so as to bring the same as nearly as may be into exact conformity with the Constitution and Canons of The Episcopal Church and of this Diocese, as such Constitutions and Canons may from time to time be amended. The Secretary of each parish shall keep and preserve, in the office of the parish,

printed copies of the current text of the Constitutions and Canons of The Episcopal Church and of the Diocese, together with a copy of the governing documents of the parish.

Sec. 11.11. The Vestry.

Subject to the provisions of law and the articles of incorporation and bylaws of the parish, the vestry of the parish (of which the rector shall be, *ex officio*, a voting member) shall constitute the board of directors of the parish corporation. The temporal activities and affairs of the parish corporation shall be conducted, and all corporate powers shall be exercised, by or under the direction of the vestry acting as the board of directors of the parish corporation. The powers of the vestry shall include, but not be limited to, the power to fill any vacancy or vacancies in that body that may occur before the next annual parish meeting, and to call special parish meetings. The vestry may delegate the management of the temporal activities of the corporation to any person or persons, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the vestry.

Sec. 11.12. Number and Qualifications.

The bylaws of the parish shall prescribe the number of elected members of the vestry, provided there shall not be less than six or more than fifteen elected members, the majority of whom shall be communicants in good standing registered in the parish and all of whom shall be baptized lay persons age 18 or over. Where the articles of incorporation permit and the bylaws so provide, the number of elected members of the vestry may be a variable number, the exact number within the limits specified to be determined by action of the vestry or by the members of the parish. The bylaws may prescribe additional qualifications for membership on the vestry. The vestry may declare vacant the office of an elected member who fails to meet any qualification for membership prescribed by civil or canon law or by parish bylaws; an elected member who has failed without excuse to attend three consecutive regular meetings of the vestry; or an elected member who has failed without excuse to attend a total of four regular meetings of the vestry during any calendar year.

Sec. 11.13. Election and Term.

Members of the vestry shall be elected at the annual parish meeting to be held at the time fixed by the bylaws. In the case of a newly organized parish, members of the vestry may be elected at a special parish meeting to serve until the first annual parish meeting. The maximum term for which a member of the vestry may be elected shall expire on the date of the third annual meeting following the meeting at which such person was elected or at such time, not exceeding three years, as the Parish may fix by bylaw for installation of members of the vestry. Each term of

office shall be fixed so that, as nearly as practicable, one-third of the authorized number of lay members of the vestry to be elected for a full term shall be elected at each annual meeting. A retiring or resigning vestry member may not again serve on the vestry until one year has elapsed, except that a member completing less than one year of another's unexpired term may be elected to a full term.

Sec. 11.14. Notice of Meetings.

Notice of the date, time and place of every parish meeting shall be mailed to the entire parish not less than 20 days prior to the date of such meeting. The parish may adopt a bylaw providing for any reasonable method of sending such notice instead of or in addition to U.S. Mail. The results of any election or summary of any action taken at a special or annual meeting of the parish shall be posted in a conspicuous place on the parish premises within seven days after the meeting and remain so posted for at least three consecutive Sundays.

Sec. 11.15. Membership.

All persons who have received the Sacrament of Holy Baptism with water in the name of the Father and of the Son and of the Holy Spirit and whose baptism has been duly recorded in the parish register and all persons confirmed or received in the church whose confirmation, reception or transfer is duly recorded in the parish register are members of the parish.

Sec. 11.16. Voting.

(a) Each person aged 16 or over whose name shall have been registered on the parish register for six months preceding such meeting shall be entitled to vote; *provided*, that if the parish shall have been organized for less than six months, the period shall be the period beginning with the date of organization. The parish may in its bylaws specify, as an additional requirement for eligibility to vote, the commitment and observance of a stated pledge or other acts of donation or works of charity deemed satisfactory by the rector, but any such bylaw shall not be effective until six months after its adoption.

(b) No person shall be entitled to more than one vote or to vote by proxy or absentee ballot.

(c) In the election of members of the vestry, all voting shall be by ballot.

(d) If the number of candidates for election is equal the number of vacancies to be filled, the Secretary may be directed by the presiding officer to cast a unanimous ballot for the slate of nominees.

(e) A parish may, by bylaw provision, require that all nominations for election to the vestry or other proposals to be acted upon shall be submitted to the Secretary in writing on or before a specified date prior to the meeting and that no additional nominations or other proposals may be made except in such manner and within such time.

Sec. 11.17. Voting List.

On the written request of any three qualified electors made at least ten days prior to an annual meeting, the rector or the Cleric in charge, or a warden shall, within seven days after the receipt of such request, post in a conspicuous place on the parish premises a certified list of the qualified electors. Such list shall remain posted until after the election and shall be retained by the Secretary as part of the election records.

Sec. 11.18. Judges of Election.

For each meeting at which members of the vestry are to be elected, unless the number of nominees equals the number of vacancies to be filled, the presiding officer shall appoint from the qualified electors three judges of the election. The judges shall canvass the ballot and certify in writing the result of the election. Whenever the right to vote is challenged, the challenged ballot shall be segregated and identified, and, after the person whose ballot has been challenged has had the opportunity to be heard, the judges shall indicate thereon whether the vote was allowed or rejected, and affix thereto their signatures. The Secretary shall retain all election records for delivery to the Bishop in the event an election is appealed. If no appeal is taken within the period specified for appeal, the election records may be destroyed.

Sec. 11.19. Appeal.

Any appeal to the Bishop from the certified result of the election shall be made in writing within 30 days following the election. In the case of such appeal, the Bishop shall re-canvass the vote and declare the result of the election. The Bishop's decision on such appeal shall be final.

Sec. 11.20. Results of Election.

The rector, or in his absence the Cleric in charge or one of the wardens, shall forward to the Bishop promptly after each annual meeting the names, addresses and telephone numbers of the wardens, other members of the vestry, Delegates to Convention and their alternates, and Treasurer and Secretary then in office. If any change occurs in any office, the Bishop shall be promptly notified of the same.

Sec. 11.21. Wardens.

The officers of the vestry shall include a senior warden and a junior warden, both of whom shall be communicants in good standing and members of the vestry. The rector shall appoint the senior warden who shall serve at the pleasure of the rector. At an organizational meeting following the annual meeting of the parish, the members of the vestry shall elect the junior warden. If the parish is without a rector, the senior warden shall be elected by the members of the vestry. If the parish is without a rector, or if the rector is absent, unable to act, or elects not to preside, the wardens, according to seniority, shall preside at meetings of the vestry

and of the parish. No action shall be taken at a meeting of a vestry unless either the rector or a warden is present.

Sec. 11.22. Other Officers.

A Secretary and a chief financial officer with the title of Treasurer shall be elected at an organizational meeting of the vestry immediately following the annual parish meeting and shall serve until their successors are elected. Such officers need not be members of the vestry. They shall have the powers and duties prescribed in these Canons and in the bylaws of the parish. The Treasurer shall be bonded in an amount and by a surety approved by the vestry.

Sec. 11.23. Corporate Officers.

The corporate officers of a parish shall consist of the rector who shall be the President, the senior warden who shall be First Vice President, the junior warden who shall be Second Vice President, the Secretary, and the Treasurer who shall be chief financial officer of the parish corporation.

Sec. 11.24. Parish Register.

(a) Every Cleric in charge of a parish or mission, or if there is no Cleric, then one of the wardens, shall maintain custody and control of a register containing:

(i) a record of all baptisms, confirmations, receptions, marriages and burials solemnized in the parish or mission which shall include (A) a list of persons confirmed in the parish or mission; (B) the names and dates of birth of the persons baptized together with the names of parents and sponsors or witnesses; and (C) the names of persons married or buried, and the date of every such rite performed; and

(ii) the names of all communicants with the date of their reception, death, or removal.

(b) The parish register shall be preserved as part of the records of the parish or mission. This register shall be available for examination by the Bishop at each visitation, and for inspection at all reasonable times by the members of the vestry, the Bishop, or any person designated by the Bishop.

Sec. 11.25. Vacancies.

When the position of rector becomes vacant in a parish, the wardens shall promptly notify the Bishop, and consult with the Bishop with respect to the appointment of an interim Cleric for the maintenance of divine services and pastoral care of the congregation. The vestry shall also consult with the Bishop with respect to the procedure to be followed in the selection and call of a new rector.

Sec. 11.26. Election of the Rector.

The election of a rector shall require an affirmative vote of two-thirds of the lay members of the vestry. No commitment shall be made by the vestry to anyone under consideration as a prospective rector, nor shall any formal call be issued, until the name of the Cleric under consideration as rector has been made known to the Bishop. If the Bishop has not responded within 30 days, or such additional time as has been agreed upon, from the date of notice to the Bishop, the vestry may proceed with the commitment and call. In case the Bishop objects to the choice of the vestry, a second meeting of the vestry shall be held and the person first proposed can be elected only by a unanimous vote of the whole vestry. If the vote is not unanimous, the same procedure shall be repeated for the election of another candidate. The call shall be in the form of an agreement, which shall be signed by the wardens and, when accepted, signed by the new rector. The agreement shall, subject to the provisions of Title III, Canons 9.7 and 9.13, of The Episcopal Church and of this Canon XI, Sections 11.32 and 11.33, provide for life tenure. The signed agreement shall be sent to the Bishop who, when satisfied that the person chosen is a duly qualified Cleric and has accepted the office, shall approve the call and acceptance by causing copies of the agreement to be countersigned personally or by a designated representative and returned to the new rector and to the parish. The Bishop shall then notify the Secretary of the Convention, who shall record the appointment and announce it at the next Annual Convention.

Sec. 11.27. Selection of Assistants to the Rector.

In the selection of an assistant Cleric to the rector, the rector shall consult with the Bishop, and the two shall agree upon a list containing one or more names of suitable Clerics. The rector shall then nominate to the vestry, from the list, the name of the person chosen by the rector to serve as an assistant. The election of any such assistant shall require an affirmative vote of two-thirds of the entire vestry. The terms of employment of such an assistant shall, subject to these Canons, be determined by the vestry and incorporated in an agreement which constitutes the call and acceptance. Any such assistant shall serve at the pleasure of the rector, subject to the rights, if any, of such assistant under any contract of employment.

Sec. 11.28. Notice of Election.

Written notice of the election of a Cleric assistant to the rector, signed by the wardens, shall be sent to the Bishop within ten days after such election. If the Bishop is satisfied that the person has accepted the office, the notice shall be sent to the Secretary of Convention who shall record it. Such record shall be sufficient evidence of the relation between the rector's assistant and the parish.

Sec. 11.29. Non-Stipendiary Assistants.

The rector, with the Bishop's approval and the consent of the vestry, may appoint one or more non-stipendiary assistants from among Clerics Canonically Resident in the Diocese, or who are in good standing and who are currently licensed to officiate in the Diocese. Any non-stipendiary assistant shall serve at the pleasure of the rector.

Sec. 11.30. Authority of Rector.

The rector shall have exclusive charge of all things pertaining to or affecting the spiritual interests of the parish, subject to the Constitution and Canons of The Episcopal Church and of the Diocese, and to the authority of the Bishop. It shall be the rector's duty and right to direct all matters relating to public worship and the liturgy of the church in the parish. The rector shall at all times have access to the parish buildings and the keys of the same. The rector shall have the spiritual direction and control of all associations of the parish; and shall have the right to preside and vote at all parish and vestry meetings thereat.

Sec. 11.31. Reconciliation of Disagreements Affecting a Pastoral Relationship.

