

**C-1: Resolved that the Constitution of the Diocese of Virginia be amended as set forth in the Attachment to this Resolution. (SECOND READING)**

*Submitted by:* The Constitution and Canons Work Group:

Garway Bright, Christ Church, Glen Allen  
The Rev. Michael Cadaret, St. Bartholomew's, Richmond  
R. Scott Caulkins, Church of Our Saviour, Charlottesville  
Trevor Cox, St. James's, Richmond  
The Rev. Emily Krudys, Church of Our Saviour, Montpelier  
Laurel Loch, St. George's, Fredericksburg  
The Rev. Jay Morris, Aquia Episcopal Church, Stafford  
The Rev. Sven vanBaars, Abingdon Episcopal Church, White Marsh

*Rationale:*

The Constitution and Canons Work Group was appointed in January 2024 to conduct a comprehensive review of the Constitution and Canons of the Diocese and make recommendations for replacing gender-specific language and clarifying and updating the language and grammar throughout the documents, without making substantive changes. The Work Group is distinct from the Convention Committee on Constitution and Canons. The Work Group met (by Zoom) multiple times and subgroups met additional times over the course of five months to discuss in detail each provision of the Constitution and Canons and prepare revisions to present to the Convention of the Diocese.

The revisions to the Constitution, proposed in C-1, and the Canons, proposed in C-2, are intended to accomplish the following objectives (again, without making substantive changes):

1. *To replace masculine pronouns and other masculine designations, such as "clergyman," with gender-neutral terms so that the Constitution and Canons reflect, acknowledge, and embrace the inclusiveness of the Church and our baptismal commitment to respect the dignity of every human being.* The masculine-only pronouns "he" (24 times), "his" (23 times), and "him" (8 times) appear throughout the Diocesan Constitution and Canons in reference to members of the clergy and lay persons holding positions with the Diocese -- e.g., the Secretary (Article XI of the Constitution) and the Treasurer (Article XII of the Constitution). The term "clergyman" appears 3 times. In the years following the approval of the ordination of women to the priesthood in the Episcopal Church, the Constitution and Canons of the General Convention were revised to eliminate the use of masculine-only pronouns. Similar revisions were never made to the Constitution and Canons of the Diocese of Virginia. The Constitution and Canons each includes a provision stating that "The masculine pronoun whenever used . . . shall be deemed to include the feminine pronoun." (Article XX of the Constitution; Canon 29); however, the reach of these provisions is limited, covering only masculine and feminine pronouns, and it does not address other non-neutral, gendered language. Consequently, the Work Group has proposed to amend by eliminating pronouns and replacing them with gender-neutral nouns. (For example, "clergyperson" replaces "clergyman" and "The Treasurer's" replaces "his.")
2. *To remove obsolete provisions so that the Constitution and Canons are not cluttered with useless and outdated provisions.* In furtherance of this objective, the following provisions have been deleted in the proposed revisions:
  - a. In the Constitution, Article XVIII (a transitional provision that is no longer applicable) and Article XX (which is unnecessary if the proposed changes to remove masculine pronouns are adopted).

- b. In the Canons, Canons 22.3 and 27.13 (both transitional provisions that are no longer applicable) and Canon 29 (Gender of Pronouns), which are unnecessary if the proposed changes to remove masculine pronouns are adopted.
- 3. *To clarify and make consistent the language, grammar, punctuation, and order in the Constitution and Canons so that they are easier to understand for all who refer to and rely upon them.* The proposed revisions remove outdated language and ensure consistency and uniformity in terminology, structure, and language style. Among these, the proposed revisions seek to conform to the style guide used by the Diocese and to use consistently the “Oxford comma.” Additionally, the use of the term “Convention” applies to the convening body of the Diocese, whereas the meetings of the Convention are identified as such. In some cases, cross-citations to related provisions are proposed for clarity and ease of reference. Four changes are proposed to the order of the Canons for purposes of clarity:
  - a. Sections 7 and 8 of Canon 11 (Election and Organization of Vestries, and Call of Congregational Meetings) are reversed to align more closely with the order of events in the election and qualification of new vestry members.
  - b. Canon 9.3 (which addresses the authority of the Executive Board over an inactive Church) was moved from Canon 9 (Boundaries) and inserted as a new section at the end of Canon 10 (Churches).
  - c. Canon 19, Subsection 1(h) (which addresses the Executive Board’s authority with respect to financial matters and business methods) was removed from Canon 19 (The Treasurer of the Diocese) and added to Section 5 of Canon 7 (Executive Board).
  - d. Canon 31 (Health Insurance) was inserted in place of Canon 29 (Gender of Pronouns), which as mentioned above is proposed for deletion, appropriately leaving Canon 30 (Amendments to the Canons) as the final Canon.
- 4. *To update and conform the language of the Constitution and Canons to the current practices of the Diocese.* Revisions were made to the following canons to conform the language to current practice:
  - a. Canon 13, which addresses business methods in church affairs, states in Section 2 that the “Finance Committee of the Diocese” has the authority to approve the methods used for investing trust, endowment, and other funds of the Diocese. Canon 25 states in Section 1 that the “Finance Committee of the Diocese” is appointed to perform the duties relating to financial matters enumerated in Canon 25. The Diocese does not have a Finance Committee; rather, the Executive Board has the authority to perform and performs the duties enumerated in Canons 13 and 25. Accordingly, to align with current practice these canons are revised to refer to the Executive Board rather than a Finance Committee.
  - b. Canon 31 (Health Insurance), which as mentioned above is inserted as Canon 29 in the proposed revisions, refers in Section 2 to “annual guidelines offered by the Diocesan Compensation Commission as approved by the Executive Board.” Because the Diocese does not have a Compensation Commission, to conform to current practice the language is revised to state “annual guidelines approved by the Executive Board.”

