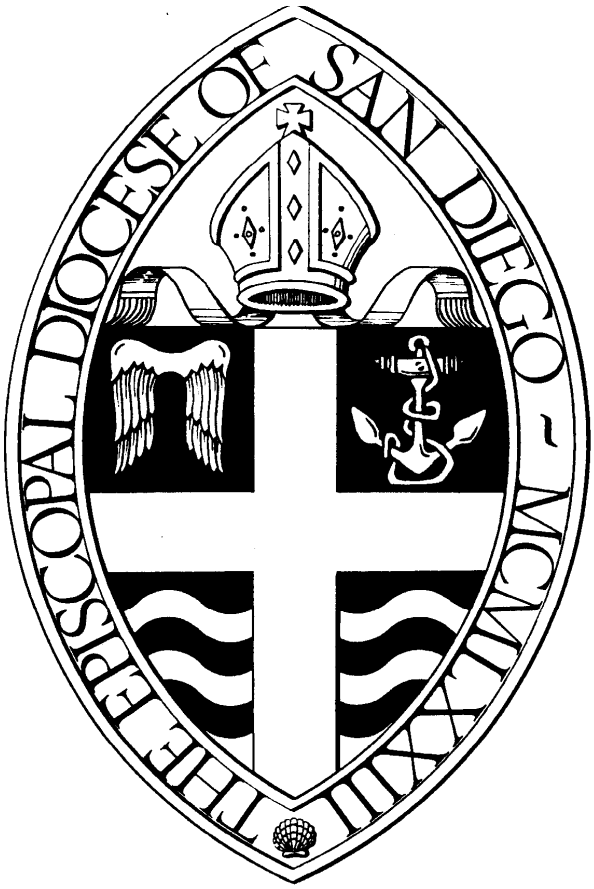
THE CONSTITUTION AND CANONS



of the

EPISCOPAL

DIOCESE of

SAN DIEGO

2013

THE

CONSTITUTION AND CANONS

AND OTHER RELATED DOCUMENTS

OF

THE EPISCOPAL DIOCESE OF SAN DIEGO

ADOPTED AT

THE PRIMARY CONVENTION

DECEMBER 7 - 8, 1973

in

SAINT PAUL'S CHURCH
SAN DIEGO, CALIFORNIA

as amended through February 9, 2013

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THE CONSTITUTION
OF
THE EPISCOPAL DIOCESE OF SAN DIEGO

ARTICLE I
The Title and Territory of the Diocese

Section 1. Title and Territory. This Diocese shall be known and distinguished as "The Episcopal Diocese of San Diego," and its territory shall embrace that portion of the State of California consisting of the Counties of San Diego and Imperial, together with that portion of Riverside County south of the San Bernardino County line between the Colorado and Whitewater Rivers, and east and south of a line following the Whitewater River to its intersection with the Colorado River Aqueduct and thence along the Aqueduct to its point of entry into Lake Matthews, thence in a straight line to the most easterly corner of Orange County near the Summit of Bald Peak and thence along the County line to the Pacific Ocean, and that portion of the State of Arizona consisting of Yuma County.

[Amended in Convention 1999: To add Yuma County, Arizona]

ARTICLE II
Acceding to the Constitution and Canons of The Episcopal Church

Section 1. Accedes to the General Convention. The Church in The Episcopal Diocese of San Diego accedes to the Constitution and Canons of that branch of the One, Holy, Catholic and Apostolic Church, known in law as The Protestant Episcopal Church in the United States of America, also known as The Episcopal Church, and recognizes the authority of the General Convention of the same.

ARTICLE III
The Authority of the Diocese

Section 1. The Authority of the Diocese. The authority of the Diocese is vested in and exercised by its Bishop (and Bishop Coadjutor, if there be one), its Convention and its Standing Committee, acting under and in subordination to The Episcopal Church, its General Convention, Constitution, Canons and Regulations.

ARTICLE IV
The Bishop

Section 1. Ecclesiastical Authority. The Bishop is the Ecclesiastical Authority of this Diocese.

Section 2. There may be a Bishop Coadjutor. There may be a Bishop Coadjutor as provided in the Constitution and Canons of The Episcopal Church, whom the Bishop, in case of and for the period of the Bishop's absence or indisposition, may designate as the Ecclesiastical Authority.

[Amended in Conventions 1996-97: To render Constitution gender neutral]

Section 3. In Case the Bishop may be unable to act. In case the Bishop shall be unable to act in the event of and for the period of his absence or indisposition, the Bishop Coadjutor shall become the Ecclesiastical Authority.

Section 4. There may be Bishops Suffragan. There may be Bishops Suffragan as provided in the Constitution and Canons of The Episcopal Church, one of whom in the order of seniority of consecration unless otherwise determined by the Standing Committee, shall in the event of the death of the Bishop or in the event of and for the period of absence or indisposition of the Bishop and of the Bishop Coadjutor, act as the Ecclesiastical Authority.

[Amended in Conventions, 2007-08: To change "Suffragan Bishop" to "Bishop Suffragan" in conformity with the National Canons.]

Section 5. Chief Pastor. The Bishop is the Chief Pastor of the Diocese, and has the right to officiate within any congregation or elsewhere in the Diocese.

Section 6. Ordinary of all Organizations. The Bishop is the Ordinary of all religious and benevolent organizations of the Church within this Diocese, and as such may attend and preside at any of their meetings and has appellate jurisdiction over their proceedings, as far as it is consistent with the laws of the State of California.

Section 7. Controversies. Irreconcilable controversies between Priests-in-Charge, Rectors or Vicars of two or more congregations, or between a congregation or its Vestry and its Priest-in-Charge, Rector or Vicar, or between persons adversely claiming to be Members of the Vestry of a congregation, shall be referred to the Ecclesiastical Authority for determination.

[Amended in Conventions, 2007-08: To change "Ministers" to "Priests-in-Charge, Rectors or Vicars" in conformity with the National Canons.]

ARTICLE V
Meetings of the Convention

Section 1. Annual Meetings. The Church in the Diocese shall assemble in an Annual Meeting of Convention in every calendar year, commencing in 1975, as provided for in the Canons.

Section 2. Special Meetings. Special Meetings of Convention may be called as provided for in the Canons.

ARTICLE VI
The Members of Convention

Section 1. Members of Convention. The Convention of the Diocese shall be composed of the Bishop, the Bishop Coadjutor (if there be one), the Bishop Suffragan or Bishops (if there be such), all Priests and Deacons canonically resident in the Diocese and

of Lay Delegates from all congregations. The right of Priests and Deacons to vote and the mode of election of Lay Delegates shall be prescribed by Canons.

[Amended in Conventions 1996-97: To change "Presbyters" to "Priests."]
[Amended in Conventions, 2007-08: To change "Suffragan Bishop" to "Bishop Suffragan" in conformity with the National Canons.]

ARTICLE VII
The Officers of Convention

Section 1. Presiding Officer. The Bishop of the parent Diocese is ex officio President of the Primary Convention. In all subsequent Conventions, the Bishop of the Diocese is ex officio President of the Convention.

Section 2. In Case of the Absence of the Bishop. In the absence of the Bishop, the Bishop Coadjutor, if there be one, shall preside. In case the Bishop Coadjutor, if there be one, shall be absent or incapable of acting, the Convention shall elect the Bishop Suffragan, if there be such (or if there be more than one, one of them as determined by the Ecclesiastical Authority), or a Priest of the Convention, to act as President Pro Tempore of that Convention.

[Amended in Conventions 1996-97: To change "Presbyter" to "Priest"]
[Amended in Conventions, 2007-08: To change "Suffragan Bishop" to "Bishop Suffragan" in conformity with the National Canons.]

Section 3. Other Officers. At the Primary Convention, there shall be elected to serve until the adjournment of the first Annual Convention, and thereafter at each Annual Meeting of Convention, there shall be elected to serve from the adjournment of the Convention in which they are elected until the adjournment of the following Annual Meeting of Convention, the following officers: the Secretary, one or more Assistant Secretaries as required, and the Historiographer, whose duties shall be prescribed in the Canons. Annually the Bishop shall appoint the Registrar who also shall be an officer of Convention and whose duties shall be described in the Canons. The Bishop annually shall appoint the Treasurer, with the advice and consent of a majority of the Board of Directors of the Corporation of the Diocese, who shall be an officer of the Convention, and whose appointment shall be confirmed by a majority of the Convention, and whose duties shall be described in the Canons.

[Amended in Convention 1989: The Registrar was deleted as an elected position. The sentence, regarding the appointment of the Registrar, was added by Convention; effective on approval in Convention 1990. [Amended in Conventions 2001-2002: To delete Treasurer as an elected position and add last sentence to require confirmation by the Board and Convention.]

ARTICLE VIII
The Chancellor of the Diocese

Section 1. Bishop to Appoint. The Bishop shall appoint a Lay Person, learned in the law, a communicant of the Church, who shall be known as the Chancellor of the Diocese and shall be the advisor of the Bishop in all legal affairs.

Section 2. To Have a Seat in Convention. When not a Delegate to the Convention, the Chancellor shall be entitled, ex officio, to a seat and voice in the Convention.

Section 3. Assistant Chancellors. The Bishop may likewise appoint one or more Lay Persons, learned in the law, to serve as Assistant Chancellors, and who may be designated either as Vice Chancellors or Assistant Chancellors, as the Bishop may determine.

ARTICLE IX
The Standing Committee

Section 1. Standing Committee to be Elected. The Standing Committee of the Diocese shall consist of four Priests or Deacons and four Lay Persons, to be elected at each Annual Meeting of Convention for a term of four years each, or until their successors are elected, except as hereinafter provided.

[Amended in Conventions 1996-97: To change “Presbyters” to “Priests”]

Section 2. To Divide into Classes. Immediately after the Standing Committee shall be assembled in consequence of the first election, the members thereof shall divide themselves into four classes to consist of one Clerical and one Lay Member in each class. The terms of the members of the first class shall expire at the end of one year; the terms of the members of the second class at the end of two years; the terms of the members of the third class at the end of three years; and the terms of the members of the fourth class at the end of four years. Upon the expiration of the member's term, no person shall be eligible to serve as a member of the Standing Committee for a period of one year.

[Amended in Conventions 1996-97: To render Constitution gender neutral]

Section 3. To Act in Absence of Bishops. When the Diocese is without a Bishop or in the absence or indisposition of the Bishop and of the Bishop Coadjutor and of the Bishop Suffragan, if there be such, the Standing Committee shall become the Ecclesiastical Authority of the Diocese.

[Amended in Conventions, 2007-08: To change “Suffragan Bishop” to “Bishop Suffragan” in conformity with the National Canons.]

Section 4. Must be Members and Communicants. The Clerical members of the Standing Committee must be qualified voting members of Convention and the Lay members must be communicants of the Church in this Diocese who are at least 18 years of age.

[Amended in Conventions 1997-98: To add age standard]

Section 5. To Have Seat and Voice. When not otherwise elected Delegates to the Convention, Lay members of the Standing Committee shall have seat and voice in the Convention.

Section 6. Functions Prescribed. The powers, functions and duties of the Standing Committee shall be those prescribed by the Constitution and Canons of The Episcopal Church, and by the Constitution and Canons of this Diocese.

ARTICLE X
The Diocesan Executive Council

Section 1. Members. The Diocesan Executive Council, of which the Bishop shall be President, shall be formed and constituted and shall act as prescribed by the Canons of the Diocese.

[Amended in Convention 2012: To change “Diocesan Council” to “Diocesan Executive Council”]

ARTICLE XI
Deputies to the General Convention

Section 1. Deputies to be Elected. At the Annual Meeting of Convention held nearest January 1st of the year next preceding the year in which the next regular session of the General Convention is to be held, there shall be elected by concurrent votes of both orders, Clerical and Lay, four Clerical and four Lay Deputies, who shall represent this Diocese in the meetings of the General Convention and who shall continue in office until their successors are elected. The Clerical Deputies shall be Priests or Deacons canonically and actually resident in the Diocese and the Lay Deputies shall be resident communicants of some congregation within its limits recognized by the Ecclesiastical Authority.

[Amended in Conventions 1996-97: To change “Presbyters” to “Priests”]

Section 2. After Third Ballot. After a third ballot for the election of Deputies, election shall be determined by a majority of voters present voting jointly, in the order of votes received.

Section 3. Alternate Deputies to be Elected. At the same Convention as the final ballot on which Deputies are elected, four Clerical and four Lay Alternate Deputies shall be elected from those nominated but not elected as Deputies, as First, Second, Third and Fourth Alternate Deputies in order of combined votes received.

[Amended in Convention 1989: The first phrase previously said "At the same Convention, final ballot ..."; effective after approval in Convention 1990]

Section 4. In Case of Vacancy. The Alternate Deputies, as the case may require, shall fill any vacancy or vacancies which may occur in the representation of the Diocese, in the order of their election.

ARTICLE XII

Method of Voting

Section 1. Method. In all matters which shall come before the Convention, the Clergy and the Laity shall deliberate in one body; and in voting by orders the Clergy shall vote as individuals, and the Laity shall vote as individuals; and when voting jointly, a majority of the votes of the members present shall be decisive, except as specified in Articles XIV, XV, and XVI; provided that in any case where it shall be demanded by ten persons entitled to vote, the two orders shall vote separately, and their concurrence shall be necessary to constitute a decision.

ARTICLE XIII
Admission of Parishes and Missions

Section 1. Parishes Admitted after Presenting Credentials. A parish may be admitted into union with Convention by a majority of votes; provided, it shall have presented to Convention in a regularly called meeting a certificate from the Ecclesiastical Authority giving approval to the organization of such Parish together with satisfactory evidence that it has been regularly organized; also a Constitution or By-Laws certified by the Wardens, in which such Parish expressly accedes to the Constitution, Canons, doctrine, discipline and worship of The Episcopal Church and to the Constitution and Canons of The Episcopal Diocese of San Diego.

Section 2. Missions Admitted by Presenting Certificates. A Mission may be admitted into union with Convention by a majority of votes; provided, it shall have presented to the Convention in a regularly called meeting a certificate from the Ecclesiastical Authority stating that such Mission is approved and regularly organized.

ARTICLE XIV
Forfeiture of Parochial Privileges

Section 1. Parish May be Dissolved after Three Years Inactivity. Whenever any Parish in union with Convention shall neglect for three successive years to make an Annual Parochial Report to the same, or during like period shall neither have employed a Priest as its Rector, nor requested of the Ecclesiastical Authority the services of a Priest, or whenever any Parish in union with the Convention shall have persistently disregarded or refused to conform to any of the Canons of The Episcopal Church or of The Episcopal Diocese of San Diego, due notice of such violation having been given to such Parish by the Bishop, such Parish may be suspended from representation in convention, or its connection with the Diocese may be wholly dissolved by a two-thirds vote in each order, Clerical and Lay.

[Amended in Conventions, 2007-08: To change “Parish Minister” to “Rector” in conformity with the National Canons.]

Section 2. Bishop to Notify Convention - Convention May Act. Whenever in the opinion of the Bishop any parish shall be liable to forfeiture of privileges, the Bishop shall signify the same to the Convention in the Bishop's Annual Address, and the Convention may thereupon proceed to suspend or dissolve such Parish as the case may require.

[Amended in Conventions 1996-97: To render Constitution gender neutral]

ARTICLE XV
Election of a Bishop

Section 1. Election of the First Bishop. The election of the First Bishop shall take place during the Primary Convention, due notice having been given as required by Article V, Sec. 4 of the Constitution of The Episcopal Church.

Section 2. Subsequent Episcopal Elections. Subsequent Episcopal elections shall be made in Annual or Special Meetings of Convention.

Section 3. Call Emanates from the Standing Committee. The call for election of a Bishop other than that of the first Bishop of the Diocese shall emanate from the Standing Committee, which shall give, through its Secretary, at least 25 days written notice to every Member of the Clergy in canonical residence and to the Clerk of every congregation in the Diocese.

Section 4. Nominating Committee. The Standing Committee shall designate a representative Nominating Committee to consider and propose nominees for presentation to a regularly called Meeting of Convention, under procedures established by the Standing Committee.

Section 5. Vote to be by Orders. The election shall be made in the following manner: the Clergy and the Laity shall vote by orders and the election shall be by secret ballot.

Section 6. Quorum to be Present. If two-thirds of all Clergy entitled to vote be present, and if two-thirds of all the Lay Delegates entitled to vote be present, and if two-thirds of all the congregations entitled to vote be represented by their Lay Delegates, then a majority of each order present shall determine a choice.

ARTICLE XVI
Diocesan Funding

Section 1. Convention Can Raise Money. The Convention shall have the power to raise money by such means as it may determine, to be designated as the Diocesan Fund, from the congregations of the Diocese, by Canon or by Special Vote, for the regular expenses of the Diocese, and for such other purposes as Convention may from time to time approve and direct; provided, that a Special Vote shall be a two-thirds vote of each order present, Clerical and Lay.

Section 2. Convention Can Impose Penalties. The Convention shall also have power to impose such penalty as may be deemed necessary for failure to meet such obligations when imposed.

ARTICLE XVII
Incorporation

Section 1. Corporate Title. The Church in this Diocese shall be incorporated under the laws of the State of California under the name and title of "The Episcopal Diocese of San Diego."

ARTICLE XVIII
Adoption and Amendment of Constitution

Section 1. To Become Effective on Adoption. This Constitution shall become effective on its adoption.

Section 2. Method of Amending. This Constitution may be amended in the following manner: any proposed amendment which shall have been submitted to the Committee on Canons not less than 90 days before an Annual Meeting of Convention, shall be introduced at that Annual Meeting in writing, by the Committee on Canons, setting forth the Article as amended. When considered and approved by a majority vote of members of both orders present and voting jointly, it shall be referred to the next Annual Meeting of the Convention for final consideration and action and shall become effective upon adoption unless such amendment by its terms provides otherwise.

Section 3. Method of Amending on Second Reading. Any proposed amendment to an amendment under consideration on a second reading shall require a unanimous vote. If not so amended, it may be referred by a majority vote of members of both orders voting jointly, together with the original amendment, to the Committee on Canons for a study and report back for final action at the next Annual Meeting of Convention.

THE CANONS OF THE
EPISCOPAL DIOCESE OF SAN DIEGO

TITLE I - THE CONVENTION

CANON 1. ANNUAL AND SPECIAL MEETINGS OF CONVENTION

1.00 **Convention to Assemble in Every Calendar Year.** Except as provided in the Constitution, the Church in this Diocese shall assemble in Convention in every calendar year at a time and place fixed by the Ecclesiastical Authority.

1.01 **Special Meetings of Convention.** The Ecclesiastical Authority shall have power to call a Special Meeting of Convention, except as provided in Article XV of the Constitution. The time, place and purpose of a Special Meeting of Convention shall be designated by the Ecclesiastical Authority calling it and no business other than that stated in the call shall be transacted except by unanimous consent.

