

CONSTITUTION AND CANONS

DIOCESE OF MISSISSIPPI

THE CONSTITUTION

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THE CONSTITUTION

ARTICLE I

Name and Bounds

The name and title of the Church in this Diocese shall be THE PROTESTANT EPISCOPAL CHURCH IN THE DIOCESE OF MISSISSIPPI, and its boundaries are co-extensive with the boundaries of the State of Mississippi.

ARTICLE II

Authority of the Church

The Protestant Episcopal Church in the Diocese of Mississippi acknowledges its allegiance to that branch of the One, Holy, Catholic and Apostolic Church of Christ known as the Protestant Episcopal Church in the United States of America, and acknowledges the authority of the General Convention of the same.

ARTICLE III

The Ecclesiastical Authority

The Ecclesiastical Authority of the Diocese shall be the Bishop, or if there be no Bishop, then the Standing Committee.

ARTICLE IV

Convening of Annual and Special Councils

SECTION 1. (a) There shall be an Annual Council of the Church in this Diocese which shall convene at the place ordered by the previous Council at a time and on a day set by the Executive Committee at least forty-five days prior thereto.

(b) The Ecclesiastical Authority of the Diocese may, for any cause deemed by it sufficient, change the time or place or both, for any meeting of the Council, giving notice to each Cleric, Parish and Mission of the Diocese.

SECTION 2. (a) The Ecclesiastical Authority may call Special Councils, and fix the time and place at which they shall convene.

(b) Provided, however, that the Bishop shall call a Special meeting of the Council when the Standing Committee shall request it.

(c) In case of a vacancy in the Episcopate, the Standing Committee shall, within sixty days of such vacancy, call a Special Council.

SECTION 3. (a) Notice of the time and place at which a Council is to convene shall be mailed, at least thirty days prior to the meeting, to every Cleric canonically resident in the Diocese, and to the Warden of every vacant Parish and Mission in union with the Council, subject to the provisions of Section 1. (b).

(b) In the case of Special Councils, such notice shall also specify the purpose or purposes for which they are called, and no other business shall be transacted.

ARTICLE V

Powers of the Diocesan Council

SECTION 1. The Council of the Diocese shall have the power to adopt Canons, and take any other action that may be proper for the conduct of the affairs of the Diocese not in conflict with this Constitution, nor with the Constitution and Canons of the General Church.

SECTION 2. All temporal power and authority is reserved to the Bishop and the Council of the Diocese except as may be otherwise specifically delegated to some officer, agency, committee or department of the Diocese for the interim between Councils, or as provided by Canon.

SECTION 3. The Council shall have the power to assess the Parishes and Missions of the Diocese for the expenses of the Diocese.

ARTICLE VI

Divine Services at Meetings of Council

The direction of Divine Services during the sessions of the Council shall rest with the President of the Council; provided, however, that the Holy Communion be celebrated at least once during the meeting of Council.

ARTICLE VII

Members of Council

SECTION 1. The Council shall be composed of the Bishop or Bishops, together with the other Clergy and Lay Persons of the Diocese, as provided for in the following Sections of this Article.

SECTION 2. Every Cleric of the Church who is canonically resident in the Diocese shall be entitled to a seat and vote in the Council, and, except for those who have retired from the active ministry, it is hereby made his or her duty to attend its deliberations.

SECTION 3. (a) Every Parish in union with the Council shall be entitled to send to the Council three Lay Delegates, who shall remain in office until their successors have been elected or appointed, the Parish to have the power of filling any vacancy which may occur.

(b) Every organized Mission in union with the Council shall be entitled to send to the Council one Lay Delegate, who shall remain in office until his or her successor has been elected or appointed, the Mission to have the power of filling any vacancy which may occur.

(c) Every organized Chaplaincy in union with Council shall be entitled to send to the Council one Lay Delegate who shall have seat, voice and vote. Said Lay Delegate shall remain in office until his or her successor has been elected or appointed.

(d) No person shall be competent to serve as a Delegate unless such person be a confirmed Communicant, at least eighteen years of age, actually residing in the Parish, Mission, or Chaplaincy and entitled to suffrage at the last regular annual meeting of said Parish or canonically resident in said Mission.

SECTION 4: Among the Lay Delegates at Council will be one youth delegate from each convocation who will represent the youth of the Diocese. The convocational youth delegates must be canonically resident in the convocation he/she is representing. Youth delegates will have equal rights of voice, seat and vote at Annual Council. The youth delegates will be seated at a table specifically designated for Diocesan Young People. No person shall be competent to serve as a Youth Delegate, unless such person be a communicant in good standing of a parish or mission of the Diocese, actually residing in the Diocese, and no less than sixteen and no more than eighteen years of age at the time of the Annual Council he/she is to attend.

SECTION 5. The Council shall be the judge of the qualifications of its members.

SECTION 6. The method of electing or naming Lay Delegates shall be provided by Canon.

SECTION 7. The Treasurer and Chancellor shall be ex officio members of Council with all rights and privileges except in case of a vote by Orders.

ARTICLE VIII

Quorum and Method of Voting in Council

SECTION 1. Except as herein otherwise provided, at all Annual and Special meetings of Council one-third of the members of the Clergy entitled to seats in the Council, and Lay Delegates from one-third of the Parishes entitled to representation in the Council, when duly assembled, shall constitute a quorum for the transaction of business, but a smaller number may adjourn the Council.

SECTION 2. (a) Except as herein otherwise provided, in all matters which shall come before the Council the Clergy and the Laity shall deliberate as one body, and the adoption or rejection of any matter submitted for their consideration shall be determined by a majority vote.

(b) When any five members require it, or as herein otherwise provided, there shall be a vote by Orders; in which case each qualified Cleric shall be entitled to one vote, each Parish no more than three Lay votes, and each organized Mission one Lay vote. A majority of the votes cast in each Order on a concurrent ballot shall be necessary to achieve a decision.

ARTICLE IX

Officers of Council

SECTION 1. The President of the Council shall be the Ecclesiastical Authority, as provided for in Article III. If the Ecclesiastical Authority be the Standing Committee, the President of the Standing Committee shall preside, or in his or her absence or inability or unwillingness to preside, the members of Council shall elect a President from among the Presbyters of the Council.

SECTION 2. (a) There shall be also elected by the Council a Treasurer and such other officers as may be provided for by Canon, whose terms of office and duties pertaining thereto shall be defined by Canon.

(b) There shall be a Secretary, Registrar, and Chancellor of the Diocese, who shall be appointed annually by the Bishop.

(c) These officers, when duly elected or appointed, shall be deemed officers of the Diocese bearing the same offices and titles.

ARTICLE X

Diocesan Committees

SECTION 1. (a) The Annual Council shall elect a Standing Committee, to consist of four Presbyters and four confirmed Lay Communicants who are canonically resident and actually residing in this Diocese, or are regularly participating in the work and worship of his or her Parish or Mission.

(b) The terms of office of the members and the duties pertaining thereto shall be defined by Canon, except as elsewhere herein specified.

SECTION 2. (a) The Annual Council shall elect an Executive Committee, to consist of not less than six clergy and six confirmed Lay Communicants who are canonically resident, and actually residing in this Diocese, or are regularly participating in the work and worship of their Parishes or Missions. The Bishop, the Secretary of the Diocese, the Treasurer of the Diocese, and the Chancellor shall be ex officio members of the Executive Committee.

(b) The number of members, the terms of office thereof, and the duties pertaining thereto shall be determined by Canon.

ARTICLE XI

“Trustees of the Diocese of Mississippi”

SECTION 1. The “Trustees of the Diocese of Mississippi,” a corporation originally chartered by the Legislature of Mississippi by an Act approved March 6, 1880, and amended by an Act approved April 18, 1918, shall act as Trustees for all Diocesan real property and trust funds in accordance with its Charter as amended.

SECTION 2. Qualifications, election, terms of office and duties of the members of the said corporation shall be defined by Canon, subject to the provisions of the Act of Incorporation as amended.

ARTICLE XII

Parishes and Missions in Union with Council

SECTION 1. This Constitution recognizes, as in union with the Council, the Parishes and organized Missions recorded in the report by the Secretary of the Diocese as of the date of the adoption of this Constitution.

SECTION 2. A new Parish or Mission may be admitted into union with the Council, on motion, by a majority vote of those present; provided that the applicant shall have complied with all the canonical requirements.

SECTION 3. (a) The Canons shall specify how and under what circumstances any Parish or Mission may be suspended from representation in Council or changed in parochial status. A suspension or change of status of a Parish or Mission shall not absolve it from obligation to the Council.

(b) The Canons shall provide further how and under what circumstances a Parish or Mission may be restored to its former status.

ARTICLE XIII

Election of a Bishop

SECTION 1. The election of a Bishop, a Bishop Coadjutor or a Suffragan Bishop, shall be made in the following manner:

(a) After nomination in open Council, the Clergy and Laity shall ballot by Orders, and a majority of each Order on the same ballot shall be necessary to elect, provided that two-thirds of each Order is present.

(b) If fewer than two-thirds of the members of an Order entitled to vote are present at the Council, the vote of two-thirds of those present in such Order shall be necessary for that purpose.

ARTICLE XIV

Amendments to the Constitution

This Constitution shall not be amended by any Council unless the proposed amendment, in writing, shall have been submitted to and approved by a previous Council; nor unless at its final adoption it shall receive the votes of a majority of each Order, voting separately by ballot as provided for in Article VIII, and be approved by the Bishop before final adjournment.

ARTICLE XV

Repeal and Enactment

All Articles of any previous Constitution of the Church in this Diocese which are inconsistent herewith or omitted herewith are hereby repealed and this Constitution shall go into effect as soon as adopted.

THE CANONS

TITLE I - THE DIOCESE

A - DELEGATES TO COUNCIL

CANON 1

Clerical Members of Council

SECTION 1. Within one week prior to the meeting of every Council of this Diocese, the Ecclesiastical Authority shall cause to be prepared a list of all Clerics of the Church canonically resident in this Diocese (see Article VII, Section 2), and such list shall be laid before the Council on the first day of its meeting and be prefixed to the Journal. Such list shall indicate the names of the Clergy entitled to seats and votes in the Council, and shall be presumptive evidence of such rights.

SECTION 2. If the right of any Cleric of the Diocese to a seat in the Council is claimed or disputed, the question shall be resolved by the Council (see Article VII, Section 4).

CANON 2

Lay Delegates

SECTION 1. At every meeting of the Council each Parish in union with the Council may be represented therein by three Lay Delegates (see Article VII, Section 3. a & c). Unless the Parish Charter and By-Laws do otherwise provide, it shall be the duty of the Vestry of each of such Parishes to elect during February preceding the next Annual Council said three Lay Delegates together with three Alternates. If any or all of the elected Delegates shall fail to attend the Council, Alternates shall be entitled to serve in their stead. Any one or more of said Delegates, in default of attendance of a complete delegation, may represent the Parish in the Council.

SECTION 2. At every meeting of the Council each organized Mission in union with the Council may be represented therein by one Lay Delegate, or an Alternate (see Article VII, Section 3. b & c). It shall be the duty of the Mission Committee of each Mission to elect during February preceding the next Annual Council its Delegate and Alternate; or, if there be no Mission Committee, the Delegate and Alternate shall be appointed by the Vicar; or, if there be no Vicar, either, by the Bishop.

SECTION 3. The evidence of election or appointment of Lay Delegates and Alternates shall be made by delivering a certificate signed, in the case of a Parish, by the Rector, or if the cure be vacant, by one of the Wardens; and in the case of a Mission, by the Vicar, or if the cure be vacant, by the Warden. It shall be the duty of the person who signs the said certificate to send the same to the Secretary of the Diocese to reach him/her not later than the tenth day of March prior to the meeting of the next Annual Council. The said certificate must be laid before Council before the Delegate(s) or Alternate(s) may be admitted to membership in Council.

SECTION 4. It shall be the duty of the Secretary of the Diocese to provide each Parish and Mission with the aforesaid blank certificate, substantially in the following form:

“To the Council of the Diocese of Mississippi:

I hereby certify that the following Lay Delegate(s) and Alternate(s) have been chosen in accordance with the provisions of Canon 2, Sections 1 & 2, to represent Parish or Mission of City, Miss., at the _____ Annual (Special) Council of the Diocese of Mississippi.

DELEGATES:

ALTERNATES:

I further certify that the above named Delegate(s) and Alternate(s) are qualified under the provision of Article VII of the Constitution. Witness my hand this _____ day of _____, 20____

(Rector, Vicar, or Warden)”

SECTION 5. (a) Each convocational youth Delegate will be elected at convocational youth gatherings called by the Bishop for the purpose of furthering the work and ministry of the young people of the Diocese. All canonically resident youth 13 to 18 years old in each convocation will be eligible to attend and vote in their geographical convocational gathering.

(b) Evidence of the election of a convocational youth Delegate and an Alternate shall be made by delivering a certificate signed by the Convocational Dean and the diocesan appointed facilitator of each convocational gathering. The Dean of the convocation is responsible to send the certificate of election to the Secretary of the Diocese no later than December 1st preceding Annual Council.

SECTION 6. Evidence of the election or appointment of a Chaplaincy Delegate and an Alternate shall be made by delivering a certificate signed by the chaplain or lay chaplain of the organized Chaplaincy, or if the office be vacant, by the Bishop's designee. The certificate of election or appointment should be sent to the Secretary of the Diocese no later than December 1st preceding Annual Council.

SECTION 7. Should any question be raised as to the right of any person to serve as a Delegate or Alternate, the matter shall be referred to a Committee on Credentials.

SECTION 8. The Lay Delegates duly elected or appointed to serve at any Annual meeting of Council shall be the Delegates to any other meeting of Council in the interim before the Council to which they have been elected. Vacancies occasioned by death, removal, resignation, disqualification, or incapacity to serve, shall be filled in the same manner as the original election or appointment.

SECTION 9. In case any Parish or Mission shall fail to elect or appoint Lay Delegates, or in the case all the Delegates and Alternates from any Parish or Mission shall fail to attend Council, the Rector or Vicar of such Parish or Mission may appoint Lay Communicants, in number and with the same qualifications as prescribed for Lay Delegates, to represent the said Parish or Mission in Council, certifying the same to the Secretary of Council on the certificate provided.

