

BYLAWS

ALL SAINTS' EPISCOPAL CHURCH Fort Worth, Texas

January 21, 2001

ARTICLE I

Name

The name of this Corporation (hereafter referred to as the "Corporation") shall be **ALL SAINTS' EPISCOPAL CHURCH**, a parish church in the Episcopal Diocese of Fort Worth.

ARTICLE II

Governance

The affairs of the Corporation shall be conducted in conformity to the Constitution and Canons of the General Convention of the Episcopal Church in the United States of America (hereinafter referred to as "General Convention Canons" and "The Episcopal Church", respectively). The affairs of the Corporation 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 Corporation, the General Convention Canons shall prevail, to the extent of such conflict.

ARTICLE III

Board of Directors and Vestry

- A. The Board of Directors (hereinafter referred to as the "Vestry") of the Corporation shall consist of the Rector, the Secretary and the Treasurer, who may be non-Vestry members; and the Wardens and other Vestry members. The Vestry members are duly elected at the Annual Parish Meeting of All Saints' Episcopal Church from Confirmed Communicants in Good Standing and must also be at least eighteen (18) years of age, canonically resident in the Parish, 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 Vestry shall consist of no less than six (6) members and no more than fifteen (15) members. 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. If a vacancy in the membership of the Vestry occurs between Annual Parish Meetings, the remaining Vestry members may elect a new member to serve on the Vestry until the completion of the unexpired term. No person having served a full term in office or at least two (2) years of an unexpired term shall be eligible for election to the Vestry until a full year has elapsed.
- B. 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. Vestry meetings shall be conducted in accordance with the most recent revision of Robert's Rules of Order.

- C. If and when all Vestry members shall severally or collectively consent, in writing, to any action to be taken by the Corporation, such action shall be as valid as though it had been authorized at a meeting of the Vestry.

ARTICLE IV

Officers

- A. The PRESIDENT of the Corporation shall be the Rector of All Saints' Episcopal Church. He shall be its chief executive and shall have general and active management of the corporate business and shall see that all orders and resolutions of the Vestry are carried into effect. The Rector shall be elected by the Vestry.
- B. The VICE PRESIDENT of the Corporation shall be the Senior Warden of All Saints' Episcopal Church. He shall perform the duties and exercise the power of the President during the latter's absence or disability. The Senior Warden shall be appointed by the Rector from among the elected members of the Vestry.
- C. The JUNIOR WARDEN of the Corporation shall be elected by the Vestry members from among the members of the Vestry. He shall have oversight of the property and facilities of the Corporation on behalf of the Vestry.
- D. The SECRETARY of the Corporation shall be the Clerk, elected by the Vestry members of All Saints' Episcopal Church. He shall attend all meetings of the Vestry and shall preserve in the books of the Corporation 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 Standing Rules of the Corporation.
- E. The TREASURER of the Corporation shall be elected by the Vestry of All Saints' Episcopal Church. 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. He shall deposit 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 Accounting Principles and Reporting Practices of the Episcopal Church.

He shall disburse the funds of the Corporation only when and as ordered by the Vestry, taking proper vouchers for such disbursements, and he shall render to the Rector and Vestry at regular meetings of the Vestry, and whenever otherwise requested by them, an account of all his transactions as Treasurer and of the financial condition of the Corporation. He shall cause the books and records of the Corporation to be audited annually in accordance with the requirements of the General Convention Canons.

ARTICLE V

Execution of Instruments

- A. All checks, drafts and orders for payment of money shall be signed in the name of the Corporation and shall be countersigned by such officers or agents as the Vestry shall

from time to time designate for that purpose.

- B. 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 in behalf of the Corporation and may affix its corporate seal thereto. The Vestry shall have the power to designate the officers and agents who shall have authority to execute any instrument on behalf of this Corporation.

