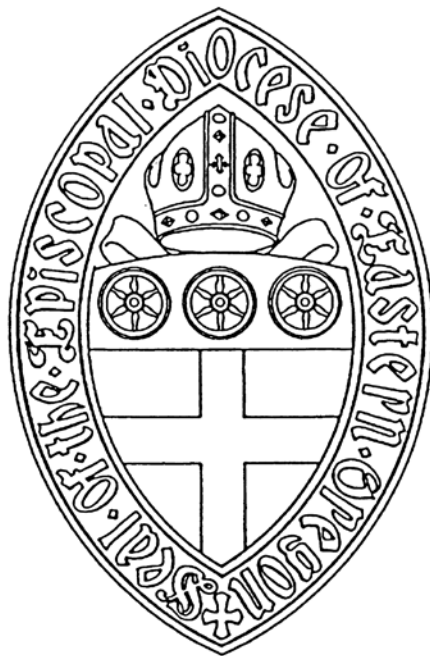


THE RESTATED ARTICLES
OF INCORPORATION
(CONSTITUTION)
& CANONS
OF
THE EPISCOPAL DIOCESE
OF EASTERN OREGON



Adopted October 15, 2006
by the 36th Diocesan Convention

RESTATED ARTICLES OF INCORPORATION
OF
THE EPISCOPAL DIOCESE OF EASTERN OREGON

ARTICLE I:

Name and Boundaries of the Diocese

This diocese shall be known as "The Episcopal Diocese of Eastern Oregon" (herein after, The Diocese), and shall embrace that portion of the State of Oregon lying East of the summit of the Cascade Mountains and that area of the State of Washington known as Klickitat County.

ARTICLE II:

Name and Incorporation of the Diocese

The Diocese shall be Incorporated as a nonprofit religious corporation under the laws of the State of Oregon and shall be named "The Episcopal Diocese of Eastern Oregon" (The Corporation).

ARTICLE III:

Conformity

The Episcopal Diocese of Eastern Oregon, as a constituent part of and in communion with the Protestant Episcopal Church in the United States of America (The Episcopal Church), accedes to the Constitution and Canons of the Church and the authority of the General Convention of the same.

ARTICLE IV:

Members

The Corporation shall have no members.

ARTICLE V:

Duration

The duration of The Corporation shall be perpetual.

ARTICLE VI:

Constitution and Canons

These Restated Articles of Incorporation are deemed to be the Constitution of The Diocese. The Constitution may be amended as provided in ARTICLE XIII hereof.

The Canons of The Diocese shall be deemed the bylaws of The Corporation. The Canons may be modified in the manner provided in those Canons.

ARTICLE VII:

Powers

The Corporation shall have and exercise all the Powers given a nonprofit corporation by the Oregon Nonprofit Corporation Law Chapter 65, Oregon Revised Statutes.

ARTICLE VIII:

Purpose

The object, business and pursuit of The Corporation shall be to provide for and maintain the public worship of Almighty God and the preaching of the Gospel of our Lord Jesus Christ throughout the Diocese according to the constitution, canons, rules, regulations discipline and faith, doctrine, liturgy and uses of The Episcopal Church as the same now is or may be hereafter changed or amended and to that end, acquire, receive, hold, manage and dispose of money and property in The Corporation to better promote and maintain works of charity, education and the public worship of Almighty God in The Diocese.

ARTICLE IX:

Board of Directors

The Board of Directors of The Corporation is to consist of the Bishop Diocesan who shall serve as Chairman and the Diocesan Council as constituted pursuant to the Canons of the Diocese.

ARTICLE X

Nonprofit Purpose – Dissolution

The property and assets of The Corporation are held by The Corporation for the purposes set forth herein and no part of the earnings or assets of The Corporation shall inure to the benefit of or be distributable to its officers, directors or for the benefit of any other private persons except that The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its Purpose.

In the event of the dissolution of The Corporation, the assets of The Corporation shall be applied and distributed as follows:

- (1) All liabilities and obligations of The Corporation shall be paid, satisfied or adequate provision made therefore.
- (2) Assets held by The Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirement.
- (3) Assets held by The Corporation subject to limitations permitting their use only for charitable, educational, religious, benevolent or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of dissolution, shall be transferred or conveyed as provided in subsection (4) of this Article.
- (4) Any remaining assets shall be transferred and conveyed to The Episcopal Church.

ARTICLE XI

Liability of Officers and Directors

No Director or uncompensated officer of The Corporation shall be personally liable to The Corporation for monetary damages for conduct as a director or officer, except that this provision shall not eliminate or limit the liability of a director or officer for any act or omission occurring prior to the date that this provision becomes effective, and this provision shall not eliminate or limit the liability of a director or officer for:

- (i) any breach of the director's or officer's duty of loyalty to The Corporation or its members;
- (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (iii) any unlawful distribution;
- (iv) any transaction from which the director or officer derived an improper personal benefit; and
- (v) any act or omission in violation of ORS 65.361 to 65.367.

No Amendment to or repeal of this Article shall apply to or have an effect on the liability or alleged liability of any director or uncompensated officer of The Corporation for or with respect to any acts or omissions prior to such amendment or repeal.

If Oregon law is amended to authorize the further elimination or limitation of the liability of directors or uncompensated officers, then the liability of a director or uncompensated officer of The Corporation shall be eliminated or limited to the fullest extent permitted by Oregon law, as so amended.

ARTICLE XII:

Amendments to the Constitution

Section 1: This Constitution may be altered or amended by a majority vote of Convention at two (2) successive Annual Conventions of the Diocese.

Section 2: No proposed amendment to this Constitution shall be voted on unless it shall have been submitted to the Secretary of Convention at least sixty (60) days prior to the date of the meeting of Convention of the Diocese.

Section 3: Upon receipt of any proposed amendment to this Constitution within the time above specified, the Secretary of Convention shall cause copies thereof to be sent to each congregation entitled to representation in Convention at least thirty (30) days prior to the Convention.

Canons
Of
The Episcopal Diocese
Of
Eastern Oregon



Adopted October 18, 1992

**Amended by Diocesan Conventions of
October of the following years:
1995; 1997; 1998; 2002; 2003;
2004; 2005; 2006; 2009; 2010; 2011; 2015**

CANON I

The Ecclesiastical Authority

Section 1:

(a) The Ecclesiastical Authority of the Diocese is the Bishop of the Diocese, in accordance with the Constitution and Canons of the Episcopal Church. In the absence of a Bishop of the Diocese, or in the event of the incapacity of the Bishop of the Diocese, the Ecclesiastical Authority of the Diocese shall be Bishop Coadjutor, then Bishop Suffragan, and if there be no Bishop Coadjutor or Bishop Suffragan, the Standing Committee.

(b) Whenever the Bishop of the Diocese shall become disabled or shall leave the Diocese for a period of more than three (3) successive calendar months, the Bishop of the Diocese shall authorize under hand and seal, the Bishop Coadjutor, then the Bishop Suffragan, to act in the place of the Bishop of the Diocese as the Ecclesiastical Authority. In the absence of a Bishop Coadjutor, or a Bishop Suffragan, the Standing Committee shall act as the Ecclesiastical Authority, as provided by the Constitution and Canons of the Episcopal Church. However, the Bishop of the Diocese shall not be absent from the Diocese for more than three (3) successive calendar months without the consent of the Standing Committee.

