

# **The Constitution and Restated Articles of Incorporation of the Episcopal Church in Minnesota**

*Adopted in Convention – September 2019*

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## PREAMBLE

We the people of The Episcopal Church in Minnesota, a Diocese of The Protestant Episcopal Church of the United States of America and the worldwide Anglican Communion (“ECMN”), prayerfully striving to be faithful in all we say and do, adopt this Constitution and Restated Articles of Incorporation to further our ministry as a part of The Protestant Episcopal Church in the United States of America and in the worldwide Anglican Communion. We believe this Constitution undergirds and confirms our efforts to reach out in love to every human being in the name of Jesus Christ, and to celebrate God’s presence in all creation.

## ARTICLE 1

### TITLE AND ORGANIZATION

**(1-A) Name.** The name of this corporation is The Episcopal Church in Minnesota (“ECMN”).

**(1-B) Part of Episcopal Church.** ECMN accedes to the Constitution and Canons of The Protestant Episcopal Church in the United States of America, of which it is the constituent community in the State of Minnesota.

**(1-C) Civil Corporation.** As a civil corporation, ECMN is organized under Chapter 317A of the Statutes of Minnesota, as amended.

**(1-D) Ecclesiastical Community.** As an ecclesiastical community, ECMN is organized under Canon Law.

## ARTICLE 2

### PURPOSE

**(2-A) General Purpose.** The general purpose of ECMN is to engage in any lawful activity to accomplish its vision of reaching out in love to every human being in the name of Jesus, and celebrating God’s presence in all creation through a mission of worship, education, and service.

**(2-B) Powers.** ECMN has power to do all necessary or incidental acts in furtherance of its general purpose, including, but not limited to, owning real and personal property for religious purposes as described in this Constitution, provided, however, that ECMN may not do any act or conduct any activity, plan, scheme, design or course of conduct not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and regulations as they now exist or as they may be amended, including, but not limited to the following prohibitions:

**(2-B-1)** no part of the net earnings of ECMN shall inure to the benefit of any member, director, or officers;

**(2-B-2)** no substantial part of the activities of ECMN shall in any way consist of the carrying on of propaganda or otherwise attempting to influence legislation;

**(2-B-3)** ECMN shall not, either directly or indirectly, participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office, including the publication or distribution of statements;

**(2-B-4)** property of ECMN shall be used exclusively for religious, charitable, educational, or other public purposes;

**(2-B-5)** no property of ECMN shall be used or operated to benefit any office, trustee, director, shareholder, member, employee, contributor, bondholder, or the owner or operator, or any person, through the distribution of profits, or the payment of excessive charges or compensation;

**(2-B-6)** ECMN shall not in any other manner afford pecuniary gain, incidentally or otherwise, to its members;

**(2-B-7)** ECMN shall not retain any funds in excess of those required from time-to-time to defray its normal operating expenses, but shall transfer its excess funds to the corporation known as the “Trustees of Episcopal Church in Minnesota, Incorporated,” for the purpose of investment, reinvestment, and for return to ECMN.

### ARTICLE 3 DURATION

Being part of the Church founded by Jesus Christ, ECMN has perpetual duration.

### ARTICLE 4 MEMBERSHIP

**(4-A) Delegates to Convention.** The membership of ECMN comprises all Clergy delegates and Lay delegates to Convention, as defined at Section (7-B-8) of this Constitution.

**(4-B) Class.** All members are of one class, although Clergy delegates and Lay delegates may vote separately as provided in this Constitution or in the Canons of ECMN.

**(4-C) Liability.** Members of ECMN shall not be liable personally for the obligations of ECMN.

**(4-D) Stock.** ECMN shall have no capital stock.

### ARTICLE 5 REGISTERED OFFICE

The registered office of ECMN is 1101 West Broadway Avenue, Minneapolis, Minnesota, 55411.

### ARTICLE 6 BOARD OF DIRECTORS

**(6-A) Council as Board of Directors.** The Council of the Episcopal Church in Minnesota, alternatively known as the Council (which name is hereby recognized as also designating The Council of the Episcopal Church in Minnesota), is the Board of Directors of ECMN.

**(6-B) Functions of Council.** The Council administers affairs of ECMN between meetings of Convention, and the Council’s duties, functions, and membership are prescribed by the Canons of ECMN, and by resolutions of Convention.

