

BY-LAWS
of the
EXECUTIVE COUNCIL OF THE GENERAL CONVENTION
and the
DOMESTIC AND FOREIGN MISSIONARY SOCIETY
Approved June 17, 2011

Preamble

The General Convention of The Episcopal Church created the Executive Council to have charge of the coordination, development, and implementation of the ministry and mission of the Church and to serve as the Board of Directors for the Domestic and Foreign Missionary Society of The Episcopal Church.

As a creature of the General Convention, the Executive Council is responsible to and accountable for its actions to the General Convention. In order to carry out this responsibility, the Executive Council adopted the following By-laws in accordance with the Constitution and Canons of The Episcopal Church. These By-laws supplement the Constitution and Canons

In all cases the Executive Council reaffirms its commitment to the mandates of the General Convention expressed in its resolutions and the Constitution and Canons of The Episcopal Church and the following By-laws should be interpreted to conform to the same.

ARTICLE I
NAME AND ORGANIZATION

Sec. 1 Name

The name is as prescribed in the Constitution and Canons of The Episcopal Church and the Articles of Incorporation of the Domestic and Foreign Missionary Society of The Episcopal Church ("the Society"). All references to the Executive Council ("the Council") shall also be deemed to refer to the Board of Directors of the Society, unless otherwise specified.

Sec. 2 Offices

The principal executive offices shall be located and maintained at the Episcopal Church Center, 815 Second Avenue, New York, New York 10017. The Council may also have offices at such other places as the Council may from time to time appoint.

ARTICLE II POWERS

Sec. 1 Powers

The powers of the Council and the Society are as prescribed in the Constitution and Canons of The Episcopal Church and the Articles of Incorporation of the Society.

Sec. 2 Conformity

Policy decisions respecting the nature and scope of the work to be carried out shall be made by the Council in conformity with the program established by the General Convention.

ARTICLE III MEMBERS

Sec. 1 Members

The members of the Council are as prescribed in the Constitution and Canons of The Episcopal Church.

Sec. 2 Term of Office

A member's term of office is as prescribed in the Constitution and Canons of The Episcopal Church.

Sec. 3 Resignation

Any member may resign by filing a written resignation with the Secretary of the Council.

Sec. 4 Removal

Removal of a member is as prescribed in the Constitution and Canons of The Episcopal Church.

Sec. 5 Vacancies

- (a) A vacancy is declared and filled by the body prescribed in the Constitution and Canons of The Episcopal Church.
- (b) When the Council is entitled to fill a vacancy, the Council shall adopt Rules of Order to prescribe the nomination and election of such persons.

Sec. 6 Duties and Responsibilities

- (a) Every member of the Council shall serve on a Joint Standing Committee or a Standing Committee of the Council.
- (b) Members of the Council are expected to serve as:
 - i. members of Ad Hoc Committees;
 - ii. members of Subcommittees;
 - iii. liaisons to Committees, Commissions, Agencies, and Boards.
- (c) Members of the Council may stand for election to serve as Council representatives to Anglican or ecumenical bodies.

- (d) Members and officers of the Council shall perform their duties and responsibilities as prescribed in the Constitution and Canons of The Episcopal Church and consistent with the obligations of trustees and directors of not-for-profit organizations.

Sec. 7 Seat and Voice

- (a) Seat and voice shall be granted to the individuals filling the following positions:
 - i. the Vice-President of the House of Deputies;
 - ii. a representative appointed by the Anglican Church of Canada
 - iii. a representative appointed by the Evangelical Lutheran Church in America;
 - iv. a representative appointed by the Moravian Church's Northern or Southern Provinces.

**ARTICLE IV
OFFICERS OF THE EXECUTIVE COUNCIL**

Sec. 1 Chair

- (a) The Chair of the Council is as prescribed in the Constitution and Canons of The Episcopal Church.
- (b) The Chair performs the duties as prescribed in the Constitution and Canons of The Episcopal Church; and the following additional duties:
 - i. performs duties incident to the office of chief executive;
 - ii. reports official acts and activities to the Council;
 - iii. serves *ex officio* as a member of all committees of the Council established by resolution or By-law.

