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CONSTITUTION AND CANONS

CONSTITUTION PREAMBLE

(Note: Capitalized terms in this Constitution shall have the same meanings as defined in Preamble A of the Canons of The Episcopal Diocese of West Tennessee.)

The Clergy and laity of The Episcopal Church in that portion of the State of Tennessee lying west of the Tennessee River and including all of Hardin County, for the purpose of promoting the cause of religion and piety, establishing order and securing for themselves and posterity the advantages of the ministry and ordinances of the Church, do ordain and establish this Constitution.

ARTICLE I.

The Diocese shall be known by the name of THE EPISCOPAL DIOCESE OF WEST TENNESSEE.

ARTICLE II.

The Diocese accedes to The Episcopal Church, its Constitution and Canons. If there is any conflict between the Constitution and Canons of The Episcopal Church and the Constitution and Canons of the Diocese, the Constitution and Canons of The Episcopal Church shall prevail.

ARTICLE III.

Sec. 1. A Convention of the Diocese shall be held annually, at such time and place as the last regular preceding Convention may appoint. The Bishop, or if there be no Bishop, the Standing Committee, for any good or urgent cause moving thereto, may change the time and place appointed.

Sec. 2. Special meetings of the Convention, when necessary, may be called by the Ecclesiastical Authority. At least thirty (30) days' notice shall be given of the time and place of such meeting to all the Clergy entitled to seats and to all Parishes and Missions entitled to representation. No business shall be transacted other than that for which such Convention was called.

ARTICLE IV.

The Convention shall be composed of the Clergy and Lay Delegates, constituting one deliberative body. All Clergy canonically resident of this Diocese and all Lay Delegates shall be entitled to seats and votes at each Convention. Each Faith Community in good standing with this Diocese shall be entitled to representation in the Convention by Lay Delegates in such numbers as shall be prescribed by Canon; provided, no Clergy under Pastoral Direction, restriction of ministry or Administrative Leave as defined in the Canons of The Episcopal Church shall be entitled to a seat in any Convention.

ARTICLE V.

One-third of all Clergy canonically resident in this Diocese and one-third of all Lay Delegates

entitled to seats and votes shall constitute a quorum for the transaction of business, but a smaller number may adjourn.

ARTICLE VI.

Except where otherwise required by this Constitution or unless two delegates regardless of order request a vote by orders, in all matters that shall come before the Convention, the concurrence of a majority of the Clergy and Lay Delegates shall give validity to any measure. In the event of a request for a vote by orders in accordance with the preceding sentence, a majority vote in each order is required to give validity to such measure.

ARTICLE VII.

Sec. 1. The Bishop shall be ex-officio President of the Convention and may deliver sentiments on any subject after it has been discussed, and before any vote thereon.

Sec. 2. The Bishop Coadjutor, if there be one, shall be ex-officio Vice-President of the Convention, and, in case of the absence of the Bishop or inability to act by reason of any cause, the Vice-President shall exercise all the powers and be subject to all the limitations provided in Section 1 of this Article.

Sec. 3. The Bishop Suffragan, if there be one, shall be ex-officio Vice-President of the Convention (2nd Vice-President if there be a Bishop Coadjutor), and, if for any reason the Bishop and Bishop Coadjutor be unable to act, the Bishop Suffragan shall exercise all the powers subject to all the limitations set forth in Sections 1 and 2 of this Article.

Sec. 4. In case the Episcopate is vacant or no member thereof is able to act for any cause whatsoever, the Convention shall be called to order by the President of the Standing Committee, who shall appoint from the order of the Clergy an acting President, and the Convention shall be organized as provided by Canon.

ARTICLE VIII.

A Secretary shall be elected annually, whose duty it shall be to record the proceedings of the Convention, to notify the Parishes generally of the time and place of meeting of the Convention, to preserve its Journals and records, to attest the public proceedings of the body, and faithfully deliver into the hands of the Secretary's successor all books, papers and records relative to the concerns of the Convention which may be in the Secretary's possession. A Treasurer shall also be elected annually, whose duty it shall be to receive and disburse the funds of the Convention by the order thereof. The Treasurer shall render an account of transactions to each Annual Convention.

ARTICLE IX.

Sec. 1. A Standing Committee of eight (8) persons, four (4) Clergy, at least two of whom shall be Priests, and all of whom are active, as defined under the rules of the Church Pension Fund, and have been canonically resident in the Diocese for at least one year, and four (4) Confirmed Adult Lay Communicants in Good Standing in the Diocese, eighteen years of age or older and who have been resident in the Diocese for at least one year, shall be chosen by the Annual Convention.