B - OFFICERS

CANON 3

The Secretary

SECTION 1. (a) At each Annual Council a Presbyter, or an adult confirmed Lay Communicant, canonically resident, and actually residing, in the Diocese shall be elected Secretary of the Diocese in accordance with the provisions of Article IX, Section 2. (a). He/She may select an Assistant Secretary, approved by the Ecclesiastical Authority. In case of his/her absence from Council, or inability to act, a pro-tempore Secretary of the Council may be appointed.

(b) In case of a vacancy in the office, the Bishop shall appoint a Secretary, who shall hold office until an election be made by Council.

SECTION 2. The Secretary shall remain in office until his/her successor is elected.

SECTION 3. (a) The duties of the Secretary shall be to take and preserve the minutes of the proceedings of Council, issue its Annual Journal and take charge of all papers of Council.

(b) The Secretary shall comply with the provisions of Article IV, Sections 1. (b) and 3. (a & b).

(c) The Secretary shall, within two weeks of the adjournment of Council, notify in writing each appointed or elected officer, member of committees, and other officials of their election or appointment.

SECTION 4. The Secretary shall distribute to every Parish, organized Mission and Mission Station in the Diocese the blank form prepared and provided by the Executive Council for securing annually an accurate view of the state of the Church in this Diocese. He/she shall be responsible for forwarding to the Executive Council, no later than May 1st of each year, the duplicate copies of these completed reports (Gen. Canon I.6.1 and Diocesan Canon 27).

SECTION 5. (a) It shall be the duty of the Secretary to forward to the Secretary of the House of Deputies, immediately upon publication, two copies of the Journal of the Council of the Diocese, together with episcopal charges, statements and such other papers as may show the state of the Church in this Diocese, and two copies to the Archives of the Church. (Gen. Canon I.6.5(a))

(b) It shall also be his/her duty annually to forward to the Executive Council, not later than September 1st, on the form provided for this purpose, a report for the year ending December 31st preceding that shall include statistical information concerning the Parishes and Missions of the Diocese, the Clergy and other ministries, and the institutions in any way connected with the Diocese; together with all financial receipts and the distribution of such receipts. (Gen. Canon I.6.4 & I.6.1.2)

(c) He/She shall also transmit to the Secretary of the House of Deputies the certification, in duplicate, of the election of the Diocese's Clerical and Lay Deputies to each General Convention. (Gen. Canon I.1.1c)

CANON 4

The Treasurer

SECTION 1. (a) At each Annual Council an adult confirmed Lay Communicant canonically resident, and actually residing, in the Diocese shall be elected Treasurer of the Diocese in accordance with the provisions of Article IX, Section 2. (a). He/She may select an Assistant Treasurer, approved by the Ecclesiastical Authority. In case of his/her absence from Council, or inability to act, the pro-tempore Treasurer of Council may be appointed.

(b) In case of a vacancy in the office, the Bishop shall appoint a Treasurer who shall hold office until an election be made by Council.

SECTION 2. The Treasurer shall remain in office until his/her successor is elected.

SECTION 3. (a) The duties of the Treasurer shall be to receive and disburse all monies collected under the Authority of the Council, and of which the collection and disbursement shall not otherwise be prescribed. His/Her account shall be rendered annually to Council, and shall be audited by a Certified Public Accountant.

(b) The Treasurer shall give a bond conditioned on the faithful performance of his/her duties. The amount thereof and the terms on which the same shall be given shall be subject to the approval of the Bishop; and the expense of such bond is to be paid by the Diocese.

(c) It shall be the duty of the Treasurer to purchase, at Diocesan expense, a blanket surety bond to cover all treasurers and custodians, other than banking institutions, of Diocesan, Parish, Mission, and other Church funds; except treasurers of funds that do not exceed \$500.00 at any one time during the fiscal year.

(d) He/She shall have power to expend all sums of money covered by the budgets approved by Council, subject to such provisions of the Canons as shall be applicable.

(e) The Treasurer shall send, at least quarterly, to all Parishes, Missions, and Mission Stations a report of the amounts received from their voluntary proportionate giving to the Diocese.

CANON 5

The Registrar and the Historiographer

SECTION 1. (a) At each Annual Council a Presbyter or an adult confirmed Lay Communicant, canonically resident and actually residing in the Diocese, shall be elected Registrar of the Diocese, in accordance with the provisions of Article IX, Section 2. (a). He/She may select such assistants as he/she may deem necessary and are approved by the Ecclesiastical Authority. In case of his/her absence from Council, or inability to act, a pro-tempore Registrar may be appointed.

(b) In case of a vacancy in the office, the Bishop shall appoint a Registrar, who shall hold office until an election be made by Council.

SECTION 2. The Registrar shall remain in office until his/her successor is elected.

SECTION 3. (a) The duties of the Registrar shall be to keep, in the office of the Bishop, the archives and official records of the Diocese, viz., the Journals, files, papers, reports and other documents, which under the Canons, or otherwise, shall become the property of Council, including what may come into the hands of the Secretary.

(b) It shall also be his/her duty to preserve, in a proper book, a record of the ordination and the consecration of the successive Bishops of the Diocese, designating the time and place of the same, with the names of the ordaining and consecrating Bishops, and of the other persons present and assisting; to record a list of all the Presbyters and Deacons and the dates of their connection with the Diocese; and to record the dates of the Charters of Parishes in the same, with such additional facts as may be worthy of preservation in the archives of the Diocese.

SECTION 4. (a) The Registrar shall make a report to each Annual Council summarizing the activities of this office during the preceding year.

(b) On or before the first day of March of each year, the Registrar shall certify to the Recorder of The Episcopal Church the information required in General Convention Canon I.1.6.b.

SECTION 5. At each Annual Council the Bishop shall appoint a Presbyter or an adult confirmed Lay Communicant, canonically resident and actually residing in the Diocese, to be Historiographer of the Diocese.

SECTION 6. (a) It shall be the duty of the Historiographer to procure, if possible, all such Journals, files, papers, reports, copies of Charters and Acts of Incorporation of Parishes, copies of deeds, deeds of trust, and other documents as may be of value in the history of the Diocese; to arrange, label, file, index, and otherwise put in order, and provide for the safe-keeping of the same, and to hold the same under such regulations as Council may provide.

(b) It shall be the duty of the Historiographer to perform such other duties as requested by the Bishop.

(c) In case of a vacancy in the office, the Bishop may appoint a qualified person to serve as Historiographer until the next Annual Council.

SECTION 7. The offices of Registrar and Historiographer may be combined if the Bishop elects to do so.

CANON 6

The Chancellor and the Vice Chancellor

SECTION 1. At each Annual Council the Bishop shall appoint a confirmed Lay Communicant of the Diocese learned in the law to be Chancellor, who shall become the advisor of the Diocese in all legal matters affecting the administration of the same. On request of the Bishop, or of any other Cleric, he/she shall give his/her legal opinion in writing.

SECTION 2. At an Annual Council the Bishop may appoint a confirmed Lay Communicant of the Diocese learned in the law to be a Vice Chancellor, who shall assist the Chancellor in the duties of the office of Chancellor.

SECTION 3. All proper expenses of the Chancellor and Vice Chancellor shall be paid by the Treasurer of the Diocese.

CANON 7

Deputies to General Convention and to Provincial Synod

SECTION 1. (a) Deputies to the General Convention, consisting of four Clerics and four confirmed adult Lay Communicants, shall be elected by the Annual Council next preceding a General Convention of the Church, and shall continue in office until their successors are duly elected. The Council shall also elect four Alternate Deputies of each Order, to serve as Deputies contingently.

(b) If an elected Deputy or Alternate Deputy resigns or is deemed by the Bishop to be unable to serve prior to General Convention, the Executive Committee shall be empowered to select additional Deputies or Alternates as needed; provided, however, that Deputies and Alternate Deputies elected by Annual Council shall succeed to the vacant positions by order of election. The Deputies and Alternate Deputies elected under this section (b) shall succeed to vacant positions by order of election by the Executive Committee.

SECTION 2. At least sixty days preceding any regular meeting of the Synod of the Province of Sewanee, the Bishop shall appoint, subject to the approval of the Executive Committee, such Clerical and Lay Deputies as shall be deemed necessary to represent the Diocese fully at the Provincial Synod.

CANON 8

“Trustees of the Diocese of Mississippi”

SECTION 1. The “Trustees of the Diocese of Mississippi,” a corporation created by an Act of the Legislature of the State of Mississippi, approved March 6, 1880, and subsequently amended, is hereby authorized to act as Trustee to receive and hold in trust all monies, securities, and properties in accordance with the nature and purpose of said gifts, bequests, and trusts, placed in its charge; provided, however, that it may refuse funds or property which it considers inappropriate for acceptance. The members shall also act as an investment committee for all funds placed in its charge.

SECTION 2. The Bishop of the Diocese shall, ex officio, be the President of the said Corporation. The members composing said Corporation shall be five in number, all of whom shall be confirmed adult Lay Communicants and four of whom shall serve for a four year term or until their successors are elected and qualified. Four of said Trustees shall be elected by the Diocesan Council and the fifth Trustee shall be appointed by the Bishop for a one year term. Provided, however, none of the four elected Trustees shall serve more than three consecutive four year terms and no appointed Trustee shall be appointed more than four consecutive one year terms.

SECTION 3. The members shall:

- (a) elect a Treasurer, who shall be bonded in accordance with Canon 4, Section 3 (c);
- (b) select a bank which is insured by the Federal Deposit Insurance Corporation as a depository, and may contract with such a bank as custodian of funds and securities in its charge;
- (c) report annually to the Council; and
- (d) adopt their own rules of procedure.

SECTION 4. The “Trustees of the Diocese of Mississippi” shall have seat and voice in the Council of the Diocese, but shall not vote unless members of that body.

C - THE COUNCIL

CANON 9

Organization of Council

SECTION 1. At each meeting of Council the order of organization shall be as follows:

- (a) In accordance with the provisions of Article IX, Section 1, of the Constitution of the Diocese, the President of Council shall call the Council to order.
- (b) The President shall declare the Council organized for business after a Constitutional quorum (Article VIII, Section 1) has been determined to be present:
 - (1) either by the Credentials Committee reporting a quorum registered and present;
 - (2) or by the Secretary calling the roll of the Clergy entitled to seats in the Council, as provided in Canon 1, and calling the roll of the Parishes and Missions entitled to representation, together with the names of their Delegates and Alternates, as provided in Canon 2.

CANON 10**Business of Council**

SECTION 1. The Diocesan officers, committees and trustees shall be elected, or appointed, as the case may be, as provided for in Articles VIII, IX, X and XI of the Constitution of the Diocese.

SECTION 2. The Business of Council shall include the administration, financing, development and accomplishment of the mission of the Church in this Diocese.

SECTION 3. The Rules of Order shall be the Rules of Order adopted by the One Hundred Seventy-seventh Annual Council, subject to such amendments as Council may subsequently adopt. And the Order of Business, which shall have been prepared by the Secretary of the Diocese prior to the meeting of Council and approved by the Bishop, shall be the Order of Business for that meeting of Council.

D - COMMITTEES OF THE DIOCESE**CANON 11****The Standing Committee**

SECTION 1. (a) As provided for in Article X, Section 1 (a), of the Constitution of the Diocese, each Annual Council shall elect as members of the Standing Committee one Presbyter and one confirmed adult Lay Communicant for a term of four years, and said members shall serve such term until their successors are elected and qualified.

(b) After serving one full term of four years the members of the Standing Committee shall not be eligible for reelection for a period of one Council year.

(c) In the event a vacancy shall occur in the Standing Committee, the Committee shall have the power to fill said vacancy until the next meeting of the Council.

SECTION 2. The Standing Committee shall elect from its own body a President and a Secretary, and report its organization to the Secretary of the Council.

SECTION 3. The Secretary shall keep a record of all proceedings and report the same in summary form to Council.

SECTION 4. (a) The duties of the Standing Committee shall be as defined by the Canons of the General Church.

(b) The Standing Committee shall adopt its own rules of procedure.

SECTION 5. The Standing Committee may be summoned on the requisition of the Bishop.

SECTION 6. All members of the Standing Committee shall have seat and voice in the Council of the Diocese, but shall not vote unless members of that body.

CANON 12**The Executive Committee**

SECTION 1. The Executive Committee shall have and shall exercise, in the interim between Councils, all the powers of Council, except as limited by Canon. It shall initiate and develop such new work as it may deem necessary. It may, subject to the provisions of this Canon, enact by-laws for its government.

SECTION 2. (a) As provided for in Article X, Section 2 (a), of the Constitution of the Diocese, each Annual Council shall elect as members of the Executive Committee two clergy and two confirmed adult Lay Communicants, each for a term of three years, and said members shall serve such term until their successors are elected and qualify.

(b) After serving one full term of three years, the elected members of the Executive Committee shall not be eligible for elective membership on the Committee and shall remain so ineligible for a period of one year.

(c) The Executive Committee shall have power to fill any vacancies in such elective membership, each member so elected to serve until the next annual meeting of the Diocesan Council.

(d) The Bishop, the Secretary of the Diocese, the Treasurer of the Diocese, and the Chancellor shall be ex-officio members of the Executive Committee with voice and vote.

(e) The Bishop, with the advice and consent of the Executive Committee, may appoint annually no more than three additional members, each for a term of one year, who shall have voice and vote. After serving for three consecutive one-year terms, such appointed members shall be ineligible for either elective or appointive membership for a period of one year.

SECTION 3. (a) The Bishop shall be President of the Executive Committee. The Committee shall elect annually from its members a Vice President.

(b) The Secretary of the Diocese shall ex-officio be Secretary of the Executive Committee. It shall be the duty of the Secretary to give timely notice of all meetings of the Executive Committee, to record its proceedings, to preserve its journals and records, to attest with the seal of the Diocese, as occasion may require, its public records and proceedings, and faithfully to deliver into the hands of his/her successor all books and papers in his/her possession relative to the concerns of the Executive Committee.

