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CONSTITUTION

The Diocese of The Episcopal Church of Louisiana

ARTICLE I

NAME AND BOUNDS

The name and title of this Corporation shall be THE DIOCESE OF THE EPISCOPAL CHURCH OF LOUISIANA (hereinafter referred to as The Diocese), a non-profit corporation, and under this name and designation, it shall constitute The Episcopal Church within the limits and bounds of the following Civil Parishes of the State of Louisiana: ASCENSION, ASSUMPTION, EAST BATON ROUGE, EAST FELICIANA, IBERVILLE, JEFFERSON, LAFOURCHE, LIVINGSTON, ORLEANS, POINTE COUPEE, PLAQUEMINES, ST. BERNARD, ST. CHARLES, ST. HELENA, ST. JOHN THE BAPTIST, ST. JAMES, ST. MARY, the southeast portion of ST. MARTIN PARISH, ST. TAMMANY, TANGIPAHOA, TERREBONNE, WASHINGTON, WEST BATON ROUGE, AND WEST FELICIANA.

ARTICLE II

MEMBERSHIP

Section 1. This corporation shall be organized on a non-stock basis. The members thereof shall be The Bishop, Canonically Resident Clergy, and Ecclesiastical Units located within the geographic limits of this corporation.

Section 2. Ecclesiastical Units of The Diocese are Parishes, Missions, and University Chapels. The requirements of Ecclesiastical Units together with their responsibilities, privileges and representation in The Convention shall be established as herein provided, and in the Canons.

ARTICLE III

DOMICILE, DURATION, LEGAL PROCESS

The Diocese shall exist and continue and shall have and enjoy perpetual existence in its corporate name; its legal domicile shall be in the city of New Orleans, Louisiana, and all legal process shall be served on The Bishop, or on the Chancellor.

ARTICLE IV

PURPOSES AND POWERS

Section 1. The objects and purposes of this corporation are hereby declared to be:

- a)
 1. To restore all people to unity with God and each other in Christ.
 2. To pray, worship, proclaim the Gospel and promote justice, peace, and love.
 3. To carry out the mission of the Church through the ministry of all its members.
- b) To do all things necessary and proper in the pursuit of such objects and purposes.
- c) To be a constituent governing part of "The Protestant Episcopal Church in the United States of America", otherwise known as The Episcopal Church (hereinafter referred to as "The Episcopal Church") and subject only to any limitations in the laws of Louisiana: the corporation recognizes, accedes to and adopts the Constitution of The Episcopal Church and acknowledges its authority accordingly.

Section 2. The corporation shall have all such powers as are permitted for non-profit corporations under the laws of Louisiana in order to accomplish the objects and purposes declared in this Constitution.

ARTICLE V

THE CONVENTION

Section 1. The corporate powers of The Diocese are vested in and shall be exercised by managers who shall constitute and be known as The Convention. The Convention, in the exercise of the corporate powers of The Diocese, is empowered to adopt Canons, to hold elections, and to take any and all action, and to do any and all things necessary, germane or proper for the conduct of the affairs of The Diocese and the exercise of the corporate powers thereof not inconsistent with this Constitution nor with the Constitution and Canons of The Episcopal Church.

Section 2. The Bishop, the Bishop Coadjutor, if there be such, any Suffragan Bishop and any Assistant Bishop, shall each be a member of and entitled to seat, voice and vote in The Convention.

Section 3. Each Presbyter canonically resident in The Diocese shall be a member of and entitled to seat, voice and vote in The Convention, provided said Presbyter:

- a) is the Rector of a Parish, Vicar of a Mission, holds a cure within The Diocese, or is regularly exercising a ministerial function acknowledged by The Bishop, if there is one, and the Standing Committee; or
- b) is retired; or
- c) holds office in an ecclesiastical body organized under the General Convention of The Episcopal Church; or
- d) is serving under the supervision of The Bishop of the Armed Forces as chaplain in the Armed Services of The United States of America or at a Veterans Administration institution.

Section 4. Each Deacon canonically resident in The Diocese shall be a member of and entitled to seat, voice and vote in The Convention, provided such Deacon serves as Deacon in a congregation of The Diocese, as assigned thereto by The Bishop.

