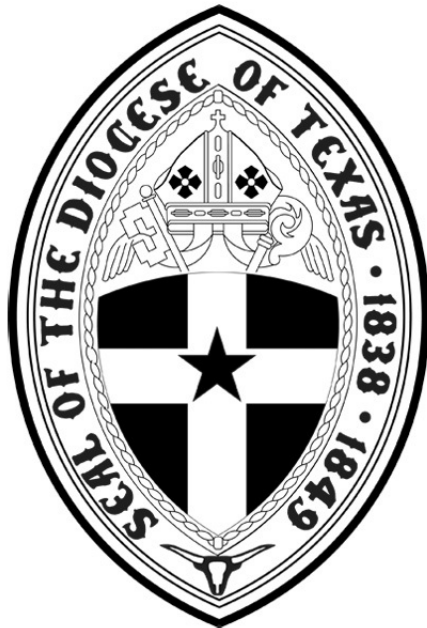


**CONSTITUTION &
CANONS**
OF THE EPISCOPAL CHURCH
IN THE DIOCESE OF TEXAS



EDITION OF SPRING
2020

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PREAMBLE

The Episcopal Church in the Diocese of Texas, a member of The Episcopal Church, and thereby a member of the Anglican Communion, is part of the One, Holy, Catholic, and Apostolic Church established by our Lord and Savior Jesus Christ. Being obedient to the Gospel of Jesus Christ, the purposes of the Diocesan Constitution and Canons, as amended in Diocesan Council, are to support the mission of this Diocese, to promote the good order of its ministry through its congregations, communities, and institutions, and to be responsive, compassionate, and loving to all people within this Diocese and throughout the world.

CONSTITUTION OF THE DIOCESE OF TEXAS

Article 1 AUTHORITY

Section 1.1 Accedes to General Constitution and Canons

The Church in the Diocese shall, and does hereby accede to the Constitution and Canons of the Protestant Episcopal Church in the United States of America, and acknowledges its authority.

Section 1.2 Authority in Diocese

The authority of the Church in this Diocese is vested in the Bishop Diocesan, a Council, and a Standing Committee.

Section 1.3 Authority in Absence of Bishop Diocesan

If the office of Bishop Diocesan be vacant, the Ecclesiastical Authority of the Diocese for all purposes in the administration of the affairs of the Diocese under the Constitution and Canons is vested in the Standing Committee.

Article 2 THE COUNCIL

Section 2.1 Membership of the Council

The voting membership of the Council of this Diocese shall consist of the following:

- (a) The Bishop, when there is one, who shall be *ex-officio* President of the Council, and of the Bishop Coadjutor if there be one, and of the Bishops Suffragan, if there be such; and they shall be entitled to all privileges and membership in the Council.
- (b) All Members of the Clergy, canonically resident in the Diocese, whose letters dimissory have been accepted by the Ecclesiastical Authority of this Diocese, or who have been ordained within this Diocese and who have not, in contemplation of removal from this Diocese, applied for letters dimissory.
- (c) Lay Delegates chosen by and representing the several Parishes and Missions of this Diocese, which may, in accordance with the Constitution and Canons of the Diocese, be entitled to such representation.

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- (d) Lay Delegates representing Campus Ministries of this Diocese. "Campus Ministries" shall mean those colleges and universities, and any branch thereof, in which the work of the Episcopal Church is approved by the Bishop for such representation.
- (e) Pastoral Leaders who have been placed in charge of a Parish or an Organized Mission, or Lay Missioners who have been placed in charge of a Campus Ministry, of the Diocese by the Bishop.
- (f) Lay delegates representing the Youth Ministry of the Diocese. The Youth Ministry of the Diocese shall mean those communicants in good standing of a Parish or Organized Mission of the Diocese who are at least 11 years of age and no older than 18 years of age.

Section 2.2 Lay Representation in Council

Each Parish in union with the Council shall be entitled to representation therein by four Lay Delegates, and each Campus Ministry in union with the Council shall be entitled to one Lay Delegate. Lay representation for each Mission in union with the Council shall be based on the Mission's Average Sunday Attendance reported in the *Journal* of the previous year's Council: Each Mission reporting up to 200 shall be entitled to one Lay Delegate; each Mission reporting between 201 and 400 shall be entitled to two Lay Delegates; and each Mission reporting 401 or more shall be entitled to three Lay Delegates. The Youth Ministry of the Diocese shall be entitled to one Lay Delegate from each convocation within the Diocese. Delegates from Parishes and Missions shall be elected by the congregation, or by the Vestry or Bishop's Committee, as the case may be, which may, at the same time, choose an equal number of alternates. In the event that, of those elected, less than the number permitted is able to attend the Council, the Rector or Priest in Charge is authorized, and is hereby obligated, to make such selections as may ensure a full representation in the Council. Lay Delegates from Campus Ministries shall be appointed by the Bishop, after consultation with the Campus Missioner, if there be one. Upon being seated by the Council, those so selected shall have the same standing as those elected. Lay Delegates from the Youth Ministry of the Diocese shall be appointed by the Bishop after consultation with the appropriate youth missioner.

Section 2.3 Qualifications of Delegates

All Lay Delegates representing Parishes and Organized Missions shall be confirmed communicants in good standing of the Parish or Mission they represent, at least 18 years of age, and shall possess such other qualifications as may be required by Canon. All Lay Delegates from the Campus Ministry shall be confirmed communicants in good standing of a Parish or Organized Mission of the Episcopal Church, registered students at the institution they represent, at least 18 years of age, and shall possess such other qualifications as may be required by Canon. All Pastoral Leaders in charge of an Organized Mission, or Lay Missioners in charge of a Campus Ministry must be confirmed communicants in good standing of a Parish or Organized Mission of the Diocese and placed in charge of the institution they represent by the Bishop. All Lay Delegates from the Youth Ministry of the Diocese shall be confirmed communicants in good standing of a Parish or Organized Mission of the Diocese in the particular convocation they represent, at least 14 years of age, and shall possess such other qualifications as may be required by Canon.

Section 2.4 Other Members – Voting

All officers of the Council, members of the Standing Committee, members of the Executive Board, members of such regular or special committees as may be by action of the Council charged with a special duty during the interval between its usual meeting, and the President of the Episcopal Church Women of

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the Diocese of Texas, shall be members also of the Council, but unless duly elected Lay Delegates, shall be without the right to vote.

Section 2.5 Attendance

It is hereby declared to be the duty of every member of the Clergy entitled to a seat to attend the Council; and of every Parish and Mission to send one or more delegates. Each Parish or Mission is expected to make suitable provision, either by collection or otherwise, for the expense of the Clergy in fulfilling the above required duty.

Section 2.6 Time and Place of Meeting

The Council of the Diocese shall assemble annually on a Friday following any Sunday in February at such time and place as may be designated by a preceding Council; provided that for urgent cause, the Bishop, with the approval of the Standing Committee, may designate or alter the place or time, or both place and time, in which case due notice must be given.

Section 2.7 Quorum

At the regular Annual Council, one half of the active (non-retired) of the Clergy canonically resident in the Diocese and a Lay Delegate from one half of the congregations in union with the Council shall constitute a quorum for the transaction of business, but less than a quorum may adjourn from day to day until a quorum is obtained.

Section 2.8 Procedure in Meeting

In all meetings of the Council, both annual and special meetings, the procedure shall be according to provisions set forth by Canon.

Section 2.9 Deliberations – Voting

The Clerical and Lay Delegates shall deliberate as one body and shall vote as such on all questions and in all elections except in the election of a Bishop, or a Bishop Coadjutor, or a Bishop Suffragan. Each Clerical and Lay Delegate shall be entitled to one vote, and a majority of the aggregate votes shall be the decision of the question, unless otherwise provided in the Constitution and Canons.

Section 2.10 President Pro Tem

At all meetings of the Council, in the absence of the Bishop, or if the office of Bishop be vacant, a President *Pro Tem* shall be designated as prescribed by the Canons.

Section 2.11 Special Meetings

- (a) Special meetings of the Council may be called by the Bishop at the Bishop's discretion, or upon the request of a majority of the Standing Committee. Notice of the meeting shall be as provided by Canon. If there be no Bishop, the Standing Committee shall have the power to call special meetings of the Council. When a vacancy in the Episcopate occurs more than four months before the next regular meeting of the Annual Council, it shall be the duty of the Standing Committee to call a special meeting of the Council to fill the vacancy, in which event, the

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Standing Committee must give reasonable notice of the time and place and purpose of the meeting.

- (b) Whenever a special meeting of the Council shall be called, the business to be transacted shall be specified in the call, and no other business shall be transacted except that specified in the call.
- (c) At any special meeting of the Council, a majority of all Clergy entitled to membership and lay representation from Parishes and Missions containing a majority of the communicants of the Diocese as reported at the next preceding Annual Council shall be necessary to constitute a quorum, but less than a quorum may adjourn from day to day for three days for the purpose of obtaining a quorum.

Article 3 THE STANDING COMMITTEE

Section 3.1 Membership

The Standing Committee shall consist of three Presbyters and three laypersons, at least 18 years of age, who are confirmed Communicants in good standing of the Church within the Diocese.

Section 3.2 Election – Term of Office

The members of the Standing Committee shall be elected by ballot. Their term of office shall be three years, or until their successors are elected and qualify.

At the Council at which this Article is adopted three Presbyters and three Lay Communicants shall be elected who shall then draw lots to determine their individual terms of office, one of each order to serve three, two, and one years respectively. Thereafter at each Council, one Presbyter and one Lay Communicant shall be elected to serve three years.

No members of the Standing Committee shall be eligible for re-election to the Committee upon ending a regular term of office until after one year (off the Committee) shall have elapsed.

Section 3.3 Procedure – Records – Vacancies

The Standing Committee shall elect from its own body a President and a Secretary. It shall establish its own rules, and may meet from time to time in conformity with its own rules. It shall keep a record of its proceedings and report the same annually to the Council, and perform such other duties as may be imposed upon it by the Council. Subject to the approval of the Bishop and to the terms of Section 3.2 above, it may fill vacancies in its own body or in any of the offices of the Diocese except that of Bishop and the Executive Board, and may elect alternate deputies to the General Convention.

Section 3.4 Meetings

The President of the Standing Committee may summon a special meeting whenever the President may deem it advisable, and it shall meet on the requisition of the Bishop whenever the Bishop shall desire its advice; and it may meet of its own accord when it may be disposed to advise the Bishop.

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Section 3.5 Quorum – Voting

A quorum shall be a majority of the committee when all shall have been cited to appear. A majority of the quorum shall be competent to act unless otherwise provided by Canon.

Article 4 OFFICERS AND ELECTIONS

Section 4.1 Election of Officers

Election of a Bishop, a Bishop Coadjutor, or a Bishop Suffragan for this Diocese shall be as follows: After special petitions for divine guidance, the members of the Council shall nominate some fit and qualified members of the Clergy for the office. A majority of the votes cast on the same ballot by both the Clergy and Lay delegates entitled to vote and present in Council and voting separately and concurrently by orders on such ballot shall be necessary for such an election.

In the case of all other elections of officers, or members of committees, or delegates, the Council may by unanimous consent provide that a plurality of all votes cast by the qualified voters shall be decisive.

Section 4.2 Officers

The officers of the Diocese shall be as follows: the Standing Committee, the Executive Board, a Secretary, a Treasurer, a Registrar, an Archivist, a Historian, a Chancellor, one or more Vice Chancellors, and such other officers as the Council may hereafter create by Canon. All officers shall be at least 18 years of age and shall be confirmed communicants in good standing in some Parish or Mission in union with the Council, and shall possess such other qualifications as may be set forth by Canon.

Section 4.3 Time of Elections – Special Elections

The officers of the Diocese shall be elected at the Council at such time as the Council may direct. The election of the Registrar, Archivist, Historian, Chancellor, and Vice Chancellor shall be upon nomination of the Bishop.

Section 4.4 Terms of Office

The terms of all officers, if not otherwise fixed by the Constitution and Canons of this Diocese, shall be for one year and until their successors are elected, unless sooner removed by the Council.

Section 4.5 Duties of Officers

The duties of all officers shall be such as may be incident to their offices and such other duties as may be declared by Canon.

Section 4.6 Deputies to General Convention

- (a) The Annual Council next preceding the date which is one year prior to the next regular meeting of the General Convention of the Church shall elect four Clerical Deputies and four Lay Deputies to represent this Diocese in the said General Convention at any regular or called meeting of the General Convention. The Clerical Deputies shall be Presbyters or Deacons, in either case canonically resident in the Diocese. The Lay Deputies shall be at least 18 years of age and shall be confirmed communicants in good standing resident in the Diocese.

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- (b) There may be elected at the same time four Clerical Alternates and four Lay Alternates from whom the Bishop may designate one or more as necessary to supply any deficiency in the representation. If there be no Bishop, the power of designation shall be exercised by the Standing Committee.
- (c) To assure a full representation of this Diocese in the General Convention, the Standing Committee, when necessary, shall appoint qualified representatives to supply any deficiency and such appointments shall have the full force and effect of an election by the Council.
- (d) The four Clerical Deputies and the four Lay Deputies so elected shall also serve as delegates to the Provincial Synod preceding General Convention.

Section 4.7 System of Voting

In all elections, the voting shall be by voting machines or other mechanical or electronic devices or by ballot unless unanimously dispensed with. To facilitate elections, except in an election to the Episcopate, the Council may adopt and define by Canon some form of the preference system of voting.

Article 5 NEW PARISHES AND MISSIONS

Section 5.1 Representation in Council

Every Parish and Organized Mission in this Diocese at the time this Constitution is adopted shall be considered in union with and entitled to representation in the Council of this Diocese, unless hereafter deprived of the right by vote of the Council in accordance with the provisions of the Constitution and Canons of this Diocese.

Section 5.2 Qualifications of New Parishes and Missions

New Parishes and Organized Missions may hereafter be created and admitted into union with the Council of this Diocese subject to such regulations as may be prescribed by the Canons of the Diocese; provided, however, that no Parish or Mission shall be admitted into union with the Council unless there are enough confirmed communicants at least 18 years of age connected therewith to fill the offices therein, and that the offices are filled by confirmed communicants over the age of 18 years. After admission into union with Council, all officers shall be at least 18 years of age, shall be confirmed communicants in good standing, and shall possess any other qualifications as may be prescribed by Canon.

Article 6 SUSPENSION AND DISSOLUTION OF PARISHES AND MISSIONS

Section 6.1 Action by Council

Any Parish or Organized Mission may be suspended from the right of representation in the Council of this Diocese, or its existence wholly dissolved, whenever the same shall be deemed necessary, by a two-thirds vote of each order.

Section 6.2 Action on Recommendation of Bishop

Whenever, in the opinion of the Bishop, any Parish or Organized Mission is essentially defunct, and the Bishop shall so report to the Council, it may proceed to suspend or dissolve the Parish or Organized Mission.

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Section 6.3 Failure to Pay Assessments, or to Comply with Canons

Provision may be made by Canon to suspend a Parish or Mission from the right of representation in the Council for failure to pay its assessment, or to comply with requirements of the Canon, and provisions may be made in the Canon with reference to the vote necessary to suspend the Parish or Mission aforesaid.

Section 6.4 Remitting Parishes to Missions

Provision may also be made by Canon for remitting dormant Parishes to the position of an Organized Mission.

Section 6.5 (This section has been deleted)

Article 7 SUPPORT OF THE DIOCESE

Section 7.1 Council May Levy Assessments

The Council shall have the power by Canon or by Special Resolution to raise money by tax or assessment upon the Parishes and Organized Missions in union with the Council for the necessary and proper expenses of the Diocese, which include the incidental expenses of the Council, the charges of the General Convention, the support of the Episcopate, and for such other objects and purposes as the Council may from time to time approve and direct. In making assessments against Parishes and Missions, regard shall be had as far as practicable to their financial strength and ability. The Council may, by Canon, prescribe such regulations and penalties as it may deem expedient to secure the prompt payments of assessments.

Article 8 ENDOWMENT OF THE EPISCOPATE

Section 8.1 Management – Use of Fund

The Fund for the Endowment of the Episcopate shall be held and managed by the Trustees of the Church Corporation known as “Protestant Episcopal Church Council of the Diocese of Texas.” The net annual income arising from this fund shall be used toward the expense of the Episcopate under such rules and regulations as may be provided by Canon.

Section 8.2 Trustees to Report

The trustees shall make to the Council annually a special report of the Fund for the Endowment of the Episcopate.

Article 9 PROPERTY

Section 9.1 Title to Real Property

The title to all real estate acquired for use of the Church in this diocese, including Parishes and Missions, as well as institutions of a diocesan character, shall be held subject to control of the Church in the Diocese of Texas acting by and through the Church Corporation known as “Protestant Episcopal Church Council of the Diocese of Texas”; provided, that (a) with consent of the Bishop, the Episcopal Foundation of Texas, The Bishop Quin Foundation, the Episcopal Health Foundation, and the Great

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Commission Foundation may each hold title to real property and may control, convey, and encumber such property without the consent, approval, or joinder of the Church Corporation, and (b) title to certain real property and related improvements, fixtures, appurtenances, and contract rights, as determined by the Church Corporation with the consent of the Bishop, may be held by and subject to the control of one or more separate Texas nonprofit corporations to be formed by the Diocese of Texas. Subject to the foregoing, all such property hereafter acquired for use of the Church in the Diocese, including Parishes and Missions, shall be vested in the Protestant Episcopal Church Council of the Diocese of Texas.

Section 9.2 Diocesan Property

Except as otherwise provided in Section 9.1, all property belonging to the Diocese, as such, shall be held in the name of the Church Corporation known as "Protestant Episcopal Church Council of the Diocese of Texas"; and no conveyance or encumbrance of any kind or character, unless it relates to property vested in the name of the Episcopal Foundation of Texas, The Bishop Quin Foundation, the Episcopal Health Foundation, or the Great Commission Foundation shall be valid unless executed by such corporation and as may otherwise be provided by the Canons of the Diocese. All permanent funds of the Diocese, except those funds held by the Episcopal Foundation of Texas, The Bishop Quin Foundation, the Episcopal Health Foundation, or the Great Commission Foundation shall be held and invested by the "Protestant Episcopal Church Council of the Diocese of Texas."

Article 10 AMENDING CANONS

Section 10.1 Authority for Procedure

Canons may be adopted, altered, amended, or repealed at any Annual Council meeting by a majority vote, unless a vote by orders be called for, whereupon a majority vote of both orders, voting concurrently, shall be necessary for adoption: provided that a two-thirds vote shall be required to adopt, alter, amend, or repeal any Canon, unless a copy of the proposed change to adopt, alter, amend, or repeal the Canon is first presented in writing to the Secretary of the Diocese or Chair of the Committee on Constitution and Canons not later than November 15 prior to the date of the Annual Council; but this shall not limit relevant amendments to any such proposal from the Council floor.

Section 10.2 Publication of Amendments

Any change in any Canon adopted in Council shall be published in full in the *Journal* with proper notations of title, number, and section, with a brief statement of the nature of the change. The Secretary of the Diocese shall post the *Journal* record reflecting the action by Council and the wording of the new Canon on the Diocesan website or otherwise make it available to Clergy of the Diocese, members of the Council, and others interested.

Section 10.3 Effective Date

Any duly adopted Canon or any duly adopted alteration, amendment, or repeal of an existing Canon shall become effective on the day following the date of adjournment of the Diocesan Council Meeting at which it is so adopted.

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Article 11 AMENDING CONSTITUTION

Section 11.1 Authority for Procedure

Any proposition to amend this Constitution shall be submitted in writing to an Annual Council, when by consent it shall be published in the *Journal*; provided that a two-thirds vote shall be required to consent, unless a copy of the proposed amendment is first presented in writing to the Secretary of the Diocese or Chair of the Committee on Constitution and Canons not later than November 15 prior to the date of Annual Council, but this shall not limit relevant amendments to any such proposal from the Council floor. At the next Annual Council, it may be considered, and if passed by a two-thirds majority of the members of each order, voting concurrently, in the form as published or as the same may be amended by unanimous consent, it shall be incorporated into the Constitution as a part thereof.

Section 11.2 Amendments to be Written in Full

No part of the Constitution or Canons shall be amended by reference to its number, or by merely striking out or inserting words, but the article or section sought to be amended or altered shall be written out in full and presented as it is intended it shall read when amended.

Section 11.3 Publication of Amendments

Any change in any article of the Constitution adopted in Council shall be published in full in the *Journal* with proper notations of title, number, and section, with a brief statement of the nature of the change. The Secretary of the Diocese shall post the *Journal* record reflecting the action of Council and the wording of the amendment on the Diocesan website or otherwise make it available to Clergy of the Diocese, members of the Council, and others interested.

Section 11.4 Effective Date

Each duly adopted provision of this Constitution or any duly adopted alteration, amendment, addition, or repeal of an existing provision of this Constitution shall become effective on the day following the date of adjournment of the Diocesan Council Meeting at which it is adopted.