(c) In the event of the resignation, death or removal by disciplinary action of the Bishop of the Diocese, the Bishop Coadjutor, immediately succeeds as Bishop of the Diocese, as provided in the Constitution and Canons of The Episcopal Church. If there be no Bishop Coadjutor, then the Bishop Suffragan, if there be one, may temporarily become the Ecclesiastical Authority until such time as a new Bishop shall be chosen and consecrated. If there be no Bishop Coadjutor or Bishop Suffragan, the Standing Committee serves as the Ecclesiastical Authority, as provided by the Constitution and Canons of The Episcopal Church. If there be no Bishop Coadjutor, the Standing Committee shall begin the process for the election of a new Bishop of the Diocese as soon as practicable, as provided by the Constitution and Canons of the Diocese and the Episcopal Church.

Section 2:

The Bishop of the Diocese shall have and exercise all of the powers vested in that office by the Constitution and Canons of the Episcopal Church and by the Constitution and Canons of this Diocese.

Section 3:

The Bishop of the Diocese is the Chief Pastor of the Diocese and may officiate in the services of the Church within any congregation or elsewhere in the Diocese.

Section 4:

The Bishop of the Diocese is the Ordinary of all religious and benevolent organizations of the Church within the Diocese and may attend and preside at any of their meetings and has power of review of their proceedings.

Section 5:

All controversies between congregations of the Diocese or clergy thereof, or between persons adversely claiming to be members of the vestry of a congregation, shall be referred for determination to the Ecclesiastical Authority, whose judgment shall be final. Controversies between a congregation or its vestry and its clergy person shall be dealt with pursuant to the Canons of The Episcopal Church.

CANON II

Diocesan Council

Section 1:

There shall be a Diocesan Council (the Council), whose duty it shall be to carry out the program and policies adopted by the Diocesan Convention (the Convention).

Section 2:

The Diocesan Council shall be accountable to the Diocesan Convention and shall render a full report concerning the work with which it is charged to each regular meeting of the said Convention.

Section 3:

The Diocesan Council shall be composed of: (a) the members of the Standing Committee; (b) six (6) lay persons who are confirmed adult communicants in good standing of some congregation in canonical union with the Diocese, and three (3) clergy entitled to vote pursuant to Canon V.6 to be elected by the Diocesan Convention; (c) any Bishop Coadjutor, Bishop Suffragan or Assistant Bishop serving in the Diocese, the Treasurer, the Secretary of Convention, and Chairman of the Finance Committee.

Section 4:

(a) The term of office of the members of the Council elected by the Diocesan Convention shall be three (3) years on a staggered basis.

(b) Any person having served two (2) consecutive full terms shall not be elected or appointed to fill a vacancy on either Diocesan Council or the Standing Committee until a lapse of one (1) year.

(c) Should any vacancy occur in the Council through death or resignation of a member elected by the Convention, the Council shall fill such vacancy by appointment of a suitable person of the same Order until election by the next Convention. Such a person elected by Convention, if they serve at least two (2) years, shall be counted as having served a full term and be eligible for election by Convention to one (1) additional full term. A person elected by Convention to fill a vacancy who serves less than two (2) years shall be eligible to be elected to two (2) successive full terms by Convention.

Section 5:

The Diocesan Council shall exercise all the powers of the Diocesan Convention not expressly reserved to the Convention between meetings thereof; to consider and review area programs; to initiate and develop such new work between meetings of the Convention as may be necessary; to prepare a program for presentation to the Convention; and to prepare an annual budget for each calendar year, which budget may be amended and shall be adopted by the Convention.

Section 6:

a) The Diocesan Council shall have power to expend all sums of money provided for in the budget, and also any money actually received by it in any year over and above the amount required for the budget of that year.

b) There will be established a Finance Committee of the Council. Members shall be appointed by the Bishop of the Diocese with the advice and consent of the Council. The Finance Committee shall have such power and responsibility as may be delegated to it and shall be accountable to and report regularly to Council and the Bishop of the Diocese.

Section 7:

The Bishop of the Diocese and a member shall be the Co-Chairs of the Diocesan Council. The Council shall each year elect from among its members a Co-Chair and a Vice Chair. In the absence of the Bishop of the Diocese and the Co-Chair, the following shall preside at meetings of the Council, in this order: the Vice Chair of Council, the Bishop Coadjutor, the Bishop Suffragan.

Section 8:

The Council has the right to organize itself, subject to the provisions of this Canon, as necessary to effectuate the will of the Convention. This includes, but is not limited to, the right to adopt its own rules of procedure and to appoint ad hoc committees as deemed necessary.

Section 9:

The Diocesan Council shall meet at least four (4) times each calendar year. Additional meetings may be called as the Bishop of the Diocese deems necessary, or on the written request of any six (6) members thereof.

Section 10:

A majority of the members of the Council shall be necessary to constitute a quorum at any meeting of the Council. No action shall be taken in the name of the Council except when a quorum, so defined, is present and voting.

Section 11:

Lay members of the Diocesan Council shall have seat, voice and vote in the Diocesan Convention and shall be termed Delegates at Large.

Section 12:

For purposes of this Canon, a confirmed adult communicant in good standing shall be defined consistent with Canon I.17.1(d) of the Canons of The Episcopal Church and Canon XI of the Canons of the Diocese of Eastern Oregon.

CANON III

Standing Committee

Section 1:

There shall be a Standing Committee which shall function with the Bishop of the Diocese and other Bishops serving in the Diocese in matters as required by the Canons of the Episcopal Church.

Section 2:

The Standing Committee shall make a report concerning the work with which it is charged to each meeting of the said Convention.

Section 3:

The Standing Committee shall be composed of three (3) lay members who shall be confirmed adult communicants in good standing of some congregation in canonical union with the Diocese and three (3) clergy entitled to vote pursuant to Canon V.6 to be elected by the Diocesan Convention. The term of office shall be three (3) years on a staggered basis. One (1) clergy and one (1) lay person shall be elected each year at the Annual Convention for three (3) year terms to fill the expiring terms. The Bishop of the Diocese shall have seat and voice in all meetings of the Standing Committee but no vote. The members of the Standing Committee shall also be members of the Diocesan Council.

Section 4:

Any person having served two (2) consecutive full terms shall not be elected or appointed to fill a vacancy on either the Standing Committee or Diocesan Council until a lapse of one (1) year.

Section 5:

Should any vacancy occur in the Standing Committee through death or resignation of a member, the Standing Committee shall fill such vacancy by the appointment of a suitable person of the same Order for the unexpired term of the former member. Such a person appointed by the Standing Committee, if they serve at least two (2) years, shall be counted as having served a full term and be eligible for election by Convention to one (1) additional full term. A person appointed by the Standing Committee to fill a vacancy who serves less than two (2) years shall be eligible to be elected to two (2) successive full terms by Convention.

Section 6:

The Standing Committee shall elect a President and Secretary from among its members and shall annually elect officers pursuant to Canon V.

CANON IV

Other Officers and Bodies of the Diocese

Section 1:

The Officers of the Diocese shall include a Secretary of Convention and Treasurer, elected by the Convention for a term of three (3) years. There shall be no limit of terms of service. There shall be a Chancellor who shall be appointed by the Bishop of the Diocese and confirmed by Convention. An Assistant Secretary, Assistant Treasurer and Assistant Chancellor(s) may be appointed by the Bishop of the Diocese. Such appointed positions shall have seat and voice, but no vote at Convention.

