

The Fund for the Diaconate to propose major change in status

November 2024

Proposed changes to Bylaws III, IV, VI, X, XI

- First: shows current wording
Second: shows current wording including all changes
Third: shows proposed new wording

III. Membership

- A. The membership of the Corporation shall include all deacons in The Episcopal Church, and in good standing, who have not been further ordained.
- B. Every member shall be entitled to one vote at a meeting of the Corporation.
- C. The Board of Directors may make provision for other types of membership in the Fund.

III. Membership

- A. The membership of the Corporation shall ~~include all deacons in The Episcopal Church and~~, *be any deacon elected to the board who is in good standing, and who have has* not been further ordained.
- B. Every member shall be entitled to one vote at a meeting of the Corporation.
- C. The Board of Directors may make provision for other types of membership in the Fund.

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- A. The membership of the Corporation shall be any deacon elected to the board who is in good standing, and who has not been further ordained.
- B. Every member shall be entitled to one vote at a meeting of the Corporation.
- C. The Board of Directors may make provision for other types of membership in the Fund.

IV. Board of Directors

- A. The affairs of the Corporation shall be managed and controlled by its Board of Directors, which shall consist of nine elected members, and four officers as enumerated in Article V. All members shall be deacons in good standing of The Episcopal Church. In addition, if not already directors, the president and treasurer will serve as directors *ex officio* as described below.

- B. The directors shall be organized into three classes, each class consisting of three directors, and elected for three year terms. The Nominating Committee is responsible for providing all names for the annual ballot.
- C. Terms commence on the January 1st following the election.
- D. Any director may be removed for cause by vote of the directors at a meeting at which a quorum of not less than a majority of the directors is present. For this purpose, "cause" shall include, without limitation, incapacity or failure to attend three consecutive meetings of the Board of Directors.
- E. In the case of any vacancy for any cause in the Board of Directors, the remaining directors by a majority vote may elect a successor who shall hold office until the next annual meeting of the Corporation, at which time the members shall elect a successor for any remaining balance of the original term.
- F. Every director shall continue to hold office and discharge the duties of the office until their successor shall have been elected, qualified, and takes office.
- G. Except for reimbursement of reasonable expenses incurred with attendance at a meeting or the completion of their board duties, the officers and directors shall not be compensated or receive grants.

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- B. The directors shall be organized into three classes, each class consisting of three directors, and elected for three year terms. The Nominating Committee is responsible for providing all names for the annual ~~ballot~~ election.
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VI. Meetings

- A. The annual meeting of the Corporation for the election of directors and for the transaction of such other business as may properly come before the meeting, shall be held at a time and place selected by the Board of Directors.
- B. Notice of the annual meeting, signed by the Secretary, stating the time and place where the meeting is to be held, shall be served by mail or other means upon each member not less than ten nor more than fifty days before the date of the meeting and shall include all relevant information for the transaction of business.
- C. The Board of Directors shall meet at least semi-annually, at a time and place selected by the Board of Directors, and publicized at least three months before each meeting.
- D. Special meetings of the Corporation may be held at any time upon the call of the President, or upon the written or electronic request of ten members representing at least three dioceses. Notice of the special meeting shall be given at least thirty days in advance of the meeting, and in addition the notice shall state the purpose or purposes for which the meeting is called.
- E. Special meetings of the Board of Directors may be held at any time upon the call of the President, or upon the written or electronic request of any three directors of the Corporation. Notice of the special meeting shall be given at least seven days in

advance of the meeting, and in addition the notice shall state the purpose or purposes for which the meeting is called.

- F. Any one or more members of the Corporation, the Board of Directors, or any committee may participate in a meeting by means of a conference telephone, videoconference mechanism or similar communications equipment. Participation by such means will constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and can participate in all matters before the meeting, including the ability to propose, object to, and vote upon specific actions.
- G. Notice may be waived by any director in writing and any director who attends a meeting without objecting to any deficiency in notice thereof will be deemed to have waived notice of such meeting.

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X. Parliamentary Authority and Quorum

- A. The parliamentary authority for the annual meeting and all board meetings shall be Robert's Rules of Order, latest official edition.
- B. The quorum for an annual meeting or any other meeting of the members shall be 10% of the membership or 100 members, whichever is less, present in person or by proxy.
- C. The quorum for a board meeting shall be no less than five directors, including at least one officer.

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XI. Amendments

- A. These bylaws can only be amended at an annual meeting of the Corporation, or at a special meeting of the Corporation called for that purpose.
- B. A two-thirds vote of those present, in person or by proxy, is required for an amendment to be approved.

XI. Amendments

- A. These bylaws ~~can only~~ *may* be amended at ~~an annual~~ *any* meeting of the Corporation, ~~or at a special meeting of the Corporation called for that purpose.~~ *with presentation of the proposed wording at least two weeks in advance of said meeting.*
- B. A two-thirds vote of those present, in person or by proxy, is required for an amendment to be approved.

XI. Amendments

- A. These bylaws may be amended at any meeting of the Corporation, with presentation of the proposed wording at least two weeks in advance of said meeting.
- B. A two-thirds vote of those present, in person or by proxy, is required for an amendment to be approved.