

**CONSTITUTION
AND
CANONS
OF THE
DIOCESE OF VERMONT**

As Most Recently Amended on October 30, 2025

Note: The following preamble is an historical document stating the position of the Church in 1838 in adopting the initial Constitution and Canons and, in the opinion of the Canons Committee, may not be amended.

PREAMBLE
To the Constitution and Canons

WHEREAS, it is desirable that those important Constitutional principles which distinguish the Protestant Episcopal Church should be fully exhibited and thoroughly understood amongst her people, and that her whole system of law and government should be presented in a brief and simple form, within the reach of all, so as to leave the least possible ground for ignorance and error;

THEREFORE, the following Constitution and Canons declaratory of the said principles, and for a guide in the administration thereof, have been set forth by the Clergy and Laity duly assembled in Convention, first in St. Paul's Church, Windsor, May 25th, A.D. 1838, and amended at subsequent Conventions, viz:

THE CONSTITUTION

ARTICLE I: Of the Bible, the Book of Common Prayer, etc.

This Church acknowledges and receives the revealed Word of God, contained in the canonical books of the Old and New Testaments as the only infallible rule of faith and practice, to which the Church's doctrines, worship, and government are all referred. And next after the Holy Scriptures, this Church adopts the standard established in the Book of Common Prayer, and the Constitution and Canons of the Episcopal Church in the United States of America as set forth by the General Convention.

ARTICLE II: Of the Church.

The persons constituting the Church are the Laity, consisting of all who are admitted to the Covenant of Grace, by Christian baptism; and the Clergy, who besides this, are further set apart to the sacred office of the ministry by the Apostolic Rite of Ordination. Without the Concurrence of both the Clergy and the Laity, no rule or law of the Church can be adopted, changed or done away.

ARTICLE III: Of the Ministry.

There are three Orders of the Clergy established by Apostolic authority: Bishops, Priests, and Deacons. Of these all baptize, all officiate in divine service, and all preach the Gospel, but none except a Bishop or a Priest can consecrate the Eucharist or take the pastoral charge of a

congregation. In their relative order, the Deacon is subordinate to the Priest, and the Priest to the Bishop. And the Bishop, being successor to the Apostolic order, has sole official right to ordain, to confirm, to pronounce and to govern the same according to the Scriptures and the Canons. The Priests or Presbyters, nevertheless, are bound to counsel and advise the Bishop, who shall not ordinarily act in any important matter without consulting with a certain number of Clergy and Laity, elected by the rest, and called the Standing Committee, or Council of Advice; neither does the Bishop exercise any legislative power except in concurrence with the Clergy and the Laity, duly assembled in Convention.

ARTICLE IV: Of the Laity.

The Laity are divided, according to local convenience, into Parishes or Missions, and commit the general management of their parochial business to a portion of their own number, elected annually out of the Parish, called Wardens and Vestry. To these belong the administration of all the secular concerns of their particular society; but they have no part in the spiritual government which belongs to the office of the ministry alone.

ARTICLE V: Of the Convention.

The whole Church throughout the Diocese meets in Convention once in every year, the Bishop presiding, the Clergy attending in their Order, and the Laity represented by Delegates elected by each Parish and by each organized Mission in such manner as the Canons shall direct. Special Conventions are also held, when required by the Bishop, or, if the Diocese be vacant, by the Standing Committee. (At Special Conventions held when the Diocese is without a Bishop there shall not be any action amending the Constitution or Canons, or admitting new Parishes or Missions; any pending legislation affecting any or all of these matters must be held pending until a new Bishop has been elected and installed.)

ARTICLE VI: Of the Organization of Congregations.

1. A Congregation or group of Confirmed persons, Communicants in good standing, and not under any ecclesiastical censure or suspension may apply in writing to the Bishop requesting that they may be admitted into the Diocese as a Parish or as an organized Mission. Their application must set forth that the signers are entitled to the privileges of a distinct religious society by the laws of the State of Vermont and that they adopt, receive, and promise entire conformity to the Constitution and Canons of the Diocese of Vermont.

On receipt of such an application the Bishop, having made proper investigation of the matter, shall recommend to the Standing Committee such action as the Bishop believes desirable. If the decision is favorable, the Standing Committee shall authorize the election by the Parish designate or the Mission designate of Delegates to the next Diocesan Convention, at which time the Standing Committee shall ask for a ratification of its actions by the Convention and the seating of the Delegates so chosen.

2. An organized Mission may be elevated to the status of a Parish whenever the Bishop advises the Standing Committee that such action is prudent and desirable, and the Standing Committee

approves the step and advises the annual Convention which thereupon ratifies the action.

ARTICLE VII: Of the Provisions to Be Made for the General Fund.

The duty of providing for the support and maintenance of the Ministry is plainly declared in the Old and New Testaments; but in order that the whole Church in the Diocese may know and provide for the temporal condition of each part, the following rules are to be observed: Reports of the condition of every Parish and Mission shall be made annually, by the Rectors (or Ministers) and Wardens and Vestries thereof, such reports to be made to the Bishop on or before the date set by the Bishop and not less than six weeks prior to the date set for holding the annual Convention. Failure to make the required annual report on or before the designated date shall be regarded as a serious offense subjecting the offending Parish or Mission to censure and such penalties as the Canons prescribe. All reports shall include details of the income of the Parish or Mission, its debts, the amount of the salary paid the Clergy, together with such other particulars as may be defined by Canon or required by vote of the Diocesan Council.

ARTICLE VIII: Of the Administration of Ecclesiastical Justice.

All Priests and Deacons of this Church shall be liable to presentment and trial, according to the principles of Ecclesiastical Law, for crime or immorality; for holding or teaching publicly or privately, and advisedly, any doctrine contrary to that held by the Episcopal Church of the United States of America; for violation of the Constitution or Canons of this Diocese; or for any act which is a breach of their ordination vows; and it shall be the duty of the Diocesan Convention to prescribe, by a proper Canon, the method of such presentment and trial.

ARTICLE IX: Of the Bishop's Authority for Removal of Diocesan Officers.

The Bishop has constitutional authority as well as the moral obligation to demand the immediate and instant resignation of any Diocesan Officer or member of a Diocesan Committee, for cause. In the event such resignation is not immediately forthcoming, the Bishop may, with the consent of the Standing Committee, remove such Officer or member. Any vacancy in a Diocesan Office, no matter how caused, shall be filled by appointment by the Bishop of some suitable and properly qualified person to hold the office until the next Diocesan Convention, unless there shall be some other canonical provision for filling the office.

ARTICLE X: Of the Mode of Altering the Constitution.

The mode of altering or adding to this Constitution shall be as follows, viz: A proposition for amendment shall be laid before the Convention in writing, and, if approved shall lie over to the next annual Convention. If then approved by two-thirds of the Clergy and by two thirds of the Laity present, voting by Orders, the proposed amendment shall become a part of the Constitution.

THE CANONS

TITLE I OF THE CONVENTION OF THE DIOCESE

CANON I: THE CONVENTION

1. The annual meeting of the Convention shall be held at such time and place as the Bishop shall appoint, unless some other time and place have been determined by the previous Convention.
2. When the Bishop or, if there be no Bishop, the Standing Committee shall deem it expedient to call a Special Convention, four weeks notice shall be given to all Clergy and to one of the Wardens of each Parish and permanently organized Mission in the Diocese. The notice shall state the particular business for which the Convention is summoned, and no other business shall be proposed or determined upon in said Convention.
3. All Clergy canonically resident in the Diocese and who have attended at least two out of five immediately preceding conventions, if such conventions have occurred during their tenure of canonical residence, shall have a seat and vote in the convention. The requirement of attendance at previous conventions shall not apply to Clergy who are serving in the armed forces of the United States or to Clergy who are absent from the United States due to service as missionaries in foreign countries. Clergy who are newly canonically resident in the Diocese are eligible to vote. The Secretary of Convention shall prepare, under the direction of the Ecclesiastical Authority, at least one week before the meeting of the Convention, a list of all Clergy canonically resident, in the order of their canonical residence, annexing their respective stations, or, if not engaged, their places of residence; but not including the name of any Clergy who may be suspended from the Ministry. Those who are entitled to voting membership in the Convention shall be distinguished from the others. The voting list thus prepared shall be laid before the Convention immediately after it has been called to order and, when required, the names of the Clerical Members shall be called therefrom.
4. Every Parish regularly organized as required by the Constitution and every Mission permanently organized by these Canons shall be entitled to and shall send three (3) Lay Delegates to the Diocesan Convention. Lay Delegates shall be communicants in good standing, domiciled in this Diocese and resident in the Parishes or Missions that they represent; provided that no person under ecclesiastical censure or process shall be allowed a seat in the Convention. (wherever in these Canons the phrase, "domiciled in the Diocese" or "domiciled in the Parish" is used, it shall be understood to mean communicants enrolled upon the canonical register of a Parish or Mission in this Diocese, and in which Parish or Mission they habitually worship, even though the residence of such communicant or communicants may be outside the legal bounds of such Parish or Mission.)
5. All deputies to the General Convention and all members of Boards and Committees elected by the Convention shall be entitled *ex officio* to seats in the Convention, and, with the approval of the Chair, have the right to speak on subjects pertaining to their respective offices.

6. The Secretary of the Convention shall prepare a list of the Lay Delegates and their substitutes from the certificates sent by the clerks of the Parishes and Missions. This list shall be submitted to a Committee on Credentials appointed by the Chair who shall pass upon all credentials presented and refer to Convention, for action, all issues arriving from contested seats or the seating of delegates without proper credentials. When required, the roll of the Lay Delegates shall be called by the Secretary from the list as reported by this Committee.

7. The Bishop shall preside at Convention and shall be free to express opinions from the Chair. In the absence of the Bishop, or the Bishop Coadjutor, if there be one, or the Bishop Suffragan, if there be one, or if the office be vacant, the President of the Standing Committee, if present, shall preside, or may request the Standing Committee to designate a Chair of the Convention. If the President of the Standing Committee is absent, the Standing Committee shall designate a Chair of the Convention from its membership.

8. The Bishop shall appoint a Secretary of Convention and appoint an Assistant Secretary of Convention to serve for a term of one year. These appointments shall be made at the annual Convention subject to confirmation by the Convention. The term of office of the Secretary and Assistant Secretary shall commence upon their appointment, and they shall continue to hold office until their successors are chosen and assume the responsibilities of their offices. The Secretary and Assistant Secretary of any one Convention shall be responsible for the publishing of the Journal of that Convention.

