



The Constitution and
Canons of the Episcopal
Diocese of Michigan

*Canons as amended at the 189th Convention
October 2023*

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THE CONSTITUTION
OF THE
DIOCESE OF MICHIGAN
As Amended through the 176th Diocesan Convention

ARTICLE I
Name and Boundaries

The Church in that portion of the State of Michigan lying within the counties of Hillsdale, Lenawee, Monroe, Jackson, Washtenaw, Wayne, Ingham, Livingston, Oakland (except for Holly Township), and Macomb, and that portion of Clinton County south of Price Road, is and shall be known as the Diocese of Michigan of The Episcopal Church (which is referred to as “this Diocese”).

ARTICLE II
Relation to The Episcopal Church

The Church in this Diocese accedes to the Constitution and Canons for the Government of The Episcopal Church, and recognizes the authority of its General Convention.

ARTICLE III
Ecclesiastical Authority

The Ecclesiastical Authority of this Diocese is the Bishop. The Bishop may temporarily place the Bishop Coadjutor in charge of this Diocese as the Ecclesiastical Authority in case of the Bishop's temporary absence or disability. If there is no Bishop Coadjutor, or in case of the Bishop Coadjutor's absence or disability, the Bishop may temporarily place a Bishop Suffragan in this Diocese in charge of this Diocese. If there is no Bishop qualified and able to act, or in case of a vacancy in the Episcopate, the Ecclesiastical Authority of this Diocese shall be the Standing Committee. Whenever this Constitution or the Canons of this Diocese provide for action by the Bishop, such action, except where otherwise specifically provided, shall be taken by the Ecclesiastical Authority.

ARTICLE IV
Conventions

Annual Convention.

There shall be a Convention of this Diocese in each year (the “Annual Convention”), held at such time and place within this Diocese as shall have been determined by the preceding Annual Convention. If the preceding Annual Convention has not made such a determination, or if the Ecclesiastical Authority, acting with the advice and consent of the Diocesan Council, determines that there is sufficient cause to change the time or place determined by the preceding Annual Convention, the Annual Convention shall be held at the time and place determined by the Ecclesiastical Authority.

Special Convention.

(a) The Ecclesiastical Authority may call a special Convention at such place within this Diocese and time, and for such purpose, as is provided in written notice given as provided by Canon not less than 30 days prior to such Convention. The business of a special Convention shall be limited to those matters set forth in the notice of that Convention.

(b) A special Convention shall be called by the Ecclesiastical Authority if the call for a special Convention is made by written petition to the Ecclesiastical Authority, with a copy to the Standing Committee, to convene a special Convention signed by (i) not less than fifteen (15) members of the clergy canonically and actually resident in this Diocese of not less than ten (10) different congregations, and (ii) the governing bodies of not less than ten (10) different congregations, respectively, unless the Standing Committee determines by majority vote that the subject of the petition is not canonically permitted to come before Convention. In the case of a call for special Convention by petition, the Ecclesiastical Authority shall convene a special Convention of the Diocese not less than thirty (30) nor more than ninety (90) days after presentation of such petition, and the business at such special Convention shall be limited to the matters set forth in the petition.

Members of Convention.

(a) The members ("Members") of Convention with voice and vote shall be (i) the Bishop, (ii) all other bishops, and other members of the clergy canonically and actually resident within the Diocese (iii) any cleric of a church with whom the Episcopal Church is in Full Communion and who is serving a call in a congregation of this Diocese, and (iv) three lay delegates from each congregation, in union with Convention. The Canons shall provide for method of admitting congregations into union with Convention of this Diocese and for election of lay delegates. The lay delegates serving as Members at the most recently adjourned Annual Convention shall serve as delegates to any special Convention convened prior to an Annual Convention unless replaced by action of the governing body of a congregation which the lay delegates serve.

(b) Other persons present as officers of the Convention and as heads of committees, boards and commissions required to report to the Convention, and all lay presiding officers of intra-Diocesan organizations established by Canon, shall be Members of the Convention with voice but without vote.

Officers of Convention.

(a) The Bishop shall be President of Convention. In the Bishop's absence, or by the Bishop's designation, the Bishop Coadjutor, a Suffragan Bishop of this Diocese, or President of the Standing Committee, in that order, shall serve as President of Convention.

(b) A Secretary shall be elected at each Annual Convention, and shall remain in office until the next Annual Convention and until a successor is elected. Duties of the Secretary shall be as prescribed by Convention and by Canon.

(c) Other officers may be appointed or elected as prescribed by Canon.

Voting.

(a) All Members shall deliberate and vote as a single body except where provision is made for voting by orders. On all matters except those provided for by this Constitution, by Canon or by the rules of Convention duly adopted requiring a greater vote, a majority vote of those present and voting shall be required to adopt the question being voted upon. The Canons may provide for the denial of voice and vote by Members for causes specified.

(b) The Members shall vote by orders, clergy and lay, when five (5) Members with voice and vote either (i) to approve a motion to vote by orders made at the time of call for a vote on the question or (ii) have petitioned the President of the Convention in writing for a vote by orders in advance of the introduction of the motion upon which a vote by orders is petitioned. When a vote by orders is taken, unless otherwise required by this Constitution, by Canon or by rule of Convention

duly adopted requiring a greater vote, a majority of each order shall be required to adopt the question being voted upon.

(c) In the election of a Bishop, Bishop Coadjutor, or Bishop Suffragan, the two orders shall always vote separately.

ARTICLE V

Amendments to the Constitution

This Constitution may be amended in the manner provided for in this Article.

An amendment may be proposed by the Committee on Constitution and Canons (for purpose of this Article, the "Committee") or by written petition of not less than ten (10) communicants in this Diocese. A proposed amendment shall be submitted in writing to the Committee not less than 120 days before the Convention at which it is to be considered. The Committee shall make a written report concerning a proposed amendment and file the report with the Secretary of Convention not less than 60 days before the date of the Convention. The Secretary shall cause the report of the Committee and proposed amendment to be mailed to the clergy and lay delegates to the Convention not less than 30 days prior to the date of said Convention. The Committee shall report the proposed amendment to the Convention with or without recommendation.

When a proposed amendment is first before a Convention for consideration, amendments thereto may be made by a majority vote before final action thereon. If the proposed amendment, including amendments thereto, if any, made during the debate, is approved and adopted by a two-thirds vote of the Members present ("initial approval"), it shall lie over to the Annual Convention that occurs next after the initial approval (the "next Annual Convention") for final approval and adoption.

When a proposed amendment is before the next Annual Convention for final approval, its reading shall be the first order of business after the declaration by the President that the Convention is organized and ready to do business. At the next Annual Convention, the proposed amendment may be further amended by a two-thirds vote of the Members present, and if so amended, the proposed amendment as so amended shall lie over to the next succeeding Annual Convention (the "succeeding Annual Convention") for final approval and adoption. At any succeeding Annual Convention, further amendments may be made in the manner above provided, and the proposed amendment shall lie over until each succeeding Annual Convention until adopted or defeated.

Amendment to this Constitution must be approved by a vote of two-thirds of the Members present at the Convention when the proposed amendment is properly before the Convention. When the proposed amendment is approved and adopted without further amendment at an Annual Convention at which it is properly before the Convention, it shall become final and effective as of the close of business of the Annual Convention.

THE CANONS OF THE DIOCESE OF MICHIGAN

As amended through the 185th Convention of the Diocese of Michigan – October 2019

The Canons of the Protestant Episcopal Diocese of Michigan incorporate the Canons of The Episcopal Church (“TEC”) as adopted and amended from time to time (sometimes referred to as the “Canons of the General Convention”). The authority of the Diocese is vested in and exercised by its Bishop, its Bishop Coadjutor, if there is one, its Convention, and its Standing Committee, acting under and in subordination to The Episcopal Church, its General Convention, Constitution, Canons and Regulations. To the extent there is any conflict between the text of the Canons of this Diocese and the Canons of the General Convention, the latter shall govern. References in the Canons of this Diocese to “the Canons of this Diocese” shall mean the Canons of this Diocese incorporating the Canons of the General Convention.

I. CONVENTIONS

1.0 Conventions, Generally. Conventions are the formal gathering of the Church in this Diocese. The corporation known as “The Episcopal Diocese of Michigan,” incorporated under the laws of the State of Michigan, is recognized as under the authority and jurisdiction of the Convention of this Diocese, which is the originating body for legislative, electoral, and fiscal matters concerning diocesan operations.

1.1 Voice and Vote. All recognized congregations are constituent parts of this Diocese and are traditionally described as being “in union with Convention.” The right to voice and vote at Conventions is reserved to recognized congregations admitted to voting status by Convention in accordance with these Canons. A list of all recognized congregations, indicating type and contact information, shall be published at the time of each Convention, and entered in the Journal of the Convention.

1.1.1 Members of Convention. The Members of Convention of this Diocese are defined in Article IV of the Constitution.

1.1.1.1 Members of the Clergy. The Ecclesiastical Authority shall cause to be prepared prior to each Convention a list of all members of the clergy qualified under the Constitution to serve as Members of Convention with voice and vote, and identifying each by the congregation being served, if any. The list shall be published at the time of each Convention, and entered in the Journal of the Convention.

1.1.1.1.1 Attendance. All members of the clergy qualified to be Members of Convention with voice and vote shall attend all business sessions of a Convention unless excused by the President.

1.1.1.2 Lay Delegates. Each congregation that has been admitted as a Voting Congregation shall elect laypersons to serve as Members of Convention (“lay delegates”), three of whom shall be designated “delegates” and additional persons as “alternate delegates.” Persons elected to serve as Members of Convention shall have the same qualifications as required for voting at the annual meeting of the congregation. Laypersons elected to serve as Members of Convention shall serve as delegates, with voice and vote, to all Conventions and to the annual caucus of the Deanery of which their congregation is a constituent

held following their election until their successors are elected. In addition, lay delegates may be appointed to serve on Convention Committees or on other bodies of the Diocese, as their particular gifts, skills and interests may make desirable.

1.1.1.2.1. Method of Election. Laypersons to serve as Members of Convention shall be elected by a Voting Congregation's Governing Body or by the members of the congregation at a meeting called in accordance with these Canons.

1.1.1.2.2 Timing of Election. For the Annual Convention, laypersons to serve as Members of Convention shall be elected not less than 120 days prior to the scheduled convening of Annual Convention. The secretary of each congregation that has been admitted as a Voting Congregation shall notify the Secretary of Convention in writing of the names of persons elected and their status as delegates or alternate delegates not less than 115 days prior to the scheduled date for convening of the Annual Convention. For Special Conventions, the secretary of the congregation shall notify the Secretary of Convention in writing of the names of persons elected and their status as delegates or alternate delegates within 30 days after the call of the Special Convention.

1.1.1.2.3 Vacancies. If any layperson elected as a delegate is unable or unwilling to serve, the member of the clergy in charge of the congregation, in consultation with the wardens, or the wardens if there is no member of the clergy in charge of the congregation, shall fill the vacancy with a layperson meeting the qualifications for election, and notify the Secretary of Convention in writing of the name of the person so appointed and the name of the person whose vacancy is filled.

1.1.1.2.4 Credentials. The Committee on Qualifications shall present to Convention a roll of all laypersons elected to serve as Members of Convention with voice and vote as prepared by the Secretary of Convention. This roll shall be presented to the Convention for approval as the Convention's second order of business, and, when approved, shall be entered in the Journal of the Convention.

1.1.1.2.5 Dispute. If the right of any layperson to serve as a Member of Convention with voice and vote is disputed, the dispute shall be presented to the Committee on Qualifications for determination, and its recommendation concerning the right of such person to voice and vote at Convention shall be binding unless disapproved by a vote of a majority of all Members of Convention whose voice and vote are not in dispute.

1.1.1.2.6 Attendance. Lay delegates shall attend all Conventions and the annual caucus of the Deanery of which their recognized congregation is a constituent held following their election until their successors are elected. In the absence of a delegate, an elected alternate delegate, as designated by the member of the clergy in charge of the congregation, or, if there is no member of the clergy in charge, as designated by the remaining delegates, shall serve.

1.1.2 Notice of Conventions.

1.1.2.1 Written Notice. The Secretary of Convention shall cause to be given written notice of the call of a Convention, within the times and in the manner required by the Constitution and by these Canons, to each member of the clergy who would be entitled to voice and vote at a Convention as provided in the Constitution and these Canons and to the secretary of each congregation that has been admitted as a Voting Congregation.

1.1.2.2 Transmittal of Information. Not less than thirty (30) days before an Annual Convention or less than fifteen (15) days before a Special Convention, the Secretary shall cause to be provided to each Member of Convention a copy of resolutions and of other matters to be acted upon at the Convention that have been submitted to the Secretary.

1.1.3 Quorum. Unless a different quorum requirement is specifically provided in these Canons, the presence of thirty (30) members of the clergy and forty-five (45) laypersons, all of whom are Members of Convention shall constitute a quorum for the transaction of business. The existence of a quorum shall be required for all business of a Convention other than a motion to adjourn.

1.1.4 Establishment and Conduct of Business of Convention. All business to come before a Convention, other than administrative matters and for the election of a Bishop, shall be in the form of a resolution with accompanying report. The rules contained in *Robert's Rules of Order Newly Revised* (the then-current edition, as it may be amended from time to time) shall govern the Convention in all cases to which they are applicable to the extent they are not inconsistent with these Canons and any special rules of order the Convention may adopt.

1.1.4.1 Proposal of Resolutions. Resolutions may be proposed by any Member of Convention; any Congregation (when approved by the congregation's governing body); chartered Special Ministry Initiative; Convention Committee; the Diocesan Council; any commission, committee or task force established by Diocesan Council, the Ecclesiastical Authority, or the Convention; the General Convention Deputation (when acting by majority of the deputation); the Standing Committee; Commission on Ministry or the Trustees; and shall be moved by a member of the sponsoring organization who is a Member of Convention. If no member of the sponsoring organization is a Member of Convention, the assembly may grant privilege of the floor to a member of the sponsoring organization, or, at the request of the sponsoring organization, the Secretary of Convention shall move the resolution. The sponsor of any proposed resolution, other than resolutions of Governing Bodies of the Diocese (as defined below), shall submit in writing the proposed resolution and accompanying report to the Secretary for referral to the Committee on Reference for review and recommendation, not less than sixty (60) days prior to the date scheduled for convening of an Annual Convention and not less than forty-five (45) days prior to the date scheduled for convening of a Special Convention.

1.1.4.2 Timely Submittal. A resolution that has not been submitted in a timely manner to the Secretary shall not be considered at a Convention unless the Members of Convention vote by a two-thirds majority of all Members of Convention to consider such matter. Governing Bodies of the Diocese (being the Standing Committee, the Trustees and the Diocesan Council) may present

resolutions with reports on matters germane to their canonical responsibility not less than thirty (30) days prior to the date scheduled for convening of an Annual Convention and not less than five (5) days prior to the date of a Special Convention as to matters germane to such Convention.

1.1.4.2.1 Resolutions Funded by Budget. To be considered for funding in the budget to be submitted to Annual Convention, a resolution requiring substantial operating funds first shall be submitted to Diocesan Council not less than one hundred fifty (150) days prior to Annual Convention for study and determination of the funding impact on other programs. Resolutions presented to Convention must include a reasonable estimate of costs to the Diocese, over what time period, and the manner in which such costs are to be financed. The Diocesan Council shall include discussion of a resolution requiring funding in the open hearings on the budget. Following those hearings and immediately following the development of the draft budget by Diocesan Council one hundred twenty (120) days prior to Annual Convention, Diocesan Council shall forward to the Committee on Reference the results of its determination and its recommendations concerning funding. The recommendations of the Council shall be provided to the Members of Convention not less than thirty (30) days prior to Annual Convention. A resolution requiring substantial funding that is submitted less than one hundred fifty (150) days prior to Annual Convention may be considered by Diocesan Council and recommendations made to the Members of Convention if Diocesan Council so decides, or may be referred for consideration in the next budget cycle.

1.1.4.2.2 Resolutions Funded by Solicitation. A resolution authorizing solicitation of financial support by a committee or other recognized body of this Diocese from the governing bodies of recognized congregations or individual members of the congregations first shall be submitted to Diocesan Council not less than one hundred fifty (150) days prior to Annual Convention. The Diocesan Council shall include discussion of a resolution requiring funding in the open hearings on the budget. Following those hearings and immediately following the development of the draft budget by Diocesan Council one hundred twenty (120) days prior to Annual Convention, Diocesan Council shall forward to the Committee on Reference the results of its determination and its recommendations concerning funding. The recommendation of the Council regarding such resolution shall be provided to the Members of Convention not less than thirty (30) days prior to Convention. The provisions of this Canon shall not apply to Episcopal Community Services of Michigan (ECS) which shall have continuing authorization to solicit financial support from the congregations and members of this Diocese for the benefit of those agencies identified by ECS and approved by Diocesan Council. A resolution requiring substantial funding that is submitted less than one hundred fifty (150) days prior to Annual Convention may be considered by Diocesan Council and recommendations made to the Members of Convention if Diocesan Council so decides, or may be referred for consideration in the next budget cycle.

1.1.4.3 Reports of Organizations. Any organization or federation of Church members recognized by Convention within the Diocese shall have the right to make written reports and recommendations to the Convention on any aspect of the organization's work.

1.1.5 Officers of Convention. In addition to the President and Secretary of Convention as provided for in Article IV of the Constitution, there may be such other officers as Convention may deem appropriate.

1.1.5.1 Secretary of Convention. The duties of the Secretary of Convention shall be as prescribed by these Canons, and shall include the giving of notices of Convention in a timely manner, recording of the minutes of Convention and publishing of a Journal of Convention; reporting and attesting to the acts of Convention, receiving the credentials of lay delegates and preparing a roll of lay delegates, providing to General Convention and to each congregation annually a copy of the Journal of every meeting of Convention, giving notice to General Convention of the election of Deputies to General Convention, providing notices received from the Secretary of the House of Deputies of the General Convention for submittal to Diocesan Conventions; and preserving the records of Convention and the Constitution and Canons of the Diocese; and such other duties as are provided for in these Canons or by action of Convention. Expenses incurred by the Secretary in performing official duties shall be paid as a diocesan expense.

1.1.5.2 Parliamentarian. A person to serve as Parliamentarian shall be appointed by the President of Convention, with approval by a vote of a majority of the Members of Convention present and voting, to consult with and advise the President, and, upon request, other members of Convention, regarding parliamentary procedure.

1.1.6 Voting at Conventions. Voting at Conventions is provided for in the Constitution and in addition by these Canons. Members of Convention must be physically present to vote.

1.2 Annual Conventions. The purpose of Annual Convention is to provide annually a forum for consideration of all matters of business that under the Constitution and Canons of this Diocese are to be brought to a Convention of the Diocese, including, but not limited to, the adoption of the annual diocesan budget, the election of persons to serve as officers of the Diocese provided for in these Canons, the adoption and amendment of Canons and the Constitution and consideration of resolutions.

1.2.1 Time and Place, Notice. The time and place of the Annual Convention shall be established as provided in Article IV of the Constitution. Written notice thereof shall be given to all members of the clergy canonically resident in this Diocese and to the secretary of all recognized congregations in this Diocese by the Secretary of Convention at least one hundred eighty (180) days prior to the opening of Annual Convention.

1.2.2 Nomination Process.

1.2.2.1 Committee on Nominations. At least one hundred eighty (180) days prior to each Annual Convention, the Ecclesiastical Authority shall, with the concurrence of the Diocesan Council, appoint a Committee on Nominations consisting of both laypersons and members of the clergy. No person may serve on more than three (3) consecutive Committees on Nominations and Elections. Membership of this Committee shall be broadly representative of this Diocese.

