

THE CONSTITUTION, CANONS AND STANDING RULES OF ORDER
OF THE DIOCESE OF RHODE ISLAND

CONSTITUTION
November 4, 2016
As Amended and Restated on November 5, 2022

CANONS
As Amended and Restated on November 5, 2022

STANDING RULES OF ORDER
As Amended and Restated on November 6, 2021

PREAMBLE

As Episcopalians in the diocese of Rhode Island, we affirm that the final authority in our lives derives from, and that we are responsible to, Almighty God as proclaimed in our Lord, Jesus Christ.

We pledge that it is our faith that this Constitution and these Canons represent the activity of the Holy Spirit working with the people of God in this part of the body of Christ, the Episcopal Church in Rhode Island.

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CONSTITUTION OF THE DIOCESE OF RHODE ISLAND

ARTICLE I

Title

This Diocese shall be known as the Diocese of Rhode Island (the 'Diocese') and shall be incorporated under the laws of the State of Rhode Island.

ARTICLE II

Member of The Episcopal Church

The Diocese is a constituent member of The Episcopal Church, accedes to the Constitution and Canons of The Episcopal Church, and acknowledges the authority of the General Convention of The Episcopal Church.

ARTICLE III

Governance of the Diocese

Section 3.1 The authority of the Diocese is vested in and exercised by its Bishop (and Bishop Coadjutor, if there is one), its Conventions, and its Standing Committee, acting under and in subordination to The Episcopal Church, its Constitution, Canons, and its General Convention.

Section 3.2 The authority of the Bishop Coadjutor shall be such as the Bishop shall designate to the Diocesan Convention prior to the time of the election of the Coadjutor, and as such authority may be subsequently enlarged by the Bishop.

Section 3.3 The Ecclesiastical Authority of the Diocese is the Bishop. In the Bishop's absence or inability to act, or upon the written request of the Bishop, the Bishop Coadjutor shall be the Ecclesiastical Authority. If there is no Bishop Coadjutor or if both the Bishop and the Bishop Coadjutor are absent or unable to act, or upon the written request of the Bishop, or if the Episcopate becomes vacant, the Standing Committee shall be the Ecclesiastical Authority.

Section 3.4 The Bishop shall be the chief pastor of the Diocese.

ARTICLE IV

Diocesan Conventions

Section 4.1 The Diocese shall have an Annual Convention at such time and place as the Charter, Convention, or the Standing Committee shall designate.

Section 4.2 The Ecclesiastical Authority shall have the authority to call a Special Convention. The call shall designate the time, place and purpose of the Special Convention and no business other than that stated in the call shall be transacted except by unanimous consent.

Section 4.3 The Ecclesiastical Authority shall have the authority to declare that an Annual Convention or Special Convention be held “virtually,” meaning real time interactions that take place over the internet using integrated audio and visual, chat tools and application sharing.

Section 4.4 At least thirty (30) days written notice of every Annual or Special Convention shall be given by the Secretary of the Convention or, if the office of Secretary is vacant, by the Secretary of the Standing Committee. The notice shall be sent to every cleric canonically resident in, and every parish and mission of, the Diocese and shall specify the time and place and, in the case of a Special Convention, the purpose of the Convention.

Section 4.5 With the concurrence of the Standing Committee, the Bishop may change the time or place, or both, of its Annual or Special Convention, provided that notice of such change shall be given in accordance with the preceding section. In the Bishop's absence or inability to act, the Ecclesiastical Authority may act for the Bishop.

Section 4.6 The Bishop shall preside at the Convention. In the absence of the Bishop, the Bishop Coadjutor, if there is one, and in the absence of both, the Bishop Suffragan, if there is one, shall preside. In case of the absence or incapacity of the Bishops, a president *pro tempore*, shall be elected from among the members of the Convention.

Section 4.7 At every Annual Convention there shall be a celebration of Holy Communion and a statement or address by the Bishop concerning the affairs of the Diocese. Every session of an Annual or Special Convention shall be opened with a prayer.

Section 4.8 Whenever this Constitution or the Canons require that a vote be taken by orders, the clerical order and the lay order shall vote separately and must concur in order to constitute an act of the Convention.

Section 4.9 One third of all clergy eligible to vote, and not less than one third of all parishes and missions represented by at least one delegate, shall constitute a quorum. If such representation of the clerical order and of the foregoing congregations is not present at any ballot, and if a quorum is called for, then it shall be announced that no quorum exists, and the Convention shall be recessed until such a quorum is present.

ARTICLE V

Membership of Convention

Section 5.1 The Convention shall be composed of Bishops, Presbyters and Deacons ('Clergy'), and delegates, sitting as one body.

Section 5.2 Unless otherwise provided herein, every cleric not under ecclesiastical discipline who is and has been canonically resident within the Diocese for a period of three (3) months prior to the first day of the month in which the Convention is held shall be a voting member of Convention.

Section 5.3 Every other cleric who is canonically resident in the Diocese and not under ecclesiastical

discipline shall be entitled to a seat and voice in the Convention, but not to a vote.

Section 5.4 The delegates and alternates, who shall be members of The Episcopal Church as defined by its Canons, shall be elected annually by each parish and mission in union with the Convention in accordance with the Canons of the Diocese. Each such delegate and alternates shall be a member of the congregation from which elected.

Section 5.5 Any vacancy occurring in a delegation between annual meetings shall be filled by election by the vestry of a parish or the Bishop's committee of a mission, as the case may be.

Section 5.6 Each parish and mission shall be entitled to the following number of delegates:

- (a) If communicants in good standing are less than one hundred (100), one (1);
- (b) If communicants in good standing are more than ninety-nine (99) and less than three hundred (300), two (2);
- (c) If communicants in good standing are more than two hundred ninety-nine (299) and less than six hundred (600), three (3);
- (d) If communicants in good standing are more than five hundred ninety-nine (599) and less than one thousand (1,000), four (4); and
- (e) If communicants in good standing are more than nine hundred ninety-nine (999), five (5).

Section 5.7 When not otherwise a member of Convention all deputies to General Convention, all officers of the Diocese and all commissioners of commissions of the Diocese shall, *ex officio*, be entitled to a seat and voice in the Convention, but not to a vote.

Section 5.8 No lay person under ecclesiastical censure shall be allowed a seat in the Convention.

ARTICLE VI

Standing Committee of the Diocese

Section 6.1 A Standing Committee consisting of four Presbyters and four lay persons shall be elected at the Annual Convention in the manner and for the terms of office prescribed by the Canons. Each Presbyter shall be a member of the Convention and each lay member shall be a communicant in good standing registered in a congregation of the Diocese.

Section 6.2 The powers, functions and duties of the Standing Committee shall be those prescribed by the Constitution and Canons of The Episcopal Church and by this Constitution and the Canons of the Diocese.

ARTICLE VII

Admission of Parishes or Missions

Section 7.1 A parish may be admitted into union with the Convention by the affirmative vote of the majority of the members of the Convention provided the parish shall first have presented to the Convention:

- (a) A certificate from the Bishop approving the organization of such parish;
- (b) A certificate from the Standing Committee approving the organization of such parish;
- (c) Governing documents in form approved by the Bishop, subscribed by the wardens, in which such parish expressly accedes to the Constitution, Canons and worship of The Episcopal Church, and to the Constitution and Canons of the Diocese; and
- (d) Satisfactory evidence that it has been organized in conformance with the Canons.

Section 7.2 A mission shall be admitted into union with the Convention by the affirmative vote of the majority of the members of the Convention if the mission shall first have presented to the Convention certificate from the Bishop, Standing Committee and Diocesan Council stating that such mission is duly organized.

ARTICLE VIII

Suspension or Dissolution of Parishes or Missions

Section 8.1 Whenever any parish in union with the Convention shall have persistently disregarded or refused to conform to the Canons of The Episcopal Church or of the Diocese, the Bishop shall give due notice of such violation to such parish. If, after receipt of the notice by the parish, the parish shall have failed in a timely manner to cure the violation described in the notice, and the Bishop is of the opinion that the parish may be liable to suspension of its privilege of representation in the Convention, or the dissolution of its parochial relationship with the Diocese, the Bishop shall so advise the Convention. Thereupon, by concurrent two-thirds vote of the clerical and lay orders, voting separately, the Convention may proceed to suspend the representation of such parish in the Convention or wholly dissolve the parochial relationship of the parish with the Diocese.

Section 8.2 Whenever in the judgment of the Bishop, with the concurrence of the Standing Committee and the Diocesan Council, the status of any mission in union with the Convention should be changed or the mission dissolved the Bishop may take such action and report the same to the next Convention.

ARTICLE IX

Apportionment

The Convention may raise funds from the parishes and missions of the Diocese, by Canon, or by special vote through an apportionment to provide their proportionate share of the expenses of the Diocese. The Convention may propose by Canon such penalties as it may determine for failure to pay such apportionment when due, including the right to reduce representation in Convention.

ARTICLE X

Election of Bishops

Section10.1 The election of a Bishop, Bishop Coadjutor or Bishop Suffragan, for the Diocese, shall be held at a Convention of the Diocese.

Section10.2 The call to elect a Bishop, Bishop Coadjutor or Bishop Suffragan shall be issued by the Standing Committee which shall give, through its Secretary, at least thirty (30) days written notice of such election to every parish and mission of the Diocese and to every cleric.

Section10.3 At a Convention to elect a Bishop, a majority of all clergy eligible to vote, and not less than two thirds of all parishes and missions, represented by at least one delegate, shall constitute a quorum. If such representation of the clerical order and of the foregoing congregations is not present at any ballot, and if a quorum is called for, then it shall be announced that no quorum exists, and the Convention shall be recessed until such a quorum is present.

Section10.4 Voting shall be by ballot. The clerical and lay orders shall vote separately, and the concurrent majority of voters in each order present shall constitute the election.

Section10.5 Upon the affirmative vote of not less than one third of the Convention members present, the Convention shall sit with closed doors.

ARTICLE XI

Deputies to the General Convention

Section11.1 At an Annual Convention which meets no more than two years prior to a General Convention, deputies to the General Convention shall be elected. The Convention shall elect as many as four clerical deputies and as many as four lay deputies to represent the Diocese in the General Convention. Deputies shall continue in office until their successors are elected unless a deputy no longer meets the criteria of eligibility for election to the office. Clerical deputies shall be clergy eligible under the Constitution of The Episcopal Church to serve as such, who are actively engaged in the worship and ministry of the Diocese. Lay deputies shall be communicants in good standing of the Church registered in a congregation of the Diocese.

Section11.2 At the same Convention there shall be elected, in the same manner and with the same qualifications as prescribed in Section 11.1, as many as four clerics and as many as four lay persons who shall serve as alternate deputies.

Section11.3 The Bishop shall designate from those present, in descending order in accordance with the votes received by each at their election, one or more of the alternate deputies, as the case may require, to fill any vacancy or vacancies which may in any way occur in the representation of the Diocese.

ARTICLE XII

Amendments

Section12.1 The Constitution may be amended by a concurrent majority affirmative vote cast by the

clerical and lay orders voting separately at two successive Annual Conventions.

Section 12.2 No proposed amendment shall be considered or acted upon by any Annual Convention (except to refer the proposed amendment to a committee for a report to the next Annual Convention) unless copies of such proposed amendments shall have been filed with the Secretary of the Convention at least forty-five days before the first day of the Convention.

