

## **REPORT OF THE CONVENTION COMMITTEE ON CHARTER AND CANONS**

### **I. INTRODUCTION**

In order to address some of the challenges and problems experienced at the time of the two (2) most recent special Diocesan Conventions called for the purpose of electing a Bishop Coadjutor (the “Special Conventions”), the Convention Committee on Charter and Canons (the “Committee”) met in order to review The Articles of Reincorporation of the Episcopal Church in the Diocese of Florida, Inc. (the “1972 Articles”) and certain of the Canons of the Diocese (the “Canons”)

The Committee consists of individuals who are all communicants of parishes and missions located within the Diocese and the Chancellor of the Diocese. The Committee collectively spent a great number of hours in completing the work assigned to it and prayerfully considered the effect of its actions on the future governance of the Diocese of Florida before taking action, resulting in what is provided for in this Report.

The Committee was assisted by Diocesan staff, including the current Canon to the Ordinary, the Past Canon to the Ordinary, and outside of Diocesan staff, by the Very Rev'd. Timothy Kimbrough. Dean Kimbrough is an Episcopal priest, immediate past Dean of the cathedral in Nashville, Tennessee and now director of the Anglican Episcopal House of Studies and Jack and Barbara Bovender Professor of the Practice of Anglican Studies at Duke University. He is an eleven-time Deputy to General Convention (from North Carolina and Tennessee), a six-time member of General Convention committee on Constitution and Canons and former member of the Board of Examining Chaplains, Diocese of Tennessee. Dean Kimbrough is an expert in canonical law, especially with respect to the Constitution and Canons of ECUSA.

An issue coming out of the Special Conventions relates to the composition of a quorum as provided for in the 1972 Articles, particularly Article VII, Section 4, concerning the organization

of a Diocesan Convention for the election of a Bishop, Bishop Coadjutor or a Suffragan Bishop (hereafter, "Bishop"), that being 2/3rds of both orders. Of help to the Committee as to this issue, was a review of the articles of incorporation and/or canons of other Dioceses throughout the country, especially those of the Dioceses comprising Province IV of ECUSA, of which the Diocese of Florida is one. There are relatively few (approximately 3 Dioceses) in Province IV that have a 2/3rds quorum requirement for a convention to elect a Bishop. The vast majority of all Dioceses, as well as that of ECUSA's General Convention itself, merely require a simple majority of eligible delegates to comprise a quorum for any purpose, including one for the election of a Bishop. The Committee specifically consulted Dean Kimbrough, concerning the quorum requirement of other Dioceses, as to another amendment proposed by the Committee concerning the eligibility requirement for lay delegates and as to another proposed amendment concerning electronic attendance. Dean Kimbrough has opined, as a matter of Canon Law, as to the validity of the amendments being proposed by the Committee.

Another issue that surfaced at the Special Conventions relates to the qualifications of clergy eligible to vote at a regular or special Diocesan Convention. This issue was considered and is addressed in this Report.

The Committee, as it relates to the conduct of the business of the Diocese at a Diocesan Convention, was also asked to consider and evaluate the propriety of delegates attending and voting electronically or by other communicative means at regular or special Diocesan convention(s). This is addressed in this Report.

The Committee was also charged with reviewing provisions in the Canons concerning approval of debt obligations of the Diocese and determine if there is a better way to facilitate a logical and efficient review of such undertakings and identification of the responsible offices or bodies of

the Diocese for such review, consideration, or approval, but not changing the ultimate responsibility for final execution thereof. This is addressed in this Report.

Finally, the Committee has noted the selection of trustees to the Board of the University of the South has been by election at Diocesan Conventions, whereas Canon 25 still provides that the Trustees would be selected by Diocesan Council. This is addressed in this Report.

**Following are the Resolutions related to the Articles of Reincorporation and the Canons.**

II. AMENDMENT TO THE ARTICLES OF REINCORPORATION OF THE EPISCOPAL CHURCH IN THE DIOCESE OF FLORIDA, INC.

A. RESOLUTION NO. 1: AMENDMENT TO ARTICLE VII., SECTION 4., THE ARTICLES OF REINCORPORATION OF THE EPISCOPAL CHURCH IN THE DIOCESE OF FLORIDA, INC.

