

THE STATUTES OF NASHOTAH HOUSE

as revised May 21, 2019

STATUTE ONE.

STATEMENT OF INSTITUTIONAL PURPOSE

A. Mission Statement

As an heir of the Oxford Movement and inspired by Jackson Kemper, the First Missionary Bishop of the Episcopal Church, Nashotah House exists to form persons for ministry in the breadth of the Catholic Tradition, for the Episcopal Church, the wider Anglican Communion, Churches in the Anglican Tradition, and our Ecumenical Partners, thus continuing to serve our historic role as "The Mission", empowering the Church for the spread of the Gospel of Jesus Christ.

B. Objective Statement

The Mission is expressed through the following objectives:

1. Being a community of learning and scholarship committed to the theological principles, ethical norms, and practices of the Catholic Tradition of Anglican Christianity.
2. Continuing our founding as a Mission and House of formation, primarily for ordained ministry, but also for lay ministry, in training Christians to "take the Gospel to the ends of the earth."
3. Providing high quality academic and formational preparation to those seeking a classical theological education in the context of a community shaped by the Catholic and Benedictine ethos and demonstrating a faithful character, a faithful intellect, and a faithful practice.
4. Maintaining a community formed by the concepts of *ora et labora*¹ (prayer and work) and *lex orandi, lex credendi* (the law of prayer is the law of belief)².

C. Commitment Statement

1 Derived from the motto of the Order of Saint Benedict.

2 From Prosper of Aquitaine's eighth book on the authority of the past bishops of the Apostolic See.

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As a formation and information center to send out missionaries to congregations and institutions both domestic and international, Nashotah House is committed to:

1. Maintain and foster belief in the orthodox Christian faith.
2. Establish and maintain a Christian community formed through the Benedictine disciplines of prayer, study, and work.
3. Uphold the Anglican heritage of daily prayer and corporate worship in the Catholic Tradition.
4. Encourage academic excellence in the mastery of a classical theological curriculum.
5. Equip students for the practical work of Christian ministries.
6. Provide Continuing Education for all engaged in Christian ministries.
7. Provide training and educational programs for use in Christian formation within congregations of the Church.
8. Engage contemporary social concerns in light of the Gospel.
9. Support every member of the community of Nashotah House in the challenges of vocation and ministry.
10. Cultivate a vibrant Christian community, which embraces all in God's love.

STATUTE TWO.

RELIGIOUS INSTRUCTION AND WORSHIP

- A. The norm of religious instruction and life at Nashotah House shall be the theological principles and ethical norms of the Catholic Tradition of Anglican Christianity.
- B. The norm of worship at Nashotah House shall be liturgical practices of the Catholic Tradition of Anglican Christianity, expressed primarily through the use of the *Book of Common Prayer*, as adopted by the General Convention of the Episcopal Church, 1979.

STATUTE THREE.

THE CORPORATION AND DIRECTORS

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A. The Corporation

1. The corporation consists of members, also known as visitors, who meet at least annually to discuss and review the affairs of the seminary, to nominate and elect members, and directors, and to worship, and to remember friends of the corporation who have died during the past year.
2. The members shall number at least twenty (20) and not more than forty-eight (48). The membership shall determine the number of members.
3. Members shall be elected for four-year terms during the annual meeting by a two-third (2/3) majority vote of the members present and voting. To assure continuity, the members elected by the membership shall be divided into classes of equal size so that the terms of membership within each class shall end every four years. A member's term begins with the close of the annual meeting at which the member was elected and ends with the conclusion of the annual meeting of the year in which the term expires.
4. Members shall be elected by the membership from a slate nominated by a committee established by the Board of Directors or by member petition.
5. Individual members may be elected to any number of terms, prior to their eightieth (80th) birthday. A person may not be elected a member after attaining the age of eighty (80).
6. Members of the corporation shall be committed to the purpose, objectives, commitments, and norms of the corporation as articulated in Statutes, Articles One and Two.
7. The annual meeting of the members for receiving reports on the condition of the House (financial and otherwise) shall be held in October of each year, unless another time be designated by the Board of Directors.
8. A regular meeting of the members shall be held in May of each year, unless another time be designated by the Board of Directors.
9. An orientation for new members shall be held in conjunction with the annual meeting each year.

