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BYLAWS

TRINITY EPISCOPAL CHURCH

Fort Worth, Texas

January 22, 2012

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BYLAWS

TRINITY EPISCOPAL CHURCH

Fort Worth, Texas

January 22, 2012

Preamble

TRINITY EPISCOPAL CHURCH hereby adopts the following Bylaws for the Parish:

Article 1

Authority Acknowledged

1.1 *Authority Acknowledged.* The affairs of the Parish shall be conducted in conformity to the Constitution and Canons of the General Convention of the Protestant Episcopal Church in the United States of America (herein referred to as "General Convention Canons"). The affairs of the Parish shall likewise be conducted in conformity with the Constitution and Canons of the Diocese of Fort Worth (hereinafter referred to as the "Diocesan Canons"); provided in the event of any conflict between the General Convention Canons and either the Diocesan Canons or these Bylaws, as they relate to the affairs of the Parish, the General Convention Canons shall prevail, to the extent of such conflict.

Article 2

Definitions; Membership

2.1 *Definitions:*

(a) "Book of Common Prayer" is the most recent edition of the Book of Common Prayer in The Episcopal Church

(b) "The Episcopal Church" is the Protestant Episcopal Church in the United States of America which is a constituent member of the Anglican Communion, a Fellowship within the One, Holy, Catholic, and Apostolic Church, in communion with the See of Canterbury, upholding and propagating the historic Faith and Order as set forth in the Book of Common Prayer

(c) "Episcopal Diocese of Fort Worth" is the ecclesiastical body that is in communion with and under the authority of The General Convention of The Protestant Episcopal Church in the United States of America.

(d) "Trinity Episcopal Church" or "The Parish" is the parish church located in Fort Worth, Texas, in the Episcopal Diocese of Fort Worth,

(e) “Members of the Body of Christ,” that is Christ's Church, are those who have been baptized in water in the Name of the Father, the Son, and the Holy Ghost.

(f) “Members of the Parish” are those who are listed on the Parish rolls as “members.” It is Trinity Episcopal Church's custom to include as members of the Parish those who may not yet be baptized such as newborn infants. Though not Members of the Body of Christ, they are certainly Members of the Parish. Being a Member of the Parish does not entitle one to seat, voice, or vote at the Annual Parish Meeting or any specially called meeting of the Parish, nor does being a Member of the Parish entitle one to hold office in the Parish.

(g) “Qualified Voters” are those Members of the Parish who are Confirmed Communicants in Good Standing and who are at least 16 years of age. Qualified Voters have seat, voice, and vote at the Annual Parish Meeting or any specially called meeting of the Parish.

(h) “Communicants in Good Standing” are all Communicants of the Parish who for the previous year have received Holy Communion in the Episcopal Church at least three times, have been faithful in corporate worship, unless for good cause prevented, and have been faithful in working, praying and giving for the spread of the Kingdom of God.

(i) “Confirmed Communicants in Good Standing” are those Communicants in Good Standing who have received the sacrament of confirmation as indicated in the Parish's records.

(j) "Officers" are the Vestry, Rector, Assistant Clergy, Senior Warden, Junior Warden, Chancellor, Treasurer, Secretary and members of the School Board of Trinity Episcopal School.

2.2 *Parish Members.* Every baptized person whose name and baptism are recorded in the Parish Register is a member of the Parish. A member sixteen years of age or older is an adult member of the Parish.

2.3 *Voting Members.* Every adult Member of the Parish who is a Confirmed Communicant in Good Standing is a Qualified Voter and is entitled to vote. Any question concerning a person's eligibility for voting must be raised by any Qualified Voter before voting begins. The Rector decides eligibility questions and his or her decision is final for the purposes of that meeting and any adjournment thereof. In the absence of a Rector, the Vestry shall decide eligibility questions.

Article 3 **Meetings of Members of the Parish**

3.1 *Annual Meeting.* The Parish holds its annual meeting in the month of January at a date and time and place appointed by the Vestry. The purpose of the meeting is to elect Vestry members to new and any unexpired terms, receive reports for the year ended the 31st of December immediately past, including the financial condition of the Parish, elect lay delegates

and alternate lay delegates to diocesan convention, receive the budget and reports in accordance with Diocesan Canon 26, and conduct such other business as may properly come before the meeting.

3.2 *Special Meeting.* A special meeting of the Parish may be called at any time by the Rector and Wardens, the Vestry or 10% or more of the Qualified Voters. The Parish may transact only the business set forth in the notice of the meeting.

3.3 *Notice.* Notice of any Parish meeting is given during all services held on the two Sundays preceding the meeting and shall include the purpose of the meeting and any business to be properly transacted at the meeting. In the case of the annual meeting, the list of candidates certified by the Candidate Qualification Review Committee shall be published in the Parish Sunday bulletin, the Trinity Newsletter and on the Parish's web site no later than thirty (30) days prior to the meeting. Such notices shall be given by the Rector, and if there is no Rector, by the Wardens

3.4 *Quorum.* The presence of persons entitled to vote numbering not less than 20% of the average reported Sunday attendance for the preceding year, and a majority of the Vestry, constitute a quorum for the transaction of business.