**(6-C) Indemnification.** ECMN shall indemnify the members of the Council for expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by law.

**(6-D) Members.** The names and addresses of the current members of the Council are: [changes annually — inquire at ECMN Registered Office for current list]

**(6-E) Reserved Powers.** The Council has no power to adopt, amend, or repeal this Constitution or the Canons of ECMN, such power being reserved in all cases to the membership in Convention.

**(6-F) Written Action without Meeting.** The Council may take written action without a meeting, and such written action is effective if signed by a majority of all its voting members.

## ARTICLE 7

### ECCLESIASTICAL PROVISIONS

#### CHAPTER 7-A:

#### CONSTITUTION OF ECMN

**(7-A-1) Scope.** This Constitution is the fundamental governing instrument of ECMN.

**(7-A-2) Authority.** In all respects this Constitution supersedes any inconsistent provisions of the Canons of ECMN, Standing Rules of Order of Convention, and Congregational articles and bylaws.

**(7-A-3) Subject to Canon Law.** The Constitution and Canons of ECMN, and congregational articles and bylaws, are in all respects subject to Canon Law.

**(7-A-4) Governance.** ECMN possesses and exercises legislative, executive, and judicial jurisdiction both under Canon Law and under civil law.

#### CHAPTER 7-B

#### CONVENTION

**(7-B-1) Function.** Convention is the parliamentary assembly of ECMN.

**(7-B-2) Meetings.** Convention shall meet in an annual session, and may also meet in special sessions.

**(7-B-3) Time and Place of Annual Convention.** Each Annual Convention shall meet at a time and a place announced at the previous Annual Convention.

**(7-B-4) Special Convention.** A Special Convention may be called by the Ecclesiastical Authority.

**(7-B-5) Time and Place of Special Convention.** Notice of the time and place of a Special Convention shall be given at least thirty days in advance to all Clergy entitled to seats, and to all Congregations entitled to representation.

**(7-B-6) Business of Special Convention.** The business of a Special Convention shall be described in the notice, and no other business may be transacted.

**(7-B-7) Change of Time or Place of Meeting.** The Ecclesiastical Authority in its discretion may change the time of meeting or place of meeting of an Annual Convention or of a Special Convention.

**(7-B-8) Composition of Convention.** The delegates to Convention are:

**(7-B-8-a)** the Bishop Diocesan, and any Bishop Coadjutor, Bishops Suffragan, and Assistant Bishops; and

**(7-B-8-b)** other Clergy canonically resident in ECMN who are not under Ecclesiastical Discipline, and who are: (i) regularly elected or appointed to, and officiating in, a Congregation within ECMN; or (ii) regularly assigned by the Bishop Diocesan for ministry within ECMN; or (iii) regularly working in an occupation, with the consent of the Bishop Diocesan, and within the past twelve months have complied with the applicable reporting requirements of the Canons of the Episcopal Church; or (iv) canonically resident and who, while active within ECMN in any capacity mentioned in this Section (7-B-8-b), retires from active service, except when due to threat of Ecclesiastical Discipline; and

**(7-B-8-c)** Lay delegates from Congregations in Union with Convention and otherwise entitled to representation.

**(7-B-9) Lay Delegates.** Convention may provide by Canon for the method of election, qualifications, and numbers of Lay delegates of Congregations in Union with Convention, and for the suspension of the Lay representation of any Congregation.

**(7-B-10) Bishop Diocesan as President.** The Bishop Diocesan is President of Convention.

**(7-B-11) Bishop Coadjutor as President.** If there is no Bishop Diocesan, or if the Bishop Diocesan is absent or unable to act, then the Bishop Coadjutor is President.

**(7-B-12) President of Standing Committee or Bishop Suffragan as President.** If there is no Bishop Coadjutor, or if the Bishop Coadjutor is absent or unable to act, then the President of the Standing Committee is President unless the President of the Standing Committee has designated in writing a Bishop Suffragan to be President.

**(7-B-13) President *pro tempore*.** If none of the foregoing is present or able to act at a meeting of Convention, then a President *pro tempore* shall be elected from among the Clergy delegates.

**(7-B-14) Initial Procedure if no President.** The Secretary of Convention shall conduct the election for a President *pro tempore* after first calling the meeting of Convention to order, receiving the Report of the Roll of Certified Delegates from the Credentials Committee, and seating the Certified Delegates.