9. A quorum of the Convention, except as otherwise provided, shall be not less than one-third of the Clergy entitled to vote and Delegates from not less than one-third of the Parishes and Missions entitled to representation, provided the Bishop or Bishop Coadjutor (if there be one) be present. But in their absence, such number shall not have power to do more than receive the usual reports and elect the ordinary officers. In the election of a Bishop, a majority of the Clergy entitled to vote in that Convention shall be present, and two-thirds of all Parishes and Missions entitled to send Delegates shall be represented, before the Convention can proceed; but no Parish or Mission shall be entitled to send Delegates to a Special Convention when a Bishop is to be elected which has failed to be represented by Delegates in more than two of the five Annual Conventions immediately preceding.

10. The Convention in its ordinary mode of transacting business shall deliberate and vote without any distinction of Orders; but any member may call for a division upon any question, and if this call be sustained by two other members, then the question in debate shall be put first to the Clergy and next to the Laity. A majority of delegates present and voting shall be necessary to constitute a vote of the Convention unless the Canons require a different vote, except that a majority of both Orders shall be necessary when the Convention is voting by Orders.

11. When a Bishop is to be elected, the Convention shall always vote by Orders, and a majority of each Order, when both concur, shall constitute an election. The Secretary shall call the roll of the Clergy, who shall as their names are called, deposit their ballots with the Tellers. The Secretary shall arrange for separate balloting by the Clergy and Laity. Each Order shall cast its ballots separately, and there shall be maintained by each Order a checklist prepared by the

Secretary from the rolls of Clerical and Lay Delegates who have qualified. When the ballot boxes are opened, the Clergy shall deposit their ballots with the Tellers designated for the taking of the Clergy ballots, and the Lay Delegates shall deposit their ballots with the Tellers designated for the taking of the Lay ballots. The Tellers shall check off the names of each delegate on the respective checklists, as each ballot is cast. When the votes of both Orders have been counted, the results shall be announced to the Convention. If there has been no election, balloting shall be continued in the same way and order until there is an election. Immediately following the announcement of the result of a ballot where there has been no election, the Convention, by vote, may recess for a specified time.

12. Every Parish or Mission not represented at the annual Convention by a Lay Delegate, unless for reasons satisfactory to the Bishop, shall not be entitled to appropriations from the Diocese or from any other Diocesan body. The Parishes or Missions neglecting to send Lay Delegates for two successive Conventions may, on motion, be stricken from the list until they make suitable acknowledgment.

13. The Services of the Convention shall be such as the Bishop shall appoint, and at one of these, the Bishop's Address or Charge shall be delivered unless the Bishop shall otherwise appoint.

14. It shall be in the power of each Convention to prescribe rules of order for its own government.

CANON 2: THE BISHOP COADJUTOR OR BISHOP SUFFRAGAN

1. Only the Bishop of the Diocese shall call a Special Convention for the election of a Bishop Coadjutor or a Bishop Suffragan.

2. The Bishop Coadjutor or the Bishop Suffragan, if there be one, shall preside in the Convention in the absence of the Diocesan Bishop and when so presiding, shall exercise the privileges of the Bishop. When not presiding, the Bishop Coadjutor or the Bishop Suffragan shall have a vote in the Convention as one of the Clergy.

CANON 3: CONVENTION OFFICES

1. The Secretary of the Convention shall keep full and exact records of all Convention actions, with all papers, documents, memorials, etc., including the results of all balloting. The same shall be filed away that they can easily be consulted at any time. The Secretary shall prepare, after conference with the Bishop, or in the event of the Bishop's absence or death with the President of the Standing Committee, a call for any regular or Special Convention. Such call shall contain, as far as possible, an order of business upon which the Convention is to act. This Call and order of business shall be sent to all Delegates to Convention at least two weeks prior to the opening day of the Convention. Prior to every meeting of the General Convention, the Secretary shall prepare a condensed report of the State of the Church in this Diocese and shall forward the same to the Secretary of the House of Deputies of the General Convention, along with other statistics and papers required by the Canons of the General Convention. Under the supervision of the Bishop,

the Secretary shall publish the proceedings of each Convention as soon as practicable after the close of Convention and shall send copies of the proceedings to all Clergy of the Diocese and to each Warden and other officers of every Parish and Mission, and to the Secretary of Convention of each other Diocese in the United States. The Secretary shall perform other duties as may be directed by the Canons of the General Convention or by the Diocesan Convention.

2. The Assistant Secretary shall perform such duties as may be assigned by the Secretary of the Convention or by the Convention itself.

3. The Bishop shall appoint a Registrar to serve for one year. This appointment shall be made at the annual Convention, subject to confirmation by the Convention. The Registrar shall have responsibility for the care and preservation of the Diocesan Archives and other documentary and historical matter belonging to and relevant to the history of the Diocese. With the advice and approval of the Bishop, the Registrar shall determine the terms and conditions upon which access to any of the archives or particular documents shall be granted.

4. The Chancellor of the Diocese shall be appointed annually by the Bishop, or if there be none, by the Standing Committee. The Chancellor shall be an Attorney at Law qualified to practice in the State of Vermont, and shall serve as Legal Advisor to the Bishop and the Diocese. The Chancellor or the Deputy Chancellor shall attend all sessions of the Diocesan Convention.

5. The Treasurer of the Diocese shall be nominated by the Bishop and elected by the Convention for a term of three years. The Bishop, with the concurrence of the Executive Council, may fill a vacancy in the office of Treasurer between Conventions. The Treasurer, *ex officio*, shall be a member of the Commission on Finance, with seat, voice and vote and, *ex officio*, a member of The Trustees of the Diocese of Vermont, Inc. with seat and voice but no vote on its Board of Trustees, and shall serve as Treasurer of the Convention. An Assistant Treasurer may be appointed by the Treasurer, with the approval of the Bishop. The Treasurer and the Assistant Treasurer shall be bonded in such sum as shall be determined by the Executive Council.

6. All officers and members of Committees of Convention as elected by the Convention or appointed by the Bishop, with the exception of the Auditors and the appointed members of the Committee on Ministry, shall be members in good standing of the Church and shall be canonically resident in this Diocese.

CANON 4: STANDING CONVENTION COMMITTEES

At an appropriate time during the annual meeting of the Convention, the Bishop shall appoint the following Standing Convention Committees, each of which shall have both Lay and Clergy members and reflect the diversity of the Diocese:

1. Credentials Committee, consisting of the Secretary of Convention and at least two other persons. The Committee shall have the duties described in Canon 1.6.

2. Dispatch of Business Committee, consisting of the Secretary and Assistant Secretary of Convention, a member of the Credentials Committee and at least three other persons. The

Committee shall assist the Bishop in planning and organizing the agenda and business of the Convention.

3. Canons Committee, consisting of the Chancellor of the Diocese, *ex officio*, and at least five other persons.

4. Nominating Committee, consisting of eight persons. The Bishop shall appoint the members of a Nominating Committee who shall be confirmed by the Executive Council. The Committee shall solicit canonically resident Clergy persons and Lay communicants in good standing sufficient to yield a diverse slate of skilled and dedicated candidates for each office or position to be elected by vote at the next Convention. All candidates for these offices shall be placed in nomination before the Convention by the Committee. The Convention, however, retains the right to permit nominations from the floor.

5. Resolutions Committee, consisting of at least six persons. The Committee shall review the form of all resolutions prior to their presentation on the floor of Convention, and shall assist Convention delegates in preparing resolutions for introduction.

6. All members of Standing Convention Committees shall serve one-year terms commencing at the adjournment of the Convention at which they are appointed and continuing through the adjournment of the next annual meeting of the Convention. The Bishop with the advice and consent of the Executive Council may fill vacancies on Standing Convention Committees arising between Conventions.

CANON 5: THE STANDING COMMITTEE

1. There shall be a Standing Committee consisting of four Clergy and four Lay persons. By a majority of the delegates voting by ballot, the Convention each year shall elect one Cleric and one Lay person as members of the Committee, each to serve four years. No member of the Standing Committee shall be eligible for re-election until one year after that member's term has expired.

2. The Secretary of the Standing Committee shall keep a regular record of the proceedings of the Committee, including minutes of each meeting. The record, together with all papers in the possession of the Committee, shall be open to the inspection of the Bishop or the Convention when required. All records shall be preserved permanently in writing, which may be a permanent electronic record, in the archives of the Diocese in a reasonably accessible manner.

3. The President of the Standing Committee shall call a meeting of the Committee at any time on the request of the Bishop or of any two members in writing.

4. The Bishop may consult the Standing Committee at any time whenever the Bishop desires its advice. The Committee, of its own accord, may offer advice to the Bishop when an occasion warrants the same.

5. When the office of Bishop is vacant, the President of the Standing Committee shall call a

meeting of the Committee without delay. After deciding on a time and place, the President shall call a Special Convention of the Diocese to elect a new Bishop. So long as the vacancy in the office continues, the Standing Committee shall constitute the Ecclesiastical Authority of the Diocese.

6. The Standing Committee shall perform such other duties as are provided for it in these Canons and the Canons of the General Convention.

7. If a vacancy occurs in the Standing Committee, the Committee shall fill the vacancy at its next meeting by selecting one of three persons nominated by the Bishop. The person selected shall serve until the next annual Convention.

8. If there be no Bishop, the Committee shall fill any vacancy that may occur between annual Conventions in any official position normally filled by vote of the Convention, except those officers or positions specifically exempted in these Canons. Such appointees shall serve only until the election of a successor by the next annual Convention.

CANON 6: THE EXECUTIVE COUNCIL

1. There shall be an Executive Council comprised of:

- the Bishop, *ex officio*;
- the President of the Standing Committee, *ex officio*, and one other member of the Standing Committee designated by the Standing Committee; one of these members shall be clergy and the other lay;
- the Chair of the Commission on Finance, *ex officio*, and one other member of the Commission designated by the Commission; one of these members shall be clergy and the other lay;
- the President of The Trustees of the Diocese of Vermont, Inc., *ex officio*;
- two members of the Commission on Ministry, one clergy and one lay, designated by the Commission;
- the Chair of the Racial Healing and Justice Committee established by the Bishop, or the Chair's designated representative;
- the Chair of a group or committee recognized by Executive Council and involved with Creation Care, or that Chair's designated representative;
- up to three members appointed by the Bishop in consultation with the Executive Council, not all from the same order; and
- the Treasurer of the Diocese, *ex officio*.

The Bishop shall be the President of the Executive Council; the Executive Council shall elect a Secretary and may elect other officers as it sees fit.

