

SECOND AMENDED AND RESTATED BYLAWS

OF

ST. LUKE'S UNITED METHODIST CHURCH OF HOUSTON

ARTICLE I

*Office*

Section 1.1. *Office.* The principal office of St. Luke's United Methodist Church of Houston (the "Church") shall be at 3471 Westheimer, Houston, Texas 77027. The Church may have such other offices, either in Texas or elsewhere, as the Members may determine.

ARTICLE II

*Purposes*

Section 2.1. *Purposes.* The Church is organized and operated exclusively for the purpose of engaging in religious worship or promoting the spiritual development or well-being of individuals as contemplated by Section 11.20(c) of the Texas Tax Code. In connection therewith, the Church's principal functions are:

(a) the maintenance of a church in accordance with the teachings, rules, customs, laws and regulations of The United Methodist Church and the provision of a place of public worship therefor;

(b) the general promotion and maintenance of charitable, religious, missionary and educational activities of the Church or of or sponsored or endorsed by The United Methodist Church; and

(c) in general, the conduct of any activity authorized by the rules, customs, laws and regulations of The United Methodist Church.

Nothing in this article is to be construed as authorizing the Church to conduct any activity in the State of Texas expressly prohibited by any law of the State of Texas, or to engage in any activity in the State of Texas which cannot lawfully be engaged in without first obtaining a license under the laws of the State of Texas and which license cannot be granted to a corporation, or to operate any of the activities referred to in Section 2.010 of the Texas Business Organizations Code (the "BOC").

All property, real, personal or mixed, of the Church and the proceeds therefrom shall always be used exclusively for charitable, religious or educational purposes, and no part of such income or such principal shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private shareholder or individual or any substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation (except to the extent such activities are permitted under Section 501(c) (3) and Section 501(h) of the Internal Revenue Code of 1986, as amended (the "Code")); nor shall any part of the activities of the Church be carrying on propaganda or otherwise attempting to influence

legislation or participate in or intervene in (including the preparation or distribution of statements) any political campaign on behalf of any candidate for public office; nor shall any of the net earnings of the Church inure to the benefit of, or be distributable to, any Trustee, officer or member of the Church or any private person, except that reasonable compensation may be paid for services rendered to the Church and the Church may make payments and distributions in furtherance of the purposes for which the Church is organized; nor shall the Church carry on any other activities not permitted to be carried on by a corporation exempt from tax under Section 501(c)(3) of the Code, or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

Pursuant to Section 11.20(c) of the Texas Tax Code, the Church adopts the following statement: The Church "pledges its assets for use in performing the organization's religious functions."

### ARTICLE III

#### *Members*

Section 3.1. *Classes of Members.* The Members of the Church shall be divided into two classes of membership: (a) the Charge Conference Membership class consisting of members who shall be the members of the Charge Conference of St. Luke's United Methodist Church of Houston, as constituted from time to time in accordance with the provisions of the Book of Discipline of The United Methodist Church, as adopted from time to time by the General Conference of The United Methodist Church (the "Book of Discipline"), and (b) the Congregational Membership class consisting of members who shall be those persons listed on the congregational membership rolls of the Church. Each class of membership shall be identical in all respects, except with respect to voting rights.

Section 3.2. *Annual Meeting.* An annual meeting of the Members shall take place at such time and place as the District Superintendent shall designate and shall be convened for the purposes of (a) electing successors for Trustees whose terms expire that year and (b) transacting such other business as may properly come before such annual meeting. The only Members entitled to vote at any meeting of Members (other than a meeting convened in accordance with Section 3.11 of these Amended and Restated Bylaws ("Bylaws")) are those persons constituting the Charge Conference Membership class. The District Superintendent of the District of the Texas Annual Conference of The United Methodist Church in which the principal office of the Church is located (the "District Superintendent"), or his or her authorized representative, shall preside at all annual meetings of Members. Failure to hold any annual meeting or meetings shall not work a forfeiture or dissolution of the Church.

