

## Vacancies on the Executive Council, Vestries, and Bishop's Committees

### *Canon 8.01(c), Canon 11.12, and Canon 12.03*

*Resolved*, That Canon VIII, Section 8.01, paragraph (c), is amended to read as follows:

#### **Sec. 8.01. The Executive Council.**

....

##### *(c) Resignation, Removal, and Replacement.*

*(i) Resignation.* Any Member of the Executive Council may resign by submitting a letter of resignation to the Bishop.

*(ii) Removal.* ~~Any Member who, as determined by the Bishop and a majority of the remaining elected Members of the Executive Council, ceases to be qualified as provided in paragraph (b), above, shall thereupon be removed from office.~~ *The Executive Council may declare vacant the office of an elected member who fails to meet any qualification for membership prescribed by civil or canon law; an elected member who has failed without excuse to attend three consecutive regular meetings of the Executive Council; or an elected member who has failed without excuse to attend a total of four regular meetings of the Executive Council during any calendar year.* In addition, any Deanery Representative may be removed as provided in the bylaws of the electing Deanery, and any Convention Representative may be removed at any time by any succeeding Convention.

*(iii) Replacement.* If any Bishop's Appointee or Deanery Representative resigns or is removed, the remaining portion of his or her term may be completed by a replacement Member selected in the same manner as was the former Member in question. Vacancies among the Convention Representatives may be temporarily filled by the Executive Council, with the consent of the Bishop, but any such appointment shall be ratified or a new replacement Member elected by the next succeeding Convention.

....

*Resolved*, That Canon XI, Section 11.11, is amended to read as follows:

**Sec. 11.12. Number and Qualifications.** The bylaws of the parish shall prescribe the number of *elected* members of the vestry, provided there shall not be less than six or more than fifteen elected members, the majority of whom shall be communicants in good standing registered in the parish and all of whom shall be baptized lay persons age 18 or over. Where the articles of incorporation permit and the bylaws so provide, the number of *elected* members of the vestry may be a variable number, the exact number within the limits specified to be determined by action of the vestry or by the members of the parish. The bylaws may prescribe

additional qualifications for membership on the vestry. *The vestry may declare vacant the office of an elected member who fails to meet any qualification for membership prescribed by civil or canon law or by parish bylaws; an elected member who has failed without excuse to attend three consecutive regular meetings of the vestry; or an elected member who has failed without excuse to attend a total of four regular meetings of the vestry during any calendar year.*

**Resolved,** That Canon XII, Section 12.03, is amended to read as follows:

**Sec. 12.03. Governance of Organized Missions.**

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

(b) The number of members of the Bishop's Committee shall be determined by the Bishop, who may increase or decrease such number at any time. Qualifications for members of the Bishop's Committee shall be those prescribed by these Canons for members of the vestry of a parish, except as the Bishop may otherwise permit.

(c) An annual meeting of the mission shall be held at the time and place set forth in a notice issued by the Bishop's Committee or at such other time or place as may be prescribed by the Bishop.

(i) The vicar shall, *ex officio*, be Chair of the meeting, and in the vicar's absence, the senior warden shall serve as chair *pro tempore*; if both the vicar and senior warden are unable to serve, the Bishop shall designate a chair *pro tempore*.

(ii) At the annual meeting there shall be nominated to the Bishop persons to serve on the Bishop's Committee. The qualifications of voters and conduct of the election of nominees to the Bishop shall, insofar as practicable, conform to the provisions of these Canons applicable to the election of members of a parish vestry.

(iii) The nominees' names and a description of other actions taken at the annual meeting shall be posted in a conspicuous place available to the membership and sent to the Bishop within seven days after the annual meeting.

(d) The Bishop may reject any or all of the nominations made by the members of the mission and may appoint another or others, and may at any time remove from office any member or members of the Bishop's Committee and appoint another or others. The Bishop shall have exclusive authority to fill vacancies in the membership of the Bishop's Committee.

(e) The vicar shall have the right to vote, and may preside, at all meetings of the Bishop's Committee. If the vicar does not preside at a meeting of the Committee, the senior warden, or in the absence of the senior warden, the junior warden, shall preside. No action may be taken at a meeting of the Bishop's Committee unless there was present either the

vicar or a warden, or other person appointed by the Bishop to serve as the Bishop's representative.

(f) At an organizational meeting following each annual meeting, the officers of the mission shall be designated for nomination to the Bishop. From among the members of the Bishop's Committee, the vicar shall nominate to the Bishop the senior warden, and the Bishop's Committee shall nominate to the Bishop the junior warden; if there be no vicar, the Bishop's Committee shall also nominate to the Bishop annually a Secretary and a Treasurer who may, but need not, be members of the Bishop's Committee. The wardens, Secretary and Treasurer shall perform the duties pertaining to like offices in a parish. The Treasurer shall be bonded in an amount and by a surety approved by the Bishop.

(g) The Bishop may reject any or all such nominations for wardens, Secretary and Treasurer and appoint another or others in their places, and may at any time remove any or all of such officers and appoint another or others in their places. The Bishop shall have exclusive authority to fill a vacancy in any office of the mission.

***(h) The Bishop's Committee may petition the Bishop to declare vacant the office of a member who fails to meet any qualification for membership prescribed by civil or canon law or by the mission's bylaws; a member who has failed without excuse to attend three consecutive regular meetings of the Bishop's Committee; or a member who has failed without excuse to attend a total of four regular meetings of the Bishop's Committee during one calendar year.***

(i) In every mission there shall be kept by the vicar or Cleric in charge or, if there be none, by a warden or the Secretary, a register which conforms to all the requirements of the Canons of The Episcopal Church and the provisions of these Diocesan Canons relating to parish registers.

***Explanation:***

The Executive Council, Vestries, and Bishop's Committees should enjoy active and regular participation from every member. The Executive Council, Vestries, and some Bishop's Committees are also the boards of directors of nonprofit religious corporations. California law limits the ability of boards of directors to declare the office of a member vacant for failure to actively and regularly participate in board meetings unless the articles of incorporation, bylaws, or applicable canon law specify the grounds for doing so. (California Corporations Code, § 9221.)

The first proposed amendment would authorize the Executive Council to declare an elected member's office vacant if that member ceases to meet the requirements in the canons for active and regular participation. The second proposed amendment would authorize a Vestry to declare an elected member's office vacant if that member ceases to meet to requirements in parish bylaws or canons for active and regular participation. The third proposed amendment would authorize a Bishop's Committee to petition the Bishop to remove a member under similar circumstances. The proposed amendments apply only to elected members, because the appointing authority can already remove appointed members, and ex officio members generally enjoy the right to membership as long as they hold the qualifying office. All three proposed

amendments clarify that an elected member's office can be declared vacant if the member fails to meet any qualification for membership prescribed by civil or canon law or by applicable bylaws.

***Submitted by:*** *the Committee on Canons. Questions may be directed to Christopher Hayes, Chancellor of the Diocese ([christopher.hayes@borowsky.com](mailto:christopher.hayes@borowsky.com)).*