To comply with Florida law for the amendment and restatement of the articles of a Florida not-for-profit corporation, a more comprehensive document was required; it is set forth in the Appendix to this Report (redlined to show how the 1972 Articles were revised). The key provision (again, redlined in order to show how the 1972 Article are proposed to be revised) on the subject of the required quorum for the election of a Bishop (from Article VII, Section 4 of the 1972 Articles) is as follows:

**Section 4.** The election of a Bishop of the Diocese shall be had in ~~Regular~~regular or ~~Special~~special Diocesan Convention. The quorum required for the election of a Bishop shall be ~~two-thirds a majority~~ of all ~~Clergy~~clergy delegates entitled to vote and ~~two-thirds a majority~~ of all ~~Lay~~lay Delegates entitled to ~~be members of the Diocesan Convention.~~vote at such convention. The election shall be in the following manner: After nominations have been made in open Convention, ~~the vote(s)~~ shall be taken by orders (~~Clergy~~clergy and ~~Lay~~lay) and by secret ballot, ~~and until~~ a qualified Bishop or Presbyter shall be chosen. A concurrent majority of those present and voting in both orders shall be necessary for ~~a choice.~~election of a Bishop.

For comparison purposes, the current version of Article VII, Section 4 is set forth below:

The election of a Bishop of the Diocese shall be had in Regular or Special Diocesan Convention. The quorum required for the election of a Bishop shall be two-thirds of all Clergy entitled to vote and two-thirds of all Lay Delegates entitled to be members of the Diocesan Convention. The election shall be in the following manner: After nominations have been made in open Convention, the vote shall be by orders (Clergy and Lay) and by secret ballot, and a qualified Bishop or Presbyter shall be chosen. A concurrent majority in both orders shall be necessary for a choice.

### **EXPLANATION**

Currently, Article VII, Section 4. of the Articles provides that a quorum for a Diocesan Convention, held for the election of a Bishop, is 2/3rds of all clergy entitled to vote and 2/3rds of all eligible lay delegates entitled to vote. On matters other than the election of a Bishop, the Canons do not require a 2/3rds quorum in order to conduct business at a regular or special Diocesan Convention, but only require a simple majority of both orders.

At the Special Conventions, for various reasons, there was difficulty in achieving a 2/3rds quorum of eligible clergy delegates. Some of the reasons for that difficulty were health concerns, inability to travel, etc. From an efficiency, governance and operational standpoint, the 2/3rds requirement for a quorum provides too great a possibility of stalemates or stonewalling and impedes the ability of the Diocese to conduct a Diocesan Convention for the election of a Bishop. The Committee suggests this requirement vests minority rights disproportionately, such that it has made it possible that a relatively small faction of delegates could block the mere conducting of a Diocesan Convention for the election of a Bishop, simply by refusing to attend, even though Canon 2, Section 1 requires that all clergy attend any Diocesan Convention, regular or special. The 2/3rds quorum requirement is also incongruous with the fact that the Canons, as it relates to the election of a Bishop, only requires a simple majority of each order of the eligible attending delegates, to actually elect a Bishop. For example, if there are 100 eligible clergy and 100 lay delegates, only 51 votes from each would be required to elect a Bishop, whereas 67 of each group would be required to constitute

a quorum under the 2/3rds requirement in order to conduct a Diocesan Convention for the election of a Bishop. By this example, the refusal to attend of only 34 delegates from either order, acting in concert or due to problems attending, would prevent the conducting of a Diocesan Convention for the election of a Bishop and thereby undermine or block a potential majority of the delegates who would elect a Bishop.

This resolution reduces the requirements for a quorum at a Diocesan Convention called for the election of a Bishop, from 2/3rds of the eligible delegates to a simple majority of the eligible delegates, in both orders. This amendment to the Articles also corrects certain grammatical and spelling errors in the existing Articles. The Committee does not consider any of these additional changes to be substantive in nature.

In order to amend the Articles, a simple majority of both orders of eligible delegates attending a regular Diocesan Convention, (which again does not require 2/3rds of the eligible delegates of both orders for a quorum, but only a simple majority) must approve the amendment to the Articles at two (2) consecutive regular Diocesan Conventions. Accordingly, if this proposed amendment to the Articles is adopted at the Diocesan Convention on September 30, 2023, it will not become effective until it is adopted at the next regular Diocesan Convention. To remind all, the quorum for a special or regular Diocesan Convention, as required by the Canons, not called for the election of a Bishop, is a simple majority of both orders of eligible delegates.

The proposed amendment to the Articles of Reincorporation would be accomplished in accordance with Sections 617.1007 and 617.1002, Florida Statutes.

Accordingly, it is this Committee's recommendation that Article VII, Section 4 of the Articles of Reincorporation of the Episcopal Church in the Diocese of Florida be amended as set forth above.

