

THE EPISCOPAL CHURCH OF THE GOOD SHEPHERD

Granbury, Texas

PARISH BY-LAWS

Approved by Vestry January 9, 2023

Approved at Annual Parish Meeting January 15, 2023

Preamble

The name of this Parish (hereafter referred to as “the Parish”) is **THE EPISCOPAL CHURCH OF THE GOOD SHEPHERD**, a church formed in 1970, located in Granbury, Texas, and a part of the diocese known as The Episcopal Diocese of Texas and The Episcopal Church. The Episcopal Church of the Good Shepherd became a mission of the Episcopal Diocese of Dallas in 1972 and was granted parish status in 1981. These Bylaws, as may be amended, set forth the basic articles for the government of the Parish.

ARTICLE I

AUTHORITY ACKNOWLEDGED

1.1. Ecclesiastical Relationships. The Parish is a part of the diocese known as The Episcopal Diocese of Texas, an ecclesiastical body that is a constituent part of, in communion with, and under the authority of The General Convention of The Episcopal Church, which is a constituent member of the world-wide 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 authorized by The Episcopal Church. The Parish is not a part of the group referred to as the Anglican Communion of North America which is not affiliated with the world-wide Anglican Communion.

1.2. Reaffirm Canonical Declaration. The Parish reaffirms that its members have associated themselves together for the purpose of maintaining the worship of God and the preaching of the Gospel, according to the doctrine, discipline, and worship of The Episcopal Church, in the City of Granbury, in the State of Texas, and do promise to abide by and conform to the Constitution and Canons of the Episcopal Diocese of Texas as is identified in section 1.1.

1.3. Subject to Church and Diocese: The affairs of the Parish shall at all times be conducted in conformity with the Constitution and Canons of the General Convention of the Episcopal Church (“General Canons”), as may be amended, and with the Constitution and Canons of the Episcopal Diocese of Texas (“Diocesan Canons”), as may be amended. In the event of any conflict between the General Canons or the Diocesan Canons and these Bylaws, as they relate to the affairs of the Parish, the General Canons and Diocesan Canons shall prevail over the inconsistent terms of these Bylaws, to the extent of such conflict.

1.4. Certification of Eligibility to Hold Church Office. All persons who offer themselves for election or appointment to hold any Church Office in the Parish, as a condition of their being considered for such office, shall be required to execute and deliver to the Rector a "Certification of Eligibility to Hold Church Office," in the form approved by the Vestry, to confirm the person's compliance with General Canons and Diocesan Canons, as may be amended, to "well and faithfully perform the duties of that office in accordance with the Constitution and Canons of this Church, the National Episcopal Church, and of the Diocese in which the office is being exercised." Failure to provide timely a signed certificate upon request will render the proposed candidate ineligible for election or appointment to any Church Office.

ARTICLE 2 MEMBERSHIP

2.1 "Members." Members of the Parish are persons who have received the Sacrament of Holy Baptism with water in the Name of the Father, and of the Son, and of the Holy Spirit, whether in this Church or in another Christian Church, and Baptisms have been duly recorded in the Episcopal Church and in this Parish.

2.2. "Adult Member." An Adult Member is a Member sixteen (16) years of age or older.

2.3. "Communicants." Communicants are Members of this Church who have received Holy Communion in this Church at least three times during the preceding year.

2.4. "Communicants in Good Standing." Communicants in Good Standing are those who, for the previous year, have been faithful in corporate worship, unless for good cause prevented, and have been faithful in working, praying and giving for the spread of the Kingdom of God.

2.5. "Confirmed Communicants in Good Standing." Confirmed Communicants in Good Standing are those Communicants in Good Standing who have received the sacrament of confirmation, as indicated in the Parish Register.

ARTICLE 3 THE PARISH

3.1. Annual Meeting. The Parish holds its annual meeting in the month of January at a date, time, and place appointed by the Vestry. The purpose of the meeting is to elect Vestry members to new and any unexpired terms, elect lay delegates and alternate lay delegates to diocesan convention, receive reports, receive the budget, and conduct such other business as may properly come before the meeting or that may otherwise be required by canon.

3.2. Special Meetings. A special meeting of the members, for any purpose or purposes, may be called by the Rector, by the wardens or by a majority of the Vestry and shall be called by the Parish Clerk, or in the event of his or her absence, disability or failure to act, by such other officer or person as the Vestry may name, upon the written request of a majority of the Vestry or of any twenty-five (25) members of the Parish. Any such call shall state the purpose or purposes of the proposed meeting.

