

Constitution

of

The Episcopal Diocese of Western North Carolina



Revised as of _____

DRAFT

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CONSTITUTION OF THE EPISCOPAL DIOCESE OF WESTERN NORTH CAROLINA

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**CONSTITUTION
OF
THE EPISCOPAL DIOCESE OF WESTERN NORTH CAROLINA**

PREAMBLE

The Episcopal Diocese of Western North Carolina (~~hereafter the “Diocese”~~) is a constituent part of The Protestant Episcopal Church in the United States of America (~~hereafter “The Episcopal Church”~~). The Diocese of Western North Carolina does hereby adopt and establish this constitution for its governance.

ARTICLE I. RULES OF CONSTRUCTION

SECTION 1.1—~~The provisions~~ For the purpose of understanding and applying this constitution ~~are to be applied in , the following definitions shall apply:~~

- ~~(a manner that is reasonable under the circumstances and consistent with the)~~ “Assisting Bishop” means a previously consecrated bishop of The Episcopal Church who is appointed by the Bishop Diocesan with the consent of the Standing Committee of the Diocese and Executive Council of the Diocese to provide additional episcopal services in the Diocese for a specific term.
- “Bishop Coadjutor” means an elected assistant bishop of the Diocese with the right of succession upon the death, resignation or retirement of the Bishop Diocesan.
- “Bishop Diocesan” means the elected and consecrated bishop who is the ordinary of the Diocese. Such person may also be referred to as the “Bishop.”
- “Bishop Suffragan” means an elected assistant bishop of the Diocese who does not automatically succeed the Bishop Diocesan.
- “Canons of the Diocese” means the canons of the Diocese as amended from time to time.
- “Canonically Resident” means resident in a specified diocese for purposes of the Constitution and Canons of the Church, as established by ordination to that diocese or by letters dimissory accepted by that diocese.
- “Cleric” means a person ordained for the ministry of bishop, priest or deacon in The ~~General~~ Episcopal Church.
- “Clerical Order” means those persons who are recognized as voting members of the Diocesan Convention in accordance with Section 3.3 of this constitution.

(i) “Congregation” means a body of worshipers who share in common the ministry of our Lord Jesus Christ. The Congregations recognized by the Diocese are classified as follows:

(1) the “Cathedral,” which is a body of worshippers whose place of worship serves as the seat of the Bishop within the Diocese and, subject to such other provisions in this constitution or the Canons of the Diocese, whose temporal affairs are under the supervision of a body of duly elected or appointed representatives referred to as a “Vestry” and whose worship and spiritual jurisdiction are under the care of a priest appointed by the Bishop and approved by the Vestry and who is referred to as the “Dean of the Cathedral;”

(2) a “Parish,” which is a body of worshippers that, subject to such other provisions in this constitution or the Canons of the Diocese, has its temporal affairs under the supervision of a body of duly elected or appointed representatives referred to as a “Vestry” and whose worship and spiritual jurisdiction are under the care of a priest called by the Vestry of such congregation and approved by the Bishop and who is referred to as the “Rector;”

(3) a “Worshipping Community,” which is a body of worshippers that, subject to such other provisions in this constitution or the Canons of the Diocese, has its temporal affairs under the supervision of a body of duly elected or appointed representatives referred to as a “Bishop’s Committee” and which has its worship and the spiritual jurisdiction under the care of a priest appointed by the Bishop and who is referred to as a “Vicar;” and

(~~the~~4) a “Chapel,” which is a body of worshippers that meet on a seasonal or intermittent basis and, subject to such other provisions in this constitution or the Canons of the Diocese, has its temporal affairs under the supervision of a body of duly elected or appointed representatives referred to as a “Governing Committee” and whose officiants must be approved by the Bishop.

(j) “Constitution and Canons of the Church” means the Constitution of The Episcopal Church or the Canons of The Episcopal Church, as either or both may be applicable to the matter at issue and as the same may be amended from time to time (~~hereafter the “Constitution and Canons of the Church”~~).

(k) “Diocese” means, depending on the context, either The Episcopal Diocese of Western North Carolina or to the area of its territorial jurisdiction.

(l) “Diocesan Convention” means that governing body of the Diocese.

(m) “Institution” means an unincorporated nonprofit association, a nonprofit

corporation, a foundation, trust or some other entity that is not a Cathedral, Parish, Worshipping Community or Chapel but is designed to express or advance aspects of The Episcopal Church's ministries and which was established by the Diocese or has an affiliation or relationship with the Diocese.

(n) "Lay Order" means those Laypersons eligible to serve and then serving as delegates, as contemplated by Section 3.4 of this constitution, at a meeting of the Diocesan Convention.

(o) "Layperson" means a person who is not in the Clerical Order and who: (i) is eighteen (18) years of age or older, (ii) is registered as a member of a Congregation of the Diocese, (iii) has received the sacrament of holy baptism and whose baptism has been duly recorded in The Episcopal Church, (iv) has been confirmed or received by a bishop of The Episcopal Church or by a bishop of a church in communion with The Episcopal Church, (v) has been faithful in corporate worship, unless for good cause prevented, and has been faithful in working, praying, and giving for the spread of the Kingdom of God, and (vi) has received Holy Communion in The Episcopal Church at least three times during the preceding year.

(p) "The Episcopal Church" shall refer to The Protestant Episcopal Church in the United States of America.

SECTION 1.2 If a word or phrase used in this constitution has a meaning ascribed to it in the Constitution and Canons of the Church, then such meaning shall also apply in this constitution unless a specific meaning is set forth herein or the context clearly requires otherwise.

