

Executive Council Minutes
Dearborn, Michigan
October 26 – 28, 2007

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FRIDAY MORNING, 10/26/07

The morning was spent in committee.

FRIDAY AFTERNOON

The meeting was called to order at 1:30 p.m. by the Chair, Bishop Katharine Jefferts Schori. A motion to accept the revised agenda was seconded and approved. Minutes from the June, 2007 meeting in Parsippany were also approved. The Secretary was called on for roll call and announcements.

The Secretary, Gregory Straub, took the roll call. All present, unless otherwise noted.

The Most Reverend Katharine Jefferts Schori, Chair
Dr. Bonnie Anderson, Vice Chair

David Alvarez	Vicki Garvey	Petero Sabune – excused
Tim Anderson	Del Glover – arrived late	Stacy Sauls
Rosalie Ballentine	Thomas Gossen	Dennis Stark
Hisako Beasley	Joyce Hardy	John Vanderstar
RPM Bowden	Bettye Jo Harris	Winnie Varghese
Jon Bruno	Mark Harris	Ted Yumoto
Kim Byham	Angela Helt	Belton Zeigler
Lee Crawford	Josephine Hicks	
Sharon Denton	Julio Holguin	<u>DFMS Officers</u>
Ian Douglas - excused	Gay Jennings	Linda Watt
George Frazer	Timothy Kimbrough	N. Kurt Barnes
Dorothy Fuller - excused	Sandra McPhee	Gregory Straub
Butch Gamarra	Ted Mollegen	
Bruce Garner	Wilfrido Ramos-Orench	
	Terry Roberts	
	Edward Rodman	

Gregory read a letter of resignation from Miguelina Espinal, who resigned her position on Executive Council to accept a staff position as PLSE Coordinator. In her letter, Miguelina encouraged Council to consider electing a young cleric to replace her. Biographies of the nominees were distributed, and it was decided that the election would take place tomorrow to allow Council time to consider their vote.

REPORTS FROM COMMITTEE CHAIRS

JOSEPHINE HICKS – ADMINISTRATION AND FINANCE

A&F has a full agenda, including relocation of the Archives, Mission Funding Initiative, the reorganization of the Church Center as it impacts the budget, and jointly with INC regarding the IARCA covenant relationship issues.

TERRY ROBERTS – CONGREGATIONS IN MINISTRY

CIM heard from invited guest Peggy Hathaway about Access Ministry this morning and will look at this in terms of evangelism. The committee will also look at Scenario Planning and hear reports from staff and take care of old business.

SANDRA MCPHEE – INTERNATIONAL CONCERNS

INC's primary focus is meeting with the covenant partners. They will meet jointly with A&F twice around these issues. They will also hear staff reports.

JOHN VANDERSTAR – NATIONAL CONCERNS

NAC will discuss the new budget process, receive staff reports and discuss resolutions about Jubilee Ministries and Social Responsibility in Investments. They will also discuss some of the current issues within the Church and in the Anglican Communion, including the House of Bishops statement in September.

REPORTS FROM TASK FORCES

INC 005 TASK FORCE – MISSION WORK OF ANGLICAN CHURCH IN THE AMERICAS - Bonnie Anderson reports that conversation has begun and will continue during this meeting while some of the partners are present.

INC 021 RESPONSE TO THE DRAFT ANGLICAN COVENANT – Chair Rosalie Ballentine reported that the document has been completed, will be distributed to Executive Council at this meeting, and will be discussed tomorrow afternoon.

A&F 010 MDG'S – The Inspiration Fund is being launched today, and they are already almost half-way to the goal of three million dollars, including the contribution from the Executive Council.

A&F 031 BUDGET TASK FORCE GROUP – Chair Josephine Hicks reported that the group has met by conference call, will do some planning at this meeting and will do visionary planning in February.

A&F 032 REVIEW MISSION FUNDING INITIATIVE – this will be discussed on Sunday when the Chair, Del Glover, is present.

OPENING REMARKS

Katharine Jefferts Schori expressed her joy at being in the Diocese of Michigan. She has been traveling a great deal and found great health and vitality in the church, although there are many challenges around episcopacy that are shared around the church. Bishop Jefferts Schori asked everyone to keep the people of Southern California in their thoughts and prayers and to remember them financially as well, as they struggle with the terrible fires.

Bonnie Anderson spoke of her activities and planned events as President of the House of Deputies between the June meeting in Parsippany and the February meeting in Quito. Bonnie shared some of the concerns she has heard as she travels around the country. Some of the questions she has been asked are:

- I am a delegate to convention. How can I be most effective in promoting and helping my parish as we move toward realignment?
- The Bishop's Customary says you are eligible to run for vestry only if you can get along with your rector. Is this really an election?
- ... our bishop has given away property to parishes leaving TEC. Is there any recourse or way to prevent future give-aways?
- How far does our Bishop and Diocese have to go in divorcing itself from the National Church before it is no longer a diocese of the Episcopal Church?
- Our beloved Church is dying. We are asking for your help... we need your help... Will you help us?

Linda Watt expressed appreciation to all who worked on the reorganization plan and thanked the Presiding Bishop for her leadership and vision. She gave more information about the reorganization, the four mission centers, proposed satellite offices, and fielded questions from Executive Council.

There was time for private conversation and then the rest of the afternoon was spent in committee.

SATURDAY MORNING, 10/26/07

Saturday morning was spent in committee.

SATURDAY AFTERNOON

The first part of the afternoon was spent in private conversation.

Next, Rosalie Ballentine was called on to report on work of the committee charged with writing the response to the draft Anglican covenant. Rosalie advised that the document drafted by the committee had been distributed to Council members yesterday and she thanked the committee.

Gregory announced items placed on the consent calendar – EC 014, A&F 036, A&F 037, A&F 038, INC 022, INC 023, INC 024, INC 025, INC 026, NAC 024.

Election of Executive Council member: RPM brought up the point that in the past, the person who received the next highest number of votes at General Convention would be elected. This was not done and that person was not on the ballot. Gregory explained that the person with the next highest number of votes at General Convention had not been nominated by a member of council for this election. It was proposed and seconded that Council be informed of the identity of this person. A vote was taken, and this motion was defeated. It was then proposed and so moved that the person receiving the least number of votes be dropped from the ballot if a second ballot is required. This motion was not passed unanimously. Ballots were distributed and collected. Business continued while the votes were being tallied.

COMMITTEE REPORTS

JOHN VANDERSTAR – NATIONAL CONCERNS

National Concerns participated in a budget discussion led by Tim Anderson, who is on the Budget Committee. They heard staff reports from Chris Epting, Richard Parkins and Maureen Shea, and adopted a resolution reaffirming Jubilee Centers. Hisako Beasley called attention to the fact that 6 Jubilee Centers asking for reaffirmation are in Haiti. Kim Byham led the discussion on Social Responsibility in Investments and the SRI resolution was presented.

NAC 025 – Adopted with 1 abstention (J. Vanderstar)

TO: The Executive Council
FROM: The Social Responsibility in Investments Committee
RE: Approval to file new shareholder resolution text for 2007-2008 filing season
DATE: October 19, 2007

Resolved, that the Executive Council, meeting in Dearborn, Michigan from October 26 to 28, 2007, grants approval to file the following shareholder resolution with Colgate Palmolive, FedEx, and International Paper:

Take Steps Toward Carbon Neutrality

Draft (written for Colgate Palmolive, will be modified for FedEx and International Paper)

Whereas:

Colgate Palmolive is one of the leading consumer products companies in the world, with more than \$12 billion in sales and operations in more than 200 companies. As an industry leader, Colgate Palmolive has particular ethical responsibilities with regard to issues like greenhouse-gas emissions and global warming.

Global warming is the most significant environmental problem facing the planet. Greenhouse gas emissions are continuing to increase, and if not reduced dramatically will lead to extraordinary climate change. In particular, increasing levels of carbon dioxide in the atmosphere are hastening the pace of global warming.

The Kyoto reduction targets may be inadequate to avert the most serious impacts of global warming. UK prime minister Gordon Brown says the EU should aim to reduce its carbon dioxide (CO₂) emissions by 30% below 1990 levels by 2020 and by at least 60% by 2050.

Since Kyoto was adopted, the urgent need for action to prevent the most damaging effects of climate change has become increasingly clear. Many companies are take steps in the right direction by reducing greenhouse gas emissions—including carbon dioxide—but not quickly enough. Consumers and governments are increasingly demanding that companies make progress toward reducing greenhouse gas emissions.

The 2006 Stern Review on the Economics of Climate Change, lead by the former chief economist at the World Bank, "... estimates that if we don't act, the overall (worldwide) costs and risks of climate change will be equivalent to losing at least 5% of global GDP each year, now and forever." In contrast, the costs of action would be about 1% of global GDP each year.

According to its most recent sustainability report, Colgate Palmolive improve energy efficiency by nine percent from 1999 to 2003, showing that it can set and meet goals that improve the environmental performance of its products.

Colgate Palmolive has yet to develop a comprehensive strategy to ensure that technology and practices will be applied to significantly reduce total GHG emissions from operations and products by 2010, 2020, and 2030. Indeed, Colgate Palmolive has stated in its most recent sustainability report that (p. 29) "Colgate has not taken a formal position on the issue of climate change or the associated points of view expressed by the scientific community, governments and environmental activists. Colgate believes that its role in this issue is to operate its factories as efficiently as possible in a manner that will result in benefits to the environment and to the business." Such a position is likely to be seen as inadequate by the company's stakeholders.

Many companies have committed to becoming carbon neutral, including Yahoo!, Nike, and Interface.

Resolved: shareholders request that the Board of Directors publicly adopt a goal of achieving carbon neutrality through reductions in emissions, emissions trading, and offsets and annually report to shareholders on its progress toward achieving carbon neutrality.

The other NAC resolution had not been distributed yet, and it was decided that the balance of National Concerns report will be taken up when all have had a chance to read it.

The results of the first ballot were read:

Howard Anderson 9 Robert Two Bulls 8 Emily Morales 7 Adam Shoemaker 5 Kate Wesch 5

Since there was a tie, no one would be eliminated. There was a motion that on the next ballot, if there is a tie for lowest number of votes, all candidates who have tied for lowest votes be removed from the ballot. This motion was amended to say that on the next ballot, the two candidates with the low number of votes be removed from the ballot. The amended motion was passed.

The second ballots were distributed and then collected.

Wilfrido Ramos-Orench was asked to speak about the upcoming meeting in Quito, Ecuador. He spoke of the great opportunity to see the diocese and of the opportunities for engagement in mission. He encouraged people to come early or stay longer, if that is possible, so they can take part in Sunday worship. When questioned about the needs of the people and what types of donations might be welcomed, he replied that there is a great need for medicines for the clinics and books for the schools.

The results of the second ballot were read:

Emily Morales 10 Howard Anderson 8 Robert Two Bulls 7 Kate Wesch 4 Adam Shoemaker 2

Instructions were issued to cross Kate and Adam off the 3rd ballot, which was distributed and then collected.

Next began the presentations from the covenant partners, beginning with Bishop Edward Neufville of the Diocese of Liberia and Mr. Sandi Cooper, Treasurer. Bishop Neufville spoke of the challenges they face in post-war Liberia and expressed appreciation to ERD for the Nets for Life program.

After their presentation, the results of the 3rd ballot were read, and Emily Morales was elected.

Next to present were Bishop Mauricio Andrade of Brazil and Canon Francisco de Assis da Silva, Provincial Secretary. Bishop Andrade gave a history of the diocese and challenged Council to return to its Anglican roots.

For IARCA (the Anglican Church of Central America), Bishop Martin Barahona of El Salvador and Bishop Hector Monterroso, Provincial Secretary and Bishop of Costa Rica, spoke. The areas they represent are Guatemala, El Salvador, Nicaragua, Costa Rica and Panama.

Bishop Carlos Touche-Porter of Mexico and Canon Habacuc Ramos-Huerta, General Secretary, presented next, giving a history of the Province of Mexico, including their autonomy in 1995.

Finally, Bishop Ignacio Soliba of the Philippines and Bishop Michael Yamoyam, Provincial Secretary spoke about the work going on in the Philippines. They thanked the Episcopal Church for granting autonomy to the Episcopal Church in the Philippines.

Bishop Katharine expressed her enormous gratitude for the example given by each of the partners. She gave thanks for the relationships. She shared that during a meeting with the partners, she heard a desire to form a covenant among this group that might be an example to the rest of the Anglican Communion of what an Anglican covenant could look like.

The meeting was recessed for dinner.

SUNDAY MORNING, 10/28/07

On Sunday morning, the Executive Council traveled to Christ Church in Dearborn to attend the 10:00 service, preceded by fellowship coffee hour. The Executive Council then returned to the hotel for brunch with Bishop Wendell Gibbs and members of the Diocese of Michigan.

SUNDAY AFTERNOON

The consent calendar was called and approved.

EC 014 – Adopted

To: Executive Council
From: Audit Committee
Date: November 13, 2006
Subject: Clergy Housing Allowances

Resolved, that the Council designates as a tax-deductible housing allowance pursuant to Internal Revenue Code Section 107 and Internal Revenue Service Regulations S1.107 the appropriate portion of the annual cash salary of clergy employed by the DFMS. The specific amounts in each instance have been noted by official action of the Audit Committee upon appropriate documentation by the member of the clergy.

EXPLANATION

The Executive Council officially approves housing allowances in advance of each calendar year for clerical members of the staff and has delegated to the Audit Committee responsibility for confirming the dollar amount of the housing allowance claimed by each such member of the clergy.

A copy of this Resolution along with the calculation received by the Audit Committee will be provided to each clergy employee. The housing allowance amount will be included in Box 14 (information only) on annual W-2 forms.

A&F 036 – Adopted

To: Executive Council
From: Administration and Finance Committee
Date: October 24, 2007
Subject: Episcopal Diocese of Michigan Native American Scholarship Fund

Resolved, that Trust Fund # 1017, Episcopal Diocese of Michigan Native American Scholarship Fund, be established to endow a scholarship fund for Native Americans.

EXPLANATION

Trust Fund # 1017 Episcopal Diocese of Michigan Native American Scholarship Fund, (2007). This fund was established with \$60,667.30 in grant money received from the Episcopal Diocese of Michigan. According to the directive of the Standing Committee of the Diocese, only the income is to be used for “educational needs . . . for individuals of Native American heritage, giving preference to those from the Province of the Midwest of TEC.” The Scholarship Committee will review and approve, as appropriate, recommendations made by the Office of Native American Ministries.

A&F 037 – Adopted

To: Executive Council
From: Administration and Finance Committee
Date: October 24, 2007
Subject: Emma Lou Benignus (Ministry to the Aging)

Resolved, that Trust Fund #1015, the Benignus, Emma Lou (Aging Ministry) Estate, be established for the ministry to the aging.

