

Resolutions 2012

RESOLUTION 11-03 (This resolution from 2011 requires a second reading)

Title: Change Name of Diocesan Council - Constitution

Proposed By: Governance Task Force

Name, Address, Phone Number of Delegate: The Rev. D. Rebecca Dinovo, 490
Farragut Circle,

El Cajon, CA 92020, 619-444-8212

Date: November 1, 2010

RESOLVED, that Article X, Section 1, of the Constitution of the Episcopal Diocese of San Diego be amended as follows:

“Section 1. Members. The Diocesan Executive Council, of which the Bishop shall be President, shall be formed and constituted and shall act as prescribed by the Canons of the Diocese.”

EXPLANATION OF RESOLUTION: The Governance Task Force is proposing to merge the Diocesan Corporation Board of Directors and the Diocesan Council, effective at the 38th Diocesan Convention, and to rename the resulting body the Diocesan Executive Council. Since constitutional changes require reading at two consecutive Conventions, approval at this Convention would enable the new name to be effective with the balance of the Canonical modifications next year.

RESOLUTION 12-01

Title: Modify Resolution 11-06 to Establish the Size and Composition of the Diocesan Executive Council

Proposed By: Governance Task Force

Name, Address, Phone Number of Delegate: Michael Reichle, 1605 Falcon Hill Ct., Cardiff by

the Sea, CA 92007; 760-633-4823

Date: November 1, 2011

RESOLVED, that the Diocesan Executive Council shall consist of not less than fourteen (14) and not more than seventeen (17) Directors, each of whom shall be at the time of his/her election a confirmed adult communicant of this Church in good standing in the Diocese, one of whom shall be the Bishop of the Diocese (or the President of the Standing Committee when the Standing Committee is acting as the ecclesiastical authority), ex officio, and one of whom shall be the Secretary of the Convention, ex officio. The remaining Directors shall consist of four Clerical and eight Lay Persons, plus up to three additional Directors appointed by the Bishop.

EXPLANATION OF RESOLUTION: Resolution 11-06, adopted by the 37th Convention provided for the creation of a board consisting of not less than 12 nor more than 15 members, 9 of whom would be lay members and 3 of whom would be clergy, plus 3 persons appointed by the Bishop. On further study and reflection by the Governance Transition Committee, the Committee determined that it might be preferable for the Board to consist of not fewer than 14 nor more than 17 persons, including the Bishop and the Secretary of Convention, and calling for 4 members to be clergy and 8 to be lay.

RESOLUTION 12-02

Title: Amend the Canons to Correct the Name of the Diocesan Executive Council

Proposed By: Governance Task Force

Name, Address, Phone Number of Delegate: Michael Reichle, 1605 Falcon Hill Ct.,
Cardiff by

the Sea, CA 92007; 760-633-4823

Date: November 1, 2011

RESOLVED, that the following Canons be amended to correct the name of the
Diocesan Executive Council as set forth below:

Title I, Canon 4.10:

4.10 Ex officio Members of Convention. Officers of Convention, officers of the
Diocese and Lay members of the Diocesan Executive Council not members of the
Convention shall have a seat and voice therein.

Title I, Canon 7.05:

7.05 To Report to Diocesan Executive Council Monthly. The Treasurer of the Diocese
shall present to the Diocesan Executive Council a monthly statement of the balances on
hand and such other information as it may require.

Title I, Canon 10.11:

10.11 Other Committees. The Ecclesiastical Authority may from time to time create
and appoint such other special Committees as it shall deem necessary. The consent of
the Diocesan Executive Council must be obtained if the expenditure of Diocesan Funds
is required.

Title IV, Canon 2.00, 2.02 and 2.03:

2.00 Purpose of the Fund. There shall be a fund for the mission of the Church to be
known as The Diocesan Fund, the proceeds of which shall be used for, but not limited
to, the following: The Share of this Diocese for the General Church Program of The
Episcopal Church, including the payment of the apportionment made under Title I,
Canon 1, Section 8 of the Canons of The Episcopal Church, support of the Diocesan
missions, support of the Diocesan Executive Council, support of the Diocesan
Institution, salaries and expenses of the Bishop of the Diocese and the necessary staff
of the Bishop, salaries and expenses of the Treasurer of the Diocese, general and

administrative expenses, support of the Diocesan and General Conventions and Diocesan Committees and Commissions.

2.02 Receipts and Disbursements of the Fund. The Diocesan Fund and all monies due or accruing thereto shall be paid to the Treasurer of the Diocese, who shall pay no monies therefrom, except as provided in Canon 2.04 of this Title IV, which have not been specifically provided for by the Convention in the Annual Budget, except as authorized by the Diocesan Executive Council.

[Amended in Convention, 1996: To conform numbering system and clarify reference]

2.03 Pledge and Payment of Diocesan Contribution. Each congregation is expected to pledge and contribute to The Diocesan Fund, as the target level of giving, twenty percent (20%) of its Net Disposable Income, and each congregation is required to pledge and contribute to The Diocesan Fund, as the minimum mandatory level of giving, ten percent (10%) of its Net Disposable Income. Any congregation proposing to pledge less than the mandatory ten percent (10%) of Net Disposable Income may, before submitting its pledge, seek a waiver from the Committee on Financial Review, as approved by the Bishop, of the minimum required pledge amount. Unless another payment schedule is arranged with the approval of the Bishop, the congregation shall pay its Diocesan contribution to the Treasurer of the Diocese in 12 equal installments, remittance to be made no later than the 15th of each month. For purposes of representation at Convention, a congregation will be deemed to have met its "Minimum Diocesan Contribution" only when the congregation has both (i) actually paid to the Diocesan Fund at least ten percent (10%) of its Net Disposable Income for the second year immediately preceding the year in which the Convention is held, and (ii) pledged at least ten percent (10%) of its Net Disposable Income as reported in its parochial report for the year immediately preceding the year in which the Convention is held. "Net Disposable Income," for purposes of this Canon, means a congregation's unrestricted income, as determined in accordance with guidelines from time to time by the Diocesan Executive Council.