Where the need therefor appears, a reconciliation of the pastoral relationship, as provided in Title III, Canon 9.12, of the Canons of The Episcopal Church, may be sought in accordance with the following procedure.

(a) *Appeal to Bishop.* In the event of differences between a rector and vestry an appeal may be made to the Bishop for pastoral ministrations to reconcile those differences. The appeal may be made by the rector, a majority of the whole vestry, or jointly. The appeal shall state in writing that there are differences between rector and vestry and shall invite the Bishop's pastoral ministrations.

(b) *Appeal by Rector.* If made by the rector, a signed copy of the appeal shall be mailed or delivered to each member of the vestry.

(c) *Appeal by Vestry.* If made by the vestry, alone or jointly with the rector, the appeal shall state whether it emanates from a regular or special meeting of the vestry. Those voting in favor of the appeal shall sign it.

(d) *Special Meetings.* Notwithstanding any provision in the bylaws of the parish to the contrary, a special meeting of the vestry to consider the making of an appeal under this Canon may be convened by the rector, a warden, or at least one-quarter of the lay members of the vestry. A special meeting not convened by the rector or a warden shall consider no other business. The convenor(s) of the special meeting shall, at least ten days before the meeting, mail or deliver to each member of the vestry and to the rector a signed written notice of the purpose, time, date, and place of the meeting. A certificate of compliance with this requirement, signed by the convenor(s), shall accompany the appeal.

(e) Nothing in this Section 11.31 shall preclude the application of Title III, Canon 9.6(c)(2) of the Canons of The Episcopal Church.

Sec. 11.32. Dissolution of the Pastoral Relationship.

(a) Except upon mandatory resignation by reason of age, a Rector may not resign as Rector of a parish without the consent of its Vestry, nor may any Rector canonically or lawfully elected and in charge of a Parish be removed therefrom by the Vestry against the Rector's will, except as hereinafter provided.

(b) If for any urgent reason a Rector or Vestry desires a dissolution of the pastoral relation, and the parties cannot agree, either party may give notice in writing to the Ecclesiastical Authority of the Diocese. Whenever the Standing Committee is the Ecclesiastical Authority of the Diocese, it shall request the Bishop of another Diocese to perform the duties of the Bishop under this Canon.

(c) Within sixty (60) days of receipt of the written notice the Bishop, as chief pastor of the Diocese, shall mediate the differences between Rector and Vestry in every informal way which the Bishop deems proper and may appoint a committee of at least one Presbyter and one Lay Person, none of whom may be members of the Parish involved, to make a report to the Bishop.

(d) If the differences between the parties are not resolved after completion of the mediation, the Bishop shall proceed as follows:

(i) The Bishop shall give notice to the Rector and Vestry that a godly judgment will be rendered in the matter after consultation with the Standing Committee and that either party has the right within ten (10) days to request in writing an opportunity to confer with the Standing Committee before it consults with the Bishop.

(ii) If a timely request is made, the President of the Standing Committee shall set a date for the conference, which shall be held within thirty (30) days of the request.

(iii) At the conference each party shall be entitled to representation and to present its position fully.

(iv) Within thirty (30) days after the conference, or after the Bishop's notice if no conference is requested, the Bishop shall confer with the Standing Committee, receive its recommendation, and thereafter, as final arbiter and judge, render a godly judgment.

(v) Upon the request of either party the Bishop shall explain the reasons for the judgment. If the explanation is in writing, copies shall be delivered to both parties.

(vi) If the pastoral relation is to be continued, the Bishop shall require the parties to agree on definitions of responsibility and accountability for the Rector and the Vestry.

(vii) If the relation is to be dissolved:

(A) The Bishop shall direct the Secretary of the Convention to record the dissolution;

(B) The judgment shall include such terms and conditions including financial settlements as shall seem to the Bishop just and compassionate; and

(C) In either event the Bishop shall offer appropriate supportive services to the Priest and the Parish.

(e) In the event of the failure or refusal of either party to comply with the terms of the judgment, the Bishop may impose such penalties as may be set forth in the Constitution and Canons of the Diocese; and in default of any provisions for such penalties therein, the Bishop may act as follows:

(i) In the case of a Rector, suspend the Rector from the exercise of the priestly office until the Priest shall comply with the judgment.

(ii) In the case of a Vestry, invoke any available sanctions including recommending to the Convention of the Diocese that the Parish be placed under the supervision of the Bishop as a Mission until it has complied with the judgment.

(f) For cause, the Bishop may extend the time periods specified in this Canon, provided that all be done to expedite these proceedings. All parties shall be notified in writing of the length of any extension.

(g) Statements made during the course of proceedings under this Canon are not discoverable nor admissible in any proceedings under Title IV of the Canons of The Episcopal Church, provided that this does not require the exclusion of evidence in any proceeding under the Canons of The Episcopal Church which is otherwise discoverable and admissible.

(h) In the course of proceedings under this Canon, if a charge is made by the Vestry against the Rector that could give rise to a disciplinary proceeding under Title IV of the Canons of The Episcopal Church, all proceedings under this Canon with respect to such charge shall be suspended until the charge has been resolved or withdrawn.

Sec. 11.33. Retirement.

Clerics in the employ of a parish shall retire when they have attained the age of 72 years. Employment beyond that age shall only be pursuant to a yearly contract approved by the Bishop.

Canon XII. Missions.

Sec. 12.01. The Bishop's Authority.

The Bishop shall be the rector of each mission, and as such shall have the discretion (a) to supervise and control all missionary activity within the Diocese; (b) in consultation with Executive Council and its Congregational Development Committee, to organize missions and authorize specialized missions, and (c) to appoint, transfer, suspend or remove the vicars or other Clerics in charge, and any stipendiary or non-stipendiary assistants.

Sec. 12.02. Organizing a Mission.

(a) A mission may be organized in any area not included at the time in any parish or mission boundaries, or within such boundaries with the consent of the Bishop and the Standing Committee of the Diocese and after due notice and opportunity to be heard by any parish or mission affected.

(b) Organization of a mission shall require completion of the following:

(i) submission to the Bishop of a written application for the organization of a mission, signed by at least 25 persons, stating their readiness to undertake the duties and obligations of such organization and that all activities of the mission shall forever be in conformity with the Constitution and Canons of The Episcopal Church and of the Diocese of California and with the doctrine, discipline, and worship of The Episcopal Church;

(ii) issuance by the Bishop of written authorization for the organization of the mission within the boundaries fixed by the Bishop and subject to such conditions as the Bishop may impose; and

(iii) the holding of a meeting of those desiring the organization of the mission over which the Bishop or one authorized by the Bishop in writing for the purpose shall preside as organizer, and at which the prospective members of the mission shall affirm the commitments of the application and shall accept the conditions of the Bishop's authorization.

(c) Upon completion of the conditions specified in paragraph (b), above, (1) the Bishop shall give the mission a name, and shall appoint a senior warden, a junior warden, a Secretary, and a Treasurer of the mission who, with such other persons as the Bishop may appoint, shall serve as the Bishop's Committee of the mission until the first annual meeting of the mission and (2) the organizer shall complete a certificate of organization in triplicate, one for the mission, one for the Bishop and the third to be filed with the Secretary of the Convention.

Sec. 12.03. Governance of Organized Missions.

(a) An organized mission shall be governed by the Bishop's Committee, which shall perform such duties as may be required by the Bishop, the Executive Council and these Canons.

(b) The number of members of the Bishop's Committee shall be determined by the Bishop, who may increase or decrease such number at any time. Qualifications for members of the Bishop's Committee shall be those prescribed by these Canons for members of the vestry of a parish, except as the Bishop may otherwise permit.

(c) An annual meeting of the mission shall be held at the time and place set forth in a notice issued by the Bishop's Committee or at such other time or place as may be prescribed by the Bishop.

(i) The vicar shall, *ex officio*, be Chair of the meeting, and in the vicar's absence, the senior warden shall serve as chair *pro tempore*; if both the vicar and senior warden are unable to serve, the Bishop shall designate a chair *pro tempore*.

(ii) At the annual meeting there shall be nominated to the Bishop persons to serve on the Bishop's Committee. The qualifications of voters and conduct of the election of nominees to the Bishop shall, insofar as practicable, conform to the provisions of these Canons applicable to the election of members of a parish vestry.

(iii) The nominees' names and a description of other actions taken at the annual meeting shall be posted in a conspicuous place available to the membership and sent to the Bishop within seven days after the annual meeting.

(d) The Bishop may reject any or all of the nominations made by the members of the mission and may appoint another or others, and may at any time remove from office any member or members of the Bishop's Committee and appoint another or others. The Bishop shall have exclusive authority to fill vacancies in the membership of the Bishop's Committee.

(e) The vicar shall have the right to vote, and may preside, at all meetings of the Bishop's Committee. If the vicar does not preside at a meeting of the Committee, the senior warden, or in the absence of the senior warden, the junior warden, shall preside. No action may be taken at a meeting of the Bishop's Committee unless there was present either the vicar or a warden, or other person appointed by the Bishop to serve as the Bishop's representative.

(f) At an organizational meeting following each annual meeting, the officers of the mission shall be designated for nomination to the Bishop. From among the members of the Bishop's Committee, the vicar shall nominate to the Bishop the senior warden, and the Bishop's Committee shall nominate to the Bishop the

junior warden; if there be no vicar, the Bishop's Committee shall also nominate to the Bishop annually a Secretary and a Treasurer who may, but need not, be members of the Bishop's Committee. The wardens, Secretary and Treasurer shall perform the duties pertaining to like offices in a parish. The Treasurer shall be bonded in an amount and by a surety approved by the Bishop.

(g) The Bishop may reject any or all such nominations for wardens, Secretary and Treasurer and appoint another or others in their places, and may at any time remove any or all of such officers and appoint another or others in their places. The Bishop shall have exclusive authority to fill a vacancy in any office of the mission.

(h) The Bishop's Committee may petition the Bishop to declare vacant the office of a member who fails to meet any qualification for membership prescribed by civil or canon law or by the mission's bylaws; a member who has failed without excuse to attend three consecutive regular meetings of the Bishop's Committee; or a member who has failed without excuse to attend a total of four regular meetings of the Bishop's Committee during one calendar year.

(i) In every mission there shall be kept by the vicar or Cleric in charge or, if there be none, by a warden or the Secretary, a register which conforms to all the requirements of the Canons of The Episcopal Church and the provisions of these Diocesan Canons relating to parish registers.

Sec. 12.04. Finances of Organized Missions.

Every Bishop's Committee shall adopt a financial plan or budget for the mission, and the finances of the mission shall be administered in accordance therewith. The budget and any subsequent material amendment to it shall be subject to the written approval of the Bishop and the Congregational Development Committee. A pledge of the mission for the Diocesan Operating Fund shall be included in each such budget, and the mission shall be obligated to the Diocese for the regular monthly proportion thereof. A failure of the mission to make such a pledge or to make such monthly payment shall be sufficient cause, on recommendation of the Executive Council, for discontinuance by the Bishop of the services of the vicar or for such other action, including the dissolution of the mission, as the Bishop may determine.

Sec. 12.05. Specialized Missions.

Where particular needs are to be met, a specialized mission may be authorized by the Bishop in consultation with Executive Council and the Congregational Development Committee.

(a) Proponents of such a specialized mission shall submit to the Bishop an application which shall include the following:

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- (i) A description of the nature, scope and leadership of such specialized mission;
 - (ii) Evidence that at least five persons desire to establish and continue the work of such specialized mission; and
 - (iii) Evidence that the work may continue without causing interference with existing cures in the same geographic area.

