

A HANDBOOK
FOR
EXECUTIVE COUNCIL

(Revised 8/09)

A Handbook for Executive Council

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A HANDBOOK FOR EXECUTIVE COUNCIL

Part I: The Organization of the Executive Council

INTRODUCTION AND HISTORY

The Protestant Episcopal Church in the United States of America began its life at the same time as the United States of America. "In the beginning, one was a confederation of independent states, and the other, to some extent, a confederation of congregations. Both had strong opposition to any form of centralized government." (*White & Dykman*) The development of state and church, however, differed.

The executive branch of government grew over time, while the executive branch of the church did not. The church began its life with neither presiding officer, nor central governing power, except for the triennial General Convention whose function was chiefly legislative. That was the case for 130 years until the General Convention of 1919, which enacted Canon 60, "Of the Presiding Bishop and Council." Canon 60 created a strong form of centralized government by creating a central body for administration of the church's work. It gave to the Presiding Bishop and the National Council not only the work that the General Convention might refer to it, but the "power to initiate and develop such new work as it may deem necessary."

Over the years the General Convention has amended the canons that govern Council. In 1964, Convention changed the name to Executive Council and in 1976, added "of the General Convention." Its duty is now described as "[carrying] out the program and policies adopted by the General Convention." It is also charged with "the coordination, development, and implementation of the ministry and mission of the Church," including the power to initiate and develop new work. Canons I.4.a(a); I.4.2(e). The Executive Council also constitutes the Board of Directors of the Domestic and Foreign Missionary Society (DFMS).

Executive Council is made up of 38 members, plus officers. Eighteen members are elected by the nine Provinces, nine clergy and nine laity. They are elected for six-year terms, half being elected every three years. The remaining twenty members are elected to six year terms by General Convention, half elected every three years. Of this number, four are Bishops, four are clergy (presbyters or deacons) and twelve are laity.

This Handbook is an effort to help members orient themselves to the responsibilities of the Council and the processes through which Council governs its life.

OFFICERS OF EXECUTIVE COUNCIL

The officers of Executive Council are

- 1) The Chair and President - The Presiding Bishop. However, if the first meeting of the Council following the election of a new Presiding Bishop occurs before November 1 when the new term begins, the Presiding Bishop-elect serves as Chair and President at that meeting. Canon I.4.3(a). The Chair and President is the chief executive officer of the Council and therefore on behalf of Council is ultimately responsible for the oversight of the implementation of the ministry and mission of the Church committed to Executive Council by General Convention. Canon I.4.3(a). In addition to presiding at meetings of the Executive Council, the chair has certain appointive and nominating powers. The Presiding Bishop appoints an Executive Director, with the advice and consent of Council, to be Chief Operating Officer. Canon I.4.3(d). The Chair and Vice Chair jointly nominate a Financial Officer for Executive Council. Canon I.4.3(e). They also appoint the chairs and members of the Standing Committees established by Executive Council's by-laws and may appoint Council members to be liaisons to Standing Commissions. Canons I.4.3(g); I.1.2(d); By-laws Art.II.6. The President may call special meetings. Canon I.4.4(a).
- 2) The Vice Chair - The President of the House of Deputies. Canon I.4.3(b). In addition to presiding at meetings of the Council at the request of or in the absence of the Chair, the Vice Chair shares certain appointive and nominating powers with the Chair. As mentioned above, the Chair and Vice Chair jointly appoint the chairs and members of the Standing Committees established by the by-laws and may appoint members of Executive Council to be liaisons to Standing Commissions. Canons I.4.3(g); I.1.2(d); By-laws Art. III.6. The Chair and Vice Chair jointly nominate a Financial Officer for Executive Council. Canon I.4.3(g).
- 3) The Financial Officer - A person appointed by the Executive Council upon joint nomination by the Chair and Vice Chair. Canon I.4.3(c). The Treasurer of General Convention may be the person nominated for Financial Officer, but they need not be the same person. Canon I.1.7(a). The Financial Officer reports to and is accountable to the Chair and serves at the pleasure of the Chair. Canon I.4.3(e). The Financial Officer's duties are outlined in the By-laws. By-laws Art. I.5.
- 4) The Secretary - The Secretary of General Convention ex officio. Canon I.4.3(c). At each meeting of the General Convention, the House of Deputies elects a Secretary. Canon I.1.1(c). If the House of Bishops concurs in the election, that person becomes the Secretary of General Convention. Canon I.1.1(j). If a vacancy occurs between General Conventions, the Executive Officer of the General Convention carries out the duties of Secretary, if the Chair and Vice Chair have appointed one, with approval by Council. If there is no Executive Officer, the President of the House of Deputies (the Vice Chair of Council) appoints a secretary pro tempore. Canon I.1.1(i). The Secretary's duties are set out in the By-laws.
- 5) Under the by-laws the President may appoint assistant secretaries and assistant treasurers with the consent of Council or recommend additional officers. By-laws Art.I.3 and 5; Canon I.4.3(h).

The Chair and Vice Chair are members of Executive Council. The Vice President (Executive Director) Secretary and Treasurer are also members, with seat and voice but no vote. Canon I.4.1(c).

OFFICERS OF THE DOMESTIC AND FOREIGN MISSIONARY SOCIETY (DFMS)

The Domestic and Foreign Missionary Society is a corporation created by act of the New York State Legislature in 1821. Its Constitution is found in Canon I.3 and is subject to amendment by the General Convention through the usual process of canonical amendment. The by-laws of DFMS are entwined with those of the Executive Council because of the overlap in membership and officers. DFMS, as the corporate arm of the church, holds title to all assets and conducts the financial business of the church.

The Board of Directors of DFMS is the Executive Council. The officers of DFMS are

- 1) The President - The Presiding Bishop. The President chairs the meetings of the Board and executes documents on behalf of DFMS. Canon I.3.Art.III; By-laws Art.I.8.
- 2) Vice Presidents - One Vice President is the President of the House of Deputies, who chairs meetings of DFMS in the absence of the President. The other Vice President is the Executive Director appointed under Canon I.4.3(d). Canon I.3.Art. III; By-laws Art.I.1(b) and 2(a). Either Vice President may be asked to execute documents on behalf of DFMS.
- 3) The Treasurer - The person who is Financial Officer of Executive Council. Canon I.3.Art.III. The Treasurer may be asked to execute documents on behalf of DFMS and signs the Society's checks and receipts. By-laws Art.I.8.
- 4) The Secretary - The Secretary of the Executive Council. The Secretary may be asked to execute documents on behalf of DFMS, has custody of the seal of DFMS and affixes it as directed by the Board of Directors.

The By-laws of DFMS may provide for additional officers, but do not currently do so.

OTHER PARTICIPANTS AT EXECUTIVE COUNCIL GATHERINGS

The Executive Council benefits greatly from the presence of representatives of several groups. These may include:

- Episcopal Church Staff
- Delegations from a Diocese
- Youth representatives of a Diocese or Province
- Representatives (known as “partners”) from the Evangelical Lutheran Church in America, the Anglican Church of Canada and the Moravian Church.
- Representatives of Standing Commissions, Special Committees, Task Forces, etc.
- Members of the church press

Requests for invitations to attend meetings should be addressed to the Secretary.

STANDING COMMITTEES OF EXECUTIVE COUNCIL

Each Council member serves on one of the Standing Committees. By-laws Art. II.3-6. During the first meeting of each triennium the Chair and Vice-Chair appoint the members and chairs of Standing Committees. At its first meeting of the triennium, each committee may elect a vice-chair and secretary. Minutes of each committee's work will be distributed by the Office of the Secretary to the full Council before the next regular meeting. In order to provide accurate minutes, the Standing Committees will review minutes by e-mail before the Committee's Secretary forwards them, preferably in electronic form, to the Office of the Secretary.

Agenda Committee

The Chairs of the Standing Committees, two additional members of Council elected at large and the Officers comprise the Agenda Committee. The Agenda Committee meets twice between Council meetings to receive progress reports on Council initiatives, provide consultation on urgent issues, serve as a communication link among Council, the Officers and the staff of TEC and plan the agenda for the next meeting. By-Laws Art. II.5.

Administration and Finance (A&F)

This committee facilitates the ministry of the Episcopal Church in partnership with the other key Executive Council committees; supports the work of the Chief Operating Officer and the Office of the Treasurer; oversees the operation of the Domestic & Foreign Missionary Society; and maintains close relationships with the General Convention on financial matters through regular contact with the Joint Standing Committee on Program, Budget & Finance. The Vice Chair of Council, the Treasurer, the Chief Operating Officer and the Executive Officer are members ex officio.

Examples of A&F's work include:

- Review of financial statements, year-end budgets, and statements of operation for DFMS
- Make recommendations on trust funds and disbursements therefrom in accordance with established procedures
- Develop recommendations regarding priorities on which to base the budget presented to General Convention, review of the budget, discussion of askings of dioceses
- Recommend revisions to Church travel guidelines and travel agents
- Review Church Center staff positions
- Recommend changes in the lay employees pension plan

These independent committees report through A&F:

Investment

The committee has responsibility for overseeing the investments of DFMS, selecting advisors and managers, and choosing depository and custodial institutions. The committee recommends to A&F the amount or rate of investment proceeds appropriate to be used in the budget.