RESOLVED FURTHER, that title IV, Canon 2.04 be amended to read in full as follows:

2.04 Payments to be Authorized by Diocesan Executive Council. No payments in excess of Five Hundred Dollars (\$500.00) which have not been specifically provided for by the Convention in the Annual Budget, shall be made without authorization of the Diocesan Executive Council.

EXPLANATION OF RESOLUTION: Each of these revisions is for the purpose of correcting the name of the new governing body to "Diocesan Executive Council." In addition, the modification to Title IV Canon 2.04 increases the threshold for allowable payments not specifically approved in the budget from \$100 to \$500.

RESOLUTION 12-03

Title: Amend Title III, Canon 2

Proposed By: Governance Task Force

Name, Address, Phone Number of Delegate: Michael Reichle, 1605 Falcon Hill Ct.,
Cardiff by

the Sea, CA 92007; 760-633-4823

Date: November 1, 2011

RESOLVED, that Title III, Canon 2 be amended to read in full as follows:

CANON 2. THE DIOCESAN EXECUTIVE COUNCIL

2.00 Membership. There shall be a Diocesan Executive Council. The Diocesan Executive Council shall consist of not less than fourteen (14) and not more than seventeen (17) Directors, each of whom shall be at the time of his/her election a confirmed adult communicant of this Church in good standing in the Diocese, one of whom shall be the Bishop of the Diocese (or the President of the Standing Committee when the Standing Committee is acting as the ecclesiastical authority), ex officio, and one of whom shall be the Secretary of the Convention, ex officio. The remaining Directors shall consist of four Clerical and eight Lay Persons, plus up to three additional Directors appointed by the Bishop.

2.01 To Act as Board of Directors. The Diocesan Executive Council is the Board of Directors of the Corporation of the Episcopal Diocese of San Diego. The Diocesan Executive Council shall function as and shall have the authority of the Diocesan Convention when the Convention is in recess.

2.02 Responsibilities. The Diocesan Executive Council shall carry out the mission and ministry of the Diocese. In accomplishing this responsibility, the Diocesan Executive Council shall implement the Diocesan Strategic Plan. The Diocesan Executive Council shall maintain and revise the Strategic Plan as necessary or appropriate from time to time.

2.03 Ex officio Member. When the Standing Committee shall be the Ecclesiastical Authority, the President of the Standing Committee shall be, ex officio, a member of the Diocesan Executive Council and shall convene the initial meeting thereof.

2.04 Organization. The Diocesan Executive Council shall organize itself in such a manner as it deems appropriate to carry out its duties and responsibilities, including but not limited to the unification, development and prosecution of the missionary, educational, communications and social relations work of the Diocese. It may add to the membership of any committee persons who shall have seats and votes in the committee, but not in meetings of the Executive Council.

2.05 Committees. The Diocesan Executive Council shall organize itself into committees, as necessary to carry out the mission and ministry of the Diocese:

2.06 Committee Chairs and Membership. Commission and Committee Chairs and Membership shall be recommended by procedure developed by Diocesan Executive Council and appointed by the Bishop.

2.07 Committee Chairs Relationship to Diocesan Executive Council. All Committee Chairs shall carry out the policy and program of Diocesan Executive Council and shall have a seat and voice as appropriate.

2.08 Budget. The Diocesan Executive Council shall submit to each Annual Convention a budget for all the work and ministry of the Diocese.

2.09 To Report to Convention. The Diocesan Executive Council through its officers shall make an Annual Report to the Convention.

RESOLVED FURTHER, that if Resolution 12-01, to establish the size and composition of the Diocesan Executive Council as set forth in Canon 2.00 above is not approved by this 38th Convention, then Canon 2.00 shall instead be amended to read as follows:

2.00 Membership. There shall be a Diocesan Executive Council. The Diocesan Executive Council shall consist of not less than twelve (12) and not more than fifteen (15) Directors, each of whom shall be at the time of his/her election a confirmed adult communicant of this Church in good standing in the Diocese. In addition, the Bishop of the Diocese (or the President of the Standing Committee when the Standing Committee is acting as the ecclesiastical authority), shall be a member ex officio, and the Secretary of the Convention, shall be a member ex officio. The elected Directors shall consist of three Clerical and nine Lay Persons, plus up to three additional Directors appointed by the Bishop.

RESOLUTION 12-04

Title: Amend Title IV, Canon 1, Directors of the Corporation

Proposed By: Governance Task Force

Name, Address, Phone Number of Delegate: Michael Reichle, 1605 Falcon Hill Ct.,
Cardiff by the Sea, CA 92007; 760-633-4823

Date: November 1, 2011

RESOLVED, that the following provisions of Title IV be amended to read as follows:

TITLE IV – FINANCE

CANON 1. DIRECTORS OF THE CORPORATION OF THE DIOCESE

1.00 Composition. The Diocesan Executive Council of the Diocese shall serve as the Board of Directors of the corporation known as the Episcopal Diocese of San Diego. The terms “Diocesan Executive Council” and “Board of Directors” shall be used interchangeably in these Canons. The Bishop of the Diocese shall be a member of the Board of Directors of the Diocese ex officio and will serve as its president. Its composition shall be as set forth in Title III, Canon 2 hereof.