### III. AMENDMENTS TO THE CANONS OF THE DIOCESE OF FLORIDA

The Committee's suggested amendments to the Canons are set forth below.

A. RESOLUTION NO. 2: AMENDMENT TO CANON 1 OF CANONS OF THE DIOCESE OF FLORIDA "OF ORGANIZATION OF DIOCESE AND CONVENTION", SECTION 3. COMPOSITION. (A) CLERGY DELEGATES".

#### RESOLUTION NO. 2:

**SECTION 3.- Composition.** ~~The~~ Diocesan Convention will be composed of the following who shall have seat, voice and vote unless otherwise prohibited by Section 2 of this canon:

**(a) Clergy Delegates.** All canonically resident clergy of the Diocese in good standing. For the purposes of this canon, to be canonically resident in good standing, a priest or deacon must be actively serving, on the continuing basis, in the Diocese, whether compensated or not, in a parish, mission, or office or ministry that, (i) as to a parish, is authorized by vestry and/or the rector of that parish and approved by the Bishop, or (ii) as to a mission, or any office or ministry of the Diocese approved by the Bishop, is licensed or appointed to such mission, office or ministry by the Bishop. A priest or deacon may not be canonically resident in the Diocese while canonically resident in another diocese. When coming into this Diocese a priest or deacon coming from another diocese must have submitted to the Bishop, letters dimissory that have been received and accepted. In the absence of a bishop diocesan, the Ecclesiastical Authority shall serve in lieu of a Bishop for purposes of this Section.

#### **For comparison purposes, the current version of this Canon is:**

**Canon 1, Section 3. Composition.** Diocesan Convention will be composed of the following who shall have seat, voice and vote unless otherwise prohibited by Section 2 of this canon:

**(a) Clergy Delegates.** All canonically resident clergy of the Diocese in good standing, with cure.

#### **EXPLANATION**

Canon 1, Section 3., (a) merely describes eligible clergy delegates as being those who are "canonically resident in the Diocese in good standing." However, there is no definition of "canonically resident" set forth in the Canons of the Diocese. This proposed amendment does not

change the qualification for voting clergy, it is still “in good standing” and “canonically resident” but merely defines “canonically resident”). The purpose of this amendment is to define who are eligible clergy delegates to all regular or special Diocesan Conventions, including elections, and address specific requirements pertaining thereto. Furthermore, it is being proposed, in order to more specifically define “canonically resident”, to consist solely of clergy, active or retired, who have an active and authorized ministry within the Diocese of Florida. This amendment is intended to mitigate the influence of clergy who are no longer active in the Diocese of Florida, as that term is defined in this amendment, but who may nevertheless or otherwise maintain their canonical residency in the Diocese of Florida, as that term may have ordinarily or previously been understood, but who are not, in fact, actively participating in the day-to-day activities or ministry of or in the Diocese. This amendment also ameliorates the influence of clergy who are active in other Dioceses while maintaining canonical residency in Florida, but not so maintain in the context of the definition set out in this amendment. The Committee has also been informed that under the National Church’s Rules and Canons, a clergy person may maintain or have only a single canonical residency at a time.

The definition in this amendment, of “canonically resident” was developed following a review of canons of other Dioceses, including the Episcopal Diocese of the Central Gulf Coast. The Committee considered and rejected the supposition that any retired clergy be automatically excluded, or that a clergy person’s place of residence be determinative of their canonical residency, whereas certain other Dioceses which do more specifically define “canonically resident”, have done so. Should this proposal be adopted, it is estimated that a total of 88 clergy who are currently considered as “canonically resident” (but who would not be under the provisions of this amendment) would potentially no longer qualify or be eligible to vote. There are any number of

ways those who would be affected by the definition of canonically residency in the proposed amendments, should they wish to be canonically resident in the Diocese of Florida, to do so.

B. RESOLUTION NO. 3: AMENDMENT TO CANON 2 OF THE CANONS OF THE DIOCESE OF FLORIDA, “OF ATTENDANCE OF CLERGY AND LAY DELEGATES”, ALLOWING FOR OTHER MEANS OF COMMUNICATION BESIDES PHYSICAL PRESENCE, AND, AND CANON 29 OF THE CANONS OF THE DIOCESE OF FLORIDA, “OF RULES AND PROCEDURE.”