At least one hundred twenty (120) days prior to the Annual Convention, this Committee shall request, in writing, each recognized congregation admitted to voting status to suggest to this Committee persons willing to be nominees for the offices listed in Canon 1.2.2.2. Descriptions of responsibilities of and qualifications to serve in each office shall be provided with the written request. All nominees shall be adult communicants in good standing of a recognized congregation of this Diocese.

1.2.2.2 Nominations. The Committee on Nominations shall nominate no fewer than one greater than, and no more than twice the number of persons to be elected to the following offices:

- Members of the Standing Committee
- Members of the Disciplinary Board
- Deputies to the General Convention
- Delegates to the Provincial Synod
- Members of the Cathedral Chapter to be elected by Convention
- Members of the Commission on Ministry

and from a list provided by the Ecclesiastical Authority of no fewer than one greater than, and no more than twice the number to be elected:

- Trustees of the Diocese

If requested by the Ecclesiastical Authority, the Committee on Nominations shall serve as a committee of advice for nominations to those diocesan offices nominated by the Ecclesiastical Authority.

1.2.2.3 Report. Not less than ninety (90) days prior to the Annual Convention, the Committee on Nominations shall provide to each of the Members of the Annual Convention whose names have been provided to the Secretary of Convention a written report of the Committee's nominations, together with information and forms regarding nominations by petition.

1.2.2.4 Additional Nominations. Additional nominations to the offices listed in Canon 1.2.2.2 above may be made only by written petition signed by no fewer than fifteen (15) members of the clergy entitled to vote at Convention and laypersons who are adult communicants of recognized congregations within this Diocese. A nominating petition must be provided to the Secretary of Convention not less than forty-five (45) days prior to the Convention. The Secretary shall determine the validity of a nominating petition; and shall refer all valid petitions to the Committee on Nominations for inclusion in the report to be provided under these Canons.

1.2.2.5 Notice of Nominations. Not less than twenty-one (21) but not more than thirty (30) days prior to Annual Convention, the Committee on Nominations shall prepare and distribute to the Members of Convention a written report containing the following information concerning each nominee:

- (a) The name of the nominee;
- (b) If provided by the nominee, a brief biographical description of the nominee, not to exceed 100 words in length;
- (c) If provided by the nominee, a brief summary of the nominee's anti-racism education and training.

No nominee's name shall be placed on the ballot unless the nominee shall have indicated his or her consent to the nomination.

1.2.3 Elections. Elections to the offices indicated in Canon 1.2.2.2 shall be by written ballot, unless consent to dispense with this requirement is given by unanimous vote of

the Members of Convention present and voting. Election to all offices shall be by majority vote of the Members of Convention present and voting, unless otherwise specified by these Canons. If any positions remain to be filled following the first ballot, the number of nominees shall be reduced to twice the number remaining to be elected and a second ballot (and successive ballots, as necessary) shall be taken, the procedure for which shall be determined by the Secretary. The Secretary of Convention shall notify in writing all persons nominated for election to office of the results of the election not more than ten (10) days following adjournment of Convention.

1.2.3.1 Elections Commission. At least 45 days prior to the Diocesan Convention, the Bishop shall appoint an Elections Commission. The Elections Commission shall be responsible for the process for election and the tabulation and reporting of the results of elections. The Elections Commission shall consist of one member of the clergy and three laypersons. The parliamentarian will serve as an ex-officio, non-voting member of the Elections Commission. After the ballots have been counted and persons elected to all offices, the Elections Commission shall prepare a written certificate to be signed by a majority of the Committee, indicating the number of ballots cast, the number disqualified, and the results of the election. The names of the persons elected to each office/committee shall be announced to the Convention, and entered in the minutes of the Convention.

1.2.4 Nominations and Appointments by Ecclesiastical Authority.

1.2.4.1 Secretary. At each Annual Convention, the Ecclesiastical Authority shall nominate the Secretary of Convention, and may nominate one or more Assistant Secretaries, each of whom shall be adult communicants in good standing of a congregation that has been admitted as a Voting Congregation, and each of whom shall take office ninety (90) days after adjournment of the Annual Convention at which nominated, upon approval by a vote of a majority of the Members voting at Annual Convention. The Secretary and each Assistant Secretary may, but need not be, a Member of Convention. If the office of secretary becomes vacant between Annual Conventions, the Ecclesiastical Authority may appoint an Assistant Secretary to act as Secretary until the next Annual Convention.

1.2.4.2 Convention Committees. Within ninety (90) days after the close of each Annual Convention, the Ecclesiastical Authority shall appoint, from among members of the clergy and laypersons eligible to serve as Members of Convention, members of the Committees identified in this Canon who shall serve for the next Annual Convention and for Special Conventions occurring before the next Annual Convention, or until their successors shall be appointed. Persons appointed to the Committee on Constitution and Canons shall serve for not more than five (5) consecutive terms of one (1) year. Persons appointed to other committees of Convention shall serve for not more than three (3) consecutive terms of one (1) year. The Ecclesiastical Authority shall fill vacancies in membership of the Convention Committees.

1.2.4.2.1 Committee on Qualifications, consisting of two (2) members of the clergy and three (3) laypersons. This Committee shall review certificates of the lay delegates who are to serve as Members of Convention and make recommendation for their acceptance. Irregular or defective certificates, and certificates and documents referring to contested seats shall be reported by this Committee to the Convention.

1.2.4.2.2 Committee on Dispatch of Business, consisting of one (1) member of the clergy and two (2) laypersons. Not less than four (4) weeks prior to a Convention, this Committee shall prepare and submit to the Secretary an Order of Business, together with any proposed special rules for the conduct of the business of Convention. As occasion requires, this Committee shall suggest changes to the Order during the Convention. At least two (2) weeks prior to the Convention, the Secretary shall send a copy of the Order of Business and proposed special rules for the conduct of business to every Member of Convention.

1.2.4.2.3 Committee on Reference, consisting of six (6) persons, three (3) members of the clergy and three (3) laypersons; and the Secretary of Convention and the Chancellor of the Diocese as members *ex officio*. No more than four (4) of the persons appointed to serve shall have served on the last Committee on Reference, and no person may serve on more than three consecutive Committees on Reference, except that the person currently serving as the Chair of the Committee may serve on no more than six consecutive Committees on Reference. This Committee shall review resolutions proposed for action at the Convention and shall provide an opportunity for discussion of them before each meeting of Convention, at which time any member of a congregation within this Diocese, any member of the clergy eligible to vote at a Convention, and other persons invited by this Committee, may speak. This Committee shall take any one or more of the following actions with regard to each proposed resolution at any time prior to or during the meeting of said Convention:

- (a) Refer any resolution with funding implications to Diocesan Council, and give notice of that referral to the proposer of the resolution.
- (b) Present the resolution to said Convention for consideration, with or without a recommendation.
- (c) In consultation with the presenter of a resolution, reword and revise the resolution as to form, style and content.
- (d) Combine any two or more resolutions dealing with the same subject matter into a single resolution. The presenters of any resolutions so combined shall be given the opportunity to participate in the combining process.
- (e) Determine the legality of a resolution under applicable law, including the Constitution and Canons of this Diocese, and advise the presenter of its findings. A resolution that is contrary to any applicable law shall not be considered by the Members of Convention for adoption unless the purpose of the resolution is to seek change in the law.

A motion to overrule the recommendation of this Committee and to bring the original resolution to the floor of Convention for consideration shall be in order, shall not be debatable, and shall require a majority vote of the Members of Convention present and voting.

This Committee shall transmit resolutions to the Members of Convention for disposition, with a report on each resolution.

1.2.4.2.4 Committee on Constitution and Canons, consisting of three (3) members of the clergy and three (3) laypersons. The Chancellor of the Diocese and the Secretary of Convention shall each serve *ex-officio*. This Committee shall consider and make recommendation to Convention concerning all proposed amendments to the Constitution or Canons.

1.2.4.2.5 Committee for Convention Planning, consisting of the President of Convention, the Secretary of Convention, and no fewer than six (6) or more than ten (10) other persons designated by the Ecclesiastical Authority, with approximately equal representation of members of the clergy and laypersons. The Committee shall:

- (a) plan and prepare the agenda for the next Annual Convention, and any special Conventions prior thereto;
- (b) arrange the calendar for sessions of Convention; and
- (c) coordinate Convention logistics.

1.2.4.2.6 Other Committees. There shall be such other committees as may be determined by the President and approved by majority vote at Convention from time to time, with such duties as may be assigned to them.

1.3 Special Conventions.

1.3.1 For Purposes Other than Election of a Bishop. Special Conventions are provided for in Article IV of the Constitution, and also by applicable Canons of the Diocese.

1.3.2 For Election of a Bishop. The election of a Bishop, a Bishop Coadjutor or Bishop Suffragan of this Diocese shall be at an Annual Convention or at a special Convention called for that purpose, following a call by the Ecclesiastical Authority for such an election.

1.3.2.1 Appointment and Term of Nominating Committee. Within thirty (30) days after the Ecclesiastical Authority calls for the election of a Bishop, Bishop Coadjutor or Bishop Suffragan, the Standing Committee shall appoint a committee to be known as "The Committee for the Nomination of a Bishop" (in this Canon 1.3.2, referred to as the "Committee") consisting of eight (8) to fourteen (14) persons, of equal numbers of members of the clergy and laypersons eligible to be Members of Convention, who are broadly representative of the Diocese.

1.3.2.1.1 Convocation. The Standing Committee shall notify the Secretary of Convention of the identity of the Committee members. The Secretary shall convene the first meeting of the Committee, and the Committee shall elect its presiding officer and secretary at the first meeting.

1.3.2.1.2 Vacancies. The Standing Committee may at any time fill any vacancies in membership of the Committee, maintaining the equal number of clergy and lay members.

1.3.2.1.3 Term. The Committee shall continue until the earlier of (i) close of the Convention at which the Bishop, Bishop Coadjutor or Bishop Suffragan shall have been elected or (ii) until the Committee shall have been discharged

by action of the Convention or (iii) withdrawal of the call for election by the Ecclesiastical Authority.

1.3.2.2 Duties and Role of the Committee. The Committee shall call for, receive and may itself propose for its consideration names of persons who may lawfully be elected to the Episcopal office to be filled, and shall establish the time within which such suggested names must be filed with the Committee. If any member of the Committee is proposed for consideration as a nominee for the Episcopal office, that member shall either withdraw from consideration or resign from the Committee. The Committee shall inform itself about the persons proposed for consideration with due diligence, including background investigations sufficient to satisfy reasonable inquiry about each person's character and fitness for the office; and shall approve any person whose name it submits as nominee based on such review. Any person who is to be considered for nomination shall consent in writing to such background investigation as the Committee shall deem appropriate as a condition for consideration.

1.3.2.2.1 Budget. The Committee, with the concurrence of Diocesan Council, shall establish a budget for its official duties, which shall be funded by the Diocese.

1.3.2.3 Nominations and Publication of Report of Nominations. After due consideration if the Committee for the Nomination of a Bishop deems at least two (2) of the persons considered to be qualified for the Episcopal office, it shall select not fewer than two (2) or more than five (5) of such persons, each of whom has consented to be nominated, as nominees for such office. The Committee shall prepare a written report to the Standing Committee, giving the names of the nominees, together with a brief biographical sketch of each. After approval of the names, the Standing Committee shall publicize the names of the nominees and describe and open the process for nominations by petition. If any nominee withdraws from consideration prior to the Convention, the Committee for the Nomination of a Bishop, with approval of the Standing Committee, may substitute the name of another person previously considered by the Committee and deemed qualified and who has consented to be nominated; and such a substitution shall constitute nomination of that person.

1.3.2.4 Nominations by Petition. Following the dissemination of the names of the nominees by the Standing Committee, nominations may be made by petition, which must be presented to the President of the Standing Committee at least seventy (70) days before the date set for the Convention. Such nominations must be signed by at least eight (8) lay delegates and/or clergy (electors) of the Convention and accompanied by a letter of assent from the person so nominated.

- (a) Background and other checks as performed on the Committee Nominees shall be ordered for each of the persons nominated by petition.
- (b) The Standing Committee shall publicize, not less than thirty-five (35) days before the date set for the Convention, the names of the lawful candidates nominated by petition.
- (c) The entire list of persons nominated, whether by the Committee for the Nomination of a Bishop or by petition, shall be printed and mailed by the Secretary of Convention to each of the lay delegates and clergy of the Convention not later than thirty (30) days before the date set for the Convention.

(d) The Standing Committee shall ensure that there are appropriate opportunities for all persons nominated, whether by Committee or by petition, and the Members of Convention to become mutually acquainted.

1.3.2.5 Action on Nominees at Convention. The entire list of persons nominated, whether by the Committee or by petition, shall be considered at a Convention held not less than sixty (60) days or more than ninety (90) days following the publication of the names of nominees by the Standing Committee, on a date set by the Ecclesiastical Authority. Following the seating of Members of Convention and establishment of the rules of Convention, the entire list of persons nominated, whether by the Committee or by petition, shall be presented and constitute a nomination of each of the nominees.

1.3.2.6 Election. Election of Bishop, Bishop Coadjutor or Bishop Suffragan shall be made in the following manner: The clergy and layperson Members of Convention shall vote separately, by orders. A majority of votes of each order on the same ballot shall be necessary to elect.

At least 45 days prior to the election of a Bishop, Bishop Coadjutor or Bishop Suffragan, the Ecclesiastical Authority shall appoint an Elections Commission. The Elections Commission shall be responsible for the process for the election and the tabulation and reporting of the results of elections. The Elections Commission shall consist of three members of the clergy and two laypersons. The parliamentarian will serve as an ex-officio, non-voting member of the committee. After the ballots have been counted and the election completed, the Elections Commission shall prepare a written certificate to be signed by a majority of the Commission, indicating the number of ballots cast, the number disqualified, and the results of the election. The name of the person elected shall be announced by the Secretary of Convention, and entered in the minutes of the Convention.

1.4 Effect of Action at Conventions.

1.4.1 At Annual and Special Conventions Except for Election of a Bishop. The types of resolutions to come before Conventions, and the effect of their adoption, are as follows:

1.4.1.1 Business Resolutions (Amendments to Canons and Constitution, Appointments, Elections, Budget, Diocesan Business Matters, Action on Matters of Diocesan Governance and Operations). Business resolutions, if adopted, shall be effective as of the close of business of the Convention at which adopted, unless a later effective date is provided in the resolution. When adopted, a business resolution of Convention is binding upon all congregations and all bodies and authorities of the Diocese.

1.4.1.2 Policy Resolutions (Church and State Issues, Our World and Us, Recommendations to the TEC). Policy resolutions shall provide for specific action to be taken if adopted. The Diocesan Council shall implement action required by a policy resolution during the year following the Convention at which adopted. A policy resolution that requires application of substantial financial resources of the Diocese shall provide in the resolution for funding of the action either as a part of the annual diocesan budget or allocation from other funding sources of the Diocese, as a condition of validity.

1.4.1.3 Courtesy Resolutions (Pleasantries, Well Wishes, Gratitude). Courtesy resolutions shall be moved by the Secretary of Convention, and if adopted, transmitted to the object of the resolution, in writing, by the Secretary within as reasonably short a period after Convention as possible.

1.4.1.4 Notification of Action on Resolutions. No later than thirty (30) days following the adjournment of Convention, the Secretary of Convention shall provide to the members of the clergy in charge and the secretaries of all recognized congregations a record of the action taken on resolutions, including the final text of any business or policy resolution approved by Convention.

II. ORGANIZATION AND ADMINISTRATION OF THE DIOCESE

2.0 Organization and Administration, In General. The corporation known as “The Episcopal Diocese of Michigan,” incorporated under the name The Protestant Episcopal Diocese of Michigan, Inc., shall be the legal entity of the Diocese, and except as otherwise provided in the Constitution or Canons, it shall have custody, control, and investment of all funds of the Diocese and shall hold legal title to all diocesan property, including the property of all missions, in trust for diocesan purposes; and shall exercise such other power as shall be provided in the Articles of Incorporation, not otherwise inconsistent with the Constitution and Canons of this Diocese.

2.0.1 Body Corporate. As a body corporate, the Diocese has a board of directors, being the Diocesan Council, and Officers. In addition to the authority conferred upon the Diocesan Council by the Constitution and the Canons of the Diocese, it shall have the authority granted to such bodies by the State of Michigan unless specifically restricted by this Convention or the Canons of the Diocese. The Council shall be accountable to the Convention, and render a full published report concerning the work with which it is charged to each meeting of the said Convention. The Council shall exercise the powers conferred upon it by Canon, and such further powers as may be designated by Diocesan Convention. Between sessions of Convention, it may initiate and develop such new work as it may deem necessary. Except in order to address budget shortfalls or upon recommendation of the Chancellor as legal counsel to Convention and Council, in no case shall the Council be empowered to reverse any action of the Convention. The Trustees of the Diocese shall have jurisdiction and power to administer all property devised, conveyed or transferred to the Diocese for one or more express purposes and to manage investments of the Diocese and of those recognized congregations that elect to have the Trustees provide such services.

2.1 Office of the Bishop.

2.1.1 Ecclesiastical Authority; as Ordinary and Chief Pastor.

2.1.1.1 Chief Pastor. The Bishop is the Chief Pastor of and Ordinary in the Diocese.

2.1.1.2 Responsible for Program and Coordination. The Bishop, working cooperatively with the Diocesan Council, shall oversee the administration and implementation of all programs and functions adopted by the Convention and the Diocesan Council. The Bishop shall be responsible for coordination of and among diocesan activities, organizations, and institutions, and with the Church, generally.

2.1.1.3 Ordinary of Religious or Benevolent Associations. The Bishop is the Ordinary of religious or benevolent associations of the Church within the Diocese, and as such may attend and preside at any of their meetings, and may be appealed to for the settlement of any problem or dispute in the administration of their affairs.

2.1.1.4 Reconciler of Disagreements. Disagreements and dissension between or among members of the clergy of different congregations, or between any congregation or its congregational Governing Body and its member of the clergy in charge may be referred to the Ecclesiastical Authority for settlement and determination. The Ecclesiastical Authority may intervene in a situation of such disagreement or dissension, and exercise the authority and take action in such matter as is provided for in the Canons of the General Convention.

2.1.2 Delegation. The Bishop may delegate to the Bishop Coadjutor, Assisting Bishop and Bishop(s) Suffragan, if any, on a temporary basis any or all the duties of Ecclesiastical Authority under these Canons.

2.1.3 Diocesan Staff. The Diocesan Staff shall include such persons necessary to fulfill the duties of the Ecclesiastical Authority and to attend to the efficient and effective operation of the Diocese. The Bishop is in charge of the Diocesan staff and its operations. The Bishop shall have authority to employ and supervise such staff as may be necessary to fulfill these purposes within the limits of the administrative and program budget. The members of the Diocesan Staff shall be entitled to benefits in conformity with diocesan employment policies. Members of the Diocesan Staff are not eligible to be elected or appointed to the Diocesan Council or the Standing Committee. Members of the Diocesan Staff may include the following:

2.1.3.1 Executive Assistant. The Bishop may appoint an Executive Assistant, who may be known as Canon to the Ordinary, Executive Assistant or other title designated by the Bishop, and shall perform such duties as the Ecclesiastical Authority may direct.

2.1.3.2 Executive Secretary. The Bishop may appoint an Executive Secretary, who may be known as Administrative Assistant or other title designated by the Bishop. The Executive Secretary shall be the principal secretary to the Ecclesiastical Authority and shall perform such duties as the Ecclesiastical Authority may direct.

2.1.3.3 Archdeacons, Deans. The Bishop, with the advice of the Standing Committee, shall appoint a Dean for each Deanery and may appoint one or more Archdeacons for assistance in pastoral care and such other duties as the Bishop may assign.

2.1.3.4 Office of Financial Affairs. This office shall exercise the duties and responsibilities of "The Finance Committee or Department of Finance of the Diocese" as set forth in the Canons of the General Convention. The Bishop, with the advice and consent of Diocesan Council shall appoint persons to serve in this office.