Section 12.3 The Secretary shall have copies of all proposed amendments available for use at the Convention and shall deliver copies of all those filed to the Chairman of the Committee on Canons, which Committee shall report on the proposed amendments at the Convention.

Section 12.4 The Committee on Canons, in its judgment, may recommend a substitute for or modification of the proposed amendment.

Section 12.5 Any proposed amendment which shall have been duly considered and approved at an Annual Convention, shall be referred to the next Annual Convention for final consideration and action; provided, however, that the proposed amendment may be amended before its adoption on second reading by a two-thirds affirmative vote cast by each order, voting separately. If then approved and adopted by the Convention, by a majority of the votes cast by each order, voting separately, the amendment shall become effective.

As Amended and Restated on November 5, 2022.

CANONS OF THE DIOCESE OF RHODE ISLAND

CANON I

Diocesan Convention

Section 1.1 Membership of Convention. The Diocesan Convention shall be composed of Bishops, Clergy and delegates, sitting as one body.

Section 1.2 List of Clerical Members. At least thirty but not more than ninety days before the meeting of any Annual or Special Convention of the Diocese, the Bishop shall cause to be prepared a list of all Clergy canonically resident in the Diocese. Clergy named in such list shall be entitled to seats and votes in the Convention as specified in Article V of the Constitution. If the Episcopate should be vacant, or if the Bishop should be absent or incapable of acting, the Standing Committee shall prepare the list of Clergy. When the right of any Cleric to a seat in the Convention is claimed or disputed, the question shall be determined by the Convention after consideration of the findings and recommendations of the Standing Committee.

Section 1.3 Certification of Lay Members. The election of delegates and alternates to any Diocesan Convention shall be certified in writing by the minister in charge of the congregation of which they are the representatives or, in the absence of the minister, by a warden or by the clerk of such congregation. The certificate of the election of delegates and alternates shall be in the form prepared and distributed by the Secretary of Convention and shall be forwarded to the Secretary of Convention within thirty days of their election. From these certificates the Secretary of Convention shall prepare a list of the delegates and alternates entitled to seats and votes in the Convention. When the right of any lay person to a seat in the Convention is claimed or disputed, the question shall be determined by the Convention after consideration of the findings and recommendations of the Standing Committee.

Section 1.4 Acts Binding. It shall be the duty of delegates to attend sessions of the Convention. If, for whatever cause, a congregation is not represented in any Convention, or in any of the sessions thereof, such congregation shall nevertheless be bound by all acts of such Convention.

Section 1.5 Vacancies. Any vacancy in the representation of any congregation shall be filled either temporarily or permanently by an alternate delegate designated by the minister in charge to the Secretary of the Convention.

CANON II

Committees of Convention

Section 2.1 Regular Committees. The regular committees of Convention shall consist of the Committee on Admissions, the Committee on Canons, the Committee on Agenda, the Committee on Resolutions, and the Committee on Elections.

Section 2.2 Appointment. Members of the regular committees of the Convention shall be appointed annually by the Ecclesiastical Authority, with confirmation by Diocesan Council, within sixty days of the close of any Annual Convention and unless otherwise specified shall serve staggered three year terms or until their successors are appointed. Any vacancies in committees shall be filled by the Ecclesiastical Authority with confirmation by Diocesan Council.

Section 2.3 Committee on Admissions. The Committee on Admissions shall consist of one Cleric and two lay persons. All applications for admission into union with the Convention shall be referred to the Committee, which shall be appointed by the Bishop on an as needed basis, with confirmation by the Diocesan Council. The Committee is to serve until the Committee's report is presented to Convention. The Committee shall review any application for admission and shall report to Convention all applications.

Section 2.4 Committee on Canons. The Committee on Canons shall consist of a minimum number of four people, consisting of at least one clergy, one lay person, the Canon to the Ordinary, if there is one, and the Chancellor. All proposed amendments of the Charter, the Constitution and the Canons of the Diocese and the Rules of Order of the Convention shall be referred to the Committee which shall review and shall report to Convention all proposed amendments.

Section 2.5 Committee on Agenda. The Committee on Agenda shall consist of at least three persons who shall be appointed annually by the Bishop. In consultation with Diocesan Staff and the Canon to the Ordinary, the Committee shall arrange the agenda for sessions of Convention and expedite business of the Convention.

Section 2.6 Committee on Resolutions. The Committee on Resolutions shall consist of at least two Clergy and at least two lay persons appointed by the Bishop with confirmation by Diocesan Council within sixty (60) days of the close of Convention. All resolutions recommending action by Convention other than resolutions accompanying reports presented to Convention shall be referred to the Committee which shall review and shall report to Convention all resolutions.

Section 2.7 Committee on Elections. The Committee on Elections shall consist of at least two Clergy and two lay persons who have been selected in consultation with the Diocesan Staff as identified by the Bishop, appointed by the Bishop and confirmed by Diocesan Council. The Committee shall present nominations and conduct elections for all elective offices except the offices of Bishop, Bishop Coadjutor and Bishop Suffragan. Any lay person nominated to office shall have been approved by the priest serving their congregation; provided, however, the nomination of a lay person from the Convention floor shall not require such prior approval. At Convention the Committee shall appoint tellers to receive and count the votes. The tellers may all be lay persons and need not be members of Convention. Nominations to any elective office shall be made only with the consent of the nominee.

Section 2.8 Other Committees. The Convention may create such other committees with such powers and duties as Convention may determine.

Section 2.9 Ex officio Members. *Ex officio* members of committees, commissions and boards have the same rights and privileges as do all members of those commissions, boards and committees, including the right to a seat, voice and vote, except where restricted in these canons.

CANON III

Business of Convention

Section 3.1 Rules of Order. In addition to the provisions of the Constitution and the Canons of the Diocese, action at Convention shall be governed by the Rules of Order, which, having been once adopted, shall continue in force until they shall have been amended, suspended, or repealed in whole or in part. The Rules of Order may be amended, suspended or repealed only by an affirmative vote of two-thirds of the members present.

Section 3.2 Order of Business. The order of business of Convention shall be as determined by majority vote of the Convention upon recommendation of the Committee on Agenda immediately upon the organization of the Convention. Once adopted, the order of business shall not be further amended except upon vote of two-thirds of the members present.

Section 3.3 Nominations and Elections. Each elected position is a three-year term, unless otherwise specified. The term of office shall continue until the close of the Diocesan Convention, or until successors are elected or appointed. No one serving in an elected position who has served two consecutive terms shall be eligible for re-election until one year after the second term has expired. Except as provided elsewhere in these Canons, no full time employee of the Diocese may be elected or appointed to any committee, commission or other group; this does not preclude any full time employee from being elected or appointed a deputy or alternate to General Convention. The procedure for nominations and elections shall be as prescribed in the Rules of Order.

Section 3.4 Voting. In all elections by the Convention, except for the election of Bishops, the clerical and lay orders shall vote together, and not by orders, considered separately. No person shall be declared elected unless such person shall have received a majority of the votes cast. In the case of Bishops, no person shall be declared elected unless such person shall have received a majority of the votes cast by the clerical and lay orders, considered separately.

Section 3.5 Election by Unanimous Consent. If, at the time for voting, the number of nominees for any office equals the number of vacancies to be filled, the Secretary may be directed to cast a unanimous ballot for such office.

Section 3.6 Nomination of a Bishop. Following a call for an election of a bishop by the ecclesiastical authority, the Standing Committee and the Diocesan Council shall appoint a Committee to conduct the nomination and election process. The Committee shall consist of no less than nine (9) members with clergy constituting a majority of one. Concurrently with the call for the election of a bishop, the ecclesiastical authority shall propose a budget for the expenses of the election for approval by the Standing Committee and the Diocesan Council. The Committee shall have the power to adopt rules and procedures governing the process that are not inconsistent with the Canons of General Convention and the Canons of the Diocese of Rhode Island. The Committee shall call for, receive and may itself propose names of clergy who may be elected to the episcopal office to be filled, and determine the time within which such names shall be filed with the Committee, provided that the time shall not be less than one hundred twenty (120) days prior to the date for the Convention at which such election is to be held. Any member of the Committee whose name is proposed for consideration as a candidate for episcopal office shall resign from the Committee. The Committee shall consider information as to the persons so proposed and, after due deliberation, shall select not more than five (5) whom it deems qualified. The Committee shall create a process for the nomination of additional persons by petition, provided that the time within which such names shall be filed with the Committee shall not be less than forty-five (45) days prior to the date for the Convention at which such election is to be held. The Committee shall prepare a report to Convention, which shall include the names of the persons selected by the Committee, the names of the persons added by petition, and biographical information as to each person. The Report of the Committee shall constitute the nomination of the persons at the Convention to elect a Bishop. No nominations may be made other than as provided in this Canon 3.6.

CANON IV

Standing Committee

Section 4.1 Duties. The Standing Committee, comprised of four Presbyters and four lay persons, shall

be the council of advice to the Bishop and shall perform such duties as required by and in conformance with the Constitution and Canons of The Episcopal Church and the Constitution and Canons of this Diocese.

Section 4.2 Term of Office. The members shall serve staggered terms of four years each. At each Annual Convention there shall be elected one Presbyter and one lay person for such term. No person who has served for a full term of four years, or for more than two years in an unexpired term, shall be eligible for election until after the expiration of one full year. The failure to attend three consecutive regular meetings of the Standing Committee, unless the failure to attend is waived by a majority of the Standing Committee, shall be deemed to be a resignation of the member. Vacancies may be filled by the Diocesan Council to serve until the next Annual Convention, which shall elect a member for the unexpired term.

Section 4.3 Officers. The officers of the Standing Committee shall be a President and a Secretary, to be elected from and by the members thereof.

Section 4.4 Report. The Standing Committee shall make a full report of its activities to each Annual Convention.

CANON V

Officers of the Diocese

Section 5.1 President. The Bishop shall *ex officio*, be the President of the Diocese.

Section 5.2 Secretary.

- (a) At each Annual Convention, a Secretary shall be elected from among the members of the Convention or from communicants in good standing of The Episcopal Church registered in a congregation of the Diocese. The term of office shall continue until the close of the next Annual Convention or until a successor is elected. A Secretary shall be responsible for the preparation of the minutes of every Diocesan Convention during which he or she was in office. When not a member of the Convention, the Secretary shall *ex officio*, be entitled to a seat and voice in the Convention, but not to a vote.
- (b) The Secretary may appoint one or more assistant secretaries. In the absence of the Secretary the duties shall be performed by a person appointed by the President.
- (c) The Secretary shall cause minutes of the proceedings to be prepared, and, after they have been approved by the Convention or by a committee of not less than three members of the Convention, recorded in a journal. The Secretary shall preserve the journals and records, attest the public acts of Convention, and deliver to his or her successor all books and papers relating to the Convention.
- (d) The Secretary shall send to the Secretary of the General Convention a certificate of the election of clerical and lay deputies and shall perform such other duties as may from time to time be required by authority of the Convention or the General Convention.

Section 5.3 Chief Financial Officer.

- (a) The Chief Financial Officer (“CFO”) is a Diocesan staff employee reporting to the Bishop. The CFO shall work closely with the Treasurer. The CFO shall be responsible for all

aspects of the Diocese's financial and property management, including business and strategic planning, budgeting, forecasting, and contract negotiations; and any elements of human resources administration the Bishop may delegate to the CFO.