[Amended in Convention 1996: To insert the word “except”]

1.02 **Notification of Meetings of Convention.** Written notice of every Annual or Special Meeting of Convention shall be given by the Secretary of Convention at least 25 days prior to the date thereof to every Member of the Clergy and to the Clerk of each congregation of the Diocese. In case of vacancy in this office, such notice shall be given by the Secretary of the Standing Committee.

1.03 **Change of Time or Place of Convention.** The time or place of any Annual or Special Meeting of Convention may be changed by the Ecclesiastical Authority calling the same upon giving the same notice as hereinbefore provided.

1.04 **The Opening of Convention.** Every Convention shall include a celebration of the Holy Eucharist, the celebrant and preacher to be the Bishop or his appointee, or in the event of his incapacity or absence or of a vacancy in the Episcopate, as appointed by the Standing Committee.

CANON 2. QUORUM

2.00 **A Majority Makes a Quorum.** No business shall be transacted at any Meeting of the Convention of The Diocese of San Diego or of any meeting of any Committee or Commission of the Convention unless a quorum be present. A quorum of Convention shall consist of 50 of the Clergy entitled to seats and votes therein, together with a majority of the Lay Delegates from the congregations entitled to representation at said Convention. A quorum of any Committee or Commission of Convention shall consist of a majority of its members.

[Amended in Convention 2009: Changed majority of clergy entitled to seats and voice to a fixed number of 50]

2.01 **May Adjourn to Wait for Quorum.** In the event that a quorum is not present at any meeting of Convention or of any Committee or Commission, the members present may adjourn from time to time until a quorum is obtained.

CANON 3. RULES OF ORDER

3.00 **Action Shall be by Rules of Order.** In addition to the provisions of the Constitution and Canons of this Diocese, further regulations of legislative action and of nominations and elections shall be by Rules of Order which, having once been adopted, shall continue in force until the same, in whole or in part, shall have been amended or canceled.

3.01 **Nominations.** All nominations for elective offices shall be in writing and shall be on a proper form furnished by the Secretary of Convention.

3.02 **Concurrence for Two Ballots.** Balloting for the first and second ballots shall be by orders and shall require concurrence of both orders for an election.

3.03 **Plurality on Third Ballot.** If a third ballot shall be required, a plurality of the combined votes of both orders shall constitute an election, except for the election of a Bishop, who shall be elected as provided for in Article XV of the Constitution and for the election of Deputies to the General Convention who shall be elected as provided for in Article XI of the Constitution.

3.04 **Further Legislative Action and Election Procedure.** Further legislative action and election procedure, not in conflict herein, shall be by Rules of Order and Order of Business.

CANON 4. THE MEMBERS OF CONVENTION

4.00 **Voting Rights of Priests and Deacons.** Every Priest or Deacon canonically resident in the Diocese, and who is in good standing, shall be entitled to seat, voice and vote. Every Member of the Clergy licensed by the Ecclesiastical Authority to officiate in the Diocese shall be entitled to seat and voice without vote.

[Amended in Convention 1996: To change “Presbyter” to “Priest” in conformity with the National Canons]
[Amended in Convention 2007: To delete the requirements of actual residence and recognized clerical work.]

4.01 **List of Clerical Members to be Prepared.** One week before any Meeting of Convention or any adjourned session thereof, the Ecclesiastical Authority shall cause to be prepared a list of all the Clergy of the Church canonically resident in this Diocese, annexing the names of their respective cures, and indicating thereon those entitled to seats and votes. Such list shall be laid before the Convention on the first day of the Meeting and shall be included in the Journal.

4.02 **Disputed Rights.** When the right of any Member of the Clergy of the Diocese to a seat in Convention is claimed or disputed, either question shall be determined by Convention in accordance with the provisions of the Canons of this Diocese.

4.03 **Election and Number of Lay Delegates.** Lay Delegates to the Convention shall be elected according to the Bylaws of each congregation. The same number of Alternate Delegates shall be elected in like manner. Delegates and Alternates shall be confirmed communicants in good standing, entitled to vote in congregational meetings. In the Primary Convention, congregations in union with the Convention shall have the number of Delegates allowed under the Canons of the Diocese of Los Angeles, and congregations not in union with the Convention shall have a like number. In subsequent Conventions, all congregations shall be entitled to the following representation, based upon the average annual Sunday attendance as reported in the latest available annual parochial report, except that in the case of a new mission where no annual parochial report has been filed by the time of Convention, such mission shall be entitled to the number of Delegates based on the average annual Sunday attendance as of the date of the establishment of such new mission:

1-75	attendants	two delegates
76-175	attendants	three delegates
176-275	attendants	four delegates
276-375	attendants	five delegates
376-500	attendants	six delegates
501-625	attendants	seven delegates
626 or more	attendants	eight delegates

*As used herein, the term "attendants" shall mean all attendants of Sunday services as reported on the Parochial Report.

All Delegates elected shall serve until their successors are elected. Delegates to the Diocesan Convention shall serve from the date of the Convention to which they were elected until the date of the next Annual Meeting of the Diocesan Convention, and shall serve at any Special Meetings of Convention occurring in the interim, including a Special Meeting of Convention for the Election of a Bishop, and until their successors are elected.

[Amended in Convention 1994: To clarify requirement of “confirmed communicants.”]
[Amended in Convention 1997: To add age standard.]
[Amended in Convention 2002: To delete age standard.]
[Amended in Convention 2003: To change “confirmed communicants in good standing” to “average annual Sunday attendance” as standard and to define “attendants, and to modify number of attendants giving rise to number of delegates.”]
[Amended in Convention 2007: To clarify the term of election of delegates to Diocesan Conventions.]

4.04 **Lay Delegates to be Certified.** The election of Lay Delegates to any Meeting of Convention shall be certified on the approved form by the Member of the Clergy in charge of the congregation of which they are representatives, or by a Warden or by the Clerk of such congregation.

4.05 **Form of Certification.** Certification of the election of Lay Delegates shall be upon a form provided by the Secretary with the call to the Convention.

4.06 **To be Delivered to Secretary 30 days in Advance.** The certificates of election of Lay Delegates shall be in the hands of the Secretary of Convention at least 30 days previous to the time appointed for the Meeting. From these certificates the Committee

on Credentials shall prepare a list of the Lay Delegates entitled to seats and votes in the Convention.

4.07 **Seating upon Payment of Mission Shares.** Only those congregations meeting their Minimum Diocesan Contribution (as defined elsewhere in these Canons) shall be entitled to representation in the Convention. The Delegates from any congregation failing to meet its Minimum Diocesan Contribution shall be admitted to voice and vote only upon satisfaction of any one or more of the following conditions: (i) the congregation's payment in full of its prior year's delinquency and its submission of a pledge in the amount of the Minimum Diocesan Contribution for the current year; or (ii) a ruling by the Committee on Financial Review that the congregation is entitled to or has received a waiver of the Minimum Diocesan Contribution; or (iii) the resolution of the Convention, passed by two-thirds vote of both clerical and lay orders after hearing the report and recommendation of the Committee on Financial Review, that the congregation's Delegates should be given voice and vote notwithstanding the failure to meet the Minimum Diocesan Contribution. Any forfeiture of voice or vote pursuant to this Canon shall terminate with adjournment of the Convention for which imposed. The provisions of this Canon shall become effective with the Convention to be held in 1996.

[Amended in Convention 1994: To replace concept of Mission Share with Minimum Diocesan Contribution; add requirement of review and waiver by the Committee on Financial Review.]

4.08 **Inactive Congregations Not Entitled to Delegates.** Any congregation that shall have ceased to hold services, or which shall have no register of communicants and list of contributors as required by Title II, Canon 9, and is not therefore entitled to elect Lay Delegates to any Convention of this Diocese, may be removed by the Ecclesiastical Authority from the voting list of congregations. Any such congregation shall be restored to the voting list when it shall have resumed holding services and otherwise shall have complied with the requirements of said Canon 9.

[Amended in Convention 1996: To conform the numbering system]

4.09 **Lay Delegates to Attend Convention.** It is the duty of the Lay Delegates to attend the Meetings of the Convention of which they are elected members, and to act for, and in the name of, and their actions shall be binding upon, the congregations which they represent.

[Amended in Convention 1996: To correct a typographical error]

4.10 **Ex officio Members of Convention.** Officers of Convention, officers of the Diocese and Lay members of the Diocesan Executive Council not members of the Convention shall have a seat and voice therein.

[Amended in Convention 2012: To change "Diocesan Council" to "Diocesan Executive Council".]

4.11 **In Absence of a Delegate and of an Alternate Delegate.** In the absence of a Delegate and of an Alternate Delegate, the senior Priest or Deacon of the congregation present at the Convention, or, if there be none, then the Secretary of the Convention, may appoint a qualified elector of the congregation to be seated as a voting member of the Convention.

[Amended in Convention 2007: To change “Minister” to “Priest or Deacon” in conformity with National Canons.]

CANON 5. CONVENING OF CONVENTION

5.00 **Convening.** Each Annual Convention shall be convened by the Bishop, after which the procedure shall be according to the Order of Business established by the Convention. In the absence of the Bishop, the Convention shall be convened by one of the following persons in order: The Bishop Coadjutor, the Bishops Suffragan, acting in the order of their seniority unless otherwise provided by the Ecclesiastical Authority, the President of the Standing Committee, the Secretary of Convention, or the Secretary of the Standing Committee.

[Amended in Convention 2007: To change “Suffragan Bishop” to “Bishops Suffragan” in conformity with the National Canons.]

CANON 6. THE SECRETARY

6.00 **The Secretary to Give Notice of Convention.** The Secretary of Convention shall send to the Rector, Vicar or Priest-in-Charge of each congregation in union with the Convention blank certificates of election of Lay Delegates at least 25 days prior to the time for any Meeting of the Convention; or if any such congregation be without a, Rector, Vicar or Priest-in-Charge said blanks shall be sent to a Warden or Clerk thereof.

[Amended in Convention 2007: To change “Minister” to “Rector, Vicar or Priest-in-Charge” in conformity with National Canons.]

6.01 **Regular Duties.** The Secretary shall take minutes of the proceedings of the Convention, which when approved, shall be entered in the Journal; attest the public acts of the Convention; send to the Registrar of the Diocese a copy of the Journal; furnish to the Treasurer of the Diocese, within 30 days after any Meeting of Convention shall have adjourned, sine die, a certified statement of all accounts allowed by such Convention, and shall deliver to the Secretary's successor all books and papers which may be in the Secretary's possession relating to the affairs of the same. The Secretary shall also furnish to each member of the Clergy, upon canonical admission to the Diocese, a copy of its Constitution and Canons. The Secretary shall also furnish a list of the members of Committees and Commissions, appointed ad interim, to the respective Chairs of such Committees and Commissions, with a copy of the resolutions creating them. The Secretary shall chair the Convention Commission.

[Amended in Convention 1996: To render the Canons gender neutral]

6.02 **Additional Duties - To Send Journal.** Within 90 days after any Meeting of Convention shall have adjourned, sine die, the Secretary shall cause to be prepared and printed a sufficient number of copies of the Journal of Convention which shall contain a list of the Officers of the Diocese and the Committees and Commissions of the Convention, a list of the Clergy of the Diocese, a list of Parishes and Missions and Lay Delegates to the Convention, a list of Institutions and Organizations of the Diocese, the proceedings of Convention and Reports to Convention. The Secretary shall send a copy of the Journal to the following persons in addition to those named in other sections of these Canons: The

Secretary of the General Convention, all Clergy canonically connected with the Diocese and Lay Delegates to such Convention.

6.03 **To Certify Deputies to The General Convention.** The Secretary shall send to each General Convention a certificate of the election of Clerical and Lay Deputies and shall perform such other duties as may from time to time be required of the Secretary by the authorities of the General and Diocesan Conventions.

[Amended in Convention 1996: To render the Canons gender neutral]

6.04 **Records, Books and Journals to be Open to Inspection.** The Records, books and Journals of the Secretary shall be open at all times to the inspection of the Ecclesiastical Authority, of the Standing Committee, of the Convention and any Committee or Commission thereof.

6.05 **Assistant Secretaries.** Assistant Secretaries shall have such authority and perform such duties as may from time to time be determined by Convention.

6.06 **Continuing Duties of Secretary.** The Secretary of any Convention, though not re-elected, shall perform all the duties as provided in Canons 6.01, 6.02 and 6.03 of Title I.

CANON 7. THE TREASURER

7.00 **Regular Duties.** The Treasurer of the Diocese shall be ex officio Treasurer of the Corporation of the Diocese and shall have charge of all current funds belonging to the Diocese, as declared by the Canons, and shall pay, when due, all regularly budgeted items. The Treasurer shall pay other items only upon warrant of the canonical authorities.

7.01 **To be Under Bond.** The Treasurer shall give satisfactory bond for the faithful discharge of the Treasurer's duties, in an amount to be fixed by the Finance Committee, to the Corporation of the Diocese for the benefit of the Diocese, which shall be in addition to and separate from any bond which may be required of the Treasurer as Treasurer of the Corporation of the Diocese.

[Amended in Convention 1996: To render the Canons gender neutral]

7.02 **Directors of Corporation to Regulate.** The Board of Directors of the Corporation of the Diocese is hereby authorized and empowered to make such rules and regulations for the Treasurer of the Diocese to follow as, in its judgment, shall seem proper and necessary and to designate the depositories and investments of the funds of the Diocese.

7.03 **To Report to Convention Annually.** The Treasurer shall present at each Annual Convention a written statement of account with the several funds for the previous year. The Treasurer shall close the several accounts on December 31 of each year.

[Amended in Convention 1996: To render the Canons gender neutral]

7.04 **To Notify Congregations of Obligations.** The Treasurer of the Diocese shall notify the Treasurers of the several congregations of their respective obligations to the Diocese within one month after the close of the Annual Convention. The Treasurer of the Diocese shall also notify said Treasurers, at least 30 days prior to the Meeting of the next Annual Convention, of any delinquencies in their respective congregations.

7.05 **To Report to Diocesan Executive Council Monthly.** The Treasurer of the Diocese shall present to the Diocesan Executive Council a monthly statement of the balances on hand and such other information as it may require.

[Amended in Convention 2012: To change "Diocesan Council" to "Diocesan Executive Council".]

7.06 **Books to be Open.** The books of the Treasurer shall be open at all times to the inspection of the Ecclesiastical Authority, of the Standing Committee, or the Convention or any Committee thereof, including the Auditing Committee and the Committee charged with the management of the several Funds of the Diocese.

7.07 **Salary fixed by Convention.** The Treasurer of the Diocese may receive a salary to be fixed by Convention.

CANON 8. THE REGISTRAR

8.00 **To Preserve All Records.** It shall be the duty of the Registrar to preserve all Journals of this Diocese and such other journals and records of the Church in the United States of America as belong, or shall hereafter belong, to the Convention of this Diocese and to put them in order and preserve them in some safe place.

8.01 **To Solicit Journals from Other Dioceses.** It shall be the duty of the Registrar to keep in the Diocesan Library a complete collection of the Journals of the Diocese, as well as a collection of the current journals and other Church documents of the several Dioceses in the United States of America, and by the exchange of duplicates, to provide Journals of the Diocese to those Dioceses which make such a request.

8.02 **To Record Confirmations.** It shall be the duty of the Registrar to receive and preserve the lists of persons confirmed in the Diocese each year and to issue and renew Licenses for Lay persons as approved by the Bishop.

[Amended in Convention 1996: To conform to Diocesan procedures (formerly “annual” renewal and licenses were limited to those for Lay Readers and Chalice Bearers)]

8.03 **To Report to Convention.** The Registrar shall present a report to each Annual Convention of the Diocese.

CANON 9. THE HISTORIOGRAPHER

9.00 **To Prepare and Preserve Material.** It shall be the duty of the Historiographer to obtain, prepare and preserve all special, historical and biographical matter, printed or manuscript, pertaining to the Diocese, its Parishes, Missions, Institutions and undertakings.

9.01 **To Furnish Material.** The Historiographer shall also, from time to time as may be directed by the Bishop or by the Convention, furnish material and data to be used for purposes that will further the interests of the Church and will assist in the preparation of historical papers.

[Amended in Convention 1994: To change from "He" to "Historiographer" to render the references gender neutral.]

9.02 **May Appoint an Assistant.** The Historiographer shall, with approval of the Bishop, have power to appoint an Assistant, who shall be a communicant of this Church.

[Amended in Convention 1994: To change from "He" to "Historiographer" to render the references gender neutral.]

9.03 **To Report to Convention.** The Historiographer shall present a report to each Annual Convention of the Diocese.

CANON 10. THE CONVENTION COMMISSION AND THE REGULAR COMMITTEES OF CONVENTION

10.00 **Composition of Commission and Committees.** The Convention Commission shall consist of the chairs of the Regular Committees of Convention. The task of the Convention Commission shall be to ensure that the work of each Regular Committee of Convention is performed, and in a timely manner. The Secretary of Convention shall serve as Chair of the Convention Commission. The regular Committees of Convention shall be appointed by the Bishop or Ecclesiastical Authority as follows:

[Amended in Convention 1989: To delete "and Commissions" from title of Canon.]
[Amended in Convention 1996: To add “the Convention Commission” to title and add definition, to reflect changes to Diocesan structure]

10.01 **On Dispatch of Business.** The Committee on Dispatch of Business shall be members of Convention. It shall be the duty of this Committee to prepare, prior to the Annual Convention, the order of business to be presented and considered there at and to report the same to Convention for consideration.

[Amended in Convention 2008: To delete required composition for flexibility.]

10.02 **On Rules of Order.** The Committee on Rules of Order shall consist of one or more Member of the Clergy and one or more Lay Persons who shall be members of Convention. It shall be the duty of this Committee to consider all matters pertaining to Rules of Order of the Convention and questions arising thereunder and to report thereon to Convention.

[Amended in Convention 2008: To change for flexibility from “two members (of the Clergy); add “or more (Lay Person)”s.]

10.03 **On Credentials.** The Committee on Credentials shall consist of the Secretary of Convention and two Lay Persons who shall be members of Convention. It shall be the duty of this Committee to consider all claims and disputes affecting the right to a seat or representative privilege in the Convention, to report its recommendations thereon to the Convention and to perform such other like duties as may be assigned to it by the Canons or the Convention.

10.04 [blank]

[Former Canon 10.04 On the Bishop’s Address, deleted by Convention, 2008.]

10.05 **On Admission of Parishes and Missions.** The Committee on Admission of Parishes and Missions shall consist of at least one Member of the Clergy and at least one Lay Person who shall be members of Convention. It shall be the duty of this Committee to consider all matters pertaining to the admission of Parishes and Missions into union with the Convention and to report its recommendations to the Convention.

[Amended in Convention 2008: To add “at least” (one Member); add “at least one” (Lay); delete “two” for flexibility.]

10.06 **Resolutions.** The Committee on Resolutions shall consist of Members of the Clergy and Lay Persons who shall be members of Convention. It shall be the duty of this Committee to consider all resolutions that shall be referred to it by the Convention and to make its report and recommendations thereon to the Convention.

[Amended in Convention 2008: To delete the number of required Clergy and Lay members.]