SECTION 1.3 The provisions of this constitution are to be applied in a manner that is reasonable under the circumstances and consistent with the Constitution and Canons of the Church.

ARTICLE II. THE DIOCESE

SECTION 2.1 The Diocese is a nonprofit religious entity existing under the North Carolina Uniform Unincorporated Nonprofit Association Act.

SECTION 2.2 The territory of the Diocese includes the following 28 counties in the State of North Carolina: Cherokee, Graham, Clay, Swain, Macon, Haywood, Jackson, Madison, Buncombe, Transylvania, Henderson, Polk, Yancey, Mitchell, Avery, Watauga, Ashe, Alleghany, McDowell, Burke, Caldwell, Wilkes, Alexander, Catawba, Rutherford, Cleveland, Lincoln, and Gaston.

SECTION 2.3 The Diocese accedes to Constitution and Canons of the Church and acknowledges the authority of the General Convention of The Episcopal Church.

SECTION 2.4 The authority of the Diocese is vested in and shall be exercised by its Bishop Diocesan ~~(hereafter the "Bishop")~~,² its Bishop Coadjutor (if there is one), its Bishop Suffragans (if any), its Assisting Bishops (if any), its ~~Convention (hereafter the "Diocesan Convention")~~,² its Executive ~~Committee~~Council, its Finance Committee and its Standing Committee, all acting under

and in subordination to The Episcopal Church, the Constitution and Canons of the Church and the General Convention of The Episcopal Church.

SECTION 2.5 The Ecclesiastical Authority of the Diocese is the Bishop. In the Bishop's absence or inability to act, the Bishop Coadjutor (if there is one) 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, the Bishop Suffragan (if there is one, and if more than one by seniority based on date of consecration) shall be authorized to temporarily act for the Diocese as its Ecclesiastical Authority. If there is no Bishop, Bishop Coadjutor or Bishop Suffragan qualified and able to act, the Standing Committee shall be the Ecclesiastical Authority until a Bishop is elected and qualified. Whenever this constitution or the ~~canons~~Canons of the Diocese provide for action by the Bishop, such action, except as otherwise expressly limited by the Rubrics of The Book of Common Prayer, the Constitution and Canons of the Church or this constitution or the ~~canons~~Canons of the Diocese, is to be taken by the person or the Standing Committee, as may be applicable, then acting as the Ecclesiastical Authority of the Diocese.

SECTION 2.6 In addition to the Bishop ~~or Bishops,~~ any Bishop Coadjutor (if there is one), Bishop Suffragans (if any) and Assisting Bishops (if any), the officers of the Diocese shall include a Secretary, an Assistant Secretary, a Chief Financial Officer, a Treasurer, a Chancellor and an Archivist.

~~**SECTION 2.7** A "Congregation" is a body of worshippers who share in common the ministry of our Lord Jesus Christ. The Congregations recognized by the Diocese are classified as follows:~~

- ~~(a) the "Cathedral," which is a body of worshippers whose place of worship serves as the seat of the Bishop within the Diocese and, subject to such other provisions in this constitution or the canons of the Diocese, whose temporal affairs are under the supervision of a vestry and whose worship and spiritual jurisdiction are under the care of a priest in charge appointed by the Bishop and approved by the vestry and who is referred to as the "Dean of the Cathedral;"~~
- ~~(b) a "Parish," which is a body of worshippers that, subject to such other provisions in this constitution or the canons of the Diocese, has its temporal affairs under the supervision of a vestry and its worship and the spiritual jurisdiction under the care of a priest in charge called by the congregation and approved by the Bishop and who is referred to as the "Rector;"~~
- ~~(c) a "Worshipping Community," which is a body of worshippers that, subject to such other provisions in this constitution or the canons of the Diocese, has its temporal affairs under the supervision of a bishop's committee and its worship and the spiritual jurisdiction under the care of a priest in charge appointed by the Bishop and who is referred to as a "Vicar;" and~~

- ~~(d) a “Chapel,” which is a body of worshippers that meet on a seasonal or intermittent basis and, subject to such other provisions in this constitution or the canons of the Diocese, has its temporal affairs under the supervision of a governing committee that shall be subject to the Bishop’s direction and whose officiants must be approved by the Bishop.~~

~~SECTION 2.8 An “Institution” of the Diocese is an unincorporated nonprofit association, a nonprofit corporation, a foundation, trust or some other entity that is not a Cathedral, Parish, Worshipping Community or Chapel but is designed to express or advance aspects of The Episcopal Church’s ministries and which was established by the Diocese or has an affiliation or relationship with the Diocese.~~

ARTICLE III. THE DIOCESAN CONVENTION

SECTION 3.1 Legislative authority of the Diocese shall be vested in the Diocesan Convention, and the exercise of that authority shall be subject only to the General Convention of The Episcopal Church, the Constitution and Canons of the Church, this constitution and the ~~eanons~~Canons of the Diocese. Without limiting the generality of the foregoing, the Diocesan Convention shall have the following powers:

- (a) to elect a Bishop, Bishop Coadjutor or Bishop Suffragan of the Diocese in accordance with the Constitution and Canons of the Church;
- (b) to elect all such officers, boards, committees and delegations of the Diocese as may be provided for in this constitution or the ~~eanons~~Canons of the Diocese and in the manner prescribed herein or therein;
- (c) to approve the budget of the Diocese for each fiscal year;
- (d) to determine the apportionment of assessments for the ~~congregations~~Congregations and Institutions of the Diocese, with the power to adopt policies and rules regarding the same;
- (e) to pass resolutions, make declarations of policy and enact such other legislative measures as may seem proper;
- (f) to admit new Parishes, Worshipping Communities and Chapels to union with the Diocesan Convention and to determine the status of every Congregation in union with the Diocesan Convention;
- (g) to admit new Institutions to union with the Diocesan Convention and to determine the status of every Institution in union with the Diocesan Convention;
- (h) to create ~~and to or~~ cause to be incorporated such entities or bodies as it shall see fit, and to dissolve the same; and

- (i) to consider all matters properly coming before the Diocesan Convention in accordance with its rules of procedure.