- (b) The CFO is an officer of the Diocese and has authority to sign contracts on behalf of the Diocese. The CFO shall, *ex officio*, be entitled to a seat and voice in all meetings of the Diocesan Council and its Executive Committee, including executive sessions, but not to a vote.
- (c) The CFO is not required to be a communicant of The Episcopal Church.

Section 5.4 Treasurer.

- (a) At each Annual Convention a Treasurer shall be elected, who shall be a communicant in good standing of The Episcopal Church and a lay member registered in a congregation of the Diocese, preferably an active or retired C.P.A.. The term of office shall continue until the close of the next Annual Convention or until a successor is elected. When not a member of the Convention, the Treasurer shall, *ex officio*, be entitled to a seat, voice and a vote in the Convention.
- (b) The Treasurer is an officer of the Diocese with the authority to sign contracts on behalf of the Diocese. The Treasurer shall work closely with the CFO in an advisory capacity, particularly in the areas of: developing and overseeing internal controls for ensuring the Diocese's ongoing solvency; properly recording and reporting its financial transactions in accordance with generally accepted accounting principles; and arranging for Diocesan accounts to be audited annually in accordance with generally accepted auditing standards.
- (c) The Treasurer shall, *ex officio*, be entitled to a seat, voice and a vote in all meetings of the Diocesan Council, the Commission on Investments and the Commission on Finance, including executive sessions. With respect to the Audit and Risk Management Committee, the Treasurer shall, *ex officio*, be entitled to a seat, voice, but not to a vote in all meetings, and may be invited to executive sessions.
- (d) The Treasurer shall present at each Annual Convention an audited financial report of the operations of the Diocese for the preceding fiscal year and of its financial condition as at the close of such year. The fiscal year of the Diocese shall be the calendar year.
- (e) A controller, one or more assistant Treasurers and other financial officers may be appointed by the Bishop, upon recommendation of the Treasurer, and with the concurrence of the Commission on Finance.
- (f) Any vacancy in the office of Treasurer shall be filled by the Diocesan Council after consideration of the recommendations of the Commission on Finance.

Section 5.5 Registrar. At each Annual Convention the Bishop shall appoint a registrar. The Registrar shall procure, maintain and preserve all journals, reports and other documents relating to the history of The Episcopal Church in the Diocese. The Registrar shall procure, maintain and preserve all other such journals, histories and records of The Episcopal Church and other dioceses which belong to the Diocese or which may hereafter be received by the Registrar.

Section 5.6 Chancellor. At each Annual Convention the Bishop shall nominate subject to confirmation

by Convention a chancellor, who shall be a person learned in the law and a communicant in good standing of The Episcopal Church registered in a congregation of the Diocese, to act as an advisor to the Bishop in legal affairs. When not a member of the Convention, a chancellor shall, *ex officio*, be entitled to a seat and voice in the Convention, but not to a vote.

CANON VI

Diocesan Council

Section 6.1 Powers. The Diocesan Council shall exercise such powers of the Diocesan Convention between the meetings thereof as are necessary to develop and implement the mission, policies, programs, and budgets of the Diocese of Rhode Island.

Section 6.2 Membership. The Diocesan Council shall be composed of the Bishop; the Bishop Coadjutor, if there be one; the Bishop or Bishops Suffragan, if there be any; and the following:

- (a) No fewer than six and no more than eight individuals, elected by Convention, and consisting of an equal number of lay and clergy, to serve staggered three-year terms; and
- (b) One individual from each Deanery, shall be appointed by the Bishop with the advice of each Deanery, to serve staggered three-year terms. The schedule of terms for appointees shall be set by the Diocesan Council whenever it changes the number of Deaneries; however, no decrease in the number of Deaneries has the effect of shortening the term of any appointed member of Diocesan Council. ; and
- (c) The Treasurer and one member of the Commission on Finance to serve *ex-officio*; and
- (d) The Chancellor and the President of the Standing Committee to serve *ex-officio*, but without a vote.

Section 6.3 Reserved.

Section 6.4 Qualification. All members of the Diocesan Council shall be clergy canonically resident in the Diocese or adult communicants in good standing of The Episcopal Church and registered in a congregation of the Diocese. The term of office shall continue until the close of the Annual Convention succeeding or concurrent with the designated term or until their successors are elected and qualified. No individual who has served two consecutive full three-year terms shall be eligible for election or appointment to Diocesan Council until one year after the second term has expired. A vacancy in either clerical or lay representation of a member elected by Convention shall be filled by election by Diocesan Council for a term until the next annual Convention. A vacancy in either clerical or lay representation of a member appointed by the Bishop shall be filled by an appointment by the Bishop.

Section 6.5 Officers and Rules. The Bishop shall serve as President of the Diocesan Council, and the Council shall select a vice president (from among the members of Council), a Secretary, and such other officers as may be required. The Council may enact rules for its governance subject to the provisions of the Canons.

Section 6.6 Authority and Duties. The Diocesan Council shall have authority:

- (a) To approve the formation of all commissions, committees (other than committees created by Convention or by the Canons) as may be necessary for the work of the Diocese, to define

the scope of their work, and to require reports from all commissions and committees;

- (b) Except where Convention has acted, to approve the Bishop's appointment of individuals to chair Diocesan organizations; and
- (c) To make adjustments in the current budget of the Diocese upon recommendation of the Commission on Finance, consistent with programs and policies approved and adopted by the Diocesan Convention.
- (d) The Diocesan Council shall make a full report of its activities to each Annual Convention.

Section 6.7 Executive Committee. There shall be an Executive Committee consisting of the Bishop, the Vice President, the Treasurer, and four individuals elected by Council (of whom two shall be clergy and two lay persons), and of whom one shall be a member of the Commission on Finance. The Executive Committee shall have such powers and authority as the Council may choose to delegate to the Committee.

Section 6.8 Committee on Compensation and Benefits. The Diocesan Council shall organize and supervise the Committee on Compensation and Benefits. The Committee shall be composed of at least three individuals nominated by the Bishop and confirmed by Diocesan Council. The Committee shall have responsibility for reviewing policies and guidelines for compensation levels and employee benefits and making recommendations for appropriate changes.

Section 6.9 Committee on Audit and Risk Management. The Diocesan Council shall organize and supervise the Committee on Audit and Risk Management.

- (a) The Committee shall be composed of at least three individuals nominated by the Bishop and confirmed by Diocesan Council. All such members shall be designated not later than February 1 of each year, and the Bishop shall designate one member to serve as the Committee's chair. The Treasurer shall, *ex officio*, be entitled to a seat, voice, but not to a vote in all meetings, and may be invited to executive sessions. The CFO shall serve as staff to the Committee.
- (b) The Committee shall normally meet twice annually.
- (c) The Committee has oversight responsibilities to ensure that:
 - (i) All accounts of the Diocese and all accounts of The Diocesan Investment Trust are audited by an independent public accounting firm recommended by the Committee and approved by Diocesan Council as to terms of service, including cost.
 - (ii) The coverage and costs of property, liability, and other insurance programs of the Diocese are reviewed annually.
 - (iii) The Diocese's systems of internal control provide for adequate mitigation of financial, operational, and compliance risks.
 - (iv) Audit reports and findings are reviewed by the Committee and reported to each Annual Convention, and auditors' recommendations are considered and appropriately addressed by the relevant Diocesan leaders.

CANON VII
Commissions

Section 7.1 Commission on Finance.

- (a) The Diocesan Council shall supervise a Commission on Finance. The Commission shall be composed of the Bishop, the Treasurer and the following:
 - (i) Up to nine individuals elected by Diocesan Council and approved by the Bishop, at least two of whom shall be clergy and two of whom shall be lay persons, and the number of clergy shall not exceed the number of lay persons. The clergy shall be canonically resident in the Diocese and the lay persons shall be adult communicants of The Episcopal Church in good standing and registered in a congregation of the Diocese.
 - (ii) The CFO shall, *ex officio*, be entitled to a seat and voice in all meetings of the Commission on Finance, including executive sessions, but not to a vote.
- (b) The Commission, in accordance with procedures approved by Diocesan Council, shall consult with such representatives of commissions, deaneries, committees, organizations, agencies and programs receiving or requesting funding from the Diocese as the Commission may deem appropriate and necessary and shall prepare and propose a budget for the Diocese. The proposed budget, as recommended by the Diocesan Council, shall be made available to all members of the Diocesan Convention at least seven days prior to the date of Convention.
- (c) The duties of the Commission on Finance shall be:
 - (i) To maintain general supervision of the financial affairs of the Diocese;
 - (ii) To require compliance by custodians of trust and endowment funds and of securities held by or for any parish, mission or organization of the Diocese with standard business practices prescribed by the Canons of The Episcopal Church and of the Diocese;
 - (iii) To act as adviser on financial matters to the Bishop and, upon request, to individual parishes within the Diocese;
 - (iv) To require adequate bonding of all persons handling funds of the Diocese and of any organization under its jurisdiction; and
 - (v) To perform such other duties relating to the business affairs of the Diocese as may be referred to it.

Section 7.2 Commission on Congregational Development.

- (a) The Diocesan Council shall supervise a Commission on Congregational Development. The Commission on Congregational Development shall be composed of the Bishop or a person designated by the Bishop, and four clergy and four lay members. Two clergy and two lay members shall be elected by Convention and two clergy and two lay members shall be nominated by the Bishop and confirmed by Convention. The members of the Commission shall serve staggered three year terms. The Bishop shall designate one member to Chair the Commission.
- (b) The Commission shall serve as a resource to parishes and missions. The specific duties shall

be:

- (i) to make recommendations to Diocesan Council regarding grants to parishes or missions for financial assistance and to strengthen ministry;
- (ii) to encourage the establishment of goals, long-term budgeting and evaluation of programs;
- (iii) to offer assistance in financial planning to parishes and missions; and
- (iv) to recommend services and resources to parishes and missions.

Section 7.3 Commission on Ministry. The Commission on Ministry shall be composed of five clergy, at least three of whom shall be presbyters, and five lay members nominated by the Bishop and confirmed by Convention for three year terms.

- (a) **Powers.** The Commission shall have the powers prescribed in the Canons of The Episcopal Church, together with such additional powers, duties and responsibilities, not inconsistent with the Canons of The Episcopal Church, as the Bishop may from time to time specify.
- (b) **Procedures.** Under the guidance and oversight of the Bishop, the Commission shall have primary responsibility for advising and assisting the Bishop in the selection, examination, interviewing and evaluation of all applicants for holy orders, as prescribed by the Canons of The Episcopal Church. The Commission may act through committees in the conduct of any or all such duties.
- (c) **Commission Reports.** The Commission shall make a separate written report to the Bishop with respect to each applicant setting forth the results of all interviews and evaluations conducted by or for it. The Bishop shall transmit appropriate reports to the Standing Committee, which shall in no case recommend a postulant for admission as an applicant for holy orders or recommend an applicant for ordination until the report of the Commission has been considered by the Committee.
- (d) **Other Appointments.** With the advice and consent of the Bishop, the Commission may designate other persons, both clerical and lay, to assist and act with any committee of the Commission.
- (e) **Annual Report.** The Commission shall make an annual report concerning its work to the Diocesan Convention.