2.1.3.5 Other Staff Members. The Bishop may assign or delegate responsibilities for the fulfillment of the ministry and mission of this Diocese and

the effective and efficient operation of the Diocese, among designated persons, department and non-canonical commissions and committees as necessary, which shall be subject to the Bishop's supervision and control; and may appoint member of the clergy and laypersons to direct and administer such work as members of the Diocesan staff. The Bishop may determine the manner and composition of each such department, commission or committee carrying out the work of the Diocese.

2.2. Records of the Diocese. The Bishop, with the advice of Diocesan Council shall appoint a person or persons to perform the functions of Registrar and Historiographer, described as follows:

2.2.1 Registrar. The Registrar shall maintain the record of the list of clergy canonically resident, actually resident, or licensed to exercise ministry in this Diocese as prepared by the Ecclesiastical Authority, and of all ordinations that take place in this Diocese, of all transfers of members of the clergy in and out of this Diocese and the death of members of the clergy canonically resident in this Diocese, of Ecclesiastical sentences and of other official acts pertaining to members of the clergy; obtain and maintain copies of the current bylaws of each congregation, committee, Special Ministry Initiative and the Diocesan Council; obtain and maintain the record of corporate status of congregations, together with annual reports filed with governmental bodies; collect and maintain copies of all Journals of Convention and other documents relating to the history of the Church in this Diocese and in its congregations; maintain records of the consecration of church buildings and of all confirmations; maintain a current list of congregations, by type; and prepare, obtain and maintain such other records as may be directed by the Ecclesiastical Authority, Convention, Diocesan Council, and the Standing Committee. The Registrar shall catalog and classify all records so their contents and location may be known and accessible for reference.

2.2.2 Historiographer/Archivist. The Historiographer/Archivist shall provide for preservation and organization, and availability for historical reference, of records of the Diocese and its recognized congregations that are not required for current operation of either of them but that are or may be of historical significance; as well as those records required to be maintained under the Canons of the General Convention

2.3 Governance of the Diocese.

2.3.1 Diocesan Council. The executive council, known as the Diocesan Council, shall act on behalf of Convention between meetings thereof to carry out the program and policies adopted by Conventions of the Diocese and as more specifically required by these Canons. Subject only to the policies established by Convention, and such limitations which Convention may enact by way of business resolution from time to time, Council may exercise all powers of the Diocese not reserved by Constitution and Canons to some other entity, and may enter into final and binding contracts on behalf of the Diocese. Council may initiate new projects, or propose changes or revisions in Diocesan policy, subject to the review of Convention.

2.3.1.1 Duties. The Diocesan Council shall:

- (a) in concert with the Ecclesiastical Authority, nurture, support and oversee the corporate mission and ministry of this Diocese;

- (b) cultivate leadership within the Diocese and its recognized congregations;
- (c) in concert with the Ecclesiastical Authority, support, and foster participation in, the fellowship, mission and ministry of The Episcopal Church and the Anglican Communion throughout the world;
- (d) encourage responsible stewardship among members and congregations of the Diocese, propose an annual budget for the Diocese for adoption at the Annual Convention, administer the adopted annual budget, and administer with due care all funds and other assets entrusted to it;
- (e) provide to Members of Convention and to the secretary of each Congregation, approximately thirty (30) days prior to each Annual Convention, a written report concerning the work with which it has been charged and its activities, including the identity of Special Ministry Initiatives and their charter dates;
- (f) evaluate committees, commissions, task forces, organizations or similar structures established by or pursuant to these Canons or by Convention other than Governing Bodies of the Diocese and make recommendation to Convention about their continued work, providing for participation by those to be evaluated in the process of evaluation; and periodically evaluate its own methods of operation and performance;
- (g) develop and promote service by the Diocese as a management and spiritual resource to congregations and ministries;
- (h) review compliance with the requirements of Canons of the General Convention pertaining to pensions of members of the clergy, and work to resolve deficiencies in compliance with such requirements;
- (i) track resolutions approved by Convention of the Diocese; recommend the manner in which the Diocese and/or its recognized congregations shall undertake the action(s) called for, providing for participation by the sponsor(s) of the resolution(s); and report to Convention on actions taken to implement resolutions and any known response or action as a result of resolutions;
- (j) adopt and review annually an equal employment opportunity policy for the Diocese, its congregations and affiliated organizations, providing for equal employment opportunity for all persons without regard to race, color, sex, sexual orientation, age, non-limiting physical or mental disabilities, marital status or national origin except as otherwise provided by these Canons;
- (k) adopt and review annually a sexual conduct policy, which shall not be less restrictive than any such policy adopted by the Executive Council of the General Convention;
- (l) adopt, subject to ratification by Convention by majority vote of those voting, policies for the operation of the Diocese consistent with these Canons, and periodically review policies of the Diocese;
- (m) perform such other duties as are from time to time assigned by Convention or the Ecclesiastical Authority, including overseeing the implementation of business resolutions of Convention; and
- (n) appoint persons to perform the duties prescribed in these Canons.

2.3.1.2 Members of Diocesan Council. The Diocesan Council shall be composed of the Bishop; no fewer than sixteen (16), but not more than twenty (20), elected members or appointees serving in lieu of elected members; and not more than eight (8) persons appointed as members at large. In addition, there shall be members *ex officio* as provided in these Canons.

2.3.1.2.1 Deaneries, Deans. With the advice and consent of the Ecclesiastical Authority, the Diocesan Council from time to time shall establish no more than eight (8) geographic subdivisions of the Diocese to be known as Deaneries. Each Deanery shall consist of approximately the same number of geographically contiguous recognized congregations (“constituent congregations”). The Ecclesiastical Authority shall appoint, with approval by a vote of a majority at the Deanery’s Caucus of the Members of Convention present and voting representing the constituent congregations of the Deanery, a Dean for each Deanery. Deans shall be appointed for a three (3) year term, and may be re-appointed for a second three (3) year term. Vacancies in the office of Dean shall be filled between Caucus by the Ecclesiastical Authority. Deans shall perform such duties as are set forth by the Ecclesiastical Authority, and shall act in consultation with members of the clergy and governing bodies of the recognized congregations in the Deanery. Persons serving as Deans are not eligible to serve as members of the Diocesan Council during their term. As the members of the clergy in charge and the governing bodies of its constituent congregations may agree, each Deanery may adopt a form of organization, not including incorporation under the laws of the State of Michigan, which shall provide opportunities for fellowship, education and training, common ministry, sharing of information, clericus meetings, and other worthy activities, in all respects subject to these Canons. *For purposes of transition, all Area Councils in existence as of October 30, 2004, shall initially be recognized as deaneries under the terms of these Canons, and all deans appointed as of October 30, 2004, shall initially function as deans under the terms of these Canons.*

2.3.1.2.2 Annual Caucus. Not less than fourteen (14) days prior to the date of Annual Convention, or on such date certain as the Diocesan Council may determine, each Dean annually shall convene a Caucus for the purposes of (i) electing one (1) representative to serve on the Diocesan Council and (ii) as may be necessary, approving by a vote of a majority of the Members of Convention present and voting representing the constituent congregations of the Deanery, no fewer than two (2) nominees for the office of Dean. Voting members of the Caucus shall be three (3) lay delegates to Annual Convention from each constituent congregation and all members of the clergy who are qualified to vote in Convention and who are called or assigned to, resident in, or regularly participating in worship at one of the Deanery’s constituent congregations. A member of the clergy may vote in the Caucus of only one Deanery.

2.3.1.2.3 Elected Members. Not less than thirty (30) days prior to the Caucus, and in consultation with the members of the clergy in charge of the Deanery’s constituent congregations and at least one lay delegate from each constituent congregation, the Dean shall prepare and distribute to the voting members of the Caucus a slate of no fewer than two (2) candidates, each of whom shall have agreed to stand for election. Candidates shall alternate annually between lay and ordained orders. Nominations from the floor may be made, provided such nominees are of the order to be elected in that year and have agreed to stand for election. The voting members shall vote by secret ballot to elect one (1) person to serve as a representative to the Diocesan Council, and election shall require a majority of those members present and voting. Not

less than three (3) days following the date of said Caucus, the Dean shall certify the results of the election in writing to the Ecclesiastical Authority.

2.3.1.2.4 Inability to Elect. Should a Caucus be unable to elect a representative to Diocesan Council, the Dean shall so inform the Ecclesiastical Authority not more than three (3) days following the date of the Caucus. In this event, the Ecclesiastical Authority shall consult with the Dean, who in consultation with members of the clergy and governing bodies of the constituent congregations shall determine whether a person from one of the Deanery's constituent congregations, who is of the same order as would have been elected in that year, is willing to accept appointment to fill the vacancy. If such a person is eligible for election and willing to serve, by vote of a majority of those present and voting the Diocesan Council shall make the appointment at its first, or organizational, meeting held after Annual Convention. If the vacancy remains unfilled at the time of its organizational meeting, the Diocesan Council promptly shall appoint a member of the Diocese to fill the vacancy, provided that the appointee is eligible for election and is of the same order as would have been elected in that year by the Deanery's Caucus. Any person appointed in this manner shall serve as a member of the Council for a term of two (2) years, or until such time as the appointee's term would expire if the position had been filled by election. If the appointee is subsequently elected to Diocesan Council by the appointee's own Deanery, the appointee shall resign the appointed position, and Diocesan Council shall fill the vacancy.

2.3.1.2.5 Members-at-Large. The Diocesan Council, in consultation with the Ecclesiastical Authority, may appoint as members-at-large of the Diocesan Council (i) not more than two (2) persons between the ages of 16 and 21 years, who are eligible for election, and (ii) not more than six (6) persons who are eligible for election. By means of such appointments the Diocesan Council shall endeavor to provide a presence on the Diocesan Council of persons representative of the diversity within this Diocese.

2.3.1.2.6 Terms, Term Limits. The term of office of an elected member of the Diocesan Council shall be three (3) years, commencing at a meeting of the Diocesan Council called or scheduled not more than ninety (90) days after the adjournment of Annual Convention (the "annual organizational meeting"), and ending at the annual organizational meeting held after the third Annual Convention following his/her election. An appointee shall serve the same term as an elected member, or, if appointed to fill the term of an elected member who resigns or is otherwise unable to serve, the remaining portion of that elected member's term. The term of office of a member-at-large shall be three (3) years, and shall begin at the time of appointment and continue until the third annual organizational meeting following his/her appointment. No person shall serve more than six (6) consecutive years as a member of the Diocesan Council, whether by election, appointment, or combination thereof. At the end of six (6) consecutive years of service, a person shall not be eligible for election or appointment to the Diocesan Council for a period of one (1) year. Diocesan Council will implement the staggering of the terms so that eight of the 24 terms expire in any one year and this provision will expire once this staggering of terms has been fully implemented.

2.3.1.2.7 Members Ex Officio. The Secretary of the Diocesan corporation, the Treasurer of the Diocese, the Secretary of Convention, and the Chancellor of the Diocese, if not elected or appointed as members of the Diocesan Council, and the Bishop Coadjutor, if any, shall be members of Diocesan Council *ex officio* with voice but without vote.

2.3.1.2.8 Vacancies. Should an elected or appointed member of the Diocesan Council be absent from more than three (3) consecutive meetings, the Bishop promptly shall determine that member's ability to fulfill the member's commitment. If the member is unable regularly to attend meetings, the Bishop may request that the Diocesan Council, by majority vote, declare the position held by that member to be vacant. By majority vote the remaining members of the Diocesan Council shall fill such vacancy by appointing a person in the manner provided in this Canon. By majority vote the remaining members of the Diocesan Council at any time, in consultation with the Ecclesiastical Authority, may fill vacancies among its members-at-large.

2.3.1.3 Operating Policies and Procedures. The Diocesan Council may establish rules, bylaws and other procedures to govern its meetings and work. All such rules, bylaws and procedures shall be published when approved and made available to each congregation, and reported annually in the Journal of the Annual Convention.

2.3.1.4 Committees. The Diocesan Council may establish committees, commissions, task forces, or similar structures to assist it with its work; and shall establish and make publicly known a regular procedure for the evaluation, modification, or termination of such structures.

2.3.1.5 Meetings. The Diocesan Council shall meet not less often than four (4) times between Annual Conventions, at places and times determined by the Ecclesiastical Authority with concurrence of the members. Within ninety (90) days after adjournment of Annual Convention, the Diocesan Council shall hold its first (organizational) meeting, at which it shall elect the Officers of the Diocesan corporation and its members-at-large, and conduct such other business as prescribed in these Canons. Additional meetings of the Diocesan Council may be called by the Ecclesiastical Authority, the officers or by written request of one-third (1/3) of the members. Notice of a meeting shall be given by notice personally or by mail or electronic communication to all members of Diocesan Council, including members *ex officio*. The members of the Diocesan Council may waive notice. Times and places of meetings shall be publicized in a diocesan publication of general circulation other than the Journal of Annual Convention, but including the Diocesan website, and the meetings shall be open to all members of recognized congregations unless for cause the Ecclesiastical Authority and the Diocesan Council deem it necessary to meet in executive session from time to time. Actions taken in open or executive session shall be reported in the minutes of the meeting.

2.3.1.5.1 Chair and Presiding Officer. The Bishop shall serve as Chair and President of the Diocesan Council. In the temporary absence of the Bishop, the Bishop may designate the Dean or Warden of the Diocesan Council to preside at the meeting as Chair *pro tem*, and in the incapacity of the Bishop, the Diocesan Council may designate either the Dean or Warden of the

Diocesan Council to preside as Chair *pro tem*. The Chair shall not vote except in the case of a tie.

2.3.2 Officers. The officers of the corporation known as the Protestant Episcopal Diocese of Michigan, Inc. shall be a President, a Secretary, a Treasurer, a Chancellor, a Registrar and a Secretary of Convention, and their duly elected or appointed assistants. The officers of the corporation shall serve as officers of the Diocesan Council. All officers shall be either members of the clergy canonically and actually resident in this Diocese or communicants in good standing in recognized congregations in the Diocese. With the exception of the Chair and President, the officers and their successors shall be elected or appointed, and may be replaced, by action of Diocesan Council in its discretion, acting with the advice and consent of the Ecclesiastical Authority. By majority vote, the Diocesan Council may fill a vacancy in the offices for the unexpired term by appointing the person in the same clergy or lay order as the person whose unexpired term is to be filled.

2.3.2.1 Warden and Dean. At the first meeting of Diocesan Council following adjournment of the Annual Convention, the Diocesan Council shall elect, with the concurrence of the Ecclesiastical Authority, one elected lay member of the Diocesan Council to serve as Warden of the Council; and the Ecclesiastical Authority shall appoint, with the concurrence of the Diocesan Council, one elected clergy member of the Diocesan Council to serve as Dean of the Council. The Warden and Dean so elected shall serve as officers of the Diocesan Council until the earlier of the next organizational meeting of Diocesan Council or the election of a successor. The Warden and Dean shall assist the Ecclesiastical Authority in coordinating and facilitating the work of Diocesan Council. The Warden and Dean may be elected to successive terms.

2.3.2.2 Secretary. At the first meeting of Diocesan Council following adjournment of an Annual Convention, the Diocesan Council shall elect a Secretary, and, as deemed appropriate by Diocesan Council, an Assistant Secretary or Secretaries of the corporation, one of whom shall be the Executive Assistant of the Diocese serving ex-officio with seat and voice but without vote. Each shall serve until the earlier of the next organizational meeting of Diocesan Council or the election of a successor, and each may be elected to successive terms. The Secretary shall record, or cause to be recorded, the actions of Diocesan Council in appropriate minutes, and cause the minutes to be published promptly after approval and distributed to the members of Diocesan Council, the Trustees, the Standing Committee, the secretaries of all recognized congregations and to such others as directed by the Ecclesiastical Authority. The Secretary shall perform such other acts as are officially required of the Secretary of the Diocese as a body corporate. Neither the Secretary nor Assistant Secretaries, if there be any, shall serve as Secretary of Convention.

2.3.2.3 Treasurer. At the first meeting of Diocesan Council following adjournment of the Annual Convention, the Diocesan Council shall elect a layperson to serve as Treasurer of the Diocese until the earlier of the next organizational meeting of Diocesan Council or the election of a successor. The Treasurer shall present a monthly financial report prepared by diocesan staff in consultation with the Treasurer to the Diocesan Council. The Treasurer, assisted by diocesan staff, shall present a written report of the financial affairs of the Diocese annually to Convention. The Treasurer shall serve as Treasurer of the

Annual Convention and shall serve ex officio as a member of the Trustees.

2.3.2.4 Chancellor. At the first meeting of Diocesan Council following adjournment of the Annual Convention, the Diocesan Council shall elect a layperson who is a lawyer licensed to practice, in good standing, in Michigan to serve as Chancellor of the Diocese until the earlier of the next organizational meeting of Diocesan Council or the election of a successor, and who may be elected for successive terms. At the request of the Ecclesiastical Authority or the Chancellor, the Diocesan Council may appoint one or more Vice Chancellors, each of whom shall be a lawyer licensed to practice in Michigan, in good standing in the State Bar of Michigan. The Chancellor shall serve at the direction and pleasure of the Diocesan Council and the Ecclesiastical Authority, acting in concurrence, as the legal officer of the Diocese and as legal advisor to the Ecclesiastical Authority, the Standing Committee and the Convention. The Chancellor may delegate responsibilities to a Vice-Chancellor. If a vacancy in the office of Chancellor occurs between Annual Conventions, the Diocesan Council may appoint a Vice Chancellor to serve as Chancellor. If there is no Vice-Chancellor willing and able to serve as Chancellor, the Diocesan Council, with the approval of the Ecclesiastical Authority, may appoint another person qualified to serve as Chancellor.

2.3.3 Standing Committee.

2.3.3.1 Duties. The Standing Committee shall perform those duties and exercise those prerogatives described in the Canons of the General Convention and these Canons.

2.3.3.2 Members. The Standing Committee shall consist of eight (8) members, four (4) members of the clergy entitled to vote at Convention and four (4) laypersons who shall be confirmed adult communicants in good standing of a congregation that has been admitted as a Voting Congregation. Two members, one member of the clergy and one layperson, shall be elected at each Annual Convention.

2.3.3.3 Term. The term of office shall commence at a meeting of the committee called or scheduled not more than 90 days after Annual Convention (the “annual organizational meeting”), and shall continue until the annual organizational meeting held after the fourth Annual Convention following election. By majority vote, the remaining members of the Committee may fill a vacancy in its membership by appointing a person in the same order as the person whose unexpired term is to be filled to serve the balance of the unexpired term. A person shall not be eligible for reelection until the next Annual Convention following the fourth Annual Convention after election to a full term. During the period commencing on the day after the adjournment of the 173rd Convention of the Diocese and ending on the day before the commencement of the 174th Convention of the Diocese, the Committee shall fill any vacancy on the Committee which vacancy is caused by no candidate or insufficient candidates having been nominated at the 173rd Convention, by appointing an individual in the same order as the vacant position, which individual shall have the same term of office had he or she been elected at the 173rd Convention.

2.3.3.4 Offices. At its annual organizational meeting, the Committee shall elect from among its members a President and a Secretary. The Secretary shall be the keeper of minutes and of official records of actions of the Committee.

2.3.3.5 Report. The Committee shall provide to Members of Convention and to the secretary of each congregation that has been admitted as a Voting Congregation, approximately thirty (30) days prior to each Annual Convention, a written report concerning the work with which it has been charged and its activities, other than those that relate to its role as council of advice to the Bishop or to any function the Committee serves in the processes of clergy discipline.

2.3.4 Commission on Ministry. The Commission on Ministry shall assist the Bishop in development and affirmation of the ministry of all baptized persons in the Church and in the world. Establishment of the Commission is the initial step of this Diocese in fulfilling the mandate of the Canons of the General Convention that provision shall be made for such development and affirmation.

