

BYLAWS

ALL SAINTS' EPISCOPAL CHURCH Fort Worth, Texas

January 29, 2012

ARTICLE I

Name

The name of this Corporation (hereafter referred to as the "Corporation") shall be ALL SAINTS' EPISCOPAL CHURCH, a parish church in Fort Worth, Texas in the Episcopal Diocese of Fort Worth and located at 5001 Crestline Road, Fort Worth, Texas 76107. All references in these bylaws to "All Saints' Episcopal Church" or "the parish" shall mean the aforementioned parish.

For purposes of definition, "The Episcopal Diocese of Fort Worth" is the ecclesiastical body that is in communion with and under the authority of The General Convention of The Episcopal Church (U.S.A.). We understand the identity of "The Episcopal Church" to be a constituent member of the Anglican Communion, a Fellowship within the One, Holy, Catholic, and Apostolic Church, in communion with the See of Canterbury, upholding and propagating the historic Faith and Order as set forth in the Book of Common Prayer. The Book of Common Prayer to which we refer is the most recent edition of the Book of Common Prayer in The Episcopal Church.

ARTICLE II

Governance

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

ARTICLE III

Board of Directors and Vestry

- A. The Board of Directors (hereinafter referred to as the "Vestry") of the Corporation shall consist of the Rector, as Chairman, and the Wardens and other Vestry members. The Vestry members, other than the Rector, are duly elected at the Annual Parish Meeting of

All Saints' Episcopal Church from Confirmed Communicants in Good Standing (as defined below) and must also be at least eighteen (18) years of age, canonically resident in the parish, regular in worship attendance, active participants in the life of the parish, and financial contributors to the parish in the preceding year as shown on the records of the Treasurer. The Vestry shall consist of no less than six (6) members and no more than fifteen (15) members not including the Rector who is ex-officio on the Vestry as Chairman. Each member of the Vestry will serve a three-year term. The Vestry shall be elected so that there are three classes of approximate equal size, with the term of each class ending in consecutive years. If a vacancy in the membership of the Vestry occurs between Annual Parish Meetings, the remaining Vestry members may elect a new member to serve on the Vestry until the completion of the unexpired term. Vestry members may be elected to serve two consecutive three-year terms. No person having served two full three-year terms in office or a full three-year term plus at least two (2) years of an unexpired term shall be eligible for election to the Vestry until a full year has elapsed.

- B. Regular meetings of the Vestry shall be held once each month at such time and place as the Vestry shall from time to time determine. No notice of regular meetings of the Vestry shall be required. Special meetings of the Vestry may be called by the Rector (or in his absence the Senior Warden), or at the written request of three (3) members of the Vestry, including one (1) Warden, or a majority of the Vestry, upon three (3) days prior written notice; an agenda shall be provided with such notice; and no matter shall be considered at such special meeting unless it appears on the agenda thereof. A majority of the Vestry shall constitute a quorum. Each member of the Vestry has a vote, and the Rector may vote in the case of a tie. The Vestry may, from time to time, determine standing rules of order for the conduct of Vestry meetings.
- C. If and when all Vestry members shall severally or collectively consent, in writing, to any action to be taken by the Corporation, such action shall be as valid as though it had been authorized at a meeting of the Vestry.
- D. Meetings of the Vestry may be held by means of a remote electronic communications system, including conference telephone or similar communications equipment, video conferencing technology or the Internet, or any combination thereof, but only if:
 - (1) Each person entitled to participate in the meeting consents to the meeting being held by means of the system employed;
 - (2) The system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant; and
 - (3) If voting is to take place at the meeting, then:
 - a. Reasonable measures must be implemented to verify that every person voting at the meeting by means of remote communications is sufficiently identified; and
 - b. A record must be kept of any vote or other action taken.