**ATTACHMENT TO RESOLUTION C-1  
(Resolution to Amend the Constitution of the Diocese)**

*Strikethrough words and punctuation are to be omitted and underlined words and punctuation are to be added.*

**Constitution of the Diocese of Virginia, formerly and otherwise known as Protestant Episcopal Church in the Diocese of Virginia**

Whereas, the civil government in the Virginia Colony from time to time established within the bounds of the Colony parishes of the Established Church of England in Virginia, which parishes continued as such until the Church was disestablished by the several acts of the General Assembly of Virginia in 1784; and

Whereas, the Diocese of Virginia, formerly and otherwise known as Protestant Episcopal Church in the Diocese of Virginia, was organized in May, 1785, by a union of all the parishes of the disestablished Church of England within the bounds of the Commonwealth of Virginia and took part in the organization of the union of all the Protestant Episcopal Churches of the several States and, by its own formal ratification of the plan of union, became the Diocese of Virginia of the Protestant Episcopal Church in the United States of America; and

Whereas, the original Diocese of Virginia, embracing the entire State, has since been divided into several Dioceses, one of which remains established as the Diocese of Virginia;

Now, ~~Therefore~~, the Diocese of Virginia acknowledges the authority and power of the General Convention of the Protestant Episcopal Church in the United States of America, as set forth in the Constitution and Canons adopted thereby, and, in the exercise of its own powers and authority, ~~doth amend~~ amend and ~~revises~~ revise the Constitution of this Diocese so that the same shall read as follows:

# The Constitution of the Diocese of Virginia, formerly and otherwise known as Protestant Episcopal Church in the Diocese of Virginia

## Article I.

### Order, Government, and Discipline.

The order, government, and discipline of the Diocese of Virginia ("the Diocese"), formerly and otherwise known as Protestant Episcopal Church in the Diocese of Virginia, shall be vested in the Bishop, and in the Convention of the Diocese, constituted as provided in Article III hereof, which shall have power to adopt Canons, and take any other action for the conduct of its affairs not in conflict with this Constitution.

## Article II.

### Meetings of the Convention.

The Convention shall annually hold a regular meeting ~~on a weekend~~, upon the date designated by the Ecclesiastical Authority ~~of the Diocese, a regular annual meeting~~ and at the place designated by the preceding regular meeting of the Convention. The Ecclesiastical Authority ~~of the Diocese~~ may, for any cause deemed by it to be sufficient, change the time, or the place, or both, for any regular meeting of the Convention. At meetings of the Convention, the Rules of Order of the previous meeting shall be in force until they are amended or repealed by the Convention. Special meetings of the Convention may be held in accordance with the provisions of Articles VII, VIII, and IX.

