# Constitution

of

The Episcopal Diocese of Western North Carolina




Adopted November 11, 2023
at the 101st Annual Convention of the Diocese

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

## ARTICLE I. RULES OF CONSTRUCTION

**SECTION 1.1** For the purpose of understanding and applying this constitution, the following definitions shall apply:

(a) "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.

(b) "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.

(c) "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."

(d) "Bishop Suffragan" means an elected assistant bishop of the Diocese who has tenure and who does not automatically succeed the Bishop Diocesan.

(e) "Canons of the Diocese" means the canons of the Diocese as amended from time to time.

(f) "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.

(g) "Cleric" means a person ordained for the ministry of bishop, priest, or deacon in The Episcopal Church.

(h) "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 selected in accordance with Canons of the Diocese 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 may not be fully self-supporting and as a result may depend, at least partially, upon financial support from the Diocese, is considered a mission or ministry of the Diocese and 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 "Governing 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

(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.

(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 the governing body of the Diocese.

(m) "Diocesan Entity" means a corporation, limited liability company, or some other entity wholly-owned by the Diocese and whose purposes include receiving, holding, investing, or managing assets.

(n) "Institution" means an unincorporated nonprofit association, a nonprofit corporation, a limited liability company, a foundation, a 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.

(o) "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.

(p) "Layperson" means a person who is not in the Clerical Order and who: (i) is sixteen (16) years of age or older, (ii) has received the sacrament of holy baptism and whose baptism has been duly recorded in a congregation of The Episcopal Church, (iii) has supported or otherwise actively participated in the life of a Congregation of the Diocese during the preceding year, (iv) 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.

(q) "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, its Bishop Coadjutor (if there is one), its Bishop Suffragans (if any), its Assisting

Bishops (if any), its Diocesan Convention, its Executive Council, 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 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 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, 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 Treasurer, a Chancellor, and an Archivist.

## 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 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 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 raise funds from its Congregations or Institutions or from other sources as may be proper or necessary for the well-being 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 or cause to be incorporated such entities or bodies as it shall see fit, and to dissolve the same;

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

(j) to elect deputies and alternate deputies to represent the Diocese at the General Convention of The Episcopal Church.

**SECTION 3.2** The Diocesan Convention shall be composed of certain persons who collectively shall make up the "Clerical Order," and certain persons who collectively shall make up the "Lay Order."

**SECTION 3.3** The following 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 are any), and any Assisting Bishop (if there are any);

(b) Each Bishop, Bishop Coadjutor, Bishop Suffragan, or Assisting Bishop of the Diocese who has resigned, is under the age seventy-two (72) at the start of the Diocesan Convention, 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.

(c) Each deacon and priest of The Episcopal Church (i) who has been elected or appointed to officiate in a Congregation or at an Institution of the Diocese and is still an officiant 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;

(d) Each deacon or priest of The Episcopal Church not included in subparagraph (c) above who is Canonically Resident in the Diocese, is under the age of seventy-two (72) at the start of the Diocesan Convention, and is not under ecclesiastical discipline at the start of the meeting of the Diocesan Convention; and

(e) 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.

**SECTION 3.4** The following Laypersons who are eighteen (18) years or older and 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 two (2) Layperson delegates;

(b) Each Worshipping Community within the Diocese shall be entitled to representation by two (2) Layperson delegates; and

(c) Each Chapel within the Diocese shall be entitled to representation by one (1) Layperson delegate.

**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, is not under ecclesiastical discipline at the start of the meeting of the Diocesan Convention, and is not otherwise a voting member of the Clerical Order as addressed in Section 3.3 above 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 Executive Council 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, 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-half (1/2) of those persons then entitled to participate in the Diocesan Convention in the Clerical Order and at least one-half (1/2) of the Congregations of the Diocese have at least one (1) Layperson 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 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 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 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 Canons of the Diocese, and the directives and determinations of the Diocesan Convention and the Executive Council;

(d) possesses the authority to sign 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 must also be signed by the Treasurer of the Diocese as addressed in Article XII of this constitution;

(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 Canons of the Diocese;

(f) accredits and receives members of clergy;

(g) may intervene in a situation where there is a disagreement or dissension between priests of different Congregations, or between any Congregation and its clerics or between a Vestry or Governing Committee, as applicable, and the clerics or

officiant of the Congregation with which such Vestry or Governing Committee is associated; and

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

**SECTION 4.2** Whenever the Bishop shall issue a pastoral letter, it shall be the duty of every 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 fourteen (14) days 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 within the Diocese, 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. 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. 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 elected by the Diocesan Convention, or if the Diocesan Convention is not in session and there shall be a vacancy in such office the Executive Council shall appoint the Secretary. 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 of the Diocese, the Bishop, or the Executive Council.