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10. The membership shall elect from among its members by a majority vote a Convener to serve a two year term as the presiding officer (chair) for the annual membership meeting. A member cannot serve concurrently as a Director and Convener. A Convener's term begins with the close of the annual meeting at which elected and ends with the conclusion of the annual meeting of the year in which her or his term expires. The Convener is not an officer of the corporation.
11. The Secretary of the Board of Directors shall serve as the secretary for the membership with responsibility to provide advanced notice of membership meetings and the official records of such meetings.
12. Special meetings of the members may be called at any time by the Board of Directors or by the Convener at the written request of twenty-five percent of the members.
13. At any meeting of the members, a majority of the members shall constitute a quorum.
14. All meetings of members shall be held on the campus of the seminary, unless another place, within or without the State of Wisconsin, is designated in the notice of meeting.
15. Written notice stating the place, day and hour of the annual meeting, and in case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail or by email, by or at the direction of the Chairperson or the Secretary to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at her or his last known address, with postage thereon prepaid. If emailed, such notice shall be deemed to be delivered when the email is sent to the member at his or her last known email address.
16. Whenever any notice is required to be given to anyone under the Charter, the provisions of law, or the By-laws, a waiver thereof in writing signed at any time, whether before or after the time of the meeting, by the member or director entitled to such notice, shall be deemed equivalent to the giving of such notice.

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17. So far as practicable, the order of business at annual meetings of the members shall be as follows:

- (a) Calling of roll
- (b) Proof of notice of meeting
- (c) Reading and disposal of all unapproved minutes
- (d) Report of the Board of Directors
- (e) Election of members
- (f) Election of directors
- (f) Unfinished business
- (g) New business
- (h) Adjournment

18. A member may resign from the membership of the corporation by notifying the Secretary of the Board of Directors in writing. The resignation is effective upon receipt of the notification by the Secretary of the Board of Directors.

19. Membership requires, as part of a member's effort directed toward development, at least an annual unrestricted contribution to the corporation (Nashotah House) in the amount of \$1000. A failure to provide the required contribution shall cause an individual to forfeit membership. To participate in the election of Directors or stand for election as a Director, a member must be current with their annual contribution. ³

20. Members do not receive compensation, dividends, or reimbursement for expenses associated with their membership in the corporation.

21. The members assign all governance decisions and actions to the Board of Directors. The Board of Directors may seek the advice of members from time-to-time. Members' participation in the governance of the corporation is limited to the election, re-election, or recall of Directors.

22. Any reference to year or annual refers to the corporation's fiscal year.

³ By its action on May 3, 2018, the Board of Directors interpreted Statute III.A.18 to mean that a Member's annual gift may come from any source, provided it is clearly designated to fulfill the annual membership contribution for the particular member, and as long as the gift remains unrestricted.

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23. Proxies shall be allowed insofar as they are used to establish a quorum. Voting by proxy in elections and other matters of business shall not be allowed. All members who cannot be physically present at the meeting shall be given the opportunity to vote by electronic ballot in elections and changes to the Statutes, provided they vote by the time certain for elections set on the agenda.

24. Of Honorary Trustees

- a. The membership may elect individuals as honorary Trustees of the House. Candidates for Honorary Trustee must be nominated by the Board of Directors for outstanding service in the governance of Nashotah House. Honorary Trustees must either be ineligible to continue their service on the Board of Directors, or have indicated a desire to retire from service. Once elected an Honorary Trustee, an individual is not eligible for election as a Member of the Corporation of Nashotah House.
- b. Honorary Trustees shall have seat and voice in all meetings of the Board of Visitors of Nashotah House. Honorary Trustees may vote on all matters of business that come before the Board of Visitors, except for elections.
- c. Honorary Trustees are expected to be generous donors to Nashotah House, but shall not be subject to a minimum giving requirement.