3.5 *Vote.* Except as these bylaws and parliamentary authority may otherwise provide, elections and resolutions shall be carried by the affirmative votes of a majority of those present and voting. All elections are to be by written ballot, unless the election is by acclamation. Voting by proxy or absentee ballot shall not be permitted.

3.6 *Presiding Officer.* The Rector shall preside at Parish meetings. In the Rector's absence, after the Rector has been given notice of the meeting, the Wardens shall preside according to seniority by title.

3.7 *Rules of Procedure.* In all matters of parliamentary procedure not governed by canon or these bylaws, the latest edition of Robert's Rules of Order shall govern.

3.8 *Attendance.* Upon discretion of the Rector, some meetings may have only Qualified Voters in attendance.

Article 4

Rector

4.1 *Authority and Responsibilities.* Subject to the Church and Diocesan Canons, the Rubrics of the Book of Common Prayer, and the pastoral direction of the Bishop, the Rector is vested with the authority over and responsibility for the conduct of the worship and the spiritual growth of the Parish and its members, the use and control of Parish property, and the employment, supervision and direction over the Parish staff. After consulting with the Bishop, and approval of the position(s) by the Vestry, a Rector may select one or more assistant Clergy, who serve

under the authority and direction of the Rector. The Rector has general responsibility for administrative implementation of decisions and policies legislated or mandated by the Church, the Diocese, and the Parish. The Rector has those further responsibilities set forth in the Church and Diocesan Canons.

4.2 *Election and Qualification.* When the Parish desires to elect a Rector, the Vestry appoints a succession committee to investigate and interview potential candidates. At least 30 days and not more than 60 days before an election, the Vestry shall notify the Bishop of the candidate it proposes to elect and shall afford the Bishop the opportunity to communicate with the Vestry about the candidate. After considering any communications from the Bishop, the Vestry may then elect the candidate as Rector by a vote of two-thirds of the members present and voting. If a Rector is elected, the Wardens shall certify the election and notify the Bishop of the election in writing. If the Bishop is satisfied that the Rector-elect is a duly qualified Priest and that the Rector-elect has accepted the office, the Bishop shall notify the Secretary of the Diocesan Convention, who records the election. The Rector may have a letter of agreement with the Parish setting forth mutual responsibilities, subject to the Bishop's approval.

4.3 *Resignation and Removal.* Except upon mandatory resignation by reason of age, the Rector may not resign without the consent of the Vestry, and the Vestry may not remove the Rector without the Rector's consent except as provided in the Diocesan Canons. If the office of Rector becomes vacant or the Rector is incapacitated, the Wardens or other proper officers shall notify the Bishop and Standing Committee in writing within three (3) days. Within thirty (30) days after such notice is sent and after consultation with the Bishop, the Vestry appoints an interim Rector or otherwise arranges for regular worship services until such time as a new Rector is elected or the Rector can resume his or her duties in case of incapacity.

Article 5

Vestry

5.1 *Vestry Members.* The Vestry of the Parish are duly elected at the Annual Parish Meeting of Trinity Episcopal Church from Confirmed Communicants in Good Standing (as defined in Article 2 above) and must also be at least eighteen (18) years of age, canonically resident in the Parish for at least twelve (12) months prior to the Annual Parish Meeting, regular in worship attendance, active participants in the life of the Parish, and financial contributors to the Parish in the preceding year as shown on the records of the Treasurer. The election at the Annual Parish Meeting shall be held in accordance with the procedures contained in Article 7.6 hereof. The Vestry shall consist of no fewer than twelve (12) members and no more than fifteen (15) members not including the Rector who is ex-officio on the Vestry as Chairman. Each member of the Vestry will serve a three-year term. The Vestry shall be elected so that there are three classes of approximate equal size, with the term of each class ending in consecutive years. Vestry members may be elected to serve two consecutive three-year terms. No person having served two (2) full three-year terms in office or a full three-year term plus at least two (2) years of an unexpired term shall be eligible for election to the Vestry until a full year has elapsed. The

Vestry may include a Youth Representative to be elected at the Annual Parish Meeting in addition to the other members of the Vestry. The Youth Representative shall be a Confirmed Communicant in Good Standing of the Parish and not less than sixteen (16) nor more than eighteen (18) years of age at the time of election. Such Youth Representative shall have a seat and voice but no vote on the Vestry.