Section 7.4 Commission on Investments. The Diocesan Council shall supervise a Commission on Investments. The Commission shall be composed of the Bishop, the Treasurer and nine other individuals elected by the Convention upon nomination by Diocesan Council of which three shall be clergy and six shall be lay persons. The elected individuals shall be divided into three classes, each class being elected for a term of three years. At each Annual Convention, three members shall be elected. Members whose terms are expiring shall be eligible for re-election. The Commission shall have responsibility for the control and management of endowment and trust funds of the Diocese and shall administer the trust known as “The Diocesan Investment Trust,” organized under Rhode Island law. The CFO shall, *ex officio*, be entitled to a seat and voice in all meetings of the Commission on Investments, including executive sessions, but not to a vote.

CANON VIII

Deaneries

Section 8.1 Purpose. The Diocese shall have geographical regions in such number and with such membership as Diocesan Council shall determine from time to time. The Deaneries shall consist of parishes, missions and other ministries for the purpose of furthering the mission of the Diocese and to recommend nominees to the bishop for appointment to Diocesan Council.

Section 8.2 Meetings. There shall be a meeting of each deanery at least once in each year. Clergy canonically resident in the Diocese and serving parishes, missions or other ministries within the Diocese shall be entitled to vote either in a deanery where they so serve or in the deanery of their geographical residence, at their choice; and such choice shall be registered with a Dean of the deanery. Clergy not so serving shall be entitled to vote in the deanery where they reside. The meeting shall be open to all communicants in good standing of The Episcopal Church registered in a congregation in the deanery.

Section 8.3 Officers. Each deanery shall have at least one Dean to serve as the convener of meetings. The Dean(s) may be either a cleric eligible to vote within the deanery, or a lay person who is an adult communicant in good standing registered in a congregation of the deanery. In any instance where a clerical or lay Dean is not elected the bishop shall appoint a cleric or a lay person to serve as Dean. Deaneries may appoint other officers as may be appropriate and prescribe their respective duties.

Section 8.4 Rules. A deanery may make rules in the furtherance of its purpose which are not inconsistent with these Canons.

CANON IX

Cathedral Corporation

Section 9.1 The Cathedral. The Cathedral of St. John shall be the Cathedral Church of the Diocese.

CANON X

Parishes

Section 10.1 Application. An application for organization as a parish shall be addressed to the Bishop and the Standing Committee, shall be signed by at least a majority of the Bishop's Committee, including the vicar and a warden, and shall be in the form prescribed by the Bishop. The application shall contain the following commitments on behalf of the prospective parish;

- (a) That all activities of the parish shall forever be in conformity with the Constitution and the Canons of The Episcopal Church and with the Constitution and Canons of the Diocese of Rhode Island and with the doctrine, discipline and worship of The Episcopal Church;
- (b) That the Constitutions and Canons shall always expressly form a part of the governing documents of the parish and, insofar as they are not contrary to the laws of Rhode Island shall prevail against anything elsewhere contained in said governing documents;
- (c) That all property, real and personal, shall be held in trust for The Episcopal Church and the

Diocese and subject to the authority and control of the Bishop and Standing Committee as specified in the Constitution and Canons of The Episcopal Church and of the Diocese; and

- (d) That, when incorporated, the articles of incorporation of the parish shall provide that it is a corporation instituted under the authority of the Diocese of Rhode Island; and that the corporation shall dissolve whenever the Diocese has dissolved the parochial relationship with the parish.

Section 10.2 Supporting Information. An application shall be accompanied by the following information:

- (a) Financial statements showing that the mission has been fully self-supporting for the three calendar years next preceding the year in which the application is made;
- (b) A pro forma budget containing projections of income by sources, and of expenses by category, for the calendar year in which the application is made and for the next two calendar years demonstrating that the proposed parish can be self-supporting;
- (c) A statement that the mission has paid, or provided for the payment of, all its financial obligations and for the release from or indemnity for all financial obligations incurred on behalf of such mission by the Diocese;
- (d) A statement demonstrating that during the three calendar years preceding the year of application and during the year application is made, the services of The Episcopal Church have been maintained in accordance with the doctrine, discipline and worship of The Episcopal Church and that the congregation of the mission has had effective and continuous leadership; and
- (e) Such additional information in support of the application as the Bishop, the Standing Committee, the Commission on Finance shall request.

Section 10.3 Parish Notification. The Secretary of the Standing Committee shall notify the parish or parishes within a ten mile radius of the proposed parish that application for the organization of the proposed parish has been made, and that any objections to the organization of the proposed parish shall be made in writing to the Bishop, with copies to the Standing Committee and to the applicant, within thirty days from the date of such notice by the Secretary, the Bishop and the Standing Committee, after consideration of the objections and of any responses thereto, shall make known their joint decision.

Section 10.4 Approval. If the Bishop and a majority of the Standing Committee approve the organization of the proposed parish, and are satisfied, after consultation with the Commission on Finance, that the proposed parish fulfills the requirements of Canon 10.2 and is able to support a rector and properly maintain the services of The Episcopal Church without financial aid, they shall issue a certificate evidencing their approval, a copy of which certificate shall be incorporated in the minutes of the Standing Committee.

Section 10.5 Organization. Upon receipt of the approval of the Bishop and of the Standing Committee, the matter of organization of the parish shall be considered at a public meeting of the members of the proposed parish at which the Bishop or a Cleric appointed by him shall preside. If the members present by majority vote ratify and confirm the application and the undertakings and declarations made therein, the sponsors of the proposed parish shall proceed to organize the same as a Rhode Island nonprofit religious corporation. The articles of incorporation of the corporation shall state:

- (a) The name of the parish;

- (b) That the parish corporation is a corporation instituted under the authority of the Diocese of Rhode Island and that the corporation shall dissolve whenever its status as a parish has been terminated; and
- (c) That the property of the parish is held in trust for The Episcopal Church and the Diocese.

The bylaws of the corporation shall state that the rector shall, *ex officio*, be a voting member of the vestry and that the Constitution and the Canons of the Diocese shall always form part of its governing documents and prevail against anything contained in the governing documents that may appear to be in conflict with such Constitutions and Canons.

Section 10.6 Building Location. No parish or mission shall locate or change the location of its church building without the previous written consent of the Bishop and of the Standing Committee; provided, that if the proposed location or relocation of such building be within a ten mile of radius of the location of any other parish or mission, then, before giving such consent, notice shall be given to the rector and to the vestry of such other parishes or to the vicar and to the Bishop's Committee of such other missions, and they shall be given opportunity to be heard.

Section 10.7 Conversion of Parish to Mission.

- (a) If, after notice to the parish and opportunity to be heard, the Bishop, with the advice and consent of the Standing Committee, shall have determined that any parish:
 - (i) Is unable to support a rector;
 - (ii) Fails adequately to insure and maintain its parish property, or
 - (iii) Fails to observe in a significant manner the Constitution and Canons of The Episcopal Church and of the Diocese, and that such condition is not of a temporary nature, the Bishop may require the parish to reorganize as a mission of the Diocese upon such terms as the Bishop shall prescribe.
- (b) The vestry of any parish may appeal to the Bishop to reorganize the parish as a mission of the Diocese. If the Bishop, with the advice and consent of the Standing Committee, approves such an application, the parish shall become a mission upon such terms as the Bishop shall prescribe.
- (c) Upon termination of its status as a parish, the mission, if so requested by the Bishop, shall forthwith take the steps necessary to transfer to the Diocese of Rhode Island, all of its property to be held, managed or disposed of in such manner as the Bishop and the Standing Committee may determine.

Section 10.8 Aided Parishes. If the Bishop and the Standing Committee deem any condition described in Canon 10.7 to be temporary, the parish may be allowed to continue its parochial relationship with the Diocese as an aided parish upon such terms and with such financial assistance as the Bishop and the Diocesan Council may authorize.

Section 10.9 Conformity. Every parish now organized shall, as soon as possible, revise and amend its governing documents so as to bring them as nearly as may be into exact conformity with the Constitution and Canons of The Episcopal Church and of this Diocese. The Secretary of each parish shall keep and preserve

in the office of the parish, a printed copy of the current text of the Constitution and Canons of The Episcopal Church, and of the Constitution and Canons of the Diocese, together with a copy of the governing documents of the parish.

Section 10.10 Vestry. Subject to the provisions of law, the articles of incorporation and the bylaws of the parish, the vestry (of which the rector is an *ex officio* voting member) shall constitute the board of directors of the corporation. The temporal activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the vestry acting as the board of directors of such corporation. Such powers shall include, but not be limited to, the power to fill any vacancy or vacancies in that body and to call special parish meetings. The vestry may delegate the management of the temporal activities of the corporation to any person or persons, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the vestry.

Section 10.11 Number and Qualifications. The bylaws of the parish shall prescribe the number of members of the vestry, at least the majority of whom shall be communicants in good standing registered in the parish and all of whom shall be baptized adult lay persons. Where the articles of incorporation permit the bylaws to provide, the number of members of the vestry may be a variable number, the exact number within the limits specified to be determined by action of the vestry or by the members of the parish.

Section 10.12 Election. Members of the vestry and delegates to the Convention shall be elected at the annual parish meeting to be held at the time fixed by the bylaws.

Section 10.13 Notice of Meetings. Notice of the date, time and place of every parish meeting shall be mailed to the members of the parish not less than twenty days prior to the date of such meeting. The results of any election or summary of any action taken at a special or annual meeting of the parish shall be posted in a conspicuous place on the parish premises within seven days after the meeting.

Section 10.14 Membership. All persons who have received the Sacrament of Holy Baptism with water in the name of the Father and of the Son and of the Holy Spirit and whose baptism has been duly recorded in the parish register and all persons confirmed or received in The Episcopal Church whose confirmation or reception is duly recorded in the parish register are members of the parish.

Section 10.15 Voting. All persons who are adult communicants whose name shall have been registered on the parish register prior to such meeting shall be entitled to vote. The parish may in its bylaws specify, as additional requirements for eligibility to vote, the registration on the parish register for up to six months preceding a meeting or the commitment and observance of a stated pledge or other acts of donation or works of charity deemed satisfactory by the vestry. Such bylaw shall not be effective until six months after its adoption. No person shall be entitled to more than one vote or to vote by proxy or absentee ballot. A parish may by bylaw provision require that all nominations for election to the vestry or other proposals to be acted upon shall be submitted to the Secretary or clerk of the vestry in writing on or before a specified date prior to the meeting.

Section 10.16 Voting List. On the written request of any fifteen members who are qualified to vote made at least ten days prior to an annual meeting, the rector or the minister in charge, or a warden shall, within five days after the receipt of such request, post in a conspicuous place on the parish premises a certified list of the qualified electors. Such list shall remain posted until after the election and shall be retained by the Secretary as part of the election records.

Section 10.17 Results of Election. The rector, or in his or her absence the minister in charge or one of the wardens, shall forward to the Bishop within fifteen days after each annual meeting the names, addresses and telephone numbers of the wardens, other members of the vestry, delegates to convention and their alternates,

and Treasurer and Secretary then in office. If any change occurs in any office, the Bishop shall be promptly notified.

Section 10.18 Wardens. The officers of the vestry shall include a senior warden and a junior warden, both of whom shall be communicants in good standing and members of the vestry. If the parish is without a rector, or if the rector is absent, unable to act, or elects not to preside, the senior warden, or in the absence of the senior warden, the junior warden shall preside at meetings of the vestry and of the parish. No action shall be taken at a meeting of a vestry unless either the rector or a warden is present.