Sec. 2. Not more than one Clergy and one lay person from the same Faith Community shall be eligible to serve on the Standing Committee at the same time.

Sec. 3. The terms of office of members and their duties shall be prescribed by Canon.

ARTICLE X.

Sec. 1. Each Parish in union with The Diocese shall elect a Vestry, who shall be Confirmed Adult Communicants of the Parish eighteen years of age or older. The time and manner of such election, and the number of Vestry members shall be prescribed by Canon.

Sec. 2. The Vestry shall elect two Wardens out of their own body; and they shall elect a Clerk and Treasurer, and delegates to the Annual Convention, all of whom shall be Confirmed Adult Communicants in the Parish and eighteen (18) years of age or older; and who shall exercise all other powers vested in them by the usages of the Church; and they shall continue in office until a new Vestry is chosen.

ARTICLE XI.

The election of a Bishop of this Diocese shall be by a concurrent vote of the Clergy and laity in Convention assembled. The vote shall be taken by orders, and a majority vote in each order on the same ballot shall be necessary for the election of a Bishop. Immediately after an election the Convention shall proceed to sign the testimonials. The process for the election of a Bishop shall be prescribed by Canon.

ARTICLE XII.

Any proposition for the alteration and amendment of this Constitution must be made in writing and assented to by a majority of the delegates. It shall then lie over for consideration until the next Convention, and shall require for its adoption the vote of two-thirds of the delegates present.

FURTHER RESOLVED: That this Constitution, as so amended, shall become effective immediately following the closing of this Convention.

CANONS

PREAMBLES

PREAMBLE A DEFINITIONS

Where used herein:

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

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

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

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

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

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

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

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

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

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

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

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

Diocese means The Episcopal Diocese of West Tennessee.

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

Ecclesiastical Authority means the Bishop Diocesan, or if there is no Bishop Diocesan, then the Bishop Coadjutor, or if there is no Bishop Coadjutor, the Bishop Suffragan canonically authorized to act pursuant to these Canons and the Canons of The Episcopal Church, or if none of the foregoing exists, then the Standing Committee as provided for by the Canons of The Episcopal Church.

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

Journal means the Journal of the Annual Convention.

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

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

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

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

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

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

Secretary, where not otherwise qualified, refers to the Secretary of the Diocese.

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

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

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

Treasurer, where not otherwise qualified, refers to the Treasurer of the Diocese.

PREAMBLE B THE CORPORATION

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

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

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

Sec. 4. In addition to being the Ecclesiastical Authority, the Bishop shall be the President of the Corporation, and the Bishop Coadjutor and the Bishop Suffragan, if there be any, shall be Vice-Presidents of the Corporation as set forth in the Constitution.

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

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

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

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

CANON 1. THE CONVENTION

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

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

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

Sec. 4. If it shall appear that there is a quorum in each order, the Convention shall proceed to elect a Secretary for the ensuing Convention year, after which the Convention shall be declared to be duly organized.

Sec. 5.

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

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

Sec. 6. Unless also at the Convention as a Delegate, the Secretary, the Treasurer, the Chancellor, the Vice-Chancellor(s), the Registrar, the Historiographer, the lay members of the Standing Committee and of the Bishop and Council, the Chairman of the Finance Committee, and the President of The West Tennessee Endowment Corporation shall be admitted to seats upon the floor of the Convention, with all privileges except the right to vote.

Sec. 7.

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

<u>Average Sunday Attendance</u>	<u>Number of Lay Delegates</u>
1 - 100	4
101 – 250	5
251 and above	6

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

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

(c) The evidence of election or appointment of Lay Delegates and alternates shall be a certificate signed by the clergy in charge, or, if none, by one of the elected lay leaders of the Faith Community. The certificate shall set forth, in the order of their election, the names of all Lay Delegates and alternates and the fact of their qualification to serve. The certificate shall be sent to the Secretary of the Convention within the first quarter of the calendar year of the Annual Convention, and shall be prima facie evidence of the right of the persons named therein to seats in the Convention.

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

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

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

Sec. 9. The Ecclesiastical Authority, any Clergy, Lay Delegate, the Secretary, the Treasurer, the Chancellor, any Vice-Chancellors, the Registrar, the Archivist, the Bishop and Council, the Standing Committee, the Standing Committee on Constitution and Canons, the Standing Committee on the Church Pension Fund, Vestries and Mission Councils may submit resolutions.