(b) If the proposed specialized mission proposes work within the territorial limits of any existing parish or mission, the Secretary of the Standing Committee shall notify the parish or mission of such application. Any objections to the organization of the proposed specialized mission shall be made in writing to the Bishop and to the Standing Committee. Within 90 days after the issuance of such notice by the Secretary, the Bishop and the Standing Committee, after consideration of the objections and any responses, shall make known their joint decision, and if it be in favor of the organization of the proposed specialized mission, they shall authorize its formation.

(c) Such authorization shall specify the nature and extent of the ministry of the specialized mission, the rights, responsibilities and system of governance of the mission; and the obligation, if any, to pledge annually to the Diocesan Operating Fund.

(d) The Bishop may terminate the authority of a specialized mission at any time and for any reason.

(e) The Cleric in charge of a specialized mission shall submit reports of mission activities as required by the Bishop.

Sec. 12.06. Parochial Missions.

On the recommendation of the Congregational Development Committee, and with the approval of the Bishop and of the Executive Council, a parish of the Diocese may organize a mission upon the conditions set forth in such approval. Upon the establishment of such a mission, the parish shall cause a copy of a certificate of organization to be forwarded to the Bishop and to the Secretary of the Diocesan Convention. The Executive Council may, in its discretion, adjust the parish's assessment for the Diocesan Operating Fund to reflect the parish's missionary undertakings. The Cleric in charge of a parochial mission shall be appointed by the rector with the consent of the Bishop, shall be subject to the direction of the rector, and shall serve at the pleasure of the rector. Title to property and funds allocated to a parochial mission shall be held in the name of the parish which shall be financially responsible for all operations of the mission. No parochial mission shall be entitled to representation in the Convention, but any parochial mission may apply to become an organized mission or, if it fulfills the requirements, a parish in union with the Diocesan Convention.

Sec. 12.07. Mission Clerics.

(a) Clerics in charge of a mission shall be known as vicars. Clerics appointed by the Bishop to missionary duties may be assigned to the charge of organized missions, or to work in places not within any parish or mission boundaries; *provided*, that a vicar may be assigned to two or more missions or other missionary charges. With the approval of the vestry, a rector of a parish may be assigned to duty as a vicar outside the boundaries of that parish and be given a stipend therefor.

(b) The duties of a vicar in charge of a mission shall be as far as practicable the same as those of the rector of a parish, as prescribed by these Canons.

Canon XIII. Clerics and Their Duties.

Sec. 13.01. Resident Clerics.

All Clerics Canonically Resident and in good standing in the Diocese shall perform the duties of their respective orders in accordance with these Canons and the Canons of The Episcopal Church. The Bishop shall maintain a current list of Clerics Canonically Resident in the Diocese, which list shall be published annually in the Convention Journal.

Sec. 13.02. Pastoral Cure.

The pastoral cure of a Cleric shall extend to all persons affiliated with the congregation, institution or other ministry over which the Cleric has charge regardless of the residence of the person, and such Cleric may provide pastoral ministrations to such person within the boundaries of another congregation. Any person may become affiliated with any congregation, institution or other ministry regardless of such person's place of residence.

Sec. 13.03. License to Officiate.

Clerics who are not Canonically Resident in the Diocese may not officiate more than one day by preaching, administering the sacraments or holding any public service, without first obtaining a license to do so from the Bishop.

Sec. 13.04. Minimum Stipend.

The minimum stipend which shall be paid any Cleric employed full time by the Diocese or any parish or mission, together with the minimum allowances for housing, utilities and transportation, shall be fixed from time to time by the Convention, which may fix separate levels of compensation for (1) Clerics serving as rector or vicar, (2) Clerics serving as assistants, and (3) deacons.

Sec. 13.05. Other Appointments.

Clerics appointed by the Bishop to specialized ministries not associated with parishes or organized missions shall report at least annually to the Bishop in the manner prescribed by the Bishop and the Canons of The Episcopal Church.

Sec. 13.06. Archdeacons.

Archdeacons of the Diocese may be appointed by the Bishop, subject to confirmation by the Convention of the Diocese, or, when the Convention is not in session, by the Executive Council and the Standing Committee. They may be removed by the Bishop at any time, with the concurrence of the Standing Committee. The duties of the archdeacon shall be those specified by the Bishop, in consultation with the Executive Council. The salaries of those appointed to serve as archdeacons shall be fixed by the Convention.

Sec. 13.07. Retirement.

Vicars and other Clerics in the employ of the Diocese shall retire when they have attained the age of 72 years. Employment of those who desire to continue in service beyond this age shall be pursuant to a yearly contract with the Bishop.

Canon XIV. Commission on Ministry.**Sec. 14.01. Membership.**

There shall be a Commission on Ministry consisting of four classes, each member of which shall serve a four-year term. Members shall be appointed by the Bishop, subject to confirmation by the Convention. Each class shall consist of at least three (3) and no more than five (5) members and shall include both clerical and lay members, arranged so that, insofar as possible, the classes are equal in size and the commission as a whole has a balance of clerical and lay members. Members may be reappointed for up to two successive terms.

Sec. 14.02. Powers.

The Commission shall have the powers prescribed in Title III, Canon 2, of the Canons of The Episcopal Church, together with such additional powers, duties and responsibilities, not inconsistent with the Canons of The Episcopal Church, as the Bishop may from time to time specify.

Sec. 14.03. Examinations.

Under the guidance and oversight of the Bishop, the Commission shall conduct examinations of postulants for holy orders, as prescribed by the Canons of The Episcopal Church. The Commission may act through subcommittees in the conduct of any or all such examinations.

Sec. 14.04. Commission Reports.

The commission shall make a separate written report to the Bishop with respect to each candidate setting forth the results of all interviews and examinations conducted by or for it. The Bishop shall transmit these reports to the Standing Committee, which shall in no case recommend a postulant for admission as a candidate for holy orders or recommend a candidate for ordination until the report of the Commission has been considered by the Committee.

Sec. 14.05. General Ordination Examination.

When a candidate for holy orders takes the general ordination examination administered by the General Board of Examining Chaplains, the Commission on Ministry and the Standing Committee shall in no case recommend such candidate for ordination to holy orders until it has considered the report of the examination from the General Board in the manner and form prescribed by Title III, Canon 15.4, of the Canons of The Episcopal Church.

Sec. 14.06. Other Appointments.

With the advice and consent of the Bishop, the Commission may designate other persons, both Clerical and lay, to assist and act with any subcommittee of the Commission.

Sec. 14.07. Annual Report.

The Commission shall make an annual report concerning its work to the Diocesan Annual Convention.

Canon XV. Ecclesiastical Discipline—Establishment of Disciplinary Board as Ecclesiastical Court.

Sec. 15.01. Title IV of the General Canons.

The forms and methods of Ecclesiastical Discipline in the Diocese shall follow and comply with the provisions set forth in Title IV of the Canons of the General Convention of The Episcopal Church (the “General Canons”). To the extent, if any, that any of the provisions of this Canon are in conflict or inconsistent with the provisions of Title IV, the provisions of Title IV shall govern.

Sec. 15.02. Effectiveness of Canon and Term of Ecclesiastical Court.

Except for the provisions for selection of members of the Disciplinary Board, which shall take effect immediately upon adoption, this Canon XV shall take effect on July 1, 2011. The terms of previously elected members of the Ecclesiastical Trial Court shall terminate on June 30, 2011, except with respect to cases pending on that date before the Ecclesiastical Trial Court that are required to proceed under the predecessor to Title IV as set forth in Canon IV.20.3 of the General Canons. As to such cases, the predecessor to Title IV and the predecessor to this

Canon XV shall govern. The terms of members of the Ecclesiastical Trial Court expiring on December 31, 2010 are extended until so terminated.

Sec. 15.03. Diocesan Cooperation.

Pursuant to Canon IV.5.3(i) of the General Canons, the Diocese has elected to enter into a compact among the Dioceses of California, El Camino Real, San Joaquin, and Northern California to develop and share resources necessary to implement Title IV and this Canon, including members of Disciplinary Boards, Church Attorneys, Intake Officers, Advisors, Investigators, Conciliators and administrative and financial support for proceedings under Title IV (hereinafter the “Disciplinary Board Compact”). The Bishop of the Diocese shall be authorized to execute and implement the Disciplinary Board Compact and any amendments or modifications thereto consistent with this Canon.

Sec. 15.04. Information.

When any General Canon shall allow information concerning a charge or disciplinary proceeding be given to a Bishop, the only Bishop to whom such information may be given shall be the Bishop (or Bishops if so agreed) having jurisdiction over that charge or disciplinary proceeding under Canon IV.19.5 of the General Canons.

Sec. 15.05. Disciplinary Board.

The Disciplinary Board shall consist of nine persons, five of whom are members of the Clergy and four of whom are members of the Laity and shall constitute a Court for purposes of Article IX of the Constitution of The Episcopal Church. A member of the Standing Committee of this Diocese may not serve on the Disciplinary Board.

Sec. 15.06. Composition.

While the Disciplinary Board Compact is in effect, each of the Dioceses listed in Section 15.03 shall have one clerical and one lay member on the Disciplinary Board, and the ninth member, a Cleric, shall be nominated by the Disciplinary Board and subject to the unanimous approval by the four diocesan bishops.

Sec. 15.07. Terms.

Eventually, each member of the Disciplinary Board shall serve a three-year term, each term to begin on January 1 following appointment or election. During the first year, the nine members shall draw lots as to the three having six-month terms (to December 31, 2011), the three having 18-month terms (to December 31, 2012) and the three having 30-month terms (to December 31, 2013). Thereafter, each Diocese shall elect or appoint replacements for members of that Diocese whose terms have ended for three-year terms, replacing lay with lay and clergy with clergy, provided that the ninth member shall be selected as provided in Canon

15.06. Members may serve no more than two successive terms, after which one year must elapse before being reelected or reappointed. If a member is elected or appointed to fill a vacancy, the term of such member shall be the unexpired term of the member being replaced. If a proceeding has been commenced, a member of the Disciplinary Board whose term has expired may continue to serve on the Disciplinary Board for all proceedings in that matter in which the Disciplinary Board is involved through final disposition.

Sec. 15.08. Clerical Members.

The Clerical members of the Disciplinary Board from this Diocese must be canonically and geographically resident within the Diocese.

Sec. 15.09. Lay Members.

The lay members of the Disciplinary Board from this Diocese shall be adult Communicants in Good Standing of a congregation in the Diocese.

Sec. 15.10. Appointment.

The members of the Disciplinary Board from this Diocese shall be appointed by the Bishop with the consent of the Standing Committee by November 1 of each year, with terms beginning the following January 1.

Sec. 15.11. Vacancies.

Vacancies on the Disciplinary Board shall be filled as follows:

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

(b) That Bishop shall appoint a replacement Disciplinary Board member with the consent of the Standing Committee of the vacating member's diocese.

(c) With respect to a vacancy created for any reason other than pursuant to a challenge as provided below, any person selected as a replacement Disciplinary Board member shall serve for the unexpired portion of the vacating member's term. With respect to a vacancy resulting from a challenge, the replacement Disciplinary Board member shall serve only for the proceedings for which the appointed Disciplinary Board member is not serving as a result of the challenge.

Sec. 15.12. President.

The first Disciplinary Board President shall be elected by Disciplinary Board members prior to December 31, 2010, to serve until December 31, 2011, and may be elected for an additional one-year term. Subsequent presidents shall be elected in accordance with Canon IV.5.1 of the General Canons and may serve for up to two one-year terms before stepping down as President for one year.