B. Board of Directors

- 1. The Board of Directors is the governing body for Nashotah House. The commitment to the Catholic Tradition of Anglican Christianity becomes incarnate in the governance provided by the Board of Directors. The Board, deliberating and acting corporately, is the primary steward of the institution's accountability to its purpose and mission.
- 2. The Directors accomplish their appointed work as they provide generative leadership, scanning the larger ecclesial and missional environment, assessing trends in the Church catholic and the world that affect the mission of the House, and holding the seminary accountable for devising long- and mid-term strategies that further theological principles and ethical norms of the Catholic Tradition of

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Anglican Christianity to such changing circumstances, in accordance with the objectives and commitments expressed in these Statutes.

3. Directors are to be regular and generous financial donors to Nashotah House, as their means allow, and, to the extent that they have influence over the disbursement of institutional (diocesan, parish) resources, to endeavor to direct a significant portion of those resources to Nashotah House. Directors are expected faithfully to attend meetings of the Board for their full length, unless for weighty cause prevented, to participate in the deliberations of the Board in good faith, and to otherwise to serve and represent Nashotah House well and faithfully.
4. The Board chairperson will ensure every new Director receives a complete orientation covering the operation of Nashotah House, its finances and educational programs, the relationship of the Board to the administrative structure, and a Director's role as a member of the Board. The orientation will include a meeting with the Dean/President and Board Chairperson, a tour of the campus, appropriate written materials, introductions to Faculty and Staff, and information on other Board members.
5. As a collective body, the Board of Directors is:
 - a. The ultimate responsible authority of the House in educational, legal, administrative, and ecclesiastical matters;
 - b. Responsible for developing and adopting the institutional purpose statement and articulating the institutional ends statement;
 - c. Responsible for developing governance policies and ensuring they are properly implemented;
 - d. Responsible for selection, evaluation, and, if necessary, removal of the Dean/President;
 - e. Empowered to grant degrees *honoris causa*;
 - f. Responsible for these Statutes, their implementation, and appropriate periodic amendment (as provided for in Statute Seven (A), and to create and maintain Board approved policies to facilitate the operation of the House, and,

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- g. To delegate to the Dean/President responsibility for day-to-day management and control of Nashotah House including the establishment of policies and procedures for the educational program and other operations of the House, either by delegation to or in consultation with the faculty and the student body in accordance with the general directives and policies of the Board.
- 6. The Board will adopt a process of self-evaluation, both of the Board as a whole and of individual members.
- 7. The Board is responsible for ensuring that the seminary is fulfilling its purpose and mission. The Board will establish a regular and frequent means for assessment of institutional performance (institutional vitality).
- 8. Directors shall be selected through the nominating process set out in the Board Policy on Nominations and Elections of Directors. To stand for election as a Director, a person must be a member of the corporation.
 - a. All Directors are elected to three-year terms of office. After a third term, one year must elapse before any Director is eligible for re-election to the Board. Director terms begin with the close of the annual meeting at which elected and end with the conclusion of the annual meeting of the year in which their terms expire.
 - b. To assure continuity, the Board of Directors shall be divided into classes of equal size so that the terms of office of Directors within each class shall end every three years.
 - c. A person shall not continue as a Director beyond their term of membership in the corporation, unless the person is re-elected to membership without an interruption of membership.
 - d. Directors shall be no longer eligible for election to the Board after their 72nd birthday. Directors who turn 72 during a term of office may complete that term.
 - e. The Dean/President of Nashotah House shall be entitled to attend all meetings of the Board of Directors, with voice, but not vote, and may not serve concurrently as Dean/President and a Director.

