

THE EPISCOPAL COMMUNITY BYLAWS

ARTICLE I. Name

The name of this organization shall be The Episcopal Community. It is a vowed, non-monastic community of The Domestic and Foreign Missionary Society The Episcopal Church, hereinafter referred to as The Episcopal Church. This includes those dioceses and congregations that are a part of The Episcopal Church but are not within the borders of the United States.

ARTICLE II. Purpose

II.1 The purpose of The Episcopal Community is to be an authentic Christian community of Episcopal women who share their spiritual journeys and are mutually encouraged by each other's faith and support. Members take lifetime vows as a response to God's call to live into the Baptismal Covenant more fully and deeply and to live intentionally, that we may be more effective disciples in our personal lives, our church, and the world.

II.2 The Episcopal Community, as a body, takes no stand on issues of a political nature in order that meetings may remain neutral space for all members.

II.3 The motto of The Episcopal Community is "Marked as Christ's own for ever."

ARTICLE III. Members

III.1 Eligibility

III.1.1 Membership in The Episcopal Community is limited to women, 18 years or older, who are confirmed members of The Episcopal Church or who have been received by a bishop into The Episcopal Church from another denomination and have the approval of a parish priest.

III.1.2 Every woman who becomes a member of The Episcopal Community shall take the vows of The Episcopal Community.

III.1.3 A member is considered to be in good standing as long as she is current with her dues and continues as a member of a congregation of The Episcopal Church.

III.2 Admission

All prospective members of The Episcopal Community shall undergo a six-month period of preparation and discernment during which they will participate in a study led by an approved mentor who is already a member of The Episcopal Community or ordained clergy of The Episcopal Church and using a procedure

developed by the Circle of Leadership. This training may be offered by electronic means. The prospective member shall make her vows before her congregation or wherever designated as appropriate by the Circle of Leadership.

III.3 Dues and Fees

Registration fees and annual dues for the national organization will initially be determined by the founding Circle of Leadership and beginning with the 2015 National Gathering may be modified by the membership at the recommendation of the Finance Committee by a majority vote of the membership entitled to vote.

III.4 Privileges

III.4.1 Symbol of Membership. Members shall habitually wear the emblem adopted by The Episcopal Community.

III.4.2 Access to Resources. Resources of The Episcopal Community, including study materials and historical documents, are available to any member.

III.4.3 Full Participation. Every member of The Episcopal Community in good standing has voice and vote on all matters put to the general membership. The basic principle is one member/one vote. Any member may attend and observe leadership meetings of any governing body that oversees her membership.

III.5 Responsibilities

III.5.1 Vows. Each member shall develop and seek to live out a personal Rule of Life consistent with the Purpose of The Episcopal Community (Article II) and shall annually evaluate and revise her Rule of Life as needed for her spiritual growth.

III.5.2 Financial Responsibility. It is the responsibility of each member of The Episcopal Community to strive to be a good steward of the resources she has, to pay her dues and fees in a timely manner, and to notify her sisters if there is a need for assistance.

III.5.3 Resignation. A member wishing to be released from her vows shall consult with her clergy or the diocesan chaplain and then notify The Episcopal Community at the local and national levels in writing of her intent. There is no refund of annual dues.

III.5.4 Death. Members are expected to alert family and friends to notify The Episcopal Community as soon as possible so as to facilitate prayer for the

deceased, support for the family, and grieving for the loss.

ARTICLE IV. Circles

IV.1 Congregational Circles. Congregational circles may be formed with a minimum of three members and with the consent of the presiding clergy of the congregation.

IV.2 Diocesan Circles. A diocesan circle may be formed with a minimum of three members within a diocese and with the consent of the diocesan bishop.

ARTICLE V. Diocesan Gatherings

When three circles are established within a diocese, a diocesan gathering may be constituted. They may elect officers and are encouraged to hold a general membership meeting at least annually. More gatherings may be scheduled at the will of the membership.

ARTICLE VI. Provincial Synods

When three diocesan gatherings are established within a province, a provincial synod may be constituted. They may elect officers and are encouraged to hold a general membership meeting at least once during the three-year period between Triennial National Gatherings. More gatherings may be scheduled at the will of the membership.