The Investment Committee has six to nine members and, like the Audit Committee,

does not meet concurrently with the Council. The members include the President, the Treasurer and one other member of the Council. Members are nominated by the Presiding Officers and elected by Council. Term is 3 years, eligible for re-election after first term.

Economic Justice Loan Committee (EJLC)

This committee is responsible for overseeing the assets set aside by General Convention and Executive Council for loans that support greater economic justice by enhancing people's ability to improve their economic well-being and empowering the powerless and oppressed.

Membership is a minimum of 5 people appointed by the Presiding Officers, and should include 1 Investment Committee member, 1 CSR member and other appropriate persons at large. Term is 3 years.

Congregations in Ministry (CIM)

This standing committee serves as Executive Council's link with program areas of the Episcopal Church Staff and Standing Commissions whose work relates to congregational ministry. The committee is also responsible for overseeing the communications efforts of the church. The primary work of the CIM Committee is tracking, and responding to, those resolutions from the preceding General Convention that address concerns related to congregational life and ministry. Based on the direction given by General Convention, the committee develops, as appropriate, resolutions to bring before the plenary of Executive Council. The CIM also addresses concerns that develop between General Conventions in any of the program areas relating to congregational ministry and development. When intensive work is needed to develop a particular resolution, sub-committees of CIM research and draft proposals for the committee's consideration.

The following independent committee reports through CIM:

Episcopal Council Committee of Indigenous Ministries

ECCIM serves as a voice for Native Americans in the Episcopal Church, recommending policies and programs for the consideration of the Council and the Presiding Bishop.

Membership of 13, 4 of whom are the Bishops of Alaska, Navajoland, North Dakota and South Dakota. Appointed by the Presiding Officers, 6 year term, staggered.

International Concerns (INC)

This committee monitors the international policies and programs of the Episcopal Church and proposes actions as needed. It tracks all resolutions referred to it from the preceding General Convention.

INC relies heavily on staff of TEC with relationships with the international community, including Partnership and Advocacy Centers, Episcopal Relief and Development and Episcopal Migration Ministries. Representatives may be invited to meetings to keep the committee apprised of their work and bring forward pertinent matters for discussion. Also acting as consultants are the Office of Government Relations for the Episcopal Church, Ecumenical and Interfaith Relations, Office of the Bishop Suffragan for Chaplaincies, and Steering Committee members from Episcopal Partnership for Global Mission (EPGM). An interpreter for Spanish speaking Committee members and guests is

present at all INC meetings.

Reports are received throughout the triennium on non U.S. dioceses and dioceses in covenant relationships with the Episcopal Church. These reports are reviewed by INC, which may present appropriate resolutions of acknowledgment or action to the Executive Council.

To be proactive regarding continuing issues around the world members of International Concerns Committee assume responsibility for monitoring various areas and reporting at each meeting.

The International Concerns Committee also works for diversity of languages in the Episcopal Church. It also addresses environmental concerns, concerns about global warming, concerns about HIV/AIDS, and concerns about refugees and forced migration.

National Concerns Committee (NAC)

This committee deals with all domestic ministry and mission issues that do not relate specifically to congregations.

NAC regularly receives and, as necessary, acts on reports from the Episcopal Church staff regarding ecumenical and interfaith matters, social justice issues, and prison, health and military ministries, as well as initiatives coming from Congress or the President that affect the work of the church. The staff assisting this committee includes members of the Advocacy Center, the Office of the Bishop Suffragan for Chaplaincies, Episcopal Migration Ministries, and the Office of Government Relations in Washington, D.C.

The following independent committees report through NAC:

Committee on Anti-Racism

This committee is charged with guiding and monitoring the Church's work in response to several General Convention resolutions directed at eliminating the sin of racism from the life of the Church. The committee receives staff support from the Advocacy Center charged with implementing General Convention's anti-racism resolutions.

Membership is undefined.

Jubilee Advisory Committee

This Committee of Executive Council serves as a Council of Advice to the Advocacy Center. It works with the Center to provide training, education, and program development for the purpose of conveying the message of Jubilee to the Church at large. Jubilee promotes involvement by congregations with "poor and oppressed people wherever they may be located" by providing services of outreach, empowerment, practical evangelism, and advocacy.

In January 2000, Executive Council reaffirmed this committee's role as an advisory committee charged with engaging the Church in the needs and issues of poverty. Membership is nine members appointed by the Presiding Bishop, at least one is an Executive Council member, at least one is a member of the House of Bishops, at least three are Diocesan Jubilee Officers. Other members may be Jubilee Center Directors or persons involved in Jubilee Ministry. Term of service is three years; no member shall service more than two consecutive partial or full terms.

Committee on Science, Technology and Faith

This committee brings before the Church issues that bear upon the life of God's people and their relationship with the whole of creation.

Membership should be 12 members, meeting twice a year, once in April to coincide with the Ecumenical Roundtable on Science, Technology and the Church in Canada and the US and once in the fall.

Committee on the Status of Women

Maintains advocacy for women's ministries and for justice issues which particularly affect women.

Membership is not more than 12 members appointed by the Presiding Bishop and confirmed by Executive Council. Members should reflect the diversity of the worshipping community of The Episcopal Church and include a bishop, priest(s), deacon(s) and lay persons with specific interest in and concern for the participation of women in the mission and ministry of the Church.

Corporate Social Responsibility (CSR)

This committee is responsible for researching the social responsibility records of corporations whose stock is held in DFMS portfolios and recommending appropriate courses of action based on the positions established by General Convention and Executive Council. CSR develops shareholder resolutions on social justice issues to be submitted to companies in which the Church invests its funds. It also reviews similar resolutions being offered by other churches or advocacy groups and recommends whether the Episcopal Church should support them. These recommendations are forwarded to the Executive Council through NAC. At the first meeting of each triennium Council decides whether to reauthorize the resolutions it has previously approved. As new issues come up during the triennium, CSR forwards its recommendations to the next meeting of Executive Council.

Membership is nine members, including at least one bishop, one priest or deacon and one lay person. Members are nominated by the Presiding Bishop and elected by Executive Council. Term is three years, staggered. Ex-officio members are the Treasurer and Advocacy Center Director (as successor to the Peace and Justice Ministries Officer).

The following independent committee reports directly to Executive Council:

Joint Audit Committee

The Audit Committee meets at least three times during the year, but not concurrently with council meetings. The Audit Committee recommends the auditing firm for DFMS. The committee reviews the audit plan and the audit report. The committee then recommends to the council acceptance of the audit report with identified areas needing attention. The committee works closely with the auditors to identify areas of liability for DFMS and areas where increased internal control is needed. The Audit Committee works closely with grantees, auditing personnel to ensure accountability for grants given by DFMS.

Members are elected by Executive Council and the committee is comprised of six members, one Executive Council (A&F) member, one member of PB&F, and four at large members. Term is three years, beginning January 1 following a regular

meeting of General Convention. Members may serve two terms. The Presiding Officers designate the chair from among the committee members.

LIAISONS TO STANDING COMMISSIONS, AGENCIES AND BOARDS

The Chair and Vice-Chair may jointly appoint one or more members to be liaisons to any of the Standing Commissions to foster communication between Executive Council and the particular commission. Canon I.1.2(d). A liaison shall not be a member of the Commission and has voice, but no vote. Liaisons are expected to provide written reports of new contacts with and developments in the work of their respective Commissions for each meeting of the Council.

REPRESENTATIVES TO ANGLICAN AND ECUMENICAL BODIES

Representative (Partner) to the Anglican Church of Canada

The Council elects one person from Council to serve a three year term as our Partner for the Anglican Church of Canada. Canon I.4.2(g). The Partner attends meetings of the Council of the General Synod twice a year and the triennial General Synod (next meeting in 2010). The General Synod meets over weekends, so our Partner must be able to make that time available. The expenses for this position are paid from the Executive Council budget.

Representatives to the Anglican Consultative Council

The Episcopal Church sends three representatives to ACC meetings: one bishop, one priest and one lay person. These representatives are to be members of the Province's (*i.e., the Episcopal Church's*) representative structures, as they are expected to convey the views of the Provincial decision making body to ACC and vice versa. These representatives are elected by Executive Council (Canon I.4.2(g)) for terms that include three council meetings (a Lambeth Conference may also occur during each term). The ACC meets once about every three years for a period of about two weeks. Members may be elected to the Standing Committee, and to the Finance and Administration Committee, which meet once a year, around the end of February or the beginning of March. Officers are elected within the ACC for six year terms, which may extend beyond the original 9 years of a member's term. Our representatives are expected to report to the Executive Council after the meetings of ACC or its committees, either in writing or orally, addressing any issues that require action to INC.

