

# Exhibit A

## THE ORDINANCES OF THE SECOND PROVINCE

## THE INTERNATIONAL ATLANTIC PROVINCE

Revised ~~2012~~2020

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~~ORDINANCE I~~  
ORDINANCE I

**THE NAME, COMPOSITION, PURPOSE, AND MISSION OF THE  
SECOND PROVINCE**

**Section 1     ~~Section 1~~——Common Name**

The Second Province shall be ~~commonly~~ referred to as: “The International Atlantic Province.”

**Section 2     ~~Section 2~~——Dioceses**

The International Atlantic Province shall consist of those Dioceses within the States of New York and New Jersey, the Dioceses of Cuba, Haiti, and the Virgin Islands, and the Convocation of ~~American~~the Episcopal Churches in Europe (hereafter the “Dioceses”).

**Section 3     ~~Section 3~~——Purpose and Mission**

The purpose and mission of the International Atlantic Province is to foster and support ~~the~~The Episcopal Church’s mission and ministry in a regional coalition of Dioceses by providing regular channels and systems of communication, promotion, support, education, and fellowship among the Dioceses of the International Atlantic Province.

~~ORDINANCE II~~  
ORDINANCE II

**ACKNOWLEDGEMENT OF ACCEDENCE AND LIMITATION**

**Section 1     ~~Section 1~~——Accedence**

As a constituent part of~~the~~ The Episcopal Church, The International Atlantic Province accedes to the Constitution and Canons thereof as periodically adopted and/or amended by the General Convention. To the extent any of these Ordinances conflict with the Constitution and/or Canons of The Episcopal Church, the Constitution and Canons of~~the~~ The Episcopal Church shall be controlling.

**Section 2     ~~Section 2~~——Limitation and Authority**

The International Atlantic Province affirms the limitation on its authority in that the Provincial Synod has no power to regulate or control the internal policy or affairs of any Dioceses.

~~ORDINANCE III~~

ORDINANCE III

THE PROVINCIAL SYNOD

Section 1     ~~Section 1~~ — Composition

The Provincial Synod shall consist of the Provincial House of Bishops and the Provincial House of Deputies, each of which shall be constituted as hereinafter provided and which shall ordinarily sit and deliberate together; provided, however, that either House may at any time resolve to sit apart from the other.

Section 2     ~~Section 2~~ — Meetings

(a) A ~~stated~~ regular meeting of the Provincial Synod shall be held no less frequently than once per triennium for the purpose of conducting elections and transacting such other business as may properly come before it. If the Presidents of the two Houses of General Convention shall refer any matters to the Provincial Synods, these matters shall be acted upon at a meeting of the Provincial Synod at least six (~~6~~) months prior to the next meeting of General Convention.

(b) Special meetings ~~shall be held as of the Provincial Synod~~ may be ~~required or deemed appropriate by:~~ (1) called by the President of the International Atlantic Province, or ~~in the case of the President's absence or disability, the Vice President or the Secretary, or~~ (2) by a two-thirds vote of Provincial Council. The time and place of all meetings of the Provincial Synod shall be set by the President with the advice and consent of the Provincial Council, or in the case of the President's absence or disability, the Vice President or the Secretary.

(c) Any one or more members of the Provincial Synod or any committee thereof, may participate in a meeting of such Provincial Synod or committee by means of teleconference, audioconference, video conference or similar equipment or technology that allows all persons participating in the meeting to hear each other at the same time and such that each person can participate in all matters before the Synod or committee, including without limitation, the ability to propose, object to, or vote upon specific actions to be taken. Meetings may be held with members participating in person, part in person and part by such technology, or all by such technology, as determined by the President or chair of the meeting. Nonmembers may not participate in meetings unless properly invited to do so. All meetings of the Provincial Synod shall be conducted in English, but interpretation and translation services shall be provided as necessary.