- E. The Canons of The Episcopal Church state “Any person accepting any office in this Church shall well and faithfully perform the duties of that office in accordance with the Constitution and Canons of this Church and of the Diocese in which the office is being exercised.” All members of the Vestry must sign an Oath of Office consistent with the aforementioned Canons in such form as determined by the Vestry, from time to time. Failure to provide a signed Oath of Office, upon request of the Rector, shall disqualify the person failing to so sign the Oath of Office from being a member of the Vestry and the Vestry position held by such person shall be vacant.

ARTICLE IV
Officers

- A. The PRESIDENT of the Corporation shall be the Rector of All Saints’ Episcopal Church. He shall be its chief executive and shall have general and active management of the corporate business and shall see that all orders and resolutions of the Vestry are carried into effect. The Rector shall be elected by the Vestry.
- B. The VICE PRESIDENT of the Corporation shall be the Senior Warden of All Saints’ Episcopal Church. He shall perform the duties and exercise the power of the President during the latter’s absence or disability. The Senior Warden shall be appointed by the Rector from among the elected members of the Vestry.
- C. The JUNIOR WARDEN of the Corporation shall be elected by the Vestry members from among the members of the Vestry. He shall have oversight of the property and facilities of the Corporation on behalf of the Vestry.
- D. The SECRETARY of the Corporation shall be the Clerk, elected by the Vestry members of All Saints’ Episcopal Church. The Clerk may or may not be a Vestry member. He shall attend all meetings of the Vestry and shall preserve in the books of the Corporation true minutes of the proceedings of all such meetings and shall give all notices required by statute, bylaw, or resolution. He will maintain and preserve the Bylaws and Standing Rules of the Corporation.
- E. The TREASURER of the Corporation shall be elected by the Vestry of All Saints’ Episcopal Church. The Treasurer may or may not be a Vestry member. He shall have custody of all church funds and securities and shall keep, in books belonging to the Church, full and accurate accounts of all receipts and disbursements. He shall deposit all monies, securities and other valuable effects of the Church in its name in such depositories as may be designated for that purpose by the Vestry. The books and records shall conform to the Manual of Accounting Principles and Reporting Practices of the Episcopal Church.

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

ARTICLE V
Execution of Instruments

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

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

ARTICLE VI
Membership

- A. Definitions:
 - (1) “Members of the Body of Christ,” that is Christ’s Church, are those who have been baptized in water in the Name of the Father, the Son, and the Holy Ghost.

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

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

 - (4) “Communicants in Good Standing” are all Communicants of the parish who have been active in the parish and givers of record during the previous year.

 - (5) “Confirmed Communicants in Good Standing” are those who are Communicants in Good Standing who have received the sacrament of confirmation as indicated in the parish’s records.

B. Parish Meetings

An Annual Parish Meeting shall convene in the month of January each year and shall receive reports for the year ended the 31st of December immediately past, including the financial condition of the Corporation. Ten percent (10%) of the Qualified Voters in the parish shall constitute a quorum. The Rector, upon thirty (30) days prior written notice, may call special meetings of the members of the Corporation; an agenda shall be provided with such notice; and no matter shall be considered at such special meeting unless it appears on the agenda therefore. All meetings shall be conducted in accordance with the most recent revision of Robert's Rules of Order. Upon discretion of the Rector, some meetings may have only Qualified Voters in attendance.

ARTICLE VII
Indemnification

A. Persons. The Corporation shall indemnify to the extent provided in paragraphs B, C, or D of this Article:

- (1) Any person who is or was a Vestry member, officer, agent or employee of the Corporation; and
- (2) Any person who serves or served at the Corporation's request as a Vestry Member, officer, agent, employee, partner or trustee or another corporation, or of a partnership, joint venture, trust or other enterprise.

B. Extent in Derivative Suits. In case of a suit by or in the right of the Corporation against a person named in paragraph A by right of his or her holding a position named in paragraph A, the Corporation shall indemnify him, if he or she satisfies the standard in paragraph C, for expenses (including attorneys' fees, but excluding amounts paid in settlement) actually and reasonably incurred by him or her in connection with the defense or settlement of the suit.