## Article III.

### Composition of the Convention.

#### Section 1

- (a) The Convention shall be composed of the Clerical order and the Lay order.
- (b) The Clerical order shall consist of the Bishop or Bishops and all other ministers canonically resident in the Diocese of Virginia. No member of the Clerical order under ecclesiastical censure shall be entitled to a seat in the Convention.
- (c) The Lay order shall consist of two classes, namely: (1) the Lay Delegates from the eChurch or Mission, and (2) the Lay members *ex officio*.
- (d) There shall be ~~at least~~ only one Lay Delegate from each eChurch and Mission, to be chosen by its Vestry or its Vestry Committee. ~~But from every eChurch and Mission having more than 450 three hundred~~ confirmed communicants in good standing reported to the Diocesan authorities in the last annual parochial report, beginning with 451 the Vestry or Vestry Committee shall choose ~~there shall be an~~ additional Lay Delegate and, thereafter, an additional Lay Delegate shall be chosen for each 300three hundred confirmed communicants in good standing, as set forth below: ~~, or major fraction thereof, above the first three hundred.~~

| <u>Communicants in gGood sStanding</u> | <u>Lay Delegates</u> |
|----------------------------------------|----------------------|
| <u>0-450</u>                           | 1                    |
| <u>451-750</u>                         | 2                    |
| <u>751-1050</u>                        | 3                    |
| <u>1051-14350</u>                      | 4                    |
| <u>1351-1650</u>                       | 5                    |
| <u>Etc.</u>                            |                      |

- (e) Lay members ex officio of the Convention shall be: Tthe Lay members of the Standing Committee, the Lay members of the Executive Board, the Chancellor, the Presidents of the Regions, the President of the Episcopal Church Women of the Diocese, one Youth Delegate (not over 21 years of age at the time of election) elected by each Regional Council on or before May 1, and five Lay persons, (not over 25 years of age at the time of election) who are participants in an Episcopal higher education ministry in the Diocese, to be elected by the Standing Committee on or before May 1 as Collegiate Delegates, ~~shall be members of Convention ex officio.~~

- (f) Each elected Delegate and *ex officio* member shall have one vote.

Section 2. The Lay Delegates shall serve for the regular meeting for which they are chosen, and, unless other delegates are ~~be~~ chosen, for any special meeting held prior to the next regular meeting of the Convention.

Section 3. All Lay members of the Convention shall be adult confirmed communicants in good standing, ~~(as defined in the General Convention Canon I.17), of the Episcopal Church,~~ in the Diocese of Virginia.

#### **Article IV.**

##### **Quorum of the Convention.**

One-third of the members of the Clerical order and one-half of the members of the Lay order shall constitute a quorum for the transaction of business at any regular or special meeting of the Convention, ~~but a smaller number may adjourn any such meeting.~~ The presence of a quorum is not required for taking a vote to adjourn the meeting.

#### **Article V.**

##### **Methods of Voting in the Convention.**

In all matters that may come before any meeting of the Convention the ~~Clergy~~ Clerical order and Lay order ~~Lay~~ shall deliberate in one body and a majority of those voting shall be necessary for a decision, except where the vote is by orders, in which case there must be a concurrence of majorities in each order; but, before a vote is taken upon any matter, five members may, by request, require the vote to be taken by orders. In a vote by orders each Clerical ~~member~~ Delegate and each Lay ~~member~~ Delegate shall be entitled to one vote.

#### **Article VI.**

##### **The Bishops, Officers, and Committees of the Diocese.**

In addition to the Bishop of the Diocese, there may be a Bishop Coadjutor, Bishops Suffragan, Assistant Bishops, or any combination thereof, upon the conditions and pursuant to the authority contained in the Canons of the General Convention.

In addition to the Bishop, ~~or~~ Bishops, the officers of the Diocese shall consist of a Secretary, Treasurer, Chancellor, and ~~a~~ Registrar.

For the conduct of the affairs of the Diocese, there shall be a Standing Committee and an Executive Board, together with such other officers, committees, departments, and boards as the Convention may deem desirable.

#### **Article VII.**

##### **Election of a Bishop.**

The election of a Bishop shall be made at a regular meeting of the Convention, ~~or~~ at a special meeting of the Convention called for that purpose. The vote shall be by ballot and by orders, and a concurrent majority of the votes cast by each order shall be necessary for the election of a Bishop ~~to a choice~~.

#### **Article VIII.**

##### **The Bishop as President of the Convention.**

Section 1. The Bishop shall preside at all meetings of the Convention and exercise all the ordinary duties of a presiding officer. The Bishop ~~He~~ may call a special meeting of the Convention at whatever time and place the Bishop ~~he~~ may think necessary; and whenever requested by the Standing Committee, it shall be the Bishop's ~~his~~ duty to call a special meeting to be held at the time and place selected by the Standing Committee.

Section 2. The Bishop Coadjutor, if there ~~is~~ ~~be~~ one, shall preside at any meeting of the Convention from which the Bishop is absent, ~~or~~ whenever the Bishop may request the Bishop Coadjutor ~~him~~ to preside.