CANONS OF THE DIOCESE OF TEXAS

TITLE I ORGANIZATION, POWERS, AND PROCEDURES OF COUNCIL

Canon 1 THE COUNCIL

Section 1.1 Membership

The Constitution defines who are members of the Council of the Diocese.

Section 1.2 Roll of Clergy and Lay Delegates

A list of the Clergy entitled to membership in the Council shall be furnished by the Bishop, or if there be none, by the Standing Committee, and a list of the Lay Delegates, to be compiled by the Secretary from the certificates returned to the Secretary from the several Parishes and Missions at the assembling of the Council, shall constitute the roll of its membership. The Council may at any time order the correction of said roll in order that it may contain only the names of all the qualified members of the Council.

Section 1.3 Lay Delegates to be Certified

The selection of Lay Delegates shall be certified in writing by the Rector, Priest-in-Charge, or other head of the congregation (collectively "Heads of Congregation"), and if there be none, then by the Secretary of the Vestry.

Section 1.4 Alternate Delegates

It shall be competent for a Parish or Mission to elect as many alternates as it is entitled to delegates, who shall be allowed seats in the Council and shall cast the vote in the absence of the regular delegates, provided the election of the alternates shall be certified as required for delegates.

Section 1.5 Meetings

Meetings of the Council are provided by Article 2 of the Constitution.

Section 1.6 Notice of Special Meetings

Notice of any special meeting of the Council, when ordered by the Bishop, shall be given by the Secretary, through the mail or electronic communications, to each member of the Clergy and to each Parish and Mission in the Diocese. If called by the Standing Committee, in accordance with Article 2 of the Constitution, sixty days' notice must be given by the Secretary of the Diocese and by the same method provided above. Provided, however, that when the special meeting is called to fill a vacancy in the Episcopate, as provided in Article 2 of the Constitution, the notice may not be less than thirty days.

Section 1.7 Expenses of Council Meetings

The Diocese may charge a reasonable registration fee for each delegate to such Council meetings, to include a reasonable charge for meals and other essential services furnished delegates and Council. All fees and charges so received shall supplement any appropriation made by Council for such purposes, and shall be used to assist in defraying expenses.

Canon 2 THE DISPATCH OF BUSINESS FOR COUNCIL

Section 2.1 The Dispatch of Business

- (a) Council shall open with Divine service.
- (b) All business of Council shall be presented by or through any officer of the Diocese, any member of the Executive Board, any of the regular committees of Council, or as specified by this Canon.
- (c) The regular committees of Council shall be the following, and such other regular committees as the Council may hereafter create by Canon:
 - (1) Dispatch of Business
 - (2) Constitution and Canons
 - (3) Nominations
 - (4) Supervisors and Tellers
 - (5) Resolutions
 - (6) Council Management
 - (7) Budget
- (d) All regular committees appointed shall hold office from the close of the Annual Council at which their appointment is made until the close of the next Annual Council.
- (e) The Committee for Dispatch of Business shall consist of one member of the Clergy and three (3) laypersons. This Committee shall present a report outlining the procedure of Council, with a copy of the Canon entitled The Dispatch of Business for Council. This report may include changes in the procedure of Council set forth in this Canon, when considered advisable in order to facilitate the business of the Council. Such report, if approved by Council, shall be recognized in conducting the business of Council.
- (f) The Committee for Constitution and Canons shall consist of two members of the Clergy, two laypersons, and the Chancellor, who shall be an ex-officio member. It shall be the duty of this Committee to receive every proposed change, alteration, or new Article of the Constitution or Canons of the Diocese, submitted to the secretary or chair of the Committee for Constitution and Canons by November 15 prior to the next Annual Council. It shall be the duty of this Committee to change the wording of such proposals to conform to the Constitution and Canons of the Diocese. It shall be the privilege of the Committee to evaluate these proposals and recommend their adoption or rejection. The action of this Committee will be published in Volume I of the Journal.
- (g) The Committee for Nominations shall consist of seven members of the clergy and seven laypersons whose selection and duties are outlined in the Canons of the Diocese, and the Chancellor of the Diocese, or in the event of the Chancellor's inability to serve, a Vice-Chancellor of the Diocese.

- (h) The Committee for Supervisors and Tellers shall consist of two members of the Clergy and three lay persons. It shall be the duty of this Committee to secure such additional help from members of Council or responsible persons not members of Council to distribute, collect, and count the ballots or to supervise the voting in case voting machines are used.
- (i) The Committee for Resolutions shall consist of two members of the Clergy and two laypersons. It shall be the duty of this Committee to receive resolutions presented to it in writing by any member of the forthcoming or last preceding Council, or by any committee or board not responsible for the dispatch of business of Council, provided these resolutions, along with any explanation of the rationale for the proposed resolutions, are mailed or attached to emails directed to the Chair of the Committee. Unless the Bishop of the Diocese grants an exception, all resolutions must be submitted to the Committee not later than November 15 preceding the next Annual Council, but this shall not limit relevant amendments to any such resolution from the Council floor. The Committee may require all resolutions to be submitted in a standardized format and shall make such change of wording as is necessary for such resolutions to conform to proper usage and understanding. The Committee will inform the mover of any changes made. The Committee shall have the right to evaluate all resolutions and to recommend their adoption or rejection. The Committee shall have the right to rank the resolutions in an order of importance as determined by the Committee and present them to Council in that order. The Committee may request discharge from consideration by Council of resolutions that would seek similar action to that of a resolution previously considered. A two-thirds vote shall be required to adopt any resolutions submitted to Council pursuant to an exception granted by the Bishop of the Diocese. The action of this Committee will be published in Volume I of the Journal. It shall also be the duty of this Committee to implement and set in motion the suggestions and directions contained in the Bishop's Address to Council. Those matters, which come within the purview of jurisdiction of any particular Committee of Council, shall be referred to the appropriate Committee for action.
- (j) The Committee for Council Management shall consist of one member of the Clergy, two laypersons, a member of the Diocesan Staff, and the following ex-officio members: the General Chairs of the host committee for the current and the immediately preceding Councils, and Chair of the Committee for the Dispatch of Business. It shall be the duty of the Committee to assist the Bishop in: (1) developing and maintaining a Council Manual, consisting of detailed descriptions of each principal activity of Council, to serve as guidance for future Council Host Committees; (2) developing record keeping requirements and formats for Council Host Committees; (3) locating and securing appropriate sites for Council; and (4) making recommendations to the Executive Board and Committee for Dispatch of Business concerning changes in the organization of Council that would better facilitate the business of Council.
- (k) The Committee for Budget shall consist of one member of the Clergy, two laypersons, the Treasurer, and the Finance Committee Chair. It shall be the duty of the Committee to receive proposed adjustments to the Budget that shall be presented and reviewed at Annual Council. It shall be the privilege of the Committee to evaluate these proposals and to recommend their adoption or rejection. Proposals for adjustments to the Budget shall be submitted no later than the Monday prior to Annual Council. No amendment increasing expenditures shall be accepted without identifying revenue or a related decrease in expenditures to be used as a source of

funding that amendment. The Committee shall report on each of the proposed adjustments received and its evaluation of each proposal.

Section 2.2 Other Council Duties

- (a) Other Council duties will be carried out as follows:
 - (1) Credentials
 - (2) New Parishes and Missions
 - (3) Finance
 - (4) Unfinished Business and Certification of Minutes
- (b) The Secretary of the Diocese will be responsible for certifying the credentials of the officers and delegates present. Before any business is dispatched during any Council, a satisfactory report from the Secretary shall be made and the President shall declare that Council is organized for business. Before any further business is dispatched during any Session, a quorum shall be established.
- (c) A designee of the Bishop, or, if the office of Bishop is vacant, of the Standing Committee will be responsible for recommending to Council the admission of new Parishes and Missions. The Bishop's designee shall be ready to report at the opening of Council.
- (d) The Finance Committee of the Executive Board shall recommend to Council the use of any Offerings taken during Council meetings, and to study the cost of Council with such recommendations as seem advisable.
- (e) The Secretary of the Diocese shall prepare the minutes of Council which minutes shall be attested by the Bishop. It shall also be the duty of the Secretary to see that every committee, board, or person whose duty it is to report to Council does report. It is further the duty of the Secretary to see that every action of Council requiring a report be satisfied or held over to the next session of Council.
- (f) The Bishop, or in the Bishop's absence, the Bishop Coadjutor, if there be one, otherwise the Bishop Suffragan having seniority if there be one, otherwise the oldest canonically senior member of the Clergy present shall preside at all Council meetings. The presiding officer of Council shall be known as the President of Council.

Section 2.3 Annual Council Proceedings

- (a) Subject to such changes recommended by the Committee for Dispatch of Business and approved by Council, the business of each Annual Council shall include the following:
 - (1) The Order for The Administration of the Lord's Supper or Holy Communion
 - (2) Opening Prayer and Reading of Scripture
 - (3) Declaration of a Quorum and Certification of Credentials by the Secretary

- (4) Declaration that the Council is organized for business and Appointment of a Parliamentarian
 - (5) Report of the Committee for Dispatch of Business
 - (6) Report by the Secretary on Unfinished Business and Certification of the Minutes
 - (7) The President shall appoint new members for the regular committees of Council to fill any vacancies on said committees appointed at the preceding Council
 - (8) Report of the Department of Evangelism and Congregational Development
 - (9) The address of the Bishop, if not presented at the opening service of Council before the First Session, shall be given preference whenever presented. The address of the Bishop Coadjutor, if there be one, or the Bishop Suffragan, shall be given preference whenever presented, or may be presented by title and printed in the Journal.
 - (10) Report of the Nominating Committee and elections
 - (11) Report of the Committee for Constitution and Canons
 - (12) Report of the Committee for Resolutions
 - (13) Report of the Treasurer of the Diocese and Treasurer of the Executive Board
 - (14) Additional Reports may be received at any time during Council that the Committee on Dispatch of Business and the President determine convenient and appropriate.
- (b) The following business must be transacted before adjournment:
- (1) Report of the Committee for Constitution and Canons
 - (2) Report of the Committee for Resolutions
 - (3) Elections on appointment of the Bishop
 - (4) Appointment of members to the Regular Committees for the next Council
 - (5) Report of the Secretary on Unfinished Business and Certification of Minutes.
- (c) Council shall adjourn by motion and with the Doxology and Benediction.

Section 2.4 Special Sessions of Council

- (a) The following procedure shall open the Special Session:
- (1) Roll Call by the Secretary
 - (2) Declaration of Quorum present
 - (3) Report of the Secretary on Credentials

- (4) Declaration that the Session is ready for business
- (5) Report of the Committee for Dispatch of Business
- (6) Report of the Committee for the Special Session
- (b) The business conducted during this Session shall follow the direction of the Constitution and Canons of the Diocese of Texas.
- (c) The following procedure shall close the Special Session:
 - (1) Report of the Committee for Resolutions
 - (2) Report of the Secretary on Unfinished Business and Certification of Minutes
 - (3) Motion, Adjournment, Doxology, and Benediction

Section 2.5 General Rules for Order and Procedure

- (a) At all Council meetings the Council may take recess at its option.
- (b) Members of Council, officers of the Diocese, and representatives of the news media are the only ones to be admitted to the Council Floor. Boundaries of the Council Floor shall be clearly defined. All visitors may sit outside of this boundary, as the space will permit.
- (c) Members desiring to speak shall rise, respectfully address the Chair, identify themselves by name and parish or mission, and confine themselves to the subject under discussion. They are to avoid personalities, irreverences, personal feelings, and experiences. Members shall not speak more than twice on the same proposition.
- (d) Written reports shall be submitted with a signed original and one copy and accompanied by resolution when action by the Council is recommended.
 - (1) All reports to Council shall be given to the Secretary of the Diocese and shall become the property of the Diocese. When directed by the Executive Board, reports shall be sent by the Chair of each Committee, Commission, Board, or person responsible for preparing same to the Secretary of the Diocese, on or before a date not less than forty-five days prior to the next regular meeting of the Council, such date to be specified in a written notice which shall be given by the Secretary of the Diocese to each such person. These reports shall be published in a pre-Council booklet and copies made available, at least two weeks before the opening of Council, to all Members of the Clergy, Officers of the Diocese, and Delegates and Alternates who are to attend the next regular meeting of the Council. All such reports having been so published shall be presented to the Council by title. Any member of Council shall have the privilege of questioning the person responsible for such report.
- (e) Every motion or resolution shall be seconded and stated by the Chair or the Secretary before it can be considered, and if required by the Chair, it shall be reduced to writing and signed by the mover.

- (1) Any motion or resolution, withdrawn without action thereon by the Council, need not be noted on the record. The Council may exclude from the record any motion or resolution which has been negatived by the Council or which has been ruled out of order.
 - (2) A motion to adjourn shall always be in order when no member is speaking, and shall be decided without debate; but if negatived, it shall not be renewed until some other business has intervened.
- (f) When a proposition is under consideration, no motion shall be received except to adjourn, to lay on the table, to postpone, to commit, to amend, or to divide – said motions taking precedence in the order named. The motion to lay on the table is not debatable.
- (1) A proposition once decided or indefinitely postponed shall not be considered by the same Council unless a motion to reconsider is made by a delegate who voted on the prevailing side and can show the same by three witnesses, and provided a quorum is present. If adopted, the vote must be by two-thirds of the members present.
- (g) Subject to the foregoing, the Rules of Order of the House of Deputies of the General Convention, where applicable, shall obtain in all deliberations of the Council, and shall be enforced by the President without debate, subject to an appeal from the President's decision to the Council.
- (h) Additional matters may be presented to the Council at such time as determined by the Committee for Dispatch of Business, consistent with the other provisions of this Canon. The Committee may limit the time for consideration of such matters. It shall be the privilege of this Committee to evaluate these matters and recommend the acceptance or rejection of them in the order of Business.
- (i) Any of these rules may be suspended by the concurrence of two-thirds of the members present.

Canon 3 NOMINATIONS AND ELECTIONS

Section 3.1 Membership

The Committee for Nominations shall consist of seven members of the Clergy, seven laypersons, and the Chancellor of the Diocese, or in the event of the Chancellor's inability to serve, a Vice Chancellor of the Diocese. The clergy and lay members of the Committee for Nominations shall be selected in the following manner:

- (a) Six members of the clergy and six lay persons shall be appointed for rotating three-year terms as follows:

At the Council in which this amendment first becomes effective, the Bishop shall select two members of the clergy and two lay persons to serve a one-year term; two members of the clergy and two lay persons to serve a two-year term; and two members of the clergy and two lay persons to serve a three-year term. At each subsequent Annual Council, the Bishop shall select two members of the Clergy and two lay persons to serve three-year terms on the Committee, plus fill any vacancies that have arisen. The Bishop shall designate one of the members of the Clergy on the Committee as its Chair for the ensuing year. No member of the Committee who has

completed a three-year term shall be eligible for reappointment to the Committee until a period of one year shall have elapsed.

- (b) The Standing Committee shall select one member of the Clergy from its membership and the Executive Board shall select one layperson from its membership. Such selections shall be made at the first meeting following each Annual Council, and each shall certify the name of its selected member to the Bishop before March 1.

The Committee for Nominations so selected shall serve until the close of the next Annual Council.

Any member of the Committee for Nominations may resign at any time prior to November 15 of any year. Any vacancy occurring on the Committee for Nominations shall be filled by the Bishop for the unexpired term of the position to be filled; provided that a vacancy in the position of the member selected by the Standing Committee shall be filled by the President of the Standing Committee for the unexpired term of the position to be filled; provided that if no Clergy member of the Standing Committee is eligible, the position shall be filled by the Bishop from other members of the Clergy of this Diocese.

Section 3.2 Nominations

The Committee for Nominations shall meet annually, after November 10, but prior to the deadline for submission for publication in Volume I of the *Journal*. Notice of the time, date, and place of meeting with the name and address of the Chair of the Committee shall be posted on the Diocesan website prior to the meeting date, and references to the posted information shall be contained in Diocesan electronic news publications distributed at least four weeks prior to the date of the meeting to all members of the Clergy entitled to membership in the Council and Parishes and Missions. Suggestions to the Committee for Nominations of the persons to fill all offices in the Diocese and representative positions on Committees and as Deputies, Delegates, or Alternates to the General Convention or Provincial Synod shall be submitted with complete biographical information to the Chair of the Committee not later than November 10th preceding the next Annual Council at which the nominations will be considered. The Committee is directed to choose from the persons suggested, and if necessary or appropriate, from persons it selects, the nominees it believes to be best qualified for the positions to be filled, being mindful of the desirability of a balanced slate of nominees representative of the diversity of the Diocese. At least two persons shall be nominated by the Committee for each office or position to be filled, except that this minimum number of nominees shall not apply (a) to the offices of Secretary of the Diocese and Treasurer of the Diocese or (b) to those offices to be filled on the nomination of the Bishop or Bishop Coadjutor. Additional nominations may be made from the floor at the Council. No member of the Committee for Nominations may be nominated by the Committee for any elective office, but such member may be so nominated from the floor.

Section 3.3 Notice of Nominations

The names of the nominees of the Committee for Nominations shall be posted on the Diocesan website and referenced in Diocesan electronic news publications distributed prior to the Annual Council meeting.

Section 3.4 Report of the Committee for Nominations

The report of the Committee for Nominations shall be presented to the Council at a time set by the Committee for Dispatch of Business. Unless voting machines, or other mechanical or electronic devices are used, the report shall contain sufficient copies of a ballot for use in voting, and shall show the names of those selected by the Nominating Committee. Nominations may be made from the floor. One or more groups of supervisors and tellers for the election shall be appointed.

Section 3.5 Voting

The voting shall be by voting machines or other mechanical or electronic devices, or by written ballot, unless the delegates shall unanimously desire a voice vote. If the voting is by written ballot, it may commence at any time after the presentation of the report of the Committee for Nominations. However, if the voting is by voting machines, or other mechanical or electronic devices, it may be conducted at such place and time as the Council may direct.

Section 3.6 Elections

Elections shall be by a majority vote of the valid votes cast for each office. A majority of the valid votes cast for each office shall be computed by dividing the total number of votes cast by twice the number of offices or positions to be filled and adding one (1) vote. Each delegate shall have one vote on each ballot for each office or position to be filled.

When more than two persons are nominated for a single office, or when two or more persons are to be elected on the same ballot and there are more nominees than twice the number of offices or positions to be filled, and if upon the first ballot there is no majority of the votes cast for one or more of the offices to be filled, a second ballot shall be cast. The nominees on such ballot shall be the candidates receiving the highest number of votes cast on the preceding ballot, not to exceed twice the number of the offices remaining to be filled; except in the case of a tie vote in the last place, in which event the candidates receiving the tie vote shall also be candidates on the next succeeding ballot. Similarly, ballots shall be cast until all offices shall be filled.

When elections are for different terms of office, the nominee first elected shall be the one elected for the longest term; or if two or more are elected on the same ballot, the candidate or candidates receiving the highest number of votes shall be the one or ones elected for the longest term.

In all elections where officers or positions are designated to be filled by both Clergy and laypersons, separate ballots shall be taken for each order.

Section 3.7 Election of Deputies to General Convention and Alternates

There shall be four Clerical Deputies and four Lay Deputies elected to represent the Diocese at each General Convention. A minimum total of eight members of the Clergy and eight qualified laypersons shall be nominated to fill the positions. Each voting delegate, Lay and Clergy, shall initially have four votes for each order. Notwithstanding the provisions of Section 3.6, the number of nominees for each order shall not be reduced until there shall have been elected at least one Deputy from such order, after which the number of nominees from such order shall be reduced from those receiving the highest number of votes to twice the number of offices of Deputies remaining to be filled from such order. After a reduction in

such order, each voting delegate shall have as many votes as there are positions to be filled in such order. The four members of the Clergy and four qualified laypersons receiving a majority of the votes cast shall be elected as Deputies. Cumulative voting shall not be permitted in the election. Four alternates shall be selected from each order. The alternates shall be the eliminated nominees from each order receiving the four highest number of votes prior to elimination and shall be ranked in the order of votes received. If there is a tie vote for an alternate position, the precedence shall be chosen by lot.

Section 3.8 Trustees of the University of the South

There shall be elected by the Council of the Diocese, three Trustees for the University of the South, consisting of one Clerical and two Lay Trustees. The 118th Annual Council shall elect one Trustee for a one-year term, one Trustee for a two-year term, and one Trustee for three-year term. Thereafter each Annual Council shall elect one Trustee to serve for a term of three years.

Canon 4 ANNUAL BUDGET AND ASSESSMENTS

Section 4.1 Fiscal Year of Diocese and Parishes

The fiscal year of this Diocese and each Parish and Mission thereof shall begin January 1.