10.07 **On Auditing.** The Committee on Auditing shall consist of three Lay Persons. It shall be the duty of this Committee to serve during the recess of the Convention and to audit the accounts of the Treasurer and of all others having charge of funds belonging to the Diocese as required by Canons or Resolutions of the Convention. It shall, during the 12 days preceding the Annual Meeting of Convention, and at such other times as it may deem advisable, make an examination and audit of the books of the Treasurer of the Diocese and shall verify the amount of the funds received, disbursed and held by the Treasurer and shall make an Annual Report to Convention. The Committee shall for this purpose employ a Certified Public Accountant or a member of the Society of California Accountants.

10.08 **On Canons.** The Committee on Canons shall consist of Members of the Clergy and Lay Persons, of whom one shall be the Chancellor, ex officio. The Bishop shall appoint one of said members as Chair. It shall be the duty of this Committee to consider prior to the Annual Convention all proposed additions to and alterations and amendments of the Constitution and Canons of this Diocese, which must be submitted to said committee at least 90 days prior to Convention, and to report its recommendations to the Convention.

[Amended in Convention 2008: To delete the number of required Clergy and Lay members; add “and” between Clergy and Lay.]

10.09 [blank]

[Canon 10.09, On Arrangements for Convention, deleted by Convention, 2008.]
[Renumbered by Convention 1989]

[Former Canon 10.9 On Finance and Canon 10.10 On Clergy Salary Review deleted by Convention 1989]
[Canon 10.12 Regular Commissions of the Convention deleted by Convention 1989]
[Canon 10.13 On Church Architecture deleted by Convention 1989]
[Canon 10.14 On Liturgy and Church Music deleted by Convention 1989]
[Canon 10.15 On the Church Pension Fund deleted by Convention 1989]

10.10 **On Financial Review.** The Committee on Financial Review shall consist of members of the Clergy and Lay Persons. At the request of any parish or mission which has not met, or anticipates not meeting, its Minimum Diocesan Contribution (as defined in Title IV, Canon 2.03), this Committee shall meet and review the financial condition of the congregation concerned, to determine whether the congregation should be entitled to voice and vote at the next Convention, notwithstanding the congregation's failure to meet the Minimum Diocesan Contribution. The Committee shall meet and report in sufficient time to forward its findings to the Secretary at least one week prior to the Convention.

[Canon 10.10 added by Convention, 1994 - The succeeding sections were not renumbered by that Convention]
[Amended in Convention 1996: To reflect restructure of Commissions]
[Amended in Convention 2008: To delete the number of required Clergy and Lay members; delete “one of whom shall be Chair of the Congregational Support and Development Commission” for flexibility.]

10.11 **Other Committees.** The Ecclesiastical Authority may from time to time create and appoint such other special Committees as it shall deem necessary. The consent of the Diocesan Executive Council must be obtained if the expenditure of Diocesan Funds is required.

[Amended in Convention 1989: To delete "and Commissions" in title and text and renumber 10.10]
[Amended in Convention 1996: To correct numbering]
[Amended in Convention 2012: To change "Diocesan Council" to "Diocesan Executive Council".]

10.12 **May be Appointed in Advance -Terms of Committee Membership.** Except as otherwise provided herein, the Bishop, or in the Bishop's absence, the Ecclesiastical Authority, shall make the appointments to the foregoing Committees annually, to serve at the pleasure of the Bishop. Any member of a Committee who has completed a term may be reappointed. The time of making such appointments shall be at the discretion of the Ecclesiastical Authority.

[Amended in Convention 1989: To delete all references to Commissions]
[Amended in Convention 1996: To correct numbering and to render the Canons gender neutral]
[Amended in Convention 2007: To delete “for a period of three years;” to add “annually, to serve at the pleasure of the Bishop”; to delete specificity of qualifications for membership in the committee.]

CANON 11. LIMITATION ON AUTHORITY TO ACT

11.00 **Limitation on Authority.** No regular or special Committee, officer or agent, elected, appointed or constituted by the Annual Convention of the Diocese, shall have authority to incur any financial obligation upon Convention or the Diocese in excess of the appropriation voted by Convention to such regular or special Committee, Commission, officer or agent, unless such authority be expressly given by the Ecclesiastical Authority of the Diocese, in writing, and approved in writing, by the Finance and Budget Committee, specifying the amount and cause for which such financial obligation may be incurred and the incurring of such financial obligation be thereafter authorized at a regularly held meeting of the members of the particular Committee for whose benefit such authority is being sought.

[Amended in Convention 1994: To delete "Commission" in line 1, replace reference to "Committee on Finance" with "Program Evaluation and Budget Committee of Diocesan Council"]
[Amended in Convention 1996: To reflect changes to the Diocesan structure – “Program Evaluation and Budget Committee of Diocesan Council became Finance and Budget Committee”]

TITLE II - THE CHURCHES

CANON 1. ESTABLISHMENT AND BOUNDARIES

1.00 **Application to be Presented to the Bishop.** When it is desired to establish a new congregation, an application shall be presented to the Bishop, setting forth the site or meeting place proposed, and also showing in the case of a proposed new Parish or Mission the information and prerequisites set forth in Title II, Canon 2.01 or Canons 3.00, 3.01, 3.02 and 3.03, as the case may be.

[Amended in Convention 1996: To conform the numbering system]

1.01 **Notice to be Given to Neighboring Parishes and Missions.** As soon as may be practical after the receipt of such application, the Bishop shall cause copies of the same to be delivered, either personally or by registered or certified mail, to the Rector, Vicar or Priest-in-Charge, and to the Clerk of the Vestry of each of those parishes and missions contiguous to or likely to be affected by the proposed new work. Notice shall be given at the same time to each such Priest and Clerk or others appointed by the Vestry to appear before the Bishop and Standing Committee at a time to be named by the Bishop, not less than 20 days from the mailing date of said notice, to show cause, if they have any, as to why the application should not be granted. Notice of the time and place of hearing shall be delivered in like manner to the Priest and the Clerk of the Vestry or Bishop's Committee of the applicant, if such there be.

[Amended in Convention 1996: To change "Churches" to "parishes and missions"]
[Amended in Convention 2007: To change "Minister" to "Rector, Vicar or Priest-in-Charge, or "Priest"; add "Bishop's Committee" in conformity with National Canons]

1.02 **Notice to be Given by Bishop Before Establishing a Mission.** Notice to show cause, similar to the foregoing, shall also be given by the Bishop, together with an opportunity to interested persons to be heard thereon, when, under the provisions of Title II, Canon 2.03, it is determined that the needs of a particular locality require the establishment of a new Mission.

[Amended in Convention 1996: To conform numbering system and render the Canons gender neutral]

1.03 **Objections to be Heard.** The Bishop and Standing Committee, at the time named, shall hear any person or persons who may desire to be heard in support of, or in opposition to said application. If the Bishop and Standing Committee approve the application, they shall express their consents thereto in writing, a duplicate of which shall be spread upon the minutes of the Standing Committee.

1.04 **Boundaries.** Should any congregation desire to have boundaries established, the Rector, Vicar or Priest-in-Charge may make application to that effect to the Bishop and Standing Committee, setting forth the boundaries desired and the reasons therefor.

[Amended in Convention 2007: To change "Minister" to "Rector, Vicar or Priest-in-Charge" in conformity with National Canons]

1.05 **Notice to be Given to Neighboring Parishes and Missions.** Notice to appear and show cause, and opportunity to be heard, shall be given by the Bishop to each congregation affected by such application and the Bishop and Standing Committee shall determine the boundaries, as provided in Title II, Canon 1.03.

[Amended in Convention 1996: To conform numbering system and to change "Churches" to "parishes and missions"]

1.06 **Boundaries May be Changed.** Any boundaries so established may be changed, modified or removed, either by the Bishop and Standing Committee, or by subsequent application made as aforesaid, on behalf of any congregation affected thereby; provided that in each case, notice to appear and opportunity to be heard shall be given as hereinbefore provided.

1.07 **Homes of Parishioners Part of Parish.** For the purpose only of private or domestic pastoral ministrations, the residence, wherever situated, of each registered parishioner of any congregation, shall be deemed to be part of the Parish or Mission in which such parishioner is registered.

1.08 **Institutions Are Exceptions.** Any Diocesan or non-parochial Church Institution in which an ordained Priest or Deacon of the Diocese officiates as Chaplain by appointment of the Bishop and any other Institutions in which the ministrations of the Church are provided by or under the appointment of the Bishop, may be designated as the special cure of the Priest or Deacon officiating therein or in charge thereof, for the purpose of ministering to the residents, students, patients, staff and employees thereof and for these purposes only.

[Amended in Convention 2007: To change "Minister" to "Priest or Deacon" in conformity with National Canons.]

CANON 2. THE MISSION

2.00 **Bishop to Supervise.** The Bishop shall have authority and discretion over and shall supervise and control all Missionary work within the Diocese. The Bishop shall establish and organize Missions, appoint all missionaries, and transfer, suspend or remove such missionaries, not, however, in violation of the Canons of The Episcopal Church.

[Amended in Convention 1996: To render the Canons gender neutral]

2.01 **Organization of Missions.** Fifteen or more baptized persons of 18 or more years of age, resident in any locality which is not in undue proximity to any existing congregation of the Diocese, may organize as a Mission, with the consent and approval of the Bishop and Standing Committee, duly given after presentation of an application in the manner provided in Title II, Canons 1.00 and 1.03.

[Amended in Convention 1996: To conform the numbering system]

2.02 **Organization of Parochial Missions.** A Parochial Mission may be established and organized by a Parish, or Parishes acting together, with the consent of the Bishop and Standing Committee in accordance with Title II, Canons 1.00 and 1.03.

[Amended in Convention 1996: To conform the numbering system]

2.03 **Bishop May Establish Mission.** The Bishop, with the consent of the Standing Committee, may establish a new Mission whenever and wherever in the Bishop's judgment circumstances so require, after notice and opportunity to interested persons to be heard thereon has been given as provided in Title II, Canons 1.01, 1.02 and 1.03.

[Amended in Convention 1996: To conform the numbering system and to render the Canons gender neutral]

2.04 **Missions Not in Union with Convention.** Whenever and wherever, in the judgment of the Bishop, regular services need to be provided without organizing a Mission in union with the Convention, the Bishop may establish, with the consent of the Standing Committee, a Mission not in union with the Convention, appointing such officers as circumstances require, and designating its name and the manner of its financial administration and manner of choice of its Delegate to the Convention.

[Amended in Convention 1996: To render the Canons gender neutral]

2.05 **Effecting of Mission Organization.** The organization of a new Mission shall be effected by the appointment by the Bishop of a Senior Warden and a Junior Warden, who shall be communicants of the Church, a Clerk and a Treasurer, such officers to be known as the Bishop's Committee. Thereafter the Senior Warden shall be appointed annually by the Bishop, and such additional number of persons as the Bishop shall authorize, shall be elected at the Annual Meeting of the Mission to be called on reasonable notice and held as soon after the first day of January as practical. At the discretion of the Bishop the Mission may elect its Bishop's Committee, with the exception of the Senior Warden, on a rotational basis. The Junior Warden shall be elected in accordance with Title II, Canon 6.00, and the Clerk and Treasurer in accordance with Title II, Canon 6.05. Any qualified elector shall be eligible for election or appointment to such offices, except that the Wardens shall always be communicants.

[Amended in Convention 2007: To change "Mission Vestry" and "Vestry" to "Bishop's Committee"]

2.06 **Organizing of Parochial Mission.** The organization of a Parochial Mission shall be effected in the same manner as provided in Title II, Canon 2.05, except that appointments of officers shall be made by the Rector of the sponsoring Parish. Rotation of the Bishop's Committee may be established with the consent of the Rector of the sponsoring Parish.

[Amended in Convention 1996: To conform the numbering system]
[Amended in Convention 2007: To change "Vestry" to "Bishop's Committee"]

2.07 **Missions to Pledge to Diocese.** The Bishop's Committee shall immediately after organization, and thereafter on the date set by Diocesan authority, notify the Bishop of the amount the Mission pledges to the Diocesan Mission Share Fund.

[Amended in Convention 1996: To correct a typographical error]
[Amended in Convention 2007: To change "Vestry" to "Bishop's Committee"]

2.08 **Pledges Payable by 15th of each Month.** The Mission Treasurer shall forward to the Treasurer of the Diocese its Mission Share, not later than the 15th of each

month. Parochial Mission Treasurers shall forward their pledge payments as required by the sponsoring Parish and their Mission Share not later than the 15th of each month.

2.09 **Failure to Keep Pledge.** In case of failure to make payment of any pledge, the Vicar or Priest-in-Charge may be withdrawn and the appropriation by the Diocese may be withheld or terminated.

[Amended in Convention 2007: To change “Minister” to “Vicar or Priest-in-Charge”]

2.10 **Mission to Have Register.** Every Mission shall provide a Register similar to that required to be kept by a Parish as provided in Title II, Canon 9.00. If there be no Vicar or Priest-in-Charge, the Senior Warden shall make entries in the register, if so authorized by the Bishop.

[Amended in Convention 1996: To conform the numbering system]
[Amended in Convention 2007: To change “Minister” to “Vicar or Priest-in-Charge”]

2.11 **Title to Property Vested in the Diocese.** Except as otherwise provided by the terms of the trust specified in a will, decree of distribution, deed of gift or other instrument of donation which shall have been accepted by the donee with the consents of the Bishop and the Standing Committee, the title to real property purchased, given or otherwise acquired for Mission purposes, shall be vested in "The Episcopal Diocese of San Diego," a Corporation, sometimes referred to herein as the "Corporation of the Diocese"; provided, however, that nothing in this section shall be deemed to exclude the acquisition of any property the title to which is given and granted to or for the benefit of a specifically named or designated Mission; and title to all such property granted to the Corporation of the Diocese shall be held upon the trusts and with the powers as follows:

Such property shall be held for the use of the Mission for the benefit of which it was acquired, as long as such Mission shall continue to exist under the Canons of The Episcopal Diocese of San Diego provided, that upon organization of the Mission it shall make provision for, and pay, all taxes, insurance and other expenses pertaining to the care and preservation of all such property devoted to the use of said Mission.

The officers of a Mission shall not undertake construction or material modification of any structure on real property owned by the Corporation of the Diocese until plans and specifications for such work have first been approved by the Board of Directors of the Corporation or the Committee on Facilities and Architecture to whom the Directors of the Corporation have delegated approval authority.

[Amended in Convention 1989: To add the last full paragraph]
[Amended in Convention 1996: To correct reference to the Corporation]

2.12 **Encumbrance or Sale of Property.** As to property acquired for Mission purposes and vested in the Corporation of the Diocese but not for the use of an existing Mission, and subject to the terms of any approved devise, donation, purchase or other form of acquisition binding upon the holder of the title, and prior to the organization of the Mission, the Corporation of the Diocese may, with the written consents of the Bishop and the Standing Committee, exchange, sell, lease, borrow money upon, encumber or otherwise deals with said property for general Mission purposes or for the future Mission

purposes of the locality where said property is situated. After the organization of such Mission, or in the case of property acquired for the use of an existing Mission, the following shall apply: A written request setting forth that it is deemed desirable to sell, lease or encumber any or all of said property or to acquire additional property adjacent thereto upon the security of a trust deed or mortgage thereon, may be made and signed by the officers of the Mission, with the written consent of not less than a majority of the members of said Mission who are qualified to vote at an Annual Meeting, attached thereto. Such request shall be directed to the Corporation of the Diocese. The Corporation of the Diocese in its discretion, with the consents of the Bishop and the Standing Committee, and if it appears to be for the benefit and best interests of the Mission, may execute a proper conveyance, lease, trust deed, mortgage or other encumbrance, as the case may be, of said property, provided that in the case of a sale, the proceeds shall be used for the purpose set forth in the request to and consents of the Bishop and the Standing Committee.

2.13 **On Becoming Parish May Hold Property.** Whenever the Mission shall have been organized as a parish and admitted into union with the Convention, and shall have been incorporated in accordance with the Constitution and Canons of this Diocese and the laws of the state in which it is located, and normal expenses of the congregation have been met, including any financial obligations prescribed by the Convention, for a period of two consecutive years, and all debts and obligations to the Corporation of the Diocese pertaining to its properties have been discharged, the Parish, with the consent of the Bishop and the Standing Committee, may make written request to the said Corporation, which shall convey such real properties to the Parish. Normal expenses include, among other expenses, and subject to the discretion of the Bishop with the advice and consent of the Standing Committee, fair and equitable salary, housing and insurance expenses for the Vicar, and pension fund contributions when applicable, and operating expenses including adequate insurance covering the properties of the Mission.

Any Deed transferring title to a Parish shall also contain the following language, and/or such other language as shall have been approved and requested by the Bishop with the advice and consent of the Standing Committee:

“This Grant Deed is made and accepted upon all covenants, conditions, restrictions, reservations, easements and exceptions of record, and upon the trust and the conditions and restrictions set forth below. This Grant Deed is also made and accepted in trust for the Protestant Episcopal Church in the United States of America and for the Episcopal Diocese of San Diego, on the terms and conditions set forth in Constitution and Canons For the Government of The Protestant Episcopal Church in The United States of America. The existence of this trust, however, shall in no way limit the power and authority of Grantee otherwise existing over the Property, so long as Grantee remains a parish that is a part of, and subject to, The Protestant Episcopal Church in The United States of America and its Constitution and Canons, and a constituent parish affiliated with and subject to The Episcopal Diocese of San Diego.

The Property shall not be sold, leased, conveyed, exchanged, transferred or otherwise disposed of, or encumbered, without the prior written consent of The Episcopal Bishop of San Diego and the Standing Committee of The Episcopal Diocese of San Diego.”

[Amended in Convention 2007: To clarify the circumstances and procedure for transference of property to a Parish.]

2.14 **Bishop May Dissolve Mission.** The Bishop may dissolve a Mission, with the consent of the Standing Committee, when in the Bishop's opinion, the failure to fulfill any of its pledges made to the Bishop shall warrant in doing so. In the event of such dissolution, the Bishop shall become the custodian of all personal property and fixtures of the Mission other than that held in trust by the Corporation of the Diocese under Title II, Canon 2.11 and may dispose of such property according to the Bishop's best judgment in the interest of the general mission work of the Diocese.

[Amended in Convention 1996: To conform the numbering system and to render the Canons gender neutral]

2.15 **Dissolution of Mission.** Should a Diocesan Mission be dissolved or cease to exist, then the Corporation of the Diocese may hold, manage, sell or otherwise dispose of any real property of such a mission and apply the same, or the proceeds therefrom, to such beneficial use and purpose of the Church in the Diocese as the Corporation of the Diocese with the consent of the Bishop and the Standing Committee may deem to be for the best interest of the Diocese.

2.16 **Dissolution of Parochial Mission.** A parochial Mission may be dissolved by action of the Vestry of the sponsoring Parish with the consents of the Bishop and the Standing Committee and its property shall revert to the sponsoring Parish for such beneficial use of said Parish as its Vestry shall deem to be for the best interest of said Parish or the area formerly served by the dissolved Mission.