C. Standard in Derivative Suit. In case of a suit by or in the right of the Corporation, a person named in paragraph B shall be indemnified only if:

- (1) He or she is successful on the merits or otherwise; or
- (2) He or she acted in good faith in the transaction which is the subject of the suit, and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. However, he or she shall not be indemnified in respect of any claim, issue or matter as to which he or she has been adjudged liable for negligence or misconduct in the performance of his or her duty to the Corporation unless (and only to the extent that) the court in which the suit was brought shall determine, upon application, that despite the adjudication, but in view of all the circumstances, he or she is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

- D. Extent in Non-Derivative Suits. In case of a suit, action or proceeding (whether civil, criminal, administrative or investigative), other than a suit by or in the right of the Corporation, together hereafter referred to as a non-derivative suit, against a person named in paragraph A by reason of his or her holding a position named in paragraph A, the Corporation shall indemnify him or her, if he or she satisfies the standard in paragraph E, for amounts actually and reasonably incurred by him or her in connection with the defense or settlement of a non-derivative suit as:
- (1) Expenses (including attorneys' fees);
 - (2) Amounts paid in settlement;
 - (3) Judgments; and
 - (4) Fines.
- E. Standard in Non-Derivative Suits. In case of a non-derivative suit, a person named in paragraph A shall be indemnified only if:
- (1) He or she is successful on the merits or otherwise; or
 - (2) He or she acted in good faith in the transaction which is the subject of the non-derivative suit, and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, he or she had no reason to believe his or her conduct was unlawful. The termination of a non-derivative suit by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person failed to satisfy the standard of this paragraph E(2).
- F. Determination That Standard Has Been Met. A determination that the standard of paragraph C or paragraph E has been satisfied may be made by a court. Or, except as stated in paragraph E(2), the determination may be made by:
- (1) a majority of the Vestry members (whether or not a quorum) who were not parties to the action, suit or proceeding; or
 - (2) independent legal counsel in a written opinion.
- G. Proration. Anyone making a determination under paragraph F may determine that a person has met the standard as to some matters but not as to others, and may reasonably prorate amounts to be indemnified.

- H. Advance Payment. The Corporation may pay in advance any expenses (including attorneys' fees) which may become subject to indemnification under paragraphs A through G, if:
- (1) the Vestry authorizes the specific payment; and
 - (2) the person receiving the payment undertakes in writing to repay unless it is ultimately determined that he or she is entitled to indemnification by the Corporation under paragraph A through paragraph G.
- I. Non-Exclusive. The indemnification provided by this Article VII shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement or disinterested Vestry Members, or otherwise.
- J. Continuation. The indemnification and advance payment provided by paragraphs A through H shall continue as to a person who has ceased to hold a position named in paragraph A and shall inure to his or her heirs, executors and administrators.
- K. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who holds or who has held any position named in paragraph A against any liability incurred by him or her in any such position, or arising out of his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability under paragraph A through H.
- L. Reports. Indemnification payments, advance payments and insurance payments made under paragraphs A through K shall be reported in writing to the Vestry with the next notice of annual meeting, or within six months, whichever is sooner.

ARTICLE VIII Terminology

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

ARTICLE IX Amendment of Bylaws

These Bylaws may be amended or repealed by the affirmative vote of two-thirds of all the members of the Vestry at any regular meeting or special meeting called for that purpose. Any such amendment or amendments or repeal shall not be effective until submitted to the Qualified Voters of the Corporation for their ratification by a majority of such Qualified Voters present at the Annual Parish Meeting next succeeding the meeting or meetings in which they were adopted by the Vestry or at a special meeting of the Qualified Voters called pursuant to Article VI, paragraph B, of these Bylaws.