CANON 2. ELECTION OF A BISHOP

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

- (a) give notice in all appropriate publications that the Diocese of West Tennessee is entering an Episcopate election process;
- (b) establish the date for the election;
- (c) work with Bishop and Council to provide financially for the process and ordination;
- (d) establish the necessary committees for the process;

- (e) be responsible for obtaining the necessary background checks;
- (f) propose rules for the electing convention and oversee the election;
- (g) seek the necessary Episcopal and Standing Committee or General Convention consents required once the election has been made; and
- (h) provide for the Consecration or Seating of the elected Bishop in consultation with the sitting Bishop.

Sec. 2. Should there be no Diocesan Bishop, the Standing Committee, in its role as the Ecclesiastical Authority, may engage the services of an assisting bishop(s), designating those ministries for which said person(s) shall be responsible.

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

(a) The Search Committee.

(i) The Search Committee shall consist of an even number of Communicants in Good Standing of the Diocese of not less than eight (8) nor more than twelve (12), equally divided between lay and Clergy. None shall be current members of the Standing Committee and not more than one (1) from the same Parish, either Clergy or lay. The President of the Standing Committee or another member thereof designated by the Standing Committee shall serve *ex officio* as a member. The Chancellor of the Diocese or one of the Assistant Chancellors designated by the Chancellor shall serve *ex officio* as a member. The Committee shall determine its own officers and leadership.

(ii) The Search Committee shall:

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

(e) Submit to the Standing Committee at least ninety (90) days prior to the date of the election, at least three (3) nominees who have consented to stand for election and whose background checks have been approved.

(iii) Committee Nominations and Nominations by Petition. The Standing Committee shall announce publicly and in written format to all Clergy and Lay Delegates the names of those nominated. Standing Committee may receive nominations by petition for fourteen (14) business days from the date of the announcement. Each petition must be signed by at least three (3) clergy and three (3) lay persons from at least three (3) different Parishes. Petitions must be accompanied by all information required by the Standing Committee. The Standing Committee shall secure the required background checks for those persons nominated by petition. Once the deadline has passed and the background checks have been approved, the names of all approved nominees shall be made public by the Standing Committee as soon as practicable

(b) The Transition Committee.

(i) The Transition Committee shall consist of an even number of Communicants of Good Standing of the Diocese of not less than eight (8) nor more than twelve (12), equally divided between lay and Clergy, with not more than one (1) person from the same Parish, either Clergy or Lay. The President of the Standing Committee or other designated member of the Committee shall serve *ex officio* as a member. The Chancellor of the Diocese or one of the Assistant Chancellors designated by the Chancellor shall serve *ex officio* as a member. The Committee shall determine its own officers and leadership.

(ii) The Transition Committee shall:

- (a) publish complete profiles of the nominees and any other educational material deemed helpful;
- (b) provide for the “walk about” opportunities for all nominees to meet with as many members of the diocese as possible;

- (c) provide hospitality for the candidates and their families;
- (d) help in the planning of the Ordination or Seating of the new Bishop;
- (e) assist the Bishop in adapting to and being introduced to the Diocesan Community; and
- (f) provide for the transition of the retired and/or resigned Bishop from office.

Sec. 4. The President of Convention will convene the session to call for nominations. The Standing Committee shall propose rules of order for the electing convention and oversee the election. The Standing Committee will place in nomination the names of all persons whose names were submitted to it by the Search Committee and those who have fulfilled the petition requirements. Seconding speeches will be governed by the Convention rules of order. No nominations from the floor will be permitted.

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

CANON 3 THE SECRETARY AND THE TREASURER

Sec. 1.

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

(b) Assistant Secretaries may be elected by the Convention.

Sec. 2.

(a) The Treasurer shall perform those duties which are usually performed by the Treasurer of similar organizations. The Treasurer shall receive from Faith Communities and other organizations within the Diocese funds designated for the work authorized by the Convention and all other funds payable to the Diocese, and shall disburse same in accordance with the budget adopted at said Convention or as directed by the Bishop and Council. The Treasurer shall also receive funds raised or appropriated for the work outside the Diocese and shall forward such funds to such persons as shall be duly authorized to receive the same.

(b) The Treasurer shall render or cause to be rendered to the Bishop and Council a periodic accounting of all receipts and disbursements, such accounting to be incorporated in the report of the Council to the Convention.