A new subsection (e) would be added to Canon 2, Section 2, as follows:

**SECTION 2. Diocesan Convention.**

**(e) Participation by Communication Means.** Delegates to any regular or special Diocesan Convention may participate in and vote at such convention through the use of any means of communication (including telephonic or electronic means then generally utilized, such as Zoom or Teams) by which all delegates participating may simultaneously hear each other during such meeting. A delegate participating in such meeting by this means is deemed to be present in person at the meeting.

Further, the Florida Statutes Chapter on not-for-profit corporations would also be made a additional source of Diocesan rules and procedures by the following revision to Canon 29:

**CANON 29**  
**Of Rules and Procedure**

~~The~~Diocesan Convention and all Diocesan agencies may adopt such rules of procedure as are not inconsistent with the Articles of Reincorporation, these Canons, or those as set forth by ~~the~~ General Convention; and in all matters of procedure not otherwise provided for, Chapter 617, Florida Statutes, or Robert's Rules of Order as revised shall be followed. \_

**EXPLANATION**

This proposed amendment would allow for the attendance and participation of all delegates at Diocesan Conventions, to be conducted in accordance with Section 617.0820, Florida Statutes, which permits the participation of directors, in our case, delegates, through a communication system or systems that allows by such means, delegates to participate and sit at regular or special Diocesan



Conventions, including those called for the election of a Bishop. Whichever system that is ultimately adopted, would allow all delegates participating, either in person by this other means to simultaneously hear each other and speak during a Diocesan Convention. This proposed amendment thus tracks the Florida statute's provisions which also deem that a delegate participating and in a meeting by these means is deemed to be present in person at the meeting. The amendments also expressly (rather than by interpretation or inference) make Chapter 617, Florida Statutes, on not-for-profit corporations, an acceptable source of Diocesan procedures and rules.

C. RESOLUTION NO. 4: AMENDMENT TO CANON 12 OF CANONS OF THE DIOCESE OF FLORIDA "OF FINANCE AND INVESTMENT", SECTION 3. AUTHORITY TO ACT. (C) LIMITATIONS ON BORROWING POWER. REGARDING THE APPROVAL OF DEBT OBLIGATIONS AND INSTRUMENTS.

(a) Limitations on Borrowing Power. The ~~Committee of~~ Finance and Investment Committee is authorized to borrow money for the use ~~of any parish or mission within~~by the Diocese; and is authorized to execute mortgages or any other surety documents in connection therewith, ~~only at.~~ The Finance and Investment Committee is authorized to borrow money for the rates and terms and needs of any parish or mission within the Diocese, and is authorized, as to the same, to execute mortgages or any other conditions specified by the regulation of the Diocesan Council surety documents in connection therewith.

Provided:

- (i) ~~That no~~No money shall be borrowed for the use of any parish without the written consent of the constituted authorities of the parish;
- (ii) That the The evidence of the indebtedness of the Diocese for money borrowed shall be its promissory note executed as provided in Section 5 of this Canon 12;
- (iii) That any parish shall have the right to appeal, to Diocesan Council, the decision of the ~~Committee of~~ Finance and Investment ~~to the Diocesan Council~~Committee.

Current Canon:

Limitations on Borrowing Power. The Committee of Finance and Investment is authorized to borrow money for the use of any parish or mission within the

Diocese, and to execute mortgages or any other surety documents in connection therewith, only at the rates and terms and other conditions specified by the regulation of the Diocesan Council.

Provided:

- (i) That no money shall be borrowed for the use of any parish without the written consent of the constituted authorities of the parish;
- (ii) That the evidence of the indebtedness of the Diocese for money borrowed shall be its promissory note executed as provided in Section 5;
- (iii) That any parish shall have the right to appeal the decision of the Committee of Finance and Investment to the Diocesan Council.

### **EXPLANATION**

The Committee was informed that presently under the current Canons, the incurring of debt obligations of the Diocese is undertaken by the Committee of Finance and Investment with ambiguous language regarding Diocesan Council regulating the rates and terms, which is incongruous in terms of Diocesan Council not being constituted to deal with such financial matters. The Committee of Finance and Investment is better suited to make these decisions. It would appear to be more logical and efficient for any incurring of debt be the responsibility of the Finance and Investment Committee of the Diocese. The current Canon 12, Section 3. (c) and the proposed amended Canon are set forth above.

D. RESOLUTION NO. 5: AMENDMENT TO CANON 25 OF CANONS OF THE DIOCESE OF FLORIDA “OF THE UNIVERSITY OF THE SOUTH”, SECTION 2. ELECTION OF TRUSTEES.”