2.3.4.1 Duties. The Commission on Ministry shall perform those duties prescribed in the Canons of the General Convention and such other duties as shall be assigned by the Bishop.

2.3.4.2 Members. The Commission shall consist of the Bishop and twenty (20) other members, ten (10) members of the clergy entitled to vote at Convention and ten (10) laypersons each of whom are confirmed adult communicants in good standing of a congregation that has been admitted as a Voting Congregation. Ten (10) members, five in each order, shall be elected at an Annual Convention and ten (10) members, five in each order, shall be appointed by the Bishop. Two of the elected members, one in each order, shall be elected at each Annual Convention and two of the appointed members, one in each order, shall be appointed by the Bishop at each Annual Convention, so that the terms are staggered.

2.3.4.3 Term of Office. The term of office shall commence at a meeting of the Commission called or scheduled not less than 90 days after Annual Convention (the "annual organizational meeting"), and shall continue until the annual organizational meeting held after the fifth Annual Convention following election. A person shall not be eligible for reelection or reappointment until the next Annual Convention following expiration of their term.

2.3.4.4 Vacancies. By majority vote, the remaining members of the Commission may fill a vacancy in the elected membership of the Commission for the unexpired term by appointing a person in the same clergy or lay order as the person whose unexpired term is to be filled, and the person so elected shall serve for the duration of the unexpired term of the person creating the vacancy. The Bishop may fill a vacancy in the appointed membership for the unexpired term by appointing a person in the same clergy or lay order as the person whose unexpired term is to be filled, and the person so elected shall serve for the duration of the term of the unexpired term of the person creating the vacancy.

2.3.4.5 Chair; Liaison. The Commission on Ministry shall elect a person from its membership to serve as its Chair, and shall request the Bishop to designate a member of the Office of the Bishop or Diocesan Office to serve as liaison to the Commission on Ministry.

2.3.4.6 Rules. The Commission shall adopt rules for its work conforming to the Constitution and Canons of this Diocese. The Commission on Ministry may invite other persons to serve on subcommittees or otherwise assist in its work.

2.3.5 Trustees.

2.3.5.1 Members. The Trustees shall be composed of the Bishop, who shall be the President, and sixteen (16) other members, four (4) of whom shall be members of the clergy entitled to vote at Convention and twelve (12) of whom shall be laypersons each of whom is a communicant in good standing of a congregation that have been admitted as a Voting Congregation. Four members; one member of the clergy and three laypersons, shall be elected at each Annual Convention, so that their terms are staggered. The term of office shall commence at a meeting of the Trustees called or scheduled not less than 90 days after Annual Convention (the “annual organizational meeting”) and continue until the annual organizational meeting held after the fourth Annual Convention following election. A person shall not be eligible for reelection until the next Annual Convention following expiration of their term unless they served only two years or less of a four year term. By majority vote, the remaining Trustees may fill a vacancy on the Trustees for the unexpired term by appointing a person in the same order as the person whose unexpired term is to be filled, and the person so elected shall serve for the duration of the unexpired term of the person creating the vacancy.

2.3.5.2 Purposes. The Trustees, in their discretion, shall receive transfer of property to the Diocese for one or more express purposes, and may receive funds from recognized congregations and other funds of this Diocese for investment purposes, invest such funds as directed or in their discretion as trustees they may determine; and to collect and receive all income therefrom, and to pay out the net income therefrom for the purposes of the Diocese as established by Diocesan Council as to diocesan funds or pursuant and subject to the terms of the trust or trusts or other direction under which any such property or money shall have been received by it. The principal of several express trusts, or such portion thereof as the Trustees deem advisable, unless the terms of such trusts shall require otherwise, may be combined for the purpose of investment in a single fund, and the income from such fund shall be paid proportionately to the beneficiaries of the several trusts. The Trustees shall provide to Members of Convention and to the secretary of each congregation that has been admitted as a Voting Congregation, thirty (30) days prior to each Annual Convention, a written report concerning its work, including a report of all sales, all conveyances into and from the Diocese, and other activity regarding the trust property, including all funds administered by it during the year and an inventory of property over which it has jurisdiction.

2.4 Operation of the Diocese.

2.4.1 Business Methods. The Diocese shall follow the standard business methods required by the Canons of the General Convention. The rules contained in *Robert’s Rules of Order Newly Revised* (the then-current edition, as it may be amended from time to time) shall govern all meetings of diocesan committees, Diocesan Council, commissions and Trustees in all cases to which they are applicable and in which they are not inconsistent with these Canons. Meetings of diocesan

committees, Diocesan Council, commissions and Trustees may be called by their respective presiding officers on notice given to all members of the body in writing and delivered by mail including electronic mail and facsimile transmission, or by publication in an official journal of the Diocese, at least ten (10) days before the meeting. Notice of a meeting may be waived by members of the body. Meetings may be held by any means that permits all persons participating in the meeting to communicate with all other persons participating in the meeting, including meeting in person, conference call, or other means of remote communication; and action taken may be recorded by consent resolution signed by members voting.

2.4.1.1 Fiscal Year. The fiscal year of the Diocese shall be a calendar year, or such other annual period as is permitted by Canons of the General Convention.

2.4.2 Financing of Diocesan Mission, Ministry, and Budgets.

2.4.2.1 Budget Development. At least 150 days prior to the date of the Annual Convention, the Diocesan Council shall provide for and publicize no fewer than two (2) open hearings on the development of the budget in the diocese. The hearings shall be held in different geographic regions of the diocese and shall be held in a combined format, addressing the development of the formula for congregational asking and diocesan mission spending priorities. Within seven (7) days of each hearing, any proposed budget, meeting minutes, and comments from the hearing shall be published on the Diocesan website, along with the contact information of the Chair of the Mission Budget Committee. The Diocesan Council shall make available to the members of Convention and to the secretaries of all recognized congregations and to liaison from all chartered Special Ministry Initiatives such descriptive materials as may aid in understanding diocesan mission, ministry and finance, and the budget development process.

2.4.2.2 Proposed Budgets. The Diocesan Council shall prepare, not less than one hundred twenty (120) days prior to the date of Annual Convention, (i) a proposed budget for the fiscal year beginning January 1 next following the Annual Convention, and (ii) a draft budget for the fiscal year beginning one (1) year from January 1 next following the Annual Convention. The Treasurer shall cause both the proposed budget and the draft budget, reasonably informative of sources and uses of funds, and indicating proposed support for the budget of TEC, to be forwarded to all Members of Convention and to the secretaries of all recognized congregations of the Diocese not less than ninety (90) days prior to the date of Annual Convention.

2.4.2.3 Congregational Asking. The Diocesan Council shall prepare as a part of the proposed budget (i) a formula for annual support from congregations for the mission, ministry and budget of the Diocese, and (ii) an annual asking for each congregation in support of the mission, ministry and budget of the Diocese. The formula and annual asking shall be based on the amount reportable by each congregation on its annual parochial report as "normal operating income" (as presently defined, but as otherwise may be defined from time to time in the form for a parochial report, as plate offerings, pledge payments and regular support, amounts available for operations from investments, other operating income including unrestricted gifts and restricted gifts used for operations, contributions from congregational organizations, and unrestricted bequests used for operations). The proposed formula and congregational asking shall be forwarded to all Members of Convention and to the secretaries of all recognized

congregations of the Diocese with the proposed budget. The governing body of each congregation shall deliver to the Office of the Bishop a written commitment of financial support for the diocesan mission, ministry and budget during the next fiscal year not less than sixty (60) days prior to the date of Annual Convention.

2.4.2.3.1 Definition of "Normal Operating Income." The definition of normal operating income by the norms and canons of The Episcopal Church, includes any endowed or restricted funds whose proceeds are spent on normal parish operations, and EXCLUDES such funds that are reinvested in the fund, spent on outreach, or on capital improvements projects. Under no circumstances may parishes spend endowed money on their own normal annual operations and exclude this income from the diocesan funding formula, or the canons and parochial reporting norms of The Episcopal Church or this diocese.

2.4.2.3.2 Fair Share Expectation. Each congregation is expected to accept its full fair share of the asking according to the formula approved by Convention for support of diocesan mission, ministry, and annual budget, as part of its financial obligations.

2.4.2.3.3 Mutual Fair Share Adjustments. In the event that a congregation is unable to pay its full fair share of the asking of the formula approved by Convention for diocesan support, the congregation shall state its reasons for nonpayment, and will appeal to the Diocesan Council, in a form and manner adopted by the Diocesan Council, for reduction in its fair share support. Council will offer support to congregations needing help and together they will devise a plan to address the situation, which may at the discretion of the Council include a reduction in its asking in support of diocesan ministry.

2.4.2.3.4 Authority to Address Financial Support Issues. Should a congregation fail to pay its asking according to the established formula or by prior mutual arrangement with Diocesan Council, Council shall report such to Convention, and Diocesan Convention shall have the authority to take such action as it deems necessary to reconcile the relationship between the Diocese and the distressed parish.

2.4.2.4 Budget; Summary of Commitments of Support. The Diocesan Council shall prepare (i) the Budget for the fiscal year beginning January 1 next following Annual Convention, and (ii) a summary of congregational commitments of support; and shall cause the Budget and the summary to be mailed to all Members of Convention and to the secretaries of all recognized congregations and to liaison from all chartered Special Ministry Initiatives not less than thirty (30) days prior to the date of Annual Convention.

2.4.2.5 Action of Convention. It shall be the responsibility of the Members of Convention at each Annual Convention (i) to debate, amend as necessary, and approve the budget for the next fiscal year; (ii) to debate and approve a formula for congregational support of the diocesan mission, ministry and annual budget for the second fiscal year following the annual convention; and (iii) to debate and comment upon the draft budget for the second fiscal year following the Annual Convention.

2.4.2.6 Adjustments. Subject to the authority of, and any specific directions of the Convention, the Diocesan Council shall have power, between the meetings of the Convention, to rearrange, change, add to or reduce, in its discretion, any of the items in the budget adopted by the Annual Convention; provided, the Diocesan Council shall have no power to make any changes or additions in such budget whereby the total amount thereof is increased, unless and until additional funds sufficient to meet any such increase shall be assured or in hand.

2.4.3 Special Ministry Initiatives.

2.4.3.1 Formation; Purpose. Members of congregations of the Diocese are encouraged to live out the Church's mission to restore all people to unity with God and each other in Christ. The Diocesan Council may charter extra-parochial committees, task forces or groups formed within the Diocese for the purpose of furthering the faith, fellowship and ministry of the Church within and beyond this Diocese as Special Ministry Initiatives. Special Ministry Initiatives may include, but are not limited to, two or more recognized congregations, regional groupings of recognized congregations or communicants, or communities of interest, when the goal of such collaborative effort is to offer an experimental, unusual, or creative response to an identified need in the geographic area or population to be served.

2.4.3.2 Application; Term of Charter. The Diocesan Council shall encourage extra-parochial ministries by receiving written applications from proposers of Special Ministry Initiatives. An application shall clearly describe the ministry of the proposed Special Ministry Initiative for its proposed charter. Approval of a Special Ministry Initiative charter shall require a majority vote of the members of the Diocesan Council present and voting. A chartered Special Ministry Initiative may adopt a form of organization that facilitates its ministry, adopt bylaws, and appoint or elect officers. A chartered Special Ministry Initiative shall retain its status for as long as the group pursues the ministry described in its application and conforms to the requirements of this Canon. A chartered Special Ministry Initiative shall agree to serve as a model to, and to provide reasonable guidance for, other groups seeking to establish a similar ministry in another area of the Diocese. The Bishop shall identify a diocesan staff liaison for each Special Ministry Initiative, and each Special Ministry Initiative shall identify to the Diocesan Council a liaison to the diocese.

2.4.3.3 Reporting. A Special Ministry Initiative shall submit to the Diocesan Council, at a time the Diocesan Council shall determine, an annual report regarding its activity. The annual report, or if necessary a summary thereof approved by the Special Ministry Initiative, shall be printed in the Journal of the Annual Convention.

2.4.3.4 Finance. A group chartered as a Special Ministry Initiative may apply for financial support from the annual budget of the Diocese. Application for such support shall be made through the established budget development process. Chartered Special Ministry Initiatives receiving financial support from the annual budget or from any other source shall (i) observe the business practices set forth in the *Manual of Business Methods in Church Affairs* (the then-current edition, as it may be amended from time to time) or in other materials issued by the General Convention; (ii) cause its books to be audited annually; and (iii) submit to the Diocesan Council an annual audited statement or audit report.

2.4.4 Deputies to the General Convention.

2.4.4.1 Election; Vacancies. At the Annual Convention occurring at least 12, but not more than 24, months prior to the next scheduled triennial General Convention of the TEC, the Members of Convention shall elect eight (8) members of the clergy eligible to vote at Convention and eight (8) laypersons, each of whom is a confirmed adult communicant in good standing in a congregation that has been admitted as a Voting Congregation, as deputies and alternate deputies from the Diocese to the General Convention, each of whom, as a condition of acceptance of nomination for deputy, shall have committed to attend all sessions of the General Convention if elected. Persons elected shall serve until their successors are elected. The four (4) members of the clergy and four (4) laypersons receiving the highest number of votes on the first ballot shall be designated as deputies and the members of the clergy and laypersons receiving the next highest number of votes shall be designated as alternate deputies, all in numerical order of the votes received by them. The Ecclesiastical Authority shall fill any vacancy in the deputation by appointing persons of the same order in which there is a vacancy, having the same qualifications as those elected. The deputies shall attend and participate in the meetings of the General Convention and all related meetings preceding or following the General Convention to which elected as a deputy or appointed to serve as a deputy. A member of the deputation who at the time of the General Convention would not be eligible for election as a Deputy shall be ineligible to serve as a Deputy to General Convention, and an alternate shall serve in place of that former deputy.

2.4.4.2 Duties. The deputies shall be responsible for tracking legislation adopted by the General Convention requiring or urging action on the part of the Diocese or its recognized congregations; and shall recommend the manner in which the Diocese or its recognized congregations shall undertake such action, and report the progress of such action, if any, as required by the directives of the Secretary of the General Convention.

2.4.5 Delegates to Provincial Synod. At the Annual Convention next preceding the next scheduled triennial General Convention of The Episcopal Church, the Members of Convention shall also elect, by ballot, delegates (one member of the clergy eligible to vote at Convention and two laypersons who are communicants in good standing in a congregation that has been admitted as a Voting Congregation), to serve as delegates from the Diocese to the Synod Council of the Fifth Province of The Episcopal Church (the "Provincial Synod"), for a term continuing until the third Annual Convention following election. The Ecclesiastical Authority may designate a person to fill any vacancy that may occur in the representation of the Diocese to Provincial Synod. Each person so designated by the Ecclesiastical Authority shall have all the rights of a delegate duly elected to represent the diocese in the Provincial Synod, as provided for in the Constitution of the Province.

2.5 Cathedral. By action taken at a Convention by majority vote, the Diocese may designate one of its recognized congregations as a Cathedral Church to serve as the Bishop's church, in order to (a) afford the Bishop a place of right to administer the duties of the Ordinary, to which end the Bishop may officiate at will, by preaching or by public administration of the Sacraments and other offices of the Church, appointing the services to be used; (b) serve as the center of diocesan unity and administration; and (c) serve as the center of diocesan mission and ministry. The designation as Cathedral

Church shall be subject to acceptance by the designated congregation by action taken in accordance with its bylaws and communicated in writing to the Bishop. The means by which the designated Cathedral Church may terminate its designation as such shall be documented in the written communications between the Cathedral Church and the Diocese.

2.5.1 Designation. The Cathedral Church of St. Paul, Detroit, has been and is designated as the Cathedral Church of the Diocese.

2.5.2 Cathedral Parish. The congregation of the Cathedral Church has the status of a Parish of the Diocese, and shall have the rights and responsibilities of a Parish; and, in addition, shall have the special responsibility of supporting and facilitating the Bishop's use of the Cathedral Church for the above stated purposes.

2.5.3 Cathedral Chapter. A Cathedral Chapter shall work with the Bishop and the vestry of the Cathedral congregation to enhance the mission and ministry of the Cathedral as the main church of the Diocese. The Chapter shall consist of a board of eighteen (18) members, of whom six shall be clerics, with the Bishop of the Diocese as Chair. The Chapter shall be composed of three classes of six members each, representing, (a) the Diocese, (b) the Congregation of the Cathedral Parish, and (c) the Members of Convention of the Diocese. The class representing the Diocese shall consist of three members of the clergy and three laypersons; the class representing the Congregation of the Cathedral Parish shall consist of six laypersons; the class representing the Members of Convention of the Diocese shall consist of three members of the clergy and three laypersons. The representatives of the Diocese shall be appointed by the Bishop; the representatives of the Congregation of the Cathedral Parish shall be selected by the Vestry Committee from its new members; and the representatives of the Members of Convention of the Diocese shall be elected by the Members of Convention at an Annual Convention. One third of each class shall be selected each year. Representatives shall serve a term of at least three years, until a successor has been elected or appointed. Any vacancy in the members representing the Diocese shall be filled by the Bishop, who shall appoint a new member from the same category as the member whose vacancy is being filled; any vacancy in the members representing the Congregation of the Cathedral Parish shall be filled by the Vestry Committee; and vacancy in the members representing the Members of Convention of the Diocese shall be filled by the Diocesan Council. Persons so appointed or elected shall hold office for the balance of their predecessor's term.

2.5.4 Dean. The Dean of the Cathedral shall be called by the vestry with the advice and consent of the Bishop, and, as Rector *ex officio* of the Cathedral Parish, shall have the canonical authority and duties of a rector.

2.5.5 Temporal Affairs. The temporal affairs of the Cathedral Church of St. Paul, a Michigan corporation, are the mutual responsibility of the Diocese and the Cathedral Parish, exercised through the Cathedral Chapter, except for those specifically reserved to the Cathedral Parish, as specified in the canons and the corporation's by-laws.

III. CONGREGATIONS

3.0 Congregations, Generally. The Diocese of Michigan consists of a variety of congregations, all of which share in common the ministry of our Lord Jesus Christ.

3.1 Congregations Defined. In these Canons the term “congregation” means a recognized body of worshipers.

3.1.1 Types of Congregations. The congregations that are recognized in this Diocese are:

3.1.1.1 Parish. A Parish is a self-governing and self-supporting congregation within the Diocese, permitted to incorporate or is incorporated under the laws of the State of Michigan, in the charge of a Rector, and authorized to send lay delegates with voice and vote to Convention. The Governing Body of a Parish is a vestry. A body of worshipers numbering twenty (20) or more baptized persons, aged sixteen (16) years or older, at least ten (10) of whom at the time of petition shall be communicants in good standing of a congregation of this Diocese, and who represent no fewer than ten (10) separate households, may petition the Ecclesiastical Authority for recognition as a Parish of this Diocese and for admission to voting status at Conventions of the Diocese.

3.1.1.2 Diocesan Mission. A Diocesan Mission is a congregational ministry of the Diocese; in the charge of the Bishop or, at the Bishop’s discretion and pleasure, a Vicar; and authorized to send lay delegates with voice and vote to Convention. The Governing Body of a Diocesan Mission is a Bishop’s committee. A body of worshipers numbering twenty (20) or more baptized persons, aged sixteen (16) years or older, at least ten (10) of whom, at the time of petition, shall be communicants in good standing of a congregation of this Diocese, and who represent no fewer than ten (10) separate households, may petition the Ecclesiastical Authority for recognition as a Diocesan Mission of this Diocese and for admission to voting status at Conventions of the Diocese. The Bishop, or the Vicar if appointed, shall exercise the authority of the member of the clergy in charge in all Diocesan Missions.