2. The Executive Council shall keep minutes of its meetings and a regular record of its actions and documents, which shall be open to inspection by the Convention and kept in the permanent records of the archives of the Diocese in a reasonably accessible manner.
3. The Executive Council shall meet regularly between sessions of the Convention, at a minimum quarterly, and shall also meet when called upon by the Bishop or any three other members of the Council.
4. The Bishop or, if there be none, the Standing Committee and the Executive Council, shall exercise the executive powers of the Diocese between sessions of the annual Convention and shall be responsible for the promotion of the Mission of God in the Church and the programs of the Diocese. To that end, the Executive Council may take such actions, organize, supervise, and coordinate such departments, commissions, task forces, and committees as it may deem necessary. The Executive Council may also request every Parish and Mission to conduct periodic self-studies and draft statements of goals in light of the Diocesan Mission Statement. The Executive Council shall report its activities and recommendations to the annual Convention for action.
5. The Executive Council, with the assistance of the Commission on Finance and in consultation with the Treasurer of the Diocese, shall prepare a comprehensive budget each year for submission to the annual Convention for action. This budget shall include appropriations, as recommended by the Council, necessary to promote the Mission of God in the Church and to maintain and operate the Diocese for the ensuing fiscal year. The budget revenues shall be determined and assessed as provided in Canon 10.2
6. The Executive Council, acting through the Treasurer of the Diocese, shall be responsible for the collection and disbursement of the budget as adopted by the annual Convention. The Executive Council may authorize the Treasurer of the Diocese to borrow money from time to time in anticipation of the budget income, so that the budgeted appropriations and obligations of the Diocese may be paid when due.
7. The Executive Council shall review the minimum stipend and travel allowance of the Clergy of the Diocese and shall recommend the same to the Convention with regard to the proper support of the ministry. Such a minimum stipend shall be binding on all Parishes and Missions upon ratification by the Convention. The Council shall also annually review the stipend or stipends of the Bishop, the Bishop Coadjutor or the Bishop Suffragan, if there be either or both, together with their expenses for housing, house maintenance, travel, secretarial or office expenses, which shall be paid from the Episcopal Fund and Diocesan Assessments.

CANON 6A: THE FORMER DIOCESAN COUNCIL

The duties, authority and responsibilities held by the Diocesan Council prior to the October 13, 2022 Convention shall be held and exercised by the Executive Council, except as specifically otherwise provided in these Canons. Effective with the adjournment of that Convention, the Diocesan Council shall cease to exist and the terms of office of all members shall end. The members whose terms of officer are thus foreshortened may be redeployed, as appropriate, to

other Diocesan duties.

CANON 6B: THE FORMER MISSION DISTRICTS

Effective upon the adjournment of the Convention held October 13, 2022, the Mission Districts shall cease to exist.

CANON 7: DEPUTIES TO THE GENERAL CONVENTION

1. Four clerical and four lay Deputies to the General Convention shall be chosen two annual Conventions prior to the opening date of the General Convention for which they are chosen. They shall continue in office until their successors are chosen.

The Deputies shall be elected by ballot which shall be by Orders. A concurrent majority in both Orders shall be necessary for an election. A record shall be kept of the balloting.

2. Four clerical and four lay Alternate Deputies shall be elected at the annual Convention immediately preceding each meeting of the General Convention. The vote shall be by ballot and shall not be by Orders. The four persons in each Order who receive the highest number of votes shall be declared elected. In determining the priority of their elections, the Alternate Deputies in each Order shall be ranked according to the number of votes received, with the person receiving the highest number of votes being the first Alternate and the remaining Alternates ranked in order according to the number of votes received. If there is a tie vote for any position, another ballot containing the names of the nominees who tied shall be taken to determine who shall fill that position.

3. In the event of the resignation or inability to serve of any Deputy, Clerical or Lay, occurring after the Diocesan Convention immediately preceding the General Convention the Bishop or, if there be none, the Standing Committee shall fill the vacancy from the list of Alternates. If required to serve, Alternates shall be appointed in the order of their election.

4. Clerical Deputies must be ordained persons, Priests or Deacons canonically resident in this Diocese. Lay Deputies must be communicants in good standing and otherwise qualified according to the Canons of the General Convention.

CANON 8: DELEGATION TO PROVINCIAL SYNOD

1. The annual Convention shall elect delegates and alternate delegates to represent the Diocese in the Provincial Synod of the Province of New England, in such numbers and orders and with such terms of office as allowed the Diocese in the Ordinances of the Provincial Synod in place from time to time. Delegates and alternates shall serve until their successors are elected. The Clergy so elected or appointed shall be canonically resident in this Diocese. The Laity so elected shall be communicants of the Church, having domicile in this Diocese.

2. Any vacancy in the Diocese's delegation shall be filled by appointment by the Bishop and the appointee shall serve until the next annual Convention.

3. The duties of the Delegates shall be as defined in the Canons and rules of order enacted by the

Province of New England.

4. Deputies and Alternate Deputies to the General Convention of this Church shall *be ex officio* representatives to the Provincial Convocation immediately preceding the meeting of the General Convention.

CANON 9: CONTINUANCE IN OFFICE

In all cases of failure or omission to elect Delegates to Convention, or officers or representatives, whether of the Convention or of any Parish, the persons last elected shall continue to serve until their successors are chosen.

TITLE II FINANCES, INSURANCE, REAL PROPERTY AND BUSINESS METHODS

CANON 10. PROPERTY, INSURANCE, AUDIT AND FINANCE

1. *Diocesan Property*

The Diocese is an ecclesiastical district of The Episcopal Church (the “Church”).

(a) *All Property for the Benefit of the Church.* All real and personal property held by or for the benefit of the Diocese or any Parish, Mission, Academic Institution or the Trustees of the Diocese of Vermont is held in trust for the Church and the Diocese. Subject to these Canons and the authority of the Diocese, this trust does not limit the authority of a Parish, Mission or Academic Institution to utilize property so long as the particular Parish, Mission, or Academic Institution remains a part of, and subject to, the Church and its Constitution and Canons and the Constitution and Canons of the Diocese.

(b) *Acquisitions of Property; Title.* Any Parish, Mission, Academic Institution, Diocesan Institution; and the Trustees of the Diocese of Vermont, Inc. each must obtain the advice and consent of the Bishop and the Standing Committee before acquiring real property, whether by purchase, gift, bequest or otherwise. For the purposes of this Canon 10, a Diocesan Institution is defined as any entity created by these Canons or any entity that holds real estate for or on behalf of the Diocese or any Parish, Mission, Academic Institution or Diocesan institution.

Title to real property shall be held by the Trustees of the Diocese of Vermont, except as otherwise directed by the Bishop and the Standing Committee. Where title is to be in the name of the Trustees of the Diocese of Vermont, its consent is also required.

(c) *Encumbering or Alienating Property Prohibited.* No Parish, Mission, Academic Institution, Diocesan Institution or the Trustees of the Diocese of Vermont, Inc. may encumber or alienate its real property without the written consent of the Bishop and the Standing Committee, which may establish procedures and other requirements for granting consent.

(d) *Insurance.* All buildings and their contents held by any Parish, Mission, Academic Institution, Diocesan Institution, Rock Point Center, Inc., or the Trustees of the Diocese of Vermont shall be adequately insured for their replacement cost by the Parish, Mission, Academic Institution, Diocesan Institution or other organization occupying the property. All treasurers and financial custodians, other than financial institutions described in Section 2.1(a) of this Canon, shall be adequately bonded. The Diocese and each Parish, Mission, Academic Institution, Diocesan

Institution, the Trustees of the Diocese of Vermont and Rock Point Center, Inc., at a minimum, shall also maintain coverages for the following risks:

- (i) comprehensive general liability;
- (ii) employment practices liability;
- (iii) sexual misconduct liability;
- (iv) workers compensation;
- (v) directors and officers liability; and
- (vi) fidelity.

All insurance policies shall name the Bishop and the Diocese as additional insureds, as their respective interests may appear. All insurance policies and coverages must satisfy the requirements for coverage and limits established by the Executive Council from time to time. The Executive Council shall take such action as may be necessary and appropriate to encourage compliance with this Subsection.

2. Diocesan Finances.

The Diocese and its Parishes, Missions, Academic Institutions, Diocesan Institutions, the Trustees of the Diocese of Vermont and Rock Point Center, Inc., shall manage their finances as follows:

2.1 Funds and Securities Management.

(a) *Operating Funds.* All operating funds shall be deposited only with financial institutions whose accounts are federally insured or otherwise selected according to guidelines established by the Commission on Finance.

(b) *Investment, Trust and Permanent Funds.* Unless otherwise directed by the terms of a trust instrument, all funds other than operating funds shall be invested in the Unit Fund of the Diocese, or otherwise as directed by the Trustees of the Diocese of Vermont. Notwithstanding the preceding sentence, however, such funds under the control of a Parish, Mission or Academic Institution may be invested as directed by its governing body, subject to the requirements of Canon I.7.1 (b) of the Church Canons. Records are to be made and kept of all trust and permanent funds showing at least the following: (i) source and date, (ii) terms governing the use of principal and income, (iii) to whom and how often reports of conditions are to be made, (iv) how the funds are invested, and (v) the most recent annual or special accounting filed with a court or other person where such accounting is required to be made and filed. Two signatures shall be required on any withdrawal or transfer of investment, trust and permanent funds over a *de minimis* amount set jointly by the Trustees of the Diocese of Vermont, Inc. and the Standing Committee from time to time.

(c) *Diocesan Funds.* The Executive Council may authorize any officer or officers, or agent or agents, to enter into contracts or to execute and deliver instruments in the name and on behalf of the Diocese. The Executive Council may make such authorization general or limited. The Treasurer and such other persons as the Executive Council may determine may issue all checks, drafts and other orders for the payment of money, notes and other evidences of indebtedness issued in the name of or payable by the Diocese. The Executive Council shall authorize the opening and keeping of general and special bank and investment accounts and shall approve all signatories thereto.

(d) *Discretionary Funds*. Each Parish and Mission may maintain a discretionary fund established by resolution of its Vestry or Executive Committee, giving the Rector, Priest-in-Charge or Senior Warden or Bishop's Committee Chair discretion to make disbursements from the fund for pious and charitable purposes. No one shall make any disbursements from such funds to themselves or for the personal benefit of themselves or their families.

(e) *Securities*. All securities shall be held in book entry form with a financial institution that satisfies the requirements of Canon I.7.1 (b) of the Church Canons.

2.2 *Financial Statements*. The Diocese, each Parish and Mission, Diocesan Institution and the Trustees of the Diocese of Vermont shall operate on a calendar year basis. The Diocese's two Academic Institutions, Rock Point School and Brookhaven School for Boys, Inc., may operate on a fiscal year basis. Financial statements shall be maintained either in accordance with generally accepted accounting principles or in accordance with the Manual of Business Methods in Church Affairs as promulgated by the Church. Financial statements shall include a statement of financial position (balance sheet) and a statement of activities (income and expenses statement), and shall include a statement of sources and applications of funds.

