

**The Reconvened 173rd Annual Council
Episcopal Diocese of Texas**

June 9, 2022

RESOLUTION REGARDING REUNION WITH THE EPISCOPAL CHURCH IN NORTH TEXAS

Whereas, the diocese now known as The Episcopal Church in North Texas (“ECNTX”) was originally part of the territory comprising this Diocese; and

Whereas, this Diocese and ECNTX, acting through their respective Bishops, diocesan staffs and clergy and lay leadership, have had considerable discussion concerning the possible reunion of ECNTX with this Diocese; and

Whereas, the people of ECNTX, having been deeply impacted by the departure of many of their congregations in 2008, desire to reunite with and become a part of this Diocese; and

Whereas, the Bishop of this Diocese, working with the advice and support of the Standing Committee and the Executive Board, has completed a review and investigation of the current state of ECNTX; and

Whereas, the Bishop and the Standing Committee of this Diocese, on behalf of the Diocese, have negotiated an Agreement of Reunion with ECNTX, represented by the Provisional Bishop and the Standing Committee of ECNTX, subject to the approval of this Council and of the Convention of ECNTX, said Agreement being attached hereto as Exhibit A; and

Whereas, the Agreement contemplates, among other things, that the Corporation of ECNTX will either merge with the Protestant Episcopal Church Council of the Diocese of Texas (“PECC”) or be dissolved, as the Bishop of this Diocese shall direct.

Now Therefore be it Resolved, that this reconvened 173rd Annual Council of the Episcopal Diocese of Texas hereby approves the Agreement of Reunion attached hereto and affirms its desire to reunite ECNTX with this Diocese pursuant to said Agreement and Canon I.10.6 of the Canons of The Episcopal Church; and

Be it Further Resolved, that this Council directs the Bishop and the Standing Committee of this Diocese, working with the Provisional Bishop and Standing Committee of ECNTX, to complete the necessary steps under the Agreement and Canon I.10.6 to reunite ECNTX with the Episcopal Diocese of Texas, including seeking the approval of a majority of the House of Bishops and of the House of Deputies of The Episcopal Church, and to take all other steps reasonably necessary and appropriate under the Agreement and the Constitution and Canons of The Episcopal Church and of this Diocese to implement the reunion; and

Be it Further Resolved, that, if it is determined there will be such a merger of the Corporation of ECNTX and the PECC, this Council consents to such merger, such merger may be consummated pursuant to the terms of a merger agreement in such form and containing such terms and conditions the Board of Directors of the PECC may in their absolute discretion determine and approve, except that the PECC must be the surviving corporation in the merger, and that the PECC and its officers and directors are authorized to execute and deliver the such merger agreement and documents related thereto and perform all obligations, acts and things in connection with such merger agreement and such other documents.

SUBMITTED BY: The Bishop of Texas; Standing Committee; Executive Board

RATIONALE: (by the submitters)

The first two resolutions are asking you to approve the reunion of the diocese named The Episcopal Church in North Texas (which was formerly named the Episcopal Diocese of Fort Worth) with and into this Diocese.

When the Episcopal Diocese of Texas (EDOT) was created in 1849, its territory included the entire state. Over time, as the population of the state grew, EDOT ceded parts of its territory to create new dioceses. For example, it ceded the north central part of the state to create the Diocese of Dallas. In 1982, the Diocese of Dallas ceded its western 24 counties to create the Diocese of Fort Worth.

In 2008, the Diocese of Fort Worth was torn apart when, led by a former bishop, the Diocese and many of its congregations left the Episcopal Church and joined the Anglican Church in North America (ACNA). In response, the congregations who wished to remain in the Episcopal Church reorganized as a diocese of The Episcopal Church and elected a Provisional Bishop. Lengthy litigation between the two groups ensued over the issue which group owned the name of the Episcopal Diocese of Fort Worth and the property of the diocese and its parishes. In 2020 the Texas Supreme Court ruled in favor of the ACNA group and awarded them the name “Episcopal Diocese of Fort Worth” and title to almost all the diocesan and parish properties.

As a result, the diocese that remained in The Episcopal Church was renamed “The Episcopal Church in North Texas” (ECNTX). In its 24 counties are 13 congregations., which have had to find new places to worship. The diocese remains headquartered in Fort Worth, and its Provisional Bishop is now the Rt. Rev. J. Scott Mayer, Bishop of the Diocese of Northwest Texas. Its website is www.ecntx.org.