EXPLANATION

Trust Fund # 1015 Benignus, Emma Lou (Aging Ministry), Estate (2007). This fund was established with a \$107,976.20 bequest from the proceeds of the Charitable Remainder Unitrusts of Emma Lou Benignus. Income is to be used solely by the Office of Ministry Development’s Task Force on Ministry to the Aging or its successor. The Director of Mission Program, the Coordinator of Office for Ministry Development, and the Treasurer’s Office will determine the appropriate use of the income each year.

A&F 038 – Adopted

To: Executive Council
From: Administration and Finance Committee
Date: October 24, 2007
Subject: Taiwan Episcopal Church

Resolved, that Trust Fund #1016, Taiwan Episcopal Church, be established to hold and invest funds for Taiwan Episcopal Church.

EXPLANATION

Trust Fund # 1016 Taiwan Episcopal Church (2007). This fund was established with \$499,975.98 as an investment account by Taiwan Episcopal Church. This is a custodial-type trust fund, meaning that DFMS is not trustee for these funds but is simply providing the owner (Taiwan Episcopal Church) with access to investment management through DFMS endowment. The owner may add to or withdraw principal and/or income at its discretion.

INC 022 – Adopted

To: The Executive Council
From: International Concerns
Date: October 18, 2007
Subject: New Mission Partners

Resolved, that the Executive Council express its appreciation for the following appointments of Young Adult Service Corps volunteers made on behalf of the Presiding Bishop this year:

Ms. Kelly Alexander – Diocese of Atlanta – assigned as Program Assistant-Education & Carpenter's Kids Clubs Development in the Diocese of Central Tanganyika in the Anglican Church of Tanzania. This appointment is for a period of five months, beginning August 3, 2007.

E-mail: kellytresh@gmail.com

Blog: <http://www.munguibarikitanzania.blogspot.com>

Address: Canon Andrea Mwaka School (CAMS) – P.O. Box 226 - Dodoma, Tanzania.

Mr. Stephen Day – Diocese of West Virginia – assigned as System Administrator at Msalata Theological College in the Diocese of Central Tanganyika, Anglican Church of Tanzania. This appointment is for one year beginning October 4, 2007.

E-mail: stephend79@gmail.com

Blog: <http://www.daysdaze.org/>

Address: Msalata Theological College - P.O. Box 264 - Dodoma, Tanzania.

Ms. Marian Dickson – Diocese of Atlanta – assigned as Teacher/Counselor/School Advisor in the Diocese of Central Ecuador. This appointment is for one year beginning July 27, 2007.

E-mail: marian.m.dickson@gmail.com

Blog: <http://profesoraenecuador.blogspot.com>

Address: Iglesia Episcopal del Ecuador - Diocesis Central - Francisco Samiento N 39-54 y Portete – Quito – Ecuador.

Mr. Matthew Kellen – Diocese of Spokane – assigned as Teacher in the Diocese of Grahamstown in the Anglican Church of Southern Africa. This appointment is for one year, beginning July 17, 2007.

E-mail: matt_special_K@hotmail.com

Blog: <http://kellegraham.blogspot.com/>

Address: PO Box 102 - Grahamstown 6140 - South Africa.

Ms. Katherine Lemler – Diocese of Chicago – assigned as Mission Health Intern in the Diocese of the Dominican Republic. This appointment is for one year, beginning July 21, 2007.

E-mail: KEL14@duke.edu

Blog: <http://saludosdekate.blogspot.com/>

Address: c/o The Rev. Robert Snow - Agape Flights, DMG 13388 - 100 Airport Avenue - Venice, FL 34285-3901.

The Rev. Stephen Mazingo – Diocese of East Carolina – assigned as Deacon to the Bishop in the Diocese of Klerksdorp in the Anglican Church of Southern Africa. This appointment is for one year, beginning June 25, 2007.

E-mail: mazingomission@gmail.com

Blog: <http://mazingomission.blogspot.com>

Address: c/o Diocese of Matlosane - 25 Van Zyl Street, Pienaarsdorp - P.O. Box 11417 - Matlosane, 2570 South Africa.

Mr. Gregory Racine – Diocese of Western Massachusetts – assigned as Teacher's Aide/Youth Worker in the Diocese of El Salvador. This appointment is for one year, beginning August 6, 2007.

E-mail: gregorysracine@gmail.com

Blog: <http://misionelsalvador.blogspot.com/>

Address: Iglesia San Rafael - Calle Santa Cruz y Av 19 Sur - Barrio San Rafael - Santa Ana - El Salvador.

Mr. John Simpson – Diocese of North Carolina – assigned as Diocesan Coordinator for Children Ministry/Clergy Trainer in the Diocese of Northern Uganda, in the Church of the Province of Uganda. This appointment is for one year beginning September 9, 2007.

E-mail: johnsimpson@gmail.com

Blog: <http://www.yearinuganda.blogspot.com>

Address: c/o Diocese of Northern Uganda - P.O. Box 232 - Gulu, Uganda.

Mr. Andrew Thompson & The Rev. Leigh Preston– Diocese of Atlanta – assigned as Community Development Worker and Missioner in Charge respectively in the Diocese of El Salvador. Their appointments are for one year beginning August 13, 2007.

E-mail: leighpreston@gmail.com

Blog: www.AYearInElSalvador.blogspot.com

Address: Iglesia Episcopal Anglicana de El Salvador - 47 Avenida Sur #723, Colonia Flor Blanca - Apartado (01) 274 - San Salvador - El Salvador.

Mr. Jesse Zink – Diocese of Western Massachusetts – assigned as Assistant to the Facilitator at the Itipini Project in the Diocese of Mthatha, in the Anglican Church of Southern Africa. This appointment is for one year beginning August 23, 2007.

E-mail: jessezink@gmail.com

Blog: <http://mthathamission.blogspot.com/>

Address: c/o Dr. Christopher McConnachie - PBX 5014 - Mthatha 5100 – Transkei - South Africa.

INC 023 – Adopted

To: The Executive Council
From: International Concerns
Date: October 18, 2007
Subject: New Mission Partners

Resolved, that the Executive Council express its appreciation for the following appointments made on behalf of the Presiding Bishop this year:

Ms. Karen Carroll – Diocese of Southwest Florida – assigned as Administrator of Bishop Isaac Home for the Elderly in the Diocese of the Dominican Republic. This appointment is for three years beginning March 1, 2007.

E-mail: Ktcarroll768@msn.com

Address: DMG 16664 - 100 Airport Avenue - Venice, FL. 34285.

Ms. Lynn Coulthard – Diocese of Western North Carolina – assigned as Facilitator in the Diocese of Durgapur in the Church of North India. This appointment is for one year, beginning September 3, 2007.

E-mail: lynncoulthard2000@yahoo.com

Blog: <http://lynnindurgapur.blogspot.com/>

Address: c/o Saint Michael's Church - Aldrin Path, Bidhan Nagar - Durgapur, West Bengal 713212 – India.

The Rev. Michael & Mrs. April Floyd – Diocese of Northwest Texas – assigned as Professor at the Center for the Study of Theology and Volunteer respectively in the Diocese of the Dominican Republic. Their appointment is for one year, beginning July 26, 2007.

E-mail: michaelhfloyd@yahoo.com

Address: DMG #20071, c/o Agape Flights - 100 Airport Avenue - Venice, FL 34285.

Ms. Robin McNutt – Diocese of Nebraska – assigned as Missionary in the Diocese of Bor, in the Episcopal Church of Sudan. This appointment is for one year beginning November 1, 2007.

E-mail: robinmcutt@yahoo.com

Address: 7811 Maui Circle - Papillion, NE 68046.

Mr. Vincent & the Rev. Amy Denney Zuniga – Dioceses of El Salvador and Northern California – assigned as Minister of Music/Grant Writer and Priest-in-Charge respectively in the Diocese of El Salvador. Their appointments are for one year beginning January 1, 2007.

E-mail: amydenneyzuniga@gmail.com

Blog: <http://www.updatesfromelsalvador.blogspot.com/>

Address: Iglesia Anglicana de El Salvador - c/o Giant Club - GC-0119 - P.O. Box 526250 - Miami, FL 33152-6250.

INC 024 – Adopted

To: The Executive Council
From: International Concerns
Date: October 18, 2007
Subject: Returned Mission Partners

Resolved, that the Executive Council express its appreciation for the following Young Adult Service Corps companions who faithfully completed their term of service:

Ms. Mary Barber, RN – Diocese of Olympia - served as Campus Clinic Nurse & Practical Instructor in the Diocese of Liberia, in the Church of the Province of West Africa. Her appointment started on September 5, 2006, and ended on September 5, 2007.

E-mail: oboenurse@netzero.com

Blog: <http://www.missionarymary.blogspot.com>

Address: 5209 S Puget Sound Avenue – Tahoma, WA 98409.

Ms. Robin Denney – Diocese of El Camino Real - served as Teaching Assistant in the Diocese of Liberia, in the Church of the Province of West Africa. Her appointment started on September 5, 2006, and ended on September 5, 2007.

E-mail: redenney99@yahoo.com

Blog: <http://growinginliberia.blogspot.com>

Address: 7212 Jolon Road - Bradley, CA 93426.

Ms. Anne Figge – Diocese of Washington - served as Assistant at the Itipini Project in the Diocese of Mthatha, in the Church of the Province of Southern Africa. Her appointment initially began as a YASC volunteer from September 22, 2005 to September 21, 2006. Her status was then changed to missionary from October 16, 2006 to May 31, 2007.

E-mail: annefigge@yahoo.com

Address: 14010 Ballantyne Country Club Drive – Charlotte, NC 28277.

Mr. Stephen Drew Foisie – Diocese of Olympia - served as Teacher/Lay Minister, in the Diocese of Taiwan. His appointment began on August 30, 2006, and ended on September 21, 2007.

E-mail: drewfoisie@gmail.com

Blog: <http://www.drewfoisie.blogspot.com>

Address: 3811 SW 313 Street – Federal Way, WA 98023.

Ms. Virginia Holt – Diocese of Central Gulf Coast - served as Teacher in the Diocese of Grahamstown in the Church of the Province of Southern Africa. Her appointment started on July 11, 2006, and ended on September 21, 2007.

E-mail: virginiaholt@gmail.com

Address: 1818 E Brainerd Street – Pensacola, FL 32503.

Mr. William Bentley Manning – Diocese of Tennessee - served as Youth Worker/Camp Counselor in the Diocese of the Dominican Republic. His appointment began on August 15, 2006, and ended on August 15, 2007.

E-mail: bentleymanning@mac.com

Blog: <http://web.mac.com/bentleymanning>

Address: 2806 Wimbledon Road – Nashville, TN 37215.

Ms. Alexandra Martin – Diocese of Alabama - served as Youth and Children Minister in Germany with the Convocation of American Churches in Europe. Her appointment started on September 5, 2006, and ended on September 5, 2007.

E-mail: Alexandra3d@aol.com

Blog: <http://www.girlonamission2.blogspot.com>

Address: Saint Luke's Parish - 1864 Post Road – Darien, CT 06820.

Mr. Andrew Phillips – Diocese of Texas - served as English Teacher in the Diocese of the Dominican Republic. His appointment began on August 20, 2006, and ended on August 20, 2007.

E-mail: warejko1@gmail.com

Blog: <http://www.warejko.blogspot.com>

Address: 1603 Woods Drive – Mission, TX 78572.

INC 025 – Adopted

To: The Executive Council
From: International Concerns
Date: October 18, 2007
Subject: Returned Mission Partners

Resolved, that the Executive Council express its appreciation for the following mission companions who faithfully completed their term of service:

Ms. Margaret Griffin – Diocese of Atlanta - served as Assistant Development Officer in the Diocese of Dar es Salaam in the Church of the Province of Tanzania. Her appointment began on June 20, 2005, and ended on December 31, 2006.

E-mail: magiwester@yahoo.com

Address: P.O. Box 2148 - Rome, GA 30164-2148.

The Rev. Jeffrey and Mrs. Annie Mead – Diocese of Pittsburgh - served as Priest and Volunteer respectively in the Diocese of Cyprus & the Gult in the Episcopal Church in Jerusalem & the Middle East. Their appointment started on December 15, 2004, and ended on March 26, 2007.

E-mail: jeffnannie@gmail.com

Address: P.O. Box 496722 - Garland, TX 75043

The Rev. Lauren Stanley – Diocese of Virginia - served as Communication Liaison in the Diocese of Renk in the Episcopal Church of Sudan. Her appointment started on July 1, 2005, and ended on March 2, 2007.

E-mail: laurenrenk@gmail.com

Address: 825 North Filmore St - Arlington VA 22201.

Mr. Kirk & Mrs. Leslie Steffensen – Diocese of Virginia - served as Teacher and Tutor respectively in the Diocese of Central Tanganyika, in the Province of Tanzania. Their appointment started on June 7, 2006, and ended on July 31, 2007.

E-mail: leslie@steffensenfamily.com

Blog: <http://www.steffensenfamily.com>

Address: 9122 Donna Dean Drive - Springfield, VA 22153-1420.

Mr. Michael Tedrick – Diocese of California - served as Course Assistant in the Diocese of Jerusalem in the Episcopal Church in Jerusalem & the Middle East. His appointment started on April 1, 2006, and ended on March 28, 2007.

E-mail: michaeltedrick@yahoo.com

Address: 803 Chestnut Street - San Francisco, CA 94133.

INC 026 – Adopted

To: The Executive Council
From: International Concerns Committee
Date: October 22, 2007
Re: NEW COMPANION DIOCESE RELATIONSHIP

Resolved, That the Executive Council meeting in Dearborn, Michigan from October 26-28, 2007 vote to recognize a new Companion Diocese Relationship between the Dioceses of Connecticut and Colombia in The Episcopal Church for a period ending on January 30, 2015, unless extended or terminated by mutual consent.

NAC 024 – Adopted

TO: Executive Council
FROM: Jubilee Ministries
DATE: September 6, 2007
SUBJECT: **New/Reaffirmed/Affiliate Jubilee Centers being reviewed by Executive Council**

Here is a list of Jubilee Programs to be reviewed by Executive Council on October 26-28, 2007 in Detroit, Michigan.