3.1.1.3 Academic Chaplaincy. An Academic Chaplaincy is a congregational ministry of the Diocese, with or without members, formed for the purpose of providing worship and other services for and with students, faculty, and staff of a college or university; in the charge of a Chaplain; and authorized to send lay delegates with voice and vote to Convention. The Governing Body of an Academic Chaplaincy is a board. The Chaplain shall be called by the Board and shall be appointed by, and serve at the pleasure of, the Bishop. Any group of twenty (20) or more baptized persons aged sixteen (16) years or older, at least ten (10) of whom, at the time of petition, shall be adult communicants in good standing of a congregation of this Diocese, may petition the Ecclesiastical Authority for recognition as an Academic Chaplaincy of this Diocese and for admission to voting status at Conventions of the Diocese.

3.1.1.3.1 Academic Chaplaincy Congregation. The members of the Congregation of an Academic Chaplaincy shall consist of those voting and ex-officio members of its Board, its Officers, and all students, faculty and staff of the college or university served by the Academic Chaplaincy who have regularly participated in the activities and programs of the Academic Chaplaincy. A member of the Congregation of an Academic Chaplaincy may be a member of another Congregation of this Church.

3.1.1.3.2 Academic Chaplaincy Lay Delegates to Convention. Notwithstanding the Provisions of Canon 1.1.1.2, Lay Delegates to

Convention may consist of members of the Congregation of the Academic Chaplaincy, as defined in Canon 3.1.1.3.1.

3.1.1.3.3 Academic Chaplaincy Governance. Notwithstanding the provisions of Canon 4:

- (a) Meetings of the members of the Congregation of an Academic Chaplaincy need not be held.
- (b) The Board of an Academic Chaplaincy shall be elected by its own members, with the advice and consent of the Bishop, and need not be members of the Congregation of the Academic Chaplaincy at the time of their election. Members of the Board may succeed themselves. The number of voting members of the Board may not exceed sixteen (16).
- (c) The Bishop shall be the President of all Academic Chaplaincies, and the Rector of a parish in the proximity of the college or university served by the Academic Chaplaincy, or the Rector's representative, may be a member of the Board. Other officers of the Academic Chaplaincy shall be elected by its Board.
- (d) The Vice-President of the Board and one additional member of the Board shall be designated by the Board as the Wardens of the Academic Chaplaincy.
- (e) The Board may appoint other persons, including but not limited to the Chaplain, the Administrative Assistant to the Board, the Music Director of the Academic Chaplaincy (if any) and students of the college or university served by the Academic Chaplaincy, as ex-officio members of the Board, with voice but without vote.
- (f) Meetings of the Board of an Academic Chaplaincy shall be held at least four (4) times per year.
- (g) In all other respects, Canon 4 shall apply to Academic Chaplaincies.

3.1.1.4 Parochial Mission. A Parochial Mission is a congregation founded by another congregation; in the charge of the member of the clergy in charge of the founding congregation, or at the discretion and pleasure of the member of the clergy in charge, a Vicar. The Governing Body of a Parochial Mission is the founding congregation's vestry or a Bishop's Committee, determined by agreement between the founding congregation and the Bishop at the time of formation of the Parochial Mission. Formation of a Parochial Mission shall require commitment in writing to the proposed congregation by twenty (20) or more adult communicants in good standing of the founding congregation, each aged sixteen (16) years or older, and who represent no fewer than ten (10) separate households, who may petition the Ecclesiastical Authority for recognition as a Parochial Mission of this Diocese. When recognized as a congregation, a Parochial Mission may elect lay delegates to serve as Members of Convention with voice but without vote.

3.1.1.5 Worshiping Community. A Worshiping Community is a group of Christians who gather on a regular basis for worship, ministry, pastoral care, fellowship, education, or other worthy purpose, and who seek the recognition of the Diocese for their work; in the pastoral care of a member of the clergy, a Vicar, appointed by, and serving at the pleasure of, the Bishop; and governed and

administered in a manner determined by the members of the Worshipping Community with the approval of the Bishop. This form of congregation may include new congregations in process of development, existing congregations becoming acclimated to the Episcopal Church, institutional chaplaincies, house churches, and other organized bodies of worshipers. A group of ten (10) or more baptized Christians aged sixteen (16) years or older, at least five (5) of whom, at the time of petition, shall be adult communicants in good standing of a congregation of this Diocese, and who represent no fewer than five (5) separate households, and may petition the Ecclesiastical Authority for recognition as a Worshipping Community of this Diocese. When recognized as a congregation, a Worshipping Community may elect lay delegates to serve as Members of Convention with voice but without vote. In a manner determined by the Ecclesiastical Authority, the Worshipping Community shall report annually to the Bishop or designated staff regarding its ministry and activities. The congregation's continued recognition in the Diocese shall be determined by the Bishop, based on the congregation's fidelity to its original petition and these Canons, and on such other factors as the Bishop and Diocesan Council may deem germane.

3.1.1.6 Diocesan Chapels and Oratories. Worship facilities located on property owned by the Diocese of Michigan and intended for occasional use, including seasonal chapels, retreat center chapels and oratories, shall be under the control of the Bishop. The Ecclesiastical Authority shall arrange for maintenance and operation of such facilities by a congregation or recognized organization of the Diocese, and members of the clergy or laypersons leading worship shall record service data in the manner required for congregations under these Canons. All financial offerings given at such facilities shall be promptly deposited in a fund designated by the Bishop, and information regarding worship shall be included in an annual report of Diocesan Council.

3.1.1.7 Interdenominational Congregation. An Interdenominational Congregation is a church formed by combination of an Episcopal congregation with a congregation of a different denomination in communion with the Episcopal Church, for the purpose of forming a single congregation under the leadership of a single clergy person. The Ecclesiastical Authority will determine the process by which such a congregation is recognized; the status of clergy having charge of the congregation, including voting privileges in Convention; and the manner in which lay leadership of the congregation is organized. Except as the Ecclesiastical Authority may determine, an Interdenominational Congregation is subject to all provisions of the Canons of this Diocese. An Interdenominational Congregation may petition the Ecclesiastical Authority for recognition as a congregation of this Diocese and for admission to voting status at Conventions of the Diocese.

3.1.1.8 Status. All congregations recognized as parishes, diocesan missions, academic chaplaincies, parochial missions, worshipping communities, diocesan chapels or oratories, or interdenominational congregations as of October 30, 2004 shall continue in the form of their recognition and their voting status unless and until their status is changed as provided for in these Canons.

3.1.2 Admission, Recognition. When a body of worshipers seeks (i) recognition as a congregation, or (ii) recognition and admission to voting status in the Diocese,

or (iii) when a recognized congregation seeks recognition as a different type of congregation, the process shall be as follows:

3.1.2.1 Consultation. The leaders of the body of worshipers or the wardens of the congregation, as the case may be, first shall consult with the Ecclesiastical Authority regarding their intent. The Ecclesiastical Authority may refer the leaders or wardens to the members of the Office of the Bishop for assistance in preparing their petition and supporting documentation.

3.1.2.2 Petition. The petition shall be in the following form:

[Date]

To the Right Reverend _____,
Bishop of the Diocese of Michigan
etc.

Right Reverend Sir/Madam:

God willing, we the undersigned, being members of a community of Christians willing to live and work for the spread of the kingdom of God; promising obedience to the doctrine, discipline, and worship of the Episcopal Church; agreeing to exercise our corporate ministry under the pastoral care and godly supervision of the Bishop; and acceding to the authority of the Constitution and Canons of the Episcopal Church and of the Diocese of Michigan, do hereby petition for recognition as a ____ [Type of Congregation] ____ in the Diocese of Michigan [and admission to voting status at Conventions of this Diocese].

The name of our congregation shall be [or] is:

_____. Our primary worship site shall be [or] is _____ [Street Address] _____, in the ____ [City, Village, Township] _____ of _____, County of _____. Our primary program site shall be [or] is _____ [Street Address] _____, in the ____ [City, Village, Township] _____ of _____, County of _____.

We further commit ourselves faithfully to support the ministry of this congregation, of its clergy and of the Diocese of Michigan for a minimum period of three years from this date, and for as long thereafter as God may grant; to represent Jesus Christ and his Church in the world; to bear witness to our Lord's work of reconciliation; and to take our place in the life, worship, and governance of the Church.

Respectfully submitted,
[signatures of the petitioners]

3.1.2.3 Documentation. The following information, as may be appropriate for the status being sought, shall accompany the petition:

3.1.2.3.1 Worship. For any congregation already recognized in this Diocese, or for a body of worshipers not yet recognized in this Diocese: a narrative and statistical description of the petitioners' corporate worship, including attendance at all services, for not less than the six (6) months preceding the date of its petition.

3.1.2.3.2 Ministry. (a) For a congregation already recognized, a narrative report concerning the petitioners' ministry with its own members and with its

surrounding or identified community during the previous twenty-four (24) months; or (b) for a body of worshipers not yet recognized: a statement of the petitioners' current or proposed ministries.

3.1.2.3.3 Finance. (a) For a congregation already recognized: audited financial statements for the two (2) most recent consecutive fiscal years; and evidence that for a period of not less than the two (2) most recent consecutive fiscal years the congregation, from its own resources, has fully supported the compensation of its clergy in a manner consistent with diocesan policy, maintained its property, met its normal operating expenses, and paid its full asking; or (b) for a body of worshipers not yet recognized: evidence that the petitioners command resources sufficient for these purposes.

3.1.2.3.4 Indebtedness, Property. For any congregation or body of worshipers: full information regarding any current indebtedness pertaining to real estate or personal property used, or intended for use, in connection with the petitioners' corporate ministry; and a declaration recognizing the Diocese of Michigan as having residual interest in any such real estate or personal property which may be currently owned by the petitioners or acquired in the future.

3.1.2.3.5 Parochial Mission Property Trust. For a congregation or body of worshipers seeking recognition as a Parochial Mission: a complete statement in writing of all real estate, personal property, cash or endowment funds, and other assets or indebtedness of the founding congregation to be held in trust by the founding congregation for the Parochial Mission pending its recognition as an independent congregation within the Diocese; and a certified copy of minutes of the meeting of the founding congregation and of the Governing Body of the congregation authorizing the formation of the Parochial Mission and the imposition of the trust with respect to property to be used for the benefit of the Parochial Mission, and committing to actions pursuant to these Canons if the Parochial Mission becomes an independent congregation. The founding congregation shall hold all such property in trust for the benefit of the Parochial Mission.

As a condition for recognition of the Parochial Mission, the proposed transfer of any real property by the founding congregation to the Parochial Mission shall be subject to the consent of the Bishop and the Standing Committee as provided in these Canons. Conditions with respect to such transfer may be imposed as a condition of approval by the Standing Committee, the Bishop or the Diocesan Council. Upon recognition of the Parochial Mission as a Parish or Diocesan Mission, the founding congregation shall transfer and convey the trust property to the Parish or to the Diocese, as the case may be, without further action required of the Ecclesiastical Authority, the Diocesan Council or the Standing Committee. In the event the Parochial Mission ceases to function as a congregation, the trust imposed on the property of the founding congregation shall be released.

3.1.2.3.6 Notice to Congregations. For any congregation or body of worshipers: evidence that notice in writing of the petitioners' intent has been delivered to the member of the clergy in charge and the secretary of the Governing Bodies of each recognized congregation of this Diocese located within a five (5) mile radius of the petitioners' primary worship site, and that

the congregations so notified have been allowed not less than sixty (60) days to forward their comments to the Ecclesiastical Authority.

3.1.2.3.7 Bylaws. (a) For congregations already recognized: a copy of the current bylaws of the congregation, certified by the secretary of the congregation as current; or (b) for a body of worshipers not yet recognized: a copy of the proposed bylaws.

3.1.2.3.8 Readiness for Incorporation. For a congregation seeking recognition as a Parish, or for a body of worshipers seeking recognition as a Parish: a copy of the petitioners' proposed articles of incorporation and application for incorporation under the laws of the State of Michigan as an ecclesiastical not-for-profit corporation; a copy of the petitioners' proposed bylaws; and a copy of the petitioners' application for tax-exempt status.

3.1.2.4 Approval, Disapproval. When the petition and supporting documentation has been submitted, the Ecclesiastical Authority shall consult with the Diocesan Council regarding the merits of the petition, and then shall submit his/her recommendation to Diocesan Council within one hundred twenty (120) days after the date on which the petition was received by the Ecclesiastical Authority. A recommendation to recognize a congregation or to recognize a member congregation as a different type of congregation shall require a two-thirds vote of the members of Diocesan Council to approve. The Ecclesiastical Authority and the Diocesan Council may approve recognition subject to conditions they deem appropriate. If the petitioners' request is approved, the Ecclesiastical Authority shall so notify the Secretary of Convention and the secretaries of all congregations of the Diocese. If the Diocesan Council disapproves the petition, the Ecclesiastical Authority shall inform the petitioners in writing of the reasons for this action. If a petition is disapproved for any reason other than failure to provide information required by this Canon, the petitioners may appeal the disapproval for admission either to the Diocesan Council or to Annual Convention which, by a two-thirds vote of the Members of Convention present and voting, may vote to approve the petition.

3.1.2.4.1 Convention, Ratification. Admission to voting status shall be provisional pending ratification by Annual Convention. The Diocesan Council shall submit to Annual Convention a resolution for ratification of admission and seating of the lay delegates from the congregation immediately following adoption of the report of the Committee on Qualifications, which shall require approval by majority vote of those Members of Convention present and voting.

3.1.2.5 Implementation of Parish Organization. Upon notification of approval of recognition of a parish, a special organizational meeting of the congregation shall be called for purposes of approving the organizational documentation, including the proposed articles of incorporation signed by not fewer than six (6) incorporators, the proposed bylaws, and the proposed application for tax-exempt status, and shall designate those persons authorized to sign the organizational documentation. Those persons authorized to sign shall file the documents with the appropriate governmental authorities. The organizational meeting shall be called and conducted in accordance with these Canons.

3.1.2.5.1 Notification to Diocese. Upon receipt of the filed copies of the organizational documentation, copies, together with a copy of the signed bylaws and certified minutes of the organizational meeting, shall be sent to the Office of the Bishop for inclusion in the official records of the Diocese.

3.1.3 Change of Status for a Parochial Mission. Should a founding congregation or the Parochial Mission desire that the Parochial Mission become a Diocesan Mission or a Parish, the Governing Body of the founding congregation shall present a resolution to authorize this action to an annual or special meeting of the adult communicants in good standing of the founding congregation. A complete statement in writing of all real estate, personal property, cash or endowment funds, and other assets or indebtedness held in trust for the Parochial Mission shall accompany the resolution. If by majority vote the adult communicants in good standing of the founding congregation approve the resolution, the clergy and wardens of the founding congregation promptly shall call a meeting of the communicants of the Parochial Mission for the purpose of securing their commitment to its status as an entity independent of the founding congregation. Should a majority of the communicants affirm their commitment by agreeing to sign the petition, and if the number of petitioners is sufficient for the status to be sought, then the adult communicants in good standing of the Parochial Mission shall elect by majority vote two wardens and such other officers as the communicants deem necessary. The Parochial Mission's wardens then shall proceed as provided in these Canons, except that the petitioners' supporting documentation shall include the vote tallies for the resolution approved by the Governing Body and adult communicants in good standing of the founding Parish, a certified copy of minutes of the meeting of the founding congregation approving formation of the Parochial Mission and the imposition of trust, the written statement of real estate and other assets or indebtedness to be transferred by the founding congregation to the former Parochial Mission as an independent entity, and the record of approvals of the property transfer. Upon recognition of the Parochial Mission as a Parish or Diocesan Mission, the founding congregation shall transfer and convey the trust property to the Parish or to the Diocese, as the case may be, without further action required of the Ecclesiastical Authority, the Diocesan Council or the Standing Committee. Should a dispute arise between a Parochial Mission and its founding congregation regarding any aspect of separation, both parties shall have a right of appeal to the Standing Committee, which, by a majority vote of its members present and voting, shall decide the question.

3.1.4 Special Situations.

3.1.4.1 Merged Congregations. When, by a two-thirds vote of their members at annual meetings, or at special meetings called for the purpose, two or more congregations decide to merge into a single congregation, the Ecclesiastical Authority, in consultation with the members of the clergy in charge and the governing bodies, shall cause to be drafted and submitted to Diocesan Council an agreement for merger detailing all material arrangements between or among the congregations, including the proposed name of the merged congregation, disposition of property and other financial assets, and provisions for clergy and lay leadership. Approval of the agreement for merger shall require a two-thirds vote of the members of Diocesan Council present and voting at any meeting, and the agreement shall become effective immediately upon approval by Diocesan Council. Ratification by Annual Convention shall not be required.

3.1.4.2 Other Partnerships. Congregations that yoke, cluster, or form other partnerships in order to share resources for ministry shall retain their original canonical identities and responsibilities, including voting privileges at Convention.

3.1.4.3 Total Ministry Congregation. In such manner as the Canons of General Convention and of this Diocese shall permit, a congregation may adapt its forms of organization and leadership to provide for collaborative ministry, sometimes referred to as “total ministry.” A congregation adopting such collaborative forms of ministry shall do so with the permission, and under the guidance and supervision, of the Ecclesiastical Authority. All clergy licensed to serve in such a congregation, if canonically and actually resident in the Diocese of Michigan, shall be entitled to vote in Conventions of this Diocese. When in these Canons the term “member of the clergy in charge” is used, the ministry team of such a congregation shall determine which ordained member(s) shall exercise the rights, or discharge the duties, indicated in these Canons, and shall so notify the Ecclesiastical Authority and the Secretary of Convention.

3.1.4.4 Voluntary Reversion to Mission Status. A Parish may petition for recognition as a Diocesan Mission or Parochial Mission. If the Vestry intends to seek such recognition, it shall notify in writing all adult communicants in good standing of the congregation in writing of its resolution authorizing such action. If the resolution is approved by a two-thirds majority of the adult communicants in good standing present and voting at an annual meeting of the congregation or a special meeting called for such purpose, the wardens, acting on behalf of the Vestry and the congregation, shall be responsible for submitting the congregation’s petition to the Ecclesiastical Authority, together with such supporting documentation as the Ecclesiastical Authority may require. If the petition and supporting documentation is satisfactory, the Ecclesiastical Authority, acting in consultation with the advice and consent of Diocesan Council, may recognize the congregation as a Diocesan Mission or Parochial Mission, and shall so notify the Secretary of Convention and all congregations of the Diocese. Upon recognition as a Diocesan Mission or Parochial Mission, ownership of all real and personal property held by the former Parish, together with all cash or endowment funds, registers, records and other materials, shall be conveyed to, and become the property of, the Diocese, or of the Parish assuming responsibility for the congregation, as the case may be, and the former Parish’s corporate status under the laws of the State of Michigan shall be dissolved.

3.1.4.5 Congregations Seeking Help. Should the Governing Body, or the member of the clergy in charge of a congregation, determine that a congregation’s ministry and/or financial or other resources have become so compromised that its ability to continue to function as a congregation is in question, they shall seek consultation with the Ecclesiastical Authority on how and by what means the congregation may be aided and counseled in attempts to amend the conditions of its deterioration. The Ecclesiastical Authority may on its own make such a determination and, in such a case, shall attempt to engage the Governing Body or member of the clergy in charge in consultation on the matter; and if unsuccessful, shall report the same to the Diocesan Council which shall determine what remedies may be available to sustain the congregation's life and ministry.

As directed by the Diocesan Council, the Ecclesiastical Authority, the member of the clergy in charge, the Governing Body of the Congregation, and others as may be relevant, shall, in joint consultation, determine what alternatives may be available to sustain the congregation's life and ministry, or, failing all else, to provide for its dissolution.

Alternatives to be considered may include, but need not be limited to:

- (a) reversion to mission status, if a Parish;
- (b) congregational redevelopment;
- (c) yoking, merging, or clustering with other congregations;
- (d) collaborative, or "total", ministry; and
- (e) forming an interdenominational congregation.