After the conclusion of most of the litigation, Provisional Bishop Mayer convened a group of clergy and lay leaders to identify and evaluate options for the future of ECNTX. This discernment group eventually recommended to their Standing Committee that ECNTX reunite with and become a part of this Diocese.

Upon being apprised of their recommendation, Bishop Doyle consulted with the Standing Committee and Executive Board of this Diocese and received their support for pursuing reunion with ECNTX. Bishop Doyle and Bishop Mayer also consulted with and received the support of the leadership of The Episcopal Church. Bishop Doyle then appointed a team to investigate the status of ECNTX and its congregations and to work with representatives of ECNTX on all issues relating to reunification. He also sought the advice of many of the clergy of this Diocese and representatives of our foundations about the potential reunion.

This process has resulted in the attached Agreement of Reunion, which has been approved by the Bishops and Standing Committees of both dioceses. It must now be approved by this Council and the Convention of ECNTX. It must then be approved by a majority of the House of Bishops and the House of Deputies of The Episcopal Church, whereupon the reunion will be complete under Canon I.10.6 of The Episcopal Church.

As set forth in the Agreement of Reunion, ECNTX will cease to exist, and its missions and parishes will become missions and parishes of this Diocese called the North Region, Fort Worth Convocation. Its clergy will likewise become clergy of this Diocese. We will establish a diocesan office in Fort Worth to serve the new North Region, and in a companion resolution we are seeking authority from this Council to create a Bishop Assistant position for that region. For a transition period Bishop Mayer will assist our Bishops in integrating the North Texas churches into the fabric of our diocese.

We are excited about the prospect of receiving these faithful and resilient Episcopalians into our Diocese. We hope you will extend to them the generous love and friendship that has always characterized this Diocese. Together we have a great opportunity for evangelism and service in the Episcopal tradition in the 24 counties of the North Region.

The third resolution relates to a step in the implementation of the reunion, the merger of their diocesan corporation into our PECC. The PECC is a Texas nonprofit corporation, and this Council is its sole Member (i.e., stockholder). Under Texas law the Member must approve any merger of a Texas nonprofit corporation. Therefore, you are being asked to consent to a merger of the two corporations, in which the PECC will be the surviving corporation.

Exhibit A

Agreement of Reunion of the Episcopal Diocese of Texas and the Episcopal Church in North Texas

This **Agreement of Reunion** is made pursuant to Canon I.10.6 of the Canons of The Episcopal Church (“Canon I.10.6”) between the Episcopal Diocese of Texas (the “Diocese of Texas”) and The Episcopal Church in North Texas (the “Diocese of North Texas”) for the purpose of effecting the reunion of these two Dioceses (the “Reunion”), in accordance with Canon I.10.6 and this Agreement, as follows:

1. **History of the Dioceses.** The Diocese of Texas and the Diocese of North Texas were once one diocese, parts of a state-wide diocese called the Diocese of Texas, which was formed in 1849 by action of the General Convention of The Episcopal Church (“General Convention”). In 1874, by a division and declaration made by the General Convention, the Missionary District of Northern Texas (“Missionary District”) was created out of the Diocese of Texas. In 1895, General Convention elevated the Missionary District into the Diocese of Northern Texas. Subsequently, the Diocese of Northern Texas was renamed the Diocese of Dallas. In 1982, General Convention divided the Diocese of Dallas into two, thereby creating the Diocese of Fort Worth, which is currently named The Episcopal Church in North Texas. It is now the desire of the Diocese of Texas and the Diocese of North Texas to reunite and to be known hereafter as the Diocese of Texas.

2. **Effective Date of this Agreement.** This Agreement shall become effective upon the completion of the last to occur of the following:

- (a) the consent of the Bishop of the Diocese of Texas and of the Provisional Bishop of the Diocese of North Texas;
- (b) the consent of the Standing Committee of the Diocese of Texas and the Standing Committee of the Diocese of North Texas; and
- (c) the approval of the Council of the Diocese of Texas and of the Convention of the Diocese of North Texas.

3. **Consent of the Bishops of Texas and North Texas.** The Bishop of the Diocese of Texas, the Right Reverend C. Andrew Doyle, and the Provisional Bishop of the Diocese of North Texas, the Right Reverend J. Scott Mayer, in support of this Reunion, hereby consent to this Agreement, as evidenced by their respective signatures affixed hereto.

4. **Consent of the Standing Committees.** The foregoing consents of the Bishops have been given upon the advice and consent of their respective Standing Committees which, in support of this Reunion, also consent to this Agreement, as evidenced by the signatures affixed hereto by the President of the Standing Committee of the Diocese of Texas and the President of the Standing Committee of the Diocese of North Texas.

