

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 January 19, 2020. 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 or replaced from time to time (the “Code”). It is anticipated and intended 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 religious, 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 January 31, 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 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 at such time as such person is serving as a 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. 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 voting 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) ordained Member of the Congregation to serve as a non-voting attendee of Session meetings for a term of one year. Each person elected as an Elder must have been 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 completed a three (3) year term on the Session shall be ineligible to return to service on the Session for a period of at least two (2) years. The Session shall elect one Elder from each Class to serve as Clerk for such Class. The Clerk of the Class in the third year shall serve as Clerk of Session. 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, may ask another pastor or an Elder to preside, with the Session’s approval.

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.

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. Additionally, the Session is empowered to change the titles, powers and duties of standing and special committees, including committees referenced in these Bylaws.

Section 2.5 Officers. The Session shall annually elect a Treasurer and may elect a President, one or more Vice Presidents, or a Secretary, of the Congregation, as may be determined from time to time by the Session. 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 or her successor shall have been elected and qualified or until his or her death, resignation, removal, or permanent disability that renders such Officer incapable of fulfilling his or her duties as determined by the Session 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

RESERVED

ARTICLE FOUR **NOMINATING COMMITTEES**

Section 4.1 Standing Nominating Committee. Every two years, at least sixty (60) days prior to the annual meeting of Members of the Congregation, the Session shall nominate individuals to a standing 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. The term of each member of the Standing Nominating Committee is approximately two years and ends when new members of the Standing Nominating Committee are elected at an annual Congregational Meeting.

Section 4.2 Officer Nominating Committee. The Standing Nominating Committee shall nominate individuals to serve on the 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 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 members of the Session, as to the election of the Session. At such annual meeting (or at any other meeting of the Members of the Congregation called for the purpose of electing members of the Session), the six (6) Session nominees with the most votes shall be the new class of the Session.

Section 4.3 Pastor Nominating Committee. When there is a vacancy in a Senior or Associate 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 on the 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. The majority of members of the Pastor Nominating Committee must be Elders and an Elder must serve as chair of 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 shall 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.

ARTICLE FIVE

MEETINGS OF THE MEMBERS

Section 5.1 Members. The Congregation shall have members, who shall be all of the active members (Covenant Partners) 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 Congregational Meetings 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 Congregational Meeting.

Section 5.3 Notice. Written notice of any annual or special Congregational Meeting 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 Congregational Meetings, 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 Congregational Meeting, the Members present thereat may adjourn the Congregational Meeting from time to time, without notice other than announcement at the Congregational Meeting, until a quorum shall be present. At any such adjourned Congregational Meeting at which a quorum shall later be present, any business may be transacted which might have been transacted at the Congregational 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 to the Session;
- b. Calling a Senior or Associate Pastor, or to request the dissolution of a Senior or Associate 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; and
- e. Approving any amendments to the Congregation's Certificate, 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 adopted 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 Board of Trustees,
- (b) Any Person who is or was elected as a Senior or Associate 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 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). Any Session member 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 (1st) 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 determined by resolution of the Session.

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, 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 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 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 Congregational 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.

These Bylaws were duly adopted by the Members at a Congregational Meeting held in in the Sanctuary in Houston, Texas on January 19, 2020.

Dr. Robert Moore, Senior Clerk of Session