Section 10.19 Other Officers. A Secretary or clerk and a Treasurer shall be elected at the annual parish meeting or at an organizational meeting of the vestry following the annual parish meeting and shall serve until their successors are elected. The vestry may elect or appoint such other officers as it may deem necessary. Such officers need not be members of the vestry. They shall have the powers and duties prescribed in these Canons and in the bylaws of the parish. The Treasurer shall be bonded in an amount and by a surety approved by the vestry.

Section 10.20 Corporate Officers. The corporate officers of a parish shall consist of the rector who shall be the president, the senior warden, the junior warden, the Secretary or clerk and the Treasurer.

Section 10.21 Parish Register. Every Cleric in charge of a parish or mission, or if there is no Cleric, then one of the wardens, shall maintain custody and control of a register containing:

- (a) a record of all baptisms, confirmations, receptions, marriages and burials solemnized in the parish or mission which shall include:
 - (i) a list of persons confirmed in the parish or mission;
 - (ii) the names and dates of birth of the persons baptized together with the names of parents and sponsors or witnesses;
 - (iii) the names of persons married or buried, and the date of every such rite performed; and
- (b) the names of all communicants with the date of their reception, death, or removal.

This book shall be preserved as part of the records of the parish or mission. This register shall be available to the Bishop for his examination at each visitation and at all reasonable times be available for inspection by the members of the vestry, the Bishop or any person designated by the Bishop.

Section 10.22 Parish Reports. Every cleric in charge of a parish or a mission, or if there is no cleric, then one of the wardens, shall prepare annually for the year ending December 31 proceeding, a report which shall be sent in duplicate not later than February 1 to the Bishop, or if there is no Bishop, then to the Secretary of the Diocese. The report shall be in such form as may be prescribed by the General Convention and shall include the information required by the Canons of The Episcopal Church.

Section 10.23 Vacancies. When the position of rector becomes vacant in a parish, the wardens shall promptly notify and consult with the Bishop with respect to the appointment of an interim minister. The vestry shall also consult with the Bishop with respect to the procedure to be followed in the selection and call of a new rector.

Section 10.24 Election of the Rector. In the selection of a rector, the vestry shall consult with the Bishop. The election of a rector shall require an affirmative vote of three-fourths of the lay members of the vestry. A parish may include additional requirements in its bylaws. No commitment shall be made by the vestry to

anyone under consideration as a prospective rector, nor shall any formal call be issued, until the name of the cleric under consideration as rector has been made known to the Bishop for judgment. If the Bishop has not responded within thirty days, or such additional time as has been agreed upon, from the date of notice to the Bishop, the vestry may proceed with the commitment and call. In case the Bishop objects to the choice of the vestry, a second meeting of the vestry shall be held and the person first proposed may be elected upon an affirmative vote of three-fourths of the lay members of the vestry. If the requisite three-fourths is not obtained, the same procedure shall be repeated for the election of another candidate. The call shall be in the form of an agreement, which shall be signed by the wardens and, when accepted, signed by the new rector. The signed agreement shall be sent to the Bishop who, when satisfied that the person chosen is a duly qualified Cleric and has accepted the office, shall approve the call and acceptance by causing copies of the agreement to be countersigned personally or by a designated representative and returned to the new rector and to the parish. The Bishop shall then notify the Secretary of the Diocese, who shall record the appointment.

Section 10.25 Selection of Assistant Minister. In the selection of an assistant minister, the rector shall consult with the Bishop, and the two shall agree upon a list containing names of qualified persons. The rector shall then nominate to the vestry, from the list, the name of the person chosen by the rector to serve as an assistant. The appointment of any assistant minister shall require an affirmative vote of a majority of the entire Vestry. The terms of employment of an assistant minister shall, subject to these Canons, be determined by the Vestry and incorporated in an agreement. Any assistant minister shall serve at the pleasure of the rector, subject to the rights, if any, of such assistant under any agreement of employment. Written notice of the appointment of an assistant minister, signed by the wardens, shall be sent to the Bishop within ten days after such election. If the Bishop is satisfied that the person has accepted the office, the notice shall be sent to the Secretary of the Diocese who shall record it. Such record shall be sufficient evidence of the relation between the minister and the parish.

Section 10.26 Non-stipendiary Assistants. The rector, with prior written notice to the Bishop, may appoint one or more non-stipendiary assistants from among Clergy canonically resident in the Diocese, or who are in good standing and who are currently licensed to officiate in the Diocese. Any non-stipendiary assistant shall serve at the pleasure of the rector.

Section 10.27 Authority of Rector. The rector, subject to the Rubrics of the Book of Common Prayer, the Constitution and Canons of The Episcopal Church and of the Diocese, and to the authority of the Bishop, shall have exclusive charge of all things pertaining to or affecting the spiritual interests of the parish. It shall be the rector's duty and right to direct all matters relating to public worship and the liturgy of the Church. The rector shall at all times be entitled to the use and control of the parish buildings for the purposes of his or her office. The rector shall have the right to vote at all parish and vestry meetings.

Section 10.28 Merger or Dissolution.

- (a) With the written consent of both the Bishop and the Standing Committee, a Parish may dissolve or merge.
- (b) Any Parish considering dissolution shall prepare and present to the Bishop and Standing Committee a plan of dissolution. Following written consent by the Bishop and the Standing Committee, the Parish may implement an approved plan of dissolution. Unless otherwise specifically provided in the approved plan of dissolution, all right, title and interest in and to the property of the Parish shall be transferred and conveyed promptly to the Diocese. In connection with any dissolution, if a Parish does not authorize an individual to act on behalf of the Parish, then appropriate officers of the Diocese shall have the authority to act in the name and on behalf of such Parish.
- (c) Any Parish considering merger or affiliation shall consult the Bishop and Standing Committee.

If the Bishop and the Standing Committee provide written authorization to proceed with formal exploration of a merger or affiliation, the Parish shall prepare and present to the Bishop and Standing Committee a plan of merger or affiliation. Following written consent by the Bishop and the Standing Committee, the Parish may adopt and implement the approved plan of merger or affiliation. The plan of merger or affiliation shall address both pastoral and property issues of all congregations included in the plan of merger or affiliation, including a process of integration for parishioners and a plan for use or disposition of real property, tangible personal property and restricted funds.

Section 10.29 Amendment to Articles of Incorporation and By-Laws. Any amendment to a Charter, Articles of Incorporation, Constitution or By-Laws of a Parish shall require consent of the Bishop and Standing Committee. In seeking consent, a Parish shall provide the Bishop and the Standing Committee a full statement of the reasons for any change.

CANON XI

Missions

Section 11.1 The Bishop's Authority. The Bishop, as rector of each mission, shall supervise and direct all missionary activity within the Diocese. The Bishop shall, in consultation with Diocesan Council, establish and organize missions and specialized ministries. The Bishop shall appoint the vicars or other ministers in charge, and any stipendiary or non-stipendiary assistants, and may transfer, suspend or remove them.

Section 11.2 Organizing a Mission. A mission may be organized in any area with the consent of the Bishop and the Standing Committee of the Diocese and after due notice and opportunity to be heard by any parish or mission within a ten mile radius of the proposed mission, upon completion of the following:

- (a) The submission to the Bishop of a written application for the organization of a mission, signed by at least twenty-five persons, stating their readiness to undertake the duties and obligations of such organization and that all activities of the mission shall forever be in conformity with the Constitution and Canons of The Episcopal Church and with the Constitution and Canons of the Diocese of Rhode Island and with the doctrine, discipline, and worship of The Episcopal Church;
- (b) Issuance by the Bishop of written authorization for the organization of the mission subject to such conditions as the Bishop may impose;
- (c) The holding of a meeting ('organizer's meeting') of those desiring the organization of the mission at which the prospective members of the mission shall affirm the commitments of the application and shall accept the conditions of the Bishop's authorization.

Thereupon, upon the recommendation of the organizer's meeting the Bishop shall approve the name of the mission, and shall appoint a senior warden, a junior warden, a Secretary, a Treasurer and other persons to serve as the Bishop's Committee of the mission until the first annual meeting of the mission. The organizers shall complete a certificate of organization in triplicate, one for the mission, one for the Bishop and the third to be filed with the Secretary of the Diocese.

Section 11.3 Governance of Organized Missions.

- (a) An organized mission shall be governed by the Bishop's Committee which shall perform such duties as may be required by the Bishop, the Diocesan Council and these Canons.

- (b) The number of members of the Bishop's Committee shall be approved by the Bishop. Qualifications for members of the Bishop's Committee shall be those prescribed by these Canons for members of the vestry of a parish, except as the Bishop may otherwise permit.
- (c) An annual meeting of the mission shall be held at the time and place set forth in a notice issued by the Bishop's Committee.
 - (i) The vicar shall, *ex officio*, chair the meeting, and in the vicar's absence, the senior warden or in his or her absence the junior warden shall serve as chair *pro tempore*; if none of the vicar, the senior warden and the junior warden are able to serve, the Bishop shall designate a chairman *pro tempore*.
 - (ii) At the annual meeting there shall be nominated to the Bishop persons to serve on the Bishop's Committee.
 - (iii) The nominees' names and a description of other actions taken at the annual meeting shall be posted in a conspicuous place available to the membership and sent to the Bishop within seven days after the annual meeting.
- (d) The vicar shall have the right to vote, and may preside, at all meetings of the committee. If the vicar does not preside at a meeting of the committee, the senior warden, or in his or her absence, the junior warden, shall preside. No action may be taken at a meeting of the Bishop's committee unless there is present either the vicar or a warden, or other person appointed by the Bishop.
- (e) At an organizational meeting following each annual meeting, the officers of the mission shall be designated for nomination to the Bishop which shall include two wardens and a Secretary and a Treasurer who may, but need not, be members of the Bishop's committee. The wardens, Secretary and Treasurer shall perform the duties pertaining to like offices in a parish. The Treasurer shall be bonded in an amount and by a surety approved by the Bishop.
- (f) In every mission there shall be kept by the vicar or minister in charge or, if there be none, by a warden or the Secretary, a register which conforms to all the requirements of the Canons of The Episcopal Church and the provisions of these Canons relating to parish registers.

Section 11.4 Finances. Every Bishop's committee shall adopt a financial plan or budget for the mission, and the finances of the mission shall be administered in accordance therewith. The budget and any subsequent material amendment to it shall be subject to the written approval of the Bishop and the Commission on Finance. A pledge of the mission for the Apportionment shall be included in each such budget, and the mission shall be obligated to the Diocesan Treasurer for the regular monthly proportion thereof. A failure of the mission to make such a pledge or to make such monthly payment shall be sufficient cause, on recommendation of the Diocesan Council, for discontinuance by the Bishop of the services of the vicar or for such other action, including the dissolution of the mission, as the Bishop may determine.

Section 11.5 Property. The title to all real or personal property donated or purchased for the use of any mission shall be vested in the Diocese, unless alternative provisions have been approved by the Bishop with the advice and consent of the Standing Committee. Upon the attainment of the status of a parish in union with the Diocese, the Diocese shall convey to the parish all real or personal property held for the mission unless the terms of any governing instrument otherwise provide.

Section 11.6 Specialized Missions. Where particular needs are to be met, a specialized mission may be authorized by the Bishop in consultation with Diocesan Council.