SECTION 3.2 The Diocesan Convention shall be composed of ~~both clerics, certain persons~~ who collectively shall make up the “Clerical Order,” and ~~lay representatives, certain persons~~ who collectively shall make up the “Lay Order.”

SECTION 3.3 The following ~~clerics who are persons~~ not under ecclesiastical discipline at the start of the meeting of the Diocesan Convention shall be voting members of the Clerical Order of the Diocesan Convention:

- (a) The Bishop, the Bishop Coadjutor of the Diocese (if there is one), any Bishop Suffragan of the Diocese (if there is one), and any Assisting Bishop (if there is one);
- (b) Each deacon and priest of The Episcopal Church who is ~~canonically resident~~ Canonically Resident in the Diocese and (i) who has been elected or appointed to officiate in a Congregation or at an Institution of the Diocese and is still ~~the~~ an officiant ~~of~~ in such Congregation or Institution— at the start of the meeting of the Diocesan Convention or (ii) who has been regularly assigned by the Bishop for ministry within the Diocese and is still serving in such assigned position at the start of the meeting of the Diocesan Convention; ~~and~~
- (c) Each ordained minister of a church or denomination in communion with The Episcopal Church who is serving a Congregation or Institution of the Diocese at the start of the meeting of the Diocesan Convention; ~~and..~~
- ~~(d) Any Bishop, Bishop Coadjutor or Bishop Suffragan of the Diocese who has resigned and who resides within the territory of the Diocese at the start of the Diocesan Convention.~~

SECTION 3.4 The following ~~lay persons~~ Laypersons who are not under ecclesiastical censure at the start of the meeting of the Diocesan Convention shall be voting members of the Lay Order of the Diocesan Convention:

- (a) The Cathedral and each Parish within the Diocese shall be entitled to representation by ~~at least two (2) lay delegates. Each such lay delegate shall be an adult communicant in good standing in the Congregation he or she represents; two (2) Layperson delegates.;~~ Layperson delegates.;
- (b) Each Worshipping Community and Chapel within the Diocese shall be entitled to representation by one (1) ~~lay~~ Layperson delegate; and
- (c) Each Institution of the Diocese shall be entitled to representation by one (1) ~~lay~~ Layperson delegate.

~~SECTION 3.5~~ **SECTION 3.5** Any Bishop, Bishop Coadjutor, Bishop Suffragan or Assisting Bishop of the Diocese who has resigned, resides within the territory of the Diocese at the start of the Diocesan Convention and is not under ecclesiastical discipline at the start of the meeting of the Diocesan Convention shall have seat and voice at the Diocesan Convention, but no right to vote. In addition, each priest and deacon of The Episcopal Church who is Canonically Resident in the Diocese, is not otherwise a voting member of the Clerical Order as addressed in Section 3.3 above and is not under ecclesiastical discipline at the start of the meeting of the Diocesan Convention shall have seat and voice at the Diocesan Convention, but no right to vote. The Diocesan Convention may grant ex-officio or honorary membership, with seat and voice but no right to vote, to such other persons as it deems appropriate or as it may specify in a duly adopted canon.

SECTION 3.6 The Diocesan Convention shall meet annually at such date and place as the Bishop may determine.

SECTION 3.7 The Bishop may call a special meeting of the Diocesan Convention. The notice shall specify the purposes for which the special meeting of the Diocesan Convention is called, and only business germane to such purposes shall be in order, except by the affirmative vote of two-thirds (2/3) of the members of the Clerical Order present and two-thirds (2/3) of the members of the Lay Order present.

SECTION 3.8 Written notice of every annual or special meeting of the Diocesan Convention shall be given by the Secretary at least 30 days prior to the occurrence of such meeting of the Diocesan Convention. The notice shall be sent to every Congregation and Institution of the Diocese ~~and to every Cleric then eligible to vote and,~~ to every person then entitled to participate in the Diocesan Convention in the Clerical Order and to every person then having the right to seat and voice at the Diocesan Convention but no right to vote, and such notice shall specify the time and place and, in the case of a special Diocesan Convention, the purpose of the Diocesan Convention.

SECTION 3.9 A quorum for transacting business at a meeting of the Diocesan Convention shall exist if at least one ~~third~~ half (1/32) of ~~all Clerics~~ those persons then entitled to ~~vote are present~~ participate in the Diocesan Convention in the Clerical Order and at least one ~~third~~ half (1/32) of the Congregations and Institutions ~~of the Diocese~~ have at least one (1) ~~lay~~ Lay person delegate present. If such representation is not present, then it shall be announced that no quorum exists, and the Diocesan Convention shall be recessed until such a quorum is present.