Representative to the Evangelical Lutheran Church of America

A member of the Executive Council is appointed as liaison to the Evangelical Lutheran Church of America (ELCA) for a three-year term. The person attends the meetings of the ELCA Church Council, which is analogous to the Executive Council, and the ELCA Churchwide Assembly, which is analogous to our General Convention. In turn, the ELCA provides a liaison from their Church Council to attend the Executive Council meetings and the General Convention.

Part II: The Life of Executive Council

ARRANGEMENTS FOR TRAVEL AND ACCOMMODATIONS

The Church's Travel Guidelines, found in Appendix C, apply to Executive Council travel to all meetings. About two months before each meeting the Meetings Department of the General Convention Office sends a notice, advising members of the site, lodging, and convening and adjournment times and dates, with a request to contact the Church's travel agency to make travel reservations.

Meetings are generally held in hotels that can provide a variety of meeting rooms for the plenary, committees and other small groups that meet during the time Council is together. Each member has a private room, and arrangements can be made to bring a guest to stay in that room and join the Council for meals. The Council member will be charged for the meals the guest takes and must make arrangements for the guest's travel.

Meetings are generally scheduled to alternate between midweek and weekend times.

NORMS AND PRACTICES FOR EXECUTIVE COUNCIL MEETINGS

At the beginning of each triennium, the Council considers the norms by which it chooses to operate for the next three years. If any of the norms proved to be unhelpful, the Council could change them during that period. These are the norms in effect during the 2007 - 2009 triennium:

- Round tables for plenary
- Time for private conversations on the agenda during the first plenary session, plus time at the end of the meeting, if necessary
- Collaborative relationships with staff
- Arrive on time and stay for the entire meeting
- Listen with respect – debate issues, not personalities
- Confidentiality on matters before Council
- Speak with care and respect in both public and private conversations
- Prepare for meetings
- Worship – Morning Prayer, Shared Reflections, and Eucharist will be a part of our daily life.
- Healthy meals
- Preserve time for relaxation, e.g., lunch time and at least one free evening
- Engage in community building events
- Name tags for everyone
- Committee Chairs will announce their committee agendas at the first plenary session
- Private time for sharing by the Presiding Bishop and the President of the House of Deputies
- Casual dress

EXECUTIVE SESSION

Although Executive Council meetings are generally open to the public, a member may move that council enter into Executive Session, stating the reason for the session. By-laws Art. II.9. Executive Sessions are permitted only to discuss personnel issues or other matters whose discussion in public might adversely affect the financial or legal position of ECUSA or DFMS. No resolution may be adopted in Executive Session, so if any member feels action based on the discussion in Executive Session is warranted, a resolution must be offered after the return to public meeting. Only Council members may remain in an Executive Session, although the Chair may request particular persons to attend while presenting necessary information. Similarly, the Council's committees may enter into Executive Session for the limited reasons set out in the By-laws. All persons who are members of the Committee in question would remain, while any others would be excused. The Committee chair may ask specific staff or other persons to attend to present information desired by the Committee.

PRIVATE CONVERSATION

The Council may schedule private conversation time to receive information on or discuss matters about which it needs to be informed, but which are not appropriate for public discussion. By-laws Art. II.10. An example might be an update on the Presiding Bishop's efforts to resolve an intra-diocesan conflict or on communications with fellow primates. Usually the subject matter will not involve a matter requiring action by the Council. For the last triennium, the agenda has routinely included time for Private Conversation on the first day. To schedule a Private Conversation at another time, three members must join in the request. Again, no action may be adopted during Private Conversation. Both Council members and the Episcopal Church staff remain during Private Conversations.

PRAYER, WORSHIP AND BIBLE STUDY AT EXECUTIVE COUNCIL

A vital part of our common life is our shared spiritual life. Each meeting includes daily opportunities for prayer, worship and/or Bible study. Volunteer members of Council plan for worship. Members of Council are invited to do share in the responsibilities for worship. At some meetings worship may take place in local churches or in cooperation with the host diocese.

ANTI-RACISM WORK

In concert with the General Convention, Executive Council recommitted itself to combat racism by participating in an on-going training and self-assessment process. It intends to continue this process in the next triennium to pursue necessary change and restructuring.

ENGAGEMENT WITH THE LOCAL DIOCESE

It has been a custom of Council to meet in different Provinces of ECUSA over the course of the triennium. This allows the Council to see the church in a wide variety of settings and, on occasion, to be involved in ministry efforts. Because of budget considerations, Council experimented with three day meetings in the 2007-2009 triennium. Consideration is being given to meeting in one or two locations throughout the 2010-2012 triennium with only one meeting each year in a different location. How, or if, the Council will continue to receive reports from provinces and dioceses will be determined by Council at its organizational meeting

GUIDELINES FOR REQUESTING ACTION BY THE EXECUTIVE COUNCIL

1. Executive Council acts only through resolutions adopted in a properly noticed meeting.
2. Resolutions may be proposed by members of Council, Senior Staff Executives, Dioceses, Provinces or Interim Bodies or by Committees directed to report to the Executive Council. Resolutions shall be filed with the Secretary, in writing, with an electronic file if possible. The Secretary will submit each resolution to the Committee of Council charged with responsibility for the resolution's subject matter and notify the proposer of the assignment. The appropriate Standing Committee of Council then brings the resolution to the floor, with its recommendation.
3. Resolutions should begin with the phrase "*Resolved, That...*" followed by a concise statement setting forth the specific action proposed. A separate explanation may follow. Resolutions should be limited to a SINGLE topic, and brevity is truly a virtue.
4. Communications received, in the form of letters, etc., which may call for action of the council, should be filed in the office of the Secretary. The Secretary will refer such correspondence to the appropriate Staff Executive for information and to the appropriate Standing Committee.
5. The Office of the Secretary will work with the chair of the assigned Standing Committee to inform the proposer of Council's action when the proposer is not at the meeting.
6. At meetings of Council, the Secretariat will assist the Standing Committees by providing, on request, copies of revisions to resolutions being developed by the committee, in sufficient number for the committee only. When the resolution has been perfected, the Secretariat will receive and distribute it to the full Council prior to scheduled action. The Secretariat needs an original copy and would prefer an electronic file for ease of handling.
7. Resolutions that have not been considered by a Standing Committee of Council may be brought to the floor only by a two-thirds vote of Council members present and voting.
8. A Council member who is submitting a resolution should advise the Chair of the Committee likely to be assigned that a resolution may be expected. The Committee may already have the subject under consideration.
9. Committees considering Resolutions that require actions by the Office of the Secretary should consult the Secretary about implementation plans prior to adopting the resolution.

Committees considering Resolutions that require actions by the Office of the Secretary should consult the Secretary about implementation plans prior to adopting the resolution.

STANDARDS FOR RELATING TO THE EPISCOPAL CHURCH STAFF

Members of Council hope for a working relationship with the staff that is characterized by open communication, collaboration, and mutual support. We assume good intentions on the part of all parties – that we are truly friends in ministry.

Communication with program staff occurs in a variety of ways. Staff provide Council with one-page reports on the work of their department since the last Council meeting. In committee meetings there is opportunity to hear from the staff members of that committee who are present regarding further information, concerns. This process encourages dialogue and creative discussion between the staff and the wider church represented by the Council members.

There are many opportunities during a Council meeting to dialogue with staff members who are not part of a member's committee. Such opportunities include participation in Bible study, meal times, break times and the free evening. A sense of collaboration is fostered and dialogue encouraged.

Between meetings the lines of communication are a bit more formal. Members who need information from their committee's staff members can reach them by calling or e-mailing their offices . A call may not be returned immediately, as staff members are often not "in residence" for periods of time. However, staff will advise as promptly as possible when an answer may be expected. If there are questions, concerns or need for information from other staff not in the member's committee, it is wise to communicate first with the chair of that committee who may already have the answer or a clearer idea as to which staff person could best respond.

The Senior Staff Executives and the Presiding Bishop supervise the program staff. The work of the program staff supports the work of the Executive Council. The Staff, when present at Executive Council meetings, provide information and insight to the Executive Council. The Executive Council is not responsible for supervising or directing the staff. Normally job performance matters and implementation of policy by staff are not the subject of Council discussion or resolutions.

A Handbook for Executive Council

ATTACHMENTS

Appendix A	Canon 3 – 4
Appendix B	By-Laws
Appendix C	Guidelines for Official Travel
Appendix D	Organizational Chart
Appendix E	Map of the Provinces

CANON 3: Of the Domestic and Foreign Missionary Society

The Constitution of the said Society, which was incorporated by an act of the Legislature of the State of New York, as from time to time amended, is hereby amended and established so as to read as follows: *Constitution of The Domestic and Foreign Missionary Society of the Protestant Episcopal Church in the United States of America as established in 1821, and since amended at various times.*

Name of
organization.

ARTICLE I This organization shall be called The Domestic and Foreign Missionary Society of the Protestant Episcopal Church in the United States of America, and shall be considered as comprehending all persons who are members of the Church.

Board of
Directors.