1.01 Committees of the Corporation. The Board of Directors of the Corporation may authorize creation of subordinate committees empowered to discharge such duties as the Board of Directors delegates to them. Committees shall include, but not be limited to, an Audit Committee, Finance Committee, Property Committee, Development Committee and Investment Committee.

1.01.01 Audit Committee. The duties of the Audit Committee are described in Title I, Canon 10.07 of these Canons. No Finance Committee member, or member of its subcommittees, may serve on the Audit Committee, and no Audit Committee member may serve on the Finance Committee or its subcommittees.

1.01.02 Finance Committee. The Finance Committee shall consist of at least five members, two of whom shall be members of the Diocesan Executive Council. The Finance Committee is responsible for providing financial oversight support to the Board of Directors. Its primary responsibilities are to oversee financial matters and the financial condition of the Diocese, to develop an annual Diocesan budget to be submitted to the Annual Diocesan Convention, and to make recommendations to the Board. No Audit Committee Member may serve on the Finance Committee or its subcommittees, and no Finance Committee member, or member of its subcommittees, may serve on the Audit Committee

1.01.02.01 Budget Committee. There shall be a Budget Committee which shall be a subcommittee of the Finance Committee. The Budget Committee shall formulate an

Annual Budget for the Diocese to be approved by the Finance Committee, and then the Board of Directors for submission the Annual Diocesan Convention. The Chair of the Budget Committee shall be a member of the Board of Directors. Membership shall include the Diocesan Canon for Finance and may include representatives from other governance organizations of the Diocese as appropriate.

1.01.03 Property Committee. The Property Committee is responsible for oversight of the property of the Episcopal Diocese of San Diego. The committee advises the Board of Directors and transacts business related to Diocesan Property, subject to the approval of the board of Directors.

1.01.04 Development Committee. The Development Committee is responsible for formulating and executing goals and strategies for continued fundraising efforts to support outreach ministries, provide financial assistance to congregations and fund diocesan ministry programs, among others. The Diocesan Development Officer shall be a member of the Development Committee.

1.01.05 Investment Committee. The Investment Committee is responsible for monitoring the performance of the Diocesan investment fund.

EXPLANATION OF RESOLUTION: Under the new structure, maximum flexibility is given to the Diocesan Executive Council to structure its work through the use of committees as appropriate to the circumstances from time to time.

RESOLUTION 12-05

Title: To Adopt Amended Restated Bylaws for the Diocesan Executive Council
Proposed By: Governance Task Force
Name, Address, Phone Number of Delegate: Michael Reichle, 1605 Falcon Hill Ct.,
Cardiff by the Sea, CA 92007; 760-633-4823
Date: November 1, 2011

RESOLVED, that the Bylaws of the Episcopal Diocese of San Diego be and they are hereby amended and restated to read in full as follows:

AMENDED RESTATED

BYLAWS

OF

THE EPISCOPAL DIOCESE OF SAN DIEGO

a California Nonprofit Corporation

Bylaws for the regulation, except as otherwise provided by statute

or its articles of incorporation, of

THE EPISCOPAL DIOCESE OF SAN DIEGO

a California Nonprofit Corporation.

ARTICLE I

Corporate Powers

The Diocesan Executive Council of the Episcopal Diocese of San Diego shall be the Board of Directors of this corporation. The corporate powers, business and property of this Corporation shall be exercised, conducted and controlled by a Board of not less than fourteen (14) and not more than seventeen (17) Directors, each of whom shall be at the time of his/her election a confirmed adult communicant of this Church in good standing in the Diocese, one of whom shall be the Bishop of the Diocese (or the President of the Standing Committee when the Standing Committee is acting as the ecclesiastical authority), ex officio, and one of whom shall be the Secretary of the Convention, ex officio. The remaining Directors shall consist of four Clerical and eight Lay Persons, plus up to three additional Directors appointed by the Bishop. A majority of the Directors then in office shall constitute a quorum for the transaction of business. The exercise of the corporate powers shall be subject to and controlled by the Constitution and Canons of the Episcopal Diocese of San Diego whenever the same

shall be applicable. Capitalized terms in these Bylaws, unless otherwise defined herein, shall have the meaning ascribed to them in the Canons of Episcopal Diocese of San Diego.

ARTICLE II

Election of Directors

2.1 During the session of the Annual Diocesan Convention meeting in 2012, two clergy shall be elected Directors by ballot. One clergy Director shall be elected for a term of three years and one clergy Director shall be elected for a term of four years. Thereafter, one clergy Director shall be elected at each Annual Diocesan Convention to serve for a term of four years.

2.2 During the session of the Annual Diocesan Convention meeting in 2012, four lay persons shall be elected by ballot. Two lay Directors shall be elected for a term of three years, and two lay Directors shall be elected for a term of four years, in order of their election. Thereafter, two lay Directors shall be elected at each Annual Diocesan Convention to serve for the term of four years.

2.3 The Bishop shall have the right to appoint not less than one nor more than three Directors to serve for terms of one to three years each; provided, however, that the maximum number of Directors serving pursuant to such episcopal appointments shall not exceed three at any given time. Any Director appointed by the Bishop shall serve at the pleasure of the Bishop.

2.4 After having served one term or four consecutive years as a Director, no person shall be eligible for election until the next Annual Diocesan Convention

2.5 In the event of a vacancy the Board of Directors shall have the power to fill the vacancy until the next Annual Convention when a clergy or lay person, as may be applicable, shall be elected by ballot for the remainder of the unexpired term, unless at the time of the creation of the vacancy there are fewer than fourteen months remaining in the term, in which case a majority of the Directors then serving shall have the power to fill the vacancy for the balance of the unexpired term.