SECTION 3.10 In all matters which shall come before the Diocesan Convention, the Clerical Order and Lay Order shall deliberate as one body. Except as may be provided otherwise in this constitution or in the ~~canons~~ Canons of the Diocese, in voting the Clerical Order and Lay Order shall vote as one body, and a majority of such votes shall determine the outcome of the matter. Cumulative voting and voting by proxy or by absentee ballot shall not be permitted.

ARTICLE IV. THE OFFICE OF BISHOP

SECTION 4.1 The Bishop shall have ~~and exercise all powers~~ such authority vested in that office by the Constitution and Canons of the Church. Subject to or as limited by the same, the Bishop:

- (a) is the chief pastor of the Diocese and may preside and officiate in the worship of The Episcopal Church at ~~the Cathedral of the Diocese or at any Parish, Chapel or Worshipping Community in the Diocese~~ any Congregation or elsewhere in the Diocese;
- (b) is the Ordinary of all religious and benevolent organizations of the Diocese, may attend and preside at any of their meetings, and has final appellate jurisdiction over their affairs;
- (c) is the chief executive of the Diocese with responsibility for directing its business and temporal affairs in a manner that is consistent with this constitution, the ~~eanons~~ Canons of the Diocese and the directives and determinations of the Diocesan Convention and the Executive ~~Committee~~ Council;
- (d) possesses the authority to sign ~~(with or without the Secretary, an Assistant Secretary, or any other officer or agent of the Diocese) such deeds, deeds of trust, contracts or other instruments for and on behalf of the Diocese to effectuate duly authorized transactions, except that any deed, lease, deed of trust or other instrument that conveys an interest in real property of or belonging to the Diocese must also be signed by the Secretary of the Diocese, the Assistant Secretary of the Diocese, the Chief Financial Officer of the Diocese or the Treasurer of the Diocese;~~
- (e) has the power of appointment to fill any vacancies in any offices, boards and committees, except as otherwise specifically provided by this constitution or the ~~eanons~~ Canons of the Diocese;
- (f) accredits and receives members of clergy;
- (g) may intervene in a situation where there ~~are disagreements and is a disagreement or~~ dissension between or among clergy/priests of different Congregations, or between any Congregation ~~or~~ and its vestry/priest or between a Vestry, Bishop's Committee or Governing Committee, as applicable, and its clergy/the priest or officiant of the Congregation with which such Vestry, Bishop's Committee or Governing Committee is associated; and
- (h) shall perform such other acts and shall have such additional powers as may be prescribed in the ~~eanons~~ Canons of the Diocese.

SECTION 4.2 Whenever the Bishop shall issue a pastoral letter, it shall be the duty of every ~~minister/priest~~ minister/priest in charge of a Congregation to read the letter at all services on the Sunday following its receipt, or to cause copies of the same to be distributed to the members of the Congregation not later than one month after its receipt.

SECTION 4.3 The election of a Bishop, a Bishop Coadjutor, or a Bishop Suffragan for the Diocese shall be held at a meeting of the Diocesan Convention. The call to elect a Bishop, a Bishop Coadjutor, or a Bishop Suffragan shall be issued by the Standing Committee. The Standing

Committee, acting through the Secretary, shall give written notice of any such election to each Congregation and Institution within the Diocese ~~and,~~ to every ~~Cleric-eligible person then entitled to participate in the Diocesan Convention in the Clerical Order and to every person then having the right to seat and voice at the Diocesan Convention but no right~~ to vote. Such notice shall be given at least 30 days in advance of the start of the meeting of the Diocesan Convention. For the purpose of electing a Bishop, Bishop Coadjutor or a Bishop Suffragan, the Clerical Order and Lay Order shall vote separately by written ballot, and the concurrent majority vote of the Clerical Order and Lay Order shall be necessary to elect an individual to the office at issue.

ARTICLE V. OFFICERS OF THE DIOCESE

SECTION 5.1 The Bishop shall be the President of the Diocesan Convention. In the absence of the Bishop, the following, in the order listed and if present, shall preside as President of the Diocesan Convention: the Bishop Coadjutor (if there is one), a Bishop Suffragan (if there is one and senior in time of consecration), or the President of the Standing Committee, ~~or~~ If neither the Bishop nor the other persons listed are present, the President of the Diocesan Convention shall be such person as elected from among the priests ordained in The Episcopal Church in the Clerical Order present at the Diocesan Convention by majority vote of all delegates of the Clerical Order and Lay Order voting as one body.

SECTION 5.2 The Secretary of the Diocese shall be appointed by the Bishop with the advice and consent of the Executive ~~Committee~~Council. The Secretary shall continue in office until his or her resignation or death or until he or she is removed from office by the Bishop. The Secretary also shall serve as Secretary of the Diocesan Convention, take minutes of its proceedings and attest to the public acts of such body. The Secretary shall perform such duties as prescribed by the Constitution and Canons of the Church and such other duties as may be prescribed by this constitution, the ~~canons~~Canons of the Diocese, the Bishop or the Executive ~~Committee~~Council.

SECTION 5.3 The Assistant Secretary of the Diocese shall be appointed by the Bishop with the advice and consent of the Executive ~~Committee~~Council. The Assistant Secretary shall continue in office until his or her resignation or death or until he or she is removed from office by the Bishop. The Assistant Secretary shall perform the functions of the Secretary when he or she is not reasonably available, and like the Secretary he or she may attest to the public acts of the Diocesan Convention. The Assistant Secretary shall perform such other duties as prescribed by the Bishop or Executive ~~Committee~~Council.