2.3 *Audits*

(a) *Academic Institutions*. The financial statements of each Diocesan Academic Institution, i.e., Rock Point School, Inc., and Brookhaven Home For Boys, Inc., shall be audited annually by an independent certified public accountant in accordance with each Institution's Bylaws. All fees for auditing the financial statements of , Rock Point School, Inc. and Brookhaven School for Boys, Inc., shall be paid from their respective funds.

(b) *The Diocese, Rock Point Center, Inc., the Trustees of the Diocese of Vermont, Inc., and Mission Farm*. The collective financial statements of the Diocese, Rock Point Center, Inc., the Trustees of the Diocese of Vermont and Mission Farm shall be audited annually by an independent certified public accounting firm chosen by the Commission on Finance with the concurrence of the Executive Council. All audit reports, reviews, complete financial statements, management letters and responses to management letters shall be delivered by the Commission on Finance to the Bishop, the Trustees of the Diocese of Vermont, Inc., Rock Point Center, Inc., and Mission Farm, the Executive Council and the Secretary of Convention. All fees for auditing the financial statements of the Diocese, Mission Farm and Rock Point Center, Inc., shall be paid from Diocesan funds on order of the Commission on Finance. All fees for auditing the financial statements of the Trustees of the Diocese of Vermont, Inc., Rock Point School, Inc. and Brookhaven School for Boys, Inc., shall be paid from their respective funds.

(c) *Parishes and Missions*. The financial statements of each Parish and Mission shall be audited annually by an independent certified public accountant or independent licensed public accountant, or by such audit committee as the Commission on Finance may authorize. Audits shall be conducted and reported in accordance with guidelines published by the Commission on Finance and the Finance Office of The Episcopal Church

(d) *Timing and Filing of Audit Reports*. All audit reports, reviews, complete financial statements, management letters and responses to management letters shall be filed with the Diocese within 30 days following the date of the report, and for Parishes and Missions, in no event later than September 1 of the year following the year covered by the audit report. The Commission on

Finance shall report annually to the Executive Council listing noncompliance with the auditing requirements of this subsection 2.3. The Standing Committee shall take such action as may be necessary and appropriate to encourage compliance.

2.4 Reports

Annual Parochial Reports. Each Parish and Mission shall annually prepare a parochial report in the form required by the Church. In every Parish, the preparation and delivery of this Annual Parochial Report shall be the joint duty of the Rector or Priest-in-Charge, and the Vestry; in every Mission, the preparation and delivery of the Parochial Report shall be the joint duty of the Priest-in-Charge and the Executive Committee of the Mission. The Annual Parochial Report shall include the membership, attendance, service, stewardship and financial information defined in the forms and workbooks titled “Report of Episcopal Congregations and Missions” provided to each Parish and Mission, with instructions, by the General Convention of the Church. The Parish or Mission shall submit its Annual Parochial Report to the Bishop, or, if there is no Bishop, to the Ecclesiastical Authority of the Diocese, by March 1 of the following year. As the Bishop may direct, such reports or parts of such reports may be presented to the Convention or printed as an appendix to the Convention Journal. The Diocesan Treasurer shall report annually to the Executive Council listing Parishes or Missions not in compliance with this requirement.

The Executive Council shall take such action as may be necessary and appropriate to encourage compliance.

Annual Diocesan Reports. Under the direction of the Bishop, the annual report of the Diocese shall be prepared in the form required by the Church. The report shall include statistical information concerning the Parishes and Missions of the Diocese, the Clergy and other ministries, and such other ministries and organizations of the Diocese as may be appropriate; together with the financial information required by Church Canon I.4.6(i). It shall also include information concerning implementation by the Diocese of resolutions of the previous General Convention which have been specifically identified as calling for Diocesan action.

2.5 Assessments and Offerings

Parish and Mission Assessments. Each Parish and Mission shall pay an annual assessment to support the Diocesan budget, computed as an appropriation against the net operating income of each Parish and Mission. Net operating income is defined as the reported revenues available to a Parish or Mission for general purposes of that Parish or Mission, less any grants received directly from the Diocese. Revenues received for general purposes shall include, but not be limited to, plate and pledge income, contributions made by Parish or Mission organizations, investment and endowment income, and all other general-purpose income (e.g., rentals and proceeds from fund raisers designed to support the general purpose and mission of the Parish or Mission). The assessment shall be determined by the Convention upon the recommendation of the Executive Council and shall be paid in 12 equal monthly installments throughout the year, unless otherwise scheduled by the Executive Council. The Diocesan Treasurer shall report at least annually to the Executive Council listing Parishes and Missions not in compliance with this requirement. The Executive Council shall take such action as may be necessary and appropriate to encourage compliance.

Episcopal Visitation Offering. The undesignated plate offering at the official visitation of the

Bishop to each Parish and Mission shall be remitted to the Diocesan office to be disbursed for such needs as the Bishop may determine. No distribution from such offerings shall be made to the Bishop or for the personal benefit of the Bishop or the Bishop's family.

2.6 Tax Exempt Status

No organization or entity subject to this Canon shall take any action which may impair its tax exempt status or the tax exempt status of the Diocese or the Church.

2.7 Application of this Canon. This Canon shall apply to All Parishes, Missions, Academic Institutions, Diocesan Institution, the Trustees of the Diocese of Vermont, Inc., and to any parochial organization within or affiliated with a Parish, Mission or other organization connected with the Diocese.

3. Commission on Finance .

There shall be a Commission on Finance consisting of the Bishop and the Treasurer, each *ex officio*, and at least six and no more than eight persons elected by Convention to terms of four years. Of the members elected by Convention, at least two shall be lay and two clergy. The Chair of the Commission shall be appointed by the Bishop in consultation with the Commission. The Commission shall report to and be accountable to the Executive Council.

The Commission on Finance shall:

- (a) Under the direction of the Executive Council and with the assistance of the Diocesan Treasurer, develop and submit to the Executive Council a proposed Diocesan budget for the Executive Council's review and action, which action shall be to submit a proposed budget to the Diocesan Convention for its action;
- (b) Provide oversight and guidance for all financial matters pertaining to the diocese, including the diocesan institutions;
- (c) Provide financial data on all diocesan institutions to the Executive Council;
- (d) Administer grants and loans from the diocesan funds;
- (e) Oversee processes and provide education as requested for the preparation of annual Parochial Reports and Audits;
- (f) Implement and enforce the audit, financial reporting, funds management and the other requirements of this Canon 10, consistent with Canon I.7 of the Church Canons;
- (g) Develop and maintain financial management and audit resources, to provide advice and consulting services to the Diocese, its Parishes and Missions, and Diocesan Institutions;
- (h) Develop written rules and policies to implement this Canon, and to establish the guidelines required by Section 2.1(a) of this Canon;

(i) Review a congregation's appeal of its Diocesan Assessment and forward a recommendation on the appeal to the Executive Council for its review and action; and

(j) Report in writing on the administration of this Canon to the Bishop and the Convention, at least ninety days prior to each annual Convention.

CANON 11: BOARD OF TRUSTEES
OF THE TRUSTEES OF THE DIOCESE OF VERMONT, INC.

1. The Board of Trustees of The Trustees of the Diocese of Vermont, Inc. is recognized as the governing board of that Corporation.

2. The membership of the Board shall be designated in the Corporation's articles of association and bylaws.

3. No person shall be elected to membership on the Board who is not a communicant in good standing in the Church. The Bishop shall be a member of the Board *ex officio*, but not necessarily its Chair.

4. Election or Confirmation to the Board shall be by Convention, vacancies may be filled between Conventions by the Ecclesiastical Authority, to hold office until their successors are elected by the ensuing Convention.

5. A report of the Board of Trustees shall be made annually to the Executive Council at such time as shall be designated by the Bishop for use in preparation of the Diocesan budget and at such other times as may be necessary. The annual report shall include a complete listing of investments and securities held. This may be called for by the Convention in addition to the annual report of the Executive Council.

6. The Treasurer of the Board of Trustees shall be bonded in such sum as shall be determined by the Board of Trustees. In general, the Treasurer of the Diocese, *ex officio*, will also serve as the Treasurer of the Board of Trustees and shall have seat and voice, but not vote, on its Board.

7. The annual report of this Board shall be audited by the Diocesan Auditors.

CANON 12: THE CHURCH PENSION FUND

The Bishop, the Secretary of Convention, and the Treasurer of the Diocese shall be a Convention Committee with full authority to deal with matters connected with the Church Pension Fund. This Committee shall report to each annual Convention on the status of this Fund.

TITLE III
PARISHES AND MISSION CONGREGATIONS

CANON 13: ORGANIZATION OF PARISHES

1. For purposes of these Canons, a congregation engaged in the mission of God in the Church qualifies as a Parish by meeting the following criteria:

(a) It has been duly admitted to union with the Convention of the Diocese of Vermont by an act of a meeting of Convention.

(b) It has paid when due the Diocesan apportionments as assessed by Convention.

(c) It is keeping its real and personal property in good repair and is maintaining its Clergy in accordance with standards established by the General Convention and by Convention.

(d) It has met all of the signs of vitality in Canon 15.2.

2. A congregation meeting the above criteria may continue to qualify as a Parish even though it requests and receives grants-in-aid from the Diocese.

3. A congregation which desires to become a Parish in accordance with Article VI of the Diocesan Constitution shall, in its written application to the Bishop, set forth its ability to meet the criteria of Section 1 of this Canon.

4. Every Parish shall meet on the second Monday in January of each year or on one of the fifteen days following the second Monday, for the purpose of electing by ballot at least one third of the Vestry to serve for a term of three years. The meeting shall also elect Delegates and Alternate Delegates to the annual Convention or any Special Convention within their term of office. The election shall be by ballot in accordance with Canon 1, Section 4 of these Canons. One of the Delegates elected to the annual Convention shall be a member of the Vestry and, if possible, one of the Delegates shall have served as a Delegate at the previous annual Convention. In the event that the annual meeting neglects or fails to elect a sufficient number of Delegates and Alternate Delegates to assure full representation at the Convention, or if full representation is unlikely because the ranks of the Delegates and Alternate Delegates are diminished by resignation, death or some other cause, then a special meeting of the Parish may elect a sufficient number of Delegates and Alternate Delegates to assure full representation at the Convention; provided, however, that any such meeting shall take place no later than thirty days prior to the opening date of the business session of the Convention.

5. The Annual Meeting shall receive the report of the Treasurer of the Parish and such other reports as it may call for, including audited financial reports of all Parish organizations.

6. Those persons who are entitled to vote in a Parish meeting are defined as follows: those persons who are communicants in good standing and are enrolled upon the canonical register of the Parish or Mission in which they habitually worship, even though the residence of such

communicant may be outside the bounds of such Parish or Mission.

7. The Rector shall preside at this and every Parish Meeting. If there be no Rector, the Senior Warden shall preside; if the Senior Warden is absent, the meeting may elect one of its number to preside.