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- f. No person who receives compensation from Nashotah House, whether cash or in-kind, shall be eligible for election as a Director, with the exception of normal expenses for Director-related business, and honoraria under \$1000 annually.
- g. A Director may resign by notifying the Chairperson or Secretary of the Board of Directors in writing. The resignation is effective upon receipt of the notification.
- h. A Director may be removed for cause, or for a pattern of unexcused absences subject to the policies adopted by the Board, by two-thirds (2/3) vote of the Board of Directors. Thirty (30) days prior to any vote to remove for cause a Director, a notice stating the reason(s) for considering removal is to be provided to the membership. Furthermore, a Director may be removed for cause by three-quarters (3/4) vote of the membership at an annual membership meeting, providing a notice stating a rationale for considering the action is provided to the members thirty (30) days prior to the annual membership meeting. 4
- i. A Director who ceases to meet the requirements for membership in the corporation, or who resigns from membership shall immediately be removed from the Board of Directors.
- j. If a Director resigns or is removed from the Board during his or her term, the membership at the next regular membership meeting shall elect a replacement Director to fulfil the unexpired term. If the number of Directors falls below six (6) more than 3 months prior to membership meeting, the Board of Directors shall call a special meeting of the membership to elect a sufficient number of Directors to comply with the provisions of the Charter.
- k. The corporation may, at the discretion of the Board of Directors, reimburse Directors for their documented direct

4 By its action on January 29, 2019, the Board of Directors interpreted Statute III.B.8.h to mean that: The thirty-day notice in advance of further action to remove a Director may be given if a Director has unexplained absences from meetings of the Board for three or more months; or if a Director fails to respond to notice sent by the Secretary of a meeting of the Corporation of Nashotah House.

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expenses to attend meetings of the Board of Directors. If reimbursement is available, it is to be made available to all Directors.

9. Officers of the Board

- a. The officers of the Board shall be elected by the Board of Directors:
 - i. Chairperson selected from among the Directors;
 - ii. Vice Chairperson selected from among the Directors;
 - iii. Secretary selected from among the Directors;
- b. The Officers of the Board (Chairperson, Vice-Chairperson, and Secretary) are elected to a one-year term, beginning at the conclusion of each annual meeting of the Board of Directors. Officers may be re-elected to office. Election shall be by two-thirds (2/3) vote of the Directors present, at a called meeting with a quorum of Directors.
- c. The Vice-Chairperson assumes the functions of the Chairperson only upon the request of the Chairperson, or upon his or her disability or refusal to act. The disability or refusal to act of the Chairman shall be decided by a two-thirds (2/3) vote of the Directors present, at a called meeting with a quorum of Directors.
- d. Should any officer become unable to fulfill his or her term of office, the Board of Directors shall elect a replacement to fulfill the term of office.
- e. An Assistant Secretary may be appointed by the Chairperson upon recommendation of the elected Secretary. A person so appointed need not be a member of the Board, but shall not have voice or vote if not a member of the Board.

STATUTE FOUR.

BOARD OF DIRECTORS MEETINGS

- A. The meetings of the Board of Directors normally shall be held at Nashotah House, but may be held in another location by vote of the Board of Directors.

- 414 The regular meetings shall be held during October and May of each year. The
415 Board of Directors shall propose the date of Board meetings not less than two
416 years in advance.
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- 418 B. The Secretary, upon direction of the Chairperson of the Board of Directors or
419 one-third (1/3) of the Directors, shall call Special Meetings, under provision of
420 the Statutes. At least ten days' notice of a Special Meeting shall be given, in
421 writing, to each Director, and no business shall be considered which has not
422 been named in the call.
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- 424 C. One more than one-half the Directors shall constitute a quorum for regular or
425 special meetings.
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- 427 D. The most recent edition of *Robert's Rules Of Order* shall be the rules of order
428 by which the business of the Board will be conducted.
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- 430 E. The Board of Directors will permit any or all Directors to participate in a
431 regular or special meeting by, or conduct the meeting through the use of, any
432 means of communication by which all Directors participating may
433 simultaneously hear each other during the meeting. A Director participating
434 in a meeting by such means is deemed to be present in person at the meeting.
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- 436 F. The Board of Directors' year is identical to the corporation's fiscal year.
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439 **Statute Five.**

