

BY-LAWS
of the
EXECUTIVE COUNCIL OF THE GENERAL CONVENTION
and the
DOMESTIC AND FOREIGN MISSIONARY SOCIETY
Approved June 17, 2011
Last Amended February, 2023

Preamble

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

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

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

ARTICLE I
NAME AND ORGANIZATION

Sec. 1 Name

The name is as prescribed in the Constitution and Canons of The Episcopal Church and the Act of Incorporation of the Domestic and Foreign Missionary Society of The Protestant Episcopal Church in the United States of America (“the Society”), as amended. All references to the Executive Council (“the Council”) shall also be deemed to refer to the Board of Directors of the Society, unless otherwise specified.

Sec. 2 Offices

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

ARTICLE II POWERS

Sec. 1 Powers

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

Sec. 2 Conformity

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

ARTICLE III MEMBERS

Sec. 1 Members

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

Sec. 2 Term of Office

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

Sec. 3 Resignation

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

Sec. 4 Removal

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

Sec. 5 Vacancies

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

Sec. 6 Duties and Responsibilities

- (a) Every member of the Council shall serve on a Joint Standing Committee of the Council.
- (b) Members of the Council are expected to serve as:
 - i. members of Ad Hoc Committees;

- ii. members of Subcommittees;
 - iii. liaisons to Committees, Commissions, Agencies, and Boards.
- (c) Members of the Council may stand for election to serve as Council representatives to Anglican or ecumenical bodies.
- (d) Members and officers of the Council shall perform their duties and responsibilities as prescribed in the Constitution and Canons of The Episcopal Church and consistent with the obligations of trustees and directors of not-for-profit organizations.

ARTICLE IV OFFICERS OF THE EXECUTIVE COUNCIL

Sec. 1 Chair

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

Sec. 2 Vice Chair

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

Sec. 3 Secretary and Assistant Secretary

- (a) The Secretary of the Council is as prescribed in the Constitution and Canons of The Episcopal Church.

- (b) One or more Assistant Secretaries may be appointed by the Chair with the consent of the Council.
- (c) The Secretary performs the duties as prescribed in the Constitution and Canons of The Episcopal Church; and the following additional duties:
 - i. performs duties incident to the office of the secretary of a not-for profit corporation;
 - ii. gives due notice of all meetings of the Council and Committees thereof;
 - iii. certifies when a quorum is met;
 - iv. keeps full and accurate minutes of all proceedings;
 - v. publishes minutes of the proceedings;
 - vi. certifies and maintain records of all actions of the Council;
 - vii. communicates to officers and members thereof all matters imposing any duty;
 - viii. corresponds on behalf of the Council to outside parties;
 - ix. maintains committee rosters;
 - x. maintains the calendar.
- (d) An Assistant Secretary performs duties as assigned by the Secretary.

Sec. 4 Treasurer, Assistant Treasurers, and Controller

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

Sec. 5 Chief Legal Officer

- (a) The Chief Legal Officer of the Council is as prescribed in the Constitution and Canons of The Episcopal Church.

ARTICLE V

OFFICERS OF THE DOMESTIC AND FOREIGN MISSIONARY SOCIETY

Sec. 1 President

- (a) The President shall be the Presiding Bishop of The Episcopal Church.

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

Sec. 2 Vice-Presidents

- (a) One Vice-President of the Society shall be the President of the House of Deputies and shall perform the following duties:
- i. serves as the Vice Chair of the Board of Directors of the Society;
 - ii. serves *ex officio* as a member of all committees of the Board of Directors.
- (b) One Vice-President of the Society shall be the Chief Operating Officer who shall perform the following duties:
- i. provides regular reports to the Board of Directors;
 - ii. serves *ex officio* as a member of the Board of Directors without vote;
 - iii. perform additional duties that may be assigned.