ARTICLE II The Executive Council, as constituted by Canon, shall be its Board of Directors, and shall adopt By-laws for its government not inconsistent with the Constitution and Canons.

Officers.

ARTICLE III The officers of the Society shall be a President, Vice Presidents, a Secretary, a Treasurer, and such other officers as may be appointed in accordance with the Canons or By-Laws. The Presiding Bishop of the Church shall be the President of the Society; one Vice President shall be the person who is the President of the House of Deputies; and one Vice President shall be the person who is the executive director; the Treasurer shall be the person who is the Financial Officer of the Executive Council; and the Secretary shall be the person who is the Secretary of the Executive Council, and shall have such powers and perform such duties as may be assigned by the By-Laws. The other officers of the Society shall be such as are provided for by the By-Laws of the Society. The tenure of office, compensation, powers, and duties of the officers of the Society shall be such as are prescribed by the Canons and by the By-laws of the Society not inconsistent therewith.

Amendment.

ARTICLE IV This Constitution of the Society may be altered or amended at any time by the General Convention of the Church.

CANON 4: Of the Executive Council

Function.

Sec. 1 (a) There shall be an Executive Council of the General Convention (which Council shall generally be called simply the Executive Council) whose duty it shall be to carry out the program and policies adopted by the General Convention. The Executive Council

shall have charge of the coordination, development, and implementation of the ministry and mission of the Church.

(b) The Executive Council shall be accountable to the General Convention and shall render a full published report concerning the work with which it is charged to each meeting of the said Convention. The report shall also include information on the implementation of all concurred resolutions of the previous General Convention calling for action by the Executive Council, by its officers and staff, and by the jurisdictions of the Church. Accountability.

(c) Except as its membership may include additional persons elected prior to the adjournment of the meeting of the General Convention in 1976 for terms which have not expired, the Executive Council shall be composed (a) of twenty members elected by the General Convention, of whom four shall be Bishops, four shall be Presbyters or Deacons, and twelve shall be Lay Persons (two Bishops, two Presbyters or Deacons, and six Lay Persons to be elected by each subsequent regular meeting of the General Convention); (b) of eighteen members elected by the Provincial Synods; (c) of the following *ex officio* members: the Presiding Bishop and the President of the House of Deputies; and (d) the Vice-President, the Secretary, and the Treasurer of the Executive Council, who shall have seat and voice but no vote. Each Province shall be entitled to be represented by one Bishop or Presbyter or Deacon canonically resident in a Diocese which is a constituent member of the Province and by one Lay Person who is a confirmed adult communicant in good standing of a Diocese which is a constituent member of the Province, and the terms of the representatives of each Province shall be so rotated that two persons shall not be simultaneously elected for equal terms. How constituted.

Sec. 2 (a) Of the members to be elected by the General Convention, the Bishops shall be elected by the House of Bishops subject to confirmation by the House of Deputies, and the Presbyters or Deacons and Lay Persons shall be elected by the House of Deputies subject to confirmation by the House of Bishops. How elected.

(b) Except in the case of members initially elected for shorter terms in order to achieve rotation of terms, the terms of office of the members of the Council (other than *ex officio* members) shall be equal to twice the interval between regular meetings of the General Convention. The terms of office of all members shall commence immediately upon the adjournment of the General Convention at which they were elected or, in the case of election by a Synod, upon the adjournment of the first regular meeting of General Convention following such election. The term of a member shall become vacant in the event of two absences from meetings of the Council in the interval between successive regular meetings of the General Convention unless excused by the Chair for good cause. Members shall remain in office until their successors are elected and qualified. No person who has served at least three consecutive years on the Executive Council shall be eligible for immediate re-election for a term of more than three years. After any person shall have served six Term of office.

	consecutive years on the Executive Council, a period of three years shall elapse before such person shall be eligible for re-election to the Council.
Vacancy.	(c) Should any vacancy occur in the Council through the death or resignation of a member elected by the General Convention or through the change in status of any such member by consecration or ordination, the Council shall fill such vacancy by the election of a suitable person to serve until a successor is elected by the General Convention. The General Convention shall elect a suitable person to serve the portion of any term which will remain unexpired.
	(d) Should any vacancy occur in the Council through the failure of any Provincial Synod to elect a member, or through the death, resignation, or removal from the Province of any such member, the President and Provincial Council of the Province shall appoint a suitable person, canonically resident in such Province, to serve until the Provincial Synod shall by election fill the vacancy.
Powers of Council.	(e) The Council shall exercise the powers conferred upon it by Canon, and such further powers as may be designated by the General Convention, and between sessions of the General Convention may initiate and develop such new work as it may deem necessary. It may, subject to the provision of this Canon, enact By-laws for its own government and the government of its several departments.
Serves as Board of Directors.	(f) In its capacity as the Board of Directors of The Domestic and Foreign Missionary Society, the Council shall have the power to direct the disposition of the moneys and other property of said Society in accordance with the provisions of this Canon and the orders and budgets adopted or approved by the General Convention.
Elects representatives.	(g) The Council shall elect representatives of this Church to the Anglican Consultative Council (ACC) and to other Anglican and ecumenical bodies for which no other procedure is provided.
Officers.	Sec. 3 (a) The Presiding Bishop shall be <i>ex officio</i> the Chair and President. However, at the first meeting of the Executive Council following the adjournment of any General Convention at which a Presiding Bishop is elected if it occurs before the commencement of the term of the newly elected Presiding Bishop, the Presiding Bishop-elect shall be <i>ex officio</i> the Chair and President. The Chair and President shall be the chief executive officer of the Executive Council and as such the Chair and President shall have ultimate responsibility for the oversight of the work of the Executive Council in the implementation of the ministry and mission of the Church as may be committed to the Executive Council by the General Convention.
Chair.	
Vice Chair.	(b) The President of the House of Deputies shall be <i>ex officio</i> Vice Chair.
Secretary.	(c) The Secretary of the General Convention shall be the Secretary of the Executive Council <i>ex officio</i> .
Executive Director.	(d) The Presiding Bishop shall appoint, with the advice and consent of a majority of the Executive Council, an executive director, who shall be an adult confirmed communicant in good standing or a member of the clergy of this Church in good standing who shall be the chief

operating officer and who shall serve at the pleasure of the Presiding Bishop and be accountable to the Presiding Bishop. If a vacancy should occur in the office of the executive director, a successor shall be appointed in like manner.

(e) Upon joint nomination of the Chair and Vice Chair, the Executive Council shall appoint a Financial Officer of the Executive Council, who may, but need not, be the same person as the Treasurer of the General Convention and who shall report and be accountable to the Chair of Executive Council and shall serve at the pleasure of the Chair of the Executive Council. If a vacancy should occur in that office, a successor shall be appointed in like manner.

Financial
Officer.

(f) The Chair shall preside at meetings of the Council, shall perform such other duties as are customary for such office and shall perform such other duties as may be conferred by Canon and the By-laws of the Council. In the absence or at the request of the Chair, the Vice-Chair shall preside at meetings of the Council and shall perform such other duties as may be conferred by Canon and by the By-laws of the Council.

Chair to preside.

(g) The Executive Council shall establish by its By-laws such committees of the Executive Council as shall be deemed appropriate and necessary by the Executive Council for the discharge of its duties, the members of which are to be nominated jointly by the Chair and Vice-Chair and appointed by the Council.

Council to
establish
Committees.

(h) The additional officers, agents and employees of the Council shall be such and shall perform such duties as the Council, upon the recommendation and under the authority and direction of the Chair and President, may from time to time designate.

Employees.

Sec. 4 (a) The Council shall meet at such place, and at such stated times, at least three times each year, as it shall appoint and at such other times as it may be convened. The Council shall be convened at the request of the President, or on the written request of any nine members thereof.

Meetings.

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

Quorum.

Sec. 5. With the exception of the salary of the President, the salaries of all officers of the Council and of all agents and employees of the Council shall be fixed by the Council and paid by the Treasurer.

Salaries.

Sec. 6 (a) The Executive Council shall submit to the General Convention at each regular session thereof the Budget for the Episcopal Church for the ensuing budgetary period, which budgetary period shall be equal to the interval between regular meetings of the General Convention.

Budget for
the Episcopal
Church.