(c) The Treasurer shall invest and manage, or cause to be invested and managed, all funds committed to the Treasurer's care under policies established by the Bishop and Council and in accordance with these Canons.

(d) Provision shall be made in the budget of the Convention for the reasonable and necessary expenses of the office of Treasurer; and the Treasurer shall have authority to employ persons necessary to carry out the duties of the office within the budgeted funds.

(e) Assistant Treasurers may be elected by the Convention.

CANON 4. THE CHANCELLOR

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

CANON 5.
THE ARCHIVES OF THE DIOCESE, THE ARCHIVIST
AND THE REGISTRAR

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

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

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

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

Sec. 5.

(a) The Registrar shall have the duty to receive all journals, files, papers, reports, and other documents or articles that are, or shall become, the property of the Diocese, and to transmit the same to the Archives of the Diocese as determined by the Archivist.

(b) It shall also be the duty of the Registrar to maintain suitable records of the ordinations and consecrations of all the Clergy of the Diocese, designating accurately the time and place of the same, with the names of the consecrating Bishop(s), and to have the same authenticated in the fullest manner practicable. Due notice of time and place of such ordinations and consecrations shall be given by the Bishop to the Registrar; and thereupon it shall be the duty of the Registrar to attend such ordinations and consecrations, either in person or by deputy.

(c) It shall be the duty of the Registrar to maintain the List of Ordinations and a list of the Clergy in the Diocese.

(d) It shall be the duty of the Secretary of Convention, within thirty (30) days after the adjournment of the Convention, to deliver to the Registrar the manuscript minutes of the Convention, together with the journals, files, papers, reports, and all other documents of the Convention.

(e) In the case of a vacancy in the office of Registrar, the Bishop shall appoint a Registrar, who shall hold office until the next Annual Convention.

CANON 6.
OFFICERS OF THE DIOCESE

Sec. 1. All officers shall remain in the office until their successors are elected and qualified.

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

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

Sec. 4. Except for Rectors and Assistants in Parishes, all Clergy serving cures or institutions of the Diocese shall be appointed by, and serve at the pleasure of, the Bishop.

Sec. 5. All officers of the Diocese shall be Clergy or Confirmed Adult Communicants in Good Standing who are 18 years of age or older.

CANON 7.
THE STANDING COMMITTEE

Sec. 1.

(a) Each Convention as provided for in the Constitution of the Diocese shall elect as members of the Standing Committee in accordance with Article IX of the Constitution of this Diocese.

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

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

Sec. 2.

(a) The Standing Committee shall elect from its own number a President, who shall be a Priest, and a Secretary, who shall be a lay person.

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

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

Sec. 3.

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

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

Sec. 4.

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

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

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

Sec. 5.

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

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

CANON 8.
DEPUTIES TO GENERAL CONVENTION
AND PROVINCIAL SYNOD

Sec. 1. At the Convention in the calendar year not later than the year next preceding the calendar year in which the General Convention meets, the Convention shall elect four (4) Clerical Deputies who are canonically resident in the Diocese and four (4) Lay Delegates who are Communicants in Good Standing in the Diocese and who are eighteen (18) years of age or older in the Diocese to represent this Diocese in the next General Convention, and also a like number of Alternate Deputies in each order with the same qualifications.

Sec. 2. The Bishop shall appoint Deputies and Alternates to represent this Diocese in the Provincial Synod.

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

Sec. 4. The Deputies and Alternates to the General Convention or to the Provincial Synod shall inform the Bishop at least thirty (30) days before the meeting of the body to which they are elected or appointed, of their intent to be present. If any of them shall decline or fail to attend the sessions, the

Bishop shall call upon the Alternate Deputies. In the case of Alternate Deputies to the General Convention this shall be in the order of their election.

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

CANON 9. THE BISHOP AND COUNCIL

Sec. 1.

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

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

(c) If there be a vacancy in the office of Bishop, or if the Bishop is otherwise unable to exercise the functions of Bishop pursuant to these Canons, the Council shall convene at the call of the President of the Standing Committee or any two members of the Council and shall make provision for the discharge of the executive and administrative functions during any such period.

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

(a) elect a Bishop,

(b) amend the Constitution or Canons, or

(c) take any action contrary to actions taken by the Convention or these Canons.

Sec. 3. The Council shall consist of twelve members, together with the Bishop, the Bishop Coadjutor and the Bishop Suffragan. The Chancellor, any Vice-Chancellors and Treasurer shall be ex-officio members with voice but no vote.