Section 3. The ranking active Bishop Suffragan, if there ~~is~~ ~~be~~ one, shall preside at any meeting of the Convention if such Bishop Suffragan ~~he~~ is requested to do so by the Bishop, ~~or~~ in the absence of the Bishop, by the Bishop Coadjutor, ~~or~~ if declared or serving as the Ecclesiastical Authority pursuant to Article IX of ~~this~~ the Constitution.

Section 4. A retired Bishop or an Assistant Bishop of this Diocese may preside at any meeting of the Convention at the request of the presiding officer.

#### **Article IX.**

##### **Vacancy in the Office of the Bishop.**

Section 1. Upon the death of the Bishop and if there is no Bishop Coadjutor, then the ranking active Bishop Suffragan shall be in charge of this Diocese and shall be temporarily the Ecclesiastical Authority ~~of this Diocese~~ until such time as a new Bishop shall be chosen and consecrated; or, if the Standing Committee ~~declares~~ declare the disability or absence of the Bishop and there is no Bishop Coadjutor able and present, then the ranking active Bishop Suffragan shall be in charge of this Diocese until such time as the Standing Committee shall declare the ability and presence of the Bishop.

Section 2. In case of a vacancy, or anticipated vacancy, in the Office of the Bishop, a special meeting of the Convention shall be called by the Ecclesiastical Authority. That special Convention, immediately upon assembling, if there ~~is~~ ~~be~~ no Bishop, Bishop Coadjutor, Bishop Suffragan, or Assistant Bishop present, shall elect by ballot a President from among the order of Presbyters present, who shall remain in office until the election and consecration of the Bishop. The President so elected shall perform all the duties and possess all the privileges of a presiding officer. The President ~~He~~ shall not have the power to call a special meeting of the Convention except when requested ~~so to do~~ so by the Standing Committee, in which case the special meeting shall be at the time and place requested.

#### **Article X.**

Reserved for future use.

#### **Article XI.**

##### **The Secretary of the Diocese.**

A Secretary of the Diocese shall be appointed by the Ecclesiastical Authority with the advice and consent of the Standing Committee. The Secretary ~~He~~ shall, upon qualification, continue in office at the pleasure of the Ecclesiastical Authority. If the Secretary is a Priest, ~~the Secretary such Priest, he~~ shall hold no other Clerical preferment. The Secretary ~~He~~ shall also serve as Secretary of the Convention, take minutes of its proceedings, ~~and~~ attest to the public acts of the body, ~~and~~ The Secretary ~~shall~~ perform such other duties as may be prescribed by Canon.

#### **Article XII.**

##### **The Treasurer of the Diocese.**

A Treasurer of the Diocese shall be appointed by the Ecclesiastical Authority with the advice and consent of the Standing Committee or by the Standing Committee if it is at the time the Ecclesiastical Authority. The Treasurer ~~He, or she,~~ shall, upon qualification, remain in office at the pleasure of the Ecclesiastical Authority or until removed as hereinafter provided. The Treasurer ~~He~~ shall: 1) receive and keep safely all money and other property entrusted ~~confided to~~ the ~~his~~ custody of the office; 2) ; and he shall disburse and dispose of the same as may be provided by Canon; - He and 3) shall report annually to the Convention an account showing all money and other property received by him, and the manner in which ~~the all money and other property he has been~~ disbursed or disposed of of the same. The Treasurer shall give bond in an amount to be fixed by the Standing Committee, with corporate surety approved by the Standing Committee, which bond shall be conditioned upon the faithful performance of the duties of

~~the~~his office. At the close of each fiscal year, ~~the~~ accounts of the Treasurer shall be audited by a certified public accountant selected by the Standing Committee. In case of ~~the~~ misconduct ~~by~~ of the Treasurer, or of ~~his~~ the Treasurer's incapacity, refusal, or failure to discharge the duties of ~~the~~his office, the Standing Committee shall remove ~~the Treasurer~~him and a new appointment shall be made in the manner provided above~~aforsaid~~.

#### **Article XIII.**

##### **The Chancellor of the Diocese.**

Section 1. A Chancellor of the Diocese shall be appointed by the Ecclesiastical Authority. The Chancellor shall, upon qualification, continue in office at the pleasure of the Ecclesiastical Authority. The Chancellor shall be a confirmed ~~adult~~communicant in good standing, (as defined in General Convention Canon I. 17), ~~of the Episcopal Church,~~ in the Diocese of Virginia, and a member of the Virginia State Bar. The Chancellor shall be the legal advisor ~~to~~ of the Ecclesiastical Authority ~~of the Diocese,~~ the Convention of the Diocese, and ~~to~~ the Executive Board of the Diocese.