After consideration of alternatives, and the actions necessary to bring about their fruition, the Ecclesiastical Authority, and the member of the clergy in charge, if any, and representatives of the Governing Body of the Congregation, shall report the results of their consideration to the Diocesan Council, and shall recommend a particular course of action to the congregation.

Should the implementation of that course of action, and all subsequent attempts to attain satisfactory amendment fail, the congregation, by action of its Annual or other meeting; the member of the clergy in charge, if any, the Governing Body of the Congregation; or the Ecclesiastical Authority may recommend that Diocesan Council mandate the reorganization or dissolution of such a congregation. Representatives of the congregation shall be given opportunity to provide comments with regard to such action, either in person, or in writing, before Diocesan Council and the Standing Committee.

Approval of a course of action that changes the status of a congregation shall require the affirmative vote of two-thirds of all members of the Diocesan Council, and a majority of the members of the Standing Committee. The actions of the Diocesan Council and Standing Committee shall take effect immediately. Upon such action, ownership of all real and personal property held by the former congregation, together with all cash or endowment funds, registers, records and other materials, shall be conveyed to, and become the property of, the Diocese or of the congregation assuming responsibility for the congregation if that congregation is a Parish. If the congregation whose status is changed was a Parish, its corporate status under the laws of the State of Michigan shall be dissolved, as the Diocesan Council may determine. Within 30 days of such actions, the Ecclesiastical Authority shall notify the Secretary of Convention and all congregations of the Diocese regarding the disposition of this matter. Whenever it is determined that a congregation is to be dissolved, it shall be the responsibility of the Ecclesiastical Authority and the Diocesan Council to provide for appropriate celebration of the congregation's history, ministry, and contribution to the life of the Diocese.

3.2 Expectations for a Congregation. The canons of the TEC establish reasonable expectations for congregations.

3.2.1 Mission and Ministry. Each congregation in the Diocese shall be responsible for the following, in a manner reflecting local circumstances and the spiritual gifts of its members:

- (a) offering public worship, providing administration of the Sacraments, and preaching the Gospel on a regular basis;
- (b) practicing the mission and ministry of Jesus Christ, both within the congregation and in the local community; and
- (c) acknowledging the oversight, visitation, ministry and counsel of the Bishop.

3.2.2 Administration. The member of the clergy in charge and the Governing Body of each congregation shall:

- (a) exercise ministry in accord with the Constitution and Canons of General Convention and of the Diocese of Michigan;
- (b) ensure that the congregation is in the charge of a duly called or appointed member of the clergy or ministry team serving under the pastoral oversight of the Bishop;
- (c) cause to be elected and send three voting delegates to the Deanery Caucus, Annual Convention, and Special Conventions, if a Voting Congregation;
- (d) share with other congregations the financial support of the mission and ministry of the Diocese and of TEC, and engage in active discussion with the Diocesan Council regarding such support;
- (e) hold annual and special meetings of members, adopt bylaws, and elect a governing body;
- (f) cause its governing body to organize, elect or appoint two wardens, elect or appoint other officers, meet regularly, fill vacancies, and develop, adopt and administer the annual congregational budget;
- (g) compensate, and provide benefits to, stipendiary clergy and lay employees in accord with diocesan policy, and engage in active discussion with the Diocesan Council regarding fair personnel and compensation practices;
- (h) exercise fiduciary responsibility for the property and assets of the congregation, administer the affairs of the congregation in accord with these Canons, and cause all church accounts to be audited annually;
- (i) maintain its legal and tax exempt status in good standing; and
- (j) submit annual parochial reports as required by the Canons of General Convention and of the Diocese.

3.2.3 Consultation. When a congregation shall fail demonstrably to fulfill its responsibilities in either mission and ministry or administration, the Ecclesiastical Authority, or such persons as the Ecclesiastical Authority may designate, may inquire of the member of the clergy in charge, if there be any, and of the Governing Body, wardens and other lay leaders as to the reasons for that failure, and may offer aid and counsel to enable the congregation to meet its responsibilities. To correct such difficulties the parties may identify and implement those actions most likely to restore healthy congregational ministry and performance of normal administrative duties.

3.2.4 Redevelopment of a Congregation. When a congregation cannot function in the manner anticipated by these Canons, the Ecclesiastical Authority and the congregation may enter into a mutual agreement for congregational redevelopment. Under such an agreement all parties shall commit their best efforts to restore healthy congregational ministry and performance of normal administrative duties through creative and cooperative use of the spiritual, educational, administrative and other resources of both the Diocese and the congregation.

3.2.5 Stewardship. By personal example, preaching, and other means, members of the clergy shall help the members of their congregations to be good stewards and to understand and adopt proportional giving, that is, the prayerful and intentional relating of one's giving to one's ability to give, based on the biblical standard of the tithe, as the appropriate basis for personal financial stewardship. Members of the clergy shall also encourage adult members of the congregation to draft wills and make other provisions for the long-term welfare of their loved ones; and, in this context, members of the clergy shall provide information regarding deferred gifts to the Church. By personal example, education, and other means, the wardens and members of the congregation's Governing Body shall encourage all members to make a formal annual commitment, or pledge, in support of the mission and ministry of the local congregation, Diocese, and wider Church, and shall organize and conduct an annual in-gathering of such commitments or pledges. Christian educators in the local congregation shall help their students appreciate the importance of stewardship, and, when a student has reached the age of sixteen (16) years, shall encourage him or her to make a formal annual commitment, or pledge, as a normal responsibility of adult membership in the Church.

3.3 Members of Congregations. 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, whether in this Church or in another Christian Church, and whose Baptisms have been duly recorded in this Church, as provided in the Canons of the General Convention, shall be members of this Church, and eligible to be members of a congregation in this Diocese.

3.3.1 Categories of Membership. Congregations in this Diocese shall recognize the following categories of membership:

3.3.1.1 Member. Any baptized person who is a member of The Episcopal Church and whose baptism is recorded in the records of the congregation, and who regularly participates in the worship of a congregation shall be deemed a member of that congregation.

3.3.1.2 Communicant. Any member who, during the preceding year, has received Holy Communion at least three (3) times in the congregation where his/her membership is recorded shall be considered a communicant of that congregation.

3.3.1.3 Communicant in Good Standing. Any communicant who, during the preceding year, has been faithful in corporate worship, unless for good cause prevented, and in working, praying and giving for the spread of the kingdom of God, shall be considered a communicant in good standing of the congregation.

3.3.1.4 Adult Status. As provided in the Canons of the General Convention, a communicant sixteen (16) years of age or older shall be considered an adult communicant, and who, when properly licensed, may exercise the liturgical and other ministries proper to the laity.

3.3.2 Inactive Status. If for a period of one (1) year a member of any congregation shall fail to attend worship, unless for good cause prevented, that person shall be considered inactive, and this change of status shall be noted in the records of the congregation. If that person shall resume regular attendance at worship, that person shall be considered an active member, and so noted in the records of the congregation.

3.3.3 Clergy. Members of the clergy have responsibilities both to their congregations and to the Bishop. Therefore, members of the clergy are not eligible to participate in lay capacities, to be employed by a congregation, or to be elected or appointed as an officer of a congregation, without a written exemption from the Bishop, with the advice and consent of the Standing Committee.

3.4 Property of Congregations. All property, real and personal, owned or held by or for the benefit of any congregation or its purposes, including that held by any person or entity that is affiliated with or formed by the congregation, is held in trust for the Church and the Diocese, subject to these Canons. Property of a congregation is the responsibility of its Governing Body. All pews in every congregation in this Diocese shall be forever free.

3.4.1 Title to Real Property. Title to real property is held as follows:

(a) Parishes. Title to property shall be held in the name of the parish as incorporated in the State of Michigan, subject to the provisions of Canon 3.4.

(b) Parochial Missions. Title to property shall be held by the founding parish in trust for the parochial mission.

(c) Other Congregations. Title to all property for all other types of congregations shall be held by the Diocese, and shall be held subject to the control and direction of the Diocesan Council. If it is deemed in the best interests of the congregation, with the approval of the Bishop, the Standing Committee and the Governing Body of the congregation, title to property used by a congregation may be transferred to it. Such approval may be subject to conditions. Prior to any transfer of title to a congregation, the congregation shall be incorporated under the laws of the State of Michigan and shall provide the documentation required by these Canons.

3.4.2 Acquisition. A congregation shall obtain the consent and approval of the Bishop and the Standing Committee prior to acquiring any interest in real property.

3.4.2.1 Location. Subject to the notice requirements of these Canons, the site of a new location for a congregation shall not be established, or the site of an existing congregation changed, without the prior consent of the Bishop and the Standing Committee.

3.4.2.1.1 Notice. Before seeking consent by the Bishop and the Standing Committee, a congregation seeking to establish a new location or change locations shall notify the members of the clergy in charge and the Governing Bodies of all congregations located within a five (5) mile radius of the proposed location, and if there are none, to each of the three congregations whose places of worship are nearest to the proposed location. Notice shall include the site of the new location and provide not less than sixty (60) days for the members of the clergy in charge and Governing Bodies of each notified congregation to respond or present objections and comments.

3.4.3 Construction, Alteration and Improvement of Congregational Facilities. A congregation shall not begin construction of any new facility or permanent improvements to, or alteration (not including normal maintenance, remodeling and redecorating) or enlargement of any existing facility belonging to the congregation without the prior approval of the Bishop and the Standing Committee. Prior to seeking approval, the Governing Body of shall obtain the approval of the

congregation. Plans for construction or alteration shall be submitted to the Standing Committee or a committee designated by it for review and approval. The term “facility” includes churches, parish or other meeting halls, rectories and housing, schools, and buildings used by the congregation.

3.4.3.1 Demolition. Congregational facilities shall not be demolished, removed, taken down or otherwise disposed of without the prior consent of the Bishop and the Standing Committee. Prior to seeking consent, the Governing Body shall obtain the approval of the congregation.

3.4.4 Encumbrance. A congregation may not encumber its interest in real property without the prior consent of the Bishop and the Standing Committee. Prior to seeking consent, the Governing Body shall obtain the approval of the congregation.

3.4.4.1 Refinancing of Encumbrances. A congregation may refinance an encumbrance securing indebtedness previously approved by the Bishop and the Standing Committee without the consent of the Bishop and the Standing Committee, or the congregation, if the indebtedness is not increased, the collateral is not changed, and the amount financed or the rate of interest is not increased; or the maturity date advanced to a date sooner than the refinanced encumbrance.

3.4.4.2 Statements of Account. When a congregation encumbers property, it shall, within thirty (30) days of doing so, prepare and furnish to the Bishop and the Standing Committee copies of the lien or mortgage and any note. On or before January 31 of each year, the Governing Body shall provide to the Bishop and the Standing Committee a statement showing all terms and conditions of the encumbrance, including original principal amount, rate of interest, payment amount, maturity date of the indebtedness; the amount of principal and interest paid and the dates of all payments made during the preceding calendar year, and the beginning and ending principal balances, together with the name and address of the lender, mortgagee or lien holder.

3.4.5 Alienation and Transfer. A congregation shall not alienate (which includes convey, transfer legal or equitable title or a possessory interest therein, lease, sell and give) personal property with a fair market value of \$10,000.00 or more and any interest in real property without the prior consent of the Bishop and Standing Committee. Prior to seeking consent, the Governing Body of shall obtain the approval of the congregation at a duly called meeting.

3.4.6 Insurance. A congregation shall maintain adequate insurance coverage on all of its property, both real and personal, against hazards and liability in minimum amounts as may be required by Diocesan policy. An inventory of all personal property and its value shall be taken and kept current by the Governing Body of a congregation, with a copy retained off-site. Congregations that do not purchase such insurance through Church Insurance Company of Vermont, or its successor, shall provide the Diocese a copy of the declarations page from its policy by September 1st of each year, verifying that coverage meets at least the minimum amount required by Diocesan policy.

3.4.7 Management, Maintenance and Administration. The Governing Body shall be responsible for the proper and timely management, maintenance and administration of all property of a congregation.

3.4.8 Use. As provided by the Canons of the General Convention and these Canons, for the purposes of the office and for the full and free discharge of all functions and duties pertaining thereto, the member of the clergy in charge of the congregation shall at all times be entitled to the use and control of the property and facilities of the congregation, including all appurtenances and furnishings, and have access to all records and registers maintained by or on behalf of the congregation.

IV. GOVERNANCE OF CONGREGATIONS

4.0 Congregational Governance, Generally. Congregations shall be governed and administered by the appropriate Governing Body and by the member of the clergy in charge, who shall work together for the good of the congregation, Diocese and wider Church. The members of the Governing Body are stewards of their congregation's property and lay spiritual leaders of its mission and ministry. Bylaws of a congregation may provide for additional, but not lesser, requirements than are provided by these Canons, and any provision of the bylaws that contradicts the Canons of the General Convention or of this Diocese shall be null and void. Standard business methods as required by the Canons of the General Convention, and, as applicable, the procedures and controls recommended in *The Manual of Business Methods in Church Affairs* (the then-current edition, as it may be amended from time to time) or other resources recommended by the TEC from time to time shall be observed in all actions of the congregation and its Governing Body. Action requiring consent of or vote by a congregation under these Canons shall be taken at an annual or special meeting of the congregation, as may be appropriate, and all such meetings shall be called, convened and conducted as provided in these Canons. The rules contained in *Robert's Rules of Order Newly Revised* (the then-current edition, as it may be amended from time to time) shall govern meetings of congregations and Governing Bodies in all cases to which they are applicable and in which they are not inconsistent with these Canons or such other rules of order as are authorized by the bylaws of the congregation.

4.1 Meetings of Congregations. All recognized congregations shall hold and conduct meetings as specified in these Canons.

4.1.1 Organizational Meeting. Promptly upon notification of recognition as a congregation or as a Parish, the congregation shall hold an organizational meeting, called by any three (3) or more persons who signed the petition for recognition. Notice of the meeting shall be given by one or more of those persons to all who signed the petition and to any other interested persons, personally or by mail or electronic communication to the member of the clergy in charge and all members of the Governing Body, and posted in a publication of the congregation published in advance of the meeting and in a prominent place in the church building or other place of worship.

4.1.1.1 Purpose of Organizational Meeting. At the organizational meeting, the organizational documentation as submitted to the Diocese shall be approved and provisions made for signing and filing it with the appropriate governmental authorities. In addition, members of the Governing Body and, if appropriate, delegates to Convention of the Diocese shall be elected as provided in these

Canons, and other business may come before the meeting as provided in the notice of the meeting.

4.1.1.2 Voting. All persons who signed the petition for admission shall be entitled to vote at the organizational meeting. In addition, all other persons who are sixteen (16) years of age or older and are baptized shall be entitled to vote, if they sign a declaration signifying their intention to become adult communicants in good standing in the congregation and accepting the terms of the petition and organizational documentation. The declarations are to be kept with the minutes of the meeting. A majority of all votes cast shall be necessary to approve any action or elect any person. A quorum shall be fifty percent (50%) of the number of persons required by these Canons to form and seek recognition as a congregation.

4.1.1.3 Presider and Officers. The member of the clergy in charge of the congregation shall preside at the organizational meeting. If there is no member of the clergy in charge, or in the absence of the member of the clergy in charge, those entitled to vote shall choose from their number a person to preside at the organizational meeting. The person presiding shall appoint a secretary and two judges of election. The judges shall not permit any unqualified person to vote; and shall canvass the vote and shall declare the results.

4.1.1.4 Records and Minutes. A full record and minutes of the meeting, including copies of all documents submitted to the Diocese and all other organizational documents, shall be kept by the Secretary of the meeting as part of the congregation's records and available for inspection. The Secretary shall send a copy of the record and minutes to the Office of the Bishop.

4.1.2 Annual and Special Meetings. Annual meetings of a congregation for business purposes shall occur during the month of January, at a time and place established by the bylaws or at such place of common access to all adult communicants as provided by notice of the meeting. Once convened, the meeting may be recessed from time to time, as determined by a vote of those in attendance at the meeting. Special meetings of a congregation may be called by the congregation's Governing Body, the wardens or the member of the clergy in charge, or upon written petition signed by ten percent (10%) of the voting communicants in good standing of the congregation presented to the secretary of the congregation, who shall call for the meeting. A special meeting shall be convened within thirty (30) days after the call for the meeting.

4.1.2.1 Notices. Public notice of the call of, and the time and place for, the annual meeting and any special meeting of the congregation shall be published by the Governing Body, wardens or the member of the clergy in charge at all services on not less than two (2) Sundays immediately preceding the meeting, and shall be given personally or sent by mail or electronic communication to all members of the congregation, the member of the clergy in charge and all members of the Governing Body; and posted in a publication of the congregation issued in advance of the meeting, and posted in a prominent place in the church building or other place of worship. Notice of a special meeting shall include the object or purpose of the meeting. The Order of Business for all meetings of a congregation shall be published and made available with the notice of the meeting.

4.1.2.2 Presider. The member of the clergy in charge of the congregation shall preside at all meetings of the congregation. The member of the clergy in charge may designate a member of the Governing Body to preside at any meeting. The presider may require that any motion be presented in writing.

4.1.2.3 Membership Roll and Quorum. Not less than sixty (60) days prior to any annual or special meeting, the Governing Body, in consultation with the member of the clergy in charge, shall cause to be prepared and made available a list of adult communicants in good standing eligible to vote. A minimum of ten per cent (10%) of the number of adult communicants in good standing as reported in the Parochial Report for the year prior to the date of the meeting shall constitute a quorum.

4.1.2.4 Voting. An adult communicant who has been a communicant in good standing of his/her congregation for not less than six (6) months shall be eligible to vote at annual or special meetings of the congregation. An adult communicant in good standing who has been a member of his/her congregation for not less than six (6) months shall be eligible for election or appointment to any office in his/her congregation or in the Diocese, to the extent permitted by the laws of the State of Michigan. A majority of those present shall be needed to take any action or to elect, unless a greater number is required in these Canons or in the bylaws of the congregation.

4.1.2.5 Records and Minutes. A full record and minutes of the meeting shall be kept by the secretary of the Governing Body, or such other person as may be designated by the presider, and shall be kept in the records of the congregation.

4.1.2.6 Articles of Incorporation and Bylaws. At any annual meeting, or at a special meeting called for that purpose, a congregation may amend the Articles of Incorporation of a Parish and/or the bylaws of the congregation as may be deemed necessary for the management of the temporal matters of the congregation, by a vote of two-thirds majority of those present and voting. The Articles of Incorporation and the bylaws shall be in conformity with the Constitution and Canons of the Diocese, and in conformity with the laws of the State of Michigan. Written notice of any action that adopts or amends the Articles of Incorporation and/or the bylaws shall be given in the manner provided in these Canons not less than thirty (30) days prior to any annual or special meeting at which that action will be considered. This notice shall be in addition to public notice given at all regular services on not less than two (2) Sundays as provided in these Canons. Notice may also be provided by mail or electronic communication to the members of the congregation.

4.2 Governing Body of Congregations. The Governing Body of a congregation shall manage the temporal and business affairs and the property of the congregation in accordance with these Canons.

4.2.1 Governing Bodies, Generally.

4.2.1.1 Qualifications for Election. To be eligible for election or appointment to the Governing Body of a congregation, a candidate must be an adult communicant in good standing in the congregation and eligible to vote. No employee of the congregation, and no member of the clergy without a written

exemption from the Bishop, given with the advice and consent of the Standing Committee, may serve as an elected or appointed member of its Governing Body.

4.2.1.2 Number and Classes; Terms. The bylaws of the Congregation shall provide for the number of members on the Governing Body, which shall be not fewer than six (6) and not more than fifteen (15) members. The term of membership on the Governing Body is three (3) years, expiring at an annual meeting. The first Governing Body shall have three classes of equal numbers, one of which classes shall hold office for one (1) year, another class for two (2) years, and a third class for three (3) years.

