

Resolution A

Amendment to Canon 7, Trustees - Vacancies.

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3 Currently, the Constitution & Canons of the Episcopal Diocese of Rochester are silent on
4 how a vacancy in the Board of Trustees should be filled. However, New York Religious
5 Corporations Law Section 15(2) contains a provision directing how trustee vacancies should be
6 filled. By action taken on June 19, 2018 the Constitution & Canons Committee recommends that
7 that the following new section, principally tracking the statutory language, should be inserted
8 into Canon 7, and recommends that the Diocesan Convention take action to adopt this
9 amendment at its 2018 Diocesan Convention, by a vote by orders so it will be immediately
10 effective:

“Section 4.

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12 **Any vacancy in the Board of Trustees, occurring by reason of death, resignation,
13 or removal from the Diocese, may be filled by the vote of the remaining Trustees,
14 until the next Diocesan Convention.”**
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17 Considerations:

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19 In early 2018 there was a vacancy in the Board of Trustees. The trustees took action to
20 fill the vacancy through the 2018 Diocesan Convention, following New York law. However,
21 since the procedure was not set forth in the Canons, it took additional checking to make sure
22 correct procedures were followed. The Bishop requested that the Canons be amended
23 appropriately so that in the future guidance will be readily available.
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25 The Constitution & Canons Committee reviewed the other provisions in the Canons on
26 filling vacancies in order to determine whether there should be one general provision to fill
27 vacancies or the individual provisions should be retained. It concluded that because
28 circumstances differ, the approach of having individual provisions is preferable. The other
29 provisions are as follows:
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31 V(1). Secretary, Treasurer, Chancellor and Registrar vacancies are filled for the
32 unexpired term, by the Bishop, in consultation with the Standing Committee.
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34 VII, Section 1. Standing Committee vacancies are filled until the next Convention by
35 vote of the Standing Committee members and consent of the Bishop.
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37 6.2(e) and (f). Diocesan Council vacancies:

38 (e) if elected by a District, are filled by the District, or.

39 (f) if elected by the Convention, are filled by Council until the next Convention.
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41 17.3 (g) and (h). The Vestry has the power to fill vacancies until the next annual meeting
42 of the parish, but if needed for a quorum, then filled by a special meeting of the parish.
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44 21.2(c). Disciplinary Board vacancies are filled until the next Convention by the Bishop,
45 in consultation with the Standing Committee.
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