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CONSTITUTION AND CANONS

CONSTITUTION

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

ARTICLE I.

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

ARTICLE II.

The Constitution of The Episcopal Church is hereby acceded to and adopted, and its authority fully recognized and acknowledged.

ARTICLE III.

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

Sec. 2. Special meetings of the Convention, when necessary, may be called by the Bishop, or, in case of vacancy in the Episcopate, or the inability of the Bishop to act, from sickness, absence, or other cause, by the Standing Committee. At least thirty days' notice shall be given of the time and place of such meeting to all the clergy entitled to seats and to all Parishes and Missions entitled to representation. No other business shall be transacted than that for which such Convention was called.

ARTICLE IV.

The Convention shall be composed of the Clergy and Lay Delegates, constituting one deliberative body. All Presbyters and Deacons of The Episcopal Church canonically resident of this Diocese, and all Lay Delegates, shall be entitled to seats and votes in this Convention. Each Parish and each Organized Mission in union with this Convention shall

be entitled to representation in the Convention by Lay Delegates in such numbers as shall be prescribed by Canon; provided, no person under ecclesiastical censure or process shall be entitled to a seat in this Convention; and provided, that any Parish or Mission ceasing, in the judgment of the Convention, to function as such shall be suspended from representation therein; or, at the option of the Convention, any Parish which does not continue to fulfill the canonical conditions required for admission as a Parish, may be reduced to the status of a Mission. Provision shall be made by Canon for the adjudication of any cases arising hereunder.

ARTICLE V.

One third of all Clergy canonically resident in this Diocese and one third of all Lay Delegates entitled to seats and votes shall constitute a quorum for the transaction of business, but a smaller number may adjourn.

ARTICLE VI.

In all matters that shall come before the Convention the Clergy and Laity shall deliberate in one body and the concurrence of a majority shall give validity to any measure; but when two members require it, there shall be a vote by orders.

ARTICLE VII.

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

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

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

Sec. 4. In case the Episcopate be vacant or no member thereof be able to act for any cause whatsoever, the Convention shall be called to order by the President of the Standing Committee, who shall appoint from the

order of the Clergy an acting President, and the Convention shall be organized as provided by Canon.

ARTICLE VIII.

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

ARTICLE IX.

Sec. 1. A Standing Committee of eight (8) persons, four (4) Clergy*, at least two of whom shall be Presbyters, and all of whom have been Canonically resident and active in the Diocese for at least one year, and four (4) Confirmed Adult Lay Communicants in Good Standing in the Diocese, eighteen years of age or older and who have been resident and active in the Diocese for at least one year, shall be chosen by the Annual Convention.

Sec. 2. Not more than one Clergy and one Lay person from the same parish or mission shall be eligible to serve on the Standing Committee at the same time.

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

**Constitutional change allowing Diaconal participation on the Standing Committee passed on first reading at Fourteenth Annual Convention in 1995 and on second reading at Fifteenth Annual Convention in 1996. Through inadvertency, this change was not reflected in the 1996, 1997, 1998 or 1999 Journals. However, Canon 6, Sec. 1(a) correctly reflected the change in the Journals of those years.*

ARTICLE X.

Sec. 1. Each parish in union with the Convention of The Diocese of West Tennessee shall elect a Vestry, who shall be Confirmed Adult Communicants in Good Standing of the parish eighteen years of age or

older. The time and manner of such election, and the number of vestry members shall be prescribed by Canon.

Sec. 2. The Vestry shall elect two Wardens out of their own body; and they shall elect a Clerk and Treasurer, and delegates to the Diocesan Convention all of whom shall be Confirmed Adult Communicants in Good Standing in the Parish; and shall exercise all other powers vested in them by the usages of the Church; and they shall continue in office until a new Vestry is chosen.

ARTICLE XI.

The election of a Bishop of this Diocese shall be by a concurrent vote of the Clergy and Laity in Convention assembled. The vote shall be taken by orders, and a two-thirds vote in each order shall be necessary to the election of a Bishop. Immediately after an election the Convention shall proceed to sign the testimonials.

ARTICLE XII.

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

CANONS

PREAMBLE A DEFINITIONS

Where used herein:

Annual Convention means the annual meetings of Clergy and Lay Delegates referred to in Canon 1.

Annual Report means the report of each Parish and Congregation required by Title I, Canon 5, Sec. 1 of the Canons of The Episcopal Church, and by Canon 21 herein.

Assistant Clergy means all Clergy of a Parish or Mission other than the Rector or Vicar, although they may be designated also as an Associate Minister, a Vicar, or a Curate.

Bishop means the Bishop of the Diocese unless the text otherwise requires.

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

Clerk is another name for the office of Secretary of a Vestry or Mission Council.

Covenant Communities shall mean two or more congregations grouped for the purpose of Mission.

Communicant and *Communicant in Good Standing* refer to such persons as defined in Title I, Canon 17 of the Canons of The Episcopal Church.

Confirmed Adult Communicant means or refers to such persons as defined in Title I, Canon 17, of the Canons of The Episcopal Church.

Convention means the corporation known as The Diocese of West Tennessee, unless the context indicates otherwise.

Council means the Council provided for in Canon 6, whose correct name is the "Bishop and Council".

Departments include Task Forces, Commissions, Boards, Covenant Communities and Committees to which parts of the program or work of the Diocese are committed by the Annual Convention or by the Bishop and Council, but do not include the Commission on Ministry or the Standing Committee on Canons.

Diocese means The Diocese of West Tennessee.

Ecclesiastical Authority means the Bishop, or if there be no Bishop, then the Bishop Coadjutor, or if there be none of the foregoing, then the Standing Committee.

Executive Council means the body of The Episcopal Church by that name.

He, his, him shall mean and include *she, her, hers*.

Journal means the Journal of the Annual Convention.

Lay Persons and *Laity* mean communicants in Good Standing of Parishes or Missions within the Diocese.

Member and *Member in Good Standing* refer to such persons as defined in Title I, Canon 17, of the Canons of The Episcopal Church.

Rector is the Priest called as the Chief Clergy of a Parish and elected as such pursuant to these Canons and the Canons of The Episcopal Church.

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

Standing Committee means the Standing Committee as defined in the Canons of The Episcopal Church.

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

PREAMBLE B THE CORPORATION

Sec. 1. "The Diocese of West Tennessee" is a civil, not-for-profit corporation, chartered by the State of Tennessee.

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

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

Sec. 4. The Bishop of West Tennessee shall be the President of the Corporation, and the Bishop Coadjutor and the Suffragan Bishop, if there be any, shall be Vice-Presidents of the Corporation.

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

Sec. 6. The Annual Convention of the Diocese shall be the membership meeting of the Corporation, and the duly authorized Delegates to the Annual Convention shall be the Members of the Corporation.

Sec. 7. In all secular matters, the Corporation shall act by and through its officers. All contracts and legal instruments to be binding on the Corporation shall be signed by the President, or a Vice-President, or by some agent vested with authority by a resolution of the Annual Convention or by the Council.

Sec. 8. All moneys and properties of the Corporation shall be devoted to its corporate purposes, and shall not be used for the private

profit or benefit of any individual; provided that nothing herein shall prevent the payment of compensation for services to officers, agents and employees of the Corporation as fixed and determined by the Annual Convention or by the Council.

CANON 1.
THE CONVENTION

Sec. 1. The Convention is the legislative body of the Diocese, and shall exercise all powers not reserved to the Bishop by Canon or tradition, or reserved to any other entity of the Diocese.

Sec. 2. At each Convention there shall be an address by the Bishop, and there shall be a daily opportunity for corporate prayer and meditation, at least one of which shall be a Celebration of the Holy Eucharist. Additionally, the Convention of this Diocese shall be opened by a Celebration of the Holy Eucharist, however, upon application to and approval of the Bishop, the Holy Eucharist may be celebrated later.

Sec. 3. Within the five days immediately preceding the meeting of the Convention, the Bishop, or if there be no Bishop, the President of the Standing Committee, shall furnish the Secretary with a complete list of the Clergy canonically resident in the Diocese, setting forth those who are entitled to seats in the Convention; and giving their respective Cures, Parishes, Stations, or places of residence. At the time appointed for the meeting of the Convention, the Convention shall be called to order, and the Secretary shall report the number of Clergy and Lay Delegates present as shown by their personal registration. A roll call may be required upon the affirmative vote of a majority of the Clergy and Lay Delegates present.

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

Sec. 5.

(a) At each session of the Diocesan Convention, Rules of Order and an Order of Business shall be adopted for the government of that session. But the Rules of Order and Order of Business adopted at the previous Annual Convention of the Diocese, if no action is taken to the contrary, shall be in force for the succeeding Convention, with such alterations or amendments as may be made thereto by said Convention.

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

Sec. 6. The Secretary of the Diocese, the Treasurer of the Diocese, the Chancellor of the Diocese, the Vice-Chancellor(s) of the Diocese, the Registrar of the Diocese, the Historiographer of the Diocese, the lay members of the Standing Committee and of the Council, the Chairman of the Finance Committee, the President of The West Tennessee Endowment Corporation, the Vice Chancellor and the Dean of the School of Theology, and the Chaplain of the University of the South shall be ex-officio, admitted to seats upon the floor of the Convention, with all privileges except the right to vote.

Sec. 7.

(a) Each Congregation in union with the Convention may be represented by the following number of Lay Delegates: Mission Congregations, including Parochial Missions, may have two Lay Delegates, and Parish Congregations may have four Lay Delegates.

(b) It shall be the duty of the Vestry or Mission Council of each Congregation to elect its Lay Delegates and an equal number of Alternates, each of whom shall be a Confirmed Communicant in Good Standing of the Congregation and at least eighteen years of age.

In the case of a Mission, if there be no Mission Council, Lay Delegates and Alternates shall be appointed by the Vicar in Charge or by the Bishop. If any or all the Lay Delegates shall fail to attend the Convention, Alternates shall be entitled to serve in their stead, in the order of their election.

(c) The evidence of election or appointment of Lay Delegates and Alternates shall be a certificate signed by the Rector or Vicar, or by one of the Wardens or the Clerk of the Vestry or Mission Council; which certificate shall set forth, in the order of their election, the names of all Lay Delegates and Alternates and the fact of their qualification to serve. The certificate shall be sent to the Secretary of the Convention not less than six weeks prior to the assembling thereof, and shall be prima facie evidence of the right of the persons named therein to seats in the Annual Convention.

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

Sec. 8. In case any Vestry shall fail to elect Lay Delegates, or in case all the Delegates and Alternates elected from any Parish shall fail to attend the Annual Convention or any other meeting of the Convention, the Rector of such Parish shall have the authority to appoint one Lay Person, who shall be a Confirmed Adult Communicant of the Parish in Good Standing at least eighteen years of age, to represent the Parish in

the said Convention as a Lay Delegate.

Sec. 9. Any Clergy, Lay Delegate, the Secretary, the Treasurer, the Chancellor, the Registrar-Historiographer, the Bishop and Council, the Standing Committee, the Standing Committee on Canons, the Standing Committee on the Church Pension Fund, Vestries and Mission Councils may submit resolutions and make nominations for consideration by the Annual Convention by delivering the same to the Secretary of the Convention not less than forty-five (45) days prior to the date established for the commencement of the Annual Convention, or by introducing the same at the Annual Convention in accordance with the Rules of Order. Resolutions and nominations received in the office of the Secretary not less than forty-five (45) days prior to the date established for commencement of the Annual Convention shall be included in the Convention brochure.

CANON 2. THE SECRETARY AND THE TREASURER

Sec. 1.

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

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

Sec. 2.

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

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

(c) The Treasurer shall invest and manage all funds committed to his care under policies established by the Council.

(d) Provision shall be made in the budget of the Annual Convention for the reasonable and necessary expenses of the office of

Treasurer; and the Treasurer shall have authority to employ help necessary to carry out the duties of the office within the budgeted funds.

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

CANON 3. THE CHANCELLOR

The Bishop shall nominate and the Convention shall elect a Chancellor, learned in the law, who shall be the advisor of the Bishop, of the Convention, and of the Council, upon all legal matters touching the interests of the Diocese. He shall hold the office until his successor is elected. One or more Vice-Chancellors may be elected, in like manner, to assist the Chancellor.