Section 2:

The Secretary of Convention shall be a confirmed adult communicant in good standing of some congregation in canonical union with the Diocese. The Secretary's duty shall be to gather and have in safe keeping journals, pamphlets, reports and other documents belonging to the Diocese. The Secretary shall be the registrar and historiographer of the Diocese, unless other persons are appointed to these offices by the Bishop of the Diocese with the approval of Convention. The Secretary shall have seat, voice and vote at meetings of Convention, and shall be an ex-officio member of the Diocesan Council. Should the office of Secretary become vacant through death, resignation or dysfunction, the Diocesan Council shall fill such vacancy by appointment of a suitable person to serve until a successor is elected by the next annual Convention.

Section 3:

The Chancellor of the Diocese shall be appointed by the Bishop of the Diocese with the consent of Diocesan Convention. The Chancellor shall be a confirmed adult communicant in good standing of some congregation in canonical union with the Diocese, and an active member of the Oregon State Bar. The Chancellor shall be the legal advisor of the Bishop of the Diocese, the Convention and of all officers, committees and organizations of the Convention, the Endowment Fund, and the Diocese, except the congregations. Should the office of Chancellor become vacant through death, resignation or dysfunction, the Bishop of the Diocese shall appoint, and Diocesan Council affirm, a suitable person until the next Diocesan Convention. The Chancellor shall have seat and voice at meetings of Convention and shall be an ex-officio member of Diocesan Council.

Section 4:

The Treasurer of the Diocese shall be a confirmed adult communicant in good standing of some congregation in canonical union with the Diocese. The Treasurer shall receive all monies collected under direction of the Convention, except in such cases as may be otherwise especially provided for. The Treasurer shall make an annual report to the Convention of all monies and other property entrusted to the Diocesan treasury, which accounts shall be fully audited as ordered by the Canons of The Episcopal Church. The Treasurer shall have seat, voice and vote at meetings of the Convention, and shall be an ex-officio member of the Diocesan Council. Should the office of Treasurer become vacant through death, resignation or dysfunction, the Diocesan Council shall fill such vacancy by appointment of a suitable person to serve until a successor is elected by the next annual Convention.

Section 5:

There shall be an Ecclesiastical Court constituted as provided in Canon XVII of these Canons and the Canons of The Episcopal Church.

Section 6:

- (a) There shall be a Commission on Ministry for the Diocese of Eastern Oregon consisting of a minimum of nine (9) persons and a maximum of twelve (12) persons including at least five (5) lay members and four (4) clergy canonically resident in the Diocese.
- (b) The members of the Commission on Ministry shall be nominated by the Bishop of the Diocese and confirmed by Convention, and they shall hold office for three (3) years on a staggered basis, or until their successors are elected.
- (c) Any person having served three (3) full terms shall not be nominated or appointed to fill a vacancy on the Commission until the lapse of one (1) year.
- (d) In the case of vacancies on the Commission on Ministry when Convention is not in session, the Bishop of the Diocese shall appoint the successor or successors who shall hold office until the next Convention. Such a person appointed by the Bishop of the Diocese, shall be elected to serve the remainder of the unexpired term.

Section 7:

There shall be established a Board of Directors of Ascension School. The board shall serve in an advisory capacity to the Executive Director of Ascension School. The Board may make recommendations to Diocesan Council.

- (a) There shall be a minimum of 9 members, at least one of whom shall be a current member of Diocesan Council
- (b) Members of the Board shall be nominated by the Bishop and confirmed by Diocesan Council.
- (c) The term of the members nominated and confirmed shall be three (3) years on a staggered basis or until their successors are elected.

Section 8:

The Bishop of the Diocese with consent of the Diocesan Council shall appoint such commissions and committees as are necessary to conduct the programs of the Diocese.

CANON V

The Convention

Section 1:

The legislative powers of the Diocese are vested in an Annual Convention whose members shall be the clergy and lay delegates, as provided in Sections 6, 7, and 8 of this Canon.

Section 2:

The Convention shall meet at least annually at such times and places as may be prescribed by this Canon.

Section 3:

The Convention shall have the following powers to be exercised in the manner prescribed by this Canon:

- (a) To elect the Bishop of the Diocese; to elect a Bishop Coadjutor; and to elect one or more Bishops Suffragan.
- (b) To elect all such officers, boards and committees of the Diocese as may be provided for in this Canon and in the manner prescribed herein.
- (c) To confirm appointments made by the Bishop of the Diocese when so provided by the Diocesan Canons.
- (d) To approve or amend and approve the Diocesan budget.
- (e) To determine and provide for assessments, quotas, apportionments, and askings from the churches of the Diocese and to provide for the financing of Diocesan activities.
- (f) To amend the Constitution and to adopt and amend these Diocesan Canons.
- (g) To admit any congregation into union with the diocese and to determine the status of every congregation in union with the Diocese.
- (h) To establish such other powers as may be necessary and proper to fulfill the purpose and policies, both religious and temporal, of the Diocese.
- (i) To exercise such other powers as may be granted by the Canons of the church.

Section 4:

The time and place of the annual Convention shall be designated by Convention at least two (2) years in advance. The Bishop of the Diocese with consent of the Standing Committee, may change the time and place of a Convention.

Section 5:

A quorum shall be considered convened when the following conditions are met:

- (a) A majority of the clergy entitled to seat and vote are present;
- (b) A majority of the lay delegates with seat and vote are present;
- (c) Delegates from a majority of the congregations in union with the Diocese are present.

Section 6:

- (a) All actually and canonically resident clergy, of whatever Order, who have a regular diocesan or congregational assignment, and are in good standing, and who are performing the duties of their office, and who are not under ecclesiastical discipline, have the right to seat, voice and vote in the Convention. Retired clergy, canonically resident in the Diocese, shall be entitled to a seat and voice, but no vote in Convention.
- (b) All interim clergy in charge of a congregation of the Diocese have the right to seat, voice and vote in the Convention during their tenure as interim clergy in charge of said congregation.
- (c) All clergy affiliated with a Church in Communion with The Episcopal Church and are in charge of a congregation of the Diocese have the right to seat, voice and vote in the Convention.

Section 7:

- (a) Lay members entitled to seat, voice and vote in Convention shall be the wardens of the congregation and elected members from each congregation. Unless the congregation's representation is limited pursuant to Canon VI.3.c, representation shall be in the proportion of one (1) member for each one hundred (100) members or major fraction thereof; provided that no congregation shall be represented by fewer than one (1) or more than ten (10) elected delegates. Only one (1) warden shall be allowed an alternate. Alternate delegates may also be elected.
- (b) Lay members of the Convention shall be members and qualified electors of the congregation which they represent. Elected members shall be chosen at the annual meeting of the congregation by the qualified electors of the congregation, or in default of such election, by the vestry.

Section 8:

Members of religious orders under the direction of the Bishop of the Diocese and resident within the Diocese shall have seat, voice and vote in the Diocesan Convention.

Section 9:

(a) The Bishop of the Diocese shall be the President of Convention. The Bishop of the Diocese shall take order for all services of worship and for devotions in connection with the meetings of Convention, and shall appoint an Order of Business to be followed during the current session of the same, subject to the approval of the Convention.

(b) In the absence of the Bishop of the Diocese, the following shall serve as President of the Convention, in order of preference: the Bishop Coadjutor, the Bishop Suffragan, or the President of Standing Committee.