ARTICLE VII. National Gathering

VII.1 A National Gathering of The Episcopal Community shall be held annually in a place and at a time chosen by the Circle of Leadership. In the year of the General Convention of The Episcopal Church, held triennially, the National Gathering will be held in the vicinity of and at a time approximate to the General Convention of The Episcopal Church. Its purpose shall be to gather The Episcopal Community, to report to the membership on activities and financial matters, to conduct such business as needed, and to serve the church as called to by the Presiding Bishop's staff.

VII.2 Regular Meetings

Any regular meetings other than the annual National Gathering shall be scheduled by the Circle of Leadership.

VII.3 Special Meetings

Special meetings of the entire membership may be called by the Circle of Leadership President, by a majority vote of the Circle of Leadership, or by a written request of ten percent (10%) of the membership.

VII.4 Notice of Meetings

The Episcopal Community shall provide notice to members of the place, date,

and time of each annual and special meeting of members no fewer than ten (10) days or more than two (2) months before the meeting date. Notice of an annual meeting (National Gathering) will include a description of any matter or matters which must be approved by the members. Notice of a special meeting must include a description of the matter or matters for which the meeting is called. When giving notice of an annual or special meeting of members, The Episcopal Community will give notice of a matter a member intends to raise at the meeting if: (1) Requested in writing to do so by a person entitled to call a special meeting; and (2) The request is received by the secretary or president of the corporation at least ten (10) days before the corporation gives notice of the meeting.

VII.5 Action by Written Ballot

Any action which may be taken at an annual or special meeting of the members may be taken by a written ballot without a meeting if the organization delivers a written ballot to every member entitled to vote on the matter. The written ballot will (1) Set forth each proposed action; and (2) provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall: (1) Indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter other than election of directors; and (3) specify the time by which a ballot must be received by the corporation in order to be counted.

VII.6 Quorum

Ten percent (10%) of the votes entitled to be cast on a matter must be represented at a meeting of members to constitute quorum on that matter. Representation may be by proxy or through electronic participation.

ARTICLE VIII. Circle of Leadership

VIII.1 Initial Circle of Leadership. Members of the initial Circle of Leadership shall be selected by the founding incorporators and shall serve from the time the application for incorporation is signed until the close of business at the 2015 triennial convention or until the next Circle of Leadership is installed unless a member resigns or is removed from office prior to that time. The Circle of Leadership shall have authority to amend the bylaws during this period of time. The powers and responsibilities of the founding incorporators shall end with the installation of the initial Circle of Leadership.

VIII.2 Elections. All officers and voting members must be in good standing (Article III.1.3). The election may take place before or during the Triennial National Gathering (coinciding with the Triennial General Convention of The Episcopal Church). Beginning with the 2015 election, the Circle of Leadership shall consist of 7 (seven) directors. The 7 (seven) directors shall include 5 (five) returning directors and 2 (two) newly elected members. The 5 (five) returning members will be selected by majority vote of those serving on the Circle of Leadership prior to the election. The 2 (two) new members will be elected by majority vote of the general membership eligible to vote. No write-in or nominations from the floor will be in order. Beginning with the 2018 election and in subsequent triennial elections, 3 (three) of the serving directors will be selected by the Circle of Leadership to each return for a successive three-year term to the Circle of Leadership and 4 (four) members will be elected for three-year terms by the general membership. The immediate past president of the Circle of Leadership shall serve as an advisor to the Circle of Leadership, having voice but no vote.

VIII.3 Nominations. The president shall appoint a nominations committee of three to five members, to be ratified by vote of the Circle of Leadership. The names of the committee members shall be announced to the general membership by September 30 of the year preceding the Triennial Convention of The Episcopal Church. The duties of this committee are to collect nominations made as stated below, to verify the eligibility of such nominees, to complete the slate if there are insufficient nominees, and to report to the membership by January 15 of the year in which the convention falls a slate of nominees for the Circle of Leadership in the next triennium. Any member in good standing may nominate no more than one member in good standing, including herself. Nominees must have prior leadership experience at or above the diocesan level. Nominations by members are due to the Nominations Committee by November 30. Nominees must consent in writing to serve and will prepare a brief biographical information sheet for the Nominations Committee. If the number of qualified members nominated by the membership or the Nominations Committee is equal to or less than the number of open positions on the Circle of Leadership, the nominees shall be declared elected.