SECTION 4. (a) The Executive Committee shall meet three times a year and at such other times as it may appoint, or as it may be convened by the President. Its first, the organizational, meeting shall be within thirty (30) days after each Annual Council, at which time it shall immediately enter upon the duties imposed upon it by Canon or by the Council.

(b) A majority of the members of the Committee shall constitute a quorum at any meeting of the Committee.

SECTION 5. (a) It shall be the duty of the Executive Committee to make a careful study of the opportunities for missionary, educational and social work within the Diocese, and to devise ways and means for the proper performance of such work.

(b) At each Annual Council the Executive Committee shall submit a report of the work and activities done under its direction during the preceding year.

(c) The Executive Committee shall submit to the Council for its consideration and action a proposed program, including the general work of the Church at home and abroad, for the following year, together with a supporting budget and a plan for funding the same.

(d) The Executive Committee shall have power to ask for such reports and statements from every Parish, Mission, School, Home and Institution, which is deemed under the control of the Diocese, as it may deem necessary, and such reports and statements shall be furnished when asked for by the Committee.

(e) All members of the Executive Committee shall have seats and voice in the Council of the Diocese, but shall not vote unless members of that body.

SECTION 6. The Bishop, with the approval of the Executive Committee, may appoint an administrative assistant, who shall perform such duties as shall be required of him/her by the Bishop and/or the Committee. The Executive Committee shall fix his/her salary, and may provide him/her with a suitable office and necessary equipment for the furtherance of his/her work.

SECTION 7. (a) The Executive Committee shall appoint a committee of not less than three persons from the Clerical Order and not less than three persons from the Lay Order to be known as the "Diocesan Compensation Review Committee." The Diocesan Compensation Review Committee shall be composed of members with rotating terms, each for a term of three years.

(b) It shall be the duty of the Diocesan Compensation Review Committee to cooperate with and advise like parochial committees when called upon, and to provide them annually with relevant statistics and information concerning fair and equitable clergy and lay employee compensation.

(c) It shall also be the duty of the Diocesan Compensation Review Committee to review annually the compensation to be paid to the Bishop, the Bishop Coadjutor and the Suffragan Bishop, if there be such, and all clerical and lay employees of the Diocese, and to make recommendations pertinent thereto to the Executive Committee and to the Annual Council.

CANON 13

Committees of Council

In addition to the committees and commissions required by the Constitution and Canons of the Diocese, the Bishop shall appoint annually from the members of Council and others given seats and voice in Council those committees of Council as may be deemed necessary to carry on the work of Council.

CANON 14

Commission on Ministry

SECTION 1. (a) The Commission on Ministry shall consist of not less than six Clergy and six adult confirmed Lay Communicants, who shall be nominated annually by the Bishop and approved by Council.

(b) Should vacancies occur on the Commission when the Council is not in session, the Bishop shall similarly nominate to the Standing Committee, upon whose confirmation the person or persons so designated shall be added to the Commission and shall serve until the next meeting of the Council.

SECTION 2. The duties of the Commission on Ministry shall be those described in the Canons of The Episcopal Church (Title III, Canon 1), and such other duties relating to the ministry in this Diocese as shall be assigned by the Bishop.

CANON 15

Duncan M. Gray Camp and Conference Center

SECTION 1. (a) The Duncan M. Gray Camp and Conference Center shall be under the management and direction of the Board of Managers of the Duncan M. Gray Camp and Conference Center.

(b) The Board of Managers shall make regular reports and be accountable to the Bishops and Executive Committee, and report annually to the Diocesan Council. Capital improvements and the annual budget shall be reviewed and approved by the Diocesan Finance Committee and the Executive Committee.

(c) This Center operates a ministry of the Episcopal Diocese of Mississippi. The Duncan M. Gray Camp and Conference Center shall operate in conformity with the Constitution and Canons of the Episcopal Diocese of Mississippi and the Protestant Episcopal Church in the United States of America.

SECTION 2. (a) The chair of the Board of Managers, to be appointed by the Bishop. This person will come from those persons appointed under Section 2.b.

(b) Five (5) persons, clergy and laity, will be appointed annually by the Bishop, for a total membership of 15 persons. The Bishop may fill vacancies for unexpired terms.

(c) The Executive Director of the Camp and Conference Center, ex-officio.

(d) The Administrative Officer for Budget and Finance of the Diocese, ex-officio. This person will function as Treasurer of the Camp and Conference Center.

(e) The Diocesan Canon for Youth and College Ministry or Coordinator for Youth Ministries, ex-officio.

(f) Any member from Section 2.b. may be reappointed to no more than one additional three-year term. After a second term, members must rotate off the Board of Managers for at least one year. Members named to an unexpired term and who serve less than one-half of a full term are eligible for appointment to a "first" term.

SECTION 3. (a) The chairperson of the Board, the Treasurer, the Chair of the Finance Committee, other Board members as the Chairperson of the Board may appoint, and the Executive Director shall constitute the Executive Committee of the Board of Managers.

(b) The Executive Committee of the Board of Managers shall have the power and authority to act for the Board of Managers between meetings of the Board; provided, all actions taken between scheduled meetings shall be reported immediately and in writing to all members of the Board; and, all interim actions shall be considered for affirmation at the next regularly scheduled Board meeting.

SECTION 4. The Board of Managers shall adopt rules and regulations for its governance and operation, which rules and regulations shall be approved by the Executive Committee of the Diocese.

E - THE CATHEDRAL

CANON 16

The Cathedral

SECTION 1. The Council of this Diocese adopts the concept of a Cathedral Church for the Diocese of Mississippi to serve as a central or focal point for the administration and strengthening of the Diocese, and empowers the Bishop to designate a Parish of this Diocese to be constituted a Cathedral Parish, in accordance with the provisions and requirements as set forth in this Canon. Upon such designation, said Parish Church shall become the Cathedral Church of the Diocese in accordance herewith.

SECTION 2. A Parish Church designated by the Bishop and constituted the Cathedral Church shall be known as the "Cathedral of".

SECTION 3. The Parish designated as the Cathedral Parish wherein shall be located the Cathedral Church shall not be deprived of any of the rights and privileges afforded a Parish under the Constitution and Canons of the Diocese and of the Protestant Episcopal Church in the United States of America, nor be relieved of any of its obligations and responsibilities as a Parish unless specifically set forth in this Canon.

SECTION 4. There shall be a Cathedral Chapter composed of the members of the Executive Committee and the Vestry of the Cathedral Parish. [Ratified and accepted by the Vestry of the Cathedral Parish of Saint Andrew, Jackson, Mississippi, at a meeting duly convened on March 11, 1968.]

SECTION 5. The Cathedral Chapter shall have authority over and be responsible for Cathedral functions and the coordination of the interests and activities of the Diocese and the Cathedral Parish for the mutual benefit and welfare of both.

The Cathedral Chapter shall meet annually in the Cathedral Church after the adjournment of the Annual Council and at such other places and/or times as may be determined by the Bishop and the Dean with due notice thereof given.

The Diocese shall be responsible for all expenses in connection with Cathedral functions, those portions of the Cathedral properties regularly occupied as Cathedral or Diocesan offices, and any other extra expenses incurred by the Cathedral Parish by reason of its serving as the Cathedral Church of the Diocese which are beyond the normal expenses of a Parish without Cathedral status.

SECTION 6. The Cathedral Parish, as a Parish of the Diocese and as a corporate body, shall retain title to all Parish property with full authority over and responsibility therefor; and as a Cathedral Parish, shall have the same rights, representation, participation, obligations and responsibilities both in the Parish and in the Diocese as a Parish without Cathedral status.

The Dean shall be appointed by the Bishop, after conferring with the Vestry of the Cathedral Parish as to his/her acceptability, for election as Rector of said Parish. The Vestry shall have the right to decline to elect, in which case the Bishop shall in like manner confer with said Vestry as to another priest or priests for the office until same be filled.

SECTION 7. The Vestry of the Cathedral Parish shall be elected and function as a Parish Vestry in accordance with the Constitution and Canons of the Diocese of Mississippi and the Protestant Episcopal Church in the United States of America, with the exception that the Dean of the Cathedral shall be the Rector of the Cathedral Parish and the proper title of the Cathedral Parish shall be “ _____ Cathedral Parish” or “The Dean, Wardens and Members of the Vestry of the Cathedral Parish of _____.”

SECTION 8. The Bishop shall have full access to and use of the altars of the Cathedral and the Cathedral properties; and those services and functions where he/she officiates and/or participates shall be scheduled and conducted as he/she shall direct. Order, manner and form of services shall be established by the Dean with the agreement of the Bishop.

SECTION 9. The Bishop may designate and/or appoint both residentiary and/or honorary Canon or Canons, if he/she so elect, whose participation in the services and functions of the Cathedral shall be at the direction of the Bishop with the agreement of the Dean.

SECTION 10. Upon the designation by the Bishop of a Parish as a Cathedral Parish of the Diocese, the following declaration shall be executed and placed on record in the Journal of the Council of the Diocese. This declaration shall be executed by the Bishop as the head of the Diocese and on its behalf by the Rector and Wardens of the designated Parish on behalf of said Parish.

“Whereas, the Right Reverend _____, D.D., Bishop of Mississippi, has designated _____ Parish as the Cathedral Parish of the Diocese of Mississippi in accordance with the provisions of Canon _____ of the Diocese of Mississippi; and

“Whereas, _____, Parish has consented to and accepted the designation as Cathedral Parish of the Diocese of Mississippi,

“NOW, THEREFORE, this declaration made this day between the Diocese of Mississippi and the Parish of _____, in the city of _____, designating, declaring and establishing the Cathedral of _____ in the Cathedral Parish of _____, at _____, in accordance with and under the Canons and Constitution of the Diocese of Mississippi and the Protestant Episcopal Church in the United States of America.

“Witnesseth, this the ____ day of _____, in the Year of our Lord _____.”

DIOCESE OF MISSISSIPPI

By _____, *BISHOP*
Parish of _____

By _____, *RECTOR*

By _____, *SENIOR WARDEN*

By _____, *JUNIOR WARDEN*

SECTION 11. The designation of a Cathedral Parish and the consent and acceptance by a Parish of such designation are intended and expected to continue so long as both the Diocese and the Parish exist. Nevertheless, either the Diocese or the Parish shall have the right to terminate this designation and to return said Cathedral Parish to Parish status through formal action of either the Council of the Diocese or the congregation of the Cathedral Parish by giving one year’s written notice thereof through formal action of either of said bodies.

SECTION 12. This Canon may be amended just as other Canons of the Diocese are amended except as to any matter affecting the authority, rights, representation, participation, obligations and/or responsibilities of the Cathedral Parish in the Diocese and in the General Church, which amendments must be ratified and accepted by the Cathedral Parish acting through its duly authorized body before same shall become effective.

F - DIOCESAN SCHOOLS**CANON 17**

SECTION 1. Diocesan Schools may be established in this Diocese by vote of the Council, acting upon the recommendation of the Bishop and Executive Committee. Said schools may, in the discretion of the Executive Committee, be owned and operated by the Diocese or by a separate corporation created for this purpose.

SECTION 2. The Board of Trustees of each such Diocesan School shall be constituted and elected as determined by the Executive Committee. Provided, however, a majority of said Trustees or the members of the said owning corporation, if such applies, shall be confirmed adult Lay Communicants of the Episcopal Church.

SECTION 3. Each Diocesan School shall set forth its aims and purposes in a clearly defined policy statement, which shall include a declaration that no applicant, otherwise qualified, shall be denied admission because of race, creed, or color.

SECTION 4. The Trustees of such Diocesan Schools shall make annual reports to the Diocesan Council.

SECTION 5. All schools within the Diocese now existing which are directly or indirectly operated, supervised, financially supported in whole or in part, or sponsored by the Diocese shall be deemed to be Diocesan Schools within the meaning of this Canon.

G - OF LICENSED MINISTRIES**CANON 18**

SECTION 1. The Bishop of this Diocese shall determine which of those categories of licensed lay persons authorized by Title III, Canon 4, of the National Canons of the Episcopal Church are to be licensed in this diocese. Individuals shall not be licensed until they have completed that education and training required by Title III, Canon 4, and by such additional training as the Bishop may require.

SECTION 2. In addition to those categories of licensed lay persons provided for in Title III, Canon 4, the Bishop may license special Congregational Lay Readers each of whom shall be a confirmed communicant of a congregation in which a special need exists, as in the absence of a member of the clergy in charge, such license to be valid only in the specific congregation in which it is granted, and such license to expire when the need no longer exists; however, licenses issued under this provision in previous canons shall remain valid unless revoked by the Bishop.

TITLE II - PARISHES AND MISSIONS**A - MISSIONS****CANON 19****Mission Stations and Parochial Missions**

SECTION 1. (a) When three or more adult confirmed Lay Communicants of this Church, residing in this Diocese, desire to band together to maintain services at least four times a year according to the doctrine, discipline and worship of The Episcopal Church, and agree to abide by the Constitution and Canons of this Diocese, they may make and sign a petition to the Bishop to be constituted as a Mission Station. If the Bishop, with the advice and consent of the Executive Committee, approves the petition, he/she shall certify to the petitioners the terms and conditions of his/her approval, and shall forward a copy of the same to the Secretary of the Diocese.

(b) The Bishop shall appoint annually a Warden for each Mission Station, who shall have the same duties as provided for the Warden of an organized Mission.

(c) All services and official acts performed in such a place, together with the names of the members resident therein, not otherwise entered upon any Parish or Mission Register, shall be recorded in and reported from the Diocesan Register.

(d) At each meeting of the Council of the Diocese, each Mission Station may have one representative, elected by the congregation, who shall have voice in said Council.

(e) No real property shall be acquired or a building erected or purchased for the use of a Mission Station without the prior consent of the Bishop and the Standing Committee, and the title of any such property shall be vested in the Trustees of the Diocese, to be held in trust by them.