3.3. Notice. Written notice of each annual or special meeting stating the place, day and hour of the meeting (and the purpose or purposes of any special meeting) will be given by or at the direction of the Rector, the Parish Clerk or the person or persons calling the meeting to each member entitled to vote at such meeting not less than ten nor more than sixty days before the meeting. Business transacted at any special meeting of members will be limited to the purposes stated in the notice of the meeting.

3.4. Quorum. The presence of at least ten percent (10%) of the members entitled to vote constitutes a quorum at all meetings of the members. If, however, such quorum will not be present or represented at any such meeting, the members entitled to vote thereat will have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum will be present or represented. At such adjourned meeting at which a quorum will be present or represented, any business may be transacted which might have been transacted at the meeting as originally called. If adjournment is for more than thirty days, a notice of the adjourned meeting will be given to each member entitled to vote at the meeting. When a quorum is present at any meeting, the vote of a majority of the voters present will decide any question brought before such meeting, unless law requires the vote of a greater number.

3.5. Delegates to Convention. At each annual meeting, the members shall elect delegates and alternates to the Convention of the Diocese in accordance with the Canons of the Diocese. Delegates and alternates shall continue in office until their successors are elected. Any vacancy occurring in a delegation between annual meetings may be filled by election by the Vestry. Each delegate and alternate shall be an adult confirmed communicant of the Parish.

ARTICLE 4

THE VESTRY

4.1. Powers. The Vestry shall manage the temporal activities and affairs of the Parish.

4.2. Number. The number of members of the elected Vestry shall be nine (9). The Vestry will also include the Rector, and may include a Recording Secretary and Treasurer. Except in the case of a tie, only elected members have a vote. In the event of a tie, the rector may cast the deciding vote.

4.3. Election and Term. Except for the officers, one-third of the Vestry will be elected at each annual meeting of the members for a term of three years to serve until the next annual meeting of the members and thereafter until his or her successor will have been elected. A member of the Vestry, other than an officer, may serve two successive terms, thereafter one year must pass before he or she is again eligible to serve. Except for the Rector, any member of the Vestry may be removed with cause by vote of the members.

4.4. Meetings. The Vestry will meet no less than six times each year. Regular meetings of the Vestry may be held with or without notice at such time and at such place as will from time to time be determined by the Vestry. The Rector may call a Special meeting of the Vestry, provided two

days' notice to each Vestry member, either personally, by mail, or by email has been given. Special meetings will be called by the Rector in like manner and with like notice upon the written request of a majority of the Vestry, or at the request of twenty-five (25) members of the Parish. Vestry members may participate in a meeting of the Vestry by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence at such meeting.

4.5. Vacancies. Any vacancy occurring on the Vestry may be filled by the affirmative vote of a majority of the remaining members of the Vestry. A member elected to fill a vacancy will be elected for the unexpired term of his or her predecessor in office. Any member who fails to attend, without cause, four meetings in a year will be subject to removal by majority vote of the Vestry.

4.6. Quorum. At all meetings of the Vestry, five (5) elected members of the Vestry will constitute a quorum for the transaction of business, and the act of a majority of the members present at a meeting at which a quorum is present will be the act of the Vestry, unless the act of a greater number is required law or Church Canon.

4.7. Consent Vote. Any action, which may be taken at a meeting of the Vestry, may be taken without a meeting if consent in writing, setting forth the action so taken, will be signed by all members of the Vestry. In special cases, the senior warden may call for a vote by email when necessary. Likewise, video conferencing may be utilized. In such cases it will take a majority of the total current vestry members to approve a motion.

4.8. Qualifications. In order to be qualified to serve on the Vestry, the person must be:

4.8.1 a Confirmed Communicant in good standing (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);

4.8.2 an adult member, at least eighteen (18) years of age at the time of the election; for Youth Representative, at least sixteen (16) but not more than eighteen (18) years of age at the time of the election;

4.8.3 a member of the Parish for at least twelve (12) months prior to the Annual Parish Meeting;

4.8.4 a financial contributor to the Parish in the preceding year.

4.8.5 willing to execute a current Certification of Eligibility to Serve on Vestry;

4.8.6 one who has not served two (2) full three-year terms in office or a full three-year term plus at least two (2) years of an unexpired term, without having had a full year off the Vestry elapse since the last term of service.

4.8.7 not a member of the same immediate family of another serving on the Vestry at the same time.