5.2 Vestry Meetings

(a) Regular meetings of the Vestry shall be held once each month at such time and place as the Vestry shall from time to time determine. No notice of regular meetings of the Vestry shall be required. Special meetings of the Vestry may be called by the Rector (or in his absence the Senior Warden), or at the written request of three (3) members of the Vestry, including one (1) Warden, or a majority of the Vestry, upon three (3) days prior written notice; an agenda shall be provided with such notice; and no matter shall be considered at such special meeting unless it appears on the agenda thereof. A majority of the Vestry shall constitute a quorum. Each member of the Vestry has a vote, and the Rector may vote in the case of a tie. The Vestry may, from time to time, determine standing rules of order for the conduct of Vestry meetings.

(b) If and when all Vestry members shall severally or collectively consent, in writing or electronically, to any action requested to be taken by the Parish, such action or vote shall be as valid as though it had been authorized at a meeting of the Vestry. A record must be kept of the vote or other action.

(c) As an alternative to the provisions of (b) above, meetings of the Vestry may be held by means of a remote electronic communications system, including conference telephone or similar communications equipment, video conferencing technology or the Internet, or any combination thereof, but only if:

- (1) A majority of the persons entitled to participate in the meeting consents to the meeting being held by means of the system employed;
- (2) The system allows each person participating in the meeting to communicate concurrently with each other participant; and
- (3) If voting is to take place at the meeting, then:
 - a. Every person voting at the meeting by means of remote communications shall be sufficiently identified; and
 - b. A record must be kept of any vote or other action taken.

(d) The Vestry shall have charge of the property, endowments and all temporal concerns of the Parish, shall provide and keep in good order a suitable place of worship and the furnishings and appointments appropriate thereto, and shall provide for the payment of all Parish

obligations and assessments. The Vestry shall be the legal representatives of the Parish in all matters concerning its corporate property and the relations of the Parish to its clergy. (Diocesan Canon 25.9)

5.3 *Compliance with Constitution and Canons.* The Canons of The Episcopal Church state “Any person accepting any office in this Church shall well and faithfully perform the duties of that office in accordance with the Constitution and Canons of this Church and of the Diocese in which the office is being exercised.” Newly elected members of the Vestry shall participate in a public liturgy recognizing these duties during a principal Sunday worship service.

5.4 *Vestry Vacancies.* If a vacancy in the membership of the Vestry occurs between Annual Parish Meetings, the remaining Vestry members shall elect a new member to serve on the Vestry until the completion of the unexpired term of the vacant position.

5.5 *Resignations.* A member of the Vestry, other than the Rector, may resign at any time by tendering his or her resignation in writing to the Rector or to a Warden. The Vestry need not accept the resignation to be effective.

5.6 *Removal of Vestry Member.* A member of the Vestry, other than the Rector, may be removed at any time for due cause by the votes of a majority of the Vestry members present provided that notice of the proposed removal and the reasons for the same shall have been given to the said Vestry member at least five (5) days in advance of the meeting. "Due cause" for removal shall mean the continued absence by a member from regular meetings of the Vestry for a period of three (3) successive meetings without excuse or failure to attend with reasonable diligence to his or her duties as a Vestry member.

Article 6.

Officers

The Parish shall have the following officers who shall be elected or appointed as follows, and shall have the following duties:

6.1 *Senior Warden.* The Senior Warden assists the Rector in promoting the general interest and administration of the Parish and ensures that all things needed for the orderly worship of God and for the proper administration of the sacraments are provided at the expense of the Parish. The Senior Warden discharges such other duties as the Rector and the Church require. The Senior Warden shall be appointed by the Rector from among the elected members of the Vestry, or if there is no Rector or there is an Interim Rector, the Senior Warden shall be elected from the members of the Vestry by a majority vote of the Vestry.

6.2 *Junior Warden.* The Junior Warden assists the Rector and the Senior Warden in promoting the general interest of the Parish, supervises the care, protection and maintenance of the Parish buildings and facilities, and assists the Vestry and Rector in ensuring that all things needed for the orderly worship of God and for the proper administration of the sacraments are

provided at the expense of the Parish. The Junior Warden discharges such other duties as the Rector and the Church require. The Junior Warden shall be elected by the Vestry from among the members of the Vestry. He shall have oversight of the property and facilities of the Parish on behalf of the Vestry.

6.3 *Treasurer.*

(a) The Treasurer of the Parish shall be elected by the Vestry. The Treasurer may or may not be a Vestry member. He shall have custody of all church funds and securities and shall keep, in books belonging to the Church, full and accurate accounts of all receipts and disbursements and shall comply in all respects with the provisions of Article 17 hereof. He shall be responsible for the deposit of all monies, securities and other valuable effects of the Church in its name in such depositories as may be designated for that purpose by the Vestry. The books and records shall conform to the Manual of Business Methods in Church Affairs of the Episcopal Church. As used in this Section 6.3, the term "Church" shall include the Trinity Episcopal School.

