

**AMENDED AND RESTATED  
BYLAWS**

**OF**

**FIRST PRESBYTERIAN CHURCH OF HOUSTON,  
a Texas Non-Profit Corporation**

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**AMENDED AND RESTATED BYLAWS  
OF  
FIRST PRESBYTERIAN CHURCH OF HOUSTON**

These Amended and Restated Bylaws of the First Presbyterian Church of Houston (the “Bylaws”) are executed by the undersigned on behalf of First Presbyterian Church of Houston to amend and completely restate the existing Bylaws of is First Presbyterian Church of Houston, to be effective as of \_\_\_\_\_, 2017. These Bylaws have been adopted by the members of the Congregation in accordance with the current governing documents and are intended to satisfy the applicable provisions of the Texas Business Organizations Code, or any successor statute, as amended from time to time (the “TBOC”) and the Internal Revenue Code of 1986, as amended from time to time (the “Code”). It is anticipated that First Presbyterian Church of Houston, will continue to be treated as a non-profit entity for federal tax purposes.

**ARTICLE ONE  
NAME, PURPOSES, POWERS AND OFFICES**

Section 1.1 Name. The name of this corporation is First Presbyterian Church of Houston (the “Congregation”).

Section 1.2 Purposes. The Congregation is organized and shall be operated exclusively for charitable, scientific, educational, and literary purposes within the meaning of Section 501(c)(3) of the Code as more specifically set forth in Article IV of the Restated Certificate of Formation for the Congregation filed with the Texas Secretary of State on \_\_\_\_\_, 2017 (the “Certificate”).

Section 1.3 Powers. The Congregation is a nonprofit corporation and shall have all the powers, duties, authorizations and responsibilities relating to nonprofit corporations as provided in the TBOC; *provided, however*, that the Congregation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income tax as an organization described in Section 501(c)(3) of the Code.

Section 1.4 Dividends Prohibited. No part of the net income of the Congregation shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of the Congregation shall be distributed to the Session, the Strategic Planning Board of Trustees, the Members (as such terms are hereinafter defined) or officers. Notwithstanding the foregoing, the Congregation may pay compensation in a reasonable amount to its officers and employees for services rendered on behalf of or for the benefit of the Congregation; *provided that* no Person shall receive compensation for the services rendered to the Congregation in their capacity as a Trustee or member of the Session.

Section 1.5 Prohibited Activities. No substantial part of the Congregation’s activities may include the carrying on of propaganda, or otherwise attempting to influence legislation. The Congregation may not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. The Congregation may not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Code Section 501(c)(3), or (ii) by a

corporation, contributions to which are deductible under Code Section 170(c)(2). The Congregation must distribute its income for each taxable year at such time and in such manner as not to subject the Congregation to tax for failure to distribute income under Code Section 4942. The Congregation cannot (i) engage in any act of self-dealing (as defined in Code Section 4941(d)), (ii) retain any excess business holdings (as defined in Code Section 4943(c)), (iii) make any jeopardizing investments that would subject it to taxes under Code Section 4944, or (iv) make any taxable expenditures (as defined in Code Section 4945(d)). The Congregation must not operate for the primary purpose of carrying on a trade or business for profit.

Section 1.6 Offices. The Congregation may have, in addition to its registered office, an office in such place or places as the Session may from time to time determine.

## **ARTICLE TWO** **THE SESSION**

Section 2.1 General Powers. The activities and affairs of the Congregation shall be managed by the Session, which may exercise all such powers of the Congregation and do all such lawful acts and things as are permitted by statute, by the Certificate or by these Bylaws. The Session shall also carry out the ecclesiastical purposes of the Congregation. The Session may form such committees as are necessary to carry out its work, as may be set forth in the Session's Policies and Procedures Manual (the "Session Manual") and a Staff Policies and Procedures Manual (the "Staff Manual") which shall be consistent with the terms set forth in the Certificate and these Bylaws. In addition, the members of the Session (as hereinafter defined) shall serve as trustees of the corporation, the First Presbyterian Church of Houston. Notwithstanding the foregoing, any action reserved to the Members in these Bylaws must be approved by the Members in accordance with these Bylaws; *provided, further*, that any action considered a fundamental action shall be approved by the Members in accordance with these Bylaws.