Section 3     ~~Section 3~~ — Notice

The Secretary shall provide ~~written or electronic~~ notice of the date, time, and place of each regular and special meeting of the Synod to every member thereof at least ~~sixty (60)~~ thirty days prior to such meeting. Notices shall be given in English, Spanish, and French. Notice shall be given in writing or by email or by other electronic or similar technological means. The notice of meeting shall set forth the date, time, and, if the meeting is not to be held wholly

electronically or by technological means, place of the meeting. The notice of any meeting that may be attended electronically shall include an adequate description of how to participate in it (for example, the telephone number to call for a teleconference or the link to use for a videoconference, and any required codes, must be provided). If at the time of sending notice the Secretary has not received from any Diocese the contact information for its Deputies, notice to such Deputies care of the Ecclesiastical Authority of such Diocese shall be deemed sufficient.

#### **Section 4      ~~Section 4~~——Quorum**

A quorum for the transaction of business of the Provincial Synod meeting in joint session shall consist of at least one Bishop or Deputy from each of a majority of the Dioceses. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any members.

#### **Section 5      ~~Section 5~~——Voting Procedures**

~~Except as provided by Ord. VI, Section 1(a) for elections, on any question considered by the Synod, the majority vote of the members of Synod present shall suffice unless otherwise ordered by the Canons of the General Convention or by these Ordinances; provided, however, a vote by orders in the House of Deputies shall be had on any question upon the request of one-third of the members present and voting. In the case of a vote by orders, the two orders shall vote separately, each clerical Deputy having one vote in the clerical order and each lay Deputy having one vote.~~

~~in the lay order. The concurrent vote of the two orders by not less than a majority of those voting in each order shall be necessary to constitute a vote in the House of Deputies.~~

#### **~~Section 6~~——~~Special Rule of Order for Election~~**

~~In any election conducted in accordance with these Ordinances if, after two ballots, an election shall not have occurred, the Synod may adopt an appropriate Rule of Order to ensure that an election may occur on one of the following two ballots:~~

#### **Section 6      ~~Section 7~~——Officers**

The officers of the Provincial Synod shall be: the President, Vice-President, Secretary, and Treasurer, each of whom shall be considered to be also holding such office with regard to the Province. The method of election of such officers, their terms and duties shall be as hereinafter delineated.

#### **Section 7      Voting Procedure for Elections**

- (a) All persons elected by the Provincial Synod, in the event of a contest, shall be elected by written or electronic ballot at the meeting of the Provincial Synod preceding the regular meeting of the General Convention. The concurrent majority of both the House of Bishops and the House of Deputies, voting separately, is required for the election of officers by the Provincial Synod.

(b) In any election conducted in accordance with these Ordinances if, after two ballots, an election shall not have occurred, (1) the number of nominees on any third ballot shall be reduced, if necessary, so that there shall be twice as many nominees as there are positions for such office remaining to be filled, such reduction to be effected by striking from the ballot, to the extent required for such reduction, the names of the nominees receiving in order the lowest aggregate number of votes of both Houses in the ballot last preceding, and (2) any such position remaining unfilled after taking the third ballot shall be filled by the President's declaring elected to any such position the remaining nominee or nominees who shall have received on the third ballot the highest aggregate number of votes of both Houses.

**Section 8     ~~Section 8~~——Nominating Committee**

There shall be a Nominating Committee which shall be responsible for ensuring that there are enough qualified and dedicated individuals who are collectively geographically representative of the Province to fill all of the elective positions as delineated in these Ordinances. The deadline for submitting the names of candidates to the Nominating Committee shall be no less than ninety days prior to the meeting of the Synod, said deadline to be communicated to all bishops and deputies no less than one hundred twenty days prior to the meeting of the Synod. The Nominating Committee shall conduct background checks on candidates as required by these Ordinances. Information about the candidates presented to the Synod by the Nominating Committee shall be distributed to all bishops and deputies at least thirty days prior to the meeting of the Synod.

**Section 9     ~~Section 9~~——Committee on Dispatch of Business**

There shall be a Committee on Dispatch of Business. Such committee shall arrange and report on the Order of Business at all sessions of the Synod. Once established by the Committee on Dispatch of Business, the order of business can be changed only by the Committee or by a two- thirds vote of the Provincial Synod.

**Section 10     Committee on Resolutions**

There shall be a Committee on Resolutions. Such committee shall arrange and report on (a) any matters referred to the Synod under Canon I.9.11 of The Episcopal Church, (b) any Resolutions to be proposed to the General Convention, and (c) any other resolutions to be considered by the Synod.