(b) The Treasurer shall disburse the funds of the Parish only in accordance with Vestry policy, taking proper vouchers for such disbursements, and he shall provide to the Rector and Vestry at regular meetings of the Vestry, and whenever otherwise requested by them, an accounting of all his transactions as Treasurer and of the financial condition of the Parish. He shall cause the books and records of the Parish to be audited annually in accordance with the requirements of the General Convention Canons and the Diocesan Canons.

(c) The Treasurer further ensures that funds of the Parish are properly received and disbursed in accordance with Vestry policy; authorizes payment of bills presented for payment; supervises the preparation of monthly financial reports for the Vestry, a report to the annual meeting, and the annual financial report and financial portions of the annual parochial report to the Diocese. The Treasurer, in conjunction with the Finance Committee, presents and recommends to the Vestry a budget before the annual meeting; and annually submits the financial records of the Parish to audit. The Treasurer shall be adequately bonded.

6.4 *Secretary.* The Secretary records minutes of all Vestry, annual, and special meetings; gives notice of all such meetings as required by the Diocesan Canons and these Bylaws; reports the names of the Parish's delegates to Diocesan Convention to the Secretary of the Convention; and keeps a current list of all voting members of the Parish. The Secretary of the Parish shall be elected by the Vestry. The Secretary of the Parish shall further serve as the Clerk of the Parish. The Secretary may or may not be a Vestry member. He shall attend all meetings of the Vestry and shall preserve in the books of the Parish true minutes of the proceedings of all such meetings and shall give all notices required by statute, bylaw, or resolution. He will maintain and preserve the Bylaws and any Standing Rules of the Parish.

6.5 *Chancellor.* The Chancellor of the Parish shall be elected by the Vestry. The Chancellor must be an attorney licensed to practice law in the State of Texas. The Chancellor will act as legal advisor to the Parish on legal matters affecting the Parish. The Chancellor need not be an

elected member of the Vestry, and unless serving as an elected member of the Vestry, the Chancellor will be *ex-officio*, non-voting, member of the Vestry. The office of Chancellor may be held by a person holding such other offices as may be determined by the Vestry. If not an elected member of the Vestry, the Chancellor may, but need not, attend all Vestry meetings, and shall be entitled to notice of all meetings of the Vestry.

6.6 *Other Officers.* The Vestry may elect other officers, who have such powers and duties as the Vestry determines.

Article 7

Standing Committees

7.1 Standing Committees.

(a) *General.* The Vestry and Rector are supported by the work of standing committees, which are subject to the supervision, advice and ultimate control of the Rector, who may consult with the Wardens and Vestry. Standing Committees and all other Parish organizations will be established or dissolved as deemed necessary by the Rector. Responsibilities for certain administrative areas of Parish activity are assigned to these committees, with Chairman and membership as specified in the succeeding paragraphs. Each committee is responsible for planning, implementing and periodically reviewing its particular parts of the general program of the Parish, including responsibility for submitting to the Finance Committee of the Vestry annual budget proposals for funding any program areas under its responsibility. The Rector shall be the *ex-officio* Chairman of all Parish committees, commissions, guilds and societies and they shall exist at his pleasure and work under his direction and advice.

(b) *Designation.* The Parish has the following standing committees: Executive, Finance, Facilities, Stewardship, Candidate Qualification Review Committee, Personnel and School Board of Trinity Episcopal School.

(c) *Composition.* The Rector, who may consult with the Wardens and Vestry, appoints members to the standing committees, and requires such activities as will assist the Vestry in the performance of its duties. All adult confirmed members of the Parish are eligible to serve on any committees, as well as such other baptized Christians as the Rector may designate. The Secretary of the Vestry maintains lists of committee members.

(d) *Term.* Committee membership terms are for two years. All committee members may serve successive terms.

(e) *Chair.* The Rector, who may consult with the Wardens and Vestry, shall appoint the chair of each committee whose term shall be for two years and one year off before being eligible for reappointment. Members of the Vestry may serve as committee chairs.

(f) *Meetings.* A standing committee meets as necessary to conduct its business. The committee keeps records of its activities and reports them to the Rector and the Vestry.

7.2 *Executive Committee*

(a) *Duties.* The Executive Committee shall meet as required and as appropriate to discuss matters pertinent to the life of and long range planning for Trinity Episcopal Church and shall report to the Vestry at its regularly scheduled or special called meetings.

(b) *Composition.* Membership on the Executive Committee includes the Rector, Senior Warden, Junior Warden, Treasurer, Chancellor, President of the Trinity Episcopal Foundation and a member of the School Board of Trinity Episcopal School. The Executive Committee is chaired by the Rector. Other Communicants in Good Standing of the Parish may be appointed to the committee by the Rector, who may consult with the Wardens and Vestry.

7.3 *Finance Committee*

(a) *Duties.* The Finance Committee shall review and present recommendations to the Vestry on the finances of the Parish, including but not limited to drafting and monitoring the operating budget of the Parish and overseeing the insurance, endowments, and investments of the Parish. Any recommendations of the Finance Committee are subject to approval of the Vestry and such approval shall be shown in the minutes of the meeting where the approval was granted.