Sec. 15.13. Clerk.

The Disciplinary Board shall appoint a Clerk to assist the Disciplinary Board with records management and administrative support. The Clerk may also be a member of the Disciplinary Board. The Clerk shall also maintain a roster of membership for the Disciplinary Board, which shall include the Diocese and term of each member.

Sec. 15.14. Preserving Impartiality.

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

Sec. 15.15. Intake Officer.

The Intake Officer for this Diocese shall be appointed from time to time by the Bishop with the consent of the Standing Committee. The Bishop may appoint one or more Intake Officers according to the needs of the Diocese. The Bishop shall publish the name(s) and contact information of the Intake Officer(s) throughout the Diocese.

Sec. 15.16. Investigator.

The Bishop shall appoint an Investigator in consultation with the President of the Disciplinary Board on an as-needed basis. The Investigator may be, but is not required to be, a Member of the Church.

Sec. 15.17. Church Attorney(s).

Beginning in 2010 and within forty-five (45) days following each Annual Convention, the Bishop of this Diocese with the consent of the Standing Committee shall appoint one or more attorneys to serve as Church Attorney(s) for the following calendar year. The person(s) so selected may but need not be Members of the Church but must be a duly licensed attorney in California, and need not reside within the Diocese. The Church Attorney may be removed for cause during the calendar year by the Bishop of this Diocese with the advice and consent of the Standing Committee.

Sec. 15.18. Pastoral Response Coordinator.

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

Sec. 15.19. Advisors.

In each proceeding under this Canon, the Bishop shall appoint an Advisor for the complaining party and an Advisor for the Respondent. Persons serving as Advisors shall hold no other appointed or elected position provided for under this Canon, and shall not include Chancellors or Vice Chancellors of this Diocese or any person likely to be called as a witness in the proceeding. The role of the Advisor is defined in Canon IV.2 of the General Canons and is not necessarily intended to act as an attorney. The complaining party and the Respondent may engage attorneys at their own cost.

Sec. 15.20. Costs and Expenses Incurred by the Church.

The reasonable costs and expenses of the Disciplinary Board, the Intake Officer, the Investigator, the Church Attorney, the Disciplinary Board Clerk and the Pastoral Response Coordinator shall be the obligation of the Diocese in which the Respondent is Canonically Resident, unless the alleged offense took place elsewhere and the respective bishops agree on a different cost allocation. Other costs shall be the responsibility of individual parties incurring them.

Sec. 15.21. Records.

(a) *Record of Proceedings.* Records of active proceedings before the Disciplinary Board, including the period of any pending appeal, shall be preserved and maintained in the custody of the Clerk, if there be one, otherwise by the Diocesan office in which the Respondent is Canonically Resident.

(b) *Permanent Records.* The Bishop shall make provision for the permanent storage of records of all proceedings for clergy canonically resident in this Diocese under this Canon at the Diocese and the Archives of the Episcopal Church, as prescribed in Title IV of the General Canons.

Canon XVI. Diocesan Organizations and Representatives.

Sec. 16.01. Standing Committee.

(a) The Standing Committee, which shall be comprised of four Clerics and four lay persons, shall be the council of advice to the Bishop and shall perform such duties as are required by and in conformance with the Constitution and Canons of The Episcopal Church and the Constitution and Canons of this Diocese.

(b) The term of office of members of the Standing Committee shall be four (4) years. At each Annual Convention one Cleric and one lay person shall be elected for such term. No person who has served for a full term of four years, or for more than two years in an unexpired term, shall be eligible for-election until after the expiration of one full year. Vacancies may be filled by the Standing Committee to serve until the next Annual Convention, which shall elect a member for the unexpired term. The Secretary shall promptly notify the Bishop of any vacancies, and of the names of persons appointed to fill such vacancies.

(c) The officers of the Standing Committee shall be a President, a Vice President and a Secretary, to be elected from and by the members thereof at the first meeting during the Annual Convention of the Diocese.

(d) The Standing Committee may in its discretion meet in executive session for discussion of particular subjects, but shall take all decisions in regular session. It shall cause minutes of its proceedings to be prepared reflecting all decisions taken and, where deemed relevant and appropriate by the Standing Committee, the related discussions. After they have been approved, the minutes shall be recorded in written form, and shall be open to inspection at any reasonable time by the Bishop, any member of the Standing Committee or the Executive Council, and any member of the Convention for a purpose reasonably related to such person's interest as a member of the Convention.

(e) The Standing Committee shall make a full report of its activities to each Annual Convention.

(f) *Committee on Governance.* The Standing Committee shall organize and supervise a Committee on Governance, which shall regularly monitor the process of governance in the Diocese to ensure that (i) the existing governance process is functioning as described in these Canons and is transparent to the wider Diocesan community, (ii) best practices are being employed based on the specific needs of the Diocese, and (iii) the existing Diocesan structures are providing adequate responses to emerging challenges. The committee shall consist of three (3) members appointed by the Standing Committee and three (3) members appointed by the Executive Council. The Standing Committee shall designate the Chair of the Governance Committee from among its members. Members of the committee shall serve a term of three (3) years, arranged so that one appointee from each body shall begin a full term each year. The terms of members shall commence on January 1 next following their appointment, except in the case of any person appointed to serve out the unexpired term of a member who has resigned or been removed, in which case the person so appointed shall begin serving immediately upon his or her appointment. No person who has served a full term shall be eligible for appointment to a new term until at least one (1) year after the expiration of the term served.

Sec. 16.02. Organization of General Convention Deputation.

The deputation to the General Convention, consisting of lay and clergy deputies and alternates meeting as one body, shall elect its own leadership. The chair or co-chairs shall be elected from among the deputies, and if there be co-chairs, there shall be one from each order.

Sec. 16.03. Deputies to the Provincial Synod.

The deputies and alternate deputies representing the Diocese at the Synod of the Eighth Province shall be elected by the deputies and alternate deputies to the General Convention. Eligibility for such offices shall be in accordance with the Canons of The Episcopal Church and the Ordinances of the Eighth Province.

Sec. 16.04. Corporation Sole.

(a) The Bishop is authorized to maintain a corporation sole, entitled “The Episcopal Bishop of California” (the “Corporation Sole”), under California law for the administration of the real property of missions, and of such other real or personal property and funds as may have been, or may be, granted or committed to the Bishop for the use of The Episcopal Church in this Diocese, or of any of its related, constituent or subordinate units or institutions, or for any religious, benevolent or educational objects connected with any of the foregoing.

(b) The Bishop or the Treasurer shall report to the Annual Convention in detail concerning the activities of the Corporation Sole. Its financial condition shall be reported to the Annual Convention in accordance with generally accepted accounting principles either individually, on a consolidated basis, or both, with the Diocese, as shall be determined by the Treasurer.

(c) The Corporation Sole shall transfer all real or personal property and funds in its possession to the greatest extent feasible to the Diocesan Corporation, unless such a transfer could result in a loss by burdensome taxation, or by reverter or otherwise under the terms of restricted gifts. The articles of incorporation of the Corporation Sole shall provide that any transaction by the Corporation Sole affecting real property shall require the consent of the Executive Council.

Sec. 16.05. Commission on Church Architecture and Furnishings.

The Commission on Church Architecture and Furnishings shall include two Clerics and four lay members, three of whom shall be architects or engineers skilled in church design. These members shall be appointed by the Bishop at each Annual Convention. In addition, the Bishop and any Bishops Coadjutor or Suffragan, the Chief Financial Officer, and the Chancellor shall be, *ex officio*, members of the Commission on Church Architecture and Furnishings. The Commission on Church Architecture and Furnishings shall have the following functions:

(a) At the request of the Bishop, it shall advise about site selection for mission buildings.

(b) It shall review and approve the plans of any mission or Aided Parish for any work of improvement, repair or remodeling. No mission or Aided Parish shall commence the work to build, remodel, furnish or decorate a church, chapel or other parish or mission structure until the plans for such work have been so reviewed and approved.

(c) At the request of any parish, it shall review and give its advice about site selection, or any building, remodeling, furnishing or decorating project contemplated by the parish.

Canon XVII. Diocesan Institutions.

Sec. 17.01. Eligibility.

No group or entity within this Diocese shall represent that it is sponsored by or connected with The Episcopal Church or the Diocese unless it has met the provisions of this Canon and only so long as it continues to be so qualified.

Sec. 17.02. Purposes.

The Convention may recognize an entity formed for any religious, charitable, or educational purpose as a Diocesan Institution.

Sec. 17.03. Qualification.

The Convention may recognize a group or entity as a Diocesan Institution if the Bishop and Standing Committee have first recommended such action and the Chancellor has certified that its articles of incorporation and bylaws meet the requirements of this Canon.

Sec. 17.04. Corporate Requirements.

Each Diocesan Institution shall be a corporation in good standing under the Nonprofit Corporation Law of California. Except as otherwise provided in this Canon XVII, the articles of incorporation or bylaws of each Diocesan Institution shall provide that:

(a) The Bishop, or some other person appointed by the Bishop, shall be a member of the governing board;

(b) At least a majority of the members of the governing board shall be Clerics Canonically Resident in the Diocese or persons eligible, under Article VI, Section 6.4, of the Constitution of the Diocese, for election as Delegates to the Convention;

(c) No person shall be elected or appointed to the governing board without the prior written consent of the Bishop and the Standing Committee; and

(d) No amendment to the articles of incorporation or bylaws shall take effect without the prior written consent of the Bishop and the Standing Committee.

Sec. 17.05. Exceptions.

(a) Section 17.04(b) shall not apply to any Diocesan Institution owning or operating facilities in more than one diocese, provided that a majority of the members of the governing board are members in good standing of The Episcopal Church in one or another of those dioceses.

(b) Upon written petition of an institution, the Bishop and Standing Committee may waive the requirements of Section 17.04 for institutions in which the Church participates with other denominations on an ecumenical basis, or in which community or other considerations justify such exception.

Sec. 17.06. Reports.

Within ten (10) days after any Diocesan Institution files a Form 990 information return with the Internal Revenue Service or a registration or registration renewal with the California Attorney General's Registry of Charitable Trusts, it must submit a copy to the Bishop and the Standing Committee. Whenever the California Nonprofit Corporation Law requires a Diocesan Institution to request the California Attorney General's consent the Diocesan Institution must, not later than ten (10) days before doing so, submit a copy of that request to the Bishop and the Standing Committee. Within ten days after any Diocesan Institution amends its articles of incorporation or bylaws, it must submit a copy to the Bishop and the Standing Committee. The Bishop or Standing Committee may require annual or special reports from any Diocesan Institution regarding the composition of its Board or its business and affairs to insure congruence between the mission and interests of the Diocese and the Diocesan Institution.

Sec. 17.07. Termination.

After consideration of a report from the Bishop and the Standing Committee that a Diocesan Institution does not conform to the requirements of this Canon XVII or that its standards of performance do not warrant continued recognition, the Convention may revoke the status of any group or entity as a Diocesan Institution, or take other action as it deems appropriate. The report of the Bishop and Standing Committee, which shall be prepared after notice and opportunity for hearing, shall set forth the facts and conclusions upon which the recommendation is based.

Sec. 17.08. List of Institutions.

The Secretary of Convention shall report the names of all Diocesan Institutions in the Journal of Convention.

Sec. 17.09. Disclaimer.

The acceptance, under the provisions of this Canon, of any group or entity as a Diocesan Institution, or the continued recognition of any such Diocesan Institution heretofore accepted, is made without any warranty, representation or assurance of any kind of any responsibility whatever on the part of the Bishop, the Diocese, or any committee, department, constituent part of the Diocese or any of its employees, agents or representative for any financial, contractual or legal obligation now existing, or which may hereafter be incurred, by or on behalf of any such Diocesan Institution, except as may be expressly undertaken in a written agreement duly executed pursuant to appropriate corporate action authorized by the Executive Council and specifically approved by the Bishop.

Sec. 17.10. Exceptions.

This Canon XVII shall not apply to organizations authorized by religious communities, to organizations chartered by the Diocesan Corporation, or to a parish, a mission, the Cathedral, The Episcopal Church, or the Eighth Province of The Episcopal Church. Unless another canon expressly provides otherwise, the only Diocesan canons applicable to Diocesan Institutions are found in this Canon XVII.

Canon XVIII. Funds and Financial Matters.**Sec. 18.01. Diocesan Operating Fund.**

There shall be a Diocesan Operating Fund from which shall be paid all expenses incurred for functions required by the Constitution and Canons of The Episcopal Church and of the Diocese and for such programs and activities as are approved by Diocesan Convention.

Sec. 18.02. Support of Diocesan Operating Fund.

(a) It is the unqualified obligation of each parish and organized mission in union with the Convention of this Diocese to provide its proportionate share of the expenses of the Diocese as set forth in the budget for the Diocesan Operating Fund adopted by the Diocesan Convention.

(b) Such proportionate share of expenses not otherwise provided by endowment income, grants and other sources shall be assessed upon each parish and organized mission in proportion to its total annual operating income as recorded in the financial section of the annual parochial report of each such parish and organized mission, except as modified below:

- (i) Excluding any amounts received by an organized mission from the Diocesan budget through the Congregational Development Committee;
- (ii) In the case of the Cathedral, “total annual operating income” shall be all amounts received through pledges by the Cathedral congregation; and

(iii) In the event that a parish, or an organized mission (with the approval of the Congregational Development Committee and the Bishop), create a new full or part time position which has a scope of responsibilities solely devoted to the professional, programmatic life of said parish or mission (as opposed to clerical, janitorial, or non-programmatic responsibilities), the calculation of income of said parish or mission for purposes of the Diocesan assessment shall not include the total compensation plus related employee benefits for said employee in the first two years of his or her employment, 50% of said cost in the third year, and 25% of the cost in the fourth year. This subsection shall be limited to the equivalent of one full-time employee per congregation; it shall not apply to the Cathedral.

(c) Assessments under this section shall be assigned to each parish and organized mission on a graduated basis, so that units having a lower total operating income will be assessed a lesser percentage of their total operating income. The Finance Committee shall recommend to Diocesan Convention each year a schedule of two or more levels of total operating income and corresponding percentages of such income as the basis for assigning assessments to each parish and organized mission. Such schedule shall be effective for assessments for the ensuing year, unless modified by resolution of Diocesan Convention.

(d) If a parish or organized mission fails to pay its full assessment for the twelve full months immediately preceding Convention, the voting privileges of its Delegates to the Diocesan Convention may, at the discretion of the Bishop, be suspended in proportion to the unfilled obligation, provided that no such suspension shall result in reducing the voting representation of any such parish or organized mission below one Delegate.

(e) Any proposed amendment to the Canons concerning support of the Diocesan Operating Fund or the methodology for Diocesan assessments shall be submitted to the Finance Committee on or before the first day of April. The Finance Committee shall consider the potential effect of the proposed amendment on the Diocesan Operating Fund and the operations of the Diocese, and report its conclusions to the Diocesan Convention, prior to any vote on the proposed amendment.

Sec. 18.03. Appeal of Assessment.

(a) By March 31 of each year, the Chief Financial Officer shall send to the vestry of each parish and to the Bishop's Committee of each organized mission a statement of its assessment for the forthcoming year, and each vestry and Bishop's committee shall, within 60 days following such close, return to the office of the Chief Financial Officer its written commitment for payment of the amount assessed or a notice of appeal of the amount of the assessment.

(b) The Chief Financial Officer shall report to Executive Council at its June meeting all notices of appeal and the amounts involved, together with the recommendation of the Finance Committee for any adjustments in the total budget required by reason of the pendency of such appeals.

(c) With the concurrence of the Bishop, Executive Council may adjust the budget in such manner as it deems proper.

Sec. 18.04. Committee on Appeals.

(a) Any appeal of an assessment shall be referred to the Committee on Appeals, except clerical or computational errors, which may be corrected by the Treasurer's office. Promptly following each Annual Convention, the Committee on Appeals shall be established as follows: a Chair appointed by the Bishop and confirmed by the Executive Council; one person appointed by the President of Executive Council; one person appointed by the Finance Committee; and six persons appointed by the Bishop and confirmed by Executive Council, two of whom shall be members of parishes or organized missions whose total operating income for the prior year was less than the average total operating income of all parishes on which the assessment was based, and two of whom shall be members of parishes or organized missions whose total operating income for the prior year was equal to or greater than the average total operating income of all parishes on which the assessment was based. At least three of such six shall be lay persons.

(b) A parish or organized mission, having given notice of appeal within the period specified in Section 18.03, shall perfect such appeal by providing the Chair of the Committee on Appeals, not later than June 1 of the year considered, with a written statement of grounds for appeal and copies of its current budget and financial statements for the two previous years. The Committee on Appeals is not empowered to consider an appeal not noticed in accordance with Section 18.03 and not perfected in accordance with this subsection.

(c) The Committee on Appeals shall take such action as it deems appropriate to investigate, hear and determine each appeal, including but not limited to informal conferences by one or more Committee members with an officer or officers, or the vestry or Bishop's committee of the parish or organized mission appealing, or a formal hearing before the Committee. After such consideration as the Committee on Appeals deems appropriate, with or without a formal hearing, the committee may by vote of a majority of its members dismiss the appeal or recommend to the Executive Council an adjustment of the assessment.

(d) The Executive Council may accept, reject, or modify the recommendation of the Committee on Appeals, or it may return the matter to the said Committee for further consideration. The action of the Executive Council under this subsection shall be subject to the concurrence of the Bishop.

Sec. 18.05. Monthly Payments.

(a) Each parish and mission of the Diocese shall pay to the Chief Financial Officer, each month, one-twelfth of its assessment for the Diocesan Operating Fund. The payments between the beginning of the fiscal year and the publishing of the assessments for that year shall be on the basis of the assessment for the preceding year, and adjustments shall be made the following month.

(b) Each month, the Chief Financial Officer shall provide the treasurer of each parish and mission with a statement of the balance then due on, and each parish and mission shall pay to the Chief Financial Officer one-twelfth of, their respective assessments. The Chief Financial Officer shall provide a final statement to each parish and mission not later than the tenth day of December and shall indicate the balance due as of December 31.

Sec. 18.06. The Episcopate Fund.

There shall be an Episcopate Fund consisting of such donations and contributions as shall be made thereto from private and public sources which shall be paid to and held in trust by the Diocesan Corporation. The interest on such fund shall be appropriated to the support of the Bishop of this Diocese, and of the Bishop Coadjutor and the Suffragan Bishops, if there be any.

Sec. 18.07. Clergy Emergency Fund.

(a) The Clergy Emergency Fund shall be derived from donations, contributions and collections, which may be taken for that purpose, in any parish or mission in this Diocese.

(b) The principal of the Clergy Emergency Fund shall be invested in the name of and remain under the control of the Diocesan Corporation, and only the revenue from the fund and any special contributions expressly designated may be used for current relief. The Bishop shall have charge of all disbursements from the Fund and shall report at least annually to Executive Council concerning it.

(c) Except as described in the following paragraph, the income of the Clergy Emergency Fund shall be used only for the relief of those Clerics in good standing in the Diocese who are Canonically Resident therein, and of their surviving spouses and dependent children. Such relief may include the payment of premiums for Diocesan group health insurance coverage for retired, unemployed or disabled Clerics, and dependents of such Clerics including surviving spouses or dependent children.

(d) In the discretion of the Bishop, any such income not required for the foregoing purpose may be used for the relief of lay persons who are members of the Church and who are or have been regularly employed by the Diocese, the Cathedral or a parish or an organized mission of the Diocese.

Sec. 18.08. Other Funds.

The Diocesan Corporation is authorized to establish and maintain such other separate or consolidated funds as may be appropriate properly to manage and invest trust funds of the Diocese, including any such funds given or bequeathed to Diocese in any manner and any funds held by the Diocesan Corporation for the use and benefit of any parish, mission, institution or other organization affiliated with the Diocese in accordance with the terms and conditions of any such trust or endowment.

Canon XIX. Business Practices in Church Affairs.**Sec. 19.01. Transfer or Encumbrance.**

Except as provided in Section 19.02 of this Canon, no vestry, trustee or other body authorized by civil or canon law to hold, manage or administer real property for any parish or other organization connected or affiliated with the Diocese, including the Corporation Sole, but not including any Diocesan Institution as defined in Canon XVII, shall sell, lease for a term exceeding one year, or encumber, or otherwise transfer or encumber such real property, or any part thereof, without first obtaining the written consent of the Bishop and the Standing Committee. In the case of real property held by the Diocesan Corporation for a mission over which the Executive Council has general supervision, the prior consent and authorization of the Bishop and Executive Council shall be required for any transfer, lease for a term exceeding one year, or encumbrance, except that when the property contains a consecrated church or chapel, or a church or chapel which has been used solely for divine services, the prior consent of the Bishop and Standing Committee shall be required.

Sec. 19.02. Exceptions.

The prior consent of the Bishop and Standing Committee to an encumbrance, as described in Section 19.01 of this Canon, is not required in the following cases:

(a) An encumbrance of property of a parish other than a consecrated church or chapel to secure indebtedness incurred for permanent improvements, replacements, additions, fixtures or equipment of a capital nature when the amount of such indebtedness, plus all other indebtedness then existing, does not exceed 150 percent of the average annual receipts of the parish during the three preceding calendar years;

(b) Indebtedness incurred by the Diocesan Corporation or the Corporation Sole that has been authorized by Executive Council for the use or benefit of a mission;

(c) Indebtedness, guaranty obligations, or other similar commitments secured by any lien, deed of trust, pledge, security interest or other encumbrance on real

property or any part thereof, incurred or assumed on a facility in which healthcare and residential services are provided to patient and/or residents, where such indebtedness, guaranty obligations or commitments are incurred or assumed in furtherance of the mission of the organization, or any other indebtedness, guaranty, obligation, transfer or transaction as otherwise agreed to by the Bishop and Standing Committee.

Sec. 19.03. Trust.

All real and personal property held by or for the benefit of any parish, mission or other congregation is held in trust for The Episcopal Church and the Diocese of California. The existence of this trust, however, shall not limit the authority of the parish, mission or other congregation otherwise existing over such property, except as may be specified in these Canons, so long as the particular parish, mission or congregation remains a part of The Episcopal Church and the Diocese of California, and subject to their respective Constitutions and Canons.

Sec. 19.04. Permanent Funds.

(a) Permanent funds, endowments, and trust funds and securities of a parish or mission shall be deposited with a national or state bank, savings and loan association, mutual fund, professional investment advisor, the Diocesan Corporation or other agency approved by the Finance Committee, and shall be held under agreements providing for at least two signatures for withdrawal of such funds or securities. This section shall not apply to funds and securities refused by depositories as too small for acceptance; such small funds shall be under the care of the persons or corporations responsible for them.

(b) Records shall be kept of all permanent and trust funds showing source and date and terms governing the use of principal and income. The fiduciary responsible shall report the condition of such funds at each annual meeting of the parish or mission.

Sec. 19.05. Accounting Records.

Books of account shall be so kept as to provide the basis for satisfactory accounting, including appropriate records of all sub-groups of a parish or mission authorized by the vestry or Bishop's committee to solicit, receive or disburse funds.

Sec. 19.06. Annual Audits.

All accounts, including discretionary accounts, of parishes, missions or other Diocesan Institutions or bodies carrying out Diocesan programs shall be audited annually by a certified independent public accountant or by such accounting agency or audit committee as shall be approved by the Finance Committee (provided that in auditing discretionary funds, appropriate procedures may be implemented to safeguard the confidential nature of pastorally sensitive

expenditures from such funds). The Finance Committee may direct any parish, mission or other congregation to provide copies, when asked, of any and all audit reports and of any memoranda relating to internal controls, together with a summary of action taken correct deficiencies or implement recommendations.

Sec. 19.07. Property Insurance.

All buildings belonging to or used by parishes, missions, and other Diocesan Institutions, and their contents, shall be kept adequately insured to the satisfaction of the Finance Committee.

Sec. 19.08. Reports.

The Finance Committee, the Investment Committee of the Executive Council, and the Audit Committee shall report to each Annual Convention upon their administration of their respective duties under this Canon.

Sec. 19.09. Personnel Practices Committee.

Subject to confirmation by the Annual Convention, the Bishop shall appoint a personnel practices committee which shall review existing minimum stipends and allowances and shall recommend, not less than 60 days prior to Convention, appropriate changes. In addition, the committee is charged with the ongoing education of members and organizations of the Diocese in responsible personnel practices and with recommending to Convention programs to implement such practices for both Clerics and lay employees.

Sec. 19.10. Diocesan Archives.

There shall be an Archive of the Diocese of California, the purpose of which shall be to preserve by safekeeping, arrange and have available necessary legal documents and items, and useful historical papers and materials of the Diocese of California, its bishops, officials and agencies.

(a) The day-to-day activities and work of the Archive shall be conducted by an Archivist who shall be selected by the Bishop and confirmed by Executive Council. The Archivist shall serve at the pleasure of the Bishop.

(b) The work of the Archivist shall include, but not be limited to, the following: securing, organizing, safeguarding and controlling access to the material in the collection; preparing and proposing operating policies for approval by the Bishop and Executive Council; reporting on the condition and work of the Archives; and advising congregations and Diocesan Institutions and other organizations as to records retention and archive policies regarding their documents and materials.

(c) The general records retention policies of the Diocese shall be as follows:

(i) Records and materials of the Diocese and its departments, commissions, committees and other organizations designed to represent

and/or interact with the whole Diocese shall be retained by the Diocesan Archives.

(ii) Records and materials of defunct Diocesan organizations, including congregations, shall be retained by the Diocesan Archive, subject to applicable policies.

(iii) Active separate organizations, such as congregations and institutions, are expected to retain their own papers and materials.

(d) When papers and materials are transferred to the Archives, the originator shall indicate any materials which are to be considered confidential and they shall be subject to applicable policies.

(e) Access to materials is left to the discretion of the Archivist, the Bishop and the Executive Officer of the Diocese, and subject to applicable policies.

Canon XX. Health and Life Insurance, Lay Pensions.

Sec. 20.01. Group Coverage.

The Diocese shall provide group coverage for medical benefits through the Denominational Health Plan of the Episcopal Church Medical Trust; dental benefits; long-term disability benefits; term life insurance benefits; and such other benefit programs as the Personnel Practices Committee may approve with the consent of the Finance Committee.

Sec. 20.02. Eligibility.

The following persons, and their immediate family dependents, are eligible for coverage, and premiums shall be paid as specified:

(a) Every active Cleric who is personally resident within the Diocese, and scheduled to work a minimum of 30 hours weekly (equivalent to 1,500 hours annually) in the general work of The Episcopal Church in this Diocese; premiums for such insurance to be paid by the source of the Cleric's salary;

(b) Members of religious orders and Clerics on leave of absence authorized by the Bishop for a specific period of time; premiums to be paid by the source of ecclesiastical salary, or as directed by the Bishop;

(c) Every retired Cleric who shall have attained age 65 and who shall have been Canonically Resident in this Diocese and regularly employed full time in the general work of the Diocese for the five years immediately preceding retirement, and who has ten years of credited service with the Church Pension Fund; premiums to be paid by the Diocese;

(d) All regular, lay employees of the Diocese, of the Cathedral, parishes and missions and other ecclesiastical organizations or bodies subject to the authority of The Episcopal Church and scheduled to work a minimum of 30 hours weekly

(equivalent to 1,500 hours annually): premiums to be paid by the source of salary or the employing entity;

(e) Other employees of parish and Diocesan Institutions that elect to participate upon such terms as may be approved by the insurer as to the employees covered and the source of the premium payments.

Sec. 20.03. Mandatory Participation.

Each of the persons described in Section 20.02 shall be covered for all coverages available under the group plans listed in Section 20.01 of this Canon to the extent required by each such plan unless the person elects to opt out as permitted under the rules of the Episcopal Church Medical Trust. The source of salary shall not be required to pay that portion, if any, of the premium specified for voluntary life insurance under the group life plan. If the Diocese provides more than one health or dental benefit plan, the source of salary shall be obligated to pay no more than the cost of the least expensive plan, but may require Clerics and lay employees to pay the difference if they elect a more expensive plan. For retired Clerics who are eligible for Medicare, the Diocese shall be obligated to pay no more than the cost of the least expensive Medicare supplement plan available from the Episcopal Church Medical Trust, less the amount of any subsidy available from the Church Pension Fund.

Sec. 20.04. Voluntary Participation.

(a) Upon individual application, any Cleric and his or her immediate family dependents may participate effective as of the date of Canonical Residence in the Diocese, and upon payment of the applicable premium. Any Cleric and immediate family dependent eligible may, in the event of change of classification, continue coverage upon payment of applicable premiums so long as canonical residence is maintained.

(b) For purposes of this Canon, immediate family dependents shall include domestic partners registered with the State of California and their legal dependents, provided that an eligible Cleric or employee complies with the requirements of the Personnel Manual.

(c) The Convention may, by resolution, establish a minimum required employer cost-sharing policy for benefits for the dependents of any Cleric or lay employee, so long as the policy provides parity for medical benefits for all clergy and lay employees who are scheduled to work a minimum of 30 hours weekly (equivalent to 1,500 hours annually). The source of salary may elect to pay more than the minimum so long as it maintains parity for clergy and lay employees.

(d) The Diocese shall pay a Medicare supplement subsidy for the spouse or surviving spouse of a retired Cleric only for the least expensive Medicare supplement plan, and only if the spouse is an “eligible spouse” or “eligible surviving spouse” under the eligibility rules of the Church Pension Fund and/or

the Episcopal Church Medical Trust. Any such subsidy shall be reduced by the amount of any subsidy available from the Church Pension Fund. However, the Diocese shall continue to provide coverage to any spouse or surviving spouse of a retired Cleric who was receiving health benefits as of October 26, 2013, notwithstanding any lack of eligibility under those rules.

Sec. 20.05. Administration.

The group health and life insurance plans shall be administered under the supervision of the Finance Committee, which shall have authority to grant exceptions for good cause when the terms of a particular plan so permit. The Finance Committee shall review and update plans and recommend to Executive Council such modifications of coverage, terms and benefits as may be appropriate.

Sec. 20.06. Salary Continuation Benefits.

The Diocese shall provide, to lay and Clerical employees working 20 hours or more per week and continuously employed for a minimum of 90 days, a salary continuation benefits program similar to the State Unemployment Insurance Program for the benefit of those employees whose employment within the Diocese of California is discontinued for reasons beyond the control of such employee. The terms and conditions of eligibility for such coverage and the benefits provided shall be determined and administered by the Personnel Practices Committee under such rules and regulations as they may from time to time adopt, amend or modify, consistent with sound actuarial practice. The Personnel Practices Committee is authorized to determine and to recommend to Convention not less than 60 days prior to Convention the level of benefits and the assessment upon employers necessary to fund such benefits on a sound actuarial basis.

Sec. 20.07. Lay Pensions.

All regular lay employees of the Diocese, the Cathedral, parishes, missions, or other ecclesiastical bodies subject to the authority of The Episcopal Church and scheduled to work a minimum of 20 hours weekly (equivalent to 1,000 hours annually) shall be eligible to participate in the Lay Employee Pension System administered by the Church Pension Fund. The employer shall contribute not less than five (5) percent of the employee's compensation and match at least four (4) percent of the employee's contributions, such benefit to be paid by the source of salary.

Canon XXI. Amendments.

Sec. 21.01. Submission of Proposed Amendments.

These Canons may be amended at any Annual or Special Convention by the vote of a majority of those Clerics and Delegates who are entitled to vote as set forth in Canons II and III, above, and are present and voting at such Convention; *provided*,

however, that except as provided in Section 21.04, below, no proposed amendment shall be considered or affirmatively acted upon by any Convention (other than by reference to the Committee on Canons or to a special committee to report to a succeeding Convention) unless a paper original or an electronic file containing such proposed amendment shall have been delivered to the Secretary of Convention at least 90 days before the meeting of the Convention. The Secretary of Convention may establish rules governing the format of such submissions.

Sec. 21.02. Reference to Committee.

The Secretary shall deliver copies of all proposed amendments that have been submitted in accordance with Section 21.01, above, to the Chair of the Committee on Canons. The Committee shall report thereon on the first day of the Convention. The Committee shall have the proposed amendments distributed among the deaneries prior to the meeting of Convention.

Sec. 21.03. Committee Report.

The Committee to which any amendment may have been referred may, in its judgment, report a substitute for, or change, any proposed amendment, and shall report such other amendments to other sections of the Canons as may be required to make the Canons consistent, in the event the proposed amendment or addition should be adopted.

Sec. 21.04. Emergency Amendments.

Notwithstanding the notice and other requirements set forth in Sections 21.01 and 21.02 of this Canon, upon recommendation of the Committee on Canons by its unanimous vote, a new Canon, or an amendment to an existing Canon, may be adopted by the Convention upon the following conditions: first, the adoption of a resolution by the Convention on the first day by a two-thirds affirmative vote declaring that an emergency exists for the proposed action; second, fixing an hour for voting upon the proposed amendment or new Canon; and third, its adoption without an opposing vote.

Sec. 21.05. Effective Date of Amendments.

All Canons hereafter enacted, and all amendments to these Canons, unless otherwise determined by the vote of the Convention, shall take effect upon the close of the Convention at which they are enacted.

Sec. 21.06. Certification of Changes.

(a) In the event of insertion of a new Canon, or a new Section or Clause in a Canon, or of the repeal of an existing Canon, or of a Section or Clause in a Canon, the numbering of the Canons, or of a division of a Canon, which follow shall be changed accordingly without the necessity of enacting an amendment or amendments to that effect.

(b) The Committee on Canons shall, at the close of each meeting of the Convention, certify the changes, if any, made in the Canons, including a correction of the references made in any Canon to another, and report the same, with the proper arrangement thereof, to the Secretary, who shall publish them in the Journal.

(c) The Committee on Canons shall certify in like manner the changes, if any, made in the Constitution, or proposed to be made therein under the provisions of Article XVI of the Constitution, and report the same to the Secretary, who shall publish them in the Journal. The Committee shall also have and exercise the power of renumbering of, and correction of references to, Articles, Sections and Clauses of the Constitution required by the adoption of amendments to the Constitution at a meeting of the Convention in the same manner as provided with respect to the Canons in paragraphs (a) and (b) above.

Canon XXII. Gender.

Sec. 22.01. Gender.

Whenever the masculine gender of any term is used herein, it shall also be deemed to include the feminine gender, and vice versa.

Canon XXIII. Repeal.

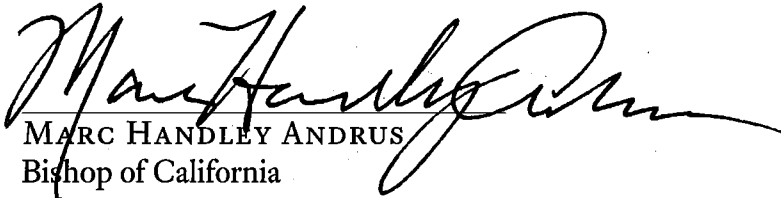
Sec. 23.01. Repeal.

Upon the concurrence of the Bishop following approval and adoption of these Canons by the Convention, the Canons previously in effect shall be repealed.

Bishop's Concurrence

I hereby concur in the action of the 167th Convention of the Diocese of California taken on October 15, 2016, amending the Canons of the Diocese of California in the form dated May 16, 2017 to which this concurrence is attached.

Dated as of: May 16, 2017

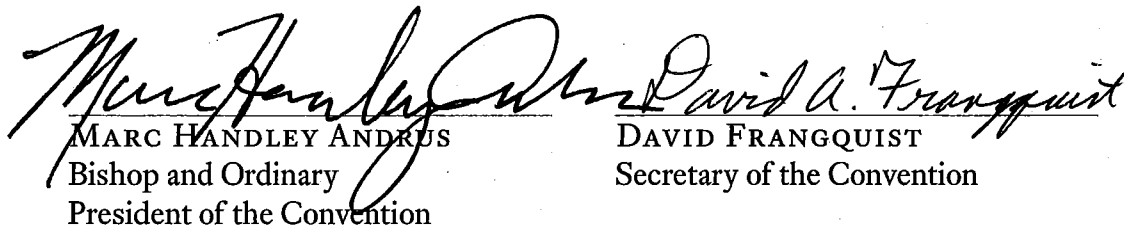


MARC HANDLEY ANDRUS
Bishop of California

Certificate of President and Secretary

We hereby certify that the foregoing is a true and correct copy of the Canons of the Diocese of California as the same were amended through the 167th Convention of the Diocese of California held on October 15, 2016.

Dated as of: May 16, 2017



MARC HANDLEY ANDRUS
Bishop and Ordinary
President of the Convention

DAVID A. FRANGQUIST
DAVID FRANGQUIST
Secretary of the Convention

Appendix: Certain Defined Terms

This Appendix is intended to assist in the understanding and interpretation of certain terms that appear in the Constitution or the Canons of the Diocese of California. Unless otherwise indicated, references in this Appendix to the Constitution or Canons are intended as references to the Constitution and Canons of the Diocese of California.

“Aided Parish” has the meaning set forth in Canon XI, Section 11.09.

“Annual Convention” means the annual Convention of the Diocese of California as described in Article V of the Constitution.

“Bishop” means the Bishop of the Diocese of California.

“Bishop Coadjutor” has the meaning set forth in Title III, Canon 11.10(a), of the Canons of The Episcopal Church.

“Bishop Suffragan” has the meaning set forth in Title III, Canon 11.10(b) of the Canons of The Episcopal Church.

“Bishop’s Committee” means the committee described in Canon XII, Section 12.03.

“Canons of The Episcopal Church” means such Canons as adopted in 1785 and as amended from time to time through the date of the most recent General Convention of The Episcopal Church.

“Canonically Resident” means resident in a specified diocese for the purposes of the Canons of The Episcopal Church, as established by ordination to that diocese or letters dimissory accepted by that diocese.

“Cathedral” and “Cathedral Church of the Diocese” mean Grace Cathedral.

“Cleric” means a Bishop, Priest, or Deacon ordained by The Episcopal Church, unless the context shall exclude a Bishop.

“Commission” means the Commission on Ministry, unless otherwise specified.

“Constitution of the Diocese” means such Constitution as adopted by the 134th Diocesan Convention and as revised to date.

“Constitution of The Episcopal Church” means such Constitution as adopted in General Conventions from 1785 through 2000 and as revised to date.

“Convention” means an Annual or Special Convention of the Diocese of California.

“Countersigned” means the same thing as “signed” when a second or responding signature is required.

“Corporation Sole” means the corporation described in Canon XVI, Section 16.04.

“Deacon” means any person who has been ordained as a Deacon pursuant to Title III of the Canons of The Episcopal Church.

“Delegate” means a lay person delegated to represent at a Convention the congregation of the Cathedral, any Parish, or any Mission as provided in Article VI, Sections 6.4 through 6.7 of the Constitution.

“Delegation” means a group of Delegates representing a particular congregation.

“Diocese” means the Diocese of California, as defined in Article I of the Constitution.

“Diocesan Corporation” means the corporation organized under California law as “The Episcopal Church in the Diocese of California”, as described in Canon VIII, Section 8.03.

“Diocesan Institution” means an institution meeting the conditions specified in Canon XVII.

“The Episcopal Church” means the Protestant Episcopal Church in the United States of America.

“Episcopate” means the office of the Bishop of the Diocese of California.

“Executive Council” means the Board of Directors of the Diocesan Corporation.

“General Convention” means the General Convention of The Episcopal Church, as described in Article I, Section 1, of the Constitution of The Episcopal Church.

“Mail” means U.S. Postal Service or electronic mail, either or both.

“Mission” means a congregation of the Diocese that has not been accepted as a Parish and is led by a Vicar under the direction of the Bishop.

“Parish” means a parish within the Diocese that has been admitted into union with the Convention pursuant to Article X of the Constitution.

“Presbyter” means a priest ordained under the Constitution and Canons of The Episcopal Church and Canonically Resident in the Diocese.

“Publish” means to produce and make available a document either in paper form or as an electronic document on the web site of the Diocese of California, or both.

“Rules of Order” means the Rules of Order for the Convention of the Diocese of California, as described in Canon VI, Section 6.07.

“Signature” means a handwritten signature, which includes such a signature when scanned and transmitted or stored electronically.

“Signed” means having a handwritten signature, including documents containing such a signature when scanned and transmitted or stored electronically.

“Special Convention” means any Convention of the Diocese, other than the Annual Convention.

“Standing Committee” has the meaning set forth in Article VIII, Section 8.1, of the Constitution of the Diocese.

“Vestry” means the board of directors of a parish corporation as defined in Canon XI, Section 11.11.

“Warden” means a person described in Canon XI, Section 11.21.

“Written” or “in writing” means written either in paper form or electronic form, including electronic mail or posting on the web site of the Diocese of California, except when the Bishop requires that a document be in paper form.

RULES OF ORDER FOR THE CONVENTION OF THE EPISCOPAL CHURCH IN THE DIOCESE OF CALIFORNIA

Before Convention

Section 1. Procedure for Resolutions.

Rule 1.1. Any resolution to be considered by the Convention, other than those necessary matters of procedure and business of the Convention, must be received by the Chair of the Resolutions Committee at least ninety (90) days prior to the opening of Convention. Resolutions may be submitted by any cleric or lay delegate eligible to vote at the Convention, or by any parish, mission, or other officially recognized diocesan organization. Included on the copy of the proposed resolution shall be the name and address of the proposer of the resolution.

In the case of resolutions submitted by an organization, the resolution shall state the name of the Rector, Vicar, Chair, or other person duly authorized by that organization to respond to questions and accept amendments to such resolutions.

It shall be open to other persons or organizations to be listed as supporters of a resolution.

Rule 1.2. The Committee on Resolutions shall meet not less than seventy-five (75) days prior to the opening of Convention to consider resolutions submitted in timely fashion. The Committee may make such editorial changes as may appear necessary for accuracy or clarification. Substantive changes in resolutions shall not be made without the consent of the proposer. However, at its option, the Committee may make suggestions or recommendations concerning resolutions, which may be incorporated in the pre-Convention materials furnished to the Deaneries.

Copies of all resolutions, in their original form, or as modified by the Resolutions Committee shall be filed with the Secretary of Convention and shall be included in the pre-convention materials distributed to the six deaneries.

Rule 1.3. The several Deanery meetings at which such resolutions are considered shall be open to all interested persons. Advance written notice of the time, date and place of the meeting of such Deanery shall be given by the Deanery Secretary to the proponents of the resolution and to other interested persons who have in writing requested such notice. It shall be open to the presiding officer at the Deanery meetings to call for a straw vote, if desired, on resolutions after

appropriate discussion, but such vote shall not be binding on persons present who shall be entitled to vote at the Convention.

Rule 1.4. The Committee on Resolutions shall submit no more than five (5) resolutions to the Convention for its consideration. This rule shall not apply to

- a) routine or incidental motions required by the Canons or Rules of Order, including action on the budget and assessment formula;
- b) resolutions proposed by the Committee on the Bishop's Address;
- c) courtesy resolutions;
- d) proposed changes to the Constitution and Canons; except that if the Committee on Dispatch of Business determines that such proposed changes are sufficiently substantive as to require significant debate, then the proposed changes shall count as one resolution and the Committee on Resolutions shall submit no more than four (4) resolutions;
- e) resolutions placed in the Consent Calendar by the Committee on Dispatch of Business.

Rule 1.5. Any proposed resolution that does not meet the foregoing criteria may be considered by the Convention only upon the affirmative vote of two-thirds (2/3rds) of those present and voting in Convention. If the Convention agrees to consider a resolution, it shall be referred by the Chair to the Committee on Resolutions or other appropriate Committee of Convention.

Rule 1.6. Any proposed amendments to a resolution may be filed with the Secretary of the Convention on or before the opening of Convention, and shall promptly be referred by the Chair to the Committee on Resolutions or other appropriate committee.

Rule 1.7. Any resolutions submitted to the Committee on Resolutions and not submitted to the Convention, unless withdrawn, shall be identified by the Committee in its report. The report shall include the name or subject of each resolution, the name(s) of the proposer(s), and the reason it was not submitted to the Convention.

During Convention

Section 2. Order of Business.

Both the Annual and Special Conventions shall open with divine worship, at which service the Bishop may read an address. Following the service, the President shall take the chair, after which the Order of Business shall be as follows:

Rule 2.1. A quorum being present, the President shall declare the Convention organized for business.

Rule 2.2. The Convention having been organized, the President may yield the chair to the Chair of Convention elected or appointed pursuant to the provisions of the Canons.

Rule 2.3. The Bishop's Address, if not read during divine worship. Table discussions may follow the address.

Rule 2.4. Report of the Committee on Credentials. Any contested right or claim to a seat in the case of a cleric, and any irregular or doubtful certificates in the case of delegates, shall be referred to the Committee on Credentials. The seating of clerics or delegates in question shall be decided by the Convention upon the recommendation of the Committee on Credentials.

Rule 2.5. Report of the Committee on Dispatch of Business. The Committee on Dispatch of Business may propose a Special Order establishing a Consent Calendar consisting of routine and noncontroversial matters. The adoption of the Consent Calendar shall be by unanimous consent; and if any member objects to an item, it shall be removed from the Consent Calendar and considered at a time determined by the Chair. All items in the Consent Calendar shall have been published for consideration of the members of Convention at least two weeks before the Convention, using the normal methods for publishing Convention materials, which may include electronic posting or distribution. Matters placed in the Consent Calendar may include, but are not limited to

- a) The Convention Agenda,
- b) Any Special Orders governing reports or debate,
- c) Bishop's appointments requiring the consent of the Convention,
- d) Technical amendments to the Canons to correct errors or comply with federal, state or canon law,
- e) Resolutions deemed noncontroversial.

Rule 2.6. The appointment by the President of the Chancellor any other appointed offices required by the Canons, any Committee of the Convention not previously appointed under provisions of the Canons, the filling of any vacancies resulting from absence or other causes, and the entry in the minutes of the names of those comprising the Committees previously appointed.

Rule 2.7. Report of the Committee on Resolutions.

Rule 2.8. Report of the Committee on Nominations and further nominations from the floor for all offices, committees and boards to be elected by the Convention, followed by the first ballot.

Rule 2.9. Other business. After consultation with the President, the Committee on Dispatch of Business shall arrange the remaining business of the Convention in an order that best serves the theme and focus of that Convention. Provision shall be made for

- a) Report of the Committee on Canons.
- b) Report of the Treasurer of the Diocese, including the report of the audit of the Treasurer's Books.
- c) Report of the Executive Council.
- d) Presentation of the Program and Budget of the Diocese for the coming year.
- e) Reports of Special Committees appointed at previous conventions or by the President.
- f) Action on resolutions reported by the Committee on Resolutions.
- g) Report of the Standing Committee.
- h) Reports of such other officers, boards and committees of Convention as requested by the President or ordered by the Convention.
- i) Additional ballots as needed.
- j) Prayer.

Section 3. The Business of Convention.

Rule 3.1. All elections shall be conducted in accordance with Canon VII and these Rules.

Rule 3.2. All Special Committees shall be appointed by the President, unless otherwise ordered.

Rule 3.3. The reports of all Committees shall be in writing, and shall be received in course without motion for acceptance. They shall be included in the Journal of Convention, unless otherwise ordered. If recommending or requiring any action or expression of opinion by the Convention, they shall be accompanied by a resolution, or resolutions, for the consideration of Convention.

Rule 3.4. The prescribed Order of Business shall not be departed from, nor shall any Rule of Order be suspended, unless by a vote of two-thirds (2/3rds) of the members present.

Rule 3.5. No Order of Business shall be changed or rescinded except by vote of Convention.

Rule 3.6. An Alternate Delegate may not vote or have voice in Convention, unless and until certified by the Committee on Credentials as a substitute for a Delegate.

Rule 3.7. Following the close of Convention, the President of Convention, the Chair of Convention, and the Secretary of Convention are authorized to certify the minutes of the Convention for publication.

Rule 3.8. The courtesy of seat and voice shall be granted to Deanery Presidents, Chairs of Departments and Commissions, and representatives of special projects for the purpose of explaining their work and responding to questions.

Section 4. Parliamentary Procedure.

Rule 4.1. No principal motion, amendment thereto, or substitute therefor, shall be acted upon by the Convention until duly seconded and submitted in writing. No amendment or substitute shall be finally adopted until the same be read to the house.

Rule 4.2. When a question is before the Convention, no motion, except as hereinafter provided, shall be received, but to lay on the table, to move the previous question, to limit debate, to postpone to a certain time, to commit, to amend or to postpone indefinitely, which motions shall have precedence in the order named.

Rule 4.3. All amendments shall be considered in the order in which they are received. When a proposed amendment is under consideration, a motion to amend the same may be made; no further amendment to such second amendment shall be in order.

Rule 4.4. A motion to lay on the table shall always be decided without debate.

Rule 4.5. A motion to adjourn shall always be in order, when no member is speaking.

Rule 4.6. The person who has made a motion or moved a resolution may withdraw the same, without the consent of the seconder, at any time before the decision or amendment, in which case it shall not be entered upon the minutes.

Rule 4.7. If a question under debate contains several distinct propositions, the same shall be divided, at the request of any member, and a vote taken separately on each division thereof.

Rule 4.8. The votes shall be taken by ayes and nays. On any single question each member of Convention shall have one vote. No vote shall be taken by Orders unless so prescribed by the Constitution and Canons.

Rule 4.9. Any member whose character or motives may have been attacked or questioned in debate shall have the right to speak to a question of personal privilege.

Rule 4.10. A question that has been decided shall not be reconsidered during the same session except when significant circumstances can be adduced to support reconsideration. No question shall be reconsidered more than once. In a motion to reconsider a resolution or motion previously adopted, the reconsideration of said action shall be preceded by the reading by the Secretary of the resolution as recorded in the minutes of the Convention.

Rule 4.11. All questions of order shall be determined in the first instance by the Chair, but any member may appeal from any decision of the Chair; and on such appeal no member shall speak more than once without leave of the Convention.

Rule 4.12. During all debates the Chair shall call alternately upon those wishing to speak for and against the question, so long as there are those both pro and con who wish to speak.

Rule 4.13. After having spoken to it, the proponent of a motion may respond to questions of clarification from the floor before debate begins.

Rule 4.14. Prior to any matter coming before the Convention, the Committee on Dispatch of Business may introduce resolutions limiting the time allotted for its consideration and debate.

Rule 4.15. A motion to caucus will always be in order, even after debate on a question has terminated. The motion is not debatable. Should it be carried by a majority, the Chair will set the time allotted for the caucus.

Rule 4.16. In circumstances not covered by these Rules, the rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall apply.

Section 5. Nominations.

Rule 5.1. Under the proper order of business, the Committee on Nominations shall propose two or more names, if possible, otherwise only the number required for a specific office. Nominations may be made from the floor at that time. No seconds are required. In placing a name in nomination, the following are required: 1) the name and position held by the person being nominated; 2) prior consent given by the individual to be placed in nomination; and 3) biographical material prepared and distributed.

Rule 5.2. Upon completion of nominations, the Committee on Elections shall print and furnish the Convention with sufficient ballots containing the names of all persons nominated for each office requiring an election. The clergy and lay ballots shall be distinguished by paper of different colors, identified with the name of the office; except that if automated vote-counting equipment is employed and the manufacturer does not supply ballots of different colors, then paper of the same

color may be used, provided that the name of the order is printed on each ballot using a font of 24 points or greater.

Rule 5.3. The Secretary shall provide the registrars or tellers with a voting list, in the Order for which they are registrars or tellers, corrected to show those entitled to vote. The registrars or tellers shall provide ballots to voters only after checking the names of the voters on the voting list.

Rule 5.4. If the number of names nominated does not exceed the number required for each office, the ballot for that office may, by unanimous consent, be cast by the Secretary.

Section 6. Voting.

Rule 6.1. When multiple positions in the same office are to be filled at one time, all nominees for that office shall be listed together on the same ballot, and each Member of Convention shall be allowed to cast as many votes for that office as there are positions to be filled.

Rule 6.2. When one or more vacancies for unexpired terms are to be filled by election, all nominees for the same office, whether for a full term or for a vacancy, shall be listed together on the same ballot, and each Member of Convention shall be allowed to cast as many votes for that office as there are positions to be filled, including vacancies; except that when the number of nominees does not exceed the number of positions to be filled, each Member of Convention shall be allowed to cast only as many votes for that office as there are full terms to be filled. The full term(s) shall be filled first, as specified in the Canons of the Diocese, and vacancies shall be filled second, in order of precedence.

Rule 6.3. When the Constitution or Canons prescribe that alternates are to be elected in addition to the regular holders of an office, all nominees shall be listed together on the same ballot, and each Member of Convention shall be allowed to cast as many votes as there are regular positions to be filled, not including alternates. The regular positions shall be filled first, as specified in the Canons of the Diocese, and the alternates shall be filled second, in order of precedence. Among the alternates, the order of precedence shall be determined by the total number of votes received in both lay and clergy orders combined.

Rule 6.4. On any ballot after the first ballot, each Member of Convention shall be allowed to cast as many votes for each office as allowed on the first ballot, reduced by the number of positions filled on previous ballots.

Rule 6.5. When each Member of Convention casts more than one vote for an office, a majority shall be deemed to be the number of votes that is more than half of the ballots cast.

Rule 6.6. In casting multiple votes for the same office, no Member of Convention shall be permitted to cast more than one vote for the same person.

Section 7. Conduct of Elections.

Rule 7.1. The polls shall be opened in a convenient place, at an hour and for a period fixed by the Convention. When the time for voting expires, the Chair of the Committee on Elections shall declare the polls closed and the tellers shall proceed to count the vote.

Rule 7.2. Each voter shall vote by making a check mark or a cross opposite the name of the nominee for each position to be filled, on a single ballot for the appropriate office; except that if automated vote-counting equipment is employed, the mark shall be as specified by the manufacturer.

Rule 7.3. In tallying, the following ballots shall not be counted:

- a) if two or more ballots are folded together, unless the extra ballot or ballots are entirely blank;
- b) if more than the specified number of persons receive votes on any one ballot.

The reason for not tallying shall be endorsed on the reverse side of any such ballot by the teller. Such uncounted ballots shall be included in the appropriate envelope for the vote and office concerned.

Rule 7.4. Any doubtful ballot shall be referred to the Chair before tallying it, and the Chair's decision shall be final.

Rule 7.5. The Secretary shall provide each set of tellers with a tally sheet or sheets, properly headed and numbered. Each tally sheet shall have the name of each person for whom votes are to be cast, and all votes shall be registered only on that tally sheet. The tellers shall be the only persons to record the votes on the tally sheets. If done by any other person, the votes shall be void.

Rule 7.6. The Committee on Elections may, with the consent of the President and Secretary, employ automated vote-counting equipment to canvass the ballots. No voting machine or electronic voting system shall be employed which does not use individual physical ballots marked personally by the members of Convention. The Secretary shall provide the tellers with vote result forms in lieu of tally sheets, and the tellers shall transcribe the results displayed or printed by the equipment to the vote result forms. At least three tellers shall observe and verify the transcription of each result. If the equipment provides a printed result, it shall be attached to the vote result form.

Rule 7.7. Immediately after canvassing the ballots, the tellers shall place them in separate envelopes for each order and shall endorse on the outside of each envelope the following:

- a) whether they were ballots of the Clerical or Lay Order;
- b) the number of counted ballots inside, and if the vote did not result in an election;
- c) whether it is the first or other ballot for the office;
- d) the number of any ballots not tallied.

Rule 7.8. Each envelope shall be signed by the several tellers and delivered to the Secretary. In separate envelopes, the tellers shall place the voting lists of the two Orders, properly endorsed, with the number of the ballot for which they were used. The envelopes shall remain unsealed until the close of that day's proceedings. It shall be the duty of the Secretary to provide suitable envelopes for these purposes and to see that they are returned with the ballots properly endorsed and sealed, and to keep them unopened, except as provided in Rule 7.9.

Rule 7.9. If the accuracy of the canvass by the tellers in any election should be questioned, the same may be recanvassed on written request of two clerics and two lay persons, delivered to the Bishop no later than thirty days after the adjournment of Convention. Upon such request the ballots shall be recanvassed in the presence of the Bishop, the Standing Committee and the Secretary of Convention, as soon as may be convenient, either before or after adjournment of Convention. Their findings shall be final.

Rule 7.10. After the expiration of the time for requesting a recanvass, the Secretary may order the destruction of the ballots, provided that there is no request for a recanvass still pending.