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

ARTICLE 5 THE MINISTERS

5.1. Vacancies. When the position of Rector becomes vacant in the Parish, the wardens shall promptly notify and consult with the Bishop of the Diocese with respect to the appointment of an interim minister for the maintenance of divine services and the pastoral care of the congregation. The Vestry shall also consult with the Bishop with respect to the procedure to be followed in the selection and call of a new Rector.

5.2. Election of the Rector. The election of a Rector shall require a majority vote of the lay members of the Vestry. The Vestry shall make no commitment to anyone under consideration as a prospective Rector, nor shall any formal call be issued, until the name of the cleric under consideration as Rector has been made known to the Bishop for his judgment.

5.3. Selection of Assistant Minister. In the selection of an assistant minister, the Rector shall consult with the Bishop and the Rector and the Bishop shall agree upon a list containing names of qualified persons. The Rector shall then nominate to the Vestry, from the list, the name of the person chosen by the Rector to serve as an assistant. The appointment of any assistant minister shall require an affirmative vote of a majority of the entire Vestry. The terms of employment of an assistant shall, subject to these by-laws, be determined by the Vestry and incorporated in a Letter of Agreement.¹ Any assistant minister shall serve at the pleasure of the Rector, subject to the rights, if any, of such assistant under any agreement of employment.

5.4. Non-stipendiary Assistants. The Rector, with the Bishop's approval, may appoint one or more non-stipendiary assistants from among clergy canonically resident in the Diocese, or who are in good standing and who are currently licensed to officiate in the Diocese. Any non-stipendiary assistant shall serve at the pleasure of the Rector.

ARTICLE 6 THE OFFICERS

6.1. Number. The Officers of the Parish shall consist of the Rector, Senior Warden, Junior Warden, Parish Clerk, and a Treasurer, who shall be members of the Vestry. A Recording Secretary may be appointed by the Vestry. The Vestry may from time to time elect or appoint such other officers, including one or more assistant officers, as it may deem necessary. The senior warden and junior warden will be voting members of the vestry. The Recording Secretary and Treasurer will be attending members of the Vestry but not voting members of the Vestry unless they were also elected a member of the vestry by the members of the Parish.

6.2. Election and Term. The Rector shall select a Senior Warden. Following the Annual Parish Meeting, the Vestry shall elect a Junior Warden, Parish Clerk, Treasurer, and a Recording Secretary. Terms will be for one year. Any officer may be removed by a two thirds (2/3) vote of

¹Cf., Constitution and Canons, Title III, Canon 9, Sec. 3, (4)

the Vestry whenever in its judgment the best interests of the Parish shall be served thereby. In the event that a vestry member resigns, is removed, or is otherwise unable to serve, the remaining Vestry members shall vote on a replacement for the remaining term of that member. A majority of the voting Vestry members will be required for the replacement Vestry member to be approved. The Vestry shall have broad authority to elect the replacement member that a majority believes will best serve the Church, the parish and the Vestry as a whole. Only the nine duly elected members of the Vestry will be voting members of the Vestry.

6.3. Rector. The Rector, subject to the Rubrics of the Book of Common Prayer, the Constitution and Canons of the Church and of the Diocese, and to the godly counsel of the Bishop, shall manage the worship and spiritual jurisdiction of the Parish, and shall discharge the duties set forth in the Canons of the Church and of the Diocese. For the purposes of his or her office, and for the discharge of all functions and duties thereof, the Rector shall, at all times, have access and use of the Parish Church and buildings.

6.4 Senior Warden. The Senior Warden shall be selected from the Vestry by the Rector, and be the senior lay officer of the Parish. He or she shall advise and counsel with the Rector. In the absence of the Rector, the Senior Warden shall perform the administrative duties of the office as set forth in the Canons of the Church and such other duties as may be assigned by the Vestry.

6.5. Junior Warden. The Junior Warden shall be elected by the Vestry from its members and shall assist the Senior Warden and the Rector in the affairs of the Parish. In the absence of both the Rector and the Senior Warden, the Junior Warden shall assume the administrative authority of the Parish and perform the duties of the office as set forth in the Canons of the Church and such other duties as may be assigned by the Vestry.

6.6 Parish Clerk. The Vestry shall elect the Parish Clerk, who may or may not be a voting member of the Vestry. The Parish Clerk reports the names of the Parish's delegates to Diocesan Convention to the Secretary of the Convention; maintains a current list of all voting members of the Parish, and shall preserve in the books of the Parish true minutes of the proceedings of all such meetings and other official records of the Parish.