**SECTION 2. Election of Trustees.** ~~The~~ Diocesan ~~Council~~Convention shall elect three trustees of the University of the South, consisting of one clerical and two lay trustees, whose terms of office shall be three years and until their successors are elected.

Current Canon:

Election of Trustees: The Diocesan Council shall elect three trustees of the University of the South, consisting of one clerical and two lay trustees, whose terms of office shall be three years and until their successors are elected.

### **EXPLANATION**

Although initially not a charge to the Committee, Canon 25, which relates to the election of Trustees of the University of the South, currently provides for their selection by Diocesan Council. The actual practice of the Diocese, for some years, has been to elect them at Diocesan Convention. The proposal is to amend Canon 25 to provide for the election of the Trustees at Diocesan Convention.

E. RESOLUTION NO. 6: AMENDMENT TO SECTIONS OF OTHER CANONS OF THE DIOCESE OF FLORIDA.

In reviewing the Canons, in addition to the changes reflected in the resolutions set forth above, the Committee determined that there were a number of the Canons to which changes and clarifications should be considered. The following Resolution is included for that purpose.

### **CANON 1**

#### **Of Organization of Diocese and Convention**

**SECTION 1. In General**. The affairs of this Diocese will be managed by the Bishop Diocesan of the Diocese, by the Standing Committee, by ~~the~~ Diocesan Council, and by such other officers and agencies as may be provided by these Canons so long as the same are consistent with the Constitution and Canons of the Protestant Episcopal Church in the United States of America, the laws of the State of Florida and the Articles of Reincorporation of this Diocese. The provisions of these Canons shall be equally applicable to men and women and the use of one gender includes the other whenever the context so admits or implies. The duties and responsibilities of the Bishop, the Standing Committee and Diocesan Council, except as otherwise prohibited by the Articles of Re-Incorporation, Canons of the Diocese of Florida, or the Constitution and Canons of The Episcopal Church in the United States (“ECUSA”), may delegate duties and responsibilities to committees or other agencies of the Diocese. The Standing Committee, should it become the Ecclesiastical Authority of the Diocese in the absence of a Bishop Diocesan, may not under any circumstances or in way any way, delegate its position as the Ecclesiastical Authority of the Diocese.

**CANON 6**  
**Of the Treasurer**

**SECTION 1. Election.** The Treasurer of the Diocese shall be elected by ~~the~~ Diocesan Council and shall hold office during the pleasure of ~~the~~ Diocesan Council.

**SECTION 2. Duties.**

- ~~1.~~ (a) The Treasurer shall receive and disburse all moneys collected under the authority of the Diocese and not otherwise regulated. The Treasurer shall forward, in due time, to the Treasurer of ~~the~~ General Convention the amount assessed upon the Diocese for the contingent expenses of General Convention.
- ~~2.~~ (b) Property. The Treasurer shall oversee custody of all deeds, mortgages, insurance policies, and other documents pertaining to the property of the Diocese, together with such additional duties with respect thereto as ~~the~~ Diocesan Council shall from time to time specify.
- ~~3.~~ (c) Requisition of Information. The Treasurer is authorized and directed to prepare a form of requisition for information pertaining to all property of the Diocese and of each congregation, parish, mission or agency thereof. The information called for in such requisition shall be full and complete for the purpose of maintaining an inventory of such property, of determining the fair market value therefore, and of determining its insurable value. The Treasurer's annual report to ~~the~~ Diocesan Council shall include information pertaining to all property owned.
- ~~4.~~ (d) ~~The~~ Diocesan Council shall specify the additional duties of the Treasurer.
- ~~5.~~ (e) The Treasurer shall have a seat and voice but no vote ~~in the~~ any Diocesan Convention and ~~in the~~ meetings of Diocesan Council.

**CANON 10**  
**Of ~~the~~ Diocesan Council**

**SECTION 1. Statement of Purpose.** ~~The~~ Diocesan Council shall be an executive body, representative of the Church in this Diocese with power and authority to implement and carry into effect the policies and programs adopted by ~~the~~ Diocesan Convention and to act for ~~the~~ Diocesan Convention between meetings thereof. ~~The~~ Diocesan Council shall have overall responsibility for the Diocesan program and finances, and ~~it~~ shall provide for the efficient management of the business of the Diocese. It shall be an agency to relieve the Bishop Diocesan of the Diocese insofar as practicable from the necessity of the detailed management of the business affairs of the Diocese.