**Section 11     ~~Section 10~~——Other Committees**

Either the Synod, or the President with the advice of the Council, may establish such other standing and/or special committees as are necessary to carry out the work of the Provincial Synod.

**Section 12     ~~Section 11~~——Appointment of Committees**

Except as otherwise resolved by the Provincial Synod, all members of committees of the Provincial Synod shall be appointed by the President with the advice of the Council. Once appointed, all committee members shall serve until their successors are appointed, or the Council disbands the committee.

**Section 13    ~~Section 12~~ — Rules of Order**

The Provincial Synod may adopt such rules of order as are appropriate to expedite the transaction of business.

**~~ORDINANCE IV~~**

**ORDINANCE IV**

**THE PROVINCIAL HOUSE OF BISHOPS**

**Section 1    ~~Section 1~~ — Membership**

The Provincial House of Bishops shall consist of every Bishop Diocesan of this Church having jurisdiction within the International Atlantic Province, every Bishop Coadjutor, Bishop Suffragan—~~Bishop~~, and Assistant Bishop, the Bishop of the Convocation of the ~~American~~Episcopal Churches in Europe and every Bishop whose episcopal work has been within the International Atlantic Province, but who by reason of advanced age or bodily infirmity has resigned, all of whom shall have seat and vote.

**Section 2    ~~Section 2~~ — Meetings**

The meetings shall ordinarily be held together with the Provincial House of Deputies; however, upon the majority vote of the Provincial House of Bishops, it shall meet and deliberate separately.

**Section 3    ~~Section 3~~ — Quorum**

A quorum for the transaction of business in the House of Bishops, when acting separately, shall consist of at least one Bishop from each of a majority of the Dioceses, except that a quorum need not be present for the purpose of convening prior to a joint session of the Provincial Synod.

**Section 4    ~~Section 4~~ — Voting**

On any question brought before the House of Bishops voting separately, a majority of those Bishops present and voting shall suffice unless otherwise required by the General Convention Constitution and Canons or by these Ordinances.

**Section 5    ~~Section 5~~ — Selection of Presiding Officer**

The President of the Provincial Synod or the Vice-President thereof if the President shall not be a Bishop, shall be the President of the Provincial House of Bishops. In the event that it shall sit separately a Secretary Pro Tempore shall be elected for such meeting.

**Section 6    ~~Section 6~~ — Appointment of Committees**

The President of the Provincial House of Bishops shall appoint such committees as shall be appropriate from time to time.

**Section 7     ~~Section 7~~——Rules of Order**

The Provincial House of Bishops may adopt such rules of order as are appropriate to expedite the orderly transaction of business.

**~~ORDINANCE V~~**

**ORDINANCE V**

**THE PROVINCIAL HOUSE OF DEPUTIES**

**Section 1     ~~Section 1~~——Membership**

(a)     Each Diocese shall be entitled to representation in the Provincial House of Deputies by four Presbyters or Deacons, each canonically resident in the Diocese he/she represents and four Lay Persons who are confirmed adult communicants of this Church in good standing but not necessarily domiciled in such Diocese. Each Diocese shall determine the manner in which its Deputies shall be chosen.

(b)     Each Diocese shall promptly after choosing its Deputies communicate to the Secretary of the Province the names and full contact information for each of such Deputies.

**Section 2     ~~Section 2~~——Meetings**

The meetings shall ordinarily be held together with the Provincial House of Bishops; however, upon a majority vote of the Provincial House of Deputies, it shall meet and deliberate separately.

**Section 3     ~~Section 3~~——Quorum**

A quorum for the transaction of business in the House of Deputies, when acting separately, shall consist of at least one deputy from each of a majority of the Dioceses.

**Section 4     ~~Section 4~~——Voting**

On any question brought before the House of Deputies voting separately, a majority of those Deputies present and voting shall suffice unless otherwise required by the General Convention Constitution and Canons or by these Ordinances; provided, however, that on any question, one- third of the Deputies present and voting may request a vote by orders, in which event the vote of a majority of the members present in each Order shall be required.