(b) The budget proposed for adoption by General Convention shall include a Canonical and corporate portion which shall provide for the contingent expenses of the General Convention, the stipend of the Presiding Bishop together with the necessary expenses of that office,

Budget for
Canonical and
corporate
expenses.

	the necessary expenses of the President of the House of Deputies, including the staff and Advisory Council required to assist in the performance of the duties and matters related to the President's office, and the applicable Church Pension Fund assessments, and also the corporate requirements for the administrative support of the Domestic & Foreign Missionary Society offices.
Budget to support Program.	(c) The budget proposed for adoption by the General Convention shall include provision for support for the Program of the Episcopal Church. The program so submitted shall include a detailed budget of that part of the program for which it proposes to make appropriations for the ensuing year, and estimated budgets for the succeeding portion of the budgetary period.
Convention to set formula for single asking.	(d) Revenue to support the Budget for the Episcopal Church shall be generated primarily by a single asking of the Dioceses of the church based on a formula which the General Convention shall adopt as part of its Program, Budget and Finance process. If in any year the total anticipated income for budget support is less than the amount required to support the budget approved by the General Convention, the canonical portion of the Budget for the Episcopal Church shall have funding priority over any other budget areas subject to any decreases necessary to maintain a balanced budget.
Canonical funding to have priority.	(e) After the preparation of the budget the Executive Council shall, at least four months before the sessions of the General Convention, transmit to the Bishop of each Diocese and to the President of each Province a statement of the existing and the proposed askings necessary to support the Budget for the Episcopal Church. The Executive Council shall also submit to the General Convention, with the budget, a plan for the askings of the respective Dioceses of the sum needed to execute the budget.
Council to send budget before Convention.	(f) There shall be joint sessions of the two Houses for the presentation of the Budget for the Episcopal Church; and thereafter consideration shall be given and appropriate action taken thereon by the General Convention. The Council shall have the power to expend all sums of money covered by the budget and estimated budgets approved by the Convention, subject to such restrictions as may be imposed by the General Convention, including but not limited to the priority declaration set forth in Section 6(d) of this Canon. It shall also have power to undertake such other work provided for in the budget approved by the General Convention, or other work under the jurisdiction of the Council, the need for which may have arisen after the action of the General Convention, as in the judgment of the Council its income will warrant.
Joint Sessions for the of the Budget.	(g) Upon the adoption by the General Convention of a Budget for the Episcopal Church and the planned askings for the budgetary period, the Council shall formally advise each Diocese of its share of the total askings to support the Budget for the Episcopal Church.
Notice of askings to be given.	(h) Each Diocese shall thereupon notify each Parish and Mission of the amount of the askings of such Diocese. Each Diocese shall present to each Parish and Mission a total objective which shall include both
Diocese to allot objectives to Parishes.	

its share of the proposed Diocesan Budget and its share of the asking of the Diocese by the Executive Council in accordance with the plan adopted by the General Convention.

(i) Each diocese shall annually report to the Executive Council such financial information as may be required in a form authorized by Executive Council.

Report Form.

Sec. 7 (a) Every Missionary Bishop or, in case of a vacancy, the Bishop in charge of the jurisdiction, receiving aid from the Council, shall report at the close of each fiscal year to the Council, giving account of work performed, of money received from all sources and disbursed for all purposes, and of the state of the Church in the jurisdiction at the date of such report, all in such form as the Council may prescribe.

Bishops receiving aid to report to Council.

(b) Every Bishop of a Diocese receiving aid from the Council shall report at the close of each fiscal year to the Council, giving account of the work in the Diocese supported in whole or in part by the Council.

Sec. 8. The Council, as soon as practicable after the close of each fiscal year, shall make and publish a full report of its work to the Church. Such report shall contain an itemized statement of all receipts and disbursements and a statement of all trust funds and other property of The Domestic and Foreign Missionary Society, and of all other trust funds and property in its possession or under its control. The Council shall make a like report, including a detailed schedule of the salaries paid to all officers, agents, and principal employees, to each General Convention.

Reports of the Council.

Sec. 9 (a) Ordained Ministers and Lay Communicants of this Church, or of some Church in communion with this Church, in good standing, who qualify in accordance with the standards and procedures adopted from time to time by the Executive Council, shall be eligible for appointment as Missionaries of this Church.

Qualifications of Missionaries.

(b) Members in good standing of Churches not in communion with this Church, but otherwise qualified as above, may, at the request of the Ecclesiastical Authority of the jurisdiction in which the requirement exists, be employed and assigned to positions for which they are professionally prepared; and may receive the same stipends and other allowances as appointed Missionaries. The Ecclesiastical Authority of a jurisdiction may employ any qualified person for work in the jurisdiction.

Employment of noncommunicants.

BY-LAWS
of the
EXECUTIVE COUNCIL OF THE GENERAL CONVENTION
and of the
DOMESTIC AND FOREIGN MISSIONARY SOCIETY
OF THE
PROTESTANT EPISCOPAL CHURCH IN THE UNITED STATES OF AMERICA

(Revised November 15, 2006)

OFFICERS

ARTICLE I

Sec. 1

- (a) The Presiding Bishop of the Church, or the Presiding Bishop-elect, pursuant to Canon I.4(3)(a), shall be, *ex officio*, President and Chair of the Executive Council and of the Domestic and Foreign Missionary Society, and shall exercise the powers and perform the duties prescribed by the Canons and by these By-laws, together with all such duties as are incident to the office of the chief executive.
- (b) The President of the House of Deputies shall be, *ex officio*, Vice-Chair of the Council and Vice President of the Society.
- (c) The Presiding Bishop shall be entitled to preside at all meetings of the Council and the Society; the President of the House of Deputies shall preside at meetings of the Council and the Society in the absence or at the request of the Presiding Bishop. In the absence of both of these, meetings of the Executive Council and Society shall be presided over by some member thereof, selected for the purpose by the members present. The Presiding Bishop and President of the House of Deputies shall be, *ex officio*, members of all committees of the Council and Society.

Sec. 2 The Chair shall appoint, with the advice and consent of a majority of the Executive Council, an Executive Director to be the chief operating officer, with voice but no vote at all meetings of the Council. The Executive Director shall be, *ex officio*, a Vice President of the Society. The Executive Director shall serve at the pleasure of the Chair and perform such duties as may be prescribed by the Canons or assigned by the Chair.

Sec. 3 The Secretary of the General Convention shall be, *ex officio*, the Secretary of the Council and the Society. In the event that the office of the Secretary of the General Convention falls vacant between meetings of the General Convention, the Executive Officer of the General Convention, appointed pursuant to Canon I.1.13,

shall serve as Secretary of the Executive Council and the Society until the next meeting of the General Convention. One or more Assistant Secretaries may be appointed by the Chair with the consent of the Council. The Secretary shall give due notice of all meetings of the Council and Society and of Committees thereof and shall communicate to each officer, committee, or member thereof all matters imposing any duty. The Secretary shall be responsible for keeping full and accurate minutes of all proceedings of the Council and the Society and shall carefully preserve the minutes and records thereof.

Sec. 4 The Secretary shall maintain the seal of the Society, which shall in all cases in which its use is directed by resolution of its Board of Directors or by these By-laws, be affixed and attested by the Secretary or, in the case of necessary absence or other disability, by an Assistant Secretary. The corporate seal of the Society shall be circular in form and shall contain the following legend: "Dom: & For: Missionary Society-Prot:Epis: Church-Incorporated 1846".

Sec. 5 On the joint nomination of the Chair and Vice-Chair, the Council shall elect a Financial Officer, who shall also be Treasurer of the Society and who shall serve at the pleasure of the Chair. The Financial Officer shall conform to the substantive provisions of the Canon I.1(7), in addition to the performance of duties assigned and directed by the Council. The Financial Officer shall give a bond conditioned on the faithful performance of duties in an amount approved and paid for by the Council.

Sec. 6 The Chair may appoint, with the consent of the Council, one or more Assistants to the Financial Officer, who shall also serve as Assistant Treasurers of the Society, to serve at the pleasure of the Chair. Each such Assistant shall have such powers and perform such duties as may be assigned by the Financial Officer. Each Assistant shall give a bond conditioned on the faithful performance of duties in an amount approved and paid for by the Council.

Sec. 7 The Chair shall appoint, in consultation with the Audit Committee of the Council and with the consent of the Council and Society, a Controller, who shall perform the duties of that office as customarily understood or as prescribed by the Council and Society. The Controller shall serve at the pleasure of the Chair. The Controller shall give a bond conditioned on the faithful performance of duties in an amount approved and paid for by the Council.

Sec. 8 All instruments of writing, save those hereinafter enumerated, requiring execution in the name of the Executive Council or of the Society shall be signed either by the Chair and President, or a Vice-President, or by the Financial Officer and Treasurer, or an Assistant Treasurer, and in addition, when necessary, by the Secretary or an Assistant Secretary, who in the case of the Society shall affix and attest the corporate seal, unless otherwise ordered by resolution of the Council or the Board of Directors of the Society. All checks, drafts, orders for payment of money, or bills of exchange, of the Council or the Society shall be signed by the

Financial Officer and Treasurer or an Assistant Treasurer, or an employee as may be designated by the Council. Receipts for gifts, contributions, bequests, and legacies to the Episcopal Church, the General Convention, the Council, or the Society, or agreements and obligations in the nature of refunding or indemnity contracts, may be signed by the Financial Officer and Treasurer, an Assistant, or an employee designated by the Council.

Sec. 9 The Chair may employ such persons deemed necessary to the carrying out of the canonical responsibilities of the Council and the Society. Such persons shall continue in employment at the pleasure of the Chair and shall while so employed be subject to such personnel policies as the Council may enact from time to time.