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

include the following:

- (i) A description of the nature, scope and leadership of such specialized mission;
 - (ii) Evidence that at least five persons desire to establish and continue the work of such specialized mission; and
 - (iii) Evidence that the work may continue without causing interference with existing cures in the same geographic area.
- (b) If the proposed specialized mission proposes work within a ten mile radius any existing parish or mission, the Secretary of the Standing Committee shall notify the parish or mission of such application. Any objections to the organization of the proposed specialized mission shall be made in writing to the Bishop and to the Standing Committee. Within ninety days after the issuance of such notice by the Secretary, the Bishop and the Standing Committee, after consideration of the objections and any responses, shall make known their joint decision, and if it be in favor of the organization of the proposed specialized mission, they shall authorize its formation.
- (c) Such authorization shall specify the nature and extent of the ministry of the specialized mission, the rights, responsibilities and system of governance of the mission; and the obligation, if any, to pledge annually to the Apportionment.
- (d) The Bishop may terminate the authority of a specialized mission at any time.
- (e) The minister in charge of a specialized mission shall submit reports of mission activities as required by the Bishop.
- (f) Specialized Missions may elect a representative to the Annual Convention who shall have a seat and voice, but no vote.

Section 11.7 Mission Clergy.

- (a) Clergy in charge of a mission shall be known as vicars. Clergy appointed by the Bishop to missionary duties may be assigned to organized missions, or to work in places not within any parish or mission boundaries; provided, that a vicar may be assigned to two or more missions or other missionary charges. With the approval of the vestry, a rector of a parish may be assigned to duty as a vicar and be given a stipend therefore.
- (b) The duties of a vicar in charge of a mission shall be as far as practicable the same as those of the rector of a parish as prescribed by these Canons.

CANON XII

Clergy and Their Duties

Section 12.1 Resident Clergy. All Clergy canonically resident and in good standing in the Diocese shall perform the duties of their respective orders in accordance with these Canons and the Canons of The Episcopal Church. The Bishop shall maintain a current list of clergy canonically resident in the Diocese, which list shall be published annually in the Convention Journal.

Section 12.2 Pastoral Cure. The pastoral cure of a cleric shall extend to all persons affiliated with the

congregation, institution or other ministry over which the Cleric has charge regardless of the residence of the person, and such Cleric may provide pastoral ministrations to such person within the boundaries of another congregation. Any person may become affiliated with any congregation, institution or other ministry regardless of such person's place of residence.

Section 12.3 License to Officiate. Clergy who are not canonically resident in the Diocese may not officiate more than two months by preaching, administering the sacraments or holding any public service, without first obtaining a license to do so from the Bishop.

Section 12.4 Compensation. The compensation which shall be paid any cleric as compensation within the Diocese shall be within the guidelines promulgated by the Committee on Compensation and Benefits as approved by Diocesan Council.

Section 12.5 Other Appointments. Clergy appointed by the Bishop to specialized ministries not associated with parishes or organized missions shall report at least annually to the Bishop in the manner prescribed by the Bishop and the Canons of The Episcopal Church.

CANON XIII

Diocesan Institutions

Section 13.1 Eligibility. No group or entity within this Diocese shall represent that it is sponsored by or connected with the Church or the Diocese unless it has met the provisions of this Canon and only so long as it continues to be so qualified.

Section 13.2 Purposes. A Diocesan institution may be created, or recognized by Convention, for any charitable or educational purpose.

Section 13.3 Qualification. A group or entity may be recognized as a Diocesan institution by Convention if the Bishop and Diocesan Council recommend such action and the Chancellor has certified that its articles of incorporation and bylaws meet the requirements of this Canon.

Section 13.4 Corporate Requirements. Each Diocesan institution shall be a corporation, in good standing under the Non Profit Corporation Law of Rhode Island. Except as otherwise provided herein, the articles of incorporation or bylaws of each Diocesan institution shall provide that:

- (a) The Bishop, or some other person appointed by the Bishop, shall be a member of the governing board;
- (b) Any chaplain of the institution shall be appointed by the Bishop; and
- (d) The institution shall carry on its work, in a manner consistent with the doctrine, discipline, and worship of The Episcopal Church.

Section 13.5 Exceptions. The Bishop and Diocesan Council may waive requirements of Canon 13.4 for institutions in which The Episcopal Church participates with other denominations on an ecumenical basis or in which community or other considerations justify such exception.

Section 13.6 Reports. The Bishop may require annual or special reports from any Diocesan institution.

Section 13.7 Termination. After consideration of a report from the Bishop and the Diocesan Council that a Diocesan institution does not conform to the requirements of this Canon or that its standards of performance do not warrant continued recognition, the Convention may revoke the status of any group or entity as a Diocesan institution, or take other action as it deems appropriate. The report of the Bishop and Diocesan Council, which shall be prepared after notice and opportunity for hearing, shall set forth the facts and conclusions upon which the recommendation is based.

Section 13.8 List of Institutions. The Secretary of Convention shall certify the names of all Diocesan institutions in the Journal of Convention.

Section 13.9 Disclaimer. The acceptance, under the provisions of this Canon, of any group or entity as a Diocesan institution, or the continued recognition of any such Diocesan institution heretofore accepted, is made without any warranty, representation or assurance of any kind of any responsibility whatever on the part of the Bishop, the Diocese, or any committee, commission, constituent part of the Diocese or any of its employees, agents or representatives for any financial, contractual or legal obligation now existing, or which may hereafter be incurred, by or on behalf of any such Diocesan institution, except as may be expressly undertaken in a written agreement duly executed pursuant to appropriate corporate action authorized by the Diocese, and specifically approved by the Bishop.

CANON XIV

Funds and Financial Matters

Section 14.1 Diocesan Budget. There shall be a Diocesan Budget from which shall be paid all expenses incurred for functions required by the Constitution and Canons of The Episcopal Church and of the Diocese and for such programs and activities as are approved by Diocesan Convention.

Section 14.2 Apportionment.

- (a) Each parish and organized mission in union with the Convention of this Diocese shall provide its proportionate share of the expenses of the Diocese (the 'Apportionment') as set forth in the Budget adopted by the Diocesan Convention.
- (b) The Apportionment shall be a percentage of the income of each parish and organized mission. The term 'income' shall be defined for each fiscal year by the Convention, upon recommendation of Diocesan Council. The percentage shall be established for each fiscal year by the Convention, upon recommendation of Diocesan Council; provided, however, that the percentage shall not exceed twenty- one and one-half percent.
- (c) If a parish or organized mission fails to pay its full Apportionment for the twelve full months immediately preceding Convention, the voting privileges of its delegates to the Diocesan Convention may at the discretion of the Diocesan Council be suspended in proportion to the unfilled obligation, provided that no such suspension shall result in reducing the voting representation of any such parish or organized mission below one delegate.

Section 14.3 Notification of Apportionment. Within a period of time designated by Diocesan Council, each parish and organized mission shall receive from the Treasurer notification of the Apportionment for the next fiscal year.

Section 14.4 Monthly Payments. Each parish and mission of the Diocese shall pay to the Diocese each month one-twelfth of its Apportionment unless a different schedule of payments is mutually agreed upon by

a parish or mission and the Treasurer.

Section 14.5 Apportionment Adjustment. The Apportionment for any parish or organized mission may be adjusted for any fiscal year upon the recommendation of the Commission on Finance and the approval of not less than two-thirds of the voting membership of the Diocesan Council.

CANON XV

Business Practices in Church Affairs

Section 15.1 Transfer or Encumbrance. No vestry or other body authorized by civil or canon law to hold, manage or administer real property for any parish or other organization connected or affiliated with the Diocese, shall transfer or encumber such real property or any part thereof without first obtaining the written consent of the Bishop and Standing Committee. In the case of real property held for a mission, the prior consent and authorization of the Bishop and Diocesan Council shall be required for any transfer or encumbrance, except that when the property contains a consecrated church or chapel, or a church or chapel which has been used solely for divine services, the prior consent of the Bishop and Standing Committee shall be required.

Section 15.2 Indebtedness. No parish shall become liable in respect of any indebtedness, without first obtaining the written consent of the Bishop and Standing Committee except for unsecured current liabilities incurred in the ordinary course which do not exceed ten percent of the average annual receipts of the parish during the three preceding calendar years.

Section 15.3 Trust. All real and personal property held by or for the benefit of any parish, mission or other congregation is held in trust for The Episcopal Church and the Diocese, as well. The existence of this trust, however, shall not limit the authority of the parish, mission or other congregation otherwise existing over such property, except as may be specified in these Canons, so long as the particular parish, mission or congregation remains a part of, and subject to, The Episcopal Church, its Constitution and Canons and the Constitution and Canons of the Diocese.

Section 15.4 Permanent Funds.

- (a) Permanent funds, endowments and trust funds and securities of a parish or mission shall be deposited with a national or state bank, the Diocesan Investment Trust or other agency approved by the Commission on Finance, and shall be held under agreements providing for at least two signatures for withdrawal of such funds or securities. This section shall not apply to funds and securities refused by depositories as too small for acceptance; such small funds shall be under the care of the persons or corporations responsible for them.
- (b) Records shall be kept of all permanent and trust funds showing source and date and terms governing the use of principal and income. The fiduciary responsible shall report the condition of such funds at each annual meeting of the parish or mission.

Section 15.5 Accounting Records. Books of account shall be so kept as to provide the basis for satisfactory accounting, including appropriate records of all organizations of a parish or mission authorized by the vestry or Bishop's committee to solicit, receive or disburse funds.

Section 15.6 Annual Audits. All books of account of parishes, missions or other congregations or bodies carrying out Diocesan programs shall be audited annually by an independent certified public accountant, or by such accounting agency or audit committee as shall be approved by the Commission on Finance within

ninety days following the close of the fiscal year. The Commission on Finance may direct any parish, mission or other congregation to provide copies, when asked, of any and all audit reports and of any memoranda relating to internal controls, together with a summary of action taken to correct deficiencies or implement recommendations. All reports shall be filed with the Ecclesiastical Authority no later than September 1 of each year.

Section 15.7 Property Insurance. All buildings and their contents shall be kept adequately insured.

Section 15.8 Reports. The Commission on Finance shall report to each Annual Convention upon its administration of its duties under this Canon.

CANON XVI

Discipline of a Presbyter or Deacon

Section 16.1 Canons of The Episcopal Church. This Canon XVI adopts policies, procedures and structures to implement in The Diocese of Rhode Island (the “Diocese”) provisions for discipline set forth in Title IV of the Canons of General Convention for priests and deacons who have certain responsibilities and accountabilities for the doctrine, discipline and worship of The Episcopal Church (the “Church”). In the event any provision of this Canon XVI is in conflict with or inconsistent with Title IV of Canons of the General Convention (the “Canons of the Church”), the provisions of Title IV shall prevail.

Section 16.2 Definitions. The capitalized terms in this Canon XVI shall have the meanings attributed to them in Canon IV.2 of the Canons of the Church unless otherwise defined in this Canon XVI. All references herein to Bishop shall mean the Bishop Diocesan or the Bishop Coadjutor, if specific jurisdiction for matters contemplated by Title IV of the Canons of the Church has been assigned to the Bishop Coadjutor in accordance with Canon III.11.10(a)(2).

Section 16.3 Disciplinary Board. The Diocese shall have a court known as the Disciplinary Board (the “DB”) composed of not less than nine members, five of whom shall be presbyters canonically resident in the Diocese and four of whom shall be lay adult communicants in good standing registered in a congregation in the Diocese. The Bishop shall nominate and Convention shall confirm members to serve for staggered terms of up to three years. In the event of a vacancy in membership, the Bishop shall appoint an individual of the same order as the former member to serve until the next Annual Convention.

Section 16.4 President of Disciplinary Board. Within thirty days following an Annual Convention, the Bishop shall appoint from among the members of the DB a President to serve for a term of one year.

Section 16.5 Church Attorney. The Bishop, in consultation with the Standing Committee, shall appoint from time to time one or more duly licensed attorneys to serve for a specified term as Church Attorney. The number of Church Attorneys serving at any time shall be not less than one, nor more than three. A Church Attorney shall be a communicant in good standing registered as a member of a parish of the Church. If, in the sole judgment of the Bishop, removal of a Church Attorney is necessary for the good order of the Church, the Bishop, with the consent of the Standing Committee, may remove a Church Attorney at any time. In the event there is no Church Attorney then serving, the Bishop shall appoint a successor Church Attorney in consultation with the Standing Committee. The Diocese may compensate a Church Attorney for services rendered at a rate described in a written retainer agreement and shall reimburse a Church Attorney for reasonable and necessary expenses incurred in a proceeding under this Canon XVI. For each report of information to an Intake Officer, the Reference Panel shall designate a Church Attorney.

Information concerning an alleged Offense shall be reported to an Intake Officer. The name or names of the Intake Officer or Officers shall be published in the Diocese.

Section 16.6 Investigator. The Bishop shall appoint one or more persons to serve as Investigator. The Bishop, with the consent of the Standing Committee, may remove an Investigator at any time. The Diocese may compensate an Investigator for services rendered at the rate described in a written retainer agreement and shall reimburse an Investigator for reasonable and necessary expenses incurred in a proceeding under this Canon XVI. The Reference Panel shall designate an Investigator for each proceeding.

Section 16.7 Advisors. In each proceeding under this Canon XVI or Title IV of the Canons of the Church, the Bishop shall appoint an Advisor for the Complainant and an Advisor for the Respondent. Individuals appointed or elected and serving in other positions under this Canon XVI or Title IV of the Canons of the Church or as a Chancellor or Vice Chancellor of a Diocese within Province One of the Church shall not be eligible to serve as an Advisor.

Section 16.8 Clerk. The DB shall appoint a Clerk to provide administrative services and management of records. The Clerk may be a member of the DB.

Section 16.9 Panels. In accordance with Canon IV.2 of the Canons of the Church, a Reference Panel shall be composed of the Intake Officer, the President of the DB and the Bishop. In accordance with Title IV of the Canons of the Church, a Conference Panel and a Hearing Panel shall be chosen by the President of the DB; provided, however, in the event a Conference Panel shall have more than one member, the Panel shall include at least one presbyter, and each Hearing Panel shall include at least one presbyter.

Section 16.10 Accord. Except for an Accord issued in accordance with Canon IV.9 of the Canons of the Church, no less than thirty (30) days prior to the issuance of an Accord, the Bishop shall be afforded an opportunity to be heard on the proposed terms of the Accord.

Section 16.11 Order. No less than thirty (30) days prior to the issuance of an Order, the Bishop and Complainant shall be afforded an opportunity to be heard on the proposed terms of the Order in accordance with Canon IV.14.7 of the Canons of the Church.

Section 16.12 System of Challenge. In addition to the requirements and process of challenge described in of Canon IV.19.14 of the Canons of the Church, the integrity of the DB shall be maintained by permitting the Church Attorney or a Respondent to challenge a member of the DB or Panel appointed for a proceeding on grounds of conflict of interest or undue bias. The DB shall consider the challenge in accordance with the process described in Canon IV.19.15 of the Canons of the Church.

Section 16.13 Fees and Expenses. Unless otherwise expressly provided in this Canon XVI, all costs, expenses and fees incurred under Title IV of the Canons of the Church and this Canon XVI shall be the obligation of the person incurring them. The Diocese shall reimburse reasonable and necessary expenses of the DB, Intake Officer, Advisors appointed by the Bishop, and Clerk as may be approved by both the Bishop and the Standing Committee. Under certain circumstances the Diocese may reimburse certain fees and expenses of other parties to a proceeding upon the recommendation of the Bishop, the consent of the Standing Committee, and the approval of Diocesan Council. Except for the provisions of Canon IV.19.23(b) of the Canons of the Church, this Canon XVI shall provide the exclusive procedure and method for reimbursement or payment of costs, expenses and fees incurred in a proceeding under Title IV of the Canons of the Church and this Canon XVI.

Section 16.14 Records. All records of open proceedings under this Canon XVI or Title IV of the Canons of the Church shall be preserved and maintained by the Clerk. Upon completion of a proceeding, the Bishop

shall make provision for the storage of all records of such proceedings in the archives of the Diocese and the archives of the Church as prescribed by Canon IV.30(c) and (d) of the Canons of the Church.

Section 16.15 Agreements. In accordance with Canon IV.5.3(i) of the Canons of the Church, the Diocese may enter into agreements with one or more other dioceses for the sharing of resources.

CANON XVII

Diocesan Representatives

Section 17.1 Deputies to the General Convention. At an annual convention which meets no more than two years prior to a General Convention, there shall be elected as many as four clerical deputies and as many as four lay deputies to represent the Diocese in the General Convention. Deputies and alternate deputies shall continue in office until their successors are elected, unless a deputy no longer meets the criteria of eligibility for election to the office. Clerical deputies shall be clergy eligible under the Constitution of the Episcopal Church to serve as such, who are actively engaged in the worship and ministry of the Diocese. Lay Deputies shall be communicants in good standing of the Church registered in a congregation of the Diocese.

At the same Convention there shall be elected, in the same manner and with the same qualifications as prescribed in Section 17.1, as many as four clerics and as many as four lay persons who shall serve as alternate deputies.

Section 17.2 Deputies to the Provincial Synod. At an annual convention which meets no more than two years preceding the meeting of the Synod of the First Province, there shall be elected the number of clerical and lay deputies and alternates allowed this Diocese pursuant to the ordinances of the First Province then in effect. Deputies and alternates shall serve until their successors are elected. Any vacancy in the deputation of this Diocese shall be filled by appointment by the Bishop with the concurrence of Diocesan Council.

CANON XVIII

Indemnification

Section 18.1 Agreement of Diocese. In order to induce the directors and officers of the Diocese to serve as such, the Diocese adopts this Canon and agrees to provide the directors and officers of the Diocese with the benefits contemplated hereby.

Section 18.2 Persons Entitled to Benefits. This Canon will apply, and the benefits hereof will be available, to each director and officer of the Diocese who serves the Diocese as such without the need for other proof that the member or officer has accepted the provisions of this Canon.

Section 18.3 Definitions. As used herein, the following terms will have the following respective meanings:

“Covered Act” means any act or omission by the Indemnified Person in the Indemnified Person's official capacity with the Diocese and while serving as such or while serving at the request of the Diocese as a member of the governing body, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

“Director” means a member of the Standing Committee or the Diocesan Council. 'Excluded Claim' has the meaning set forth in paragraph 18.6, hereof.

“Expenses” means any reasonable expenses incurred by the Indemnified Person in connection with the defense of any claim made against the Indemnified Person for Covered Acts including, without being limited to, legal, accounting or investigative fees and expenses (including the expense of bonds necessary to pursue an appeal of an adverse judgment). 'Indemnified Person' means any member of the Standing Committee, Diocesan Council or officer of the Diocese who serves the Diocese as members or officer.

“Loss” means any amount which the Indemnified Person is legally obligated to pay as a result of any claim made against the Indemnified Person for Covered Acts including, without being limited to, judgments for, and awards of, damages, amounts paid in settlement of any claim, any fine or penalty or, with respect to an employee benefit plan, any excise tax or penalty.

“Proceeding” means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative.

Section 18.4 Indemnification. Subject to the exclusions hereinafter set forth, the Diocese will indemnify the Indemnified Person against and hold the Indemnified Person harmless from any Loss or Expenses.

Section 18.5 Advance Payment of Expenses. The Diocese will pay the Expense of the Indemnified Person as such time and from time to time as the Indemnified Person may request in advance of the final disposition of any Proceeding except to the extent that the defense of a claim against the Indemnified Person is undertaken pursuant to any directors' and officers' liability insurance (or equivalent insurance known by another term) maintained by the Diocese. The advance payment of Expenses will be subject to the Indemnified Person's agreement with the Diocese (evidenced by the Indemnified Person's acceptance of an advance payment or, if requested a prior agreement in writing) to repay the sums paid by it hereunder if it is thereafter determined that the Proceeding involved an Excluded Claim or that the Indemnified Person was not entitled to indemnity by reason of the provisions of paragraph 18.9.

Section 18.6 Exclusions. The Diocese will not be liable to pay any Loss or Expenses (an “Excluded Claim”):

- (a) With respect to a Proceeding in which a final nonappealable judgment or other adjudication by a court of competent jurisdiction determines that the Indemnified Person is liable to the Diocese (as distinguished from being liable to a third party) for:
 - (i) any breach of the Indemnified Person's duty of loyalty to the Diocese or its members;
 - (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; or
 - (iii) any transaction from which the Indemnified Person derived an improper personal benefit; or
- (b) If a final, non-appealable judgment or other adjudication by a court of competent jurisdiction determines that such payment is unlawful.

Section 18.7 Notice to Diocese: Insurance. Promptly after receipt by the Indemnified Person of notice of the commencement of or the threat of commencement of any Proceeding, the Indemnified Person will, if indemnification with respect thereto may be sought from the Diocese under these Canons, notify the Diocese of the commencement thereof. Failure to promptly notify the Diocese will not adversely affect the Indemnified Person's right to indemnification hereunder unless and only to the extent that the Diocese is materially prejudiced in its ability to defend against the Proceeding by reason of such failure. If, at the time of the receipt of such notice, the Diocese has any directors' and officers' liability insurance in effect, the Diocese will give prompt notice of the commencement of such Proceeding to the insurer in accordance with

the procedures set forth in the policy or policies in favor of the Indemnified Person. The Diocese will thereafter take all the necessary or desirable action to cause such insurer to pay, on behalf of the Indemnified Person, all Loss and Expenses payable as a result of such Proceeding in accordance with the terms of such policies.

Section 18.8 Indemnification Procedures.