8. The Secretary of the Vestry shall transmit without delay to the Secretary of Convention the names of the Delegates and the Alternates elected by the Meeting to represent the Parish at the next Diocesan Convention.

9. If any Parish fails to elect a Vestry at the Annual Meeting, a Special Meeting of the Parish may be called for an election. Until that time, the previous Vestry shall continue in office until a new Vestry has been elected.

10. Notice of the Annual Meeting and of any Special Meeting of the Parish shall be given at the public services of the Church on two Sundays immediately preceding such meeting. If there be no regular service, notice of such meeting and its purpose shall be authorized by the written consent of the majority of the Vestry. Sufficient notice shall be given to all members of the Parish at least seven days before the date of such meeting.

CANON 14: CHANGES IN THE STATUS OF A PARISH

If a Parish for a period of three consecutive years, has been unable to meet all of the criteria of Canon 13, or one or more of the signs of vitality in Canon 15.2, the Bishop shall review the situation with the Rector or Priest in Charge, and with the Vestry, to determine a course of action. The Bishop may, after consultation with the Executive Council, recommend to the Standing Committee that the Parish become a Mission in accordance with Canon 15. If the Standing Committee accepts the Bishop's recommendation, it shall make an appropriate recommendation to the next Convention. A majority vote of the Delegates is required to change a Parish under Canon 13 to a Mission under Canon 15.

Alternatively, a Parish may, by vote of a majority of its Vestry in office and a majority vote at a regular or special Parish meeting, initiate the process set forth in Section 1 of this Canon 14.

CANON 15: MISSION CONGREGATIONS

1. The Bishop may establish and dissolve Mission congregations at such places within the Diocese and upon such terms as the Bishop may deem advisable with the consent of the Executive Council.
 - (a) All provisions of Canons 13, 15A and 16 apply to Missions of this Diocese except that, instead of a Rector, there is a Vicar who is appointed by the Bishop, not elected by the Mission, and instead of a Vestry, there is a Bishop's Committee. Except for holding office at the Bishop's pleasure, the Vicar's rights and duties are the same as those of a Priest in Charge.
 - (b) A Mission may become a Parish by applying to the Bishop to be admitted to union with the Convention of the Diocese in accordance with Article VI of the Diocesan Constitution and Canon 13.

(c) The spiritual and temporal control of all Missions and missionary work shall be vested in the Bishop and the Executive Council.

2. Mission congregations may ask or may be directed by the Bishop in consultation with the Executive Council to enter a Process of Renewal under their guidance if the Congregation is unable to meet the criteria of Canon 13 and/or is unable to satisfactorily demonstrate consistent achievement of any of these signs of vitality over a period of at least two years:

(a) Offers weekly worship;

(b) Offers Eucharist at least monthly;

(c) Has strong lay leadership and active lay participation;

(d) Offers formation for spiritual development and engages in missional activities;

(e) Pays its diocesan assessment, submits required annual reports, follows the property, insurance, real property, audit and financial practices required by Canon 10, holds an annual meeting, and elects and sends delegates to Convention;

(f) Maintains buildings and grounds in good repair and condition;

(g) Does not, except in extraordinary circumstances, invade the principal of donor-restricted endowment or investment funds; and

(h) Maintains an active presence in the community with commitment and purpose “beyond the walls”.

1. Mission congregations who enter the Process of Renewal will, in collaboration with a special support team created by the Bishop and Executive Council, develop an action plan. The team shall include the clergy person in charge or, in the absence of a clergy person in charge, the senior warden, at least two lay leaders in the congregation, and at least two leaders from the Diocese with wisdom and experience in congregational development. The team will adopt an action plan by majority vote. The clergy person in charge, or another person appointed by the team, will report regularly to the Executive Council on progress and changes in circumstances.

2. For Mission congregations who refuse, or fail to enter into the Process of Renewal, the Bishop in consultation with the Executive Council may appoint a team to develop an action plan without input from the congregation. The team may recommend closure of the congregation.

3. For the purpose of Sections 904 and 905 of Title 27, Vermont Statutes Annotated, as amended from time to time, a Mission shall cease to exist upon the concurrent approval of the Bishop, the Executive Council and by two thirds vote of the Convention.

CANON 15A: CLOSURE OF A MISSION CONGREGATION

1. A Mission congregation may be dissolved by the Bishop with the concurrence of the Executive Council, under any of the following circumstances:
 - After at least one year in an active Process of Renewal, the congregation has not made substantial progress toward meeting the criteria of Canon 13 or shown promise of satisfying all signs of vitality listed in Canon 15.2;
 - The congregation refuses, fails, or is unable to participate in the Process of Renewal;
 - The congregation voluntarily chooses to close.
2. When the process described in Section 1 of this Canon results in the closure of a Mission congregation, the Bishop's closure plan shall include:
 - A service for the celebration of the life and ministry of the congregation, including the rite for secularization of the church property;
 - Ongoing pastoral support of congregation members and guidance in the transfer of their membership to other congregations;
 - The transfer of all assets to The Trustees of the Diocese of Vermont, Inc.

CANON 16: VESTRIES

The Vestry shall consist of not less than three or more than twelve members of the Parish who are canonically resident in the Parish and fulfill the qualifications of voters in Parish Meetings. If a Parish does not have enough qualified members to serve on a Vestry, the Parish shall be declared an unorganized Mission by the Bishop and Executive Council subject to ratification by the annual Convention.

1. The Vestry shall meet on the same day as elected for the purpose of organization and for other business as may be called for. The Rector shall preside at this and every meeting of the Vestry. If there is no Rector, the Senior Warden of the former Vestry shall preside until the new Vestry is fully organized when the newly appointed Senior Warden shall assume the chair.
2. The officers of the Vestry shall be a Senior Warden, Junior Warden, a Secretary, and a Treasurer, and such other officers as the Vestry may determine. The Rector shall appoint the Senior Warden from among the membership of the Vestry. If there is no Rector, the Vestry shall elect the Senior Warden. The other officers shall be elected by the Vestry. The Secretary and Treasurer need not be members of the Vestry.
3. If a vacancy occurs at any time for whatever reason, a special Meeting of the Parish may be called to fill such vacancy or the Vestry may elect a properly qualified person to fill the vacancy until the next annual Parish Meeting.
4. The Vestry shall have jurisdiction over the temporal affairs of the Parish subject to the direction of the annual Meeting or any special Parish Meeting. The Vestry shall see that the financial affairs are duly supervised and generally act as the duly constituted representatives of the Parish. The Vestry shall have authority to make and execute all contracts for the erection,

furnishing, repair, and due maintenance of all parish property. When empowered to do so by a majority vote of an annual Meeting or at a Meeting called for that purpose, the Vestry may give, sell and convey real or personal estate belonging to the Parish, subject to the provisions of these Canons and of the laws of the State of Vermont.

The Vestry may by vote, duly recorded, authorize one of its number to execute all proper conveyances and in like manner may give, sell and convey real or personal estate belonging to the Parish to the Trustees of the Diocese of Vermont, to receive and hold the same in trust, for the purpose specified in the act of incorporation thereof and amendments thereto. Provided, however, that the Rector, Wardens, and Vestry shall not encumber or alienate any real or personal estate belonging to the Parish or any part thereof (save for refinancing of an existing loan) without consent of the Bishop and Standing Committee with the assistance of the Trustees of the Diocese of Vermont, Inc.

5. It is the special duty of the Wardens to take care that the Church buildings be kept clean and in good repair; to see that they are properly lighted and heated; to provide the necessary articles for use in public worship and to provide the elements necessary for the celebration of the Holy Communion.
6. If there be no Rector, or in case of the Rector's absence or inability to act, the Wardens according to seniority shall preside at all meetings of the Vestry. In case both the Rector and the Wardens are absent, the Vestry shall elect one of its number to preside.
7. The Secretary shall attend all meetings of the Vestry, shall take minutes of the proceedings and, when approved, shall enter the same in a book or permanently maintained electronic record provided for that purpose.
8. The Treasurer shall receive all monies collected under the authority of the Vestry. The Treasurer shall present to the Vestry at least three days before the date of the annual Meeting a full and accurate statement, accompanied by vouchers, of all monies received and paid since the last annual statement and shall make periodic reports through the year of similar financial transactions. If not a member of the Vestry, the Treasurer shall attend its meetings when requested and be guided by its advice in all matters pertaining to the duties of the office and shall be ready to answer any questions as to the conduct of that office.
9. Meetings of the Vestry may be held at any time that the Rector (or Vicar) or any two members of the Vestry may desire. The Rector and Vestry must be notified orally or in writing of the place and date of such meeting.
10. No Vestry, Trustee, or body authorized by civil or canon law to hold, manage, or administer real property for any Parish 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 Bishop and the Standing Committee with the assistance of the Trustees of the Diocese of Vermont, Inc..
11. No indebtedness shall be incurred by a non-self-supporting Parish without the approval of the Bishop and the Standing Committee.

12. (a.) When two or more adjacent Parishes are placed under the care of a single Priest (or Rector), the temporal affairs of such Parishes, or favorable action of the Parish Meetings of said Parishes and with the consent of the Bishop, may be placed in the hands of a single joint Vestry or Executive Committee. A joint Vestry or Executive Committee shall have no control over the respective endowments or other property of the Parishes concerned.

(b.) The joint Vestry or Executive Committee shall consist of adult qualified members of all the Parishes concerned as equally as possible.

(c.) Such a joint arrangement shall be made for a period of not more than three years but may be renewed under the provisions of paragraph "a" of this section.

13. No material change in the fabric of the Church edifice or in the permanent furniture thereof shall be made until the plans of such changes have been submitted to the Bishop for advice and approval.

CANON 17: THE CATHEDRAL CHURCH OF ST. PAUL

St. Paul's Church, Burlington, having been established by Convention as the Cathedral Church of the Diocese of Vermont, shall have the same rights and privileges as a Parish in union with the Convention. In any case where the terms of any Canon cannot be complied with exactly, the Cathedral Vestry shall determine the mode of compliance, which shall always approximate as closely as possible to that which is required by the Canon.

CANON 18: FORMATION OF CONSTELLATIONS

A constellation is a formal agreement between at least two worshiping communities, i.e., of Parishes and/or Missions, who share clergy leadership and other services. This agreement is approved by the Bishop and is formed with the facilitation of one or more Canons to the Ordinary as determined by the Bishop. A constellation is a dynamic structure in which mission can be better furthered by the close mutual support of its members.

CANON 19: EPISCOPAL VISITATIONS

The Bishop shall make a visitation to every Parish at least once in every two years. At each visitation, the Bishop may make such inquiries as thought desirable with regard to the condition and affairs of the Parish.