ARTICLE VI

Membership

- A. The members of the Corporation shall be those who from time to time are the Communicants in Good Standing of All Saints' Episcopal Church, as listed on its communicant rolls in accordance with the General Convention and Diocesan Canons. Communicants in Good Standing are all communicants of this church who for the previous year have been faithful in working, praying and giving for the spread of the Kingdom of God.
- B. An Annual Parish Meeting shall convene in the month of January each year and shall receive reports for the year ended the 31st of December immediately past, including the financial condition of the Corporation. Ten percent (10%) of the qualified voters in the Parish shall constitute a quorum. Qualified voters shall be Confirmed Communicants in Good Standing of the Parish at least 16 years of age. The Rector, upon thirty (30) days prior written notice, may call special meetings of the members of the Corporation; 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. All meetings shall be conducted in accordance with the most recent revision of Robert's Rules of Order.

ARTICLE VII

Indemnification

- A. Indemnitee. For purposes of this indemnification Article, "Indemnitee" shall mean any present or former Director, Officer, or Agent of the Corporation, or any person who may have served at the Corporation's request as a Director, Officer, Partner, Trustee, or Agent of another corporation, partnership, trust or other enterprise in which the Corporation owns or has owned stock or an interest, or which it is or has been a creditor.
- B. Indemnification. The Corporation shall indemnify every Indemnitee against all judgments, penalties, fines, amounts paid in settlement and reasonable expenses actually incurred by the Indemnitee in connection with any action, suit or proceeding, whether civil, criminal, administrative, arbitratve or investigative, in which he was, is or is threatened to be named a defendant, by reason of his serving or having served in any of the capacities listed in Paragraph A; provided it is determined that the Indemnitee (a) conducted himself in good faith; (b) reasonably believed while acting in an official capacity for the Corporation that his conduct was in the Corporation's best interest and in all other cases that his conduct was at least not opposed to the Corporation's best interest, and (c) in the case of any criminal proceeding, had no reasonable cause to believe that his conduct was unlawful. However, in the event that

Indemnatee is found liable to the Corporation or is found liable on the basis that personal benefit was improperly received by the Indemnatee, the indemnification is limited to reasonable expenses actually incurred by the Indemnatee in connection with the proceeding and shall not be made in respect of any proceeding which the Indemnatee shall have been found liable for willful or intentional misconduct in the performance of his duties to the Corporation. The Vestry shall make all determinations concerning the conduct of the Indemnatee for purposes of indemnification under this Article, and such determination shall be made by a majority vote of a quorum of the directors, or if a quorum cannot be obtained then by special legal counsel selected by a simple majority of the remaining Vestry members.

- C. Effect of Agreement. No amendment, modification or repeal of this article or any provision thereof regarding indemnification shall in any manner terminate, reduce or impair the right of any past, present or future Indemnitees to be indemnified by the Corporation, nor the obligation of the Corporation to indemnify any such Indemnitees, under and in accordance with the provisions of this Article as in effect immediately prior to such amendment, modification or repeal with respect to claims arising from or relating to matters occurring, in whole or in part, prior to such amendment, modification or repeal, regardless of when such claims may arise or be asserted.

ARTICLE VIII

Terminology

In accordance with the General Convention and Diocesan Canons, the masculine pronoun is used in these Bylaws to include the feminine pronoun.

ARTICLE IX

Amendment of Bylaws

These Bylaws may be amended, altered, changed, added to, or repealed by the affirmative vote of the majority of the membership of the Corporation present at the Annual Parish Meeting. Such changes require an affirmative vote of two-thirds of the Vestry members at a regular or special meeting of the Vestry, provided notice thereof has been given at a preceding regular or special meeting of the Vestry.

ARTICLE X

Standing Rules

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 XI

Property

All real and personal property held by or for the benefit of All Saints' Episcopal Church is held in trust for The Episcopal Church and the Diocese thereof in which the Church is located. The existence of this trust, however, shall in no way limit the power and authority of All Saints' Episcopal Church otherwise existing over such property so long as the Church remains a part of, and subject to The Episcopal Church's General Convention Constitution and Canons.