Section 2.2 Members of the Session. The Session shall include the following members: (a) eighteen (18) ordained Members of the Congregation (each, an "Elder") and (b) all of the ordained pastors of the Congregation (each, a "Pastor"). In addition, the Session shall elect one (1) non-voting ordained Member of the Congregation to serve as an ex-officio member of the Session for a term of one year. Each person elected as an Elder must be a member of the Congregation for at least three (3) years at the time of such appointment, and must be at least 18 years of age. The Members of the Congregation (the "Members") shall elect the Elders of the Session in three (3) equal classes (each class of six (6) Session members, a "Class"), one (1) Class of whom shall be elected at the annual meeting each year for a three (3) year term. Any Member having served a three (3) year term on the Session shall be ineligible to return to service on the Session for a period of at least thirty-six (36) months. The Session shall elect one Elder from each Class to serve as Clerk for such Class. The Senior Pastor shall serve as Moderator of meetings of the Session and meetings of the Members of the Congregation. In the event the senior pastor is unable to serve as Moderator for a particular meeting, the Senior Pastor, or in his absence a majority of the Clerks of Session, shall designate the replacement Moderator for that meeting.

Section 2.3 Meetings of the Session. The Session shall meet at least quarterly. The Moderator of the Session shall call a special meeting when he or she deems necessary or when

requested in writing by any three (3) Elders on Session. The business to be transacted at special meetings shall be limited to items specifically listed in the call for the meeting. There shall be reasonable notice given of all special meetings. A quorum for a Session meeting shall be the Senior Pastor or other presiding officer and at least one-third of the members on the Session. However, for purposes of the reception of new Members, a quorum shall be a Pastor and two members of the Session. Additionally, the serving of the elements of the Lord's Supper to those isolated from the community's worship can be extended by two or more ordained Members. Any action of the Session at a meeting where a quorum is present shall require the vote of a majority of the Session members at such meeting.

Section 2.4 Delegation. As provided in Section 22.233 of the TBOC, the Congregation is not required to have officers. In the event no officers are appointed in accordance with Section 2.5, the duties and responsibilities of officers of the Congregation under the TBOC shall be vested in the Session. The Session may delegate the powers and duties of any officer of the Congregation to any committee, employee or other agent, subject to the general supervision, oversight and approval of the Session. The Session may delegate certain rights and obligations to the Strategic Planning Trustees, all subject to Session oversight and approval. Additionally, the Session is empowered to change the titles of standing and special committees, including committees referenced in these Bylaws.

Section 2.5 Officers. The Session may elect a President, one or more Vice Presidents, a Secretary, a Treasurer and one or more Assistant Secretaries and Assistant Treasurers of the Congregation, as may be determined from time to time by the Session. If the title of any Officer is one commonly used for officers of a corporation, the assignment of such title shall constitute the delegation to such Officer of the authority and duties that are normally associated with that office. All officers and agents of the Congregation shall have such authority and perform such duties in the management of the Congregation (i) as may be provided in these Bylaws or (ii) as may be determined by resolution of the Session. Each officer shall hold office until his successor shall have been elected and qualified or until his death or his resignation or removal in the manner specified herein. Any officer may resign at any time by giving written notice thereof to the Session. Any officer or agent appointed by the Session may be removed by the Session at any time, with or without cause, by the affirmative vote of a majority of the Session at any regular or special meeting of the Session.

Section 2.6 Actions Without a Meeting. Any action required or permitted to be taken at a meeting of the Session may be taken without a meeting if a consent in writing setting forth the action so taken is signed by the number of Session members necessary to take such action at a formal meeting of the Session. Such consent shall have the same force and effect as a vote at a meeting, and may be stated as such in any document or instrument filed with the Texas Secretary of State.