Sec. 2 Vice Chair

- (a) The Vice Chair of the Council is as prescribed in the Constitution and Canons of The Episcopal Church.
- (b) The Vice Chair performs the duties as prescribed in the Constitution and Canons of The Episcopal Church; and the following additional duties:
 - i. reports official acts and activities to the Council;
 - ii. serves *ex officio* as a member of all committees of the Council established by resolution or By-law.
- (c) In the absence of the Chair, the Vice-Chair presides and assumes the duties of the Chair for a meeting.

Sec. 3 Secretary and Assistant Secretary

- (a) The Secretary of the Council is as prescribed in the Constitution and Canons of The Episcopal Church.
- (b) One or more Assistant Secretaries may be appointed by the Chair with the consent of the Council.
- (c) The Secretary performs the duties as prescribed in the Constitution and Canons of The Episcopal Church; and the following additional duties:

- i. performs duties incident to the office of the secretary of a not-for profit corporation;
 - ii. gives due notice of all meetings of the Council and Committees thereof;
 - iii. certifies when a quorum is met;
 - iv. keeps full and accurate minutes of all proceedings;
 - v. publishes minutes of the proceedings;
 - vi. certifies and maintain records of all actions of the Council;
 - vii. communicates to officers and members thereof all matters imposing any duty;
 - viii. corresponds on behalf of the Council to outside parties;
 - ix. maintains committee rosters;
 - x. maintains the calendar.
- (d) An Assistant Secretary performs duties as assigned by the Secretary.

Sec. 4 Treasurer, Assistant Treasurers, and Controller

- (a) The Treasurer of the Council is as prescribed in the Constitution and Canons of The Episcopal Church.
- (b) One or more Assistant Treasurers may be appointed by the Treasurer with the consent of the Chair.
- (c) The Chair shall appoint, in consultation with the Joint Audit Committee of the Council and the Domestic and Foreign Missionary Society and the consent of the Council, a Controller, who shall perform the duties of that office as prescribed by the Council.

ARTICLE V

OFFICERS OF THE DOMESTIC AND FOREIGN MISSIONARY SOCIETY

Sec. 1 President

- (a) The President shall be the Presiding Bishop of The Episcopal Church.
- (b) The President performs the duties as prescribed in the Constitution and Canons of The Episcopal Church; and the following additional duties:
 - i. serves as Chair of the Board of Directors of the Society;
 - ii. performs duties incident to the office of chief executive;
 - iii. serves *ex officio* as a member of all committees of the Board of Directors.

Sec. 2 Vice-Presidents

- (a) One Vice-President of the Society shall be the President of the House of Deputies and shall perform the following duties:
 - i. serves as the Vice Chair of the Board of Directors of the Society;
 - ii. serves *ex officio* as a member of all committees of the Board of Directors.
- (b) One Vice-President of the Society shall be the executive director who shall perform the following duties:

- i. provides regular reports to the Board of Directors;
- ii. serves *ex officio* as a member of the Board of Directors without vote;
- iii. perform additional duties that may be assigned.

Sec. 3 Secretary and Assistant Secretary

- (a) The Secretary of the Society shall be the Secretary of the Council.
- (b) One or more Assistant Secretaries may be appointed by the Chair with the consent of the Board of Directors.
- (c) The Secretary shall perform the following duties:
 - i. perform duties incident to the office of the secretary of a not-for-profit corporation;
 - ii. give due notice of all meetings of the Board of Directors and Committees thereof;
 - iii. certify when a quorum is met;
 - iv. maintain full and accurate minutes of all proceedings;
 - v. publish minutes of the proceedings;
 - vi. certify and maintain records of all actions of the Board of Directors;
 - vii. communicate to officers and members thereof all matters imposing any duty;
 - viii. correspond on behalf of the Board of Directors to outside parties;
 - ix. maintain committee rosters;
 - x. keep the calendar.
- (d) An Assistant Secretary shall perform duties as assigned by the Secretary.