Any amendments, changes, or alterations made by the Qualified Voters at the Annual Parish Meeting or any specially called meeting must be ratified by an affirmative vote of two-thirds of the Vestry members at a regular or special meeting of the Vestry, provided notice thereof has been given at a preceding regular or special meeting of the Vestry.

ARTICLE X
Standing Rules

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

ARTICLE XI
Property

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

ARTICLE XII
Commissions

- A. Commissions may be established or dissolved by the Vestry. The principal areas of parish activity are assigned to separate commissions, each chaired by a Communicant in Good Standing of the parish appointed by the Rector for one year. At least one member of the Vestry and other parishioners with interests in the areas overseen by each commission shall constitute the membership of the commission. All parish organizations, which are chartered by the Rector, are assigned to be under the auspices of the appropriate Commission. Each commission is responsible for planning, implementing and periodically reviewing its particular parts of the general program of the parish, including responsibility for submitting to the Finance Committee of the Vestry annual budget proposals for funding the program areas under its responsibility.
- B. The duties and composition of Commissions are set by the Vestry and may be changed by the Vestry from time to time.

ARTICLE XIII
Standing Committees

- A. Standing Committees will be established or dissolved as deemed necessary by the Vestry. Responsibilities for certain administrative areas of parish activity are assigned to these committees, with Chairman and membership as specified in the succeeding paragraphs. Each committee is responsible for planning, implementing and periodically reviewing its particular parts of the general program of the parish, including responsibility for submitting to the Finance Committee of the Vestry annual budget proposals for funding any program areas under its responsibility.
- B. Executive Committee
- (1) Duties. The Executive Committee shall meet as required and as appropriate to discuss matters pertinent to the life of All Saints' Episcopal Church and shall report to the Vestry at its regularly scheduled or special called meetings.
 - (2) Composition. Membership on the Executive Committee includes the Senior Warden, Junior Warden, Treasurer, and Rector. The Executive Committee is chaired by the Rector. Other Communicants in Good Standing of the parish may be appointed to the committee by the Rector, at his discretion.
- C. Finance Committee
- (1) Duties. The Finance Committee shall review and present recommendations to the Vestry on the finances of the parish, including but not limited to drafting and monitoring the operating budget of the parish and overseeing the insurance, endowments, and investments of the parish. The Finance Committee may be divided into subcommittees such as Budget, Investment and Insurance, to ensure the effectiveness of each area of the committee's responsibilities.
 - (2) Composition. Membership on the Finance Committee includes the Treasurer of the parish, who chairs the committee, the Senior Warden and the Rector, ex-officio, and at least one (1) additional member of the Vestry, appointed by the Treasurer. Other Communicants in Good Standing of the parish may be appointed to the committee by the Treasurer, at his discretion.
- D. Facilities Committee
- (1) Duties. The Facilities Committee shall review and present recommendations to the Vestry related to the physical plant and equipment of the parish. The Facilities Committee shall present to the Vestry any recommendations involving the acquisition, disposition or change of status of any properties or facilities of the parish.
 - (2) Composition. The Facilities Committee is chaired by the Junior Warden, who shall appoint at least one (1) additional member of the Vestry. The Junior Warden may appoint other Communicants in Good Standing of the parish at his discretion.

E. Stewardship Committee

- (1) Duties. The Stewardship Committee shall oversee, coordinate and implement the stewardship program of the parish. To implement this program, the committee may be divided into subcommittees, such as Planning, Information, Arrangements and Commitment. The year-round stewardship program of the parish includes a long-range planning process as well as planning and executing the annual Stewardship drive.
- (2) Composition. The Rector shall appoint a Stewardship Chairman annually. The Chairman of the Stewardship Committee does not have to be a member of the Vestry but shall be responsible for communications between the Stewardship Committee and the Vestry. The chairman, at his discretion, may appoint other Communicants in Good Standing.