Section 2.7 Telephone Meetings. Subject to the provisions of applicable law, members of the Session may participate in and hold a meeting of the Session by using conference telephone or similar communications equipment, or another suitable electronic communications system, by means of which all persons participating in the meeting can communicate with each other, and participation in a meeting pursuant to this Section 2.7 shall constitute presence in person at such meeting, except when a person participates in the meeting

for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

### **ARTICLE THREE**

#### **BOARD OF LONG TERM STRATEGIC PLANNING AND PROPERTY TRUSTEES**

Section 3.1 General Powers. Subject to the oversight and approval of the Session, a Board of Long Term Strategic Planning and Property Trustees (collectively, the “Strategic Planning Board of Trustees” and individually a “Strategic Planning Trustee”) shall be established. The Strategic Planning Board of Trustees will responsible for developing long term strategic land use and planning for the facilities and property of the Congregation as well as such other duties and obligations delegated or assigned to it by the Session.

Section 3.2 Number and Classes. The Strategic Planning Board of Trustees shall initially consist of nine (9) Trustees elected by the Members, which number may be increased or decreased by amendment of these Bylaws in the manner provided herein, but not to a number less than three (3). No decrease in the number of Strategic Planning Trustees shall have the effect of shortening the term of any incumbent Strategic Planning Trustee. Each Strategic Planning Trustee shall hold office for a term of three (3) years, except as otherwise provided in these Bylaws or until his or her death, resignation, removal, or permanent disability that renders such Strategic Planning Trustee incapable of fulfilling his or her duties as determined by the Session in accordance with Section 4.5 hereof. Strategic Planning Trustees shall be divided into three (3) classes with three (3) Strategic Planning Trustees per class, with the terms of each class being staggered so that the membership of the Strategic Planning Board of Trustees is self-perpetuating and each Strategic Planning Trustee position shall be up for election every three (3) years. The Strategic Planning Board of Trustees shall initially be elected in accordance with the following: (i) one-third (1/3) of its members shall serve as Trustees for only a one (1) year term, (ii) one-third (1/3) of its members shall serve as Trustees for only a two (2) year term, and (iii) the remaining one-third (1/3) of its members shall serve as Trustees for a full three (3) year term. After such staggered terms are initially established and served, each Strategic Planning Trustee shall be elected for a three (3) year term as set forth above. The Strategic Planning Board of Trustees shall elect from among its members a Chairman and Vice Chairman of the Board. The Board of Trustees may adopt a Policies and Procedures Manual to govern the operations of the Strategic Planning Board of Trustees, subject to the approval of the Session, which shall be consistent with the terms set forth in the Certificate and these Bylaws.

Section 3.3 Qualification. Each person appointed to the Strategic Planning Board of Trustees must be a Member for at least three (3) years at the time of such appointment, and must be at least 18 years of age. Additionally, staff members of the Congregation, current and incoming members of Session, and members of any Nominating Committee are ineligible to serve of the Strategic Planning Board of Trustees. Any Member having served a three (3) year term as a Strategic Planning Trustee shall be ineligible to return to service on the Strategic Planning Board of Trustees for a period of at least thirty-six (36) months.

Section 3.4 Resignation; Removal. Any Strategic Planning Trustee may resign at any time by giving written notice to the Session. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. No resignation may discharge any accrued obligation of a

Strategic Planning Trustee. At any annual, regular or special meeting of the Members of the Congregation, any Strategic Planning Trustee may be removed, with or without cause, by a vote of a majority of the Members in attendance, provided that written notice of any such proposed removal is provided in the required notice of the meeting at which such removal is voted upon.

Section 3.5 Reimbursement. Subject to the Congregation's Conflict of Interest Policy, Strategic Planning Trustees may be reimbursed for expenses incurred on behalf of the Congregation.

Section 3.6 Actions Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting if a consent in writing setting forth the action so taken is signed by the number of Trustees necessary to take such action at a formal meeting of the Board of Trustees. Such consent shall have the same force and effect as a vote at a meeting, and may be stated as such in any document or instrument filed with the Texas Secretary of State.