NEW

1. Church of the Nativity Episcopal Church
208 Eustis Avenue
Huntsville, AL 35801-4233
The Rev. Mary Ann Akin
Nancy Sheppard
Diocese of Alabama

2. St. John's Episcopal Church
202 Gordon Drive, SE
P.O. Box 1806
Decatur, AL 35602
The Rev. Richard Lawson
Diocese of Alabama
3. Saint Michael and All Angels
P.O. Box 414
Middletown, PA 17057
Mr. Hank Marrow
Diocese of Central Pennsylvania
4. All Saints Episcopal Church
3448 N. Taft Avenue
Loveland, CO 80538
The Rev. Frederick Bunyan
Ms. Marilyn Matthews
Diocese of Colorado
5. Good Samaritan Center
25 ½ South Elm Street
P.O. Box 662
Cortez, CO 81321-0662
The Rev. Cindy Irvin
Diocese of Colorado
6. Grace's Kitchen
St. Barnabas Episcopal Church
110 W. North Street
Cortez, CO 81321
Gerald Hart
Diocese of Colorado
7. Saint Thomas Episcopal Church
2201 Dexter Street
Denver, CO 80207
- Vicki Earnest
Diocese of Colorado
8. The Boulder Episcopal Partnership with
the Utah Navajoland
St. Aidan's Episcopal Church
2425 Colorado Avenue
Boulder, CO 80302
Carol Rasmussen
Diocese of Colorado
9. Good Shepherd Episcopal Church
2140 Main Street
Wailuku, Hawaii 96793
Gilbert S.C. Keith –Agaran
Diocese of Hawaii
10. Hungars Parish Thrift Shop
P.O. Box 367
Eastville, VA 23347
Ms. Marion Roe
Diocese of Southern Virginia
11. The St. James Episcopal Church Food
Bank
P.O. Box 339
Brewster, WA 98812
Mike Lundstrom
Diocese of Spokane
12. Common Ministry Center of St. Thomas
Episcopal Church
P.O. Box 735
9 South 1st Street
Dubois, WY 82513
The Rev. Lynn Cunningham
Diocese of Wyoming

REAFFIRMATION

13. Chattahooche Valley Episcopal Ministry,
Inc.
P.O. Box 5811
Columbus, GA 31906-0811
Vicky Partin, Lay Missioner
Diocese of Atlanta
- The Very Rev. Mark Pendleton
Diocese of Connecticut
14. Christ Church Cathedral Jubilee Center
45 Church Street
Hartford, CT 06103
15. St. Alban's Church
8 Templeton Court
Avon, CT 06001
Ms. Daphne Wilcox
Diocese of Connecticut

16. Holy Cross Church
86 Rue Rigaud
Petion Ville
Port-au-Prince, Haiti
The Rev. Kerwin Delicat
Diocese of Haiti
17. Holy Trinity Cathedral
86 Rue Rigaud
Petion Ville
Port-au-Prince, Haiti
The Rev. Fritz Desire
Diocese of Haiti
18. Holy Trinity School
86 Rue Rigaud
Petion Ville
Port-au-Prince, Haiti
The Rev. Fernande Pierre Louis
Diocese of Haiti
19. La Resurrection
86 Rue Rigaud
Petion Ville
Port-au-Prince Haiti
The Rev. Rosanas Louis Toussaint
Diocese of Haiti
20. St. Andrew's School
86 Rue Rigaud
Petion Ville
Port-au-Prince, Haiti
The Rev. P. Ais Jean Nesly
Diocese of Haiti
21. **Universite Episcopale d'Haiti**
86 Rue Rigaud
Petion Ville
Port-au-Prince, Haiti
Lucien Bernard
Diocese of Haiti
22. Trinity Episcopal Church Jubilee Center
1329 Jackson Avenue
New Orleans, LA 70130-5190
Nell Bolton
Diocese of Louisiana
23. All Saints Episcopal Parish
707 Washington Street
Hoboken, NJ 07030
- The Rev. Geoffrey B. Curtiss
Diocese of Newark
24. Apostle's House
18 Grant Street
Newark, NJ 07104
Ms. Sandy Accomando
Diocese of Newark
25. Trinity Parish in Bergen Point/Windmill
Alliance
141 Broadway
Bayonne, NJ 07002
The Rev. Robers Solon
Diocese of Newark
26. St. Ann's Church of Morrisania
295 St. Ann's Avenue
Bronx, NY 10454
The Rev. Martha Overall
Diocese of New York
27. St. Paul's Jubilee Center
209 Matheson Street
Healdsburg, PA 95448
The Rev. Ed Howell
Yvonne Milligan
Diocese of Northern California
28. Trinity Cathedral Jubilee Center
2620 Capitol Avenue
Sacramento, CA 95816
The Very Rev. Brian Baker
The Rev. Canon Ernestina Campbell
Diocese of Northern California
29. Trinity Health Ministries
P.O. Box 1705
Sutter Creek, CA 95685
Susan Wahlstrom
Diocese of Northern California
30. St. Luke's Episcopal Church
14 State Street
Brockport, N.Y. 14420
The Rev. Rosemary Lillis
Diocese of Rochester
31. Episcopal Community Services
P.O. Box 33168
San Diego, CA 92163

Alyssa Osian
Harry Heyligers
Diocese of San Diego

520 11th Street
Huntington, WV 25701
Diana Van Horn
Diocese of West Virginia

32. St. Timothy's Episcopal Jubilee Center
3601 Alabama Avenue S.E.
Washington, DC 20020
Dr. Ruth I. Quartey
Mr. Zeno St. Cyr, II
Diocese of Washington

34. Our Father's House/St. Michael's Mission
St. Michael's Circle
P.O. Box 8610
Ethete, WY 82520-8610
The Rev. Tommy Means
Diocese of Wyoming

33. Christian Associates Cridlin Food &
Clothing Pantry

AFFILIATE

35. Centro de Atencion Integral Cristo Resucitado
250 Metro Sur de la entrada del hospital de Heredia
Costa Rica
The Rev. Jeorge Urrutia, Vicar
Diocese of Central America

This concludes the consent calendar.

INTERNATIONAL CONCERNS – SANDI MCPHEE

International Concerns devoted much of their time to the covenant partners, and also met with them jointly with Administration and Finance to discuss their financial situations and the implications of budget changes and budget development for the next triennium. They heard staff reports, considered items for the consent calendar and received an update on the ongoing relationship between Church Pension Fund and churches of Central America. Sandi asked that each Council member take the time to read the names of the missionaries listed in the resolutions on the consent calendar (INC 22 – 25) and pray for them as they do the work of the church outside the boundaries of The Episcopal Church.

The first resolution, INC 027, renews the covenant with the Philippines. As heard yesterday, they have basically achieved financial autonomy, and they are very proud of that.

INC 027 – Adopted

TO: The Executive Council
FROM: Joint Committee on the Philippine Covenant (JCPC)
RE: Renewal of Covenant with the Episcopal Church in the Philippines
DATE: October 24, 2007

Resolved, that the Executive Council of the Episcopal Church meeting in Dearborn, MI, October 26-28, adopt a renewal of the Covenant between the Episcopal Church and the Episcopal Church in the Philippines (ECP).

Explanation

On June 22, 2007, the Joint Committee on the Philippine Covenant adopted the attached draft covenant between the Episcopal Church and the Episcopal Church in the Philippine. As the financial support for the Episcopal Church in the Philippines from the operating budget of the Episcopal Church winds down during this triennium, the focus of the JCPC's work moves from giving birth to a Province of the Anglican Communion to celebrating the partnership that two fully mature Provinces of the Anglican Communion can share together.

This draft Covenant, already endorsed by the Executive Council of the Episcopal Church in the Philippines on July 12, 2007, seeks to "renew a common commitment to full partnership in mission." It names specific areas of hoped for cooperation such as, the development of companion diocesan, parish, and missionary relationships, continued celebration and development of the ECP Centennial Endowment Fund, the exploration of opportunities to support the ongoing development of a sustainable ECP pension program, and "a sharing of resources and opportunities for ministry between other Institutions, organizations, and programs of the partner Provinces.

See **Attachment A** – A Covenant with the Philippines

The next resolution offers a method to convey our response to the draft Anglican Covenant to the covenant design group of the Anglican Communion. There was a question regarding language and a suggestion that it may be a response from the Executive Council, not the Episcopal Church. It was moved to amend the language. The amendment was seconded, but failed, and the original resolution was voted on.

INC 028 - Adopted

To: Executive Council
From: Standing Committee on International Concerns
Re: The Episcopal Church response to the Draft Anglican Covenant.
Date: October 28, 2007

Resolved, the Executive Council, meeting in Dearborn, Michigan from October 26-28, 2007, publish the document, "A Response From The Episcopal Church to The Draft Anglican Covenant, " as a contribution and response of the Episcopal Church to the request by the Covenant Design Group for comments on its Draft Covenant, and that this document be forwarded to the Covenant Design Group.

See **Attachment B** – Response to Draft Anglican Covenant

Sandi expressed thanks and appreciation to the translators and to the provincial visitors and the Bishop of Liberia for traveling long distances to be with us and share their ministries with us. This concluded the report of International Concerns.

At this time, Bonnie Anderson introduced the visitors, including newly elected deputies and alternates from the Diocese of Michigan and thanked them for their presence. Then, John Vanderstar was called on to continue the report of National Concerns that began yesterday.

NATIONAL CONCERNS – CONTINUED

National Concerns also heard an interesting report from Brian Grieves, which included information about the Presiding Bishop's Domestic Summit. John then moved the last resolution from National Concerns, NAC 026.

NAC 026 – Adopted by majority

TO: The Executive Council
FROM: The Standing Committee on National Concerns
RE: Response to House of Bishops Statement on B033
DATE: October 27, 2007

Resolved, the Executive Council of the Episcopal Church, meeting in Dearborn, Michigan, expresses its appreciation to the House of Bishops for undertaking the monumental task of trying to clarify the conflict between the canons of the Episcopal Church and the demands raised by the Dar es Salaam communiqué, and be it further

Resolved, the Executive Council affirms with the House of Bishops the essential and renewed study of human sexuality as noted in the “listening process” of the Lambeth Conference of 1998, and be it further

Resolved, that the House of Bishops' statement exacerbated feelings of exclusion felt by many of the lesbian and gay members of our church by defining Resolution B033 from the 75th General Convention to include lesbian and gay people, and be it further

Resolved, that by calling particular attention to the application of B033 to lesbian and gay person, it may inappropriately suggest that an additional qualification for the episcopacy has been imposed beyond those contained in the constitution and canons of the church, and be it further

Resolved, that while B033 focuses on the consent process for bishops, the broader impact is to discourage the full participation by lesbians and gay persons in the life of the church and enshrine discrimination in the policies of the Episcopal Church, and be it further

Resolved, that the Executive Council acknowledge with regret the additional pain and estrangement inflicted on lesbian and gay members of the church, and we pledge to work toward a time when our church will fully respect the dignity of every human being in all aspects of the life of our church.

This concluded the report of National Concerns.

ADMINISTRATION AND FINANCE – JOSEPHINE HICKS

A&F had a busy agenda, including joint meetings with International Concerns and with the visitors. They spent quite some time discussing several topics, including relocation of the Archives.

A&F 034 was introduced and there was a question about the IARCA award of \$35,957 and what that money is for - is it for actually-organized, functioning services? Juan Marquez was called on to respond to this question. Juan explained that there was a provincial institution in Guatemala receiving funding within the last 3 or 4 years and offered that Martin Baharona, Primate of IARCA, is here if we need further specific information. Bishop Baharona asked for clarification of the question and then gave a brief history of the way they have been utilizing this funding, beginning in 2000 in El

Salvador and moving to Guatemala. They are preparing students to be teachers in their local seminaries and have already graduated a group of people and will graduate 5 more in December. Each of the dioceses in the province gives \$5,000. Julio Holguin questioned the possibility of distribution of the interest from the funds from the sale of the Episcopal Seminary of the Caribbean that was sold for two million dollars. Executive Council could authorize distribution of these funds to the seminaries in Latin America, as some need much more than the amount they are presently receiving. He brings this up because there was a committee set up by Executive Council to study the use of these funds. Kurt proposed that the Finance Department review this trust and the available undistributed income and current available income and refer this until the next meeting. A motion was made for an amendment to ask A&F to come back with the information about the distribution and the accrued interest. This motion was seconded and approved.

A&F 034 – Adopted

TO: Executive Council
 FROM: Administration and Finance
 SUBJECT: **Theological Education Grants for Year 2008 from the Latin America and the Caribbean Theological Education Fund (Trust Fund 809)**

Resolved, that the Executive Council affirm the recommendations of the Commission on Theological Education for Latin America and the Caribbean, and approve the following requests in the total amount of \$ **350,522.00** from the income of Trust Fund #809 for:

Diocesan Programs

<u>Description</u>	<u>Amount</u>	
Costa Rica	Theological Education	\$13,500.00
Dominican Republic	Theological Ed. Center	\$13,500.00
Ecuador Central	Theological Education	\$13,500.00
Ecuador Litoral	Theological Ed. Center	\$13,500.00
El Salvador	Theological Ed. Center	\$13,500.00
Guatemala	Theological Ed. Program	\$13,500.00
Haiti	Seminarians Training	\$13,500.00
Honduras	CEFA-EPM (Theo. Ed.)	\$13,500.00
Mexico	St. Andrew’s Seminar	\$13,500.00
Panama	Total Ministry (Theo. Ed.)	\$13,500.00
Puerto Rico	St. Peter’s and St. Paul’s Seminar	\$13,500.00
Recife, Brazil	Missionary Formation School	\$13,500.00
Southeastern Mexico	PETE (Theo. Ed)	\$13,500.00
Virgin Islands	Training for Ministry	\$13,500.00
	Sub Total Diocesan Programs	\$189,000.00

Provincial/Regional Programs

<u>Description</u>	<u>Amount</u>	
IARCA	CAETS –Center for Higher Theological Education of CA	\$35,957.00
Panama	Continuing Education for Bishops	\$15,000.00
	Sub Total	\$ 50,957.00

Individual Scholarships:

a) Continuing Education

<u>Diocese</u>	<u>Applicant</u>	<u>Amount</u>
Ecuador Central	Antonio Nabil Romero	\$ 4,500.00
Puerto Rico	Hernán Villalba	\$ 4,365.00
	Sub Total	\$ 8,865.00

b) Leonardo Romero Scholarship

<u>Diocese</u>	<u>Applicant</u>	<u>Amount</u>
Colombia	Ernesto Boss Wollner	\$ 4,500.00
	Sub Total	\$ 4,500.00

<u>Diocese</u>	<u>Applicant</u>	<u>Amount</u>
Panama	Glenda Moqueen	\$ 4,800.00
Ecuador Central	Gladis E. Vasquez	\$ 2,400.00
	Sub Total	\$ 7,200.00

Sub Total Individual Scholarships **\$ 20,565.00**

Special Funds

International Anglican Theological Education Center	\$90,000.00
SUB-TOTAL	\$90,000.00

TOTAL **\$350,522.00**

Executive Council will proceed with the resolution as it is defined and ask A&F to consider additional distributions from accumulated interest.

EXPLANATION

The Commission on Theological Education for Latin America and the Caribbean is charged with the responsibility of reviewing all requests for funding from the income of Trust Fund #809 (Fund established with the proceeds from the sale of the Seminary property in Puerto Rico). The Commission carefully reviews and respectfully submits their recommendations to the Executive Council for affirmation once each year. The above-recommended grants will call on **\$350,522.00** of the amount presently available in the income account.