Section 10:

The Convention shall deliberate as one body, and vote as such, except in the election of a Bishop or when a vote by Orders is required by the Constitution and Canons of this Diocese or the Constitution and Canons of The Episcopal Church, or upon motion requesting a vote by Orders and passed by a majority of voting members present.

Section 11:

The Secretary of the Convention shall take charge of all papers of the Convention, and shall take minutes of the proceedings and have them preserved in a Journal of Convention. The Secretary of the Convention shall, not less than sixty (60) days before the annual Convention, notify all clergy of convention and lay persons in charge of congregations of the time and place of such meeting, and notify those in charge of congregations of the number of delegates to which their congregations are entitled; and shall also send blanks for the certification of lay delegates.

Section 12:

The President of the Convention shall appoint such regular committees as may be deemed necessary to facilitate the preparation and work of the Convention.

Section 13:

(a) Except as provided herein, all elections in the Convention shall be by written ballot.

(b) When more than one office is to be filled from the same slate of candidates, or there are more than two candidates in an election for one office, any candidate receiving a majority of votes shall be deemed elected. If after any two (2) consecutive ballots, no candidate has received a majority of votes, the candidate receiving the fewest votes shall be dropped from the ballot. No candidate shall be deemed elected unless such candidate shall have received a majority of the votes cast. This process shall continue until all offices have been filled.

(c) When there is only one candidate for any office, the election may be by voice vote.

(d) These provisions shall not apply to the election of bishops, which shall be governed by Canon IX.

Section 14:

It shall be the duty of the Secretary to cause to be published as soon as practicable after Convention a copy of its proceedings and the Bishop of the Diocese's annual address or report.

Section 15:

Not later than sixty (60) days prior to the first day of the annual Convention, the Bishop of the Diocese shall appoint a Resolutions Committee. All resolutions to be considered by the Convention, other than resolutions of a commendatory nature, shall be submitted to the Resolutions Committee not less than sixty (60) days prior to the first day of Convention. The Resolutions Committee may report any resolution submitted to the floor of the Convention with its recommendation for action. The Resolutions Committee may also decline to report any resolution to the floor of the Convention, upon condition that the resolution be returned to the maker and that the committee report to the Convention the action taken and the reason therefor; however, nothing herewith shall prevent any resolution or substitute resolution from being considered at a Convention provided that two-thirds (2/3) of the voting members present and voting agree to such consideration. The report of the Resolutions Committee, including the resolutions to be considered by the Convention and its report of resolutions returned to their makers, shall be submitted to the Secretary of Convention not later than forty-five (45) days prior to the first day of Convention, and the Secretary of Convention shall cause copies thereof to be sent to each congregation at least thirty (30) days prior to Convention.

CANON VI

Diocesan Assessment

Section 1:

The Diocesan assessment shall be the assessment of the Diocese from its congregations for the support of the Diocesan administration and program, and The Episcopal Church, as determined by Convention.

Section 2:

It shall be the duty of every congregation to pay into the Diocesan treasury each month a proportionate share of its Diocesan assessment.

Section 3:

(a) In the event any congregation shall fail to meet its Diocesan assessment for two (2) consecutive months, representatives of the congregation shall meet with two (2) members of the Diocesan Council and lay the matter before them for report to the Diocesan Council at its next regular meeting.

(b) The Diocesan Council shall tender such assistance to the delinquent congregation as it can. In the event such assistance by the Diocesan Council fails to rectify the particular situation, then the matter of the delinquency of the congregation in question shall be referred to the Ecclesiastical Authority for review.

(c) In the event a congregation fails to pay the Diocesan assessment and the congregation fails to pay at least two-thirds of its Diocesan assessment for the prior fiscal year, it shall be allowed representation in Convention of not more than one (1) clerical and one (1) lay delegate. This section shall take precedence over Canon V.7.a, if applicable.

(d) The member of the clergy or pastoral leader in charge of a congregation or if there be no such person, then the wardens, of a congregation to which this section applies shall be notified by the Ecclesiastical Authority not less than sixty (60) days prior to the first day of Convention. The limitations set forth in this section shall not be effective in the absence or tardiness of such notice.

(e) A congregation to which this section applies and which has received timely notice of same, may make application to the Ecclesiastical Authority for a hearing, and upon good cause shown for such failure, the Ecclesiastical Authority may waive this provision and allow the applicant congregation to have its full representation at Convention.

Section 4:

(a) If any congregation shall fail to pay its Diocesan assessment for any prior fiscal year, such deficiency shall be considered an outstanding obligation of such congregation to the Diocese.

(b) Representatives of the congregation shall meet with two (2) members of the Diocesan Council to arrange for methods by which such obligation shall be paid. (Any payment received by the Diocese from such congregation shall be first applied to the current monthly obligation. The balance, if any, shall then be applied to any unpaid monthly obligations of the current fiscal year and any balance then remaining shall be applied to any prior fiscal year obligation.)

CANON VII

Diocesan Endowment Fund

Section 1:

The Diocesan endowment fund shall consist of such donations and contributions as shall be made thereto.

Section 2:

All monies and securities belonging to this fund shall be administered by the Diocesan Council for the benefit of the Episcopal Diocese of Eastern Oregon.

Section 3:

The income from such fund shall be used as designated by the donors and if not designated then as directed by the Diocesan Council, subject to the provisions of Canons II.5 and II.6.

CANON VIII

Representation in General Convention

Section 1:

At the annual Convention of the year next preceding the General Convention, or at the annual Convention of an earlier year as may be required by the General Convention, the Convention shall elect not more than four (4) clergy members and four (4) lay persons to represent the Diocese at General Convention as Deputies and not more than four (4) clergy members and four (4) lay persons as alternates.

Section 2:

The clerical deputies and alternates shall be presbyters and/or deacons entitled to vote pursuant to Canon V.6.. The lay deputies and alternates shall be confirmed adult communicants of a congregation in canonical union with the Diocese.

Section 3:

In the absence or non-attendance of a deputy, the alternates, in the order of their election, shall act for such deputies.

Section 4:

Any vacancy in the representation of the Diocese in General Convention which cannot be filled by an alternate shall be filled by appointment of the Bishop of the Diocese and confirmed by Standing Committee.

Section 5:

Deputies and alternates to Provincial Synod shall be elected by Diocesan Council not less than three (3) months prior to the annual Provincial Synod meeting.

CANON IX

Election of a Bishop

Section 1:

The election of a Bishop Diocesan, or of a Bishop Coadjutor, or of a Bishop Suffragan, for this Diocese shall be made at the annual session of the Convention, or at a special session called for that purpose, provided that, at least sixty (60) days before the time of such special or annual meeting, a notice be sent in writing by the Secretary of the Standing Committee to every clergy member who is a member of the Convention, every licensed pastoral leader, and to every senior warden of the congregations canonically in union with this Diocese. This notice shall state the purpose, time and place of the proposed election.

Section 2:

Nominations for the office of Bishop shall be made in accordance with the requirements of the Canons of the Episcopal Church and this Diocese.

Section 3:

At least one year prior to the meeting of such Convention, a nominating committee shall be appointed to receive and make nominations to the Convention. The nominating committee shall consist of up to twelve (12) members, with the Ecclesiastical Authority appointing up to three (3) clergy and up to three (3) lay members and Diocesan Council appointing up to three (3) clergy and up to three (3) lay members. Provision will be made for nominations from members of Diocesan Convention in such fashion as to provide for background checks and other canonical requirements. Qualification for election to the episcopate shall be determined by the Constitution and Canons of the Episcopal Church.