Section 5. Each Ecclesiastical Unit of The Diocese shall be entitled to be represented by Lay Delegates who shall each be a member of and, entitled to seat, voice and vote in The Convention, in accordance with the following:

- a) Each Parish having a membership of fewer than three hundred (300) communicants in good standing shall be entitled to three (3) lay delegates;
- b) Each Parish having a membership of three hundred (300) or more, but fewer than six hundred (600) communicants in good standing, shall be entitled to four (4) lay delegates;
- c) Each Parish having a membership of six hundred (600) or more, but fewer than nine hundred (900) communicants in good standing, shall be entitled to five (5) lay delegates;
- d) Each Parish having a membership of nine hundred (900) or more communicants in good standing, shall be entitled to six (6) lay delegates;
- e) Each Mission having a membership of fewer than one hundred (100) communicants in good standing shall be entitled to one (1) lay delegate;
- f) Each Mission having a membership of one hundred (100) or more communicants in good standing shall be entitled to two (2) lay delegates;

- g) Each University Chapel having a membership of forty (40) or more but fewer than one hundred (100) communicants in good standing shall be entitled to one (1) lay delegate;
- h) Each University Chapel having a membership of one hundred (100) or more communicants in good standing shall be entitled to two (2) lay delegates;
- i) Each Ecclesiastical Unit shall be entitled to one (1) alternate lay delegate for each lay delegate, provided no Ecclesiastical Unit may designate more than three (3) alternate delegates;
- j) The number of Lay Delegates from each Ecclesiastical Unit shall be based upon the number of communicants in good standing reported as members of said Ecclesiastical Unit in the last annual report filed with the Treasurer at least thirty (30) days prior to convening of the Annual Meeting of Convention.
- k) Each Lay Delegate and Alternate shall be a confirmed communicant in good standing of the Ecclesiastical Unit represented and shall be eighteen (18) years of age or older.

Section 6. The Convention may accord ex-officio or honorary membership, with seat and voice, but not vote, to such persons as it deems appropriate or as may be provided by canon.

Section 7. The Convention shall be the final judge of the qualifications of its members; provided that no persons, clerical or lay, may have a seat, voice, or vote at Convention, if ecclesiastical unit which they represent is in violation of the provisions of Canon 22, Section 7, or Canon 23, Section 2, and the sanctions imposed under those Canons have not been suspended by the Executive Board in accordance with the provisions of Canon 22, Section 7 (a) (4).

Section 8.

- a) The Convention shall meet annually at such time and place as may be provided by Canon or by The Convention. Special meetings may be called by The Bishop, who in case of urgent need, shall have power to change the time or place, or both, of meetings of The Convention, upon giving due notice. If there be no Bishop, the Standing Committee shall act in place of a Bishop in this matter.
- b) Except as herein otherwise provided, at all annual and special meetings of The Convention, one-third (1/3) of the number of The Bishop and Clergy entitled to membership in The Convention, and Lay Delegations from at least one-third (1/3) of the Ecclesiastical Units, as defined by Canon, entitled to representation in The Convention, shall constitute a quorum for the transaction of business. Less than a quorum may adjourn.
- c) The Clerical and Lay Members of The Convention shall deliberate and vote as one body. Except as herein provided, the majority of votes of members voting shall decide. A vote by orders, clerical and lay, upon any resolution or motion shall be taken upon the demand of any ten (10) members of The Convention. Whenever a vote by orders is called, each member of The Convention shall be entitled to one vote in the order of the said member, and the concurrent majority vote of both orders on the same ballot shall be necessary for adoption of said resolution or motion. There shall be no vote by orders on any election, save at the election of a Bishop.

Section 9. In the event a Parish is severed from union with The Convention, title to all of its property shall vest in The Diocese.

ARTICLE VI

OFFICERS, STANDING COMMITTEE, EXECUTIVE BOARD

Section 1. The Officers of this corporation shall be a President, a Treasurer, a Secretary, a Chancellor, and one or more Vice-Chancellor(s).

a) The Bishop shall be the President of The Diocese provided that in case of a vacancy in the Episcopate, or necessary absence of The Bishop from The Diocese, or other incapacity, the Bishop Coadjutor, if there be one, otherwise the President of the Standing Committee, shall be the President. The President shall preside at meetings of The Convention, except that when the Ordinary is being elected, the President of the Standing Committee shall preside.

b) The Convention shall provide by Canon for the election or appointment of all officers other than the President.