SECTION 5.4 The Chief Financial Officer of the Diocese shall be appointed by the Bishop with the advice and consent of the Executive ~~Committee~~Council. The Chief Financial Officer shall continue in office until his or her resignation or death or until he or she is removed from office by the Bishop. The Chief Financial Officer will have primary ~~day-to-day~~ responsibility for planning, implementing, managing and controlling all financial-related activities and tax-related activities of the Diocese. This Without limiting the generality of the foregoing, this will include responsibility for implementing and maintaining appropriate accounting, ~~finance, forecasting, strategic planning, compliance matters, financing~~ and reporting systems, preparing financial statements, establishing internal controls, preparing budgets, filing tax returns and securing adequate insurance for ~~Diocesan~~the properties and assets of the Diocese and the activities of the Diocese. The Chief

Financial Officer shall perform such other duties as may be prescribed by this constitution, the ~~canons~~Canons of the Diocese, the Bishop, the Executive Committee~~Council~~ or the Finance Committee.

SECTION 5.5 The Treasurer of the Diocese shall be appointed by the Bishop with the advice and consent of the Executive Committee~~Council~~. The Treasurer shall continue in office until his or her resignation or death or until he or she is removed from office by the Bishop. The Treasurer shall receive and safely keep all funds placed in his or her care; and he or she shall disburse and dispose of the same as may be provided by an approved budget of the Diocese or as authorized by the Diocesan Convention ~~or, when the Diocesan Convention is not in session, by the Executive Committee.~~ He or she shall report annually to the Diocesan Convention an account showing all money received by him or her, and the manner in which he or she has disbursed or disposed of the same. The Treasurer shall give bond in an amount to be fixed by the Executive Committee~~Council~~, with corporate surety approved by the Executive Committee~~Council~~, which bond shall be conditioned upon the faithful performance of the duties of his or her office.

SECTION 5.6 The Chancellor of the Diocese shall be appointed by the Bishop with the advice and consent of the Executive Committee~~Council~~. The Chancellor shall continue in office until his or her resignation or death or until he or she is removed from office by the Bishop. The Chancellor must be a licensed member of the North Carolina State Bar. The Chancellor shall be the legal advisor ~~of the Diocesan Convention, Bishop, and the Executive Committee, Standing Committee and Finance Committee of~~ to the Diocese.

SECTION 5.7 The Archivist of the Diocese shall be appointed by the Bishop with the advice and consent of the Executive Committee~~Council~~. The Archivist shall continue in office until his or her resignation or death or until he or she is removed from office by the Bishop. The Archivist shall procure, catalogue, maintain and preserve safely all journals, minutes, reports and other documents relating to the Diocese and committees and such other journals, histories and records that may be received by the Archivist. The Archivist shall perform such other duties as prescribed by this constitution, the ~~canons~~Canons of the Diocese, the Bishop or the Executive Committee~~Council~~.

SECTION 5.8 The Bishop may, with the advice and consent of the Executive Committee~~Council~~, appoint one or more other officers, with any such officer to have those duties as specified at the time of appointment. Any such officer shall continue in office until his or her resignation or death or until he or she is removed from office by the Bishop.

SECTION 5.9 No person may hold more than one of the foregoing offices at any time.

ARTICLE VI. EXECUTIVE COMMITTEE~~COUNCIL~~

SECTION 6.1 The Diocese shall have an Executive Committee~~Council~~ consisting of the Bishop and such other persons designated or elected as provided by the ~~canons~~Canons of the Diocese.

~~**SECTION 6.2** The Executive Committee has~~**SECTION 6.2** When the Diocesan Convention is not in session and except as otherwise provided herein, the Executive Council may exercise such powers and authority granted to the Diocesan Convention, which includes general supervision,

control and management of all business affairs, properties and finances of the Diocese ~~when the Diocesan Convention is not in session.~~ Its acts shall be binding upon the Diocese unless they ~~be~~ subsequently modified by the Diocesan Convention. Without limiting the generality of the foregoing, the Executive ~~Committee~~Council:

- (a) is responsible, along with the Bishop, for developing and implementing policies and programs, adopted by the Diocesan Convention and ~~budgets approved and~~ overseeing the operation of the Diocese consistent with any budget adopted by the Diocesan Convention;
- (b) must approve, after consulting with the Finance Committee, any changes to a budget approved by the Diocesan Convention or any expenditure by the Diocese that is materially in excess of the amount as authorized in any such budget;
- (c) shall control and manage all personal property and real property received by or held in the name or for the benefit of the Diocese, except that real property of or belonging to the Diocese shall not be sold, mortgaged, encumbered or otherwise disposed of without the prior consent of either the Diocesan Convention or the Executive ~~Committee~~Council when the Diocesan Convention is not in session, the Bishop and the Standing Committee;
- (d) may establish one or more entities that are wholly-owned by the Diocese to receive, hold or invest assets, provided that the governing instruments of any such entity shall prohibit the sale, mortgage, encumbrance or other disposition of any real property held by the entity without the prior consent of either the Diocesan Convention or the Executive ~~Committee~~Council when the Diocesan Convention is not in session, the Bishop and the Standing Committee;
- (e) shall invest, after consulting with the Finance Committee, all excess funds of the Diocese in a manner that reflects the future needs of the Diocese;
- (f) may cause the Diocese, after consulting with the Finance Committee and with the prior approval of the Bishop and the Standing Committee, to borrow funds, execute and deliver a promissory note or other indicia of debt as may be required in connection with any such loan, and grant such security as it may deem prudent and appropriate to secure the repayment of such loan;
- (g) may create such ad-hoc committees as it deems advisable to carry out its work or to perform tasks assigned to it by the Diocesan Convention;
- (h) except as may be otherwise specified herein, must approve all appointments by the Bishop of any officers of the Diocese; and
- (i) shall ~~negotiate the compensation and other terms and benefits of any person elected to the Episcopate; and~~