(b) *Composition.* Membership on the Finance Committee includes the Treasurer of the Parish, the Senior Warden, the Junior Warden, the President of the Trinity Episcopal Foundation, the Rector, ex-officio, and at least one (1) additional member of the Vestry who shall be appointed by the Rector. Other Communicants in Good Standing of the Parish may be appointed to the committee by the Rector as provided in Article 7.1 (c) hereof.

7.4 *Facilities Committee*

(a) *Duties.* The Facilities Committee shall review and present recommendations to the Vestry related to the physical plant and equipment of the Parish. The Facilities Committee shall present to the Vestry any recommendations involving the acquisition, disposition or change of status of any properties or facilities of the Parish. The Facilities Committee may be divided into subcommittees such as Arts and Architecture, Risk Management and Safety, and Memorials, to ensure the effectiveness of each area of the committee's responsibilities.

(b) *Composition.* The Facilities Committee is chaired by the Junior Warden,. The Rector shall appoint at least one (1) additional member of the Vestry to the Committee and may appoint other Communicants in Good Standing of the Parish at his discretion.

7.5 *Stewardship Committee*

(a) *Duties.* The Stewardship Committee shall oversee, coordinate and implement the stewardship program of the Parish. To implement this program, the committee may be divided into subcommittees, such as Planning, Information, Arrangements and Commitment. The year-round stewardship program of the Parish includes a long-range planning process as well as planning and executing the annual stewardship drive.

(b) *Composition.* The Rector shall appoint a Stewardship Chairman annually. The Chairman of the Stewardship Committee does not have to be a member of the Vestry but shall be responsible for communications between the Stewardship Committee and the Vestry. The Rector, at his discretion, may appoint other Communicants in Good Standing.

7.6 *Candidate Qualification Review Committee and Election Procedures*

(a) *Duties.* The Candidate Qualification Review Committee shall review the names of persons nominated as candidates for election to vacancies on the Vestry, and for election as Delegates and Alternates to the Diocesan Convention, and shall certify to the Rector the names of those persons who are qualified to be placed on the ballot for the election at the next Annual Parish Meeting, as hereinafter provided.

(b) *Composition.* The Candidate Qualification Review Committee shall be composed of the Senior Warden, the Junior Warden, the Rector and two (2) additional Vestry members appointed by the Rector who are not standing for reelection. The Senior Warden shall serve as Chairman of the committee and shall call any and all meetings. If the Senior Warden is eligible for a second term and desires to be nominated for such term, then the committee chair shall be elected by the committee.

(c) *Nomination and Election Procedures*

1. For a period of at least four weeks, ending not later than six weeks before the date of the Annual Parish Meeting, the Rector and Wardens shall solicit from the membership of the Parish the names of persons to be nominated as candidates for the positions listed in (a) above. Vestry members may submit the names of persons to be nominated as candidates. All nominations shall be made in writing on nomination forms provided by the Rector or by online nomination forms posted on the Parish web site. The form shall be signed by the person making the nomination, and shall state that the person nominated has indicated his willingness to serve if elected. Such forms shall require the listing of standard biographical information about the person nominated. The committee shall verify the canonical qualification of each nominee under Article 5, Paragraph 5.1 hereof and if the nominee meets such qualifications, the committee shall certify the name of the nominee to the Rector as a candidate to run for the position to be filled. The committee shall certify the names of all qualified candidates to the Rector in

sufficient time for the Rector to provide the names of the candidates and their biographical information to the Parish before the Annual Parish Meeting.

2. The names of all certified eligible candidates shall be listed on the written ballot for the election at the Annual Parish Meeting. Election shall be by written secret ballot. Election by acclamation shall also be permitted. Elections to all vacant positions on the Vestry shall be filled by a majority of those present and voting.. The election of delegates and alternates to the Diocesan convention shall be by a plurality of those present and voting, the requisite number of delegate positions to be filled by those receiving the highest number of votes, and the alternate positions to be filled in descending order of votes.

7.7 *Personnel Committee*

(a) *Duties.* The Personnel Committee shall review and present recommendations to the Vestry and the Rector on the staffing needs of the Parish, subject to the canonical requirement that all members of the staff, lay or ordained, serve at the discretion and direction of the Rector. The Personnel Committee shall review and present recommendations to the Vestry and Rector on personnel policies and procedures, compensation, benefits and all other appropriate aspects of the support and evaluation of the staff of the Parish, and present appropriate funding recommendations to the Finance Committee.

(b) *Composition.* Membership on the Personnel Committee includes the Senior Warden, the Junior Warden, the Rector, as Chairman, and not more than two (2) additional members of the Parish appointed by the Rector.