F. Nominating Committee

- (1) Duties. The Nominating Committee shall review and present to the Vestry candidates for election to vacancies of the Vestry and Delegates and Alternates to Diocesan Convention, to be filled by election at the Annual Parish Meeting.
- (2) Composition. The Nominating Committee shall be composed of all members of the Vestry except those who are eligible for a second term, and the Rector, ex-officio. The Senior Warden shall serve as Chairman of the committee and shall call any and all meetings. If the Senior Warden is eligible for a second term and desires to be nominated for such term, then the committee chair shall be elected by the committee.
- (3) Procedures.
 - a. The Nominating Committee shall solicit from the membership of the parish proposed names for nomination, on a form for that purpose. After verifying the canonical qualifications of each proposed nominee pursuant to Article III, paragraph A, the committee shall select from among them a double slate of candidates for each vacancy to be filled.
 - b. Nominations may be accepted “from the floor” in addition to those presented by the Nominating Committee, but they must be submitted in writing before the close of business on the last business day preceding the Annual Parish Meeting, so that their canonical qualifications pursuant to Article III, paragraph A may be verified.
 - c. Election to all positions on the Vestry to be filled shall be by plurality of those present and voting. The election of delegates and alternates to Diocesan Convention shall be by plurality of those present and voting; the requisite number of delegates’ positions shall be filled by those receiving the highest number of votes, and the alternates’ positions shall be filled in descending order of votes.

- (4) Oath of Office. The Canons of The Episcopal Church state “Any person accepting any office in this Church shall well and faithfully perform the duties of that office in accordance with the Constitution and Canons of this Church and of the Diocese in which the office is being exercised.” Each person being considered for any office of the parish or Corporation, including Vestry member, Delegates to conventions, or Alternate Delegates, will be required to sign an Oath of Office consistent with the aforementioned Canons in such form as determined by the Vestry. Failure to provide a signed Oath of Office upon request by the Nominating Committee will render the proposed candidate ineligible for office.
- (5) Policies. To guide the selection of candidates for office, the Nominating Committee will adhere to the then current written policies adopted by the Vestry on confidentiality, Conflict of Interest, Nepotism and such other policies as needed from time to time.

G. Personnel Committee

- (1) Duties. The Personnel Committee shall review and present recommendations to the Vestry and the Rector on the staffing needs of the parish, subject to the canonical requirement that all members of the staff, lay or ordained, serve at the discretion and direction of the Rector. The Personnel Committee shall review and present recommendations to the Vestry and Rector on personnel policies and procedures, compensation, benefits and all other appropriate aspects of the support and evaluation of the staff of the parish and present appropriate funding recommendations to the Finance Committee.
- (2) Composition. Membership on the Personnel Committee includes the Senior Warden, the Rector, as Chairman, and at least three additional members of the Vestry appointed by the Rector. Other Communicants in Good Standing of the parish may be appointed to the committee by the Rector, at his discretion.

ARTICLE XIV

All Saints’ Episcopal School Board of Trustees

- A. All Saints’ Episcopal School of Fort Worth is a Texas non-profit corporation (the “Corporation” or “School”) and shall be operated as an Episcopal school which shall always recognize and accede to the Constitution and Canons of the Episcopal Diocese of Fort Worth (or that diocese of The Episcopal Church in which the School resides) and the Constitution and Canons of The Episcopal Church. The sole member and sponsor of the Corporation shall always be All Saints’ Episcopal Church, Fort Worth.
- B. The School’s Board of Trustees shall formulate such policies as will enable the School to fulfill its Episcopal Identity and Mission Statement as identified and incorporated in the School’s Bylaws. The School’s Board shall have general charge and control of affairs, funds, and property of the School as delegated to it by the Vestry of All Saints’ Episcopal Church.