Section 3.7 Telephone Meetings. Subject to the provisions of applicable law, Trustees may participate in and hold a meeting of the Board of Trustees by using conference telephone or similar communications equipment, or another suitable electronic communications system, by means of which all persons participating in the meeting can communicate with each other, and participation in a meeting pursuant to this Section 3.7 shall constitute presence in person at such meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

#### **ARTICLE FOUR** **NOMINATING COMMITTEES**

Section 4.1 Standing Nominating Committee. At least sixty (60) days prior to the annual meeting of Members of the Congregation, the Session shall nominate individuals to a standing officer nominating committee (the "Standing Nominating Committee"), consisting of such number of Members of the Congregation as may be determined by the Session. Each person nominated to the Standing Nominating Committee must be a Member for at least three (3) years at the time of such appointment, and must be at least 18 years of age. Staff members of the Congregation are ineligible to serve on the Standing Nominating Committee. The Standing Nominating Committee shall be approved and elected by the Members at an annual or special meeting, called in accordance with these Bylaws. Such Standing Nominating Committee shall report its recommendation as to the nominees for election to the Officer Nominating Committee (as set forth in Section 4.2) and the Pastor Nominating Committee (as set forth in Section 4.3) to the Moderator of the Session, who shall circulate such information to the Members of the Congregation prior to the annual meeting of the Members of the Congregation in accordance with the terms set forth in these Bylaws.

Section 4.2 Officer Nominating Committee. The Standing Nominating Committee shall nominate individuals to serve as an officer nominating committee (the "Officer Nominating Committee"), such number of Members as may be determined by the Standing Nominating Committee. Each person nominated to the Officer Committee must be a Member for at least three (3) years at the time of such appointment, and must be at least 18 years of age. Staff



members of the Congregation are ineligible to serve on the Officer Nominating Committee. Such Officer Nominating Committee shall report its recommendation as to the nominees for election to the Session and the Strategic Planning Board of Trustees to the Moderator of the Session, who shall circulate such information to the Members prior to the annual meeting of the Members of the Congregation in accordance with the terms set forth in these Bylaws. The Officer Nominating Committee shall serve until dismissed by the Members. Nothing in this Section 4.2 shall preclude nominations made by any Member at such annual meeting (or at any other meeting of the Members of the Congregation called for the purpose of electing the Session or members of the Strategic Planning Board of Trustees), as to the election of the Session or the Strategic Planning Board of Trustees. At such annual meeting (or at any other meeting of the Members of the Congregation called for the purpose of electing the Session or members of the Strategic Planning Board of Trustees), (a) the six (6) Session nominees with the most votes shall be the new class of the Session, and (b) the three (3) Strategic Planning Trustee nominees with the most votes shall be the new class of members to the Strategic Planning Board of Trustees.

Section 4.3 Pastor Nominating Committee. When there is a vacancy in a Pastor position, including a vacancy created by the creation of a new or additional pastoral position, the Standing Nominating Committee shall nominate Members to serve as a pastor nominating committee (the "Pastor Nominating Committee"), such number of Members as may be determined by the Standing Nominating Committee. Each person nominated to the Pastor Nominating Committee must be a Member for at least three (3) years at the time of such appointment, and must be at least 18 years of age. Staff members are ineligible to serve on the Pastor Nominating Committee. Such Pastor Nominating Committee shall report its recommendation as to the nominees for selection as a Pastor of the Congregation to the Moderator of the Session, who shall circulate such information to the Members prior to an annual or special meeting of the Members of the Congregation in accordance with the terms set forth in these Bylaws. The Pastor Nominating Committee shall serve until dismissed by the Members. The Standing Nominating Committee, the Officer Nominating Committee and the Pastor Nominating Committee are generally referred to herein, on a collective basis, as a "Nominating Committee".

Section 4.4 Vacancies in the Session. Vacancies in the Session may be filled by the Members in accordance with Section 4.2 hereof. A vacancy in the Session will be deemed to exist if a Session member dies, resigns, or is removed from office or the authorized number of members of the Session is increased. The Session may declare a position vacant if (a) a Session member is adjudged incompetent by an order of court; (b) a guardian or other personal representative is appointed by a court for a Session member; (c) two licensed doctors of medicine each affirm in a written instrument that they examined a Session member, and have concluded, based upon their examination, that that the Session member is unable to discharge the duties of a member; (d) a Session member is convicted of a felony; or (e) within 60 days after notice of appointment, the appointee does not accept the office either in writing or by attending a meeting of the Session.