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

Sec. 5.

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

(b) One fourth of the members of the Council shall be elected by each Annual Convention for four year terms, provided that the Annual Convention may elect for lesser terms if necessary to fill vacancies.

(c) In each odd numbered year, two Clergy members, at least one of whom shall not be serving a Faith Community or other ministry in Shelby County, and one lay person shall be elected, and in each even numbered year, two lay persons, at least one of whom shall be a Communicant of a Faith Community outside of Shelby County, and one Clergy member shall be elected.

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

Sec. 7.

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

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

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

Sec. 9. The Council shall elect a Secretary who shall perform such duties as may be required by the Council. With the permission of the Bishop, a person employed by the Diocese, not a member of the Council, may act as Secretary.

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

Sec. 11.

(a) The policies and programs of The Episcopal Church as carried out by the Diocese are determined by the Council and shall be implemented by the Bishop pursuant to the Canons. The Council shall provide for the organization of the program and the work of the Diocese.

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

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

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

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

Sec. 15. No person shall incur any financial or contractual liability on behalf of the Diocese unless such is included in an approved budget, or upon the written approval of the Council.

CANON 10. DIOCESAN COMMITTEES

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

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

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

CANON 11. COMMISSION ON MINISTRY

Sec. 1. The Commission on Ministry shall be comprised of twelve members with there being an equal number of lay and Clergy persons. Such members shall be nominated by the Bishop and confirmed

by the Convention for a term of six years. No member whose term has expired shall be eligible for another term until the expiration of at least one year from the completion of a previous term. No member of this Commission may simultaneously serve on the Standing Committee. In the event of a vacancy on the Commission on Ministry, the Bishop shall have the authority to appoint a replacement to serve until the next Convention. No member of this Commission shall be entitled to vote on any matter by proxy.

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

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

CANON 12. STANDING COMMITTEE ON CONSTITUTION AND CANONS

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

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

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

CANON 13. FINANCE COMMITTEE

Sec. 1. There shall be a Finance Committee of the Diocese consisting of nine (9) lay and Clergy members appointed by the Bishop and confirmed by the Council to serve three (3) year terms, three of whose members shall be appointed each year. The Finance Committee shall assist the Treasurer, Bishop and Council in the financial matters of the Diocese and as otherwise provided in these Canons.

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

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

Sec. 1. Pursuant to Title I, Canon 1 Sect. 4 of the Canons of The Episcopal Church, the Diocese is notified annually of the Diocese's share of the total assessments to support the budget for The Episcopal Church. In turn, the Diocese shall notify each Faith Community of the amount of the assessments of the Diocese, and present to each Faith Community a total objective which shall include both its share of the

proposed budget of the Diocese and its share of the assessment of the Diocese by The Episcopal Church.

Sec. 2.

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

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

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

Sec. 4.

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

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

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

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

Sec. 8.

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

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

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

CANON 15. PROPERTY, CONTRACTS AND INSURANCE

Sec. 1. Use of Property.

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

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

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

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

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

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

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

Sec. 3. Conveyance or Encumbrance.

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

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

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

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

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

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

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

Sec. 5. Joint Ownership of Property.

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

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

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

Sec. 7. Insurance.

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

Sec. 8. Contracts of Parishes.

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

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

CANON 16.
THE CHURCH PENSION FUND

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

CANON 17.
THE DIOCESE OF WEST TENNESSEE
ENDOWMENT CORPORATION

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

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

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

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

CANON 18.
ST. MARY'S CATHEDRAL

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

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

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

CANON 19.
MISSION OF ALL
DIOCESAN FAITH COMMUNITIES

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

Sec. 2. Diocesan Faith Communities.

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

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

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

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

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

(b) Mission. A Mission is:

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

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

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

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

Sec. 3. Organization of Faith Communities.

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

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

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

Sec. 4. Operation of Faith Communities.

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

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

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

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

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

conducting of business by such governing body;

(iv) the roles and responsibilities for the clergy of the Faith Community; and
(v) such other provisions as the Faith Community shall determine and the Ecclesiastical Authority approves after review by the Chancellor.

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

Sec. 5. Health of Faith Communities.

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

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

(i) employing clergy under ecclesiastical censure or process or failing or refusing to search for and elect clergy for the Faith Community after a reasonable period of time;
(ii) permitting a worship space to be used for purposes incompatible with its consecration;
(iii) allowing any action or course of conduct inconsistent with the doctrine, discipline or worship of the Church;

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

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

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

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

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

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

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

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

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

Sec. 6. Ministers of Faith Communities.