CANON 3. THE PARISH

3.00 **How Parish May Apply.** A new Parish may be organized upon application made either by 50 or more communicants of 18 years of age or over, or by an existing Mission having 50 or more communicants of 18 years of age or over, when such Parish is able to meet all current expenses and maintain a Rector at a salary equal to or above the Diocesan minimum standard salary and to meet its Diocesan obligations and the assessment to The Church Pension Fund.

3.01 **If Not Already a Mission.** Whenever 50 or more communicants of 18 years of age or over shall desire to organize as a Parish, being resident in the locality or community within which the proposed Parish is to be located, they shall present a written application to the Bishop as provided in Title II, Canon 1.00. In addition to the prerequisites in this Canon and in Title II, Canon 1, such application shall include a promise and declaration on the part of such communicants that the said Parish shall be forever held under, and that they shall conform to and be bound by the Ecclesiastical Authority of the Bishop of The Episcopal Diocese of San Diego and the Bishop's successors in office, the Constitution and Canons of The Episcopal Church and the Constitution and Canons of The Episcopal Diocese of San Diego.

[Amended in Convention 1996: To conform the numbering system and to render the Canons gender neutral]

3.02 **For an Existing Mission.** Whenever a Mission shall desire to organize as a Parish, notice of the date and place of a public meeting of the members of the Mission, at which the proposed organization is to be considered, shall be given at all services at the customary place of worship of that Mission, on the two Sundays immediately preceding the

proposed meeting. If at said meeting at least 50 members of said Mission qualified to vote at its Annual Meeting, and being no less than a majority of those present, shall vote in favor of the proposed Parish organization, a written application signed by two-thirds of the full membership of the Bishop's Committee of the Mission and by at least 50 of the aforesaid members who voted for such organization shall be presented to the Bishop in the manner provided for in Title II, Canon 1.00, 1.01, 1.02 and 1.03. In addition to these prerequisites, such application shall include the same pledges of conformity as required in Title II, Canon 3.01.

[Amended in Convention 1996: To conform the numbering system]
[Amended in Convention 2007: To change "Vestry" to "Bishop's Committee"]

3.03 **For a Parochial Mission.** A Parochial Mission may apply for permission to organize as a Parish in the same manner as provided in Title II, Canon 3.02 with the addition of a certificate of consent by the Rector and two-thirds of the full membership of the Vestry of the sponsoring Parish.

[Amended in Convention 1996: To conform the numbering system]

3.04 **Public Meeting to be Called.** Upon receipt of the consents of the Bishop and the Standing Committee, the Parish shall be organized at a public meeting called by the Bishop or the Member of the Clergy the Bishop may have appointed to preside or by the Rector of the sponsoring Parish in the case of a Parochial Mission. Not less than ten days written notice, and notice on at least one Sunday immediately preceding said meeting, shall be given to all qualified electors. The proposed Parish shall organize by adopting a Constitution or Bylaws, which shall have been first submitted to and approved by the Bishop with the advice of a Chancellor and the advice and consent of the Standing Committee, which shall set forth amongst other things the name by which the Parish shall be legally known and the promises of conformity made in the application to the Bishop and by election of a Vestry, from which shall be chosen two Wardens as provided in Title II, Canon 6.00.

[Amended in Convention 1996: To conform the numbering system and to render the Canons gender neutral]
[Amended in Convention 2007: To make a public meeting mandatory; change times of notice; to extend approval parameters]

3.05 **Organization of Vestry and Election of Rector.** The organization of a new Parish having been completed in accordance with the previous section, the Vestry then elected shall organize and elect its officers, either immediately or at a later date agreed upon by a majority of Vestry members present. The Vestry shall elect a Rector under the provisions of Title II, Canon 7, by an affirmative vote of two-thirds of the full number of Vestry members elected.

3.06 **Election of Delegates from Parish to Convention.** The new Parish shall elect its Delegates to the Diocesan Convention in accordance with its Bylaws. Such election of Parish Delegates shall replace any former election of Mission Delegates. Delegates to the Diocesan Convention shall serve from the date of the Convention to which they were elected until the date of the next Annual Meeting of the Diocesan Convention, and shall serve at any Special Meetings of Convention occurring in the interim, including a Special Meeting of Convention for the Election of a Bishop, and until their successors are elected.

[Amended in Convention 2007: To clarify the term of election of delegates to Diocesan Conventions.]

3.07 **Parish May Incorporate.** Upon complying with all of the provisions of the foregoing sections of this Canon, a Parish may incorporate under the laws of the state in which it is located. The Rector of the Parish shall be ex officio a member and the Chief Executive Officer of the Parish Corporation's Board of Directors or Trustees, (i.e., the Vestry), and the Articles of Incorporation and the Bylaws shall so provide. The Bylaws shall further state that the Constitution and Canons of The Episcopal Church and the Constitution and Canons of The Episcopal Diocese of San Diego, from time to time in effect, shall be incorporated in said Bylaws; and that in the case of any conflict between said Constitutions and Canons and said Bylaws, the former shall prevail over and in all respects supersede and to that extent effect the repeal of the said Bylaws. The Articles of Incorporation and the Bylaws of any Parish, and any amendment to either of them, shall first be submitted to and approved by the Bishop, with the advice of a Chancellor and the advice and consent of the Standing Committee.

[Amended in Convention 2007: To revise language and to extend approval parameters.]

3.08 **Irrevocable Dedication.** No Parish shall be organized nor shall it be operated for pecuniary gain or profit and shall not contemplate the distribution of gains, profits or dividends to its members and shall be organized solely for religious purposes. The property, assets, profits and net income shall be irrevocably dedicated to religious purposes and no part of the profits or net income shall ever inure to the benefit of any member of the Vestry, officer or member or to the benefit of any private individual. On the dissolution or winding up of the Parish, its assets remaining after payment of, or provision for payment of, all debts and liabilities, shall be distributed to the Corporation of the Diocese, to be held by it in trust or otherwise for religious purposes only.

[Amended in Convention 1996: To render the Canons gender neutral and to correct reference to the Corporation]

3.09 **Consent Required before Encumbering, Acquiring or Disposing of Real Property.** Should any Parish desire to mortgage, lease, or otherwise encumber, to sell, exchange or otherwise dispose of all or any of its real property, or to acquire, except by gift, devise or bequest, any real property subject to an existing encumbrance, or to assume an existing encumbrance, the written consents of the Bishop and the Standing Committee must be obtained prior to any such sale, exchange, mortgage, or other encumbrance, disposition or acquisition.

[Amended in Convention 2011: To include leases as an encumbrance needing approval.]

3.10 **Dissolution of a Parish.** A Parish may be dissolved by approval of two-thirds of the votes of qualified electors present at an Annual or Special Meeting duly announced at all services on three successive Sundays following written notice by the Vestry to all qualified electors and only with the consents of the Bishop and the Standing Committee. In the event that there is no Vestry qualified to act, the meeting may be called by the Bishop and the Standing Committee. In the event there is no congregation to convene, the Bishop and the Standing Committee may dissolve the Parish. Upon dissolution all assets and liabilities shall be conveyed to the Corporation of the Diocese, which shall use any residuary proceeds for such beneficial purposes of the Church in The

Episcopal Diocese of San Diego as the Bishop and the Standing Committee shall deem fitting.

[Amended in Convention 1996: To correct reference to the Corporation]

3.11 **Dissolution of a Parish in Order to Become a Mission.** Any Parish, incorporated or unincorporated, may request of the Convention, through the Committee on Admission of Parishes and Missions, with the approval of the Bishop and the Standing Committee, permission to dissolve the Parish association or corporation, and reorganize as a Diocesan or Parochial Mission, following the same procedure as for the organization of a Mission. Title to the property of the Parish shall then be transferred to the Corporation of the Diocese or to the sponsoring Parish if incorporated.

3.12 **Providing Chancellor with Certain Documents.** Every Parish shall provide the Chancellor of the Diocese with a copy of its Articles of Incorporation and Bylaws or, if unincorporated, with a copy of its Constitution and Bylaws, together with all amendments thereto which may from time to time be made and with copies of applicable federal and California tax exempt letters.

3.13 M**ission Action Parish.** This Canon is intended to address the exceptional case of a Parish whose continued viability as a self-sustaining entity appears to be in jeopardy, such that a degree of Episcopal or diocesan intervention or oversight is needed as a means of restoring the health of the congregation. It is not intended to derogate from the traditional right and responsibility of Parishes in the Episcopal Church to govern themselves. In those cases where an inquiry is initiated, and where a Mission Action Parish is declared, it shall be the duty and obligation of all parties to strive to accomplish the speedy end or substantial amelioration of the conditions that led to the inquiry or to the declaration of Mission Action Parish, and to restore the congregation to spiritual and temporal health. A Parish (hereinafter a “congregation” or “Parish”) may be declared to be a Mission Action Parish as set forth herein when any one or more of the following conditions exists:

(a) The congregation refuses or neglects to assemble to elect a Vestry, as provided in these Canons, or fails to send representation and to participate in the Conventions of this Diocese; or

(b) The congregation fails to call and elect a Rector after a reasonable period of time, as determined by the Bishop; or

(c) The congregation willfully fails to comply with the provisions of Canon 1.7 of The Episcopal Church “Of Business Methods in Church Affairs” or has engaged in improper or unethical business practices; or

(d) The congregation qualifies for forfeiture of parochial privileges pursuant to Article XIV of the Constitution of the Diocese; or

(e) The congregation fails or refuses to make and pay its Mission Share Pledge for a period of two years or more; or

(f) The congregation fails or is unable to pay a full time Rector serving in the congregation at least the minimum compensation established by the Ecclesiastical Authority and approved by the Corporation of the Diocese, including a clergy stipend, housing allowance, contributions to the Church Pension Fund, and health insurance for a period of one year; or

(g) The congregation fails to pay in full the insurance premiums for general liability coverage, including coverage for sexual misconduct, in an amount set by the Corporation of the Diocese, and with an insurance company approved by the Corporation; or

(h) If financial reports reveal an invasion of the endowment funds or other practices that are evidence of existing or probable future financial instability sufficient, in the judgment of the Bishop and Standing Committee, to warrant action under this Canon.

3.13.01 Action under this Canon may be initiated by any of the following:

(a) The Rector or upon the affirmative vote of two-thirds of the members of the Vestry/Bishop's Committee of any such congregation; or

(b) The Bishop; or

(c) The Standing Committee upon the affirmative vote of two-thirds of its members.

3.13.02 When action has been initiated hereunder, the Bishop may appoint a committee of three (3) persons who are not members of the congregation to investigate and seek to ameliorate the conditions, and to give a report to the Bishop thereon. This Mission Action Parish Committee will serve with the congregation, at the pleasure of the Bishop, for the three (3) year period described herein below, to aid in the restoration of the congregation to Parish status or its conversion to Mission status. The Bishop shall have the further right to have the books and records of the congregation audited.

3.13.03 If the conditions specified shall persist beyond the period specified by the Bishop, which in no event shall be less than two weeks, the Bishop, with the consent of two-thirds of the members of the Standing Committee, may declare the congregation to be a Mission Action Parish, and its Ecclesiastical status shall then be that of a Mission. Upon being declared a Mission Action Parish, such Parish shall formally forego and relinquish its rights and privileges as a Parish, to wit: the election of a Rector and the holding and control of its property both real and personal. In the event the congregation shall have been incorporated, subsequent to its transfer to the Diocese of whatever real property it may have held, the Bishop shall have the authority to direct that the corporation be dissolved, or that it not be dissolved. Upon a vacancy in the office of Rector, the Bishop shall appoint a Priest-in-Charge. The Bishop shall certify such change in status to the Secretary of Convention and the Secretary shall note the change in the list of Parishes and Missions of the Diocese and shall give corresponding notice to the Convention.

3.13.04 Once a congregation has been declared a Mission Action Parish, the Bishop may require one or more of the following:

(a) Appointment by the Bishop of five or more adult communicants of the congregation to govern the affairs of the congregation as the Bishop's Committee, during the pendency of these conditions and, if the Parish was not dissolved pursuant to section 3.13.03 above, then this Bishop's Committee shall be the Board of Directors of the corporation;

(b) Designation of the Rector of the congregation as Priest-in-Charge, during the pendency of these conditions;

(c) Conveyance of title of all real property to the Diocese; and

(d) Such other measures, during the pendency of these conditions, as may be necessary to restore health to the congregation.

3.13.05 At any time prior to the expiration of three years, a Mission Action Parish may be restored to full and regular Parish status by approval of the Bishop, with the advice and consent of the Standing Committee, either upon the initiative of the Bishop, or upon the petition of the Vestry of the Mission Action Parish. If a Mission Action Parish shall remain in such status for a period of three years, then a special meeting of the Mission Action Parish shall be called, and by majority vote thereof, it shall be determined whether such Mission Action Parish shall petition the next Annual Diocesan Convention to be restored to full and regular Parish status or to be changed to the status of a Mission.

(a) Upon restoration to regular Parish status, if the Bishop shall have appointed a Priest-in-Charge, such priest shall forthwith resign and a successor shall be elected in the manner provided for regular Parishes.

(b) If the Mission Action Parish elects to change to the status of Mission, or if the Diocesan Convention shall not approve its petition to be restored to Parish status, the Mission Action Parish shall take the necessary legal steps to immediately organize itself in accordance with the provisions of these Canons relating to organized Missions.

3.13.06 It shall be the responsibility of all parties, including the lay and clergy leadership of the Mission Action Parish, the Office of the Bishop and the Mission Action Parish committee, to labor to restore the congregation to a greater degree of health, presenting all challenges and opportunities to be addressed in an open, honest manner, in a climate of respect and charity, and for the greater good of the Church's witness to its Lord.

[Added in Convention, 2007 (all of Section 3.13): To designate and describe a Mission Action Parish.]

CANON 4. THE CATHEDRAL

4.00 **The Cathedral.** St. Paul's Church in the See City of San Diego is the Cathedral Church of the Diocese of San Diego and the official seat of the Bishop and is known as the Cathedral Church of St. Paul.

4.01 **Rights, Privileges and Obligations.** The Cathedral Church of St. Paul shall not be deprived of any rights and privileges afforded a Parish under the Constitution and Canons of the Diocese and of The Episcopal Church in the United States of America, nor be relieved of any of its obligations and responsibilities as a Parish unless specifically set forth in this Canon.

4.02 **Cathedral Organization.** There shall be a Cathedral Chapter composed of the Vestry of the Parish of Saint Paul, which shall be re-named the Chapter. In addition to such persons elected or appointed as members thereof, pursuant to the Articles of Incorporation and Bylaws of the Parish of Saint Paul, the Chapter shall consist of the following:

4.02.01 A Bishop's Warden appointed annually by the Bishop.

4.02.02 Two Chapter members elected by the Convention of the Diocese for four year terms, except as herein provided. So as to provide rotating membership, immediately after the initial election, it shall be determined by lot which shall serve for a four year term and which shall serve for a three year term. Thereafter, all terms shall be for four years.

4.02.03 A vacancy in the office of the Bishop's Warden shall be filled by the Bishop. A vacancy in the office of a Chapter member elected by the Convention of the Diocese shall be filled by the Bishop ending the next meeting of Convention whether special or annual.

4.02.04 The Parish of Saint Paul shall cause its Articles of Incorporation and Bylaws to be amended to reflect the change in name and the addition to the aforementioned members of the Cathedral Chapter. The Dean and Chapter shall have the customary rights and duties of a Parish Rector and Vestry.

4.03 **The Dean.** The Dean is the Rector of the Cathedral Parish and is in charge of services in the Cathedral with control over all matters of ritual and ceremonial in the services held in the Cathedral subject to the Canons of The Episcopal Church in the United States and the Diocese. The Dean is the Pastor of the Cathedral congregation and shall keep the Cathedral Register and the Service Register. The Bishop, upon due notice to and in consultation with the dean, shall have the right to preach and conduct services in the Cathedral and set the norm of ceremony and ritual to be observed on these occasions, and also for Diocesan services.

[Amended in Convention 1996: To render the Canons gender neutral]

4.04 **Dean's Resignation.** The Dean's resignation shall be in writing, delivered to the Bishop, or if that is impossible, the Senior Warden or one of the Officers of the Cathedral Chapter shall notify the Bishop in writing that a vacancy has occurred in the office of the Dean. When the office of the Dean of the Cathedral is vacant, it shall be the duty of the Chapter to elect and call a Dean in accordance with and pursuant to the Canons of the Diocese as they relate to the call of a Rector, and in consultation with the Bishop who must approve said selection and call.

[Amended in Convention 1996: To render the Canons gender neutral]

4.05 **Canons of the Cathedral.** The number of Canons residentiary on the staff shall be determined by the Dean and Chapter. Their titular designation shall be determined by the Bishop in consultation with the Dean. Diocesan Canons may be appointed by the Bishop, and they are accorded the dignity of Honorary Canons of the Cathedral.

4.06 **Diocesan Expenses.** The Diocese shall be responsible for all expenses in connection with Diocesan functions held in the Cathedral and for those portions of the Cathedral properties regularly occupied as Diocesan offices and any other extra expense incurred by the Cathedral by reason of its serving as Cathedral of the Diocese which are beyond the normal expenses of a Parish without Cathedral status.

4.07 **Amendments and Dissolution.** The designation of Saint Paul's as the Cathedral Church of the Diocese, and the written consent to such designation and this Canon by the Vestry of Saint Paul's Parish are intended and expected to continue so long as both the Parish and the Diocese exist. Nevertheless, either the Bishop and the Diocesan Convention or the Cathedral Chapter shall have the right to terminate this designation and return said Cathedral to Parish status through formal action of either the Bishop and the Convention of the Diocese or the Chapter of the Cathedral by mutual agreement or by giving one year's written notice thereof through formal action of either of said parties.

4.08 **Amendments.** This Canon may be amended in the same manner as provided for such amendments, provided however that all such amendments must be ratified and accepted by the Cathedral Chapter before becoming effective.

CANON 5. ELECTORS AND ELECTIONS

5.00 **Qualified Electors.** The following shall be qualified electors: Any person of 16 or more years of age who is an attendant at worship and a regular contributor of record and who for the previous 60 days shall have been registered in the congregation as a baptized person or communicant member.

[Amended in Convention 1997: To lower age standard from 18 to 16.]

5.01 **Notice to be Given.** Notice of the election of a Vestry or of Delegates to the Convention shall be given at all services on the two Sundays immediately preceding the day of election.

5.02 **Elections to be by Ballot.** Elections in all congregations shall be by ballot and any 10 qualified electors may call for a secret ballot. Proxy voting and absentee ballots shall not be allowed.

5.03 **Election Result to be Announced.** On the Sunday following such election, the names of those elected shall be announced at all services.

5.04 **Clerk to Notify Bishop.** Following every election of the Vestry or Delegates, the Clerk shall inform the Bishop or Bishop's designate of the names and addresses of those elected.

