



Legal Process Working Group

The Episcopal Diocese of the Susquehanna

(5 Minutes)

Agreement of Plan & Merger



This legal document outlines exactly how our
two dioceses will reunify to legally become
The Episcopal Diocese of the Susquehanna.

Legal Process Working Group



The members of The Legal Process Working Group of the Transition Leadership Committee (“TLC”) are pleased to present an Agreement and Plan of Merger.

Co-Chairs

Virginia Schoonover and Mary Powell, Esq.

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Reunification



Reunification of the Dioceses of Bethlehem and Central PA into The Episcopal Diocese of the Susquehanna

In the year 2022, The Episcopal Diocese of Bethlehem and The Episcopal Diocese of Central Pennsylvania began the discernment concerning reunification.

On October 19, 2024, the conventions of The Episcopal Diocese of Bethlehem and The Episcopal Diocese of Central Pennsylvania approved an Agreement of Union, which called for reunification of the two dioceses into a single diocese.

The actions at the 2024 conventions constituted the canonical fulfillment of the process of discernment concerning such a reunification.

Reunification (cont.)



The Agreement and Plan of Merger must be approved at this convention and then submitted to the office of the Pennsylvania Attorney General and the Orphans' Court for review and approval.

Why Office of Attorney General?



The Attorney General acts as the public's guardian for charitable assets, reviewing proposed transactions to make sure they are in the public interest and that those in charge of said nonprofits are acting appropriately.

Any merger, acquisition, or other fundamental corporate change involving a nonprofit is reviewed by the Attorney General.

Such a transaction requires that the Attorney General's office express no objection before the transaction can be finalized.

This process ensures charitable assets are not missed or diverted.

Why Orphans' Court?



Pennsylvania law is very strict about protecting the dedicated funds of nonprofits.

This specialized court is responsible for overseeing matters involving charitable trusts in Pennsylvania.

Its specific role in a nonprofit merger is to prevent the “diversion” of assets from their original charitable purpose(s).

Why Orphans' Court? (cont.)



The Agreement and Plan of Merger is the document that will legally accomplish the merger of the legacy dioceses into the new diocese named The Episcopal Diocese of the Susquehanna.

Final Steps



Step One:

The Agreement and Plan of Merger must be approved by both conventions.

Step Two:

The Agreement and Plan of Merger together with other required documents is submitted to the Pennsylvania Attorney General's Office for review.

Step Three:

Once the Attorney General's review is completed the Agreement and Plan of Merger and related documents are submitted to the Dauphin County Orphans' Court for review.

Points of Clarification



The Agreement and Plan of Merger recognizes that Bishops Scanlan and Nichols have agreed that Bishop Scanlan shall serve as the Diocesan Bishop of the reunified diocese until her retirement in 2027.

The Agreement further provides that the members of the Diocesan Councils of the two legacy dioceses will serve as the reconstituted Diocesan Council of The Episcopal Diocese of the Susquehanna as of January 1, 2026.

Due Diligence



As a part of the process over the last year, The Diocese of Bethlehem and The Diocese of Central PA have exchanged and vetted one another's business documents including financial records; contracts; information on tax status and payments; rosters of employees and employee benefit plans; insurance; as well as assets and liabilities.

That due diligence has disclosed no material impediments to reunification.