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

(b) With respect to Faith Communities which are Parishes, the clergy in charge of such Parish shall be known as the Rector or Priest-in-Charge, except that the clergy in charge of the Diocesan cathedral shall be known as the Dean. All other clergy serving Faith Communities in the Diocese may

have such titles as local custom within such Faith Community allows and as permitted by the Ecclesiastical Authority or as provided for in the Canons of The Episcopal Church or this Diocese.

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

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

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

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

CANON 20.

STRUCTURE OF MINISTRY WITHIN THE DIOCESE

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

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

Sec. 2. Entities of the Diocese.

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

Sec. 3. Entities of Faith Communities.

No Faith Community shall create, sponsor or participate in the creation of any legal entity separate from such Faith Community under the authority of The Episcopal Church, including, but not limited to, a day school, day kindergarten, day-care school, retirement home, nursing home, community house, or other ministry of outreach, unless and until (a) such entity and its work has been approved by

the Ecclesiastical Authority and the Rector (in the case of a Parish) or the priest-in-charge and the Bishop (in the case of a Mission), and the governing body of either such Faith Community, acting separately and (b) its organizational documents (including but not limited to, its charter and by-laws, partnership or operating agreement), and all amendments thereto, have been approved by the Chancellor of this Diocese.

Sec. 4. Special Ministries. If the Diocese or a Parish wishes to encourage development of new ministries to address emerging needs within the Diocese in response to the mission of this Church as set forth in the Catechism of The Book of Common Prayer, the development of such a ministry shall be done through a process established by the Bishop and Council and made available for such purpose. If or when such time as any Special Ministry desires to become a ministry of the Diocese, it must be approved as such by Bishop and Council in accordance and compliance with this Canon. Similarly, if or when such time as any Special Ministry desires to become a ministry of a Parish, it must be approved as such by the Vestry of such Parish in accordance and compliance with this Canon. Finally, should a Special Ministry subsequently desire to become a Faith Community pursuant to Canon 19, then such change must be approved by the Standing Committee of the Diocese.

Sec. 5. Annual Budgets. All entities created pursuant to this Canon must prepare and approve an annual budget for their respective operations, and within sixty (60) days from the approval thereof, must submit such budget to the governing body which created and/or sponsored such entity pursuant to Sections 2 or 3 above. Additionally, all entities created pursuant to this Canon shall maintain such other records with respect to their operations as shall be reasonably necessary to enable such entities to provide reports and information to their sponsoring Faith Community, together with such other relevant information as is needed to maintain an accurate view of the state of this Church as may be required by The Episcopal Church or by Bishop and Council.

Sec. 6. No Agency Authority Created.

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

Sec. 7. Limitations on Entity Names.

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

Sec. 8. Limitation on Authority. Anything in this Canon to the contrary notwithstanding, all entities controlled by, or under common control with, the Diocese or any Faith Community are under the ecclesiastical authority of the Bishop.

CANON 21. DIOCESAN AND PARISH RECORDS AND REPORTS

Sec. 1.

(a) It shall be the duty of all Clergy of this Diocese to maintain such registers and make such reports as are required by the Canons of the Episcopal Church.

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

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

CANON 22.
ECCLESIASTICAL DISCIPLINE

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

Sec. 2. Discipline Structure.

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

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

(c) Lay Members. The lay members of the Board shall be Adult Communicants in Good Standing, and geographically resident in the Diocese.

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

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

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

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

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

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

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

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

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

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

(j) Church Attorney. Within sixty (60) days following each annual Convention, the Bishop in consultation with the Standing Committee shall appoint an attorney to serve as Church Attorney to serve for the following calendar year. The person so selected must be a Member of the Church and a duly

licensed attorney, but need not reside within the Diocese.

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

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

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

Sec. 3. Costs and Expenses.

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

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

Sec. 4. Records.

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

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

CANON 23.

ALTERATION OF CONSTITUTION OR CANONS

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

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

CANON 24.

RULES OF INTERPRETATION

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

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

Sec. 3 Meetings.

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

(b) Meetings of any body authorized by these Canons does not need to be held at any physical geographic location if the meeting is held by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to see, read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions and make comments.

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

Sec. 4 Definitions.

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

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

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

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

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

FURTHER RESOLVED: That these Canons, as so amended, shall become effective at 12:01 A. M. on January 1, 2017.