ORGANIZATION

ARTICLE II

Sec. 1 A majority of the elected members shall constitute a quorum at any meeting of the Council or of the Board of Directors of the Society. No action shall be taken in the name of the Council or the Society except when a quorum is present and voting.

Sec. 2 The Council shall meet at least three times each year at such times and places as are consistent with the criteria established by resolution of the Council, with arrangements to be made by the General Convention Office.

Sec. 3 There shall be three Standing Committees of the Council: Congregations in Ministry, International Concerns, and National Concerns. 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 committees for review prior to consideration by the entire Council.

Sec. 4 There shall be a joint Standing Committee on Administration and Finance of the Council and the Society, which shall be responsible for reporting to the Council and the Society and recommending action on all administrative, financial, budgetary, or other such matters assigned to it from time to time by the Council or the Society or the Chair thereof.

Sec. 5 There shall be a joint Agenda Committee of the Council and Society comprised of the Chair, the Vice-Chair, the chairs of the four Standing Committees or their designees, and two at-large members elected by the Council, all of whom shall be voting members. The Executive Director, the Secretary and the Treasurer shall be non-voting members of the Committee. The Agenda Committee ordinarily shall meet twice between each meeting of the Council. The Agenda Committee shall receive progress reports on Council initiatives, provide consultation on urgent issues, serve as a communication link between Council and

the Officers and staff of PECUSA, and plan the agenda for the next meeting. The Chair shall preside. In the absence of the Chair, the Vice Chair shall preside.

Sec. 6 The four Standing Committees of Council shall be limited in membership to Council Members, nominated jointly by the Chair and Vice Chair, and appointed by Council, at the first meeting of each triennium. Every member of Council shall serve on a Standing Committee. Members joining Council during the triennium shall be appointed to a Standing Committee by the Chair and Vice Chair. Each Standing Committee shall have a chair, jointly appointed from the members by the Chair and Vice Chair. The Standing Committees 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 Committee on selected projects.

Sec. 7. 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.

Sec. 8 The Council shall exercise the powers conferred on it by Canon and the General Convention and between sessions of the General Convention may initiate and develop such new work as it may deem necessary. 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.

Sec. 9. The meetings of the Council and the Society shall be open to the public, provided that the Council may enter into Executive Session to discuss personnel issues or matters public discussions of which might adversely affect the financial or legal position of PECUSA or the Society. A motion to enter into Executive Session shall state the reason for the session. No action may be adopted during Executive Session.

Sec. 10. The Council may enter into Private Conversation during a meeting to discuss pastoral concerns on non-agenda items.

AUDIT COMMITTEE

ARTICLE III

Sec. 1 There shall be a joint Audit Committee of the Council and Society composed of six members of the Church who shall not be officers of the Council or the Society or members of the Council's Investment Committee, four of whom shall be jointly nominated by the Chair and Vice-Chair and elected by the Council and two of whom shall be appointed by the Chair of the Joint Standing Committee on Program, Budget, and Finance pursuant to Joint Rule of Order II.1.1. Of the four members elected by Council, two shall be elected members of Council, one of whom is serving on the Joint Standing Committee on Administration and Finance, and two shall be members of the Church-at-large having experience in general business practices. The members shall be elected triennially. After

serving two terms a member may not be re-elected until one triennium shall have elapsed.

Sec. 2 The Chair and Vice-Chair shall designate the Chair of the Committee from among its members.

Sec. 3. The Audit Committee shall regularly review the financial statements relating to all funds under the management or control of the Council and the Society and shall report thereon at least annually to the Council and the Society.

Sec. 4 Subject to the approval of Council, the Audit Committee shall recommend an independent Certified Public Accountant firm to audit annually all accounts under the management or control of the Council and the Society. All reports of such audits, including any memorandum issued by the independent Auditor, shall be filed with the Chair, the Audit Committee, the Chair of the Joint Standing Committee on Program, Budget and Finance, and the Chair of the Council's Joint Standing Committee on Administration and Finance within 30 days following the date of the report.

Sec. 5 The Audit Committee shall, after receipt of the annual audit, recommend to the Council, the Society and the Joint Standing Committee on Administration and Finance what action to take as to any matters identified in the annual audit and accompanying management letter.

INVESTMENT COMMITTEE

ARTICLE IV

Sec. 1 There shall be an Investment Committee of the Council, the membership, responsibilities, and powers of which shall be as set out below. The Investment Committee shall consist, in addition to the Chair and Treasurer of the Council, *ex officio*, of the following:

- (a) One member of the Council, who shall be elected at the beginning of each triennium by the Council upon the joint nomination of the Chair and Vice-Chair; and
- (b) Not less than six, nor more than nine, other persons elected by the Council on the joint nomination of the Chair and Vice-Chair, who shall be divided into three classes, as nearly equal in size as possible, and each of whom shall serve a term of three years commencing at the beginning of a triennium, and shall be eligible for re-election, provided that no person who has served two full consecutive terms shall be eligible for re-election until one year following the end of the second term; and provided further that the foregoing term limit may be waived by the Council upon a two-thirds vote of its members where the Chair and Vice-Chair represent that such waiver is essential to maintain continuity and the expertise required for informed investment decisions.

Elected members of the Investment Committee shall hold office until the end of their respective terms. Any vacancy occurring in the elected membership of the Investment Committee may be filled by the Council at any meeting, upon the joint nomination of the Chair and Vice-Chair.

Sec. 2 The Investment Committee shall have a Chair and Vice-Chair appointed annually by the Chair from among the membership of the Investment Committee. A majority of the members of the Investment Committee, present in person or present by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to communicate with each other at the same time, shall constitute a quorum for the transaction of business at meetings of the Investment Committee. Except as otherwise required by law or these by-laws, all actions taken at a meeting of the Investment Committee shall require the affirmative vote of a majority of the members of the Investment Committee present, as defined above. Except as otherwise provided by law or these by-laws, the Investment Committee may adopt rules to govern its proceedings.

Sec. 3 Except as otherwise provided by any applicable gift instrument or resolution of the Council, the Investment Committee shall have all the authority of the Council and Board of Directors of the Society under the law to act in the investment and reinvestment of institutional funds or assets of the Episcopal Church, the General Convention, the Council, and the Society, as well as any other funds or assets held by the foregoing for investment, including but not limited to the following:

- (a) to delegate to a subcommittee or subcommittees of the Investment Committee and to officers, employees or other agents of the Council or Society, including investment counsel, advisors or managers, the authority to act in the place of the Investment Committee in investment and reinvestment of such institutional and other funds and assets;
- (b) to contract with independent investment counsel, advisors or managers, including banks and trust companies, so to act with respect to any part of such institutional and other funds and assets, and with other providers of services necessary or appropriate for the Investment Committee to carry out its responsibilities;
- (c) to contract with custodial or depository organizations to keep custody or hold on deposit any part of such institutional and other funds and assets;
- (d) to authorize the payment of compensation for all such services to any such counsel, advisor, manager, custodian, or depository or other service provider.

Each contract pursuant to which investment authority is so delegated shall provide that it may be terminated by the Council or the Society at any time, without penalty, upon thirty (30) days notice.

Sec. 4 In acting and refraining from acting, including in selecting persons to whom investment authority is delegated or with whom the contracts described above are to be made, the Investment Committee and its members shall act in good faith and with the degree of diligence, care, and skill that ordinary prudent persons would exercise under similar circumstances when acting as the investment committee of a New York not-for-profit corporation with charitable purposes. Each member of the Investment Committee shall be indemnified by the Council and the Society to the same extent and on the same terms as any member of the Council or Board of Directors of the Society, or the officers thereof, shall be indemnified by the Council and Society pursuant to Article V of these by-laws.

Sec. 5 Unless the Council requests otherwise, the Investment Committee shall report at least annually to the Joint Standing Committee on Administration and Finance of the Council and Society.

Sec. 6 In connection with the preparation of any budget by the Council's Joint Standing Committee on Administration and Finance or related matters, the Investment Committee shall consult at least annually with that committee and may make recommendations regarding the amount or rate of investment proceeds, including dividends, interest, and realized and unrealized capital gains, which may be intended to be expended pursuant to such budget.

Sec. 7 The Investment Committee shall perform such other duties relating to investments as the Council may assign.

MISCELLANEOUS

ARTICLE V

Sec. 1 The principal executive offices of the Council and of the Society shall be located and maintained at the Episcopal Church Center, 815 Second Avenue, New York, New York 10017. The Council and Society may also have offices at such other places as the Council may from time to time appoint.

Sec. 2 The stated business meetings of the Council and the Society shall be convened at the Episcopal Church Center, New York, New York, or such other places as the Council may determine under Article II. Sec 2, at such times as the Council shall specify. The second stated meeting in each year shall include the conduct of the Annual Meeting of the Society at which annual reports shall be made and such other business transacted as shall properly come before that meeting.

Sec. 3 The order of business of the meetings of the Council shall be such as is determined by the Agenda Committee, or by the Council at its preceding meeting, always subject to an amendment by the Council at any meeting. The Council shall celebrate the Lord's Supper together at least once in each meeting and shall engage in informal prayer at noon or at such other times as the Chair may determine or direct.