(f) A Mission Station may become a Parochial Mission, under Section 2 of this Canon, by mutual agreement between the members thereof and the Vestry of a nearby Parish or the Mission Committee of a nearby Mission that is willing to accept such responsibility, and with the consent and approval of the Bishop and the Executive Committee.

SECTION 2. (a) Any Parish or organized Mission may, with the consent and approval of the Bishop and the Executive Committee, establish a Parochial Mission.

(b) A Parochial Mission shall not constitute a separate cure, but shall be administered and controlled by the Rector and Vestry of the establishing Parish or the Vicar and Mission Committee of the establishing Mission.

(c) Although a separate Parish Register and Service Register, together with books of accounts, may be kept for the Parochial Mission, the information therein shall be included in the annual Parochial Report of the Parish or Mission.

(d) A Parochial Mission shall not have representation in Council separate from its Parish or Mission.

(e) The title of any property purchased or acquired for the use of a Parochial Mission shall be vested in the Vestry of the Parish or, if the establishing congregation is a Mission, in the Trustees of the Diocese. All furnishings, fixtures and equipment shall be the property of the title holder.

(f) A Parochial Mission may be declared extinct (1) by mutual agreement between the Vestry or Mission Committee of the establishing congregation and the Parochial Mission, with the consent and approval of the Bishop and the Executive Committee; or (2) by the Executive Committee with the consent and approval of the Bishop.

CANON 20

Organized Missions

SECTION 1. (a) When any number of adult persons, not less than twenty-five, confirmed Lay Communicants of this Church and residing in this Diocese, shall desire to organize a Mission, they shall make application to the Bishop in the following manner:

APPLICATION TO THE BISHOP FOR PERMISSION TO ORGANIZE A MISSION UNDER CANON 20, SECTION 1

To the Right Reverend Bishop of Mississippi:

We, the undersigned residents of _____, Diocese of Mississippi, respectfully ask to be organized as a Mission of the Protestant Episcopal Church of the Diocese, to be known by the name of _____ Mission. We hereby promise conformity to the Doctrine, Discipline, and Worship of said Church and our submission to the Ecclesiastical Authority of the Diocese of Mississippi and the Constitution and Canons thereof. There being twenty-five of us so associated, confirmed lay Communicants in good standing of this Diocese, we therefore pray that you will authorize this Mission to organize as above stated.

Dated at _____, Mississippi, this ____ day of _____, 20____.

Approved _____, 20____.

Bishop of Mississippi

The above application must be signed in duplicate, in ink, by twenty-five adult Communicants.

(b) If the Bishop approves the organization of the Mission, he/she shall be Rector thereof and he/she shall proceed to appoint a Vicar to be in charge, a Committee of the Mission, a Treasurer and a Clerk.

(c) An organized Mission shall come into union with the Council, and be entitled to representation therein as a Mission of this Diocese as provided in these Canons, with the acceptance by the Council of the aforesaid Application as approved by the Bishop.

SECTION 2. (a) The Committee of the Mission shall consist of the Vicar, one or two Wardens, and not more than nine (9) additional members. The Wardens and lay members of the Mission Committee shall be confirmed Lay Communicants, at least 21 years of age, canonically resident and actually residing in the Mission, and shall be appointed annually by the Bishop, upon nomination by the congregation. The Mission Committee shall have the powers and perform the duties assigned by the Canons to Parish Vestries, except the election and calling of the Vicar. The Mission Committee shall nominate for the Bishop's appointment a Clerk and a Treasurer for the Mission, who may or may not be members of the Mission Committee. A majority of the members of the Mission Committee shall constitute a quorum. It should be noted that the principal of rotation shall be followed in all instances and in no cases shall a Warden or member of the Mission Committee serve more than six consecutive years as a Warden or member of the Mission Committee; provided the Bishop may waive this rule if the Mission is so small as not to have sufficient members to rotate.

(b) If more than one Warden is nominated by the congregation and approved by the Bishop, they shall be distinguished as Senior and Junior, although all duties of the office belong to each. It shall be their duty, under the direction of the Vicar, to see that the Mission provides for the well-ordered worship of Almighty God. They shall see that the church is kept in condition for its proper uses, and that all buildings and grounds of the Mission receive proper care. At the Request of the Vicar, the Wardens shall have custody of the Mission Register, but shall not make entries therein unless specifically requested to do so by the Vicar.

(c) It shall be the duty of the Clerk to keep a record of all meetings of the Mission congregation and the Mission Committee. It shall also be his/her duty to keep a full, accurate and faithful statement of the number of meetings held by the Mission Committee during the year, and the number of such meetings attended by each Warden and lay members of the Mission Committee, and said statement shall be presented and read at the annual meeting of the Mission congregation before a new Mission Committee is nominated for the Bishop's appointment.

(d) It shall be the duty of the Treasurer to receive all moneys acquired by the Mission, for or to the Mission, and to disburse the same in accordance with the order of the Mission Committee and the Canons of the Diocese. The Treasurer shall keep books of account in accordance with the forms and standards approved by General Convention, and shall make regular reports to the Mission Committee and an annual report to the Mission congregation at the time of the annual meeting thereof. If he/she is not a member of the Mission Committee, he/she shall attend its meetings when requested and be ready to answer all questions as to the state of the treasury; and his/her books and papers shall always be subject to the inspection of the Bishop, the Vicar or of the Wardens.

SECTION 3. (a) A meeting of the Mission congregation shall be held annually on the first day of January, or as soon thereafter as practicable, unless By-Laws otherwise provide. Notice of the time and place of this meeting shall be given at a public service of the congregation at least two weeks prior to the date of such meeting. At this meeting the Vicar shall preside, or if the cure be vacant, the Senior Warden, the Junior Warden, or the Clerk, in the order named. In the absence of these officers, the meeting shall elect its chairman. At the meeting the reports of the Vicar and the Treasurer on the state of the Mission shall be presented, and the proper number of persons shall be nominated to the Bishop for appointment as Wardens and Members of the Mission Committee.

(b) At all meetings of the Mission, those qualified to vote shall be persons present who are sixteen years of age or over and who are canonically enrolled confirmed Lay Communicants in good standing of the Mission.

SECTION 4. Not later than February 1 of each year, the Vicar, or if there be none, the Clerk of the Mission, shall make the Canonical Report to the Ecclesiastical Authority as required in Canon 26.

SECTION 5. (a) The title of any property owned or acquired by the Mission for Church purposes shall be vested in the Trustees of the Diocese, to be held in trust by them; and proper evidence of this (for any such property held by the Mission at that time) and of adequate insurance coverage thereon, must be given in the application for organization.

(b) When such a Mission shall become a self-supporting Parish, on application to the Council the property so held may be released or transferred to the Parish.

B - PARISHES

CANON 21

Parishes and Their Organization

SECTION 1. It shall be lawful for any number of adult persons, no less than forty, confirmed Lay Communicants of this church in the Diocese of Mississippi, to organize themselves as a Parish. To do so, they shall proceed in the manner following:

SECTION 2. (a) Notice shall first be given to the Bishop, or, if there be no Bishop, to the President of the Standing Committee, of the desire thus to associate and organize; and said notice shall be in writing in duplicate, and shall be signed by the persons, respectively, who propose to organize. The notice shall contain such information in the premises as may enable the Bishop (or the Ecclesiastical Authority) to judge the propriety of the act; and shall contain the following article:

“We, whose names are hereunto affixed, deeply sensible of the truth of the Christian religion, and conscientiously attached to the Doctrine, Discipline and Worship of the Protestant Episcopal Church in the United States of America, and being earnestly desirous of establishing its authority and securing its holy influence for ourselves, our families, and our neighbors, and those to come after us, do hereby respectfully ask the permission of the Bishop (or Ecclesiastical Authority) of this Diocese to associate and organize ourselves and others as a Parish of the said Church in the Diocese of Mississippi, under the name and title of _____; and we hereby solemnly promise and declare that the said Parish shall be incorporated and forever held under the Ecclesiastical Authority of the Bishop of Mississippi, and of his/her successors in office, and in conformity with the Constitution and Canons of the Protestant Episcopal Church in the United States of America and the Constitution and Canons of the Diocese of Mississippi, the authority of which we do hereby recognize, and bind ourselves to make them a part of the Charter and By-Laws of the Parish, and to whose Liturgy, Doctrine, Discipline, Rites and Usages we promise at all times, for ourselves and successors, corporate obedience and conformity. Furthermore, we solemnly engage and stipulate that all real estate of which the said Parish may become possessed shall be secured forever against alienation from the Protestant Episcopal Church in the United States of America unless with the consent of the Bishop or Council of the Diocese.”

(b) If the Bishop, acting by and with the advice and consent of the Standing Committee, or, if there be no Bishop, the Standing Committee approve the proposed organization, he shall give written certification to that effect, and said approval, together with other papers, shall be transmitted to the Secretary of the Diocese.

SECTION 3. Upon receipt of approval of the proposed organization, the Cleric, who shall have been appointed by the Bishop to hold services, shall give notice, on some occasion of public service at least two weeks previous to the time of meeting, that the persons desirous of organizing themselves as a Parish will meet at a time and place specified for the purpose of incorporating themselves, adopting a Charter and By-Laws for the Parish, and electing two Wardens and not less than three nor more than eleven Members of the Vestry, duly qualified as per Section 2 of Canon 23.

SECTION 4. (a) At the time of the organizational meeting, the Cleric aforesaid shall preside; he/she shall appoint a Clerk and a book shall be provided for the records and minutes, in which shall be first entered in

full (1) the notice to the Bishop, with the names attached to the same; (2) the approval of the organization; (3) proof of public notice given for the organization; and (4) a record of any other papers and actions of importance to the history of the organization, which may have been previously taken. Secondly, entry shall be made in the minutes of the names of the persons who attended the organizational meeting and are qualified to vote, in accordance with Section 2 (a) of Canon 22. And thirdly, there shall be recorded the actions taken by the congregation at this meeting, including: (1) a copy of the Parish Charter and By-Laws as adopted; (2) the names of the Wardens and Members of the Vestry elected; (3) a financial statement for the year just preceding; (4) a copy of all land deeds and a description of all real property, together with the insurance coverage thereon; and (5) a copy of the budget adopted for the first year of operation as a Parish, which budget shall include the anticipated income from pledges and other sources, and the total of all present indebtedness together with the schedule for the repayment of same, all of which shall show the said congregation to be self-supporting.

(b) The proper title of an organized Parish is the name of the Parish, or "the Rector, Wardens and members of the Vestry" of such a Parish; and they are the trustees, corporate and politic.

SECTION 5. All of the acknowledgments and records required shall be duly made, and the whole proceedings of the organizational meeting shall be certified by its presiding officer and clerk, and a copy of all the above records shall be sent to the Bishop, together with an application for admission into union with the Council of the Diocese; all of which shall be accomplished at least one month before the meeting of the Annual Council.

CANON 22

Parish Meetings

SECTION 1. (a) A meeting of the Parish congregation shall be held annually on the 1st day of January, or as soon thereafter as practical unless the By-Laws otherwise provide. At this meeting the Rector shall preside, or if the Cure be vacant, the Senior Warden, the Junior Warden, or the Clerk of the Vestry, in the order named. In the absence of these officers, the meeting shall elect its chairman.

(b) Special meetings of the Parish congregation may be called either by the Rector, or by a majority vote of the Vestry; but in either case, the call shall specify the purpose or purposes for the meeting, and no other business shall be transacted.

(c) Notice of the time and place of annual or special meetings shall be given at a public service of the congregation at least two weeks prior to the date of such meeting.

SECTION 2. (a) At all such elections and in Parish meetings, those qualified to vote shall be persons present who are sixteen years of age or over and who are canonically enrolled Lay Communicants in good standing of the Parish.

(b) The number that shall constitute a quorum of those qualified to vote for the transaction of business of any duly or properly called Parish meeting, either annual or special, is to be set in the By-Laws of the Parish. Provided however, that in the event a Parish with an average Sunday attendance of less than twenty (20) persons, a majority of those persons present and qualified to vote shall constitute a quorum for the transaction of such business. Should there not be a quorum present at any duly or properly called Parish meeting, the same may be adjourned by the presiding officer thereof from time to time until a quorum be present.

CANON 23

The Vestry

SECTION 1. (a) The Vestry of every Parish shall consist of the Rector when there is one, two Wardens, and not less than three nor more than eleven Members of the Vestry; except that Parishes with more than three hundred Communicants may, if they so elect, have not more than fifteen Members of the Vestry. The Wardens and Members of the Vestry shall be confirmed Communicants, at least twenty-one years of age, canonically resident and actually residing in the Parish and entitled to suffrage at its annual meeting at which they are elected.

(b) The Wardens and Members of the Vestry shall be elected for such terms and on such conditions as may be provided in the By-Laws of the respective Parishes, and shall hold office until their successors

are elected and shall have qualified; provided, however, that the principle of rotation shall be followed in all instances and that in no case shall a Warden or Member of the Vestry serve more than six consecutive years as a Warden or Member of the Vestry.

(c) In the event of a vacancy in the office of Warden or Member of the Vestry, caused by death, removal, resignation, or inability to serve, the Vestry may, in its discretion, elect a qualified person to fill the unexpired term of said Warden or Member of the Vestry.

(d) The Bishop may grant an extension of tenure or terms for Members of the Vestry.

SECTION 2. (a) The Vestry shall fix the date, time and place of regular monthly meetings.

(b) Special meetings may be called by order of the Rector, or, in case of the vacancy or absence of the Rector or his/her inability to act, by one of the Wardens, acting according to seniority, at any time deemed expedient; provided that all members of the Vestry be notified; or when requested in writing by a majority of the Vestry; which writing shall be sent to the Rector, Wardens and other Members of the Vestry, and shall declare the object or objects of such meeting.

(c) A meeting of the Vestry to be valid shall have present either the Rector, or in case of his/her absence or inability to act, one of the Wardens. Still, in case of the vacancy or absence of the Rector and both Wardens, a meeting shall be valid when a quorum of the Vestry is present; and, a presiding officer being chosen from the number present, business may be transacted; provided the meeting has been called according to the above Section 2 (b).