A&F 035 – Adopted

TO: The Executive Council
FROM: The Standing Committee on Administration and Finance
SUBJECT: Revised By-Laws for Episcopal Relief and Development (ERD)

RESOLVED, That the Executive Council, serving in its capacity as the Board of Directors of the Domestic and Foreign Missionary Society of The Episcopal Church, approve the revised Episcopal Relief and Development By-Laws adopted unanimously by the Board of Directors of ERD in September 2007.

EXPLANATION

The Domestic and Foreign Missionary Society and Episcopal Relief and Development renegotiated their agreement at the end of 2006. One of the provisions of the new agreement was that ERD revise its by-laws to reflect that the DFMS *ex officio* members of the ERD board (the Presiding Bishop, the Executive Director of Executive Council and the Financial Officer of the Executive Council) have a vote on the Board.

In addition, ERD's outside legal counsel recommended a number of changes to bring the by-laws into compliance with the relevant statutes governing non-for-profit corporations.

Finally, the ERD board wished to make a number of minor changes in the by-laws to reflect actual and best practices.

After review by Suzanne Baille and some revisions she requested, the by-laws were unanimously voted by the ERD board, including the Presiding Bishop, the Executive Director of Executive Council and the Financial Officer of Executive Council. To complete the process, the adoption of the new by-laws needs to be ratified by Executive Council.

This resolution is based on review of the ERD By-laws as circulated to Executive Council in advance of its meeting in Dearborn, Michigan.

See **Attachment C** – ERD By-laws

A&F 039 – Adopted

To: Executive Council
From: Administration and Finance Committee
Date: October 28, 2007
Subject: Credit Line With Bank of New York

Resolved, That the Executive Council authorizes the Treasurer of the Domestic & Foreign Missionary Society of the Protestant Episcopal Church in the United States of America (DFMS) to enter into an agreement with Bank of New York to borrow from time to time an amount not to exceed \$50,000,000 from the Bank to provide working capital and liquidity to the Society (DFMS), which loan shall be repaid in accordance with terms of the Secured Revolving Credit/Term Loan Agreement dated as of a date to be determined by and between the Society and the Bank (the "Loan"); and be it further

Resolved, That the Society be and it is hereby authorized, empowered to secure repayment of the Loan by maintaining unrestricted marketable securities of a like and kind acceptable to the Bank at all times in connection with the Loan (the "Loan Documents"); and be it further

Resolved, That the Society be and it is hereby authorized, empowered and directed to enter into, execute and deliver a Promissory Note and a Secured Revolving Credit/Term Loan

Agreement, both dated as of a date to be determined in connection with the Loan (the “Loan Documents”); and be it further

Resolved, That, until otherwise ordered by the Board of Directors of this Society, the Treasurer, and/or the Assistant Treasurer is hereby authorized, empowered and directed to execute and deliver the Loan Documents and all other documents necessary to effect the Loan and to furnish all materials necessary to consummate and effect the terms of the Loan and the foregoing resolutions and that any previous execution and delivery and furnishing of documents and materials by the Society to the Bank be authorized; and be it further

Resolved, That the Treasurer and/or Assistant Treasurer are hereby authorized, empowered and directed to take such further action on behalf of the Society as they deem necessary to effectuate the foregoing.

EXPLANATION

This is a renewal and extension of the line-of-credit initiated in December 2004 whose revolving period expires in December 2007.

These monies will be made available to the DFMS for general working capital purposes and may be made available to other entities such as the Episcopal Church Building Fund, the Episcopal Church Foundation, as well as to individual churches, parishes and dioceses. This will provide them with loans to facilitate their mission-related programs.

Josephine reviewed and explained Resolution A&F 040. She reported that they are very close to selecting a final site. An amendment was proposed to change the wording from “reconvene” to “appoint and convene” the Archives Strategy Committee. This amendment was carried.

A&F 040 – Adopted

TO: The Executive Council
FROM: The Standing Committee on Administration and Finance
SUBJECT: Archives Relocation – Next Steps

Resolved, the Executive Council, meeting in Dearborn, Michigan, on October 26-28, 2007, asks the Presiding Officers to appoint and convene the Archives Strategy Committee and direct that Committee together with the Archives Board to take next steps necessary to enable relocation of the Archives by December 31, 2009, to include the following:

- 1) final site selection;
- 2) secure purchase options on the preferred site, subject to the approval of the Standing Committee on Administration & Finance;
- 3) due diligence to determine the feasibility of developing the selected site to include, but not be limited to, conceptual design, fund raising, land use and all applicable environmental approvals, project cost estimates and finance plan.

This committee is authorized to expend up to \$2 million from sources to be determined by the Treasurer for these steps. Recognizing that time is of the essence, the committee will provide periodic reports to A&F and to Executive Council, including but not limited to its February 2008 meeting.

The committee spent a good amount of time discussing the reorganization of The Church Center and its effect on the budget. Josephine stated that A&F endorses the plan, and Jim Lemler spoke about the Mission Framing, and discussed the four centers – Advocacy, Evangelism and Congregational Life, Mission Leadership and Partnership. There was discussion about the evolutionary nature of the plan and what that means and it was the feeling of the Executive Council that they needed a narrative document, which Jim and Linda will produce as soon as possible. There was also a discussion about the \$550,000 mentioned in the final paragraph and Executive Council was assured that this would come from another area of the budget, not a request for additional funds. There was an amendment proposed to change the word “plan” to “approach” since the word “plan” indicates a specific meaning. This amendment failed with one abstention. Another amendment was proposed to eliminate “endorses and commends” and replace it with “has received elements of” in the first paragraph. This amendment failed. Another amendment to insert “is an effort to reflect” in place of “reflects” in the second paragraph was proposed and passed. An amendment to replace the word “will” with “may” in the third paragraph passed. Then it was proposed that the word “may” just voted on be replaced with “is expected to”. This amendment passed. Further discussion of the reorganization led the Presiding Bishop to clarify her role and the role of Executive Council. She stated her understanding is that is the responsibility of the Presiding Bishop to staff the Church Center for mission, given the priorities of General Convention. Executive Council is being asked to recognize and acknowledge that what is being proposed is in line with the budget priorities that have been adopted and the mission priorities, but it is really the responsibility of the Office of the Presiding Bishop to figure out how to do that. In order to deal with personnel issues, she needs to retain the authority to assign personnel where they are going to be most effective.

There was an extended discussion about Executive Council’s role, including budget reallocation and concerns about being asked to endorse a plan when they don’t have enough information. It was expressed that all committees, not just A&F, should have been involved in the discussions. There were many concerns about the entire process.

A&F 041 – Adopted

TO: The Executive Council
FROM: The Standing Committee on Administration & Finance
DATE: October 27, 2007
RE: Reorganization Plan and Endorsement

Resolved, that the Executive Council, meeting in Dearborn, Michigan, October 26-28, 2007, endorses and commends the plan for reorganization put forward by the Presiding Bishop and views the plan as an opportunity to provide greater flexibility, decentralization, and increased responsiveness to forward the mission of the Church.

Executive Council acknowledges that the proposed reorganization is an effort to reflect the mission priorities and Budget for the Episcopal Church adopted by the 2006 General Convention for the 2007-2009 triennium.

Executive Council recognizes that the reorganization process is evolutionary in character and is expected to ultimately provide greater service, increased accountability and cost savings as it fulfills the mission of the Church.

Executive Council authorizes the Presiding Bishop to move forward with implementation of the current reorganization plan, including reallocation of up to \$550,000 for 2008, not

currently identified in the 2007-09 triennial budget approved by the 75th General Convention, without impacting the Canonical section of the budget.

A&F 042 – Adopted

TO: The Executive Council
 FROM: The Standing Committee on Administration & Finance
 DATE: October 27, 2007
 RE: Episcopal Church of Liberia Draw from Trust Funds 1, 351, 577, 483, 515, 104, 112, 141, 280, 373, 419, 458, and 622

Resolved, That a total of \$176,000 be withdrawn from the trust funds identified in the title above and be remitted to the ECL for the rehabilitation of damaged churches and schools, and settling the educational cost of scholarship students, upon receipt of supporting documents.

EXPLANATION

This withdrawal request comes from the Right Reverend Edward Neufville, Bishop of ECL, and the Treasurer of the ECL. The ECL intends to use the funds for the rehabilitation of damaged schools and churches and settling the educational cost of scholarship students. The ECL annual budget did not make provision for these repairs or for the amount of promised scholarships.

The decision to access these designated trust funds (\$182,000) stems from a recent diocesan resolution to bring to completion all ongoing projects started under the episcopacy of Bishop Edward W. Neufville and to settle all obligations owed to vendors for the materials procured in having those institutions rehabilitated.

The ECL currently receives a block grant of approximately \$220,000 annually through the DFMS budget. Worth to be noted, the Diocese of Liberia is operating at less than capacity in meeting up with its 2007 income budgetary projections as a consequence of lack of income generated by the Jean Travis Building and the Garden Terrace Apartment.

The ECL submitted a revised budget with forecast through 12/31/2007 more in tune with expectations.

These draws are consistent with the language of the trust documents.

Rehabilitation of churches

1	Jane Bohlen Fund (1857)	50,000
351	George Gordon King (1922)	5,000
577	Emily deWindt Seaman (1931-1946)	10,000
		65,000
Rehabilitation of schools		
458	Thomas P. Cope (1932)	12,000
483	William Hoke Ramsaur (1935)	12,000
515	Mrs. Grace Hoffman White (1939)	15,000
		39,000

*** only \$12K available > scholarship draw

Scholarships		
104	Caroline Kane Neilson (1896)	2,000
112	The Rev. Theodore S. Rumney Divinity Scholarship (1897)	12,000
141	Mrs. Felix R. Brunot (1902)	10,000
280	Miss Josephine Collins (1918)	3,000
373	Woman's Auxiliary, New York (1923)	5,000
419	Miss Margaret J. Jones (1928)	17,000
458	Thomas P. Cope (1932)	13,000
622	Margaretta S. Ridgely (1950)	10,000
		72,000
	Total	176,000

Josephine concluded by saying that the committee had a good discussion about the Mission Funding Initiative, and there is a need for further discussion in Executive Session. All staff and visitors were excused for this discussion.

CONGREGATIONS IN MINISTRY - TERRY ROBERTS

Terry began by respectfully requesting that the fall meetings of Executive Council be planned as weekday rather than weekend meetings, as many diocesan conventions occur at the same time as our fall meeting.

CIM heard from Peggy Hathaway of Access Ministry. The committee commends the booklet ‘Disability Etiquette’, which offers practical ways that we can minister to each other. Peggy cautioned that disabilities are not always visible – the biggest disability in parishes is mental illness and we need to embrace this. CIM is committed to putting some teeth into General Convention resolutions dealing with disabilities. The committee also heard staff reports from Miguelina Espinal, Charles Fulton, Jim Lemler and Thom Chu.

Members of CIM have planned to arrive in Quito early to participate in a Scenario Planning exercise and would like to invite other Executive Council members to join them if their schedule permits.

Resolution CIM 016 was presented, and an amendment was proposed. A motion to refer this resolution back to CIM in consultation with A&F was passed.

EXECUTIVE COUNCIL COMMITTEE ON AUDIT – the audit report has been distributed. There were no questions.

EC 015 – Adopted

To: Executive Council
From: Audit Committee
Date: October 29, 2007
Subject: Appointment of Independent Auditors

Resolved, that the Executive Council, upon the recommendation of the Audit Committee, hereby approves the appointment of Grant Thornton, LLP, to audit all accounts under the management or control of the Council and the Domestic and Foreign Missionary Society for the year ending December 31, 2007.

EXPLANATION

Pursuant to its By-Laws, Article III, Sec. 4, the Executive Council, upon recommendation from the Audit Committee, approves the appointment of an independent Certified Public Accountant firm to audit annually all accounts under the management or control of the Council and the Society.

At this time, a courtesy resolution was presented to The Rev. Canon Anthony Jewiss, Deputy Executive Officer.

CERTIFICATE OF APPRECIATION

Whereas, the Rev'd Canon Anthony H. Jewiss, a.k.a. Tony, is completing his tenure as Deputy Executive Officer of the General Convention on 31 December 2007; and

Whereas, Tony has attended the meetings of Executive Council, the Joint Standing Committee on Administration & Finance; the Joint Standing Committee on Program, Budget & Finance; and meetings of Committees, Commissions, Agencies & Boards too numerous to count and has been a significant and welcome addition to their deliberations; and

Whereas, Tony has taken responsibility for the organization of worship at General Convention with particular attention paid to the "sanctuary," its furnishing and its decoration; and

Whereas, Tony has enlivened many social events at the Episcopal Church Center with his humorous awards, his clever stories and his excellent wines; and

Whereas, Tony has kept the Lunch Bunch fascinated for years with stories of Qantas Airlines, life in Babylon-by-the-Bay and This Old House in the South of France; and

Whereas, Tony has endured the leaving of a beloved Executive Officer and forbore the arrival of a new one, taking his training in hand; therefore be it

Resolved, that the Executive Council of the Episcopal Church express its appreciation to Tony Jewiss on the occasion of his retirement; wishing him *une bonne vie au sud de la France* and *bons voyages toujours* (a good life in the South of France and happy travels always).

Real time evaluation was conducted by Gregory. Comments included:

- Highlight of the meeting was hearing from the primates and bishops
- Nice to have so much fish and healthy meals, including fruit at breaks
- Wished there were more windows
- The schedule felt very rushed

- Miss the community building activities
- Suggest sending out liturgy in advance
- Look for more ethnically diverse congregations when selecting parishes to visit

REFLECTIONS FROM VICE CHAIR AND CHAIR

Vice Chair Bonnie Anderson offered apologies for missing parts of the meeting due to her attendance at her diocesan convention. She spoke of the planned roll-out of the General Convention theme in January and asked Brian Prior, Vice President of the House of Deputies, to say a few words about the theme, Ubuntu.

Chair Katharine Jefferts Schori commented on the request made during the evaluation for more community building time. She challenged Council to strengthen themselves as a Board and suggested the need for continuing education on roles and perhaps a mutual ministry review. Council may want to think about new structures and the possibility that there may be better ways to do business together, and also think about ways that we might more effectively engage not only the people we serve within the Church but the people we serve beyond the Church.

She expressed her gratitude for the presence of the covenant partners and the enrichment their presence added to this meeting, and the meeting was closed with a blessing.

