



**Bylaws
Executive Council
of the
Convention of the Episcopal Diocese of Fort Worth
Adopted September 13, 2014**

Preamble

The Executive Council (the “***Executive Council***”) of the Convention of the Episcopal Diocese of Fort Worth (the “***Diocese***”) has been established pursuant to Article 11 of the Constitution (the “***Constitution***”) of the Diocese and Canon 10 of the Canons of the Diocese (“***Canons***”) of the Diocese and are subject to the Constitution and Canons of The Episcopal Church. These Bylaws are adopted pursuant to Canon 10.2.1, which provides that the Executive Council shall adopt by-laws and operating procedures. If there is a conflict between these Bylaws and the Constitution or Canon 10, then the Constitution and Canon 10 shall control.

ARTICLE I
ORGANIZATION

Section 1. Powers. The powers of the Executive Council are as prescribed in Article 11 of the Constitution and Canon 10.1.

Section 2. Duties of the Executive Council. The duties of the Executive Council are as prescribed in Section 10.2 of the Canons.

ARTICLE II
GROUPS AND ORGANIZATIONS

Section 1. Groups and Organizations Created by Action of the Executive Council.

- (a) The Groups. The Groups created by action of the Executive Council as required by Section 10.5.2 of the Canons are: the (i) Congregation Development Group, (ii) Christian Formation Group, (iii) Finance Group, (iii) Structures Group, and (iv) Management Group (“***Group***” or the “***Groups***”).
- (b) The Duties of the Groups. The duties of the Groups are as prescribed in Canon 10.5.2.
- (c) Composition of the Groups, Terms. Each Group shall be composed of persons confirmed by the Executive Council as promptly as possible following the adjournment of each annual Convention and from time to time thereafter as circumstances may require. In making such confirmations, the Executive Council shall take due

consideration of the skills and expertise that a Group member may have to ensure that the Group has the expertise to carry out its duties. The term of each Group member shall be for one year until the adjournment of the next succeeding annual Convention. Any person may serve consecutive terms as a member of a Group. Any Group member may be removed at any time by the Executive Council. As required by Canon 10.5.2, the Bishop, the President of the Standing Committee and the President of the Corporation shall meet prior to the first meeting of the Executive Council after the adjournment of the annual Convention and appoint members of the Executive Council to each Group. Each Group may determine its own process for adding members from outside the Executive Council in accordance with Canon 10.5.2 as their expertise is needed and for selecting a liaison to the Management Group, as called for in Canon 10.5.2e.

- (d) Group Procedures. One member of each Group shall be elected chair by the Group. A majority of the whole Group shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Group. Each Group may adopt rules for its own government not inconsistent with the Constitution, the Canons, or these Bylaws. Each Group shall designate its own clerk, who is not required to be a member of the Executive Council.
- (e) Reports. Each Group shall provide a written report to the Management Group for its meeting prior to each regular meeting of the Executive Council. That report is to include the Group's activities and the activities of its related organizations and ministries since the last previous Executive Council meeting.
- (f) Other Organizations. As permitted by Canon 10.5.3, the Executive Council may establish other organizations. Such organizations shall be established by a resolution adopted by the Executive Council, which resolution shall include the purpose for the organization, the composition of this membership, reporting responsibility, and budget. Where possible, such organizations will report through one of the Groups described in clause (a) of this Section 1. Members of such organizations shall be appointed by the Management Group. The organizations' duration will expire following the second annual convention following its creation, unless otherwise specified by the Executive Council, in response to a recommendation from the Structures Group. The organization so established shall make reports to the Group to which it reports or as otherwise specified by the resolution establishing the organization.
- (g) Ad Hoc Organizations. As further permitted by Canon 10.5.3, the Executive Council may by resolution form ad hoc organizations as necessary and from time to time and may consolidate, reorganize, discontinue, or add to the same. Such organization shall be given a specific mandate and a time frame for completing their work for the Diocese.

ARTICLE III MEMBERS

Section 1. Members. The members of the Executive Council are as prescribed in Canon 10.3.1 and Canon 10.3.2, respectively.

Section 2. Terms and Vacancies. The terms of the members and the method of filling vacancies of lay and clerical members of the Executive Council are as prescribed in Canon 10.3.3.

Section 3. Resignations. Any member may resign by filing a written resignation with the Secretary of the Executive Council.