Sec. 3 Secretary and Assistant Secretary

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

Sec. 4 Treasurer, Assistant Treasurers, and Controller

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

Sec. 5 Chief Legal Officer

- (a) The Chief Legal Officer of the Society shall be the Chief Legal Officer of the Executive Council.

ARTICLE VI MEETINGS

Sec. 1 Meetings

- (a) The Council shall meet as prescribed in the Constitution and Canons of The Episcopal Church. All meetings of the Council shall also constitute meetings of the Board of Directors of the Society, unless otherwise provided by action of the Council.
- (b) Unless otherwise agreed jointly by the Chair and Vice-Chair for good cause or unless otherwise specified by prior action of Council, regular meetings of Council shall be physical, in-person meetings and any additional meetings shall be conducted electronically, in the form provided by these by-laws.

Sec. 2 Call and Notice

- (a) Regular meetings and additional meetings of the Council are called as prescribed in the Constitution and Canons of The Episcopal Church.
- (b) When the Chair or five members call for an additional meeting to be convened, written notification shall be filed with the Secretary of the Council. The Secretary shall give notice to the Council regarding the time and place of the additional meeting.

Sec. 3 Quorum and Voting

- (a) A quorum shall be as prescribed in the Constitution and Canons of The Episcopal Church.
- (b) Additional meetings of Council may be held electronically.
- (c) Remote voting at physical meetings is not permitted unless the participant seeking to vote remotely is deemed to be present, as described in Section 7 of this Article VI.
- (d) There shall be no proxy votes.

Sec. 4 Reporting

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

Sec. 5 Actions

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

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

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

- (c) (1) The Joint Standing Committees of the Council shall meet in person or electronically (pursuant to the procedures set forth elsewhere herein) not less than twenty-one (21) days before each regular meeting of Council to identify those matters (other than proposed budget amendments to be presented by the Joint Standing Committee on Finance) which it proposes to bring before the Council. Except for exigent matters and budget adjustments, all resolutions and proposed actions coming from such committee meetings shall be filed with the Secretary of the Council no later than fifteen (15) days prior to the meeting date. Those resolutions shall then be translated, and forwarded by the Secretary to all members of the Council not later than five (5) days before the scheduled meeting.

(2) For any resolution translated and posted at least five (5) days before an Executive Council meeting, any proposed amendment to that resolution shall be filed with the Secretary of the Council not later than close of business on the first day of the Council meeting, to be translated and immediately submitted to the members of Council.

(3) The time limits in (c)(1) and (2) above may be waived on a resolution-by-resolution basis by a two-thirds vote of Executive Council.

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

Sec. 6 Open Meetings

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

Sec. 7 Seat and Voice

Seat and voice shall be granted to the individuals filling the following positions: the Vice-President of the House of Deputies; persons invited by Executive Council who represent TEC partnerships across the worldwide Church (i.e. the Anglican Church in Canada, the Evangelical Lutheran Church of America), and such invitations shall be reviewed at the close of each triennium.

Sec. 8 Meetings by Electronic Means

- (a) The Chair of Council, or Chair of a Council Committee, may conduct a meeting of Council or such Committee, as the case may be, by telephonic or other electronic means, provided that:

- i. The means of communication used allow all members participating in the meeting to hear each other at the same time and give each member the ability to participate in the discussion and voting; and
 - ii. Interpretation services are provided so that any member who is not fluent in English can speak, understand the deliberations, and participate effectively.
- (b) A member's participation from a remote location by telephonic or electronic means shall constitute presence in person at the meeting for the purposes of determining a quorum and for other purposes under these By-laws.
- (c) In the event of an Executive Session, it shall be the duty of each member participating by such electronic means to assure that no other person (other than an authorized interpreter) is present with the member during such Session, and that other appropriate steps are taken at that member's location to protect the confidentiality of the Executive Session.
- (d) Whenever a physical meeting of the Council has been scheduled, any member may attend that meeting by telephonic or other electronic means, subject to the following conditions:
 - (1) The member must show good cause for not attending the meeting in person (for example, quarantine, visa problems, natural disasters); and
 - (2) The member must provide notice of their intention to participate remotely, said notice to be given to the Secretary not less than two weeks prior to the scheduled meeting date. If exigent circumstances would not allow for the two weeks' notice, acceptance of the notice may be granted at the discretion of the Presiding Officers.