- C. The School's Board of Trustees shall be composed of two classes of trustees—the Episcopal Class and the General Class. The Rector shall recommend to the School's Committee on Trustees, his candidates for the Episcopal Class members to serve on the Executive Committee and the Committee on Trustees.
- D. The member of the Episcopal Class who serves on the Committee on Trustees may, from time to time, and shall when requested by the Rector and Vestry, provide the Rector and Vestry a report on the School including information on the School's implementation of its Episcopal Identity, Mission and religious studies.
- E. The Rector, in consultation with the Vestry, shall compose a list of acceptable candidates to be considered by the Committee on Trustees in preparing its recommendations to the Vestry for candidates to fill vacancies in the Episcopal Class.
- F. As the sole Member of the Corporation, All Saints' Episcopal Church reserves to itself the following rights:
 - (1) affirm the slate of candidates recommended by the Committee on Trustees to fill any vacancies on the School's Board of Trustees;
 - (2) upon recommendation by the School's Board of Trustees, the merger, dissolution or consolidation of the Corporation;
 - (3) the amendment of the Certificate of Formation; and
 - (4) upon recommendation of the School's Board of Trustees, any proposed changes to the School's Episcopal Identity and/or Mission of the School.
- G. The Rector of All Saints' Episcopal Church will always be a voting, ex-officio member of the School's Board of Trustees and of the School's Executive Committee and Committee on Trustees.
- H. The Chapel of the School is a chapel of All Saints' Episcopal Church and as such is under the authority of the Rector of All Saints' Episcopal Church who shall, in conjunction with the School's chaplains, promulgate the Chapel's customaries.
- I. The clergy of the School must always be priests (in good standing) of The Episcopal Church.
- J. Any activity on the School's campus which relates to spiritual formation is only to be approved in consultation with the Rector of All Saints' Episcopal Church.

ARTICLE XV
Borrowing

- A. Internal Borrowing. There shall be no borrowing from any internal fund of All Saints' Episcopal Church.

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

ARTICLE XVI
Conflict of Interest

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

ARTICLE XVII
Nepotism

- A. Definitions
 - (1) "Nepotism" for the purpose of this Article shall be defined as the showing of favoritism to an employee or candidate for employment based on the existence of a relationship as a relative or immediate family member of a Vestry member or clergy.
 - (2) For the purpose of this policy, "relative" shall be defined as an individual's spouse, or the parent, child, brother, sister, aunt, uncle, niece, nephew, grandparent, grandchild, son-in-law, daughter-in-law, stepparent, stepchild, stepbrother, stepsister, half-brother or half-sister, of the individual or of the individual's spouse, whether the relative is related to the individual or the individual's spouse by blood, marriage or adoption.
 - (3) "Immediate family" shall be defined as Vestry member or clergy, their spouse, child, parent or sibling residing in the same household whether related by blood, marriage or adoption.

- B. Employment/Promotion of Relative. The Corporation in order to avoid both the reality and the appearance of conflict of interest in employment, will not appoint a relative of a Vestry member or of the clergy to any employment position. The Rector shall not recommend to the Vestry any relative of a Vestry member or of the clergy, unless the person is subject to the exception below. Nor shall any person be considered for employment in any position in which he would come under the direct or indirect supervision of any relative.
- C. Exceptions. A relative of a Vestry member or clergy may be employed by the Corporation provided that the Corporation has obtained the approval from the Vestry.

THE ABOVE AND FOREGOING BY-LAWS OF ALL SAINTS' EPISCOPAL CHURCH, FORT WORTH, TEXAS, WERE APPROVED, AS AMENDED, AT THE 65th ANNUAL PARISH MEETING OF ALL SAINTS' EPISCOPAL CHURCH, DULY CONVENED ON THE 29th DAY OF JANUARY A.D. 2012, AND WITNESSED BY THE SENIOR WARDEN AND CLERK OF THE VESTRY AS SHOWN BY THEIR SIGNATURES BELOW.

J. Trace Worrell, M.D., Senior Warden

Kathryn Pollard, Clerk of the Vestry