

**CONSTITUTION
AMENDED ARTICLES OF INCORPORATION
OF
DIOCESE OF CENTRAL FLORIDA, INCORPORATED**

**Article I
Name**

The name of this corporation shall be Diocese of Central Florida, Incorporated.

**Article II
Boundaries**

The Diocese includes all that part of the State of Florida lying within the Counties of Citrus, Brevard, Hardee, Highlands, Indian River, Lake, Marion, Okeechobee, Orange, Osceola, Polk, St. Lucie, Seminole, Sumter, and Volusia as these existed on November 30, 1969.

**Article III
Purpose**

The Diocese of Central Florida acknowledges its allegiance to be due to the One, Holy, Catholic, and Apostolic Church of Christ; and recognizing the body known as the Protestant Episcopal Church in the United States of America otherwise known as The Episcopal Church to be a true branch of said Church, having rightful jurisdiction in this country, hereby declares its adhesion to the same and accedes to its Constitution and Canons. The Diocese of Central Florida is a constituent member of the Anglican Communion, a Fellowship of those duly constituted Dioceses, Provinces, and regional Churches in communion with the See of Canterbury, upholding and propagating the historic Faith and Order as set forth in the Book of Common Prayer.

The Diocese of Central Florida acknowledges itself to be called and sent to exercise the ministry of Jesus Christ in the Holy Spirit, celebrating and proclaiming the mystery of redemption to the praise of God's glory, the benefit of His Church and the salvation of the world. To this end the Diocese acknowledges its duty to provide for the worship and honor due Almighty God, to provide for the tradition of the Faith and the proclamation of the Gospel, to provide for the welfare of those given to its care, and to labor to demonstrate the truth in love that the Kingdom of Christ be advanced in the world and that the Church be edified into Christ.

Article IV Powers

The Diocese shall have and exercise all powers, rights and privileges conferred by the laws of the State of Florida and amendments thereto upon corporations not for profit and generally to do anything and everything necessary, proper and expedient to carry out the above described objects and purposes.

Said corporation shall also have full power to acquire by gift, grant, purchase, devise, legacy or otherwise, real, personal and intangible property of any kind, nature or description wherever situate, to any amount for the use of said church or of any institution, organization or association controlled by said church, and to hold, possess, enjoy, mortgage, alienate and dispose of the same, according to the provisions of this act and its own Bylaws, not inconsistent therewith, and shall also have full power to act as trustee of property whenever the corporation, said church, or any institution, society, association or organization of or in said church has either beneficial, contingent or remainder interest in said property, and may likewise accept and hold the legal title to property for the use and benefit of any nonprofit corporation, institution, religious society or association of or in the Episcopal Church in the Diocese of Central Florida.

Article V Membership

The membership of the Diocese (Corporation) shall consist of all persons who are resident members of the Episcopal Church in the Diocese, as such membership may be defined from time to time by the Canons of the Church, together with the Diocesan Bishop, his coadjutor and suffragans (if any) and Assistant Bishops (if any) and the other clergy who are canonically resident in the Diocese.

Article VI Existence

The Diocese (Corporation) shall have perpetual existence.

Article VII Management of Affairs

Section 1. The Bishop

The Bishop of the Diocese shall be the Ecclesiastical Authority of the Diocese and shall have exclusive charge of all spiritual affairs. The Bishop shall be President of the Corporation, Chairman of the Diocesan Board, and presiding officer of any Convention.

The election of a Bishop shall be made in an annual Convention, or in a special Convention called by the Ecclesiastical Authority for that purpose; and of the meeting of such special Convention at least 30 days notice shall be given. To the choice of a Bishop the concurrent vote, by ballot, of a majority of the clergy and of the lay members present in the Convention, voting separately, shall be necessary.

Section 2. Standing Committee

There shall be a Standing Committee which shall be a Council of Advice to the Bishop. When there is no Bishop, the Standing Committee shall be the Ecclesiastical Authority for all proper purposes. The Standing Committee shall consist of four clerical and three lay members who shall be elected in the manner and for the terms to be set forth in the Canons of the Diocese. They shall organize as soon as possible after each election and elect from their own body a President (who shall be a priest) and a Secretary. They shall meet on their own adjournment from time to time and the President shall have power to summon special meetings. The Standing Committee shall be convened at the request of the Bishop and they may meet on their own accord in agreement with their own rules when they may be disposed to advise the Bishop. Vacancies in the Committee caused by death, resignation, or otherwise, shall be filled by vote of the Committee.

Section 3. The Convention

The Diocesan Convention shall be the legislative Authority of the Diocese. It shall be constituted of such persons and shall meet and conduct business under terms and conditions to be set forth in the Canons of the Diocese. The Bishop of the Diocese shall be the presiding officer of the Convention. In the absence of the Bishop, the Bishop Coadjutor, if any, shall be the presiding officer. In the absence of the Bishop and Bishop Coadjutor, the Suffragan Bishop shall be the presiding officer. In the absence of all Bishops, the President of the Standing Committee shall call the Convention to order and a presiding officer shall be chosen, pro tempore, from among the presbyters in attendance. If the Bishop shall at any time leave the chair, the Bishop may appoint another Bishop or a presbyter to preside.

Section 4. Diocesan Board

The affairs of the Diocese not falling within the exclusive province of the Bishop shall be managed by the Diocesan Board. It shall be the Board of Directors of the corporation.

The Board shall consist of the Bishop, Bishop Coadjutor and Suffragan bishops, if any, and assistant Bishops, if any, the President of the Standing Committee and the Chancellor, all as ex officio members, and such other members whose number, terms and method of election shall be set forth in the Canons of the Diocese.

The Diocesan Board shall have power to create subordinate boards and Committees and, with the prior permission of the Convention, other legal entities for the accomplishment of its responsibilities.

Section 5. Other Officers

In addition to the Bishop and other officers and officials specifically provided for herein, the Diocese shall have such other officers as may be provided for in the Canons of the Diocese.

Article VIII Canons

The Canons (Bylaws) of the Diocese shall be adopted and amended by the Convention under such terms and conditions as may be set forth in such Canons.

Article IX Amendments

This charter may be amended by resolution adopted by two successive Conventions of the Diocese; provided, however, the second Convention must be held at least 30 days after the first one. An amendment must be approved by a majority of the Convention first considering it and by a two-thirds majority of each order, voting separately, by the Convention finally adopting the amendment.

Article X Dissolution

Should this corporation be dissolved, the Diocesan Board, after paying or making provision for the payment of all of the liabilities of the corporation, shall dispose of all of the assets of the corporation to such organization or organizations qualifying as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future U.S. Internal Revenue law) as the Board shall determine.

CANONS OF THE DIOCESE OF CENTRAL FLORIDA, INCORPORATED

Canon I Diocesan Convention; Ecclesiastical Authority

Section 1.

The Annual Convention of the Church in this Diocese shall assemble at such time and place as shall have been set by the preceding Annual Convention; but, for sufficient cause, the Ecclesiastical Authority shall have power to change the time or place, or both, as emergency shall require; provided, however, that at least 10 days notice of such change is given to every member of the clergy canonically resident in the Diocese and to the Senior Warden of every congregation.

Section 2.

The Ecclesiastical Authority shall have power to call a special meeting of the Convention at such time and place as it shall determine. The notice of a special meeting of the Convention shall be issued to every member of the clergy canonically resident, and to the Senior Warden of every congregation, in the Diocese, at least 30 days before the time appointed for the meeting; and shall state the business for which the Convention is called; and no business shall be transacted at such special meeting beyond that which has been stated in the notice, unless by the unanimous consent of the members present.

Section 3.

At or immediately prior to the opening of each Convention a list of the clergy entitled to seat, voice and vote therein, prepared under the authority and supervision of the Ecclesiastical Authority, shall be delivered to the Committee on Credentials, which Committee shall ascertain the number present and report to the Convention. No member of the clergy shall be seated until all canonical reports required of such member shall have been made on or before the time specified by canon, unless sufficient reason be given for the failure, acceptable to the Ecclesiastical Authority.

Section 4.

- (a) It is declared to be the duty of every member of the laity entitled to seat and vote in the Convention to attend every meeting thereof.
- (b) It is declared to be the duty of every active member of the clergy entitled to vote in the Convention to attend every meeting thereof unless excused by the Ecclesiastical Authority for cause.