Sec. 9 Executive Session

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

ARTICLE VII EXECUTIVE COMMITTEE

Sec. 1 Members

- (a) There shall be an Executive Committee of the Council elected at the first meeting of Council each Triennium.
- (b) The voting members shall consist of the following:
 - i. the Chair;
 - ii. the Vice Chair;
 - iii. four members who are the Chairs of the Joint Standing Committees
 - iv. two members serving the first triennium of their current term, elected at-large by the Council
 - v. one member serving the second triennium of their current term, elected at-large by the Council.

Sec. 2 Other Attendees

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

Sec. 3 Meetings

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

Sec. 4 Duties

- (a) The duties of the Executive Committee shall include the following:

- i. develop the agenda for each meeting of the Council;
- ii. monitor progress on Council initiatives and resolves;
- iii. undertake work delegated by the Council;
- iv. confer and take action on extraordinary matters.

Sec. 5 Transitional Executive Committee

- (a) A Transitional Executive Committee will be elected by the Executive Council at the last meeting in each triennium.
- (b) Membership of the Transitional Executive Committee will consist of:
 - i. Continuing members of the Executive Committee who were elected under Article VII Sec. 1(a)
 - ii. Transitional continuing members elected by the whole Executive Council to replace Executive Committee members whose terms expire at the end of the Triennium.
- (c) The Transitional Executive Committee will serve from the end of the Triennium until their successors are elected under Article VII Sec. 1.
- (d) The Transitional Executive Committee will have the same duties and powers as the Executive Committee.

ARTICLE VIII COMMITTEES

Sec. 1 Committees and Task Forces Created by Action of the General Convention

- (a) A current list of active committees or task forces, including committees of Executive Council, created by direct action of the General Convention is listed in the Appendix and will be maintained by the Secretary of the Council.
- (b) Unless otherwise provided by a Resolution of the General Convention, the Constitution and Canons, or the Joint Rules of Order, the members of each such task force or committee shall be jointly appointed by the Chair and Vice-Chair, and the composition of such study committees and task forces shall reflect the diverse voices of the Church and a balance of the Church's orders consistent with the historic polity of the Church. Those study committees and task forces so appointed shall expire at the close of the next General Convention following, unless reappointed by the Chair and Vice-Chair and reauthorized by the Executive Council.
- (c) The Joint Audit Committee of the Council and the Domestic and Foreign Missionary Society is as prescribed in the Constitution and Canons of The Episcopal Church. The Joint Audit Committee performs the duties as prescribed in The Constitution and Canons of The Episcopal Church. The Council shall review and approve the Joint Audit Committee Charter on an annual basis.