**Section 5     ~~Section 5~~——Selection of Presiding Officer**

If either the President or Vice President of the Provincial Synod shall be a member of the Provincial House of Deputies, then such member shall be ex-officio, the President of the Provincial House of Deputies. In the event that neither is a member of the Provincial House of Deputies, then the House of Deputies shall choose one of its members to serve as Presiding Officer of the Provincial House of Deputies, and to chair any separate ~~meeting(s)~~meetings of

the House of Deputies. The Secretary of the Provincial Synod shall serve as the Secretary of the Provincial House of Deputies at its separate meetings.

**Section 6      ~~Section 6~~——Appointment of Committees**

The Presiding Officer of the Provincial House of Deputies shall appoint such committees of the House as shall be deemed appropriate from time to time.

**Section 7      ~~Section 7~~——Seat and Voice to Provincial Council Members**

Any clerical or lay member of the Provincial Council who is not a member of the Provincial House of Deputies shall have seat and voice therein. The Provincial Chancellor likewise shall have seat and voice therein.

**Section 8      ~~Section 8~~——Rules of Order**

The Provincial House of Deputies may adopt rules of order as are appropriate to expedite the orderly transaction of business.

**ORDINANCE VI**

**ORDINANCE VI**

**THE OFFICERS OF THE PROVINCIAL SYNOD AND THE CHANCELLOR**

**Section 1      ~~Section 1~~——~~Election, privileges of officers~~Officers, term of office, and vacancies**

- (a) ~~All officers elected by The Provincial Synod, in the event of a contest, shall be elected by written or electronic ballot at the meeting of the Provincial Synod preceding the regular meeting of the General Convention. The concurrent majority of both the House of Bishops and the House of Deputies, voting separately, is required for the election of officers by the Provincial Synod.~~ For purposes of this section, the Officers of the Provincial Synod shall be deemed to be the President, Vice President, Secretary, and Treasurer.
- (b) The terms of the President and Vice President shall be for one ~~(1)~~ triennium and shall commence at the adjournment of the Synod meeting at which he/she was elected; and shall terminate when their respective successors take office.
- (c) The terms of office for the Secretary and Treasurer shall be for one ~~(1)~~ triennium and until their respective successors take office. The Secretary shall take office at the close of the Synod meeting at which he/she was elected, and the Treasurer shall take office on the January 1st following his/her election.
- (d) A vacancy in the office of the Vice President, Secretary or the Treasurer, occurring during an adjournment of either the Provincial Synod or the Provincial Council shall be filled by appointment of the President until the next meeting of the Provincial Synod or Provincial Council, whichever occurs first, at which a successor shall be either elected by the Provincial Synod, or appointed with the advice and consent of the

Provincial Council for the remainder of the unexpired term. A vacancy or temporary incapacity in the office of President shall be filled as specified in Section 3(c) below.

- (e) No person serving in an elected office shall serve for more than two ~~(2)~~ consecutive triennia.
- (f) Officers of the Provincial Synod need not be members of either the House of Bishops or House of Deputies.

## **Section 2      ~~Section 2~~——The President**

~~(a)~~The President shall be elected by the Provincial Synod.

(a)    ~~(b)~~The President shall be President of the Provincial Council and, ex-officio, a member of the Provincial Synod and of all committees, commissions, networks, and departments.

(b)    ~~(c)~~The President shall preside at all meetings of the Provincial Synod and shall vote in the case of a tie vote.

(c)    ~~(d)~~The President shall appoint a parliamentarian for all meetings of the Synod. No officer of the Synod shall serve as parliamentarian.

(d)    ~~(e)~~With the advice and consent of the Council (the Treasurer recusing himself/herself from such discussion), the President shall appoint an individual or individuals, independent and duly qualified, to conduct an examination, pursuant to standards adopted by the Provincial Council, of the Accounting Procedures, Records, and Assets of the International Atlantic Province at the close of each fiscal year. The results of the examination shall be presented to the International Atlantic Provincial Council at its next meeting following the submission of the results.

(e)    ~~(f)~~The President shall have such responsibility regarding the Court of Review as may be set forth in the Constitution and Canons of The Episcopal Church.

## **Section 3      ~~Section 3~~——The Vice President**

(a) The Vice President shall be elected by the Provincial Synod and shall be, ex-officio, a member of the Provincial Synod.

(b) The Vice President shall not be a member of the same House as the President.