- (c) Canonically resident clergy, not entitled to vote, are not required to be present at the meeting of the Convention.
- (d) Every member of the Convention entitled to vote shall be entitled to seat and to be heard in accordance with the rules of procedure followed by the Convention.

Section 5.

The Bishop of the Diocese shall be the Ecclesiastical Authority of the Diocese and shall have exclusive charge of all spiritual affairs. When there is no Bishop, the Standing Committee shall be the Ecclesiastical Authority for all proper purposes.

Canon II Members of the Convention

Section1.

The Convention shall be composed of the Bishops, together with the other clergy and lay persons of the Diocese, as provided for in the following sections of this Canon.

Section2.

- (a) Each canonically resident, member of the clergy who serves as Bishop, Rector, Vicar, Assistant, Deacon assigned to a congregation or other community of faith, or member of the Ecclesiastical Authority's staff shall have seat, voice and vote.
- (b) Each canonically resident member of the clergy who is licensed by the Ecclesiastical Authority for the performance of sacerdotal and/or pastoral ministry shall have seat, voice and vote.
- (c) All clergy, canonically resident and not qualifying under section (a) or (b) above, shall have seat and voice but no vote.
- (d) All other clergy, not canonically resident who are licensed by the Ecclesiastical Authority for the performance of sacerdotal and/or pastoral ministry, shall have seat and may, at the discretion of the chair, be extended the courtesy of voice, but no vote.

Section 3.

Each canonically organized Mission of the Diocese shall be entitled to two lay delegates.

Section 4.

Every Parish in union with the Convention of this Diocese shall be entitled to three lay delegates.

Section 5.

At least one lay delegate from each Parish or Mission shall be a Vestry or Church Committee member.

Section 6.

Lay delegates shall be chosen by the Vestry or Church Committee of each Congregation, or if there be no Vestry or Church Committee, or if the Vestry or Church Committee fail to act, then by the Congregation of the Parish or organized Mission, duly convened. Only confirmed communicants who are at least 18 years of age and entitled to vote as set forth in Canon XVII, Section 3, shall serve as lay delegates for the Parish or Mission.

Section 7.

The Chancellor is an ex-officio, voting member of the Convention.

Section 8.

The lay members of the Diocesan Board and the Standing Committee are voting members of the Convention.

Section 9.

All lay delegates chosen in accordance with the procedures set forth in Section 6 above are voting members of the Convention.

Canon III Evidence of Lay Membership in the Convention

Section 1.

The election of lay delegates to the Convention, if by the Vestry, or the Church Committee, shall be made at a regular meeting, or at one called especially for that purpose; if such election be made by the Congregation, the electors must have the same qualifications, and the election be conducted in like manner as is or shall be prescribed by Canon for the election of members of the Vestry. Any vacancies that occur in lay delegations may be filled by the Rector or Vicar; if there is neither Rector nor Vicar, by the Wardens.

Section 2.

The Secretary of the Convention, at least 30 days before its annual meeting, shall furnish every Congregation entitled to delegates a form of certificate as follows:

"This is to certify that at a meeting of the clergy, wardens, and members of the Vestry, or of the Congregation of _____ held on the ____ day of _____, the following person was (or persons were) elected to represent said church in the next Convention in the Diocese, to be held in _____ on the ____ day of _____ and that the above named persons are adult confirmed communicants of this church in good standing and qualified electors of this Congregation."

This certificate shall be signed by the Rector or Vicar, Senior Warden, or Secretary of the Vestry or Congregation making such election, and when filed with the Secretary of the Convention shall entitle the delegates therein named to seat, voice and vote in the Convention.

Said certificate shall be transmitted to the Diocesan Office at least 10 days before the Convention.

Section 3.

The Committee on Credentials shall ascertain the presence at the Convention of such delegates, and report the same at the opening session of the Convention.

Section 4.

The delegates elected to the preceding Diocesan Convention shall be delegates at special meetings of Diocesan Convention, except when other delegates shall have been chosen in the meantime by any Congregation.

Canon IV Quorum and Methods of Voting in Convention

Section 1.

One-third of the clergy entitled to vote in the Convention, and one-third of the lay delegates entitled to vote in the Convention, when duly assembled, shall constitute a quorum for the transaction of business, but a smaller number may adjourn the Convention from time to time.

Section 2.

The clergy and laity shall deliberate in one body. Every member having the right to vote in accordance with Canon II shall be entitled to one vote, and except when herein otherwise expressly provided, a majority of all the votes cast shall determine any question submitted to the Convention. The election of deputies to General Convention shall be by a majority of all votes cast. For all other elections, except for the election of a Bishop, including the election of alternate deputies to General Convention, on the third and subsequent ballots and with the approval of a majority of the Convention, the election shall be by a plurality of all votes cast. Only voting members present in person at the Convention may vote on matters coming before the Convention.

To the choice of a Bishop the concurrent vote, by ballot, (which may be by electronic means), of a majority of the clergy members having the right to vote present in the Convention and of the lay members present in the Convention, voting separately, shall be necessary.

Section 3.

If any 10 members of the Convention, representing no fewer than six congregations, or any 10 members of the clergy, shall call for a vote by yeas and nays, the Secretary shall call the roll of the Convention, and the members shall thereupon announce their votes as their names are called by the Secretary.

Section 4.

If any 10 members of the Convention, representing no fewer than six Congregations, or any 10 members of the clergy, shall call for a vote by Orders, the vote of the clergy and lay delegates shall be taken separately, and a majority of votes of each Order shall be necessary for an affirmative decision.

Section 5.

- (a) Prior to each convention, the Standing Committee shall serve as the Resolutions Committee. The committee, in its considerations and actions, shall follow guidelines approved by the Ecclesiastical Authority and the Diocesan Board.
- (b) Except with respect to elections, consideration of changes in the Constitution and Canons, and procedural questions, all action of the Convention shall be by Resolution. No Resolution shall be considered by the Convention unless the subject matter thereof shall have been embraced within a proposed form of Resolution submitted to the Secretary for advance distribution to the members of the Convention and for review by the Resolutions Committee. The Secretary shall not accept any such submission of a proposed Resolution fewer than forty-five days prior to the date set for the Convention unless, with respect to a Resolution submitted to the Secretary at least five days before such date, it is demonstrated to the satisfaction of the Ecclesiastical Authority that there is good cause for such delay. Any provision of this Section may be waived in a particular case by the Convention upon a majority vote of the delegates.

Canon V **Secretary of the Convention**

Section 1.

The Secretary of the Convention shall be elected annually by the Diocesan Board and shall remain in office until a successor has been elected and assumes the duties of the office. The Secretary's duty shall be to take minutes of the proceedings of the Convention; to prepare and distribute the Annual Journal of the Convention; to preserve its journals and records; to attest the

public acts of the body; and faithfully to deliver into the hands of the successor Secretary all property, monies, books and papers relative or belonging to the Diocese, which may be in the Secretary's possession. The Secretary shall also give 30 days notice to each member of the clergy and Congregation of the time and place appointed for the meeting of the succeeding or any special Convention, and shall prepare the roll of the lay delegates entitled to seats in the Convention, before opening of the Convention. The Secretary shall transmit to each officer and to each member of the clergy of the Diocese, and to each delegate attending the Convention, and each Congregation in the Diocese, a copy of the Journal of the Convention by electronic means or otherwise as requested.

Section 2.

The Secretary shall transmit to the proper officers a certificate of the election of deputies to the General Convention and to the Provincial Synod, and shall also comply with all matters required of the Diocesan Secretary in the Constitution and Canons of the Episcopal Church.

Section 3.

The Secretary shall perform such other duties as may be incumbent on the office or as may be provided for by the Convention or the Board.

Canon VI Diocesan Board and Officers

Section 1. Business Affairs

The affairs of the Diocese not falling within the exclusive province of the Ecclesiastical Authority shall be managed by the Diocesan Board. The Diocesan Board shall conduct the affairs of the Diocese in accordance with these Canons and with any official action of the Convention.