7.8 *School Board of Trinity Episcopal School*

(a). *Duties.* The School Board of Trinity Episcopal School shall be responsible for the administrative and financial oversight of Trinity Episcopal School, shall assist the director with operation of the School, and shall serve as a liaison between the School and the Vestry. The School Board may adopt bylaws which shall be consistent with these bylaws and the policies of the Vestry and must be approved by a majority vote of the Vestry.

(b) *Supervision.* The School shall operate under the supervision of the School Board, Vestry, Rector and Wardens. The day to day operations are maintained by a director who is recommended by the School Board, hired by the Rector and approved by the Vestry in accordance with the Canons of the Diocese

(c) *Composition.* The School Board of Trinity Episcopal School shall consist of up to five (5) members, elected by the Vestry as specified in (e) below. A majority of the members shall be Communicants in Good Standing of Trinity Episcopal Church, as listed on its communicant rolls in accordance with the General Convention and Diocesan Canons. At least one member shall be a member of the Vestry.

(d) *Policies and Relationship to the Parish.* The policies of the School shall be consistent with the policies of the Vestry. The School is a ministry of the Parish.

(e) *Selection and Removal.* At a regularly scheduled meeting, no later than June 1, the Vestry shall, by ballot and a majority vote, elect the School Board of Trinity Episcopal School to succeed those whose terms are expiring that year, in accordance with the Bylaws of Trinity Episcopal School. Members of the School Board may be removed by a majority vote of the Vestry.

Article 8

Ad Hoc Committees

The Rector, who may consult with the Wardens and Vestry, may create and charge ad hoc committees to undertake specific tasks in the governance of the Parish. The Rector appoints the committee members, including the chairs. Each such committee dissolves upon completion of its work.

Article 9

Commissions

9.1 *Commissions Generally.* Commissions are responsible for certain core purpose missions and activities within the Parish as provided herein. Commissions may be established or dissolved by the Rector, who may consult with the Wardens and Vestry. The principal areas of Parish activity are assigned to separate commissions, each chaired by a Communicant in Good Standing of the Parish appointed by the Rector for one year. At least one member of the Vestry and other parishioners with interests in the areas overseen by each Commission shall constitute the membership of the Commission. All Parish organizations, which are chartered by the Rector, are assigned to be under the auspices of the appropriate Commission. Each Commission is responsible for planning, implementing and periodically reviewing its particular parts of the general program of the Parish, including responsibility for submitting to the Finance Committee of the Vestry annual budget proposals for funding the program areas under its responsibility.

9.2 *Existing and New Commissions.* The existing Commissions in the Parish are as follows: Worship, Pastoral Care, Christian Education/Formation, Adult Formation, Children's Formation, Communications/Public Relations, Newcomers, Parish Life, and Evangelism. The Rector, who may consult with the Wardens or Vestry, may abolish existing Commissions or establish new Commissions without amending these Bylaws.

9.3 *Duties and Composition.* The duties and composition of Commissions are set by the Rector and may be changed by the Rector from time to time.

Article 10

Guilds and Parish Organizations

10.1 The Parish may support and encourage guilds and other Parish organizations to assist in its missions. These organizations report at least annually at the Parish's annual meeting and are subject to the supervision and ultimate control of the Rector. The assets of these organizations are the assets of the Church.

Article 11

Execution of Instruments

11.1 All checks, drafts and orders for payment of money shall be signed in the name of the Parish and shall be countersigned by such officers or agents as the Vestry shall from time to time designate for that purpose.

11.2 When the execution of any contract, conveyance or other instrument has been authorized by the Vestry without its having specified who shall be the executing officer, the Rector or the Senior Warden and the Secretary may execute the same in the name of and on behalf of the Parish. The Vestry shall have the power to designate the officers and agents who shall have authority to execute any instrument on behalf of the Parish.

Article 12

Indemnification

12.1 The Parish will indemnify and may insure the members of the Vestry and Officers for claims brought against them relating to acts or omissions in the course and scope of their duties as Vestry members or Officers as the case may be to the fullest extent permitted by the provisions of the Texas Business Organizations Code (hereinafter called the "BOC") applicable to nonprofit organizations, as amended from time to time, or by other laws of the State of Texas, as in effect from time to time. Such indemnification will be mandatory, without separate authorization being required, on condition that any requisite determinations have been made in accordance with the BOC or such laws.

12.2 In such connection, it is understood that the Parish will, in the manner and to the full extent permitted by applicable law, indemnify, advance and reimburse expense to any member of the Vestry and Officers for all expenses (including court costs, attorney's fees, penalties, fines, judgments or settlements) arising out of or in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitration or investigative, any appeal in such an action, suit or proceeding and any inquiry or investigation that could lead to such an action, suit or proceeding. Advance payments of such expenses may be made upon the written undertaking of any such person to repay such amounts, if it is ultimately determined such person is not entitled to indemnification. The rights of indemnification,

advancement and reimbursement of expense conferred herein will not be deemed exclusive of any other rights to which any such person may otherwise be entitled by law, or under the Certificate of Formation of the Parish, or under any agreement or insurance policy, vote of the Vestry or a committee thereof, vote of the Members of the Parish or otherwise that is legally permissible. Further, nothing in these Bylaws will be construed to limit the Vestry's ability to grant rights of indemnification, advancement and reimbursement of expense to any other person or entity, or under any Vestry resolution, agreement, or insurance policy, vote of the Members of the Parish, or other legally permissible manner.

