

The Diocese's Board of Trustees

August/2019

A note from the Nomination Committee to the Members of Diocese about the Board of Trustees Election:

At the 2018 Convention, Convention voted to incorporate the Diocese as a nonprofit corporation under the laws of the Commonwealth of Pennsylvania. Changes to Canons were adopted at Convention to implement incorporation. The name of the Corporation will be, The Bishop and Trustees of the Protestant Episcopal Church in the Diocese of Pennsylvania. Upon formation, the Corporation will be separate from the Diocese of Pennsylvania. The Corporation will have sole responsibility for administration of the business and financial affairs of the Diocese. The Diocese will be able to focus on the spiritual aspects or the ecclesiastical functions of the Diocese as part of the Church Universal.

The Corporation will be governed by a Board of Trustees composed of the Bishop and 3 clergy and 9 lay representatives. The Board of Trustees will have standard corporate powers plus those necessary for interaction with the Diocese. At the 2019 Convention, 9 of the initial Board of Trustees will be elected – 3 clergy and 6 lay representatives. The Bishop will appoint the remaining 3 lay representatives.

The term of office for trustees is three years on a staggered term. To achieve the staggered term, the 9 Trustees elected at the upcoming Convention will be grouped into three classes according to the amount of votes each Trustee receives. The two lay Trustees and one clergy Trustee with the most votes will serve a three year term. The next class will serve for two years, and the class with the fewest votes will serve a one-year term. In subsequent years Convention will elect three trustees each year for three-year terms, thus insuring that one-third of the elected Trustees turn over every year.

The powers of the Board of Trustees are described in Canon 26.2 which are the basic powers of a board of directors for a corporation. Those seeking to be elected to serve on the corporation's board of trustees should be prepared to fulfill these powers.

SEC 26.2 Powers

26.2.1 Acquire, hold, manage, administer and dispose, within its sole discretion, real and personal property wherever situated for the use and work of the Diocese;

26.2.2 Receive in trust for the use and work of the Diocese all gifts, legacies, bequests, grants and devises to the Diocese;

26.2.3 Manage all assets of the Diocese, including all financial and real property;

26.2.4 Oversee, through a permanent Finance Committee, the financial affairs of the Diocese.

The membership of the Finance Committee shall be established and maintained at the sole discretion of the Board of Trustees, except that it shall consist of the Bishop, the Treasurer of the Diocese, at least three members of the Board of Trustees selected by a vote of the Board of Trustees, and such other persons as the Board of Trustees may select in its sole discretion.