Section 2. Membership

The Diocesan Board (hereinafter called the Board) shall be composed of the Bishops, the President of the Standing Committee, the Chancellor of the Diocese, all ex officio, the Dean of each Deanery, the President of each Deanery, three active clergy canonically resident, and six lay persons who shall represent the Diocese at large. All members of the Diocesan Board shall take office and replace their predecessors immediately upon the conclusion of the annual Diocesan Convention. There shall be five Deaneries as follows:

Northeast
Northwest
Central
Southeast
Southwest

No person shall hold membership on the Standing Committee and the Diocesan Board at the same time. This provision does not apply to any ex officio membership as is or may be provided in the Canons.

Section 3. Election of the Board; Eligibility of Lay Members

The members of the Board shall be elected for 3 year terms. One clerical and two lay persons at large shall be elected each year at the Annual Convention. In addition, for each Deanery the Dean from the clerical order, and the President from the lay order, shall be elected by the Deanery Convocation for 3 year terms. Both the Dean and the President for each Deanery shall serve on the Diocesan Board. Members shall not be eligible for re-election until one Convention year shall have elapsed after the expiration of such member's term, but a member serving only a partial term is eligible for re-election to a full term of three years.

A lay person shall be eligible to serve as a member of the Board who is entitled to vote on matters coming before the Parish or Mission of this Diocese of which that person is a member, is at least 18 years of age, and is a confirmed communicant in good standing of such Parish or Mission.

Section 4. Vacancies

The Board shall have the power to fill any at-large vacancies in the clerical and lay membership. Each member so chosen will serve until the next annual meeting of the Diocesan Convention, at which meeting the Convention shall elect a member (either clerical or lay person, as the case may be) to fill the unexpired term. In the case of a Dean or a President vacancy, a replacement from the respective Deanery shall be elected at the next official meeting of the Deanery.

Section 5. Quorum

Over fifty percent of the Board members, one of which shall be the Bishop, the Bishop Coadjutor, the Suffragan Bishop, or the Assistant Bishop shall constitute a quorum. In the event of the absence of all Bishops, over fifty percent of the members shall constitute a quorum, provided the Bishop shall consent to the meeting. In the event of a vacancy in the Episcopate or incapacity of all Bishops, over fifty percent of the members shall constitute a quorum.

Section 6. Executive Committee

There shall be an Executive Committee which shall consist of the President, the President of the Standing Committee, and three other members of the Diocesan Board who shall be nominated by the President and confirmed by the Diocesan Board and shall serve until their successors are chosen and qualified. Between meetings of the Board it may decide any routine business matters of the corporation not involving an expenditure by the corporation exceeding \$10,000, unless otherwise authorized by the Board, and shall have and exercise any other powers of the Board as may be delegated by the Board.

Section 7. Officers

- (a) The President: The Bishop shall be the President of the corporation, and in his absence or incapacity, the Bishop coadjutor may act as such, and in the absence or incapacity of the Bishop and Bishop Coadjutor, the Suffragan Bishop may act as such President, and in case of a vacancy in the Episcopate, the President of the Standing Committee shall be the President until such vacancy shall be filled. The President shall be the chief executive officer of the corporation, shall have general and active management of the business and affairs of the corporation subject to the directions of the Board, and shall preside at all meetings of the members.
- (b) Other Officers: In addition to the President, the corporation shall have a Vice President, a Treasurer, and a Secretary, and may have one or more Assistant Treasurers and Assistant Secretaries as determined by the Board. The Treasurer shall be the Treasurer of the Diocese. Each of these officers shall be nominated by the President, confirmed by the Board and shall serve until their successors are chosen. The Vice President, in the absence or disability of the President, may execute deeds and other legal documents which have been authorized by the Board.

Section 8. Budget and Assessment [Effective January 1, 2019]

- (a) The Diocesan Board shall adopt an assessment of its churches at a rate not to exceed 12% of the Congregation's plate and pledge income as part of its annual budget to be presented to the Convention.
- (b) Plate and pledge income includes plate offerings, pledge payments and regular support used for operations as reported on line 3 in the church's prior year Report of Episcopal Congregations and Missions (otherwise known as the Parochial Report).

Canon VII Chancellor of the Diocese

At each Annual Convention the Ecclesiastical Authority shall appoint a Chancellor learned in law, who shall be the legal advisor of the Diocese. The Chancellor shall be a communicant of this Church and shall be entitled, ex officio, to a seat in the Convention, with all the privileges of membership. The Ecclesiastical Authority may also appoint a Vice Chancellor with the same qualifications as the Chancellor, who in the absence or inability of the Chancellor shall perform the duties of that office. The Ecclesiastical Authority may also appoint other Vice Chancellors as the need may require, who shall be entitled, ex officio, to a seat in the Convention with all the privileges of membership, except the right to vote.

Canon VIII Election of Officers

The election of all officers provided for in this Constitution and Canons shall be by ballot, and in the event of a failure or neglect to elect, the persons already in office shall hold over until their successors shall have been regularly elected and qualified. A majority of votes shall be necessary to elect.

Canon IX Standing Committee

The Standing Committee shall be composed of seven members, four clerical members and three lay members. The four clerical members of the Standing Committee shall be elected for a 4 year term, with one such member's term expiring each year. The three lay members of the Standing Committee shall be elected for a 3 year term with one such member's term expiring each year. Members shall not be eligible for re-election until one Convention year shall have elapsed after the expiration of such member's term. A member serving only a partial term is eligible for re-election to a full term.

The election shall be by concurrent vote of both orders. The Standing Committee shall fill all vacancies on the Committee. The person filling such vacancy shall serve until the next Annual Convention.

A lay person shall be eligible to serve as a member of the Standing Committee who is entitled to vote on matters coming before the Parish or Mission of this Diocese of which that person is a member, is at least 18 years of age, and is a confirmed communicant in good standing of such Parish or Mission.

Canon X Deputies to General Convention

Section 1.

At the Annual Convention in the year preceding that of the regular meeting of the General Convention, four clerical and four lay deputies and four clerical and four lay alternate deputies shall be elected to the General Convention, who shall hold office for two years and thereafter until their successors have been regularly elected. Lay deputies shall meet the same qualifications as lay delegates to the Annual Convention of the Diocese.

Section 2.

If any deputy elected becomes unable to attend the General Convention, the Ecclesiastical Authority shall be immediately notified of such inability. It shall be the duty of such authority to fill a vacancy from this, or any other cause, up to the time of the meeting of the General Convention, from the list of alternate deputies in order of the number of votes cast for each such alternate.

Section 3.

Any vacancy in a deputation to any General Convention existing at the time of its meeting, or occurring during its sessions, or at any special session, may be supplied by the concurrent votes of the remaining deputies from the list of alternate deputies, if practicable; if not, then from any other qualified members of the Diocese.

Canon XI Trustees of the University of the South

One member of the clergy and two lay persons shall be elected by the Convention as Trustees of the University of the South. Each trustee shall be elected for a 3 year term with one such trustee's term expiring each year. Said trustee shall report annually to the Diocesan Convention on conditions and affairs of the University.

Canon XII Commission on Ministry

The Commission on Ministry shall consist of clergy and lay persons, no fewer than twenty in number, at least five to be chosen each year. Members shall be nominated by the Ecclesiastical Authority and confirmed by the Diocesan Convention. The term of office shall be for four years. The Ecclesiastical Authority shall appoint a person to fill any vacancy which occurs. The function of this Commission shall be in accordance with the Canons of the Episcopal Church.

Canon XIII Deaneries

Section 1.

The Diocese shall be divided into five Deaneries, the boundaries of which shall be determined from time to time by the Diocesan Convention at the recommendation of the Ecclesiastical Authority.

Section 2.

The purpose and object of each Deanery shall be to afford opportunity for the clergy and laity to come together for conference; to promote the mission and ministry of the Church in its area under the direction of the Ecclesiastical Authority.

Section 3.

Each Deanery shall be represented by a Deanery Convocation composed of all active clergy canonically resident in this Diocese who reside in the Deanery, and three delegates from each Parish and canonically organized Mission in the Deanery last elected as delegates to the Annual

Convention. All such clergy and lay delegates shall have seat, voice and vote. In the absence of lay delegates, alternate lay delegates shall be entitled to seat, voice and vote.