Section 4:

Elections shall be made in the following manner:

- (a) After nominations have been received, the clergy and laity, in executive session and voting by orders, shall choose some qualified member of the clergy for the office.
- (b) A quorum for the election of a Bishop Diocesan, or Bishop Coadjutor, or Bishop Suffragan shall be: (1) a majority of the clergy members entitled to vote; (2) a majority of the lay representatives entitled to vote; and (3) a majority of the congregations entitled to representation.
- (a) A Bishop Diocesan, Bishop Coadjutor or Bishop Suffragan shall be elected by a concurrent majority vote of the clergy and laity, the two Orders voting separately.

CANON X

Congregations

Section 1:

In these canons the term “congregation” shall mean a recognized body of worshipers. Every worshiping congregation in communion with the Bishop of the Diocese of Eastern Oregon is a Parish.

Section 2:

There may be three types of Parishes that are recognized in this Diocese:

- (a) A Parish is a self-governing congregation within the Diocese in the charge of a rector and authorized to send lay delegates with voice and vote to convention. The Governing Body of a Parish is a Vestry.
- (b) A Diocesan Parish is a congregation of ministry of the Diocese; in the charge of the Bishop of the Diocese or at the Bishop of the Diocese’s discretion and pleasure, a Vicar; and authorized to send lay delegates with voice and vote to convention. The governing body of a Diocesan Parish is a Bishop’s committee. The Bishop of the Diocese, or the Vicar if appointed, shall exercise the authority of the member of the clergy in charge of a Diocesan Parish.
- (c) A Parochial Parish is a congregation founded by another congregation; in the charge of a member of the clergy in charge of the founding congregation or at the discretion of the clergy in charge, a Vicar. The Governing Body of a Parochial Parish is the founding congregation’s vestry or a Bishop’s committee, determined by agreement between the founding congregation and the Bishop of the Diocese. When recognized as a congregation, a Parochial Parish may elect lay delegates to serve as members of convention with voice but without vote.

Section 3:

- (a) A group of persons desiring to become and be recognized as a congregation of the Episcopal Diocese of Eastern Oregon shall petition the Diocese in the following form:

"To: The Ecclesiastical Authority of the Episcopal Diocese of Eastern Oregon.

"Sensible to the truth of Christianity, desiring to increase its influence in our lives and the lives of our families and neighbors, and desiring to assume full congregational participation in and responsibility for the life, governance and support of the work of the Episcopal Church and the Episcopal Diocese of Eastern Oregon, we do hereby petition to be received as a congregation of the Episcopal Diocese of Eastern Oregon, and we do hereby affirm and promise our conformity with the Constitution, Canons, Doctrine and Discipline of the Episcopal Church and the Episcopal Diocese of Eastern Oregon."

- (b) The petition must be signed by all members of the group sixteen (16) years of age or older. It must be accompanied by a list of families and members showing age, sex, status (baptized, confirmed) and addresses; a description of the community or locale intended to be served by the congregation, and support for the ministries and stewardship of the congregation and members.

Section 4:

The Ecclesiastical Authority shall present their recommendations concerning the petition to the Diocesan Convention where the matter shall be decided by a majority of the delegates present.

Section 5:

Upon receipt of formal notice of consent of Convention, the congregation shall be organized at a public meeting at which the Bishop of the Diocese or Bishop's representative shall preside. All adult members of the petitioning group shall be given notice of said meeting at least thirty (30) days in advance. Members shall organize and elect a vestry, or organize under Canon XV.5 if applicable, and may establish by-laws as they see fit, providing said by-laws recognize the precedence of the Constitution and Canons of the Episcopal Church and the Episcopal Diocese of Eastern Oregon, and are approved by the Ecclesiastical Authority.

Section 6:

The title to all property of a congregation shall be vested in the Diocesan Corporation known as the Episcopal Diocese of Eastern Oregon, with the exception of a congregation chartered under Section 7 of this Canon.

Section 7:

- (a) A congregation desiring to incorporate must notify the Ecclesiastical Authority in writing and submit a copy of the proposed articles of incorporation and by-laws. A congregation must have the consent of the Ecclesiastical Authority to incorporate and approval of incorporation documents by the Ecclesiastical Authority before proceeding. Subsequent amendments to the Articles of Incorporation and by-laws must be approved by the Ecclesiastical Authority.
- (b) An incorporated congregation may hold title to property, in which case the title shall read: "The (rector), wardens and vestry of (N) congregation in trust for (N) congregation of the Episcopal Diocese of Eastern Oregon. . ."
- (c) An incorporated congregation may, upon agreement of the vestry and the Ecclesiastical Authority, become an unincorporated congregation, in which case the title to all property shall then be transferred to the diocesan corporation known as the Episcopal Diocese of Eastern Oregon.

Section 8:

- (a) No real property of a congregation, whether or not incorporated, shall be sold, liened, hypothecated or otherwise alienated without written consent of the Bishop of the Diocese and the Standing Committee.
- (b) The proceeds of any casualty insurance policy covering such real property shall be considered real property for the purposes of this canon.

Section 9:

- (a) A Parish may petition for recognition as a Diocesan Parish or Parochial Parish. If the Vestry intends to seek such recognition, it shall notify in writing all adult communicants in good standing of the congregation in writing of its resolution authorizing such action. If the resolution is approved by a two-thirds majority of the adult communicants in good standing present and voting at an annual meeting of the congregation or a special meeting called for such purpose, the wardens, acting on behalf of the Vestry and the congregation, shall be responsible for submitting the congregation's petition to the Ecclesiastical Authority, together with such supporting documentation as the Ecclesiastical Authority may require. If the petition and supporting documentation is satisfactory, the Ecclesiastical Authority, acting in consultation with the advice and consent of the Standing Committee, may recognize the congregation as a Diocesan Parish or Parochial Parish, and shall so notify all congregations of the Diocese. Upon recognition as a Diocesan Parish or Parochial Parish, ownership of all real and personal property held by the former Parish, together with all cash or endowment funds, registers, records and other materials, shall be conveyed to, and become the property of, the Diocese, or of the Parish assuming responsibility for the congregation, as the case may be.
- (b) Should the Governing Body, or the member of the clergy in charge of a congregation, determine that a congregation's ministry and/or financial or other resources have become so compromised that its ability to continue to function as a congregation is in question, they shall seek consultation with the Ecclesiastical Authority on how and by what means the congregation may be aided and counseled in attempts to amend the conditions of its deterioration. The Ecclesiastical Authority may on its own make such a determination and, in such a case, shall attempt to engage the Governing Body or member of the clergy in charge in consultation on the matter; and if unsuccessful, shall report the same to the Standing Committee which shall determine what remedies may be available to sustain the congregation's life and ministry.
 - (1) As directed by the Standing Committee, the Ecclesiastical Authority, the member of the clergy in charge, the Governing Body of the Congregation, and others as may be relevant, shall, in joint consultation, determine what alternatives may be available to sustain the congregation's life and ministry, or, failing all else, to provide for its dissolution.

(2) After consideration of alternatives, and the actions necessary to bring about their fruition, the Ecclesiastical Authority, and the member of the clergy in charge, if any, and representatives of the Governing Body of the Congregation, shall report the results of their consideration to the Standing Committee, and shall recommend a particular course of action to the congregation.