Section 4. Removal. The removal of lay and clerical members of the Executive Council elected by the Deaneries and the filling of any vacancies resulting therefrom are as prescribed in Canon 10.4.1.

Section 5. Duties and Responsibilities of Members.

- (a) Each member of the Executive Council is expected to attend all meetings of the Executive Council and to serve as members of organizations and groups of the Diocese as prescribed in Canon 10.
- (b) If a member of the Executive Council cannot attend a meeting of the Executive Council, he or she should notify the Secretary of the Executive Council at least two (2) days prior to the meeting that he or she will not attend the meeting, unless an emergency prevents such timely notification.
- (c) Members of the Executive Council shall perform their duties and responsibilities as prescribed in the Constitution and Canons.

Section 6. Seat, Voice and Vote. The seat, voice, and vote of members of the Executive Council are as prescribed in Canon 10.3.1 and Canon 10.3.2, respectively.

ARTICLE IV OFFICERS OF THE EXECUTIVE COUNCIL

Section 1. Officers. The officers of the Executive Council are as prescribed by Canon 10.3.1 and Canon 10.3.2 (f). These officers are: the President, 1st Vice President (if there be one), 2nd Vice President, 3rd Vice President, and Secretary. One or more Assistant Secretaries may be appointed by the President with the consent of the Executive Council.

Section 2. Duties and Responsibilities of the Officers.

- (a) The President. The President (i) performs duties incident to the office of chief executive, (ii) reports official acts and activities to the Executive Council, and (iii) serves as ex officio as a member of all organizations and groups of the Executive Council established by the Canons, by resolution of the Executive Council or by these Bylaws.
- (b) 1st Vice President. The 1st Vice President (i) in absence of the President, the 1st Vice President presides and assumes the duties of the President, and (ii) performs such duties as provided in these Bylaws or otherwise assigned to him or her from time to time by the Executive Council.
- (c) 2nd Vice President. The 2nd Vice President (i) in absence of the President and the 1st Vice President presides and assumes the duties of the President, and (ii) performs such duties as are assigned to him or her from time to time by the Executive Council.
- (d) 3rd Vice President. The 3rd Vice President (i) in absence of the President, the 1st Vice President and the 2nd Vice President presides and assumes the duties of the President, and (ii) performs such duties as are assigned to him or her from time to time by the Executive Council.
- (e) Secretary. The Secretary (i) performs the duties incident to the office of the secretary of a not-for profit corporation, (ii) gives notice of all meetings of the Executive Council and

organizations and groups thereof, (iii) keeps full and accurate minutes of the proceedings of the Executive Council, (iv) maintains records of all actions of the Executive Council, (v) corresponds on behalf of the Executive Council to outside parties, (vi) maintains organization and group rosters, and (vii) maintains the calendar of the Executive Council.

ARTICLE V MEETINGS

Section 1. Meetings. The Executive Council shall meet as prescribed in Canon 10.4.

Section 2. Call and Notice of Meetings.

- (a) Regular Meetings. The regular meetings of the Executive Council may be held without notice thereof being given to the members provided that the date and time of such meetings has been established by resolution of the Executive Council. The Secretary shall send a reminder of such meeting to the members of the Executive Council at least five days prior to the meeting, but the failure to send such notice or the failure of a member to receive such notice shall not affect the validity of the proceedings of such meeting.
- (b) Special Meetings. If a special meeting of the Executive Council is called pursuant to Canon 10.4.2, the request for such meeting shall be in writing, specifying the time of such meeting and the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by facsimile transmission or by electronic transmission (including by e-mail or over the World Wide Web in any electronic format) to Secretary of the Executive Council. No business may be transacted at such special meeting otherwise than specified in such notice. The Secretary shall cause notice to be promptly given to the members of the Executive Council in accordance with the provisions of Section 2(c) herein that a meeting will be held at the time requested by the person or persons calling the meeting
- (c) Notice of Meetings. Written or printed notice stating the place, day, and hour of each meeting of the Executive Council, and in the case of a special meeting, the purpose or purposes for which it is called, shall be given by the Secretary to the members of the Executive Council not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail, facsimile, or electronic message; *provided, however,* that no notice of a regularly scheduled meeting shall be required as provided in Section 2(a) above. The notice of a meeting shall be promptly posted on the Diocesan website, but the failure to post the notice on the website or any delay in such posting shall not affect the validity of the proceedings conducted at such meeting.