Section 3.3. *Special Meetings.* Except as otherwise provided by law or by the Amended and Restated Articles of Incorporation (the "Articles"), special meetings of the Members may be called by the District Superintendent, or his or her authorized representative, after consultation with the President, the Chairperson of the Board of Trustees or by Members having not less than one-tenth of the votes entitled to be cast at such meeting, and shall be held at the principal office of the Church or at such other place, and at such time, as may be stated in the notice calling such meeting. Business transacted at any special meeting of Members shall be limited to the purposes stated in the notice of such meeting given in accordance with the terms of Section 3.4. To

the extent not inconsistent with the BOC, the Articles or these Bylaws, special meetings of Members are intended to correspond to the called Charge Conferences provided for in the Book of Discipline.

Section 3.4. *Notice of Meetings; Waiver.* Notice of each meeting of Members, stating the place, day and hour of any meeting and, in case of a special meeting of Members, the purpose or purposes for which the meeting is called, shall be given. Such notice shall be sufficient if made by oral announcement at a regularly scheduled worship service prior to such meeting or, if given in writing, by delivery not less than ten nor more than 60 days before the date of such meeting, either personally, by facsimile, electronic mail or by mail, by or at the direction of the persons calling the meeting to each Member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the Member at his or her address as it appears on the records of the Church. Such further or earlier notice shall be given as may be required by law. The signing by a Member of a written waiver of notice of any meeting of the Members, whether before or after the time stated in such waiver, shall be equivalent to the receiving by him or her of all notice required to be given with respect to such meeting. Attendance by a Member, at a meeting of Members, shall constitute a waiver of notice of such meeting, except where a Member participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. No notice of any adjournment of any meeting shall be required.

Section 3.5. *Closing of Membership Books and Fixing Record Date.* For the purpose of determining Members entitled to notice of, or to vote at, any meeting of Members or any adjournment thereof, or in order to make a determination of Members for any other proper purpose, the Board of Trustees of the Church may provide that the membership books shall be closed for a stated period in no case to exceed 60 days. If the membership books shall be closed for the purpose of determining Members entitled to notice of or to vote at a meeting of Members, such books shall be closed for at least the ten days immediately preceding such meeting. In lieu of closing the membership books, the Board of Trustees may fix in advance a date as the record date for any such determination of Members, such date in no case to be more than 60 days nor less than ten days prior to the date on which the particular action requiring such determination of Members is to be taken. If the membership books are not closed and no record date is fixed for the determination of Members entitled to notice of or to vote at a meeting of Members, the date on which notice of the meeting is mailed or the date on which the oral announcement is made, as the case may be, shall be the record date of such determination of Members. When a determination of Members entitled to vote at any meeting of Members has been made as provided in this Section 3.5, such determination shall apply to any adjournment thereof except where the determination has been made through the closing of membership books and the stated period of closing has expired.

Section 3.6. *Quorum and Officers.* Except as otherwise provided by law, the Articles or these Bylaws, the Members present and voting at any given meeting shall constitute a quorum at a meeting of Members. The vote of a majority of the votes entitled to be cast by the Members present, and thus represented at a meeting at which a quorum is present, shall be the act of the meeting of Members, unless the vote of a greater number is required by law. The District Superintendent, or his or her authorized representative, shall preside at, and the Secretary of the church conference shall keep the

records of, each meeting of Members, and in the absence of either such officer, his or her duties shall be performed by any other officer authorized by these Bylaws or any person appointed by resolution duly adopted at the meeting.

Section 3.7. *Voting at Meetings.* Each Charge Conference Membership class member shall be entitled to one vote on each matter submitted to a vote at a meeting of Members. Congregational Membership class members are not entitled to vote except at a meeting convened in accordance with Section 3.11, except to the extent that the voting rights of Members are limited, enlarged or denied by the Articles of Incorporation or these Bylaws.