ATTACHMENT A

A DRAFT COVENANT BETWEEN the Episcopal Church in the Philippines (ECP) and The Episcopal Church (TEC)

PREAMBLE

In obedience to the cause of Christ in mission, the Episcopal Church in the Philippines (ECP) and The Episcopal Church (TEC) celebrate the communion we share with the provinces of the Anglican Communion. As the autonomy of the Episcopal Church in the Philippines is fully realized, we rejoice in our common history and heritage, re-committing ourselves to the principles of interdependence and unity in Christ. Likewise, we renew our commitment to the apostolic mission of God as we pray and worship, as we live and proclaim the Gospel, and as we bear witness to God's justice, peace, and love within our respective Provinces and throughout the world.

RELATIONSHIP BETWEEN THE TWO PROVINCES

The Episcopal Church in the Philippines (ECP) and The Episcopal Church (TEC) hereby renew a common commitment to full partnership in mission.

- Each partner Province will seek to know and understand the culture and social context in which the other lives and ministers.
- Each partner Province will seek to invite the other into the full spectrum of ministries that each enjoys.
- Each partner Province shall respect and consider, as occasions for shared learning, the other's liturgy, catechism, music & song, governance, mission priorities, and actions of synodical councils.

AREAS OF COOPERATION AND PARTNERSHIP

Each partner Province commits to a sharing of gifts and resources, nurturing the baptized in our congregations and reaching out to those who are far off and those who are near.

Areas of cooperation and partnership shall include but not be limited to:

- the development and encouragement of companion diocesan, partner parish, and missionary relationships along with other exchange of ministries;

- the continued acknowledgement, celebration, and development of the ECP Centennial Endowment Fund as a perpetual legacy of both Provinces;
- the continued exploration of opportunities to support the on-going development of a sustainable ECP pension program;
- the work to encourage a sharing of resources and opportunities for ministry between other institutions, organizations, and programs of the partner Provinces.

IMPLEMENTATION

A Joint Committee on the Philippine Covenant (JCPC) shall be maintained to represent the covenant interests of the partner Provinces. Each partner Province shall maintain a panel of up to four persons appointed by the partner Province in a manner consistent with each Province’s internal guidelines.

This Joint Committee on the Philippine Covenant shall

- periodically review the Covenant to ensure that it accurately reflects the current and evolving vision for the partner Province relationship;
- develop, monitor, and review an “action plan” to accompany the Covenant and establish goals for our common ministry;
- meet every 18 months alternately hosted by each partner Province.

The church staff of each partner Province will work together to implement the “action plan”.

EFFECTIVITY

This revised Covenant of Agreement shall become effective when approved by the Executive Council of the Episcopal Church in the Philippines (ECP) and the Executive Council of the Episcopal Church (TEC).

The Most Rev. Ignacio Soliba
Prime Bishop, ECP

The Most Rev. Katharine Jefferts Schori,
Presiding Bishop and Primate, TEC

Date of action by JCPC: June 22, 2007
Date of action by ECP Executive Council:
Date of action by TEC Executive Council:

ATTACHMENT B

The Covenant Design Group has requested comments on the Draft Anglican Covenant to assist in the further consideration and revision of the Draft Covenant by the churches of the Anglican Communion. The Episcopal Church, at its General Convention of 2006, committed itself to this covenant development process and requested that its Executive Council engage in this process. (See General Convention Resolution GC2006-A166, which is attached.)

The present document contains the response of the Executive Council of The Episcopal Church to the Covenant Design Group's request. We submit it with the sincere hope that it will be useful to the Covenant Design Group, to members of The Episcopal Church, and to our sisters and brothers in Christ across the Anglican Communion as the future shape of our Communion is considered.

We are mindful that the recent actions of The Episcopal Church have been among the precipitating factors in the current movement to consider a covenant for the Anglican Communion. For that reason, it is appropriate that we express here several matters that may have become obscured in the tensions of the moment.

The Episcopal Church deeply and sincerely desires to continue in the life of mutual responsibility and interdependence with the other churches of the Anglican Communion. The word "communion," in its earliest form in Latin, signified "mutual participation." We believe that such mutual participation is God's desire for the Anglican Communion in our shared work of evangelical witness, our shared efforts to eradicate the scandalous inequities and injustices that plague our world, and our shared sacramental life. We further believe that communion in Anglicanism has historically embraced a shared commitment to theological breadth and comprehensiveness.

The tensions of the present moment notwithstanding, we believe that there is a strong common identity that unites Anglicans worldwide. Anglicanism flourishes in geographical and cultural contexts of remarkable diversity. Yet we share a distinctive character that is familiar wherever it is found. Anglicans embrace a provisionality that argues for freedom in non-essential matters and humility in those matters where faithful Christians may err. We share a profound desire that the church be comprehensive of all sorts and conditions of people, and that it bring both justice and the saving grace of Jesus Christ to all. At our best, we are characterized by a genuine pastoral sensitivity to those with whom we have differences and by a profound respect for all people. In our lives together, we delight in a particular love of liturgical worship and the sacramental life of the church in all its various expressions. We see evidence of this common identity in the joyful fellowship and the mutual love that seems to arise wherever Anglican Christians meet.

The current consideration of the future shape of our Communion comes at a providential moment in history. Movements for liberation in the last century have given voice to a multiplicity of new perspectives in our Communion. Marginalized colonial missions of the past are now distinctly realized member churches of the Anglican

Communion. At the same time, economic globalization and instantaneous global communication are linking together the lives of this diverse group of churches more closely than ever before. What was once a colonial expression of Anglicanism is becoming a postcolonial world-wide communion.

In this age of globalization and post-colonialism, our Anglican identity fosters a powerful and creative dynamic between the particular and the universal, the local and the global, the contextual and the catholic. The question then, before Anglicans today, is: how can we live more deeply into what God, in Jesus, empowered by the Holy Spirit, is calling us to be in the variety of our local circumstances while, at the same time, remaining in unity with sisters and brothers in Christ who live in different circumstances? How can Anglicanism move beyond the confines of a mono-cultural privileged, English-speaking church of the West to a multicultural and global plurality of post-colonial churches without losing a sense of our common purpose and identity? What role can an Anglican covenant play in negotiating the life of the Anglican Communion lived between the local and the global?

And so we ask: how might a covenant enhance or impede the spread of the gospel and the reign of God through the Anglican Communion today? A covenant can describe structures, relationships, or a process by which members of the communion settle disputes. At the same time it must witness to the reality of the plurality of voices, cultures, and nations that now make up the Anglican Communion.

We can say with confidence that The Episcopal Church deeply desires to maintain and strengthen the Anglican Communion. Our hope is to achieve this end in a way that is consistent with our understanding of our identity and the identity of Anglicanism.

Following its mandate in resolution GC 2006-A166, the Executive Council of The Episcopal Church developed a process to solicit ideas and comments regarding the draft covenant from members of the church. We received approximately 500 responses to a study guide, a copy of which is attached as Appendix 2. Responses came from all provinces of The Episcopal Church, from individuals (the majority of whom are lay people), parish study groups, vestries, diocesan committees and councils, deputations to General Convention, bishops, and regional groupings of dioceses. Many of the responses were quite detailed. The Executive Council was profoundly moved by the interest shown by so many members of this Church and the care with which they made responses.

There are great differences of opinion about the draft Anglican Covenant in our church. Our intention in this document is to set these various opinions before the Covenant Design Group and the Communion generally in a fair and open manner so that the many concerns and perspectives in The Episcopal Church can be understood and considered.

This document is informed by these various responses and the Executive Council's deliberations on the Draft Anglican Covenant. It represents the considered opinion of the Executive Council on the draft covenant and our hopes for the continued work of the covenant development process. We sincerely appreciate the efforts of the

Covenant Design Group and its commitment to the search for Christian unity as represented in the Draft Anglican Covenant. As the responsible agent of our synodical structure Executive Council offers this as an official response of The Episcopal Church.

Concerning the necessity for an Anglican Covenant

At the outset we asked ourselves and our church, “Do you think an Anglican covenant is necessary and/or will help to strengthen the interdependent life of the Anglican Communion?” Notwithstanding the resolution of General Convention (A166), many feel that a covenant is neither necessary nor helpful.

The principal contention within The Episcopal Church today is whether a process for resolution of disagreements about doctrine or practice at the inter-Anglican level is within our understanding of communion. We wonder if such a process would be healthy and productive for the life of the communion over the long-term. Related to these concerns is the sense that an Anglican covenant is a means by which a church perceived as recalcitrant, namely The Episcopal Church, can be brought into conformity with a particular set of norms in the Anglican Communion. Specifically, many are concerned that the immediate purpose of the covenant will be to halt or reverse developments in the thought and practice of The Episcopal Church in faithfulness to the Gospel as they understand it. Moreover, many are concerned that fundamental changes in our common life as Anglicans are being proposed in response to the problems of the moment and these changes may have unintended consequences in decades to come. They believe that decisions and changes made in a time of anxiety and fear may not best serve the cause of communion.

Our study process has led us to the conclusion that The Episcopal Church, as with the Executive Council, is not of one mind as to the efficacy of this particular Draft Covenant in either form or content. Furthermore, some parts of the Covenant have received broad endorsement within The Episcopal Church, whereas other parts have engendered vigorous debate and opposition. Recognizing this diversity of opinion, we will now discuss each section of the Draft Anglican Covenant, seeking to be responsible to the variety of opinions within our church.

Concerning sections of the Draft Anglican Covenant

An Introduction to a Draft Text for an Anglican Covenant:

There is wide appreciation that the Introduction is a valuable statement of the theological basis for communion. We particularly appreciate the understanding expressed in the Introduction that communion is seen as a gift from God, grounded in the reality of the Incarnation of Jesus Christ, and consistent with God’s covenants with Israel. We understand communion as a plurality of churches coming together to serve God’s mission in the world and as a witness to God’s promises to the world, in spite of conflict and fragmentation. The Introduction both affirms the communality of our life together as Anglicans and our call to interdependence as Christians in many different contexts.

We recognize that the ills of colonialism and imperialism notwithstanding, God has brought diverse peoples together in our Anglican Communion. We believe that our work in defining the global nature of our communion, and our struggle to define its future shape, have much to offer the world and the Christian church in this time. So we join in the prayer with which the Introduction concludes that God redeem our struggles and weakness and renew our common life together for the purpose of witnessing to the new life and hope found in Jesus Christ.

We thus find the Introduction to be of great value and would ask the Covenant Drafting Group to move its ideas to a more prominent position. We hope that ideas contained in the Introduction could be included in the body of the covenant itself in the next draft.

Section 1: The Preamble

There is wide agreement that setting forth the goals of the Covenant is useful. There is some confusion, however, as to whether the goals also represent a rationale — that is, if the goals also stand as the argument for adoption of the Covenant. In that regard, we find the Introduction provides a better rationale for communion than the Preamble. We would suggest that including the ideas contained in the Introduction in the Preamble would create a stronger document.

Some are concerned that the language “to grow as a Communion to the full stature of Christ” could, in this context, imply that Anglicanism is intended to grow into a singular global church rather than a communion of churches. While the idea “growing in the full stature of Christ” is clearly scriptural and should be a core aspiration for all Christians, the use of that language here could be read as implying that the structures of the Anglican Communion are intended to grow into a hierarchical or curial organization. Perhaps the “full stature of Christ” might be balanced by Paul’s description of the church, as found in 1 Corinthians 12:12: “For just as the body is one and has many members, and all the members of the body, though many, are one body, so it is with Christ.”

Section 2: “The Life We Share”

Section 2: “The Life We Share” articulates some of the common beliefs that we affirm as Anglicans. We agree that Anglicanism is part of one holy catholic and apostolic church, worshipping one true God, Father, Son and Holy Spirit.

We further welcome the affirmation of the first three articles of the Chicago-Lambeth Quadrilateral, namely: that the Holy Scriptures contain all things necessary for salvation, that the standard of faith is set forth in the creeds, and that two sacraments, Baptism and Eucharist, duly administered, are necessary for the church.

We note that the fourth item of the Chicago-Lambeth Quadrilateral, the embrace of the historic episcopate locally adapted, has been moved to Section 5: “Our Unity and Common Life.” We do not believe that this separating out of bishops from the discussion of our core beliefs and linking it to the discussion of the Instruments of Communion is helpful. We believe the idea of episcopacy should be introduced in this section, reflecting

its importance to our Anglican identity, rather than in later the discussion of structure in Section 5.

We affirm as stated in the draft covenant that The Episcopal Church, as part of our common life, “participates in the apostolic mission of the whole people of God.”

The Episcopal Church recognizes the Thirty-nine Articles as part of our Anglican legacy, and as such we list them as historical documents in our Book of Common Prayer. At the same time, most people in The Episcopal Church do not attach primary significance to the Thirty-nine Articles for our self-understanding as Anglicans. Signing them has never been a prerequisite for ordination in The Episcopal Church. Citing the Thirty-nine Articles in the Covenant elevates them to an importance that is not shared by most in this church. Similarly, while we acknowledge that the Prayer Book of The Episcopal Church has continuity with and is indebted to the early prayer books of the Church of England, the 1662 Book of Common Prayer has not had authority in our church since the ratification of the first American Book of Common Prayer in 1789.

Most in The Episcopal Church find the reference to the Thirty-nine Articles and the 1662 Book of Common Prayer in the Draft Covenant as elevating these formularies to the status of definitive statements of who we are as Anglicans today, and this is highly problematic in light of the limited role they have played in our history and practice as a church.

We wholeheartedly agree that our loyalty to the faith inherited consistent with other sister Anglican churches around the world is an important resource for bringing the grace and truth of Jesus Christ to this generation.

Section 3: “Our Commitment to Confession of the Faith”

Reactions to this section are highly mixed, leading us to ask if this section is particularly necessary to the Covenant. Section 3: “Our Commitment to Confession of the Faith,” as it stands, incorporates a wide range of commitments many of which are broadly accepted but some of which imply agreement to as yet undetermined Communion-wide understandings. There seems to be little in this section that cannot be understood as growing from the positive affirmations of our Anglican Christian identity developed in Section 2: “The Life We Share,” or in Section 4: “The Life We Share With Others.” If Section 3 is to be retained, many believe that it needs considerable reworking.

While the commitments contained in Section 3 are commendable, the language used for some of them is subject to various interpretations and misinterpretations. It seems to many of us unwise to place language of this sort within the Covenant without having a clear and agreed-upon definition of what these terms mean.

For example, what does the phrase “biblically derived moral values” mean and how are such values determined? In the American context, the phrase, “biblically-derived moral values,” is fraught with baggage. On the individual level this phrase can convey a facile and judgmental approach to Christian moral ethics and decision-making not in keeping with the best of Anglicanism. Historically, some of the greatest national

sins of conquest and subjugation have been defended by appeal to “biblically-derived moral values.”

Similarly, we might ask what understanding of human nature is operative in the phrase “the vision of humanity”? Clearly, Holy Scripture contains a very complex and, at times, paradoxical vision of humanity. Using a phrase like this in the context of the covenant seems to ignore these complexities and the difficulties that Christians have had through the centuries in understanding and applying this biblical vision of humanity to their lives and societies.