Article 13

Terminology

13.1 As used in these Bylaws the masculine pronoun shall be read to include the feminine pronoun.

Article 14

Amendment or Repeal of Bylaws

14.1 The following procedures must be followed to amend or repeal these Bylaws:

(a) Two-thirds of all members of the Vestry, at a regular or a special meeting called for that purpose, must vote to recommend to the Parish the proposed amendment or repeal of the Bylaws; and

(b) A majority of the Qualified Voters of the Parish, either at the next Annual Parish Meeting after such recommendation by the Vestry, or at a special meeting held within one hundred twenty (120) days after such recommendation by the Vestry, must vote to approve the proposed amendment or repeal of the Bylaws

Article 15

Standing Rules

15.1 Each Commission and Committee may create rules outlining the operation of said Commission or Committee. These Standing Rules may be amended, altered, changed, added to, or repealed by the affirmative vote of two-thirds of the Vestry members at a regular meeting of the Vestry, provided notice thereof has been given at a preceding regular or special meeting of the Vestry.

Article 16

Diocesan Convention Delegates and Alternates

16.1 *Delegates and Alternates.* Delegates to the Diocesan Convention shall consist of the Senior Warden, Junior Warden, Chancellor and Treasurer of the Parish; and, in addition, two Delegates and two Alternate Delegates (Alternates) who shall be elected at the Annual Parish

Meeting. For the Delegates and Alternates who are to be elected at the Annual Parish Meeting, the Candidate Qualification Review Committee shall certify the names of eligible candidates for Delegate to the Rector in accordance with Article 7.6. hereof. Voting to elect Delegates at the Annual Parish Meeting is by written ballot. The two nominees receiving the greatest number of votes shall be elected as the Delegates. The two nominees receiving the next highest number of votes for Delegate shall be elected as the Alternates. Elected Delegates and Alternates shall be adult confirmed voting members and shall each serve a term of one year. An elected Delegate or Alternate may be elected to no more than three (3) consecutive terms and shall be ineligible for one year for reelection to the office of Delegate or Alternate after having served in the office three (3) consecutive years.

16.2 *Attendance.* Delegates shall attend all Regional and Diocesan Convention functions unless for good cause prevented, and Alternates shall attend in their absence. Delegates and Alternates may discuss anticipated convention business with the Vestry before Diocesan Convention, and report convention proceedings to the Vestry and the Parish within one month after each Diocesan Convention.

16.3 *Delegate Vacancies.* In the event of the death, resignation, or removal of a Delegate, the Rector (or if there is no Rector or there is an Interim Rector, the Senior Warden) shall appoint one of the two Alternates to fill the vacancy until the next Annual Meeting of the Parish or until a successor is elected and qualified.

16.4 *Resignations.* A Delegate or Alternate may resign at any time by tendering his resignation in writing to the Rector or to a Warden. The Vestry need not accept the resignation to be effective.

Article 17

Accounting and Financial Matters

17.1 *Fiscal Year.* The fiscal year of the Parish is the calendar year.

17.2 *Funds.* The ultimate direction and control of the cash, funds and investments of the Parish shall remain under the authority and control of the Vestry; however, the handling of any or all of the cash, funds and investments of the Parish, including the purchase, custody, sale and transfer of the same, may be delegated by the Vestry to the Wardens, and/or the Treasurer, either generally or as to specific instances.

17.3 *Indebtedness.* Subject to the provisions of Article 18 hereof, the Parish shall have the authority to borrow money, provided that no indebtedness shall be incurred, renewed or extended by or on behalf of the Parish without the express approval of the Vestry; nor without the written consent of the appropriate Diocesan bodies and officials, except as otherwise provided in the Diocesan Canons.

17.4 *Books of Account.* The Treasurer keeps proper books of account for the Parish, prepares periodic interim financial statements at least monthly and prepares annual financial statements. The financial statements consist of a statement of financial position (balance sheet), a statement of activities (income statement) and a statement of cash flows. The financial accounts are to be maintained and the audit conducted in accordance with the Standard Manual of Business Methods in Church Affairs of the Episcopal Church.

17.5 *Audits.* The Parish's financial statements are audited annually by an independent certified public accountant, or independent licensed public accountant, or such audit committee as the Diocesan Finance Committee may authorize. All audit reports, financial statements, footnotes and supplementary schedules, including memorandums issued regarding the sufficiency of internal controls or other accounting matters and a summary of action taken or proposed to be taken to correct deficiencies or implement recommendations contained in any such memorandum, are to be filed with the Diocesan Finance Committee and the Bishop in accordance with Diocesan deadlines.