Section 3. Quorum and Vote; Agenda

- (a) Quorum. A majority of the members entitled to vote represented in person shall constitute a quorum at all meetings of the members of the Executive Council. If a quorum is present at a meeting of the members, the members represented in person at the meeting may conduct such business as may be properly brought before the meeting until it is adjourned, and the subsequent withdrawal from the meeting of any member or the refusal of any voting member represented in person to vote shall not affect the presence of a quorum at the meeting. If, however, a quorum shall not be present or

- represented at a meeting of the members, a majority of the members represented in person and entitled to vote shall have the power, unless otherwise provided in the Constitution or Canons, to adjourn the meeting from time to time and to such place, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally called.
- (b) Voting. Each member entitled to vote shall be entitled to one vote on each matter submitted to a vote at a meeting of the members of the Executive Council. When a quorum is present at any meeting of the members, the act of the members relative to any matter shall be decided by the affirmative vote of a majority of the members entitled to vote on that matter and represented in person the meeting.
 - (c) Proxies. Representation by proxy at any meeting of the Executive Council is not permitted.
 - (d) Meetings by Remote Communications Technology. The members may participate in and hold a meeting by means of a remote electronic communications system, including but not limited to conference telephone, videoconference, or internet, so long as (i) each person entitled to vote in the meeting consents to the meeting being held by means of that system, and (ii) the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. Such participation by the person entitled to vote at the meeting shall constitute presence in person at the meeting for purposes of a quorum and voting. If voting is to take place at a meeting held by means of a remote electronic communications system, the Executive Council shall implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified, and keep a record of any vote or other action taken.
 - (e) Action Taken Without a Meeting. Any action required by these Bylaws to be taken at any regular or special meeting of the Executive Council may be taken without a meeting, without prior notice, and without a vote if a consent in writing, setting forth the action so taken, is signed by all the members of the Executive Council entitled to vote on the action
 - (f) Agenda. The President shall prepare, or cause to be prepared, an agenda for any regular or special meeting of the Executive Council, and bring it to the Management Group for its consideration. Such agenda shall be prepared in such time that it may be delivered with the notice of the meeting. Pursuant to *Robert Rules of Order*, the agenda is not binding on the Executive Council until it is adopted by the Executive Council at the meeting and changes thereto can be made before it is so adopted. Any member of the Executive Council may propose that an item be put on the agenda for a regularly scheduled meeting. Such a proposal may be made at the meeting before the agenda is adopted. Such a proposal may also be submitted in writing to the Secretary of the Executive Council so that it may be included in the agenda delivered with the notice of the meeting, but the failure to so submit the proposed agenda item to the Secretary will not affect the ability of the proposer to request the item be placed on the agenda of the regular meeting prior to its being adopted by the Executive Council at the meeting.

Section 4. Open Meetings. All meetings shall be open to the public, except when the Executive Council is in executive session.

Section 5. Executive Session. The Executive Council may enter into executive session by motion and a majority vote of voting members present. Such motion shall include the purpose of the Executive Session and identify special invitees or employees and staff as may be necessary to remain. Members and others present in the executive session may not divulge anything that occurs during the executive session. The Executive Council may authorize the disclosure of specified information from the Executive Session. Confidential minutes may be taken and maintained by the Secretary. A final action, decision, or vote on a matter deliberated in an executive session shall be made only in an open meeting for which proper notice has been given.

ARTICLE IV
BUDGET

The preparation of the Budget is as prescribed in Canon 10.6.

ARTICLE V
REPORTS

The reports of the Executive Council to the annual Convention are as prescribed in Canon 10.7.

ARTICLE VI
AMENDMENTS

These Bylaws may be amended or repealed in whole or in part by a majority vote of the voting members of the Executive Council at a meeting at which a quorum is present.

Exhibit A
Form of Report
Group Report to Executive Council

Date:

For Executive Council meeting on:

Name of Group:

Chair of Group:

Areas of responsibility/duties of the Group:

Members:

Meetings and other activities since the last report:

Accomplishments in the last six months:

Goals for the next six months:

Problems, concerns:

Expenditures in the last six months:

Upcoming calendar for the Group:

Other: