
THE EPISCOPAL DIOCESE OF CALIFORNIA

**Special Diocesan Convention
May 10, 2008**



**Grace Cathedral
San Francisco, California**

**SPECIAL CONVENTION OF THE
EPISCOPAL DIOCESE OF CALIFORNIA
May 10, 2008**

Call of the Convention:

I, Marc Handley Andrus, Bishop of California, pursuant to Article V of the Constitution of the Diocese of California, do hereby call a Special Convention of the Diocese to be held at Grace Cathedral in San Francisco on May 10, 2008, beginning at 9:00 AM.

The purpose of the Special Convention is

- (1) to receive the report resulting from the “Beloved Community” Visioning Process,
- (2) to consider and vote on amendments to the Canons of the Diocese regarding the governance of the Diocese, and
- (3) to consider and vote on such resolutions as may be necessary to implement the changes in governance.

Agenda:

<u>Time</u>	<u>Item</u>	<u>Location</u>
8:00-9:00 am	Registration	Cathedral Nave
9:00	Call to Order Morning Prayers Report of the Committee on Credentials Secretary's Announcements Report of the Committee on Dispatch of Business	Gresham Hall
9:20	Bishop's Address Reflection on the Bishop's address	
10:00	Resolution responding to Beloved Community Visioning Process	
10:10	Break	
10:25	Reconvene Report of the Standing Committee Report of the Committee on Canons Discussion and Action on Proposed Canons	Gresham Hall
11:55	Discussion and Action on Transition Resolution Discussion and Action on Deaneries Task Force Resolution	
12:15 pm	Introduction of Assistant Bishop	
12:20	Noonday Prayers and Adjournment	

MINUTES
SPECIAL CONVENTION OF THE
EPISCOPAL DIOCESE OF CALIFORNIA
Saturday May 10, 2008
Grace Cathedral
San Francisco, California

The Special Convention was called to order by the President, Bishop Marc Andrus, in Gresham Hall of Grace Cathedral, at 9:00 a.m. on Saturday, May 10, 2008. Bishop Marc led the convention in prayer.

REPORT OF THE COMMITTEE ON CREDENTIALS

Mr. Frangquist, Secretary of Convention and Chair of the Committee on Credentials, reported that a quorum was present. He stated that there were lay delegates representing 68 congregations and clergy present from 79 congregations. He also reported that all congregations of the Diocese had submitted their Lay Delegate Certificates before the canonical deadline and thanked the Deanery Presidents for their help in encouraging congregations to do so.

ADOPTION OF AGENDA

Bishop Marc then asked if there were any changes to the agenda as posted on the diocesan web site and displayed on the screens in the hall. Hearing none, he declared that agenda to be the Orders of the Day.

SECRETARY'S APPOINTMENTS

Mr. Frangquist appointed the following Assistant Secretaries:
The Rev. Barbara Bender Breck, chair of the Committee on the Dispatch of Business;
Ms. Mary Louise Gotthold, Registrar of Convention;
Dr. Anna McHargue, Timekeeper.

INTRODUCTION OF BISHOP SENYONJO

Bishop Marc introduced and welcomed Bishop Christopher Senyonjo, retired Bishop of West Uganda. In response, Bishop Senyonjo said, "I'm from Uganda and was a Diocesan for 24 years and I'm chaplain, as you have heard, of Integrity-Uganda. I've been attending conversation in Chicago, pre-Lambeth, but by the grace of God I expect to be there too, to Lambeth. One thing, my lord and other delegates, which we feel we should be working [on] together is to see that we work for the inclusive church. That's the main point which I believe we want to instill in the hearts of people: we want an inclusive church, the Episcopal Church. God Bless you."

REPORT OF THE COMMITTEE ON DISPATCH OF BUSINESS

The Rev. Barbara Bender Breck, Chair off the Committee on Dispatch of Business, drew the Convention's attention to the Special Orders on page A-10 of the Guide to the Special Convention.

Report #1 – Special Order: Committee on Canons

The Committee on Dispatch of Business moved that the consideration of the Report of the Committee on Canons be governed by the following Special Order:

1. **Five (5)** minutes shall be provided for presentation of the report, with an additional **ten (10)** minutes for questions of clarification.
2. **Seventy (70)** minutes shall be allotted for debate on the proposed revision of the Canons as a whole, inclusive of debate on amendments to the proposal, during which time no speaker shall be allowed more than **two (2)** minutes.
3. Within the time allotted, **three (3)** minutes shall be allowed to present an amendment to the proposed revision, and **ten (10)** minutes shall be allowed for debate on each amendment, during which time no speaker shall be allowed more than **two (2)** minutes.
4. The House, by a two-thirds majority, may vote to extend the time for debate. Within the time allotted, no motion to lay on the table, to recommit, or otherwise terminate debate shall be in order while anyone still wishes to speak.

Carried on a voice vote.

Report #2 - Special Order: Resolutions

The Committee on Dispatch of Business moved that the consideration of any Resolutions, other than the Report of the Committee on Canons, be governed by the following Special Order:

1. In accordance with Article V, Section 5.2 of the Constitution, only resolutions consistent with the call of the Special Convention shall be in order.
2. **Two (2)** minutes shall be provided for the presentation of each resolution, with an additional **two (2)** minutes for questions of clarification.
3. **Ten (10)** minutes shall be allotted for debate on each resolution, during which time no speaker shall be allowed more than **two (2)** minutes.
4. The House, by a two-thirds majority, may vote to extend the time for debate. Within the time allotted, no motion to lay on the table, to recommit, or otherwise terminate debate shall be in order while anyone still wishes to speak.

Carried on a voice vote.

BISHOP'S ADDRESS

In John's gospel, we hear Jesus say that he is going to the father in order that the Holy Spirit could be given as a gift to the world recreating the cosmos as the remembered body of Christ. There are moments in the world even though the Spirit is always working when that activity of recreating and remembering seems more intense and more focused than others. Karen Armstrong published a fantastic book in 2006 on the first axial age, called The Great Transformation. She's talking in that book about Hinduism in India, Daoism and Confucianism in China, Socratic Philosophy in Greece and Judaism in Palestine. There were sweeping changes involving the merge of religious expression that both promoted and was the result of cultural and environmental change at the same time, causing that time period to be called The Great Transformation. It has been said by many scholars that we are in the middle of the beginning of a second axial age, that being the first, some 300-400 years before Jesus. The second axial age may be marked by these changes some of them named: coming together global awareness, technological interconnectedness, multinational corporations, population growth, spread of democracy, challenged patriarchy and an environmental crisis, among others. Among these changes, religious patterns too are in the midst of intense change. In the second axial age, women, ethnic minorities, indigenous peoples, gay and lesbian people, the poor, and the Earth itself will become the new prophets. Religious communities emphasize mutual ministry, horizontal leadership structures, the cultivation of contemplative practices and their connection with social activism, transparency, accountability and mysticism rooted in the Earth and the every day.

How shall the Diocese of California maintain its historic leadership position, in extending support for the most vulnerable in the Bay Area, in showing the way in emerging patterns of Christian worship expression, in promoting justice, inclusion and reconciliation for all, and all in the context of the nexus of intense change, characterizes the second axial age. How shall we listen to the prophets of the second axial age? In the past two years my efforts have been focused on leading our Diocese into such creative change meeting the potentials for Christianity and the Episcopal Church in the second axial age. This effort has been called, Becoming the Beloved Community. The Board of Directors, the Standing Committee and the Council have all undertaken innovations in structure and practice that have increased their functionality and promoted transparency and accountability. Beyond that the Diocese created two interrelated bodies for a thorough governance review resulting in a draft of proposed canonical changes presented to the 2007 Diocesan Convention and being proposed for adoption today at our Special Convention. These are the most important canonical changes in governance in the Diocese in 75 years. The diocesan staff has been remodeled to promote collaboration and team ministry. The Environmental Commission has created a network of over 80 congregation liaisons; similarly a network of congregational communications liaisons is forming with already 40 congregations having been identified with their liaisons. Over a million dollars has been raised to complete the Bill and Mary Swing Pavilion at the Bishop's Ranch, a beautiful green building that will allow up to 200 people to meet, promoting the common life of our diocese. The Episcopal Charities has completed a strategic plan that poises that organization to foster new community based ministries in the areas of health care and education. The Diocese has entered into a new companion diocese relationship with the Diocese of Curitiba, in the Province of Brazil. We have created the Peace Program, walking with others the path of peace. At this moment Sean

McConnell is representing the Diocese in a reconciliation pilgrimage in Iran, lead by Ethan Vesely-Flad in The Fellowship of Reconciliation, as another step in our walking with others the path of peace. The Justice, Peace and Integrity of Creation working group has been created bringing together commitment to work on immigration, peace, environment, prison ministry, among other areas. The completion of a plan for multicultural leadership and congregational development, and out of that plan the search for a senior staff person to lead ethnic and multicultural ministries has been completed.

On May 5, 2007 the Diocese of California began a year long visioning process, a key piece of the overall change called Becoming the Beloved Community. The process was integrally related to the essentially creative life of Eucharist. Five visioning days with 800 participants the production of a multi-media playbox that extended the process into yet more groups within the Diocese, all this have brought us to today. The visioning process was about community formation and identifying focus areas for our energies over the next five years. These focus areas are: rooted spirituality, (and now the magic of technology) embody justice; intentionally working against racism, sexism and heterosexism, standing in solidarity with the poor, and the marginalized and caring for God's creation with reverence. (It's good for me to look at the screen.) Church vitality; encouraging evangelism, growth and new expressions of church, adopting missional practices of worship and outreach, collaboration between congregations and expressing creativity and joy in the proclamation of the Gospel of Jesus Christ, rooted spirituality through vital education and renewal ministries, communities of Christian discipleship and formation in the Episcopal tradition with informed respect for other traditions. Organizational development; emphasizing transparency and accountability for all Diocesan leaders and structures, leadership that encompasses all orders, sorts and conditions of humanity, improving communication throughout the Diocese and revitalizing deaneries. An inclusive community; incorporating all people without regard to race, class, gender or sexual orientation, or disabilities, including meaningful participation of all ages, children, youth and elders and being attentive to the prophetic voices among us.

This is a beautiful, vibrant vision, it paints a picture of the Beloved Community, one that we recognize as being both ourselves as we currently are, loved by God and also a community yet to be, our home in the fullness of our call to be the body of Christ. How do we use these vision elements for the next five years in the Diocese of California? In a standard strategic planning process, the next piece will be the formation of a centralized group to implement the plan elements. This will be coordinated with a centralized capital funds effort to fund the plan. It is my intention that as this plan has been created by an unprecedented broad base of participation within the Diocese, so also will the implementation be broad based. Rooted Spirituality, Church Vitality, Embody Justice, Organizational Development, an Inclusive Community, will all be brought to life by you, working collaboratively in area ministry, supported by the work of the diocesan staff. Area ministry is the pattern of church growth and revitalization for the Diocese of California in the future. A life giving shift in the flow of energy into mission rather than maintenance is the heart of Area Ministry. We are working to support the collaborative mission work of congregations in discernable areas of the basic unit of mission, the Diocese itself. Currently we can see nine emergent Area Ministries in the Diocese of California. These have been identified by looking for places where significant clergy transition is taking place and several congregations at the same time providing an opportunity during interims for new

thinking and preparation for Area Ministry, places where congregations have already begun collaborative work and places of rapid population growth underserved by the Episcopal Church. The diocesan staff, in cooperation with the Church Divinity School of the Pacific is creating formation resources to be used in the creation and discernment of ministry teams within area ministries. We are meeting with vestries and bishop's committees throughout the Diocese to introduce the concept of Area Ministry and facilitate the formation of the Area Ministries themselves. Fresh expressions of the church will flower in the midst of Area Ministries. These fresh expressions will give shape to the vision elements you have brought forth over the past year, rooted spirituality, church vitality, embody justice, organizational development and inclusive community. We are already anticipating the costs of this work, which includes the support of four Area Ministries at a time over a five year period and the creation and support of intentional communities that will provide low cost housing for young adults who will commit themselves to service within Area Ministries. Such service might include, physicians, nurses, public school teachers and clergy as examples, that is the many people we want to have in our communities that we value but who can not afford to live there and carry on themselves the extra burden of commuting in addition to lower pay. I view it as part of my leadership role as Bishop of the Diocese to help raise the money to support Area Ministry where the diocesan vision will come alive and to provide through diocesan staff the professional skills and dedicated effort to support the same.

On the day of Pentecost, 20 centuries ago a way of life found expression under the creative power of the Holy Spirit. That same spirit is still abroad over lighting our lives and stirring us in times of great unsettling and inspiring change to be the Beloved Community, dreamed by God since before time. I want to thank you all for engaging so deeply in this process and now I'd like you to engage in a little conversation and dreaming with each other in response to what you have produced as this vision. There are two questions that I'd like you to work on for just a moment, 10 minutes actually. What excites or interest you most about the results of the visioning process? And, how might you collaborate with neighboring congregations and your community to embody the Diocesan vision?

We've redesigned as of last diocesan convention, this room so that it's more comfortable for you, and you can move about to microphones more easily to do that we took away the displays that were originally or in the past in the back of the room at normal conventions and we've filled the room, which is in rows now instead of round tables, which is a little too bad. But I know how easy it is for you to connect with your brothers and sisters in the Diocese of California, so if you could just talk to two or three people near you about these two questions, record your own responses on the paper that you have which you've been given with the questions, and we will collect them and I can promise you and you well know that I'll read them. Thank you.

RESOLUTION RESPONDING TO THE VISIONING PROCESS

The Rev. Sue Thompson, Vicar of St. Edmund's, Pacifica, moved the adoption of the following resolution:

Resolved, That this Special Convention of the Diocese of California expresses its heartfelt

gratitude for the good work of the Department of Faith Formation and all who participated in Beloved Community events;

Resolved, That this Convention adopts the recommendations contained in the Report of the Beloved Community Visioning Process and commits this Diocese to

Embodied Justice, intentionally working against racism, sexism, and heterosexism, standing in solidarity with the poor and marginalized, and caring for God's creation with reverence;

Church Vitality, encouraging evangelism, growth, and new expressions of church, adopting missional practices of worship and outreach, and expressing creativity and joy in the proclamation of the Gospel of Jesus Christ;

Rooted Spirituality, through vital education and renewal ministries, communities of Christian discipleship, and formation in the Episcopal tradition with informed respect for other traditions;

Organizational Development, emphasizing transparency and accountability for all diocesan leaders and structures, leadership that encompasses all orders, sorts and conditions, improving communication throughout the Diocese and revitalizing deaneries; and

Inclusive Community, incorporating all people without regard to race, class, gender, sexual orientation or disability, including meaningful participation of all ages--children, youth and elders--and being attentive to the prophetic voices among us; and

Resolved, That this Convention directs the Diocesan Council to give priority to these recommendations and commitments in its formulation of program and budget for ministry in the Diocese of California.

Richard Gray, Delegate from St. Stephen's, Belvedere, expressed the opinion that "heterosexism" was a poor choice of words, would play poorly out in the general world, and should be revised to something more meaningful and more positive in intent.

Sue Thompson, the Rev. John Kirkley, Rector of St. John the Evangelist, San Francisco, and Bob Brooks, Delegate from Good Shepherd, Belmont, defended the use of the word "heterosexism."

Katherine Costas, Associate Deacon at St. Peter's, Redwood City, moved to amend the resolution by changing the words "racism, sexism, and heterosexism" to "discrimination based on race, gender, sexual preference and sexual orientation." The amendment carried on a voice vote.

At this point, the timekeeper indicated that time for debate had expired. Bishop Marc put the question to the Convention of extending debate by ten minutes. Carried by two-thirds on a voice vote.

Sue Thompson moved to amend the resolution by adding "power sharing" to the section on Organizational Development, so that it reads "Organizational Development, emphasizing

transparency, power sharing, and accountability for all Diocesan leaders and structures.” Carried on a voice vote.

Jay Luther, Delegate from St. Paul’s, San Rafael, moved to amend the section on Embodied Justice by adding “age and disability” so that it reads “working against discrimination based on race, gender, sexual orientation, disability or age.” Carried on a voice vote.

Resolution, as amended, carried on a voice vote. (The text of the resolution, as amended, is in Appendix A.)

Bishop Marc then declared the Convention in recess until 10:45.

Bishop Marc called the Convention back to order at 10:45.

REPORT OF THE STANDING COMMITTEE

The Rev. Stacey Grossman, President of Standing Committee:

In May of 2006, four lay people and four clerics serving as your Standing Committee sat down in Diocesan House with our newly elected Bishop Marc Andrus for a first meeting. From that first meeting came a charge for the Standing Committee to lead a review of the way we govern ourselves. Bishop Marc asked the Standing Committee to hold transparency and communication up as our guiding principles. We pray that we have remained faithful to these overarching guiding principles and we want you the Diocese of California to hold us accountable to them.

As we look back two years we see and know that the work we have been doing and will do in the area of governance is building the Beloved Community. Who would have thought that work on governance could be so very energizing? The meetings, email exchanges, conference calls and thousands, literally thousands of hours of work are testimony to the many people who have made the work you will consider today their priority over the last two years. You have the convention booklet, in the convention booklet for today, the official report of the Standing Committee, and I would like to just briefly review and comment on significant milestones of the last two years.

The Standing Committee and Bishop Marc have consulted on a regular basis about our process and our progress. From the beginning both the Bishop and the Standing Committee wanted this to be a diocesan-wide project, so our six deaneries were asked to provide nominees willing to work on the project. By the summer of 2006, two committees had been formed, the Working Group, headed by Paul Evans and the Steering Committee, co-chaired by Kathy Henry and the Rev. Vanessa Glass. The Working Group established criteria for evaluating our governance process which included reviewing the best practices of 20 dioceses around our Episcopal church. The Working Group suggested alternatives for consideration to the Diocese. The Steering Committee which was intentionally broad and diverse in its membership offered critique feedback and guidance along the way. The work of both committees was crafted into a document of proposed changes by yet another group of canon drafters, headed by Jay Luther, which you received at convention last October. In October 2007 this Convention passed a

resolution entitled “Building the Beloved Community in the Spirit of Transparency, Communication and Mission.”

Since then much more work has occurred. The Committee on Canons, chaired by our Chancellor, Bill Orrick, and assisted ably by Sandy Boone, set to work reviewing the proposed changes. Deaneries were asked to respond by January 31 with amendments and comments. We did receive comments from every deanery and we thank you now, all of you, for your hard work and engaging energetically in this process. In March of this year, we organized a joint committee, which included representatives of all the groups that had worked on governance up to this point. A series of three meetings brought together the Standing Committee, the Deanery Presidents, the Working Group, and the Steering Committee, the Diocesan Council President, Tim Smith, and the Committee on Canons, as well as the original drafters of the proposed changes. Excellent discussion and debate occurred.

At every step along the way we reminded ourselves that we in the Diocese of California have had not too much experience in the way of respectful open debate and we proved to ourselves that we can do it. Yesterday in a Standing Committee exchange our esteemed colleague Ron Johnson, a member of the Standing Committee, painted a vision of the Pentecost Holy Spirit Tongues of Fire entering, renewing us, and sustaining us in this critical work of church governance. May this be our prayer for our proceedings today. Amen.

REPORT OF THE COMMITTEE ON CANONS

Mr. Bill Orrick, Chair of the Committee on Canons:

The Committee on Canons began its work on this process nine months ago, and I can't tell you how much we are looking forward to the end of this labor and the birth of two things that you're really being asked to do today. One is to establish the Executive Council which will be a different way of governance in this diocese and will promote clarity, transparency and openness. And the second thing is to lead the way for the eventual dissolution of the Corporation Sole. These are two big issues, they've been well discussed in our work.

The Committee on Canons consists of the Rev. Paul Burrows, Jack Eastwood, Rob Deiselman, the Chancellor of the Diocese of San Joaquin, Michael Glass, Sandy Boone and myself. During the course of our work we talked with the canon writers, the Standing Committee, the diocesan representatives of the Diocesan Council, the Bishop and the group in March that was formed to resolve issue and make the sausage which we present to you as the canons.

We have set aside a couple of issues that we weren't, that we couldn't have full discussion on, that we're going to be addressing in the October Convention and to the extent that you have ideas that would clarify the canons (word choices, additional amendments that the Committee on Canons hasn't had an opportunity to consider before today), I would encourage you to bring those to us so that we can look at them and we'll be considering canon issues in October and a year from October, for sure and so we invite your participation as it's been invited throughout this lengthy process.

So at this time the Committee on Canons moves the adoption of the proposed revised canons as a complete substitute for the existing canons.

Bishop Marc then called for questions of clarification.

Mr. Frangquist asked the Chancellor what the procedure will be for determining what actions of the Executive Council are to be considered done under interim authority and require ratification by the next Convention. He also asked a second question: If the Executive Council does something under interim authority, that can't really be undone, what happens if the Convention refuses to ratify it?

Mr. Orrick replied that with respect to interim authority it is meant to be an extraordinary authority determined by the Executive Council and certainly by the Chancellor and the Bishop, and to the extent that the issue is one which is not within the inherent authority of the Executive Council, designated as such, we would bring it back to convention. Because it's hard to identify, I can't tell you what we would do at the following convention. What the clause requires, what the clause allows, is both the appropriate subordinate authority of the Executive Council to Convention but also the ability for the Diocese to act in the event of an emergency if the power has not previously been given by a Convention.

Bishop Marc then called upon the Secretary to explain the procedure for handling amendments to the proposed canons.

Mr. Frangquist: Three amendments have been proposed and have been referred to the Committee on Canons for their review. Two of the amendments deal with the same section of the Canons, Canon 8, Section 2 which describes the powers of the proposed Executive Council. The first amendment, proposed by Jay Luther, of St. Paul's, San Rafael, envisions a strong Executive Council with broad powers to act between conventions subject to the Conventions' authority to overrule it and limit its authority. The second amendment, proposed by Christopher Hayes, of Grace Cathedral, envisions a more limited Executive Council which would only be empowered to carry out the instructions of the Convention and the duties delegated to it by the canons. The language proposed by the Committee on Canons, takes a middle position, giving the Executive Council the power to act between conventions using what is called interim authority and requiring that the next annual convention ratify any actions taken under interim authority. Only one of these three approaches can be adopted.

It is fair for the Convention to be thinking about all three approaches as we debate these amendments. The officers of Convention and the proponents of the first two amendments have agreed that Jay Luther, Christopher Hayes and Bill Orrick should each be given three minutes to explain their proposals. This would count as the time allowed to present an amendment under Special Order #1. The Rules of Order only allow us to consider one amendment at a time. The president is prepared then to recognize Jay Luther to move his amendment first since he was the first person to submit an amendment. During debate on Jay's amendment it would be appropriate to comment that you prefer Christopher's proposal, if that is the case, but all other remarks should be confined to the merits of adopting Jay's amendment since that is then being

debated. After the Convention votes on Jay's amendment the president is prepared to recognize Christopher Hayes to move his amendment, if he still wishes to do so. We will then debate and vote on Christopher's amendment. If neither amendment receives a majority, then the language proposed by the Committee on Canons will remain.

After the Convention has dealt with the first two amendments the president is prepared to recognize the Rev. Sue Thompson of St. Edmund's, Pacifica, who has proposed an amendment to a different section, Canon 8, Section 3, which deals with the membership of the Executive Council. After the amendments have been considered, any remaining time may be used for debate on the proposed revision as a whole and then we will vote on the proposed revision as a whole, whether it has been amended or not.

Bishop Marc then made the following statement: I'd like to make a few comments about respectful debate. Michael Barlowe and I and Sue Singer and Don Morgan attended a meeting in Des Moines in February, which is an interesting time to have a conference in Des Moines, and we were greeted by a person who welcomed us to Des Moines and said this, "the definition of church is a nice person standing in front of nice people, urging them to be nicer." And then he said, "Iowa's a very nice place and thus it is true that our largest export is passive-aggressive behavior." So what I'm urging is not niceness, but is much, much deeper than that. St. Paul in one of the most profound passages of his writings says that if we eat and drink in the Eucharist he's referring to, without recognizing the body, and it's very clear in the context that he means not in Aristotelian recognition of the body in the elements of the sacrament, but rather recognition of the body as the gathered people of God, that if we do that, if we eat and drink without recognizing the body, that we eat and drink to our own judgment. This is a very serious idea, its positive statement is in our baptismal covenant, and that is in the recognition of Christ in each human being and I would say in the creation itself. So what I'm asking is that you, as you do so well in the Diocese of California, bear that truth in your minds and hearts as we speak with each other. Refrain if you would from showing disapproval or support for all the dignified, and they're all dignified, comments and questions that are made during this conversation. This is important work, as the work you did previously this morning is important work we are moving towards something that will more nearly resemble we pray the body of Christ on Earth.

I would also like to say that in terms of the amendments, what we have determined is that all the amendments to canons need to be reviewed by the Committee on Canons. These have been reviewed, the ones that are before you, the three that are before you, so we can debate those and vote on those. If you have further amendments to the whole proposed Canon changes, the whole revision that has come before you, those will need to be submitted to the Committee on Canons for their review so it can not be done at this Special convention. Please, please take that in. They can be considered, as Bill our Chancellor said, these will come again before you, or other amendments will come before you at the convention in October, and deliberately and intentionally again a year from then. So there is plenty of time and that's a very good thing, to be able to digest additional ideas, we're going to be living with these and they are living documents, just as the vision document that you have adopted is a living document these are not meant to be immutable, we will be evaluating and reviewing as a body as we go. So I hope that none of you feel stymied in your thoughts, it is a time to move those ideas into the process of review and then they will come in an orderly way before the whole for deliberation in October.

PRESENTATION OF ALTERNATIVE PROPOSALS

Bishop Marc then recognized Jay Luther of St. Paul's, San Rafael, who made the following statement: My proposal is in substantial agreement with the Committee on Canons' draft. We agree that between Conventions Executive Council can, under certain circumstances exercise the authority of Convention, but with expressed limitations on that authority. We even substantively agree on specific limitations and we agree the convention must always be able to reverse action taken by Council. Where we differ is on procedure. Procedure one of the committee draft says that where council is acting in an area of shared power, that is, an area where both it and the Bishop or Standing Committee must jointly act for something to be done, Council must obtain the prior written consent of the other body to proceed. Procedure problem two: when council is exercising the power of convention it can take only so-called interim action which must be submitted to the next convention for ratification or be void. My amendment deletes both those requirements. The requirement of prior written consent which as far as I have been able to tell has been adopted by no other diocese, is superfluous, unwise and perhaps even a little insulting. It is superfluous because if two bodies must act for something to take place it is already the case that nothing happens unless they both do it. Acting alone neither the House of Representatives nor the Senate can pass a law, together they can. There's no reason for an additional written consent requirement. Requiring prior written consent is unwise because Council will become more unlikely to even start down the road toward a joint action unless the other body is the initiator, thus limiting Council's initiative. Finally it borders on the insulting. Council is one of our major organs of government, neither the Bishop nor the Standing Committee need obtain the prior written consent of another body, only Council. What better way to teach a body that it is subordinate and a second class citizen. Convention ratification is a requirement that is found very rarely among dioceses and is just another road block to action here. The March meeting showed that Council members were already expressing difficulty in determining whether they had enough authority to act on real life staff requests. Adding the concept of interim actions is just going to make that harder, while at the same time placing on Council the burden of becoming in effect the appellant advocate for its action at the next Convention. No other governing body bears these burdens. Why should Council? The proposed amendment does away with the requirement of ratification, instead Convention is given an explicit power to overrule or modify any past action by Council and the further expressed power to designate actions the Council will be prohibited from taking in the future. The hypothetical rogue Council can be stopped in its tracks and bad policy can be overruled. That's enough. I commend my amendment to you.

Bishop Marc then recognized Christopher Hayes of Grace Cathedral, San Francisco, who made the following statement: I am very pleased to be able to say that the proposal just made by Jay Luther and the proposal by the Committee on Canons and my proposal all show the same intent, which is to serve the goals of accountability and transparency that have been the goal of the governance reform process. Whichever of the three approaches is adopted, the Executive Council is going to have very substantial authority which neither of the two amendments is trying to alter, it will have authority over the investment funds of the diocese, over budget and management, over audits, over the property of the diocese, formation of departments and

appointments by the Bishop. It also has, and this is the broadest authority, the power to exercise, the powers of this Convention to do anything that fits within the policies, programs and budgets adopted by this Convention. The differences among the proposals are that Jay's amendment would give the Executive Council more than that—would give it the authority to do almost anything that this Convention could do with only narrow exceptions, without further ratification by this body; the version that's being moved by the Committee on Canons would do much the same thing, but would require ratification by this body. My concern about this is whether those two approaches really serve the accountability function that is our goal. It does serve the accountability of the Executive Council to this body which, under our Canons and is a common throughout the Episcopal Church, is the ultimate legislative authority of the Diocese, and thus serves that authority if things which require the authority of this Convention are brought to it. If something really needs to have the authority of this Convention, it is not good enough to say, well we've given the Executive Council that authority in advance. It's better to bring it to this body. The suggestion that's been made is that there may be an emergency that may require faster action. I've not yet heard an example of an emergency, of something that would fit into those requirements, and I would encourage you as we hear the debate this morning to listen for what's happened in the past, what might happen in the future that would really require that. If it is important and urgent enough to require this Convention's authority then it's worth calling this Convention together to consider it. I do also have a question about the constitution of our diocese: section 3.1 gives the authority of this diocese to the Bishop, the Standing Committee and the Convention. And I think there's a significant question about whether approaches by the Committee on Canons or by Jay Luther respect that constitutional provision, that is at least something that should be talked about in the context of a constitutional amendment which is not in order at this Convention.

Bishop Marc then recognized Mr. Bill Orrick, Chancellor of the Diocese, who made this statement: With respect to the constitutional amendment, as Christopher just indicated, constitutional amendments are not in order at Special Conventions, only at Annual Conventions, and one of the things we will be considering in October is a constitutional amendment to include the Executive Council in the Constitution. When the Committee on Canons first looked at this issue, I prepared a draft which is very similar to Christopher's proposal. And then we had the March meetings with all of the various canon writers, the Standing Committee, Diocesan Council and other people of note. The issue of what would happen in an extraordinary circumstance which was not contemplated, which had not been contemplated by previous conventions and somehow was not within the inherit authority of the Executive Council, what would you do? The Committee on Canons was persuaded by the group that in the event of an issue like that, which is again hard to identify, that we needed the opportunity to act and act quickly, and calling a special convention didn't seem like a very efficient or appropriate way to do it. So what we did was create the interim authority powers which are pretty limited and require the Executive Council to come back to this body, which is supreme for most non-ecclesiastical purposes under the Canons, and get approval of the Convention but not to have us stopped in our tracks in the event that something unforeseen occurred where we really did have to move, so that's why we have this middle way.

AMENDMENT PROPOSED BY JAY LUTHER

Bishop Marc then recognized Jay Luther, who moved the following amendment:

Substitute for the committee draft a new Sub (a) and Sub (b) of section 8.02 reading as follows:

- (a) Representative of Convention. Subject to the limitations set forth in clause (i), below, the Diocesan Corporation shall have the authority of Convention between the meetings thereof.
 - (i) This Canon 8.02(a) does not and shall not be interpreted to, authorize the Diocesan Corporation to:
 - (A) Amend or repeal the Constitution or Canons of the Diocese or any provision thereof or enact any additions or other modifications there to;
 - (B) Take or authorize or direct, any action otherwise authorized under this Canon 8.02(a) which is contrary to or inconsistent with any currently effective policy or action adopted or approved by a previous Convention, or The Constitution or Canons of the Diocese or of the Episcopal Church.
- (b) Convention shall have the power:
 - (i) To modify or rescind any action theretofore taken or authorized by Council, upon such terms as Convention shall deem proper.
 - (ii) To prohibit Council from taking or authorizing such future actions as Convention may direct.
 - (iii) To grant Council such additional authority consistent with the Constitution and Canons of the Diocese and of the Episcopal Church as Convention shall deem proper.

The result of a voice vote on the amendment was unclear. Bishop Marc called for a count of the house. There were 124 votes in favor of the amendment and 181 votes opposed. The amendment failed.

AMENDMENT PROPOSED BY CHRISTOPHER HAYES

Bishop Marc then recognized Christopher Hayes who moved the following amendment:

Substitute for section 8.02B of the proposed canons the following:

- (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.

The result of a voice vote on the amendment was unclear. Bishop Marc called for a count of the house. There were 165 votes in favor of the amendment and 139 votes opposed. The amendment was approved.

AMENDMENT PROPOSED BY SUE THOMPSON

Bishop Marc then recognized The Rev. Sue Thompson who moved the following amendment:

Change Section 8.03(a)(i)(E) to read “Two members elected by each Deanery, at least one of which is a lay person (the ‘Deanery Representatives’); and

Change Section 8.03(a)(iii)(C) to read “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 result of a voice vote on the amendment was unclear. Bishop Marc called for a count of the house. There were 174 votes in favor of the amendment and 132 votes opposed. The amendment was approved.

ADOPTION OF PROPOSED CANONS

The Canons, as amended, were adopted by a voice vote. (The complete text of the Canons is contained in Appendix B.)

RESOLUTION REGARDING TRANSITION

Bishop Mark then recognized The Rev. Stacey Grossman who moved the adoption of the following resolution:

Resolved, that the following rules shall govern the implementation of amendments to the Canons of the Episcopal Diocese of California adopted in Special Convention on May 10, 2008:

1. The effective date of all amendments to the Canons adopted on May 10, 2008, shall be January 1, 2009; on which date the existing Diocesan Council and Board of Directors shall cease to exist and the Executive Council shall become the Board of Directors of the Diocesan Corporation.
2. The 159th Convention of the Episcopal Diocese of California shall elect six (6) members at large to the Executive Council of the Diocese of California, whose terms shall begin on January 1, 2009. The members at large shall be elected on a single ballot, but no more than three of those elected shall be members of the clergy order.
3. The six members at large elected by the 159th Convention shall be arranged into three classes of two members each, with initial terms of one year, two years, and three years respectively. Immediately following their election, they shall draw lots to determine their classes. Members of the clergy order, if any, shall draw first, and the lots shall be arranged so that no two clergy members shall be members of the same class. Lots shall be drawn in the presence of the Standing Committee, the Bishop, and the Secretary of Convention, and the results shall be recorded in the Journal of the Convention.
4. Following the adjournment of the 159th Convention and prior to January 1, 2009, each

deanery shall elect two members to the Executive Council, whose terms shall begin on January 1, 2009. Their initial terms shall be as follows:

- Alameda, 2 years & 1 year;
- Contra Costa, 3 years & 2 years;
- Marin, 2 years & 1 year;
- Peninsula, 3 years & 1 year;
- San Francisco, 3 years & 2 years;
- Southern Alameda, 3 years & 1 year.

5. No person who is otherwise qualified to be elected to the Executive Council shall be disqualified by reason of current or prior service in either the Diocesan Council or the Board of Directors.
6. At the 159th Convention, or at any time following the adjournment of the 159th Convention, the Bishop may make appointments to the Executive Council as permitted by the amended Canons, which appointments shall become effective January 1, 2009.
7. Following their election or appointment, new members of the Executive Council shall be entitled to participate, without vote, in any meeting of the Diocesan Council or Board of Directors which may be held between their election or appointment and December 31, 2008, except that anyone who is an elected member of either body shall continue to be a member with full rights.
8. The Diocesan Council and the Board of Directors shall adopt such measures as may be necessary or prudent to effect a smooth transfer of their responsibilities to the Executive Council; and they shall share with the newly elected or appointed members of the Executive Council any information that may be pertinent thereto.
9. Until such time as the assets held by the Corporation Sole shall have been transferred to the Diocesan Corporation and the Corporation Sole dissolved, the Chancellor and the Treasurer shall report to each Annual Convention the actions completed in the preceding year and the actions contemplated for the coming year toward accomplishing said transfer and dissolution.

Mr. Paul Evans, member of the Standing Committee, then made the following statement: The March Committee met at great length to think about the question of transition, and that Committee was presented with two alternatives. One was a very involved song and dance whereby we could slowly transition Diocesan Council into Executive Council. Then David Frangquist made the point that Executive Council is really a new body, and we decided to consider it as such, so we had to think through what would happen the moment after changing the Canons. It came very clear, very quickly, that we needed a period of six months with some parallel running between the Board of Directors and the Council. We needed to allow people time to think through candidates for election, and we needed time really for people to consider whether they wish to run for the new body. Embodied in this resolution, you've just heard Stacey read out the stack of terms for election of deanery representatives. The way those were arrived at was that we had Deanery Presidents, members of Standing Committee, and I think the Chancellor may have been there or Deputy Chancellor, and we drew lots to determine how each of the deaneries was going to elect its terms for its initial members to Executive Council. So what this does is to give us transition arrangements for the next six months, before the Canon changes go into effect on the 1st of January, 2009.

The resolution was adopted unanimously on a voice vote.

RESOLUTION REGARDING DEANERIES

Bishop Marc then recognized The Rev. Stacey Grossman who moved the adoption of the following resolution:

Resolved, that the Diocesan Council, is hereby directed to create a task force to examine the mission, scope, purpose, nature, and structure of the Deaneries (the “Deaneries Task Force”);

Resolved, that the Deaneries Task Force shall include not less than ten (10) members, including at least six selected by the various Deaneries as well as representatives of, and nominated by, the Standing Committee of the Diocese and the Diocesan Committee on Canons, and such other persons as the Diocesan Council may deem appropriate;

Resolved, that all of the members of the Deaneries Task Force shall be selected no later than July 31, 2008; and

Resolved, that the Deaneries Task Force is hereby directed to undertake each of the following specific tasks and responsibilities:

- (a) To review Canon IX of the existing Canons of the Diocese with respect to the proposed changes to Canon IX which were published in the Handbook to the 158th (2007) Annual Convention and the Deanery responses thereto;
- (b) To confer with the several Deaneries to discuss any proposed changes to Canon IX; and
- (c) To report its recommendations to the 160th (2009) Annual Convention of the Diocese, including any proposed amendments to Canon IX which may be deemed appropriate to give effect to such recommendations.

Mr. Paul Evans, member of Standing Committee, then made the following statement: During the course of the governance work we put, almost as an afterthought, a provision in some draft proposals that would have brought us into line with many of the other large dioceses. The proposal was that the Standing Committee and the Bishop should be allowed to change the geographic outline of the deaneries. Currently our deaneries are defined in our Canons and obviously they have been there for 75 years. This produced a seismic reaction and we resolved it with the promise of, the Diocesan Council establishing a committee to review the deaneries and their activities and the hope is that it will report back by Convention 2009. The proposal is that the deaneries will have representatives, Standing Committee will have representatives and Diocesan Council will have representatives, so this really embodies a special committee to look at the work of the deaneries, nothing more, nothing less.

Resolution adopted unanimously on a voice vote.

INTRODUCTION OF BISHOP CHARLESTON

Bishop Marc: The work of the Diocese of California in becoming an inclusive community and in being a vital and growing place has been at the heart of your work for many years. During the election of the bishop just over two years ago, we became aware that while we valued diversity and inclusion we were not in fact a diverse and inclusive diocese in many ways, that our congregations were largely monochromatic. Heartfelt work by people in multi-cultural groupings has gone on all this time. I've been part of that work and have admired the work that has been done in it. Proposals have been adopted at the last diocesan convention to move us forward with the vision for multi-cultural and ethnic work in the Diocese of California.

I said in 2007, at the Diocesan Convention just this past fall, that it was a very high priority of mine that we search for a senior staff person to lead us in this work. This is not, I think it should be obvious to all of you, to divert attention or to push it away from the center but rather to devote resources to this most important work. The work is to be enabled and accomplished, as we said earlier, with the visioning process through area ministry. So we will be creating new ethnic specific congregations and expressions of the church as well as and this is a very different thing, multi-cultural expressions of the church. I asked for at last fall, a committee to recommend to me, a candidate for this position.

You gave me the permission last fall to look at the same time, not only for someone to fill this position, but if it were possible that the most able candidate was a person who was already a bishop, that we could call to serve in the Diocese of California, an Assistant Bishop who would also head up our multi-cultural and ethnic specific ministries.

I want to thank the interview committee that has done this work. They did fantastic work, eight members of the committee, extremely diverse, if you are here please stand. [applause] The Diocese was blessed by not only the committee's work but also by the quality of the candidates who came before us from all over the Episcopal Church, and by the way encourage all of the members of the Diocese of California to begin calling the larger church the Episcopal Church, rather than the National Church because we are a trans-national body and we respect our brothers and sisters in Central America and Haiti and Taiwan by remembering that. So they came from all over, actually not from those areas, but from many places and from within and they were all of the very, very highest quality. I'm delighted to say that a person that I have loved and respected for many years was the recommendation to come to us, and he is a bishop and he will join the team of your diocesan staff and your diocesan bishop in serving you.

Steven Charleston is the president and dean of the Episcopal Divinity School and a professor of theology there, he's worked in cross-cultural setting throughout his ministry, he is a member of the Choctaw Nation, he was born and raised in Oklahoma, he's an advocate for justice and has traveled extensively to bring this message throughout the church. His special interests are in spirituality and his podcasts have inspired many people in our Diocese. He was a national staff officer for Native American ministries in the Episcopal Church and became the director of the Dakotas leadership program and developed alternative training models for indigenous laity and clergy on the many reservation communities of the Dakotas. He's widely recognized, not only in

the Episcopal Church but more broadly in the Anglican Communion and outside of the bounds of our denomination and our communion as a leader in the area of justice for LGBT people, for the marginalized of the world. He is married to Suzanne who is a poet and an artist, a graphic artist, they have a son Nicholas, who is here with us, and I would like to present to you the new Assistant Bishop of the Diocese of California, the Rt. Rev. Steven Charleston, my friend and my brother, and his son Nicholas.

REMARKS BY BISHOP CHARLESTON

Thank you all very, very much, thank you so very much. Wow, you know, I know you've been very busy, and you've done a lot of hard work because I was sitting here as a part of it. So I honestly didn't think this was a moment for me to give you some kind of a very long talk or anything. I just want to tell you how wonderful it feels to be asked to come. I'm honored. I'm deeply touched. I'm excited. I feel energized. If you haven't gotten to know me yet, I'll be delighted to get to meet all of you. I've had a lot of experience in many of the areas you'll look to me to be a helpful teammate in working on. I think the Diocese of California is on the right track. I wanted to come here, very badly, because I've spent about 10 years doing administrative work and finance work and fundraising work and to be back with people who are building community is a refreshing, spiritual moment for me. So I'm coming here full of enthusiasm and an open heart to work with all of you because I believe this is a great diocese and you're on the verge of doing some really exciting things that will be excellent for the whole Church, so I just want to tell you how very honored I am and my family. We're all very, very excited to be here. We're all looking forward to it. Last thing I'll say in terms of what I bring: I'm a disciple of Jesus of Nazareth. How about you? I'm a disciple of Jesus of Nazareth, Alleluia, and because of that, and because of my deep and abiding confidence in the Gospel of Jesus, I don't believe there's anything we cannot achieve together. However difficult these problems may seem to us right now, however many more hurdles may come to us in the future, we have the strong wind of the Holy Spirit behind our sails, lifting us up and carrying us forward. And in the blessed name of Jesus, there is going to be a bright new dawn for the Diocese of California, and I'm just honored to be a small part of it with you. God bless you and I'll look forward to meeting all of you outside when we have lunch. Thank you.

Following prayer, the Bishop's benediction, and the singing of "Be Thou our Vision," a motion to adjourn was carried on a voice vote. Bishop Marc declared the Special Convention of the Episcopal Diocese of California to be adjourned.

Respectfully submitted,
David A. Frangquist
Secretary of the Convention

APPENDIX A

RESOLUTION RESPONDING TO THE REPORT OF THE BELOVED COMMUNITY VISIONING PROCESS

RESOLVED, That this Special Convention of the Diocese of California expresses its heartfelt gratitude for the good work of the Department of Faith Formation and all who participated in Beloved Community events;

RESOLVED, That this Convention adopts the recommendations contained in the Report of the Beloved Community Visioning Process and commits this diocese to

Embodied Justice, intentionally working against discrimination based on race, gender, sexual orientation, disability or age; standing in solidarity with the poor and marginalized; and caring for God's creation with reverence;

Church Vitality, encouraging evangelism, growth, and new expressions of church; adopting missional practices of worship and outreach; collaboration between congregations; and expressing creativity and joy in the proclamation of the Gospel of Jesus Christ;

Rooted Spirituality, through vital education and renewal ministries, communities of Christian discipleship, and formation in the Episcopal tradition with informed respect for other traditions;

Organizational Development, emphasizing transparency, power-sharing and accountability for all diocesan leaders and structures; leadership that encompasses all orders, sorts and conditions; improving communications throughout the diocese; and revitalizing deaneries;

Inclusive Community, incorporating all people without regard to race, class, gender, sexual orientation or disability, including meaningful participation of all ages--children, youth and elders; and being attentive to the prophetic voices among us; and

RESOLVED, That this Convention directs the Diocesan Council to give priority to these recommendations and commitments in its formulation of program and budget for ministry in the Diocese of California.

APPENDIX B

DIOCESE OF CALIFORNIA

CANONS OF THE DIOCESE

REVISED AND RESTATED TO INCLUDE ALL AMENDMENTS

ADOPTED THROUGH MAY 10, 2008

CANONS OF THE DIOCESE OF CALIFORNIA

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CANONS OF THE DIOCESE OF CALIFORNIA

CANON I

DATE OF CONVENTION

Sec. 1.01 Date. The Annual Convention shall be held within the last two weeks 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.

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 a book, 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 him 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 the chief financial officer and shall have charge of all Diocesan funds. He shall give to the Diocese a bond in an amount and by a surety satisfactory to the Executive Council to secure the faithful discharge of his duties.

(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. The Treasurer shall present interim unaudited financial reports to the Department of Finance for approval and subsequently to the Executive Council. The fiscal year of the Diocese shall be the calendar year.

(d) A Controller, one or more Assistant Treasurers and other financial officers may be appointed by the Department of Finance after consideration of the recommendation of the Treasurer. The salaries of the Controller, Assistant Treasurer and staff shall be fixed through the normal Program and Budget procedure.

(e) 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.

Any staff vacancy in the Treasurer's Office shall be filled by the Treasurer, with the approval of the Department of Finance and of the 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 one or more Chancellors, who shall be persons learned in the law and communicants in good standing of The Episcopal Church, to act as advisors to the Bishop in legal affairs. When not a Delegate, a Chancellor shall, *ex officio*, be entitled to a seat and voice in the Convention, but not to a vote.

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 a one (1) year term subject to reappointment. 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 three persons, one of whom may be the Chair of 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 arrange the calendar for sessions of Convention;
- (c) to expedite business; and
- (d) 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. The Committee on Nominations shall be organized as described in Canon 16.01(g).

[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 a majority of the votes 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 who, on the first ballot, received a total vote equal to a majority vote of both orders combined, but who failed of election 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

DIOCESAN CORPORATION AND EXECUTIVE COUNCIL

Sec. 8.01 The Diocesan Corporation. 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 acts through its Board of Directors, which shall be known as the Executive Council, and

through its subsidiary officers, Departments, and Committees who and which shall report to and be supervised by the Executive Council.

Sec. 8.02 Scope and Authority. The Diocesan Corporation 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 Diocesan Corporation shall have the following authority and responsibilities.

(a) Representative of Convention. The Diocesan Corporation 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 Diocesan Corporation 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 Department of Finance;

(iii) After consultation with the Department of Finance and the Department of 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 Treasurer, from time to time to review the same, and to report its findings to each Annual Convention;

(v) In consultation with the Department of Finance, 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 departments, committees and other agencies as may be necessary for the work of the Diocesan Corporation, 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; and

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

(d) Annual Report. The Executive Council shall make a report to each Annual Convention concerning the work of the Diocesan Corporation.

Sec. 8.03 The Executive Council. 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.

(a) Membership of the Executive Council. The Executive Council shall be comprised of Voting Members and Non-Voting Members, as follows:

(i) Voting Members. The Voting Members shall include:

(A) The Bishop, *ex officio*;

(B) 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;

(C) Up to five (5) individuals appointed by the Bishop (the "**Bishop's Appointees**");

(D) Six (6) persons elected by Convention (the "**Convention Representatives**"); and

(E) Two members elected by each Deanery, at least one of which is a lay person (the "**Deanery Representatives**").

(ii) Non-Voting Members. The following shall each be non-voting Members of the Executive Council, *ex officio*: (A) representative of the Standing Committee, selected by the President of the Standing Committee from among its Members, (B) the Secretary of Convention, (C) the Treasurer of the Diocese, and (D) the Chancellor of the Diocese.

(iii) 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.

(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. Any Member who, as determined by the Bishop and a majority of the remaining Members of the Executive Council, ceases to be qualified as provided in paragraph (b), above, shall thereupon be

removed from office. 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.

(e) 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 Department of Finance.

(a) The Diocesan Corporation shall maintain and supervise a Department of Finance, 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

Controller, and the Chancellor of the Diocese, all of whom shall be non-voting members of the Department of Finance.

(b) Members of the Department of Finance 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 Department of Finance 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 Department of Finance, designated by vote of that Department, 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 departments, 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 Department of Finance, 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 Department of Congregational Development.

(a) The Executive Council shall organize and supervise a Department of Congregational Development, 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 Department of Congregational Development shall be:

(i) To assist the Bishop in the development of missions and specialized mission projects;

(ii) To make recommendations to the Department of Finance 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 Department of Congregational Development shall be subject to the Bishop's approval.

[Sec. 8.07](#) The Investment Committee.

(a) The Executive Council shall create, maintain and supervise 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 by resolution establish.

(b) Subject to the direction and review of the Executive Council, the Investment Committee shall (i) manage and administer, invest, reinvest and keep invested, funds (apart from the operating fund) and personal property of the Diocese and the Corporation Sole; (ii) hold, improve, manage and

administer real estate of the Diocese and the Corporation Sole; and encumber or otherwise transfer said real estate as the Executive Council may from time to time by resolution direct; *provided, however*, that the written consent of the Bishop and Standing Committee shall be a precondition to any encumbrance or transfer specified in Section 19.01 of these Canons unless excepted by Section 19.02 thereof.

All actions taken by the Committee or the Executive Council under this subsection (b) shall be for uses and purposes directly or indirectly connected with the religious, educational, charitable, missionary or eleemosynary work of the Diocese.

(c) Unless the Executive Council shall otherwise provide, the Committee and any subcommittees thereof may meet in person or by any form of telecommunication allowing each person in the meeting to hear each of the others connected.

[Sec. 8.08](#) Other Departments and Committees. The Executive Council may from time to time and in its discretion create such other departments and constitute such committees of its Members, not inconsistent herewith or 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:

San Francisco: The City and County of San Francisco.

Marin: The County of Marin.

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 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.

Contra Costa:

All of Contra Costa County except that part thereof included in the Deanery of Alameda.

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.

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 twice 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 parishes, missions and institutions or who have been assigned by the Bishop to duties within the deanery, and all Delegates and alternates shall be entitled to a vote. The convocation shall be open to all other Clerics Canonically Resident in the Diocese and residing in the deanery and to all communicants in good standing of The Episcopal Church registered in a congregation in the deanery, who shall have seat and voice.

[Sec. 9.03](#) Vacancies. At any convocation, the Cleric in charge of the congregation concerned shall have authority to fill vacancies in the delegation

of any congregation from among those not elected Delegates or alternates, but present from such congregation.

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.

Sec. 9.05 Rules. The convocation of the Deanery may make rules and bylaws in the furtherance of its purposes and not inconsistent with these Canons.

Sec. 9.06 Officers. Each Deanery shall elect a President and other officers and prescribe their respective duties.

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.

[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 Department of Congregational Development or the Department of Finance 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 Department of Congregational Development and the Department of Finance, 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) fails to provide the financial support necessary for the spiritual maintenance of and an adequate program for the parish,
(iii) fails adequately to 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, surrender its rights and privileges as an organized parish and become an organized mission upon such terms as the Bishop shall prescribe.

(b) Upon termination of its status as a parish, the parish, 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 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 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 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.

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 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.

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 to the Bishop for his examination at each visitation and at all reasonable times be available for inspection 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 16.5 and 21, 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.

[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 20, 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 his 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 19(b) 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 Section 1 of 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, in his discretion (a) supervise and control all missionary activity within the Diocese; (b) in consultation with Executive Council and its Department of Congregational Development, organize missions and authorize specialized missions, and (c) 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 his absence, 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) 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 Department of Congregational Development. 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 Diocesan Treasurer 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 Department of Congregational Development.

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

(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 Department of Congregational Development, 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 the parish of which he is rector 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 one Cleric and one lay person, together with an additional Cleric or an additional lay person appointed in alternating years to maintain a balance of clerical and lay members. Present members shall be reassigned to the new classes by agreement among them. 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 31, Section 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 ECCLESIASTICAL COURT

Sec. 15.01 National Canons Govern. All matters of ecclesiastical discipline shall be governed by Title IV of the Canons of The Episcopal Church, to which the provisions of this Canon XV shall be expressly subject. In the event of a conflict between this Canon and Title IV of the Canons of The Episcopal Church, Title IV of the Canons of The Episcopal Church shall in all cases govern the application and interpretation of this Canon XV. Capitalized words or groups of words appearing in this Canon XV shall, unless otherwise specifically defined in these Canons, have the meanings ascribed to them in Canon 15 of Title IV of the Canons of The Episcopal Church.

Sec. 15.02 Diocesan Review Committee. The Standing Committee shall serve as the Diocesan Review Committee in accordance with Title IV, Canon

3(A), Section 1 of the Canons of The Episcopal Church. No Presentment may be issued to the Ecclesiastical Trial Court except by the Standing Committee, serving in its capacity as the Diocesan Review Committee, which shall carry out its responsibilities in this regard as provided in Title IV, Canon 3(A), of the Canons of The Episcopal Church.

Sec. 15.03 Ecclesiastical Court; Purview. An Ecclesiastical Court shall be established and maintained in this Diocese for the trial of any Priest or Deacon subject to its jurisdiction. The activities and authority of the Ecclesiastical Trial Court shall be subject to and as set forth in Title IV of the Canons of The Episcopal Church.

Sec. 15.04 Election of Members of the Ecclesiastical Trial Court. The Ecclesiastical Trial Court shall consist of seven members, of whom four shall be Priests or Deacons, and three shall be lay persons. Members of the Ecclesiastical Trial Court shall be elected by the Annual Convention for terms of three-years each; *provided* that at the convention at which the Ecclesiastical Trial Court is first established, two members shall be elected for one-year terms, two members shall be elected for two-year terms, and three members shall be elected for three-year terms. Members may not serve for more than two consecutive terms, and shall not thereafter be subject to re-election until the passage of at least one year from the conclusion of service as a member.

Sec. 15.05 Vacancies. The death, disability (as determined by the Bishop or other Ecclesiastical Authority) rendering a person unable to act, resignation, or declination to serve as a member of the Ecclesiastical Trial Court shall create a vacancy on the Court. The Bishop (or other Ecclesiastical Authority if there is no Bishop) shall fill vacancies, other than vacancies created for cause as provided in Section 15.09 of this Canon, on the Ecclesiastical Trial Court by appointment; *provided* that if the remaining term of the person so appointed shall exceed two years, such appointment shall be subject to ratification at the next Diocesan Convention.

Sec. 15.06 Presiding Judge, Church Attorney, and Church Public Defender.

(a) The members of the Ecclesiastical Trial Court shall annually elect from among themselves a Presiding Judge, who shall hold office until the expiration of the term for which chosen, and shall provide for the appointment of a Church Attorney and a Church Public Defender, within two months following the Annual Convention.

(b) The Church Public Defender shall represent the Respondent at all stages of the proceedings, unless the Respondent chooses to retain private counsel at his or her own expense. The Standing Committee shall notify the Church Public Defender upon the filing of a Charge with the Standing Committee at the same time it notifies the Respondent. Nothing in this Canon shall preclude the Bishop (or, if appropriate pursuant to Article III, Section 3.03 of the Constitution of the Diocese, the Standing Committee) from allocating the cost of the Church Public Defender (if any) to the parish, mission, or other diocesan institution which employed the Respondent, if appropriate. The allocation may be appealed within 60 days following the close of the Diocesan Convention which follows the allocation in accordance with the provisions of Canon XVIII, Sections 18.03 and 18.04.

Sec. 15.07 Resignation/Declinations. Notice of resignations or declinations to serve shall be given by members of the Court in writing to the Presiding Judge of the Court.

Sec. 15.08 Change of Status. If any Priest elected to the Ecclesiastical Trial Court is elected a bishop, or if any lay person elected to the Ecclesiastical Trial Court is ordained prior to the commencement of a Trial, that person shall immediately cease to be a member of the Ecclesiastical Trial Court. If either event occurs following the commencement of a Trial, the person shall continue to serve until the completion of the Trial and the rendering of a Judgment thereon.

Sec. 15.09 Challenges. The members of the Ecclesiastical Trial Court may be challenged by either the Respondent or the Church Attorney for cause stated to the Court. The Ecclesiastical Trial Court shall determine the relevancy and validity of challenges for cause. Vacancies caused by challenges determined by the Ecclesiastical Trial Court shall be filled by majority vote of the Court from persons otherwise qualified to serve on the Court under these Diocesan Canons. Vacancies filled by the Ecclesiastical Trial Court shall be from the same order as the person challenged was when first elected to the Court.

Sec. 15.10 Application of the Rules of Procedure. The Ecclesiastical Trial Court shall be governed by the Rules of Procedure set forth in Appendix A to these Canons, and such other procedural rules or determinations as the Ecclesiastical Trial Court deems appropriate.

Sec. 15.11 Federal Rules of Evidence Apply. The Federal Rules of Evidence shall govern the Ecclesiastical Trial Court in the conduct of the Trial.

Sec. 15.12 Clerks. The Ecclesiastical Trial Court shall appoint a Clerk and, if necessary, Assistant Clerks, who shall be Priests or Deacons or adult confirmed communicants in good standing of this Church and who shall serve at the pleasure of the Court.

Sec. 15.13 Reporter. The Ecclesiastical Trial Court shall appoint a Reporter, who shall provide for the recording of the proceedings and who shall serve at the pleasure of the Court.

Sec. 15.14 Lay Assessors. The Ecclesiastical Trial Court shall appoint at least one but no more than three Lay Assessors. Lay Assessors shall have no vote. It shall be their duty to give the Court an opinion on any question of law, procedure, or evidence, but not on any question of doctrine, upon which the Court or any member thereof, or either party, shall desire an opinion. Any

question of whether a question is a matter of doctrine shall be decided by the members of the Court by a majority vote.

Sec. 15.15 Record of Proceedings. The Ecclesiastical Trial Court shall keep a record of the proceedings in each case brought before it, and the record shall be certified by the Presiding Judge. If the record cannot be authenticated by the Presiding Judge by reason of the Presiding Judge's death, disability or absence, it shall be authenticated by a member of the Court designated for that purpose by majority vote of the members of the Court.

Sec. 15.16 Due Process. The Ecclesiastical Trial Court shall permit the Respondent to be heard in person and by counsel of the Respondent's own selection. In every Trial the Ecclesiastical Trial Court may regulate the number of counsel who may address the Court or examine witnesses.

Sec. 15.17 Receipt of a Presentment; Respondent's Answer; Right to Make a Defense; Respondent's Failure to Answer.

(a) Upon receiving a Presentment, the Presiding Judge shall, within 30 days, send to each member of the Court a copy of the Presentment.

(b) Within not more than three calendar months from the Presiding Judge's receipt of the Presentment, the Presiding Judge shall summon the Respondent to answer the Presentment in accordance with the Rules of Procedure.

(c) The Respondent's answer or other response to the Presentment in accordance with the Rules of Procedure shall be duly recorded and the Trial shall proceed; *provided*, that for sufficient cause the Ecclesiastical Trial Court may adjourn from time to time; and *provided, also*, that the Respondent shall, at all times during the Trial, have liberty to be present, and may be accompanied by counsel and one other person of his or her own choosing, and in due time and order be allowed to produce testimony and to make a defense.

(d) If the Respondent fails or refuses to answer or otherwise enter appearance, except for reasonable cause to be allowed by the Ecclesiastical Trial Court, the Church Attorney may, no sooner than 30 days after the answer is due, move for Summary Judgment of Offense, in accordance with the Rules of Procedure. If the motion is granted, the Respondent shall be given notice that Sentence of Admonition, Suspension, or Deposition will be adjudged and pronounced by the Ecclesiastical Trial Court at the expiration of 30 days after the date of the Notice of Sentence, or at such convenient time thereafter as the Court shall determine. Sentence of Admonition, Suspension, or Deposition from the Ordained Ministry may, thereafter, be adjudged and pronounced by the Ecclesiastical Trial Court.

Sec. 15.18 Counsel. In all Trials, the Church Attorney shall appear on behalf of the Diocese, which shall then be considered the party on one side and the Respondent the party on the other. Each Complainant and alleged Victim shall be entitled to be present throughout and observe the Trial, and each may be accompanied by counsel of his or her own choosing and another person of his or her own choosing.

Sec. 15.19 Instructions. Before a vote is taken on the findings, and in the presence of the Respondent and counsel, counsel for the parties may submit requested proposed instructions. The Presiding Judge of the Ecclesiastical Trial Court, after consultation with the Lay Assessors, shall (a) declare which of the proposed instructions shall be issued, (b) instruct the members of the Court as to the elements of the Offense, and (c) charge them that (i) the Respondent must be presumed not to have committed the Offense alleged until established by clear and convincing evidence, and that unless such standard of proof is met the Presentment must be dismissed, and (ii) the burden of proof to so establish the Respondent's commission of the Offense is upon the Church Attorney in the name of the Diocese.

[Sec. 15.20](#) First Vote. A separate vote shall be taken first upon the findings as to the commission of an Offense by the Respondent.

[Sec. 15.21](#) Manner of Voting: No Disclosure. Voting by members of the Ecclesiastical Trial Court on the findings shall be by secret ballot. No member shall disclose his or her vote or the vote of any member.

[Sec. 15.22](#) Vote on Judgment. For a Judgment that the Respondent has committed an Offense, the affirmative vote of two-thirds of the members of the Ecclesiastical Trial Court then serving for that Trial shall be necessary. Failing such two-thirds vote, the Presentment shall be dismissed.

[Sec. 15.23](#) Notice of Findings. The Presiding Judge shall cause the Respondent, the Church Attorney, each Complainant, and (unless waived in writing) the Victim, to be advised of and provided with a copy of the findings of the Court.

[Sec. 15.24](#) Sentencing: Respondent's Rights. No vote shall be taken on the Sentence to be adjudged until at least 30 days from the date the Respondent, the Church Attorney, each Complainant, and (unless waived in writing) the Victim have been informed of the Judgment, and each has had a reasonable opportunity to offer to the Ecclesiastical Trial Court matters in excuse or mitigation, or to otherwise comment on the Sentence.

[Sec. 15.25](#) Service of Matters in Connection with the Sentence. All matters in excuse or mitigation or comments on the Sentence shall be served on the Respondent, the Church Attorney, the Complainants, and (unless waived in writing) the Victim. The Ecclesiastical Trial Court shall provide a reasonable time for responses to the Court, which shall also be served as provided above. The Court may schedule hearings on the submissions.

[Sec. 15.26](#) Two-Thirds Vote Needed to Impose Sentence. The concurrence of two-thirds of the members of the Ecclesiastical Trial Court then

serving for that Trial shall be necessary to adjudge and impose a Sentence upon a Respondent found to have committed an Offense.

Sec. 15.27 Vote; Recordation of Sentence. Following communication of all matters in excuse or mitigation, and all comments thereon, as provided in Sections 15.23 through 15.25 of this Canon, the Court shall then vote upon a Sentence to be adjudged and imposed upon the Respondent, and if the necessary two-thirds concurrence is received, the decision so approved shall be recorded as the Judgment of the Ecclesiastical Trial Court.

Sec. 15.28 Written Decision Required. The decision of the Court as to all the Charges shall be reduced to writing, and signed by those who assent to it.

Sec. 15.29 Notice of Decisions. The Judgment, and any Sentence adjudged on a Judgment, shall be communicated promptly to (a) the Bishop of the Diocese wherein the Trial was held, or the Ecclesiastical Authority, if there is no Bishop; (b) the Standing Committee of the Diocese wherein the Trial was held; (c) the Ecclesiastical Authority of the Diocese in which the Respondent is Canonically Resident; (d) the Respondent; (e) each Complainant; and (f) unless waived in writing, the Victim.

Sec. 15.30 Written Notice of Judgment. The Ecclesiastical Authority of the Diocese shall cause written notice to be served on the Respondent, the Church Attorney, the Complainants, and (unless waived in writing) the Victim, of (i) the Judgment, (ii) the Sentence adjudged, and (iii) the Sentence to be pronounced by the Bishop.

Sec. 15.31 Pronouncement of Sentence. Notwithstanding Judgment by the Ecclesiastical Trial Court, the Bishop shall not pronounce Sentence on the Respondent before the expiration of 30 days after the Respondent has been served with the written notice set forth in Section 15.30, above. In the event that an appeal is taken in accordance with Section 15.32 of this Canon, below,

the Bishop shall not pronounce the Sentence pending the hearing and final determination of the appeal.

Sec. 15.32 Right of Appeal to Court of Review. Within 30 days after the service of the foregoing notice, the Respondent may appeal to the Court of Review of the Eighth Province, by serving a written notice of appeal on the Ecclesiastical Authority of the Diocese, and a copy on the Presiding Judge of the Ecclesiastical Trial Court and the Presiding Judge of the Court of Review. The notice of appeal shall be signed by the Respondent or the Respondent's counsel, and shall briefly set forth the decision from which the appeal is taken and the grounds of the appeal. A copy of the decision of the Ecclesiastical Trial Court shall be attached to the notice of appeal.

CANON XVI

DIOCESAN ORGANIZATIONS AND REPRESENTATIVES

Sec. 16.01 Standing Committee. The Standing Committee, which shall be comprised of four (4) Clerics and four (4) lay persons, shall (i) be the council of advice to the Bishop, (ii) 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, and (iii) have the authority to direct the Diocesan Corporation with respect to the duties and obligations assigned to it pursuant to this Canon.

(a) 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.

(b) 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.

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

(d) In conjunction with its responsibilities for the election and consecration of any person elected to the episcopate of the Diocese, the Standing Committee shall be solely responsible for negotiating and contracting with the Bishop and any Bishop-elect concerning his or her compensation, including but not limited to his or her salary, housing allowance, benefits, retirement, and any other remunerative benefits, notwithstanding the provisions of Section 8.02.

(e) An annual allocation for Clergy housing which includes both funds to meet current obligations and funds for investment in equity sharing arrangements shall be contained in the operating budget approved at the Annual Convention. The Standing Committee shall determine the criteria generally applicable to all such equity sharing arrangements and, with respect to each individual award, the qualifications of the applicant, the terms and conditions of the specific contractual arrangements between the Cleric and the Diocese, and the amount awarded. The aggregate amount of all such allocations shall not exceed the budget therefor approved by the 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 maximum term of three (3) consecutive years, subject to reappointment annually by the entity that appointed them. No person who has served a term of three (3) consecutive years as a member of the Governance Committee shall be eligible for appointment to a new term until at least one (1) year after the expiration of the term served.

(g) Committee on Nominations. The Standing Committee shall organize and supervise the Committee on Nominations, which will present nominations for all elective offices and appointed positions in the Diocese, including Diocesan Institutions (but excepting the offices of Bishop, Bishop Coadjutor, Bishop Suffragan, and congregational Rector or Vicar). The Committee on Nominations shall identify qualified and interested Clerics and laity throughout the Diocese willing to serve in such offices and positions.

(i) Membership. The Vice President of the Standing Committee shall chair the Committee and serve with two members appointed by Standing Committee, two members appointed by the Executive Council, and two members elected at the Annual Convention. The appointed and elected members shall serve a single two year term and shall not be eligible for reappointment or reelection until the lapse of one year. In the event of a vacancy by the Standing Committee or Executive Council members, the body responsible for that member will appoint a person of the same order to fulfill the remainder of the term and, if less than one year, the service shall not be counted as a term for purposes of reappointment. In the event of a vacancy among the members elected at the Annual Convention, the Executive Council will appoint a person of the same order to fulfill the seat until the next Annual Convention. No appointee or elected representative may serve another term until after the lapse of one year.

(ii) Position and Skills Registry. The Committee will establish and maintain a registry of the charge and mission of each elected or appointed office and position in the Diocese. Additionally, the Committee shall

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 will also identify qualified Clerics and laity throughout the Diocese willing to serve on the governing board of each Diocesan Institution.

(iii) Convention Elections. The Committee shall make its best efforts to assure that at least two qualified nominees are proposed to Convention for each elected office or position, and, in the event of a multi member committee, that at least one seat will be contested.

(iv) Bishop's Appointment. At the request of the Bishop, the Committee will consult with the Bishop concerning qualified and interested Clerics and laity identified as potential appointees to committees, commissions, and other organizations within the Diocese.

Sec. 16.02 Deputies to the Provincial Synod. The deputies and alternate deputies representing the Diocese at the Synod of the Eighth Province shall be elected at least six (6) months prior to the scheduled date of the Provincial Synod. Eligibility for such offices shall be in accordance with the Canons of The Episcopal Church and the Ordinances of the Eighth Province. Deputies and alternates so elected shall serve at all meetings of the Provincial Synod for which elected during the two (2) years subsequent to the date of the Synod, and until their successors are elected. Any vacancy in such deputation shall be filled by the Bishop with the concurrence of Executive Council.

Sec. 16.03 Corporation Sole.

(a) Until January 1, 2011, or such earlier or later time as may be determined by the Executive Council with the consent of the Bishop, 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 Corporation Sole shall report to the Annual Convention in detail concerning its activities. 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) At such time as shall be established by the Executive Council, the Corporation Sole shall be merged or otherwise incorporated into the Diocesan Corporation to the greatest extent feasible; *provided, however*, in the event that such a merger or other incorporation would result in the loss of assets to the combined entity, by reversion or otherwise under the terms of restricted gifts, the Corporation Sole shall continue to survive as and to the extent necessary to preserve such gifts. The Executive Council shall investigate, determine, and implement the form of merger, asset transfer, or other corporate action as shall best serve the interests of the Diocese in combining the assets and liabilities of the Diocesan Corporation and the Corporation Sole.

Sec. 16.04 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 Controller, 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. A Diocesan Institution may be created for any charitable or educational purpose.

Sec. 17.03 Qualification. A group or entity may be recognized as a Diocesan Institution by Convention 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 herein, 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) The election of any person to the governing board shall be subject to the written consent of the Bishop and of the Standing Committee; and

(c) 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.

Sec. 17.05 Exceptions.

(a) Section 17.04(b) and Section 17.04(c) 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. The Bishop may require annual or special reports from any 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 certify 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 Diocesan Corporation or by the Corporation Sole, as the case may be, 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.

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 Department of Congregational Development;

(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 Department of Congregational Development 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 Department of Finance 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 Department of Finance on or before the first day of April. The Department of Finance 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) Within 30 days following the close of the Diocesan Convention, the Treasurer of the Diocese 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 Treasurer of the Diocese its written commitment for payment of the amount assessed or a notice of appeal of the amount of the assessment.

(b) The Treasurer shall report to Executive Council at its January meeting all notices of appeal and the amounts involved, together with the recommendation of the Department of Finance 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 Department of Finance, 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 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 March 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 or reject 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 Treasurer of the Diocese, 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 Treasurer of the Diocese 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 Treasurer of the Diocese one-twelfth of, their respective assessments. The Treasurer of the Diocese 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.

(a) 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, Diocesan Institution or other organization connected or affiliated with the Diocese, shall transfer, lease for a term exceeding one year, 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 Corporation Sole 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 Corporation Sole which 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 Department of Finance, 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 Department of Finance (provided that in auditing discretionary funds, appropriate procedures may be implemented to safeguard the confidential nature of pastorally sensitive expenditures from such funds). The Department of Finance 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.

Sec. 19.08 Reports. The Department of Finance shall report to each Annual Convention upon its administration of its 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 of the following plans of insurance:

- (a) Hospital and medical;
- (b) Dental;
- (c) Long-term disability; and
- (d) Life.

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 regularly employed 30 hours or more per week on a permanent basis, 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 working and paid for 30 hours or more per week on a permanent basis: 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. 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.

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, provided that an eligible Cleric or employee complies with the requirements of the Personnel Manual.

Sec. 20.05 Administration. The group health and life insurance plans shall be administered under the supervision of the Department of Finance, which shall have authority to grant exceptions for good cause when the terms of a particular plan so permit. The Department of Finance shall review and update plans and recommend to Executive Council such modifications of coverage, terms and benefits as may be appropriate.

Sec. 20.06 Personnel Practices. 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, and missions working and paid for 20 hours or more per week on a permanent basis shall be entitled to a pension benefit equal to not less than five percent (5%) of cash salary, plus up to an additional four percent (40) of such cash salary to the extent matched by employee contributions, such benefit to be paid by the source of salary. The source of salary may impose a minimum employment period, not to exceed one (1) year, before this benefit shall commence.

CANON XXI

AMENDMENTS

[Sec. 21.01](#) Filing 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 duplicate copies of such proposed amendment shall have been filed with the Secretary of Convention at least 60 days before the meeting of the Convention.

[Sec. 21.02](#) Reference to Committee. The Secretary shall deliver copies of all proposed amendments which have been filed 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 printed and distributed among the parishes and missions 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.

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 Special Convention of the Diocese of California taken on May 10, 2008, amending the Canons of the Diocese of California in the form dated May 10, 2008 to which this concurrence is attached.

Dated as of: May 26, 2008

Marc Handley Andrus
Bishop of California

CERTIFICATE

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 156th Convention of the Diocese of California held on May 10, 2008.

Dated as of: May 26, 2008

Marc Handley Andrus
Bishop and Ordinary
President of the Convention

David A. Frangquist
Secretary of the Convention

APPENDIX A

NOTE: Appendix A is based on Appendix A to Title IV of the 2000 version of the "Constitution & Canons for the Government of the Protestant Episcopal Church in the United States of America," pages 166 to 168.

RULES OF PROCEDURE OF THE ECCLESIASTICAL TRIAL COURTS

RULE 1

These Rules of Procedure (the "Rules"), to the extent they are not inconsistent with provisions of Title IV of the Canons of The Episcopal Church, shall govern proceedings held in the Ecclesiastical Trial Courts. Such Courts may adopt further rules of procedure not inconsistent with the Constitution and Canons of The Episcopal Church, with the power to alter or rescind the same from time to time, provided the same shall not cause material and substantial injustice to be done or seriously prejudice the rights of the parties. Capitalized terms used in this Appendix have the meanings given to such terms (a) first, in Title IV of the Canons of The Episcopal Church, and (b) second, if not so defined, in Appendix B to the Canons of the Diocese. Unless otherwise indicated, the Title referred to in this Appendix is Title IV of the Canons of The Episcopal Church, as adopted in General Conventions from 1785 through 2000 and as revised by the 2000 General Convention, and all referenced Canons are the Canons which comprise that Title.

RULE 2: Summons.

(a) **Form.** The summons shall be signed by the Presiding Judge of the Ecclesiastical Trial Court, identify the Court and the parties, be directed to the Respondent, and state the name and address of the Church Attorney. It shall state the time within which the Respondent must file an Answer to the Presentment with the Court, and notify the Respondent that failure to do so will result in a Judgment that an Offense was committed by he Respondent and place the Respondent at risk for Sentence to be pronounced at a later date. The Court may allow the Summons to be amended.

(b) **Service.** The service of the Summons and a copy of the Presentment shall be made in accordance with Title IV. The Respondent may waive personal service in writing.

(c) **Proof of Service.** The person effecting service shall make proof of service by affidavit or sworn statement to the Court. If service is waived, the written waiver of service shall be filed with the Court.

RULE 3: Service and Filing of Pleadings and Other Papers.

Except as otherwise provided in these Rules, every pleading, paper, motion, and notice required to be served on a party shall be served upon the attorney for the party unless otherwise ordered by the Court. Service upon the attorney or upon a party shall be made by delivering a copy to the attorney or party or by mailing it to the attorney or party at the attorney's or party's last known address. Service by mail is complete upon mailing. The filing of papers with the Court shall be made by filing them with the clerk of the Court unless otherwise directed by the Court.

RULE 4: General Rules of Pleading.

(a) **Presentment.** The content of the Presentment shall conform to the applicable provisions of Title IV. It shall contain a short plain statement of the allegation of each Offense with reference to applicable provisions of Canon 1 of Title IV, and a plain and concise statement of the facts upon which each allegation is made.

(b) **Answer.** The Answer shall state in short and plain terms the Respondent's defenses to each allegation of the Presentment, and shall admit or deny the factual allegations of the Presentment. If the Respondent is without knowledge or information sufficient to form a belief as to the truth of an allegation, the Respondent shall so state and this has the effect of a denial. Denials may also be made in part or with qualification.

(c) **Style.** Pleadings are to be direct and concise. No technical forms of pleadings or motions are required.

(d) **Construction.** All pleadings shall be so construed as to do substantial justice.

(e) **Forms of Pleadings.** Every pleading shall identify the name of the Court, name of the Respondent, and file number, if any. All allegations of fact or defense shall be made in separately numbered paragraphs. Exhibits may be attached and identified by reference within the pleading.

(f) **Signature.** All pleadings shall be signed by the attorney for the party on whose behalf it has been prepared, or the party if not represented by an attorney. Each paper shall state the signer's address and telephone number.

RULE 5: Defenses and Objections.

(a) **When Presented.** Unless a different time period is prescribed, a Respondent shall serve an Answer to the Presentment upon the Church Attorney and the Court within 30 days after being served a Summons and Presentment.

(b) **How Presented.** The following defenses may be asserted by motion: (1) Insufficiency of service or process, (2) lack of jurisdiction (3) failure to state the factual basis of an Offense; and (4) expiration of the applicable period of limitations as stated in Title IV. The Respondent may also move for a more definite statement before filing an Answer if the Presentment is so vague or ambiguous that Respondent cannot reasonably be required to frame a responsive pleading.

RULE 6: Amended and Supplemental Pleadings.

The Court may, in the interest of justice, permit the filing of amended and supplemental pleadings.

RULE 7: Voluntary Disclosures, Discovery.

(a) **Voluntary Disclosures.** The Parties shall provide to each other and the Court not later than 60 days prior to trial a list of all the witnesses expected to testify at trial, including the name and address of each witness; and copies of all documents and exhibits intended for use at trial.

(b) The Parties may conduct discovery through written or oral depositions or written interrogatories. The Ecclesiastical Trial Court may limit the number, length and scope of depositions or interrogatories. The Respondent shall not be required to make any statement or admission against himself or herself in any discovery procedure.

RULE 8: Taking of Testimony.

In all trials, the testimony of witnesses shall be taken orally in open Court, unless otherwise provided by the Federal Rules of Evidence or other rules adopted by the Court. Such testimony shall be given under oath or solemn affirmation.

RULE 9: Summary Judgment of Offense.

(a) **How Made.** If the Respondent fails or refuses to Answer the Presentment or otherwise respond by motion, except for reasonable cause to be allowed by the Court, the Church Attorney may, no sooner than 30 days after, the Answer is due, move with or without supporting affidavits for Summary Judgment of Offense. The Church Attorney shall file the motion with any supporting affidavits with the Court, serve a copy of the same on the Respondent, and provide copies to each Complainant and, unless waived in writing, the alleged Victim. The motion shall be served upon the Respondent at least 20 days before the time fixed by the Court for a hearing on the motion.

(b) **Opposing Affidavits.** Respondent may, prior to the day of hearing, serve opposing affidavits upon the Court and Church Attorney, and

shall provide copies of such affidavits to each Complainant and, unless waived in writing, the alleged Victim.

(c) **Proceedings Thereon.** The court shall convene a hearing to consider the motion and may, in the Court's discretion, receive oral testimony. If the Presentment, together with affidavits, if any, and any oral testimony or other admissible evidence presented to the Court show that there is no genuine issue as to any fact material to a determination that the Respondent committed an Offense, the Court shall render Judgment on the matter of the Offense or Offenses described in the Presentment.

(d) **Form of Affidavits.** Supporting and opposing affidavits shall be made on personal knowledge, shall set forth such facts as would be admissible in evidence, and shall show affirmatively that the affiant is competent to testify as to the matters stated in the affidavit. Copies of papers referred to in an affidavit shall be attached to and served with the affidavit.

(e) **Defense Required.** When a motion is made and supported as provided in these Rules, the opposing party may not rest upon mere allegations or denials of the adverse party's pleading but must, by affidavits or otherwise provided in this rule, set forth specific facts to show that there is a genuine issue for Trial.

APPENDIX B

NOTE: *Appendix B is based on Appendix B to Title IV of the 2000 version of the "Constitution & Canons for the Government of the Protestant Episcopal Church in the United States of America," pages 169 to 171. References herein to "FRAP" refer to the Federal Rules of Civil Appellate Procedure.*

FEDERAL RULES OF CIVIL APPELLATE PROCEDURE

*(as modified and adopted for use in the administration of Title IV,
The Canons of the Protestant Episcopal Church in the United States)*

Rule 1. Scope of Rules. These rules govern procedure in appeals to Courts of Review as provided in Title IV, Canon 4.46 and Title IV, Canon 6.12. Courts of Review shall, in addition to these rules, be guided by the Federal Rules of Appellate Procedure.

Rule 2. Suspension of Rules. [FRAP 2 as written.]

Rule 10. The Record of Appeal.

(d) Agreed Statement as the Record on Appeal. In lieu of the Record on Appeal as defined in subdivision (a) of this rule, the parties may prepare and sign a statement of the case showing how the issues presented by the appeal arose and were decided by the Trial Court and setting forth only so many of the facts averred and proved or sought to be proved as are essential to a decision of the issues presented. If the statement conforms to the truth, it, together with such additions as the Court may consider necessary fully to present the issues raised by the appeal, shall be approved by the Trial Court and shall be transmitted to the Court of Review as the Record on Appeal.

(e) Correction or Modification of the Record on Appeal. Any dispute as to whether the Record on Appeal truly discloses what occurred in the Trial Court shall be addressed to and resolved by the Trial Court.

Rule 25. Filing and Service.

(a) Filing. A paper required or permitted to be filed in the Court of Review must be filed with the Clerk of the Court of Review. Filing may be accomplished by mail addressed to the Clerk. Filing is not timely unless the Clerk receives the papers within the time fixed for filing, except that briefs and appendices are treated as filed when mailed. A Court of Review may permit filing by facsimile or other electronic means.

(b) Service of All Papers Required. [FRAP 25(b) as written.]

(c) Manner of Service. [FRAP 25(c) as written.]

(d) Proof of Service. [FRAP 25(c) as written, substituting "Rule 25(a)" for "Rule 25(a)(2)(B)"]

Rule 26. Computation and Extension of Time. [FRAP 26 as written, substituting "Court of Review" for "Court of Appeals" and deleting the second sentence of subdivision (b)]

Rule 28. Briefs.

(a) Appellant's Brief. The brief of the appellant must contain, under appropriate headings and in the order here indicated:

- (1) A table of contents with page references, and a table of cases, canons or authorities with page references.
- (2) A statement of the issues presented for review.
- (3) A statement of the case, including a description of the course of proceedings and a statement of the facts relevant to the issues presented for review, with appropriate references to the record.
- (4) A brief summary of the argument.

- (5) An argument. The argument must contain the contentions of the appellant on the issues presented and the reasons therefor, with citations to the authorities and parts of the record relied on.
- (6) A short conclusion stating the precise relief sought.

(b) Appellee's Brief. The brief of appellee must conform to the requirements of paragraphs (a)(1), (4), (5), and (6)

(c) Reply Brief. Appellant may file a brief in reply to the brief of appellee, and if the appellee has cross-appealed, the appellee may file a brief in reply to the response of the appellant to the issues presented in the cross-appeal. All reply briefs shall contain a table of contents and a table of authorities cited with page references.

(g) Length of Briefs. Except by permission of the Court of Review, principal briefs shall not exceed fifty (50) pages and reply briefs must not exceed twenty-five (25) pages exclusive of pages containing the table of contents, table of authorities, proof of service and any addendum.

Rule 29. Brief of an Amicus Curiae. A brief of an amicus curiae may be filed only by leave of the Court of Review granted on motion or at the request of the Court. A motion of an amicus curiae to participate in the oral argument will be granted only for extraordinary reasons.

Rule 30. Appendix to the Briefs. The appellant must prepare and file an appendix to the briefs containing (1) any relevant portions of the pleadings or presentment; (2) the decision or opinion in question; and (3) any other parts of the record to which the parties wish to direct the particular attention of the Court of Review. The appendix must be filed with the brief, unless an extension is granted by the Court of Review.

Rule 32. Forms of Briefs, the Appendix and Other Papers. Briefs, appendices and other papers filed with the Court of Review may be produced by standard typographic printing or by any duplicating or copying process which produces a clear black image on white paper. All printed matter must appear in at least 11 point type on unglazed, white paper, and shall be bound in volumes having pages not exceeding 8 1/2 by 11 inches, typed matter must be double spaced, with numbered pages. The front cover shall contain (1) the name of the court; (2) caption of the case; (3) nature of the proceedings in the court; (4) title of the document; and (5) the names and addresses of counsel representing the party on whose behalf the document is filed.

Rule 34. Oral Argument.

(a) **In General.** Oral argument, if requested, shall be allowed in all appeals.

(b) **Notice of Argument.** The Presiding Judge of the Court of Review shall provide at least thirty (30) day's written notice of the time and place of oral argument to all parties to the appeal.

(c) **Order and Content of Argument.** The hearing of oral argument shall proceed with the argument of appellant, argument of appellee, and rebuttal by appellant. Additional opportunities to present argument may be afforded by the Court so long as the appellant receives the final opportunity to speak. During the oral argument, the Court may address questions to any participant in the oral argument, but shall not receive any evidence not contained in the Record of Appeal.

APPENDIX C
CERTAIN DEFINED TERMS

This Appendix is intended to assist in the understanding and interpretation of certain terms which 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 25, of the Canons of The Episcopal Church.

"Bishop Suffragan" has the meaning set forth in Title III, Canon 26 of the Canons of The Episcopal Church.

"Bishop's Committee" means the committee described in Canon XII, Section 12.02(c).

"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, as described in Canon XIV, above.

"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.

"Corporation Sole" means the corporation described in Canon XVI, Section 16.02, above.

"Court of Review" means the court described in Title IV, Canon 3(B), of the Canons of The Episcopal Church.

"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.

"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 6.01 of the Canons of the Diocese.

"Diocesan Institution" means an institution meeting the conditions specified in Canon XVII of the Canons of the Diocese.

"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.

"Members" means those Clerics and Delegates to a Convention who are entitled, in accordance with Canon II or Canon III of the Canons of the Diocese, to a seat and vote at the Convention.

"Mission" means a congregation of the Diocese which 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 which has been admitted into union with the Convention pursuant to Article X of the Constitution of the Diocese.

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

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

"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.

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