4.2.1.2.1 Terms, Bylaw Provisions. The bylaws of a congregation may provide for terms of fewer than three (3) years for all members if at least six (6) members are elected for three (3) year terms; in which case, any additional number up to the maximum number may serve for terms of fewer than three years.

4.2.1.3 Election of Governing Body. A number of members sufficient to fill all vacancies on the Governing Body of the congregation shall be elected by the adult communicants in good standing of the congregation at the annual meeting or at a special meeting called for that purpose, as provided by these Canons and by the bylaws of the congregation. The bylaws may provide for a nomination process. Election shall be by a vote of the majority of those qualified members present and voting. Members elected to the governing body serve until the election of their successors. At any meeting at which members of the Governing Body are elected, the wardens, when present, shall be judges of the election, shall present the slate of qualified candidates, shall not permit any unqualified person to vote, shall canvass the vote and shall declare the results. The wardens may appoint other qualified members to assist as judges of the election.

4.2.1.4 Vacancies. All vacancies occurring in the Governing Body between annual meetings shall be promptly filled by the remaining members of the Governing Body at any meeting of the Governing Body, and the person so appointed shall hold office for the unexpired term of the predecessor. Any person so appointed shall meet the qualifications for election to the Governing Body.

4.2.1.5 Limitation on Term of Office. A member of the Governing Body is not eligible for re-election or appointment to the Governing Body until the annual meeting next following the expiration of the current term of office. A person appointed to serve as the result of a vacancy shall be eligible for election to a term upon the expiration of the current term of office; provided, however, that a person may not serve more than six (6) consecutive years without a one (1) year hiatus. In the event that a qualified member cannot be found to stand for election after exhausting the list of members, the Governing Body may appoint for one year a person who by this Canon would otherwise be ineligible for the term to be served.

4.2.2 Organization of Governing Body; Officers. As soon as practical after the annual meeting, or a special meeting preceding it, at which members were elected to the Governing Body, and in any event within fifteen days of election, its members shall hold an organizational meeting at which they shall elect or appoint officers, as provided below. A person may not hold more than one office. A person may serve

in an office other than warden, as prohibited by Canon 4.4.4.2 and/or be a member of the Governing Body, but shall be required to recuse him/herself from all decisions regarding the compensation and benefits of any lay employee who is his/her spouse, child, parent, sibling or domestic partner.

4.2.2.1 Wardens, Number and Election. The members of the Governing Body shall elect from their members two (2) persons to serve as wardens, who shall fairly divide the duties of the two offices and perform such other duties as may be designated by the Governing Body or the member of the clergy in charge. In the event of the absence or disability of one warden, the duties shall be performed by the remaining warden. In the event of any vacancy in the office of wardens, the Governing Body shall elect a successor to fill such vacancy, within fifteen (15) days of notice of vacancy.

4.2.2.1.1 Duties of Wardens. The wardens, in concert with the Governing Body, shall:

- (a) Cooperate with, assist and advise the member of the clergy in charge to develop and maintain a climate and environment of mutual ministry, trust and honesty within which the congregation will be provided with effective leadership for the furtherance of its mission.
- (b) Cooperate with, assist and advise the member of the clergy in charge to identify and hear the concerns of the congregation and to communicate to the congregation, and resolve, as necessary, those concerns of congregational leadership.
- (c) Cooperate with, assist and advise the member of the clergy in charge to preserve order and decorum in and around the Church on all occasions.
- (d) Assist and advise in the discharge of the duties of the clergy as may be designated and requested by the member of the clergy in charge, and in all matters, act as chief stewards and spiritual lay leaders of the congregation.
- (e) Preside at all meetings of the Governing Body or the congregation in the absence, or at the request, of the member of the clergy in charge.
- (f) Perform and exercise the temporal duties and powers of the clergy in the absence of a member of the clergy in charge, as provided by these Canons.
- (g) Perform any and all other duties as may be specified by the Canons of the General Convention, the Canons of this Diocese and the bylaws of the congregation.

4.2.2.2 Other Officers, Selection or Appointment; Duties. The members of the Governing Body shall select or appoint not less often than annually from members of the congregation, who may but do not need to be members of the Governing Body, a secretary and a treasurer; and may elect other officers as the members deem necessary. If the secretary, treasurer and other officers are not members of the Governing Body, they shall be entitled to attend meetings of the Governing Body to serve *ex officio* with voice and without a vote.

4.2.2.2.1 Secretary. The secretary, or a clerk, shall provide for the keeping of minutes of all proceedings of the Governing Body and meetings of the

congregation; for the maintenance and availability of an accurate roll of the membership of the congregation; for the preservation all records, documents and papers of the congregation not required to be maintained by any other person or officer; and shall deliver such records to any successor in office. The secretary serves as the secretary of the congregation. Unless another member of the Governing Body is otherwise authorized by resolution of the Governing Body, the secretary, or clerk, shall sign all reports and corporate documents, and shall attest to all public acts of the Governing Body as may be required by law or Canon. The secretary shall perform such other duties as may be provided in the bylaws or assigned by the Governing Body. The Governing Body may appoint a recording secretary or clerk for purposes of taking and keeping minutes of all proceedings of the Governing Body, who does not need to be a member of the Governing Body and who may not exercise or perform the legal duties of the secretary.

4.2.2.2.2 Treasurer. The treasurer shall account for the receipt of all monies collected by or on behalf of the congregation, and shall make all disbursements as approved by the Governing Body, and maintain accurate records of all receipts and disbursements. The treasurer shall perform all duties of office and be bonded in accordance with the business methods in church affairs as established from time to time by the Canons of the General Convention and the Diocese. The treasurer of each congregation shall present a monthly written financial accounting of the affairs of the congregation to the Governing Body; shall present an annual written report to the annual meeting of the congregation; and timely provide the necessary information and assist in the preparation of the Parochial Report, or any similar report required by the Canons of the General Convention. The treasurer shall perform such other duties as may be provided in the bylaws or assigned by the governing body.

4.2.2.2.3 Other Officers. The Governing Body may appoint, hire or otherwise select such other officers and assistants as it may deem necessary for the performance of its duties, which may include a recording secretary, a financial secretary, assistant treasurers, tellers, and others, and who need not be elected members of the Governing Body. The duties of the officers shall be determined by the Governing Body or the bylaws of the congregation.

4.3 Meetings of Governing Body. Meetings of the Governing Body may be scheduled or called by the member of the clergy in charge, or by the wardens, or by written request of one-third (1/3) of the Governing Body. Notice of a meeting shall be given by notice personally or by mail or electronic communication to the member of the clergy in charge and all members of the Governing Body, and posted in a publication of the congregation published in advance of the meeting and in a prominent place in the church building. Notice may be waived by the member of the clergy in charge and by the members of the Governing Body. If the bylaws of the congregation so provide, meetings may be held by any means that permits all persons participating in the meeting to communicate with all other persons participating in the meeting, including meeting in person, conference call, or other means of remote communication; and action taken may be recorded by consent resolution signed by members voting.

4.3.1 Regular Meetings. Regular meetings of the Governing Body of the congregation shall be held not fewer than six (6) times throughout the year between annual meetings.

4.3.2 Special Meetings. Special meetings of the Governing Body may be called by the member of the clergy in charge, or by the wardens, or by one-third (1/3) of the members of the Governing Body upon giving not less than five (5) days notice personally or by mail or electronic written communication to the member of the clergy in charge and all members of the Governing Body. Notice of a special meeting shall include the object or purpose of the meeting and the order of business. Notice may be waived by the member of the clergy in charge and by the members of the Governing Body.

4.3.3 Presider. The member of the clergy in charge shall preside at all meetings of the governing body, or may designate a member of the Governing Body to preside at any meeting. In the absence of the member of the clergy in charge, one of the wardens, or a member of the Governing Body chosen by the wardens, shall preside. The member of the clergy in charge shall have no vote at the meeting except when presiding, and only in the case of a tie vote.

4.3.4 Quorum. A majority of the members of the Governing Body shall constitute a quorum.

4.3.5 Absences and Removal. In the event that any member of the Governing Body shall be absent from the regular meetings for a period of three (3) consecutive months, or shall be absent for three (3) meetings out of six (6) consecutive meetings, the remaining members of the Governing Body may, with the advice and consent of the member of the clergy in charge, remove the absent member from office and appoint a qualified successor to fill the unexpired term. If the congregation is without a member of the clergy in charge, the advice and consent of the Bishop, or other person designated by the Bishop, must be obtained before such action is taken.

4.3.6 Records and Minutes. Records and minutes of any meeting of the Governing Body shall be kept by the Secretary, or other person designated to do so. All records and minutes shall be kept with the congregation's records and shall be available for inspection.

4.4 Duties of Governing Body. The Governing Body of a congregation shall be responsible for the care and management of all of the temporal affairs of the congregation and to the extent necessary, the worship and spiritual life of the congregation, as required by these Canons, the Canons of the General Convention of the Episcopal Church and applicable state, local or federal law.

4.4.1 Duties Generally.

4.4.1.1 Temporal Matters. The Governing Body, subject to requirements for particular types of congregations, shall be responsible for care and management of the property and assets of the congregation; and relations with clergy, administration of the congregation's finances, the election of wardens, appointment of other officers, hiring of employees as otherwise provided by these Canons, supervision of volunteers, maintenance of records, preparation of an annual budget of the congregation, and shall generally govern the congregation as required by applicable law and canons.

4.4.1.1.1 Legal Representatives of Parishes. Except as provided by state or Diocesan law, the Vestry of a Parish shall be agents and legal representatives

of the Parish in all matters concerning its corporate property and the relations of the Parish to its clergy. All instruments, contracts and legal documents shall be signed in the corporate name by a Warden and the Secretary or Treasurer, unless, by resolution of the Vestry, one of them or some other member or members of the Vestry are authorized as the signatories. Members of the clergy are not the legal representatives of a Parish; and have no authority legally to bind a Parish unless authorized by resolution of the Governing Body.

4.4.1.1.2 Business Methods. Every congregation and organization within it shall observe standard business methods as required by Canons of the General Convention, and, as applicable, procedures and controls recommended in the current edition of *The Manual of Business Methods in Church Affairs* (the then-current edition, as it may be amended from time to time) or other resources recommended by the Canons of the General Convention from time to time.

4.4.1.2 Worship and Spiritual Matters. The Governing Body of a congregation shall, to the extent appropriate and necessary, assist the clergy in worship and as spiritual leaders of the congregation. In the absence of clergy, the Governing Body shall make provision for the conduct of public worship and the pastoral needs of the congregation.

4.4.1.3 Relations with Clergy. The Governing Body shall, except as otherwise provided by these Canons, be responsible for the relations of the congregation with its member(s) of the clergy, and to that end, shall as required provide for maintenance and compensation (including the funding of pension obligations) of clergy; assure that there is adequate opportunity for clergy self-care and renewal; and otherwise fulfill the letter of agreement between the member of clergy and the congregation, In the event of disability or conflict, the Governing Body shall be responsible for seeking assistance or resolution from the Ecclesiastical Authority.

4.4.1.3.1 Filling Vacancy. Whenever a Parish is without a member of the clergy in charge, the Governing Body shall fill such vacancy according to the Canons of the General Convention and these Canons; provided, however, that no election of and call to a member of the clergy may be made unless and until all requirements of the Church Pension Fund in that congregation shall be paid in full, and the current diocesan policy on compensation and benefits have been met.

4.4.1.3.2 Clergy Transition, Other Congregations. Whenever a recognized congregation shall be without a member of the clergy in charge, the Governing Body shall consult with the Ecclesiastical Authority for appointment of a successor member of the clergy in charge.

4.4.1.4 Delegates to Convention. The Governing Body shall select lay delegates to Conventions of the Diocese if lay delegates are not elected by the congregation.

4.4.2 Records. The Governing Body shall be responsible for the maintenance and filing of all required and appropriate records as may be required by law or

Canon. The member of the clergy in charge shall at all times have access to all records and registers maintained by or on behalf of the congregation.

4.4.2.1 Parish Register. The Governing Body shall assist the clergy in the maintenance of the Parish Register, and assure its accuracy. As required by canon, the Governing Body shall present the Parish Register to the Bishop or the representative of the Bishop at every visitation.

4.4.2.2 Annual Parochial Report. The Governing Body shall, with the member of the clergy, prepare, approve and timely file the Annual Parochial Report as required by the Canons of the General Convention and this Diocese; and to assure the accurate maintenance of the appropriate records required for such report, and shall assist in the maintenance of an accurate list of membership of the congregation.

4.4.2.3 Annual Corporate Report. The Governing Body shall prepare and timely file such annual corporate reports and records as may be required by the State of Michigan, and such reports shall be signed by one of the Wardens and the Secretary.

4.4.2.4 Minutes and Other Records. The Governing Body shall make provision for the maintenance of the corporate minutes and records of other proceedings by the Secretary, or Clerk, and for such other property and business records as may be required by law or canon, including but not limited to employee records, tax records, property records, memorial and trust documents, municipal and governmental permits, and historical records. Records shall be available for inspection.

4.4.2.5 Corporate Records. The Governing Body shall make provision for the maintenance of all necessary corporate records, including but not limited to a current copy of the bylaws of the congregation, corporate reports, corporate minute book, and membership lists.

4.4.2.6 Insurance Policies and Records. The Governing Body shall make provision for the maintenance of all records required by any insurance carrier or provider, and shall maintain an accurate inventory of all corporate property and its condition on an annual basis.

4.4.3 Finance.

4.4.3.1 Accounts. The Treasurer of the congregation and of each organization in the congregation shall provide a written annual report of funds to the annual meeting of the congregation.

4.4.3.2 Audit of Accounts. All accounts of every congregation, including clergy accounts and accounts of all organizations in a congregation, shall be audited annually (based on calendar year) by an independent certified public accountant or such audit committee or process as shall be authorized by Diocesan Council. The annual audit report shall be filed with the Treasurer of the Diocese not later than September 1 of the calendar year following the end of the annual period audited; and shall be available for public inspection, including by any member of the congregation.

4.4.3.3 Clergy Discretionary and Other Funds. Clergy discretionary funds and other funds under the direct control of a member of the clergy are church-owned accounts. Money in these accounts shall be disbursed by the clergy in keeping with purpose(s) for which said funds were established. The accounts shall be maintained and administered in the manner described in the *Manual of Business Methods in Church Affairs* (the then-current edition, as it may be amended from time to time) or other materials authorized by the Canons of General Convention, and in Diocesan policy; and, like other church accounts, shall be subject to annual audit.

4.4.3.4 Accurate Payrolls. The Governing Body shall be responsible for accurate computation and payment of payroll for clergy and lay employees.

4.4.3.5 Indebtedness. Subject to these Canons the Governing Body of a congregation shall have the authority to incur indebtedness on behalf of the congregation, provided, however, a congregation shall not have the authority to create or incur any liability on behalf of or against the Bishop or the Diocese. Any indebtedness shall require the prior written consent of the Bishop and the Standing Committee and the approval of the congregation, except as follows:

4.4.3.5.1 Refinancing. The Governing Body of a congregation may refinance an encumbrance securing indebtedness without the consent of the Bishop and the Standing Committee, or the congregation, if the indebtedness is not increased, the collateral is not changed, and the amount financed or the rate of interest is not increased; or the maturity date is advanced to a date sooner than the refinanced encumbrance.

4.4.3.5.2 Capital Repairs and Maintenance. With the prior approval of the congregation, the Governing Body of an incorporated congregation may finance indebtedness for capital repairs, maintenance and improvements of its property, and replacements of and additions to real estate and equipment, where the amount of such indebtedness, plus all other debts and obligations already existing, does not exceed fifty per cent (50%) of the average annual receipts of the congregation during the previous three years. In computing "receipts" under this section, all endowments, bequests, designated receipts and restricted funds shall be excluded.

4.4.3.5.3 Current Expenses. With the prior approval of the congregation, the Governing Body of an incorporated congregation may finance indebtedness for current expenses where the amount of such indebtedness, plus all other debts and obligations for current expenses already existing, does not exceed twenty per cent (20%) of the total current receipts of the congregation for the preceding year. Payment for all indebtedness for current expenses shall be provided for in the budgets for the next two (2) years with the reasonable expectation of payment in full from the projected receipts for that period. In computing "receipts" under this section, all endowments, bequests, designated receipts and restricted funds shall be excluded.

4.4.3.5.4 Unincorporated Congregations. An unincorporated congregation shall not have the authority to incur indebtedness or other obligation or liability in excess of the sum of Ten Thousand Dollars (\$10,000.00), other than the obligation for the compensation of its clergy, without the prior written

consent of the Bishop and the Diocesan Council and the approval of the congregation.

Whenever a congregation incurs indebtedness, it shall, within thirty (30) days of doing so, prepare and furnish to the Bishop and the Standing Committee copies of any note, financing statement, lien or other security or payment agreement. On or before January 31 of each year, the Governing Body shall provide to the Bishop and the Standing Committee a statement showing all terms and conditions of the indebtedness, including original principal amount, rate of interest, payment amount, maturity date of the indebtedness; the amount of principal and interest paid and the dates of all payments made during the preceding calendar year, and the beginning and ending principal balances, together with the name and address of the lender, mortgagee or lien holder.

4.4.4 Relations with Layperson Employees, Generally. The relationship between the Governing Body and a layperson hired by the congregation is that of employer and employee or independent contractor. The employer of all laypersons hired by the congregation shall be the Governing Body, which alone shall have authority to determine compensation and benefits. The Governing Body shall provide compensation and benefits to all employees in accordance with the compensation and benefit policies adopted, and from time to time amended, by the Diocese and required by applicable law. It is expected under ordinary circumstances that all staff of a congregation is under the general supervision of the member of the clergy in charge except as otherwise agreed between the member of the clergy in charge and the Governing Body.

4.4.4.1 Background Investigation. The Governing Body shall inform itself about laypersons proposed for employment for positions involving regular contact with, or supervision of, persons aged 17 years or younger, including background investigations sufficient to satisfy reasonable inquiry about the person's character and fitness for the position. Any person who is to be considered for employment shall consent in writing to such background investigation, as the Governing Body shall deem appropriate as a condition for consideration for employment.

4.4.4.2 Paid Staff and the Governing Body. A layperson employee of a congregation may not serve as an elected or appointed member of the Governing Body. If a member of the Governing Body is also a member of the immediate family (defined as parent, child, sibling, spouse or domestic partner) of a layperson employee, then that member of the Governing Body may not participate in any decision regarding hiring, termination, compensation, or other matters pertaining to the layperson employee's relationship with the congregation. A person may not serve as senior or junior warden while a member of the immediate family is a layperson employee.

4.4.4.3 Outside Assistance. The Governing Body alone shall have authority to retain the services of lawyers, certified public accountants, financial planners, and other outside professionals whose counsel may be required to fulfill the Governing Body's legal and fiduciary responsibilities. The Governing Body shall be responsible for payment of any fees occasioned by such use of outside professional assistance from congregational funds.

4.4.5 Volunteers. All persons who serve as volunteers in support of the ministry of the congregation shall be under the supervision of the member of the clergy in charge or of the Governing Body, in the same manner as is provided in these Canons regarding employees.

4.4.5.1 Volunteer Youth Workers. No person shall be permitted to have any role as a volunteer in Christian education for persons 17 years of age or younger, or to supervise any youth group or youth activity sponsored by the congregation, until that person has established a pattern of regular attendance at worship, and regular participation in adult activities, for a period of not less than six (6) months.

4.4.5.2 Background Investigation. The Governing Body shall inform itself about laypersons volunteering for positions involving regular contact with, or supervision of, persons aged 17 years or younger sufficiently to satisfy reasonable inquiry about the person's character and fitness for the position. The Governing Body shall obtain consent in writing to such background investigation, as the Governing Body shall deem appropriate as a condition for consideration for such service.