**SECTION 5.3** The Assistant Secretary of the Diocese shall be appointed by the Bishop with the consent of the Diocesan Convention, or if the Diocesan Convention is not in session with the consent of the Executive Council. The Assistant Secretary shall perform the functions of the

Secretary when the Secretary is not reasonably available, and like the Secretary 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 Council.

**SECTION 5.4** The Treasurer of the Diocese shall be elected by the Diocesan Convention, or if the Diocesan Convention is not in session and there shall be a vacancy in such office the Executive Council shall appoint the Treasurer. The Treasurer shall receive and safely keep all funds placed in the Treasurer's care; and the Treasurer 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. The Treasurer shall report annually to the Diocesan Convention an account showing all money received by the Treasurer, and the manner in which the Treasurer has disbursed or disposed of the same. The Treasurer shall give bond in an amount to be fixed by the Executive Council, with corporate surety approved by the Executive Council, which bond shall be conditioned upon the faithful performance of the duties of the Treasurer's office.

**SECTION 5.5** The Chancellor of the Diocese shall be elected by the Diocesan Convention, or if the Diocesan Convention is not in session and there shall be a vacancy in such office the Executive Council shall appoint the Chancellor. The Chancellor must be a licensed member of the North Carolina State Bar. The Chancellor shall be the legal advisor to the Diocese.

**SECTION 5.6** The Archivist of the Diocese shall be appointed by the Bishop with the consent of the Diocesan Convention, or if the Diocesan Convention is not in session with the consent of the Executive Council. 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 of the Diocese, the Bishop or the Executive Council.

**SECTION 5.7** The Bishop may, with the advice and consent of the Diocesan Convention, or if the Diocesan Convention is not in session with the advance and consent of the Executive Council, appoint one or more other officers, with any such officer to have those duties as specified at the time of appointment.

**SECTION 5.8** No person may hold more than one of the foregoing offices at any time.

**SECTION 5.9** A person elected or appointed to serve in any of those offices designated or allowed in the foregoing Sections 5.2, 5.3, 5.4, 5.5, 5.6, or 5.7 shall begin such person's term in office at the start of the calendar year that follows such person's election or appointment, unless an earlier date is specified at the time of such election or appointment, and such person shall serve in such office until the end of three (3) complete calendar years or until, if prior to the expiration of such term, such person's resignation or death or such person's removal from office by the Bishop for just cause or by the Diocesan Convention or the Executive Council with or without cause. Any officer shall be eligible to succeed himself or herself.

## ARTICLE VI. EXECUTIVE COUNCIL

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

**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. Its acts shall be binding upon the Diocese unless they are subsequently modified by the Diocesan Convention. Without limiting the generality of the foregoing, the Executive Council:

(a) is responsible, along with the Bishop, for developing and implementing policies and programs adopted by the Diocesan Convention and overseeing the operation of the Diocese consistent with any budget adopted by the Diocesan Convention;

(b) shall review the proposed annual budget for the Diocese as developed by the Finance Committee, including the proposed level of mutual ministry support from Congregations to meet the mission and budget requirements of the Diocese, and, if approved by Executive Council or as modified by Executive Council, submit the same to Convention for consideration;

(c) 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;

(d) shall control and manage all personal property and real property received by or held in the name or for the benefit of the Diocese, but subject to such limitations or requirements on alienating or encumbering real property as provided elsewhere in this constitution or in the canons of the Diocese;

(e) may cause the Diocese to establish one or more Diocesan Entities, provided that the organizational and governing documents of any Diocesan Entity must preclude ownership of the Diocesan Entity by any person or non-natural entity other than the Diocese, must provide that its assets are being held in trust for the benefit of the Diocese and the Episcopal Church, must provide that its real property may not be encumbered or alienated except as permitted by the canons of the Diocese, must provide in its organizational and governing documents that in the event of dissolution its property shall pass to the Diocese, and must further provide that in its organizational and governing documents that the same may not be amended without the prior consent of the Bishop and the approval of Executive Council and the Standing Committee;