Section 4.2 Communicants to Contribute

The Bishop, as the chief Pastor, has a claim upon each baptized member of the Church, and especially upon the communicants, for the Bishop's support; and each communicant shall contribute annually towards the payment of such sum as the Council may assess for that purpose, the payment of which assessment is enjoined as a sacred duty.

Section 4.3 Annual Budget – Assessments

Each Annual Council shall arrange and adopt a budget for the year for the necessary and proper expenses of the Diocese as prescribed in the Constitution; the Executive Board of the Diocese shall distribute and assess equitably against each Parish and Mission in union with the Council the amount of the budget so adopted as its proportionate share of the financial obligations of the Diocese for the year; and such assessments shall become a charge against the Parish or Mission so assessed from the time it is approved and ordered by the Council, and shall be payable monthly. Each Parish or Mission may take such steps as may seem best for providing and paying to the Treasurer of the Diocese the amount so assessed, or may pay the same from the general fund of the Parish or Mission.

Section 4.4 Arrears in Assessments

No Parish or Mission in arrears for any of the assessments for the support of the Diocese shall be entitled to representation in the Diocesan Council until all past due assessments have been paid or have been forgiven by the Council. Arrears in premiums due to the Church Pension Fund are governed by Title II.4.7 and Council may not forgive any arrears for the Church Pension Fund.

Section 4.5 Annual Audits

The accounts of all Parishes, Missions, and other Church institutions and organizations in the Diocese relating to the receipts and expenditures or investments of money shall be audited annually at the end of

each calendar year by an independent Certified Public Accountant, independent Licensed Public Accountant, or such audit committee as shall be authorized by the Executive Board. The reports of all such audits, including any memoranda issued by the auditing authority regarding internal controls or other accounting matters, shall be filed with the Bishop not later than thirty (30) days following the date of such reports but in any event prior to September 1 of each year covering the financial reports of the previous calendar year.

Canon 5 AMENDMENTS OF THE CONSTITUTION AND CANONS

Section 5.1 Amendments Authorized by Constitution

All amendments to the Constitution and Canons shall be made as provided in the Constitution.

Section 5.2 Designation

With respect to language referring to persons, all amendments to the Diocesan Constitution and Canons shall be phrased in gender inclusive language.

Section 5.3 Style

Any change from upper case to lower case initial letters shall not change the substance or meaning of the words involved.

CANONS OF THE DIOCESE OF TEXAS

TITLE II DIOCESAN OFFICERS AND BOARDS

Canon 1 DUTIES OF THE OFFICERS OF THE DIOCESE

Section 1.1 Secretary

It shall be the duty of the Secretary:

- (a) To record the proceedings of the Council.
- (b) To preserve the records, books, and papers of the Council, subject to its order.
- (c) To attest transcripts from the Council's records.
- (d) To notify promptly all persons concerned of elections, resolutions, or other action taken by the Council.
- (e) To furnish to Ministers, Parishes, and Missions prescribed forms for reports.
- (f) To certify to the General Convention lists of the Clergy of the Diocese, and the names of Deputies to the General Convention.
- (g) To prepare and submit such reports from the Diocese as may be required by the General Convention or by any other official body under authority of the General Convention.
- (h) To supervise the proper publication of the Journal of the proceedings of the Council, subject to the orders of the Council, and to post the Journal on the Diocesan website and otherwise make it available to interested persons upon request.
- (i) To publish in the Journal each year a page or pages memorializing Lay leaders of the Diocese and/or Council who have died during the preceding year and to publish a separate page for each member of the Clergy canonically resident in the Diocese who has died during the preceding year.
- (j) Do whatever else may be required by the Council.
- (k) Keep and report to the Treasurer of the Diocese an account of all expenses incurred under this Canon.

Section 1.2 Treasurer

- (a) The Treasurer shall receive and account for all moneys collected by authority of the Council, or deposited with the Treasurer for any Church purpose, keeping a separate account of each fund upon which any payments are made to him.
- (b) From each fund the Treasurer shall, as promptly as collections will allow, make the specific payments required to be made therefrom.

- (c) From the Diocesan Fund the Treasurer shall pay all expenses incurred under this title, pay the quota of the Diocese to the Contingent Fund of the General Convention, and make such other disbursements as the Council may order.
- (d) The Treasurer shall notify all Parishes of the assessment against them, and at least sixty days before each Annual Council the Treasurer shall notify the authorities of any parish in arrears of the amount of said arrears and urge a remittance thereof to the Council.
- (e) The Treasurer's accounts shall at all times be subject to inspection under the authority of the Council or Standing Committee, and a statement thereof shall be furnished annually to the Council.
- (f) The Treasurer shall give bond to the satisfaction of the Standing Committee, and shall deliver to the Treasurer's successor all funds, books, and papers pertaining to the Treasurer's office.
- (g) The Treasurer shall be a member of the Executive Board, *ex-officio*.

Section 1.3 Registrar, Archivist, and Historian

There shall be elected annually by the Council, on nomination of the Bishop, a Diocesan Registrar, a Diocesan Archivist, and a Diocesan Historian.

- (a) The Diocesan Registrar shall keep in a separate book a Register of the Clergy canonically connected with the Diocese, showing the dates of the ordination and reception; also all dismissals, depositions, or deaths of the Clergy occurring in the Diocese. If the Diocesan Registrar is not also the Secretary of the Diocese, the Registrar shall perform such duties under the supervision of the Secretary of the Diocese. The Diocesan Registrar shall keep a register of all Parishes and Missions connected with the Diocese, showing their organization, admission, succession of Clergy in charge as far as it can be ascertained, and such other particulars as may be necessary to indicate their status and history.
- (b) The Diocesan Archivist shall receive, file, index, and preserve any books, papers, journals, reports, manuscripts, pamphlets, or other documents pertaining to the Church or its history, and shall from time to time, endeavor to increase such collections. The Diocesan Archivist shall report annually to the Council the official acts and the condition of all material in the custody of the Diocese, with suggestions as to its arrangement, increase, and preservation. The Diocesan Archivist shall be empowered under orders from the Ecclesiastical authority, to issue a proper certificate of any fact of record in the Diocesan archives.
- (c) The Diocesan Historian shall encourage the appointment of parish historians and shall provide such parish historians with assistance in collecting and preserving the records, papers, books, newspaper stories, and other materials as related to the life and history of the congregation and provide for the writing of parochial Histories.

Section 1.4 Chancellor

- (a) The Chancellor shall, whenever requested, be advisor, confidential or otherwise, of the Bishop, Council, the Standing Committee, Executive Board, and other Committees and Boards and Diocesan Organizations.

- (b) It shall be the duty of the Chancellor to examine and approve all contracts entered into by the Church Corporation, and to examine and approve the title to all property purchased by the Church Corporation. The Chancellor shall attend to the proper registration of all papers affecting the title of Church property. The Chancellor shall represent the Church Corporation in any litigation affecting its properties.
- (c) The Chancellor shall be present at any proceedings for the settlement of any differences between Ministers and their Congregations, or for the trial of any person charged with a Canonical offense, and the Chancellor shall procure and file in the archives of the Diocese a record duly authenticated of the consecration of any Bishop of the Diocese.

Section 1.5 Vice Chancellors

Vice Chancellors shall perform such duties as may be assigned to them by the Bishop or the Chancellor. In the event of a vacancy in the Chancellorship, or the inability of the Chancellor from whatever cause, the duties of the Chancellor shall devolve upon the Vice Chancellor selected by the Bishop.

Section 1.6 Assistant Chancellors

The Bishop may designate one or more Assistant Chancellors for such term and with such duties and responsibilities as their appointment may provide. They shall assist the Chancellor and their services shall be under the Chancellor's supervision and direction.

Section 1.7 Qualifications, Election

The Chancellor, Vice Chancellor, and Assistant Chancellors shall be of the profession of the law. The Chancellor and Vice Chancellor shall be elected at each Annual Council on nomination of the Bishop and as provided in Article 1, Section 1.1 of the Constitution.

Section 1.8 Canons to the Ordinary

Authority is granted for the appointment of one or more Canons to the Ordinary. Each such Canon shall be a member of the Clergy, canonically residing in the Diocese, who shall be appointed by the Bishop. Such Canons shall be accountable to the Bishop and shall assist in the performance of such ecclesiastical and administrative duties, and shall serve for such terms as the Bishop may determine.

Section 1.9 Certain Bishop Delegations

With respect to the Diocesan entities identified below, the Bishop shall have the power and Con to designate the Bishop Coadjutor or any Bishop Suffragan or Assistant Bishop to be an ex-officio member of the Board of such entity, to take the Bishop's place as Chair of such entity, and to exercise all rights and powers of such Chair. Such delegation shall expire at the end of each calendar year subject to the Bishop's right to terminate such delegated authority prior thereto or to extend such delegated authority for successive one-year periods. In the event of any such delegation of authority, the Bishop may elect to continue or to discontinue serving on such Board during the period of such delegation.

The Diocesan entities to which this Canon applies are The Bishop Quin Foundation, St. Stephen's Episcopal School, Episcopal Health Foundation, Great Commission Foundation, Episcopal High School, El

Buen Samaritano Episcopal Mission, Community of the Streets Outreach Corporation, and such other Diocesan entities as may provide for such delegation of authority by reference to this Canon. If any inconsistency between this Canon and the Canon establishing any of the above referenced Diocesan entities exists, this Canon shall control.

Canon 2 THE EXECUTIVE BOARD OF THE DIOCESE

Section 2.1 Administrative Duties

The Executive Board of the Diocese, as hereinafter constituted, shall administer and carry on the Mission, Formation, and Outreach ministries of the Church of this Diocese, of which work the Bishop shall be the executive head.

Section 2.2 Powers – Authority

The Executive Board shall exercise all powers of the Diocesan Council, between meetings thereof, in connection with the unification, long range planning, development, and prosecution of the work of Missions, Church Growth, Christian Formation, the Church and the Community, Communication, and the Church Pension Fund; and in supervision and direction of the acts of the Trustees of the Protestant Episcopal Church Council in the Diocese of Texas, the Trustees of the Episcopal Foundation of Texas, the Trustees of The Bishop Quin Foundation, the Directors of the Episcopal Health Foundation, and the Directors of the Great Commission Foundation for the performance of such work as may be committed to such diocesan institutions by the Council; and in the initiation and development of such new work between said meetings as the Executive Board may deem necessary; subject, however, to the provisions of the Constitution and Canons, and other directions of the Council.

Section 2.3 Membership – Elections – Vacancies

- (a) The Executive Board shall be comprised of the following persons:
 - (1) The Bishop of the Diocese, who shall be the Chair.
 - (2) The following persons will serve, ex-officio:
 - a. The Coadjutor Bishop, if there be one.
 - b. The Suffragan Bishops, if there be any.
 - c. The Assistant Bishop, if there be one.
 - d. The President of the Protestant Episcopal Church Council of the Diocese of Texas.
 - e. The Treasurer of the Diocese.
 - (3) Fifteen elected members, of whom six shall be members of the Clergy and nine shall be laypersons who are at least 18 years of age and are confirmed communicants in good standing of the Church in this Diocese. At each Annual Council there shall be elected five members, who shall serve for a term of three years thereafter. Two of the members so elected shall be members of the Clergy and the remaining three shall be laypersons; no

retiring members elected by Council or by the Executive Board, either for a full term or to fill an unexpired term, shall be eligible for re-election until a period of one year shall have elapsed.

- (4) The Secretary and Treasurer of the Executive Board with voice, but without vote if either be elected from outside the elected membership of the Board, as hereinafter provided in Section 2.3(a)(3).
- (b) In addition to the members, the following persons shall attend the meetings of the Executive Board from time to time, as the Board shall require and for such purpose as the Board shall specify: the Convocational Deans, the Committee Chairs, the Chancellor, the President of the Episcopal Foundation of Texas, the President of The Bishop Quin Foundation, the Executive Chair of the Episcopal Health Foundation, the President of the Great Commission Foundation, and the Canon to the Ordinary. In addition, the Bishop may invite other persons to attend Executive Board meetings, as the Bishop deems appropriate.
- (c) The members of the Board shall remain in office until their successors are duly elected. Provided, however, that should a member of the Board fail to attend one-half of the meetings of the Board in a calendar year, a vacancy shall be declared to exist and the vacancy shall be filled by the Board. The Board shall have the power to fill such other vacancy in its membership that may occur through death, resignation, or removal of any member elected by the Council.

Section 2.4 Officers of the Board

The officers of the Board shall be the Bishop of the Diocese, who shall be *ex-officio* Chair of the Board and President, or the Bishop Coadjutor, if there be one, and if the Bishop Coadjutor be thereto assigned by the Bishop; a Vice President, a Secretary, and a Treasurer who shall be elected at a meeting of the Board immediately succeeding the annual Diocesan Council.

Section 2.5 Duties of Treasurer

It shall be the duty of the Treasurer to receive, safely keep, and disburse, as the Treasurer may be directed by the Executive Board, all funds under the purview of the Executive Board, and all other moneys contributed or accruing from whatever source for Diocesan Mission, Formation, or Outreach. The Treasurer shall be required to furnish a bond satisfactory to the Executive Board, the expense of the same to be borne by the Diocese; and the Treasurer shall conduct all the duties of the office as directed by the Board.

Section 2.6 Administrative Committees

- (a) The Executive Board may organize its membership, staff and/or persons appointed by the Bishop into one or more committees and shall determine the scope of work for each committee.
- (b) The Bishop or the Bishop's designee shall be the Chair of each Committee. Any Committee Chair need not be an elected member of the Board. Such Chair, if not an elected member of the Board, shall be entitled to attend all meetings of the Board and shall be entitled to a voice but no vote. Such Chair shall be allowed to serve as Chair as long as the Bishop desires. Each Committee shall

have the power to appoint, subject to confirmation by the Bishop, additional members, who shall have seats and votes in the Committee but without seats and votes on the Board.

- (c) The Board also may enact all necessary bylaws for its governance, and for the governance of each Committee, subject to the provisions of this Canon, and not inconsistent with the Canons of the Diocese.
- (d) Each Committee shall make to the Bishop, annually, and at such other times and in such form as the Bishop shall require, a report of the work done under its direction.
- (e) The Finance Committee of the Executive Board may request Committees to report, annually, and request such funds as the Committee thinks necessary for carrying out its work.

Section 2.7 Reports

- (a) The Executive Board shall submit to each annual meeting of the Diocesan Council a report of the work done under its supervision for the preceding year, which report shall include the annual report of the Treasurer of the Board.
- (b) At each annual meeting of the Diocesan Council, the Board shall also submit for approval and adoption by the Council, a Diocesan Budget for support of the Bishop's office and ministry as specified in Article 7 of the Constitution for all the work for the Church in the Diocese, and such other work as the Board may propose to undertake for the ensuing year. Such budget and estimate shall be considered by the Council and appropriate action taken.
- (c) The Board shall have power to expend all sums of money provided in said budget as adopted by the Diocesan Council. It also shall have power to expend any money received in any year over and above the amount required for the budget of that year for the work under its administration, and shall have the right for good cause, to transfer amounts from one budget item to another within the framework of the budget but not to transfer amounts from one budget to another.

Section 2.8 Meetings with Bishop

The Executive Board shall meet with the Bishop or the Bishop Coadjutor, if there be one, and if the Bishop Coadjutor be assigned thereto by the Bishop, at such stated times as the Board, in conference with the Bishop, shall appoint; at least twice a year, and at such other times as the Bishop shall convene it. Six members of the Board, with the Bishop, or with the Vice President, shall constitute a quorum.

Section 2.9 Fixing Salaries

All salaries, other than those fixed by the Diocesan Council, shall be fixed by the Executive Board upon the recommendation of the Finance Committee of the Executive Board.

Section 2.10 General Funds Appeal

- (a) For the purpose of this Canon the term "General Funds Appeal" shall mean any solicitation of funds made by or for the Diocese or any institution thereof among the Parishes and Missions of

the Diocese for any Diocesan purpose which requires the action and support of the Vestry or Bishop's Committee of the Parish or Mission in which the appeal is made.

- (b) The term "General Funds Appeal" shall not mean any solicitation of funds by any Parish or Mission of its own volition among its own members for any purpose.
- (c) The term "General Funds Appeal" shall not mean any solicitation of funds made among all the Parishes and Missions of the Diocese in support of any program of the National Church.
- (d) No General Funds Appeal shall be made among the Parishes and Missions of the Diocese until the proposal therefor has been presented at least thirty (30) days prior to the convening of the annual council to the Bishop and the Executive Board for their consideration and recommendation
- (e) It shall be the duty of the Bishop and the Executive Board to report to the next meeting of the Council following the submission to it of any proposed General Funds Appeal.
- (f) No General Funds Appeal shall be made among the Parishes and Missions of the Diocese unless authorized by the Council after hearing the reports of the Bishop and the Executive Board.

Canon 3 CONVOCATIONS

Section 3.1 Convocations

The Bishop and the Executive Board with the advice of the Deans of Convocation may divide the Diocese into such Convocations for the development and furtherance of missionary work as they may from time to time deem appropriate.

Section 3.2 Appointment and Duties of Convocational Deans

A Dean shall be appointed to each Convocation by the Bishop for a term of two years and shall report annually to the Bishop. It shall be the duty of all Deans to call and arrange for such meetings of their Convocation as they deem expedient; to make provisions under the supervision of the Bishop for regular services, including the Holy Communion, for such Congregations in their Convocations as may be without a Head of Congregation; and to perform such other duties as are provided by Canon, or as may be assigned to them by the Bishop.

Canon 4 THE CHURCH PENSION FUND

Section 4.1 Pension System Adopted

In conformity with the legislation adopted by the General Convention of 1913, pursuant to which the Church Pension Fund was duly incorporated, and in conformity with the Canon of the General Convention, "Of the Church Pension Fund," as heretofore amended and as it may hereafter be amended, the Diocese of Texas hereby accepts and acknowledges The Church Pension Fund, a corporation created by Chapter 97 of the Laws of 1914 of the State of New York as subsequently amended, as the authorized and approved pension system for the Clergy of the Protestant Episcopal Church in the United States of America and for their dependents, and declares its intention of supporting said Fund in accordance with its Rules.

Section 4.2 Authority of Executive Board

The Executive Board of this Diocese shall exercise all powers of the Diocesan Council in relation to The Church Pension Fund and shall perform all duties subject to and in accordance with the Canons of this Diocese.

Section 4.3 Duties of the Executive Board

The duties of the Executive Board shall be as follows:

- (a) To be informed of, and to inform the Clergy and laity of this Diocese of, the pension system created by the General Convention and committed by it to the Trustees of The Church Pension Fund, in order that the ordained Clergy of the Church may be assured of pension protection for themselves in the event of old age or total and permanent disability and for their surviving spouses and minor orphan children in the event of death.
- (b) To receive reports from The Church Pension Fund, from time to time, on the status of the pension assessments payable to said Fund, under its Rules and as required by Canon Law, and by this Diocese and by the Parishes, Missions, and other Ecclesiastical organizations within this Diocese.
- (c) To inform the authorities of each of the Parishes and Missions and other Ecclesiastical organizations of the premiums payable by them and of the time and manner of payment thereof.
- (d) To make an annual report to the Council of this Diocese on such matters relating to The Church Pension Fund as may be of interest to the said Council.
- (e) To cooperate with The Church Pension Fund in doing all things necessary or advisable in the premises to the end that the Clergy of this Diocese may be assured of fullest pension protection by said Fund under its established Rules.

Section 4.4 Board to Furnish Information – Pension Assessments

It shall be the duty of the Executive Board of the Diocese and of the Parishes, Missions, and other Ecclesiastical organizations therein, each through its treasurer or other proper official, to inform The Church Pension Fund of salaries and other compensation paid respectively to members of the Clergy by the Diocese, Parishes, Missions, and other Ecclesiastical organizations for services rendered, currently or in the past, prior to their becoming beneficiaries of said Fund, and changes in such salaries and other compensation as they occur; and to pay promptly to The Church Pension Fund the pension assessments required thereon under the Canon of the General Convention and in accordance with the Rules of said Fund, subject to approval by the Council or by the Executive Board.

Section 4.5 Members of the Clergy to Furnish Information

It shall be the duty of every member of the Clergy canonically resident in or serving in this Diocese to inform The Church Pension Fund promptly of such facts as dates of birth, ordination or reception, of marriages, births of children, deaths, and changes in cures or salaries, as may be necessary for its proper administration and to cooperate with said Fund in such other ways as may be necessary in order that said

Fund may discharge its obligation in accordance with the intention of the General Convention in respect thereto.

Section 4.6 Executive Board to Pay Premiums

It shall be the duty of the Executive Board of the Diocese to provide for the payment of premiums due on account of all stipends paid by the Diocese to the Bishop, Bishop Coadjutor, if there be one, Bishops Suffragan, if there be such, and to all other members of the Clergy receiving compensation from the Diocese, and to make all necessary arrangements to provide for the cost of such premiums.