[Amended in Convention 1996: To render the Canons gender neutral]

CANON 6. THE VESTRY

6.00 **Duties, Election and Organization.** At an Annual Meeting to be called upon reasonable notice as soon after January 1st of each year as is practical, each congregation shall elect to manage its temporalities a Vestry or Bishop's Committee (referred to herein as "Vestry") composed of persons who are at least 18 years of age and who are qualified electors of the congregation which elects them, the number to be determined by its Bylaws or Articles of Incorporation. The Rector of a Parish or the Vicar of a Mission shall be elected a member of the Vestry. The Senior and Junior Wardens shall always be communicants in good standing. In Parishes, the Senior Warden shall be appointed from the Vestry by the Rector. In Missions the Senior Warden shall be appointed by the Bishop. In all cases, the Junior Warden shall be elected from the Vestry by the Vestry. When a rectorship is vacant, the Parish Vestry shall elect the Senior and Junior Wardens from the Vestry. The Wardens may be alternately termed "Rector's Warden" or "Bishop's Warden" and the "People's Warden."

[Amended in Convention 1996: To add the last sentence to clarify terminology]
[Amended in Convention 1997: To add age standard.]
[Amended in Convention 2008: To add "Bishop's Committee (referred to herein as 'Vestry')"; and "at" in the first sentence; and "or 'Bishop's Warden'" in the last sentence.]

6.01 **Rotation in Vestries.** Nothing in the foregoing section shall preclude any congregation from electing only a portion of its Vestry each year or from establishing a "rotating" Vestry with a period of ineligibility for re-election after completing a full term of office or according to its Bylaws.

6.02 **Vacancies.** The Vestry shall have power to fill vacancies in its own body and shall continue in office until their successors are elected. The Vestry may declare that a vacancy exists when a member shall have unexcused absences from three successive regular Vestry meetings. A vacancy in the office of Senior Warden in Missions shall be filled by appointment of the Ecclesiastical Authority and in Parochial Missions by appointment of the Rector.

[Amended in Convention 1996: To change "Bishop" to "Ecclesiastical Authority" to clarify role of Ecclesiastical Authority]

6.03 **Wardens to Act.** In case a congregation be without a Rector, Vicar or Priest-in-Charge, or such Member of the Clergy be absent or unable to act, the Senior Warden, or in whose absence the Junior Warden, shall preside at all Vestry and Parish Meetings. No Vestry or Parish Meeting shall be valid without the presence of either such Member of the Clergy in charge or the representative of the Bishop or one Warden.

[Amended in Convention 1996: To render the Canons gender neutral]

6.04 **Member of the Vestry May Preside.** The Rector, Vicar, or Priest-in-Charge when present at a Vestry meeting shall preside personally, but may delegate presiding to some other member of the Vestry.

[Amended in Convention 1998: To render the Canons gender neutral]
[Amended in Convention 2008: To change from "may preside" to "shall," and add "but may delegate".]

6.05 **Clerk and Treasurer to be Elected.** The Vestry shall annually elect a Clerk and a Treasurer, who may or may not be members of the Vestry, and who shall serve until their successors are elected. The Clerk of a Parish Vestry shall have the status and perform the duties required of the secretary of a corporation and such other duties as the Bylaws shall prescribe.

CANON 7. THE RECTOR

7.00 **Rector to Have Charge of Spiritual Interests.** The Rector, subject to the Bishop, shall have exclusive charge of all things pertaining to or affecting the spiritual interests of the Parish, including the duty and right to give order concerning public worship, together with all that pertains thereto. The Rector shall have the spiritual direction and control of all organizations of the Parish and shall preside, with right to vote, at all Parish and Vestry meetings. The Rector shall at all times have access to the Church building or buildings and shall have the custody of the keys of the same.

[Amended in Convention 1996: To render the Canons gender neutral]

7.01 **In Case of Vacancy, Vestry to Inform Ecclesiastical Authority.** Whenever the Rectorship of a Parish shall become vacant by resignation or otherwise, the Vestry shall, within five days, make written communication of the fact to the Ecclesiastical Authority, which may appoint a Priest-in-Charge pending the election of a Rector.

[Amended in Convention 1996: To change "Bishop" to "Ecclesiastical Authority" to clarify role of Ecclesiastical Authority]
[Amended in Convention 2007: To Change "Minister-in-charge" to "Priest-in-Charge"]

7.02 **Committee to Consult with Ecclesiastical Authority.** Before considering or calling any Member of the Clergy to the office of Rector of a Parish, the Vestry of such Parish shall first appoint a Committee of the Vestry to consult with the Ecclesiastical Authority concerning the selection of a Member of the Clergy for the office of Rector of such Parish. Such Committee shall meet with the Ecclesiastical Authority and they shall consult together concerning the election of a Rector. The Ecclesiastical Authority shall make recommendation of members of the Clergy whom such Ecclesiastical Authority shall deem qualified to accept the Rectorship of said Parish. The Committee and the Ecclesiastical Authority shall agree upon one or more suitable Members of the Clergy to fill the office of Rector of such Parish, if possible, and the names of the members of the Clergy so agreed upon shall be submitted to the Vestry of the Parish and the Vestry shall make its selection from such Members of the Clergy. If the Committee and the Ecclesiastical Authority shall not agree, the Committee must in any event submit the names of the members of the

Clergy recommended by the Ecclesiastical Authority and the Vestry must consider such nominees before considering any others in making its selection.

[Amended in Convention 1996: To change “Bishop” to “Ecclesiastical Authority” to clarify role of Ecclesiastical Authority]

7.03 **Ecclesiastical Authority to Announce Vacancy.** The Ecclesiastical Authority, at an appropriate time, shall cause the vacancy to be made known to all clergy canonically resident in the Diocese.

7.04 **Two-thirds Vote Necessary to Elect.** In electing the Rector, an affirmative vote of two-thirds of the Vestry shall be required. No selection of a Rector shall be valid unless the procedure outlined in the Canons shall have been followed. If the Vestry shall not select a Member of the Clergy from those agreed upon by the Committee and the Ecclesiastical Authority, or if the Member of the Clergy elected shall decline, the same procedure shall be followed as herein outlined until an election and acceptance shall have been secured.

7.05 **Ecclesiastical Authority to be Notified.** Upon the election of a Rector, the Vestry of the Parish must give immediate notice to the Ecclesiastical Authority of the Diocese, whereupon the person so elected may enter upon the duties of Rector.

[Amended in Convention 1996: To render the Canons gender neutral and to change “Bishop” to “Ecclesiastical Authority” to clarify role of Ecclesiastical Authority]

7.06 **After Six Months' Vacancy, Bishop to Nominate.** In case the Rectorship of any Parish shall be vacant and the Vestry thereof shall, for a period of six months, fail to make such efforts to fill such vacancy as shall seem adequate to the Bishop and the Standing Committee of the Diocese, the Bishop shall then have the right to nominate to the Vestry one Member of the Clergy to fill such vacancy and the Vestry shall elect such Member of the Clergy to become the Rector of the Parish.

[Amended in Convention 1992 to add concurrence of Standing Committee - former language: ". . . as shall seem adequate to the Bishop of the Diocese, the latter shall have the right to nominate . . ."]

7.07 **Assistant Clergy.** In case any Parish desires additional Clergy as Assistants, its Rector shall request of the Ecclesiastical Authority the names of suitable Members of the Clergy. The Rector may propose names to the Ecclesiastical Authority. Sufficient time, not exceeding 30 days, shall be given to the Ecclesiastical Authority to communicate with the Rector and Vestry thereon.

[Amended in Convention 1996: To change language from “Minister” to “Clergy”]

7.08 **Bishop is Rector of Diocesan Missions.** The Bishop is Rector of Diocesan Missions and Parishes Without Rectors.

7.08.01 The Bishop is Rector of all Diocesan Missions and shall appoint Vicars to have charge under the Bishop's direction in Missions where a resident Member of the Clergy is, in the Bishop's judgment, required.

[Amended in Convention 1996: To change language from “Minister” to “Clergy” and to render the Canons gender neutral]

7.08.02 Whenever a Parish shall be without a Rector and the Wardens shall have given notice thereof to the Ecclesiastical Authority, it shall become the spiritual cure of the Ecclesiastical Authority, who may appoint some qualified member of the Clergy to serve such Parish at such times as may be deemed convenient and proper. It shall be the duty of such Parish to defray all of the expenses incident to such services.

[Amended in Convention 2007: To add sections 7.08.01 and 7.08.02.]

CANON 8. APPOINTMENT OF CLERGY OTHER THAN IN PARISHES

8.00 **In Diocesan Missions.** Vicars of Diocesan Missions shall be appointed by the Bishop.

8.01 **In Parochial Missions.** Vicars of Parochial Missions shall be appointed by the Rector of the sponsoring Parish, after consultation with the Bishop and with the consent of the Parish Vestry.

8.02 **In Diocesan Institutions and Schools.** Members of the Clergy serving Diocesan Institutions or Schools or Parish Day Schools shall be appointed by the authorities thereof after consultation with and consent of the Bishop.

[Amended in Convention 1996: To change language from “Minister” to “Clergy”]

8.03 **In Diocesan Appointments.** Clergy serving as members of the Diocesan Staff shall be appointed by the Bishop.

[Amended in Convention 1996: To change language from “Minister” to “Clergy”]

CANON 9. CHURCH REGISTER

9.00 **Pastoral Leader or Member of the Clergy to Keep Register.** Each congregation shall provide a Register, which shall be its property, in which the Pastoral Leader or Member of the Clergy in charge of the congregation shall keep the following permanent records:

(a) All baptisms, confirmations, marriages and burials at which any Member of the Clergy has officiated within the limits of the cure;

(b) A list of all baptized members and communicants within that cure.

The Pastoral Leader or Member of the Clergy in charge of the congregation shall from time to time enter on the list of communicants:

(a) The names of all persons confirmed in that cure who have received the Holy Communion;

(b) The names of all communicants who have been received by Letters of Transfer from other cures;

(c) The names of those who receive Holy Communion regularly within that cure and found after diligent enquiry and on evidence of confirmation and not being under ecclesiastical discipline, not to appear to be registered elsewhere. The Pastoral Leader or Member of the Clergy in charge of the congregation shall also keep a list of other baptized persons not registered as communicants who are attendants at worship and regular contributors of record.

[Amended in Convention 1996: To clarify the role of the Pastoral Leader, to change language from "Minister" to "Pastoral Leader or Member of the Clergy," and to render the Canons gender neutral]

9.01 **Communicant List to be Revised.** From time to time and at least annually at the time of the Annual Parochial Report, the Pastoral Leader or Member of the Clergy in charge of the congregation or the authorized person shall revise the Register list, and place appropriate symbols opposite the names of those who have died, who have received Holy Orders, who have been transferred by Letter to other Episcopal congregations, who are inactive, whose domicile is unknown or who have left the cure without notice and cannot be traced after reasonable time and due effort. There shall also be entered upon the Register opposite the names which have been noted by the appropriate symbol, the cause and date, with either signature or initials. Such action shall not affect the individual's communicant status in the Church at large, but that individual shall cease to be listed as an active member of that congregation. In cases where an individual has renounced the communion of this Church or has been suspended, an appropriate symbol, with explanation, date and signature as above provided shall be noted.

[Amended in Convention 1996: To clarify the role of the Pastoral Leader, to render the Canons gender neutral, and to strike the concept of one having forfeited "the right to Discipline and Worship of the Episcopal Church."]

9.02 **Letters of Transfer.** When a member in good standing removing from any cure fails to apply for a Letter of Transfer, the Rector, Vicar or Priest-in-Charge shall send a letter to the cure in which the member has become resident, advising the Rector or Vicar of the cure of the presence of the member within that cure, and advising that a Letter of Transfer would be forwarded upon request by the member. Should there be no cure, or if the cure is not known, such letter shall be sent to the Bishop of the Diocese concerned.

[Amended in Convention 1996: To render the Canons gender neutral]
[Amended in Convention 2007: To change "Minister" to "Rector, Vicar or Priest-in-Charge"]

9.03 **Register Shall be Available.** The Church Register shall at all convenient times be open to the inspection of the Ecclesiastical Authority of the Diocese and of the Wardens and Vestry.

CANON 10. FINANCIAL AND PAROCHIAL REPORTS

10.00 **Annual Reports Must be Filed.** On or before the first day of March of each year, each congregation shall file in duplicate with the Secretary of the Convention a statistical and financial report in the form prescribed from time to time by the Episcopal Church. The Secretary shall deliver one copy thereof to the Finance and Budget Committee for the next Annual Convention, to be used in preparing a schedule of the Share for Diocesan and Convention purposes. Any congregation failing to furnish an annual report as provided herein shall be subject to an arbitrary Share determined by the Finance and Budget Committee.

[Amended in Convention 1996: To reflect change of Committee name from "Committee on Finance" to "Finance and Budget Committee"]
[Amended in Convention 2012: To change due date from February to March to be in agreement with the due date given by the General Convention.]

10.01 **Reports of Parochial Missions.** The annual reports of a Parochial Mission shall be separate from the annual reports of the sponsoring Parish, but countersigned by the Rector of the sponsoring Parish, and the statistical and financial data for a Parochial Mission shall not be duplicated in the report of the sponsoring Parish.

10.02 **Financial Reports to be Audited.** The financial report contained in each Annual Report shall be audited by a Certified Public Accountant or a member of the Society of California Accountants or other person acceptable to the Treasurer of the Diocese and the report of certificate of such audit shall be filed with the Treasurer of the Diocese not later than September 1 following the year covered by the Annual Report.

[Amended in Convention 2013: To allow more time so congregations can take advantage of less expensive audits during the summer months.]

CANON 11. CONVENTION ACTS ARE BINDING

11.00 **Binding Effect.** Whether or not a congregation of this Diocese is represented in any Convention of the same, or in any sessions thereof, such congregations shall nevertheless be bound by all acts of such Conventions.

CANON 12. ORGANIZATIONS

12.00 **Direction of Organizations.** With the approval and under the direction of the Deacon or Priest-in-Charge, organizations may be established to carry on the work of the Church within any congregation, by the duties, rights and organizations thereof to be prescribed by the Member of the Clergy, including regulations as to the custody, deposit, withdrawal and accounting for funds of the same, and for surrender of the same to the congregation in case of dissolution of such organizations, in which case they shall be used for such beneficial use of the congregation as the Vestry shall determine.

[Amended in Convention 2007: To change "Minister-in-charge" to "Deacon or Priest-in-Charge"; change "Minister" to "Member of the Clergy"]

CANON 13. DAY SCHOOLS AND DAY NURSERIES

13.00 **Day Schools and Day Nurseries May Be Established.** Churches or Diocesan Institutions establishing, maintaining and operating Day Schools or Day Nurseries in which not only the Christian religion is taught, but also subjects of secular education, and whose school activities are in excess of those permitted under church or welfare exemption from taxes, shall take all necessary steps to prevent such secular use of any consecrated church or chapel owned, occupied or controlled by it, as would deprive such church or chapel of its tax-exempt status as charitable organization.

13.01 **Day Schools and Day Nurseries to Report.** The officers of Day Schools and Day Nurseries shall send to the Treasurer of the Diocese an annual financial report within 60 days of the close of the fiscal year and said Parish Day School or Day Nursery report shall be audited annually by a Certified Public Accountant or a member of the Society of California Accountants or other person acceptable to the Treasurer of the Diocese engaged by the officers of the Day School or Day Nursery. The auditor shall attach his signed report letter to the financial statement.

13.02 **Property Irrevocably Dedicated.** The properties of such churches and institutions of the Diocese devoted to such school purposes, whether vested in a Parish Corporation, the Corporation of the Diocese, or an incorporated Institution of the Diocese of San Diego, and whether now existing or hereafter organized, are irrevocably dedicated to religious, charitable or hospital purposes within the meaning of the Welfare Exemption Act of the State of California; and upon liquidation, dissolution or abandonment by the owner will not inure to the benefit of any private person, but only to a fund, foundation or corporation organized and operated for religious, charitable or hospital purposes. This provision shall not be interpreted to deprive the Corporation of the Diocese of the property of any dissolved subordinate Parish, Mission or Institutional Corporation, to which it may be entitled upon such dissolution nor to prohibit the sale or exchange of a property to obtain other property for the same purpose or to obtain funds for the operations of its program.

[Amended in Convention 1996: To correct reference to the Corporation]

TITLE III - THE DIOCESE

CANON 1. THE STANDING COMMITTEE

1.00 **Standing Committee to be Elected.** The Standing Committee shall be elected as provided in Article IX of the Constitution. In the event of a vacancy, the Standing Committee shall have the power to fill the same for the duration of that unexpired term. The person so appointed shall be of the same order as the person being replaced.

[Amended in Convention 2011: In the case of a vacancy the Standing Committee may appoint the replacement for the remainder of the term instead of until the next convention.]

1.01 **Officers.** The officers of the Standing Committee shall be a President and a Secretary to be elected from among the members thereof.

[Amended in Convention 1992: To delete the phrase ". . . provided that the President shall be chosen from among the clerical members."]

1.02 **When Acting as Ecclesiastical Authority.** In all decisions made as the Ecclesiastical Authority, the Standing Committee shall vote by orders and unless the decision is to be made by the clerical members only, a majority vote of the members in each order shall be necessary for a decision. Notwithstanding the provisions of this section, no sentence shall be pronounced on a Member of the Clergy but by a Bishop.

[Amended in Convention 1996: To eliminate redundant language]

1.03 **Rules.** The Standing Committee shall adopt rules governing its procedures.

1.04 **May Require Reports.** The Standing Committee may require from congregations and Diocesan Institutions such reports regarding their affairs as it shall from time to time deem necessary.

1.05 **To Report to Convention.** The Standing Committee, through its Secretary, shall make a report of its proceedings to each Annual Convention.

CANON 2. THE DIOCESAN EXECUTIVE COUNCIL

2.00 **Membership.** There shall be a Diocesan Executive Council. The Diocesan Executive Council shall consist of not less than fourteen (14) and not more than seventeen (17) Directors, each of whom shall be at the time of his/her election a confirmed adult communicant of this Church in good standing in the Diocese, one of whom shall be the Bishop of the Diocese (or the President of the Standing Committee when the Standing Committee is acting as the ecclesiastical authority), ex officio, and one of whom shall be the Secretary of the Convention, ex officio. The remaining Directors shall consist of four Clerical and eight Lay Persons, plus up to three additional Directors appointed by the Bishop.

[Amended in Convention 1996: To render the Canons gender neutral and to change “Presbyter” to “Priest” in conformity with National Canons.]
[Amended in Convention 1997: To lower age standard from 18 to 16.]

[Amended in Convention 2008: To change “Suffragan Bishop” to “Bishop Suffragan” in conformity with the National Canons.]
[Amended in Convention 2012: To change the name "Diocesan Council" to "Diocesan Executive Council" and to modify the structure of the Council to be consistent with Convention Resolutions 11-06 and 12-01 and with the Bylaws of The Episcopal Diocese of San Diego, as amended.]