(3) Should the implementation of that course of action, and all subsequent attempts to attain satisfactory amendment fail, the congregation, by action of its Annual or other meeting; the member of the clergy in charge, if any, the Governing Body of the Congregation; or the Ecclesiastical Authority may recommend the Standing Committee mandate the reorganization or dissolution of such a congregation. Representatives of the congregation shall be given opportunity to provide comments with regard to such action either in person, or in writing, before Diocesan Council and the Standing Committee.

(4) Approval of a course of action that changes the status of a congregation shall require the affirmative vote of two-thirds of all members of the Diocesan Council, and a majority of the members of the Standing Committee. The actions of the Diocesan Council and Standing Committee shall take effect immediately. Final action to dissolve a parish shall be made by Diocesan Convention. Upon such action, ownership of all real and personal property held by the former congregation, together with all cash or endowment funds, registers, records and other materials, shall be conveyed to, and become the property of, the Diocese or of the congregation assuming responsibility for the congregation if that congregation is a Parish. If the congregation whose status is changed was a corporation under the laws of the State of Oregon, such corporate status shall be dissolved. Within 30 days of such actions, the Ecclesiastical Authority shall notify all congregations of the Diocese regarding the disposition of this matter. Whenever it is determined that a congregation is to be dissolved, it shall be the responsibility of the Ecclesiastical Authority and the Standing Committee to provide for appropriate celebration of the congregation's history, ministry, and contribution to the life of the Diocese.

Section 10:

Any remnant of a dissolved congregation may petition the Ecclesiastical Authority to be reinstated as a congregation by submitting a plan of reorganization to the Ecclesiastical Authority and following Sections 3 through 6, above.

Section 11:

It shall be the duty of the Bishop of the Diocese to take necessary steps to preserve the property of such congregation for the benefit of the Church.

Section 12:

Two or more congregations may be joined to form one congregation by submitting their plan of union to the Ecclesiastical Authority and following Sections 3 through 6, above.

Section 13:

A congregation of Christian people using a rite other than that set forth in the Book of Common Prayer (1979) and desiring affiliation with this Church while continuing to use their own rite, may make application in accordance with Canon I.16.1 of the Canons of the Episcopal Church.

CANON XI

Membership

Section 1:

- (a) All persons who have received the sacrament of Holy Baptism with water in the name of the Father and of the Son and of the Holy Spirit, whether in this Church or in another Christian Church, and whose baptisms have been duly recorded into this Church are members thereof.
- (b) All members of this Church who have received Holy Communion in this church at least three times during the preceding year are communicants of this Church.
- (c) For the purpose of statistical consistency in this Diocese, members and communicants sixteen (16) years of age and over shall be considered adults.
- (d) All communicants of this Church who for the previous year have been faithful in corporate worship, unless for good cause prevented, and have been faithful in working, praying, and giving for the spread of the Kingdom of God, are to be considered communicants in good standing.

CANON XII

Care of Church Records

Section 1:

The congregation register shall be a suitable book or books, provided by the Wardens and Vestry or Committee, and shall be in the keeping of the member of the clergy or pastoral leader in charge; or, if there be none, in the keeping of the Senior Warden, who, shall make the required entries.

Section 2:

In the Register required to be kept by the General Canons of this Church shall be specified:

- (a) The full name and date and place of birth of the person baptized, with the full names of the parents and sponsors; the full names of witnesses for an adult and date of such Baptismal service.
- (b) The full names of the parties married and of two or more witnesses of the same, along with the place and date where the Marriage was solemnized -- all these parties being required to sign this record of Marriage.
- (c) The full name of the person buried and the place of interment, with the date when each rite was performed.
- (d) The full name of those confirmed, and of the Bishop confirming them; together with the date and place of such Confirmation service.
- (e) A list of all members shall be kept and updated annually.

Section 3:

The minister officiating at each rite shall affix his or her signature to the record of the same.

Section 4:

The Bishop shall require the member of the clergy or pastoral leader in charge of each congregation to submit for inspection the Register at each and every official visitation, in accordance with the General Canons of this Church.

CANON XIII

Parochial Finances

Section 1:

The fiscal year of each congregation shall begin January 1.

Section 2:

At the close of each year all accounts of the Diocese and each congregation having to do with the receipts or expenditure or investment of money of the Church and other related agencies and organizations shall be audited by an independent Certified Public Accountant licensed in the State of Oregon or pursuant to the Canons of the Episcopal Church.

Section 3:

The annual budget of every congregation shall contain, in addition to the amount agreed upon to be paid as clerical compensation, including salary and pension premiums, sums adequate for the following:

- (a) Public liability insurance providing combined single limit coverage of at least \$1,000,000 covering personal injury and property damage and naming the congregation or parochial corporation, and the Diocesan corporation known as the Episcopal Diocese of Eastern Oregon, as insureds;
- (b) Casualty insurance providing full replacement cost coverage for personalty and fixtures, and complete repair or rebuilding coverage for real property improvements; such insurance shall name the Diocesan corporation known as the Episcopal Diocese of Eastern Oregon as a loss payee;
- (c) Payment of the Diocesan assessment in accordance with the provisions of Canon VI.

Section 4:

Each congregation shall contribute annually a minimum of one percent (1%) of its previous year's net disposable income to theological education either for (a) training of locally identified ministry candidates under the Diocesan Commission for Ministry and Mission Development Program or (b) one or more of the accredited seminaries in the Episcopal Church. (A minimum of at least half (1/2) of the sum contributed in category (b) shall be contributed to the Church Divinity School of the Pacific.)

Section 5:

Every congregation or cluster of congregations shall every month send to the Diocesan Office a detailed statement of its receipts and disbursements for the prior month.

Section 6:

On or before January 31 of each year, each congregation shall send to the Diocesan Office a copy of the budget adopted by it for the ensuing year and the annual parochial report in the form prescribed by General Convention.

Section 7:

On the occasion of the Bishop of the Diocese's annual visitation to a congregation, the offering not otherwise specially designated shall be given to the Bishop for discretionary use in the work of the Diocese.

CANON XIV

Meetings and Reports

Section 1:

There shall be an annual meeting of every congregation before January 31, for the election of delegates to Convention and of a vestry, for receiving reports, and for such other business as it may lawfully transact.

Section 2:

The qualified voters of the congregation shall be all adult members of the congregation, who have been regular contributors known to the Treasurer, to the income of the congregation for the one (1) year next preceding the meeting of the congregation or who state they have contributed regularly through open plate.

Section 3:

Special meetings of the congregation may be called by a warden, the clergy person in charge of the congregation, a licensed pastoral leader, or a majority of the vestry members. Announcement of the time and place and purpose of all such meetings shall be given at two (2) consecutive regular Sunday services of the Church next preceding such meeting.

Section 4:

The clergy person in charge of the congregation shall preside at all meetings of the congregation; but if such a one be not present, then the licensed pastoral leader or a warden, or a vestry member, in the order of seniority, shall preside.

Section 5:

At the annual meeting of every congregation a report on the State of the Cure shall be made by the presiding officer.

Section 6:

At the annual meeting the treasurer of the congregation shall report the receipts and disbursements for the year previous and the liabilities and assets of the congregation. Financial reports of all the organizations of the congregation shall also be made.

Section 7:

All funds contributed to the congregation and organizations or agents thereof shall be publicly accounted for to the congregation.

CANON XV

Vestries

Section 1:

- (a) The clergy person in charge of the congregation, in cooperation with the Ecclesiastical Authority and the vestry, and in compliance with applicable Diocesan policies, practices and standards, shall provide for the regular corporate worship and sacraments for the congregation; for the support and enablement of the ministries of its members; and for the stewardship of the resources of the congregation.
- (b) The provisions of this section are not intended to contravene the provisions of Canon XVI.

