

Proposition 2021-P3

Title VIII CANON 5 THE MERCER SCHOOL OF THEOLOGY

SECTION I. A Diocesan Corporation. George Mercer, Jr. Memorial School of Theology (the "Mercer School of Theology"), a corporation organized and existing under the Education Law of the State of New York, is recognized as a Diocesan Corporation.

SECTION II. Duties. The Board of Trustees of the Mercer School of Theology shall be responsible for implementing programs of theological education for clergy and laity under the direction of the Bishop. The Board of Trustees shall oversee the management of the Mercer School of Theology and its relationships with other religious educational bodies of the Church and in the Diocese.

SECTION III. Composition, Manner of Selection and Terms, Qualifications, and Removal and Vacancies.

- (a) Composition. The membership of the Board of Trustees shall be composed as follows:
- (i) *ex officio* members: (A) the Bishop of the Diocese, (B) the Bishop Coadjutor of the Diocese, if there be one, and the Suffragan and/or Assistant Bishops of the Diocese, if there be any;
 - (ii) appointed members: four persons annually by the Bishop of the Diocese; and
 - (iii) elected members: six persons by the Diocesan Convention, two of whom shall be elected annually as set forth below.
- (b) Manner of Selection and Terms.
- (i) *ex officio* members: each such member shall serve on the Board by virtue of the position each holds in the Diocese. The term of each member shall last for so long as each such member holds the office for which such member was elected or appointed;
 - (ii) appointed members: each such member shall serve a one-year term, and shall be appointed by the Bishop of the Diocese within sixty
(60) days following the annual Convention; and

- (iii) elected members: six persons by the Convention, two of whom shall be elected annually and each of whom shall serve a three-year term.
- (c) Qualifications. Clerical members shall be Canonically Resident in the Diocese. Lay members shall be adult communicants in good standing of the Church, and on the membership role of a Church in this Diocese. No member shall be paid any salary or receive any remuneration of any kind whatsoever by virtue of his status as a Trustee of the Mercer School of Theology.
- (d) Removal and Vacancies. Board members shall continue in office until replaced by their electing or appointing person or body. Any Board member may be removed, with or without cause, in the case of (i) *ex officio* members by the Bishop of the Diocese, (ii) appointed members by the Bishop of the Diocese, and (iii) elected members by the **Diocesan** Council. If vacancies on the Board occur through death or resignation, they shall be filled to complete any unexpired terms until successors shall have been duly elected or appointed, in the case of (i) *ex officio* members, by the Bishop of the Diocese, (ii) appointed members, by the Bishop of the Diocese, and (iii) elected members by the **Diocesan** Council.

SECTION IV. Meetings.

- (a) The Board shall meet at least four times annually and at such other times, as it deems necessary. Proxies shall not be permitted to establish a quorum or for voting at any meeting of the Board.
- (b) The first meeting of the Board shall be convened by the Bishop of the Diocese no more than three months following the annual meeting of the Convention. A quorum shall consist of one more than one half of the members of the Board. In addition to the President, who shall be the Bishop of the Diocese, the Board shall, at its first meeting, elect one or more Vice Presidents, Treasurers and Secretaries to serve until the first meeting of the Board following the next annual meeting of the Convention, and until their successors have been duly elected and qualified.
- (c) Unexcused absence by any member of the Board from more than two consecutive meetings of the Board shall constitute a resignation from the Board by such member. A member of the Board who shall be deemed to have resigned by reason of unexcused absences shall not be eligible to be elected or reelected, or appointed or reappointed to the Board, until one year shall have elapsed following the resignation by reason of said absence.

SECTION V. Annual Report. The Board shall submit an annual report of the program and operations of the Mercer School of Theology, together with a financial statement for the previous fiscal year, to the Convention. ~~*This report shall contain, among other things, a statement of all scholarship and maintenance funds and additions thereto during the said year, including gifts and legacies received, as well as a statement of income from all sources and an itemized statement of the disbursements made during the said year.*~~

SECTION VI. Submission to the Convention. The Board shall submit its proposed program and budget for the next subsequent fiscal year to the Convention.

Explanation:

Clarifies that Diocesan Council has the authority to approve Board member removals and fill Board member vacancies.

Removes the Board of the Mercer School's requirement to report on funding as the Trustees of the Estate have that responsibility. Additionally, this change makes the Canon consistent with the Canon requirement for Camp DeWolfe.