2.01 **To Act as Board of Directors.** The Diocesan Executive Council is the Board of Directors of the Corporation of the Episcopal Diocese of San Diego. The Diocesan Executive Council shall function as and shall have the authority of the Diocesan Convention when the Convention is in recess.

[Amended in Convention 2012: To change the name "Diocesan Council" to "Diocesan Executive Council" and to modify the structure of the Council to be consistent with Convention Resolutions 11-06 and 12-01 and with the Bylaws of The Episcopal Diocese of San Diego, as amended.]

2.02 **Responsibilities.** The Diocesan Executive Council shall carry out the mission and ministry of the Diocese. In accomplishing that responsibility, the Diocesan Executive Council shall implement the Diocesan Strategic Plan. The Diocesan Executive Council shall maintain and revise the Strategic Plan as necessary or appropriate from time to time.

[Amended in Convention 2012: To change the name "Diocesan Council" to "Diocesan Executive Council" and to modify the structure of the Council to be consistent with Convention Resolutions 11-06 and 12-01 and with the Bylaws of The Episcopal Diocese of San Diego, as amended. To include the responsibility to carry out and maintain the Diocesan Strategic Plan. Former 2.02 Vacancies was deleted in its entirety.]

2.03 **Ex officio Member.** When the Standing Committee shall be the Ecclesiastical Authority, the President of the Standing Committee shall be, ex officio, a member of the Diocesan Executive Council and shall convene the initial meeting thereof.

[Amended in Convention 2012: To change the name "Council" to "Diocesan Executive Council."]

2.04 **Organization.** The Diocesan Executive Council shall organize itself in such a manner as it deems appropriate to carry out its duties and responsibilities, including but not limited to the unification, development and prosecution of the missionary, educational, communications and social relations work of the Diocese. It may add to the membership of any committee persons who shall have seats and votes in the committee, but not in meetings of the Diocesan Executive Council.

[Amended in Convention 2012: To change the name "Council" to "Diocesan Executive Council."]

2.05 **Committees.** The Diocesan Executive Council shall organize itself into committees, as necessary to carry out the mission and ministry of the Diocese:

[Former 2.05 Added by Convention in 1989]
[Amended in Convention 1996: To reflect new structure, eliminating Commissions denominated “Service,” “Worship,” “Evangelism,” “Education,” “Pastoral Care,” “Stewardship,” and “Missions” and replacing them with those listed in the sections above]
[Former Canon 2.06, “Administrative and Support Committees,” which was added by Convention, 1989, was deleted by Convention, 1996]
[Canon 2.05 Amended in Convention 2008: To delete “the following,” “and may create other commissions”; to add “carry out the mission and ministry of the Diocese”; also to delete the Commissions of “Human Needs” (formerly ”Justice and Peace”), “Spiritual Growth and Renewal,” “Congregational Support and Development,”

“Communications,” “Operational Support of the Diocese,” “Development and Nurture of Ministry,” and “The Convention Commission”.]
[Amended in Convention 2012: To change the name "Council" to "Diocesan Executive Council." To change the name "Commissions" to "Committees."]

2.06 **Committee Chairs and Membership.** Committee Chairs and Membership shall be recommended by procedure developed by Diocesan Executive Council and appointed by the Bishop.

[Former Canon 2.07 added by Convention, 1989, renumbered in Convention, 1996]
[Amended in Convention 2012: To change the name "Council" to "Diocesan Executive Council." To remove reference to "Commissions."]

2.07 **Committee Chairs Relationship to Diocesan Executive Council.** All Committee Chairs shall carry out the policy and program of Diocesan Executive Council and shall have a seat and voice as appropriate.

[Amended in Convention 2012: To change the name "Council" to "Diocesan Executive Council." To change the name "Commission" to Committee."]
[Former Canon 2.08 added by Convention, 1989, renumbered in Convention, 1996 and amended to delete “Administrative Support Committee”]

Old 2.08 [Deleted by Convention 2012]
[1989 Convention failed to renumber - formerly 2.05]
[Renumbered in Convention, 1996]

2.08 **Budget.** The Diocesan Executive Council shall submit to each Annual Convention a budget for all the work and ministry of the Diocese.

[1989 Convention failed to renumber - formerly 2.06]
[Renumbered in Convention, 1996]
[Amended in Convention 2008: To delete “committed to it.” and add “and ministry of the Diocese.”]
[Formerly 2.09. Renumbered and Amended in Convention 2012: To change the name "Diocesan Council" to Diocesan Executive Council."]

2.09 **To Report to Convention.** The Diocesan Executive Council through its officers shall make an Annual Report to the Convention.

[1989 Convention failed to renumber - formerly 2.07]
[Renumbered in Convention, 1996]
[Formerly 2.10. Renumbered and Amended in Convention 2012: To change the name "Diocesan Council" to "Diocesan Executive Council."]

CANON 3. DISTRICTS

3.00 **Bishop May Designate Districts.** The Bishop may designate administrative or other districts within the Diocese to facilitate the work of the Church and appoint any qualified person to be administrative officer of any district or provide for the election thereof.

3.01 **Mission Strategy Groups.** The Bishop may organize Mission Strategy Groups to strengthen the desire and capacity of parishes and missions in a common

geographical area to understand each other's needs, share ideas and resources and to work together to shape a common mission strategy.

[Canon 3.01 added by Convention, 1989]
[Amended in Convention 1996: To vest Bishop with discretion in organizing Mission Strategy Groups]

3.02 **Strategic Planning.** The Strategic Planning Commission will develop and facilitate the extension of the Church into all populations and in new and growing communities of the Diocese, develop and implement long range mission strategy, and monitor the progress of such planning.

[Canon 3.02 added by Convention, 1996]

CANON 4. THE COMMISSION ON MINISTRY

4.00 **Commission on Ministry.** There shall be a Commission on Ministry as defined in Title III, Canon 2 of The Episcopal Church.

[Canon 4.00 added by Convention, 1996; former Canon 4.00 "Duties" was deleted]
[Amended in Convention 2008: to delete "for the Development and Nurture of" and "which shall function as a 'commission on ministry' as that term is"]

4.01 **Duties.** The Commission will promote the ministry of all baptized persons in the Diocese, providing educational support to the congregations. The Commission will assist members of the Church in discerning the nature and scope of their call to ministry and will recommend to the Bishop such persons for lay and ordained ministry as may be needed to carry out the work of the Church in this Diocese. The Commission shall make an annual report to Diocesan Convention.

[Canon 4.01 added by Convention, 1996; former Canon 4.01 "Membership" was deleted]
[Canon 4.02, Membership, was deleted by Convention, 2008]
[Canon 4.03, Committees of the Commission, was deleted by Convention, 2008]

CANON 5. DIOCESAN INSTITUTIONS FOUNDATIONS AND ORGANIZATIONS

5.00 **All Institutions Must Qualify to Certain Standards.** No Institution, Foundation, Corporation, Society or persons shall represent itself to be an institution of The Episcopal Diocese of San Diego, for the purpose of soliciting money or other gift, or for any other purpose, unless it shall have qualified and shall continue to qualify as a Diocesan Institution as provided herein.

[Amended in Convention 1996: To correct typographical error]

5.01 **Must Conform to State Laws.** In order to qualify as a Diocesan Institution, each Institution shall be incorporated as a charitable or nonprofit corporation under the applicable provisions of the Corporations Code of the State of California and shall duly maintain such corporate status.

5.02 **Provisions of Corporation.** In addition to the matters required by the Corporations Code, the Articles of Incorporation or Bylaws of any such Institution shall contain the following provisions:

5.03 **Bishop to be Member of Board.** The Bishop shall always be a member of the Board of Directors or Trustees of the institution, either ex officio or by election, as appropriate.

5.04 **Majority of Directors to be Members of Diocese.** At least a majority of the Board of Directors or Trustees shall be members in good standing of a congregation of The Episcopal Diocese of San Diego or Priests canonically resident in the Diocese.

[Amended in Convention 1996: To change “Presbyter” to “Priest” in conformity with National Canons]

5.05 **Property May Not be Alienated Without Consent.** The Institution shall not alienate or encumber real property belonging to it or acquire, except by gift, devise or bequest any real property subject to an existing encumbrance or assume an existing encumbrance in connection with any acquisition without first obtaining the written consents of the Bishop and the Standing Committee.

5.06 **Must Conform to Constitution and Canons.** The provisions of the Constitution and Canons of The Episcopal Church and of this Diocese, as they now are and as they may be amended, shall be a part of the Bylaws of such Institution and in case of conflict between said Constitution and Canons and said Bylaws, the provisions of said Constitution and Canons shall be paramount.

5.07 **Articles and Bylaws Must be Approved.** Articles of Incorporation and Bylaws of such Institution must have the approval of Convention before it can become qualified as a Diocesan Institution. In order to obtain such approval, such Articles of Incorporation and Bylaws shall be submitted to the Chancellor of the Diocese not less than 90 days prior to the meeting of Convention at which approval is sought. The Chancellor shall examine such Articles of Incorporation and Bylaws to determine whether they meet the requirements herein set forth and whether they are otherwise in proper form and shall transmit the same to the Secretary of Convention, together with the Chancellor's written recommendation as to approval or disapproval. The Secretary shall then present the matter to Convention for action. The provisions of this section shall not apply to institutions previously qualified in the Diocese of Los Angeles and now hereby recognized by this Diocese.

[Amended in Convention 1996: To render the Canons gender neutral]

5.08 **Articles to be Filed with Secretary of Convention.** A true copy of the Articles of Incorporation of such Institution and of any amendments thereof, duly certified by the Secretary of State of the Sate of California, and a true copy of the Bylaws of such Institution and of any amendments thereof, duly certified by the secretary of such Institution, shall be filed with the Secretary of Convention and shall be open to inspection at all times by the Ecclesiastical Authority or any person or persons duly delegated by said Authority.

5.09 **To Make Regular Reports to Convention.** Each Diocesan Institution shall make a written report annually to the Convention, setting forth its financial transactions and other activities during the previous year. The Annual Report shall be sent to the Treasurer of the Diocese, within 60 days of the close of the fiscal year and the books of the Institution shall be audited annually by a Certified Public Accountant or a member of the Society of California Accountants engaged by the officers of the society or Institution. The auditor shall attach his signed report letter to the financial statement.

5.10 **Secretary to Report Names Each Year.** The Secretary of Convention shall report the names of all Institutions qualified under this Canon 5, and their activities, in the Journal each year.

5.11 **Canon Applies to Existing Institutions.** This Canon 5 shall apply to existing Institutions as well as those which may be organized in the future. If the Articles of Incorporation or Bylaws of existing Institutions do not conform to the requirements of this Canon 5, they shall be amended accordingly.

5.12 **Convention May Add to Requirements.** The provisions herein shall be deemed to be minimum requirements only and the Convention shall have the authority to add such other requirements as it may deem necessary.

5.13 **Convention May Elect Directors.** In the case of any Institution which shall have a provision in its Articles of Incorporation or Bylaws for the election of a member or members of its Board of Directors or Trustees by the Convention of the Diocese, such member or members shall be elected in the manner prescribed in its Rules of Order.

5.14 **Rotation of Directors.** The term of any elected office on any institutional board shall not exceed three years, with a one-year period of ineligibility elapsing before re-election after six successive years have been served.

5.15 **Ecclesiastical Authority has Right to Visit and May Ask Convention to Revoke Status**. The Ecclesiastical Authority shall have the power of visitation of any Diocesan Institution and power to examine its books, minutes, records and affairs, to determine whether such Institution conforms and continues to conform to the provision of this Canon 5, and whether its standards and performance of work and service are sufficiently high to warrant continued recognition as a Diocesan Institution. If in the opinion of the Ecclesiastical Authority, any Institution shall fail to meet such requirements, a report may be made to Convention, with the reasons and recommendations, whereupon Convention may take such action as in its discretion may be deemed appropriate, either to correct undesirable conditions or to end the status of such Institution as a Diocesan Institution.

[Amended in Convention 1996: To clarify the role of the Ecclesiastical authority]

5.16 **Special Provisions Applicable to The Bishop's School.** The Bishop shall at all times be the *ex officio* Chair of the Board of Trustees of The Bishop's School. Notwithstanding Canon 5.04, twenty-five percent (25%) of the Trustees shall be members in good standing of a congregation, or Priests canonically resident, in any Diocese in communion with The Episcopal Church, with honorary lifetime Trustees counting toward satisfaction of that requirement. The term limits of Canon 5.14 shall be applicable to the one member of the school's Board of Trustees elected by Convention, but not to the other Trustees.

[Added in Convention, 2007: To add special provisions and reduce percentage]

CANON 6. TRIAL OF A PRIEST OR DEACON

6.00 **Incorporation of Title IV of Canons of The Episcopal Church**. Title IV of the Canons of the General Convention of the Episcopal Church, which become effective July 1, 2011, as the same may be amended from time to time, is incorporated herein by this reference and is recognized to provide a comprehensive procedure for ecclesiastical discipline. This Canon 6 is intended to supplement, and its language and terminology must be read and interpreted in the light of, Title IV of the Canons of The Episcopal Church.

6.01 **Church Attorney.** The Standing Committee shall appoint one or more Church Attorneys to represent the church in proceedings as provided in Title IV of the Canons of The Episcopal Church. The appointing order shall set forth the details of the investigation or other work required of the Church Attorney in the matter at hand, and shall specify the extent, if any, to which Diocesan funds have been committed to the support of the Church Attorney's investigation. The Standing Committee shall have the authority to remove a Church Attorney for cause, which shall include conflict of interest or failure to perform the assigned duties in a timely manner.

6.02 **Disciplinary Board**. The Disciplinary Board shall consist of seven members, four clerical and three lay. The Disciplinary Board shall take the place of the Ecclesiastical Trial Court. The members of the Ecclesiastical Trial Court whose terms continue beyond the February 2011 Convention shall be members of the Disciplinary Board. At that Convention, one clergyperson and one lay person shall each be elected to serve a three year term, one clergyperson shall be elected to serve a two year term and one lay person shall be elected to serve a one year term. Thereafter, all members shall be elected to serve three year terms, and any member may be re-elected for multiple terms.

6.03 **Officers.** Within sixty days following each Diocesan Convention, the members of the Disciplinary Board shall meet and shall elect from their membership a president and a clerk, who may be lay or clerical.

6.04 **Vacancies in Court**. If a member resigns or is otherwise unable to serve for the complete term, the unexpired term shall be filled by appointment of the Bishop. Vacancies created by challenges for cause shall be handled in accordance with Title IV of the Canons of The Episcopal Church.

6.05 **Regarding Who May Serve**. No person serving as Chancellor, Vice Chancellor, Church Attorney, Intake Officer, Investigator, or other role identified in Title IV,

Canon 5, 3(c) of the Canons of The Episcopal Church, may serve on the Disciplinary Board, and no member of the Disciplinary Board may be selected to serve in one of those positions in the Diocese. A member of the Standing Committee of the Diocese may serve on the Disciplinary Board. If any Priest elected to the Board is elected a Bishop, or any lay member is ordained prior to the commencement of a proceeding under this Title, that person shall immediately cease to be a member of the Board. If a proceeding has been commenced, that person may continue to serve on the Board for all proceedings in that matter through final disposition. A lay person ceasing to be a member under this subsection by reason of ordination may be appointed to fill a vacancy in the clergy members of the Board.

6.06 **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.

[Amended in Convention 1996: To delete all of the former Canon 6 and replace with those provisions above, to conform to the amended National Canons.]
[Amended in Convention 2011: To delete all of the formed Canon 6 and replace with those provisions above, to conform to the amended National Canons.]

CANON 7. DEPUTIES TO GENERAL CONVENTION

7.00 **Deputies to the General Convention to Notify the Bishop in Writing.** It shall be the duty of the Deputies-elect to the General Convention to signify to the Bishop in writing, at least 30 days before the meeting of the General Convention, their acceptance of election and intention to perform their duties, in default of which the Bishop shall designate, on the form provided by the Secretary of the House of Deputies, such alternate Deputies as may be required.

TITLE IV - FINANCE

CANON 1. DIRECTORS OF THE CORPORATION OF THE DIOCESE

1.00 **Composition**
The Diocesan Executive Council of the Diocese shall serve as the Board of Directors of the corporation known as the Episcopal Diocese of San Diego. The terms "Diocesan Executive Council" and "Board of Directors" shall be used interchangeably in these Canons. The Bishop of the Diocese shall be a member of the Board of Directors of the Diocese ex officio and will serve as its president. Its composition shall be as set forth in Title III, Canon 2 hereof.

[Amended by Convention, 1997: To add age standard]
[Amended by Convention, 2012: To add that the Diocesan Executive Council serves and the Board of Directors of the Corporation, and to refer the composition of the Board to the appropriate location in these Canons.]

1.01 **Committees of the Corporation.** The Board of Directors of the Corporation may authorize creation of subordinate committees empowered to discharge such duties as the Board of Directors delegates to them. Committees shall include, but not be limited to, an Audit Committee, Finance Committee, Property Committee, Development Committee and Investment Committee.

1.01.01 **Audit Committee.** The duties of the Audit Committee are described in Title I, Canon 10.07 of these Canons. No Finance Committee member, or member of its subcommittees, may serve on the Audit Committee, and no Audit Committee member may serve on the Finance Committee or its subcommittees

1.01.02 **Finance Committee.** The Finance Committee shall consist of at least five members, two of whom shall be members of the Diocesan Executive Council. The Finance Committee is responsible for providing financial oversight support to the Board of Directors. Its primary responsibilities are to oversee financial matters and the financial condition of the Diocese, to develop an annual Diocesan budget to be submitted to the Annual Diocesan Convention, and to make recommendations to the Board. No Audit Committee Member may serve on the Finance Committee or its subcommittees, and no Finance Committee member, or member of its subcommittees, may serve on the Audit Committee

1.01.02.01 **Budget Committee.** There shall be a Budget Committee which shall be a subcommittee of the Finance Committee. The Budget Committee shall formulate an Annual Budget for the Diocese to be approved by the Finance Committee, and then the Board of Directors for submission to the Annual Diocesan Convention. The Chair of the Budget Committee shall be a member of the Board of Directors. Membership shall include the Diocesan Canon for Finance and may include representatives from other governance organizations of the Diocese as appropriate.

1.01.03 **Property Committee.** The Property Committee is responsible for oversight of the property of the Episcopal Diocese of San Diego. The committee advises the Board of Directors and transacts business related to Diocesan Property, subject to the approval of the board of Directors.

1.01.04 **Development Committee.** The Development Committee is responsible for formulating and executing goals and strategies for continued fundraising efforts to support outreach ministries, provide financial assistance to congregations and fund diocesan ministry programs, among others. The Diocesan Development Officer shall be a member of the Development Committee.

1.01.05 **Investment Committee.** The Investment Committee is responsible for monitoring the performance of the Diocesan investment fund.

[Added by Convention, 1989]
[Amended in Convention 1996: To delete specific references to Committees]
[Amended by Convention, 2012: To specify certain committees (Audit, Finance, Budget, Property, Development, and Investment) and to add their charges and, for Audit, Finance and Budget, certain membership requirements.]