SECTION 3. The Vestry shall elect and call the Rector in accordance with the provisions of the Canons of the General Church. (See also Canon 35 Section 2) The Vestry shall see that all things needed for the public services are provided; shall collect and disburse all money due and received for Church purposes, and shall have the same audited annually; shall pay with punctuality the stipulated salaries of the Clergy and others; shall inform themselves of the order and time of all collections required by the Canons of the Diocese, and of assessments which may be imposed by the Council, and take measures for the obedient fulfillment and due liquidation of these (see Canon 33 - "Penalties"); shall provide adequate insurance coverage; and before the close of each parochial or ecclesiastical year, if the treasury be deficient, the Vestry shall collect, as far as practicable, by subscription or otherwise, a sum sufficient to liquidate all the current expenses of the Parish.

SECTION 4. Before the annual Parish meeting, the vestry shall cause to be written and delivered to the Rector, or if there be none, to the Wardens, a full, accurate and faithful statement of the number of meetings held by the Vestry during the year, and the number of such meetings attended by each Warden and Member of the Vestry. At the annual Parish meeting, said statement shall be presented and read to the parishioners there assembled and the statement duly filed and recorded in the Minutes and Records of the Parish. The statement shall also declare what money, lands or other property had been received during the preceding year, and from what source; what money has been expended, and for what objects; and what property has been purchased, exchanged, or mortgaged, and for what purposes.

SECTION 5. It is the duty of the Wardens and Members of the Vestry to preserve order and decorum in and around the church building on all occasions whatever, and especially during the time of Divine Worship, and to admonish persons guilty of any unseemly levity or rudeness.

SECTION 6. When at any time the Parish is without a Rector, the Parish shall become the spiritual care of the Ecclesiastical Authority.

CANON 24

Wardens

SECTION 1. The Wardens shall be distinguished as Senior and Junior, although all duties belong to both. They shall see that the Parish duly provides the church with a standard lectern Bible, containing the Apocrypha, and copies of the Book of Common Prayer and the Church Hymnal, of proper size of the standard editions, for use in the sanctuary, chancel and nave; that the Parish provides proper linens for the altar, and the elements of bread and wine meet for the celebration of the Holy Communion; proper and suitable vestments for the Clergy, servers and choir. It shall be their duty to see that the alms and other

offerings of the people are gathered in decent basins provided for that purpose. Further, the Wardens shall be responsible for all other things necessary for the regular and well-ordered worship of Almighty God, and shall cooperate with the Rector in all efforts to develop and set forward the spiritual life of the Parish.

SECTION 2. The Wardens shall have a care that the church building be kept in good repair and clean, as becometh the House of God, and that any other Parish buildings and the premises around them be maintained in proper order.

CANON 25

Parish Clerk and Treasurer

SECTION 1. A Parish Clerk and a Treasurer, who may or not be members of the Vestry, shall be annually elected by the Vestry, and who shall serve until their successors in office are chosen. A Treasurer may not serve more than five consecutive years.

SECTION 2. It shall be the duty of the Clerk to attend all meetings of the Vestry; to keep the minutes of its proceedings, and to enter and attest the same in a suitable book; to preserve their journals and records; to attest the public acts of the Vestry; and perform such other duties as may be legally assigned him/her. It shall be his/her further duty to enter in the records of the Vestry the annual account of the temporal condition of the Parish, including the annual report of the Treasurer. He/She shall deliver into the hands of his/her successor all books and papers relative to the affairs of the Church which may be in his/her possession.

SECTION 3. It shall be the duty of the Treasurer to receive all moneys collected under the authority of the Vestry, the reception and disbursement of which is not otherwise provided for; and in case there is no collector appointed by the Vestry, he/she shall also collect the same.

SECTION 4. The Treasurer is authorized to expend moneys for the purposes and to the extent adopted in the Parish budget, but shall not disburse other funds except on Order by the Vestry. The Treasurer shall keep and maintain a full and accurate account of all funds received and disbursed by him/her, in accordance with the provisions of Canon 29, and shall present to the Vestry monthly reports of the same, and an annual report before the 10th day of January.

SECTION 5. The Treasurer, if he/she be not a member of the Vestry, shall attend its meetings when requested and be guided by its advice in all matters pertaining to the duties of his/her office, and shall be ready to answer all questions as to the state of the treasury; and his/her books and papers shall always be subject to the inspection of the Rector or Wardens of the Vestry in session.

SECTION 6. The Bishop may grant an extension of tenure or terms for the Treasurer.

CANON 26

Parish Register

SECTION 1. (a) In every Parish and organized Mission the Warden(s) shall provide, as required by the Canons of the General Church, a Parish or Mission Register.

(b) The Rector, or Vicar, or if the cure be vacant, one of the Wardens, shall record the required data.

SECTION 2. Whenever a Cleric shall perform any Official Act in a Parish or Mission not under his/her charge, the records required by this Canon shall be made in the Register of that Parish or Mission.

SECTION 3. The Rector, or Vicar, shall maintain so far as practicable a list of all families and adult persons in his/her cure, which list shall remain in the Parish, or Mission, for the use of his/her successor.

SECTION 4. It shall be the duty of every Cleric performing an Official Act in any place where there is no Parish or Mission to report the same promptly, giving all necessary details of information, to the Office of the Bishop.

SECTION 5. In accordance with the provisions of the Canons of General Convention, a Letter of Transfer shall be issued for any Communicant or baptized person in good standing requesting the same upon his/her removal from one Cure to another.

SECTION 6. It shall be the duty of every Cleric in charge of a Parish, Mission, Mission Station, Chapel or Congregation to keep a Register of Church Services for that congregation.

SECTION 7. (a) Every person charged with the responsibility of making entries in Parish or Mission Registers and their Registers of Church Services shall do so with all possible accuracy.

(b) The Registers, of both kinds, shall be open at any time to the inspection of the Bishop, and he/she may call for any information which they contain. And it shall be the duty of the Bishop to see that the Registers, throughout the Diocese, are regularly, carefully and accurately kept and preserved.

CANON 27

Parochial Reports

On or before the first day of March each year, the Cleric in charge of every Parish, Mission and Mission Station, or in case the Cure of same is vacant, one of the Wardens, shall make an accurate Parochial Report to the Ecclesiastical Authority, as required by the Canons of the Diocese, upon the form adopted by the General Convention and furnished by the Secretary of the Diocese.

C - PARISH AND MISSION FINANCES AND PROPERTY

CANON 28

Voluntary Proportionate Giving

SECTION 1. Voluntary Proportionate Giving shall be the method by which the Parishes and organized Missions will fund the mission and ministry of the Diocese of Mississippi.

SECTION 2. (a) The Mission Committee of every Mission and the Vestry of every Parish shall determine annually what proportion (percentage) of its income it will give to the work of the Church outside the Mission or Parish, with the goal of eventually giving away an amount equal to what it spends on itself. Included in the proportion shall be the pledge of financial support to the Diocese by the Mission or Parish.

(b) In October of each year, each Mission Committee and Vestry shall report to the Diocesan Office the proportion of its income it wishes to pledge to the Diocese for the following year.

SECTION 3. For the purposes of this Canon, "income" shall be defined as the total operating revenue from the most recently completed Parochial Report.

SECTION 4. Pledge payments for each month shall be made to the Diocesan Office on or before the tenth day of the following month. Each such payment shall be equal to one-twelfth of the total dollar amount of each Parish's and Mission's pledge.

CANON 29

Business Methods in Church Affairs

SECTION 1. In every Parish, Mission, and institution connected with the Church in the Diocese of Mississippi, the following standard methods shall be observed:

(a) The fiscal year shall begin January 1st.

(b) All annual reports required by the Canons of the Diocese or of the General Church shall be made to the proper authorities on or before the first day of March.

(c) Trusts and permanent funds and all securities of whatsoever kind shall be deposited with a Federal or State bank, or with the Trustees of the Diocese, or with some other agency approved in writing by the Committee on Finance of the Diocese, or as otherwise lawfully provided.

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

- (1) Source and date
- (2) Terms governing the use of principal and income
- (3) To whom and how often reports of conditions are to be made
- (4) How funds are invested

(e) Books of accounts shall be kept readily accessible to the Rector, Vicar, Missioner and Warden(s) so as to provide the basis for satisfactory accounting.

(f) All accounts shall be audited annually by an independent Certified Public Accountant, or independent Licensed Public Accountant or such audit committee as shall be authorized by the Diocesan Committee on Finance, no later than June 1 of each year; and a report that the audit has been done shall be submitted promptly to the Bishop.

(g) Treasurers and custodians, other than banking institutions, shall be adequately bonded; except Treasurers of funds that do not exceed \$500.00 at any one time during the fiscal year.

(h) All their buildings and their contents shall be kept insured in such amounts and against such hazards as the Rector, Wardens, and Members of the Vestry, or as the Vicar and Mission Committee, shall deem advisable.

(i) The Committee on Finance of the Diocese may require copies of any and all accounts described in this Section to be filed with it, and shall report annually to the Council of the Diocese upon its administration of this Canon.

(j) The Vestry of every Parish and the Mission Committee of every Mission shall appoint a committee of not less than three persons to be known as the "Compensation Review Committee;" and it shall be the duty of said committee to review annually with the Rector or Vicar the compensation to be paid the Clergy and all lay employees in the ensuing year, to the end that all Clergy and lay employees shall receive fair and equitable compensation. The word "compensation" as used in this Canon shall include not only stipend, but also allowances for housing, utilities, travel, insurance, and any other customary allowances. In cases where two or more Parishes or Missions contribute to the total compensation paid to a Rector, Vicar or lay employee, the Compensation Review Committees of all the Parishes and Missions involved shall jointly review, by meeting, correspondence or telephone conversation, the total compensation of the Rector, Vicar or lay employee.

(k) At the time of filing the Parochial Report required by Canon 27, the Rector and Treasurer of every Parish and the Vicar and Treasurer of every Mission shall append to such report a certificate that the mandatory annual review of compensation has taken place.

SECTION 2. Effective January 1, 1993, all Parishes and Missions of this Diocese shall provide pension or retirement benefits to such of their lay employees as may be designated by the Executive Committee, under such terms and conditions as may be approved by the Executive Committee. The Executive Committee may require other organizations, subject to the Ecclesiastical authority of this Diocese, to provide such benefits to their employees at such time and under such conditions as it shall determine.

SECTION 3. Effective January 1, 2013, all Parishes and Missions of this diocese shall provide to all mandated lay and ordained employees medical insurance as defined by the Executive Committee through the Denominational Health Plan provided by the Medical Trust of the Church Pension Group. The Executive Committee may require other organizations subject to the Ecclesiastical Authority of this Diocese to provide such benefits to their employees at such time and under such conditions as it shall determine.

CANON 30

Indebtedness

SECTION 1. No indebtedness shall be incurred by a Parish, Mission or congregation without the approval of both the Bishop and Standing Committee, except:

(a) Indebtedness for permanent improvements, replacements or additions to real estate or equipment, where the amount of such indebtedness, plus indebtedness of every kind already existing, shall not exceed 150 percent of the average annual receipts of such Parish, Mission or congregation during the past three years.

(b) Indebtedness for current expenses where the amount of such indebtedness, plus all indebtedness thereto before incurred for current expense and still existing, shall not exceed 20 percent of the total current receipts of such Parish, Mission or congregation during the preceding fiscal year; and the payment of all such indebtedness shall be provided for in the budget of the next ensuing fiscal year with reasonable expectation of its payment out of the receipts for the next two years.

(c) Provided that in computing receipts under subsections (a) and (b) hereof, amounts from or for endowments, or from or by bequests, shall not be included unless the same shall be income from an endowment or bequest, which income is not specially designated. Nor shall there be considered in this calculation any receipts for expenditures other than those for normal, parochial operating expenditures.

(d) The Bishop and the Standing Committee will be provided documentation supporting an exception under 30.1.a., b. and c. prior to entering into such indebtedness.

SECTION 2. Provided that under any circumstances under which approval is required, it shall be granted only when the payment of all indebtedness shall be provided for in a plan of amortization or other method of payment to be submitted to an approved by the same authority.

SECTION 3. No Vestry, Trustee, or other body, authorized by Civil or Canon law to hold, manage or administer real property for any Parish, Mission, congregation, or institution, shall encumber or alienate the same or any part thereof (save for the refinancing of an existing loan) without the written consent of the same authority.

CANON 31

Consecrated Church Buildings

SECTION 1. No church or chapel shall be consecrated until the Bishop shall have sufficiently certified that the building and the ground on which it is erected have been fully paid for and are free from lien or other incumbrance; and that such building and grounds are secured from the danger of alienation, either in whole or in part, from those who profess and practice the Doctrine, Discipline and Worship of this Church, except in the cases provided for in Sections 2 and 3 of this Canon.

SECTION 2. It shall not be lawful for any Vestry, Trustee, or other body authorized by law of any State or Territory to hold property for any Diocese, Parish or congregation, to encumber or alienate any consecrated church or chapel, or any church or chapel which has been solely used for Divine Service, belonging to the Parish or congregation which they represent, without the previous consent of the Bishop, acting with the advice and consent of the Standing Committee of the Diocese.

SECTION 3. No church or chapel shall be removed, taken down, or otherwise disposed of, for any worldly or common cause, without the previous consent of the Bishop, acting with the advice and consent of the Standing Committee of the Diocese.

CANON 32

Vacant Church Property

The Trustees of the Diocese shall have the care of Church property not occupied or used by any Parish, Mission, or Institution connected with this Diocese; and shall keep a record of such in accordance with the authority and provisions of Canon 8, Section 1, and Appendix II.

CANON 33**Penalties**

SECTION 1. Whenever it becomes necessary for any Parish to receive financial support from the Diocese, or any other Parish or Mission, the Bishop or Bishop Coadjutor shall have the same control over said Parish as he/she now has and exercises over organized Missions, so long as this aid is extended to said Parish.