2.6 All directors shall serve until their successors are elected and qualified, subject to the provision of Title IV Canon I of the Canons of the Episcopal Diocese of San Diego. The secretary of the Convention shall notify the Directors personally or by mail of their election and shall notify them that a meeting will be held at a time and place named in the notice to effect the organization of the Board.

ARTICLE III

Organization of Directors

3.1 At the time and place mentioned by the Secretary of the Convention in the notice to them of their election, or at a time and place agreed upon by the Directors, they shall meet and organize by the election of a First Vice President, a Second Vice President, and Secretary (who must be Directors), and a Treasurer, who need not be one of their number, but who must be a communicant of The Episcopal Church in the Diocese of San Diego. At the same meeting, they shall by resolution fix the place(s) in the Diocese where the meeting of the Directors shall be held. They shall likewise determine the number and times of their regular meetings, one of which shall be held not more than two weeks prior to the opening day of the Diocesan Convention. Any vacancy occurring in the Board of Directors shall be filled by a majority of the remaining Directors even though less than a quorum, or by the sole remaining Director, except as provided in section 2.45 hereinabove.

3.2 At the organization meeting or any subsequent meeting, the Board of Directors may elect an Executive Committee from among its members, consisting of not less than five Directors, and shall fix the duties, authorities and responsibilities of said Committee; three members of said Committee shall constitute a quorum of said Committee, which shall serve until the next organization meeting of the Corporation. The President shall be a member of the Executive Committee.

3.3 At the organization meeting, or at any subsequent meeting, the Board of Directors may appoint an Assistant Secretary, whose duties shall be those which are assigned by the Board of Directors or the Secretary from time to time.

ARTICLE IV

Duties of Directors

The Directors shall enter upon, take possession of, receive, hold and administer for the use of the Episcopal Church in the Diocese of San Diego, and subject to its Constitution, Canons, Rules of Order, and regulations, all property which the said Church now owns or may acquire or become entitled to, excepting such property, money, or funds as are now, or may hereafter be, otherwise provided for or disposed of under the Constitution, Canons, Rules of Order, and regulations of said Church, or held by others upon trusts created by donors thereof, or by operation of law. For purposes of investment, all the Permanent Funds of the Diocese may be consolidated into one in order to give to each of the Permanent Funds more diversified investments than would be possible if the same were invested separately, the interest earnings thereon to be paid, pro rata, and any loss or shrinkage of such investments shall be charged on the

books of the Corporation likewise pro rata, to the several funds. And the Directors shall likewise hold for the use of Parishes, Missions, and Congregations of said Church, and subject to the Constitution, Canons, Rules of Order, and regulations of said Church, all property granted or entrusted to the Corporation for the use of such Parishes, Missions, and Congregations, whether such property, money or funds be acquired or held for the use of Churches, Parishes, hospitals, schools, colleges, orphanages, homes, cemeteries, or other religious, benevolent, or educational purposes; provided that before accepting any deed or property in trust for any Mission or Congregation, the Directors be furnished with satisfactory certificate or abstract of title, showing good title in the grantor; and provided, that said Corporation shall not encumber or alienate any real estate held for any of the purposes aforesaid without the consent of the Bishop and Standing Committee, and provided, further, that all Churches held by said Corporation shall be used exclusively for the worship and religious services of The Episcopal Church, and according to the Constitution, Canons, Rules of Order and regulations thereof. They shall cause to be kept a complete record or full statement of their acts and proceedings, and of the property acquired, received, disposed of, and held by them.

ARTICLE V

Meetings of Directors

5.1 Regular meetings of the Board of Directors shall be held at such place as shall be designated from time to time by the Board. In the absence of this designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board may be held at a place designated or at the principal office. Routine notice of the time and place of meetings shall be delivered personally to each Director or sent to each Director by mail, electronic mail, or other form of written communication, charges prepaid, addressed to each at the address as shown on the records of the Corporation at least 72 hours before the time of the holding of the meeting.

5.2 The transactions of any meeting of the Board of Directors or the Executive Committee, however called and noticed and wherever held, shall be as valid as though had at a meeting held after regular call and notice if a quorum is present and if either before or after the meeting each of the Directors not present signs a written waiver of notice or a consent to holding the meeting or an approval of the minutes. All such waivers, consents or approvals shall be filed with the corporate record or made a part of the minutes of the meeting.

5.3 Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or, if the President is absent or unable or refuses to act, by a majority of the Directors.

5.4 Any action by the Board of Directors or the Executive Committee may be taken without a meeting if all the members of the Board or Executive Committee individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board or the Executive Committee.

5.5 Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board or the Executive Committee.

5.6 Visitors may attend any meeting of the Board of Directors at the invitation of the Bishop or with the assent of a majority of the Directors present, provided however that the Chancellor of the Diocese or upon his/her order an Assistant Chancellor and the Corporation's independent public accountant may attend any such meeting upon the invitation of any Director. Such invitation or assent may be withdrawn by the party granting same.

5.7 The Secretary of the Board shall notify the Bishop of the Diocese of every special meeting of the Board, in the same manner as notice is given to the Directors, and the Bishop shall be entitled to attend all meetings and shall have a voice in the consideration of all matters coming before the Board.

ARTICLE VI

The President

The President, or in the President's absence, the First Vice President, or in the absence of both the President and the first Vice President, then the Second Vice President shall:

1. Preside over all the meetings of the Board.
2. Call special meetings of the Directors whenever the President may deem it necessary, or whenever requested to do so by two members of the Board.
3. The President shall, with the Secretary, sign and acknowledge all instruments affecting real property made by the order of the Board.
4. The President shall be one of the two signatories required to sign all checks for money drawn upon the Corporation by order of the Board.
5. The President shall vote, represent, and exercise on behalf of the Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this Corporation.
6. The President shall discharge such other duties for and on behalf of the Board as the Board may authorize.