Section 4.7 Parishes and Missions to Pay Premiums

The annual Pension Fund premiums shall constitute a direct charge upon Parishes and Missions of the Diocese, and no Parish or Mission in arrears for all or any part of the premium due to The Church Pension Fund, at the annual meeting of the Council, shall be entitled to representation at that Council. No Mission shall be entitled to assistance from the Executive Board if it refuses or fails to pay regularly and fully the premiums due The Church Pension Fund upon the amount of salary paid by such Mission to its Minister-in-Charge.

Canon 5 PROPERTY AND LIABILITY INSURANCE**Section 5.1 Committee to Investigate Status and Report**

The Bishop shall appoint a Committee of three, whose duty it shall be to inquire into the status of property and liability insurance of each Diocesan entity, as defined in Title II.5. The Committee shall make an annual report to the Executive Board showing the amounts and kind of property and liability insurance carried by each such Diocesan entity with the recommendations of the Committee. The Executive Board shall have authority to require each Diocesan entity to obtain and maintain property and liability insurance with coverage and limits established by the Executive Board, which requirements may rely in part on the recommendations of the Committee.

Section 5.2 Liability Insurance

Absent express written exception by the Bishop, each Diocesan entity, as defined in Title II.5, shall be required to (a) have general liability insurance coverage of at least one million dollars (\$1,000,000.00), and (b) have liability insurance coverage against sexual misconduct which is at least equal to the lesser of (i) the maximum coverage and limits available from the Church Insurance Corporation, or (ii) the coverage and limits required by the Executive Board.

Canon 6 THE DIOCESAN COMMISSION ON MINISTRY**Section 6.1 Elections – Terms of Office – Vacancies**

The Diocesan Commission on Ministry shall be composed of not less than seven and not more than eighteen clergy and laypersons who shall be confirmed communicants in good standing of the Church in this Diocese, at least 18 years of age, such number to include the members of the Board of Examining Chaplains. The members of the Commission shall be elected at each Annual Council upon nomination by the Bishop, and the term of office shall be for a period of three years and until their successors shall have been elected. The terms of office of the elected members shall be staggered so that one-third of the

elected members shall be elected at each Annual Council. Except as set forth below, each elected member may serve for three successive three-year terms, after which a person shall not be allowed to serve as an elected member until such person has been off the Commission for one full year. At the first Annual Council following the effective date of this amended section, the elected members shall be divided into three classes to serve for initial terms of one year, two years, and three years respectively. Persons elected to initial terms of one year and two years or thereafter appointed to fill an unexpired term may be elected to serve up to three consecutive additional terms of three years each, after which they shall not be re-nominated until after they have been off the Commission for one full year. If any vacancies occur between Annual Councils, or if the Bishop should desire to increase the membership between Annual Councils within the aforesaid limits, such vacant or increased memberships shall be filled until the next Annual Council by confirmation by the Standing Committee upon nomination by the Bishop.

Section 6.2 Powers and Duties

The Commission shall assist the Bishop in (a) the guidance and pastoral care of Deacons, if any there be, and professional church workers in the Diocese; (b) matters pertaining to the continuing education of the clergy in the Diocese; (c) matters pertaining to the enlistment and selection of persons as candidates for the ministry and in the guidance and pastoral care of all Postulants and Candidates for Holy Orders; and, (d) under the guidance and supervision of the Bishop, the Commission shall interview all Candidates before their ordination in order to ascertain their personal readiness for ordination and shall file their findings in writing without delay with the Bishop and with the Standing Committee.

Section 6.3 Rules and Regulations – Committees

The Commission may adopt such rules for its work as it may think necessary, including appointment of committees to act in its behalf; provided, however, that such rules shall have the approval of the Bishop and shall not be inconsistent with the Constitution and Canons of the Diocese of Texas or of the General Church.

Canon 7 DIOCESAN ACTION ON MATTERS OF PUBLIC POLICY TOUCHING ISSUES OF LIBERTY, JUSTICE, & PEACE

Section 7.1 Task Groups – Creation Thereof

The Bishop may, on the Bishop's own initiative, appoint or shall, on the direction of the Diocesan Council or the Executive Board appoint task groups to assist the Diocese in dealing with matters of public policy touching upon issues of liberty, justice, and peace.

Section 7.2 Membership

Each task group shall consist of eight to fifteen people, elected by the Executive Board on nomination by the Bishop, such persons being selected on the basis of their interest in, and knowledge of, the particular matters assigned to them for study. Appointments shall be for a stated task or period, at the end of which the task group shall be dissolved unless its life be extended by the Bishop, acting on the Bishop's own initiative or on direction of the diocesan Council or the Executive Board.

Section 7.3 Duties and Powers

Each task group created under this Canon shall be for the purpose of studying questions assigned to it and reporting its findings and recommendations to the Diocese in the manner prescribed in the enabling resolution.

Canon 8 CATHEDRAL**Section 8.1 Designation of Christ Church**

The Bishop of the Diocese is authorized to designate Christ Church, Houston, as the Cathedral of the Diocese.

Section 8.2 Cathedral Agreement

The Diocese shall be entitled to use the Cathedral as such in accordance with Articles of Agreement accepted by Christ Church Parish and the Cathedral Committee, provided such agreement does not involve the Diocese in any financial obligation except the extra expenses incurred by the Cathedral Parish as an incident to its serving as the Cathedral Church of the Diocese and beyond its normal expenses as a Parish without Cathedral status, which extra expenses the agreement may obligate the Diocese to pay. Such agreement shall be effective when executed by the duly authorized corporate officers of Christ Church, Houston, and when approved and executed by the Bishop on behalf of the Diocese.

Canon 9 SEAL**Section 9.1 Description of Seal**

The Seal of the Diocese shall consist of an outer and an inner pointed oval separated by a rope. The outer oval bears the inscription "Seal of the Diocese of Texas. 1838, 1849," and at the bottom a steer's head. The steer's head and rope are reminiscent of Texas' most famous industry and the tradition that the first gift to the Church in Texas was a steer. The inner oval contains a blue shield bearing a silver cross with a blue star at the intersection of the arms; and above the shield the Episcopal emblems: mitre, pastoral staff, and key. In heraldic language, the shield would be described as follows: Azure on a cross argent a mullet azure. The cross symbolizes the Christian faith; the star, the State of Texas.

CANONS OF THE DIOCESE OF TEXAS

TITLE III CONGREGATIONS, COMMUNITIES, AND SCHOOLS

Canon 1 CONGREGATIONS AND COMMUNITIES

Section 1.1 Organization – Name

A Parish, which has not been previously organized as a Mission, may be organized under any appropriate name by the adoption of Articles of Association and by duly choosing a Vestry and Wardens, at such time as it is capable of meeting all the financial obligations of a Parish, as well as its Assessment.

- (a) By not less than twenty-five confirmed communicants residing in any place in the Diocese, where there is not an organized Parish, and not less than ten of whom shall be at least 11 years of age.
- (b) Notice shall be given to the Bishop, but if there be no Bishop, then to the President of the Standing Committee, of the intention thus to associate and organize. Said notice shall be in writing and shall contain such information as will enable the Bishop to pass upon the propriety of the act, and such notice shall be signed by the persons proposing to organize a Parish.
- (c) The notice shall be substantially as follows:

“We, whose names are hereunto affixed, earnestly desiring to promote the holy influence of the Christian religion in our hearts, and those of our families and neighbors, do hereby associate ourselves under the name of _____ in communion with the Protestant Episcopal Church in the United States of America and the Diocese of Texas, the authority of whose Constitution and Canons we do hereby recognize and to whose Liturgy and mode of worship and discipline we promise conformity.

We further certify our ability to maintain the regular services of a Minister without assistance from the Diocese, or from any other Parish, and to this end we pledge ourselves to raise annually not less than the sum of ___ dollars for the salary of the Rector.”

- (d) The Bishop, if the Bishop shall approve the notice, or in the Bishop's absence, the Standing Committee if they approve, shall give a certificate to that effect, which approval shall be transmitted to the Secretary of the Diocese with the papers upon which the certificate of approval was granted. Such approval shall be a condition precedent to the admission of the Parish into union with the Council of the Diocese.
- (e) As soon as the Bishop or Standing Committee, if there be a vacancy in the Episcopate, gives approval, the parties signing the notice of intention to organize shall meet and enter into Articles of Association as follows:

ARTICLES OF ASSOCIATION

“We whose names are hereunto subscribed, desiring to enjoy the privileges of religious worship and instruction according to the forms and doctrines of the Protestant Episcopal Church in the United States of America, have this _____ day of _____, A. D.

_____, at _____, in the State of Texas, formed ourselves into a congregation and adopted the following Articles of Association:

Article 1. This congregation shall be known by the name of Rector, Wardens, and Vestry of _____ Church.

Article 2. This congregation acknowledges, accedes to, and adopts the Doctrines, Discipline, and Worship of the Protestant Episcopal Church in the United States, and the Constitution and Canons of the Protestant Episcopal Church in the Diocese of Texas.

Article 3. When any person uniting with this congregation shall disclaim or refuse conformity to the authorities mentioned in the preceding article, that person shall cease to be a member of this congregation.

Article 4. In the election of a Rector of _____ Church, the Vestry shall have due regard for the wishes of the Communicants of the Church, but no election is to be had until the name of the person selected or desired has been made known to the Bishop by the Wardens of the Church, and sufficient time been given the Bishop to communicate with the Wardens and Vestry.

Article 5. The annual rents, contributions, and other revenues raised by this congregation from time to time shall be applied by the Wardens and Vestry to the maintenance and support of the Rector or Minister and to such other objects as are connected with the well-being of the Church and to no other purposes whatever.

Article 6. In the case of the dissolution of this congregation for any cause whatever, the lands, tenements, and other estates, real or personal, if such there be, shall vest in the Corporation known in law as the 'Protestant Episcopal Church Council of the Diocese of Texas,' to be held in trust by said corporation for the benefit of any future congregation of the Protestant Episcopal Church which may be formed in this place or its vicinity, upon the same principles as the present congregation."

- (f) A certified copy of the Articles of Association shall be presented to the Committee on Parishes & Missions preceding the committee's recommendations to the Annual Council. The Committee on Parishes and Missions shall, after evaluating all of the requirements under this canon, make a recommendation at the next annual Council regarding admission of the parish. The Council may act, giving or withholding its consent to the union of the said Parish with the Council as may seem best for the interests of the Church.

Section 1.2 Parochial Missions

Missions may be organized by any Parish, with the consent of the Bishop, by the Rector of the Parish or under the Rector's supervision, and such Mission shall be governed by such officers, and under such rules and regulations as may be satisfactory to the Rector of the Parish; but no such Mission shall be admitted into union with the Council, or be entitled to any allowance from the Executive Board of the Diocese without the consent of the Rector of the Parish and its Vestry.

Section 1.3 Episcopal Missional Communities

- (a) An Episcopal Missional Community may be established beyond the walls and membership of a Congregation. An Episcopal Missional Community shall organize under the auspices of a Head of Congregation. The Bishop shall report to each annual Council the number of Episcopal Missional Communities existing in the Diocese, their location, and the means provided for their oversight.
- (b) Episcopal Missional Communities do not have voice and vote at Annual Diocesan Council unless members are elected to council as delegates from the sponsoring congregation. Members of an Episcopal Missional Community may exercise all rights of membership in the sponsoring congregation if they are qualified as members under the Canons of the Diocese.

Section 1.4 Episcopal Fellowships

In any place where there is not a Parish or organized Mission, and where the establishment of a Mission does not appear feasible, an Episcopal Fellowship may be established by the Bishop, or in the absence of the Bishop, by the Standing Committee, upon such terms, conditions, and limitations and with such provision for its maintenance as the Bishop or the Standing Committee, as applicable, shall prescribe. The Bishop shall report to each annual Council the number of Episcopal Fellowships existing, their location, the means provided for their maintenance, and the terms, conditions, and limitations of their existence. Upon recommendation of the Bishop and with approval of the Council, each Episcopal Fellowship shall be entitled to one Lay Delegate to any meeting of Council and may be seated with voice, but without vote.

Section 1.5 Special Evangelical Missions

At the request of one or more sponsoring parishes, the Bishop, or in the absence of the Bishop, the Standing Committee may establish a Special Evangelical Mission upon such terms, conditions, and limitations, and with such provisions for its maintenance as the Bishop or the Standing Committee, as applicable, shall prescribe. The Bishop shall report to each annual Council the number of Special Evangelical Missions existing, their location and sponsors, the nature of their ministries and the needs being met, the means provided for their maintenance, and the terms, conditions, and limitations of their existence.

Section 1.6 Missions Petitioning to Become Parishes

Any Mission organized under the provisions of Title III.5 may petition the Council to be admitted as a Parish, at such time as it is capable of meeting all the financial obligations of a Parish, as well as its Assessments.

Section 1.7 Remitting Parishes to Missions

- (a) Whenever the Rector, Wardens, and Vestry, or if there be no Rector, the Wardens and Vestry of an existing Parish, shall unite in a petition to the Bishop, asking that such Parish shall be remitted to the position of an organized Mission, stating fully the grounds for such petition, the Bishop may, in the Bishop's discretion, grant or refuse said petition and the Bishop's action thereon shall be recorded with said petition in the minutes of the said Parish, and by the Bishop reported at the next Annual Council.

- (b) If the Wardens and Vestry of any Parish shall fail for a period of six months without just cause to elect a Rector, such Parish shall be considered dormant, and the Bishop, with the advice and consent of the Standing Committee, may remit such Parish to the position of an Organized Mission, and such action shall be reported by the Bishop to the next Annual Council.

Section 1.8 Suspending Parishes or Missions

- (a) Suspending Parishes or Missions from the right of representation in the Council of the Diocese shall be effected according to Article 6 of the Constitution. The suspension or dissolution of a Parish or Organized Mission must be in accordance with Article 6 of the Constitution.
- (b) Any Parish failing in three years out of the five years next preceding any Annual Council to elect a Vestry, to pay its assessments as assessed by the Council, to make the reports required by Canons, or to provide for the services of a Minister at least quarterly, shall lose voice and vote in the Council until the Council, by a two-thirds vote, after hearing the recommendation of the Executive Board, shall otherwise determine; and upon a like failure for five consecutive years, shall be dropped from the roll of Parishes and remitted to the missionary field, unless the Council by a two-thirds vote, after hearing the recommendation of the Executive Board, shall otherwise determine. Any Parish failing for one year to comply with the terms of its organization may, at the discretion of the Bishop, be declared by the Bishop to cease to exist as a Parish and to thereby become a Mission of the Diocese, and such action by the Bishop shall be reported by the Bishop to the next Annual Council for record.
- (c) Any Mission failing for two years to comply with the terms of its organization shall be suspended from union with the Council, subject to restoration by a two-thirds vote of the Council, and upon a like failure for three years, it forfeits its organization.

Section 1.69 Ministry Employees

All Youth Ministers, Directors of Christian Education, Directors of Lay Ministry, and Directors of any other ministry, whether compensated or otherwise, serving in any Diocesan Entity shall be adult confirmed communicants in good standing of a Parish or Mission of the Diocese. The Bishop may make exception of the requirement set forth in the preceding sentence, within such limitations and conditions as the Bishop may prescribe. Every Diocesan Entity shall report annually with respect to all Lay Ministry Directors: (1) the names, offices, and addresses of each Lay Ministry Director; (2) the Parish or Mission of which each Lay Ministry Director is an adult confirmed communicant in good standing; and (3) such other information as the Bishop may require.

Canon 2 THE VESTRY

Section 2.1 Election at Parish Meetings

In each Parish shall be chosen from the qualified voters not less than three nor more than eighteen communicants to serve as members of the vestry. The number and the manner of electing the same shall be determined from time to time by the Parish at the annual Parish Meeting. The Parish Meeting at which the election takes place may be held no earlier than October 1st nor later than the annual Parish Meeting, as the vestry may determine, public notice of such election in any case to be given during the stated services the two (2) Sundays preceding; provided that, except to fill vacancies, the vestry members so

elected shall not take office until the adjournment of the annual Parish Meeting, which shall be held on the first Monday in January or as soon thereafter as convenient, public notice of such annual Parish Meeting in any case to be given during the stated services the Sunday preceding.

- (a) Members of the vestry shall regularly be elected to serve for three years, and shall hold office until their successors are elected and qualified, and their terms shall be so arranged that one-third shall go out of office each year. In new Parishes, when the Vestry is first chosen, one-third of the Vestry shall be chosen for one year, one-third for two years, and one-third for three years, the full term thereafter to be three years.
- (b) No person shall serve as member of the Vestry until he or she shall have subscribed to the following declaration:

“I am persuaded that the Holy Scriptures contain all doctrine required as necessary for eternal salvation through faith in Jesus Christ; and I accede to the Doctrine, Discipline, and Worship of the Protestant Episcopal Church.”
- (c) In case a vacancy shall occur, the Vestry shall fill the vacancy until the next annual election by electing a communicant from the qualified voters of the Parish, and the Congregation shall then fill the unexpired term. Members of the Vestry chosen to fill unexpired terms, shall, like those elected for full terms, be communicants and qualified voters of the Parish.
- (d) No retiring member of the Vestry elected by the Congregation for a full term, shall be eligible for re-election until a period of one year shall have elapsed, unless approved in writing by the Bishop.

Section 2.2 Persons Eligible to Vote – Definitions of Confirmed Communicant and Communicant in Good Standing

Men and women at least 16 years of age, who are enrolled confirmed communicants in good standing of the Parish, are entitled to vote for members of the Vestry and upon all questions requiring the action of the Congregation, but none shall be admitted to serve as members of the Vestry except those who are at least 18 years of age. Voting may be by absentee ballot under such rules and regulations as may have been established at a prior Parish Meeting.

For the purpose of Title III.2.2, an enrolled communicant in good standing of a Parish is a communicant in good standing who is enrolled as such in the records of such Parish.

For purpose of the Canons, a confirmed communicant or confirmed communicant in good standing is a communicant or communicant in good standing who has been confirmed by a Bishop of the Episcopal Church or a Bishop of a Church in communion with the Episcopal Church or has been received into the Episcopal Church by a Bishop of the Episcopal Church.

For purpose of the Canons, a communicant in good standing is a communicant who for the previous year has been faithful in corporate worship, unless for good cause prevented, and has been faithful in working, praying, and giving for the spread of the Kingdom of God.

Section 2.3 Presiding Officers at Parish Meetings

At all meetings of the Congregation or Vestry, the Rector, the Senior Warden, or the Junior Warden, taking precedence in the order named, shall have the right to preside; but, unless otherwise provided by Parochial legislation, the Congregation may name its own election managers.

Section 2.4 Elections to be Certified

The managers shall certify in writing the result of any election by the Congregation to the Rector, if there be one, and to the Junior Warden, to be laid before the retiring Vestry.

Section 2.5 Regular and Special Meetings

The Vestry shall meet as may be required by Parochial regulations, and whenever called by the Rector; if the office of Rector is vacant, by the Senior Warden; or by a majority of the members of the Vestry.

Section 2.6 Wardens, Ministry Staff and their Qualifications

At the first meeting of the Vestry after the annual installation of new vestry members there shall be chosen a Senior Warden and a Junior Warden, both to be members of the Vestry, and such other officers as Parochial regulations may provide. The Rector shall have the right to name the Senior Warden and to hire all staff; *provided that*, the Vestry shall approve all terms of employment, which affect the parish budget. None but adult confirmed communicants in good standing of the parish eighteen (18) years of age or older shall be eligible to serve as Wardens.

Section 2.7 Clerk

At the first meeting of the Vestry after the annual election thereof, or as soon thereafter as practical, the Vestry shall elect or appoint a Clerk, who need not be a member of the Vestry. It shall be the duty of the Clerk to keep a record of proceedings of the Vestry and to perform such other duties as shall be directed by the Vestry or required by the Canons.

Section 2.8 Treasurer

At the first meeting of the Vestry after the annual election thereof, or as soon thereafter as practical, the Vestry shall elect or appoint a Treasurer, who need not be a member of the Vestry, but who shall be a communicant in good standing of the congregation. It shall be the duty of the Treasurer of the congregation to receive all moneys contributed to the church through the congregation, to make whatever disbursements are required by Canon, the Council, or authorized by the Vestry. Specifically, the Treasurer shall conduct the affairs of the Treasurer's office in accordance with the provisions of Title III.1.5(b) and Titles III.4, III.6, and III.7. The Treasurer shall keep account of all monetary transactions, and provide the diocesan officers, the Rector, Priest-in-Charge and the Vestry and its members such reports as each may from time to time require. The Treasurer shall reimburse the Rector, Priest-in-Charge, and the Wardens for actual expenses necessarily incurred in the performance of the duties required of them by Canons or as directed by the Vestry. The receipt of the Rector, Priest-in-Charge, or the Wardens shall be a proper voucher, such receipt stating the item of expense.