VIII.4 Term of Service. Beginning in 2015, a director's term of service shall run through the close of business of the annual National Gathering three (3) years hence, or until a replacement Circle of Leadership is elected. Except for members of the initial Circle of Leadership who have served continuously from the incorporation of The Episcopal Community, a person may serve no more than three consecutive full terms (approximately nine years). Initial members of the Circle of Leadership with continuous service may serve no more than four consecutive full terms. Service of less than eighteen (18) months in fulfilling an unexpired term shall not be considered a full term.

VIII.5 Duties and Meetings. The Circle of Leadership shall meet as needed, but no less than once annually in person. Additional meetings using electronic means are permitted. Final decisions will be determined by majority vote.

VIII.5.1 The responsibilities of the Circle of Leadership include but are not limited to:

Participation through attendance at meetings when possible and by proxy or electronic means when not possible

Establishing standing rules for its meetings

Conducting all meetings of The Episcopal Community according to Robert's Rules of Order

Carrying out the business of The Episcopal Community

Collecting monies due to and disbursing monies owed by The Episcopal Community

Managing all assets, risks, and liabilities

Keeping accurate membership records

Communicating with the membership regularly and as needed

Consulting the membership on special matters between business meetings and carrying out interim voting procedures as necessary

Executing the decisions taken by The Episcopal Community in its business meetings

Keeping a record of their decisions and reporting them to the membership at least quarterly

Overseeing the preparations for National Gatherings, managing the Gatherings and reporting to the membership all decisions made at the Gatherings

Approving and communicating all policies

Approving all handbooks, procedure manuals, literature, promotional items, and other materials

Approving the membership training materials

Appointing persons to fill any unexpired terms of office if a member resigns or is unable to fill her duties

Consulting with the Presiding Bishop on the appointment of a national chaplain.

VIII.5.2 The Circle of Leadership shall attempt to reach consensus in its decision making. When consensus cannot be reached, a simple majority will prevail.

VIII.5.3 Quorum. In order to transact business for The Episcopal Community, meetings of the Circle of Leadership must have at least sixty percent (60%) of its members present or participating with a signed proxy authorization or through electronic communication.

VIII.5.4 The Circle of Leadership may appoint other members of The Episcopal Community to assist them as needed. These appointees are not officers of the

organization. They are responsible to the Circle of Leadership and report to it, whose duty it is to report to the membership. Their appointment is automatically terminated at the end of the term of the Circle of Leadership that appointed them.

VIII.6 Removal from Office. A member of the Circle of Leadership may be removed from office by petition submitted and signed by two-thirds (2/3) of the Circle of Leadership's members or a majority vote of the general membership eligible to vote of The Episcopal Community.

ARTICLE IX. Executive Committee

IX.1 The Circle of Leadership shall designate from among themselves a President, a Vice President, a Treasurer, and a Secretary. They shall constitute the Executive Committee and shall be authorized to sign routine contracts as authorized by the Circle of Leadership, sign routine state and federal documents, handle routine financial transactions, conduct official business on behalf of The Episcopal Community, and carry out such other duties as required by the Circle of Leadership with the same authority and in the same manner as a President, Vice President, Treasurer, and Secretary of any non-profit corporation would do. Such responsibilities are as delineated in Robert's Rules of Order and in state law, except as modified by these bylaws.

IX.2 Financial Review. The Treasurer shall account for all receipts and disbursements, shall maintain any bank or investment records pertaining to funds belonging to The Episcopal Community, and shall report to the Circle of Leadership at least quarterly and to the membership at least annually. The reconciliation of bank accounts will be verified by another member appointed by the Circle of Leadership and all financial records shall be subject to an annual review of the financial reports and their supporting material, conducted by a committee of at least two members, of whom no more than one is part of the Circle of Leadership and none of whom have a role in gathering or disbursing monies of The Episcopal Community.

ARTICLE X. Committees

X.1 The Circle of Leadership shall create committees to assist in the work of The Episcopal Community. The membership may also resolve that committees be created. The President is an ex-officio member of all committees.

X.2 Members with gifts, talents, and willingness to serve The Episcopal Community are eligible to serve.

X.3 Standing Committees shall serve from triennial business meeting through triennial business meeting and may be reaffirmed for continuation by successor Circles of Leadership, but no one shall serve more than three terms on the same

Standing Committee.