- (a) Payments on account of the Diocese's indemnity against Loss will be made by the Treasurer of the Diocese except if, in the specific case, a determination is made that the indemnification of the Indemnified Person is not proper in the circumstances because such Loss results from a claim which is an Excluded Claim. If the Diocese so determines that the Loss results from an Excluded Claim (although no such determination is required by the Diocese hereunder prior to payment of a Loss by the Treasurer), the determination shall be made:
 - (i) By the Diocesan Council by a majority vote of a quorum consisting of members not at the time parties to the Proceeding; or
 - (ii) If a quorum cannot be obtained for purposes of clause (i) of this subparagraph (a), then by a majority vote of a committee of the Diocesan Council duly designated to act in the matter by a majority vote of the full Council (in which designation members who are parties to the Proceeding may participate) consisting solely of three or more trustees not at the time parties to the Proceeding; or
 - (iii) By independent legal counsel designated: (A) by the Diocesan Council in the manner described in clause (i) of this subparagraph (a), or by a committee of the Diocesan Council established in the manner described in clause (ii) of this subparagraph (a), or (B) if the requisite quorum of the full Council cannot be obtained therefore and a committee cannot be so established, by a majority vote of the full Council (in which designation members who are parties to the Proceeding may participate). If made, any such determination permitted to be made by this subparagraph(a) will be made within 60 days of the Indemnified Person's written request for payment of a Loss.
- (b) Payment of an Indemnified Person's Expenses in advance of the final disposition of any Proceeding will be made by the Treasurer of the Diocese except if, in the specific case, a determination is made pursuant to Canon 18.8 (a) above that indemnification of the Indemnified Person is not proper in the circumstances because the Proceeding involved an Excluded Claim.
- (c) The Diocese will have the power to purchase and maintain insurance on behalf of any Indemnified Person against liability asserted against him or her with respect to any Covered Act, whether or not the Diocese would have the power to indemnify such Indemnified Person against such liability under the provisions of this Canon. The Diocese will be subrogated to the rights of such Indemnified Person to the extent that the Diocese has made any payments to such Indemnified Person in respect to any Loss or Expense as provided herein.

Section 18.9 Settlement. The Diocese will have no obligation to indemnify the Indemnified Person under this Canon for any amounts paid in settlement of any Proceeding effected without the Diocese's prior written consent. The Diocese will not unreasonably withhold or delay its consent to any proposed settlement. If the Diocese so consents to the settlement of any Proceeding, or unreasonably withholds or delays such consent, it will be conclusively and irrebuttably presumed for all purposes that the Loss or Expense does not constitute an Excluded Claim. If the Diocese reasonably withholds its consent solely on the ground that the Proceeding constitutes an Excluded Claim, the Indemnified Person may accept the settlement without the consent of the Diocese, without prejudice to the Indemnified Person's rights to indemnification in the event the Diocese does not ultimately prevail on the issue of whether the Proceeding constitutes an Excluded Claim.

Section 18.10 Rights Not Exclusive. The rights provided hereunder will not be deemed exclusive of any other rights to which the Indemnified Person may be entitled under any agreement, vote of disinterested trustees or otherwise, both as to action in the Indemnified Person's official capacity and as to action in any other capacity while holding such office, and will continue after the Indemnified Person ceases to serve the Diocese as an Indemnified Person.

Section 18.11 Enforcement.

- (a) The Indemnified Person's right to indemnification hereunder will be enforceable by the Indemnified Person in any court of competent jurisdiction and will be enforceable notwithstanding that an adverse determination has been made as provided in Canon 18.8 hereof.
- (b) In the event that any action is instituted by the Indemnified Person under the Canons, the Indemnified Person will be entitled to be paid all court costs and expenses, including reasonable attorneys' fees, incurred by the Indemnified Person with respect to such action, unless the court determines that each of the material assertions made by the Indemnified Person as a basis for such section was not made in good faith or was frivolous.

Section 18.12 Severability. If any provision of this Canon is determined by a court to require the Diocese to perform or to fail to perform an act which is in violation of applicable law, this Canon shall be limited or modified in its application to the minimum extent necessary to avoid a violation of law, and, as so limited or modified, this Canon shall be enforceable in accordance with its terms.

Section 18.13 Successor and Assigns. The provisions of this Canon will be (a) binding upon all successors and assigns of the Diocese (including any transferee of all or substantially all of its assets) and (b) binding on and inure to the benefit of the heirs, executors, administrators, and other personal representatives of the Indemnified Person.

Section 18.14 Amendment. No amendment or termination of this Canon will be effective as to an Indemnified Person without the prior written consent of that Indemnified Person and, in any event, will not be effective as to any Covered Act of the Indemnified Person occurring prior to the amendment or termination.

CANON XIX

Amendments

Section 19.1 Filing Proposed Amendment. These Canons may be amended by a majority of those present and voting at an Annual or Special Convention. No proposed amendment shall be considered or affirmatively acted upon by any Convention (other than by reference to the Committee on Canons or to a special committee to report to a succeeding Convention) unless duplicate copies of such proposed amendment shall have been filed with the Secretary of Convention at least forty-five days before the meeting of the Convention.

Section 19.2 Referral to Committee. The Secretary shall deliver copies of all proposed amendments so filed to the Chairman of the Committee on Canons. The Committee shall report thereon at the Convention. The Secretary shall have the proposed amendments duplicated and distributed to members of Convention at least thirty days before the meeting of Convention.

As Amended and Restated on November 5, 2022.

THE STANDING RULES OF ORDER OF THE DIOCESE OF RHODE ISLAND

Preliminary

- 1. Open Assembly.** Each session of Convention shall be open to all persons unless otherwise ordered by Convention. All persons seeking admission to Convention shall present such credentials as may be required by the Secretary of Convention. For members of Convention, credentials may include evidence of right of membership and photographic identification.
- 2. Committee of the Whole.** At the request of the President, or on motion, Convention may resolve itself into a Committee of the Whole.
- 3. Roll of Members.** At all times during a session of Convention, the Secretary shall maintain a roll of members entitled to vote.

Membership and Seating

- 4. Registration.** While ascertaining the names and number of clergy and delegates and their alternates present at the organization of Convention, the Secretary shall register the names of only such alternates as fill the places of delegates whose absence is confirmed in writing by the rector or chair of the delegation of the parish or mission; provided, that a delegate may at any time reclaim the seat, in which case the name of the alternate shall be withdrawn from the roll, provided however, that no change in the roll of members shall be made during consideration of a vote.
- 5. Seating.** To the extent feasible, members shall be seated by parish or mission affiliation. Other members and guests may be seated in designated sections.

Reports

- 6. Reports.** All reports of commissions and committees shall be in writing and shall be received and recorded without formal action by Convention unless the report requests action by Convention or unless Convention places the report on the agenda. All commissions and committees required to submit reports for action by Conventions shall file the report with the Secretary of Convention no later than forty-five (45) days prior to Convention. If a report recommends action by Convention, the report shall be accompanied by a resolution or resolutions for consideration of Convention.

Conduct of Business

- 7. Limitation on Speaking.** No member may address Convention more than twice on the same question without the consent of Convention; provided, however, that the chair of a committee having charge of its report may speak more often upon recognition by the President.
- 8. Questions of Order.** The President shall decide all questions of order subject to an appeal to Convention.
- 9. Consideration of Motions.** No motion shall be acted upon until seconded, and, at the request of the President of Convention, reduced to writing. When a motion is under consideration, no other motion shall be made, except to lay on the table, to amend, to commit, to postpone, to limit debate or to adjourn. All amendments shall be considered in the order received. If an amendment to a motion is under consideration a motion to amend may be made, however, no further amendment to such motion shall be in order. A motion that the subject lie on the table, or to adjourn, always shall be in order and be decided without

debate.

10. Vote on Motions. All questions shall be decided by voice, or by rising vote; but at the request of five (5) members a vote by order shall be taken. A question susceptible of division shall at the request of any member be divided. When a vote is taken by orders, the votes of the clergy shall be counted first; and thereafter, the votes of the several delegates shall be counted. When required by ten (10) members, the yeas and nays, except in elections, shall be called; the names of those voting in the affirmative and negative, respectively, shall be announced before the result is declared, and the yeas and nays shall be entered on the minutes.

11. Reconsideration. A question once determined shall stand as the judgment of Convention, and shall not again be debated during the session, unless with the consent of two-thirds of the members present.

Resolutions

12. General Resolutions. All proposals for the adoption of resolutions recommending action by Convention (with the exception of resolutions accompanying the reports of committees) shall be submitted by no less than two members of Convention to the Secretary of Convention forty-five (45) days before the session of Convention to which such resolutions are to be proposed, and the Secretary shall transmit the same forthwith to the Committee on Resolutions; provided, however, that such proposition may be offered to Convention when in session, with the consent of Convention, and thereupon shall be referred to the Committee on Resolutions before action is taken thereon. The Committee shall report to Convention each of such proposals with revisions or recommendations as may be determined by the Committee.

13. Request for Appropriations. All resolutions requesting an appropriation shall be filed with the Commission on Finance at such time as the Commission on Finance determines.

14. Amendment of Canons. All propositions for adoption, amendment, or repeal of the Constitution, Canons or Rules of Order which are to be offered at an approaching session of Convention shall, forty-five (45) days before such session, be sent to the Secretary of Convention, who shall transmit the same forthwith to the Committee on Canons and a copy thereof to the board or Committee especially interested in the proposition; provided, however, that with the unanimous consent of Convention such proposition may be offered to Convention when in session, and thereupon shall be referred to the Committee on Canons before action be taken thereon. Said committee shall report to Convention each of such propositions with their recommendations thereon.

Nominations and Elections

15. Nominations. The Committee on Elections shall receive nominations to any elective office to be filled by Convention in one of the following ways:

- (a) by written nomination provided to the Chair of the Committee at least forty-five (45) days prior to the date on which Convention is scheduled to meet, signed or electronically endorsed by not less than three (3) members of Convention and accompanied by a brief biographical description; or
- (b) the Committee shall make a nomination for each elective office for which no other nomination shall have been made; or
- (c) from the floor of Convention, provided each such nomination from the floor is seconded by not less than eight (8) members of Convention.

At least ninety (90) days before each annual session of Convention, the Secretary of Convention shall transmit to every member of Convention a list of the offices to be filled by election at the coming session,

together with directions concerning the manner in which nominations to said offices may be made. The committee shall prepare ballots in which shall be printed, in order determined by lot, the names of persons duly nominated in advance of the meeting. In addition, the ballots shall contain, under each office, as many blank spaces as there are places to be filled, in which voters may write names of those nominated from the floor. Ballots shall have printed on them information as to the method of voting; and, in voting, only such ballots shall be used. The committee shall deliver to the Secretary of Convention specimen copies of this ballot, together with a brief biographical description of each candidate, in sufficient time to distribute them to every member of Convention at least ten (10) days before the date of Convention.

16. Balloting for Elections. Elections shall be determined by ballot if it be required by the constitution or canon; but, unless so required, the ballots may be omitted when only one (1) nomination is made. The tellers shall report to the Chair of the Committee on Elections the number of votes cast, the number necessary for a choice, and the number of votes for the respective candidates. The chair shall thereupon declare the result of the ballot and announce the names of the persons elected. The report of the tellers shall be placed on file, and details of the voting shall be reported in the Journal of Convention.

Notices

17. Form of Notice. Whenever written notice or notification is required to be given to any person hereunder, such notice or notification may be given by mail, by a generally recognized overnight delivery service, by facsimile transmission, or by electronic communication to his or her address as recorded in the records of the Diocese.

Minutes

18. Minutes. Following the close of Convention, the President of Convention, the Secretary of Convention and the Chancellor are authorized to certify the minutes before printing.

Virtual Convention

19. Virtual Convention. The Ecclesiastical Authority shall have the authority to declare that an Annual Convention or Special Convention be held virtually, which means real time interactions that take place over the internet using integrated audio and visual, chat tools and application sharing.

Robert's Rules of Order

20. Rules of Order. Unless in conflict with the Canons of The Episcopal Church or of the Diocese, or with the Standing Rules of Order of the Diocese, the conduct of Convention shall be guided by Robert's Rules of Order.

Suspension of Rules

21. Suspension of Rules of Order. No rule of order shall be suspended without the consent of two-thirds of the members present.

Amended and Restated on November 6, 2021