Sec. 4 The provisions of these By-laws relating to the functions of the Council and the Society may be amended or repealed, in whole or in part, at any stated meeting of the Council or the Board of Directors of the Society, as appropriate, or at any called meeting when such action has been duly announced in the call for such meeting; provided, however, that any such amendment or repeal shall require for its adoption a majority vote of all members of the Council or of the Board of Directors of the Society, as the case may be.

Sec. 5 All members of the Council and Directors of the Society, 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 the Society or to another organization at the Council's or the Society's request. Persons who are not directors or officers of the Council or the Society, but who are employees or agents thereof, acting within the scope of their employment, shall be similarly indemnified in respect of such service. 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 Directors of the Society, or officers or employees thereof, and shall inure to the benefit of their heirs, executors, and administrators.

The Domestic and Foreign Missionary Society Guidelines for Official Travel

*for Members of Committees, Commissions, Agencies and Boards of the General Convention;
the Executive Council of the General Convention; and Officers, Employees, Consultants and Volunteers
of The Episcopal Church*

As of January 1, 2009

Purpose

The purpose of travel guidelines is to encourage responsible use of, and accountability for, funds entrusted to the church for its governance and mission.

GENERAL GUIDELINES

- **Requests for reimbursement must be submitted immediately, or no later than thirty (30) calendar days following completion of a trip or after incurring other travel and entertainment expenses. Processing may be delayed or denied for requests postmarked more than 30 days after a trip or expense.**
- Each properly documented request for reimbursement will be processed within ten (10) business days of receipt in the Controller's Department.
- All requests for reimbursement must be filed on the Travel and Expense Report and must be accompanied by **original receipts or e-invoices for ALL expenses other than tips. Summary credit card statements and other copies are not acceptable.**
- Travel and Expense Report forms are available on line at: [Travel and Expense Report Form](#).
- For control and audit purposes, exceptions to any policy relating to reimbursement may be approved only by the Treasurer or Controller.
- All ground transportation requires a receipt from a licensed transportation service (including bus, taxi or limousine service).
- "Petty Cash" disbursements will **not** be used for travel advances or reimbursements.
- All requests for reimbursement must clearly identify the dates, destination and the business purpose of the trip, meeting or expense.
- Travel and Expense Reports should be completed in a single currency only (preferably U.S. Dollars). If the U.S. dollar amounts stated on the Form are derived after converting from a foreign currency, please include a copy of the source document used for conversion. This document should clearly show the rate or conversion factor that was used in the computations. We suggest using the converter available at <http://www.oanda.com/convert/fxhistory>.

SPECIAL NOTE

Expenses that are generally subject to reimbursement

The following are usually accepted for reimbursement: transportation, lodging, meals, and certain miscellaneous expenses. Details are provided in these *Guidelines*.

Expenses that are not subject to reimbursement

Any expenses not specifically addressed in these *Guidelines* as reimbursable must have prior written explanation and approval. Non-reimbursable expenses include but are not limited to the following:

- spouse's travel expenses
- dependent care, pet care
- supply clergy to substitute for clergy on official business, lost pay
- use of frequent-flyer miles, additional travel insurance
- luggage purchase or replacement
- unofficial (personal) entertainment, in-room movies, barber and beauty services, newspapers and magazines, sightseeing
- medical services
- motor vehicle fines
- “no show” charges for hotels, car rental and limousines
- charge card late fees and expenses
- alcoholic beverages. Exceptions may be made for alcoholic beverages for official entertainment.

MODE OF TRANSPORTATION

When you are traveling on official business, you should travel by the most expeditious route, which will usually be by air. *However*, you may travel by personal automobile, train or bus when the situation warrants. *Requests for rental or owned auto travel* must be submitted in writing or by e-mail to, and be approved by, the accountable Center Director or Administrative Executive.

All travel for which reimbursement is sought must be provided through **licensed commercial carrier or your own vehicle**.

AIR TRAVEL

Fare

Reservations should be booked as early as possible to take advantage of advance purchase discounts. This is typically 14 to 21 days for travel within the U.S. and 14 to 60 days in advance for international travel. The cost for a twenty-one day advance purchase coach fare for a direct flight will be the basis for determining reimbursement amounts. *All* trips should be booked as *coach fares*, unless approved in advance by the appropriate member of Management. The Society will pay for an aisle seat in coach, if the airline charges for all aisle seats. Also, the Society will reimburse for one checked bag, if the airline charges for the first checked bag. The Society will not reimburse for additional baggage fees. The Society's travel agency will **choose the most direct, cost effective route of travel**. Travelers wishing to deviate from the travel agency's choice by choosing their airline or routing will be expected to pay the excess cost above the travel agency's quote for airfare.

Charges incurred for itinerary changes made for the convenience of the traveler will not be reimbursed.

Travel Accident Insurance

You are covered for accidents that occur during official business travel, as follows:

- Bookings made through the Society's approved travel agent receive \$350,000 of automatic insurance through American Express covering accidental death or dismemberment arising during a trip from point of departure to point of return (i.e., door-to-door).
- The Society provides \$350,000 of additional Travel Accident Insurance covering accidental death or dismemberment occurring during all business travel. This coverage is independent of the American Express or any other collateral insurance. (For aircraft travel, this insurance is subject to an aggregate limit of \$3,500,000 if more than one insured person suffers a loss in a single incident).

Summary policy descriptions are available upon request from the Controller's Office.

AUTOMOBILE TRAVEL

Rented Vehicle Policy

Unless you are a Center Director or Administrative Executive, you must have the prior written approval of your Center Director or Administrative Executive in order to rent a car or van for official business travel. The Society's designated travel agent has arranged favorable rates with alternative auto rental companies.

The Society's insurance coverage protects against auto liability claims that arise when autos are used for church related activities. The DFMS is subject, however, to a \$500 deductible if its traveler is deemed the "at-fault" driver involved in the accident.

Allowances for traveler's own vehicle

- The rate of reimbursement is the current IRS rate plus tolls and parking fees. Receipts for tolls and parking fees must accompany requests for reimbursement (regardless of the dollar amount).
- Gasoline and oil are **not** reimbursable expenses in addition to this per-mile reimbursement; rather, they are a part of it.
- Total reimbursement shall not exceed the sum of direct airfare plus rebated ground transportation, except in situations where the use of an automobile, in lieu of another means of transportation, can be justified.

LODGING

Inside New York City

The Society has established corporate accounts with the Tudor Hotel at the United Nations (42nd Street and Second Ave.), the Millennium UN Plaza (44th Street between 1st and 2nd Avenues) and the Fitzpatrick Grand Central Hotel (45th Street and Lexington Avenue). Reservations must be made through Sherri Siegel Quinones, Meetings Coordinator (212) 716 6021, in the office of the Chief Operating Officer: 800-334-7626.

Outside New York City

The *allowance for lodging* will generally be equal to the *standard business rate* (determined by locality) at a moderately priced hotel.

Billing

Individual Billing: You must pay your own hotel bill and submit your receipt for reimbursement. ***You may not charge the hotel bill of another person traveling on Society business and expect reimbursement.*** The Society will not reimburse you for such a charge.

Group Billing: If a group wishes to arrange hotel accommodations for members attending a meeting or conference, the Society will accept direct billing from the hotel for room, group catering and audio visual charges. All individual charges (e.g., room service, meals, telephone, etc.) must be submitted through an individual Travel and Expense Report. A *contract* for group accommodations must be submitted for review by in-house counsel and signed by the Treasurer at least 60 days in advance of the meeting or conference.

Length of Hotel Stay

The Society will reimburse travelers for hotel rooms during the period of a scheduled meeting and any additional night required to accommodate public transportation schedules. A traveler may be reimbursed for an extended stay *to the extent that the traveler can document* that the savings in transportation costs exceed the additional expense of extended lodging (e.g., the reduced fare for a weekend flight exceeds the additional hotel room charge).

MEALS

Allowance

Original receipts for all individual meals must be provided. Suggested ranges for individual meals are \$6 to \$10 (Breakfast), \$6 to \$10 (Lunch) and \$35 to \$40 (Dinner). You may submit for reimbursement **only** your expenses. Please see *Miscellaneous Expenses*, below, for guidelines related to guests.

Reimbursement

Requests for reimbursement for each meal must be accompanied by a credit card receipt or a receipted hotel or restaurant bill specifying as separate items food, alcohol, and tax. This is a requirement of the Internal Revenue Code.

- No reimbursement will be made for meals, which are provided as part of the group arrangements for a meeting.
- When full or continental breakfast is included in the hotel rate, no reimbursement will be made for room service breakfast.
- An accountable Center Director or Administrative Executive must approve a request for reimbursement for the entertainment of a guest/guests of the Society.

MISCELLANEOUS EXPENSES

Transfers

Reimbursement may be denied for taxi fares when shuttle service is provided by a hotel or conference center.