1.02 **Appointment of Committees.** The President of the Corporation shall appoint a Chair for each Committee and persons to serve on such Committee, who may be persons other than Directors of the Corporation.

[Added by Convention, 1989]

1.03 **How Elected.** The election of the Board of Directors of the Corporation by the Convention shall be taken by individual vote.

[Renumbered from 1.01, by Convention, 1989]

1.04 **Title of Gifts.** The title of trust funds and real estate acquired by gift or purchase for the use of The Episcopal Diocese of San Diego or for any unincorporated Parish, or for any Mission, or where there is no organized congregation, or for any unincorporated institution or society of the Diocese, shall be vested in the Corporation of the Diocese, in trust, for such purposes as are specified in the grant.

[Renumbered from 1.02, by Convention, 1989]
[Amended in Convention 1996: To correct reference to the Corporation]

1.05 **Parish Becoming Non-existent.** Whenever any Parish for any reason ceases to exist, the property held by the Corporation, in trust, for said Parish shall become the property of the Corporation.

[Renumbered from 1.03, by Convention, 1989]

1.06 **Standing Committee Must Approve Encumbrances.** No real estate or other property held by the Corporation shall be encumbered or alienated save with the consent of two-thirds of the Standing Committee.

[Renumbered from 1.04, by Convention, 1989]

CANON 2. THE DIOCESAN FUND

2.00 **Purpose of the Fund.** There shall be a fund for the mission of the Church to be known as The Diocesan Fund, the proceeds of which shall be used for, but not limited to, the following: The Share of this Diocese for the General Church Program of The Episcopal Church, including the payment of the apportionment made under Title I, Canon 1, Section 8 of the Canons of The Episcopal Church, support of the Diocesan missions, support of the Diocesan Executive Council, support of the Diocesan Institution, salaries and expenses of the Bishop of the Diocese and the necessary staff of the Bishop, salaries and expenses of the Treasurer of the Diocese, general and administrative expenses, support of the Diocesan and General Conventions and Diocesan Committees.

[Amended in Convention 2012: To change "Diocesan Council" to Diocesan Executive Council and remove reference to Commissions."]

2.01 **Sources of the Fund.** The Diocesan Fund shall be derived from the following sources:

(a) Income received from endowment and trust funds and from such contributions as may be made thereto;

(b) The offering at the opening service of each Annual Convention;

(c) Accepted pledges of each congregation.

2.02 **Receipts and Disbursements of the Fund.** The Diocesan Fund and all monies due or accruing thereto shall be paid to the Treasurer of the Diocese, who shall pay no monies therefrom, except as provided in Canon 2.04 of this Title IV, which have not been specifically provided for by the Convention in the Annual Budget, except as authorized by the Diocesan Executive Council.

[Amended in Convention 1996: To conform numbering system and clarify reference]
[Amended in Convention 2012: To change "Diocesan Council" to Diocesan Executive Council."]

2.03 **Pledge and Payment of Diocesan Contribution.** Each congregation is expected to pledge and contribute to The Diocesan Fund, as the target level of giving, twenty percent (20%) of its Net Disposable Income, and each congregation is required to pledge and contribute to The Diocesan Fund, as the minimum mandatory level of giving, ten percent (10%) of its Net Disposable Income. Any congregation proposing to pledge less than the mandatory ten percent (10%) of Net Disposable Income may, before submitting its pledge, seek a waiver from the Committee on Financial Review, as approved by the Bishop, of the minimum required pledge amount. Unless another payment schedule is arranged with the approval of the Bishop, the congregation shall pay its Diocesan contribution to the Treasurer of the Diocese in 12 equal installments, remittance to be made no later than the 15th of each month. For purposes of representation at Convention, a congregation will be deemed to have met its "Minimum Diocesan Contribution" only when the congregation has both (i) actually paid to the Diocesan Fund at least ten percent (10%) of its Net Disposable Income for the second year immediately preceding the year in which the Convention is held, and (ii) pledged at least ten percent (10%) of its Net Disposable Income as reported in its parochial report for the year immediately preceding the year in

which the Convention is held. "Net Disposable Income," for purposes of this Canon, means a congregation's unrestricted income, as determined in accordance with guidelines from time to time by the Diocesan Executive Council.

[Amended in Convention 1994: This Canon previously provided only for payment of a congregation's Mission Share in 12 equal monthly installments.]
[Amended in Convention 2002: To conform with the Diocesan Council's redefining "Net Disposable Income" as based on the Parochial Report.]
[Amended in Convention 2007: To add Bishop's approval; to delete "other than support from the Diocese or another congregation"]
[Amended in Convention 2012: To change "Diocesan Council" to Diocesan Executive Council."]

2.04 **Payments to be Authorized by Diocesan Executive Council.** No payments in excess of Two Thousand Dollars ($2000.00) which have not been specifically provided for by the Convention in the Annual Budget, shall be made without authorization of the Diocesan Executive Council.

[Amended in Convention 2012: To change "Diocesan Council" to Diocesan Executive Council," and to change the amount of payment, above which Council authorization is required, from $100 to $500.]
[Amended in Convention 2013: To raise the limit the treasurer can authorize from $500 to $2000 for off budget expenses.}

CANON 3. THE BISHOP'S FUND

3.00 **Confirmation Offerings for this Fund.** At every service of Confirmation in the Diocese, and at the principal service conducted during the occasion of an official visit by a Bishop to a congregation, an offering shall be taken and promptly remitted to the Treasurer of the Diocese for the use of the Bishop at the Bishop's discretion for the work of the Church, to be known as The Bishop's Fund.

[Amended in Convention 1996: To render the Canons gender neutral]

3.01 **Other Gifts and Donations.** Other gifts and donations may be sent to the Treasurer of the Diocese for the use of the Bishop through The Bishop's Fund.

CANON 4. THE DIOCESAN ENDOWMENT FUND

4.00 **Establishment, Sources and Purpose.** There shall be a Diocesan Endowment Fund, consisting of all donations and contributions made thereto from any source. The principal shall be held in trust and all interest and earnings therefrom shall be used to support the Diocese and its programs.

[Amended in Convention 1996: To correct typographical error]

CANON 5. THE DIOCESAN EXPANSION FUND

5.00 **Establishment, Sources and Purpose.** There shall be a Diocesan Expansion Fund consisting of funds transferred for that purpose from the Diocese of Los Angeles at the inception of this Diocese and such other funds as may be hereafter received from any source for the same purpose; namely, to provide capital for church extension and development of Diocesan Institutions. The principal, unless otherwise designated by the donor, shall remain intact as a revolving loan fund. The interest and gifts so designated may be distributed as grants at the discretion of the Corporation of the Diocese, within the purpose of the Fund.

[Amended in Convention 1996: To correct reference to the Corporation]

CANON 6. THE CHURCH PENSION FUND

6.00 **Provision Must Be Made for Payment of Assessments.** It shall be the duty of the Treasurer of the Diocese to provide for, and to make payments as due, to the Church Pension Fund, of the assessments payable on behalf of the Bishop of the Diocese and of all other Members of the Clergy who are receiving salaries as officers of the Convention or employees of the Diocese.

[Amended in Convention 1989: To delete reference to the "Finance Committee"]

6.01 **Diocesan Organizations to Provide for Pension Assessments.** It shall be the duty of all Diocesan organizations employing Members of the Clergy of this Church in any capacity, to arrange for and pay the assessment to The Church Pension Fund.

[Former Canon 6.01 “Statements to be Furnished When Requested” deleted in Convention, 1996; this Canon 6.01 renumbered]

6.02 [blank]

[Former Canon 6.02 renumbered as 6.01 in 1996]

6.03 **Retirement Benefits for Lay Employees.** Every parish, mission, ecclesiastical organization or body subject to the authority of this Church and other societies, organizations, or bodies in the Church which under the regulations of the Church Pension Fund have elected or shall elect to come into the pension system, within the Episcopal Diocese of San Diego, shall make available to its eligible lay employees access to approved pension plans.

[Added in Convention, 1993 as Canon 6.03. Diocesan Resolution 93-6 adopted as a companion to this Canon, providing further clarification regarding lay employee pension plans]

CANON 7. CANONICAL OFFERINGS

7.00 **Special Offerings.** There shall be taken in every congregation in the Diocese certain special offerings as provided, on dates designated, by action of the General Convention or the Convention of the Diocese. Any congregation may appropriate from its general funds amounts in lieu of any or all of these special offerings.

TITLE V - THE CANONS

CANON 1. ENACTMENT AND AMENDMENT OF CANONS

1.00 **Amended by Majority Vote.** These Canons may be altered or amended at a Diocesan Convention by an affirmative vote of the majority of those voting.

1.01 **Amendments to be Filed 90 Days Previous.** No proposed amendment or addition to the Canons shall be considered or affirmatively acted upon by any Convention, otherwise than by referring the same to a Committee to report thereon to the succeeding Annual Convention unless a copy of such proposed amendment or addition shall have been filed with the Secretary of the Convention, at least 90 days before the meeting of the Convention.

1.02 **Secretary to Deliver Amendments to Committee.** The Secretary of the Convention shall deliver copies of all proposed amendments or additions to the Canons, filed in accordance with Title V, Canon 1.01, to the Chair of the Committee on Canons, appointed under Title I, Canon 10.08 of these Canons and such Committee shall report thereon on the first day of the Convention.

[Amended in Convention 1996: To clarify procedures, to render the Canons gender neutral and to conform the numbering system]

1.03 **Reference from Previous Convention Included in Report.** Amendments or additions to the Canons may be considered on the report of the aforesaid Committee or of any Special Committee to which such amendments or additions, or the subject matter thereof, may have been referred at a previous Convention.

1.04 **Committee May Change for Homogeneity.** The Committee to which any amendment or addition may have been referred, as in this Section provided, may in its judgment report a substitute for, or change any proposed amendment or addition, and shall report such other amendments to other sections of the Canons as may be required to make the Canons consistent with each other, if the proposed amendment or addition should be adopted.

1.05 **New Amendments to be Received Only by Unanimous Consent.** If any cause should arise, which in the judgment of the Convention shall require the adoption, by the current Convention, of amendments or additions which have not been filed as provided in Title V, Canon 1.01, then the Convention may, by unanimous consent, receive such amendments or additions and refer them to the Committee on Canons, or to a Special Committee, with instruction to report before final adjournment; and, when reported, the said amendments or additions may be considered and acted upon at once, in the same manner as if they had been filed as provided in the aforesaid Canon.

[Amended in Convention 1996: To conform the numbering system]

1.06 **Copies of Amendments are to be Printed.** The Secretary of the Convention shall have copies of all proposed amendments or additions printed for the

information and use of the Convention, shall have printed at the close of the Convention all amendments which have been adopted and shall send copies to every Member of the Clergy and to the Clerk of every congregation for its delegates to that Convention.

1.07 **Proposed Amendments to be Mailed 25 Days Prior.** At least 25 days before the convening of the Annual Convention, the Secretary shall mail to every Member of the Clergy one copy and to the Clerk of every congregation one copy for each Lay Delegate of any proposed amendments to the Constitution and Canons as shall have been committed to any Special Committees or referred to the Committee on Canons by the preceding Convention, together with such other proposed amendments as may have been received by the Secretary during the year.

1.08 **Effective Date.** These Canons shall become effective immediately upon adoption by the Primary Convention. Amendments shall become effective upon adjournment of the Convention in which they are adopted, unless otherwise specified in said amendment.

1.09 **Gender and Number.** In construing these Canons, the singular shall include the plural and the masculine shall include the feminine, where the context so requires.

RULES OF ORDER OF THE CONVENTION OF THE EPISCOPAL DIOCESE OF SAN DIEGO

RULE I
Motions

No motion shall be considered as before the Convention until seconded and stated to the Convention by the presiding officer. If not presented in writing, the President, or any member of the Convention, may require the motion to be reduced to writing before being presented to the Convention. After a motion is in possession of the Convention, the mover cannot modify or withdraw it without the consent of the Convention.

RULE 2
Order of Motions

When a question is before the Convention, no motion shall be received but to lay it upon the table, to take a vote thereon at a certain time, to postpone to a certain time, to postpone indefinitely, to commit or to amend; which motions shall have precedence in the order named.

RULE 3
Amendments

When a motion is under consideration, a motion to amend, a motion to amend that amendment, and a motion for a substitute for both amendments shall be in order. These motions shall be considered and voted upon in the reverse order in which they are received.

RULE 4
Non-debatable Motions

The following motions shall not be debatable: to adjourn (which shall always be in order when no member is speaking), to lay on the table, to take from the table, to take a vote at a certain time, to close debate, to extend the limits of debate, an objection to the consideration of a question, a call for the order of the day, to reconsider an undebatable question, to fix the time of adjournment, to postpone to a certain time, to permit the withdrawal of a motion, and to suspend the rules. If a motion to lay an amendment on the table be carried, the matter before the Convention shall be proceeded with as if no amendment had been offered.

RULE 5
Division of Question

If a question under consideration contains several distinct propositions, the same may be divided on the request of any member, subject to the decision of the presiding officer that the division can be made. If objection is made to such division, a motion to divide may be put before the Convention. When a motion for a division is made, the mover

must specify the manner in which he desires the question to be divided. A motion to strike out and insert shall be indivisible.

RULE 6
Speaking

No member may speak more than once on the same question, or longer than five minutes. By consent of three-fourths of the members, the Convention may grant leave to a member to speak a second time on the same question, but no longer than three minutes. A Chairman of a Committee, or the move of a resolution, presenting a report, shall be permitted an opening and a closing speech on every question submitted for action, but not to exceed ten minutes for each speech, unless special leave be given by the Convention to extend the time.

A member may speak for not longer than two minutes, when nominating a candidate for election to any office.

A member desiring to make a nomination shall rise and receive the recognition of the Chair before naming his candidate.

RULE 7
Members Must Vote

Every member present shall vote, whenever a question is put, unless excused by the Convention on account of his being personally interested in the result, or for other cause.

RULE 8
Manner of Voting

The vote shall be taken by ayes and noes, or by orders when called for by five members, and shall, in such case, be entered on the minutes.

[See Article 12, Sec. 1 of the Constitution requiring ten members for a vote by orders]

RULE 9
Individual Vote may be Recorded upon Request

In taking the vote by orders it shall be the right of any member of the delegation, who may dissent from the vote of the majority of the delegation, to have the fact of his dissent recorded in the minutes.

RULE 10
Reconsideration

In all questions decided numerically, a motion to reconsider must be made by one member, and seconded by another, who voted in the majority. In all questions decided by a vote of orders, a motion to reconsider, if made by a Member of the Clergy voting in the majority; and if made by a Lay Delegate, it must be seconded by a Member of the Clergy voting in the majority. A motion to reconsider must be made within twenty-four hours after the vote was taken. When a motion to reconsider a vote prevails, the question is again

before the Convention as if no vote had been taken upon it. No question shall be reconsidered more than once.

RULE 11
Special Committees

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

RULE 12
Report of Committees

The reports of all Committees shall be in writing. If a report is received by the Convention when presented, it may at once be acted on, or laid on the table for future consideration. The reception of a report by the Convention does not adopt it or its recommendations. If it is desired that a report, or its recommendations, shall become the action of the Convention, a resolution or resolutions to that effect must accompany it. When the report of a Special Committee is acted upon by the Convention, the Committee ceases to exist.

RULE 13
Points of Order

When a member is called to order by the President, or by another member rising to a point of order, he shall immediately take his seat unless permitted to explain. All questions of order shall be determined by the President; but any member may appeal from the decision of the Chair, and on such appeal no member may speak more than once without leave of the Convention.

RULE 14
Changing Rules

The prescribed Order of Business shall not be departed from nor shall any Rule of Order be suspended or changed, unless by a vote of two-thirds of the members present. Nor shall any Rule of Order, or Order of Business, be changed without one day's previous notice to that effect, except by a vote of two-thirds of the members present.

RULE 15
Quorum to Elect

The majority of a quorum shall always be required to elect an officer.

RULE 16
Committee on Rules of Order

The Committee shall be appointed by the Bishop as provided in Title I, Section 10.02 of the Canons. All proposed changes in the Rules of Order shall be referred to the Committee on Rules of Order for consideration and report. When questions of order are raised, which are not provided for by these rules, the President, if he so desires, may refer such questions to the Committee on Rules of Order for their opinion. "Robert's Rules of Order" shall be the parliamentary guide in all cases not provided for in these rules.

RULE 17
Election by Concurrent Votes

In all elections required to be made by concurrent votes of both orders, the ballot of the Clerical Order shall first be counted and the list of the person or persons elected by said order shall be declared; the ballots of the Lay Order shall next be counted and the list of person or persons elected by said order shall be declared. Any person or persons whose name or names shall appear on both of the said lists of persons elected shall be declared elected by the Convention, and no person shall be declared elected by the Convention unless he shall have been so elected by the vote of each order considered separate and apart from the other order.

RULE 18
Printed Reports Distributed

All printed reports shall be delivered to the Secretary for distribution before the opening of the first session of the Convention, and five minutes only shall be allotted for hearing a summary of each printed report when called up. This provision is not to apply to the Report of the Committee on Canons, or the Report of the Finance Committee.

RULE 19
Resolutions to be Filed

Contemplated resolutions to involve debate shall be filed with the Secretary of Convention 14 days before the opening session of Convention, so that thoughtful consideration may be given to the resolution by the Committee on Resolutions. Convention may set aside this requirement, to all allow for the consideration of a resolution received during this 14 day period, by a two-thirds vote. No resolution, except one of courtesy, shall be considered by Diocesan Convention unless it has been duplicated and copies are in the hands of the delegates. Resolutions requiring duplication shall be filed with the Secretary of Convention in time to permit their duplication.

Order of Business

1. The Chair shall call the Convention to order and the Secretary of the Convention, under the direction of the Chair, shall announce that he has received attendance slips from a majority of the Clergy entitled to seats and votes in the Convention; and, if he shall have received less than a majority of such slips, then and in that case he shall call over the names of the Clergy entitled to seats and votes.

2. The Secretary shall announce that he has received attendance slips from majority of the Lay Delegates entitled to representation; and, if he shall have received less than a majority of such attendance slips, he shall then call over the names of the Lay Delegates entitled to representation, and shall submit the certificates of the Lay Delegates-elect to the Committee on Credentials; and all irregular and defective certificates, together with all certificates and documents relating to contested seats, shall be reported by name or title only, and laid aside until the appointed place in the Order of Business.

3. A quorum being present, the presiding officer shall declare the Convention organized for business and shall ask the prayers of the assembly.

4. In the case of a vacancy, the election of a presiding officer as provided by the Constitution of this Diocese.

5. The election of a Secretary and the appointment of Assistant Secretaries.

6. The Chair shall call for the Report of the Committee on the Dispatch of Business.

7. The appointment by the presiding officer of the Regular Committees of the Convention necessary to the business of the Convention in accordance with Title I, Canon 10.

8. Report of the Committee on Admission of Parishes and Missions. Admission of Parishes and Missions into union with the Convention, by resolution, upon report of the Committee that the constitutional and canonical provisions have been complied with.