**(7-B-15) Voting.** In Convention the Clergy delegates and the Lay delegates deliberate jointly on all questions, and vote jointly on all questions except: (a) in the election of members of the Standing Committee, and Deputies and Alternate Deputies to General Convention, each order shall elect its own members, subject to the concurrence of the other order; and (b) when a vote by orders is called under Sections (7-B-18) or (7-B-19) of this Constitution.

**(7-B-16) Bishops Vote with Clergy Delegates.** The Bishop Diocesan, Bishop Coadjutor, Bishops Suffragan, Assistant Bishops, and any other Bishops who are delegates to Convention vote, if at all, with their fellow Clergy delegates on any question.

**(7-B-17) Procedures for Voting.** Convention may prescribe procedures for voting, including procedures for a vote by Orders, by Canon or by its Standing Rules of Order.

**(7-B-18) Vote by Orders – When Mandatory.** A vote by Orders in Convention is mandatory upon election of any Bishop, and upon amendments to this Constitution.

**(7-B-19) Vote by Orders – When Requested.** In questions upon which a vote by Orders is not mandatory under Section (7-B-15) or (7-B-18) of this Constitution, the Clergy delegates and the Lay delegates vote separately by

Orders on any question only if a vote by Orders is first requested by any ten delegates within either Order, and such request is then concurred-in by at least one-third of all delegates accredited to that meeting of Convention, who shall vote together in considering the request.

**(7-B-20) Vote by Orders - Dual Majorities.** In a vote by Orders, the concurrence of a majority of each Order is necessary to decide the question.

**(7-B-21) Elections by Ballot.** Election of all persons is by ballot, unless Convention unanimously determines another procedure.

**(7-B-22) Extension of Terms.** Excepting only the Standing Committee, if Convention does not fill an office, then the term of one already occupying that office extends automatically until a successor is elected or otherwise chosen.

**(7-B-23) Conventions for Nomination and Election of a Bishop Diocesan, Bishop Coadjutor, or a Bishop Suffragan.** Candidates for election as Bishop Diocesan, Bishop Coadjutor, or Bishop Suffragan shall be nominated and elected either at an Annual Convention, or at a Special Convention called for the purpose.

**(7-B-23-a)** At the Convention, nominations shall be received from the Nominating Committee, and an opportunity shall be given to receive additional nominations from the floor.

**(7-B-23-b)** No person may be nominated from the floor, however, without first having been subject to the complete background investigation and checks prescribed for all nominees, and until the results of that investigation and checks are available to Convention on the same basis as results pertaining to the other nominees.

**(7-B-23-c)** In electing a Bishop Diocesan, Bishop Coadjutor, or a Bishop Suffragan, Clergy delegates and Lay delegates vote separately and by ballot.

**(7-B-23-d)** Concurrence of a majority of both Orders on the same ballot is necessary to elect.

**(7-B-23-e)** If less than two-thirds of delegates are present from either Order, then a two-thirds vote of delegates present in that Order is necessary to elect.

## CHAPTER 7-C

### THE ECCLESIASTICAL AUTHORITY

**(7-C-1) Function.** The Ecclesiastical Authority is chief executive of ECMN.

**(7-C-2) Bishop Diocesan as Ecclesiastical Authority.** The Bishop Diocesan is the Ecclesiastical Authority of ECMN.

**(7-C-3) Bishop Coadjutor as Ecclesiastical Authority.** If there is no Bishop Diocesan, or if the Bishop Diocesan is absent or unable to act, then the Bishop Coadjutor is the Ecclesiastical Authority.

**(7-C-4) Standing Committee as Ecclesiastical Authority.** If there is no Bishop Diocesan or Bishop Coadjutor, or if the Bishop Diocesan and Bishop Coadjutor are absent or unable to act, then the Standing Committee is the Ecclesiastical Authority.

**(7-C-5) Bishop Suffragan as Ecclesiastical Authority.** If the Standing Committee is the Ecclesiastical Authority, then it may designate a Bishop Suffragan of ECMN to take its place as the Ecclesiastical Authority.

**(7-C-6) Rescission of Designation.** Designation of a Bishop Suffragan as the Ecclesiastical Authority may be rescinded by the Standing Committee at any time and for any reason.