~~(j) shall perform such other acts and shall have such additional powers as may be prescribed in the canons Canons of the Diocese.~~

SECTION 6.3 Notwithstanding the fact that the Executive ~~Committee~~ Council generally has the authority to act for and on behalf the Diocesan Convention when not in session, it shall have no authority to ~~adopt, amend or repeal this constitution or any canons of the Diocese, such powers being reserved exclusively for the Diocesan Convention.~~ do any of the following matters:

- ~~(a) elect a Bishop, a Bishop Coadjutor, or a Bishop Suffragan for the Diocese;~~
- ~~(b) admit new Parishes, Worshipping Communities and Chapels to union with the Diocesan Convention; or~~
- ~~(c) fill any vacancy in any office or a seat on any board or committee where the office or seat was initially filled by an election of the Diocesan Convention and where the authority to fill such vacancy has been expressly delegated by this constitution or the Canons of the Diocese to a person or a body other than the Executive Council;~~
- ~~(d) change any assessment on a Congregation or Institution to an amount greater than what was approved by the Diocesan Convention;~~
- ~~(e) perform any other act that may be exclusively reserved for the Diocesan Convention by an express statement to this effect in this constitution or in the Canons of the Diocese;~~
- ~~(f) repeal or modify or take any action contrary to a resolution adopted by the Diocesan Convention where such resolution expressly states that Executive Council shall have no authority to repeal or modify the same or to take any action contrary to such resolution; or~~
- ~~(g) adopt, amend or repeal this constitution or any Canons of the Diocese, except for making or authorizing the Chancellor to make non-substantive amendments as herein expressly allowed or as may be expressly allowed in the Canons of the Diocese.~~

ARTICLE VII. FINANCE COMMITTEE

SECTION 7.1 The Diocese shall have a Finance Committee, ~~consisting of the composition of which shall be specified~~ Bishop and such other persons designated or elected as provided by the ~~canons~~ Canons of the Diocese.

SECTION 7.2 The Finance Committee is to provide the Diocesan Convention with assurance that both the financial policy and financial affairs of the Diocese are appropriately developed, implemented and managed and to make specific policy and operational recommendations. Without limiting the generality of the foregoing, the Finance Committee shall:

- (a) supervise the financial affairs of the Diocese;
- (b) advise the Diocesan Convention, Executive Committee Council and Bishop as to financial matters of or relating to the Diocese;
- (c) along with the Bishop, supervise the Chief Financial Officer and the Treasurer to ensure the fulfillment of their job responsibilities;
- (d) ensure that the Diocese complies with the standards of business methods imposed by the Constitution and Canons of the Church;
- (e) advise the Executive Committee Council and Treasurer as to the investment of all excess funds of the Diocese, including funds that may be held in any entity created by the Diocese to receive, hold and invest property assets, in a manner that reflects the future needs of the Diocese;
- (f) along with the Chief Financial Officer, develop an annual budget for the Diocese, including the level of mutual ministry support from the Congregations to meet the mission and budget requirements of the Diocese, for presentation to the Diocesan Convention for consideration;
- (g) along with the Chief Financial Officer, supervise the payments and reporting of mutual ministry support by the Congregations;
- (h) between meetings of the Diocesan Convention, advise and make recommendations to the Executive Committee Council as to any material modification to the budget approved by the Diocesan Convention or with regard to any proposed expenditure it is considering that is materially in excess of the amount, if any, as provided in the approved budget;
- (i) select and, where appropriate, replace the independent auditors of the Diocese, supervise the annual audit of the Diocese's financial statements, and review the audited financial statements;
- (j) advise the Diocesan Convention and/or Executive Committee Council, Congregations and Institutions as to compensation of Clergy priests serving Congregations and diocesan Institutions and personnel employed by the Diocese;
- (k) see that all Congregations have an adequate budget system and that the financial statements of all Congregations are audited annually in accordance with Constitution and Canons of the Church and the canons Canons of the Diocese; and
- (l) perform such other acts and have such additional powers as may be prescribed in this constitution or the canons Canons of the Diocese.

ARTICLE VIII. STANDING COMMITTEE

SECTION 8.1 The Diocese shall have a Standing Committee consisting of ~~four clerics and four lay~~such persons designated or elected as provided by the ~~canons~~Canons of the Diocese.

SECTION 8.2 The Standing Committee shall act as the Bishop's council of advice and shall have those powers and perform those functions as prescribed by Constitution and Canons of the Church. Without limiting the generality of the foregoing, the Standing Committee shall:

- (a) interview, approve and recommend persons for candidacy and ordination to Holy Orders;
- (b) consider any proposed sale, mortgage, encumbrance or other disposition of real property owned by the Diocese or any real property owned by any entity established by the Diocese to receive, hold or invest assets, and either consent or withhold its consent as to the same; ~~and~~

~~_____ (c) from time to time engage in a mutual ministry review, in such manner and with such assistance of others as the Standing Committee deems appropriate, to reflect on and evaluate how the Bishop and the various organizations of the Diocese have lived out their ministries together and to offer guidance; and~~

~~_____ (d) perform such other acts and have such additional powers as may be prescribed in this constitution or the ~~canons~~Canons of the Diocese.~~

ARTICLE IX. COMMISSION ON MINISTRY

SECTION 9.1 The Diocese shall have a Commission on Ministry, ~~consisting of the ~~composition of which shall be~~ Bishop and such other persons designated or elected~~ as provided by the ~~canons~~Canons of the Diocese.