Each Deanery Convocation shall have a Deanery Council composed of at least the Dean, President, and Secretary, all of whom shall be from the Deanery. Other officers designated by the Deanery Convocation shall have seat, voice and vote on the Deanery Council.

The Deanery Council shall be responsible for:

- (a) Planning and scheduling significant Deanery meetings to prepare for the annual convention for the Diocese and to implement policy;
- (b) Identifying local opportunities which could include outreach, evangelism, worship, fellowship, pastoral care, education, new missions and organization of God's people to make a difference in the world in which we live;
- (c) Facilitating communications to and from congregations, other Deaneries and the Diocese;
- (d) Insuring the nomination of qualified officers to be elected at Deanery meetings;
- (e) Facilitating frequent and efficient contact by the Bishop/Bishops and Diocesan Staff, directly and/or through the Dean.

The Dean from the clerical order, and the President from the lay order, the Secretary, and other officers if any, shall be elected by the Deanery Convocation.

Section 4.

There shall be a Deanery Clericus, presided over by the Dean, composed of all clergy canonically resident in this Diocese who reside in the Deanery. The Deanery Clericus shall meet at the call of the Ecclesiastical Authority or Dean.

Section 5.

There shall be a Council of Deans and Presidents composed of the Deans and Presidents of the various Deaneries and the Dean of the Cathedral presided over by the Ecclesiastical Authority. The Council of Deans and Presidents shall meet at the call of the Ecclesiastical Authority. The Council of Deans and Presidents shall make reports and recommendations to the Ecclesiastical Authority and conduct the common affairs of the several Deaneries.

Section 6.

A Deanery Report shall be submitted annually to the Convention.

Canon XIV

Organization of a Mission

Section 1.

Not less than 25 persons may associate themselves together as a Mission. They shall first obtain the consent of the Ecclesiastical Authority. They shall declare their conformity to the Doctrine, Discipline, and Worship of this Church; and shall choose the name by which they shall be known, subject to the approval of the Ecclesiastical Authority; declare their submission to the authority of the Diocese and the Canons thereof; and make application to the Ecclesiastical Authority to organize and constitute a Mission.

Section 2.

Every such application to organize a new Mission must be accompanied by a certificate showing the approval or disapproval of the Vestry/Church Committee of every congregation within the appropriate deanery, and all other congregations within a radius of 10 miles of proposed location; or evidence that such certificate was not obtainable. Any relocation of said Mission must be considered as a new application for the purpose of this section.

Section 3.

When the Ecclesiastical Authority deems it expedient to act, the Ecclesiastical Authority shall appoint a Senior and Junior Warden, a Secretary, a Treasurer, and a Church Committee, such appointments to be renewed annually before the Diocesan Convention. The Ecclesiastical Authority shall appoint a Vicar for the Mission. The Canons concerning Rectors and Parishes shall be applicable to Missions except where otherwise provided.

Section 4.

The Bishop's annual address shall report to the Convention the Missions which have been organized and are in good standing, and they shall be thereupon admitted and shall report to the Convention.

Section 5.

Whenever the number of persons so associated shall fall below 25, the Ecclesiastical Authority may dissolve the Mission.

Section 6.

The provisions of this Canon shall apply to a Mission organized by a Parish.

Canon XV

Formation and Operation of a Parish

Section 1.

When a Mission which has been in existence as a Mission for one year and desires to become a Parish in union with the Convention of the Diocese, it shall make application to the Ecclesiastical Authority at least 60 days before the Convention and it shall appear in the application:

- (a) That the said Mission or Congregation is composed of not fewer than 50 adult communicants of the Episcopal Church whose names shall be listed.
- (b) That it accedes to the Doctrine, Discipline and Worship of this Church, to the Constitution and Canons set forth by the General Convention, and to the Constitution and Canons of this Diocese.
- (c) That it promises to pay for the support of its Rector such an amount as may be approved by the Ecclesiastical Authority and Board, such assessments laid upon it by the Convention; and the pension premium on the stipend of the Rector; and the health insurance of the Rector.
- (d) That it has been financially self-supporting for the calendar year prior to the Convention to which the application is submitted.
- (e) That it has contributed to the ministry and mission of the Diocese of Central Florida the equivalent of at least the assessment approved by the Diocesan Board for the calendar year prior to the Convention to which the application is submitted.
- (f) That it is possessed of a place of corporate worship adequate to the needs of its Congregation, the location and tenure of which is established and continued possession of which is reasonably assured.

Section 2.

Together with the aforesaid application there shall be submitted to the Ecclesiastical Authority the proposed Articles of Incorporation and Bylaws of the Parish. The Articles of Incorporation and Bylaws shall be approved by the Chancellor.

Section 3.

When the application and Articles of Incorporation and Bylaws shall have been approved by the Ecclesiastical Authority and Board, the Ecclesiastical Authority shall submit the application to the Convention for final action. No Parish or Mission shall amend its Articles of Incorporation or Bylaws without the written consent of the Ecclesiastical Authority.

Section 4.

No established Parish may move from one location to another without the consent of the Deanery Council of the deanery in which the Parish would be a part, the Ecclesiastical Authority and Board, and until having first secured the approval or disapproval the Vestry of each Parish and Church Committee of each Mission, within a 10 mile radius of the proposed new location.

Section 5.

A Parish admitted and thereafter not meeting any one or more of the following requirements, may make application to the Ecclesiastical Authority and Diocesan Board to be declared an aided Parish:

- (a) Contributing to the ministry and mission of the Diocese of Central Florida the equivalent of at least the assessment approved by the Diocesan Board within the prescribed calendar year,
- (b) Paying to all full time clergy serving in the Parish at least the minimum compensation established by the Ecclesiastical Authority and approved by the Board,
- (c) Paying the parochial portion of premiums due to the Church Pension Fund and health insurance carrier,
- (d) Paying in full the insurance premiums for workers compensation as required by Florida law and general liability coverage, including coverage for sexual misconduct, in an amount set by the Diocesan Board, and with an insurance company approved by the Diocesan Board, as per Canon XX Section 5.

Upon receipt of said application, the Ecclesiastical Authority and the Board may declare such Parish to be an aided Parish, retaining all rights and privileges of a Parish except as hereinafter provided. In such event, such status shall be reviewed annually by the Ecclesiastical Authority and Diocesan Board until the Parish has fully met the aforementioned requirements in a calendar year at which time the Parish shall be restored to its former status. Upon application by an aided Parish to the Ecclesiastical Authority and the Diocesan Board requesting that the aided Parish be restored to unaided status, the Ecclesiastical Authority and the Diocesan Board may declare such Parish an unaided Parish. In the event the said Parish fails to meet the requirements set forth above for three years after being declared an aided Parish, such Parish may be declared to be an Organized Mission by a two-thirds vote of the Diocesan Convention.

Section 6.

A Parish admitted and thereafter not meeting any one or more of the following requirements:

- (a) Contributing to the ministry and mission of the Diocese of Central Florida the equivalent of at least the assessment approved by the Diocesan Board for the calendar year,

- (b) Paying to all full time clergy serving in the Parish, at least the minimum compensation established by the Ecclesiastical Authority and approved by the Board,
- (c) Paying the parochial portion of the premiums due to the Church Pension Fund and health insurance carrier for a period of two successive years,
- (d) Paying in full the insurance premiums for workers compensation as required by Florida law and general liability coverage, including coverage for sexual misconduct, in an amount set by the Diocesan Board, and with an insurance company approved by the Diocesan Board, as per Canon XX Section 5,
- (e) Submitting an audit and parochial report as required by Canon XX and the National Canons for two consecutive years,

may be declared to be an aided Parish by a majority vote of the Diocesan Board and the approval of the Ecclesiastical Authority, said Parish retaining all rights and privileges of a Parish except as hereinafter provided.

In the event a Parish is declared to be an aided Parish, such status shall be reviewed annually by the Ecclesiastical Authority and the Diocesan Board until the Parish has fully met the aforementioned requirements in a calendar year at which time the Parish shall be restored to its former status. Upon application by an aided Parish to the Ecclesiastical Authority and the Diocesan Board requesting that the aided Parish be restored to unaided status, the Ecclesiastical Authority and the Diocesan Board may declare such Parish an unaided Parish.