   [Amended in Convention, 2008: To change name of Committee from “Committee on Admission into Union”]

9. Report of the Committee on Credentials. Contested right, or claim to a seat in the case of a Member of the Clergy and certificates of Lay Delegates laid aside as irregular or defective, and action thereon by the Convention.

10. Completion of nominations for all offices with opportunity for nominations from the floor.

11. Introduction of business for the consideration of Committees, and reference to the same. Introduction of all reports to be read to Convention and reference to the Committee on the Dispatch of Business for scheduling. Note: All reports to Convention shall have been printed by the Secretary of Convention and two copies mailed to each Parish and Mission prior to Convention. Those read to Convention shall be only those required by Canon, or those asked to be read by the Bishop, or those requiring action by Convention, or those scheduled by Committee on Dispatch of Business.

12. Balloting for elective offices of the Convention. Subsequent ballots shall be taken after each report by the Judge of Elections, who shall be recognized immediately upon conclusion of the matter before Convention upon his appearance or upon his appearance as the Chairman of the Committee on Dispatch of Business shall recommend.

13. Report of the Treasurer of the Diocese and submission of the budget by the Diocesan Council.

    [Amended in Convention, 2008: changed from "Department of Finance"]

14. Report of the Committee on Canons.

15. Reports of Committees, Commissions as scheduled by the Committee on Dispatch of Business.

16. Report of the Committee on Resolutions.

17. Other business as scheduled by the Committee on the Dispatch of Business.

18. Appointment of the Chancellor of the Diocese.

19. Selection of place of holding the next Annual Convention.

20. Miscellaneous Business shall be introduced as the Committee on Dispatch of Business shall determine.

Note 1: When it is desired that an evening meeting of the Convention shall be held, a resolution to that effect must be adopted before 5:00 o'clock in the afternoon of that day.

Note 2: The Committee on Dispatch of Business shall determine the entire order of business for the Primary Convention of the Diocese in San Diego on December 7 and 8, 1973.

ARTICLES OF INCORPORATION
OF
THE EPISCOPAL DIOCESE OF SAN DIEGO

FIRST: The name of this Corporation is: “The Episcopal Diocese of San Diego.”

SECOND: The purposes for which this corporation is formed are:

(a) The specific and primary purposes are to take, receive, acquire, hold, manage and administer property, funds and money of and for the use of said Diocese and of and for the use of its constituents, parishes, missions and congregations whether such property, money or funds be acquired or held for the use of churches, parsonages, hospitals, schools, colleges, orphanages, homes, cemeteries or for other religious, benevolent or educational purposes.

(b) The general purposes and powers are:

(1) To solicit, collect, receive, acquire, hold, and invest money and property, both real and personal, including money and property received by gift, contribution, bequest, or devise; to sell and convert property, both real and personal, into cash; and to use the funds of this corporation and the proceeds, income, rents, issues, and profits derived from any property of this corporation for any of the purposes for which this corporation is formed;

(2) To purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate, or encumber, and to deal with shares, bonds, notes, debentures, or other securities or evidences of indebtedness of any person, firm, corporation, or association and, while the owner or holder of them, to exercise all rights, powers, and privileges of ownership;

(3) To purchase or acquire, own, hold, use, lease (either as lessor or lessee), sell, exchange, assign, convey, dispose of, mortgage, hypothecate or encumber real and personal property;

(4) To borrow money, incur indebtedness, and to secure repayment by mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal;

(5) To enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit on amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government (foreign or domestic), or other municipal or governmental subdivision; and

(6) To do all things necessary, expedient, or appropriate to the accomplishment of any of the objects and purposes for which this corporation is formed.

Notwithstanding any of the above statements of purposes and powers, this corporation shall not engage in activities that in themselves are not in furtherance of the purposes set forth in subparagraph (a) of this Article Second.

THIRD: This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California.

FOURTH: The county in this State where the principal office for the transaction of the business of this corporation is to be located is San Diego County.

FIFTH: The number of directors of this corporation shall be ten and the names and addresses of the persons who are to act as the first directors of this corporation and until their successors are appointed are:

[Articles of Incorporation were amended 12/4/85, setting the number of directors at 10]

Robert M. Wolterstorff	St. James by the Sea Church 743 Prospect St., La Jolla, California
Michael Ibs Gonzalez	110 West A Street, Suite 1700 San Diego, California
The Rev. John R. Nicholson	Holy Trinity Episcopal Church 2083 Sunset Cliffs Blvd., San Diego, California
Henry B. Clark	73183 Willow Palm Desert, California
The Rev. Jack C. Graves	St. Luke's Episcopal Church 3725 30th St., San Diego, California
Harlan F. Harmsen	830 San Diego Trust & Savings Bldg. San Diego, California
Stuart H. Swett	1460 Third Street Coronado, California
Robert Thorn	1717 United States Nat'l Bank Bldg. San Diego, California
Grace B. Cudney	P. O. Box 495 La Jolla, California

SIXTH: The number of directors may be fixed or changed from time to time only by an amendment of the Articles of Incorporation of this corporation adopted by the Board of Directors and by the vote or written consent of a majority of the members.

SEVENTH: The persons who are the directors of this corporation from time to time shall be its only members and on ceasing to be a director of this corporation, any such person shall cease to be a member. The members and directors of this corporation shall have no liability for dues and assessments.

EIGHTH: This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members and is organized solely for nonprofit purposes. The property, assets, profits

and net income of this corporation are irrevocably dedicated to religious purposes, and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, officer, or member or to the benefit of any individual. On the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for religious purposes and that has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of Section 23701d of the Revenue and Taxation Code.

If this corporation holds any assets in trust, they shall be disposed of in such a manner as may be directed by judgment of the superior court of the county in which this corporation's principal office is located, on petition by the attorney general or by any person concerned in the liquidation.

IN WITNESS WHEREOF, we, the undersigned, being the persons named above as the first directors, have executed these Articles of Incorporation this 8th day of December, 1973.

(signed)

Robert M. Wolterstorff
The Rev. John R. Nicholson
The Rev. Jack C. Graves
Stuart H. Swett
Michael Ibs Gonzalez
Henry B. Clark
Harlan F. Harmsen
Robert Thorn
Grace B. Cudney

STATE OF CALIFORNIA
COUNTY OF SAN DIEGO ss.

On December 8, 1973 before me, the undersigned, a Notary Public in and for said State, personally appeared Robert M. Wolterstorff, Michael Ibs Gonzalez, John R. Nicholson, Henry B. Clark, Jack C. Graves, Stuart H. Swett, Robert Thorn, and Grace B. Cudney, known to me to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same.

WITNESS my hand and official seal.

Harlan F. Harmsen
Notary Public

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AMENDED RESTATED
BYLAWS
OF
THE EPISCOPAL DIOCESE OF SAN DIEGO
a California Nonprofit Corporation

Bylaws for the regulation, except as otherwise provided by statute
or its articles of incorporation, of

THE EPISCOPAL DIOCESE OF SAN DIEGO
a California Nonprofit Corporation.

ARTICLE I
Corporate Powers

The Diocesan Executive Council of the Episcopal Diocese of San Diego shall be the Board of Directors of this corporation. The corporate powers, business and property of this Corporation shall be exercised, conducted and controlled by a Board of not less than fourteen (14) and not more than seventeen (17) Directors, each of whom shall be at the time of his/her election a confirmed adult communicant of this Church in good standing in the Diocese, one of whom shall be the Bishop of the Diocese (or the President of the Standing Committee when the Standing Committee is acting as the ecclesiastical authority), ex officio, and one of whom shall be the Secretary of the Convention, ex officio. The remaining Directors shall consist of four Clerical and eight Lay Persons, plus up to three additional Directors appointed by the Bishop. A majority of the Directors then in office shall constitute a quorum for the transaction of business. The exercise of the corporate powers shall be subject to and controlled by the Constitution and Canons of the Episcopal Diocese of San Diego whenever the same shall be applicable. Capitalized terms in these Bylaws, unless otherwise defined herein, shall have the meaning ascribed to them in the Canons of Episcopal Diocese of San Diego.

ARTICLE II
Election of Directors

2.1 During the session of the Annual Diocesan Convention meeting in 2012, two clergy shall be elected Directors by ballot. One clergy Director shall be elected for a term of three years and one clergy Director shall be elected for a term of four years. Thereafter, one clergy Director shall be elected at each Annual Diocesan Convention to serve for a term of four years.

2.2 During the session of the Annual Diocesan Convention meeting in 2012, four lay persons shall be elected by ballot. Two lay Directors shall be elected for a term of three years, and two lay Directors shall be elected for a term of four years, in order of their election. Thereafter, two lay Directors shall be elected at each Annual Diocesan Convention to serve for the term of four years.

2.3 The Bishop shall have the right to appoint not less than one nor more than three Directors to serve for terms of one to three years each; provided, however, that the maximum number of Directors serving pursuant to such episcopal appointments shall not exceed three at any given time. Any Director appointed by the Bishop shall serve at the pleasure of the Bishop.

2.4 After having served one term or four consecutive years as a Director, no person shall be eligible for election until the next Annual Diocesan Convention

2.5 In the event of a vacancy the Board of Directors shall have the power to fill the vacancy until the next Annual Convention when a clergy or lay person, as may be applicable, shall be elected by ballot for the remainder of the unexpired term, unless at the time of the creation of the vacancy there are fewer than fourteen months remaining in the term, in which case a majority of the Directors then serving shall have the power to fill the vacancy for the balance of the unexpired term.

2.6 All directors shall serve until their successors are elected and qualified, subject to the provision of Title IV Canon I of the Canons of the Episcopal Diocese of San Diego. The secretary of the Convention shall notify the Directors personally or by mail of their election and shall notify them that a meeting will be held at a time and place named in the notice to effect the organization of the Board.

ARTICLE III
Organization of Directors

3.1 At the time and place mentioned by the Secretary of the Convention in the notice to them of their election, or at a time and place agreed upon by the Directors, they shall meet and organize by the election of a First Vice President, a Second Vice President, and Secretary (who must be Directors), and a Treasurer, who need not be one of their number, but who must be a communicant of The Episcopal Church in the Diocese of San Diego. At the same meeting, they shall by resolution fix the place(s) in the Diocese where the meeting of the Directors shall be held. They shall likewise determine the number and times of their regular meetings, one of which shall be held not more than two weeks prior to the opening day of the Diocesan Convention. Any vacancy occurring in the Board of Directors shall be filled by a majority of the remaining Directors even though less than a quorum, or by the sole remaining Director, except as provided in section 2.45 hereinabove.

3.2 At the organization meeting or any subsequent meeting, the Board of Directors may elect an Executive Committee from among its members, consisting of not less than five Directors, and shall fix the duties, authorities and responsibilities of said Committee; three members of said Committee shall constitute a quorum of said Committee, which shall serve until the next organization meeting of the Corporation. The President shall be a member of the Executive Committee.

3.3 At the organization meeting, or at any subsequent meeting, the Board of Directors may appoint an Assistant Secretary, whose duties shall be those which are assigned by the Board of Directors or the Secretary from time to time.

ARTICLE IV
Duties of Directors

The Directors shall enter upon, take possession of, receive, hold and administer for the use of the Episcopal Church in the Diocese of San Diego, and subject to its Constitution, Canons, Rules of Order, and regulations, all property which the said Church now owns or may acquire or become entitled to, excepting such property, money, or funds as are now, or may hereafter be, otherwise provided for or disposed of under the Constitution, Canons, Rules of Order, and regulations of said Church, or held by others upon trusts created by donors thereof, or by operation of law. For purposes of investment, all the Permanent Funds of the Diocese may be consolidated into one in order to give to each of the Permanent Funds more diversified investments than would be possible if the same were invested separately, the interest earnings thereon to be paid, pro rata, and any loss or shrinkage of such investments shall be charged on the books of the Corporation likewise pro rata, to the several funds. And the Directors shall likewise hold for the use of Parishes, Missions, and Congregations of said Church, and subject to the Constitution, Canons, Rules of Order, and regulations of said Church, all property granted or entrusted to the Corporation for the use of such Parishes, Missions, and Congregations, whether such property, money or funds be acquired or held for the use of Churches, Parishes, hospitals, schools, colleges, orphanages, homes, cemeteries, or other religious, benevolent, or educational purposes; provided that before accepting any deed or property in trust for any Mission or Congregation, the Directors be furnished with satisfactory certificate or abstract of title, showing good title in the grantor; and provided, that said Corporation shall not encumber or alienate any real estate held for any of the purposes aforesaid without the consent of the Bishop and Standing Committee, and provided, further, that all Churches held by said Corporation shall be used exclusively for the worship and religious services of The Episcopal Church, and according to the Constitution, Canons, Rules of Order and regulations thereof. They shall cause to be kept a complete record or full statement of their acts and proceedings, and of the property acquired, received, disposed of, and held by them.

ARTICLE V
Meetings of Directors

5.1 Regular meetings of the Board of Directors shall be held at such place as shall be designated from time to time by the Board. In the absence of this designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board may be held at a place designated or at the principal office. Routine notice of the time and place of meetings shall be delivered personally to each Director or sent to each Director by mail, electronic mail, or other form of written communication, charges prepaid, addressed to each at the address as shown on the records of the Corporation at least 72 hours before the time of the holding of the meeting.

5.2 The transactions of any meeting of the Board of Directors or the Executive Committee, however called and noticed and wherever held, shall be as valid as though had at a meeting held after regular call and notice if a quorum is present and if either before or after the meeting each of the Directors not present signs a written waiver of notice or a consent to holding the meeting or an approval of the minutes. All such waivers, consents or approvals

shall be filed with the corporate record or made a part of the minutes of the meeting.

5.3 Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or, if the President is absent or unable or refuses to act, by a majority of the Directors.

5.4 Any action by the Board of Directors or the Executive Committee may be taken without a meeting if all the members of the Board or Executive Committee individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board or the Executive Committee.

5.5 Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board or the Executive Committee.

5.6 Visitors may attend any meeting of the Board of Directors at the invitation of the Bishop or with the assent of a majority of the Directors present, provided however that the Chancellor of the Diocese or upon his/her order an Assistant Chancellor and the Corporation's independent public accountant may attend any such meeting upon the invitation of any Director. Such invitation or assent may be withdrawn by the party granting same.

5.7 The Secretary of the Board shall notify the Bishop of the Diocese of every special meeting of the Board, in the same manner as notice is given to the Directors, and the Bishop shall be entitled to attend all meetings and shall have a voice in the consideration of all matters coming before the Board.

ARTICLE VI
The President

The President, or in the President's absence, the First Vice President, of in the absence of both the President and the first Vice President, then the Second Vice President shall:

1. Preside over all the meetings of the Board.
2. Call special meetings of the Directors whenever the President may deem it necessary, or whenever requested to do so by two members of the Board.
3. The President shall, with the Secretary, sign and acknowledge all instruments affecting real property made by the order of the Board. In their absence, the Treasurer or Assistant Secretary may also sign with prior authorization from the Board.
4. The President shall be one of the signatories authorized to sign checks for money drawn upon the Corporation by order of the Board.
5. The President shall vote, represent, and exercise on behalf of the Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this Corporation.
6. The President shall discharge such other duties for and on behalf of the Board as the Board may authorize.

[Amended in Convention 2013: To provide additional signatories on the operating account and instruments affecting real property. #3 and #4 above.]

ARTICLE VII
The Vice Presidents

If the President is absent or disabled, the First Vice President or Second Vice President, in that order, or, if there be none, then a vice president designated by the Board, shall perform all the duties of the President. When so acting, a vice president shall have all the powers of and be subject to all restrictions on the President. The vice presidents shall have such other powers and duties as the board or the bylaws may require. Notwithstanding the foregoing, no vice president shall succeed to any power of the President which may be sacerdotal in nature.

ARTICLE VIII
The Secretary of the Corporation

It shall be the duty of the Secretary:

1. To sign and serve or cause to be served all notices of meetings of the Directors, provided for in the Bylaws, or called by the President.
2. To keep minutes of the Board and the Executive Committee and a record of all their acts and proceedings and a record of all property received by the Board, and, if disposed of, the disposition thereof; also an accurate account of all moneys ordered to be paid by the Board.
3. To be one of the persons authorized to countersign all checks drawn by the President upon the Corporation in pursuance of orders to be paid by the Board.
4. To sign and acknowledge all instruments affecting real estate made by order of the Board and attach thereto the corporate seal, of which the Secretary shall have custody.
5. To discharge all other duties pertaining to the Secretary's office and such as may be prescribed by the Board.

In case of the Secretary's absence or inability to act, the President shall appoint some other member of the Board to act as temporary or assistant Secretary.

ARTICLE IX
The Treasurer

The Treasurer shall receive and keep all funds and money of the Corporation delivered to the Treasurer by or under the direction of the Board of Directors and pay them out only on checks signed by two signers who have been authorized by the Board. The Treasurer shall give bonds in such sum and manner as the Board of Directors shall prescribe. The Treasurer shall keep accurate accounts and report quarterly to the Board of Directors. The Treasurer shall not be an authorized signer on Corporate checking accounts.

[Amended in Convention 2013: To provide for additional signatories on the operating account.]

ARTICLE X
Corporate Seal

The Directors shall procure a Seal for the Corporation and adopt the same by resolution. It shall bear upon it the words:"The Episcopal Diocese of San Diego Incorporated 1973" and such device as the Board of Directors may adopt.

ARTICLE XI
Bylaws, Etc.

The Secretary of the Convention shall furnish to the Secretary of the Corporation Board of Directors a certificate of the election of Directors by the Convention, and a copy of these Bylaws, certified by the Secretary of Convention to be correct, and also a certified copy of the resolutions of the Convention providing for the incorporation of the Church, and whenever amendments, alterations or additions shall be made to these Bylaws, the Secretary of the Convention, in which such amendments, alterations or additions are made, shall furnish certified copies thereof to the Secretary of the Corporation. The Secretary of the Corporation shall preserve the same and enter in a book kept by the Secretary for that purpose the said resolutions of the Convection providing for such incorporation, these Bylaws and all amendments, alterations, and additions thereto, and the Articles of Incorporation as filed in the office of the Secretary of State and with the County Clerks of those counties any portion of which lie within the Diocese, respectively, and a certificate to be furnished annually by the Secretary of the Convention of the election of Directors for the ensuing year.

ARTICLE XII
Offices

The principal office for the transaction of the business of the Corporation is located at 2728 Sixth Avenue in the City of San Diego, County of San Diego, State of California. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another in the Diocese.

CERTIFICATE OF THE SECRETARY

I, the undersigned, do hereby certify:

1. That I am duly elected and acting Secretary of THE EPISCOPAL DIOCESE OF SAN DIEGO, a California Nonprofit Corporation; and

2. That the foregoing Bylaws constitute the Amended Restated Bylaws of said Corporation as duly adopted on February 10, 2012.

IN WITNESS WHEREOF, I have hereto subscribed my name and affixed the corporate seal of this Corporation this 13th day of February, 2012.

Catherine M. Campbell
Secretary

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