Section 2. The Ecclesiastical Authority may, in consultation with the Chancellor, also appoint one or more Vice Chancellors, who shall continue in office at the pleasure of the Ecclesiastical Authority. Vice Chancellors shall be confirmed ~~adult~~communicants in good standing, (as defined in General Convention Canon I.-17), ~~of the Episcopal Church,~~ in the Diocese of Virginia, and members of the Virginia State Bar. Vice Chancellors shall serve at the direction of the Chancellor and shall assist the Chancellor in the performance of the Chancellor's duties. Vice Chancellors shall have seat and voice at meetings of the Convention~~the Annual Convention~~, but shall not have a vote unless the Chancellor does not attend ~~the a~~ meeting of ~~the Annual~~ the Convention and certifies to the Secretary of the Diocese that a Vice Chancellor will attend the meeting of ~~the Annual~~ Convention in the place and stead of the Chancellor, in which case, the certified Vice Chancellor shall have a vote.

#### **Article XIV.**

##### **The Registrar of the Diocese.**

A Registrar of the Diocese shall be appointed by the Ecclesiastical Authority with the advice and consent of the Standing Committee or by the Standing Committee if it is at the time the Ecclesiastical Authority. The Registrar shall, upon qualification, continue in office at the pleasure of the Ecclesiastical Authority and shall perform such duties as may be prescribed in the ~~Diocesan~~ Canons of this Diocese.

#### **Article XV.**

##### **The Standing Committee of the Diocese.**

The Standing Committee ~~of the Diocese~~ shall consist of twelve members of the Diocese, six of the Clerical order, and six of the Lay order, each of whom shall be a confirmed communicant in good standing as defined in General Convention Canon I. -17, ~~of the Church of this Diocese~~ and ~~eighteen (18)-~~ years of age or over.

At each regular meeting the Convention shall elect two members of each order for a term of three years. Each member of the Committee shall hold office for the term for which ~~the member~~he was elected and until ~~his~~ successor is elected or appointed. No member may serve consecutive full terms. ~~shall be eligible to succeed oneself~~himself.himself.

In case of a vacancy in the Episcopal office, or in case neither the Bishop, Bishop Coadjutor, nor Bishop Suffragan ~~is~~be capable of performing the administrative duties of the Bishop, ~~or~~ and in any case when the Bishop shall authorize it to act, the Standing Committee shall be the Ecclesiastical Authority ~~of the Diocese~~.

The Standing Committee at every regular meeting of the Convention shall submit a report of its proceedings. When required by the Convention it shall also lay before the Convention any document which may have come into its possession. It shall perform such other duties as may be prescribed by

Canon.

In case of a vacancy in the Standing Committee, the Executive Board shall fill the vacancy from the same order. The appointee shall serve until the next regular meeting of the Convention, at which meeting the Convention shall fill the vacancy.

#### **Article XVI.**

##### **The Missionary Society.**

All baptized members of the Protestant Episcopal -in this Diocese shall, as ~~before~~heretofore, constitute a missionary society known as the Missionary Society of the Protestant Episcopal Church in the Diocese of Virginia.

The direction and activities of the Society shall be identical with those of the Executive Board and shall be directed solely by it.

#### **Article XVII.**

##### **Parishes to be Bound by this Constitution.**

Every Congregation within the Diocese of Virginia, however called, shall be bound by ~~this~~the Constitution and the Diocesan Canons ~~adopted in pursuance hereof~~.

#### **Article XVIII.**

~~Transitional Provision. Every member of a committee heretofore established and continued under this Constitution, and every officer heretofore chosen, shall hold office during the term for which the member or officer he was he was chosen.~~

Reserved for future use.

#### **Article XIX.**

##### **Amendments to the Constitution.**

This Constitution may be amended only in the following manner ~~only, namely~~: At any regular meeting of the Convention a proposed amendment shall be referred to the appropriate committee, and a report thereon shall be presented by that committee and the proposed amendment shall be considered by the Convention. If approved by the Convention, ~~it~~the proposed amendment shall be again considered at the next regular meeting of the Convention and, if again approved, shall become effective immediately upon its adoption unless otherwise provided therein.

#### **Article XX.**

##### **Gender of Pronouns.**

~~The masculine pronoun whenever used in this Constitution shall be deemed to include the feminine pronoun.~~

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