In the event the said Parish fails to meet the requirements set forth above for three years after being declared an aided Parish, such Parish may be declared to be an Organized Mission by a two-thirds vote of the Diocesan Convention.

Section 7.

The Bylaws of a Parish or Mission shall be consistent with the Model Bylaws adopted by the Bishop and approved by the Standing Committee. When there is no Bishop the Standing Committee alone shall adopt the Model Bylaws.

Canon XVI Ordained Ministers

Section 1.

The Rector, or Vicar of all congregations, has charge under the Constitution and Canons of all things affecting the spiritual interests of their Congregations, subject only to the Ecclesiastical Authority of the Diocese, and at all times shall be entitled to the use and control of the church and all Parish buildings with the appurtenances and furniture thereof; at all times shall be entitled

to access to the church, to open the same for public worship, for catechetical or other religious instruction, marriages, baptisms, burials, and all other offices authorized by the church and shall have full charge of all services in the church and, except as provided in Canon XXV, spiritual direction and full charge and control of all church schools, Parish schools, and all other associations, including separate corporations, related to or connected with the Parish.

Section 2.

It is the duty of the Rector or Vicar, who shall have full charge of all services in the church subject only and at all times to the Ecclesiastical Authority, to give directions concerning the worship of the Church, together with all that pertains thereto, and appoint fit persons to perform such duties relative to the service of the church as may properly be done by lay persons.

Section 3.

The Rector, or Vicar, of any Congregation is President of the Parish or Mission corporation, as the case may be, and ex officio a member of the Vestry or Church Committee, and has the right to vote at all times.

Section 4.

A Parish may call a member of the clergy as Rector only with the approval of the Ecclesiastical Authority and by meeting the minimum requirements as set forth below, unless waived by the Ecclesiastical Authority:

- (a) Contributing to the ministry and mission of the Diocese of Central Florida the equivalent of at least 10% of the Parish's plate and pledge income,
- (b) Paying to all full time clergy serving in the Parish, at least the minimum compensation established by the Ecclesiastical Authority and approved by the Board,
- (c) Paying the parochial portion of premiums due to the Church Pension Fund and health insurance carrier,
- (d) Paying in full the insurance premiums for workers compensation as required by Florida law and general liability coverage, including coverage for sexual misconduct, in an amount set by the Diocesan Board, and with an insurance company approved by the Diocesan Board, as per Canon XX Section 5.

Vicars are to be appointed by the Ecclesiastical Authority and may be removed by the Ecclesiastical Authority.

Section 5.

A Parish may call a member of the clergy as Assistant clergy only with the approval of the Ecclesiastical Authority and by meeting the minimum requirements as set forth below, unless waived by the Ecclesiastical Authority.

Section 6.

Every member of the clergy temporarily vacating his or her cure shall arrange in advance with the Vestry for the supply of services and the care of the Congregation during any absence. If such member of the clergy be paid wholly or in part by the Diocese, approval of the Ecclesiastical Authority must be obtained in advance of such absence.

Section 7. Deacons

- (a) Every Deacon shall be subject to the direction of the Bishop, or, if there be no Bishop, that of the clerical members of the Standing Committee, acting by their President. A Deacon shall officiate only in such places as the Bishop, or the clerical members of the Standing Committee, as the case may be, may designate.
- (b) No Deacon, except one in training for the priesthood, may be in charge of a Parish or Mission.
- (c) A Deacon ministering in a Parish or Mission under the charge of a Priest, shall act under the direction of such Priest in all such ministrations.
- (d) A Deacon ministering in a Parish or Mission not under the charge of a Priest shall, if not under the immediate direction of the Ecclesiastical Authority, be placed under authority of some neighboring Priest. Such Deacon shall be governed by such priest, in subordination to the Ecclesiastical Authority.
- (e) A Deacon ministering in circumstances other than a Parish or Mission shall, if not under the immediate direction of the Ecclesiastical Authority, be placed under authority of some member of the Clergy designated by the Ecclesiastical Authority.

Section 8.

No Bishop, Priest or Deacon shall be excluded from any Parochial or Diocesan office because of gender, race, color, or ethnic origin.

Section 9.

All clergy canonically resident and/or licensed in the Diocese shall comply with all risk management policies established by the Diocesan Board.

Section 10.

All members of the clergy of this Diocese, having subscribed to the Declaration required by Article VIII of the National Constitution, shall be under the obligation to model in their own lives the received teaching of the church that all its members are to abstain from sexual relations outside of Holy Matrimony.

All members of the clergy of this Diocese may allow to take place in their cures, officiate at, bless or participate in, only those unions prescribed by Holy Scripture: the wedding of one woman and one man. Said clergy are forbidden to allow to take place in their cures, officiate at, bless or participate in any other unions, as proscribed by Holy Scripture.

Section 11.

The staff and employees of a congregation shall serve under the direction and control and at the pleasure of the Rector or Vicar. Nothing in this section, however, shall prevent the Rector or Vicar from delegating to an employee, the Vestry or committee thereof, all or part of the authority to employ, direct, control, evaluate, discharge, or otherwise control the staff or employees.

Canon XVII Wardens, Vestry and Electors

Section 1.

In every Parish in this Diocese there shall be an annual election to fill the expired terms of members of the Vestry by ballot within 60 days before or on the 31st day of January, the actual date to be set by the Rector with the approval of the Vestry. The Vestry shall consist of no fewer than five as may be fixed by the Parish Articles of Incorporation or Bylaws, and who shall continue in office until their successors are elected and qualified. Such election shall be conducted as provided in the Bylaws of the Parish. From the Vestry, one shall be appointed Senior Warden by the Rector and one shall be designated and elected by the Vestry to serve as Junior Warden, each to serve a term of one year. Nothing herein contained shall prevent a Parish from establishing terms of office of more than one year, provided the term of one or more members of the Vestry shall expire each year.

Section 2.

The Rector, or the Vestry by vote of at least a majority of its members, may call a Special Meeting of the members of the corporation upon notice of at least 30 days. The manner and form of notice shall be subject to the approval of the Ecclesiastical Authority and the Ecclesiastical Authority may shorten the time of notice to no less than 10 days. Such notice shall state the matters to be considered at such meeting in appropriate detail. Only those matters set forth may be considered at the Special Meeting.

Section 3.

Only communicant members of a Parish who are 16 years of age and over, whose names are duly enrolled as such in the register of the said Parish, and who for the previous year have been faithful in corporate worship, unless for good cause prevented, and have been faithful in working, praying and giving for the spread of the Kingdom of God, are to be entitled to vote on all matters coming before the Parish for a vote including the election of Vestry members. The

vote of no person shall be questioned unless his or her right to vote shall be first challenged by a qualified elector. In the event of such challenge, the right of such person to vote shall be passed upon by a Committee of three appointed by the Rector (or in the event there shall be no Rector, then by the Senior Warden), and the findings of such Committee shall be final and binding. Only members entitled to vote at the meeting of the Parish at which a vote is to be taken and who are present may vote or member who is unable to attend due to illness or physical condition and who received prior written approval from the Bishop or the Bishop's designee to vote by absentee ballot.

Section 4.

A person shall be eligible to serve as a Warden or member of the Vestry who is entitled to vote on matters coming before the Parish or Mission, at least 18 years of age, and a confirmed communicant in good standing. No person employed or engaged by the Parish or Mission, nor the spouse or immediate family member of any person employed or engaged by the Parish or Mission, except for the Rector or Vicar, shall be eligible to serve as a member of the Vestry. For purposes of this Section 4:

- (a) A Deacon serving a Congregation shall be deemed to be engaged by the Parish or Mission;
- (b) Clergy who are not employed by the Parish or Mission, but are actively involved in the ministry of the Parish or Mission, shall be deemed to be engaged by the Parish or Mission;
- (c) A postulant or candidate for ordination shall be deemed to be engaged by the Parish or Mission.

Section 5.

It shall be the duty of the Wardens to protect the church property and to see that all things needed for the orderly worship of God and for the administration of the sacraments and ordinances of the church be provided. The Rector shall preside at all meetings of the Vestry. In the absence of the Rector, or at the Rector's request, the Senior Warden shall preside at the meetings of the Vestry. In the absence of both, the Junior Warden shall preside. The person presiding at a meeting of the Vestry may appoint another to preside at that meeting.