CANON 4. THE ARCHIVES OF THE DIOCESE

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

Sec. 2. For purposes of this Canon, records are defined as all fixed evidential information regardless of method, media, format or characteristics of the recording process, which have been created, received or gathered by the Diocese, its officers, agents or employees in pursuance of the legal, business and administrative function and the programmatic mission of the Diocese. Records include all original materials used to capture information, without regard to the informality of the characteristics of the record to be retained. The records and archives of the Church are not limited by the medium in which they are kept and include, but are not limited to, such formats as paper records, electronic records, printed records and publications, photo-reproduced images, and machine-readable tapes, film and disks.

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

Sec. 4. The Archivist shall have the duty to manage the Archives, records and related information resources of the Diocese at the direction of the Bishop and in accordance with the records management program adopted by the Bishop and Council.

Sec. 5. (a) The Registrar shall have the duty to receive all journals, files, papers, reports, and other documents or articles that are, or shall become, the property of the Diocese, and to transmit the same to the Archives of the Diocese as determined by the Archivist.

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

(c) It shall be the duty of the Registrar to continue the List of Ordinations and keep a list of the Clergy in regular standing in the Diocese and to provide annually information to the Recorder of The Episcopal Church as provided for by Canon.

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

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

Sec. 6. The Historiographer shall have the duty to distill and record from the historic records of the Diocese an ongoing annual historical record. To accomplish this duty, the Historiographer will be given ready access to archival and other historical materials of the Diocese and of the parent Diocese of Tennessee which may be housed in other archives and are pertinent to the completion of this duty. Said record shall include at a minimum a report concerning each congregation

noting clergy changes and other matters of significance at both the local diocesan and larger Episcopal Church levels that impact the ongoing mission and ministry of the Diocese. This annual historical record will be recorded and made available electronically to the Diocese with an electronic and hard copy provided to the Archives of the Diocese for file.

CANON 5. OFFICERS OF THE DIOCESE

Sec. 1. All officers shall remain in the office until their successors are chosen.

Sec. 2. The Bishop shall have authority to appoint all officers whose method of selection is not otherwise provided for, and, subject to the approval of the Council, to fill vacancies not otherwise provided for, which may occur by death, resignation or other cause, between the sessions of the Annual Convention; and all officers so appointed shall continue in office until the next meeting of the Annual Convention. This shall apply as well to all trustees of literary or benevolent institutions elected by the Annual Convention.

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

Sec. 4. Except for Clergy in Parishes, all Clergy serving cures or institutions of the Diocese shall be appointed by the Bishop to serve during his pleasure.

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

CANON 6. THE STANDING COMMITTEE

Sec. 1.

(a) Each Annual Convention as provided for in Article IX, Section 1(a) of the Constitution of the Diocese shall elect as members of the Standing Committee one presbyter or deacon and one Confirmed Adult Lay Communicant eighteen years of age or older for terms of four (4) years and said members shall serve until their successors are elected and qualified.

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

(c) In the event of a vacancy occurring during a term, the next

Annual Convention shall elect a person to fill the unexpired term but the Council may fill the vacancy on an interim basis until the next Annual Convention.

Sec. 2.

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

(b) A majority of the Committee shall constitute a quorum and all members shall have the right to vote on all questions.

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

Sec. 3.

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

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

Sec. 4.

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

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

(c) No special meetings shall be legally constituted unless two days notice thereof has been given each member, which notice may be waived by consent of all members of the Committee.

Sec. 5.

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

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

CANON 7.
DEPUTIES TO GENERAL CONVENTION
AND PROVINCIAL SYNOD

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

Sec. 2. The Bishop shall appoint Deputies and Alternates to

represent this Diocese in the Synod.

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

Sec. 4. It shall be the duty of the Deputies and Alternates to the General Convention or to the Provincial Synod to inform the Bishop, ninety days before the meeting of the body to which they are elected or appointed, of their purpose to be present and perform the duty assigned to them. If they, or any of them shall decline or fail to attend the sessions, the Bishop shall call upon the Alternate Deputies. In the case of Alternate Deputies to the General Convention this shall be in the order of their election.

Sec. 5. In the event any vacancy should occur prior to the Annual Convention of the Diocese in the year in which the General Convention meets, the Annual Convention shall elect as many alternates as may be necessary to fill any such vacancy. In the event such vacancy should occur subsequent to such Annual Convention, the Bishop shall fill such vacancy by appointment.

CANON 8. THE BISHOP AND COUNCIL

Sec. 1.

(a) The Bishop is the executive head of the Diocese, and is responsible for its operation in respect to its executive and administrative functions, provided, however, that nothing herein shall be deemed to affect in any way his Ecclesiastical Prerogatives or Authority, and provided further, that the Bishop Coadjutor shall be responsible for the exercise of such jurisdiction as may have been lawfully conferred upon him under the rules of the Church.

(b) If there be a vacancy in the office of Bishop, the Council shall convene at the call of the President of the Standing Committee or any two members of the Council and shall make provision for the discharge of the executive and administrative functions during the continuance of the vacancy.

Sec. 2. The Council shall have and exercise all powers of the Convention between meetings of the Convention, provided it may not (a) elect a Bishop, (b) amend the Constitution or Canons, (c) take any action contrary to actions taken by the Convention, or (d) elect any canonical officers of the Diocese.

Membership and Meetings

Sec. 3. The Council shall consist of twelve members, together

with the Bishop, the Bishop Coadjutor and the Suffragan Bishop. The Chancellor and Treasurer shall be ex-officio members with voice but no vote.

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

Sec. 5.

(a) There shall be six Clergy and six Lay Persons on the Council, each elected to serve for a term of four years. A member shall be ineligible for reelection for one year after completion of a four year term.

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

(c) No member serving on the Council shall lose his or her seat by reason of the adoption of this Canon.

(d) In each odd numbered year, two Clergy members, at least one of whom shall not be a resident of nor serving a congregation or institution in Shelby County, and one Lay Person shall be elected and in each even numbered year two Lay Persons, at least one of whom shall be a Communicant of a Parish or Mission outside of Shelby County, and one Clergy member shall be elected.

Sec. 6. In the event of a vacancy occurring during a term, the next Annual Convention shall elect a person to fill the unexpired term but the Council may fill the vacancy on an interim basis until the next Annual Convention.

Sec. 7.

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

(b) All Clergy canonically resident in this Diocese except retired Clergy are eligible to serve on the Council.

Sec. 8. Not more than one Clergy and one Lay person from the same Parish or Mission shall be eligible to serve on the Council at the same time.

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

Sec. 10. The Council shall meet with the Bishop not less frequently than four times per year, one of which meetings may be immediately prior to or immediately following the meeting of the Annual Convention. The dates, times and places of all regular meetings shall be set by the Council. Special meetings of the Council may be called by the

Bishop, or by the Secretary on request of any four elected members of the Council. Written notice of all meetings shall be given each member by the Secretary at least ten days prior to the meeting, except the meeting immediately after adjournment of the Convention. A majority of the elected members shall constitute a quorum.

Functions

Sec. 11.

(a) The Policies of the Diocese as determined by the Council shall be implemented by the Bishop and the Departments. Any program initiative in the several Departments shall be consonant with the policies of the Diocese. The Council shall provide for the organization of the program and the work of the Diocese.

(b) The Council shall see to the administration and disbursement of funds of the Diocese as it deems advisable, consistent with such budget as may be adopted by the Convention. It shall prepare and submit to the Convention an annual budget to carry out the program and work of the Diocese, for the support of the Episcopate, for Diocesan Administration, and for support of The Episcopal Church. It shall fix the compensation and allowances of all persons paid from Diocesan funds, subject only to change by the Convention.

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

Sec. 13. The Council shall have the power to ask for such reports and statements from any Parish, Mission, Department, Organization or Institution of the Diocese, or from Organizations and Institutions of any Parish, as it may deem necessary or desirable, and such reports and statements shall be given when requested by the Council.

Sec. 14. The annual budget prepared by the Council shall be based upon the reasonably expected income of the Diocese, including anticipated receipts from the voluntary giving of the several Parishes and Missions. In adopting a final budget, the Convention may refer all or portions thereof to the Council for readjustment.

Sec. 15. If the receipts of the Diocese during the calendar year exceed the amounts required to meet the budget as adopted by the Convention, the Council may authorize the expenditure of the excess receipts. In like manner, the Council may reduce or eliminate items of the budget if receipts are less than those previously anticipated.

Sec. 16. The Bishop may appoint and remove all persons to be employed by the Diocese, but their salaries shall be fixed by the Council. At each meeting of the Council, the Bishop shall report to the Council all

appointments or removals made by him pursuant to this section which have occurred since the last meeting of the Council.

Sec. 17. No person may incur any pecuniary liability against the Convention, or the Council, in carrying on his or her work, which shall be a charge against the Diocese or the Council, or the property of the Diocese or of any Parish, Mission, School, Organization or Institution, unless such charge be included in an approved budget, or upon the written authority of the Council.

CANON 9. DIOCESAN PROGRAM

Sec. 1. The Council shall provide for the organization of the program and the work of the Diocese, through the creation of Departments as defined in Preamble A. It shall designate the title, define the structure, duties and responsibilities, and provide for the expenses of each Department.

Sec. 2. Each Department Board shall include both Clergy and Lay Persons, and its members shall be appointed by the Bishop who shall designate a Chairman.

Sec. 3. Each Department shall keep minutes of its meetings, shall file copies of the same with the Secretary of the Council, shall file an annual report of its activities with the Secretary for inclusion in the Journal and shall make such reports to Council as it may from time to time require.

Sec. 4. Each Department as to work or program assigned to it shall:

(a) Advise, assist, and cooperate with the Bishop in carrying on the program and the work.

(b) Prepare and maintain in a current state, plans for the program and work in its field, both for the next fiscal year and as far in the future as may be practicable. Such plans, when approved by the Council, shall be presented to the Annual Convention.

(c) Prepare and present through the Bishop to the Council for its consideration, budget requests for the work and program committed to it.

(d) Carry out such other functions as may be recommended by the Council and assigned by the Bishop.

Sec. 5. The administration of the program and work of the Diocese shall be the responsibility of the Bishop, and the work of all Departments shall be subject to his executive and administrative authority. The Council shall make provision for such administrative assistants as shall be required to enable the Bishop to carry on the administration of the Diocese, and shall make provision for their

compensation and expenses.

Sec. 6. Nothing herein shall restrict the right of the Bishop to appoint ad hoc committees as he may deem proper, provided that he shall report formation of any such committee to the next meeting of the Council and no program or work committed to a Department shall be the function of any ad hoc committee. Ad hoc committees shall be dissolved when the work committed to them has been completed, and funding the work of such committees shall be at the discretion of the Council.

CANON 10. COMMISSION ON MINISTRY

Sec. 1. Membership:

(a) The Bishop shall be ex-officio a member of the Commission on Ministry. The Bishop Coadjutor and the Bishop Suffragan, if there be such, shall be ex-officio members of the Commission on Ministry.

(b) The Commission on Ministry of this Diocese shall be comprised of twelve persons, the total lay membership of which shall not exceed the clerical membership. Such members shall be nominated by the Bishop and confirmed by the Convention for a term of six years. No member whose term has expired shall be eligible for another term until the expiration of at least one year from the completion of a previous term.

(c) The Commission on Ministry may adopt rules for its work, subject to the approval of the Bishop. These rules may include the appointment of committees of the Commission to act on its behalf, such as Screening and Guidance, Examining Chaplains, and Lay Ministry. Members of such committees shall be appointed by the Bishop and such appointments reported annually to the Convention.

Sec. 2. The Commission on Ministry shall annually report in full to the Convention of the Diocese.

Sec. 3. No member of this Commission, as described in Section 1(b) of this Canon, may serve on the Standing Committee during the term of his office.

CANON 11. STANDING COMMITTEE ON CANONS

Sec. 1. There shall be a Standing Committee on Canons, composed of four Priests and three Lay Persons, at least one of whom shall be an attorney at law, and the Chancellor shall be an ex-officio member. Committee members shall be appointed by the Bishop for staggered terms of three years.

Sec. 2. It shall be the duty of the Committee, as soon as possible after adjournment of each session of the General Convention, to ascertain whether changes have been made in the General Canons, and to report to the next succeeding Annual Convention of the Diocese whether any changes are required in the Canons of the Diocese in order to conform to the Canons of The Episcopal Church.

Sec. 3. All proposed amendments to the Canons of the Diocese shall be submitted to the Standing Committee on Canons for its recommendations before the same are considered at an Annual Convention.