Sec. 4 Treasurer, Assistant Treasurers, and Controller

- (a) The Treasurer of the Society shall be the Finance Officer of the Executive Council.
- (b) One or more Assistant Treasurers may be appointed by the Treasurer with the consent of the President.
- (c) The Chair shall appoint, in consultation with the Joint Audit Committee of the Council and the Domestic and Foreign Missionary Society and the consent of the Board of Directors, a Controller, who shall perform the duties of that office as prescribed by the Domestic and Foreign Missionary Society.

ARTICLE VI MEETINGS

Sec. 1 Meetings

The Council shall meet as prescribed in the Constitution and Canons of The Episcopal Church. All meetings of the Council shall also constitute meetings of the Board of Directors of the Society, unless otherwise provided by action of the Council.

Sec. 2 Call and Notice

- (a) Regular meetings and additional meetings of the Council are called as prescribed in the Constitution and Canons of The Episcopal Church.

- (b) When the Presiding Bishop or nine members call for an additional meeting to be convened, written notification shall be filed with the Secretary of the Council. The Executive Committee shall approve the time and place of an additional meeting. The Secretary shall give notice to the Council regarding the time and place of the additional meeting.

Sec. 3 Quorum and Voting

- (a) A quorum shall be as prescribed in the Constitution and Canons of The Episcopal Church.
- (b) Additional meetings of Council may be held electronically.
- (c) Remote voting at physical meetings is not permitted.
- (d) There shall be no proxy votes.

Sec. 4 Reporting

- (a) The Executive Officer of the General Convention, the Executive Director, and the Treasurer shall attend each meeting of the Council.
- (b) The Executive Council shall receive reports at each regular meeting from the Executive Officer of the General Convention, the Executive Director, and the Treasurer at each regular meeting of the Council.

Sec. 5 Actions

- (a) All proposed actions of the Council, except those of courtesy and privilege, shall be filed with the Secretary for referral to a Standing Committee or Joint Standing Committee of the Council for consideration.
- (b) The following may submit a resolution for consideration:
 - i. Members of the Council;
 - ii. Standing Committees, Joint Standing Committees, Committees, and Ad Hoc Committees of the Council;
 - iii. Task Forces of the General Convention;
 - iv. Standing Commissions, Committees, and Joint Standing Committees of the General Convention;
 - v. Boards and Agencies created by and required to report to the General Convention;
 - vi. Dioceses of The Episcopal Church;
 - vii. Provinces of The Episcopal Church;
 - viii. three General Convention deputies acting in concert;
 - ix. three bishops of The Episcopal Church acting in concert.

The Secretary shall assign such resolutions to a Joint Standing Committee or Standing Committee of the Council for consideration.

All resolutions and proposed actions, except those originating from a Standing Committee or Joint Standing Committee of the Council, shall be submitted to the Secretary of the Council no later than 30 days prior to the meeting date.

- (c) Actions of the Council shall be certified and a record maintained by the Secretary.

Sec. 6 Open Meetings

All meetings of the Council shall be open to the public, except when the Council enters into Executive Session.

Sec. 7 Executive Session

- (a) The Council may enter into Executive Session by motion and a two-thirds vote of the members present. Such motion shall include the purpose of the Executive Session and identify special invitees or employees and staff as may be necessary to remain.
- (b) Members and others present may not divulge anything that occurs during the Executive Session. The Council may authorize the disclosure of specified information from the Executive Session.
- (c) No action may be adopted during Executive Session.
- (d) Confidential minutes may be taken and maintained by the Secretary.

ARTICLE VII

Executive Committee

Sec. 1 Members

- (a) There shall be an Executive Committee of the Council elected at the first meeting of Council each Triennium.
- (b) The voting members shall consist of the following:
 - i. the Chair;
 - ii. the Vice Chair;
 - iii. six members elected at-large by the Council to include at least two members serving the first triennium of their current term.