Sec. 2 Committees Created by Action of Executive Council

- (a) A current list of active committees created by action of the Council is listed in an Appendix and will be maintained by the Secretary of the Council.
- (b) Pursuant to the Constitution and Canons, and subject to budgeted funds available for the purpose, the Chair and the Vice-Chair, having reviewed the resolutions adopted by the General Convention that provide for any study or further action, shall thereupon recommend to the Executive Council the creation of such study committees and task forces as may be necessary to complete that work. The members of each such body shall be jointly appointed by the Chair and Vice-Chair, and the composition of such committees and task forces shall reflect the diverse voices of the Church and a balance of the Church's orders consistent with the historic polity of the Church. Those committees and task forces so appointed shall expire at the close of the next General Convention following, unless reappointed by the Chair and Vice-Chair and reauthorized by the Executive Council.
- (c) Any Executive Council resolution creating a committee, other than those in Section 2(b) above, shall specify its size and composition, the clear and express duties assigned to the committee, the time for completion of the work assigned to whom the committee's report is to be made, and the amount and source of the funding for the body. The members of each such committee shall be jointly nominated by the Chair and Vice-Chair and appointed by the Council. The composition of the committee shall reflect the diverse voices of the Church and a balance of the Church's orders consistent with the historic polity of the Church. A committee's duration will expire at the second General Convention following its creation, unless otherwise specified by the Council.
- (d) Joint Budget Committee of the Executive Council.
 - i. There shall be a Joint Budget Committee of the Executive Council which, pursuant to the Constitution and Canons of The Episcopal Church, shall, with the Chair and Vice-Chair and the Council, develop an Episcopal Church Budget consistent with the resolutions of the General Convention, for each budgetary period, which budgetary period shall be equal to the period between the January 1 following the adjournment of the most recent meeting of the General Convention and ending with the December 31st following the adjournment of the next regular meeting of the General Convention.
 - ii. The Chair of the Budget Committee shall be jointly nominated by the Chair and Vice Chair and appointed by Council.
 - iii. The members of the Budget Committee shall be jointly nominated by the Chair and Vice-Chair and appointed by Council, and shall include:

one member of each Executive Council Joint Standing Committee, and at least five and not more than seven other individuals who may or may not be members of Council, including individuals with financial and budgetary expertise, and, further, the membership shall represent the diverse voices of the Church and a balance of the Church's orders consistent with the historic polity of the Church. The Treasurer and the Executive Officer of the General Convention shall be members *ex officio*. The members shall serve a term beginning at the first regular meeting of Council following the regular meeting of the General Convention or immediately following their appointment, whichever comes later, and continuing through December 31 following the adjournment of the next regular meeting of the General Convention or until a successor is appointed, and may serve two consecutive terms, after which a full interval between regular meetings of the General Convention must elapse before being eligible for reappointment.

- iv. In the development of The Episcopal Church Budget, pursuant to the Constitution and Canons of The Episcopal Church, the Budget Committee shall solicit input from Interim Bodies, Executive Council Joint Standing Committees, the Society's staff, and other interested parties, and shall further establish a timeline for preparation of The Episcopal Church Budget that shall include appropriate time for open and accessible hearings prior to the presentation of the completed Episcopal Church Budget for acceptance by the Council and subsequent submission to the Secretary of the General Convention; such timeline shall be published to the church at large through the General Convention Office.
 - v. Following the completion of each regular meeting of the General Convention and at least thirty (30) days prior to the first regularly scheduled Council meeting, the Budget Committee shall consider all resolutions with budgetary impact and shall make adjustments to The Episcopal Church Budget for consideration by Council pursuant to the Constitution and Canons of The Episcopal Church.
 - vi. The Budget Committee shall meet as necessary (but not necessarily concurrently with Council) and shall provide an informational report to the Joint Standing Committee on Finance at each regular meeting of the Council.
- (e) Every committee shall provide in writing an annual report to the Council of its work and activities.

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

- (a) There are four Joint Standing Committees of the Executive Council and the Society.

