

## Resolution 2019-04

### Title: Repeal of Integrate Canon

**RESOLVED**, that the 235<sup>th</sup> Convention of the Diocese of Maryland repeal Canon 5-110 "Of Integrate, Inc."

Of Integrate, Inc.

Sec. 1. Integrate, Inc., a non-stock not-for-profit corporation under the laws of the State of Maryland ("Integrate"), is hereby recognized as an official agency of the Diocese whose principal function shall be the development and operation of a ministry to the aging in conformity with the Wills of Frank B. Beasman and Viola R. Beasman (the "Beasman Wills"), and otherwise to provide programs and services to the elderly, the initial manifestation of that ministry to be a continuing care retirement community known as "Fairhaven" in memory of Johnzie E. Beasman.

Sec. 2. The Board of Trustees of Integrate shall constitute the "Members" of Integrate under applicable corporate law. As such, the Board shall elect its own successors in accordance with policies and procedures it may establish and change from time to time; provided, however, that the Bishop of the Diocese (or, in the case of a vacancy in the office of the Bishop, such person as the Standing Committee of the Diocese may designate), shall be an ex officio member of the Integrate Board, with vote, and at least fifty percent (50%) of the members of the Board shall be Episcopalians residing in the Diocese of Maryland or Easton. Integrate shall provide to the Diocese, on an annual basis, copies of its audited financial statements and annual report.

Sec. 3. The Articles of Incorporation of Integrate shall contain provisions addressing the following matters, which provisions may not be altered without the concurrence of the Bishop and the Standing Committee of the Diocese:

(a) that the Bishop (or, in the case of a vacancy in the Office of the Bishop such person as the Standing Committee of the Diocese may designate) shall be an ex officio member of the Integrate Board, with vote;

(b) that at least fifty percent (50%) of the members of the Board shall be Episcopalians residing in the Diocese of Maryland or Easton; Canons of the Diocese of Maryland 60

(c) that, upon a dissolution of Integrate, the assets of Integrate shall be distributed to the Diocese (provided that the Diocese at the time is an organization that qualifies under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any comparable provision of any successor Internal Revenue Law).

Sec. 4. In no event shall any assets of the Diocese other than those derived from (1) the Beasman and Jacobs estates or (2) such other funds as may from time to time be donated to the Diocese expressly for the use of the Fairhaven project or any other Integrate activities, be used for or subjected to any liability, contingent or otherwise, for the development, construction, or operation of such projects.