SECTION 9.2 The Commission on Ministry shall act as the Bishop's council of advice and shall have those powers and perform those functions as prescribed by Constitution and Canons of the Church. Without limiting the generality of the foregoing, the Commission on Ministry shall advise and assist the Bishop:

- (a) in matters pertaining to the enlistment, selection, examination, education and pastoral care of postulants, candidates and deacons;
- (b) in matters pertaining to continuing education, pastoral care and accountability of ~~Clergy~~priests and deacons; and
- (c) in supporting the development, training, licensing, utilization and affirmation of the ministry of ~~lay~~other persons in the world.

ARTICLE X. DEPUTIES TO THE GENERAL CONVENTION

Deputies to represent the Diocese at the General Convention of The Episcopal Church, together with alternate deputies, shall be elected at least twelve (12) months preceding the date such General Convention for which they are to be seated is scheduled to convene. Such election shall occur at an annual meeting of the Diocesan Convention or at a special meeting of the Diocesan Convention called for that purpose.

ARTICLE XI. CONGREGATIONS AND INSTITUTIONS

SECTION 11.1 A Congregation or Institution not already in union with the Diocesan Convention may be admitted into union with the Diocesan Convention by the affirmative vote of a majority of the members of the Diocesan Convention present, provided the applicant Congregation or Institution (a) expressly accedes to the constitution and ~~canons~~ Canons of the Diocese, and the Constitution and Canons of the ~~Church and worship of The Episcopal~~ Church and (b) does such other things and provides such additional documents and information as may from time to time be prescribed by the ~~canons~~ Canons of the Diocese.

SECTION 11.2 Whenever, in the judgment of the Bishop, a Congregation or Institution should have its privilege of representation in the Diocesan Convention suspended or its parochial relationship with the Diocese dissolved, the Bishop shall so advise the Diocesan Convention and explain the basis for his or her determination. Thereupon, by a concurrent two-thirds (2/3) vote of the Clerical Order and Lay Order, voting separately, the Diocesan Convention may proceed to suspend the representation of such Congregation or Institution in the Diocesan Convention or wholly dissolve its parochial relationship with the Diocese. Upon the dissolution of the parochial relationship of a Congregation or Institution with the Diocese, the real and personal property of such Congregation or Institution shall be surrendered and conveyed to the Diocese or as otherwise directed by the Diocese or The Episcopal Church, and in the event of a conflict between directions from the Diocese and The Episcopal Church the direction from The Episcopal Church shall control.

ARTICLE XII. ASESSEMENTS

SECTION 12.1 The Diocesan Convention shall have the power to raise money by assessment on the Congregations and Institutions in union with the Diocesan Convention, by canon or by vote, for the operating expenses of the Diocese or for such other purposes as the Diocesan Convention may from time to time approve.

SECTION 12.2 The Diocesan Convention shall have the power to impose such penalties as it may determine for the failure to pay such assessments when due.

ARTICLE XIII. REAL PROPERTY

SECTION 13.1 All rights and authority heretofore vested in trustees of the Diocese as to ownership of property for the benefit of the Diocese ~~is~~ are hereafter vested in the Diocese itself, and the Diocese in its name shall hold title to such property with all rights and authority to manage, dispose of or otherwise deal the same in accordance with the authority granted by the North Carolina

Unincorporated Nonprofit Association Act, including amendments to the same. All property heretofore conveyed to or held by the trustees of the Diocese is hereby conveyed to and vested in the name of the Diocese. If necessary to give effect to the ~~same foregoing sentences of this Section~~ or to cause any property to be conveyed or retitled by the Diocese or in the name of the Diocese, the Bishop shall be deemed the sole trustee of the Diocese for the purpose of executing any deed or instrument of conveyance and if necessary he or she may sign any deed or instrument of conveyance as sole trustee of the Diocese.

SECTION 13.2 Each Congregation and Institution affiliated or in union with the Diocesan Convention holds its property in trust for The Episcopal Church and the Diocese. In the event a Congregation or Institution is severed from an affiliation with the Diocese or its union with the Diocesan Convention, if applicable, title to all of its property shall vest in the Diocese.

ARTICLE XIV. ADOPTION AND AMENDMENT OF CANONS

SECTION 14.1 The Diocesan Convention, at an annual meeting or special meeting, shall have the power and authority to enact ~~canons~~Canons for the Diocese upon such matters as it may think proper, provided that no such canon shall be inconsistent with the provisions of this constitution.

SECTION 14.2 The Diocesan Convention, at an annual meeting or special meeting, shall have the power to modify, amend or repeal any canon of the Diocese, provided that no such act shall conflict or be inconsistent with the provisions of this constitution.

Section 14.3 To the extent of any conflict or inconsistency between this constitution and any canon of the Diocese, this constitution shall prevail and control.