ARTICLE VII

The Vice Presidents

If the President is absent or disabled, the First Vice President or Second Vice President, in that order, or, if there be none, then a vice president designated by the Board, shall perform all the duties of the President. When so acting, a vice president shall have all the powers of and be subject to all restrictions on the President. The vice presidents shall have such other powers and duties as the board or the bylaws may require. Notwithstanding the foregoing, no vice president shall succeed to any power of the President which may be sacerdotal in nature.

ARTICLE VIII

The Secretary of the Corporation

It shall be the duty of the Secretary:

1. To sign and serve or cause to be served all notices of meetings of the Directors, provided for in the Bylaws, or called by the President.
2. To keep minutes of the Board and the Executive Committee and a record of all their acts and proceedings and a record of all property received by the Board, and, if disposed of, the disposition thereof; also an accurate account of all moneys ordered to be paid by the Board.
3. To be one of the persons authorized to countersign all checks drawn by the President upon the Corporation in pursuance of orders to be paid by the Board.
4. To sign and acknowledge all instruments affecting real estate made by order of the Board and attach thereto the corporate seal, of which the Secretary shall have custody.
5. To discharge all other duties pertaining to the Secretary's office and such as may be prescribed by the Board.

In case of the Secretary's absence or inability to act, the President shall appoint some other member of the Board to act as temporary or assistant Secretary.

ARTICLE IX

The Treasurer

The Treasurer shall receive and keep all funds and money of the Corporation delivered to the Treasurer by or under the direction of the Board of Directors and pay them out only on checks of the President, countersigned by the Secretary. The Treasurer shall give bonds in such sum and manner as the Board of Directors shall prescribe. The Treasurer shall keep accurate accounts and report quarterly to the Board of Directors. The Treasurer shall not be an authorized signer on Corporate checking accounts.

ARTICLE X

Corporate Seal

The Directors shall procure a Seal for the Corporation and adopt the same by resolution. It shall bear upon it the words: "The Episcopal Diocese of San Diego Incorporated 1973" and such device as the Board of Directors may adopt.

ARTICLE XI

Bylaws, Etc.

The Secretary of the Convention shall furnish to the Secretary of the Corporation Board of Directors a certificate of the election of Directors by the Convention, and a copy of these Bylaws, certified by the Secretary of Convention to be correct, and also a certified copy of the resolutions of the Convention providing for the incorporation of the Church, and whenever amendments, alterations or additions shall be made to these Bylaws, the Secretary of the Convention, in which such amendments, alterations or additions are made, shall furnish certified copies thereof to the Secretary of the Corporation. The Secretary of the Corporation shall preserve the same and enter in a book kept by the Secretary for that purpose the said resolutions of the Convection providing for such incorporation, these Bylaws and all amendments, alterations, and additions thereto, and the Articles of Incorporation as filed in the office of the Secretary of State and with the County Clerks of those counties any portion of which lie within the Diocese, respectively, and a certificate to be furnished annually by the Secretary of the Convention of the election of Directors for the ensuing year.

ARTICLE XII

Offices

The principal office for the transaction of the business of the Corporation is located at 2728 Sixth Avenue in the City of San Diego, County of San Diego, State of California. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another in the Diocese.

CERTIFICATE OF THE SECRETARY

I, the undersigned, do hereby certify:

1. That I am duly elected and acting Secretary of THE EPISCOPAL DIOCESE OF SAN DIEGO, a California Nonprofit Corporation; and
2. That the foregoing Bylaws constitute the Amended Restated Bylaws of said Corporation as duly adopted on February ____, 2012.

IN WITNESS WHEREOF, I have hereto subscribed my name and affixed the corporate seal of this Corporation this ____ day of _____, 2012.

Secretary

RESOLUTION 12-06

Title: Change of Diocesan Deadline for Annual Parochial Reports
Proposed By: The Rev. M.A. Mac Collins, Rector, St Mark's
Name, Address, Phone Number of Delegate: 4227 Fairmount Ave, San Diego, CA
92105; 619-283-6242
Date: November 1, 2011

RESOLVED, that the Episcopal Diocese of San Diego change the Diocesan Canons for the due date of The Annual Parochial Report to March 1, so as to be in agreement with the due date given by the General Convention.

RESOLVED further, that the first sentence of Title II, Canon 10.00 be and is hereby amended to read as follows:

On or before the first day of March of each year, each congregation shall file in duplicate with the Secretary of Convention a statistical and financial report in the form prescribed from time to time by the Episcopal Church.

RESOLUTION 12-07

Title: Endorsement of Mission Plan
Proposed By: Diocesan Council
Name, Address, Phone Number of Delegate: Richard Goodlake, Vice President,
Diocesan Council; 4321 Los Padres Drive, Fallbrook, CA 92028; 760-723-0623
Date: November 19, 2011

Be it resolved: The 38th Diocesan Convention of the Episcopal Diocese of San Diego concurs with the actions of Diocesan Council at its meeting of November 19, 2011 to adopt the Mission Plan as submitted.

EXPLANATION OF RESOLUTION:

The Mission Plan is the result of several months of hard work and inspiration on the part of both clergy and laity of the Diocese. As part of its mandate, the Committee working to formulate the Plan consulted broadly with the Diocese as a whole, both by seeking input from the 2011 Convention and from the members of the Diocese via the Diocesan website.