Section 4.5 Vacancies in the Strategic Planning Board of Trustees. Vacancies in the Strategic Planning Board of Trustees shall be filled by the Members in accordance with Section 4.2 hereof. A vacancy in the Strategic Planning Board of Trustees will be deemed to exist if a Strategic Planning Trustee dies, resigns, or is removed from office or the authorized number of members of the Strategic Planning Board is increased. The Session may declare a Strategic

Planning Trustee position vacant and remove the existing Strategic Planning Trustee if (a) a Strategic Planning Trustee is adjudged incompetent by an order of court; (b) a guardian or other personal representative is appointed by a court for a Strategic Planning Trustee; (c) two licensed doctors of medicine each affirm in a written instrument that they examined a Strategic Planning Trustee, and have concluded, based upon their examination, that such Strategic Planning Trustee is unable to discharge the duties of a member; (d) a Strategic Planning Trustee is convicted of a felony; or (e) within 60 days after notice of appointment, the appointee does not accept the office either in writing or by attending a meeting of the Strategic Planning Board of Trustees. A Strategic Planning Trustee elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

## **ARTICLE FIVE**

### **MEETINGS OF THE MEMBERS**

Section 5.1 Members. The Congregation shall have members, who shall be all of the active members listed as such (collectively, the “Members”) on the active rolls of the Congregation.

Section 5.2 Meetings. Members of the Congregation shall meet from time to time (the “Congregational Meeting”). An annual Congregational Meeting shall be held each year on such date and at such time as the Session shall select. All Congregational Meetings will be held at the principal office of the Congregation, unless otherwise designated by the Session. Special meetings of the Members of the Congregation may be called by the Session or upon written request of at least twenty-five percent (25%) of the Members. Such written notice must set forth the purpose of the meeting and the business to be transacted at such meeting. Except as otherwise set forth in such written notice, no other business may be transacted at such special meeting.

Section 5.3 Notice. Written notice of any annual or special meeting of the Members must be given in both printed and verbal form (announced from the pulpit or chancel) on at least two successive Sundays at a regularly scheduled worship service prior to the meeting, which can take place following worship on the second Sunday. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Whenever any notice is required to be given to any Member under the provisions of any statute, the Certificate or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether signed before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 5.4 Quorum and Manner of Acting. At all meetings of the Members of the Congregation, the presence of at least ten percent (10%) of the Members shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by statute, by the Certificate or by these Bylaws. An act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Members unless the act of a greater number is required by statute, by the Certificate or by these Bylaws, in which case the act of such greater number shall be requisite to constitute the act of the Members. If a quorum shall not be present at any meeting of the Members, the Members present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall

be present. At any such adjourned meeting at which a quorum shall later be present, any business may be transacted which might have been transacted at the meeting as originally convened.

Section 5.5 Fundamental Actions. At any meeting of the Members where a fundamental action (as that term is defined in Section 22.164 of the TBOC) is being proposed, such fundamental action must be described in the notice of such regular or special meeting. The presence of at least twenty-five percent (25%) of the Members shall be necessary and sufficient to constitute a quorum for the transaction of any fundamental action, which must be approved in accordance with the applicable provisions of the TBOC, including (without limitation) Section 22.164 and Subchapter F of Chapter 22 of the TBOC.

Section 5.6 Business that Must Be Conducted at a Congregational Meeting. The following business items must be conducted at a Congregational Meeting, but not necessarily at every Congregational Meeting; nor are Congregational Meetings limited to just the following:

- a. Electing Elders and Strategic Planning Trustees;
- b. Calling a Pastor, changing the terms of call of a Pastor (except that determination of medical insurance premiums shall be decided by Session), or to request the dissolution of a Pastoral relationship.
- c. Buying, mortgaging, transferring, or selling real property.
- d. Requesting that presbytery dismiss the congregation to another presbytery, or requesting that the presbytery dismiss the congregation to another Reformed body.
- e. Approving any amendments to the congregation's articles of incorporation, bylaws or other corporate governing documents and dissolution, merger and any other corporate action requiring voting member approval.

Whenever permitted by law, both ecclesiastical and corporate business may be conducted at the same congregational meeting.