6.7. Recording Secretary. The Vestry shall elect the Recording Secretary of the Parish. The Secretary may or may not be a voting member of the Vestry. The Secretary records minutes of all Vestry, annual, and special meetings; gives notice of all such meetings as required by the Diocesan Canons and these Bylaws.

6.8. Treasurer. The treasurer shall be elected by the Vestry and have the care and custody of the funds of the Parish, subject to the control of the Vestry. The treasurer shall keep the books of account. He or she shall perform the duties customarily pertaining to the office of Treasurer and such other duties as may be required from time to time by the Vestry. The Treasurer may or may not be a voting member of the Vestry.

6.9. Vacancies. A vacancy in any office by reason of death, resignation, removal or otherwise may be filled by the Vestry for the unexpired portion of the term.

ARTICLE 7

COMMISSIONS AND COMMITTEES

There shall be such commissions and committees of the members of the Parish as the Vestry shall organize and supervise. The commissions and committees shall perform such duties as may be required of them by the Vestry.

ARTICLE 8

BUSINESS METHODS

8.1. Transfer or Encumbrance. The Parish shall not transfer or encumber real property, or any part thereof, without first obtaining the written consent of the Bishop and the Standing Committee of the Diocese.

8.2. Indebtedness. The Parish shall not become liable in respect of any indebtedness without first obtaining the written consent of the Bishop and Standing Committee of the Diocese, except for unsecured current liabilities incurred in the ordinary course of business which, in the aggregate, do not exceed ten percent of the average annual receipts of the Parish during the three (3) preceding calendar years.

8.3 Trust. All real and personal property held by or for the benefit of the Parish is held in an irrevocable trust for The Episcopal Church of the United States and the Diocese.

8.4. Endowment Funds. The endowment funds of the Parish shall be deposited with a national or state bank, the Diocesan Investment Trust, or other agency approved by the Commission on Finance of the Diocese, and shall be held under agreements providing for at least two signatures for the withdrawal of funds. The Parish shall maintain records of all trust and permanent funds showing the source, date and terms governing the use of principal and income.

8.5. Accounts. The Parish shall maintain books of account in order to provide the basis for satisfactory accounting.

8.6. Audits/Reviews. All accounts of the Parish shall be reviewed annually by an audit committee as shall be approved by the Vestry. At such time that the finances of the Parish become such that the Vestry or Diocese requires it, the Vestry may approve the cost of and order a CPA Review or a full GAAP Audit by a CPA firm. Beginning in FY 2025, the Vestry will contract with an independent CPA to provide a review or audit of the Parish financial statements.

8.7. Insurance. The Parish shall maintain adequate insurance coverage.

8.8. Checking Accounts. Any checking or savings account established by the Vestry will require two signatures for withdrawals if the amount of withdrawal exceeds one thousand (\$1000.00) dollars. Exceptions shall include recurring expenses approved by the Vestry, such as, but not limited to, payment of rent and Rector's salary.

**ARTICLE 9
THE FISCAL YEAR**

The fiscal year of the Parish shall be the calendar year.


**ARTICLE 10
CONFLICTS OF INTEREST**

If any member of the Vestry, Officer or employee of the Parish shall have an interest, either directly or indirectly, be a Director, Officer or employee of, or have an ownership interest (other than as the owner of less than one percent of the shares of a publicly-held corporation) in any firm or corporation interested directly or indirectly in any contract with, or selling any goods to the Parish, such interest will be disclosed to the Parish and set forth in the minutes of the Parish, and the member of the Vestry, Officer or employee having such interest therein will not participate on behalf of the Parish in the authorization of any such contract or purchase of goods.

**ARTICLE 11
AMENDMENTS**

Amendments to the by-laws may be proposed by the Vestry. Such changes will be presented to the Parish at the annual meeting or at a special called meeting for comment, discussion and vote as outlined in section 3.2.

THE ABOVE AND FOREGOING BY-LAWS OF THE EPISCOPAL CHURCH OF THE GOOD SHEPHERD, GRANBURY, TEXAS, WERE APPROVED AT THE VESTRY MEETING OF THE EPISCOPAL CHURCH OF THE GOOD SHEPHERD, DULY CONVENED ON THE 9TH DAY OF JANUARY, 2023, AND AT THE PARISH ANNUAL MEETING HELD ON THE 15TH DAY OF JANUARY, 2023, AND WITNESSED BY THE SENIOR WARDEN AND PARISH CLERK OR RECORDING SECRETARY OF THE VESTRY AS SHOWN BY THEIR SIGNATURES BELOW.

SENIOR WARDEN 

SECRETARY OF THE VESTRY 