We would suggest that it is disputes over concepts like these that have led to some of the current challenges before the Anglican Communion. We doubt that using such terms in the body of the covenant without further definition would advance the interest of unity or a common understanding of what the terms mean and how they should be applied.

We affirm the statements in the draft covenant that welcoming members of all Anglican churches to the Eucharistic fellowship and participation in the sharing of Jesus’ body and blood is a manifestation of God’s gift of communion that we cherish as Anglicans. Similarly, The Episcopal Church strongly supports the injunction that “biblical texts [be] handled faithfully, respectfully, comprehensively and coherently.” There is concern, however, that the emphasis on primacy of “the teaching and initiative of bishops and synods” can be read to diminish the role of the laity in discerning the truth in God’s word. While it is true that Scripture must “illuminate, challenge and transform cultures, structures and ways of thinking,” many in our church believe that the truth of Scripture, as the living word of God, can most fully be incarnated in the particularities of our own local experiences. The role and witness of all members, lay and ordained, of the Anglican Communion world-wide is critical to this making-real of the Gospel. As Max Warren, once Secretary General of the Church Missionary Society, said, “It takes the whole world to know the Gospel.”

The governing insight of the Covenant appears to be an emphasis on broadly-shared fundamentals of the faith interpreted through the on-going life of the Communion and its churches. For that reason, the extra-creedal confessional nature of Section 3 seems out of place and inconsistent with the larger document. Perhaps it might be helpful in the structure of the whole Covenant if, having begun with statements of who we are (Section 2: “The Life We Share”), the Covenant then moves directly to our service to God’s mission (Section 4, “The Life We Share With Others”), and then to how we live into that mission through the structures of the Anglican Communion. In this regard, Section 4: “The Life We Share With Others” is widely seen as a useful statement of Anglican participation in the mission of God and provides a parallel to Section 2, placing our life as a fellowship of churches in the context of God’s mission in the world. If Section 3 were deleted and Sections 2 and 4 were linked together and written in one voice, the hope of many for a more abundant statement about our common life as Anglicans would be met.

Section 4: “The Life We Share With Others”

We recognize that much of this section was informed by the work of the Inter-Anglican Standing Commission on Mission and Evangelism in its report to the Anglican Consultative Council 13, known as “Communion and Mission.” The Episcopal Church agrees with the commitment that, “answering God’s call to share in his healing and reconciling mission for our blessed but broken and hurting world, and, with mutual accountability, to share our God-given spiritual and material resources in this task.”

The Executive Council of The Episcopal Church, consistent with Anglican Consultative Council resolution ACCXIII no. 27 has studied and affirmed the Covenant for Communion in Mission. Many in The Episcopal Church would prefer to see a covenant based largely on the terms of the Covenant for Communion in Mission. This, they believe, would create an Anglican covenant based on relationship rather than structure and more appropriately focus on the missional nature of our interdependence. But, as discussed below, others believe that relationship without structures for determining the shared identity on which relationship is based is not sustainable.

We find the articulation of the five marks of mission¹ at the end of Section 4 to be particularly important for defining our common identity as Anglicans in service to God’s mission. Given the centrality of these five marks of mission to our understanding of Anglican faithfulness, we suggest that they be highlighted and moved to the beginning of this section.

Section 5: “Our Unity and Common Life”

The principal concern voiced by many about Section 5: “Our Unity and Common Life” is that it focuses our unity almost entirely on the office of bishop. As stated in the discussion of Section 2 above, we do see the historic episcopate locally adapted, as articulated in the Chicago-Lambeth Quadrilateral, as a key component that informs and forms our Anglican identity. Most in The Episcopal Church affirm “the central role of bishops as custodians of faith, leaders in mission, and as visible sign of unity.”

While we are indeed an “episcopal” church, the relation of that episcopacy to the baptized, on the one hand, and the emphasis on an increasing role of primates, on the other, raise a variety of concerns. Locally, in The Episcopal Church, our presiding bishop enjoys few of the metropolitan powers often associated with the primates. In fact, The Episcopal Church has never had any form of archepiscopacy. The use of the term, “primate” for our presiding bishop is a recent development. We note as well that the use of the term “Primate” in the Anglican Communion is recent and is effectively a broadly inclusive word denoting the chief bishop and pastor of a participating Church in the Anglican Communion.

Because of The Episcopal Church’s embrace of lay people in the governance of the church since 1789, the exercise of episcopate is always in relationship to the role and authority of the baptized. Further, most in the Episcopal Church believe that decisions

¹ (Bonds of Affection-1984 ACC-6 p49, Mission in a Broken World-1990 ACC-8 p101)

taken by the church should always include lay people, deacons, priests and bishops as a structured part of the decision making process.

We believe the description of the role of the Instruments of Communion in this section needs further clarification and discussion. Prior statements of the Virginia Report and the Windsor Report articulate four “Instruments of Unity.” The recent meeting of the Anglican Consultative Council has clarified these four instruments as including “one Focus of Unity” — the Archbishop of Canterbury — and three “Instruments of Communion” — Lambeth Conference, Anglican Consultative Council and Primates Meeting (ACC XIII, no. 2). Yet the Covenant designates all four instruments as “Instruments of Communion.” Some believe that the designation of the four instruments as “Instruments of Communion” imbues the four instruments with more structural authority than previously understood.

Communion and unity are both gifts of God, not something that we create. “Communion” seems to be a more appropriate term for a group of churches. Moreover, the Anglican Consultative Council, the Anglican Communion’s representative body, uses this term. For these reasons, we believe the word “communion” should be used throughout to describe the four instruments.

It is clear that the next four paragraphs of this section seek to clarify the roles and responsibilities of the four instruments. There is much agreement with the description of the role of both the Archbishop of Canterbury and the Lambeth Conference. There is, however, some concern about describing Lambeth Conference as “an instrument in guarding the faith and unity of the Communion.” This language seems to some to go beyond the currently understood role of the Lambeth Conference and beyond the initial reason for its creation, which was for conversation and mutual support. There is further concern about how that role for the Lambeth Conference can be fulfilled.

Some in The Episcopal Church have pointed out that placing the discussion of the Primates Meeting ahead of the Anglican Consultative Council does not represent the historical developments of the four instruments. Historically, the development of the Anglican Consultative Council preceded the creation of the Primates Meeting by almost a decade.

Similarly many are concerned that the description of the roles of the Primates Meeting and the Anglican Consultative Council imbues the primates with more authority over “doctrinal, moral and pastoral matters” than has previously been the case, while relegating the Anglican Consultative Council to the specific and limited role of “ecumenical and mission work.” This description of the roles and the changing of the historical order appears to elevate the primates to a position of new authority in the Anglican Communion. As discussed below, some believe that a more healthy balance in decision-making in the communion would result from a parallel development of the role of the Anglican Consultative Council and the Primates Meeting.

One of the principal defects in the Draft Covenant as perceived by many in The Episcopal Church is its failure to recognize effectively the voices of lay people, deacons

and priests in the councils of the Anglican Communion. In fact, even for those who accept the idea of a covenant, many reject the proposal of the increased role of primates alone as presented in this section.

Section 6: “Unity of the Communion”

We see Section 6 as a further elucidation of what is set up in the previous section. We note a progression in the six commitments in this section from (i) a relational understanding of communion as consultative and communal (*koinonia*), to (ii) a more conciliar, consultative process of discerning “common mind,” and finally (iii) to a synodical or council structure for decision-making in contentious circumstances.

Most Episcopalians do not want to see the development of a synodical decision-making body in the Anglican Communion. They would strongly prefer communion as based on relationships and shared participation in service to God’s mission.

Nevertheless, some in The Episcopal Church believe that interdependence and mutual accountability require reasonably well-defined structures of consultation and resolution to function effectively. They believe that a communion of Christian churches is based on relationships of shared identity, and shared identity requires a means of defining that identity and what is and is not within its boundaries. Those in this group believe that the absence of structures for defining what can and cannot fall within our shared identity as Anglicans has contributed to the current discord in the Communion. They believe that instituting such structures is the only logical way to maintain the Communion. Further, they see much value, internally and ecumenically, in a global Anglican Communion that can speak with one voice on important issues of doctrine and practice. They believe that the Communion could pursue God’s mission in the world more effectively if the Communion’s identity were more clear, its structures were better defined and its decision-making processes more transparent and deliberate.

We are not of a common mind regarding the authority granted by Section 6 to the various Instruments of Communion, and in particular the Lambeth Conference and the Primates Meetings. Many if not most of our members have serious reservations about what we perceive as a drift towards a world-wide synod of primates with directive power over member churches.

As to other items contained in Section 6, most in The Episcopal Church easily affirm commitments 1 and 2 of that section: it is indeed important “to have regard to the common good of the Communion in the exercise of its autonomy,” to give financially to support the work of the Anglican Communion and to desire “to spend time with openness and patience in matters of theological debate and discernment.” While many in The Episcopal Church believe that it is important to have a common mind about “matters of essential concern,” there is anxiety as to who defines these matters. Similarly, as to the third item in this section, there is a healthy appreciation of the status of the Instruments of Communion, but it is unclear to many as to what is meant by their “moral authority which commands our respect.” Most importantly, however, there is serious disagreement with the presentation of the Primates Meeting as having the power to adjudicate “matters

of serious dispute among the churches of the Anglican Communion.” Many of those who would support the need for such adjudication would argue that a more representative and elected body such as the Joint Standing Committee of the Anglican Consultative Council and Primates Meeting should be the body authorized to oversee the decision-making process.

Finally, to many, the provision contained in item six for loss of full status in the Communion appears to be punitive and offer little opportunity for reconciliation.

Ultimately, the fundamental question remains: Is there a need for a juridical/conciliar body in the Anglican Communion to deal with “issues” and is such a body consistent with our understanding of what it means to be an Anglican? With all due respect to our sisters and brothers across the Anglican Communion, a great many in The Episcopal Church do not see the need for such a body at present.

Section 7: “Our Declaration”

We see no issues with the ideas and language contained in this section.

Concerning the consequences of signing a Covenant as proposed in the Draft:

The Executive Council asked interested parties to respond to additional general questions concerning the Draft Covenant. Reflecting on responses received and growing from our own deliberations we offer these observations.

The Episcopal Church is committed to a process that would result in a covenant that we could sign. As indicated above, there is much work that can be done to make the current draft more true to the aspirations of The Episcopal Church and its understanding of the diversity and life and work of Anglican Communion.

At its best, an Anglican covenant can move the churches of the Anglican Communion to renew the sense of mutual responsibility and interdependence in the Body of Christ that has motivated life in the Communion in the past and lead us to higher levels of service to God’s mission. A covenant can provide a context for engaging one another in new ways. It can make explicit the discipline of consultation, consensus and forbearance that has typified the Communion at its finest.

At its worse, many fear that an Anglican covenant might become the beginnings of a constitutional structure that would remake the plurality of churches of the world-wide Anglican Communion into a singular global church whose provinces are bound to as yet undisclosed limitations on autonomous action.

We are prepared to consider a covenant that says who we are, what we wish to be for the world, and how we will model mutual responsibility and interdependence in the body of Christ. We believe we must be open to God’s doing a new thing among us; therefore, we remain open to explore such new possibilities in our common life while honoring established understandings.

Closing Remarks

The Executive Council believes that the Draft Anglican Covenant signals the beginning of a process for considering the future shape of our communion. Its ends are the hope for a communion whose member churches work and struggle in trust, with a full sense of mutual responsibility and interdependence in the Body of Christ. While some of our members consider the draft adequate as it stands, the majority believe that we must work in the hope that the final form of this document will provide a better means of engaging one another respectfully and with mutual regard, as we seek to agree on essential matters of faith and order while celebrating our differences.

We stand at a remarkable crossroads in the development of the Anglican Communion. We believe that the Anglican Communion, in its unity and diversity, is gifted to serve God's reign in unique ways. We hope that our shared faith in God, Father, Son and Holy Spirit, will draw us more deeply into relationships of shared service to God's mission in all its fullness with our sisters and brothers in Christ in the Anglican Communion. We trust that these relationships, undergirded by our shared sacramental life, will bring us new life and draw us more deeply together.

We commit The Episcopal Church to the effort to perfect this draft so that the resulting Covenant can be a beacon of hope for our common future.

ATTACHMENT C

EPISCOPAL RELIEF AND DEVELOPMENT

A New York Not-for-Profit Corporation

BY-LAWS

As Amended and Restated on [_____]

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BY-LAWS
OF
EPISCOPAL RELIEF AND DEVELOPMENT
(a New York Not-for-Profit Corporation)

ARTICLE I

OFFICES AND FISCAL YEAR

Section 1.01. Office. The office of Episcopal Relief and Development (the “Corporation”), within the meaning of Section 102(a)(11) of the New York Not-for-Profit Corporation Law, shall be in the State and County of New York. [NPCL §§ 102(a)(11)]¹

Section 1.02. Other Offices. The Corporation may also have offices at such other places within or without the United States of America as the Board of Directors of the Corporation (the “Board”) may from time to time appoint or the business of the Corporation requires.

Section 1.03. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

ARTICLE II

MEMBERS OF THE CORPORATION

Section 2.01. Members. The Corporation shall have no Members. [NPCL § 601(a)]

¹ References to the New York Not-for-Profit Corporation Law are included for convenience of reference but are not part of these By-laws.

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ARTICLE III

BOARD OF DIRECTORS

Section 3.01. Powers; Personal Liability.

(a) The Corporation shall be managed by the Board, except as otherwise provided by applicable law or the Certificate of Incorporation or, to the extent permitted by applicable law, these By-Laws. [NPCL § 701(a)].

(b) Except as specifically provided otherwise by applicable law, a Director of the Corporation shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, unless the Director has breached or failed to perform the duties of his or her office under the New York Not-for-Profit Corporation Law and the breach or failure to perform such duties constitutes self-dealing, willful misconduct or recklessness. The provisions of this subsection shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or the liability of a Director for the payment of taxes pursuant to local, state or federal law.

Section 3.02. Qualification and Selection.