Sec. 2 Other Attendees

The Secretary, the Treasurer, and the Executive Director shall attend each meeting of the Executive Committee unless excused by the Chair.

Sec. 3 Meetings

- (a) A quorum shall consist of five voting members.
- (b) The Executive Committee shall meet at least once between, but not in conjunction with, each regular meeting of the Council. Such meeting may be cancelled upon the unanimous consent of the Executive Committee.
- (c) The Chair, or the Vice Chair, or three elected members of the Executive Committee may call additional meetings.
- (d) Actions taken by the Executive Committee on behalf of the Council shall require a majority of all the voting members of the Executive Committee whether or not present. Actions shall be subject to ratification by the Council at its next meeting.

- (e) The Chair shall preside. In the absence of the Chair, the Vice Chair shall preside.
- (f) Minutes of each meeting shall be distributed to the Council within fourteen business days after the meeting

Sec. 4 Duties

- (a) The duties of the Executive Committee shall include the following:
 - i. develop the agenda for each meeting of the Council;
 - ii. monitor progress on Council initiatives and resolves;
 - iii. undertake work delegated by the Council;
 - iv. confer and take action on extraordinary matters.

ARTICLE VIII Committees

Sec. 1 Committees Created by Action of the General Convention

- (a) A current list of active committees created by action of the General Convention is listed in the Appendix and will be maintained by the Secretary of the Council.
- (b) The Joint Audit Committee of the Council and the Domestic and Foreign Missionary Society is as prescribed in the Constitution and Canons of The Episcopal Church. The Joint Audit Committee performs the duties as prescribed in The Constitution and Canons of The Episcopal Church. The Council shall review and approve the Joint Audit Committee Charter on an annual basis.

Sec. 2 Committees Created by Action of Executive Council

- (a) A current list of active committees created by action of the Council is listed in an Appendix and will be maintained by the Secretary of the Council.
- (b) Resolutions establishing a committee shall include the purpose of the committee, composition of its membership, reporting responsibility, and budget.
- (c) Members of all committees are nominated by joint action of the Chair and Vice Chair and appointed by the Council.
- (d) A committee's duration will expire at the second General Convention following its creation, unless otherwise specified by the Council.
- (e) Every committee shall provide in writing an annual report to the Council of its work and activities.

Sec. 3 Joint Standing Committees Created by the Executive Council and the Domestic and Foreign Missionary Society

- (a) There shall be a Joint Standing Committee on Governance and Administration for Mission of the Council and the Society, which shall be responsible for reporting to the Council and the Society and recommending action on all governance, administrative, or other such matters assigned to it from time to time by the Council, or the Society, or the Chair of the Council.

- (b) There shall be a Joint Standing Committee on Finances for Mission of the Council and the Society, which shall be responsible for reporting to the Council and the Society and recommending action on all financial, budgetary, or other such matters assigned to it from time to time by the Council, or the Society, or the Chair of the Council.
- (c) A Joint Standing Committee shall have the power to create subcommittees to carry out specific work. Subcommittees shall consist of members of the Joint Standing Committee, and may include other members of the Council and other persons of particular ability and expertise. A subcommittee is responsible to and reports to the Joint Standing Committee that created it. The chair of a Joint Standing Committee has the authority to appoint the membership of a subcommittee.
- (d) Appointment of Joint Standing Committee members is as prescribed by the Constitution and Canons of The Episcopal Church.
- (e) Each Joint Standing Committee shall have a chair, jointly appointed from the members by the Chair and Vice Chair of the Council. The Joint Standing Committee may elect a vice chair and secretary. Each Joint Standing Committee shall have authority, with Council approval, to invite other persons of particular ability and expertise on an *ad hoc* basis to work with the Joint Standing Committee on selected projects.