**SECTION 9. Powers.** ~~The~~Diocesan Council shall have the following powers:

- (a) **Powers of the Diocesan Convention.** ~~The~~**Council. Diocesan** Council shall have all the powers of ~~the~~Diocesan Convention when ~~the latter~~**Diocesan Convention** is not in session, except the power to elect a Bishop, to amend the Articles of Reincorporation or the Canons or to adopt rules of **Diocesan** Convention.
- ~~1.~~**(b) Responsibility for Business Affairs of the Diocese.** ~~The~~**Diocesan** Council shall have the responsibility for the business affairs of the Diocese and of each Board and Committee thereof, which responsibility shall include but shall not be limited to the following:
- ~~1.~~**(i)** property management;
  - ~~2.~~**(ii)** supervision of investments and the determination of investment policies;
  - ~~3.~~**(iii)** preparation of Diocesan program and ~~a~~budget for submission to ~~the annual meetings of the~~Diocesan Convention;
  - ~~4.~~**(iv)** authorizing the expenditure of all funds;
  - ~~5.~~**(v)** ~~the~~management of all Diocesan bank accounts, including, but not limited to, selecting banks of deposit, closing bank accounts, and designating those authorized to sign checks for the Diocese;
  - ~~6.~~**(vi)** ~~the~~receipt of all funds of the Diocese. ~~The~~**Diocesan** Council shall promulgate regulations governing the handling and depositing of such funds and shall name the person or persons responsible therefore;
  - ~~7.~~**(vii)** ordering an annual audit of the affairs of the Diocese by an independent certified public accountant and whatever special audits of any Diocesan office or business ~~the~~**Diocesan** Council may deem appropriate.

## CANON 11

### Of Committees of the Diocese

**SECTION 1. Establishment.** There are hereby established three committees of the Diocese of Florida: ~~a Committee of~~**(i)** Finance and Investment, ~~a Committee of;~~ **(ii)** Congregational Development; and ~~a Committee of the Camp;~~ and **(iii)** Conference Center. Such other committees may be established as ~~the~~ Diocesan Convention deems necessary.

- (a) **Finance.** The ~~Committee of~~ Finance and Investment Committee shall implement all policies relating to the financial affairs of the Diocese and shall have the powers provided in Canon 12.

**CANON 12**  
**Of Finance and Investment**

**SECTION 1. Management.** ~~The~~ Diocesan Council shall take charge of, manage, and control all lands, tenements, hereditaments, trusts, money and other things belonging to the Diocese, and authorize the execution of all documents as may be required for such purposes subject to the limitations of Section 3 (c) hereof.

**SECTION 2. President and Directors.** The Bishop Diocesan shall be the President of The Episcopal Church in the ~~Diocesan~~ Diocese of Florida, Inc., (the “Corporation;”), and the members of Diocesan Council shall function as the Board of Directors of the Corporation.

**SECTION 3. Authority to Act.** The Bishop Diocesan and the ~~Committee of~~ Finance and Investment Committee, together with the Treasurer, shall be authorized to conduct such business matters as ~~the~~ Diocesan Council may deem advisable; Diocesan Council hereby so delegates as follows:

~~1.~~(b) **Secretary of the Committee of Finance and Investment.** ~~The Committee of~~ Finance and Investment Committee shall appoint one of its number to be secretary thereof to keep a record of its ~~meeting~~meetings, to certify to the same to Diocesan Council, and to execute documents in behalf of the Diocese as provided for in Canon ~~56~~.

~~(c)~~ **Power of Committee of Finance and Investment ~~4~~Over Over Property.** ~~The Committee of~~ Finance and Investment Committee is authorized to manage and invest Diocesan assets; dispose of or encumber any Diocesan property; to borrow such sums of money at such rates and upon such terms as may be deemed necessary or expedient in meeting the budget approved by ~~the~~ Diocesan Convention or as may be amended by ~~the~~ Diocesan Council; and to authorize the execution of such documents as may be required for such purpose.

**Canon 1, Section 1**

**EXPLANATION**

It was discussed by the Committee that in carrying out the affairs of the Diocese, there are times when functions can and sometimes should be delegated. This resolution is simply designed to identify those who have the right to delegate and provides for that.

**Canon 6, Sections 1 and 2**

**EXPLANATION**

Proposed changes are simply clarifying language.

**Canon 10, Section 1 and Section 9**

**EXPLANATION**

Proposed changes are simply clarifying language.

**Canon 11, Section 1, preamble and (a)**

**EXPLANATION**

Proposed changes are simply clarifying language.