Section 6.

It shall be the duty of the Vestry to take charge of the property of the church and keep the same fully insured, to prepare a budget providing for the necessary requirements and expenditures of the Parish, to regulate all temporal concerns, to elect and with the approval of the Ecclesiastical Authority, call a Rector, to provide for the Rector's maintenance, to keep order in the church during the celebration of divine worship, and in general to act as helpers to the Rector in whatever is appropriate to lay persons for the furtherance of the welfare of the church; it being understood always that the spiritual concerns of the Parish are under the exclusive direction of the Rector, in subordination to the Ecclesiastical Authority, and Constitution and Canons of the Diocese.

Section 7.

The Vestry shall annually elect a Secretary, whose duty it shall be to take and record the minutes of their proceedings, attest the public acts of the Vestry, preserve all records and papers belonging to the Parish, perform such other duties as shall be legally assigned and faithfully deliver into the hands of the successor all books and documents of the Parish. The Vestry shall also annually elect a Treasurer to perform the duties incumbent upon that office, who shall be bonded in a suitable amount. The books and accounts shall be audited annually and at any other time the Vestry may direct. The offices of Secretary and Treasurer may both be held by the same person. Neither the Secretary nor the Treasurer need be a member of the Vestry.

Section 8.

Meetings of the Vestry shall be held annually, to receive reports of officers and committees, pass on the same, and turn over the affairs of the Parish to the newly elected Vestry. Other meetings of the Vestry may be provided for at regular times or called by the Rector or, in the Rector's absence by the Senior Warden, or at the request of two members of the Vestry. The Ecclesiastical Authority has the discretion to call a meeting of the Vestry of any Parish and preside at such meeting. Only members of the Vestry present at the meeting of the Vestry in person or by two-way electronic voice or voice and video may vote at a meeting. A member of the Vestry may not appoint a proxy or designate another person to vote for the Vestry member at any meeting of the Vestry. Meetings of the Vestry are open to the members of the Parish except that executive (closed) meetings of the Vestry meetings may be held for personnel matters or with the consent of the Ecclesiastical Authority.

Section 9.

All lay officers of a Parish shall hold their respective offices until the election and qualification of their successors or until removed in accordance with Section 10 below.

Section 10.

A Vestry Member, other than the Rector, may be removed from office pursuant to the following:

- (a) By the members of the Parish
 - (i) A member of the Vestry may be removed from office with or without cause by the vote or agreement in writing by a majority of all persons entitled to vote as determined under Section 2 of this Canon.
 - (ii) The notice of a meeting of the members of the Parish to recall a member or members of the Vestry shall state the purpose of the meeting and the specific Vestry members sought to be removed.

(iii) A proposed removal of a Vestry member at a meeting of the members of the Parish shall require a separate vote for each Vestry member sought to be removed. Where removal is sought by written agreement, a separate agreement is required for each Vestry member to be removed.

(iv) If removal is effected at a meeting, any vacancies created thereby shall be filled by the members at the same meeting.

(b) By the Vestry, Rector, and Ecclesiastical Authority

(i) A member of the Vestry may be removed from office upon the vote of that number of Vestry members constituting two-thirds (2/3's) of the number of Vestry members established in the Bylaws of the Parish with the consent of the Rector and the consent of the Ecclesiastical Authority.

(c) A Vestry member who is removed from the Vestry shall not be eligible to stand for reelection until the next annual meeting of the members.

(d) Any Vestry member removed from office shall turn over to the Vestry within 72 hours any and all records of the Vestry in his/her possession.

Section 11.

Should a vacancy occur on the Vestry during the year, the Rector shall appoint a successor with the consent of a majority of the remaining members of the Vestry, such appointee to serve until the next Annual Meeting.

Section 12.

In the event that the Rector or Vicar of a Congregation is removed or suspended, he or she shall cease being a member of the Vestry or Church Committee, as the case may be, and the Ecclesiastical Authority may suspend Vestry elections, may fill vacancies on the Vestry, and may appoint a Senior Warden for the Parish until, in the Ecclesiastical Authority's discretion, such actions are no longer necessary.

Canon XVIII Parochial Registers and Reports

Section 1.

(a) It shall be the duty of every Member of the Clergy of this Church in charge of a Congregation to record in the Parish Register all Baptisms, Confirmations, Marriages, Burials, and the names of all Communicants.

(b) The registry of every Baptism shall be signed by the officiating member of the Clergy.

- (c) Every Member of the Clergy of this Church in charge of a Congregation shall have recorded in the Parish Register a list of all persons who have received Holy Baptism; and a list of all persons who have received Confirmation; shall indicate upon the Parish Register each year the names of those who have died in the past year or whose names have been removed by letter of transfer; shall also indicate (1) those whose domicile is unknown, (2) those whose domicile is known but are inactive.

Section 2.

In every Congregation, the church Wardens shall provide a proper book in which the clergy, or if there be no clergy, one of the Wardens, shall record all services held in the Congregation, which record shall show the date, time, place, and kind of service held, the number of persons present, and if the service be that of Holy Communion, the number making their communions.

Canon XIX Vacant Cures

On the organization of any new Congregation in this Diocese, or on the occurrence of any vacancy in the Rectorship of any existing Congregation, it shall be the duty of the Wardens or other officers of such Congregation to give immediate notice of the same to the Ecclesiastical Authority, and until provision be made for the supply of same, the Ecclesiastical Authority may cause it to be supplied.

In the event the office of Rector or Vicar is vacant in an existing Congregation, the Ecclesiastical Authority may suspend Vestry elections and may fill vacancies on the Vestry, and may appoint a Senior Warden for the Parish until, in the Ecclesiastical Authority's discretion, such actions are no longer necessary.

Canon XX Business Methods

Section 1.

It shall be the duty of all Diocesan and Parochial custodians of trust and permanent funds for church purposes to deposit the same in trust with some legalized trust company or bank or with the Diocese or a corporation of the Diocese, and a full and detailed statement of each Diocesan fund shall be annually reported to the Diocesan Board, and a detailed statement of all Parochial funds shall be reported to the annual meeting of the Congregation. All such accounts shall require two signatures to withdraw any such funds.

Section 2.

Records shall be made and kept of all trust and permanent funds showing at least the following:

- (a) Source and date.
- (b) Terms governing the use of principal and income.
- (c) To whom and how often reports of condition are to be made.
- (d) How funds are invested.

Section 3.

All accounts having to do with the receipt and expenditure or investment money of all church organizations in this Diocese shall be so kept as to provide the basis for satisfactory accounting. *The Guidelines for Clergy Discretionary Funds* in effect as adopted by the Ecclesiastical Authority and the Diocesan Board shall apply.

Section 4.

All such accounts shall be audited at the close of each year by an independent certified public accountant or independent licensed public accountant, or such audit committee created and authorized by the Vestry. If an audit committee performs the audit, the audit shall be conducted according to guidelines provided by the Ecclesiastical Authority. A certificate of audit shall be forwarded to the Diocesan Treasurer no later than September 1 of each year covering reports of the previous calendar year.

Section 5.

All church buildings and personal property contained therein shall be insured by a reliable insurance company for an amount to be determined by the Vestry or other governing body having ownership or supervision of the property.

Additionally, each Parish, Mission, agency, or organization, shall be insured for general liability, including coverage for sexual misconduct, in an amount set by the Diocesan Board, and with an insurance company approved by the Diocesan Board.

Moreover, each such entity, whether or not required by the insurance company insuring that entity, shall comply with all Risk Management Policies established by the Diocesan Board.

Compliance with this Canon shall be reported in the annual report made by each Parish and Mission.

Section 6.

The Diocesan Board shall have power to call for reports and financial statements from every Parish, Mission, school, orphanage, home and other institutions and corporations of the church within the Diocese.

Section 7.

The fiscal year of the Diocese, including Parishes, Missions and all related organizations shall begin January 1, unless otherwise approved by the Ecclesiastical Authority.

Section 8.

No organization, Parochial or Diocesan, shall be incorporated under the laws of the state, or amend its Articles of Incorporation, until it shall have first secured the consent of the Ecclesiastical Authority and the Diocesan Board.

Section 9.