## **CHAPTER 7-D**

### **THE STANDING COMMITTEE**

**(7-D-1) Duties.** The duties of the Standing Committee are described in the Constitution and Canons of The Episcopal Church and in the Canons of ECMN.

**(7-D-2) Composition.** The Standing Committee shall comprise six Clergy eligible to be delegates to Convention, and six Lay persons who are communicants in good standing.

**(7-D-3) Terms.** Members of the Standing Committee are elected for three-year terms.

**(7-D-4) Elections.** At each Annual Convention, one-third of the Clergy members and one-third of the Lay members shall be scheduled to complete their terms, and elections shall be conducted to fill the vacancies in each Order.

**(7-D-5) Re-Elections.** Any members of the Standing Committee may be re-elected to serve a second consecutive term, however, a person who has been chosen to serve the remainder of an unexpired term exceeding seventeen months may be re-elected to serve only one additional consecutive term.

**(7-D-6) Vacancies.** Convention shall fill vacancies in the Standing Committee for the remainder of any unexpired terms.

**(7-D-7) Interim Vacancies.** The Diocesan Council may fill vacancies in the Standing Committee between Conventions for a period ending at the next Annual Convention.

**(7-D-8) Meetings.** The Standing Committee shall meet upon call by the Bishop Diocesan, or upon call by the President of the Standing Committee, or upon request by any seven of its members.

**(7-D-9) Quorum.** Any seven of its members summoned by an authorized call is a quorum, except for any purposes under its own rules or under the Canons of The Episcopal Church or under the Canons of ECMN requiring a larger number to be a quorum.

## CHAPTER 7-E

### ADMISSION OF CONGREGATIONS INTO UNION WITH CONVENTION, AND DISSOLUTION OF UNION WITH CONVENTION

**(7-E-1) Admission.** A Congregation is admitted into Union with Convention by a majority vote of Convention.

**(7-E-2) Required Evidence.** The Congregation must first submit evidence considered adequate by Convention that the Congregation is organized consistent with Canon Law.

**(7-E-3) Requirements for Lay Representation at Convention.** No Lay Delegates of a Congregation may vote at a meeting of Convention unless the Congregation was organized at least six months before the meeting of Convention and, if a parish, unless incorporated before the meeting of Convention.

**(7-E-4) Congregation may not Dissolve Unilaterally.** No Congregation has the power, by its own act, resolution, declaration, or otherwise, to dissolve its Union with Convention, and any congregational attempt to do so is void.

**(7-E-5) Procedure for Dissolution.** The Union of a Congregation with Convention may be dissolved only upon recommendation of the Ecclesiastical Authority followed by concurrence of two-thirds of Convention.

**(7-E-6) Effect of Dissolution.** After dissolution of its Union with Convention, a Congregation is not entitled to vote or to be represented by Lay Delegates in any meeting of Convention, and shall not hold itself out as being in Union with Convention nor a Congregation of The Episcopal Church.

**(7-E-7) Interests in Property.** Dissolution of Union with Convention does not divest ECMN or the Trustees of the Episcopal Church in Minnesota of any legal or equitable interests in the real or personal property of a Congregation, whether created under Canon Law or otherwise.

## CHAPTER 7-F

### CATHEDRALS

There shall be two Cathedrals of ECMN: the Cathedral of Our Merciful Saviour, in Faribault, a church of historical significance to ECMN and to The Episcopal Church; and the Cathedral Church of St. Mark, in Minneapolis, a liturgical center of ECMN.

## CHAPTER 7-G

### ASSESSMENTS

**(7-G-1) Purposes of Assessment.** Convention shall raise money by assessment on each Congregation of ECMN, either by Canon or otherwise, for: (a) expenses of ECMN; (b) support of The Episcopal Church; (c) support of the episcopate of ECMN; (d) expenses of any Annual or Special Conventions; (e) expenses of Deputies to General Convention; (f) expenses of the Ecclesiastical Court of ECMN; (g) expenses relating to canonical discipline, investigation, and trials; (h) support of missions; or (i) any other purpose Convention approves or directs.

**(7-G-2) Sanctions.** Consistent with the other provisions of this Constitution, Convention may by Canon prescribe a method by which it may suspend the Lay representation of any Congregation not meeting its assessment or adjusted assessment, and may provide for other permanent, temporary, or conditional sanctions in place of or in addition to suspension, including but not limited to conversion to mission status or dissolution of Union with Convention.