**Canon 12, Sections 1, 2, and 3**

**EXPLANATION**

Proposed changes are simply clarifying language.

Accordingly, it is this Committee's recommendation that the Canons be amended as set forth above.

Respectfully submitted,



Lee S. Haramis, Esquire  
Committee Chair

COMMITTEE MEMBERS

Fred D. Isaac, Esquire  
Diocesan Chancellor

James D. Salter, Esquire

Richard R. Alexander, Esquire

Andrew Keith Daw, Esquire

Honorable Wyman R. Duggan, Esquire

Christopher J. Greene, Esquire

Rhonda Williams, Chair Resolutions Committee  
September 2023 Diocesan Connection

## APPENDIX

### PROPOSED AMENDED AND RESTATED ARTICLES OF REINCORPORATION

#### THE AMENDED AND RESTATED ARTICLES OF REINCORPORATION OF THE EPISCOPAL CHURCH IN THE DIOCESE OF FLORIDA, INC.

##### ARTICLE I.

Name; Governance

The name of this corporation ~~shall be:~~is "The Episcopal Church in the Diocese of Florida, Inc." The corporation is sometimes referenced in these Amended and Restated Articles of Reincorporation (these "Articles") as the "Diocese." The corporation shall be governed pursuant to these Articles and by bylaws of the corporation, which bylaws shall be known as the "Canons" of the Diocese. These Articles are adopted as provided and stated herein.

##### ARTICLE II.

Purposes

The general nature of the objects and purposes of this corporation shall be:

- ~~(a)~~ (a) To propagate and disseminate the Gospel of the Lord, Jesus Christ.
- ~~(b)~~ (b) To be a constituent governing part of the "Protestant Episcopal Church in the United States of America" and, subject only to any limitations in the laws of Florida, the corporation recognizes, accedes to and adopts the Constitution of the Protestant Episcopal Church in the United States of America, and acknowledges its authority accordingly.
- ~~(c)~~ (c) To do all things necessary and proper in the pursuit of such objects and purposes.

##### ARTICLE III.

Location

The office of the corporation shall be in the City of Jacksonville, County of Duval, State of Florida, or such other place as may be designated from time to time by the annual convention of the Diocese (the "Annual Diocesan Convention-"). Under the Constitution of the Protestant Episcopal Church in the United States of America, and until further action by such national body, the jurisdiction of the corporation comprises all that part of the State of Florida lying North of the



Southerly boundary of the Counties of Levy, Alachua, Putnam, and Flagler, and East of the Easterly boundary of the Counties of Jackson, Calhoun and Gulf (that is, along the ~~Appalachicola~~Apalachicola River, including that portion of Franklin County lying East of said River) as they ~~exist~~existed in the year 1972.

ARTICLE IV.  
Qualification of Members

The membership of the corporation shall consist of all persons resident within the jurisdiction of the corporation who are members of the Episcopal Church as such membership may be defined from time to time by the Canons ~~(Bylaws)~~of the corporation.

ARTICLE V.  
Term of Existence

This corporation is to exist perpetually.

ARTICLE VI.  
~~Subscribers~~

~~The names and residences of the subscribers to the Articles are:~~

~~Bishop (Presiding Officer, equivalent to President)  
The Right Reverend Edward Hamilton West, D.D.  
4949 Vandiveer Road, Jacksonville, Florida~~

~~Chancellor  
The Honorable H. Plant Osborne, Junior  
3847 Ortega Boulevard, Jacksonville, Florida~~

~~Secretary of the Diocese  
The Reverend Johnson Hagood Pace, Junior  
7973 Denham Road, East, Jacksonville, Florida~~

~~ARTICLE VII.~~  
Organization

**Section 1.** The affairs of the corporation are to be managed by the Bishop of the Diocese (who shall be President and Chief Executive Officer of the corporation), a Standing Committee, the Diocesan Council (which shall consist of not less than three (3) members; ~~);~~ and such other ~~Officers~~officers and ~~Agencies~~agencies as may be provided from time to time by the Canons ~~(bylaws)~~. The Canons shall provide for the time and manner in which the Standing Committee, the Diocesan Council and other ~~Officers~~officers and ~~Agencies~~agencies are elected and appointed.

**Section 2.** The Bishop shall be the Ecclesiastical Authority of the Diocese. When there is no Bishop, the Standing Committee shall be the Ecclesiastical Authority of the Diocese for all proper purposes.