- (b) (i) There shall be a Joint Standing Committee on Governance and Operations, which shall be responsible for reporting to the Council and the Society and recommending action on all governance, operational, administrative, or other such matters assigned to it from time to time by the Council, or the Society, or the Chair of the Council.
- (ii) The Chief Legal Officer shall report both in writing and in person to the Committee on Governance and Operations at each meeting of Executive Council about pending and anticipated legal matters including the legal work in support of significant transactions and donations, the status of litigation (including threatened litigation) in which The Episcopal Church is, or may be, a party (including upcoming decisions needed by The Episcopal Church and legal options of various courses of action in any such litigation), and any important regulatory, tax, property (including intellectual property), or insurance coverage matters that may affect The Episcopal Church's budget, financial soundness, operations or reputation for integrity. Where appropriate, the Chief Legal Officer will identify upcoming significant legal decisions, and The Episcopal Church's legal options and likely results in connections with such decisions. Appropriate portions of the reports shall be sealed in order to protect the attorney client privilege, but such reports shall be a part of the permanent record of the meeting. Appropriate portions of the in-person briefing may be held in executive session in order to protect the attorney client privilege with respect to pending or threatened litigation, or where otherwise necessary to maintain the privilege.
- (c) There shall be a Joint Standing Committee on Finance, which shall be responsible for reporting to the Council and the Society and recommending action on all financial, budgetary, or other such matters assigned to it from time to time by the Council, or the Society, or the Chair of the Council.
- (d) There shall be a Joint Standing Committee on Mission Within The Episcopal Church which shall be responsible for reporting to the Council and the Society and recommending action on local, diocesan, provincial, and churchwide ministries authorized by General Convention and the Council, or other such matters assigned to it from time to time by the Council, or the Society, or the Chair of the Council.
- (e) There shall be a Joint Standing Committee on Mission Beyond The Episcopal Church, which shall be responsible for reporting to the Council and the Society and recommending action on global partnerships, covenant relationships, ecumenical and interreligious partnerships, or other such matters assigned to it from time to time by the Council or the Society, or the Chair of the Council.
- (f) A Joint Standing Committee shall have the power to create subcommittees to carry out specific work. Subcommittees shall consist of members of the Joint Standing Committee, and may include other members of the Council and

other persons of particular ability and expertise. A subcommittee is responsible to and reports to the Joint Standing Committee that created it. The chair of a Joint Standing Committee has the authority to appoint the membership of a subcommittee.

- (g) Appointment of Joint Standing Committee members is as prescribed by the Constitution and Canons of The Episcopal Church.
- (h) Each Joint Standing Committee shall have a chair, jointly appointed from the members by the Chair and Vice Chair of the Council. The Joint Standing Committee shall have a vice chair and secretary each of whom shall be elected by the Joint Standing Committee. The secretary must certify the minutes, but anyone may take notes at the meeting for certification by the secretary after adoption and approval by the Joint Standing Committee. Each Joint Standing Committee shall have authority, with Council approval, to invite other persons of particular ability and expertise on an *ad hoc* basis to work with the Joint Standing Committee on selected projects.

Sec. 4 Joint Committees Created by the Executive Council

- (a) There shall be a Joint Investment Committee whose charter shall be adopted by the Council. The Joint Investment Committee's charter shall be reviewed annually by the Joint Investment Committee and the Council and renewed annually by the Council.
 - i. The Investment Committee shall consist of the Treasurer of the Council, along with at least six, but no more than nine additional members. At least one of the additional members shall be a member of Executive Council's Joint Standing Committee on Finances for Mission.
 - ii. Members of the Investment Committee shall be nominated jointly by the Chair and Vice Chair of the Council and elected by the Council.
 - iii. Members shall serve for a term of three years or until a successor has been elected. Members may serve two consecutive terms, after which three years must elapse before the member may be reelected.
- (b) There shall be a Joint Whistleblower Committee of the Executive Council and the Society which shall be responsible to investigate and resolve any Concern brought to it by the Compliance Officer pursuant to the DFMS Whistleblower Policy. The Committee shall be comprised of the Chair of the Joint Standing Committee on Governance and Operations, the Chair of the Joint Audit Committee, and three individuals jointly appointed by the Chair and the Vice Chair of the Executive Council. The individuals jointly appointed by the Chair and the Vice-Chair shall be members of Executive Council. The Whistleblower Committee shall be delegated the full authority by Executive Council to determine the response (if any) to the Concern.

Sec. 5 Ad Hoc Committees Created by the Executive Council

- (a) Pursuant to the Constitutions and Canons of The Episcopal Church, the Council may by resolution form *ad hoc* committees as necessary and from time to time may consolidate, reorganize, discontinue, or add to the same.
- (b) A current list of active *ad hoc* committees created by action of the Executive Council is listed in an Appendix and will be maintained by the Secretary of the Council.