440 Administrative Officers, Corporate Officers, and Faculty
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442 **A. The Administrative Officers**
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- 444 1. The Board executes its fiduciary responsibility for its stewardship of the
445 institution, its mission, and its commitments by calling and supervising
446 the administrative officers of Nashotah House.
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- 448 2. The administrative officers of the House shall be the Program Officer and
449 the Institutional Advancement Officer.
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- 451 3. The Board shall write and keep position descriptions and responsibilities
452 for the administrative officers.
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- 454 4. The Board shall write and maintain an organizational chart and policies
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5. The Officers shall be accountable to the Board of Directors for the operation and well-being of the seminary. The Officers are consultants to the Board of Directors, with voice, and shall be able to participate in all sessions of the Board, with the exception of Executive Sessions.
 6. A person elected or serving as an administrative officer shall demonstrate a commitment to the mission of the corporation as articulated in the Statutes (By-laws) of the corporation, Articles One and Two.
 7. Each administrative officer shall make a report to the Board at each meeting of the Board of Directors providing evidence that the seminary is fulfilling its purpose (ends) and that he/she is operating within the policies established by the Board of Directors and the authority granted by the Board of Directors.

472 **B. The Program Officer**

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1. The Program Officer is responsible for presiding over the faculty, and faculty appointments, conducting educational programs and awarding of earned degrees, hiring and supervising support staff, overseeing the life and work of the students, overseeing the corporate worship of the community, and other related and appropriate duties.
 2. All services, ministrations and instructions in the Chapel and in the Oratories of the House, and in the Cemetery, shall be under the direction of the Program Officer, subject only to the Statutes of the House, and policies of the Board of Directors; and in the performance of the same, the Program Officer shall have the assistance of the members of the faculty and other clergy employed by Nashotah House. Corporately, the Board of Directors shall be the Ordinary of the Chapel. The Program Officer may recommend to the Board of Directors a priest or bishop to serve as his/her Vicar of the Chapel.
 3. Academic Responsibilities
 - a. The authority to award academic degrees, diplomas, and certificates is delegated to the Program Officer in collaboration with the faculty.
 - b. In recognition of shared governance, the faculty has primary responsibility for developing, implementing, and assessing the academic program subject to administrative and Board review.

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- c. The employment of faculty shall be the responsibility of the Program Officer, subject to Board Policy
- d. The deployment of faculty shall be the responsibility of the Program Officer.
- e. The Program Officer and the Faculty may give canonical certification of candidates for ordination. The Program Officer and the Faculty may also dismiss students from the House.

C. The Institutional Advancement Officer

- 1. The Institutional Advancement Officer is responsible for the operation of the seminary: developing the seminary funds and assets, recruiting of donors and students, proper financial reporting, managing the budget, hiring and supervising support staff, and other related and appropriate duties.
- 2. The Institutional Advancement Officer is the primary public representative of Nashotah House to the Church and the world.

D. Selection, Employment, and Removal of an Administrative Officer

- 1. When the position of Administrative Officer becomes vacant, the Board of Directors will initiate an appropriate selection process under the direction of the Chairperson of the Board or his designee. The successful candidate will be appointed by a two-thirds (2/3) majority of the Board of Directors present at the meeting voting by individual ballot. Any remaining Administrative Officer shall have a role in the selection process, as determined by the Board of Directors.
- 2. Should it become necessary for an Administrative Officer to be removed from office by the Board of Directors, a two-thirds (2/3) majority of the Board of Directors present at the meeting will be required, voting by individual ballot.
- 3. When the position of an Administrative Officer becomes vacant, the Board of Directors is empowered by majority vote to appoint *ad interim*. An *ad interim* appointment shall not continue for more than eighteen (18) months. The Board of Directors may extend once an *ad interim appointment* by a two-thirds (2/3) vote. Such appointment shall be no longer than six months.

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4. In the event of the permanent incapacitation of the Program Officer, his/her obligations shall devolve to the senior member of the Faculty until the Board of Directors can appoint *ad interim*.
 5. In the event of the permanent incapacitation of the Program Officer, his/her obligations shall devolve to the senior member of the Faculty until the Board of Directors can appoint *ad interim*.
 6. In the event of the permanent incapacitation of the Institutional Advancement Officer, his/her obligations shall devolve to the Chief Operating Officer until the Board of Directors can appoint *ad interim*.
 7. The Board directs an Administrative Officer by articulating the marks of a successful fulfillment of the duties of the office and, from time to time, defining the parameters and means of the Officer's service. This direction will include a regular and carefully planned assessment of the effect of the Officer's leadership on the health and vitality of the institution.
 8. No person shall be hired as an Administrative Officer without a term contract and salary considerations that have been approved by the Board of Directors.