**Section 3.** (a) The Diocesan Convention shall be the Legislative Authority of the Diocese. It shall be composed of ~~Clergy~~clergy and ~~Lay Delegates~~lay delegates as provided by the Canons. There shall be an annual meeting of the Diocesan Convention at such time and place as the Canons shall provide. The Ecclesiastical Authority of the Diocese shall have the power to call a special Diocesan Convention, provided that at least thirty (30) ~~days~~days' prior written notice thereof shall be given to all Clergy canonically resident in the Diocese (as provided in the Canons) and ~~Congregations~~congregations entitled to representation, (as provided in the Canons), in writing, specifying the time and place of meeting and the business to be transacted.

(b) Each ~~member, Clerical~~clergy and ~~Lay, or lay delegate to~~ the Diocesan Convention shall be entitled to one vote; unless a vote by orders shall be called for by three ~~Clerical~~clergy members or by the ~~Lay~~lay delegation from one ~~Congregation~~congregation. If a vote by orders shall be called for, the ~~Clergy~~clergy and ~~Laity~~laity shall vote separately, and a concurrence of both orders on the same ballot shall be necessary to constitute a decision.

**Section 4.** The election of a Bishop of the Diocese shall be had in ~~Regular~~regular or ~~Special~~special Diocesan Convention. The quorum required for the election of a Bishop shall be ~~two-thirds a majority~~ of all ~~Clergy delegates~~clergy delegates entitled to vote and ~~two-thirds a majority~~ of all ~~Lay~~lay Delegates entitled to ~~be members of the Diocesan Convention. vote at such convention.~~ The election shall be in the following manner: After nominations have been made in open Convention, ~~the vote(s)~~ shall be taken by orders (~~Clergy~~clergy and ~~Lay~~lay) and by secret ballot, ~~and until~~ a qualified Bishop or Presbyterian shall be chosen. A concurrent majority of those present and voting in both orders shall be necessary for ~~a choice election of a Bishop.~~

~~ARTICLE VIII.~~  
~~Interim Organization~~

~~The affairs of the corporation shall be managed by the Bishop and the following Officers and Bodies who shall serve until the next Annual Diocesan Convention and until their successors are duly elected and qualified.~~

~~ARTICLE VII.~~

~~(Names deleted—Refer to original copy in Diocesan Office).~~

~~ARTICLE IX.~~  
~~Canons (Bylaws)~~

**Section 1.** The Diocesan Convention shall provide such Canons for the conduct of the \_\_\_\_\_ business and the carrying out of the purposes of the corporation as it may deem necessary from time to time, consistent with the Constitution and Canons of the Protestant Episcopal Church in the United States of America and the laws of the State of Florida.

**Section 2.** Such Canons shall be subject to amendment from time to time by the Diocesan Convention in such manner as may be provided therein.

ARTICLE VIII.

~~ARTICLE X.~~

Amendments

These Articles ~~of Incorporation~~ may be amended by a resolution introduced in writing and considered in any ~~Annual~~annual Diocesan Convention. If approved by a majority of ~~the Diocesan Convention~~that convention, it shall lie over until the next Annual Diocesan Convention when, upon consideration again, if it be approved in a vote by Orders, the amendment shall become effective.

ARTICLE IX.

~~ARTICLE XI.~~

Non-Profit Status

**Section 1.** No part of the net earnings of the corporation shall inure to the benefit of any individual or member.

**Section 2.** No person, firm or corporation shall ever receive any dividends or profits from the undertakings of this corporation.

**Section 3.** The corporation shall not carry on propaganda or otherwise act to influence legislation.

ARTICLE X.

~~ARTICLE XII.~~

Powers

In order to promote the purposes of this corporation, it may acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the corporation shall require for the benefit of the members and not for pecuniary profit.-

ARTICLE XI.

Articles Consolidation

These adopted Articles supersede all prior articles of incorporation and reincorporation of the corporation and all amendments to those prior articles.

ARTICLE XII.

Adoption; Effective Date

As required by Section 617.1007, Florida Statutes, it is stated that these Articles contain amendments to the preexisting articles of incorporation of the corporation that required member approval. These Articles were adopted by the Diocesan Conventions meeting on September 30,

2023, and \_\_\_\_\_, 2024, and the votes cast in the respective Orders at both Diocesan Conventions were sufficient for approval and adoption of these Articles.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.

Dated: \_\_\_\_\_, 2024

Signature:  
(By Bishop or Chair of Standing Committee as Ecclesiastical Authority)

\_\_\_\_\_  
(Typed or printed name of person signing)

\_\_\_\_\_  
(Title of person signing)