5. **Effectiveness of the Reunion.** Following the approval of this Agreement by the Council of the Diocese of Texas and the Convention of the Diocese of North Texas, the Reunion shall become effective upon the completion of following:

- (a) the certification of the foregoing results to the Secretary of the House of Deputies of the General Convention;
- (b) the approval by a majority vote of the House of Bishops of The Episcopal Church; and
- (c) the approval by a majority vote of the House of Deputies of The Episcopal Church.

Whereupon the Reunion shall be complete, pursuant to Canon I.10.6.

6. **Acts following the Reunion.** Upon the effectiveness of the Reunion the following shall occur:

(a) The Diocese of Texas shall establish a regional office in Fort Worth, and the Bishop of the Diocese of Texas shall take the steps necessary under Canon III.12.5 of the Canons of The Episcopal Church to employ an additional Assistant Bishop of the Diocese of Texas resident in the Fort Worth office, including seeking the consent of the Standing Committee and the approval of the Council of the Diocese of Texas.

(b) The Diocese of Texas being the canonical successor to the Diocese of North Texas, all clergy in good standing who are canonically resident in the Diocese of North Texas shall become canonically resident in the Diocese of Texas, subject to the direction of the Bishop of Texas, including pastoral direction, pursuant to the Constitution and Canons of The Episcopal Church and of the Diocese of Texas. To that end, the Provisional Bishop of the Diocese of North Texas and the Bishop of the Diocese of Texas shall provide the Letters Dimissory and certificates of transfer required by Canon III.9.4 of the Canons of The Episcopal Church to effect the transfers. All previous or existing accessions, agreements, or duties to the Diocese of North Texas or the Bishop thereof, whether according to civil law or canon law, shall be deemed accessions, agreements, and duties to the Diocese of Texas and the Bishop thereof.

(c) The Diocese of Texas being the canonical successor to the Diocese of North Texas, all parishes, missions, and mission stations of the Diocese of North Texas shall become parishes, missions, and mission stations of the Diocese of Texas, subject to the Constitution and Canons of The Episcopal Church and of the Diocese of Texas. To that end, such parishes, missions, and mission stations shall provide the written notices, applications, and Articles of Association required by Canons III.1 and III.5 for admission into union with the Council of the Diocese of Texas, in form satisfactory to the Bishop of the Diocese of Texas. All previous or existing accessions, agreements, or duties to the Diocese of North Texas or the Bishop thereof, whether according to civil law or canon law, shall be deemed accessions, agreements, and duties to the Diocese of Texas and the Bishop thereof.

(d) All property and assets of the Diocese of North Texas and of the corporation known as

the Corporation of The Episcopal Church in North Texas (the "Corporation"), including the Fund for the Endowment of the Episcopate and the Diocesan Revolving Loan Fund and all other endowments, trusts, cash, investments, real estate, buildings, personal property, and all other property and assets of any kind owned or controlled by the Diocese of North Texas, by the Bishop of the Diocese of North Texas, or by the Corporation, shall become the property and assets of the Diocese of Texas and of the appropriate institutions thereof, as directed by the Bishop of the Diocese of Texas. All such transfers are hereby confirmed and ratified as being consistent with the Constitution and Canons of The Episcopal Church, the Diocese of Texas, and the Diocese of North Texas, and as being consistent with all applicable fiduciary duties of the transferor and transferee bodies, whether such duties arise in canon law or in federal or state secular law. The rights, duties and responsibilities of the Corporation shall also be deemed transferred to the appropriate institutions of the Diocese of Texas, as directed by the Bishop of the Diocese of Texas. As soon as practicable, the Corporation shall be dissolved or merged into an institution of the Diocese of Texas as directed by the Bishop of the Diocese of Texas. In either case, the Diocese of Texas, and its institutions, as designated by the Bishop of Texas, shall be the legal and equitable successors to all rights, claims and assets heretofore owned or controlled by the Diocese of North Texas or by the Corporation.

(e) All officers and other personnel of the Diocese of Texas and of the former Diocese of North Texas shall cooperate fully in effectuating the purposes and provisions of this Agreement, including any re-titling of funds, property or insurance policies, the registration or modification of any property rights, the execution of necessary papers, the transfer of diocesan records, files, and accounts, and any other steps or actions reasonably appurtenant to this Agreement, its purposes, and provisions.

(f) Within the discretion of the Bishop of the Diocese of Texas, employees of the Diocese of North Texas may be offered employment with the Diocese of Texas under terms and conditions to be approved by the Bishop of the Diocese of Texas.