CANON 12. FINANCE COMMITTEE

Sec. 1. There shall be a Finance Committee of the Diocese consisting of nine (9) members appointed by the Bishop and confirmed by the Council to serve three (3) year terms, three of whom shall be appointed each year, which, subject to the approval of the Council, shall assist the Treasurer and the Diocese in the management of all moneys conveyed to the Diocese that are not otherwise restricted. The Committee shall assist in:

- (1) the preparation of the annual Diocesan budget;
- (2) the management of the funds and accounts of the Diocese in such manner that funds shall be available for the operational expenses of the Diocese as approved by the Convention;
- (3) the development of long range financial objectives and projections;
- (4) the investment of funds that are not required for the operation of the Diocesan budget;
- (5) and the management of any special accounts which are in the possession of or otherwise under the dominion and control of the Council.

Sec. 2. The Committee shall have such other financial responsibilities as are provided in Canon 13 or as directed by the Council.

Sec. 3. No member may serve for more than two consecutive three year terms.

CANON 13. CHURCH FUNDS MANAGEMENT

Sec. 1. All accounts of the Diocese shall be audited annually by an independent Certified Public Accountant. All accounts of Parishes,

Missions or other Diocesan Institutions or Organizations shall be audited annually by an independent Certified Public Accountant or independent Licensed Public Accountant or such audit committee as shall be authorized by the Council or other appropriate diocesan authority. The Council may adopt such regulations as it deems necessary or proper to insure compliance with this section, to provide for uniform audit procedures, and to provide for annual reviews of audit reports. It shall report annually to the Annual Convention any failure to comply with the requirements of this section for such action as the Annual Convention may deem proper. In no event shall any member of such Audit Committee, the Finance Committee, the Bishop, any member of the Council, the Treasurer, or other appropriate diocesan authority, be held personally liable for any loss which may be incurred as a result of the performance or non-performance of duties under this Section.

Sec. 2. All treasurers and custodians, other than banking institutions or fiduciary corporations, shall be adequately bonded, except treasurers of funds that do not exceed \$500.00 at any one time during the fiscal year.

Sec. 3.

(a) It is the duty of every congregation established within the Diocese to contribute its share of the Annual Budget of the Diocese, including its share of the objective apportioned to the Diocese by the Executive Council of The Episcopal Church.

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

Sec. 4. The Council shall be charged with the enforcement of this Canon, and shall have authority to adopt and maintain such reasonable rules and regulations as may be proper and necessary.

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

Sec. 6. All monies of the Diocese, or of any Parish, Mission, Organization or Institution shall be deposited immediately in a checking or savings account, fully collateralized sweep account or custodial/trading account in a bank or savings institution or broker/dealer firm insured by FDIC or SIPC, or with some other independent entity which has been approved for the purpose by the Finance Committee of

the Diocese, which account shall be in the name of the Diocese, Parish, Mission, Organization or Institution. The Council, Vestry, Mission Council, Board or other relevant governing body shall adopt rules and requirements for withdrawal and disbursements of such funds, which shall require at least two signatures for withdrawal of funds.

Sec. 7. In every Parish, Mission, Organization or Institution connected with The Episcopal Church within this Diocese, the following standard business methods shall be observed:

(a) Trust and permanent funds and all securities of whatsoever kind shall be deposited immediately in a checking or savings account, fully collateralized sweep account or custodial/trading account in a bank, savings institution or broker/dealer firm insured by FDIC or SIPC, or with The Diocese of West Tennessee Endowment Corporation or with some other independent entity which has been approved in writing for the purpose by the Finance Committee of the Diocese. Such funds and securities shall be under a written trust indenture or an agency agreement, which indenture or agreement shall provide (1) the purpose or purposes for which such funds are held, (2) for at least two signatures for withdrawal of funds and (3) for an annual accounting of principal and income to be made by the depository.

(b) The foregoing paragraph shall not apply to any fund which the named depositories shall refuse as too small for acceptance. Such funds may be held by the Treasurer or other person designated by the Parish, Mission, Organization, Institution, Finance Committee or Treasurer.

(c) Records shall be made and kept by each Parish, Mission, Organization or Institution of all trust and permanent funds showing at least the following: (1) Source and Date, (2) Terms governing the use of principal and income, (3) To whom and how often reports of condition are to be made, (4) How the funds are invested.

(d) Trust and permanent funds and securities to which this Canon applies are defined as all funds and securities which are received by gift, devise, bequest, or otherwise for a designated purpose and not to be spent for normal operations.

(e) Nothing herein contained shall be construed as limiting the right of the Diocese or any Parish, Mission, Organization or Institution to exercise discretion in the investment of such funds.

CANON 14. OF REAL ESTATE AND OTHER PROPERTY

Sec. 1. Of the Use of Property.

All property of every kind and character, whether held by the

Convention, or by a Parish or Mission, or by an Organization or Institution of this Diocese, and regardless of the manner in which title is vested, is held in trust to be used for the glory of God and the spread of His kingdom, according to the Constitution and Canons, and the Doctrine, Discipline and Worship of The Episcopal Church and of this Diocese, and for the purposes and programs of said Church and Diocese.

Sec. 2. How title to real property may be transferred, encumbered, or assigned:

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

(b) If title to real estate be held by any Parish or Mission, or by any Organization or Institution of this Diocese, such title may be alienated, conveyed, transferred, encumbered, mortgaged, assigned or leased by action of the Vestry, Council or Board of the Parish, Mission, Organization or Institution, provided that the prior consent of the Annual Convention, or of the Council be given.

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

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

(e) No consecrated or dedicated Church or Chapel may be removed, taken down or otherwise disposed of for any worldly or common use, without the previous consent of the Bishop, acting with the advice and consent of the Standing Committee.

Sec. 3. How title to real property shall be vested.

(a) After the adoption of this Canon, title to all real property thereafter acquired shall be taken and vested as follows:

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

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

(3) If title is to be held by any Parish, or by any Organization or Institution, which is not incorporated, then title by deed shall be conveyed to “The Rector, Wardens and Vestry of _____ Parish to be held subject to the Charter, Constitution and Canons of The Diocese of West Tennessee, for the use and benefit of the Parish”.

Sec. 4. Use of consecrated or dedicated Churches or Chapels.

No consecrated or dedicated Church or Chapel may be used for purposes other than public worship of the Church if the Bishop expresses disapproval.

Sec. 5. Authority to execute documents.

All deeds, deeds of trust, mortgages, options, leases, assignments, and conveyances of every description of any real property, title to which is held by the Diocese in its corporate capacity, shall be executed and acknowledged by the President or a Vice-President of The Diocese of West Tennessee, provided that with consent of the Bishop, the Council may by resolution confer authority upon a named agent or agents to execute and acknowledge such instruments on behalf of the corporation.

Sec. 6. The Annual Convention or the Council shall have the authority to approve contracts or agreements with other Dioceses, or with appropriate bodies of other churches, for joint ownership, management, use or disposition of real or personal property, provided (a) that no encumbrance may be placed upon such jointly owned property except with consent of all joint owners, nor (b) may expenditures be undertaken therefore except as may be provided in the annual budget.

Sec. 7. If any property, real or personal, such as is referred to in Section 1 of this Canon, be abandoned, or if it be devoted to uses not sanctioned by the Bishop as being in conformity with the Constitution and Canons and the Doctrine, Discipline and Worship of The Episcopal Church or of this Diocese, and their purposes and programs, it shall be the duty of the Bishop, and of the Council, to take possession of title to said property, to be held in trust by the Convention for such proper use.

Sec. 8 Insurance

(a) The Diocese, Parishes, Missions, Organizations and Institutions of the Diocese shall be required to maintain types and minimum amounts of insurance as shall be determined from time to time by the Diocesan Insurance Committee and approved by the Bishop and Council. Such types and minimum amounts of insurance shall be on file and available from the Office of the Diocese. All church buildings, the personal property contained therein, and all other real and personal property of the Diocese, Parishes, Missions, Organizations and Institutions of the Diocese shall be insured with reliable insurance

companies for amounts to be determined by the Vestry or other governing body having ownership or supervision of the property, but subject to the types and minimum amounts determined by the Diocesan Insurance Committee. The Diocese shall be named as an additional insured in all policies of insurance procured pursuant to this Canon. Current certificates of all such insurance shall be furnished to the Treasurer and Insurance Committee of the Diocese.

(b) The Insurance Committee, not less frequently than annually, shall review the coverage of all insurance represented by certificates of insurance furnished the Committee. Any deficiencies found in the coverage shall be communicated to the appropriate Officer or Board of the insured. Any deficiencies not corrected within a reasonable time will be reported in writing by the Committee to the Bishop and Treasurer of the Diocese. In no event shall any member of the Insurance Committee, the Bishop or the Treasurer be held personally liable for any loss which may be incurred as a result of the performance or nonperformance of duties hereunder.

Sec. 9. Contracts – Diocese

Whenever, in the course of business, it becomes necessary or desirable for the Diocese, through a duly authorized agent of the Diocese, to enter into a contract related to real and/or personal property, whether for construction, maintenance, alteration, renovation or repair, such contract must be approved in writing as follows:

(a) Contracts in amounts not to exceed \$5,000 may be authorized in writing at the sole discretion of the Bishop.

(b) Contracts in amounts between \$5,000 and \$10,000 may be approved by a majority vote of the Diocesan Finance Committee, such approval to be evidenced by the written minutes of the Finance Committee meeting or by proper written approval in lieu of a meeting.

(c) Contracts in amounts exceeding \$10,000 may be approved by the Bishop and Council upon recommendation of the Finance Committee and the Council's approval shall be evidenced by the written minutes of the Council meeting or by proper written approval in lieu of a meeting.

(d) In those instances when, in the opinion of the Bishop, the nature or urgency of the contract does not justify waiting for the next regularly schedule meeting of either the Finance Committee or the Council, a contract may be approved by the Bishop with the advice of the Chairman of the Finance Committee and the Chancellor.

(e) Prior to the approval of any contract related to real property, whether for construction, alteration, renovation or repair, the contractor shall provide written evidence of comprehensive general liability insurance with a reputable insurance carrier in an amount not less than \$1,000,000 per occurrence together with written evidence of worker=s

compensation insurance. The Diocese of West Tennessee shall be named as an additional insured in all policies of liability insurance.

Sec. 10. Contracts and Indebtedness – Parishes, Missions, Organizations and Institutions

(a) Each Parish, Mission, Organization and Institution of the Diocese (Contracting Bodies), may establish written policies and procedures for the approval of Contracts related to real and/or personal property, whether for construction, alteration, renovation or repair, including approval requirements for various dollar amount thresholds and for the approval of financial Indebtedness and processes for approval of Contracts and Indebtedness under urgent circumstances. A copy of such policies and procedures, and all amendments thereto, shall be furnished to the Bishop and Council of the Diocese for approval.

(b) Whenever, in the course of business, it becomes necessary or desirable for a Parish, Mission, Organization or Institution of the Diocese to enter into a Contract related to real and/or personal property, whether for construction, maintenance, alteration, renovation or repair or to incur financial Indebtedness, such Contract or Indebtedness must be approved in writing in accordance with the policies and procedures established under subparagraph (a) of this Section 10 or, if no such policies and procedures have been established, approval shall be as set forth below.

(1) For contracts and Indebtedness of Parishes:

(i) Contracts and Indebtedness in amounts not to exceed \$1,000 shall be approved at the sole discretion of the Rector or Clergy-in-Charge.

(ii) Contracts and Indebtedness in amounts exceeding \$1,000 shall be approved by a majority vote of the Vestry of the Parish, such approval to be evidenced by the written minutes of the Vestry meeting or by proper written approval in lieu of a meeting.

(iii) In those instances when, in the opinion of the Rector or Clergy-in-Charge, the nature or urgency of a Contract or of incurring Indebtedness does not justify waiting for the next regularly scheduled meeting of the Vestry, a Contract or Indebtedness may be approved by the Rector or Clergy-in-Charge with the advice of the Chair of the Finance Committee of the Vestry and the Wardens of the Parish.

(2) For Contracts and Indebtedness of Missions:

(i) Contracts and Indebtedness in amounts not to exceed \$1,000 shall be approved at the sole discretion of the Clergy-in-Charge.

(ii) Contracts and Indebtedness in amounts between \$1,000 and \$10,000 shall be approved by a majority vote of the Diocesan Finance Committee, such approval to be evidenced by the

written minutes of the Diocesan Finance Committee meeting or by proper written approval in lieu of a meeting.