Sec. 4 Standing Committees Created by the Executive Council

- (a) There shall be three Standing Committees of the Council: Local Ministry and Mission, Advocacy and Networking for Mission, and World Mission. The work committed to the Council by General Convention and arising out of the mission and ministry needs of the Church shall ordinarily be assigned to one of these Standing Committees for review prior to consideration by the entire Council. A Standing Committee shall also consider such matters assigned by the Council or the Chair of the Council
- (b) A Standing Committee shall have the power to create subcommittees to carry out specific work. Subcommittees shall consist of members of the Standing Committee, and may include other members of the Council and other persons of particular ability and expertise. A subcommittee is responsible to and reports to the Standing Committee that created it. The chair of a Standing Committee has the authority to appoint the membership of a subcommittee.
- (c) Appointment of Standing Committee members is as prescribed by the Constitution and Canons of The Episcopal Church.
- (d) Each Standing Committee shall have a chair, jointly appointed from the members by the Chair and Vice Chair of the Council. The Standing Committee may elect a vice chair and secretary. Each Standing Committee shall have authority, with Council approval, to invite other persons of particular ability and expertise on an *ad hoc* basis to work with the Standing Committee on selected projects.

Sec. 5 Joint Committees Created by the Executive Council

(a) Duties

- i. There shall be a Joint Investment Committee whose charter shall be adopted by the Council.
- ii. The Joint Investment Committee's charter shall be reviewed annually by the Joint Investment Committee and the Council and renewed annually by the Council.

(b) Membership and Term

- i. The Investment Committee shall consist of the Treasurer of the Council, along with at least six, but no more than nine additional members.
- ii. Members of the Investment Committee shall be nominated jointly by the Chair and Vice Chair of the Council and elected by the Council.
- iii. Members shall serve for a term of three years or until a successor has been elected. Members may serve two consecutive terms, after which three years must elapse before the member may be reelected.

Sec. 6 Ad Hoc Committees Created by the Executive Council

(a) The Council may by resolution form *ad hoc* committees as necessary and from time to time may consolidate, reorganize, discontinue, or add to the same.

(b) A current list of active *ad hoc* committees created by action of the Executive Council is listed in an Appendix and will be maintained by the Secretary of the Council.

ARTICLE IX

Parliamentary Authority

The proceedings of the Council and all committees thereof shall be governed by the Rules of Order adopted by the Council as provided in the Appendix.

ARTICLE X

Indemnification

(a) All members of the Council, as well as officers thereof, shall be indemnified to the fullest extent now or hereafter permitted by law in connection with any actual or threatened action or proceeding (including civil, criminal, administrative, or investigative proceedings) arising out of their service to the Council or to another organization at the Council's request.

(b) Persons who are not directors or officers of the Council, but who are employees or agents thereof, acting within the scope of their employment, shall be similarly indemnified in respect of such service.

(c) The provisions of this section shall be applicable to actions or proceedings commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof and to persons who have ceased to be members of the Council, or officers or employees thereof, and shall inure to the benefit of their heirs, executors, and administrators.

ARTICLE XI
Amendment

(a) After each meeting of the General Convention, the Council shall review the By-laws for conformity with the Constitution and Canons of The Episcopal Church.

(b) These By-laws may be amended or repealed in whole or in part by a majority vote.

(c) Notice of the proposed changes shall be sent by the Secretary no later than 30 days before the meeting.

APPENDIX - Committees Created by Action of General Convention

Budgetary Funding Task Force
Executive Council Committee on Anti-Racism
Executive Council Committee on HIV/AIDS
Executive Council Committee on Science, Technology and Faith
Executive Council Committee on the Status of Women
Executive Council Committee on Strategic Planning

APPENDIX - Committees Created by Action of Executive Council

Episcopal News Service Advisory Committee
Executive Council Archives Strategy Committee
Executive Council Committee on Corporate Social Responsibility
Executive Council Committee on Indigenous Ministries
Executive Council Investment Committee
Executive Council Jubilee Advisory Committee
Executive Council Economic Justice Loan Committee

APPENDIX - Ad Hoc Committees Created by Executive Council

Executive Council D020 Task Force (Anglican Covenant)
Executive Council INC 055 Task Force (UTO)