X.4 Standing Committees include but are not limited to:

Finance

Spiritual Formation

Governance (business, legal, Bylaw revision, policies & procedures, parliamentary procedure)

Communications (website, newsletter, archives, literature, social media sites)

Membership

National Gathering Planning

X.5 Special Committees. The Circle of Leadership may form temporary committees from time to time as needed.

ARTICLE XI. Chaplains

XI.1 Chaplains provide guidance in spiritual formation and interface between The Episcopal Church and The Episcopal Community.

XI.2 Chaplains shall be appointed for circles, for the diocese, for provincial synods, and for the Circle of Leadership from the ordained bishops, priests, and deacons in good standing and full participation of The Episcopal Church.

XI.3 Choice of chaplains shall come from the nearest level of church hierarchy to the appropriate level of The Episcopal Community: congregational clergy in charge to the congregational circle, bishop or bishop's designee to the diocese and national chaplains shall be approved by the Presiding Bishop of the Episcopal Church. All such appointments shall be made in consultation with the officers at the appropriate levels; however, the authority to approve resides in the Church.

XI.4 Chaplains will be given a special cross for the term of their office.

ARTICLE XII. Parliamentary Authority

XII.1 Parliamentary Authority. The parliamentary authority for The Episcopal Community shall be the latest edition of Robert's Rules of Order, except as modified by these bylaws, state or federal law, or canons of the Episcopal Church. Provisions of state law which are permissive rather than mandatory may be adopted as standing or temporary rules without requiring further bylaw amendments. Likewise, provisions of the Model Nonprofit Corporations Act may also be adopted as standing rules without requiring further bylaw amendments so long as they are not in conflict with state law.

XII.2 Voting Between Meetings. Voting may occur between meetings by ballot or electronic means, with appropriate safeguards as prescribed in state law and

Robert's Rules of Order.

XII.3 Proxy Voting. Proxy voting is permitted at national business meetings with appropriate safeguards as prescribed under state law and Robert's Rules of Order. Persons holding proxy authority must be in a sufficiently close relationship to the persons giving the proxy authority to be reasonably expected to know of their concerns and views. A general proxy could be given to a circle representative.

XII.4 Special Matters. Certain matters shall require a two-thirds (2/3) vote of the membership. These include, but are not limited to, bylaw changes, changes in voting rights, changes to the articles of incorporation other than routine notice of changes in officers or routine annual filings, mergers, dissolution of the corporation, addition of affiliates, and sale or disposition of assets other than in the usual course of business activities.

XII.5 Decision Authority. The authority to make decisions resides with the membership. To the extent the membership has addressed an issue, their decision is binding on all officers and committees. The membership has the right to prompt, regular, and informative reports.

ARTICLE XIII. Charitable Code Compliance

The Episcopal Community will comply with all requirements of the IRS as a 501-C-3 charitable, tax-exempt organization.

ARTICLE XIV. Canons of The Episcopal Church

XIV.1 Non-Conflict with Canons. The Episcopal Community hereby accedes to the Constitution, Canons, Doctrine, Discipline, and Worship of the Episcopal Church. The bylaws of The Episcopal Community shall not be read so as to create any substantive conflict with the Canons of The Episcopal Church. While The Episcopal Community has legal ownership and temporal administration of its own possessions and does not require as elaborate a structure as The Episcopal Church, it, nonetheless, is an integral part of the Church and pledges to abide by all applicable Canons in the life of the congregations and dioceses of which it is a part.

XIV.2 Specific Canons. The inclusion of the following specific canons shall not be deemed to be an exclusive list.

XIV.2.1 Non-Discrimination. Canon 1.17.5 as adapted: No one shall be denied rights, status, or access to an equal place in the life, worship, and governance of The Episcopal Community because of race, color, ethnic origin, national origin, marital status, gender, sexual orientation, disabilities, or age, except as otherwise specified in the Canons of The Episcopal Church or these bylaws.

XIV.2.2 Property. Canon III.14.2 (f) provides that the property of organizations such as The Episcopal Community shall, upon dissolution or ceasing to exist, be disposed of according to state law. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to Episcopal Relief and Development, 815 Second Avenue, New York City, New York 10017. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

XIV.2.3 Discipline. Title IV, Ecclesiastical Discipline, provides for the discipline of bishops, priests, and deacons of The Episcopal Church. Any person under such discipline shall likewise be prevented from serving as chaplain to any level of The Episcopal Community.