(a) Each Director of the Corporation shall be a natural person of at least eighteen years of age, but need not be a resident of the State of New York. Except as provided in subsection (b) of this Section 3.02, candidates for Director of the Corporation shall be nominated at each annual meeting of the Board following joint agreement of the chair of the Board and the Presiding Bishop of the Episcopal Church, and shall be elected by a majority vote of the Directors of the Corporation then in office; *provided, however*, that such election shall not become effective until first ratified by the Executive Council of the Episcopal Church (the "Executive Council"). [NPCL §§ 701, 703]

(b) Notwithstanding any provision to the contrary in these By-Laws, the (i) Presiding Bishop of the Episcopal Church, (ii) Executive Director of the Executive Council, and (iii) Financial Officer of the Executive Council shall each hold the position of Director of the Corporation, *ex officio*, with vote, by virtue of their respective offices in the Episcopal Church or on the Executive Council, as the case may be, for so long as they hold such office, and the president of the Corporation shall hold the position of Director of the Corporation, *ex officio*, with vote, by virtue of his or her position as president of the Corporation, for so long as he or she holds such office. As a result of the foregoing, each such person's status as *ex officio* Director of the Corporation shall make him or her exempt from the nomination, election and ratification requirements described in subsection (a) of this Section 3.02. Upon the termination of such person's position in the Episcopal Church, on the Executive Council, or as president of the Corporation, for any reason, such person shall be required to relinquish his or her *ex officio* position as Director of the Corporation and shall be replaced automatically as a Director by the person who assumes the office of Presiding Bishop of the Episcopal Church, Executive

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Director of the Executive Council, Financial Officer of the Executive Council, or president of the Corporation, as the case may be. The relinquishment of the position of Director of the Corporation under the foregoing circumstances shall not bar such person from being nominated, elected and ratified as a Director of the Corporation in accordance with the provisions of Section 3.02(a).

Section 3.03. Number and Term of Office. The Board shall consist of such number of Directors as may be determined from time to time by the Board, but in no event shall such number be less than seven (7) or greater than twenty-one (21). Directors elected in accordance with Section 3.02(a) shall hold office for a term of three (3) years, and until a successor shall have been elected and qualified, except in the event of death, resignation or removal. The length of a Director's term may be increased by action of the Board; *provided, however*, that any such change shall not result in a term greater than five (5) years; nor shall the term of any incumbent Director of the Corporation be shortened; *provided further, however*, that no such Director shall serve in such capacity for greater than two (2) consecutive terms. An increase or decrease in the minimum or maximum permissible number of Directors, in the maximum number of consecutive terms that a Director may serve, or in the maximum permissible length of a Director's term, may only be accomplished by an amendment of these By-Laws that is (i) approved by the majority of the entire Board and (ii) subject, in accordance with Section 7.09, to ratification by the Executive Council prior to taking effect. As used in these By-Laws, the term "entire Board" means the total number of Directors entitled to vote which the Corporation would have at the time in question if there were no vacancies on the Board. [NPCL §§ 702, 703]

Section 3.04. Organization. At every meeting of the Board, the chair of the Board, if there be one, shall preside, or, in the case of a vacancy in the office or absence of the chair of the Board, one of the following officers present in the order stated shall preside: the vice chair of the Board, if there be one, the president, the vice presidents, if any, in their order of rank and seniority, or a chair chosen by a majority of the Directors present. The secretary, or, in the absence of the secretary, an assistant secretary, or, in the absence of the secretary and the assistant secretaries, any person appointed by the chair of the meeting, shall act as secretary.

Section 3.05. Resignations. Any Director of the Corporation may resign at any time by giving written notice to the chair or the secretary of the Corporation. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.06. Removal.

(a) At a meeting of Directors, any Director may be removed for cause by a majority vote of the Directors present at the meeting; *provided, however*, that a quorum of not less than a majority of the Directors in office must be present at the meeting for

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such action to take effect. Any such removal shall take effect immediately after such vote. [NPCL § 706]

Section 3.07. Newly Created Directorships and Vacancies. Any vacancy or vacancies on the Board because of death, resignation, removal in any manner, disqualification, an increase in the number of Directors, or any other cause, shall be filled in accordance with the provisions of Sections 3.02(a) or 3.02(b), as the case may be, and each person filling a vacancy shall be a Director to serve for the balance of the unexpired term; *provided, however*, that the balance of any such unexpired term shall not count as one of the two consecutive terms for which an elected Director may serve under Section 3.04. [NPCL § 705]

Section 3.08. Places of Meeting. Meetings of the Board may be held at such place within or without the State of New York as the Board may from time to time appoint, or as may be designated in the notice of the meeting. [NPCL § 710(a)]

Section 3.09. Annual Meetings. An annual meeting of the Board for the election of Directors and officers of the Corporation and for the transaction of such other business as may properly come before it shall be held at a time and place to be determined by the Board. [NPCL § 710]

Section 3.10. Regular Meetings. Regular meetings of the Board for the transaction of such business as may properly come before it shall be held at a time and place to be determined by the Board. [NPCL §710(b)]

Section 3.11. Special Meetings.

(a) Special meetings of the Board shall be held whenever called by the chair, by the president, or by two or more of the Directors of the Corporation. Notice of each such meeting shall be given to each Director by telephone or in writing at least 24 hours (in the case of notice by telephone) or 48 hours (in the case of notice by email or facsimile) or five days (in the case of notice by mail) before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting. [NPCL § 711(b)]

(b) Notice of any meeting of the Board during any emergency resulting from damage due to war, warlike conditions or natural disaster shall be given only to such of the Directors of the Corporation as it may be feasible to reach at the time and by such means as may be feasible at the time, including publication or radio. To the extent required to constitute a quorum at any meeting of the Board during such an emergency, the officers of the Corporation who are present shall be deemed, in order of rank and within the same rank in order of seniority, Directors for such meeting.

Section 3.12. Quorum, Manner of Acting, and Adjournment.

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(a) Unless a greater proportion is required by applicable law, and except as otherwise provided in Section 3.11, the quorum required for the transaction of business at each meeting shall be calculated as follows: (i) if the total number of Directors (determined in accordance with Section 3.03) is fifteen or less, then at least one-third of the entire Board shall be present in order to constitute a quorum, and (ii) if the total number of Directors (determined in accordance with Section 3.03) is more than fifteen, then at least six Directors shall be present in order to constitute a quorum. Every Director shall be entitled to one vote. Except as otherwise specified in the Certificate of Incorporation or these By-Laws or as provided in the New York Not-for-Profit Corporation Law, the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board. In the absence of a quorum, a majority of the Directors present may adjourn the meeting from time to time until a quorum is present. [NPCL §§ 707, 711]

(b) Any action required or permitted to be taken by the Board or by any committee thereof may be taken without a meeting if all members of the Board or of a committee thereof consent in writing to the adoption of a resolution authorizing the action. In the event of any such action without a meeting, the resolution and the written consents thereto by all of the members of the Board or of a committee thereof shall be filed with the minutes of the proceedings of the Board or of a committee thereof as the case may be.

Section 3.13. Executive and Other Committees.

(a) The Board may, by resolution adopted by a majority of the entire Board, establish an Executive Committee and one or more other committees, each committee to consist of three or more Directors; *provided, however*, that under all circumstances, the Executive Director of the Executive Council shall be a member of the Executive Committee, if such a committee is established. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member, and the alternate or alternates, if any, designated for such member, of any committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not the member or members constitute a quorum, may unanimously appoint another Director to act at the meeting in the place of any such absent or disqualified member. Each committee of the Board shall serve at the pleasure of the Board. [NPCL § 712]

(b) The Executive Committee, if any, shall have and exercise all of the powers and authority of the Board in the management of the business and affairs of the Corporation, except that the Executive Committee shall not have any power or authority as to the following matters:

- (i) the filling of vacancies in the Board or in any committee;

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(ii) the fixing of compensation of the Directors for serving on the Board or on any committee;	
(iii) the amendment or repeal of these By-Laws or the adoption of new By-Laws; and	
(iv) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable. [NPCL § 712(a)]	

(c) No committee of the Board, other than the Executive Committee, shall, pursuant to resolution of the Board or otherwise, exercise any of the powers or authority vested by these By-Laws or the New York Not-for-Profit Corporation Law in the Board as such, but any other committee of the Board may make recommendations to the Board or Executive Committee concerning the exercise of such powers and authority.

(d) The establishment of any committee of the Board and the delegation thereto of power and authority shall not alone relieve any Director of the fiduciary duty of such Director to the Corporation. [NPCL § 712(d)]

(e) A majority of the Directors of the Corporation then in office designated to a committee, or Directors designated to replace them as provided in this Section, shall be present at each meeting to constitute a quorum for the transaction of business and the acts of a majority of the Directors in office designated to a committee or their replacements shall be the acts of the committee.

(f) The executive committee and any audit committee shall keep regular minutes of their proceedings and report on such proceedings periodically to the Board. All other committees shall make periodic reports to the Board, either orally or in writing, regarding their deliberations.

(g) Each committee may adopt its own regulations for the time, place and manner of notice of its meetings.

Section 3.14. Interested Directors or Officers: Quorum. No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other Corporation, firm, association, or other entity in which one or more of its Directors or officers are Directors or officers, or have a substantial financial interest, shall be either void or voidable solely for such reason, or solely because the Director or officer is present at or participates in the meeting of the Board, or a committee thereof, which authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose, if:

(a) The material facts as to such relationship or interest and as to the contract or transaction are disclosed in good faith or are known to the Board and the Board authorizes the contract or transaction by the affirmative votes of a

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majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or

(b) The contract or transaction is fair in respect of the Corporation as of the time it is authorized, approved or ratified, by the Board.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in this Section. [NPCL § 715]

Section 3.15. Loans to Directors or Officers. No loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Corporation to any of its Directors or officers, or to any other corporation, firm, association or other entity in which one or more of its Directors or officers are directors or officers or hold a substantial financial interest, except a loan be made by the Corporation to a corporation which is a “Type B” corporation under Section 201(b) of the New York Not-for-Profit Corporation Law. A loan made in violation of this Section 3.15 shall be a violation of the duty to the Corporation of the Directors or officers authorizing it or participating in it, but the obligation of the borrower with respect to the loan shall not be affected thereby. [NPCL § 716]

Section 3.16. Fees. Each Director shall be reimbursed for such reasonable expenses, if any, as shall be incurred by such Director for attending each meeting of the Board or committee of Directors which such Director shall attend. Any reimbursement for travel expenses must be in accordance with the travel policy of the Corporation.

ARTICLE IV

NOTICE; WAIVERS; MEETINGS

Section 4.01. Notice, What Constitutes. Whenever written notice is required to be given to any person under the provisions of the Certificate of Incorporation, these By-Laws, or the New York Not-for-Profit Corporation Law, it may be given to such person, either personally or by sending a copy thereof first class or express mail, postage prepaid, email, electronic transmission, courier services or by facsimile transmission to his or her address (or to his or her email, electronic transmission or facsimile number) supplied by such person. If the notice is sent by mail, email, electronic transmission or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or sent via email or courier service for delivery to that person or, in the case of electronic transmission when dispatched. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by law or these By-Laws. [NPCL § 711]

Section 4.02. Waivers of Notice.

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(a) Whenever any written notice is required to be given under the provisions of the Certificate of Incorporation, these By-Laws, or the New York Not-for-Profit Corporation Law, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice. Except as otherwise required by Section 7.09, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. [NPCL § 711(c)]

(b) Attendance of a person at any meeting shall constitute a waiver of notice of the meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened. [NPCL § 711(c)]

Section 4.03. Modification of Proposal Contained in Notice. Whenever the language of a proposed resolution is included in a written notice of a meeting required to be given under the Certificate of Incorporation, these By-Laws, or the New York Not-for-Profit Corporation Law, the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose.

Section 4.04. Exceptions to Requirement of Notice.

(a) Notice of the annual or of any regular meeting by the Board is not required to be given; *provided, however*, that if the Board fixes or changes the time or place of any annual or regular meeting, notice of such action shall be provided to each Director who was not present at the meeting at which such action was taken.

(b) Wherever any notice or communication is required to be given to any person under the provisions of the Certificate of Incorporation, these By-Laws, or the New York Not-for-Profit Corporation Law, or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action, and communication with that person is then unlawful, the giving of the notice or communication to such person shall not be required and there shall be no duty to apply for a license or other permission to do so.

Section 4.05. Conference Telephone Meetings. One or more persons may participate in a meeting of the Board or a committee of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation in a meeting pursuant to this Section shall constitute presence in person at the meeting. [NPCL § 708(c)]

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ARTICLE V

OFFICERS

Section 5.01. Number, Qualifications and Designation.

(a) The officers of the Corporation shall be a chair, a president, a secretary, a treasurer, and such other officers as may be elected or appointed, as the case may be, in accordance with the provisions of this Article V. Any number of offices may be held by the same person, except that the offices of president and secretary must be held by different persons. The chair, president, secretary and treasurer must be Directors of the Corporation. Any other officers may, but need not be, Directors of the Corporation. All officers shall be natural persons. [NPCL § 713(a)]

(b) In lieu of the standards of conduct otherwise provided by law, officers of the Corporation shall be subject to the same standards of conduct, including standards of care and loyalty and rights of justifiable reliance, as shall at the time be applicable to Directors of the Corporation. Except as specifically provided otherwise by applicable law, an officer of the Corporation shall not be personally liable, as such, to the Corporation for monetary damages for any action taken, or any failure to take any action, unless the officer has breached or failed to perform the duties of his or her office under the Certificate of Incorporation, these By-Laws, or the applicable provisions of law and the breach or failure to so perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this subsection shall not apply to the responsibility or liability of an officer pursuant to any criminal statute or for the payment of taxes pursuant to any criminal statute or for the payment of taxes pursuant to local, state or federal law.

Section 5.02. Election and Term of Office.

(a) Except as provided in Sections 5.02(b) and 5.02(c) below, the officers of the Corporation (other than those appointed by the president pursuant to Section 5.03 or appointed by delegated authority pursuant to Section 5.04) shall be elected by the Board, and shall serve at the pleasure of the Board.

(b) The chair of the Board shall be appointed by the Presiding Bishop of the Episcopal Church from among the members of the Board, and shall serve in such office at the pleasure of the Presiding Bishop.

(c) The president of the Corporation shall be elected by the Board in accordance with Section 5.02(a) above, and shall serve in such office at the pleasure of the Board; *provided, however*, that the initial election of an individual as president shall not become effective until first ratified by the Presiding Bishop of the Episcopal Church.

(d) Unless otherwise determined by the Board, the officers of the Corporation may, but need not be, elected or appointed for a specified term. Each officer, whether

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elected by the Board, appointed by the president pursuant to Section 5.03, or appointed by delegated authority pursuant to Section 5.04, shall hold office until his or her successor has been elected or appointed and has qualified, or until his or her earlier death, resignation or removal. [NPCL § 713]

Section 5.03. Subordinate Officers, Committees and Agents. The president of the Corporation may from time to time appoint such other officers and appoint such committees, employees or other agents of the Corporation as the business of the Corporation may require, including one or more vice presidents, one or more assistant secretaries, and one or more assistant treasurers. Subject in all cases to the authority of the Board, any person so appointed shall serve at the pleasure of the president, and shall hold office for such period, have such authority, and perform such duties as the president may from time to time determine. Notwithstanding the powers of the president of the Corporation described in this Section, the Board shall retain the authority, should it so desire, to appoint such officers, committees, employees or other agents of the Corporation as the business of the Corporation may require, and to remove any officer, committee, employee or agent appointed by the president. [NPCL § 713]

Section 5.04. Delegation of Powers by the Board. To the fullest extent permitted by applicable law and the Certificate of Incorporation, the Board may delegate to any committee, officer, employee or other agent any powers possessed by the Board.