RESOLUTION 12-08

Title: Endorsement of Mission 2015

Proposed By: Diocesan Council

Name, Address, Phone Number of Delegate: Richard Goodlake, Vice President,
Diocesan Council; 4321 Los Padres Drive, Fallbrook, CA 92028; 760-723-0623

Date: November 19, 2011

Be it resolved: The 38th Diocesan Convention of the Episcopal Diocese of San Diego concurs with the actions of Diocesan Council at its meeting of November 19, 2011 to authorize the Diocese of San Diego to proceed with plans for Mission 2015, a capital campaign to fund:

- The Episcopal Church Center in Ocean Beach
- A Ministry Opportunity Fund
- A New Clergy Mentoring Fund
- General Enhancements in Diocesan Endowment

And be it further resolved that the Convention direct the staff of the Office of the Bishop to proceed with a formal feasibility study for said campaign and under the direction of Executive Council proceed with initial phases of the campaign, with a formal kick off at the 39th Diocesan Convention.

EXPLANATION OF RESOLUTION:

The Mission 2015 Campaign is the result several years of visioning and dreaming, culminating with the Mission Strategic Plan to be considered at this convention. The Episcopal Church Center in Ocean Beach will be a place of gathering, worship, teaching and service for the whole diocese. Already, significant servant ministry to the hungry, homeless, and needy people is occurring at the Center. This capital campaign will enhance the facility so that those ministries will be superior. Suitable teaching space will be developed for the School for Ministry. A worshipping community will be developed oriented to the more divergent spiritual practices of the emerging church. At the center of all of this will be the bishop and the bishop's staff, a witness to the church we are called to be and are becoming.

In addition, capital funds will be raised for two particular funds:

A Ministry Opportunity Fund to be administered by the Mission Strategy Team of the Diocese, from which funds can be lent to congregations for particular, ministry related needs. In addition, the Mission Strategy Team will be able to make grants out of earning to empower congregations to start new ministries.

A New Clergy Mentoring Fund under the oversight of the bishop. Earnings from this fund would be used to assist congregations in calling assisting clergy as they are ordained. The congregations chosen for these grants would be excellent sites for the new clergy person to be mentored and trained to provide transformation leadership in the congregations of our diocese.

Finally, funds would also be raised, including planned gifts, for the general endowment of the Diocese. This legacy would strengthen the overall financial health of the diocese and be a further catalyst for congregational vitality.

RESOLUTION 12-09

Title: Denominational Health Plan

Proposed By: Denominational Health Plan Task Force “

Name, Address, Phone Number of Delegate: The Rev. Robert Nagy, Vicar, St. Thomas of Canterbury, 44561 Avenida de Misiones, Temecula, CA 92592; 951-302-4566

Date: November 30, 2011

Be it resolved: The 38th Diocesan Convention of the Episcopal Diocese of San Diego supports the Denominational Health Plan and concurs with the Bishop's guidelines for implementation in the Diocese of San Diego as follows.

1. In accordance with Title I, Canon 8 of the Episcopal Church and to be implemented no later than January 1, 2013, congregations within The Diocese of San Diego and the Office of the Bishop shall pay a minimum of 100% of the cost of individual health insurance coverage of the basic EPO Health Plan (currently Aetna) offering for all lay and ordained employees working 2000 or more hours annually. If an employee chooses a plan with a higher premium, then that employee will pay the difference between that plan and the cost of the base plan. Employees working between 1500 and 2000 hours per year will be offered the same benefit prorated by the number of hours they work with a maximum contribution of 10%.
2. Lay and clergy employees of The Episcopal Diocese of San Diego and the Office of the Bishop eligible for required individual health insurance coverage under Section 1 of this recommendation will participate in the Diocesan Health Plan unless they have access to coverage through other approved sources, including for example: Medicare; Tricare; a former employer; or a spouse's or domestic partner's health insurance plan. We recommend that individuals who opt out receive an equivalent benefit in the form of a contribution to a 403(b) or 125 plan or similar benefit but not an increase in salary.
3. Benefit design and premium support parity is required within each congregation of The Episcopal Diocese of San Diego and the Office of the Bishop in the provision of health insurance coverage for lay and ordained employees with the exception outlined in section 4 below.
4. Where applicable, congregations within The Episcopal Diocese of San Diego and the Office of the Bishop will provide coverage to employees consistent with existing letters of agreement. Letters of agreement effective after February 28, 2012 will be compliant with the parity requirements of the Denominational Health Plan (Section 3).
5. Congregations within The Episcopal Diocese of San Diego and the Office of the Bishop are encouraged to exceed the minimum standard of health insurance coverage for their lay and ordained employees.

6. Schools, day care facilities, thrift shops and other congregational and diocesan institutions, regardless of the independence of their incorporation or tax status, are encouraged to adopt the principles articulated in this recommendation. However, they are not required to comply.

EXPLANATION OF RESOLUTION:

The Denominational Health Plan that was authorized by The General Convention in 2009 (Resolution A177) will take effect January 1, 2013. The plan requires all churches to participate in the Episcopal Church Medical Trust and that each church provides parity of plans and funding for eligible clergy and lay employees.

The resolution stipulates that each diocese establish the minimum parity level that each congregation must offer their clergy and lay employees working over 1500 hours per year. In the spring, the Bishop created a Diocesan Denominational Health Plan Task Force to recommend the parity level for the Diocese of San Diego. Members of the task force were selected to represent different constituencies within the diocese. They met monthly and developed the resolution that is offered for approval. Subsequent to developing this recommendation, three regional informational meetings were held to share the recommendation with the diocese.