(g) All matters that are the subject of the Reunion or of the Agreement shall be governed by the Constitution and Canons of The Episcopal Church and of the Diocese of Texas. The Diocese of North Texas shall cease to exist, the Constitution and Canons of the Diocese of North Texas shall be of no further force or effect, nor shall any offices, committees, commissions, boards, or other institutions of the Diocese of North Texas continue in existence, including, without limitation, its Standing Committee, Diocesan Convention, Executive Council, and Deaneries. The rights, duties, and responsibilities of all such offices and institutions shall be deemed transferred to the appropriate institutions of the Diocese of Texas, as directed by the Bishop of Texas. Notwithstanding the foregoing, however, the officers, trustees and directors of the Diocese of North Texas and its constituent institutions shall be, and hereby are, empowered, following the effectiveness of the Reunion, to execute and deliver documents and to take actions in the name of the Diocese of North Texas or a constituent institution, as applicable, in order to facilitate the implementation of the Reunion (including without limitation the actions described in section 6(e) above), provided that all such actions following the effectiveness of the Reunion shall be taken only with the consent of the Bishop of the Diocese of Texas.

7. **North Texas Convocation.** Upon effectiveness of the Reunion, all parishes, missions, and mission stations formerly of the Diocese of North Texas shall be designated the "North Region and the Fort Worth Convocation," subject to any future action by the Bishop and the Executive Board of the Diocese of Texas to reorganize or regroup the regions and convocations of the Diocese of Texas.

8. **Elections to Institutions of the Diocese of Texas.** The parties intend that promptly following the effectiveness of the Reunion, all clergy and lay persons who were formerly resident in and members of the Diocese of North Texas shall be fully integrated into the life and work of the reunited Diocese of Texas. To that end, at the first Diocesan Council of the Diocese of Texas following the effectiveness of the Reunion, the Diocese of Texas shall use its best efforts to cause the following representation to be effected in the following institutions and constituent bodies of the Diocese of Texas:

- (a) For election to the Standing Committee of the Diocese of Texas, at least two nominees, one clergy and one layperson, who are residents in the former Diocese of North Texas.
- (b) For election to the Executive Board of the Diocese of Texas, at least two nominees, one clergy and one layperson, who are residents in the former Diocese of North Texas.
- (c) For election to the Protestant Episcopal Church Council of the Diocese of Texas, at least one nominee who is a resident in the former Diocese of North Texas.

The Bishop of the Diocese of Texas will also appoint residents of the former Diocese of North Texas to such regular committees of Council as the Bishop may deem appropriate. The Bishop will also include such residents of the former Diocese of North Texas as the Bishop may consider appropriate on the Bishop's slate of candidates for diocesan boards and institutions that are elected annually by Council upon nomination by the Bishop.

9. **Applicable Law.** This Agreement shall be construed in accordance with (a) the Constitution and Canons of The Episcopal Church, (b) the Constitution and Canons of the Diocese of Texas, (c) the Constitution and Canons of the Diocese of North Texas, and (d) the internal laws of the State of Texas, if applicable. In the event of a conflict between the Constitution and Canons of the Diocese of Texas and those of the Diocese of North Texas, the Constitution and Canons of the Diocese of Texas shall control.

10. **Captions.** The captions in this Agreement are for convenience only and shall not be considered a part hereof or affect the construction or interpretation of any provision of this Agreement.

11. **Execution.** This Agreement may be executed in one or more counterparts, each of which shall be deemed an original and all of which together shall constitute but one and the same instrument. The exchange of copies of this Agreement and of signature pages by facsimile or Portable Document Format ("PDF") transmission shall constitute effective execution and delivery of this Agreement as to the parties hereto and may be used in lieu of the original instrument for all purposes. Signatures of the parties hereto transmitted by facsimile or PDF shall be deemed to be their original signatures for all purposes.

AGREED AND CONSENTED:

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The Right Rev. C. Andrew Doyle, Date
IX Bishop of the Diocese of Texas

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The Right Rev. J. Scott Mayer, Date
Provisional Bishop of the Diocese of North Texas

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The Rev. James Michael Abbott, Date
President of the Standing Committee,
Diocese of Texas

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The Rev. Deacon Dana Wilson, Date
President of the Standing Committee,
Diocese of North Texas

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Signer Events

Andrew Doyle

adoyle@epicenter.org

IX Bishop of Texas

Episcopal Diocese of Texas

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Dana Wilson

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J. Scott Mayer

scott.mayer@ecntx.org

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James Abbot

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