Section 2. The Convention may provide by Canon or otherwise for such other elective or appointive officers, agents, committees, boards, commissions, and councils as may be deemed advisable and necessary.

Section 3. There shall be a Standing Committee whose membership and authority shall be provided by Canon.

Section 4. There shall be an Executive Board to manage the business affairs of the corporation. The membership and authority of the Executive Board shall be provided by Canon.

ARTICLE VII

ELECTION OF A BISHOP

The election of a Bishop may be made at any meeting of The Convention, provided at least six (6) weeks notice of such be given, in accordance with Canons of The Diocese.

ARTICLE VIII

AMENDMENT, REPEAL AND DISSOLUTION

Section 1. This act of incorporation and Constitution may be amended, taken from, added to, or dissolved by either of the two alternative methods as herein provided:

a) By a resolution in writing setting forth in full the proposed amendment or act of dissolution, and adopted by a two-thirds (2/3) vote at two successive Annual Meetings of The Convention, provided each meeting shall have a quorum present composed of two-thirds (2/3) of the clergy entitled to membership and vote, two-thirds (2/3) of the lay members entitled to vote, and a representation of two-thirds (2/3) of the Ecclesiastical Units entitled to be represented in The Convention.

b) By a resolution in writing setting forth in full the proposed amendment or act of dissolution, and adopted at an annual or special meeting of The Convention by a three-fourths (3/4) vote, provided there shall be a quorum present composed of two-thirds (2/3) of the clergy entitled to membership and vote, two-thirds (2/3) of the lay members entitled to vote, and a representation of two-thirds (2/3) of the Ecclesiastical Units entitled to be represented in The Convention; and provided further that notice of said Constitutional Amendment or act of dissolution shall have been duly mailed to Clergy and the Ecclesiastical Units at least sixty (60) days in advance of The Convention at which the vote on same is to be taken.

When the resolution is not adopted by a three-fourths (3/4) vote as herein provided, but receives a two-thirds (2/3) vote, it shall be deemed to have been approved by the first of the two Annual Meetings of The Convention required by Section 1 (a) of this article. It shall be introduced at the next Annual Meeting as provided in Section 1 (a) of this article.

When an amendment to this Constitution has been duly approved at one meeting of The

Convention and there is not a legal quorum for its consideration at the Annual Meeting immediately following, The Convention may postpone, by a majority vote, the consideration of the proposed amendment to the next Annual Meeting and so, from year to year, until there is a legal quorum for the consideration of such amendment. And when a legal quorum is obtained, such amendment shall be considered and finally acted upon. And if two-thirds (2/3) of such legal quorum shall vote for such amendment, it shall be adopted and become part of this Constitution; otherwise the said proposed amendment shall stand rejected.

Section 2. All proposed amendments, repeals, additions, or acts of dissolution shall be referred to the Committee on Constitution and Canons and shall be reported on by said Committee prior to consideration thereof by The Convention.

Section 3. Unless otherwise provided by The Convention, any amendment, repeal or addition to this Constitution shall become effective upon the adjournment of that meeting of The Convention at which it was adopted.

ARTICLE IX

PROHIBITION OF PROXY VOTING

Voting by proxy shall not be allowed within this Diocese.

ARTICLE X

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 as a substantial part of its activities.

Section 4. In the event of dissolution, the residual assets of the corporation shall be turned over to one or more organizations which are exempt organizations as described in Section 501 (c) (3) and Section 170 (c) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or by-income tax regulations or to the Federal, State, or Local Government for exclusively public purposes.

ARTICLE XI

MANAGEMENT AND PRESERVATION OF FUNDS AND PROPERTY

Section 1. The administration of each institution or fund shall be kept separate and distinct, and no fund or property of this corporation, acquired, received, contributed, appropriated, or set apart for any institution or for a specific object shall ever be liable for the debts or contracts of another institution or object, but each fund shall be held liable only for the obligations that may have been incurred in its own proper behalf.

Section 2. No principal of any endowment fund of this corporation, as established or accepted by the Executive Board, can be expended unless such expenditure has been authorized by a vote of The Bishop, of two-thirds of the Executive Board, of two-thirds of the Standing Committee, and of two-thirds of the Voting Members present at the next-following Convention of the Diocese.