ARTICLE XII

Commissions

- A. Commissions will be established or dissolved by the 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.
- B. **Worship Commission**
1. **Duties**
Coordinates all programs and budget responsibilities for the enhancement of worship within the life of the parish, and serves as a council of advice to the Rector and Vestry on related matters.
 2. **Composition**
Membership in the commission is open to all Communicants in Good Standing of All Saints' Episcopal Church with interests in worship within the parish.
- C. **Christian Education and Spiritual Growth Commission**
1. **Duties**
Coordinates all programs and budget responsibilities for the enhancement of Christian education and spiritual growth within the life of the parish, and serves as a council of advice to the Rector and Vestry on related matters.
 2. **Composition**
Membership in the commission is open to all Communicants in Good Standing of All Saints' Episcopal Church with interests in Christian education

and spiritual growth within the parish.

D. Outreach Commission

1. Duties

Coordinates all programs and budget responsibilities for the enhancement of the parish's attention to community services and outreach programs within the life of the parish, and serves as a council of advice to the Rector and Vestry on related matters.

2. Composition

Membership in the commission is open to all Communicants in Good Standing of All Saints' Episcopal Church with interests in community services and outreach within the parish.

E. Parish Life Commission

1. Duties

Coordinates all programs and budget responsibilities for the enhancement of the fellowship of the internal community life of the parish, and serves as a council of advice to the Rector and Vestry on related matters.

2. Composition

Membership in the commission is open to all Communicants in Good Standing of All Saints' Episcopal Church with interests in the internal community life of the parish.

F. Pastoral Care Commission

1. Duties

Coordinates all programs and budget responsibilities for the enhancement of the pastoral care within the life of the parish, and serves as a council of advice to the Rector and Vestry on related matters.

2. Composition

Membership in the commission is open to all Communicants in Good Standing of All Saints' Episcopal Church with interests in pastoral care within the parish.

G. Evangelism Commission

1. Duties

Coordinates all programs and budget responsibilities for the enhancement of evangelism within the life of the parish, and serves as a council of advice to the Rector and Vestry on related matters.

2. Composition

Membership in the commission is open to all Communicants in Good Standing of All Saints' Episcopal Church with interests in evangelism within the parish.

ARTICLE XIII
Standing Committees

A. Standing Committees will be established or dissolved as deemed necessary by the Vestry. 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.

B. Executive Committee

1. Duties

The Executive Committee shall meet as required and as appropriate to discuss matters pertinent to the life of All Saints' Episcopal Church and shall report to the Vestry at its regularly scheduled or special called meetings.

2. Composition

Membership on the Executive Committee includes the Senior Warden, Junior Warden, Treasurer, and Rector. The Executive Committee is chaired by the Rector. Other interested Communicants in Good Standing of All Saints' Episcopal Church may be appointed to the committee by the Rector, based on their particular abilities and expertise.

C. Finance Committee

1. 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. The Finance Committee may be divided into subcommittees such as Budget, Investment and Insurance, to ensure the effectiveness of each area of the committee's responsibilities.

2. Composition

Membership on the Finance Committee includes the Treasurer of the parish, who chairs the committee, the Senior Warden and the Rector, ex-officio, and at least one (1) additional member of the Vestry, appointed by the Treasurer. Other interested communicants of the parish may be appointed to the committee by the Treasurer, based on their particular abilities and expertise.

D. Facilities Committee

1. Duties

The Facilities Committee shall review and present recommendations to the Vestry related to the fabric, property, equipment and other operational items 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.

2. Composition

The Facilities Committee is chaired by the Junior Warden, who shall appoint at least one (1) additional member of the Vestry. The Junior Warden may appoint other interested communicants of the parish with particular interests and talents in the areas of the committee's responsibilities.

E. Stewardship Committee

1. 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 Every Member Canvass.

2. Composition

The Rector shall appoint a Stewardship Chairman annually. The Chairman of the Stewardship Committee shall be a member of the Vestry and responsible for communications between the Stewardship Committee and the Vestry. The chairman may appoint other interested communicants of the parish with particular interests and talents in the areas of the committee's responsibility.

F. Nominating Committee

1. Duties

The Nominating Committee shall review and present to the Vestry candidates for election to vacancies of the Vestry and Delegates and Alternates to Diocesan Convention, to be filled by election at the Annual Parish Meeting.