## **ARTICLE SIX**

### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 6.1 Contracts. The Session may authorize any agent or agents of the Congregation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Congregation, and such authority may be general or confined to specific instances.

Section 6.2 Checks, Drafts or Orders for Payment. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Congregation shall be signed by such agent or agents of the Congregation and in such manner as shall from time to time be determined by resolution of the Session. In the absence of such determination, such instruments shall be signed by an officer of the Congregation.

Section 6.3 Deposits. All funds of the Congregation shall be deposited from time to time to the credit of the Congregation in such banks, trust companies or other depositories as the Session may select or as maybe selected in accordance with procedures established by the Session.

Section 6.4 Gifts. The Session may accept on behalf of the Congregation any contribution, gift, bequest or devise of any type of property or cash for the general purposes or for any special purpose of the Congregation. In addition, the person, entity or legal instrument making or effecting such contribution, gift, bequest or devise may designate any one, or any combination of, the following categories of use, for which such contribution, gift, bequest or devise may be so utilized by the Congregation:

- (a) General Use. Any amounts designated for or dedicated to this category would be used to make distributions to such other charities as may be selected by the Session in accordance with the Congregation's Certificate;
- (b) Capital Repairs and Improvements. Any amounts designated for or dedicated to this category would be utilized for capital repairs and improvements to the physical facilities and structures developed or maintained by the Congregation in the conduct of its affairs, in such manner as may be specifically designated by the contributor, or if not so designated, as may be determined in the discretion of the Session;
- (c) Equipment and Educational Aids. Any amounts designated for or dedicated to this category would be utilized for the maintenance and acquisition of any and all types of equipment or educational aids in any way related to the purposes of the Congregation, in such manner as may be specifically designated by the contributor, or if not so designated, as may be determined in the discretion of the Session;
- (d) Special Purposes. Any amounts designated or dedicated to this category would be utilized for whatever purpose or purposes are specifically designated by the contributing person, entity or legal instrument and that are acceptable to the Session.

Notwithstanding the specific categories of use set forth in the foregoing provisions of this Section 6.4, all contributions, gifts, bequests or devises received by the Congregation may be administered and invested as one fund, in the discretion of the Session, in order to minimize the administrative expenses or inconvenience, and/or maximize the earnings potential of any such fund. In this regard, the Session shall from time to time, but no less than annually, review the nature and performance of the investments of any such fund. The general policy of the Congregation is that all such investments should be made with the judgment and care under the circumstances that persons of ordinary prudence, discretion, and intelligence would exercise in the management of their own affairs, in a manner calculated to avoid undue speculation and reasonably assure the safety and integrity of the capital or principal of any such fund, while also seeking to increase the probable income and/or value of any such fund. In this regard, the Session shall be entitled from time to time to prepare a list of the types of investments that shall be permitted pursuant to this Section 6.4, but the existence of any such list of permitted investments shall not in and of itself indicate that any type of investment not included in such list does not meet the standards set forth in this Section 6.4.

Section 6.5 Conflicts of Interest. The Session has adopted the Conflict of Interest Policy attached as **Exhibit “A”**. The Conflict of Interest Policy may be amended from time to time by the Session.

## **ARTICLE SEVEN** **INDEMNIFICATION**

Section 7.1 Persons. The Congregation shall indemnify, to the maximum extent hereinafter provided the following persons (collectively, “Persons”):

- (a) Any Person who is or was a member of the Strategic Planning Board of Trustees,
- (b) Any Person who is or was elected as a Pastor in accordance with the terms of these Bylaws,
- (c) Any Person who is or was elected to the Session in accordance with the terms of these Bylaws, and
- (d) Any Person who is or was elected to a Nominating Committee of the Congregation in accordance with the terms of these Bylaws, and
- (e) Any Person who is or was elected as an officer of the Congregation in accordance with the terms of these Bylaws, and
- (f) Any person who serves or served in a specified capacity at the request of the Congregation, the Session or the Strategic Planning Board of Trustees.