Section 2.9 Authorities and Duties – Rules and Reports

The Vestry shall establish rules and keep a record of its proceedings; it shall report to the Secretary of the Diocese the result of the annual Parish election; it shall supply any vacancy in the Rectorship of the Parish; it shall administer the temporal concerns of the Church in the Parish; it shall provide for the prompt payment of all liabilities incurred; it shall maintain order in and about the Church building during divine services; and it shall in general assist the Minister in carrying on the work of the Church in the Parish in all things appropriate. By two-thirds vote of the whole membership, approved by the Rector, the Vestry may remove any member of the Vestry whose conduct may tend to bring reproach on the Church.

Canon 3 THE WARDENS**Section 3.1 Care and Use of Church Building**

The Wardens shall have a care that the Church building(s) be opened for all services, rites, ceremonies, or other purposes, either authorized or approved by the Protestant Episcopal Church in the United States of America and in this Diocese and be kept in good repair.

Section 3.2 Service Books and Records

The Wardens shall provide for the Parish such service books as may be necessary to maintain properly the services of the Church. They shall provide all necessary record and registration books and, if there be no Minister, they shall make or cause to be made all registrations required by these Canons.

Section 3.3 Provision for Church Services

They shall provide the elements for the administration of the Holy Communion and, when necessary, the Ecclesiastical vestments for the Minister in which to conduct the services of the Church.

Section 3.4 Provision for Public Worship

Whenever there is a vacancy in the Rectorship, they shall provide for the maintenance of public worship by clerical or lay services as circumstances may permit. They shall perform all duties pertaining to proper maintenance of the services of the Church.

Section 3.5 Care of Church Property

The care of all secular and property matters shall devolve upon the Wardens, but no expense shall be incurred by either unless with the consent of the Vestry.

Section 3.6 Annual Parish Report

At the annual meeting of the Congregation, provided for in Title III.2.9, it shall be the duty of the Wardens to present the annual report.

Section 3.7 In Wardens' Absence

In the absence of the Wardens, their several duties shall devolve upon the members of the Vestry.

Canon 4 PARISH REGISTER AND PAROCHIAL REPORTS**Section 4.1 Parish Register**

- (a) In the Parish Register required by the Canons of the Episcopal Church to be kept in every Parish and Mission, there shall be recorded by the Head of Congregation of such Parish or Mission the name and date of birth of all persons baptized, with the names of the sponsors and parents; the names of all parties married and two or more witnesses present, and the place where the marriage was solemnized; the names of all persons buried, place of interment, and the date and time when each rite was performed.
- (b) The Register shall embrace a list of all communicants in the Parish or Mission as nearly as can be ascertained, a list of all families and adult persons within the Parish or Mission, and the names of persons confirmed, and dates of confirmation by the Bishop.
- (c) The Register shall be kept by the Head of Congregation and shall be preserved by the Vestry or Bishop's Committee, as the case may be, as a part of the Records of the Church, and in the absence of a Head of Congregation it shall be kept by the Senior Warden or Bishop's Warden and the Vestry or Bishop's Committee, as applicable.
- (d) Old Registers, filled up or no longer in current use, shall be deposited with the Archivist of the Diocese, who shall provide the Parish or Mission with a microfilm copy thereof; provided that, should the Parish or Mission desire to retain the old Registers, they shall be microfilmed and the film deposited with the Archivist. The same procedure shall be followed with the Minutes Books of the Vestry or Bishop's Committee and Registers of Services.

Section 4.2 Report to Diocesan Council

- (a) Pursuant to the Canons of the General Convention, it is made the duty of every Head of Congregation of a Parish or Mission, or other proper officer, to prepare, upon the form adopted by the General Convention, a report for the year ending the thirty-first day of December preceding; and to file the same as instructed by General Convention no later than February first of the following year.
- (b) This report shall contain all information required in the form adopted by General Convention and such supplemental information as the Executive Board of the Diocese may require.
- (c) No Parish or Mission, or its Head of Congregation, shall be entitled to voice or vote in the Diocesan Council until the Secretary or the Bishop of the Diocese shall acknowledge filing of the completed Report to Diocesan Council required herein; provided that, with permission of the Bishop, Council may grant to the Parish or Mission, or its Head of Congregation, voice or vote, or both.

Section 4.3 Report of Occasional Services

Every active member of the Clergy not associated with any Parish or Mission shall report their occasional services; and if there have been none, the causes and reasons which have prevented the same.

Section 4.4 Reports Entered in Journal

These reports, or such parts of them as the Bishop may deem proper, shall be entered in the *Journal*.

Canon 5 DIOCESAN MISSIONS

Section 5.1 Creation of Such Missions

Any ten or more baptized persons eighteen years or older, residing in any place where there is not any Parish or organized Mission, may make to the Bishop, or if there be no Bishop, to the Standing Committee of the Diocese, application in writing, signed by each of said persons, requesting the organization in such place of a Mission, to be conducted in conformity with the Doctrine, Discipline, and Worship of the Protestant Episcopal Church in the United States of America and the Constitution and Canons of said Church in this Diocese, and accepting responsibility for the payment of the annual assessment and any special assessments set by the Council. The organization of a new Mission within an existing Parish or Mission shall conform to Section 1.2 of Title III.1.

Section 5.2 Persons to Sign Application

This application shall be signed by all persons eighteen years of age or older who propose to be members of the Mission, and may be signed by any other persons who propose to be members of the Mission.

Section 5.3 Form of Application

The application shall be properly addressed to the Bishop, or if there be no Bishop, to the Standing Committee of the Diocese, and shall be substantially as follows:

FORM OF APPLICATION

“We, the undersigned residents of _____ desirous of obtaining the services of the Protestant Episcopal Church, and promising according to our several abilities to sustain the same and conform to its doctrines, discipline, liturgy, rites and usages, do hereby request that you provide for us as you may deem proper, and that we may be organized as a Mission under the name of _____.”

We further agree to conform to the Constitution and Canons established for the government of the Diocese of Texas and to raise funds among us and faithfully pay to the Treasurer of the Diocese such obligation as may be assumed by us for the support of the missionary work in the Diocese.”

Section 5.4 Organization, Appointments and Elections

- (a) Should the Bishop, or in the Bishop's absence, the Standing Committee, approve of such organization, the Bishop shall appoint a Bishop's Committee to include a Warden, a Clerk, and a Treasurer, who shall hold their offices until the first Monday in January, or until such day thereafter as shall be convenient for an election. The Treasurer need not be a member of the Bishop's Committee.
- (b) Annually on the first Monday in January, or as soon thereafter as convenient, there shall be held a congregational meeting and election for which public notice shall be given during the stated

services the Sunday preceding. All members of the Mission shall be eligible to vote who are at least 16 years of age and are confirmed communicants in good standing.

- (c) Beginning with the first annual election, or in the event there is no Bishop's Committee, the Clerk and the Treasurer shall be elected by the members of the Mission; and the Warden shall be appointed, subject to the approval of the Bishop, by the Head of Congregation. The Head of Congregation shall have the right to appoint persons to such other positions as are desired. But if there be no Head of Congregation, the Warden shall be appointed by the Bishop; or, if the Bishop makes no appointment, the Warden shall be elected by the members of the Mission; and the other appointments shall rest with the Warden.
- (d) Upon approval of the Bishop, or in the Bishop's absence, the Standing Committee, any Mission at its annual election may elect up to fifteen persons to the Bishop's Committee, the number to be determined by Congregational meeting; provided that the terms of office of the Committee members shall be such that one-third of the members shall be elected annually after the first election. After such an election the Warden shall be appointed from those in the Committee, subject to the approval of the Bishop, by the Head of Congregation; and the remaining officers shall be elected by the members of the Mission from those in the Committee, or by the Committee from its own membership, as the members of the Mission may direct by vote at the meeting.
- (e) No person shall serve as a member of the Bishop's Committee until that person shall have subscribed to the declaration required of members of a Vestry in Title III.2.1(b).
- (f) When the Mission petitions to become a Parish,
 - (1) the members of the Bishop's Committee elected in accordance with Section 5.4(d) above, shall continue to serve until their respective terms expire;
 - (2) it shall comply with the requirements set out in Title III.1 above.
- (g) At the annual election the members of the Mission shall elect also one delegate and one alternate delegate to the Council of the Diocese as provided in the Constitution (Section 2.2, 2.3, and 2.5), unless, as provided therein, the members of the Mission direct the Bishop's Committee to make suitable choice. However, the delegate and alternate may be elected at a special congregational meeting called for the purpose, if the Bishop's Committee determines that election at the annual meeting will not allow adequate time to prepare for participation in the Council. Public notice of any special meeting must be given during the stated services the Sunday preceding.
- (h) Except at the time of the Bishop's initial appointment of officers, the members of the Bishop's Committee shall be at least 18 years and confirmed communicants of the Church in good standing.

Section 5.5 Council to Approve Application

At the first Annual Council of the Diocese following the organization of the Mission, the application as prescribed in Section 5.1, 5.2, and 5.3, shall be submitted to the Council, together with the certificate of

approval by the Bishop, or if there be no Bishop, by the Standing Committee. And the Council may act, giving or withholding its consent to the union of the said Mission with the Council as may seem best for the interests of the Church.

Section 5.6 The Bishop's Committee

- (a) At all meetings of the congregation or of the Bishop's Committee, the Head of Congregation, the Warden, the Clerk, or the Treasurer, taking precedence in the order named, shall have the right to preside.
- (b) A majority of the Committee members, the whole having been duly cited to meet, shall constitute a quorum; and a majority of the quorum so convened shall be competent to act. If a quorum should repeatedly fail to meet, having been duly cited, so that the affairs of the Church go unattended, the Head of Congregation as chair, may declare a representative group of the Committee members competent to act.
- (c) The Bishop's Committee shall establish rules for and keep a record of its proceedings. It shall meet as required by its own rules, or whenever called by the Bishop, the Head of Congregation, or a majority of its members. It shall be the duty of the Bishop's Committee to administer the temporal concerns of the Church, to collect necessary moneys, to provide for prompt payment of all liabilities incurred and assessments levied by Diocesan Council, to attend to all matters pertaining to Church properties and their maintenance, to provide the Head of Congregation a discretionary fund as required by General Canon, to contribute to the Head of Congregation's salary, to take part in special offerings such as that requested for Theological Education and for other purposes, and, in general, to assist the Head of Congregation in carrying on the work of the Church.
- (d) By two-thirds vote of the whole membership, approved by the Head of Congregation of the Mission and the Bishop, the Bishop's Committee may remove any member of the Bishop's Committee whose conduct may tend to bring reproach on the Church.

Section 5.7 Duties of Warden

- (a) It shall be the duty of the Warden to secure some room or house to be used as a place of worship, and with the advice of the Head of Congregation, to provide all things necessary for conducting the service decently and in order, and to make provision for the bread and wine of the Holy Communion. The Warden shall have a care that the offerings are collected at each service and paid over to the Treasurer of the Mission. It shall also be the Warden's duty to supervise the Bishop's Committee in collecting and forwarding to the proper officers all assessments levied by the Council. With the assistance of the Bishop's Committee, the Warden shall in general carry out the functions of a parish Warden as specified in Title III.3.
- (b) In the absence of a resident Head of Congregation, the Warden shall take care of the altarware, also of any linen, service books, or other property belonging to the Mission; and it shall be the Warden's duty, if possible, to provide continuing services of worship. It also shall be the Warden's duty, in the absence of a Head of Congregation, to make for the Mission such reports as the Bishop, Council, or the diocesan officers may from time to time require.

Section 5.8 Duties of Clerk

It shall be the duty of the Clerk to keep a record of events of importance to the Mission, and a list of the members of the Mission. In the absence of a Head of Congregation, the Clerk shall have custody of the Parish Register and of the Register of Services, but the entries therein must be made under the direction of the Head of Congregation, or if none, of the Warden.

Section 5.9 Duties of Treasurer

It shall be the duty of the Treasurer of the Mission to receive all moneys contributed to the Church through the Mission, to make whatever disbursements are required by Canon or the Council, or authorized by the Bishop's Committee. Specifically, the Treasurer shall conduct the affairs of the Treasurer's office in accordance with the provisions of Title III.1.6(b) and Titles I.4, III.4, III.6, and III.7. The Treasurer shall keep account of all monetary transactions, and provide the diocesan officers, the Head of Congregation, and the Bishop's Committee, such reports as they may from time to time require. The Treasurer shall reimburse the Head of Congregation and the Warden for actual expenses necessarily incurred in the performance of the duties required of them by Canons or directed by the Bishop's Committee. The receipt of the Head of Congregation or the Warden shall be a proper voucher, such receipt stating the item of expense.

Section 5.10 Dissolution

The failure of the Mission to fulfill the stipulations may warrant the Executive Board of the Diocese, with the consent of the Bishop, in withdrawing the Head of Congregation and dissolving the Mission.

Canon 6 OFFERINGS**Section 6.1 Bishop's Purse**

Offerings taken on the occasion of a visit of the Bishop, Bishop Coadjutor, or a Bishop Suffragan shall be for the purse of the Bishop making such visitation. Each Bishop shall have the right to disburse such offerings, and funds otherwise acquired, in furtherance of the Bishop's activities and the work of the Church in this Diocese. Such offerings shall be sent to the Discretionary Fund of the Bishop making the visit.

Section 6.2 Pentecost Offering

On the Feast of Pentecost, an offering shall be made in each Parish or Mission for the Episcopal Endowment Fund. The Trustees of this Fund, in their Annual Report, shall publish the names of the Parishes and/or Missions that have remitted to the Fund in the past year.

Canon 7 PENSIONS, INSURANCE, AND OTHER BENEFITS**Section 7.1 Clergy Benefits**

In addition to the assessments by The Church Pension Fund required by other provisions of these Canons, each Parish, Mission, and Institution of the Diocese shall make provision for payment of the following to or for the account of each of the Clergy assigned to or employed by each entity:

- (a) Group life insurance premiums
- (b) Comprehensive medical and hospitalization insurance premiums
- (c) Adequate housing in kind, or a reasonable cash allowance in lieu thereof
- (d) Full utility allowances
- (e) Reimbursement for the full amount of Federal social security taxes
- (f) Adequate automobile mileage and other travel allowances, where appropriate provided, however, that a Parish or Mission shall not be required to pay or make provision for any of the foregoing items to the extent same are paid by either of the diocesan budgets or in any other manner. Such items applicable to any of the Clergy assigned to or employed by more than one Parish or Mission shall be equitably apportioned between or among the congregations concerned.

Canon 8 PROPERTY

Section 8.1 Title to Property

The title to all real estate and other property acquired for the use of the Church in this Diocese, as well as to property conveyed to institutions of a Diocesan character or for their use, shall be vested as provided in Article 9 of the Constitution.

Section 8.2 Sale, Lease, or Other Disposition

If the particular use for which such property has been conveyed or the purpose of the trust fails and it becomes necessary to sell or lease the property, or otherwise dispose of it, the Church Corporation known as the Protestant Episcopal Church Council of the Diocese of Texas, with the consent of the Bishop or the Standing Committee or a majority of the members of that body, if there be no Bishop, is hereby authorized to execute such legal instruments as may be necessary to convey, lease, or effect such other disposition as is herein authorized.

Section 8.3 Right to Sell, Convey, or Encumber

No Rector, Wardens, or Vestry shall, by deed or otherwise, without the written consent of the Bishop or the Standing Committee or a majority of the members of that body, if there be no Bishop, alienate, convey, or in any manner dispose of any lands or real property, title to which is in them vested as aforesaid, nor charge or in any manner encumber the same for any purpose whatever. No conveyance or encumbrance of real property shall be valid unless joined in or approved by the Church Corporation.

Canon 9 INCORPORATION OF A DIOCESAN ENTITY

Section 9.1 Authority to Incorporate

Any Diocesan entity, as defined herein, may incorporate or exist in any corporate form upon and subject to the terms and conditions of the Constitution and Canons.

For the purpose of this Canon, the following terms shall have the meanings set forth below. The term “Diocesan entity” shall mean the Protestant Episcopal Church in the Diocese of Texas (the “Diocese”), any Parish or Mission of the Diocese, any Episcopal school of the Diocese, as defined in the Canons, and any other entity expressly identified, singularly or by category, in the Constitution and Canons as an instrumentality or entity of the Diocese. The terms “Constitution” or “Canons” shall mean the existing Constitution or Canons, respectively, of the Diocese, and any amendment thereof. The term “Act” shall mean the Texas Nonprofit Corporation Act and any amendment thereof.

Section 9.2 Consent of the Bishop

The Articles of Incorporation and By-Laws of each incorporated Diocesan entity, and any amendment, modification, or restatement thereof, shall at all times require the prior written consent of the Bishop. The Bishop shall have the right to require the amendment, modification, or restatement of the Articles of Incorporation, or By-Laws, or both, of each incorporated Diocesan entity at any time and from time to time as a condition to the Bishop's consent, or the continuation of such consent. If the office of Bishop is vacant, the rights and duties of the Bishop, as set forth in this Canon, shall be those of the Ecclesiastical Authority of the Diocese.

Canon 10 UNRELATED ENTITIES

Section 10.1 Consent

Except as otherwise provided in this Canon, no Parish or Mission of the Diocese, separately or in conjunction with any other Diocesan entity, shall create, acquire, accept or continue in force and effect an ownership interest or affiliate interest in any entity other than with the prior written consent of the Bishop. No Parish or Mission of the Diocese shall allow an apparent connection to exist with any entity other than a Diocesan entity except with the prior written consent of the Bishop.

Section 10.2 Conditions

The Bishop may impose such conditions upon the granting and, after the granting thereof, the continuation in effect of such consent as the Bishop deems appropriate.

Section 10.3 Modification or Withdrawal of Consent

If the above consent, once granted, is subsequently modified or withdrawn by the Bishop, the Parish or Mission shall initiate immediate action to comply with the terms of such consent or the withdrawal of such consent, and shall pursue such action to completion as soon as reasonably possible.

Section 10.4 Exemptions

This Canon shall not apply to:

- (a) A Diocesan entity other than a Parish or Mission of the Diocese.
- (b) A Parish endowment fund or Mission endowment fund in the conduct of its normal investment activities in the purchase, ownership, and sale of Marketable Securities.
- (c) The acquisition by will, gift, or donation to a Parish or Mission of Marketable Securities.

Section 10.5 Definitions

For purposes of this Canon, the following terms shall have the meanings set forth below: “Diocesan entity” is defined in Title III.9.1.

“Marketable Securities” shall mean securities regularly traded on a recognized and responsible stock exchange or in the over-the-counter securities markets.

“Ownership interest” shall include ownership of capital stock of a corporation, a partnership interest in a partnership or joint venture, and a membership interest in a limited liability company.

“Affiliate interest” shall mean designation as a member of a nonprofit corporation, the power to appoint the board of directors or trustees of a nonprofit corporation, or the power to direct the management and policies of the other entity, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise.

“Apparent connection” shall mean the appearance to a reasonable person of an ownership interest or affiliate interest, which appearance may result from location, commonality of personnel, common name, or other factors.

Section 10.6 Vacancy in the Office of Bishop

If the office of Bishop is vacant, the rights and duties of the Bishop, as set forth in this Canon, shall be those of the Ecclesiastical Authority of the Diocese.

Canon 11 EPISCOPAL SCHOOLS

Section 11.1 Relationship to the Diocese

All schools or other educational facilities providing secular education for young people equivalent to that provided by nursery schools or on the kindergarten, grade school, grammar school, or high school level, and located on any premises used for the benefit of or operated under the control, auspices, or approval of any Parish, Mission, organization, or institution of the Diocese, or any combination or group thereof, shall be an Episcopal School of the Diocese, and no such school shall be established, maintained, or operated without the written approval and consent of the Bishop of the Diocese of Texas. The Head of School of an Episcopal School of the Diocese shall be a confirmed communicant in good standing of a Parish or Mission of the Diocese. The Bishop may make exception of the requirement set forth in the preceding sentence, within such limitations and conditions as the Bishop may prescribe. The Head of Congregation (or if there be none, the Senior Warden) of the sponsoring Parish or Mission shall be a member ex-officio and Chair of the governing board of the school; provided that, in the absence of or at the pleasure of the Head of Congregation, a designee of the Head of Congregation may serve from time to time as Chair.

Section 11.2 Standards of Compliance

- (a) The Bishop shall establish a Diocesan Commission on Schools consisting of no less than 5 nor more than 12 communicants in good standing in the Diocese. It shall be the duty of the Commission to publish (subject to the Bishop’s approval) Standards for Episcopal Schools in this Diocese, give general supervision to all such schools, and perform such other functions regarding

such schools as the Bishop may require. All schools shall comply with such Standards as well as the other provisions of this Canon.

- (b) Each school shall comply with licensing, health, safety, fire, and sanitation standards required at any time by state, county, and municipal health, safety, fire, and sanitation codes for the locality in which such school is located.