## CHAPTER 7-H

### AMENDMENTS TO THIS CONSTITUTION

**(7-H-1) Amendments to be in Writing.** Proposed amendments to this Constitution shall be introduced in writing at an Annual or a Special Convention.

**(7-H-2) Referral after First Reading.** Amendments approved after first reading in Convention shall be referred to the Council for presentation to Convention for a second reading.

**(7-H-3) Voting by Orders.** Proposed amendments must be approved by a majority of each Order voting separately.

**(7-H-4) Effective Date.** Amendments approved by Convention after second reading are effective immediately, unless Convention specifies another effective date.

**(7-H-5) Interval between Readings.** No amendment to this Constitution is effective unless its first and second readings at Convention are separated by at least ninety days.

## ARTICLE 8

### HEADINGS AND INTERPRETATION

**(8-A) Headings.** The headings of Articles, Chapters, and sections of this Constitution are for convenience of reference only, and are not intended to construe, define, limit, or expand the meaning of any provision.

**(8-B) Spirit of Interpretation and Application.** The terms of this Constitution should be interpreted and applied by ECMN in a spirit of Christian compassion, generosity, and unity in furtherance of the purposes of ECMN and of The Episcopal Church.

## ARTICLE 9

### DEFINITIONS

When used in this Constitution and in the Canons of ECMN, the following terms have the meanings described in this Article 9, but these definitions are not intended to narrow, limit, or restrict the meaning of these terms otherwise under Canon Law:

**Annual Convention** means the annual plenary session of Convention.

**Assistant Bishop** means a bishop residing in ECMN who is not a Bishop Diocesan, Bishop Coadjutor, or Bishop Suffragan of ECMN, and who carries out episcopal functions in ECMN at the request of the Ecclesiastical Authority.

**Bishop Coadjutor** means a bishop elected by Convention for the purpose of succeeding the Bishop Diocesan, but who has not yet become the Bishop Diocesan.

**Bishop Diocesan** means the bishop elected by Convention to be chief priest, pastor, and overseer of ECMN.

**Bishop Suffragan** means a bishop elected by Convention to carry out episcopal functions in ECMN under the direction of the Bishop Diocesan.

**Canon Law** means the entire body of ecclesiastical law governing The Episcopal Church and ECMN, developed continuously since Apostolic times, including but not limited to the Constitution and Canons of The Episcopal Church, this Constitution, and the Canons of ECMN.

**Canons** means the bylaws of ECMN.

**Clergy** means an ordained deacon, priest, or bishop of The Episcopal Church, who has not been deposed under the Canons of The Episcopal Church.

**Congregation** means a parish, mission, or other worship assembly of The Episcopal Church that was, or is, or is eligible to become, in Union with Convention.

**Constitution** means this document, which comprises the Constitution and Restated Articles of Incorporation of the Episcopal Church in Minnesota.

**Convention** means the legislative branch of ECMN, which assembles each year in plenary session as Annual Convention, and which may also assemble in special sessions for limited purposes as Special Convention.

**Council** means the Diocesan Council, which is the Board of Directors of ECMN.

**Delegate** means a Clergy representative or a Lay representative to Convention.

**Ecclesiastical Discipline** means any discipline described in Title IV of the Canons of The Episcopal Church, as those Canons may be amended from time-to-time, whether or not the discipline is submitted-to voluntarily or is imposed upon the person subject to it.

**ECMN** means the Minnesota non-profit corporation known as The Episcopal Church in Minnesota (formerly known as The Episcopal Diocese of Minnesota), whose ecclesiastical jurisdiction comprehends the entire State of Minnesota except as noted in the Canons of ECMN.

**Episcopal Church** means The Protestant Episcopal Church in the United States of America, an ecclesiastical association organized in 1789 in spiritual, temporal, and legal continuity with the doctrine, discipline, and worship of the Church of England, and which is a part of the worldwide Anglican Communion.

**Lay** means a person who is not a member of the Clergy.

**President** means President of Convention.

**Special Convention** means a session of Convention other than an Annual Convention.

**Union with Convention** means that a Congregation has met the requirements of Section (7-E-2) of this Constitution and is entitled to Lay representation at Convention.

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