(c) In the case that the President is determined by a two-thirds vote of the remaining members of the Provincial Council to be temporarily incapable of performing the requirements of office due to physical, psychological, or emotional impairment, or if the President declares such incapacity, the Provincial Council may appoint the Vice President to fulfill all or any of the duties and responsibilities of the President for the duration of the incapacity. In the case of a vacancy in the office of President, the Vice- President shall serve as President for the duration of the President's term. In this event, the Provincial Council shall elect an individual to serve as Vice- President from the other House until the ~~next meeting of the Provincial Synod. At the next meeting of the Provincial Synod, an individual from a House other than the President shall be elected~~

~~to serve the remainder of any unexpired term of the Vice~~ expiration of the Vice President's term.

- (d) The Vice-President shall perform such tasks as assigned by the President.

**Section 4**     ~~**Section 4**~~ — **The Secretary**

- (a) The Secretary shall be elected, from either the clerical or lay order, by a concurrent majority of all the votes cast in each House.
- (b) The duties of the Secretary shall be:
- (i) To record the minutes of the meetings of the Synod and Provincial Council and if necessary to see to the recording of the minutes of meetings of the House of Bishops and the House of Deputies of the International Atlantic Province if required This shall include recording the names of all persons entitled to a seat, voice or vote and declaring a quorum, as appropriate.
  - (ii) To report to the Provincial Synod and the Provincial Council on matters referred to the Provincial Synod by the General Convention, the Executive Council or by any of the Dioceses;
  - (iii) To communicate to the officers of the General Convention or to the officers of the Dioceses of the International Atlantic Province, the action of the Provincial Synod or the Provincial Council ~~on matters referred to it or them;~~
  - (iv) To notify officers and members of the committees of their election or appointment; and
  - (v) To perform such other duties as may be required by the Constitution and/or Canons of the General Convention, by the Ordinances of the International Atlantic Province, by the Provincial Synod or either House thereof, and by the Provincial Council.
- (c) The President may, with the advice and consent of the Secretary and Provincial Council, appoint an Assistant Secretary whose term of office shall be coterminous with that of the ~~appointing~~ elected Secretary.

**Section 5**     ~~**Section 5**~~ — **The Treasurer**

- (a) The Treasurer shall be elected, from the clerical or lay order, by a concurrent majority of all votes cast in each House.
- (b) It shall be the duty of the Treasurer to receive and disburse all moneys collected under the authority of Provincial Synod or the Provincial Council and to make a complete report of the same at each meeting of the Provincial Synod and the Provincial Council.
- (c) The Provincial Council may issue such procedures and guidelines for the performance of the duties of Treasurer as it deems proper.

- (d) The books of the Treasurer shall be closed on the 31st day of December of each year.
- (e) The Treasurer shall give bond in such sum and manner as the Provincial Council shall provide.
- (f) The President may, with the advice and consent of the Treasurer and Provincial Council, appoint an Assistant Treasurer whose term of office shall be coterminous with that of the ~~appointing~~elected Treasurer.

**Section 6     ~~Section 6~~ — The Chancellor**

- (a) The Chancellor ~~shall~~may be appointed by the President from the lay or clerical order with the advice and consent of the Provincial Synod. The Chancellor shall not be an officer of the Provincial Council or Provincial Synod; provided, however, that the Chancellor shall participate in meetings of the Provincial Council and Provincial Synod, if requested to do so.
- (b) The Chancellor shall be learned in both the secular and ecclesiastical law and shall serve as the advisor to the President, the Provincial Council, and the Provincial Synod on church related matters.
- (c) The President may, with the advice and consent of the Chancellor and Provincial Council, appoint one or more Vice Chancellors.
- (d) If the Chancellor resigns, is removed from office, or is otherwise unable to serve in between meetings of the Provincial Synod, the President may, with the advice and consent of the Provincial Council, appoint a Chancellor to serve until the next meeting of the Provincial Synod. In between meetings of the Provincial Synod, the President with the advice and consent of the Provincial Council, may remove the Chancellor or any Vice Chancellor.

**~~ORDINANCE VII~~**

**ORDINANCE VII**

**THE PROVINCIAL COUNCIL**

**Section 1     ~~Section 1~~ — Duties**

Subject to the general authority of the Provincial Synod, the Provincial Council shall supervise the continuing work of the International Atlantic Province during such time as the Provincial Synod is adjourned and shall exercise all functions and jurisdiction of the Provincial Synod except as may otherwise be reserved to the Provincial Synod by these Ordinances or by the General Convention Constitution and Canons. The Provincial Council shall see to the development and coordination of Provincial programs as well as organizing general and specific program activities throughout the Province.

**Section 2     ~~Section 2~~——Membership**

The Provincial Council shall have one Bishop (elected by the House of Bishops), one member of the clerical order (elected by the House of Deputies), and one member of the lay order (elected by the House of Deputies) together with the President, Vice-President, Secretary, Treasurer, ~~Episcopal News Service (ENS) Advisory Committee representative~~ and Executive Council members elected by the Provincial Synod. The terms of the elected members shall be for one (1) triennium commencing at the adjournment of the Provincial Synod at which the election was held. After any person shall have served two (2) consecutive triennia in the same elected position, a period of one (1) triennium shall elapse before such person shall be eligible for ~~re-election~~reelection to that same position.

**Section 3     ~~Section 3~~——Removal**

Any officer or member of Provincial Council may be removed from Provincial Council and any office for cause (as shall be defined by Provincial Council) by a three-quarters vote after such member/officer has been given notice and an opportunity to present to the Provincial Council his/her position on such removal. Any such removal shall also effect a removal of the individual's parallel office and/or position with the Provincial Synod.

**Section 4     ~~Section 4~~——Filling Vacancies**

Subject to the advice and consent of the Provincial Council, the President shall have the power to fill any vacancies in the elected membership of the Provincial Council other than officers of the Provincial Synod with a suitable person, canonically resident or domiciled within the International Atlantic Province as applicable, such appointees to serve until the ~~next meeting of the Provincial Synod at which time successors shall be elected for the balance of the unexpired term~~expiration of the term of the member to which they were appointed.

**Section 5     ~~Section 5~~——Officers**

The officers of the Provincial Synod shall be the officers of the Provincial Council.

**Section 6     ~~Section 6~~——Creation of Committees and Appointments Thereto**

The Provincial Council may form such other committees, commissions, groups, and bodies as it deems necessary to carry out its functions and the programs directed by the Provincial Synod. The President shall appoint the members of such, subject to the advice and consent of the Provincial Council.

**Section 7     ~~Section 7~~——Provincial Coordinator**

- (a) The Provincial Council may authorize the President to employ or contract with one or more persons or entities to carry out the work of a "Provincial Coordinator." The duties of such person(s) or entity(ies) may include (but are not limited to):

- (i) Preparing the rosters of the Provincial House of Bishops and Provincial House of Deputies;
  - (ii) Sending notices of all meetings of the Provincial Synod and the Provincial Council;
  - (iii) Publishing and distributing the minutes of the Provincial Synod, Provincial Council, Provincial House of Bishops, and Provincial House of Deputies; ~~and~~
  - (iv) Coordinating all Provincial Council meetings and all Provincial events;
  - (v) Serving as a liaison and resource person for all Provincial networks, and
  - (vi) Performing such other duties as may be assigned by the Provincial Council or the President.
- (b) The Provincial Coordinator shall be provided reasonable compensation, commensurate with his or her responsibilities as shall be determined by the Provincial Council, and consistent with the Provincial budget.

**Section 8      ~~Section 8~~ — Calling of Meetings and Quorum**

- (a) Meetings of the Provincial Council shall be held upon the call of the President or upon the request of two-thirds of the members thereof. Meetings of any committee of the Provincial Council shall be held upon the call of the chair thereof. The notice of meeting shall be given in writing or by email or by other electronic or similar technological means. The notice of meeting shall set forth the date, time, and, if the meeting is not to be held wholly electronically or by technological means, place of the meeting. The notice of any meeting that may be attended electronically shall include an adequate description of how to participate in it (for example, the telephone number to call for a teleconference or the link to use for a videoconference, and any required codes, must be provided).
- (b) Any one or more members of the Provincial Council or any committee thereof, may participate in a meeting of such Provincial Council or committee by means of teleconference, audioconference, video conference or similar equipment or technology that allows all persons participating in the meeting to hear each other at the same time and such that each person can participate in all matters before the Synod, Council or committee, including without limitation, the ability to propose, object to or vote upon specific actions to be taken. Meetings may be held with members participating in person, part in person and part by such technology, or all by such technology, as determined by the President or chair of the meeting. Nonmembers may not participate in meetings unless properly invited to do so.
- (c) A quorum of the Provincial Council shall consist of one-half of its voting membership. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any members.
- (d) Any actions required or permitted to be taken by the Provincial Council or any committee thereof may be taken without a meeting if all members of the Provincial Council or committee thereof consent in writing, or by email or other similar

record-creating means to the adoption of the resolutions authorizing the actions. The resolutions and consents thereto shall be filed with the minutes of the proceedings.

**Section 9     ~~Section 9~~—Vacancy Created by Absence**

The standard for participation on the Provincial Council is regular attendance at meetings. Those who miss three-(3) successive meetings are expected to discuss their continuation on the Council with the President. The Provincial Council may, but is not required to, declare the office vacant, and it shall be filled in accordance with Section 4 of this Ordinance.

**Section 10     ~~Section 10~~—By-Laws**

The Provincial Council may, but is not required to, adopt by-laws and/or other governing documents or policies to provide for the accomplishment of its duties and the work of other committees, commissions, groups, and bodies of the Provincial Council.

**ORDINANCE VIII~~ORDINANCE VIII~~**

**BUDGET AND ASSESSMENTS**

**Section 1     ~~Section 1~~—Fiscal Year and Presentation of Budget**

The calendar year shall be the International Atlantic Province's fiscal year, and the Treasurer shall present to the Provincial Council and Synod, as appropriate, a single, unified budget.

**Section 2     ~~Section 2~~ Finance Committee**

The President shall appoint a Finance Committee annually who shall assist the Treasurer in the preparation of the budget for the following year. The Provincial Council may issue such procedures and guidelines for the performance of the duties of the Finance Committee as it deems appropriate.

**Section 3     ~~Section 3~~ Budget and Assessments**

To enable the International Atlantic Province to fulfill its purpose and mission, the Provincial Synod shall adopt a triennial budget, prepared in advance of the Synod by the Treasurer of the Synod, that may be modified by the Provincial Council as the Provincial Council deems necessary in between Provincial Synod meetings. The Provincial Council shall set assessments for each of the Dioceses based upon such formula as shall be adopted by the Provincial Synod.

**Section 4     ~~Section 4~~ Payment of Assessment**

It shall be incumbent upon each Diocese to pay its assessment in quarterly installments.

**ORDINANCE IX**

## ORDINANCE IX

### THE PROVINCIAL COURT OF REVIEW

#### Section 1     ~~Section 1~~ **Composition and Method of Election**

The composition of the Provincial Court of Review, the method of selecting members of the Court, and the procedures to be followed by the Court shall be as set forth in the Constitutions and Canons of The Episcopal Church.

## ~~ORDINANCE X~~

## ORDINANCE X

### ELECTION OF EXECUTIVE COUNCIL MEMBERS

#### Section 1     Background Checks and Nomination Process

- (a) Nominations for members of the Executive Council of The Episcopal Church shall be made through the Nominating Committee. Consistent with Joint Rule of General Convention VII.21, the Nominating Committee shall procure a background check on all potential nominees.
- (b) As a condition for nomination, potential nominees shall, in order to be considered for nomination, and no later than ninety days prior to the meeting of the Synod, provide advance written consent for the Office of the Secretary of the General Convention to conduct appropriate criminal, civil, and professional background checks, and shall consent to the disclosure of the results to themselves, the Office of the Secretary of the General Convention, and the Chief Legal Officer of The Episcopal Church.
- (c) If the Office of the Secretary of the General Convention, after consultation with the Chief Legal Officer, determines that the results of the background checks should preclude a person from holding the office sought, the Office shall share that determination with the proposed nominee and remit that determination, but not the background check results, to the Nominating Committee. All other candidates shall be included in the information distributed to the bishops and deputies pursuant to Ordinance III, Section 8.
- (d) Nominations from the floor shall not be permitted.
- (e) The Secretary shall certify the results of the election to the proper authorities.

#### Section 2     ~~Section 1~~ **Time of Election and Term of Clergy Member**

At the ~~stated~~ regular meeting of the Provincial Synod next prior to a regular meeting of the General Convention which shall convene in an even numbered year, the Provincial Synod shall elect a Bishop or Presbyter or Deacon canonically resident in a Diocese within the International Atlantic Province to a term on the Executive Council equal to two (~~2~~) triennia,

which term shall commence upon the adjournment of the first regular meeting of the General Convention following their election.

**Section 3      ~~Section 2~~ Time of Election and Term of Lay Member**

At the ~~stated~~regular meeting of the Provincial Synod next prior to a regular meeting of the General Convention which shall convene in an odd numbered year, the Provincial Synod shall elect a member of the laity ~~domiciled~~who is a confirmed adult communicant in good standing of a congregation of a Diocese within the International Atlantic Province to a term on the Executive Council equal to two ~~(2)~~ triennia, which term shall commence upon the adjournment of the first regular meeting of the General Convention following their election.

~~Section 3~~ — **Method**  
**Section 4      Terms of Election Office**

~~Election shall be by a concurrent majority of all the votes cast in each House.~~ The terms of the members shall commence on the adjournment of the first regular meeting of General Convention following their election. They shall remain in office until their successors are elected and qualified.

**Section 5      ~~Section 4~~ — Limitation on Terms**

After any person shall have served two ~~(2)~~ consecutive triennia on the Executive Council, a period of one ~~(1)~~ triennium shall elapse before such person shall be eligible for re-election to the Executive Council.

**Section 6      ~~Section 5~~ — Duties**

Provincial Executive Council representatives are expected to attend Executive Council meetings, Provincial Council meetings and Provincial Synod. After more than two ~~(2)~~ unexcused absences of any of these meetings, the Provincial Council may in its discretion, but is not required to, declare the position vacant. Excused absences will be determined by the President of the Provincial Council in his or her sole discretion. Vacancies shall be filled by a two-thirds vote of the Provincial Council after completion of background checks.

**ORDINANCE XI**

**ORDINANCE XI AMENDMENTS AND REPEAL**

**Section 1      ~~Section 1~~ — Procedure to Amend by Provincial Synod**

The Provincial Synod may amend these Ordinances. To amend these Ordinances under this Section, it shall be necessary that every proposition or resolution so to do shall have been served in writing upon the Bishops and Deputies with the notice of the Synod meeting at which such proposition or resolution shall be considered, and such amendment must be approved by a concurrent majority vote. In the event such notice shall not have been given, an amendment may be made, provided that two-thirds of each ~~order~~House favor the same.

~~Section 2~~ — ~~Effective Date~~

**Section 2      Procedure to Amend by Provincial Council**

Between meetings of the Provincial Synod, the Provincial Council may amend any Ordinances except for Ordinance III, Sections 1 through 7, Ordinance IV, Ordinance V, and Ordinance XI. To amend Ordinances under this Section, it shall be necessary that every proposition or resolution so to do shall have been served in writing upon the members of the Provincial Council with the notice of the Provincial Council meeting at which such proposition or resolution shall be considered, subject to minor amendment at the meeting, and such amendment must be approved by a majority vote. In the event such notice shall not have been given, an amendment may be made, provided such amendment is approved by a two-thirds vote. Such amendments shall be submitted to the Provincial Synod at its next meeting for ratification, and if any such amendment is not ratified at such meeting it shall be null and void.

**Section 3      Effective Date**

Unless otherwise specified, any amendment to these Ordinances shall take effect, at the close of the Provincial Synod or Provincial Council meeting at which such ~~document~~amendment was enacted or adopted.

**Section 4      ~~Section 3~~ — Repeal of Prior Ordinances**

All previous ordinances of the International Atlantic Province by whatever name known are hereby repealed, but the validity of any action taken in accordance with them shall not be affected.

**Section 5      ~~Section 4~~ — Current Officers Continue in Office**

All individuals holding office by reason of selection in accordance with the provisions of previous governing documents shall remain in office for the duration of their original term and until such time as their successors have been duly elected and qualified.