ARTICLE XV. AMENDMENTS TO CONSTITUTION

SECTION 15.1 This Constitution may be amended only as follows:

- (a) An amendment to the Constitution may be introduced only at an annual meeting of the Diocesan Convention.
- (b) Once introduced, the President of the Diocesan Convention shall immediately appoint a committee consisting of three (3) ~~clerical delegates~~Clerics and three (3) ~~lay delegates of such Diocesan Convention~~Laypersons, which committee shall be referred to as the "Constitution and Canons Committee." This committee shall remain in existence until it has offered its report and recommendation on the proposed amendment at the next annual meeting of the Diocesan Convention and is discharged by the President of the Diocesan Convention. Upon the occurrence of a vacancy in the membership of the Constitution and Canons Committee, the Bishop shall appoint a person to fill such vacancy.
- (c) The Constitution and Canons Committee shall have the responsibility of reviewing the proposed amendment and reporting on the matter at the next annual Diocesan Convention of the Diocese in one of the following forms: (i) a recommendation for

adoption of the amendment as presented; (ii) a recommendation for rejection of the amendment as presented; or (iii) a recommendation for adoption of the amendment but with modifications as offered by the Constitution and Canons Committee or with proposed amendments to the ~~canons~~ Canons of the Diocese that it deems necessary or beneficial as a result of the proposed amendment to this constitution.

(d) After the Constitution and Canons Committee makes its report, the delegates of the Diocesan Convention shall undertake the following actions:

(i) As an initial matter, the delegates shall vote on the amendment to this constitution as initially introduced. For such amendment to be adopted, the amendment must receive the concurrent approval of two-thirds (2/3) of the Lay Order and two-thirds (2/3) of the Clerical Order, voting separately.

(ii) If the amendment to this constitution as initially introduced is not approved and the report of the Constitution and Canons Committee recommended adoption of such amendment but with modifications as offered by it or with amendments to the ~~canons~~ Canons of the Diocese as offered by it, then the delegates shall vote on the proposed amendment(s) offered by the Constitution and Canons Committee. For the amendment(s) to be adopted, the amendment(s) must receive the concurrent approval of two-thirds (2/3) of the Lay Order and two-thirds (2/3) of the Clerical Order, voting separately.

(e) Notwithstanding the foregoing, the Chancellor, with the approval of the Executive Council, may make non-substantive changes to this constitution to correct punctuation, spelling, typographical, grammatical, formatting and numbering errors, and such changes shall not require the approval of the Diocesan Convention and shall take effect immediately.

SECTION. 15.2 The President and Secretary of the Diocesan Convention shall certify the Diocesan Convention's adoption of any amendments to this constitution or the ~~canons~~ Canons of the Diocese. The Archivist shall maintain a book, titled "Constitutions and Canons of The Episcopal Diocese of Western North Carolina," in which such provisions and certifications shall be recorded. The provisions in that book shall be presumed to have been duly adopted and correctly recorded.

ARTICLE XVI. REPEAL

Following approval and adoption of this constitution by the Diocesan Convention, the constitution previously in effect shall be repealed.

ARICLE XVII. TRANSITIONAL PROVISIONS

SECTION 17.1 Every Congregation, heretofore established and in union with the Diocesan Convention shall continue as a Congregation of this Diocese as though established under this constitution and the ~~canons~~ Canons of the Diocese.

SECTION 17.2 Every Institution heretofore established and in union with the Diocesan Convention shall continue as an Institution of this Diocese as though established under this constitution and the ~~eanons~~Canons of the Diocese.

SECTION 17.3 Every certified list of delegates, the register and all other records of a Congregation heretofore established shall continue until duly amended or changed in accordance with this constitution and the ~~eanons~~Canons of the Diocese.

SECTION 17.4 Every certified list of the ~~cleries~~Clerics of the Diocese and other records of the Diocese heretofore established shall continue until duly amended or changed in accordance with this constitution and the ~~eanons~~Canons of the Diocese.

SECTION 17.5 Every member of a committee or commission heretofore established and continued under this constitution or the ~~eanons~~Canons of the Diocese, and every officer heretofore chosen and whose office is continued under this constitution or the ~~eanons~~Canons of the Diocese, shall continue in office as though elected, designated or appointed under this constitution or the ~~eanons~~Canons of the Diocese until his or her successor is elected, designated or appointed. In the event the number of persons to serve on any committee or commission is reduced or the terms for service are to be staggered by this constitution or the ~~eanons~~Canons of the Diocese, then in either event the Bishop shall have the right to remove certain persons from office or to stagger terms of service so as to cause the membership of each such committee or commission to be consistent with the terms of this constitution or the canons of the Diocese, as may be applicable.

SECTION 17.6 ~~The position, rights~~If there should be uncertainty as to whether any right or authority of ~~any layperson or clerica person,~~ Congregation or Institution heretofore existing ~~that is unclear whether or not they are~~is continued under this constitution or the ~~eanons~~Canons of the Diocese, an application for the resolution of such matter may apply be made to the Bishop for a decision ~~on,~~ and his, or her or its status, and such decision shall be final and binding ~~on all.~~

Bishop's Concurrence

I concur in the amendment to the Constitution of The Episcopal Diocese of Western North Carolina as adopted by the _____ Convention of The Episcopal Diocese of Western North Carolina on _____, 20____.

José A. McLoughlin, Seventh Bishop Diocesan of The
Episcopal Diocese of Western North Carolina

Secretary's Certificate

I hereby certify that the foregoing is a true and correct copy of the Constitution of The Episcopal Diocese of Western North Carolina as the same was adopted by the _____ Convention of The Episcopal Diocese of Western North Carolina on _____, 20____.

_____, Secretary of the _____ Convention
of The Episcopal Diocese of Western North Carolina