RESOLUTION 12-10

Title: Continued Commitment to MDGs as a Mission Priority

Proposed by: The Rev. Paige Blair and the Rev. Canon Suzi Holding

Name, Address, Phone Number of Delegate: The Rev. Paige Blair: PO Box 336, Del Mar, CA 92014, 858-755-1616; The Rev. Canon Suzi Holding: 2728 6th Avenue, San Diego, CA 92103, 619-291-5947

Date: January 20, 2012

Resolved, the Episcopal Diocese of San Diego reaffirms its commitment to the Millennium Development Goals as a primary mission priority through 2015 and pledges to redouble its efforts in pursuit of achievement of these goals by 2015 and be it further

Resolved, that the Episcopal Diocese of San Diego requests that the Joint Standing Committee on Program, Budget & Finance to include in the 2013-2015 General Convention Budget, a line item of no less than 0.7% of the non-government revenue of the Episcopal Church to support the Millennium Development Goals; and that this 0.7% commitment will be a visible and prophetic act of leadership in fighting global poverty and be it further

Resolved, That the funds from the 0.7% General Convention Budget line item be contributed to a campaign for the triennium 2013-2015 to be led and administered by Episcopal Relief & Development in support of its programs that are working to achieve the Millennium Development Goals.

EXPLANATION OF RESOLUTION:

The Episcopal Church has been a leader among communities of faith, nationally and globally, in calling attention to the Millennium Development Goals (MDGs) as one way of responding to God's mission of reconciliation.

Countless individual Episcopalians, as well as Episcopal parishes and dioceses, have taken up the challenge to meet the MDGs by contributing 0.7% of their annual income to international development as commended by 1998 Lambeth Conference Resolution I.15 and General Convention resolutions 2003-D066, 2006-D022 and 2009-D016.

It is important for the Episcopal Church to provide continued leadership through 2015, which marks the date by which the MDGs are to be met.

Episcopal Relief & Development is well-equipped and well-poised to administer and oversee these efforts.

RESOLUTION 12-11

Title: A Resolution Authorizing the Diocese of San Diego to Submit a Resolution for Structural Reform to the 77th General Convention

Proposed By: The Rev. Canon Allisyn Thomas

Name, Address, Phone Number of Delegate: The Rev. Canon Allisyn Thomas, St. Paul's Cathedral, 2728 Sixth Avenue, San Diego, CA 92103, 619.298.7261, ext. 333

Date: 26 January 2012

Resolved, The 38th Diocesan Convention of the Diocese of San Diego directs that the following resolution be filed with the Secretary of the General Convention for consideration by the 77th General Convention of the Episcopal Church:

Resolved, The House of _____ concurring, there shall be a Special Commission on Missional Structure and Strategy, the composition of which shall be at the discretion of the Presiding Bishop and the President of the House of Deputies and the members of which shall be appointed jointly thereby not later than thirty days following the adjournment of this 77th General Convention. The Special Commission shall be charged with presenting a plan to the Church for reforming its structures, governance, administration, and staff to facilitate this Church's faithful engagement in Christ's mission to proclaim good news to the poor, release to the captives, recovery of sight to the blind, freedom to the oppressed, and the acceptable year of the Lord (Luke 4:18) in a way that maximizes the resources available for that mission at all levels in this Church.

Resolved, the Special Commission shall endeavor to issue its report and recommendations along with resolutions necessary to implement them, including proposed amendments to the Constitution and Canons of this Church, not later than February 1, 2015.

Resolved, the General Convention requests the Joint Standing Committee on Program, Budget, and Finance to consider a budget allocation of \$100,000 for the implementation of this resolution.

EXPLANATION OF RESOLUTION:

The administration and governance structures of The Episcopal Church have grown over the years so that they now comprise approximately 47% of the church wide budget and sometimes hinder rather than further this Church's engagement in God's mission. Reform is urgently needed to facilitate this Church's engagement in God's mission and allow it to more fully live into its identity as the Domestic and Foreign Missionary Society in a world that has changed dramatically over the years but that also presents extraordinary missional opportunity.

RESOLUTION 12-12

Title: Support for those Studying for Ordained Ministry

Proposed By: The Rev. Canon Allisyn Thomas

Name, Address, Phone Number of Delegate: The Rev. Canon Allisyn Thomas, St. Paul's Cathedral, 2728 6th Avenue, San Diego, CA, 92103, 619.298.7261

Date: 8 February 2012

Resolved, The 38th Diocesan Convention of the Diocese of San Diego directs that the following resolution be filed with the Secretary of the General Convention for consideration by the 77th General Convention of the Episcopal Church:

Resolved: That the 77th General Convention of the Episcopal Church and its Standing Committee on Program, Budget and Finance (PB&F) extend the funding of **Support for Those Studying for the Ordained Ministry** in the coming triennium for the amounts of \$100,000 in year one, \$150,000 in year two, and \$200,000 in year three for the purpose of providing needs-based scholarships for Episcopal Seminarians. And be it further

Resolved: That said funds continue to be administered and distributed to needy seminarians through the Scholarship Program of the Society for the Increase of the Ministry (SIM), said Society having administered funding for seminarians for 154 years and the funding approved at the 76th General Convention in C013 for \$100,000 in year one, \$150,000 in year two, and \$200,000 in year three, but pared in PB&F's budget to \$40,000, \$80,000 and \$80,000. The second year of funding was further cut by 3% by Executive Council from \$80,000 to \$77,600. And be it furthe

Resolved: That the 77th General Convention direct SIM to report annually to the Executive Council on this work in meeting the needs of the future ordained leaders of this Church and that the Executive Council, in turn, provide a full report to the 78th General Convention.