(f) 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;

(g) 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;

(h) 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;

(i) except as may be otherwise specified herein, must approve all appointments by the Bishop of any officers of the Diocese; and

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

**SECTION 6.3** Notwithstanding the fact that the Executive Council generally has the authority to act for and on behalf the Diocesan Convention when not in session, it shall have no authority to 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) 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;

(e) 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

(f) 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 Bishop and such other persons designated or elected as provided by the 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 Council, and Bishop as to financial matters of or relating to the Diocese;

(c) along with the Bishop, supervise the Treasurer to ensure the fulfillment of the Treasurer's 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 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 assets, in a manner that reflects the future needs of the Diocese;

(f) develop a proposed 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 Executive Council;

(g) 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 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 Council, Congregations, and Institutions as to compensation of priests serving Congregations and 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 the Constitution and Canons of the Church and the 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 of the Diocese.

## ARTICLE VIII. STANDING COMMITTEE

**SECTION 8.1** The Diocese shall have a Standing Committee consisting of such persons designated or elected as provided by the 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 the 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) 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

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

## ARTICLE IX. COMMISSION ON MINISTRY

**SECTION 9.1** The Diocese shall have a Commission on Ministry consisting of such persons designated or elected as provided by the 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 the 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 aspirants, postulants, and candidates seeking Holy Orders;

(b) in matters pertaining to continuing education, pastoral care, and accountability of priests and deacons; and

(c) in supporting the development, training, licensing, utilization, and affirmation of the ministry of 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 this constitution, the Canons of the Diocese and the Constitution and Canons of the 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 of the Diocese.

**SECTION 11.2** Whenever, in the judgment of the Bishop, a Congregation should have its privilege of representation in the Diocesan Convention suspended or whenever, in the determination of the Bishop, a Congregation or Institution should have its parochial relationship with the Diocese dissolved, the Bishop shall so advise the Diocesan Convention and explain the basis for the Bishop's 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 in the Diocesan Convention or wholly dissolve such Congregation's or Institution's 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. PROPERTY

**SECTION 12.1** All real and personal property held by or for the benefit of any Congregation or Institution is held in trust for The Episcopal Church and the Diocese. The existence of this trust, however, shall not limit the power and authority of a Congregation or Institution otherwise existing over such property so long as the Congregation or Institution remains a part of, and subject to, The Episcopal Church and the Diocese and subject to this constitution, the Canons of the Diocese, and the Constitution and Canons of the Church, except that in no event may a Congregation or

Institution alienate or encumber its real property unless permitted by, or authorized in accordance with, the Canons of the Diocese. In the event the affiliation of a Congregation or Institution with The Episcopal Church or the Diocese is severed or the union between a Congregation or Institution and the Diocesan Convention is severed, title to all of such Congregation's or Institution's property shall be delivered to and shall vest in the Diocese.

**Section 12.2** All real and personal property held by a Diocesan Entity is held in trust for The Episcopal Church and the Diocese. The existence of this trust, however, shall not limit the power and authority of a Diocesan Entity otherwise existing over such property so long as the Diocesan Entity remains wholly-owned by the Diocese and subject to The Episcopal Church and the Diocese and subject to this constitution, the Canons of the Diocese, and the Constitution and Canons of the Church, except that in no event may a Diocesan Entity alienate or encumber its real property unless permitted by, or authorized in accordance with, the Canons of the Diocese. In the event a Diocesan Entity is dissolved or ceases to be wholly owned by the Diocese, title to all of such Diocesan Entity's property shall be delivered to and shall vest in the Diocese.

**SECTION 12.3** The Diocese in its name may hold title to property with all rights and authority to manage, dispose of, or otherwise deal with the same in accordance with the authority granted by the North Carolina Unincorporated Nonprofit Association Act, including amendments to the same, except that in no event may the Diocese alienate or encumber its real property unless permitted by, or authorized in accordance with, the Canons of the Diocese. When alienation or encumbrance of real property is permitted or authorized, the Bishop and the Treasurer are to sign the necessary deed or other instrument for the approved transaction. In the event of a vacancy in the office of Bishop, the President of the Standing Committee shall sign the necessary deed or other instrument for an approved transaction along with the Treasurer.