Article IX

CONFLICTS OF INTEREST AND RECUSAL

Sec. 1 Disclosure of Interests

- (a) Any Member, Officer, employee, or committee member having a financial or other personal interest, including a conflicting fiduciary interest (due to status as an officer or director of another organization or as its attorney), in a transaction, contract, a shareholder resolution or other action as to any specifically named publicly traded entity, or other matter presented to Council or a committee thereof for authorization, approval, or ratification shall provide prompt, full, and frank disclosure of such interest to the Council or committee prior to its acting on such contract or transaction, unless the Member is under a duty imposed by law or professional ethical rules not to make such disclosure, in which case the Member shall recuse him or herself and act in accordance with Section 3 below.
- (b) In order to facilitate compliance with this obligation, the identity of any publicly traded entity which is to be the subject of any shareholder resolution or other action by Council, and the subject matter of any such shareholder resolution or other shareholder action, shall be provided to all the Members of Council at least 30 days in advance of the Council meeting at which such resolution is proposed to be presented.

Sec. 2 Evaluation of Conflict of Interest Matters

The body to which such disclosure is made (i.e., the Council or applicable committee) shall determine, by a majority vote, whether a conflict of interest (due to a personal financial or other interest, including any conflicting fiduciary interest) exists or can reasonably be construed to exist, which would reasonably be expected by an objective third party to affect the Member's ability to make an unbiased decision in the best interest of The Episcopal Church.

Sec. 3 Appropriate Action when a Conflict of Interest Is Determined to be Present

If a conflict of interest is deemed to exist, or if a person has recused him or herself pursuant to section 1, above, such person shall not vote on, or use his or her

personal influence on, or be present for or participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to, such contract or transaction. Such person may be counted in determining the existence of a quorum at any meeting where the contract, transaction, or shareholder action under discussion is being voted upon.

Sec. 4 Record in Minutes

The minutes of the meeting shall reflect the disclosure made of any conflict or potential conflict of interest, the vote thereon, and, where applicable, the abstention from voting, presence, and participation, and whether a quorum is present.

Sec. 5 Conflict of Interest and Other Policies

The Council shall also adopt policies from time to time regarding conflicts of interest, including requirements regarding disclosure of such interests.

ARTICLE X

Parliamentary Authority

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

ARTICLE XI

Indemnification

- (a) The Society shall indemnify all members of the Council, as well as officers thereof, to the fullest extent now or hereafter permitted by law, should any such member or officer be made, or threatened in writing to be made, a party in any actual or threatened action or proceeding (including civil, criminal, administrative, or investigative proceedings) arising out of their service to the Council or the Society as a member or officer (or their service to another organization at the Council's request) against any judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.
- (b) Persons who are not directors or officers of the Council, but who are employees or agents thereof, acting within the scope of their employment, shall be similarly indemnified in respect of such service.
- (c) This Article constitutes a contract between the corporation and the indemnified officers, directors, employees, and agents. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnitee under this Article shall apply to such indemnitee with respect to

those acts or omissions which occurred at any time prior to such amendment or repeal.

- (d) The provisions of this section shall be applicable to actions or proceedings commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof and to persons who have ceased to be members of the Council, officers, employees, or agents thereof, and shall inure to the benefit of their heirs, executors, and administrators.
- (e) The Society shall have the power to purchase and maintain insurance to indemnify the Society for any obligation which it incurs as a result of its indemnification of directors and officers pursuant to this section, or to indemnify such persons in instances in which they may be indemnified pursuant this section.

ARTICLE XII

Amendment

- (a) After each meeting of the General Convention, the Council shall review the By-laws for conformity with the Constitution and Canons of The Episcopal Church.
- (b) These By-laws may be amended or repealed in whole or in part by a majority vote.
- (c) Notice of the proposed changes shall be sent by the Secretary no later than 30 days before the meeting.