Section 7.2 Extent of Indemnity. Chapter 8 of the TBOC permits the Congregation to indemnify the Persons described in **Section 7.1** above, to the extent and under the circumstances set forth therein. The Congregation hereby elects to and does hereby indemnify all such Persons to the fullest extent permitted by law promptly upon request of any such Persons making the request for indemnity hereunder. The Congregation’s indemnity obligation set forth herein shall include, to the maximum extent permitted under applicable law, the payment or reimbursement of all damages and settlements, whether actual or consequential and all related attorney fees and other costs. The obligation to so indemnify and to so make all necessary determinations may be specifically enforced by resort to any court of competent jurisdiction. In all events, the indemnification described in this **Section 7.2** shall be limited to the assets of the Congregation and proceeds of any applicable insurance.

Section 7.3 Advance Payment. The Congregation shall pay or reimburse the reasonable expenses of such Persons covered hereby in advance of the final disposition of any proceeding to the fullest extent permitted by law.

Section 7.4 Nonexclusive. The indemnification provided hereunder shall not be exclusive of any other rights to which a Person may be entitled by law, bylaw, agreement, or otherwise.

Section 7.5 Continuation. The provisions hereof shall continue as to a Person who has ceased to hold a position named in **Section 7.1** and shall inure to his or her heirs and personal representatives.

## **ARTICLE EIGHT** **MISCELLANEOUS**

Section 8.1 Prohibited Loans. No loans shall be made by the Congregation to any member of the Session (other than a Pastor) or any Strategic Planning Trustee. Any Session member, Strategic Planning Trustee or officer voting for or assenting to the making of any loan which is prohibited by the TBOC shall be jointly and severally liable to the Congregation for the amount of such loan until repayment thereof. The Congregation may lend money to or otherwise assist an employee or Pastor of the Congregation if the loan or assistance may reasonably be expected to benefit (either directly or indirectly) the Congregation. A loan made to a Pastor must be (a) made for the purpose of financing the Pastor's principal residence, or (b) for an original principal amount that does not exceed: (1) 100% of the Pastor's annual salary, if the loan is made before the first (1<sup>st</sup>) anniversary of the Pastor's employment; or (2) 50% of the Pastor's annual salary, if the loan is made in any subsequent year.

Section 8.2 Fiscal Year. The fiscal year end of the Congregation shall be May 31.

Section 8.3 Books and Records. The Congregation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Session, any committee formed by the Session, the Strategic Planning Board of Trustees, any committee formed by the Strategic Planning Board of Trustees and the meetings of the Members of the Congregation. All books and records of the Congregation may be inspected by a Session member or their respective agent or attorney for a proper purpose at any reasonable time.

Section 8.4 Insurance. The Congregation may, with the consent of the Session, purchase and maintain insurance on behalf of any person who is or was a member of the Session, the Strategic Planning Board of Trustees, a member of a Nominating Committee, an officer, employee or agent of the Congregation, or is or was serving in a specified capacity at the request of the Congregation, the Session or the Strategic Planning Board of Trustees against any liability asserted against him or her and incurred by him or her in such capacity or arising out of his or her status as such, regardless of whether the Congregation would have the power to indemnify him or her against such liability under law or under the of the Congregation's Certificate and this Section 8.4.

Section 8.5 Gender. Wherever the context shall so require, all words herein in any gender shall be deemed to include the masculine, feminine, or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

Section 8.6 Invalid Provisions. If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

Section 8.7 Headings. The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.

**ARTICLE NINE**  
**TERMINATION**

This Congregation may be terminated, in accordance with the TBOC, by the affirmative vote of the Session and the consent of the Members, as required by the TBOC. Upon the termination and liquidation of the Congregation, after payment or provision for payment of the Congregation's liabilities has been made, the Session shall distribute the Congregation's remaining assets to one (1) or more organizations that are described in Sections 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) of the Code and that has or have, as the case may be, purposes at the time of such distribution or distributions similar to the purposes of the Congregation at the time this Restated Certificate is filed with the Secretary of State of Texas. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Congregation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE TEN**  
**AMENDMENTS**

The Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the Session with the consent of the Members. The notice of any meeting at which the Bylaws or Certificate are altered, amended, or repealed, or at which new Bylaws are adopted shall include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed; *provided however*, an alteration, amendment or repeal shall not reduce the protections provided Persons as set forth in **Article VII**, except on a prospective basis.