17.6 *Annual Reports.* The Rector and the Vestry are jointly responsible for preparing and filing with the Diocese, in the form required by the Diocese and the Church, an annual report of all business and financial matters of the Parish, including the complete, audited financial statements. The Vestry shall approve the annual report and distribute the report to the Parish and Diocese in accordance with Diocesan deadlines.

17.7 *Gifts and Memorials.* No object intended as a permanent addition to the property of the Parish, or to be used for public worship, shall be accepted as a gift or memorial without the approval of the Rector and the Vestry, subject to such conditions as they may prescribe. All objects so accepted may be altered, removed or disposed of when deemed necessary or appropriate by the Vestry, and in accordance with the restrictions, if any, on the gift. The names of the donors of and of the persons memorialized by such gifts and memorials, any terms and conditions of the gift and the dates of acceptance shall be preserved in the permanent records of the Parish.

17.8 *Property Held in Trust.* All real and personal property held by or for the benefit of the Parish is held in trust for the Episcopal Church and the Diocese. The existence of this trust, however, shall in no way limit the power and authority of the Parish otherwise existing over such property, so long as the Parish remains a part of, and subject to the Episcopal Church and its Constitution and Canons. The Corporation of the Episcopal Diocese of Fort Worth shall hold title to all real property of the Parish, in trust for the use and benefit of the Parish, as provided by the Diocesan Constitution and Canons.

17.9 *Real Property.* All buildings of the Parish and their contents shall be kept adequately insured. The Corporation of the Episcopal Diocese of Fort Worth ("Diocesan Corporation") shall hold title to all real property held by or for the benefit of the Parish. The real property of the Parish may not be conveyed, leased or encumbered in any way by the Corporation without the

written consent of the Rector, Wardens and Vestry of the Parish and of the Bishop, the Standing Committee, and the Board of the Diocesan Corporation.

Article 18 **Borrowing**

18.1 *External Borrowing.* External borrowing for operations must be approved by two-thirds of the Vestry at a regular or specially called meeting. The approved budget for any calendar year must include provision for repayment of any external debt. Total External Borrowing of Trinity Episcopal Church shall never be more than five percent (5%) of the previous year's Operating Receipts. However, external borrowing for Capital Items may exceed five percent (5%) with approval of at least seventy-five percent (75%) of the Vestry at a regular meeting of the Vestry, provided notice thereof has been given at a preceding regular or special meeting of the Vestry. Any motion entertained by the Vestry for borrowing of money shall include a detailed and appropriate plan for the repayment of same.

Article 19 **Conflict of Interest**

19.1 No member of the Vestry shall participate in any discussion or vote on any matter in which he or a member of his immediate family has potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the Vestry member must announce his or her potential conflict, disqualify himself and be excused from the meeting until discussion is over on the matter involved. The Rector or Senior Warden is expected to make inquiry if such conflict appears to exist and the Vestry member has not made it known.

Article 20 **Nepotism**

20.1 *Definitions*

- (a) “Nepotism” for the purpose of this Article shall be defined as the showing of favoritism to an employee or candidate for employment based on the existence of a relationship as a relative or immediate family member of a Vestry member or clergy.
- (b) For the purpose of this policy, “relative” shall be defined as an individual’s spouse, or the parent, child, brother, sister, aunt, uncle, niece, nephew, grandparent, grandchild, son-in-law, daughter-in-law, stepparent, stepchild, stepbrother, stepsister, half-brother or half-sister, of the individual or of the individual’s spouse, whether the relative is related to the individual or the individual’s spouse by blood, marriage or adoption.

- (c) “Immediate family” shall be defined as Vestry member or clergy, their spouse, child, parent or sibling residing in the same household whether related by blood, marriage or adoption.

20.2 *Employment/Promotion of Relative.* In order to avoid both the reality and the appearance of conflict of interest in employment, the Rector will not appoint a relative of a Vestry member or of the clergy to any employment position, unless the person is subject to the exception below. Nor shall any person be considered for employment in any position in which he would come under the direct or indirect supervision of any relative.

20.3 *Exceptions.* A relative of a Vestry member or clergy may be employed by the Parish provided that the Parish has obtained approval from the Vestry.

THE ABOVE AND FOREGOING BY-LAWS OF TRINITY EPISCOPAL CHURCH, FORT WORTH, TEXAS, WERE APPROVED, AT THE _____ ANNUAL PARISH MEETING OF TRINITY EPISCOPAL CHURCH, DULY CONVENED ON THE 22nd DAY OF JANUARY A.D. 2012, AND WITNESSED BY THE SENIOR WARDEN AND CLERK OF THE VESTRY AS SHOWN BY THEIR SIGNATURES BELOW.

Jerry Nanna, Senior Warden

Karen Shepherd, Clerk of the Vestry