Section 11.3 Failure of Compliance

Any such school that fails to comply with the provisions of this Canon shall not be entitled to be located on any property that is used for the benefit of any Parish, Mission, institution, or organization of the Diocese of Texas; and neither shall it be entitled to be operated under the control, auspices, or approval of any such Parish, Mission, institution, or organization of the Diocese of Texas.

Section 11.4 Reports and Inspections

The Bishop shall have the right at any time, and from time to time, to require and obtain such information and reports as may be deemed necessary by the Bishop to ensure compliance with this Canon, and the Bishop shall likewise have the right at any time, and from time to time, to inspect or cause to be inspected, each such school in order to monitor compliance with the provisions of this Canon. The Bishop shall have the right at any time to appoint one or more representatives to assist the Bishop in ensuring compliance with the Canon.

CANONS OF THE DIOCESE OF TEXAS

TITLE IV ECCLESIASTICAL DISCIPLINE

Canon 1 DISCIPLINARY PROCEDURES

Section 1.1 Title IV of the Canons of the Episcopal Church

In all matters of ecclesiastical discipline, effective July 1, 2011, the Diocese shall follow and be governed by Title IV of the Canons of the Episcopal Church as adopted at General Convention in 2009, and as amended from time to time hereafter. Except as otherwise expressly provided or when the content otherwise requires, capitalized words as used in this Canon shall have the same meanings as those set forth in Title IV, Canon 2 of the Canons of the Episcopal Church. The predecessor to this Diocesan Canon shall stand repealed on July 1, 2011.

Section 1.2 Disciplinary Board

There shall be within and for the Diocese a Disciplinary Board consisting of seven members, four Priests or Deacons, whose actual residence and canonical residence is within this Diocese, and three lay adult confirmed communicants in good standing of the Church in this Diocese. A member of the Standing Committee may serve on the Disciplinary Board. Annually, within two months following each Annual Diocesan Council, the members of the Disciplinary Board shall elect a President from its members. The President shall serve for a term of one year and until his or her successor is hereby elected and qualified.

Section 1.3 Members

Members of the Disciplinary Board shall be divided into three classes and elected on nomination of the Bishop at the Annual Council of the Diocese. The composition of each class shall be as follows:

Class 1 shall be composed of two Priests or Deacons and one qualified layperson; Class 2 shall be composed of one Priest or Deacon and one qualified layperson; and Class 3 shall be composed of one Priest or Deacon and one qualified layperson.

At the Annual Council of the Diocese held in 2011, the members of all classes shall be elected on nomination of the Bishop for the following terms:

Class 1 – 3 years

Class 2 – 2 years

Class 3 – 1 year

In each subsequent Annual Council, the member or members of each class whose terms expire shall be elected for a three-year term. No member of the Disciplinary Board who has served a full three-year term shall succeed himself or herself after the expiration of his or her full term, but he or she shall be eligible for reelection after the lapse of one year from the expiration of such full term.

Section 1.4 Vacancy

The death, disability rendering a person unable to act, termination of canonical residence in the Diocese, termination of place of abode within this Diocese, Renunciation of Ministry in the case of a Priest or Deacon, or resignation or declination (after election) to serve as a member of the Disciplinary Board shall constitute a vacancy on the Board.

Section 1.5 Notice

Notice of resignations, declinations to serve, or renunciation shall be given by members of the Disciplinary Board in writing to the President of the Board.

Section 1.6 Election to the Episcopate or Ordination

If any Priest elected to the Disciplinary Board is elected a Bishop, or if any layperson elected to the Disciplinary Board is ordained, that person shall immediately cease to be a member of the Board. If either event occurs when the person is serving on a Hearing Panel and proceedings before the Hearing Panel have begun, the person shall continue to serve until the completion of the proceedings and the issuance of an Order.

Section 1.7 Filling a Vacancy

Vacancies occurring in the Disciplinary Board, other than for cause under Section 8 of this Canon, shall be filled by a qualified person from the same order elected on nomination of the Bishop by majority vote of the persons present at the Annual Council meeting immediately following the date on which the vacancy occurred. The person so elected shall serve for the remainder of the term of the person whose vacancy he or she fills and shall be eligible for reelection when such term expires. A vacancy may be filled temporarily until the next Annual Council by a qualified person of the same order elected on nomination of the Bishop by majority vote of the persons present at a regular or special meeting of the Executive Board following the creation of the vacancy.

Section 1.8 Challenges

A member of a Conference Panel or Hearing Panel, or person appointed to serve in the place of such member under this Section 8, may be challenged by either the Respondent or the Church Attorney for conflict of interest or undue bias by motion made to the Panel for disqualification of the challenged member. The members of the Panel not the subject of the challenge shall promptly consider the motion and determine whether the challenged Panel member shall be disqualified from participating in that proceeding. The President of the Disciplinary Board shall fill any vacancies on any Conference Panel or Hearing Panel caused by challenges with another member of the Board from the same order as the person challenged. In the event there is no remaining member of the Board from the same order to fill a vacancy on a Conference Panel or a Hearing Panel, the Bishop, in consultation with the President of the Board, may appoint a person from the same order qualified to serve on the Disciplinary Board to fill the vacancy. Such person shall serve on the Panel in question only until the completion of the proceedings before the Panel. The Board may establish rules consistent with this Canon for considering and acting upon such challenges.

Section 1.9 Intake Officer

The Intake Officer shall be a Priest or Deacon or adult confirmed communicant in good standing of the Church in the Diocese appointed from time to time by the Bishop after consultation with the President of the Disciplinary Board. The Bishop may appoint one or more Intake Officers according to the needs of the Diocese. The Bishop shall publish the name and contact information of each Intake Officer throughout the Diocese.

Section 1.10 Investigator

The Bishop shall appoint one or more Investigators in consultation with the President of the Disciplinary Board. Each Investigator may, but need not, be a member of the Church.

Section 1.11 Advisors

In each proceeding under Title IV, the Bishop, after consultation with the Complainant and Respondent, shall appoint an Advisor for the Complainant and an Advisor for the Respondent. Persons serving as Advisors shall hold no other appointed or elected position provided for under this Canon, and shall not include Chancellors or Vice-Chancellors of this Diocese or any person likely to be called as a witness in the proceeding.

Section 1.12 Church Attorney

Within two months after each Annual Diocesan Council, the Bishop, in consultation with the President of the Disciplinary Board, shall appoint a Church Attorney to serve for a term of one year and until his or her successor is duly appointed and qualified. In the event of a vacancy in the office of Church Attorney, the Bishop, in consultation with the President of the Board, shall appoint a successor to serve the unexpired term of his or her predecessor in office. The Bishop may remove the Church Attorney for any good and sufficient reason, as determined by the Bishop after consultation with the President of the Board. If, in any particular proceeding, the Church Attorney is unable to represent the Church for any reason, the Bishop, in consultation with the President of the Board, may appoint a substitute Church Attorney for that particular proceeding. The Church Attorney and any successor or substitute must be an adult confirmed communicant in good standing of the Church in this Diocese and a duly licensed attorney.

Section 1.13 Clerk and Assistant Clerks

The Disciplinary Board shall appoint a Clerk and, if necessary, Assistant Clerks, to assist the Board with records management and administrative support. Each Clerk shall be a Priest or Deacon or adult confirmed communicant in good standing of the Church in the Diocese and shall serve at the pleasure of the Board. The Clerk and any Assistant Clerk may be a member of the Board.

Section 1.14 Conflict

Should any provision of this Canon conflict with Title IV of the Canons of the Episcopal Church, the latter shall prevail.

Section 1.15 Expenses of the Diocese

The reasonable costs and expenses of the Disciplinary Board, the Intake Officer, the Investigator, the Church Attorney, the Advisors, and the Clerk shall be the responsibility of this Diocese. Any legal fees and costs incurred by the Respondent shall be the responsibility of the Respondent. In the event of a final Order dismissing the complaint, the reasonable legal fees and costs incurred by the Respondent may, in the Bishop's sole discretion, be reimbursed by the Diocese. The record of proceedings of the Board shall be the expense of the Diocese. Expenses of the Diocese relating to disciplinary proceedings under Title IV shall be deemed to be necessary and proper expenses of the Diocese and shall be included in the assessment budget.

Canon 2 RENUNCIATION OF ORDAINED MINISTRY

If any member of the Clergy, canonically resident in the Diocese of Texas, not under presentment shall declare in writing to the Ecclesiastical Authority of the Diocese a renunciation of the ordained Ministry of the Church, and a desire to be removed therefrom, it shall be the duty of the Ecclesiastical Authority to record the declaration and request so made. The Bishop, being satisfied that the person so declaring is not amenable for any canonical offense and that the renunciation of the ordained Ministry is not occasioned by foregoing misconduct or irregularity, but is voluntary and for causes assigned or known, which do not affect that member of the Clergy's moral character, shall lay the matter before the clerical members of the Standing Committee, and with their advice and consent, the Bishop may pronounce that such renunciation is accepted, and that the member of the Clergy is released from the obligations of the ordained Ministry and is deprived of the right to exercise the gifts and spiritual authority as an ordained Minister of God's Word and Sacraments conferred in Ordination. The Bishop shall also declare in pronouncing and recording such action that it was for causes that do not affect the person's moral character, and shall, if desired, give a certificate to this effect to the person so removed from the ordained Ministry. In all other cases of renunciation of the ordained Ministry, where there may be a question of foregoing misconduct or irregularity, the Bishop shall not pronounce that such renunciation is accepted save with the consent of the Standing Committee of the Diocese. The Bishop shall give due notice of every such removal from the ordained Ministry, in the form in which the same is recorded, and in accordance with the provisions of the Constitution and Canons of the Episcopal Church.

CANONS OF THE DIOCESE OF TEXAS

TITLE V ENDOWMENTS, INSTITUTIONS, AND FOUNDATIONS

Canon 1 THE EPISCOPAL ENDOWMENT FUND

Section 1.1 Administration of Fund

The Episcopal Endowment Fund shall be held and controlled by the Trustees of the Corporation known as the Protestant Episcopal Church Council of the Diocese of Texas as provided in Section 8.1 of Article 8 of the Constitution, under the following rules and regulations:

- (a) It shall be the duty of all persons who shall receive any moneys or property of any character from any source for the endowment of the Episcopate to immediately deliver it to said Trustees of the Protestant Episcopal Church Council of the Diocese of Texas.
- (b) It shall be the duty of the Trustees to convert all properties received by them for the use of said fund, whether said properties be received by gift, devise, or by purchase; and to invest without delay all money received in well-secured loans and in first-class securities, as may be deemed the most advantageous to said fund.
- (c) The net annual income arising from the investments of this fund, after paying the necessary expenses incident to the management thereof, or so much thereof as shall be necessary, shall be applied to the payment of the salary of the Bishop of this Diocese; and the remainder of said net income, if any there be, shall be applied to increasing the capital of said fund. Any profits derived from the sale of securities may be used in the support of the Bishop and Bishop Coadjutor, if there be one, as the Trustees may determine.
- (d) In the management of said fund, said Trustees are authorized to sign all checks, receipts, releases, acquittances, and such other instruments as may be necessary to the legal and economical administration of said fund.
- (e) The Trustees shall make as a separate report to each Annual Council, a complete statement of the administration of said fund showing all moneys or property received since the last annual report; also all loans outstanding, to whom made, the character of security, rate of interest, and moneys and properties on hand at the time of said report, and where deposited or situated, and such other information as will disclose the true status of said fund.
- (f) The Trustees shall pay to the Treasurer of the Diocese all amounts received as interest on the outstanding investments, the same to be used in the payment of the salary of the Bishop of the Diocese, as aforesaid; provided, the amount so paid to the Treasurer of the Diocese shall not exceed the salary of the Bishop, and if there be an excess, the same shall be invested as part of the capital fund.

Canon 2 THE BISHOP QUIN FOUNDATION

Section 2.1 Creation of Fund

In commemoration of the Twenty-fifth Anniversary of the consecration of the Rt. Rev. Clinton S. Quin as Bishop in the Diocese of Texas, all contributions made on the occasion of such Anniversary are hereby set aside and appropriated for the purpose of creating a fund, which shall be known as The Bishop Quin Foundation.

Section 2.2 Revolving and Permanent Funds

The sum of \$9,000.00 of the funds originally contributed, together with Twenty-five Per Cent of all contributions subsequently made, shall be placed in the revolving fund. The balance of the funds originally contributed, together with Seventy-five Per Cent of all subsequent contributions, shall be placed in the permanent fund. However, any donor may specify the fund or funds in which his or her contribution shall be placed.

Section 2.4 Use of Funds

The corpus of the permanent fund shall not be expended. All or any part of income therefrom may, from time to time, be placed in the revolving fund, if so determined by the Board of Trustees of the Foundation.

The revolving fund may be loaned or advanced for any purposes that the Bishop and said Board of Trustees may determine to be in furtherance of the spiritual and physical welfare of the Diocese particularly in accordance with the current Mission of The Bishop Quin Foundation, which is to help build the Church.

Section 2.5 Board of Trustees

The Board of Trustees of The Bishop Quin Foundation shall consist of the Bishop, who shall be an *ex-officio* member and chair of the Board, and shall further consist, at all times, of nine or more other members, the number of whom shall be a multiple of three, at least three of whom shall be members of the Clergy, and at least six of whom shall be lay persons, who are at least 18 years of age and are confirmed communicants in good standing in some Parish or Mission in the Diocese. One-third of the original Board shall be elected for a one-year term, one-third for a two-year term, and one-third for a three-year term. Members of the Board of Trustees shall be elected by the Council of the Diocese of Texas on nomination of the Diocesan. The Treasurer of the Diocese shall be an *ex-officio* member of the Board. The Bishop Coadjutor, if there be one, or a Bishop Suffragan, may be assigned by the Bishop as an *ex-officio* member of the Board. At each succeeding Annual Council, one-third of the regular members of the Board of Trustees shall be elected for a three-year term. Members elected at the 1956 Council, and thereafter, who serve six consecutive years, may not be elected to succeed themselves until after one year has elapsed. The Board shall be charged with the duty of raising additional funds for the purpose of increasing the assets of The Bishop Quin Foundation and enlarging its activities and the scope of its work.

Section 2.6 Incorporation – Officers – Executive Committee

The Board of Trustees is hereby authorized to organize a nonprofit corporation in furtherance of its religious, charitable, and educational activities, the same to be known as “The Bishop Quin Foundation.”

The Board of Trustees shall serve as Trustees of the Corporation and shall be elected as now or as may hereafter be provided by the Constitution and Canons of the Protestant Episcopal Church in the Diocese of Texas. The Trustees shall elect a President, Vice President, Secretary, Treasurer, and any such officers the Board may deem necessary, all of whom shall be charged with such duties and responsibilities as provided by law, and as may from time to time be provided in by-laws, which the Trustees are authorized to adopt, consistent with said Constitution and Canons. The Secretary and Treasurer need not be a member of the Board of Trustees. The by-laws may authorize an Executive Committee with such powers as may be provided in the by-laws and by the Board of Trustees.

Section 2.7 Administration of Funds

The Board of Trustees shall have full charge of the administration, investment, reinvestment, and disbursement of both permanent and revolving funds.

Section 2.8 Annual Reports

The Board of Trustees shall make an annual report of its activities to each Council, including a report of all receipts and disbursements of the funds of the Foundation. If and when required by the Executive Board of the Diocese, the Board of Trustees shall make such additional reports and furnish such additional information to the Executive Board as may be required.

Canon 3 ST. STEPHEN'S SCHOOL

Section 3.1 An Instrumentality of the Diocese

A corporation known as St. Stephen's Episcopal School, organized and existing under and by virtue of the laws of the State of Texas as a nonprofit, benevolent, charitable, educational, and religious institution under its corporate charter and the Canons of the Diocese, is hereby designated as an instrumentality of the Diocese of Texas for the purpose of establishing and conducting an institution to further the development of Christian character and education.

Section 3.2 Trustees and Powers

The management of the affairs of the school shall be conducted by a Board of Trustees consisting of elected members and the following: The Bishop, Bishop Coadjutor, if there be one, any Suffragan Bishop of the Diocese designated by the Bishop, any Assistant Bishop of the Diocese designated by the Bishop, the Head of the school, the President of the Alumni Association, the President of the Parent's Association, and the Chancellor of the school, who shall be *ex-officio* members. Each of the elected and *ex-officio* members shall be entitled to one vote on all matters to be decided by the Board of Trustees; provided, that any person serving as Chancellor of the school shall not be entitled to vote on any matter unless he or she is an elected member of the Board of Trustees. The Board of Trustees shall have power on its own authority to acquire, erect, equip, manage, and operate the school on its own financial responsibility, in accordance with its Charter and bylaws and in accordance with the Canons of the Diocese from time to time adopted.

Section 3.3 Elections – Vacancies

The elected members of the Board of Trustees shall consist of up to twenty-four (24) persons, each elected by the Annual Council on nomination of the Bishop, for initial terms of one (1), two (2), or three

(3) years beginning with the commencement of the next fiscal year of the school following such election or to complete the unexpired term of any elected Trustee who has ceased to serve for any reason (with the term of any person elected to complete the unexpired term of a Trustee who has ceased to serve commencing immediately upon the election of such person). Persons shall be eligible for election though they reside outside the Diocese of Texas or are not communicant members of the Episcopal Church. Persons elected to an initial term of one (1) year or two (2) years, or to complete the unexpired term of an elected Trustee who has ceased to serve for any reason, upon renomination by the Bishop, may be elected to serve up to two (2) consecutive additional terms of three (3) years, after which such person may not be renominated for at least one (1) year. Persons elected to an initial term of three (3) years, upon renomination by the Bishop, may be elected to serve one (1) additional term of three (3) years, after which such person may not be renominated for at least one (1) year. Notwithstanding the above, (a) a Trustee may be removed from his or her position at any time by a two-thirds vote of the Board of Trustees with the consent of the Bishop of Texas, or (b) shall be removed automatically in the event such removal is provided for in the by-laws of the school with respect to the failure of a Trustee to attend meetings or to contribute to the financial support of the school. Any vacancy occurring on the Board may be filled by the Board until the next Annual Council, at which time a Trustee shall be elected on nomination of the Bishop to serve the unexpired term.

Section 3.4 By-Laws and Officers

The Board of Trustees shall adopt its own by-laws. The Bishop of the Diocese shall be Chair of the Board or in the Bishop's absence or, at the Bishop's request, the Bishop Coadjutor or any Suffragan Bishop shall serve as Chair. The Board shall elect an Executive Chair (who shall be nominated by the Chair), a Vice-Chair, a Secretary, a Treasurer, and such other officers and assistants as the by-laws may provide. The officers, other than the Chair, shall be elected by and from the Board of Trustees. Each officer shall hold office for one (1) year or, if earlier, until the expiration of his or her term of office as a Trustee, provided that any officer other than the Chair may be removed from office at any time by a two-thirds vote of the Board of Trustees. The Board of Trustees, from time to time, may elect a Chancellor, who need not be an elected member of the Board of Trustees.

Section 3.5 Reports, Records, and Funds

The Board of Trustees shall file a written report at each Annual Council covering the operation of the school and showing its financial condition. Upon the request of the Executive Board of the Diocese, there shall be furnished additional reports and information. The books and records of the corporation shall, at all times, be open for examination and inspection by the Executive Board. All funds and money received from the operation of the school shall be used solely for the furtherance of the aims and purposes of the corporation.

Section 3.6 St. Stephen's School Chapel

The Board of Trustees shall establish a chapel for St. Stephen's School, which shall be in union with the Council and under the authority of the Bishop. The Head, from time to time, and with the consent of the Bishop, may appoint a person to serve as the Chaplain of the school and the chapel. The Chaplain shall be responsible for the conduct of religious services in the chapel in addition to any other duties that may be assigned to him or her by the Head. The chapel shall maintain such records and shall make such reports as are requested by the Bishop. The chapel shall be represented in the Council by the Head of the school

and/or the Chaplain, or by a delegate chosen by the Bishop. The chapel shall accept such financial responsibility toward the work of the Diocese as may be designated by Council.

Canon 4 THE EPISCOPAL THEOLOGICAL SEMINARY OF THE SOUTHWEST

Section 4.1 An Instrumentality of the Diocese

The corporation known as the Episcopal Theological Seminary of the Southwest, organized and existing as a nonprofit corporation under the laws of the State of Texas, is hereby recognized and designated as an instrumentality of the Diocese of Texas.

Section 4.2 Administration, By-Laws, and Officers

The control and administration of the Seminary shall be vested in a Board of Trustees as provided in Title V.3. The Bishop of the Diocese of Texas shall be Chair of the Board of Trustees. The Bishop shall have the power to designate the Bishop Coadjutor or any Bishop Suffragan or Assistant Bishop to be an ex-officio member of the Board of Trustees, to take the Bishop's place as Chair of the Board, and to exercise all rights and powers of such Chair. Such delegation shall expire at the end of each calendar year subject to the Bishop's right to terminate such delegated authority prior thereto or to extend such delegated authority for successive one-year periods. In the event of such delegation of authority, the Bishop may elect to continue or discontinue serving on the Board during the period of delegation.