XIV.2.3(a) Any person, bishop, priest, or deacon who shall remove him/herself, distance him/herself, declare impaired communion, seek outside oversight or organizational alignment, or otherwise refuse to participate fully in the life of the Episcopal Church shall be deemed to have likewise abandoned The Episcopal Community.

XIV.2.3(b) Any congregation or diocese which shall remove itself, distance itself, declare impaired communion, seek outside oversight or organizational alignment, or otherwise refuse to participate fully in the life of The Episcopal Church shall be deemed to have likewise abandoned The Episcopal Community.

XIV.2.3(c) Persons who are under discipline or who are deemed to have abandoned The Episcopal Community shall not have seat, voice, vote, or hold office. Membership may be suspended or cancelled. Reconciliation is encouraged along the same lines as may be from time to time adopted by The Episcopal Church.

XIV.2.4 Holy Communion. Canon 17.1 (a) recognizes as valid the baptisms of "all persons who have received the Sacrament of Holy Baptism with water in the Name of the Father, and of the Son, and of the Holy Spirit, whether in this Church or in another Christian Church...." Canon 17.7 allows all baptized Christians to receive Holy Communion. The Episcopal Community celebrates this ability to be one body in Christ by transcending the details of theological or organizational differences through our common worship. Those present at a worship service of

The Episcopal Community who define themselves as unable or unwilling to share Holy Communion in an inclusive manner may request and be given a blessing instead.

ARTICLE XV. Inter-Organizational Relationships

XV.1 Relationship to The Episcopal Church. The Episcopal Community is a separately incorporated spiritual community of The Episcopal Church. It has legal ownership and temporal administration of its own assets, and neither The Episcopal Community nor the Church is responsible for the actions, contracts, debts, or obligations of the other. The Episcopal Community elects its own leadership and passes its own bylaws, resolutions, and rules. However, The Episcopal Community is an integral part of The Episcopal Church, and The Episcopal Community and the Church serve each other with great mutual love and respect. The relationship is mutually beneficial, and neither would be the same without the other. The Church provides chaplains, houses, guides, and spiritually nourishes The Episcopal Community while The Episcopal Community carries out its mission in the context of The Episcopal Church. Nurturing this relationship is a core value of The Episcopal Community.

XV.2 Relationship to the Worldwide Anglican Communion. The Episcopal Community relates to the worldwide Anglican Communion through The Episcopal Church, not independently. See also XV.3 of this Article on Joint Activities and Affiliates

XV.3 Joint Activities. Joint activities between The Episcopal Community and other organizations, including members of the worldwide Anglican communion, churches in full communion with The Episcopal Church, parallel organizations in churches in full communion, other churches, ecumenical organizations, and inter-faith groups are seen as mutually beneficial opportunities for growth and are encouraged. These activities shall be consistent with the purposes of The Episcopal Community and shall be under the guidance of The Episcopal Community's chaplain or the bishop of the Episcopal diocese involved. Approval of the relevant ecclesiastical authority of the other organization shall also be necessary. International joint events shall be with the permission of the bishop(s) of The Episcopal Church with authority over The Episcopal Community members involved or the Presiding Bishop of The Episcopal Church. Approval of the international bishop with authority over the diocese in which the event takes place is required as The Episcopal Community respects the jurisdictions of all involved.

XV.3.1 Service and learning events with other non-profits, civic, or charitable organizations shall be with the guidance of the chaplains of members so involved.

XV.3.2 Joint events do not imply or confer membership status. Joint events do not include involvement of any kind with the business affairs of The Episcopal Community. Joint events do not give rise to eligibility for affiliate status.

ARTICLE XVI. Separation of Clauses

Should any portion of these bylaws be declared contrary to state or federal law, only that portion shall be deemed null and void. The remaining bylaws shall stand.

ARTICLE XVII. Amendment

Beginning with the close of the National Gathering in 2015, these bylaws, as a whole or in part, may be amended at any National Gathering by a two-thirds (2/3) vote of all members in good standing present or represented by proxy or participating through electronic means, provided the amendment(s) have been submitted to the membership in writing at least three (3) months before the National Gathering convenes.

Bylaws Amended by Substitution September 25, 2014