SECTION 2. (a) Whenever any Parish or Mission shall refuse or neglect for twelve consecutive months, without reasonable cause given, to pay in full its voluntary proportionate pledge to the Diocese, the Treasurer of the Diocese shall report such fact to the next meeting of the Executive Committee, specifying in such report the particulars of said delinquency. Written notice of his/her intention to make such report shall be given by the Treasurer of the Diocese to the Bishop and the Rector or Vicar and the Warden or Wardens of such Parish or Mission at least thirty days prior to the meeting of the Executive Committee, such notice to be accompanied by a copy of the proposed report.

(b) Upon the presentation of such report, together with evidence that notice has been given as above provided, the Executive Committee, by a majority vote of those members present, may recommend to the next Annual Council the forfeiture of the rights of said Parish or Mission to representation in the same, and the Council, by a majority vote of the Delegates present, may accept said recommendation.

(c) But any Parish or Mission so reported shall have the right to send one or more authorized lay representatives to appear before the Executive Committee at the time the said report is presented to present explanations in writing of the failure of the Parish or Mission to pay in full its voluntary proportionate pledge.

(d) Any such Parish or Mission thus denied representation in the Council shall, upon payment of arrearage as vouched for by the records of the Treasurer of the Diocese, be readmitted to representation in the Council.

SECTION 3. (a) Any Parish or Mission presented in like manner to the Council by the Bishop and Standing Committee for violation of the General or Diocesan Constitution or Canons of the Church may, by a concurrent vote of two-thirds of each Order, be declared contumacious, and thereupon shall forfeit its right to representation in the Council.

(b) But any such Parish or Mission may, upon application, and renewal of its vows of allegiance and obedience to the Doctrine, Discipline and Worship of the Protestant Episcopal Church in the United States of America and of the Diocese of Mississippi, and the presentation of restitution, insofar as applicable and practical, be re-admitted to representation in the Council by a concurrent vote of two-thirds of each Order.

SECTION 4. If a Parish in union with the Council shall neglect or decline to appoint Delegates, or if those appointed neglect or are prevented from attending, or if it shall incur any suspension or forfeiture of privileges, owing to neglect of its voluntary proportionate pledge, or otherwise, it shall nevertheless be bound by all the acts of the Council, the same as if fully represented. So far as the case admits, this shall also apply to organized Missions.

CANON 34**Change of Status of Parishes and Missions**

SECTION 1. Whenever the Vestry of an existing Parish shall request either by petition signed by a majority of the members of said Vestry or by resolution adopted at a lawful meeting of said Vestry, that said Parish be remitted to the status of an organized Mission, the Bishop, acting with the advice and consent of the Standing Committee, shall present said petition and/or resolution to the next annual meeting of Council.

SECTION 2. Whenever an existing Parish shall

- (a) for the space of one full year:
 - (1) cease to be self-supporting; or
 - (2) fail to take the proper action to provide itself with the full regular services of a Cleric;or
- (3) fail to maintain regular religious services according to the Doctrine, Discipline and Worship of the Church; or

- (4) have fewer members than required for the organization of a Parish; or
- (b) for the space of two full years:
 - (1) fail to elect a Vestry; or
 - (2) fail to file a Parochial Report as required by the Canon, the Bishop shall report same to the Standing Committee of the Diocese with a request for advice there as to.

Upon the advice of the Standing Committee so to do, the Bishop shall present said report, together with proof of notice thereof, to the next annual meeting of Council. Written notice that such report will be made to Council shall be given to the Vestry of said Parish or, if there be none, to two adult Communicants thereof, at least thirty days prior to the convening of said Council.

SECTION 3. Upon presentation of either petition or report in accordance with the provisions of this Canon, by a majority vote of the Delegates present and voting, the Council may

- (a) suspend such Parish from union with the Council and from representation therein; or
- (b) change such Parish to the status of a Mission, Mission Station or Parochial Mission; or
- (c) declare such Parish inactive.

Should such Parish be declared inactive, written notice of the action of Council shall be given to the Trustees of the Diocese with a description of the real property of such Parish.

Should such Parish be changed to the status of Mission Station, the Bishop shall appoint a custodian who is to take custody of and exercise supervision and care over the property of said changed Parish.

Should such Parish be changed to the status of Parochial Mission, such change shall not be made without the prior written consent of the Vestry of the Parish or the Mission Committee of the organized Mission to which such changed Parish is to be assigned.

SECTION 4. Any Parish heretofore admitted into union with the Council which shall have been changed to the status of a Mission, Mission Station or Parochial Mission as provided in this Canon, and which shall have regained its ability to function as a Parish, with prospect satisfactory to the Council of continuance thereof, and any Parish which has been suspended from union with the Council, may be restored to its former status by a majority vote of the Council, if such restoration be approved by the Bishop.

SECTION 5. The provisions of Sections 1, 2 and 3 of this Canon, in so far as applicable, shall govern the change of status of a Mission, Mission Station or Parochial Mission. In all cases, if a Parish, Mission, Mission Station or Parochial Mission be declared inactive, the Communicants and Baptized Persons remaining shall be transferred to the nearest active Parish or Mission in union with this Council.

SECTION 6. Any change in the status of a Parish or Mission which may affect its representation in the Council, shall become effective at the close of the Council at which it was made; provided, however, that upon the admission of a Parish or Mission into union with Council, the Lay Delegates of such Parish or Mission, upon presentation of their proper credentials, shall be given immediately the vote provided in Article VII and Canon 2.

CANON 35

Vacant Parishes

SECTION 1. (a) Whenever the Cure of a Parish shall have become vacant (see Canon 23, Section 6) the Senior Warden shall, without delay, give notice thereof to the Bishop as follows:

The Right Reverend _____, Bishop of Mississippi
 On behalf of the Vestry of _____ Parish, I hereby give notice to the
 Bishop of the Diocese that the rectorate of the said Parish has become (or will become) vacant
 by the resignation of the Reverend _____ taking effect , (date)
 _____, Senior Warden

(b) The Bishop as Rector pro tempore shall afford the Vestry such assistance as may be in his/her power in filling the vacancy. In the meantime, he/she may appoint those of the Clergy in the Diocese, or

any other qualified Cleric, who can with most convenience discharge the duty, to supply such vacancy, at such time as may be deemed convenient and proper. It shall be the duty of such a Parish thus supplied to defray all expenses incident to such occasional services; and, in all cases, the Clergy so sent shall have access to the church and other buildings.

SECTION 2. (a) When the Vestry has elected a Rector, such election shall, without delay, be reported to the Bishop as follows:

Place _____ Date _____
The Right Reverend _____
Bishop of Mississippi

We, the Wardens, do hereby certify that the Reverend _____ has been duly elected Rector of _____ Parish.

_____, Senior Warden
_____, Junior Warden

(b) No election of a Rector shall be had until the name of the Cleric whom it is proposed to elect has been made known to the Bishop, if there be one, and sufficient time, not exceeding thirty days, has been given to him/her to communicate with the Vestry thereon, nor until such communication, if made within that period, has been considered by the Vestry at a meeting duly called and held for that purpose.

CANON 36

Parochial Schools

SECTION 1. Parochial Schools may be established in any community in the Diocese by a vote of the Vestry of the Parish or of the Mission Committee of the Mission, subject to the approval of the Bishop. Said Schools may, in the discretion of the Vestry or Mission Committee, be owned and operated by the Parish or Mission or by a separate corporation created for this purpose.

SECTION 2. The Board of Trustees of each Parochial School shall be constituted and elected as determined by the Vestry of the Parish or the Mission Committee of the Mission; provided, however, a majority of said Trustees or the members of the owning corporation, if such applies, shall be Communicants of the Episcopal Church.

SECTION 3. Each such Parochial School shall set forth its aims and purposes in a clearly defined policy statement, which shall include a declaration that no applicant, otherwise qualified, shall be denied admission because of race, creed, or color; and a statement certifying compliance with this policy shall be submitted to the Bishop.

SECTION 4. Among the goals of Parochial Schools offering a program of instruction for grades one through twelve, or any component thereof, shall be an effort to meet the standards of existing State and regional accrediting agencies.

SECTION 5. The Trustees of such Parochial Schools shall make annual reports to the Rector, Wardens and Vestry of said Parish or to the Vicar, Warden and Mission Committee of said Mission, a copy of which shall be furnished to the Bishop.

SECTION 6. All pre-schools and grade schools within the Diocese now existing, which are directly or indirectly operated, supervised, financially supported or sponsored by any Parish or Mission, shall be deemed Parochial Schools within the meaning of this Canon.

CANON 37**Convocations**

SECTION 1. (a) The Executive Committee shall have authority, at its election, to create Convocations within the Diocese. Each Convocation shall have a specifically defined geographical area. All Parishes, Missions, Mission Stations, Parochial Missions, the Clergy who serve said Parishes, Missions, Mission Stations and Parochial Missions, and the Communicants thereof shall be part of each designated Convocation.

(b) The Executive Committee shall have the authority to alter, change, enlarge or reduce the boundaries of a Convocation from time to time.

SECTION 2. The purpose of a Convocation is to promote the missionary work of the Church and to strengthen the Church in each convocation.

SECTION 3. A Convocation shall have no representation in Council nor shall it have any governing authority.

SECTION 4. A Presbyter resident in the Convocation shall be appointed Dean of said Convocation by the Bishop after consultation with the members of the Convocation. The Dean of the Convocation shall serve as Convener of the Convocation and coordinator of the programs and work of the Convocation.

SECTION 5. A Convocation, when once created and established, shall exist until the next Annual Council and shall continue from year to year unless terminated by action of the Annual Council of the Diocese.

CANON 38**College and University Chaplaincies**

SECTION 1. (a) Chaplaincies may be organized for any public or private college or university in the Diocese upon application and approval of the Bishop. Such chaplaincies must be organized under the auspices of an established mission or parish of this Diocese and, upon approval at a duly called mission committee or parish vestry meeting may make application in the following form:

**APPLICATION TO THE BISHOP FOR PERMISSION TO ORGANIZE
A COLLEGE OR UNIVERSITY CHAPLAINCY UNDER CANON 38, SECTION 1**

To the Right Reverend Bishop of Mississippi:

The members of _____ (Mission or Parish) of _____ (City), Mississippi, upon action taken by and through our Mission Committee/Parish Vestry, respectfully ask permission to establish an Episcopal Chaplaincy for the benefit of _____ (name of College or University) located in _____ (City), Mississippi.

We certify that this application was approved at a duly called meeting of the Mission Committee/Parish Vestry on the _____ day of _____, in the year _____.

Date: _____ Signature: _____
Clerk of the Mission Committee/Parish Vestry

Date: _____ Signature: _____
Vicar/Rector or Agent of Mission Committee/Parish Vestry

The applicant shall submit any supporting materials deemed appropriate by the Bishop with the application.

(b) In the event a college or university has no sponsoring parish or mission for a chaplaincy, a college or university chaplaincy may be established by a duly called Executive Committee meeting, with subsequent approval by the Bishop.

(c) A chaplaincy organized under this section shall come into union with the Council, and be entitled to one lay delegate to represent the chaplaincy at Council, pursuant to Article VII of the Constitution of the Diocese of Mississippi. The lay delegate must be a confirmed communicant from a mission or parish in the Diocese, enrolled as a student at the college or university of the chaplaincy, and actively involved in the life of the chaplaincy.

SECTION 2. All chaplaincies organized under Canon 38 shall conform to the Doctrine, Discipline, and Worship of The Episcopal Church and submit to the Ecclesiastical Authority of the Diocese of Mississippi and the Constitution and Canons thereof.

SECTION 3. All college and university chaplaincies currently recognized by the Diocese shall be deemed college/university chaplaincies within the meaning of this Canon.

SECTION 4. A Chaplaincy organized under Section 1 of this Canon shall cease to be active when a Delegate to the Annual Council next is not registered by December 1 of the year preceding Council. In such cases, an inactive Chaplaincy shall not be represented at Annual Council and shall not count within the quorum necessary for the convening of Council. A Chaplaincy which has been declared inactive may reapply for active participation in Annual Council by means of Section 1 of this Canon at any time after the next Annual Council.

SECTION 5. Upon enactment of this canon, subsequent canons shall be renumbered accordingly.

TITLE III - THE CLERGY

A - PASTORAL RELATIONS

CANON 39

Authority and Responsibility

SECTION 1. The Rector shall have custody of all Parish buildings, and shall deem to what use they may be appropriated, subject to the provisions of Canon 24, Section 2.

SECTION 2. It shall be the duty of every Minister to see that music is used in his/her congregation as an offering for the glory of God and as a help to the people in their worship in accordance with the Book of Common Prayer and as authorized by Rubric or by the General Convention of this Church. To this end he/she shall be the final authority in the administration of matters pertaining to music, with such assistance as he/she may see fit to employ from persons skilled in music. It shall be his/her duty to suppress all light and unseemly music and all irreverence in the rendition thereof.

SECTION 3. (a) The Rector shall have full control of the worship and the spiritual jurisdiction of the Parish, subject to the Rubrics of the Book of Common Prayer, the Canons of the Church, and the Godly Counsel of the Bishop.

(b) In a Missionary Cure the control and the responsibility belongs to the Clergy who has been duly appointed to the church thereof, subject to the authority of the Bishop.

SECTION 4. All other Ministers of the Parish, by whatever name they may be designated, shall be under the authority of the Rector.

CANON 40

Continuing Theological Education

SECTION 1. Every ordained Minister of this Diocese shall be engaged in continuing theological education. Continuing theological education is defined as a systematic program of conservative and cumulative study, focused upon concerns where theological import is either central or closely related. All human experience may have an educational value, but this is a more purposeful, conscious learning that leads toward the development and enrichment of the individual.

SECTION 2. Every ordained Minister of this Diocese shall report annually to the Bishop on the progress of his/her program in continuing theological education.

SECTION 3. The Bishop and this Diocese shall be committed to support the ordained Ministers of this Diocese in their programs of continuing theological education. The full support and cooperation of each Vestry and Mission Committee for their ordained Ministers, that they continue to grow in the exercise of their vocations, shall be demonstrated by providing available time and financial assistance for continuing theological education.

CANON 41

Ecclesiastical Discipline

SECTION 1. Adopted by reference to be the disciplinary Canons of this Diocese, and incorporated herein as if copied in full in words and figures, is Title IV of the Constitution and Canons for the Government of the Protestant Episcopal Church in the United States of America, otherwise known as The Episcopal Church, in its form effective on July 1, 2011, and as thereafter amended.

SECTION 2. The Disciplinary Board of the Diocese is hereby created and shall consist of nine persons, five of whom are members of the Clergy and four of whom are Lay Communicants. No member of the Standing Committee shall serve as a member of the Board.

(a) Those members of the Board who are members of the Clergy shall be canonically and geographically resident in the Diocese.

(b) Those members of the Board who are Lay Communicants shall be enrolled confirmed adults who are communicants in good standing and geographically resident in the Diocese.

SECTION 3. (a) Seven members of the Board initially shall be appointed by the Bishop at the 184th Council, subsequent to the enactment of this Canon. The terms of office of the Board shall be staggered and arranged into classes. The Bishop shall appoint two members of the Clergy for three-year terms; one member of the Clergy for a two-year term; and one member of the Clergy for a one-year term. The Bishop shall also appoint one Lay Communicant for a three-year term; one Lay Communicant for a two-year term; and one Lay Communicant for a one-year term. The Bishop's appointments are subject to the approval of Council.

(b) Two additional members of the Board shall be appointed by the Bishop at the 185th Council, subsequent to the enactment of this subsection (b). The Bishop shall appoint one member of the Clergy for a one-year term, and one Lay Communicant for a one-year term. The Bishop's appointments are subject to the approval of Council.

(c) Beginning with the 185th Council, expiring terms on the Board shall be filled by election of Council. Each member shall be elected for a three-year term; except, if a member is elected by Council to

fill a vacancy, the term of such member shall be the unexpired term of the member being replaced. The terms of the members shall commence at the adjournment of the electing Council, except the terms of the members appointed prior to July 1, 2011 shall commence on July 1, 2011, and shall end at the adjournment of Council at which a successor is elected.

(d) Election of members of the Board shall be according to the Rules of Order.

(e) All persons appointed or elected to the Board shall be eligible to be re-elected upon the expiration of their terms.

SECTION 4. Vacancies on the Board shall be filled as follows:

(a) Upon the determination that a vacancy exists, the President of the Board shall notify the Bishop of the vacancy and request appointment of a replacement member of the same order as the member to be replaced.

(b) The Bishop shall appoint a replacement Board member in consultation with the Executive Committee.

(c) Persons appointed to fill vacancies on the Board shall meet the same eligibility requirements as apply to elected Board members.

(d) With respect to a vacancy created for any reason other than pursuant to a challenge as provided in Section 5 of this Canon, the term of any person appointed as a replacement Board member shall be until the next annual Council. With respect to a vacancy resulting from a challenge, the replacement Board member shall serve only for the proceedings for which the challenged Board member is not serving as a result of the challenge.

SECTION 5. Any challenge as to the membership of any Panel of the Board appointed for a proceeding shall be determined as provided in Canon 19, section 15, of Title IV.

SECTION 6.

(a) Within 60 days following the Annual Council, the Board shall convene to elect a President to serve for the following year.

(b) The Intake Officer shall be appointed from time to time by the Bishop after consultation with the Board. The Bishop may appoint one or more Intake Officers according to the needs of the Diocese. The Bishop shall publish the name(s) and contact information of the Intake Officer(s) throughout the Diocese.

(c) The Bishop, in consultation with the President of the Board, shall from time to time appoint one or more Investigators according to the needs of the Diocese. The Investigator may but need not be a Member of the Church.

(d) The Bishop, in consultation with the President of the Board, shall from time to time appoint one or more attorneys to serve as Church Attorney. The person so selected shall be a duly licensed and practicing attorney, but need not reside within the Diocese. The Bishop, in consultation with the President of the Board, may remove the Church Attorney for cause.

(e) The Bishop may from time to time appoint a pastoral response coordinator, to serve at the will of the Bishop in coordinating the delivery of pastoral response as provided in Title IV. The pastoral response coordinator may be the Intake Officer, but shall not be a person who is serving in any other appointed or elected capacity under Title IV or who is prohibited by Title IV or by this Canon from serving in any appointed or elected capacity under Title IV.

TITLE IV - CANONICAL LEGISLATION

CANON 42

Repeal and Enactment

SECTION 1. In all matters not herein provided for, the Canons of the General Convention will control, and nothing in these Canons shall be deemed as opposed to the general law of the Church.

SECTION 2. All previous Canons and standing resolutions of the Diocese are hereby repealed, but this repeal does not affect acts done under such Canons and resolutions.

SECTION 3. These enactments shall take effect immediately after adoption.

CANON 43**Mode of Amending the Canons**

All proposed amendments to the Canons of the Diocese shall be referred to the Committee on Canons to be reported upon, and no alteration in the Canons shall be made unless presented to the Committee on one day and adopted at a meeting of Council by a majority of both Orders on a day thereafter, and approved by the Bishop before final adjournment of said Council; provided that by unanimous consent of Council, Canons may be received and referred to the Committee on Canons and acted upon at any time.

APPENDIX I

RULES OF ORDER

Adopted at

The One Hundred Seventy-seventh Annual Council

February 6-8, 2004

Trinity Church/Church of the Ascension, Hattiesburg

1. Robert's Rules of Order (latest edition) shall be used unless provision otherwise be made in these Rules of Order or the Constitution and Canons of the Diocese.
2. The members of the Council, clerical and lay, shall, on the day appointed, assemble at the place of meeting designated, immediately before the hour for the opening thereof.
3. When the President takes the chair no member shall continue standing, or shall afterwards stand up except to address the chair.
4. When Council shall convene, the President shall determine if a quorum be present from the first report of registration by the Committee on Credentials.
5. No member shall absent himself/herself from the session of the Council unless he/she has leave, or be unable to attend.
6. The President shall appoint such committees of Council as may be deemed necessary to carry on the work of Council and to implement its decisions. Such committees of Council will be appointed no later than 45 days preceding the opening day of Council.
7. When any member is about to speak or deliver any matter to the Council, he/she shall, with due respect, address himself/herself to the President, confining himself/herself strictly to the point in debate.
8. No member shall be permitted to speak more than once on the same subject, except the member submitting a resolution, who, in every instance, shall be permitted to close the discussion. All speakers shall be limited to five minutes.
9. While the President is putting any question, the members shall continue in their seats, and shall not hold any private discourse.
10. All resolutions, except courtesy resolutions, to be considered by Annual Council shall be submitted in writing, to the Secretary of the Council no later than December 15 proceeding the convening of Council. Resolutions submitted after that time may be considered for action only upon a two-thirds vote of Council.
11. All resolutions submitted for consideration by Annual Council will have the name of the submitting cleric or delegate to Council attached. All resolutions, except courtesy resolutions, shall be submitted without prefacing clauses or paragraphs, but may be supported by an accompanying explanatory paragraph.
12. No motion shall be considered as before the Council unless seconded.
13. When any question is under consideration, no motion shall be received unless it be to lay on the table, to move the previous question, to postpone it for a certain time, to postpone it indefinitely, to commit it, to amend it, or to divide it; and motions for any of these purposes shall have precedence in the order herein named. The motion to lay on the table or to adjourn shall always be in order.

14. If the question under debate contains several distinct propositions, the stated question shall be divided at the request of any member, and then a vote taken separately, except that a motion to strike out and insert be indivisible.
15. All questions of order shall be decided by the chair without debate, but any member may appeal from such a decision; and on each appeal no member shall speak more than twice on the same subject without leave of the Council.
16. All amendments shall be considered in the order in which they are moved. When a proposed amendment is under consideration, a motion to amend the same may be made; no after amendments to such amendment shall be in order. But, when the amendment to an amendment is under consideration, a substitute for the whole matter may be received.
17. No proposition on a subject different from that under consideration shall be received under color of a substitute; and a question once decided shall not be reconsidered without the consent of two-thirds of the members present, and not without being made by one of the majority on the prior decision.
18. On the requisition of any two members, the yeas and nays shall be called and entered on the Journal.
19. At any time before the President has ruled on the vote on a matter before the house, any two members may call for a division.
20. Five members may demand a vote by Orders. A vote by Orders will divide the Council into two orders, lay and ordained.
21. On all elections held during Council in which lay or clergy persons are nominated for positions on Diocesan Committees or organizations, e.g. Executive Committee, Trustees of the Diocese, etc., on the 2nd and each succeeding ballot, there will be retained only twice the number of nominees as there are unfilled positions, said nominees to be taken from those receiving the highest number of votes for said office. If, under this provision, two or more candidates receive the same number of votes, then all of said candidates receiving said number of votes shall be placed on said next succeeding ballot. The foregoing procedure shall not apply to any election requiring a vote by orders. In all cases, no one shall be declared elected unless he or she receives a majority of the votes cast.
22. The reports of all committees shall be in writing and shall be received, of course, and without mention, unless recommended by a vote of the Council. All the reports recommending or requiring any action or expression of opinion by the Council shall be accompanied by a resolution for action by the Council thereon. Reports of committees appointed to sit during recess shall be in order at any time.
23. All diocesan committees shall be appointed by the President, unless otherwise ordered by the Annual Council or specified by the Constitution or Canons.
24. When the Council is about to rise, every member shall keep his/her seat until the President leaves the chair.
25. All correctly pre-filed nominations for the various elections to be held at Annual Council shall be accepted as official nominations without further action of Council. Opportunity for open nominations shall be made during the first business session of Annual Council.
26. None of these Rules shall be suspended or changed without the assent of two-thirds of the members present.

APPENDIX II
CHARTER OF THE
“TRUSTEES OF THE DIOCESE OF MISSISSIPPI”
A Mississippi Corporation

This corporation was chartered by the Legislature of the State of Mississippi on March 6, 1880, by Legislative act as Chapter CCCXV (315) of the Laws of Mississippi, 1880, found on page 625 of said Laws.

The original corporate name was “Trustees of the Episcopal Fund and Church Property of the Protestant Episcopal Church of the Diocese of Mississippi.” The original Charter is as follows:

“AN ACT to incorporate the Trustees of the Episcopal Fund and Church Property of the Protestant Episcopal Church of the Diocese of Mississippi, and to define their powers.

“**SECTION 1.** BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MISSISSIPPI, That G. D. Sidway, Peter P. Bailey, and John W. Robinson, of Hinds County, and State of Mississippi, who have been chosen by the proper authority of the Protestant Episcopal Church of the Diocese of Mississippi, trustees of the Episcopal fund and church property, for said Church in said Diocese, and their successors in office, to be chosen according to the usages of said Church, under the authority of the constitution and canons thereof, are hereby created a body corporate, by the name of the ‘Trustees of the Episcopal Fund and Church Property,’ of the Protestant Episcopal Church of the Diocese of Mississippi, with perpetual succession, and by that name may sue and be sued, plead and be impleaded, contract and be contracted with; they may have a seal, and alter the same at their pleasure; they may choose one of their number to be president, and they shall keep a record of their proceedings, and are to be subject to be controlled by the authority of the said Protestant Episcopal Church of the Diocese of Mississippi, as may be expressed by the constitution and canons thereof, or by resolution of the Council of said Church of said Diocese, and which shall not be contrary to the constitution and laws of the State of Mississippi.

“**SECTION 2.** BE IT FURTHER ENACTED, That said trustees shall have power, by virtue of this act, to purchase or receive by gift, also to receive any property, real or personal, in trust for the use of said Church in said Diocese, and may mortgage or alien the same, or any portion thereof, but they shall not hold, for the use of said Church, at any one time, real estate to exceed the value of two hundred and fifty thousand dollars; they may purchase or build for the use of the Bishop of the Diocese, and his survivors in the Episcopate a residence, and a church, if so directed by the Council of said Diocese, and may also hold school, college and cemetery grounds, and erect suitable buildings thereon for the use of said Church in said Diocese. Such trustees, and their successors in office, may receive and hold in trust, for the use of any separate parish or congregation in the Diocese aforesaid, such property as may at any time be conveyed to them, by deed, gift, or otherwise, for the benefit of said parish or congregation, not exceeding the value of fifty thousand dollars for any one congregation or parish, exclusive of the value of the property to be held in trust for the Diocese, as provided for herein.

“**SECTION 3.** BE IT FURTHER ENACTED, That all the property now held by said trustees for the use and benefit of said Protestant Episcopal Church of the Diocese of Mississippi, whether real or personal, shall be, by virtue of this act, vested, by title right, in said trustees, in their corporate capacity as created by this act, and they may alien the same by mortgage or otherwise.

“**SECTION 4.** BE IT FURTHER ENACTED, That this act shall take effect and be in force from and after its passage; and it shall be deemed and taken to be a public act, and be liberally construed, and all laws, or parts of laws, so far as they may be in conflict with this act, are hereby repealed.

“Approved March 6, 1880.”

This Charter was amended by act of the Legislature on March 13, 1885, and appears as Chapter CXX (120) of the Laws of Mississippi, 1886, on Page 189 of said Laws. Said amendment reads as follows:

“AN ACT to provide for the care and disposition of the church property of parishes and missions of the Episcopal Church in Mississippi which have no organization or have ceased to exist.

“SECTION 1. BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MISSISSIPPI, That in all cases to which the title of property in this State has heretofore been vested absolutely in the vestry or other organized body of any parish or mission of the Episcopal Church for the use of such parish or mission, and such vestry or other organized body in which such property was vested has ceased to exist, so that no lawful disposition or use of such property can be made or had, the Trustees of the Episcopal Fund and Church Property of the Diocese of Mississippi shall have the right to enter upon and take possession of such property and hold the same in trust for such defunct parishes and missions, if revived, or for some other church purpose, or sell and dispose of the same as the Annual Council of the Diocese of Mississippi may, by resolution, entered upon its minutes, from time to time direct.

“SECTION 2. BE IT FURTHER ENACTED, That this Act take effect and be enforced from and after its passage.

“Approved March 13, 1886.”

The Charter was further amended under the Corporate Charter Act in 1918 so as to change the name to “Trustees of the Diocese of Mississippi.” This amendment was approved on April 18, 1918, and is found in Book 21 at Page 16, in the Office of the Secretary of State of Mississippi, and reads as follows:

“The charter of the corporation known as ‘TRUSTEES OF THE EPISCOPAL FUND AND CHURCH PROPERTY OF THE EPISCOPAL CHURCH OF THE DIOCESE OF MISSISSIPPI,’ be amended by making said name ‘TRUSTEES OF THE DIOCESE OF MISSISSIPPI’.”

The Charter was further amended pursuant to resolution adopted at Special Council in November, 1965, and approved by the Secretary of State on November 18, 1965, which said amendment is found in Photostat Book 154, Pages 127-137, of the records in the Office of the Secretary of State of Mississippi, and reads as follows:

“BE IT RESOLVED, That the Charter of the Trustees of the Diocese of Mississippi, which consists of (a) Chapter CCCXV (315) of the Laws of Mississippi, 1880, (b) Chapter CXX (120) of the Laws of Mississippi, 1886, and (c) an Amendment of 1918 recorded in Book 21 at Page 16 in the Office of the Secretary of State of Mississippi, be amended so that Section 2 of Chapter CCCXV (315) of the Laws of Mississippi, 1880, shall read:

“SECTION 2. That said Trustees shall have power by virtue of this Charter to purchase or receive by gift, also to receive and hold any property, real or personal, in trust for the use of said Church in said Diocese, and may mortgage and alienate the same or any portion thereof. Said Trustees may purchase or build (a) a residence for the use of each of the following Ministers serving the Diocese of Mississippi: the Bishop, the Bishop Coadjutor, any Suffragan Bishop, any Archdeacon, and any Priest attached to the Office of the Bishop; (b) a Church or Cathedral if so desired by the Council of said Diocese; and said Trustees may also hold property for school, college, orphanage, hospital, retirement home, convalescent home, Diocesan Center, conference center, camp and cemetery purposes and erect suitable buildings thereon for the use of said institutions and said Church in said Diocese. Said Trustees may receive and hold in trust for the use of any separate parish, mission, or congregation in the Diocese aforesaid such property as may at any time be conveyed to them, by deed or gift or otherwise, for the benefit of such parish or congregation’.”

The Charter was further amended pursuant to a resolution adopted at the 141st Annual Council in January, 1968, and approved by the Secretary of State on August 27, 1968, which said amendment is found in Photostat Book 170, Pages 112-119, of the records in the Office of the Secretary of State of Mississippi, and reads as follows:

“BE IT RESOLVED, That the Charter of the Trustees of the Diocese of Mississippi, which consists of (a) Chapter CCCXV (315) of the Laws of Mississippi, 1880, (b) Chapter CXX (120) of the Laws of Mississippi, 1886, and (c) an Amendment of 1918 recorded in Book 21 at Page 16 in the Office of the Secretary of State of Mississippi, be amended so that Section 2 of Chapter CCCXV (315) of the Laws of Mississippi, 1880, shall read:

“SECTION 2. That said Trustees shall have power by virtue of this Charter to purchase or receive by gift, to borrow moneys and give security therefor, to invest funds held by it, also to receive and hold any property, real or personal, in trust for the use of said Church in said Diocese, and may mortgage or alienate the same or any portion thereof. Said Trustees may purchase or build (a) a residence for the use of each of the following Ministers serving the Diocese of Mississippi: the Bishop, the Bishop Coadjutor, any

Suffragan Bishop, any Archdeacon, and any Priest attached to the Office of the Bishop; (b) a Church or Cathedral if so desired by the Council of said Diocese; and said Trustees may also hold property for school, college, orphanage, hospital, retirement home, convalescent home, Diocesan Center, conference center, camp, and cemetery purposes and erect suitable buildings thereon for the use of said institutions and said Church in said Diocese. Said Trustees may receive and hold in trust for the use of any separate parish, mission or congregation in the Diocese aforesaid such property as may at any time be conveyed to them, by deed or gift or otherwise, for the benefit of such parish or congregation, and to join with any such separate parish, mission or congregation to subject any real property thus held for them to the terms of any deed of trust executed for the benefit of said separate parish, mission or congregation.””

APPENDIX III**BY-LAWS OF TRUSTEES OF DIOCESE OF MISSISSIPPI****ARTICLE I**

The name of this corporation is Trustees of the Diocese of Mississippi. It is a Mississippi non-profit corporation.

ARTICLE II**Purposes and Powers**

SECTION 1. Purposes. The purpose of this corporation is to further the work of the Protestant Episcopal Church in the Diocese of Mississippi by the acceptance and prudent management of gifts and bequests of monies and properties to said Diocese, by acquiring lands incident to the establishment of new Parishes and Missions, and by rendering financial assistance, advice and support to Parishes, Missions and programs of the Diocese, all to the glory of God and the spread of his Kingdom.

This corporation is organized exclusively for religious, charitable and educational purposes as a not-for-profit corporation, and its activities shall be conducted for these purposes in such a manner that no part of its net earnings will inure to the benefit of any member, officer or individual except that reasonable compensation may be paid for services rendered to or for the corporation, affecting one or more of its purposes. It shall not be its purpose to engage in carrying on propaganda or otherwise attempting to influence legislation.

SECTION 2. Powers. The corporation shall have and exercise such powers as are now or may hereafter be set forth in its Charter of Incorporation, as amended, in the Constitution and Canons for the Government of the Protestant Episcopal Church in the United States of America, in the Constitution and Canons of the Protestant Episcopal Church in the Diocese of Mississippi, and as provided by the laws of the State of Mississippi under which this corporation was organized. In addition, the corporation shall have and exercise the following powers:

1. To receive and hold in trust for the Protestant Episcopal Church in the Diocese of Mississippi, and the Parishes and Missions thereof, all monies, securities and properties of every kind and character, hereinafter collectively referred to as "property," given, devised or bequeathed to said Diocese, in accordance with the nature and purpose of said gifts, devises and bequests placed in its charge;
2. To invest, sell, reinvest or otherwise manage all property trusted to the corporation by whatever means, subject to any limitations imposed by the grantor, testator, etc.;
3. To employ investment counselors or advisors to assist in the investment decisions regarding said property;
4. To lease, sell or encumber real estate held by the corporation, subject to the approval of the Bishop and Standing Committee, as provided by Canon;
5. To purchase lands or other properties for the purpose of establishing or enlarging Parishes, Missions or programs of the Diocese;
6. To lend monies to Parishes or Missions of the Diocese for such purposes and upon such terms as the Trustees, in their sole discretion, shall deem appropriate;
7. To borrow monies for or on behalf of a Parish or Mission of the Diocese, or guarantee payment of an obligation of a Parish or Mission, when in the sole judgment of the Trustees, such will further the work of the Church in the Diocese;
8. To establish account relationships with banks, brokerage firms and other commercial entities as may be necessary to manage the monies and properties entrusted to it and to carry out the purposes of the corporation.

ARTICLE III Offices

SECTION 1. Principal Office. The principal office of the corporation shall be at Jackson, Mississippi, or such other place as the members from time to time may select.

SECTION 2. Additional Offices. In addition to the principal office, the corporation may have such other offices as may be helpful or convenient to the corporation's operations.

ARTICLE IV Membership

SECTION 1. General. Membership shall consist of the Bishop of the Diocese and five confirmed adult Lay Communicants, four of whom shall serve for a four year term or until their successors are elected and qualified. Four of said Trustees shall be elected by the Diocesan Council and the fifth Trustee shall be appointed by the Bishop for a one year term. Provided, however, none of the four elected Trustees shall serve more than three consecutive four year terms and no appointed Trustee shall be appointed more than four consecutive one year terms. The Secretary, the Treasurer and the Chancellor of the Diocese, as well as the Treasurer of the corporation, shall attend the meetings of corporation and shall have voice but not vote in said meetings.

SECTION 2. Voting Rights. Each member may cast one vote in the election of officers and in all other matters properly brought before the Membership.

SECTION 3. Annual Meeting. An annual meeting of the members shall be held during each calendar year on a date and at a time and place to be designated by the Membership for the purpose of electing officers and for the transaction of such other business as may come before the meeting. In the event the election of officers shall not be held on the date designated for any annual meeting or at any adjournment thereof, the Membership shall cause the election to be held at a special meeting of the members as soon as may be convenient thereafter.

SECTION 4. Special Meetings. Special meetings of the members may be called by the Bishop of the Diocese or by a majority of the voting members of the corporation, for any purpose.

SECTION 5. Notice of Meeting. Written notice stating the date, time and place of the meeting, and in the case of a special meeting, stating the purpose thereof, shall be delivered not less than two (2) days before the date of such meeting, either personally or by mail, to each member of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his or her last known address, postage prepaid.

SECTION 6. Information Action by Members. Any action required to be taken at a meeting of members, or any other action which may be taken at the meeting of members, may be taken with like effect without a meeting if consent in writing setting forth the action so taken shall be signed by each member.

SECTION 7. Waivers. In lieu of any notice of meeting or place of meeting, such meeting may be held at any time and at any place upon the waiver of notice thereof by all of the members. The attendance of a member at any meeting shall be deemed a waiver of notice of said meeting unless his/her appearance at such meeting is made for the sole purpose of objecting to the transactions of any business because the meeting was not lawfully called or convened.

ARTICLE V Officers

SECTION 1. The Bishop of the Diocese shall, ex-officio, be the President of the corporation. The other officers of the corporation shall be a Vice President, a Secretary and a Treasurer. The Vice President and Secretary shall be members of the corporation. It shall not be necessary that the Treasurer be a member of the corporation. Other officers and assistant officers may also be elected and one person may hold more than one office.

SECTION 2. Election and Term of Office. Except for the President, the officers of the corporation shall be elected by the members thereof at the annual meeting. If the election of officers is not held at such meeting, the election shall be held as soon thereafter as may be convenient. The term of office for each officer shall be one year or until a successor shall have been duly elected and qualified.

SECTION 3. Removal. Any officer of the corporation, except for the President thereof, may be removed by a majority vote of the membership of the corporation whenever, in their judgment, the best interest of the corporation would be served thereby.

SECTION 4. Vacancies. A vacancy in office for any reason may be filled by a vote of the members for the unexpired portions of the term of the vacant office.

SECTION 5. President. The President shall be the principal executive officer of the corporation and shall supervise and control all of its business and affairs. The President shall preside at all meetings of the members, shall appoint members of all committees, and shall be an ex officio member of all committees. The President, or his designee, will present a report at each Annual Council of the Diocese of Mississippi covering the operations of the preceding year.

SECTION 6. Vice President. In the absence of the President or in the event of his death, inability, or refusal to act, the Vice President shall perform the duties of the President and when so acting shall have the powers and be subject to all the restrictions upon the President. The Vice President shall also perform such other duties as may be assigned him/her from time to time by the members of the corporation. Other vice presidents, if any, shall have such powers and duties as may be designated by the President or the members of the corporation.

SECTION 7. Secretary. The Secretary shall keep or cause to be kept true minutes of the proceedings of the Membership in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of the by-laws or as required by law; be custodian of the corporate records and the seal, if any, of the corporation; and, in general, perform all duties incident to the office of secretary.

SECTION 8. Treasurer. The Treasurer shall have charge and custody and be responsible for all funds and securities of the corporation and receive and give receipts for monies due and payable to the corporation from any source whatsoever and deposit all such monies in the name of the corporation in such banks, trust companies and other depositories as shall be selected by the membership and, in general, shall perform all the duties incident to the office of Treasurer.

SECTION 9. Other Duties. In addition to the duties set out hereinabove, the officers shall perform other duties as may from time to time be assigned to them by the President or the members of the corporation.

ARTICLE VI

Corporate Management

SECTION 1. Contracts. The President or Vice President is authorized, with prior approval of the Membership, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and to institute, join in, or become a party to any suit at law or in equity in which the corporation may have an interest. The Secretary of the corporation may attest the signatures of such officers and affix the corporate seal, if any, to any such instrument; however, the presence of such attesting signature or corporate seal shall not be required by law. Other officers or employees may be empowered by the Membership to execute such contracts or instruments as the membership directs.

SECTION 2. Loans. No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the members of the corporation, and such loan or indebtedness shall be in accordance with Canon law. Such authority may be general or confined to specific incidents.

SECTION 3. Banking Transactions. All checks, drafts, or other orders for the payment of money issued in the name of the corporation shall be signed by the President and Secretary, or such other two

officers or employees of the corporation, and in such manner as shall be, from time to time, determined by resolution of the members of the corporation.

SECTION 4. Deposits. All funds of the corporation not otherwise employed shall, from time to time, be deposited to the credit of the corporation in such banks, trust companies or other depositories as the membership may elect.

SECTION 5. Fiscal Year. The fiscal year of the corporation shall commence on January 1 of each year and end on the 31st day of December in each year.

SECTION 6. No Private Benefit. No part of the receipts or assets of the corporation shall ever inure to the benefit of any individual or private organization except an organization which qualifies for income tax exemption under Section 501 (c) of the Internal Revenue Code of 1954. No earnings or profits of this corporation shall be paid to any person as dividends, or otherwise. All of the earnings in this corporation shall be used in furtherance and support of the work of the Protestant Episcopal Church in the Diocese of Mississippi.

SECTION 7. Corporate Seal. The membership may provide a suitable corporate seal for use by the corporation but no seal shall be necessary for the validity of any transaction except as may be required by law.

ARTICLE VII

Indemnification of Members and Officers

The corporation shall indemnify any and all of its members or officers or former members or former officers against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding brought or threatened in which they, or any of them, are or might be made parties, or a party, by reason of being or having been members or officers of the corporation, except in relation to matters as to which any such member or officer or former member or officer shall be adjudged in such action, suit or proceeding to have failed to act in good faith in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any agreement, vote of members, or otherwise.

ARTICLE VIII

Amendments

These By-laws may be altered, amended or repealed and new By-laws may be adopted by the vote of the majority of the members of this corporation at any annual meeting of the members or at any special meeting of members called for the purpose of amending the By-laws.

Adopted by the members of the corporation.

DATE: December 10, 1987

Jack M. McLarty, Secretary