**SECTION 12.4** All rights and authority heretofore vested in trustees of the Diocese as to ownership of property for or on behalf of the Diocese are hereafter vested in the Bishop and the Treasurer, with the persons serving in such roles being the successor trustees with all rights and authority to manage, dispose of or otherwise deal the same, except that in no event may such persons as successor trustees alienate or encumber any real property unless permitted by, or authorized in accordance with, the Canons of the Diocese. When alienation or encumbrance of real property is permitted or authorized, the Bishop and the Treasurer are to sign the necessary deed or other instrument for the approved transaction. In the event of a vacancy in the office of Bishop, the President of Standing Committee shall serve as a successor trustee as to such real property until such office is filled, and shall sign the necessary deed or other instrument for an approved transaction along with the Treasurer.

## ARTICLE XIII. ADOPTION AND AMENDMENT OF CANONS

**SECTION 13.1** The Diocesan Convention, at an annual meeting or special meeting, shall have the power and authority to enact 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 13.2** 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 13.3** To the extent of any conflict or inconsistency between this constitution and any canon of the Diocese, this constitution shall prevail and control.

## ARTICLE XIV. AMENDMENTS TO CONSTITUTION

**SECTION 14.1** This constitution may be amended only as follows:

(a) An amendment to this 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, subject to the approval of the Diocesan Convention, a committee consisting of three (3) Clerics and three (3) 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 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 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. 14.2** The President and Secretary of the Diocesan Convention shall certify the Diocesan Convention's adoption of any amendments to this constitution or the Canons 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 XV. SAVINGS CLAUSE

In the event any provision in this constitution is in conflict with any term or requirement in the Constitution and Canons of the Church, whether now existing or hereafter enacted, for which no deviation is permitted or allowed, then the provision that is in conflict shall be deemed stricken as if never included herein and substituted in its place shall be the term or requirement of the Constitution and Canons of the Church, as may be applicable.

## 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 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 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 Canons of the Diocese.

**SECTION 17.4** Every certified list of the 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 Canons of the Diocese.

**SECTION 17.5**

(a) Every member of a committee or commission heretofore established and continued under this constitution or the Canons of the Diocese shall continue in office following the adoption of this constitution; however, after the adoption of this constitution the Executive Council is directed to appoint members to or remove members from any such committee or commission and to stagger terms of service so as to cause the membership of such committee or commission to conform with the terms of this constitution and the Canons of the Diocese.

(b) With regard to any committee or commission newly established by this constitution, the Executive Council is directed to appoint members to such committee or commission and to stagger terms of service so as to cause the membership of such committee or commission to conform with the terms of this constitution and the Canons of the Diocese.

(c) An officer heretofore chosen and whose office is continued under this constitution shall continue in office following the adoption of this constitution, except such person's term of office shall not extend beyond such period as in effect at the time such person was previously elected, designated or appointed.

(d) With regard to any office newly established by this constitution, the Executive Council is directed to appoint a person to such office who meets such qualifications and requirements as may be specified by this constitution and the Canons of the Diocese and to designate such person's term of office, which term may not extend beyond the end of the third calendar year following the adoption of this constitution.

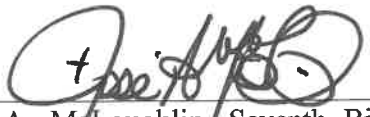
(e) A deputy or alternate deputy heretofore chosen to represent the Diocese at the General Convention of The Episcopal Church shall continue to serve in such position, except such person's term shall not extend beyond such period as in effect at the time such person was previously elected or appointed.

(f) The authority granted to the Executive Council in this Section 17.5 shall expire at the start of the next annual Convention of the Diocese after the adoption of this constitution; however, the expiration of such authority shall not diminish the power or authority of Executive Council to fill, or to participate in filling, vacant offices or positions as otherwise allowed by this constitution or the Canons of the Diocese.

**SECTION 17.6** If there should be uncertainty as to whether any right or authority of a person, Congregation, or Institution heretofore existing is continued under this constitution or the Canons of the Diocese, an application for the resolution of such matter may be made to the Bishop for a decision, and the Bishop's decision shall be final and binding.

## Bishop's Concurrence

I concur in the amendment to the Constitution of The Episcopal Diocese of Western North Carolina as adopted by the 101st Convention of The Episcopal Diocese of Western North Carolina on November 11, 2023.



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 101st Convention of The Episcopal Diocese of Western North Carolina on November 11, 2023.

Secretary of the 101st Convention
of The Episcopal Diocese of Western North Carolina