CANON 20: THE RECTOR AND OTHER MINISTERS

The Rector and other Ministers shall be subject to the Canons of the General Convention pertinent to their offices. The selection of a new Rector shall be subject to deployment procedures as chosen by the Bishop and Diocesan deployment officers (Title III, Canon 17 of The Episcopal Church Canons).

1. The Rector is *ex officio* chair of the Parish Meeting and the Vestry. The Rector has a vote on all questions brought before either body, save in the election of Parish Officers and of Delegates to the Diocesan Convention, and having voted, shall not cast a deciding vote.

2. In the event of a vacancy in the office of Rector, the Wardens shall so notify the Bishop without delay. The Bishop shall send to the Vestry a list of five names of Clergy duly qualified to be elected. Until the vacancy of the office of Rector is filled, the Bishop shall make provisions for a supply ministry in consultation with the Wardens.

3. A Cleric becomes canonically resident in the Diocese for the Purpose of these Canons on ordination by the Bishop or on acceptance of Letters Dimissory from another Diocese. Such residence is terminated on notice being received that Letters Dimissory from this Diocese have been received elsewhere, or on deposition or suspension from the Sacred Ministry.

CANON 21: LAY READERS

Lay Readers shall be subject to the provisions of the Canons of the General Convention, under Title III Canon 3, Section 7.

The Bishop may appoint qualified persons to be Lay Readers on the request of the Rector or Priest in Charge of a Parish or Mission with the consent of the Vestry or Executive Committee.

CANON 22: CLERGY OTHER THAN THE RECTOR OR ASSISTANT

No Clergy shall officiate in any Parish of this Church without the consent of the Rector or if there be no Rector, without the consent of the Bishop.

CANON 23: LAY REMOVALS TO OTHER PARISHES

The provision of Title I Canon 17, Section 4 of the Canons of The Episcopal Church shall apply in the removal of Lay persons to other Parishes. It shall be the obligation of all Lay persons moving from one Parish to another to ask for a letter or other evidence of transfer.

CANON 24: PARISH REGISTERS

A register is required by the Canons of the General Convention for the recording of all data pertinent to the ordinances of this Church. All records of Baptisms, Confirmations, Marriages, and Burials must include the full names of the individuals involved, with the full names of witnesses or sponsors, the date when such ordinance was administered, and the place of interment in the case of a burial. The Parish Register shall be in the keeping of the Rector or, if there be none, of the Senior Warden, who in any vacancy in the office of Rector shall make the required entries. Upon the Dissolution of a Parish, the Register of the Parish and other important papers shall immediately become the property of the Diocese and shall be deposited with the Registrar.

CANON 25 (Reserved)

**TITLE IV
DISCIPLINE AND WORSHIP**

CANON 26: ECCLESIASTICAL DISCIPLINE ¹

PART A: Multi-Diocese Agreement. The Diocese may enter into an Agreement to develop and share a Disciplinary Board and/or other resources necessary to implement Title IV of the Canons of the General Convention (respectively, “Title IV” and the “Church Canons”) with one or more other dioceses as authorized by Church Canon IV.5.3(i) (an “Agreement”). An Agreement and any amendment to it must be signed by the Bishop and ratified by Convention in a vote by Orders in like manner as for an amendment to the Diocese's Canons before becoming effective. During the effectiveness of an Agreement, the provisions of Part B below shall apply except as modified by the following provisions of this Part A of this Canon.

Section 1. Disciplinary Structure. The Disciplinary Board provided for in an Agreement shall be a court for the Diocese for the discipline of the Clergy of the Diocese. Members of that Board from the Diocese shall meet the eligibility requirements and be selected as provided in Part B,

¹ On October 19, 2010, the Bishops of the Dioceses of Vermont, New Hampshire and Maine signed a Multi-Diocesan Agreement, which subsequently was duly ratified by the Conventions of each Diocese. Hence, effective July 1, 2011, Part A of the revised Canon is in place and operative. A copy of the Agreement is appended to this Canon 26.

Sections 3(2)-3(4) below, except that the number of members shall be as provided in the Agreement and their terms shall be staggered so that as nearly as is practicable one-third of the members shall be elected each year. Vacancies among those members shall be filled as provided in Section 3(5) below.

Section 2. Intake Officer. The Intake Officer(s) for the Diocese shall be selected as provided in Part B, Section 3(8) below, except that the Bishop shall consult with the Standing Committee instead of the Board in making a selection.

Section 3. Investigator. The Investigator(s) for the Diocese shall be selected as provided in Part B, Section 3(9) below, except that the Bishop shall consult with the President of the Standing Committee instead of the President of the Board in making a selection.

Section 4. Church Attorney. The Church Attorney(s) for the Diocese shall be selected or removed as provided in Part B, Section 3(10) below, except that the Bishop shall consult with the President of the Standing Committee instead of the President of the Board in making a selection or removal.

Section 5. Clerk and Records. The Diocese shall be obligated to provide a Clerk and recordkeeping in accordance with Part B, Sections 3(13) and 5 below only to the extent that those

matters are not provided for in the Agreement.

PART B. Discipline.

Section 1. Purpose; Title IV of the Church Canons. This Canon adopts policies, procedures and structures to implement in the Diocese of Vermont (the “Diocese”) provisions for discipline set forth in Title IV for Clergy who, by their vows at ordination, have accepted both responsibility and accountability for the doctrine, discipline and worship of The Episcopal Church (the “Church”). Those provisions of Title IV of the Church 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. Definitions. The capitalized terms in this Canon shall have the meanings attributed to them in Church Canon IV.2 unless otherwise defined in this Canon. All references herein to Bishop shall mean the Bishop Diocesan or the Bishop Coadjutor if specific jurisdiction for matters contemplated by Title IV of the Canons of the Church has been assigned to the Bishop Coadjutor in accordance with III.11.10(a)(2) of the Church Canons.

Section 3. Disciplinary Structure.

(1) **Disciplinary Board.** There is hereby created a court for the Diocese to be known as the Disciplinary Board (the “Board”). The Board shall consist of nine persons, five of whom shall be Clergy members and four of whom shall be Lay persons.

(2) **Clergy Members.** The Clergy members of the Board must be canonically and geographically resident within the Diocese.

(3) **Lay Members.** The Lay members of the Board shall be Adult Communicants in Good Standing, and registered in a congregation in the Diocese.

(4) **Election and Terms.** The initial members of the Board will be appointed by the Bishop with the advice and consent of the Standing Committee, to serve until January 1, 2012. Thereafter, the members of the Board shall be elected by the Convention. Subject to Part A.1 of this Canon, the Convention in 2011 shall elect one Clergy member and two Lay members for a term of one year, two Clergy members and one Lay member for a term of two years, and two Clergy members and one Lay member for a term of three years. Thereafter, three members shall be elected annually 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 each member except the initial members shall commence on the first (1st) day of the year following election.

(5) **Vacancies.** 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.

(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 below, the term of any person selected as a replacement Board member shall be until the first day of the year following 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.

(6) **Preserving Impartiality.** In any proceeding under Title IV, if any member of a 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.

(7) **President.** Within forty-five (45) days following the annual Convention, the sitting Board President shall convene a meeting of the Board to elect a President to serve for the following calendar year.

(8) **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.

(9) **Investigator.** The Bishop shall appoint one or more Investigators in consultation with the President of the Board. The Investigator may, but need not, be a Member of the Church. The compensation and terms of appointment of each Investigator will be provided in a written retainer agreement to be entered into between the Diocese and the Investigator.

(10) **Church Attorney.** The Bishop in consultation with the Chancellor and President of the Board shall appoint one or more Church Attorneys. Each person so selected must be a Member of the Church and a duly licensed attorney, but need not reside within the Diocese. The Bishop may, with the advice and consent of the Chancellor and President of the Board, remove a Church Attorney from that position at any time for cause, which shall include but not be limited to matters of importance to the good order and well-being of the Diocese. Each Church Attorney will execute a written retainer agreement setting forth the compensation and other terms of engagement of the Church Attorney, which agreement will specifically require the Church Attorney to render periodic reports and submit reasonably detailed budgets for each matter pending from time to time and assigned to the Church Attorney.

(11) **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 Church Canon IV.8 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.

(12) **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.

(13) **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.

(14) **Panels.** In accordance with Church Canon IV.2, a Reference Panel shall be composed of the Intake Officer who received the information concerning an Offense, the President of the Board and the Bishop. In accordance with Title IV, a Conference Panel and a Hearing Panel shall be chosen by the President of the Board; provided, however, in the event a Conference Panel shall have more than one member, the Panel shall include at least one Clergy and one Lay member. Each Hearing Panel shall include at least one Clergy and one Lay member.

(15) **Accord.** Except for an Accord issued in accordance with Church Canon IV.9, no less than thirty (30) days prior to the issuance of an Accord, the Bishop shall be afforded an opportunity to be heard on the proposed terms of the Accord.

(16) **Order.** No less than thirty (30) days prior to the issuance of an Order, the Bishop and Complainant shall be afforded an opportunity to be heard on the proposed terms of the Order in accordance with Church Canon IV.14.7.

Section 4. Costs and Expenses. Unless otherwise expressly provided in this Canon, all costs, expenses and fees incurred under Title IV and this Canon shall be the obligation of the person incurring them. The Diocese shall reimburse reasonable and necessary expenses of the Board, Intake Officer, Advisors appointed by the Bishop, and Clerk as may be approved by both the Bishop and the Executive Council. Under certain circumstances the Diocese may reimburse certain fees and expenses of other parties to a proceeding upon the recommendation of the Bishop and the consent of the Standing Committee. Except for the provisions of Church Canon IV.19.23(b), this Canon shall provide the exclusive procedure and method for reimbursement or payment of costs, expenses and fees incurred in a proceeding under Title IV and this Canon.

Section 5. Records.

(1) **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.

(2) **Permanent Records.** The Bishop shall make provision for the permanent storage of records of all proceedings under this Canon at the Diocesan Archives and the Archives of the Episcopal Church, as prescribed in Title IV.

Section 6. Privileged Communications. The term “Privileged Communication” as defined in Church Canon IV.2 shall include communications between parties to a Civil Union to the same extent as between married persons.

Section 7. Ecclesiastical Nature. Disciplinary proceedings under Title IV and this Canon are neither civil nor criminal but ecclesiastical in nature and represent determinations by the Church of who may serve as members of the Clergy of the Church, and further represent the hierarchical polity and order of the Church.

AGREEMENT FOR JOINT ADMINISTRATION OF TITLE IV

This is an agreement dated as of October 1, 2010 among the Dioceses of Maine, New Hampshire and Vermont (jointly, the “Dioceses”, and individually, “Maine,” “New Hampshire” and “Vermont”), for the joint administration and staffing of matters of clergy discipline under Title IV of the Canons of the General Convention of The Episcopal Church (“Title IV”) arising in the Dioceses.