2. Composition

The Nominating Committee shall be composed of the Executive Committee, members of the Vestry whose terms are being completed at the end of the current year, the Chairman of each of the Commissions or his designated representative, and the Rector, ex-officio. The Senior Warden shall serve as Chairman of the committee and shall call any and all meetings.

3. Procedures

- a. The Nominating Committee shall solicit from the membership of the parish proposed names for nomination, on a form prescribed for that purpose. After verifying the canonical qualifications of each proposed nominee, the committee shall select from among them a double slate of candidates for each vacancy to be filled.
- b. Nominations may be accepted "from the floor" in addition to those presented by the Nominating Committee, but they must be submitted in writing before the close of business on the last business day preceding the Annual Parish Meeting, so that their canonical qualifications may be verified.
- c. Election to all positions on the Vestry to be filled shall be by written ballot and majority vote of those present and voting at the Annual Parish Meeting; except that if the first ballot does not result in filling all vacancies, subsequent ballots shall be by "run off" of two candidates for each remaining position, with the candidates receiving the least number of votes eliminated to retain a double slate. Election of delegates and alternates to Diocesan Convention shall be by plurality of those present and voting; the requisite number of delegates' positions shall be filled by those receiving the highest number of votes, and the alternates' positions shall be filled in descending order of votes.

G. Personnel Committee

1. Duties

The Personnel Committee shall review and present recommendations to the Vestry and 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, including appropriate funding recommendations to the Finance Committee.

2. Composition

Membership on the Personnel Committee includes the Senior Warden, the Rector, as Chairman, and at least three additional members of the Vestry appointed by the Rector. Other interested communicants of the parish may be appointed to the committee by the Rector, based on their particular abilities and expertise.

ARTICLE XIV

All Saints' Episcopal School Board of Trustees

- A. The All Saints' Episcopal School Board of Trustees shall formulate such policies as will enable the School to fulfill its purpose and shall have general charge and control of affairs, funds, curriculum, and property of the school, as delegated to it by the Vestry of All Saints' Episcopal Church.
- B. Management
- The management of the affairs of the school shall be vested in the All Saints' Episcopal School Board of Trustees.
- C. Composition
- The All Saints' Episcopal School Board of Trustees shall consist of at least nineteen (19) members, elected as specified in the Bylaws of All Saints' Episcopal School. A majority of the members shall be those who from time to time are the Communicants in Good Standing of All Saints' Episcopal Church, as listed on its communicant rolls in accordance with the General Convention and Diocesan Canons.
- D. Selection
- At a regularly scheduled meeting, however no later than June, the Vestry shall, by ballot and a majority vote, elect All Saints' Episcopal School Trustees to succeed those whose terms are expiring that year, in accordance with the Bylaws of All Saints' Episcopal School.

ARTICLE XV

Borrowing

- A: Internal Borrowing
- There shall be no borrowing from any internal fund of All Saints' Episcopal Church.
- B. External Borrowing
- External borrowing for operations must be approved by two-thirds of the Vestry at a regular or called meeting. The approved budget for any calendar year must include provision for repayment of any external debt. Total external borrowing of All Saints' 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 XVI
Conflict of Interest

Vestry members shall abstain from voting on issues on which they have possible conflicts of interest.

ARTICLE XVII
Nepotism

No Vestry member or member of the immediate family, either by consanguinity or affinity, of the members of the Vestry or the Rector of the parish shall be eligible for employment for remuneration by the parish. The Vestry shall have the authority to make exceptions to this policy on a case-by-case basis, without altering or abrogating the policy.

THE ABOVE AND FOREGOING BY-LAWS OF ALL SAINTS' EPISCOPAL CHURCH, FORT WORTH, TEXAS, WERE APPROVED, AS AMENDED, AT THE 54th ANNUAL PARISH MEETING OF ALL SAINTS' EPISCOPAL CHURCH, DULY CONVENED ON THE 21st DAY OF JANUARY. A.D. 2001. AND WITNESSED BY THE SENIOR WARDEN AND CLERK OF THE VESTRY AS SHOWN BY THEIR SIGNATURES BELOW.