No corporation or other organization shall use the name of this Church or claim to be church-related organizations without first having secured the approval of the Ecclesiastical Authority and the Diocesan Board. Any such organization or corporation so approved which shall receive any type of support from the Diocese shall provide a space on its board of directors, trustees, or other governing body, for one member to be selected by the Diocesan Board, if the Diocesan Board elects to have a representative thereon. The Diocesan Board shall promptly inform the organization of the name of the person so designated. It shall not be lawful for any such organization or corporation, or the corporate officers thereof to encumber, sell, alienate, transfer or convey any real property, the title to which is held by and for the use of a Parish without the consent of the Diocesan Board; nor shall any aforesaid approval imply any authority on the part of the corporation or organization to incur any liability of any kind against the Diocese.

Canon XXI Concerning Real Estate

It shall not be lawful for any Parish or Mission or the corporate officers or Congregation thereof to encumber, sell, alienate, transfer, or convey any real property, the title to which is held by and for use of the Parish or Mission without the consent of the Diocesan Board. Provided further, that should the transaction involve any consecrated church or chapel, or any church or chapel which has been used solely for divine service, the prior written consent of the Bishop, acting with the advice and consent of the Standing Committee of the Diocese must also be obtained. In the event a Parish or Mission dissolves, real property owned by such Parish or Mission shall be transferred to the Diocese unless otherwise determined by the Ecclesiastical Authority and the Board.

Canon XXII Ecclesiastical Discipline

Section 1.

Those provisions of Title IV of the Canons of The Episcopal Church which are applicable to the Diocese are hereby incorporated as part of this subject to such provisions being in compliance with the Constitution of The Episcopal Church. To the extent, if any, that any of the provisions of this Canon XXII are in conflict or inconsistent with the provisions of Title IV which comply with the Constitution of The Episcopal Church, such provisions of Title IV shall govern.

Section 2.

- (a) Disciplinary Board. The Board shall consist of nine persons, five [5] of whom are members of the Clergy and four [4] of whom are Laity. All members of the Disciplinary Board must be members in good standing who are canonically resident within the Diocese, at least 18 years of age.
- (b) Clergy Members. The Clergy members of the Board must be canonically and geographically resident within the Diocese.
- (c) Lay Members. The lay members of the Board shall be Adult Communicants in Good Standing of a congregation in the Diocese.
- (d) Election. The members of the Board shall be nominated by the Ecclesiastical Authority and confirmed by the Diocesan Convention. Each member shall be elected for a three (3)-year term; except, if a member is elected to fill a vacancy, the term of such member shall be the unexpired term of the member being replaced. The terms of office of the Board shall be staggered and arranged into three classes.
- (e) Vacancies. Vacancies occurring within the membership of the Disciplinary Board shall be filled by the Ecclesiastical Authority. Persons so appointed must be from the same classification, clergy or lay, as the person they replace. Vacancies must be filled within three (3) months of notification of the vacancy. The person filling such vacancy shall serve until the next Annual Convention.
- (f) President. Within sixty (60) days following the annual Convention, the Board shall convene to elect a President to serve for the following calendar year.
- (g) Intake Officer. The Intake Officer shall be appointed from time to time by the Ecclesiastical Authority after consultation with the Board. The Ecclesiastical Authority may appoint one or more Intake Officers according to the needs of the Diocese. The Ecclesiastical Authority shall publish the name(s) and contact information of the Intake Officer(s) throughout the Diocese.
- (h) Investigator. The Ecclesiastical Authority shall appoint an Investigator in consultation with the President of the Board. The Investigator may, but need not, be a Member of the Church.
- (i) Church Attorney. Within sixty (60) days following each annual Convention, the Ecclesiastical Authority in consultation with the Disciplinary Board shall appoint an attorney to serve as Church Attorney to serve for the following calendar year. The person so selected must be a Member of the Church and a duly licensed attorney, but need not reside within the Diocese.
- (j) Pastoral Response Coordinator. The Ecclesiastical Authority may appoint a Pastoral Response Coordinator, to serve at the will of the Ecclesiastical Authority in

coordinating the delivery of appropriate pastoral responses provided for in Title IV.8 of the General Canons and this Title. The Pastoral Response Coordinator may be the Intake Officer, but shall not be a person serving in any other appointed or elected capacity under this Title.

- (k) Advisors. In each proceeding under this Title, the Ecclesiastical Authority shall appoint an Advisor for the Complainant and an Advisor for the Respondent. Persons serving as Advisors shall hold no other appointed or elected position provided for under this Title, and shall not include chancellors or vice chancellors of this Diocese or any person likely to be called as a witness in the proceeding.
- (l) Clerk. The Board shall appoint a Board Clerk to assist the Board with records management and administrative support. The Clerk may be a member of the Board.

Section 3.

- (a) Records of Proceedings. Records of active proceedings before the Board, including the period of any pending appeal, shall be preserved and maintained in the custody of the Clerk, if there be one, otherwise by the Diocesan offices
- (b) Permanent Records. The Ecclesiastical Authority shall make provision for the permanent storage of records of all proceedings under this Title at the Diocese and the Archives of the Episcopal Church, as prescribed in Title IV of the General Canons.

Canon XXIII Church Pension Fund

Section 1.

In conformity with the legislation adopted by the General Convention of 1913, pursuant to which the Church Pension Fund was duly incorporated, and in conformity with the Canon of the General Convention, "Of the Church Pension Fund," as heretofore amended and as it may hereafter be amended. The Church Pension Fund, a corporation created by Chapter 97 of the Laws of 1914 of the State of New York as subsequently amended, is accepted and acknowledged as the authorized and approved pension system for the clergy of this Diocese and for their dependents and as the authorized agency to establish and administer the lay employee pension system and denominational health plan of the Church.

Section 2.

The administration of the affairs of the Church Pension Fund in this Diocese shall be in the hands of the Diocesan Board whose duties shall be as follows:

- (a) To be informed of, and to inform the clergy and laity of the Diocese of the pension system created by the General Convention and committed by it to the trustees of the

Church Pension Fund, in order that the ordained clergy of the Church may be assured of pension protection for themselves in the event of old age or total and permanent disability and for their surviving spouses and children in the event of death.

- (b) To receive reports from the Church Pension Fund, from time to time, on the status of the pension assessments payable to said Fund, under its rules and as required by Canon Law, by the Diocese and by the Parishes, Missions, and other Ecclesiastical organizations therein.
- (c) To cooperate with the Church Pension Fund in doing all things necessary or advisable in the premises to the end that the clergy of the Diocese may be assured of the fullest pension protection of said Fund under its established rules.

Section 3.

It shall be the duty of the Diocese and of the Parishes, Missions, and other Ecclesiastical organizations therein, each through its Treasurer or other proper official, to inform the Church Pension Fund of salaries and other compensation paid to clergy by the Diocese, Parishes, Missions, and other Ecclesiastical organizations for services rendered, currently or in the past, prior to their becoming beneficiaries of said Fund, and changes in such salaries and other compensation as they occur; and to pay promptly to the Church Pension Fund the pension assessments required thereon under the Canon of the General Convention and in accordance with the Rules of said Fund.

Section 4.

It shall be the duty of every member of the clergy canonically resident in or serving in the Diocese to inform the Church Pension Fund promptly of such facts as dates of birth, or ordination or reception of marriages, births of children, deaths, and changes in cures or salaries as may be necessary for its proper administration and to cooperate with said Fund in such other ways as may be necessary in order that said Fund may discharge its obligations in accordance with the intention of the General Convention in respect thereto.

Canon XXIV The Cathedral and Other Institutions

Section 1.

The Church in the Diocese of Central Florida hereby acknowledges the Cathedral Church of St. Luke, Orlando, as the Cathedral Church in this Diocese, with the same legal and Ecclesiastical jurisdiction, rights, privileges, and obligations as any other Parish organization in union with the Convention.

Section 2.

Except as expressly provided elsewhere in these Canons, all other institutions and corporations of the Church or related to the Church within the Diocese shall be under the control and management of their respective boards of directors, according to their several Articles of Incorporation.

Canon XXV Schools

Section 1.