Other officers shall be elected by the Board. The Board shall adopt its own Bylaws, which shall conform to the Constitution and Canons of the Diocese of Texas. All actions respecting property, endowment, or the appointment of a Dean and President shall require the consent of the Chair of the Board, as provided above.

Section 4.3 Board of Trustees

The Board of Trustees shall consist of not more than twenty-five (25) members, including the Bishop of the Diocese of Texas. Six (6) members, exclusive of the Bishop of the Diocese of Texas, shall be at least 18 years of age, confirmed communicants in good standing, and actually or canonically resident in the Diocese of Texas. Such six (6) members shall be elected by the Annual Diocesan Council, upon nomination of the Bishop, for a term of three (3) years. Two members shall be elected at the Annual Diocesan Council each year. A member of the Board of Trustees may be elected to up to three (3) consecutive three-year terms, in addition to any unexpired term to which he or she may have been first elected, after which such member may not be renominated for at least one (1) year. All such terms shall begin June 1 of the year of election. The Board of Trustees may fill any vacancy, which occurs on the Board among the elected members from the Diocese of Texas until the next Annual Diocesan Council, when such vacancy shall be filled by election for the remainder of the unexpired term.

Of the remaining members of the Board of Trustees, one (1) shall be appointed by the Chair; one (1) shall be a graduate of the Seminary of the Southwest and elected by the Alumni/ae Association of the Seminary; and, the balance shall be elected by the Board of Trustees as provided in the Bylaws of the Seminary.

In order to afford access to the Board of Trustees, the Board may invite representatives of the faculty, student body, administration, and others to meetings of the Board of Trustees in such numbers and manner as it shall determine in its Bylaws.

Section 4.4 Executive Committee

An Executive Committee of the Board of Trustees may be elected by the Board of Trustees upon nomination by the Chair to act for the Board of Trustees between meetings of the Board of Trustees, with such Executive Committee to serve for such term, and to have such powers and authority as the Bylaws adopted by the Board of Trustees may from time to time provide.

Section 4.5 Reports, Records, and Funds

The Board of Trustees shall file a written report at each Annual Diocesan Council covering the highlights of the year's activities at the Seminary. Financial statements showing its financial condition and the results of the year's operations shall accompany such report. The Executive Board of the Diocese shall be furnished such additional reports and information as it may require. A complete record shall be made of all funds and money received and disbursed in the operation of the Seminary. Such funds shall be used solely for the aims and purposes of the Seminary.

Section 4.6 Dissolution

In the event of the dissolution of the Episcopal Theological Seminary of the Southwest as a corporation, or in the event that the Seminary should be shut down or should cease to operate as a seminary, except for normal shut-down periods or other stated temporary periods declared by the Board of Trustees, then and in that event, title of the Episcopal Theological Seminary of the Southwest to all of its property and assets, including any special gifts, grants, or bequests made to it for Seminary purposes shall terminate and title thereto shall thereupon vest, absolutely and without necessity of re-entry, in the Protestant Episcopal Church Council of the Diocese of Texas (a nonprofit corporation organized under the laws of the State of Texas), subject to all lawful debts, liens, and charges against the same; provided, however, that if any deed of conveyance, trust instrument, or other instrument making a grant, gift, or bequest to the Episcopal Theological Seminary of the Southwest for either specific or general seminary purposes shall contain a provision as to the disposition of the corpus and any unexpended income of the subject matter of such deed of conveyance, trust instrument, or other instrument, in the event of the dissolution of the Episcopal Theological Seminary of the Southwest as a corporation, or in the event of its being shut down or ceasing to operate as stated, then the provision of said deed of conveyance, trust instrument, or other instrument shall govern as to the corpus and any unexpended income of the subject matter thereof in lieu of this provision.

Canon 5 EPISCOPAL HEALTH FOUNDATION

Section 5.1 An Instrumentality of the Diocese

The Episcopal Health Foundation, a non-profit corporation organized and existing under the laws of the State of Texas (the "Foundation"), is hereby designated as an instrumentality of the Diocese of Texas to promote human health (including, without limitation, complete physical, mental, and social well-being and not just merely the absence of disease and infirmity), healthcare excellence, advances in health science, and improvements in community health services, all of the foregoing to benefit the areas served by the healing and healthcare ministries of the Diocese of Texas.

Section 5.2 Directors – Powers and Duties

The management of the affairs of the Foundation shall be conducted by a Board of Directors consisting of the Bishop of the Diocese and fourteen other Directors, at least three of whom shall be Episcopal clergy canonically resident and in good standing in the Diocese. At least two-thirds of the remaining Directors shall be laypersons at least eighteen years of age and confirmed communicants in good standing of some Parish or Mission of the Diocese. The Board of Directors may increase or decrease the number of directors from time to time by amending the Foundation's Bylaws, subject to approval of the amendment by the Bishop. The Board of Directors shall have the power and authority to manage, operate, and conduct the affairs of the Foundation on its own financial responsibility in accordance with the Foundation's Certificate of Formation and Bylaws and the Constitution and Canons of the Diocese of Texas; provided, however, that (a) any merger of the Foundation with any other organization or entity, (b) any conversion of the Foundation, (c) any sale, transfer, assignment, or disposition of substantially all of the assets of the Foundation, and (d) the dissolution, winding up, and termination of the Foundation shall also require the approval of the Bishop and the Executive Board.

Section 5.3 Selection of Board – Election – Vacancy

The terms of office of the elected Board members shall be staggered so that one-third of the elected members shall be elected at each Annual Council. All elections shall be upon nomination by the Bishop. Reasonable effort shall be made to ensure that the Board includes reasonable representation from each of the West, East, and South regions of the Diocese. Except as set forth below for the initial full Board, each elected Director shall serve for a term of three years, and may serve for two successive three-year terms, after which a person shall not be allowed to serve as an elected Director until such person has been off the Board for one full year. At the first Annual Council following the organization of the Foundation, three Directors each shall be elected to serve for initial terms of one year, two years, and three years. Persons elected to initial terms of one year and two years or thereafter appointed to fill an unexpired term may be elected to serve up to two consecutive additional terms of three years each, after which they shall not be renominated until after they have been off the Board for one full year. Any vacancy occurring on the Board of Directors shall be filled for the remainder of the unexpired term by appointment by the Bishop with the concurrence of the Board.

Section 5.4 Bylaws and Officers

The Board of Directors shall adopt Bylaws for the Foundation. Subject to the provisions of Title II.1.9, the Bishop shall be Chair of the Board of Directors. The Chair shall appoint from the members of the Board who are Episcopalians an Executive Chair, whose duties and responsibilities shall be as set forth in the Bylaws. At the request of the Chair, a member of the Board serving as Executive Chair who would otherwise be term-limited under Section 5.3 above may be elected to serve one additional three-year term. The Board shall also elect an Executive Director, who shall be the president and chief executive officer of the Foundation, a Secretary, a Treasurer, and such other officers as the Foundation's Bylaws may authorize. The officers, other than the Chair, shall hold office for one year or until their successors are duly elected.

Section 5.5 Properties and Funds

The Foundation shall establish an endowment fund, which shall be held, preserved, managed, and invested for the sole use and benefit of the Foundation in carrying out its purposes. Such endowment shall

consist of all assets, properties, income, and appreciation in value that may be contributed to the Foundation with the direction that the same be, or with the agreement or upon the representation that the same will be, placed in such an endowment fund. The Board of Directors may disburse funds from the endowment in accordance with such spending policy as the Board may establish from time to time consistent with the long-term mission of the Foundation. All property and funds received by the Foundation shall be used solely in the furtherance of the purposes of the Foundation.

Section 5.6 Reports and Records

The Board of Directors shall file a written report at each Annual Council covering the operation of the Foundation for the preceding fiscal year and showing its financial condition. If and when required by the Executive Board of the Diocese, the Board of Directors shall make such additional reports and furnish such additional information as may be requested. A complete record shall be made of all funds and moneys received and disbursed in the operation of the Foundation.

Canon 6 THE EPISCOPAL HIGH SCHOOL

Section 6.1 An Instrumentality of the Diocese

A corporation known as The Episcopal High School, organized and existing under and by virtue of the laws of the State of Texas as a nonprofit, benevolent, charitable, educational, and religious institution under its corporate charter and the Canons of the diocese, is hereby designated as an instrumentality of the Diocese of Texas for the purpose of establishing and conducting an institution, located in Bellaire, Texas, to further the development of Christian character and education.

Section 6.2 Trustees and Powers

The management of the affairs of the school shall be conducted by a Board of Trustees consisting of 24 elected members and the following: the Bishop, Bishop Coadjutor, if there be one, any Suffragan Bishop of the Diocese designated by the Bishop, any Assistant Bishop of the Diocese designated by the Bishop, and the Head, who shall be *ex-officio* members. The Board of Trustees shall have power on its own authority to acquire, erect, equip, manage, and operate the school on its own financial responsibility, in accordance with its Charter and by-laws and in accordance with the Canons of the Diocese from time to time adopted.

Section 6.3 Elections – Vacancies

The elective membership of the Board of Trustees shall consist of 24 persons elected by the Annual Council on nomination of the Bishop. At all times, no less than sixty (60) percent of the elected Trustees shall be confirmed communicants in good standing of the Episcopal Church in the Diocese of Texas. All members of the Board of Trustees shall be at least 18 years of age. The first Board of Trustees shall be appointed by the Bishop and shall serve until the next Annual Council, at which Council 1/4 of the elected members shall be elected to serve four years, 1/4 of the elected members shall be elected to serve three years, 1/4 of the elected members shall be elected to serve two years, and 1/4 of the elected members shall be elected to serve one year. At each Annual Council thereafter, 1/4 of the elected members shall be elected for full terms, which begin at the June meeting of the Board of Trustees following Annual Council. Such members so elected shall hold office for the stated term and until their successors are elected and qualified. After completion of a four-year term, persons may not be renominated for a full term for at least one year, which limitation shall not apply to persons completing unexpired terms. Any vacancy

occurring in the Board may be filled by the Board until the next Annual Council, at which time a Trustee shall be elected on nomination of the Bishop to serve the unexpired term.

Section 6.4 By-Laws and Officers

The Board of Trustees shall adopt its own by-laws. The Bishop of the Diocese shall be Chair of the Board or in the Bishop's absence or at the Bishop's request, the Bishop Coadjutor shall serve as Chair. The Board shall elect an Executive Chair, a Secretary, and a Treasurer, and such other officers and assistants as the by-laws may provide. The officers, other than the Chair, shall be elected by and from the Board of Trustees at the June meeting of the Board following the Annual Council. Such officers shall hold office for one year and until their successors are elected and qualified.

Section 6.5 Reports, Records, and Funds

The Board of Trustees shall file a written report at each Annual Council covering the operation of the school and showing its financial condition. Upon the request of the Executive Board of the Diocese, there shall be furnished additional reports and information. The books and records of the corporation shall, at all times, be open for examination and inspection by the Executive Board. All funds and money received from the operation of the school shall be used solely for the furtherance of the aims and purposes of the corporation.

Section 6.6 The Episcopal High School Chapel

The Board of Trustees may establish a chapel for the Episcopal High School, which shall be in union with the Council and under the authority of the Bishop or Bishop Coadjutor who is acting as Chair of the Board. Such chapel shall maintain all the usual records and shall make such parochial reports as are usual and required for a Parish or Mission. The Trustees shall provide for the election of officers who shall have the qualifications and responsibilities prescribed for wardens and members of the vestry of Parishes by the Canons of the Diocese. The chapel shall be represented in the Council by the Head of the school, or, if none, by a delegate chosen by the Bishop acting as Chair of the Board. This chapel shall accept such financial responsibility toward the work of the Diocese as may be designated by Council.

Canon 7 [This Canon was repealed in 2017]

Canon 8 PROTESTANT EPISCOPAL CHURCH COUNCIL OF THE DIOCESE OF TEXAS

Section 8.1 An Instrumentality of the Diocese

Protestant Episcopal Church Council of the Diocese of Texas, a nonprofit, benevolent, and charitable corporation, organized under Texas laws, also known as The Church Corporation, is authorized under its charter powers, in addition to its regular corporate powers, to receive, hold, manage, and administer funds and properties acquired by gift or by will or otherwise, for the use and benefit of the Diocese and any Diocesan institution, and may also act as trustee in receiving, holding, managing, and administering funds for the use and benefit of any Parish or Mission in the Diocese.

Section 8.2 Trustees and Powers

The management of its affairs shall be conducted and administered by a Board of Trustees of five elected members, all of whom shall either be lay persons, at least 18 years of age who are confirmed communicants in good standing of some Parish or Mission in the Diocese, or members of the Clergy canonically resident in the Diocese of Texas, in addition to the Bishop of the Diocese, who shall serve as Chair of the Board or who may designate the President or other officer of the corporation to serve as such. The Board of Trustees shall have the power and authority to conduct the affairs of said corporation in accordance with its charter and by-laws and in accordance with the Constitution and Canons of the Diocese from time to time adopted. If the office of Bishop is vacant, the Standing Committee shall promptly designate one of its members to serve as a member of the Board of Trustees until a Bishop is elected and qualified, and, until a Bishop is elected and qualified, such member, in consultation with the Standing Committee, may exercise the power expressly granted to the Bishop in this Canon.

Section 8.3 Elections – Vacancies

One member of the Board of Trustees shall be elected at each Annual Council and each member shall serve for a term of five years. The term of each member shall be so arranged that the term of only one member shall expire annually. The Board of Trustees may fill any vacancies that occur on the Board until the next Annual Council, when any vacancy shall be filled by election for the remainder of the unexpired term.

Section 8.4 Officers and By-Laws

The Board of Trustees shall have power to adopt its own by-laws and to alter, amend, or repeal the by-laws or to adopt new by-laws. The Board of Trustees shall elect such officers as its by-laws may require from time to time.

Section 8.5 Title to Properties – Conveyances – Encumbrances

Title to the properties now owned and hereafter acquired by the Protestant Episcopal Church Council of the Diocese of Texas for its use and benefit and for the use and benefit of Parishes, Missions, and other Diocesan Organizations, shall be held in the name of said corporation and may only be conveyed or encumbered with the approval of the Board of Trustees and in accordance with the Constitution and Canons of the Diocese of Texas. All of the assets and properties of the Corporation and accumulations thereof shall be held and administered to effectuate its purposes. In case of liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, or by operation of law, the assets or properties of the Corporation shall be distributed in such manner as the Board of Trustees of the Corporation shall direct; provided, however, that any such distribution shall be exclusively to carry out the purposes for which the Corporation is formed, or for one or more other exempt purposes within the meaning of the applicable provisions of the Internal Revenue Code of 1954, as amended, or any similar federal statute then in effect, and rules and regulations pursuant thereto.

Section 8.6 Reports and Records

The Board of Trustees shall submit a report at each Annual Council covering its operation for the preceding fiscal year and showing its financial condition. If and when required by the Executive Board of the Diocese, the Board of Trustees shall make such additional reports and furnish such additional

information as may be requested. The books and records of the Board of Trustees shall at all times be open for inspection and examination by the Executive Board of the Diocese or its representatives.

Canon 9 EPISCOPAL FOUNDATION OF TEXAS

Section 9.1 An Instrumentality of the Diocese

The Episcopal Foundation of Texas, a nonprofit corporation organized and existing by virtue of the laws of the State of Texas (the Foundation), is hereby designated as an instrumentality of the Diocese to hold and administer, subject to Article 9 of the Constitution, and Title III.8, the following:

- (1) All assets, properties, and distributions heretofore or hereafter received by the Diocese from the Estate of H. H. Coffield, Deceased, except dispositions, if any, heretofore made by the Church Corporation, shall be set aside and appropriated for the purpose of creating a fund which shall be known as the Coffield Fund. The corpus of the Coffield Fund shall be placed in a permanent fund and shall not be expended; provided, if so determined by the Board of Trustees of the Foundation, with consent of the Bishop, portions of the corpus of the Coffield Fund may, from time to time and at any time, be (a) loaned to The Bishop Quin Foundation, and (b) given, granted, loaned, or advanced for the purpose of establishing one or more memorials to the memory of H. H. Coffield, Deceased. Subject only to the requirements of the Foundation, all of the income from the Coffield Fund shall, from time to time, be placed in a revolving fund. Portions of the revolving fund may be given, granted, loaned, or advanced to (a) The Bishop Quin Foundation, (b) Camp Allen, (c) Episcopal High School, (d) St. Stephen's Episcopal School, (e) the Episcopal Theological Seminary of the Southwest, (f) the University of the South, (g) St. Vincent's House, and (h) El Buen Samaritano Episcopal Mission. Subject to the foregoing, with consent of the Bishop, the Foundation shall give ten percent (10%) of the amount from time to time placed in the revolving fund for other general purposes of the Diocese, excluding the Budget of the Diocese, which purpose may include gifts, grants, loans, and advances to Episcopal Relief and Development and other charitable trusts, nonprofit corporations, and national organizations affiliated with the Protestant Episcopal Church in the United States of America, all as may from time to time and at any time hereafter be designated by the Trustees of the Foundation, with consent of the Bishop.
- (2) All assets, properties, and distributions heretofore or hereafter received by the Foundation, other than those received by the Diocese from the Estate of H. H. Coffield, Deceased, shall be set aside and appropriated for the purpose of creating one or more fund(s), as determined by the Trustees of the Foundation. The purpose of such fund(s) shall be, (a) to render financial assistance to worthy and capable men and women in the Diocese of Texas desirous of entering the ordained ministry of the Protestant Episcopal Church in the United States of America (the Episcopal Church); (b) to render financial assistance to the worthy and capable men and women in the Diocese of Texas who are presently engaged in, or who desire to prepare for, religious work in the Episcopal Church; (c) to render supplementary financial aid to the members of the Episcopal clergy of the Diocese of Texas; (d) to render financial assistance to such activities, projects, agencies, and instrumentalities of the Episcopal Church in the Diocese of Texas for which adequate financial provision has not been made; and (e) to foster, develop, and contribute generally to the support of the

religious, educational, and charitable work of the Episcopal Church in the Diocese of Texas by making gifts, grants, loans, and advances solely and exclusively for religious, educational, and charitable purposes to any organization, institution, agency, or other body of, or in any way associated, affiliated, or connected with, the Episcopal Church in the Diocese of Texas.

Section 9.2 Trustees – Powers and Duties

The management of the affairs of the Foundation shall be conducted by a Board of Trustees consisting of not less than four nor more than sixteen elected members, all of whom are confirmed communicants in good standing, at least 18 years of age, of some Parish or Mission in the Diocese of Texas, in addition to the Bishop and Bishop Coadjutor, if there be one, and any Suffragan Bishop assigned to the Board by the Bishop, who shall be *ex-officio* members. The Board of Trustees shall have the power and authority to manage, operate, and conduct the affairs of the Foundation on its own financial responsibility in accordance with the legal instrument creating the same, the Constitution and Canons of the Diocese of Texas, and the by-laws to be adopted by the Board.

Section 9.3 Selection of Board – Elections – Vacancies

One-fourth of the elected members of the Board of Trustees shall be elected at each Annual Council, and each member shall serve for a term of four years. All elections shall be upon nomination by the Bishop. The Board of Trustees, with the consent of the Bishop, may fill any vacancies that occur on the Board until the next Annual Council, when any vacancy shall be filled by election for the remainder of the unexpired term. Retiring members of the Board who have served full four-year terms shall not be eligible for renomination until a period of one year shall have elapsed.

Section 9.4 Properties

The Foundation shall have authority to receive properties and funds by gift, devise, or otherwise, and to hold, manage, operate, invest, and re-invest the same under, pursuant to, and in accordance with the provisions of this Canon, the by-laws adopted by the Board, and the Trust instrument or corporate charter creating the same. All of the property and funds of the Foundation and the accumulation thereof shall be held and administered to effectuate this purpose. In the event of the dissolution of the Foundation, by lapse of time or otherwise, no funds or property or rights thereto of the Foundation shall be transferred to private ownership, and all such funds or property or rights thereto of the corporation shall be applied and distributed as follows: (i) funds or property or rights thereto held by the Foundation on a condition requiring return, transfer or conveyance because of the dissolution shall be returned, transferred or conveyed in accordance with such requirement, and (ii) the remaining funds or property or rights shall be distributed to the Protestant Episcopal Church Council of the Diocese of Texas (“Church Corporation”), or if the Church Corporation fails or refuses to accept the same, to one or more organizations approved in writing by the Bishop of the Diocese or, if the office of Bishop is vacant, by the Ecclesiastical Authority of the Diocese; provided, that all such organizations are described in section 501(c)(3) and sections 509(a)(1), (a)(2), or (a)(3) of the Internal Revenue Code of 1986, as amended.