(iii) Contracts and Indebtedness in amounts exceeding \$10,000 shall be approved by the Bishop and Council upon recommendation of the Chair of the Diocesan Finance Committee and the Chancellor and the Council's approval shall be evidenced by the written minutes of the Council meeting or by proper written approval in lieu of a meeting.

(iv) In those instances when, in the opinion of the Clergy-in-Charge, the nature or urgency of the Contract or Indebtedness does not justify waiting for the next regularly scheduled meeting of either the Diocesan Finance Committee or the Bishop and Council, a Contract or Indebtedness may be approved by the Bishop or the Diocesan Treasurer with the advice of the Chair of the Diocesan Finance Committee and the Chancellor.

(3) For Contracts and Indebtedness of Organizations and Institutions of the Diocese:

(i) Contracts and Indebtedness in amounts not to exceed \$1,000 shall be authorized at the sole discretion of the President or other Chief Officer of the Organization or Institution of the Diocese.

(ii) Contracts and Indebtedness in amounts between \$1,000 and \$10,000 shall be approved by a majority vote of the Board of Directors of the Organization or Institution, such approval to be evidenced by the written minutes of the Board meeting or by proper written approval in lieu of a meeting.

(iii) Contracts and Indebtedness in amounts exceeding \$10,000 shall be approved by the Bishop and Council upon recommendation of the Chair of the Diocesan Finance Committee and the Chancellor and the Council's approval shall be evidenced by the written minutes of the Council meeting or by proper written approval in lieu of a meeting.

(iv) In these instances when, in the opinion of the President or other chief officer, the nature or urgency of the Contract or Indebtedness does not justify waiting for the next regularly scheduled meeting of the Board of Directors of the Organization or Institution or of the Bishop and Council, a Contract or Indebtedness may be approved by such person with the advice of the Chair of the Board as to Contracts and Indebtedness not to exceed \$10,000 or, as to Contracts and Indebtedness in amounts exceeding \$10,000, by the Bishop or Diocesan Treasurer with the advice of the Chair of the Diocesan Finance Committee and the Chancellor.

(c) Prior to the approval by a Contracting Body of any contract

in excess of \$1,000 related to real property, whether for construction, alteration, renovation or repair, the Contractor shall provide written evidence of comprehensive general liability insurance with a reputable insurance carrier in an amount not less than \$500,000 per occurrence together with written evidence of worker's compensation insurance; provided however, the approving authority may require that the general liability insurance be increased to \$1,000,000. The Diocese of West Tennessee shall be named as an additional insured in all policies of liability insurance.

Sec. 11. All Parishes, Missions, Organizations and Institutions of the Diocese shall conform in the conduct of their business affairs to the requirements of Title I, Canon 7 of The Episcopal Church, to the requirements of these Canons, and to such additional requirements as from time to time may be prescribed by the Convention or the Council.

CANON 15. THE CHURCH PENSION FUND

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

Sec. 2. The Bishop shall appoint, annually, a Standing Committee on the Church Pension Fund, to consist of two Clergy and three Lay Persons.

The duties of the Committee shall be as follows:

(1) To furnish annually to The Church Pension Fund a list of the Clergy canonically resident in this Diocese, and of the Clergy canonically resident in other Dioceses or Missionary Districts licensed to officiate in this Diocese, with a statement of the stipend received by each of said Clergy from any Parish or Mission in this Diocese, or other Organization or Institution in this Diocese, which either is subject to this Convention, or being engaged in religious or charitable work as a Church institution, elects to come into The Church Pension Fund.

(2) To receive from The Church Pension Fund from time to time a statement of the premiums necessary to be paid by each of the said Parishes, Missions or other Organizations in order that the Clergy in receipt of stipends from them may be entitled respectively to pensions.

(3) To inform the authorities of each of the said Parishes, Missions, and other Organizations and Institutions of the premiums

payable by them and of the time and manner of payment thereof.

(4) To elect a Treasurer who may or may not be a member of the said Committee, who shall be required to give bond, satisfactory to the Committee, and whose duty it shall be to receive from all of the said Parishes, Missions, and other Organizations and Institutions, the aforesaid premiums and to transmit the same to the Treasurer of The Church Pension Fund; provided, however, that by mutual agreement between the Diocesan Committee and the head office of The Church Pension Fund, a method of payment of premiums by remittance direct from the parishes and other employing agencies to the head office of the Fund may be submitted for that of reception and transmission by the Treasurer of the Committee herein set forth.

(5) To inform the Church Pension Fund from time to time of the Clergy and the surviving spouses and minor orphans of Clergy who may be entitled in respect of this Diocese to receive pensions from The Church Pension Fund.

(6) In general, to inform the Clergy and Laity of the Diocese of the pension system created by the General Convention, and committed by it to the operation of The Church Pension Fund, whereby the Clergy of the Church are assured of pensions, as of right, to themselves in the event of old age, or disability, and in the event of death, to their surviving spouses and minor orphans, and to do all things that may be necessary or advisable in the premises to the end that the moneys necessary to be paid by the Parishes, Missions, and other ecclesiastical organizations may be fully and systematically paid.

Sec. 3.

(a) It shall be the duty of the Treasurer of the Diocese to pay to the Committee on The Church Pension Fund the premiums payable on behalf of the Bishop of the Diocese and also of the Bishop Coadjutor and Suffragan Bishop, if there be such.

(b) It shall be the duty of the Council to pay to the Committee on The Church Pension Fund the premiums payable on the account of all stipends received by Clergy from said Council.

(c) It shall be the duty of the Council to authorize the Treasurer of the Diocese to pay to The Church Pension Fund the premiums due on account of all stipends paid by the Diocese to Clergy other than those specified in the preceding clauses, and to make all necessary arrangements to provide for the cost of such premiums.

(d) It shall be the duty of each of the Clergy as aforesaid, receiving a stipend or stipends, and the duty of every Parish, Mission, or other Organization or Institution as aforesaid, paying a stipend or stipends, to furnish a statement of such stipend or stipends to the Committee on The Church Pension Fund whenever said Committee

shall, in writing, ask for such statement.

CANON 16.
ORGANIZATIONS AND INSTITUTIONS

Sec. 1. Institutions of Parishes and Missions.

(a) No Mission shall create, sponsor, or participate in the creation of any Institution such as a day school, day kindergarten, day-care school, retirement home, nursing home, community house, or other institution of a similar nature unless it shall first be approved by the Vicar, the Mission Council, the Ecclesiastical Authority, and the Council subject to the review by the Chancellor of its Charter and By-Laws and amendments thereto.

(b) No Parish shall create, sponsor, or participate in the creation of any institution such as a day school, day kindergarten, day-care school, retirement home, nursing home, community house, or other institution of a similar nature unless it shall first be approved by the Rector, the Vestry, and the Ecclesiastical Authority subject to the review by the Chancellor of its Charter and By-Laws and amendments thereto.

Sec. 2. Institutions of the Diocese.

No institution, including without limitation, retirement centers, nursing homes, conference centers or community houses shall be deemed to be an institution of the Diocese unless (a) its charter and by-laws have been reviewed by the Chancellor, and (b) it has been accepted as a Diocesan Institution by the Council and by the Ecclesiastical Authority, acting separately.

Sec. 3. Organizations and Institutions

(a) No Organization or Institution of the Diocese or of any Parish or Mission shall be incorporated without prior approval of the Council, and the Ecclesiastical Authority, and approval by the Chancellor of its charter and by-laws.

(b) No Organization or Institution of the Diocese or of any Parish or Mission shall be deemed for any purpose the agent of the Diocese, and it may not obligate the Diocese by any contract, or pledge the credit of the Diocese.

(c) No Organization or Institution of the Diocese or of any Parish or Mission, whether incorporated or unincorporated, may use the word, Episcopal, in its name without the prior approval of the Ecclesiastical Authority and the Council.

(d) The Annual Convention may require any Organization or Institution to be terminated.

CANON 17.
THE DIOCESE OF WEST TENNESSEE
ENDOWMENT CORPORATION

Sec. 1. The Diocese of West Tennessee Endowment Corporation (hereinafter “the Endowment Corporation”), a Tennessee not-for-profit corporation, shall have the custody and be charged with investment of Trust and Endowment Funds and property that may be turned over to it by the Convention or the Council and all donations, bequests, devises, legacies and grants of land and personalty that may be given, conveyed or bequeathed to the Endowment Corporation for the use and benefit of the Diocese and shall disburse the income and principal thereof as directed by the Convention or by the Council in accordance with the direction of the grantor, donor, or testator as contained in the document of transfer.

Sec. 2. The Board of Directors of the Endowment Corporation shall consist of nine Adult Confirmed Communicants in Good Standing in The Diocese of West Tennessee who shall serve for terms of three years. The members shall be elected on a rotating basis whereby three of its members are elected upon nomination of the Council at each Annual Meeting to replace the three members who have completed three year terms. A member may be re-elected; provided, however, no member may serve for more than two consecutive three-year terms. Vacancies shall be filled at the next Annual Meeting for the remainder of the unexpired term.

Sec. 3. The Endowment Corporation may receive, invest and disburse funds and property delivered to it by the Treasurer of the Diocese or by any Parish or other Institution or Organization within the Diocese in accordance with the provision of the document or conveyance.

Sec. 4. The Endowment Corporation shall submit to the Council reports not less often than quarterly, showing the status of all property and funds within its custody and shall submit to the Convention an Annual Report which shall include a financial statement of receipts and disbursements and the status of all property and funds within its custody.

CANON 18.
ST. MARY’S CATHEDRAL

Sec. 1. St. Mary’s Church, Memphis, having been transferred to the Bishop of the Diocese, and by the said Bishop accepted, to be known and used as his Cathedral Church, that Congregation shall still be entitled to the same representation which, under the Canon, was allowed to it as a

Parish.

Sec. 2. The said St. Mary's Cathedral shall have as its governing body a Chapter, which shall be composed of the Bishop of the Diocese, the Bishop Coadjutor if there be one, the Chancellor of the Diocese, and the Dean of the Cathedral, all ex-officio; and eighteen or nineteen members, with the qualifications prescribed for Vestry persons of Parishes, eighteen of whom shall be elected by the congregation of this Cathedral parish in the manner prescribed for the election of Parish vestries, six members of which shall be elected annually for three-year terms. The Bishop's Warden shall be a member of the Chapter and shall be appointed annually by the Bishop. The Bishop's Warden may be appointed from among those eighteen elected members or may be appointed as the nineteenth member of the Chapter.

Sec. 3. The Bishop of the Diocese shall be ex-officio President of the Cathedral Chapter, but in his absence or at his request, and also in case of a vacancy in the Episcopate, the Dean shall act temporarily as the presiding officer of the said Chapter.

Sec. 4. The principal Clergy, under the Bishop, of the Cathedral Parish shall be known as the Dean of the Cathedral, and he shall be appointed, as shall any assistant Clergy of the Cathedral, by the Bishop with the concurrence of the Chapter.

Sec. 5. The Bishop shall designate annually one member of the Chapter to be known as the Bishop's Warden and the Chapter shall designate a member of the Chapter to be known as the Chapter's Warden. These Wardens and the other members of the Chapter shall perform the duties ordinarily incumbent upon the Wardens and Vestry of a Parish.

Sec. 6. The Cathedral Chapter may adopt a constitution and by-laws for its government, and in general act for the interest of the Cathedral Church, subject to the approval of the Bishop and in accordance with the Constitution and Canons of The Diocese of West Tennessee and of the General Convention.

CANON 19. PARISHES

Sec. 1.

(a) A parish is a self-supporting congregation, admitted to Union with the Convention of the Diocese. Such self-support shall consist of the maintenance of a place of worship, provision of an adequate living for its Rector and other Clergy which shall be at least equal to the basic stipend and allowances currently provided by the Diocese for Mission Clergy, the payment of all assessments levied upon it in accordance with the

Canons, and the defrayment of its other current operating expenses, together with a suitable contribution to the missionary program of the Diocese and The Episcopal Church all from its own local resources without assistance from diocesan funds.

(b) A Parish may be incorporated with the approval of the Ecclesiastical Authority and the review by the Chancellor of its Charter and By-Laws. After incorporation, any amendments to the Charter and/or By-Laws of the Parish to be effective, must likewise be approved by the Ecclesiastical Authority after review by the Chancellor.

Sec. 2. With approval of the Annual Convention, and of the Bishop, two congregations may unite as a single parish.

Sec. 3. Every Parish shall have an Annual Parish Meeting of its members in January of each year or in the preceding Calendar Quarter, the date to be set by the Vestry. Notice of time and place of the Meeting shall be announced at a service of public worship at least two weeks prior to the Meeting.

Sec. 4. Communicants in Good Standing sixteen years of age or older may vote at a Parish Meeting, and no proxies shall be allowed.

Sec. 5. The Rector, or in his absence, one of the Wardens, or if all be absent, then a person selected by the Meeting, shall preside. The Meeting shall receive from the Clergy and Laity detailed reports on all Parish affairs, shall hear from members their concerns, and generally shall perform all business proper for such a Meeting.

Sec. 6. The Vestry shall be elected at the Annual Parish Meeting by secret written ballot and nominations from the floor shall always be requested and received. Election to the Vestry shall be by a majority vote of those present and voting, provided that, by vote of the Parish Meeting, election may be by plurality of those present and voting.

Sec. 7. A quorum at a Parish Meeting shall be not less than ten (10) percent of the Communicants in Good Standing of the Parish as shown in the last published Journal.

Sec. 8. Special Parish Meetings may be held at any time upon two weeks written notice to all Communicants entitled to vote. Such meetings may be called by the Rector or Wardens, and shall be called by them upon request of majority of the Vestry or upon written request of Communicants not less than twice the number of Vestry members. All Canons respecting Annual Parish Meetings shall apply to Special Parish Meetings except that Vestry members may not be elected at a Special Parish Meeting.

The Vestry:

Sec. 9. The Vestry shall consist of Confirmed Communicants in

Good Standing in the Parish not less than eighteen years of age.

Sec. 10. The Parish Meeting or Parish by-laws shall determine the number of members of the Vestry, which shall be not less than nine (9) nor more than twenty-one (21), one third of the members of the Vestry be elected each year, to serve three year terms; provided that, upon the joint request of the Rector or Priest-in-charge and the Vestry (or by the Vestry alone in the absence of a Priest-in-charge), the Bishop may establish a reduced minimum number of Vestry members and/or a modified Vestry rotation for a stipulated period not to exceed three (3) years. After expiration of three years consecutive service, a Vestry member shall not be eligible for re-election until at least one year shall have expired; provided that rotation and ineligibility may be waived by the Bishop upon the joint request of the Rector or Priest-in-charge and the Vestry (or by the Vestry alone in the absence of a Priest-in-charge).

Sec. 11. The Vestry shall elect from among its members a Senior Warden and a Junior Warden. The Vestry shall also elect a Treasurer, a Clerk, and such other officers as it shall desire, none of whom need be members of the Vestry. It shall organize itself, as it deems proper, into committees for the better attention to its work.

Sec. 12.

(a) The Vestry shall have responsibility for raising and disbursing moneys and for keeping proper records thereof. It shall be responsible for building, maintaining, and keeping in good condition for the use of the Parish all parish buildings and improvements. It shall be responsible for all equipment and property belonging to the Parish, and for the maintenance of the grounds, and real properties owned apart from the church building. It shall be responsible for all business and temporal affairs of the Parish. In discharging these duties, it shall carefully observe all requirements of The Episcopal Church, and of the Diocese.

(b) It shall call a Rector and cooperate with him in discharging his duties with respect to the spiritual life of the Parish. It shall represent the Parish in its dealings with the Diocese, and with the Clergy.

(c) The Vestry shares equal responsibility with the Rector for the prompt and accurate preparation and filing of the Annual Parochial Report.

(d) It shall be responsible for the proper operation and financial affairs of all Organizations and Institutions of the Parish, including but not limited to book shops, day kindergartens or schools and the like.

Sec. 13.

(a) The Vestry shall set the time and place of its regular meetings, which shall not be less frequently than quarterly.

(b) The Rector or the Senior Warden or, in the absence of both,

the Junior Warden may call a meeting of the Vestry; a meeting shall be called on the request of three members of the Vestry upon giving five days' notice.

(c) In all meetings of the Vestry, the Rector or at the Rector's discretion one of the Wardens shall preside, or in his absence, the Senior Warden, or in the absence of both, the Junior Warden, or in the absence of all three, one appointed by the body.

(d) The Vestry shall set by resolution a quorum for transaction of business, which shall be not less than a majority of its elected members. All Vestry meetings shall be held in person with a quorum actually present, and no proxy voting shall be permitted.

Sec. 14. In the event of a vacancy on the Vestry, the remaining members shall elect a successor to serve until the next Annual Parish Meeting or until their successors are elected.

Sec. 15.

(a) The Rector of a Parish shall have exclusive charge of all things affecting the spiritual interest of the Parish, subject only to the Bishop. For the purpose of his office and for the full and free discharge of all functions and duties pertaining thereto, the Rector shall, at all times, be entitled to the use and control of the Church and Parish building with the appurtenances and furniture thereof.

(b) The Rector's counsel and advice shall be sought on all projects involving buildings and grounds.

(c) It shall be his duty to take order concerning the worship of the Church, together with all that appertains thereunto. He may appoint, from time to time, fit persons to assist him in his duties which may lawfully be performed by lay persons. He shall have spiritual direction and spiritual control of all Sunday Schools, Parish Schools, and other educational and charitable associations connected with the Parish.

Sec. 16.

(a) A congregation may be declared to be an Imperiled Parish under paragraph (c) (below) when one or more of the following conditions shall exist:

(i) Any of several conditions which would render a parish liable to action under Article IV of the Constitution of the Diocese; e.g., employing a member of the clergy under ecclesiastical censure or process; permitting a church edifice to be used for purposes incompatible with its consecration; any persistent course inconsistent with the doctrine, discipline or worship of this Church.

(ii) The parish shall refuse or neglect to assemble and elect a Vestry, as provided in these canons; or shall fail

of representation at any Annual Convention of this Diocese.

(iii) The parish shall have failed to search for and elect a rector after a reasonable period of time.

(iv) The parish shall have failed to comply with the provisions of Section 1(a) herein with regard to compensation of Clergy, or shall fail to maintain adequate insurance as required under the provisions of Canon 14, Section 8.

(v) The parish shall fail to make timely reports or to submit a Certificate of Audit as required by Canon 13, Section 1.

(vi) Financial reports reveal evidence of financial instability sufficient, in the judgment of the Bishop and Finance Committee, to warrant action under this Canon.

(b) Action under this canon may be initiated in any of the following ways:

(i) The Rector or Vestry of any such congregation may invite the pastoral intervention of the Bishop.

(ii) The Bishop, being aware of the conditions enumerated in paragraph (a) of this Canon, may appoint a committee of three persons to seek amelioration of the condition(s), and to report to the Bishop thereon.

(iii) Such intervention may be initiated upon the affirmative vote of a majority of the members of the Bishop and Council.

(c) In the event that the conditions specified shall persist, the Bishop, with the advice and consent of the Council, may declare the congregation to be an Imperiled Parish, and require the application of one or more of the following measures to restore health to the congregation:

(i) appointment by the Bishop of five or more adult communicants in good standing of the Parish to govern the affairs of the Parish as the Vestry, during the pendency of these conditions, and notwithstanding any other provisions for such governance, or for the election of a Vestry;

(ii) designation of the Rector of the Parish as Vicar, during the pendency of these conditions;

(iii) conveyance of title of all real property to the Trustees of the Diocese, who shall hold the same in trust during the pendency of these conditions;

(iv) such other measures, during the pendency of these

conditions, as the Bishop, with the concurrence of the Council shall determine.

(d) It shall be the obligation of all parties to labor to restore the Parish to a greater degree of health, setting forth problems to be addressed in an open, honest manner and working toward the resolution of such problems in a climate of respect and charity, and for the greater good of the Church.

CANON 20. CALLING OF RECTORS

Sec. 1. Whenever the office of Rector of a Parish shall become vacant it shall be the duty of the Vestry to give immediate notice thereof to the Bishop, who shall render the Vestry such assistance as may be in his power in filling the vacancy.

Sec. 2. In case the Vestry of a vacant Parish fail to make arrangements for maintaining the services of the Church during the vacancy, the Bishop shall have the power to send such Clergy as may be at his disposal for that purpose, and, in all such cases, the Clergy so sent shall have access to the Church buildings.

Sec. 3. If the office of Rector of a Parish becomes vacant, the Vestry shall call a Rector, but such call shall be subject to the provisions of this Canon, viz:

(a) Notice shall be given the Bishop by the Wardens and Vestry not more than ten days after the vacancy occurs, and the Vestry shall seek and consider the guidance of the Bishop in seeking a Rector.

(b) Unless the Bishop permits otherwise, no call shall be issued until thirty days after the identity of the Priest whom the Vestry proposes to call has been made known to the Bishop, and the Vestry shall have met and considered any communication received from the Bishop.

(c) To ensure mutual understanding, a covenant or letter of agreement between the Rector and the Vestry, stipulating his stipend and allowances, shall be signed by both Rector and Vestry, a copy spread upon the minutes of the Vestry, and a copy furnished to the Bishop.

Sec. 4. All other ordained Clergy of a Parish shall be under the jurisdiction of the Rector, who shall have the power to appoint or to dismiss them, provided that:

(a) Unless the Bishop permits otherwise, the Rector may not appoint an Assistant Clergy until thirty days after the Bishop has been given notice of his intent and of the identity of the Clergy.

(b) The stipend and allowances of the Assistant shall be fixed by the Vestry, which create and may abolish the office to be filled.

(c) Upon the call of a new Rector, it is the obligation of all

Assistant Clergy and all lay employees to offer their resignations.

Sec. 5. A Priest not canonically resident in the Diocese may be called as a Rector, and a Priest or a Deacon as an Assistant to the Rector, only with prior permission of the Bishop, said permission to be confirmed in writing.

CANON 21.
NEW PARISHES

Sec. 1. Any number of persons, not less than twenty Communicants canonically entitled to vote, may associate themselves together to form a new Parish. If the proposed new Parish is not to be within the limits of a Parish already established, they shall sign and forward to the Convention Articles of Association in the following form, to-wit:

ARTICLES OF ASSOCIATION

of _____ Parish _____

Whereas, the following named persons, Communicants of The Episcopal Church, resident in _____ and vicinity, in West Tennessee, viz: _____ with others, have associated together for the purpose of organizing a Parish according to the Constitution and Canons and the Doctrine, Discipline, and Worship of The Episcopal Church and The Diocese of West Tennessee, they do hereby declare the following to be the articles and conditions of their association:

- (1) The title of this Parish shall be the Rector, Wardens and Vestry of _____
- (2) The Parish acknowledges and accedes to the Constitution, Canons, Doctrine, Discipline and Worship of The Episcopal Church and The Diocese of West Tennessee.
- (3) The affairs of this Parish shall be conducted by the Rector, Wardens, and Vestry thereof, according to the Constitution and Canons of the Church.
- (4) The Rector of this Parish shall be elected by the Wardens and Vestry in open meeting, duly convened for that purpose.
- (5) The Wardens and Vestry of this Parish shall all be Confirmed Adult Communicants eighteen years of age or older.
- (6) The title to all real estate now owned or hereafter acquired by this Parish shall be vested as required by Canon 14.
- (7) All real estate now owned or hereafter acquired by this Parish, title to which is vested in any manner as aforesaid, shall be held,

sold, transferred, alienated, conveyed, mortgaged or encumbered, in whole or in part, only in conformity with the Constitution, Canons, Doctrine, Discipline, and Worship of The Episcopal Church and The Diocese of West Tennessee.

If, upon presentation of these articles, the Convention gives its consent, the Parish shall be accounted duly established.

Sec. 2. If the proposed new Parish is to be formed within the limits of an existing Parish, or Parishes, application shall be made to the Bishop, who shall forward the application with such endorsement as he shall see proper to the Standing Committee, whose duty it shall be to inform the authorities of said existing Parish or Parishes that such application has been made, and that any objection to the formation of the proposed new Parish will be duly considered, if made in writing. After sixty days from such notice given, the said Committee shall act upon the application. If consent be given, Articles of Association shall be signed and forwarded as above; and, upon an affirmative vote of the Convention, the Parish shall be duly established.

Sec. 3.

(a) In any area within the Diocese, where a number of Parishes or Missions, or both, may desire to associate under a cooperative plan for the better promotion and support of the work of the Church in that area, this may be done, with the approval of such plan by the Bishop and by the Council.

(b) Any unit organized in accordance with the provisions of the preceding paragraph shall assume so much of the responsibility for the promotion and support of the work of the Church in its area as may be approved by the Council.

(c) Such association shall not relieve the Parishes or Missions so associated from any constitutional or canonical responsibilities.

CANON 22.

DIOCESAN MISSIONS AND MISSION STATIONS

Sec. 1.

(a) It shall be competent for any number of persons, not less than ten Communicants canonically entitled to vote, to be organized as a Mission as follows.

(b) The following application shall be made to the Bishop, duly signed by all who propose to be members of the Mission.

APPLICATION TO THE BISHOP

Right Reverend Father in God:

We, the undersigned, residents of _____, County of _____, The Diocese of West Tennessee, being desirous of obtaining the services of the Church, and ready, according to our several ability, to sustain the same, do hereby request you to provide for us as you deem proper and expedient. We do hereby declare ourselves, individually and collectively, ready to do whatever may be necessary to establish and sustain the regular worship of the Church. We do hereby promise conformity to the Constitution and Canons and the Doctrine, Discipline, and Worship of The Episcopal Church, and of The Diocese of West Tennessee. We, therefore, hereby ask to be organized as a Mission under the name of _____ Mission.

Furthermore, we do hereby stipulate and agree to raise annually among us a sum sufficient for the support of the Diocese and the program of the Diocese, together with the amounts necessary for our self-support, but not to include a living for such Clergy may be furnished us. As to the latter, we agree to work toward progressive assumption of full Clergy cost and the attainment of Parish status.

Remaining obediently yours in the Church,

(Signed) _____

(c) Formation of a mission shall be initiated in cooperation with the Bishop and Council.

(d) The Vicar or Clergy in Charge shall be appointed by the Bishop. If the Bishop consents to the organization of the Mission, he shall appoint the following officers to serve until the first Annual Meeting of the congregation, and thereafter, they shall be elected by the Mission Council, viz: a Senior Warden, a Junior Warden, a Treasurer, and a Clerk. The Communicants signing said application shall, upon allowance thereof by the Bishop, become Communicants of said Mission, and be enrolled as such, and the proper officer shall thereupon notify their former Rector or Clergy; and said Mission, after organization and permission from the Annual Convention, shall be in union with and entitled to representation in the Annual Convention as a Mission of the Diocese.

Sec. 2.

(a) In any Mission that shall be formed a Mission Council, consisting of not less than three nor more than twelve persons who shall

be confirmed Communicants in Good Standing of the Mission, at least eighteen years of age, shall be elected at the Annual Meeting of the congregation. Membership on the Mission Council shall be rotated as is provided in the case of Parish Vestries provided that rotation and ineligibility may be waived by the Bishop upon request of the Annual Meeting. The Mission Council shall elect from its members a Senior Warden and a Junior Warden, and it shall also elect a Clerk, a Treasurer, and Lay Delegates to the Annual Convention, none of whom need be members of the Mission Council. A majority of the members of the Mission Council shall constitute a quorum.

(b) The Mission Council, and its several officers, shall have the same powers and perform the duties assigned by Canon to the officers and Vestry of a Parish except that they shall not elect nor call a Vicar or Clergy in Charge.

Sec. 3.

(a) There shall be an Annual Meeting of the Communicants of the Mission on the first convenient day in each calendar year, or within the quarter preceding that year, for the election of the Mission Council. Qualified voters in such election shall be all registered Communicants in Good standing of the Mission who are sixteen years of age, and older.

(b) At this meeting, the Vicar or Clergy in Charge shall preside, or in his absence, the Senior Warden, or the Junior Warden, in the order named. In the absence of these officers, the meeting shall elect its Chairman. All provisions respecting the annual or special meeting of a Parish shall be applicable to the meeting of a Mission unless specifically otherwise provided in this Canon.

Mission Stations:

Sec. 4. Any place where there is a group of members of this Church not yet constituted into a Mission, and where stated services are held not less than four times in each year, with approval of the Bishop, shall be known as a Mission Station and so listed in the Journal of the Convention and other records of the Diocese. The members resident in such Mission Station and the services and official acts performed therein, shall be recorded in and reported from the Diocesan Register.

CANON 23.
PAROCHIAL MISSIONS

Sec. 1. Upon recommendation of the Rector and Vestry, the Annual Parish Meeting may approve establishment of a Parochial Mission.

Sec. 2. Before submission to the Annual Parish meeting, the

Vestry shall:

(a) Prepare a plan for the organization, structure and government of the Mission, its financial support, and the relation of the Mission and its communicants to the Parish, and such other matters as are deemed relevant.

(b) Secure written approval of said plan by the Bishop.

(c) Secure approval of the Council for the location proposed for the Mission.

Sec. 3. Once the plan referred to in Sec. 2.(a) has been approved by the Bishop, it may be amended or modified only with consent of the Bishop and the governing body of the Mission.

Sec. 4. The Vicar of the Mission and all other clergy serving it shall be deemed assistants to the Rector of the Parish.

Sec. 5. A Parochial Mission, established as herein provided, shall be recognized by the Annual Convention as such, and shall be entitled to representation therein to the same extent as Missions of the Diocese.

Sec. 6. Title to Mission property, real and personal, shall be vested in the Parish in the manner provided in Canon 14. A Parochial Mission may not be incorporated.

Sec. 7. The Parish shall at all times be responsible and liable to the Diocese and to third parties for all obligations of the Mission.

Sec. 8. The Annual Convention may, by action applicable to all Parochial Missions, make such changes in their organization, structure, status or representation in the Annual Convention, as it may deem proper; or it may terminate the existence as a separate entity of any Parochial Mission.

CANON 24.

UNIVERSITY AND COLLEGE CHAPELS

Sec. 1. It shall be competent for any number of persons, not less than ten, members of any academic community in The Diocese of West Tennessee, and being Communicants canonically entitled to vote, to make application to the Bishop for the establishment of a Chapel or Center of the Church. Those so applying shall sign the following application:

APPLICATION TO THE BISHOP

Right Reverend Father in God:

We, the undersigned, members of the Academic Community of _____, The Diocese of West Tennessee,

being desirous of obtaining the ministry of the Church, and ready according to our several ability, to sustain the same, do hereby request you to provide for us as you deem proper and expedient. We do hereby promise conformity to the Doctrine, Discipline, and Worship of The Episcopal Church; and further, we promise to obey the Constitution and Canons of the General Convention and of The Diocese of West Tennessee. We, therefore, ask to be established as a Chapel or Center of the Church under the name of

— (Signed)

Sec. 2. Chapels and Centers so established shall be enrolled by the Annual Convention bearing the status of Diocesan Chapels.

Sec. 3. The Chaplain shall be appointed by the Bishop, and shall exercise his ministry under the direction of the Bishop.

Sec. 4.

(a) Each Chapel or Center shall have a Board which shall be appointed by the Bishop, upon nomination of the Chaplain. The Board shall consist of not less than seven nor more than twelve members, representing both the academic community and the Laity at large. They shall be appointed for one year terms, and may succeed themselves. One half of the membership of the Board shall constitute a quorum, and all members of the Board must be Confirmed Communicants in Good Standing at least eighteen years of age in some Parish or Mission of this Diocese.

(b) The Chaplain shall act as Chairman of the Board. If there is no Chairman, the Assistant Chairman shall preside. The Board shall elect an Assistant Chairman, a Secretary, a Treasurer, and shall make other appointments it deems necessary.

(c) The Board, with the consent of the Bishop, may have the powers and perform the duties assigned by Canon to the Vestry of a Parish, except that the Board shall not elect or call a Chaplain, but such powers may be restricted in any case by the Convention or by the Council.

Sec. 5. The Chaplain shall keep an Official Register of membership and Official Acts. It shall be his special duty to transfer Communicants enrolled at the time of their permanent departure.

Sec. 6. All Chapels shall make such annual reports as shall be prescribed by the Ecclesiastical Authority.

Sec. 7. In those academic communities wherein the college work is an ecumenical operation, the participation, financing, and personnel of the Diocese in such operation shall be that recommended by the

Department of Ministries in Higher Education and approved by the Bishop and by the Council.

Sec. 8. The Annual Convention shall make suitable provision for the support of such Chapels and Centers.

CANON 25.
PARISH AND DIOCESAN
REGISTERS AND REPORTS

Sec. 1.

(a) It shall be the duty of every Clergy of this Church to record in the Parish Register all Baptisms, Confirmations, Receptions, Marriages, Burials, and the names of all Communicants within his Cure.

(b) The registry of every Baptism shall be signed by the officiating Clergy.

(c) Every Clergy of this Church in charge of a congregation shall have recorded in the Parish Register a list of all persons who have been Confirmed or Received. He shall indicate upon the Parish Register each year the names of those who have died in the past year or whose names have been removed by letter of transfer. He shall also indicate (1) those whose domicile is unknown, and (2) those whose domicile is known but are inactive. He shall maintain as far as practicable a list of all families and persons within his Cure, which list shall remain in the Parish for the use of his successor.

Sec. 2.

(a) Not later than March 1 of each year, the Rector and Vestry of each Parish and the Clergy in charge of each Mission shall make, upon the blank form provided by the Executive Council and furnished by the Secretary of the Diocese, an accurate report to the Secretary, including:

(1) The number of Baptisms, Confirmations, Receptions, Marriages, and Burials during the year; the total number of baptized persons and Communicants in Good Standing at the time of the report; and for all purposes the number of members of this Church shall be deemed to be the number of baptized persons.

(2) A summary of all the receipts and expenditures from whatever source derived and for whatever purpose used.

(3) A statement of the property held by the Parish or Mission whether real or personal, with an appraisal of its value, together with a statement of the indebtedness of the Parish or Mission, if any, and of the amount of insurance carried.

(4) Such other relevant information as is needed to secure an accurate view of the state of this Church, as required by the approved form.

(b) In case any Parish or Mission shall fail to send, before the first day of February, the report required by this section to the Secretary, the Council at the expense of the Parish or Mission may send a certified accountant to said Parish or Mission, who shall have access to the books of said Parish or Mission, make up said report and forward same to the proper person, for the carrying out of the provisions of this section.

(c) The report required by the foregoing paragraphs of this section shall be made up to and include all items from January 1, to December 31, and such parts thereof as the Bishop may direct shall be published in the Journal of the Diocese for each year.

(d) The Secretary of the Diocese shall send duplicate copies to the Executive Council not later than March 1st.

Sec. 3. Parish Registers shall be open to the inspection of the Bishop, and he may call for any information they may contain at any time.

Sec. 4.

(a) The Bishop may direct that a Diocesan Register be maintained wherein shall be recorded, so far as may be ascertained, a complete list of the names of Communicants of this Church, not active and enrolled upon the Registry of any Parish or Mission, who may be resident within the Diocese. Communicants may be enrolled upon the Diocesan Register and may be transferred to or received from a Parish or Mission in the manner prescribed by Canon for Communicants removing from one Parish or Congregation to another, excepting only persons enrolled in the Diocesan Registration under the provision of Section 4(b) of this Canon, in which case those provisions shall apply.

(b) Any person to whom the Sacraments of the Church shall have been refused, or who has been repelled from the Holy Communion under the rubrics, may, with the approval of the Bishop, or Ecclesiastical Authority, be transferred to the Diocesan Register with notation of such action. Such person may then be transferred to a Parish or Mission only with the approval of the Bishop, or Ecclesiastical Authority, and only in accordance with the provisions of Title I, Canon 17, of the Canons of The Episcopal Church.

(c) The Secretary shall include the statistical report of the Diocese the appropriate information contained in the Diocesan Register.

CANON 26.

JOINT ACTIONS WITH OTHER DIOCESES

Sec. 1. The Council shall have power and authority to enter into agreements with other Dioceses respecting matters of common interest and concern, and to provide for the methods and means by which such

interests and concerns may be made effective.

Sec. 2. If an agreement is authorized pursuant to Section 1, the Council shall elect representatives of the Diocese to any joint Board or Committee which may be created by agreement.

Sec. 3.

(a) Any moneys required from this Diocese for funding agreements under this Canon shall be included in the Annual Budget, or approved by the Council.

(b) No assets of this Diocese may be committed to any joint undertaking, nor sold, encumbered or otherwise obligated except with the express approval of the Annual Convention or the Council, which power may not be delegated.

Sec. 4. Every agreement entered into pursuant to this Canon, before becoming effective, shall be approved in writing by the Bishop, and shall contain a provision permitting the termination of participation by this Diocese upon reasonable notice.

CANON 27. ECCLESIASTICAL TRIAL COURT

Sec. 1. There is hereby established an Ecclesiastical Trial Court for the trial of any Priest or Deacon subject to its jurisdiction.

Sec. 2. The (i) powers, duties and procedures of the Ecclesiastical Trial Court; (ii) the charges for which a Priest or Deacon may be made to stand trial; and (iii) the mode and manner of making charges, securing presentments and conducting trials pursuant to this Canon, shall be as prescribed in Title IV of the Canons of The Episcopal Church, the provisions of which are hereby incorporated by reference as if set forth here verbatim.

Sec. 3. (a) The members of the Ecclesiastical Trial Court shall consist of three (3) clergy who have been canonically resident within this Diocese for more than one (1) year, and two (2) laypersons, who are Communicants in Good Standing. At least one of the lay persons shall be learned in the law and duly licensed to practice law in the State of Tennessee.

(b) The members of the Ecclesiastical Trial Court shall be elected at each Annual Convention and shall hold office until the next Annual Convention or until such time as their successors shall have been duly elected. Members may succeed themselves.

(c) Within two (2) months following the Annual Convention, there shall be elected from the members of the Ecclesiastical Trial Court a Presiding Judge.

(d) The Bishop of the Diocese shall appoint annually,

upon the advice and consent of the Standing Committee, a Church Attorney to serve until such time as a successor shall have been duly appointed in like manner.

(e) The creation of vacancies and the events constituting disqualification from service on the Ecclesiastical Trial Court shall be governed by Title IV, Canon 3, Section 18 of the Canons of The Episcopal Church. Any vacancies or disqualifications occurring between meetings of the Annual Convention shall be filled by the Standing Committee until the next Annual Convention.

CANON 28. DIOCESAN REVIEW COMMITTEE

Sec. 1. There shall be a Diocesan Review Committee to be chosen by ballot by the concurrent votes of a majority of the members of both Orders as hereinafter provided. The Diocesan Review Committee shall perform the functions and have the powers and responsibilities given to a Committee of that name by Title IV of the Canons of General Convention relating to ecclesiastical disciplinary process.

Sec. 2. The Diocesan Review Committee shall consist of three Priests or Deacons actually and canonically resident in the Diocese and two lay adult communicants in good standing of the Church actually resident in the Diocese. Each member shall serve for a term of three years, with the terms to be staggered so that at least one new member of the Committee shall be elected each year. In case of a vacancy, the Standing Committee shall appoint an individual of the same Order (lay or clergy) to serve until the next Diocesan Convention, at which time the Convention shall elect a person of the same order for the remainder of the term. No person may serve more than two full terms consecutively.

Sec. 3. The Diocesan Review Committee shall elect a President from among its members to serve for a term of one year, with the right to succeed herself or himself.

Sec. 4. No person shall at the same time serve as a member of the Diocesan Review Committee, the Ecclesiastical Trial Court, or the Standing Committee.

* Note: At the 29th Annual Convention, Canon 27 and Canon 28 were amended and will be replaced by a new Canon 27, Ecclesiastical Discipline, which becomes effective July 1, 2011. The new Canon 27 follows after Canon 30 of these Canons.

CANON 29.
ADJUDICATION UNDER ARTICLE IV
OF THE CONSTITUTION

Sec. 1. This Canon provides for adjudication of matters arising under Article IV of the Constitution which may involve the suspension of a Parish or its reduction to the status of a Mission.

Sec. 2. Unless and until the procedure for adjudication set out herein has been substantially complied with, the Annual Convention shall not proceed under Article IV.

Sec. 3. Notice of intent to seek Convention action against any Parish under Article IV and setting forth the charges may be given to the Bishop by any Clergy or Lay Delegate to the Annual Convention, by any officer of the Diocese, or by the Council, such notice to be in writing and a copy thereof served by registered mail on the Rector of the Parish not less than 30 days before the convening of the Annual Convention.

Sec. 4. Upon receipt of such notice, the Bishop shall appoint a Tribunal to consist of the President of the Standing Committee, as Chairman, the Chancellor, and three Communicants. At least three members of the Tribunal shall constitute a quorum with power to act.

Sec. 5. The Chairman shall convene the Tribunal at a time and place prior to the meeting of the Annual Convention, and in writing invite the attendance of the Parish or its representatives at such meeting. Notice to the Parish shall be by registered mail addressed to the Rector or a Warden, mailed at least seven days before the Tribunal convenes. Notice shall also be given in like manner to the person who filed the charges.

Sec. 6. The Tribunal shall hear evidence offered in support of and in opposition to the charges, as well as any evidence offered in aggravation, mitigation or explanation. Formal rules of evidence shall not control, and the Tribunal may make such rules of procedure as it deems just and appropriate. If the person filing the charges does not appear, the charges shall be treated as abandoned, and if the Parish does not appear, the Tribunal shall hear such evidence as may be offered prior to making its decision.

Sec. 7. The Tribunal shall, by majority vote, prepare and deliver to the Annual Convention its findings and recommendations, and no finding of fact made by the Tribunal shall be open to further controversy before the Annual Convention.

Sec. 8. Action on the report of the Tribunal shall be a special order of business at the Annual Convention, which may accept or reject the recommendations of the Tribunal, and may take such action pursuant to Article IV as it deems proper.

In lieu of actions under Article IV, in its discretion the Annual Convention may take any such other action as it deems proper and desirable to remedy or correct any delinquency or wrongdoing on the part of a Parish, including, but not limited to, depriving its Clergy and Laity of seat and vote in the Annual Convention or publication of a public censure.

Sec. 9. If a Parish is suspended or reduced in status by the Annual Convention pursuant to Article IV, the penalty may be removed only by vote of an Annual Convention, on recommendation of the Bishop.

Sec. 10. Any action cognizable by the Annual Convention under this Canon may also be taken by a Special Convention.

CANON 30. ALTERATION OF CANONS

Sec. 1. All proposed amendments, additions or alterations to the Canons of the Diocese shall be referred to the Standing Committee on Canons to be reported upon; and no Canon shall be acted upon unless by unanimous consent of the Convention, without at least one day's previous notice thereof given in open Convention.

Sec. 2. Whenever there shall be a repealing clause in any Canon, and the said Canon shall be repealed, such repeal shall not operate as a reviver of the repealed Canon.

*Note: The following Canon 27 will replace the existing Canon 27 and Canon 28 on July 1, 2011. Canons 29 and 30 will be renumbered at that time..

*CANON 27: ECCLESIASTICAL DISCIPLINE

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

Sec. 2. Discipline Structure.

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

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

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

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

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

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

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

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

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

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

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

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

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

(j) Church Attorney. Within sixty (60) days following each annual Convention, the Bishop in consultation with the Standing Committee shall appoint an attorney to serve as Church Attorney to serve for the following calendar year. The person so selected must be a Member of the Church and a duly licensed attorney, but need not reside within the Diocese.

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

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

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

Sec. 3. Costs and Expenses.

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

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

budgetary constraints as may be established by the Bishop and Council.

Sec. 4. Records.

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

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

RULES OF ORDER
AND
ORDER OF BUSINESS

ORDER OF BUSINESS AND RULES OF ORDER
Twenty-Ninth Annual Convention
of The Diocese of West Tennessee
Host Parish
Church of the Holy Apostles
1380 Wolf River Boulevard
Collierville, Tennessee 38017
March 4-6, 2010

1.01 The Order of Business shall be as follows:

Thursday, March 4, 2010
Session I – Evening
“Be thou my vision”

- | | |
|-------------|--|
| 4-5:30 p.m. | Registration |
| 5:30 | The Holy Eucharist, Rite II, Renewal of Baptismal Covenant, Clergy Renewal of Vows, (Clergy will vest and process – cassock, surplice and purple stoles)
The Rt. Rev. Don E. Johnson, Bishop of The Diocese of West Tennessee – Celebrant
The Rt. Rev. William Michie Klusmeyer, Bishop of The Diocese of West Virginia – Preacher |
| 7:00 | Convention Reception – Parish Life Center |

Friday, March 5, 2010
Session II – Morning

- | | |
|-------------|---|
| 7-8:00 a.m. | Registration for Friday
Continental Breakfast – hosted by the Women of the Holy Apostles |
| 8:00 | Report of the Secretary on the Number of Clergy Members and Lay Delegates |
| 1) 8:05 | Organization
A. Call to Order and Welcome
B. Resolution of Invitation |

- C. Necrology
- D. Introduction of New Clergy, Clergy Spouses, Resigned Clergy, Ecumenical Guests, Special Guests and Licensed Lay Ministers
- E. Introduction of Convention Chair, Arrangements
- F. Appointment of Parliamentarian
- G. Election of Secretary
- H. Election of Assistant Secretary
- I. Adoption of Rules of Order/Order of Business
- J. Appointment of Convention Committees by the Bishop

2) 8:30

Report of the Standing Committee on Canons

Matters of Reference – Introduction of Resolutions for Reference to Committees
(deadline for submitting resolutions is 12:20 p.m.)

3)

Reports of Officers, Boards, Commissions, Committees

The following reports are to be filed by title as reported on the Diocesan web site or distributed to congregations.

- A. Standing Committee of the Diocese
- B. Secretary of the Diocese
- C. Chancellor
- D. Registrar
- E. Commission on Ministry
- F. Such others as the Canons may describe, the Bishop may designate or the Convention may request.
 - 1. Bishop and Council
 - 2. BRIDGES, USA
 - 3. Vice-Chancellors
 - 4. Chaplain to Retired Clergy/Clergy Families
 - 5. Campus Ministry/Barth House, University of Memphis

6. Campus Ministry/Rhodes College
7. Campus Ministry/UT, Martin
8. Daughters of the King
9. Diocesan Benefits Committee
10. Diocesan Disaster Relief Coordinator
11. Diocesan Property and Casualty Committee
12. Diocesan Youth Council
13. DuBose Conference Center
14. Emmanuel Episcopal Center
15. Episcopal Church Home
16. Episcopal Church Women
17. Episcopal Day Camp
18. Episcopal Relief and Development
19. Finance Committee
20. Global Justice and Reconciliation
21. Happening
22. Historiographer
23. St. Columba Conference Center
24. Standing Committee on Canons
25. Tennessee Association of Episcopal Schools
26. University of the South
27. West Tennessee Endowment Corporation

G. Other Committees or Commissions

- 4) 8:45 Presentation and Discussion of the 2010 Proposed Budget
[Canon 13, Sec. 3(b)], [Canon 8, Sec. 11 (b)]
- 5) 9:15 Presentation on the Haiti Mission Project – The Rev. Drew Woodruff; The Rev. Ollie Rencher
- 6) 9:30 Presentation on Emmanuel Episcopal Center – The Rev. Colenzo J. Hubbard, Executive Director

- 7) 10:00 Presentation on St. Columba Conference Center
– Mrs. Anna Robbins; The Rev. William S.
Murray IV
- 8) 10:15 Presentation of The Bishop’s Cross
- 10:30 Announcements by the Secretary/Break
- 9) 11:00 The Bishop’s Address – The Rt. Rev. Don E.
Johnson
- 11:35 Noonday Prayers
- 11:45 Luncheon
(deadline for submitting nominations is 12:20 p.m.)

Session III – Afternoon

- 10) 1:00 p.m. Report of the Secretary on the Number of Clergy
Members and Lay Delegates
- Introduction of Nominees for Elective Office
Standing Committee
Bishop and Council
Lay Trustee, University of the South
Ecclesiastical Trial Court
Diocesan Review Committee
- 11) 1:15 First Ballot (prayer before balloting)
*(During balloting, the Convention may take up
other business, which may be interrupted for the
reports of tellers and additional ballots.)*
- 12) 1:30 The Diocesan Strategic Visioning Team –
Report and Discussion
- 13) 3:30 Report of the Secretary on the Number of Clergy
Members and Lay Delegates
- 14) 3:35 Second Ballot (as required)
(prayer before balloting)

- 15) 3:40 Elections – (if further balloting is required, a prayer before each ballot)
1. Chancellor
 2. Vice-Chancellors
 3. Registrar
 4. Historiographer
 5. Treasurer
 6. Assistant Treasurers
 7. Standing Committee
 8. Bishop and Council
 9. Lay Trustee, University of the South
 10. Ecclesiastical Trial Court
 11. Diocesan Review Committee

Ratification of Nominations

1. Commission on Ministry
2. The Church Home
3. West Tennessee Endowment Corporation

Appointments

1. Finance Committee
2. Standing Committee on Canons
3. Standing Committee on the Church Pension Fund
4. St. Columba Conference Center Board of Directors

- 16) 3:45 Announcements by the Secretary

NOTE: The Standing Committee will meet briefly immediately after the Announcements to set its organizational meeting date and consider any pending business as needed.

- 17) 4:00 Budget and Resolutions Hearings

Evening

- 18) 5:30 The Holy Eucharist, Rite I
The Rt. Rev. William Michie Klusmeyer,
Bishop of The Diocese of West Virginia –
Celebrant
The Rev. Margaret W. Jones, Deacon, The

Diocese of West Tennessee – Preacher

- 19) 7:00 Dinner and Entertainment – St. George’s Independent School,
1880 Wolf River Boulevard, Collierville,
Tennessee

Saturday, March 6, 2010

Morning

- 20) 7-8:00 a.m. Registration for Saturday
Continental Breakfast – hosted by Integrity

Session IV

- 21) 8-8:50 Workshops
- 22) 9-9:50 Workshops
- 23) 10:00 Report of the Secretary on the Number of Clergy
Members and Lay Delegates
- 24) 10:10 Consideration of Resolutions
- 25) 10:45 Diocesan Youth Presentation
- 26) 11:00 Adoption of the Budget
- 27) 11:30 Miscellaneous Matters
1. Memorials, Greetings and Resolutions of
Appreciation
 2. Other
- 28) 11:45 Taking Order of Time and Place of the Thirtieth
Annual Convention
- 29) 11:50 Notices from the Secretary
- 30) 12:00 p.m. Blue Grass Mass
The Rev. John P. Leach, Rector, Church of the
Holy Apostles – Celebrant

The Rt. Rev. Don E. Johnson, Bishop of The
Diocese of West Tennessee – Preacher

- 1.02 *During balloting, the Convention may take up other business which may be interrupted for the reports of tellers and additional ballots.*

II. Committees

- 2.01 The Bishop shall appoint the following Convention Committees:
- (1) On Elections
 - (2) On Status of Parishes and Missions
 - (3) On General Resolutions (three committees)
 - (4) On Memorials, Greetings and Resolutions of Appreciation
 - (5) Such other as he deems desirable or as may be ordered by the Convention
- 2.02 The Bishop shall appoint the following Standing Committee as prescribed by the Canon or as otherwise required:
- (1) On Canons
 - (2) On Church Pension Fund
- 2.03 Such committees as are instructed by the Bishop shall convene in advance of the opening of Convention to consider matters referred to them.
- 2.04 Reports of all Committees shall be in writing. All reports recommending action by the Convention shall be accompanied by Resolutions for such action.

III. Resolutions

- 3.01 Resolutions are submitted as the Canons may prescribe.
- 3.02 (a) All Resolutions to be presented to the Convention shall be submitted, in written form, to the Secretary forty-five (45) days prior to the opening of the Convention. These pre-filed Resolutions shall be distributed to each congregation, clergy and lay delegate within the Diocese no later than thirty (30) days prior to the first day of each Convention.
- (b) Any Resolution not presented in accordance with paragraph (a) may be introduced to the Convention for consideration only by a two thirds (2/3) vote of Convention taken at the first business meeting.
- (c) Nothing in this Rule shall prevent the Bishop from introducing new matters to the Convention for consideration or action through his address to Convention; and nothing in this Rule shall prevent a committee of Convention from introducing new matters to Convention through its majority report.

- (d) The Bishop may refer any Resolution to a committee for such action as it deems proper.
- 3.03 All resolutions and amendments proposed thereto shall be in writing and shall contain the name, parish or mission, and city of the proponent.
- 3.04 Resolutions may be proposed only by: Clerical Members and Lay Delegates, the Bishop and Council, the Standing Committee on Canons, the Standing Committee on the Church Pension Fund, Vestries and Mission Councils. Each such resolution authored by a clergy or lay delegate shall be endorsed by not less than two other clergy or lay delegates, all of whom are from different congregations.
- 3.05 The Bishop shall refer all resolutions to appropriate Convention Committees for consideration, recommendation and report to the Convention, provided, however, upon a vote of two-thirds of the Delegates present a resolution may be considered immediately.
- 3.06 Where two or more resolutions deal basically with the same subject, they shall be referred to the same Convention Committee. The Committee shall make every effort to consolidate them or otherwise assure their compatibility and should also make every effort to obtain the concurrence of the proponents concerned.
- 3.07 Each Convention Committee to which a resolution has been referred, after providing for a public hearing thereon, shall consider the form and substance of the resolution and in making its report shall recommend (a) for adoption, (b) for adoption with amendment, (c) for adoption of a substitute drafted by the Committee, (d) for rejection, with or without reasons, in which case the question shall be on the adoption of the resolution notwithstanding the recommendation of the Committee for rejection, (e) without recommendation, or (f) for discharge from further consideration because the subject matter had been included in another resolution, in which case the question shall be to discharge the Committee. After the motion to adopt or discharge has been seconded, the Committee Chairperson or other representative shall state the reasons for the Committee's recommendation. Thereafter, the proponent of the original resolution shall be recognized first if the proponent so desires. Amendments may be offered, including an amendment to substitute the proponent's original resolution for that recommended by the Committee.
- 3.08 Any Resolution which would require financial resources for its implementation, or any amendment to the diocesan budget as proposed, shall specify the source of any financial resources

required for its implementation.

IV. Motions in Order of Precedence

4.01 The following motions shall have priority in the order listed:

The Mover

cannot interrupt a member who has the floor
must be recognized, and
the motion must be seconded.

They are subject to the following further rules:

(a) To Adjourn or to Recess

- (1) Not debatable, if unqualified
- (2) Not amendable
- (3) Cannot be laid on table
- (4) Majority vote
- (5) The motion to adjourn shall always be in order, except that it shall not be offered when another member has the floor.

(b) To Adjourn to Time Certain

- (1) Debatable as to time
- (2) Amendable as to the time
- (3) Cannot be laid on table
- (4) Majority vote

(c) To Lay on Table or To Table

- (1) Not debatable
- (2) Not amendable
- (3) Cannot be laid on table
- (4) Majority vote

(d) To Vote Immediately or at Time Certain, or to Extend Debate

- (1) Not debatable
- (2) Amendable, as to time, if a time specified
- (3) Cannot be laid on table
- (4) Two-thirds majority vote

(e) To Postpone to a Time Certain

- (1) Debatable
- (2) Amendable as to time
- (3) May be laid on table
- (4) Majority vote

(f) To Commit or Recommit to any Committee

- (1) Debatable, except as to a Convention Committee

- (2) Amendable as to the Committee to which to be sent
- (3) May be laid on table
- (4) Majority vote
- (g) To Amend or To Substitute
 - (1) Amendments and Substitutes are debatable only when Main Question
 - (2) One Amendment may be made to each independent or separable portion of a Resolution and the right to amend extends only to one Amendment of that Amendment and to a Substitute and one Amendment thereto
 - (3) A Substitute and its Amendment may be laid on table, but cannot be otherwise voted on until original matter is perfected
 - (4) Majority vote
 - (5) Neither the Substitute nor its Amendment shall be voted on (except to lay on the table) until the original matter is perfected

V. Motions Without Order or Precedence

5.01 The following motions have no order of priority, but are subject to following rules:

- (a) Appeal from Decision of Chair
 - (1) Debatable
 - (2) Not amendable
 - (3) May be laid on table
 - (4) Majority vote. A tie vote sustains Chair
 - (5) Must be made immediately after decision
- (b) To take from Table
 - (1) Not debatable
 - (2) Not amendable
 - (3) Cannot be laid on table
 - (4) Majority vote
- (c) To Recall from Committee
 - (1) Debatable
 - (2) Amendable
 - (3) May be laid on table

- (4) Two-thirds majority vote
- (d) To Create Special Order of Day for Particular Time
 - (1) Debatable
 - (2) Amendable as to time
 - (3) Cannot be laid on the table
 - (4) Two-thirds majority vote
- (e) Call for Order of the Day
 - (1) Mover may interrupt a member who has the floor and is not required to be recognized or to have a second
 - (2) Not debatable
 - (3) Not Amendable
 - (4) Cannot be laid on table
 - (5) No vote required, but two-thirds majority vote is necessary to suspend general or special order
- (f) To Suspend the Rules or Take Up Business Out of Order
 - (1) Debatable
 - (2) Not amendable
 - (3) Cannot be laid on table
 - (4) Two-thirds majority vote
- g) To Divide the Question
 - (1) Not debatable
 - (2) Can be amended
 - (3) Cannot be laid on table
 - (4) Majority vote, if vote required
 - (5) May be made without being recognized and even though another member has the floor
 - (6) If the Question under debate contains several distinct propositions, which are independent of each other, at the request of any members the same shall be divided and a separate vote shall be taken, but the motion to strike out and to insert shall be divisible.
 - (7) If the propositions relate to the same subject, and yet each part can stand alone, they may be divided only on a regular motion and vote.

VI. Reconsideration

- 6.01 Neither a Question once determined, nor one of like import, shall again be brought before the Convention, except on motion to reconsider made by one who voted in the majority and seconded by another who voted in the majority.
- 6.02 Motions to reconsider are subject to the following further rules:
- reconsidered
- (1) Debatable when motion to be is debatable
 - (2) Not amendable
 - (3) May be tabled
 - (4) Two-thirds majority vote
 - (5) No question can be twice considered unless it was materially amended after its first reconsideration.

VII. Decorum and Debate

- 7.01 No member shall absent himself from the Convention, unless he have leave or be unable to attend.
- 7.02 No member shall address the Convention or make any motion until after recognition by the Bishop, except to make a parliamentary inquiry, a point of order, or a motion not requiring recognition.
- 7.03 When any Delegate is about to speak, he shall address himself to the Bishop, state his name, parish or mission, and confine himself strictly to the point of debate.
- 7.04 Except by leave of the Convention, no Delegate shall speak more than twice in the same debate nor longer than five minutes at one time.

VIII. Voting

- 8.01 Nominations for Deputies to the General Convention, Standing Committee, members of the Bishop and Council and Trustees of the University of the South which are in writing and contain the Nominee's name, parish or mission, and city and not more than one hundred fifty words (150) of biographical information including past and present service of the nominee to the Church at all levels and received in the office of the Secretary by the first day of the month preceding the month of the Convention shall be included in the Convention brochure.

Additional written nominations for these offices may be made in like manner by filing with the Secretary prior to the first noon. All written nominations shall be posted at the Convention. All such nominations shall contain the name, parish or mission, and city of the nominator who shall obtain the nominee's consent and willingness to serve prior to submitting nomination. Nominations may be made only by the Bishops of this Diocese and the Clergy and Lay Delegates, and any other person authorized by Canon to submit Resolutions.

- 8.02 Balloting for the offices set forth in 8.01 shall commence not earlier than 1:00 P.M. following the first noon.
- 8.03 In elections of Deputies of the General Convention and of Members of the Bishop and Council and the Standing Committee a majority of the votes cast shall be necessary to election. In all other elections, including that of alternate Deputies to the General Convention, a plurality shall suffice.
- 8.04 Unless otherwise expressly provided, any rule requiring a two-thirds majority shall be construed to mean the affirmative vote of two-thirds of the Delegates present and voting.
- 8.05 Ballots with more votes than there are positions to be filled shall be declared invalid.

IX. Committee of the Whole

- 9.01 Whenever so ordered by a vote of a majority of the members present, the Convention may go into Committee of the Whole for the consideration of any matter.

X. Unanimous Consent

- 10.01 By unanimous consent, any action may be taken that is not in contravention of any provision of the Constitution or the Canons.

XI. General Regulation

- 11.01 Except with the express permission of the Bishop or when otherwise ordered by majority vote of the Convention, no books, pamphlets or other printed matter may be distributed within the Convention Hall, or be placed on the seats or desks of the Delegates; but this prohibition shall not apply to Resolutions, reports, and other documents prepared or distributed by the Secretary or to ballots for elections.

XII. Robert's Rules of Order

- 12.01* Except when in conflict with the Constitution or Canons, or any Rules herein contained, the latest edition of Robert's Rules of Order shall govern the interpretation of these Rules and procedures to be followed.

XIII. Amendments

- 13.01* These Rules may be amended at any time by a two-thirds majority vote of the members present.

*(As stated in Preamble A of the Canons of The Diocese of West Tennessee, "He, his, him shall mean and include she, her, hers."
This inclusivity applies to the Rules of Order as well.)*