Host/Hostess Gift

For a meal, or hospitality in lieu of hotel accommodations, a gift is permitted provided that its cost does not exceed that of a local restaurant (for a meal) or one night's hotel rate (for hospitality). For reimbursement, you must submit a receipt for the gift and note on it the name of the recipient.

Laundry and Valet Services

On trips of five (5) or more days, the cost of necessary laundry and valet services is reimbursable.

For Persons with Disabilities

Persons with disabilities who need special transportation, wheelchairs, scooters, sign language interpreters or aids for vision may request provision of these and other services from the Executive Officer of the General Convention (for members of Executive Council and CCABs) or the Chief Operating Officer (for persons on the Presiding Bishop's staff), who will approve or disallow them on a case by case basis.

Business Entertainment

The traveler may be reimbursed for entertaining a guest or employee of the Society if such entertainment is for business purposes and is pre-approved by a Center Director, Administrative Executive or Chair. Reimbursement for meals included in entertainment expenses must be within the guidelines for individual meals.

Telecommunications

Essential personal telephone calls (e.g., to your home) and hotel-connection Internet service are reimbursable on a reasonable basis.

Other Miscellaneous Expenses

When an in-hotel health facility is not included in the base hotel room charge, reimbursement will be payable up to \$10 per day. The separate charge must be clearly identifiable.

Modest incidental tips for service do not require receipts.

TRAVEL ADVANCES

Policy

Advances for official travel are available to all employees and members of Committees, Commissions, Agencies and Boards engaged in official travel for the Episcopal Church.

Because air travel is to be booked through the Society's approved travel agent who will charge the fare directly to the corporate American Express account, travel advances should be requested for essential anticipated expenses only.

Obtaining a travel advance

You should submit to the appropriate Center Director or Administrative Executive or the General Convention Office an invoice or statement for an advance to cover reasonable expenses such as ground travel, lodging, and meals.

You should allow ten (10) working days for processing; therefore, all requests should be submitted as early as possible.

Accounting for a travel advance

Immediately, or no later than thirty (30) calendar days after your trip, you must submit the Travel and Expense Report (specifying the amount of reimbursement due or the unused funds being returned) with the following attachments:

- An e-invoice or original airline or train ticket from the DFMS officially designated travel agent or a bus ticket or stub (to verify the cost of your ticket and ensure that it was actually used). An itinerary only will **not** be accepted. This procedure must be followed even when travel has been charged to the Society's American Express account.
- A receipted hotel bill. (If you elect not to stay at the official hotel designated for a meeting, you should submit a bill from your hotel; however, you will be reimbursed only for an amount equal to the group rate at the designated official hotel).
- Receipts for all reimbursable meals, transportation, entertainment and miscellaneous expenses other than tips.

Subsequent travel advances

Subsequent requests for travel advances will not be processed until proper accounting is received for all previous advances.

Exception

If only your airfare was prepaid, you may request an advance to cover other expenses for the same trip.

IRS Form 1099

At the end of each calendar year, in accordance with IRS regulations, Form 1099 (Nonemployee Compensation) will be issued by the Society in the amount of all travel advances for which an accounting has not been made to the Society.

REIMBURSEMENT

All receipts must include the name of the vendor, date and dollar amount.

Documentation for Reimbursement

Travelers seeking reimbursement must submit the following documentation along with their expense report:

Air/Rail	E-invoice from travel agency for air or rail. If rail transportation is not booked through the travel agency, then the original passenger coupon with the price.
Lodging	Complete hotel folio showing proof of payment
Car Rental	Rental car agreement including proof of payment
Meals/Entertainment	Charge/credit card receipt or cash register receipt (no restaurant tear tabs); or note indicating "\$x.00 for airplane meal" or for similar modest-priced meals when no receipt is given.

- All airline and rail charges will be centrally billed to the Society's American Express account. You will still report air and rail charges with proper documentation on your expense report as an expense paid by the Society.
- You may charge and be reimbursed only for your own official travel. You will not be reimbursed for travel, lodging or meal expenses of a group or any other person(s).
- Arrangements for official travel by a group or any other person(s) must be made by our official travel agent. (See *Travel Agent*, below.)
- Because all travel reimbursement guidelines comply with the Internal Revenue Code, reimbursed out-of-pocket expenses for official travel will **not** be reported to the IRS as income.

Submitting a Request for Reimbursement

Please direct all requests for reimbursement to the staff person through whom the meeting arrangements were made.

Requests for reimbursement for group travel for Members of Committees, Commissions, Agencies and Boards of the General Convention or Executive Council should be sent to:

Cheryl Dawkins, Staff Assistant
General Convention Office
The Episcopal Church Center
815 Second Avenue
New York, NY 10017
Tel: (212-716-6145)

Any subsequent questions should be directed to June A. Victor in the Treasurer's Office (212-716-6077), or to Thelma Bailey in the Controller's Office (212-716- 6292).

TRAVEL AGENT

Policy

The DFMS contracts with an officially designated travel agent. Effective September 8, 2008, A&I Travel, Inc. is the officially designated travel agency. A&I Travel can be reached by telephone at 800-467-1182; or fax at 901-291-1459. The benefits of using this agent include very significant cost savings, upgrades, on-line booking in many instances, plus other special features. You may book transportation through another means **only if** you can document that you can achieve savings of more than \$100 below the fare plus agency fee quoted by the DFMS' officially designated travel agency. (We recommend that after obtaining an alternative fare quote you obtain a written quote from the DFMS' officially designated travel agency should you elect to purchase the alternative option.) **All exceptions should be documented and fully explained on an accompanying note, ensuring that the arithmetic and calculations are clear; otherwise your reimbursement may be delayed or rejected.**

A & I Travel offers two options for booking travel:

1. On-line Booking through Rearden Online Personal Assistant. All travelers of the Society are encouraged to utilize the Rearden Online system for air, car and hotel bookings (excluding NY preferred hotels). Prior approval or registration may be required if you are a new and infrequent traveler. More information on Rearden can be found at <http://www.aitvl.com/dfms.htm>
2. Full Service Booking with a live agent. We encourage travelers who are traveling internationally, or travel itineraries that require multiple destinations on the same trip to contact a designated agent for The Society by calling 1-866-683-8248; 1-901-271-2300; or emergency assistance after business hours (Monday – Friday 8:00am-6:00pm CST) at 1-866-616-8206.

MEETING SCHEDULING

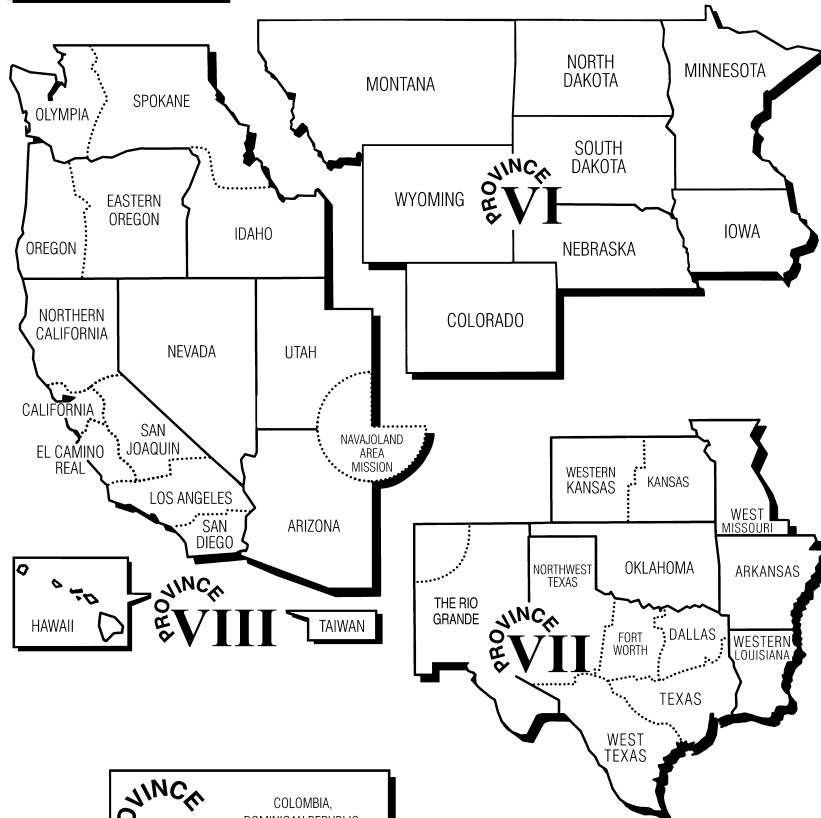
To accommodate the schedules of both the clergy and lay members, we encourage committees and other bodies to consider using a combination of weekdays and weekends when scheduling meetings.

Appendix D

ORGANIZATIONAL CHART

(Under Construction)

Provinces of the Episcopal Church 2007–2009 Triennium



PROVINCE IX
COLOMBIA,
DOMINICAN REPUBLIC,
ECUADOR CENTRAL,
ECUADOR LITORAL,
HONDURAS, PUERTO RICO,
VENEZUELA