1. The Disciplinary Board.

a. There will be one Disciplinary Board for the Dioceses, consisting of eleven persons, six of whom will be Priests or Deacons of The Episcopal Church and five of whom will be lay persons, selected as provided below. The Disciplinary Board will constitute the only Court instituted by each of the Dioceses within the meaning of Article IX of the Constitution of The Episcopal Church.

b. Each of the Dioceses will select as members of the Disciplinary Board each year two persons who are either Priests or Deacons and one lay member. In addition, on a rotating basis two of the Dioceses will select a fourth member of the Disciplinary Board, who shall be a lay person. The Diocese that will select only three members will change every three years; for the three years commencing January 1, 2012, Maine will select three members; for the three years commencing January 1, 2015, New Hampshire will select three members; and for the three years commencing January 1, 2018, Vermont will select three members. Thereafter the rotation will continue in like manner for the duration of this agreement.

c. Selection of members of the Disciplinary Board will be in a manner provided by the Canons of the Diocese selecting the member, provided that all members of the Disciplinary Board shall meet the requirements of Title IV.

d. Any vacancy in the membership of the Disciplinary Board will be promptly filled by the Diocese selecting the prior member whose resignation or declination to serve, death, disability rendering the member unable to act, or loss of qualification for membership created the vacancy.

e. On or before December 1 of each year, the Bishop of each of the Dioceses or the Bishop’s designee will notify the then President of the Disciplinary Board of those persons selected from that Diocese to serve for the ensuing year as members of the Disciplinary Board. The President will call a meeting of the Disciplinary Board to be held in January of the following year, which may be held by conference call or other electronic means affording simultaneous

audio communication, at which the Disciplinary Board will elect a President to serve for the year and until a successor President is elected.

f. For the period July 1, 2011 to December 31, 2011, Maine will be the Diocese to select only three members, Vermont and New Hampshire will select four members and all persons selected as members will serve terms expiring on December 31, 2011. Thereafter, and notwithstanding that a Diocese may select Board members for longer terms, for the purposes of this agreement the term of each person selected as a member will be for a calendar year, but there will be no limit to the number of successive terms that a member may serve. If a member's term expires after that person has been appointed to a Conference Panel or a Hearing Panel for a specific matter, but before the matter is finally disposed of, and the member is not selected to continue as a member from that Diocese, the member shall nonetheless continue as a member of the Disciplinary Board for the sole purpose of continuing to serve on the Panel for that matter until final disposition thereof.

2. Other Title IV offices.

a. Each of the Dioceses will make such provision for Church Attorneys, Intake Officers, Advisors, Investigators, Conciliators and other persons acting under Title IV as it may choose, and will notify the other Dioceses and the President of the Disciplinary Board of the names and contact information of the persons designated for those offices.

b. Each of the Dioceses will also notify the other Dioceses and the President of the Disciplinary Board of the names and terms of engagement of such of its Advisors, Investigators, or Conciliators as may be available to the other Dioceses for those services.

3. Conduct of Cases

a. The Diocese within which the Respondent is canonically resident shall be responsible for designating a Church Attorney to be assigned to the matter, and shall provide all other Title IV personnel required, although such personnel may be from one of the other Dioceses.

b. In selecting a Conference Panel and a Hearing Panel for any case, the President will first decide whether the Conference Panel will be one or more than one person. If the Conference Panel is to be only one person, the President will select that person by drawing by lot a name from among all the names of the Disciplinary Board members who are not disqualified. The President will select the Hearing Panel, and the Conference Panel if it is to be more than one person, by dividing the names of the Disciplinary Board members who are not disqualified into two pools, clergy and lay, and drawing one member of each Panel by lot from each of the two pools. Thereafter, the names remaining in the two pools will be mixed together in a single pool from which the President will draw by lot names to complete the two Panels.

c. Wherever appropriate and consistent with the values expressed in Canon IV.1, the Disciplinary Board and each of its Panels may conduct proceedings using technology that facilitates distance meetings in order to conserve resources.

d. For each proceeding, the Reference Panel will consist of the Intake Officer for the Diocese of canonical residence of the subject member of the clergy (and if there be more than

one Intake Officer in that Diocese, then the Intake Officer assigned by the Bishop to the proceeding), the President of the Disciplinary Board, and the Bishop of that Diocese.

e. In addition to the provisions of Canon IV.19.14 of Title IV, the integrity of the Disciplinary Board shall be maintained by permitting the Church Attorney or a Respondent to challenge a member of the Disciplinary Board or Panel appointed for a proceeding on grounds of conflict of interest or undue bias. The Disciplinary Board shall determine whether a challenge is relevant and well-founded in accordance with Canon IV.19.15 of Title IV.

4. Fees and Expenses

a. Expenses of the Disciplinary Board in carrying out its duties in a proceeding will be the responsibility of the diocese of canonical residence of the subject member of the clergy. Expenses of the Disciplinary Board not incident to a particular proceeding will be borne equally by the Dioceses.

b. Unless expressly provided otherwise in the canons of the diocese of canonical residency of the subject member of the clergy or in this agreement, all costs, expenses and fees incurred under Title IV or otherwise in the administration of matters of clergy discipline shall be the obligation of the person incurring them.

5. Applicability of Title IV.

a. This agreement establishes policies, procedures and structures to implement Title IV in the Dioceses for the discipline of Priests and Deacons, who by their vows at ordination, have accepted both responsibility and accountability for the doctrine, discipline and worship of The Episcopal Church. In the event any provision of this agreement is in conflict with or inconsistent with Title IV in a material way, the provisions of Title IV shall prevail.

b. The Disciplinary Board established by this agreement is intended to serve as the Disciplinary Board under Title IV for each of the Dioceses, and is responsible for carrying out all of the duties of a Disciplinary Board within each of the Dioceses.

6. Effective Date

a. This agreement will become effective on July 1, 2011, provided that prior to that date each of the Conventions of the Dioceses shall have ratified it in a vote by Orders in like manner as for an amendment to the Diocese's Canons.

7. Duration and Amendment

a. This agreement, once it has become effective, will remain in effect until the end of the calendar year following the year in which the Bishop of one or more of the Dioceses, having received the concurrence of the Bishop's Convention, sends written notice to the Bishops of the other Dioceses of the termination of this agreement. If any proceeding has been commenced and is still ongoing as of the termination date, this agreement shall remain in effect solely with respect to such proceeding until the final disposition thereof.

b. Any amendment to this agreement must be in writing and signed by the Bishops of each of the Dioceses and be concurred in by the Conventions of each of the Dioceses in a vote by Orders in like manner as for an amendment to the Diocese's Canons, and will be effective not

CANON 27: COMMISSION ON MINISTRY

1. The Commission on Ministry is established to advise and assist the Bishop in determining the present and future opportunities and needs for the ministry of all the baptized; and designing and overseeing the process of discernment, formation, and assessment of readiness, in accordance with Title III, Canon 3 of The Episcopal Church.

2. Membership:

(a) The Bishop shall *ex officio* be a member of the Commission and shall designate a Chair. The Bishop Coadjutor and the Bishop Suffragan, if there be such, shall *ex officio* be members of the Commission.

(b) Membership of the Commission on Ministry will include no fewer than eight and no more than 12 members at least four of whom are clergy, and four 4 lay. Members shall be appointed by the Bishop with the advice of the Standing Committee and such other persons as the Bishop may choose to consult.

3. The duties of the Commission shall be those prescribed in Canon III.2 of the Canons of The Episcopal Church and such other duties relating to the ministry of this Diocese as shall be assigned by the Bishop.

4. The Bishop, with the advice of the Commission, may require all persons seeking Holy Orders to participate in such counseling and evaluation programs as the Bishop may deem necessary and advisable.

5. To provide moral and spiritual support for newly ordained Clergy, and to strengthen those actively engaged in ministry, the Commission may establish such support procedures as it may deem advisable, and may require the participation of the Clergy of the Diocese, as far as practicable.

CANON 28: SABBATICAL LEAVES FOR CLERGY

Every person in the Holy Orders canonically resident in this Diocese shall following each five year period of service in this Diocese, be entitled to a leave of absence for four months for spiritual and intellectual refreshment and shall be entitled to full compensation during such period of leave; provided, however, that no person shall be eligible for such leave unless the person shall have served in the position from which leave is to be taken for at least three years.

All leaves shall be subject to approval of the Bishop.

CANON 29A: ROCK POINT SCHOOL

1. The Rock Point School is a Diocesan Institution; the Diocese is wholly responsible for its financial support and its proper management.

2. The management of the School and its affairs shall be in the hands of a Board of Trustees of Rock Point School consisting of the Bishop of the Diocese, *ex officio* Chair, and twelve (12)

members elected by the annual Convention. Trustees shall be elected annually for a full term of three years. Trustees may serve no more than two consecutive terms, but may be reelected after absence of at least one year. Vacancies on the Board may be filled by the Board until the next annual Convention.

3. The Board of Trustees of Rock Point School shall elect its own officers (except the Chair) and adopt its own bylaws and rules. It shall have full jurisdiction and authority over the management and operation of the School including the curriculum, discipline, and regulation, and the engagement or dismissal of the faculty and the staff. It shall make a full and comprehensive report to each annual Convention of the Diocese.

CANON 29B: BROOKHAVEN TREATMENT AND LEARNING CENTER, INC.

1. Brookhaven Treatment and Learning Center, Inc. is a Diocesan Institution in the fullest and most comprehensive sense of the term; the Diocese is wholly responsible for its proper management.

2. The management of the Center and its affairs shall be in the hands of a Board of Trustees consisting of the Bishop of the Diocese of Vermont and nine others, two-thirds of whom must be members in good standing of the Diocese, three members elected each year. The Bishop is ex officio a member of the Board of Trustees. The Trustees shall be elected by the annual Convention, three members elected each year to serve for a full term of three years each. No member of the Board of Trustees shall be eligible to serve for more than two consecutive terms. Vacancies on the Board may be filled by the Board until the next annual Convention.

3. The Board of Trustees shall have the right to elect its own officers and adopt its own bylaws and rules. It shall have full jurisdiction and authority over the management and operation of the Center, including the program, discipline and regulation, and the engagement or dismissal of the faculty and nonprofessional staff. However, the Priest or other person in charge of the Center, may only be engaged or dismissed with the consent of the Bishop. The other nine Trustees shall not have final say either in the engagement or the dismissal of the Priest or other person appointed to be in charge of the Center. The Board of Trustees shall make a full report to each annual Convention of the Diocese.

4. The Board of Trustees shall have authority to amend the Articles of Incorporation of the Center so that its Articles of Incorporation will be in accordance with the Canons of the Diocese of Vermont.