EXPLANATION OF RESOLUTION:

The action to provide funding for seminarians by the 76th General Convention was a modest but historic step for The Episcopal Church to join other major denominations in the United States that have central funding sources to support seminarians in their education, training and formation. While the 76th General Convention's funding of \$200,000 over the triennium combined with SIM's traditional funding from SIM's endowment provided record high levels of SIM scholarships in the triennium ending 2012, the amount per seminarian remained small in relation to the complete costs of seminary, which can be greater than \$40,000 per year at certain seminaries.

Without strong central funding source for persons answering the call to serve The Episcopal Church as future ordained leaders, seminarians without strong parish or diocesan financial support are disadvantaged and often finance theological education with seminary education debt. Disparities exist in seminarian funding depending on the sponsoring diocese or parish.

The now perennial problem of seminarian debt has improved with the actin of the 2009 General Convention but is far from resolved. The issue of funding theological education dates back to the 62nd General Convention (1970) that called for direct financial support from parishes to the seminaries of the Episcopal Church. The topic of how the Church funds theological education has been the topic of resolutions at subsequent General Conventions.

The following chart shows that over the course of the past three years the number of SIM scholarships to seminarians attending all 10 Episcopal seminaries and other bishop-approved divinity schools has increased while the average amount of support provided has changed little.

| SIM Fiscal Year | General Convention Funding | Academic Year | Number of Scholarships Awarded | Number of Diocese Represented | Average Amount of Scholarships | Total Scholarships Awards |
|------------------------|-----------------------------------|----------------------|---------------------------------------|--------------------------------------|---------------------------------------|----------------------------------|
| 2010 | \$40,000 | 09/'09 - 06/'10 | 84 | 49 | \$2,431 | \$204,200 |
| 2011 | \$77,600 | 09/'10- 06/'11 | 86 | 48 | \$2,880 | \$247,700 |
| 2012 | \$80,000(*) | 09/'11- 06/'12 | 99 | 53 | \$2,531 | \$250,550 |

- **Not yet funded at publication**

Identifying and nourishing future ordained leaders for The Episcopal Church is necessary for the Church to flourish and grow in these changing times. How the institutional relationship with future ordained leaders begins is an opportunity for a mutually beneficial relationship between a priest and the Church. Realistically funding seminarian education will help newly graduated seminarians answer their calling, parishes afford the newly ordained to minister to parish needs and The Episcopal Church to increase the ministry.

SIM has introduced the Circle of Seminarian Friends as a grass roots monthly giving solution to funding seminarian education in The Episcopal Church. If 5% of the Church's average Sunday attendance gave at SIM's suggested rate of \$18.57 per month, enough revenues would be generated to cover the tuition costs of the annual average of 450 Episcopal seminarians.

Although the Episcopalian in the pew readily grasps the importance of investing and encouraging the Church's future ordained leaders, it will take years to reach the 5% level. Until that milestone is reached, General Convention needs to continue and indeed to grow the funding support for her future ordained leaders.

RESOLUTION 12-13

Title: A Resolution Authorizing the Diocese of San Diego to Submit a Resolution for Amendment of the Constitution of The Episcopal Church to the 77th General Convention

Proposed By: The Reverend Michael Russell

Name, Address, Phone Number of Delegate: The Reverend Michael Russell, All Souls' Episcopal Church, 1475 Catalina Boulevard, San Diego, CA 92017 619-223-6394

Date: February 11, 2012

RESOLVED, the 38th Diocesan Convention of the Diocese of San Diego directs that the following resolution be filed with the Secretary of the General Convention for consideration by the 77th General Convention of the Episcopal Church.

RESOLVED, that Article XII of the Constitution is hereby amended to read:

No alteration or amendment of this Constitution shall be made unless the same shall be first proposed at one regular meeting of the General Convention and be sent to the Secretary of the Convention of every Diocese, to be made known to the Diocesan Convention at its next meeting, and be adopted by the General Convention at its next succeeding regular meeting by a majority of all Bishops, excluding retired Bishops not present, of the whole number of Bishops entitled to vote in the House of Bishops, and by an affirmation vote by orders in the House of Deputies in accordance with Article I, Section 5, except that concurrence by the orders shall require the affirmative vote in each order by a majority of the Dioceses entitled to representation in the House of Deputies.

Notwithstanding the provisions of the foregoing paragraph, the adoption of any alteration or amendment of this Constitution which inserts or repeals an Article, or a Section or Clause of an Article, shall effect the necessary change in numbers or letters of Articles or Sections or Clauses of an Article, that follow, and in references made in this Constitution to any other part, without the necessity of specific provision therefor in the alteration or amendment.

Each duly adopted alteration or amendment to this Constitution, unless otherwise expressly stated therein, shall take effect on the first day of January following the adjournment of the General Convention at which it is finally adopted.

A call for a Constitutional Convention may be issued by the Presiding Bishop with the concurrence of ten Bishops with jurisdiction or by the President of the House of Deputies with the concurrence of the majority of ten Deputations. Such a call must then receive concurrence from a majority of all Bishops with jurisdiction and a majority of all

Deputations voting by orders. The result of these votes will be conveyed respectively to the Presiding Bishop and the President of the House of Deputies according to a manner they determine, within thirty (30) days of the issuance of a call.

If a majority of Bishops with jurisdiction and Deputations voting by orders is received, the Presiding Bishop and President of the House of Deputies, in consultation with the Executive Council, shall set a date for a Constitutional Convention.

A Constitutional Convention is empowered to change all, some, or none of the Constitution. Such changes shall take effect at the conclusion of the Constitutional Convention.

EXPLANATION OF RESOLUTION: This resolution facilitates a more timely and thorough restructuring of the Church by allowing for a Constitutional Convention to be called. Such a Convention would be authorized to make immediate changes to the Constitution of the Episcopal Church.