Section 5.05. Resignations. Any officer, employee or other agent may resign at any time by giving written notice to the Board or the president or the secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.06. Removal. Any officer, committee, employee or other agent of the Corporation may be removed, either for or without cause, by the authority which elected, established, retained or appointed such officer, committee, employee or other agent, or, in all cases, by the Board, whenever in the judgment of the Board or such authority the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of any person so removed. [NPCL § 714]

Section 5.07. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board pursuant to Section 5.02 or by the other authority to which the power to fill such office has been delegated pursuant to this Article V, and if the office is one for which a term has been prescribed, shall be filled for the unexpired portion of the term.

Section 5.08. General Powers. All officers of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be determined by resolutions or orders of the

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Board, or, in the absence of controlling provisions in resolutions or orders of the Board, as maybe provided in these By-Laws.

Section 5.09. The Honorary Chair. The Board shall have an honorary chair who shall serve in such position in an *ex officio* capacity by virtue of the position such person holds as Presiding Bishop of the Episcopal Church, but only for a period of time coinciding with such person's tenure as Presiding Bishop. The primary duties of the honorary chair (solely in his or her capacity as honorary chair) shall be to select a chair from among the members of the Board and to ratify the election of the president by the Board. [NPCL § 713]

Section 5.10. The Chair and Vice Chair of the Board. The chair of the Board or in the absence of the chair, the vice chair of the Board, if any, shall preside at all meetings of the Board, and shall perform such other duties as may from time to time be requested by the Board. [NPCL § 713]

Section 5.11. The President. The president shall have general supervision over the activities and operations of the Corporation and over its officers, employees and agents, subject, however, to the policies and decisions of the Board, and shall have the authority to sign, execute, and acknowledge, in the name of the Corporation, deeds, mortgages, bonds, contracts or other instruments, authorized by the Board, and, in general, shall perform all duties incident to the office of president, and such other duties as from time to time may be assigned by the Board. [NPCL § 713]

Section 5.12. The Secretary. The secretary or his or her designee shall attend all meetings of the Board and shall record all the votes of the Directors and the minutes of the meetings of the Board and any committees of the Board that are keeping minutes in a book or books to be kept for that purpose, shall see that notices are given and records and reports properly kept and filed by the Corporation as required by law, shall be the custodian of the seal of the Corporation and see that it is affixed to all documents that are required to be executed on behalf of the Corporation under its seal, and, in general, shall perform all duties incident to the office of secretary, and such other duties as may from time to time be assigned by the Board, the chair, or the president. [NCPL § 713]

Section 5.13. The Treasurer. The treasurer or an assistant treasurer shall have or provide for the custody of the funds or other property of the Corporation, shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the Corporation, shall provide for the deposit of all funds in his or her custody as treasurer in such banks or other places of deposit as the Board may from time to time designate, shall, whenever so required by the Board, render an account showing all transactions as treasurer, and the financial condition of the Corporation, and, in general, shall discharge such other duties as may from time to time be assigned by the Board, the chair or the president. [NPCL § 713]

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Section 5.14. Officers' Bonds. Any officer shall give a bond for the faithful discharge of the duties of the office in such sum, if any, and with such surety or sureties as the Board shall require. [NPCL § 713(e)]

Section 5.15. Compensation. The compensation of the officers elected by the Board shall be fixed from time to time by the Board or by such officer as may be designated by resolution of the Board. The compensation of any other officers, employees and other agents shall be fixed from time to time by the president or by the officer or committee to which the power to elect such officers or to retain or appoint such employees or other agents has been delegated pursuant to Section 5.04. The president shall not be prevented from receiving compensation for his or her services as president by reason of the fact that the president is also a Director of the Corporation, but any other Director of the Corporation who also serves as an officer of the Corporation shall not receive any compensation for such service as an officer. [NPCL §§ 715(e), 715(f)]

ARTICLE VI

INDEMNIFICATION OF DIRECTORS, OFFICERS
AND OTHER AUTHORIZED REPRESENTATIVES

Section 6.01. Scope of Indemnification.

(a) The Corporation shall indemnify an indemnified representative against any liability incurred in connection with any proceeding in which the indemnified representative may be involved as a party or otherwise, by reason of the fact that such person is or was serving in an indemnified capacity, including, without limitation, liabilities resulting from any actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence or act giving rise to strict or products liability, except:

- (1) where such indemnification is expressly prohibited by applicable law;
- (2) where the conduct of the indemnified representative has been finally determined pursuant to Section 6.06 or otherwise:
 - (i) to constitute willful misconduct or recklessness sufficient under the circumstances to bar indemnification against liabilities arising from the conduct; or
 - (ii) to be based upon or attributable to the receipt by the indemnified representative from the Corporation of a personal benefit to which the indemnified representative is not legally entitled; or

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(3) to the extent such indemnification has been finally determined in a final adjudication pursuant to Section 6.06 to be otherwise unlawful.

(b) If an indemnified representative is entitled to indemnification in respect of a portion, but not of all liabilities to which such person may be subject, the Corporation shall indemnify such indemnified representative to the maximum extent for such portion of the liabilities.

(c) The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the indemnified representative is not entitled to indemnification.

(d) For purposes of this Article:

(1) “indemnified capacity” means any and all past, present and future service by an indemnified representative in one or more capacities as a Director, officer, employee or agent of the Corporation, or, at the request of the Corporation, as a Director, officer, employee, agent, fiduciary or Director of another domestic or foreign Corporation for profit or not-for-profit partnership, joint venture, trust employee benefit plan or other entity or enterprise;

(2) “indemnified representative” means any and all Directors and officers of the Corporation and any other person designated as an indemnified representative by the Board (which may, but need not, include any person serving at the request of the Corporation, as a Director, officer, employee, agent, fiduciary or Director of another domestic or foreign Corporation for profit or not-for-profit, partnership, joint venture, trust, employee benefit plan or other entity or enterprise);

(3) “liability” means any damage, judgment, amount paid in settlement, fine, penalty, punitive damages, excise tax assessed with respect to an employee benefit plan, or cost or expense of any nature (including, without limitation, attorneys’ fees and disbursements); and

(4) “proceeding” means any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Corporation, a class of its security holders, if any, or otherwise.

Section 6.02. Proceedings Initiated by Indemnified Representatives.
Notwithstanding any other provision of this Article, the Corporation shall not indemnify

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under this Article an indemnified representative for any liability incurred in a proceeding initiated (which shall not be deemed to include counter-claims or affirmative defenses) or participated in as an intervenor or amicus curiae by the person seeking indemnification unless such initiation of or participation in the proceeding is authorized, either before or after commencement, by the affirmative vote of a majority of the Directors in office. This Section does not apply to reimbursement of expenses incurred in successfully prosecuting or defending an arbitration under Section 6.06 or otherwise successfully prosecuting or defending the rights of an indemnified representative granted by or pursuant to this Article.

Section 6.03. Advancing Expenses. The Corporation shall pay the expenses (including attorneys' fees and disbursements) incurred in good faith by an indemnified representative in advance of the final disposition of a proceeding described in Section 6.01 or 6.02 upon receipt of an undertaking by or on behalf of the indemnified representative to repay such amount if it shall ultimately be determined pursuant to Section 6.06 that such person is not entitled to be indemnified by the Corporation pursuant to this Article. The financial ability of an indemnified representative to repay an advance shall not be a prerequisite to the making of such advance.

Section 6.04. Securing of Indemnification Obligations. To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the Corporation may maintain insurance, obtain a letter of credit, act as self insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Corporation or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board shall deem appropriate. Absent fraud, the determination of the Board with respect to such amounts, costs, terms and conditions shall be conclusive and shall not be subject to voidability.

Section 6.05. Payment of Indemnification. An indemnified representative shall be entitled to indemnification within 30 days after a written request for indemnification has been delivered to the secretary of the Corporation.

Section 6.06. Arbitration. Any dispute related to the right to indemnification, contribution or advancement of expenses as provided under this Article shall be decided only by arbitration in the metropolitan area in which the principal executive offices of the Corporation are located, in accordance with the commercial arbitration rules then in effect of the American Arbitration Association, before a panel of three arbitrators, one of whom shall be selected by the Corporation, the second of whom shall be selected by the indemnified representative and the third of whom shall be selected by the other two arbitrators. In the absence of the American Arbitration Association, or if for any reason arbitration under the arbitration rules of the American Arbitration Association cannot be initiated, and if one of the parties fails or refuses to select an arbitrator, or the arbitrators selected by the Corporation and the indemnified representative cannot agree on the

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selection of the third arbitrator within 30 days after such time as the Corporation and the indemnified representative have each been notified of the selection of the other's arbitrator, the necessary arbitrator or arbitrators shall be selected by the presiding judge of the court of general jurisdiction in such metropolitan area. Each arbitrator selected as provided herein is required to be or have been a Director or executive officer of a Corporation whose shares of common stock were listed during at least one year of such service on the New York Stock Exchange or the American Stock Exchange or quoted on the National Association of Securities Dealers Automated Quotations System. The party or parties challenging the right of an indemnified representative to the benefits of this Article shall have the burden of proof. The Corporation shall reimburse an indemnified representative for the expenses (including attorneys' fees and disbursements) incurred in successfully prosecuting or defending such arbitration. Any award entered by the arbitrators shall be final, binding and nonappealable and judgment may be entered thereon by any party in accordance with applicable law in any court of competent jurisdiction, except that the Corporation shall be entitled to interpose as a defense in any such judicial enforcement proceeding any prior final judicial determination adverse to the indemnified representative under Section 6.01(a)(2) in a proceeding not directly involving indemnification under this Article. This arbitration provision shall be specifically enforceable.

Section 6.07. Contribution. If the indemnification provided for in this Article or otherwise is unavailable for any reason in respect of any liability or portion thereof, the Corporation shall contribute to the liabilities to which the indemnified representative may be subject in such proportion as is appropriate to reflect the intent of this Article or otherwise.

Section 6.08. Discharge of Duty. An indemnified representative shall be deemed to have discharged such person's duty to the Corporation if he or she has relied in good faith on information, advice or an opinion, report or statement prepared by:

- (1) one or more officers or employees of the Corporation whom the indemnified representative reasonably believes to be reliable and competent with respect to the matter presented;
- (2) legal counsel, public accountants or other persons as to matters that the indemnified representative reasonably believes are within the person's professional or expert competence; or
- (3) a committee of the Board on which he or she does not serve as to matters within its area of designated authority, which committee he or she reasonably believes to merit confidence.

Section 6.09. Mandatory Indemnification of Directors, Officers, etc. To the extent that a Director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding or in defense of

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any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith.

Section 6.10. Contract Rights; Amendment or Repeal. All rights under this Article shall be deemed a contract between the Corporation and the indemnified representative pursuant to which the Corporation and each indemnified representative intend to be legally bound. Any repeal, amendment or modification hereof shall be prospective only and shall not affect any rights or obligations then existing.

Section 6.11. Scope of Article. The rights granted by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification, contribution or advancement of expenses may be entitled under any statute, agreement, vote of disinterested Directors or otherwise, both as to action in an official capacity and as to action in any other capacity. The indemnification, contribution and advancement of expenses provided by or granted pursuant to this Article shall continue as to a person who has ceased to be an indemnified representative in respect of matters arising prior to such time, and shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

Section 6.12. Reliance on Provisions. Each person who shall act as an indemnified representative of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification, contribution and advancement of expenses provided by this Article.

Section 6.13. Intervention. The provisions of this Article are intended to constitute Bylaws authorized by the New York Not-for-Profit Corporation Law. All references to the New York Not-for-Profit Corporation Law in these Bylaws shall mean such Law as it may from time to time be amended.

ARTICLE VII

MISCELLANEOUS

Section 7.01. Corporate Seal. The Corporation shall have a corporate seal in the form of a circle containing the name of the Corporation, the year of incorporation and such other details as may be approved by the Board.

Section 7.02. Checks. All checks, notes, bills of exchange or other orders in writing shall be signed by such one or more officers or employees of the Corporation as the Board may from time to time designate.

Section 7.03. Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

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Section 7.04. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more officers or employees of the Corporation as the Board shall from time to time designate.

Section 7.05. Books and Records. The Corporation shall keep at the office described in Section 1.01 the correct and complete books and records of account and any minutes of the proceedings of the Board and Executive Committee, if any. Any of the foregoing books, minutes and records may be in written form or in any other form capable of being converted into written form within a reasonable time. [NPCL § 621(a)]

Section 7.06. Purchase, Sale, Mortgage and Lease of Real Property. No purchase or real property shall be made by the Corporation, and the Corporation shall not sell, mortgage or lease real property, unless authorized by the vote of two-thirds of the entire Board; *provided, however*, that if there are twenty-one Directors, the vote of a majority of the entire Board shall be sufficient. [NPCL § 509]

Section 7.07. Annual Report of Directors. The Board shall direct the president and treasurer to present at the annual meeting of the Board a report showing in appropriate detail the following:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.
- (b) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

The annual report of the Board shall be filed with the minutes of the annual meeting of the Board. [NPCL § 519(c)]

Section 7.08. Report to Executive Council and General Convention of the Episcopal Church. Promptly following the close of each fiscal year, the Board shall submit to the Executive Council a report summarizing the operations of the Corporation

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during the past year and plans for the coming year. Within a reasonable time following the closing of each fiscal year, the Board shall submit to the Executive Council copies of its annual audit report and its most recent federal and other tax returns. In addition, every third year, the Board shall file such documentation with the General Convention of the Episcopal Church, either directly or through the Executive Council, as the Board and the Executive Council may agree.

Section 7.09. Amendment of By-Laws. These By-Laws may be amended or repealed, or new By-Laws may be adopted, by a majority vote of the Directors of the Corporation then in office at any regular or special meeting of Directors, or by the unanimous written consent of the Directors then in office; *provided, however*, that such amendment, repeal, or adoption of new By-Laws shall not become effective until first ratified by the Executive Council. Such proposed amendment, repeal or new By-Law, or a summary thereof, shall be set forth in any notice of any meeting, whether regular or special, at which such proposed amendment, repeal, or new By-Law will be considered.

Section 7.10. Adoption of these By-Laws. These By-Laws shall be considered adopted and in effect as of the date the Board shall have adopted these By-Laws and the Executive Council shall have provided its written consent.

Section 7.11. Exempt Activities. Notwithstanding any other provision of these By-Laws, no director, officer, employee, agent or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future United States Internal Revenue law).