5. (a) The Chapel of Christ the King, which serves the Center and, as well, has a congregation from outside the Center, is hereby granted one Lay Delegate to Convention with voice and vote, to be elected by the Annual Meeting of the Chapel from among the Episcopalian communicant members of the Chapel.

(b) The Chapel Meeting shall be the official governing body of the Chapel Congregation. In the event the Diocese shall establish independent missionary work in the area, this section shall be considered null and void.

CANON 29C(a) - ROCK POINT CENTER

1. Establishment and Oversight

Rock Point Center, Inc. (hereinafter "the Center") is a Vermont nonprofit corporation. The Episcopal Diocese of Vermont, acting through its Executive Council, is the sole member of the corporation.

2. Facilities and Scope of Oversight

The Center has oversight of lands, facilities and buildings as outlined in a separate lease between the Center and The Trustees of the Diocese of Vermont, Inc. Much of these lands are encumbered by a conservation easement and the Center must adhere to the requirements of the easement. While these lands, facilities and buildings are located within the broader Rock Point property, they fall under the direct programmatic and operational oversight of the Center. Use of surrounding lands-such as woodlands, meadows, gardens, and trails-must align with policies established by the Commons Stewardship Council, with which the Center shall coordinate.

3. Mission and Purpose

The Center is responsible for stewarding Rock Point as a sanctuary aligned with the Episcopal Diocese of Vermont's mission and ministry- supporting new forms of worship, care for creation, compassionate service, and reconciliation. It shall manage public access in ways that protect both the land's long-term conservation and its role as the Diocese's spiritual home. The Center will also create programs and partnerships that build a sustainable future for Rock Point, grounded in the Church's values.

4. Governance Structure

The governance of the Center shall be vested in the Center's Board of Directors, which shall provide strategic leadership, fiduciary oversight, and policy governance. The Board shall be composed of:

- a. The Bishop, serving ex officio as President;
- b. A member of the Board of the Trustees of the Diocese of Vermont, Inc., designated by the Board;
- c. Three members to be elected at annual Convention with staggered terms of three years, not all of the same order; and
- d. And up to nine members appointed by the Bishop with terms of three years and attention given to achieving a reasonable staggering of terms and including one or more canonically resident Clergy members.

The Board may appoint individuals to fill interim vacancies for the members elected by Convention, with such appointments lasting until the next annual Convention.

5. Authority and Responsibilities

The Bishop may serve as Board Chair or may designate another Board member to serve as Chair. The Board shall elect a Vice Chair and Secretary, and shall adopt bylaws, rules and procedures for its operation. The Board shall have full jurisdiction over the management and operations of the Center, including matters of mission, programming, staffing, maintenance, and security. The President in consultation with the Board shall have authority for the engagement and dismissal of the Center's Executive Director. The Board shall submit a comprehensive written report to each annual Convention. The annual report shall summarize major actions of the Board, expenditures of funds, an outline of the proposed budget for the coming year, and future plans.

CANON 29C(b) - COMMONS STEWARDSHIP COUNCIL

1. Definition and Title

Rock Point refers to the entire 135-acre Rock Point property situated on Lake Champlain in Burlington, Vermont (the "Rock Point property"). Legal title to the Rock Point property is held by The Trustees of the Diocese of Vermont, Inc., a nonprofit corporation chartered by the Vermont General Assembly in 1880 and established as a Diocesan Institution under Canon 11. Much of the Rock Point property is encumbered by a conservation easement.

2. Purpose and Diocesan Responsibility

The Rock Point property serves as a spiritual, educational, and administrative center for the Diocese, which bears full responsibility for its financial sustainability and effective management and is its sole beneficiary.

3. Establishment and Scope of Stewardship

a. The Commons Stewardship Council (hereinafter "the Stewardship Council") is an unincorporated covenantal body established to oversee the stewardship of the shared lands and infrastructure on the Rock Point property. The members of the covenant are Rock Point Center, Inc. (the "Center"), Rock Point School and the Diocese. The shared lands and infrastructure include woodlands, meadowlands, gardens, roadways, parking areas, trails, the solar orchard, and all other lands, structures, and improvements on the property not under the sole management of the Bishop, the Diocesan Office, Rock Point School, or Rock Point Center. For clarity, excluded lands and facilities include the Rock Point School and its two residences, the Bishop's House, the Diocesan Office, and the buildings overseen by the Center. The Stewardship Council, in consultation with the Center's Board, will develop and maintain a map showing these various Rock Point property oversight responsibilities.

b. The Stewardship Council shall develop and propose policies governing the use, conservation, security, maintenance, and long-term care of Rock Point's shared lands and infrastructure. The policies may include proportional assessments on covenant members. The Executive Council will review and act on the proposals. All covenant members must observe and follow the approved policies. The Bishop may review any policy approved by the Executive Council, following which the Bishop may affirm, amend, or return the policy to the Executive Council for reconsideration.

c. The Council may, by mutual agreement and with appropriate compensation, delegate specific implementation responsibilities to the Center, Rock Point School, the Diocese, or the contractor, vendor, another party chosen by the delegated party. In such cases, the delegated entity shall act as a steward of shared resources and shall be accountable to the Stewardship Council for all delegated duties.

4. Funding and Fiscal Responsibilities

The work of the Stewardship Council shall be supported by annual financial contributions from the Diocese, Rock Point School, the Center, and by dividends from the Rock Point Conservation Easement Endowment Fund. A central function of the Stewardship Council is to develop and maintain a capital reserve policy to ensure the long-term care of shared lands and infrastructure, including the setting of equitable annual assessments for covenant member organizations. The

Stewardship Council shall submit a comprehensive written report to each annual Convention. The annual report shall summarize major actions of the Council, expenditures of funds, an outline of the proposed budget for the coming year, and future plans.

5. Assessment Process and Conflict Resolution

- a. The Council shall annually review Rock Point's capital and operational needs and propose proportional assessments on the covenant members, based on agreed-upon factors.
- b. In the event of disagreement among covenant members, a neutral third-party facilitator may be engaged to mediate and recommend a resolution to The Trustees of the Diocese of Vermont, Inc., whose decision shall be final.

6. Membership and Terms

The Stewardship Council shall be composed of the following:

- a. A person appointed by the Bishop representing the Diocese;
- b. A person appointed by The Trustees of the Diocese of Vermont, Inc. Board;
- c. One or two persons appointed by the Rock Point School Board;
- d. One or two persons appointed by the Rock Point Center Board; and
- e. In addition, one or two representatives of the Lake Champlain Land Trust will be invited to participate in discussion and collaboration related to the conservation easement.

Council members shall serve staggered three-year terms and may be reappointed.

CANON 29D: MISSION FARM

1. Mission Farm, a ministry associated with the Church of Our Saviour, Killington, is established as a Diocesan Institution. The Diocese is wholly responsible for its proper management.

2. The management of Mission Farm and its affairs shall be the responsibility of an Executive Director appointed by the Bishop and assisted by an advisory council whose members shall be appointed by the Executive Director with the consent of the Bishop.

3. Mission Farm serves as a center for connection, conservation and justice. Mission Farm seeks to be a catalyst and model of earth-conscious missional vitality for the Diocese.

4. Mission farm shall submit, in timely fashion, an annual report and such other reports as may be necessary or desired, to the Bishop, the Board of Trustees of the Diocese of Vermont, Inc., the Commission on Finance Commission, and the Convention.

CANON 30: CAUTION IN SIGNING CERTIFICATES OF CANDIDATES

As nothing is more disturbing to the peace of the Church and the honor of the Gospel than the admission of unworthy persons to the Office of the Ministry, care shall be taken that the certificates given to Candidates be in all cases founded on reasonable evidence of the facts alleged. Should it be found that the certificates have been signed rashly and unadvisedly, without due care and caution, the signers, whether Clergy or Lay persons, shall be liable to ecclesiastical censure.

CANON 31: DUE OBSERVANCE OF SUNDAY

All members of this Church shall celebrate and keep the Lord's Day, commonly called Sunday, by regular participation in the public worship of the Church, by hearing the word of God read and taught, in private prayer and other exercises of devotion and in acts of charity.

CANON 32: THE OBSERVANCE OF LENT

It shall be the duty of all Parish Clergy of the Church in this Diocese to use the sacred season of Lent as a time in which to call upon the Parish members to take stock of their lives that they may resolve to amend their ways.

This shall be done regularly under the Canons of the Church and also under the direction of the Chief Pastor, the Bishop of the Diocese.

CANON 33: THE INSTRUCTION OF CHILDREN

Every Parish Minister shall be diligent in instructing the children of the Parish in the ways and teachings of the Church covering its doctrines, polity, history, and liturgy.

CANON 34: MARRIAGE AND DIVORCE

1. The Clergy of the Diocese shall familiarize themselves with the laws of the State of Vermont relating to Marriage and Divorce and obey them. They shall carefully record their acts in the Parish register and with the proper authorities.
2. The solemnization of Holy Matrimony shall be solely in accordance with the Canons of General Convention.
3. Regulations regarding Holy Matrimony shall be solely in conformity with the Canons of General Convention.

CANON 35: THE MUSIC OF THE CHURCH

It shall be the duty of every Minister to see that music is used in the Parish 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 the Rubrics or by the General Convention of this Church. To this end, the Minister shall be the final authority in the administration of matters pertaining to music with such assistance as the Minister may see fit to employ from persons skilled in music. It shall be the Minister's duty to suppress all light and unseemly music and all irreverence in the rendition thereof.

TITLE V GENERAL

CANON 36: VERMONT ECUMENICAL COUNCIL

1. The Diocese at its annual Convention shall elect one person to the Board of Trustees of the

Vermont Ecumenical Council for a term of three (3) years.

2. In the event that a Trustee so elected shall be unable to complete such term, the Bishop shall appoint a person to fill the unexpired term.
3. Trustees so elected may be from either the Clerical or the Lay Order.
4. The Bishop of the Diocese shall be a member of the Board of Trustees, in accordance with the bylaws of the Council.

CANON 37: AMENDMENTS TO CANONS

1. Amendments to these Canons may be proposed by any Delegate at any annual Convention. Every such amendment when proposed shall be referred to the Committee on Canons for consideration, to be reported on to the next annual Diocesan Convention. A simple majority of delegates present and voting shall be sufficient to effect the adoption of any amendment, except that, upon demand, the vote shall be taken by Orders, and majority of both Houses present and voting shall be necessary.
2. The Committee on Canons may submit proposed amendments to these Canons at any annual Convention for immediate adoption, instead of deferring action for one year, provided the submission of such proposed amendment is approved by a concurrent vote, by Orders, of two-thirds of those present and voting in each Order.
3. Pursuant to the action of the 1976 General Convention with respect to the ordination of women, these Canons shall be interpreted so that all references to Clergy and Lay officials shall apply to all persons without reference to gender.