No day care center, preschool, kindergarten, or school providing secular education for young people and claiming to be with or under the control, auspices, or approval of this Church shall be established by any Parish, Mission (or other institution) in this Diocese without first obtaining the consent and approval of the Ecclesiastical Authority and Diocesan Board, nor shall any such school be operated or maintained by any Parish, Mission (or other institution) in this Diocese without the continued approval of the Ecclesiastical Authority and the Diocesan Board.

Section 2.

The Central Florida Episcopal Schools Association (the “CFESA”) shall operate under the continuing authority of the Ecclesiastical Authority and the Diocesan Board. The CFESA Episcopal Identity and Requirements Committee shall make and provide minimum standards and requirements, subject to the approval of the Ecclesiastical Authority and the Diocesan Board, for the establishment, the approval, the operation and the accreditation of day care centers and schools including reasonable probationary periods. Each School shall be a member of the Central Florida Episcopal Schools Association (the “CFESA”) and comply with the CFESA School Standards. Any parish affiliated or parish related day care center or school failing to meet such minimum standards may be closed, disassociated from the Church, Parish or Diocese, or face other corrective measures imposed by the Ecclesiastical Authority and Diocesan Board, subject to these Canons.

(a) The CFESA Episcopal Identity and Requirements Committee shall be appointed annually by the Ecclesiastical Authority. Approximately half of the Committee shall be clergy. There shall be proportional representation of the various types of schools. All members of this Committee shall be Episcopalians in Good Standing or have the equivalent standing in another Christian denomination.

Section 3.

The Ecclesiastical Authority and the Diocesan Board may authorize separate corporations operating schools which are directly or indirectly related to a Parish to operate independently of the Parish provided that in each instance

- (a) The Articles of Incorporation and Bylaws of this corporation are approved and remain subject to the approval of the Vestry of the Parish, Rector, Ecclesiastical Authority and the Diocesan Board,
- (b) The Vestry of the Parish has the right to appoint at least one person to serve on its board of directors,
- (c) At least 20% of the members of its board of directors are Members in Good Standing of the Episcopal Church,
- (d) The school agrees to comply and does comply with the policies, procedures, minimum standards and requirements published by CFESA, and approved by the Ecclesiastical Authority and the Diocesan Board,
- (e) The Articles of Incorporation shall have a provision by which the school accedes to the doctrine, discipline, worship, constitution and canons of this Church and Diocese,
- (f) The Rector of the Parish is in full charge of the spiritual direction of the school,
- (g) The school is subject to other requirements determined on a case by case basis by the Ecclesiastical Authority and the Diocesan Board,
- (h) The school is subject to the following corrective measures:
 - i. The Ecclesiastical Authority may place a parish related school on warning or probation if it fails to meet the CFESA Standards or Requirements, during which time there shall be a written plan for remediation.
 - ii. The Ecclesiastical Authority may remove any member of its board of directors found to be acting or voting in material breach of the canons, standards, requirements or policies of this Diocese, subject to the approval of the Diocesan Board.
 - iii. The Ecclesiastical Authority may close the school, subject to the approval of the Diocesan Board.
 - iv. The Ecclesiastical Authority may disassociate the school from the Church, Parish and Diocese, subject to the approval of the Rector and Vestry of the Parish and of the Diocesan Board. Disassociation is further described in Section 6 of this Canon.

Section 4. Diocesan (Independent) Schools

Schools not directly or indirectly related to a Parish, shall, in order to hold themselves out as an Episcopal school, agree to and be subject to CFESA policies adopted and approved by the Ecclesiastical Authority and the Diocesan Board. The Ecclesiastical Authority and Diocesan Board may prohibit a school that fails to comply with such policies from holding itself out as an Episcopal school.

The Ecclesiastical Authority may place a Diocesan (Independent) school on warning or probation if it fails to meet the CFESA Standards or Requirements, during which time there shall be a written plan for remediation. If the school fails to comply with the plan for remediation, the Ecclesiastical Authority and Diocesan Board may disassociate the school from the Diocese, as further described in Section 6 of this Canon.

Section 5. Schools Generally

The Ecclesiastical Authority and the Diocesan Board may require reports from all such day care centers and schools and specify the information to be disclosed by such reports and shall have the right to inspect, or cause to be inspected, such institutions at any time.

For any separately incorporated school, The Ecclesiastical Authority or the designee of the Ecclesiastical Authority shall automatically be a member of the board of directors, with all the privileges and powers of a member of the board of directors, and may visit the school on an annual basis or at any other time.

A school may call a member of the clergy as staff only with the approval of the Ecclesiastical Authority. This person shall be either canonically resident in the Diocese or licensed by the Diocese to function as a member of the clergy.

Section 6. Disassociation

In the event the Ecclesiastical Authority and Diocesan Board are considering disassociating a School from the diocese, the Ecclesiastical Authority shall notify the School (and Parish in the case of a parish related school) in writing, summarizing the reasons for possibly disassociating the School from the Diocese and giving the School a reasonable period of time, not to exceed 90 days, within which to eliminate or cure such reasons. If the School fails to eliminate or cure such reasons within the cure period in the judgment of the Ecclesiastical Authority and the Diocesan Board, the School may be disassociated from the Diocese, with the consent of the Vestry and Rector in the case of a Parish Related school.

Upon such disassociation from the Diocese, a School shall immediately notify all students, parents/guardians of the students and employees of the School of such disassociation shall cease holding itself out as an Episcopal School, and cease using any signage, letterhead, advertising or references to the School as an Episcopal School.

Section 7. Exceptions to the provisions of this Canon XXV

The Ecclesiastical Authority and the Diocesan Board may, for good reason on a school by school basis, grant an exception or exceptions to the provisions of this Canon XXV after consulting with the CFESA and, in the case of a Parish related school, the approval of the Rector of the related Parish. Any exception granted may be rescinded or modified in the future by the Ecclesiastical Authority and the Diocesan Board, and in the case of a Parish related school, with the approval of the Rector of the related Parish.

Nothing in this Canon XXV shall impair or limit the Ecclesiastical Authority's exclusive charge of all spiritual affairs of the Diocese as provided in Canon I, Section 5.

Canon XXVI

Committee on Constitution and Canons

At each annual session of the Convention there shall be a Committee of five appointed by the Ecclesiastical Authority, consisting of three members of the clergy and two lay persons of this Diocese. All matters relating to the Constitution and Canons shall be referred to this Committee for consideration and report thereon. Such report shall be submitted to the Ecclesiastical Authority and the Board not less than 20 days prior to the Convention. The Ecclesiastical Authority shall fill any vacancy on this Committee by appointing a member of the clergy or a lay person as the case may be.

Canon XXVII

Amendments to Constitution and Canons; Interpretation of these Canons

Section 1.

Amendments to the Constitution may be made in accordance with the provisions of the Constitution and this Canon. Consideration of amendments at a Special Convention shall require the notice specified in Section 2 hereof.

Section 2.

These Canons may be amended at any Annual Convention or at any Special Convention. Notice of the intended amendment at any Convention must be given to the following at least two weeks before the Convention:

- (a) Every member of the clergy canonically entitled to vote at Convention.
- (b) Each canonically organized Mission of this Diocese.
- (c) Each Parish in union with the Convention of this Diocese.
- (d) Each lay delegate entitled to vote at the Convention.
- (e) All other members of the Convention entitled to vote at the Convention.

Section 3.

All proposed amendments to the Constitution or Canons must be submitted in writing to the Committee on Constitution and Canons with a copy to the Ecclesiastical Authority and the Diocesan Board not less than 60 days before the Convention.

Section 4.

The Bishop, with the advice and counsel of the Chancellor, shall, in the event of ambiguity or inconsistency in these Canons, interpret or construe the provisions of these Canons. A party that is directly affected by any such interpretation or construction may request a review of the decision of the Bishop in writing within twenty days after the Bishop has issued the Bishop's interpretation or construction in writing to the affected parties. Upon receipt of such request for review, the Bishop shall, within a reasonable period of time after such receipt, confer with and receive the recommendation of the Standing Committee with respect to the Bishop's decision and, thereafter, the Bishop, as final arbiter and judge, shall render a Godly judgment as to the matter. When there is no Bishop, the Standing Committee, with the advice and counsel of the Chancellor, shall interpret or construe the provisions of these Canons, and such decision shall be final.

January 27, 2018