Section 9.5 By-Laws and Officers

The Board of Trustees shall adopt its own by-laws and elect such officers as the by-laws may provide. Officers shall be elected by and from the Board of Trustees at the first meeting of the Board next following the holding of each Annual Council and shall hold office for one year and until their successors are elected and qualified.

Section 9.6 Reports and Records

The Board of Trustees shall file a written report at each Annual Council covering its operations for the preceding fiscal year and showing its financial condition. If and when required by the Executive Board of the Diocese, the Board of Trustees shall make such additional reports and furnish such additional information as may be requested. A complete record shall be made of all funds and moneys received and disbursed in the operation of the Foundation, and the funds and moneys so received and disbursed shall be used solely in furtherance of the aims and purposes of the Foundation.

Canon 10 CAMP ALLEN

Section 10.1 An Instrumentality of the Diocese

The Camp and Conference Center known as Camp Allen shall be operated as an instrumentality of the Diocese of Texas, and authority is granted for the creation of a corporation under the laws of the State of Texas as a nonprofit, benevolent, and charitable corporation to manage and conduct the affairs of Camp Allen.

Section 10.2 Trustees and Power

The management of its affairs shall be conducted and administered by a Board of Trustees of not more than twenty-four persons, all of whom shall be confirmed communicants in good standing, at least 18 years of age, of the Episcopal Church in the Diocese of Texas, in addition to the Bishop who shall be an *ex-officio* member and Chair of the Board; however, at any time and from time to time the Bishop may appoint any of the elected members to serve as Chair *pro tem* of the Board for such period of time and under such terms and conditions and with such duties as the Bishop may stipulate. The Board of Trustees shall have the power and authority to manage, conduct, and operate the affairs of Camp Allen, either as a corporate entity or otherwise, under the authority of the Diocesan Council and in accordance with the Constitution and Canons of the Diocese of Texas and the by-laws adopted by the Board.

Section 10.3 Selection, Election, and Vacancies

The elective membership of the Board of Trustees shall consist of up to 24 persons, each elected by the Annual Council on nomination of the Bishop, for four-year terms. Up to six elective members shall be elected by the Annual Council each year on nomination of the Bishop. A trustee may be elected to serve a second consecutive four-year term, after which such trustee may not be renominated for at least one year. If a person is elected to complete a trustee's unexpired term, such service shall not count toward the above limitations on the number of consecutive terms such person may serve or toward the limitation on the annual number of members to be elected each year. Notwithstanding the above, a trustee may be removed from his or her position at any time by a two-thirds vote of the Board of Trustees with the consent of the Bishop of Texas. Any vacancy occurring in the Board may be filled by the Board until the next Annual Council, at which time a trustee shall be elected on nomination of the Bishop to serve the unexpired term.

Section 10.4 Officers and By-Laws

The Board may adopt such by-laws and elect such officers (other than the Chair) as the by-laws may provide. Officers other than the Chair of the Board shall be elected by and from the members of the Board

at the first meeting of the Board following each Annual Council meeting and shall hold office for one year and until their successors are elected and qualified.

Section 10.5 Reports and Records

The Board of Trustees shall file a written report at each Annual Council meeting covering the operation of Camp Allen for the preceding calendar year. A complete record shall be kept of all funds and moneys received and disbursed in the operation of Camp Allen, and all funds and moneys so received and disbursed shall be used solely in the management and operation of Camp Allen and in furtherance of the aims and purposes thereof.

Canon 11 ST. VINCENT'S HOUSE OF GALVESTON

Section 11.1 An Instrumentality of the Diocese

The corporation known as St. Vincent's House of Galveston, organized and existing as a nonprofit corporation under the laws of the State of Texas, is hereby recognized and designated as an instrumentality of the Diocese of Texas for the purpose of ministry to human needs.

Section 11.2 Directors and Powers

The management of the affairs of St. Vincent's House shall be conducted by a Board of Directors consisting of not less than 6 nor more than 24 elected members, in addition to the Bishop of the Diocese, or the Bishop Coadjutor, if there be one, or any Bishop Suffragan of the Diocese assigned to the Board by the Bishop, who shall be an ex-officio member. All members of the Board shall be at least 18 years of age. A majority of each Board shall be confirmed communicants in good standing of this Diocese. The Board of Directors shall have full power and authority to manage, equip, maintain, and operate St. Vincent's House on its own financial responsibility in accordance with its charter and in accordance with the Constitution and Canons of the Diocese of Texas and by-laws, which the Board of Directors shall adopt.

Section 11.3 Selection of Board – Elections – Vacancies

The first Board of Directors shall be appointed by the Bishop and shall serve until the next Annual Council, at which Council one-third of the elected members shall be elected to serve three years, one-third of the elected members shall be elected to serve two years, and one-third of the elected members shall be elected to serve one year. At each Annual Council thereafter, one-third of the elected members shall be elected for full terms and any vacancies shall be filled. All elections shall be upon nomination by the Bishop. No retiring member of the Board who has served a full three-year term shall be renominated until a period of one year shall have elapsed. The Board of Directors may fill any vacancies that occur until the following Annual Council.

Section 11.4 By-Laws and Officers

The Board of Directors shall adopt its own by-laws and elect such officers as the by-laws may provide. Officers shall be elected by and from the Board of Directors at the first meeting of the Board next following the holding of each Annual Council, and shall hold office for one year and until their successors are elected and qualified.

Section 11.5 Reports, Records, and Funds

The Board of Directors shall file a written report at each Annual Council covering the operation of St. Vincent's House and showing its financial condition. If and when required by the Executive Board of the Diocese, the Board of Directors shall make such additional reports as may be requested. The books and records of the Board of Directors shall at all times be open for inspection and examination by the Executive Board of the Diocese or its representatives.

Canon 12 EL BUEN SAMARITANO EPISCOPAL MISSION

Section 12.1 An Instrumentality of the Diocese

The Corporation known as El Buen Samaritano Episcopal Mission, organized and existing as a nonprofit corporation under the laws of the State of Texas, is hereby recognized and designated as an instrumentality of the Diocese of Texas for the purpose of undertaking and carrying out a Christian services and evangelical mission to and among indigent and otherwise needy persons, particularly among the Hispanic population within, and in the environs of, the geographic area of the Austin Convocation of the Diocese of Texas; provided its charter and by-laws shall be approved by the Bishop.

Section 12.2 Directors and Powers

The management of the affairs of El Buen Samaritano Episcopal Mission shall be conducted by a Board of Directors of not fewer than 12 nor more than 15 elected members, in addition to the Bishop of the Diocese and the Bishop Coadjutor, if there be one, and any Suffragan or Assistant Bishop of the Diocese assigned to the Board by the Bishop, and one additional person who may be appointed by the Bishop as the Bishop's designee, each of whom shall be an *ex-officio* member. All members of the Board shall be at least 18 years of age. A majority of each Board shall be confirmed communicants in good standing of this Diocese. The Board of Directors shall have full power and authority to manage, equip, maintain, and operate El Buen Samaritano Episcopal Mission on its own financial responsibility in accordance with the Constitution and Canons of the Diocese.

Section 12.3 Selection of Board – Elections – Vacancies

The first Board of Directors shall be appointed by the Bishop and shall serve until the next Annual Council, at which Council one-third of the elected members shall be elected to serve three years, one-third of the elected members shall be elected to serve two years, and one-third of the elected members shall be elected to serve one year. At each Annual Council thereafter, one-third of the elected members shall be elected for full terms of three years each and any vacancies shall be filled. All elections shall be upon nomination by the Bishop. Directors whose terms are to expire shall be eligible for re-election to the Board of Directors for two (2) additional terms of three (3) years, after which such person may not be re-nominated for at least one (1) year. The Board of Directors may fill any vacancies that occur until the next Annual Council.

Section 12.4 By-Laws and Officers

The Board of Directors shall adopt its own by-laws, which by-laws and any amendment thereof shall be subject to the approval of the Bishop. The Bishop of the Diocese shall be the Chair of the Board (Chair), or in the Bishop's absence or at the Bishop's request, the Bishop Coadjutor shall serve as Chair. The Bishop may designate a person, who shall be a member or *ex-officio* member of the Board, to serve and act from

time to time in the Bishop's stead as Executive Chair of the Board (Executive Chair). The officers, other than the Chair and the Executive Chair, if there be one, shall be a President, one or more Vice Presidents (the number to be determined by the by-laws), a Secretary, a Controller, a Chancellor, and other such officers as may be elected in accordance with the by-laws. All other officers of the Corporation, except the Chair and the Executive Chair, if there be one, shall be elected annually by the Board of Directors at the meeting of the Board next following each Annual Council. With the exception of the Chair and the Executive Chair, all officers shall hold office for one year and until their successors are elected and qualified.

Section 12.5 Reports, Records, and Funds

The Board of Directors shall file a written report at each Annual Council, in a form acceptable to Council, covering the operation of El Buen Samaritano Episcopal Mission and showing its financial condition. If and when required by the Executive Board of the Diocese, the Board of Directors shall make such additional reports as may be requested. The books and records of the Board of Directors shall at all times be open for inspection and examination by the Executive Board of the Diocese or its representatives.

Canon 13 THE EPISCOPAL HOUSING TRUST

Section 13.1 Establishment of the Episcopal Housing Trust

There is hereby established The Episcopal Housing Trust, the purpose of which shall be to assist in providing residential housing or housing allowances for the Diocesan, Coadjutor, and Suffragan Bishops, and for such Clergy as may be on the Diocesan staff from time to time.

Section 13.2 Funding of the Episcopal Housing Trust

- (a) The initial funding of the Episcopal Housing Trust shall be provided from the entirety of the net proceeds received by The Church Corporation from the sale of the former residence of the Diocesan, known as 14 Shadowlawn, Houston, Texas.
- (b) All net proceeds from the future sale of any other residential property owned by The Church Corporation and used for providing homes for the persons named in Section 13.1, shall be added to the corpus of the Episcopal Housing Trust.
- (c) The Church Corporation shall be authorized to receive gifts or donations specifically designated for the Episcopal Housing Trust, and
- (d) In any calendar year in which there is an excess of earnings over disbursements of the Episcopal Housing Trust, such excess shall be added to the corpus of such trust.

Section 13.3 Administration of the Episcopal Housing Trust

- (a) The Church Corporation shall manage and invest the assets of the Episcopal Housing Trust in a manner consistent with the objectives of such trust.
- (b) The corpus of the Episcopal Housing Trust shall be disbursed only for the following purposes:

- (1) Investment, as provided in Section 13.3(a);
 - (2) Purchase of residential property for housing of the persons named in Section 13.1;
 - (3) Loans to assist the persons named in Section 13.1 to purchase their own homes, provided such loans have the concurrence of the Executive Board.
- (c) Income from the investment of the Episcopal Housing Trust shall be disbursed only for the following purposes:
- (1) Payment of any necessary expenses incurred in the management of the Episcopal Housing Trust;
 - (2) Payment, in whole or in part, of such housing allowances as the Executive Board may establish for the persons named in Section 13.1, to the extent funds are available for such purpose; and
 - (3) Any purpose set forth in Section 13.3(b).
- (d) The Church Corporation shall account separately for the Episcopal Housing Trust and make a complete annual report to the Executive Board and the Diocesan Council, which report shall disclose the full and true status of the Episcopal Housing Trust and contain such information as may be requested by the Executive Board and the Diocesan Council.

Canon 14 THE CLERGY HOUSING TRUST

Section 14.1 Establishment of the Clergy Housing Trust

There is hereby-established The Clergy Housing Trust, the purpose of which shall be to assist in providing residential housing or housing allowances for Clergy canonically resident in the Diocese of Texas and engaged in full-time church work in the Diocese.

Section 14.2 Funding of the Clergy Housing Trust

- (a) The funding of the Clergy Housing Trust shall be provided from appropriations by the Diocesan Council and allocations by the Executive Board and the Church Corporation.
- (b) Subject to the provisions of Title V.13, and with the concurrence of the Executive Board, the net proceeds from the future sale of residential property owned by The Church Corporation and used for providing homes for the persons named in Section 14.1, shall be added to the corpus of the Clergy Housing Trust; provided, if any portion of the purchase price of any such property has been contributed by a Parish or Mission and such Parish or Mission is still in existence, such net proceeds shall not become a part of the corpus of the Clergy Housing Trust without the consent of such Parish or Mission.
- (c) The Church Corporation shall be authorized to receive gifts or donations specifically designated for the Clergy Housing Trust.
- (d) In any calendar year in which there is an excess of earnings over disbursements of the Clergy

Housing Trust, such excess shall be added to the corpus of the Clergy Housing Trust.

Section 14.3 Administration of the Clergy Housing Trust

- (a) The Church Corporation shall manage and invest the assets of the Clergy Housing Trust in a manner consistent with the objectives of such trust.
- (b) The corpus of the Clergy Housing Trust shall be disbursed only for the following purposes:
 - (1) Investment, as provided in Section 14.3(a);
 - (2) Purchase of residential property for housing of the persons described in Section 14.1; provided such purchase shall have the concurrence of the Executive Board;
 - (3) Loans to assist the persons in Section 14.1 to purchase their own homes; provided such loans have the concurrence of the Executive Board.
- (c) Income from the investment of the Clergy Housing Trust shall be disbursed, after payment of any necessary expenses incurred in the management of the Clergy Housing Trust, only as follows:
 - (1) If a Parish or Mission has contributed or has consented to the contribution of funds to the corpus of the Clergy Housing Trust, a proportionate share of the total income in the same ratio as the contribution bears to the total corpus of the Clergy Housing Trust, shall be computed and remitted by the Church Corporation to such Parish or Mission at mutually agreeable times.
 - (2) Payment, in whole or in part, to the extent funds are available for such purpose, of such housing allowances for the purchase of a home as the Executive Board may establish for the persons described in Section 14.1, who are approved by the Executive Board for such assistance.
 - (3) Any purpose stated in Section 14.3(b).
 - (4) Any excess income from investment of the Trust over the disbursements made for the foregoing purposes in any calendar year shall be added to the corpus of the Trust.
- (d) The Church Corporation shall account separately for the Clergy Housing Trust and make a complete annual report to the Executive Board and the Diocesan Council, which report shall disclose the full and true status of the Clergy Housing Trust and contain such information as may be requested by the Executive Board and the Diocesan Council.

Canon 15 THE GREAT COMMISSION FOUNDATION

Section 15.1 An Instrumentality of the Diocese

The Great Commission Foundation, a non-profit corporation organized and existing under the laws of the State of Texas (the "Foundation"), is hereby designated as an instrumentality of the Diocese of Texas to support the missionary and church-planting strategy of the Diocese.

Section 15.2 Directors – Powers and Duties

The management of the affairs of the Foundation shall be conducted by a Board of Directors consisting of the Bishop of the Diocese and nine other Directors, at least three of whom shall be Episcopal clergy canonically resident and in good standing in the Diocese and the remainder shall be lay persons at least eighteen years of age and confirmed communicants in good standing of some Parish or Mission of the Diocese. The Board of Directors may increase or decrease the number of directors from time to time by amending the Foundation's Bylaws, subject to approval of the amendment by the Bishop. The Board of Directors shall have the power and authority to manage, operate, and conduct the affairs of the Foundation on its own financial responsibility in accordance with the Foundation's Certificate of Formation and Bylaws and the Constitution and Canons of the Diocese of Texas; provided, however, that (a) any merger of the Foundation with any other organization or entity, (b) any conversion of the Foundation, (c) any sale, transfer, assignment, or disposition of substantially all of the assets of the Foundation, and (d) the dissolution, winding up, and termination of the Foundation shall also require the approval of the Bishop and the Executive Board.

Section 15.3 Selection of Board – Election – Vacancy

The terms of office of the elected Board members shall be staggered so that one-third of the elected members shall be elected at each Annual Council. All elections shall be upon nomination by the Bishop. Except as set forth below for the initial full Board, each elected Director shall serve for a term of three years, and may serve for two successive three-year terms, after which a person shall not be allowed to serve as an elected Director until such person has been off the Board for one full year. At the first Annual Council following the organization of the Foundation, three Directors each shall be elected to serve for initial terms of one year, two years, and three years. Persons elected to initial terms of one year and two years or thereafter appointed to fill an unexpired term may be elected to serve up to two consecutive additional terms of three years each, after which they shall not be renominated until after they have been off the Board for one full year. Any vacancy occurring on the Board of Directors shall be filled for the remainder of the unexpired term by appointment by the Bishop.

Section 15.4 Bylaws and Officers

The Board of Directors shall adopt Bylaws for the Foundation. Subject to the provisions of Canon 4.9, the Bishop shall be Chair of the Board of Directors. The Board shall elect a President, a Secretary, a Treasurer, and such other officers as the Foundation's Bylaws may authorize. The officers, other than the Chair, shall hold office for one year or until their successors are duly elected.

Section 15.5 Properties and Funds

The Foundation shall establish an endowment fund, which shall be held, preserved, managed, and invested for the long-term use and benefit of the Foundation in carrying out its purposes. Such endowment shall consist of all funds, income, and appreciation in value that may be contributed to the Foundation with the direction that the same be, or with the agreement or upon the representation that the same will be, placed in such an endowment fund. The Board of Directors may disburse funds from the endowment in accordance with such spending policy as the Board may establish from time to time consistent with the long-term mission of the Foundation. The Foundation shall also have the authority to acquire, sell, or trade real property; provided, however, that at the time any real property is turned over to a mission or parish for its use title to the real property shall be transferred to, and held in the name of,

the Protestant Episcopal Church Council of the Diocese of Texas as provided in Article 9 of the Constitution. All property and funds received by the Foundation shall be used solely in the furtherance of the purposes of the Foundation.

Section 15.6 Reports and Records

The Board of Directors shall file a written report at each Annual Council covering the operation of the Foundation for the preceding fiscal year and showing its financial condition. If and when required by the Executive Board of the Diocese, the Board of Directors shall make such additional reports and furnish such additional information as may be requested. A complete record shall be made of all funds and moneys received and disbursed in the operation of the Foundation.

Canon 16 EDOT FINANCIAL SERVICES CORPORATION

Section 16.1 An Instrumentality of the Diocese

EDOT Financial Services Corporation, a non-profit corporation organized and existing under the laws of the State of Texas (the "Corporation"), is hereby designated as an instrumentality of the Diocese of Texas to provide the Diocese and its foundations with accounting, financial, administrative, and investment management services support.

Section 16.2 Directors – Powers and Duties

The management of the affairs of the Corporation shall be conducted by a Board of Directors consisting of the Bishop of the Diocese and five other Directors. The Board of Directors may increase or decrease the number of directors from time to time by amending the Corporation's Bylaws, subject to approval of the amendment by the Bishop. The Board of Directors shall have the power and authority to manage, operate, and conduct the affairs of the Corporation on its own financial responsibility in accordance with the Corporation's Articles of Incorporation and Bylaws and the Constitution and Canons of the Diocese of Texas; provided, however, that (a) any merger of the Corporation with any other organization or entity, (b) any conversion of the Corporation, (c) any sale, transfer, assignment, or disposition of substantially all of the assets of the Corporation, and (d) the dissolution, winding up, and termination of the Corporation shall also require the approval of the Bishop and the Executive Board.

Section 16.3 Selection of Board – Election – Vacancy

The Directors, in addition to the Bishop, shall be the Presidents of the Episcopal Foundation of Texas, The Bishop Quin Foundation, the Protestant Episcopal Church Council of the Diocese of Texas, and the Great Commission Foundation and the Executive Chair of the Episcopal Health Foundation. Each such Director shall serve for so long as that person is the incumbent of the office that entitles that person to serve as a Director. Any vacancy occurring in any of these Director positions shall be filled automatically by the successor incumbent of the office that entitled the person vacating the position to serve as a Director of the Corporation. At their option, these Directors may designate another member of their respective foundation boards to take their places as Directors of the Corporation. Such delegation shall expire at the end of each calendar year.

Section 16.4 Bylaws and Officers

The Board of Directors shall adopt Bylaws for the Corporation. Subject to the provisions of Canon 4.9, the Bishop shall be Chair of the Board of Directors. The Board shall elect a President, a Secretary, and such other officers as the Corporation's Bylaws may authorize. The officers other than the Chair shall hold office for one year or until their successors are duly elected.

Section 16.5 Administration and Use of Funds

The Directors shall have full charge of the administration and use of all funds received by the Corporation. All funds received by the Corporation shall be used solely in the furtherance of the purposes of the Corporation.

Section 16.6 Reports and Records

The Board of Directors shall file a written report at each Annual Council covering the operation of the Corporation for the preceding fiscal year and showing its financial condition. If and when required by the Executive Board of the Diocese, the Board of Directors shall make such additional reports and furnish such additional information as may be requested. A complete record shall be made of all funds and moneys received and disbursed in the operation of the Corporation. The books and records of the Corporation shall at all times be open for examination and inspection by the Executive Board or its designee.