Section 2:

- (a) The vestry shall consist of one (1) or two (2) wardens and from four (4) to ten (10) others. Each of the members of the vestry shall be communicants in good standing and qualified electors of the congregation. The wardens and a majority of the members shall be confirmed adult communicants.
- (b) The number of wardens and vestry within these limitations shall be determined by the congregation at an annual meeting, unless congregation by-laws provide otherwise.

Section 3:

Unless approved congregation by-laws provide otherwise, the selection of vestry members shall be as follows as determined by the congregation at an annual meeting.

- (a) Wardens shall be selected as follows: (1) If there be a rector or clergy person in charge of the congregation, one warden shall be appointed by that individual from the vestry membership unless the rector or clergy person in charge of the congregation agrees to elect as follows: (2) The congregation, at an annual meeting, determines the election process of one or two wardens either (a) by election annually from its membership or, (b) the vestry elects one or two wardens annually from its membership.
- (b) Other vestry members shall be elected by the congregation for three (3) year terms with terms appropriately staggered.
- (c) A member, including wardens, may serve no more than six (6) consecutive years on the vestry.
- (d) The vestry shall appoint annually a clerk and a treasurer who need not be members of the vestry.
- (e) The clergy person in charge of the congregation is its presiding officer unless he/she designates another vestry member. Said officer then presides at vestry meetings with full voice and vote.
- (f) In the event the office of a warden becomes vacant during the year, the vestry (or the clergy person in charge of the congregation, as appropriate) shall appoint one of the members

of the vestry to fill the position until the next annual meeting. Other vacancies in the vestry shall be filled by election at a special congregation meeting held before or after the principal morning service on any Sunday, or by a majority of the vestry members at a vestry meeting, the member so elected to serve until the next annual meeting.

Section 4:

At least six (6) regular meetings of the vestry shall be held annually at stated intervals and at a time and place fixed by the vestry. Special meetings may be called by the Bishop of the Diocese, the clergy person in charge of the congregation, the cluster missioner, pastoral leader in charge, a warden or any two members of the vestry, care having been exercised to give all members not less than one week notice thereof. The vestry may not take formal action except at a regularly scheduled meeting or properly noticed special meeting and with a majority of all members present.

Section 5:

- (a) Congregations with fewer than forty (40) adult members and wishing to dispense with the organization of a vestry may elect to conduct its affairs at meetings of the congregation. Such meetings shall exercise the full responsibility and authority of a vestry as set forth in Section 1 and 4 of this Canon and as hereinafter provided.
- (b) The congregation may function as a vestry at meetings regularly scheduled or called provided that at least half of the adult members of the congregation are present.
- (c) The congregation shall elect warden(s) at its annual meeting in accordance with Section 2 and 3 of this Canon. The congregation shall also elect a congregation treasurer and a congregation clerk.

Section 6:

Approval of a congregation's bylaws shall be by the congregation at an annual parish meeting, subsequent to approval by the Bishop of the Diocese and the Chancellor of the Diocese.

CANON XVI

Ministry

Preamble: The following definitions are assumed in this Canon:

MINISTRY IS TO SERVE IN RESPONSE TO JESUS CHRIST, AND MEANS TO SHARE GOD'S GIFTS WITH ONE ANOTHER. EACH BAPTIZED MEMBER IS A MINISTER AND SHARES THE MINISTRY OF THE CHURCH.

MINISTRY IS EMPOWERED BY THE HOLY SPIRIT. (ACTS 2:2-4)

MINISTRY IS ENABLED BY GOD'S GIFTS. (1 CORINTHIANS 12; EPHESIANS 4)

MISSION IS AUTHORIZED BY CHRIST. (Matthew 28:18-20)

MINISTRY IS AUTHORIZED BY THE CHURCH.

The congregation and Diocese working together are instruments through which the congregation and members are empowered, enabled, and authenticated for ministry.

Section 1:

It shall be the duty of the vestries of all congregations to cooperate with the Ecclesiastical Authority to provide for the support of the ministry of each congregation.

Section 2:

It shall be the duty of the Bishop Diocesan, or the Ecclesiastical Authority of the Diocese, in cooperation with vestries, congregations, and area planning groups, to authorize and support ways through which the services of priests and deacons are available in all congregations.

Section 3: Of Congregations with Clergy Person-in-Charge

(a) A congregation meeting all its obligations and able to provide for a salary and benefits meeting Diocesan standards for full-time employed clergy, may choose to call a rector, in which case the following apply:

(1) The vestry, in consultation with the Bishop Diocesan, shall elect the rector or clergy person in charge of the congregation. The congregation shall enter into a search process according to the policies of this Diocese. A rector or clergy person in charge of the congregation shall not be called without prior approval of the Bishop Diocesan in writing, or of the Standing Committee if there be no Bishop Diocesan.

(2) The Vestry and Clergy Person in charge shall enter into a Letter of Agreement. This Letter of Agreement shall conform to the Diocesan policy for such letters as determined by the Bishop Diocesan.

(3) The Letter of Agreement shall be reviewed as a part of the annual

ministry review process. Any changes or adjustments shall be written in a Supplement to the Letter of Agreement and approved by the Vestry and the Clergy Person in charge, and the Bishop Diocesan.

(b) (1) The clergy person in charge of the congregation and vestry shall work and plan together for the life and mission of the congregation. An Annual Review of the Ministries of both parties shall be a normal element of discipline in their cooperative endeavor. Review and determination of annual compensation shall not be a part of this review.

(b) (2) The Annual Review of Ministries shall be recorded and reported to the Bishop Diocesan within thirty (30) days of its completion.

(c) The clergy person in charge of the congregation, duly called and instituted or appointed, shall be an ex-officio member of the vestry with all rights of other members.

(d) Whenever the rectorship of a congregation shall become vacant, it shall be the duty of the Wardens to give immediate notice of such vacancy to the Bishop Diocesan who may appoint a priest to fill the duties of the cure until a clergy person shall be elected, the cost thereof to be paid by the congregation.

Section 4: Of Congregations without Rector or Priest-in-Charge

(a) The Bishop Diocesan, where a congregation is without a clergy person in charge of the congregation, shall appoint particular clergy or pastoral leaders for oversight and support in which case such persons shall represent the Bishop Diocesan under the terms specified, in their work and counsel with assigned congregations and clergy. Such persons shall be ex-officio members of the vestry of those congregations to which they are appointed.

(b) There shall be a Letter of Agreement signed by the Priest, the Bishop, and the Vestry. The Letter of Agreement shall conform to the policies of this Diocese for Letters of Agreement.

(c) The member of the clergy or pastoral leader in charge and vestry shall work and plan together for the life and mission of the congregation. An Annual Review of the Ministries of both parties shall be a normal element of discipline in their cooperative endeavor. Review and determination of annual compensation shall not be a part of this review.

(d) The Annual Review of Ministries shall be recorded and reported to the Bishop Diocesan within thirty (30) days of its completion. .

CANON XVII

Ecclesiastical Discipline

Section 1: Title IV of General Canons

Those provisions of Title IV of the General Canons which are applicable to the Diocese are hereby incorporated as part of this Canon. To the extent, if any, that any of the provisions of this Canon are in conflict or inconsistent with the provisions of Title IV, the provisions of Title IV shall govern.

Section 2: Discipline Structure.

- (a) Disciplinary Board. The Board shall consist of not less than seven (7) persons, four (4) of whom are members of the Clergy and three (3) of whom are Laity.
- (b) Clergy Members. The Clergy members of the Board must be canonically and geographically resident in the Diocese.
- (c) Lay Members. The lay members of the Board shall be Adult Communicants in Good Standing, and geographically resident in the Diocese.
- (d) Election. The members of the Board shall be elected by the Convention. Each member shall be elected for a three (3) year term; except, if a member is elected to fill a vacancy, the term of such member shall be the unexpired term of the member being replaced. The term of the member shall commence on the first (1st) day of the year following election. The terms of office of the Board shall be staggered and arranged into three classes.
- (e) Vacancies. Vacancies on the Board shall be filled as follows:
 - (1) 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.
 - (2) The Bishop shall appoint a replacement Board member with the advice and consent of the Standing Committee.
 - (3) Persons appointed to fill vacancies on the Board shall meet the same eligibility requirements as apply to elected Board members.
 - (4) With respect to a vacancy created for any reason other than pursuant to a challenge as provided below, the term of any person selected as a replacement Board member shall be until the next annual Convention. With respect to a vacancy resulting from a challenge, the replacement Board member shall serve only for the proceedings for which the elected Board member is not serving as a result of the challenge.
- (f) Preserving Impartiality. In any proceeding under this Canon, if any member of the Conference Panel or Hearing Panel of the Board shall become aware of a personal conflict of

interest or undue bias, that member shall immediately notify the President of the Board and request a replacement member of the Panel. Respondent's Counsel and the Church Attorney shall have the right to challenge any member of a Panel for conflict of interest or undue bias by motion to the Panel for disqualification of the challenged member. The members of the Panel not the subjects of the challenge shall promptly consider the motion and determine whether the challenged Panel member shall be disqualified from participating in that proceeding.

(g) President. Within sixty (60) days following the annual Convention, the Board shall convene to elect a President to serve for the following calendar year.

(h) Intake Officer. 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.

(i) Investigator. The Bishop shall appoint an Investigator in consultation with the President of the Board. The Investigator may, but need not be, a Member of the Church.

(j) Church Attorney. Within sixty (60) days following each annual Convention, the Standing Committee shall appoint an attorney to serve as Church Attorney to serve for the following calendar year. The person so selected must be a Member of the Church and a duly licensed attorney, but need not reside within the Diocese.

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

(l) Advisors. In each proceeding under this Canon, the Bishop shall appoint an Advisor for the Complainant and an Advisor for the Respondent. Persons serving as Advisors shall hold no other appointed or elected position provided for under this Canon, and shall not include chancellors or vice chancellors of this Diocese or any person likely to be called as a witness in the proceeding.

(m) Clerk. The Board shall appoint a Board Clerk to assist the Board with records management and administrative support. The Clerk may be a member of the Board.

Section 3: Costs and Expenses.

The reasonable costs and expenses of the Board, the Intake Officer, the Investigator, the Church Attorney, the Board Clerk and the Pastoral Response Coordinator shall be the obligation of the Diocese, subject to budgetary constraints as may be established by the Diocese.

Section 4: Records.

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

Section 5: Implementation and Effective Date.

- (a) Implementation. Those persons who are, on the effective date hereof, members of the Ecclesiastical Court shall become the members of the Disciplinary Board and their terms as members of the court shall become their term of the Board.
- (b) Effective Date. This Canon shall become effective and replace the former Canon XVII as of July 1, 2011.

Note: A description of the rights, responsibilities and duties of the various offices of this Canon may be found in Title IV of the 2009 Canons of The Episcopal Church.

CANON XVIII

Amendments and Citations

Section 1:

- (a) These canons may be altered or amended at any annual Convention by a majority vote, provided that the proposed amendment has been submitted to the Secretary of Convention at least sixty (60) days prior to the meeting of Convention upon which the amendment is to be considered.
- (b) Upon receipt of any proposed amendment to these Canons within the time above specified, the Secretary of the Convention shall cause copies thereof to be sent to each congregation entitled to representation in Convention, at least thirty (30) days prior to Convention.
- (c) These Canons and any amendments thereof subsequently adopted by the Convention of this Diocese shall take effect immediately on adoption.
- (d) Upon the adoption of any amendments to these Canons, it shall be the responsibility of the Chancellor of the Bishop of the Diocese to edit the same to conform and renumber the titles, sections and subparagraphs as needed. The Chancellor and the Constitution and Canons Committee shall also prepare an index and table of contents of these Canons, which shall be considered descriptive and not interpretive. Such editing and indexing shall be performed within sixty (60) days of the last day of the annual Convention and the edited Canons shall forthwith be submitted to the Secretary of Convention for distribution to all congregations in union or affiliated with the Diocese.

Section 2:

- (a) These Canons shall be cited in the same manner as the Canons of the Episcopal Church. For example, this section shall be cited as "Canon XVIII.2.a".
- (a) These Canons may be cited by name or title. However, the names and titles are to be considered descriptive and not interpretive.

Section 3:

Diocesan Council shall appoint a Diocesan Constitution and Canons Committee following each General Convention of the Episcopal Church, to bring into conformity those Canons of the Episcopal Diocese of Eastern Oregon with The Episcopal Church Canons where there is conflict or disunity between the two.

CANON XIX

Indemnification and Insurance

Section 1:

The Corporation shall indemnify a director, officer, employee, volunteer or agent made a party to a proceeding as the result of the individual being or having been a director, officer, employee or volunteer or agent of the Corporation to the fullest extent provided by the laws of the State of Oregon now in effect or later amended.

Section 2:

The Corporation shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, volunteer or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, volunteer or agent of another Corporation, or related entity against any liability asserted against the director, trustee, officer, employee, volunteer or agent and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of Section 1 above.

Appendix

Episcopal Diocese of Eastern Oregon FINANCE COMMITTEE

Composition, Role and Function

1. The Finance Committee shall include the Diocesan Treasurer, Ascension School Executive Director and the Secretary-Treasurer of the Eastern Oregon Episcopal Foundation. The Bishop shall appoint, with the advice and consent of Council, four additional members, one of whom shall be a member of Council.
2. The Finance Committee is responsible:
 - a. To meet at least quarterly with the Bishop and to review the financials of the Diocese, including, but not limited to, monthly statements for the quarter, investment statements, and other financial matters as may be appropriate.
 - b. To meet with the Bishop to review, at least every six (6) months, the portfolios of investments and all other diocesan funds, together with their management.
 - c. To meet at least every six (6) months with the current consultants of all diocesan funds under professional management and to receive recommendations from the managers for the same.
 - d. To be accountable and to report to Diocesan Council and/or Diocesan Convention the fiscal conduct and management of the diocesan funds and portfolios.
 - e. To develop the annual budget of the Diocese for adoption by Diocesan Council and approval by Diocesan Convention for the enhancement and implementation of the mission of the Diocese. Such development will include, but not be limited to:
 - Review of budget for previous fiscal year for spending patterns, over budget lines and under-budget lines, and to make appropriate analyses for preparation of the forthcoming budget.
 - To receive and make recommendations for existing line items for the coming fiscal year.
 - To receive and make recommendations for the elimination of line items.
 - To receive or generate and make recommendations for new initiatives and new line items.

This meeting will precede the August budget meeting of the Diocesan Council.