4.4.6 Policies Concerning Abuse and Harassment. The Governing Body shall be governed by, and shall comply with, those policies and procedures of the Diocese for prevention of child abuse and sexual harassment, being mindful that once such policies and procedures are adopted, failure to implement and follow these policies and procedures may create serious legal liability. All persons, whether employees, independent contractors or volunteers, whose work will involve regular contact with, or supervision of, persons aged 17 years or younger shall receive exploitation and sexual abuse prevention training approved by the Diocesan Council, and sign the commitment to adhere to the policies of these programs as a condition for employment or engagement.

V. MINISTRY

5.0 Ministry, Generally. Ministry is service rendered in the Name of our Lord Jesus Christ, who declared himself a servant of all, and who shares his servanthood with all members of the Church. Thus the Church's ministers are laypersons and members of the clergy, bishops, priests and deacons. The Canons of the General Convention provide broadly for ministry of all baptized persons. This Article of these Canons supplements and implements the Canons of the General Convention.

5.1 Members of the Clergy. Each congregation shall be in the charge of a member of the clergy, and may be served by and minister through other members of the clergy.

5.1.1 Members of the Clergy in Charge. In the case of a Parish or a Parochial Mission, the member of clergy in charge is a Rector; in the case of a Diocesan Mission or Worshiping Community, it is a Vicar; in the case of an Academic Chaplaincy, it is a Chaplain; in the case of a congregation in leadership transition, it is an Interim Priest; in the case of a congregation in development or redevelopment, it is a Priest-in-Charge; and in the case of a congregation served by a total ministry team, it is the total ministry team, or one or more of its members designated by the total ministry team as "in charge." Each of such clergy is referred to in these Canons

as the “member of the clergy in charge.” The Bishop shall exercise oversight authority in all congregations without a member of the clergy in charge.

5.1.2 Other Members of the Clergy.

5.1.2.1 Assistant Clergy. Assistant members of the clergy shall be selected by the member of the clergy in charge in the manner provided by the Canons of the General Convention, with the approval of the Ecclesiastical Authority and of the Governing Body of the Congregation and shall serve under the authority and direction of the member of the clergy in charge.

5.1.2.2 Deacons. Deacons pursue their ministry under the direction and supervision of the Bishop, as provided by the Canons of the General Convention. A deacon may be assigned to a congregation by the Bishop, and, with respect to his/her ministrations within the congregation, the deacon shall serve under the direction of the member of the clergy in charge.

5.1.2.3 Supply Clergy. Under the direction and supervision of the Bishop, supply clergy provide occasional sacramental and pastoral services to a congregation in the absence of the member of the clergy in charge, and shall be compensated in accordance with the policies established by the Diocesan Council and/or the Office of the Bishop.

5.1.2.4 Associated Clergy. Members of the clergy may be invited by a member of the clergy in charge to serve within that congregation, and, when doing so, shall serve at the pleasure, and under the direction and supervision, of the member of the clergy in charge.

5.1.2.5 Ministry Team. In congregations served by a total ministry team the functions normally performed by the member of the clergy in charge and/or assistant clergy are distributed among the members of a ministry team composed of clergy and laypersons, all of whom serve under the pastoral oversight of the Bishop.

5.2 Relations with Clergy, Generally. The relationship between a congregation and clergy is approved by the Ecclesiastical Authority and governed by the Canons of the General Convention and the Canons and policies of this Diocese.

5.2.1 Letters of Agreement. The mutual expectations and responsibilities of the member of the clergy in charge and of any assistant clergy, and of the Governing Body and congregation, shall be described in a letter of agreement, or covenant. A letter of agreement is intended to clarify the relationship between the parties, enhance their ministries, and avoid occasions for conflict. Any provision of a letter of agreement which is in conflict with the Canons of the General Convention or of this Diocese, or with diocesan policy, shall be null and void. Such letters and any amendments of them shall not be effective unless and until approved by the Ecclesiastical Authority.

5.2.2 Compensation and Benefits. The Governing Body of the congregation shall be responsible for compensating the member of the clergy in charge and assistant clergy in accordance with the compensation and benefit policies adopted, and from time to time amended, by the Diocese.

5.2.2.1 Inability to Follow Policy. If at any time the Governing Body is unable to compensate its clergy in accordance with diocesan policy, the wardens shall so notify the Ecclesiastical Authority, indicating the steps being taken to bring the clergy person's compensation into compliance with diocesan policies.

5.2.2.2 Annual Housing Resolution. As required under federal income tax laws and regulations, prior to the beginning of each fiscal year a member of the clergy shall determine that portion of his/her compensation to be considered "housing and utility allowance" for tax purposes, and this determination shall be incorporated into a resolution adopted by the Governing Body and made a part of its corporate minutes.

5.2.3 Conflict. Because conflict within a congregation may undermine the pastoral relationship or inhibit the congregation's ministry, both the member of the clergy in charge and the wardens shall be responsible for seeking intervention by the Ecclesiastical Authority, in the same manner as is provided for in Canons of the General Convention.

5.2.3.1 Dissolution. If any member of the clergy in charge or the Governing Body of a congregation desires a dissolution of the pastoral relation, and they cannot agree, either may proceed in the same manner as provided in the Canons of the General Convention.

5.3 Change in Clergy Leadership.

5.3.1 Notifications. When a member of the clergy in charge intends to resign, the member of the clergy shall promptly advise the Ecclesiastical Authority, and, as soon as practicable, shall notify the wardens and Governing Body of the congregation. Upon learning that the member of the clergy in charge intends to depart, the wardens shall independently notify the Ecclesiastical Authority, and shall make themselves available to the Ecclesiastical Authority and members of the Office of the Bishop to arrange for transition in clergy leadership.

5.3.2 Termination Arrangements. When a member of the clergy in charge announces his/her intention to resign, and is not under discipline, the member of the clergy, wardens and Governing Body shall agree, and commit to writing, as an amendment of the letter of agreement or as a new letter of agreement, arrangements that include the following:

- (a) effective date of the resignation;
- (b) amount and payment in full of terminal compensation, deferred and severance benefits, insurance premiums, pension contributions, and accumulated sick leave and vacation benefits, if any;
- (c) date for vacating church-provided housing, if applicable; and
- (d) plans for celebrating the ministry that is ending.

The wardens promptly shall deliver a copy of the proposed arrangements to the Ecclesiastical Authority for approval.

5.3.3 Interim Period. During the period following termination of the formal relationship of the member of the clergy in charge and the congregation and the calling or appointment of a new member of the clergy in charge (the "interim period"), the Ecclesiastical Authority and Governing Body of the Congregation shall work together to ensure that the unity and ministry of the congregation is

maintained, and that the congregation is prepared to receive a new member of the clergy in charge.

5.3.3.1 Arrangements for Clergy Services. The Office of the Bishop shall assist the wardens and Governing Body in their efforts to arrange for the services of supply, interim or other clergy in the interim period. When no member of the clergy is serving the congregation, the wardens shall arrange for pastoral care of parishioners, maintain the regular schedule of worship services, and assume those administrative functions normally exercised by the clergy.

5.3.3.2 After Resignation. The relationship between a congregation and its former clergy person(s) shall be defined in a policy developed by the Bishop in consultation with members of the clergy, and adopted by the Diocesan Council.

5.3.3.3 Interim Clergy. With respect to an interim period, the wardens, with the advice of the Governing Body shall consult with the Ecclesiastical Authority, or with members of the Office of the Bishop, regarding assignment to the congregation of an Interim Priest to serve as member of the clergy in charge during the interim period. When arrangements for interim ministry are made with a member of the clergy who is not a trained interim ministry specialist or an experienced interim clergy, that member of the clergy shall receive interim ministry training at an early date through an organization or training program approved by the Ecclesiastical Authority. The Interim Priest shall represent the Bishop's ministry, guide the congregation through the developmental steps associated with clergy leadership transitions, and prepare the congregation to receive a new clergy leader. Regardless of title, the Interim Priest shall exercise in full the authority of a rector, vicar, or chaplain, as the case may be, save only as to term of service. The Interim Priest shall not be a candidate for the position of permanent member of the clergy in charge of the congregation he/she serves. A congregation shall not exercise any right of termination of an Interim Priest prior to his/her normal and expected date of leave-taking until the wardens have consulted with, and received permission of, the Ecclesiastical Authority, which shall be conditioned on the congregation's compliance with diocesan policy in such matters.

5.3.3.4 Search. The wardens, with the advice of the Governing Body, shall consult with the Ecclesiastical Authority, or with members of the Office of the Bishop or Diocesan Office, prior to forming any group or committee responsible for a search for a new member of the clergy in charge. A search for new clergy shall be conducted in conformity with the Canons of the General Convention, and the Canons and policies of this Diocese.

5.3.3.5 New Member of the Clergy in Charge. In securing the services of a new member of the clergy in charge, the Governing Body shall proceed as follows:

5.3.3.5.1 Parishes. Upon completion of the search process, the Vestry shall forward the name(s) of the nominee(s) to the Ecclesiastical Authority as provided in the Canons of the General Convention. The Vestry, after consideration of any communication from the Ecclesiastical Authority at a meeting duly called and held for that purpose, may elect a Rector; and shall provide written notice of the election, signed by the wardens, to the

Ecclesiastical Authority, who shall ascertain that the member of the clergy has accepted the call, as provided by the Canons of the General Convention.

5.3.3.5.2 Priest-in Charge. After consultation with the Governing Body, the Bishop may appoint a Priest to serve as Priest-in-Charge of any congregation in which there is no member of the clergy in charge. In such congregations, the Priest-in-Charge shall exercise the duties of member of the clergy in charge as provided by the Canons of the General Convention and these Canons, subject to the authority of the Bishop.

5.3.3.5.3 Other Congregations. The Governing Body of congregations other than parishes shall consult with the Ecclesiastical Authority for the appointment of a new member of the clergy in charge as Priest-in-Charge, Vicar or Chaplain.

5.3.3.5.4 Call. A congregation may not call a new member of the clergy in charge unless and until all requirements of the Church Pension Fund of that congregation shall be paid in full, and the current requirements of diocesan policy on compensation and benefits have been met, with respect to all members of the clergy serving the congregation.

5.4 Ministry of Laypersons. The Sacrament of Holy Baptism obligates each member of the Church to be faithful in prayer and worship, resist evil, proclaim the Gospel, love and serve one's neighbors, and strive for justice and peace. This baptismal ministry is foundational, and all other ministries, lay and ordained, derive from it. Therefore, it shall be the responsibility of each individual Christian, assisted by the Bishop, Commission on Ministry, members of the clergy in charge, and congregations of this Diocese to provide for full expression of the ministry of all baptized persons.

5.4.1 Responsibilities of the Bishop. The Bishop, the Office of the Bishop, and other bodies and committees of the Diocese, as the Bishop may deem appropriate, shall provide for affirmation and development of lay ministries, making available to individuals and congregations resources for identification of gifts, training, and opportunities for service.

5.4.2 Responsibilities of the Commission on Ministry. The Commission on Ministry shall adopt policies and procedures for the cultivation of lay ministries, and shall set standards, as appropriate, for training, examination, determination of competence, licensing, and continuing education for those lay ministers identified in the Canons of the General Convention. The Commission may utilize the Board of Examining Chaplains, or may create other committees or communities, to assist in implementing its policies and procedures, as the Bishop and Commission may deem necessary. In its work the Commission shall give equal weight to lay and ordained ministry.

5.4.3 Responsibilities of the Clergy. The member of the clergy in charge of each congregation of this Diocese, and other clergy serving under the direction of the member of the clergy in charge, shall facilitate the discernment of gifts and opportunities for ministry on the part of lay members; provide or assist, as necessary, with training, licensing, and continuing education of lay ministers; and observe the provisions of the Canons of the General Convention which require that certain lay ministers be confirmed communicants in good standing. The member of the clergy in charge shall ensure that the lay order is fully represented in the

congregation's worship and ministry, and that youth and young adult communicants are made aware of the variety of lay and ordained ministries to which members of the Church may be called.

5.4.4 Responsibilities of Governing Bodies. The Governing Body of each congregation of this Diocese shall nurture and affirm the variety of lay ministries expressed in the congregation, and, at regular intervals, shall plan, implement, and evaluate the congregation's ministry with the local community, wider Church, and world.

VI. ECCLESIASTICAL DISCIPLINE

6.0 Title IV of General Canons. Those provisions of Title IV of the General Canons of The Episcopal Church that are applicable to the Diocese are hereby incorporated as part of this Title. To the extent, if any, that any of the provisions of this Title are in conflict or inconsistent with the provisions of Title IV of the General Canons of The Episcopal Church, the provisions of Title IV shall govern. This Title will take effect on July 1, 2011. Until that time, the terms of the prior Title VI of the Diocese of Michigan will continue in effect, and the terms of those elected or appointed to fill positions under that title will continue until June 30, 2011, or as long thereafter as may be needed to complete matters in process under the prior Title.

6.1 Diocesan Cooperation. The Episcopal Dioceses in Michigan have expressed a desire to cooperate in the ecclesiastical disciplinary process of any matter in any such Diocese, including the creation of a common Disciplinary Board and the sharing of other resources as deemed appropriate. This Title is intended to facilitate the participation of this Diocese in such cooperative efforts with those Episcopal Dioceses in Michigan that adopt similar local canons. When any General Canon of The Episcopal Church allows information be given to a Bishop, the only Bishop to whom such information may be given is the Bishop of the Diocese in which the Respondent is canonically resident. The venue of any proceedings shall be in the Diocese in which the Respondent is canonically resident.

6.2 Disciplinary Board. The Disciplinary Board shall consist of a minimum of four persons, two clergy and two lay, from each participating Diocese. In addition, the participating Dioceses will take turns selecting one additional clergy member. A member of the Standing Committee of any participating Diocese may not serve on the Disciplinary Board.

6.2.1 Selection of Members of Disciplinary Board. Members of the Disciplinary Board from this Diocese, sufficient to fill any upcoming vacancies, will be elected by the Annual Convention.

6.2.2 Terms. The terms of the initial members of the Disciplinary Board begin on July 1, 2011. At the first meeting of the Disciplinary Board after July 1, 2011, the members elected by each Diocese then participating will draw lots to determine one clergy member and one lay member elected by that Diocese who will serve until December 31, 2011. The remaining members will serve until December 31, 2012. Thereafter, each participating Diocese will select replacements for members of that Diocese whose terms will expire at the end of the year. Members so selected will serve a two-year term, each term to begin on January 1 following selection.

6.2.3 Successive Terms. Members may serve no more than two successive terms. If a member is elected or appointed to fill a vacancy involving a member from this Diocese, the term of the replacement member will be the unexpired term of the member being replaced, and the replacement member is eligible for election to a successive term.

6.2.4 Clergy Members. The clergy members of the Disciplinary Board must be canonically and geographically resident within the Diocese from which they are selected.

6.2.5 Lay Members. The lay members of the Disciplinary Board must be adult Communicants in Good Standing of a congregation in the Diocese from which they are selected, and must be geographically resident in that Diocese.

6.2.6 Vacancies. Vacancies on the Disciplinary Board will be filled as follows:

- (a) Upon the determination that a vacancy exists, the President of the Disciplinary Board shall notify the Bishop of the vacating member's Diocese of the vacancy and request appointment of a replacement member of the same order as the member to be replaced.
- (b) If the vacancy involves a member from this Diocese, the Bishop shall appoint a replacement Disciplinary Board member in consultation with the Standing Committee.
- (c) Persons appointed to fill vacancies on the Disciplinary Board must meet the same eligibility requirements as apply to elected members of the Disciplinary Board.
- (d) With respect to a vacancy resulting from a challenge, the replacement member will serve only for the proceedings for which the elected member is not serving as a result of the challenge.

6.2.7 President. As soon as practicable after January 1 of each year, but no longer than 60 days after January 1 of each year, the Disciplinary Board will meet and elect from its membership a President, who may be a member of the clergy or lay person, and who shall serve as President for a term of one year (until a replacement is elected).

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

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

6.3 Intake Officer. An Intake Officer will be appointed from time to time by the Bishop. 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.

6.4 Investigator. The Bishop will appoint one or more Investigator(s), as needed, in consultation with the President of the Disciplinary Board. Investigators may but need not be Members of the Church.

6.5 Church Attorney(s). The Bishops, with the consent of their Standing Committees, will appoint, as needed, one or more attorneys to serve as Church Attorney(s). The person(s) so selected must be a duly licensed attorney in the state of Michigan, but need not reside within the Diocese where the proceedings are to take place. Persons serving as a Church Attorney shall hold no other appointed or elected position provided for under this Title, and shall not include Chancellors or Vice Chancellors of either Diocese, members or employees of the same law firm, company or institution as a Chancellor or Vice Chancellor, or any person likely to be called as a witness in the proceeding. A Church Attorney may be removed for cause by the Bishop with the advice and consent of the Standing Committee.

6.6 Advisors. In each proceeding under this Title, the Bishop of the Diocese from which the proceeding arises shall appoint an Advisor for the complaining party and an Advisor for the Respondent. Persons serving as Advisors shall hold no other appointed or elected position provided for under this Title, and shall not include Chancellors or Vice Chancellors of either Diocese, members or employees of the same law firm, company or institution as a Chancellor or Vice Chancellor, or any person likely to be called as a witness in the proceeding. The complaining party and the Respondent are each free to engage an attorney at their own cost.

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

6.8 Records.

6.8.1 Record of Proceedings. Records of active proceedings before the Disciplinary Board, including the period of any pending appeal, shall be preserved and maintained in the custody of the Clerk, if there be one, otherwise by the Diocesan office in which the Respondent is canonically resident.

6.8.2 Permanent Records. The Bishops shall make provision for the permanent storage of records of all proceedings for clergy canonically resident in their respective Dioceses under this Title at the Diocese and the Archives of the Episcopal Church, as prescribed in Title IV of the General Canons of The Episcopal Church.

VII. AMENDMENTS

7.0 Amendments, Generally. The Canons of this Diocese may be amended as provided below, and shall be amended as necessary to conform to the Canons of the General Convention as adopted from time to time without necessity of formal action.

7.1 Proposed Amendments. Amendments, including additions, to the Canons to be proposed to a Convention shall be submitted to the Committee on Constitution and Canons (in this Title, the “Committee”) at least one-hundred twenty (120) days before the Convention at which they are to be considered, and the Committee shall file a report of such proposed amendments, together with its recommendations regarding adoption, with the Secretary of Convention not less than sixty (60) days before the date of such Convention. The Secretary shall furnish the text of the Committee’s report to the Members of Convention with other notices in advance of the Convention as required under these Canons.

7.2 Report of Proposed Amendments. The Committee shall report proposed amendments, and may make recommendations concerning them, as the first order of business of the Convention following organization of the Convention. No amendment of these Canons may be considered by the Convention unless the amendment is reported to the Convention by the Committee.

7.3 Adoption of Amendments. When any proposed amendment is before the Convention for consideration, changes or amendments to the proposal may be made by a majority vote before final action thereon, in the same manner as amendment to any motion unless the Members of Convention, by a favorable vote of two-thirds of the Members entitled to vote at such Convention adopt a special rule of order to consider the proposed amendment as a whole and without opportunity for amendment. No amendment of these Canons may be made without a favorable vote of two-thirds of the Members of Convention present, or, if the vote is by orders, by a majority vote of those present in each order.

7.4 Effective Date. Any amendment of these Canons shall not be effective with regard to the proceedings of or actions taken at the Convention at which such amendment was adopted. Unless the motion for adoption of an amendment requires otherwise, an amendment to these Canons is effective upon the close of business of the Convention at which adopted.

7.5 Captions, Paragraph Headings. The captions of Articles and the descriptive titles or headings of each section of these Canons are for reference purposes only, and not substance; and are not to be considered a formal part of the text of the Canons.