566 **E. Corporate Officers**

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1. The Corporate Officers of Nashotah House shall be the President, the Executive Vice-President, and Vice-President.
 2. The Board of Directors shall keep and maintain position descriptions for each of the corporate officers, as well as an organizational chart showing the relationship of the corporate officers to the Board of Directors.
 3. The President and Executive Vice-President shall be elected by the Board of Directors from among the Administrative Officers of the House.
 4. The primary operations officer of the House shall be the Vice-President of the Corporation.
 5. The President and Executive Vice-President may be compensated for their duties.

- 584 6. No person shall commence service as President or Executive Vice-
585 President without an additional duty agreement that has been approved
586 by the Board of Directors.
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588 7. The Board of Directors may remove a corporate officer at any called
589 meeting, by a two-thirds (2/3) vote.
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591 **STATUTE SIX.**

592 FINANCIAL REQUIREMENTS
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594 **A. Financial Actions**
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- 596 1. The Board of Directors shall arrange for an annual audit of each completed
597 fiscal year to be conducted by a certified public accountant, and to receive
598 such audit at the October board meeting. The audit is to include all entities
599 of the corporation, including any auxiliaries, and foundation(s). The audit
600 shall be made available to the membership after it has been received by the
601 Board of Directors.
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603 2. The Secretary of the Board of Directors, may, on the approval of a majority
604 of Directors, execute, in the name and on behalf of the Corporation, sale of
605 assets, notes, and other obligations for the loan or forbearance of money,
606 and agreements for the hypothecation of bonds, stocks, or other securities
607 for collaterally securing the same which exceed the limits granted to the
608 Dean/President by board policy.
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610 3. The Board of Directors has the authority to declare Nashotah House to be
611 in a condition of financial exigency. Such a declaration shall enable the
612 Board to take extraordinary action to safe guard the institution's assets,
613 including terminating employment and tenure.
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615 **STATUTE SEVEN.**

616 HONORARY DEGREES
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618 **A. Honorary Degrees**
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- 620 1. The Board of Directors may, at their sole discretion, award the honorary
621 degrees. The approval of the awarding of honorary degrees shall be
622 recorded in the Minutes of the Board of Directors of Nashotah House.
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624 2. Recommendations for degrees *honoris causa* may be submitted by any
625 member of the Corporation, or an administrative officer, to the Board of

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Directors.

3. The degrees of Doctor of Divinity (D.D.), Doctor of Sacred Theology (S.T.D.), Doctor of Music (D.Mus.), and Doctor of Humane Letters (D.H.L.) shall be granted *honoris causa* only. It may be granted for reasons other than distinction in theological scholarship, such as unusually meritorious service to the Church, or upon the attainment of preeminent position in the Sacred Ministry thereof. Any person granted a degree *honoris causa* shall be included among the alumni of Nashotah House.

STATUTE EIGHT.

ALTERATION OR AMENDMENT OF STATUTES AND POLICY

A. Statutes and Statements of Identity and Conduct

These Statutes and any Statements of Identity or Conduct may be altered or amended by presentation of the change at any meeting of the Board of Directors by three-quarters (3/4) vote of the Directors. Prior to any alteration or amendment to these Statutes, or alteration or amendment of Statements of Identity or Statements of Conduct becoming effective a three-quarters (3/4) majority of the members present at a member's meeting must vote to approve the proposed alteration or amendment.

B. Policies

The policies of Nashotah House are adopted by the Board of Directors, and may be altered or amended at any meeting of the Board by majority vote.

C. Conflicts

The policies of Nashotah House are adopted by the Board of Directors, and may be altered or amended at any meeting of the Board by majority vote. If any policy conflicts with provisions of the corporate Charter or Statutes, the provisions of the Charter and/or Statutes shall prevail.