Section 3.8. *Balloting.* Upon the demand of any Member entitled to vote, the vote upon any question before the meeting shall be by ballot. At each meeting, inspectors of election may be appointed by the presiding officer of the meeting; and, at any meeting for the election of Trustees, inspectors shall be so appointed on the demand of any Member present and entitled to vote in such election of Trustees. No Trustee or candidate for the office of Trustee shall be appointed as such inspector. The number of votes cast in the election of Trustees shall be recorded in the minutes.

Section 3.9. *Record of Members.* The Church shall keep at its principal office or at its registered office a record of its Members containing the names and addresses of all Members.

Section 3.10. *Action by Non-Unanimous Consent Without Meeting.* Unless otherwise restricted by law, the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action to be so taken, is signed by a sufficient number of Members as would be necessary to take that action at a meeting at which all of the Members were present and voted. Such written consent shall bear the date of the signature of each Member who signs the consent, and such written consent shall not be effective unless, within 60 days after the date of the earliest dated consent, a consent or consents signed by the required number of Members is delivered to the Church. Delivery shall be by hand or certified or registered mail, return receipt requested. Prompt notice of the taking of any action by Members without a meeting by less than unanimous written consent shall be given to all Members who did not consent in writing to the action.

Section 3.11. *Church Conference Meeting.* A Church Conference (as defined in the Book of Discipline) may be called in lieu of any annual or special meeting of Members upon the receipt of the approval of the District Superintendent, or his or her authorized representative, if requested in writing by the President, the Board of Trustees or ten percent of the Members, and otherwise in accordance with the procedures set forth in the Book of Discipline. All provisions of these Bylaws shall apply to the Church Conference meeting to the same extent as such provisions are applicable to the annual or special meeting of Members which it is replacing, except that all Members of the Church including Congregational Membership Class members shall be entitled to vote on all matters considered at the Church Conference meeting.

#### ARTICLE IV

##### *Board of Trustees*

Section 4.1. *General Powers.* The Board of Trustees of the Church shall function in the capacity of the board of directors, as defined in the Act, for the Church, and shall be the body vested with the power and authority to manage, administer, deal with and serve as custodian for the property, real, personal and mixed, of the Church. A Trustee of the Church shall not be deemed to have the duties of a trustee of a trust with respect to the Church or with respect to any property held or administered by the Church, including property that may be subject to restrictions imposed by the donor or transferor of the property. The authority of the Board of Trustees shall be subordinate in all respects to the authority of the Members. Subject to any restrictions imposed by law, the Articles, or these Bylaws, the Board of Trustees may exercise all the powers and authority given to it by the Book of Discipline.

Section 4.2. *Number; Qualifications; Term.* The Board of Trustees shall consist of nine members organized into three classes. Each class of Trustees shall be elected for staggered terms of three years each. Such number may be increased or decreased by amendment of these Bylaws, provided that no decrease shall reduce the total number of Trustees to less than three Trustees or shorten the term of any incumbent Trustee and no increase shall expand the number of Trustees to greater than nine Trustees. Each Trustee shall be a Member of the Church. Trustees need not be residents of Texas, absent provision to the contrary in the Book of Discipline, the Articles or the laws of the State of Texas. Except as otherwise provided in Section 4.3 of these Bylaws, each position on the Board of Trustees shall be elected in accordance with the procedures set forth in the Book of Discipline. In the absence of any such provisions and except as provided in Section 4.3 of these Bylaws, each position on the Board of Trustees shall be filled by election at the annual meeting of Members, or at a Church Conference called in lieu of an annual meeting pursuant to Section 3.11 of these Bylaws. Any such election at the annual meeting of Members shall be conducted in accordance with Section 3.6 of these Bylaws. Each person elected a Trustee shall hold office, unless removed in accordance with Section 4.3 of these Bylaws, until the expiration of his or her term of office and until his or her successor shall have been duly elected and qualified.

Section 4.3. *Removal.* Any Trustee may be removed from office, with or without cause, by the affirmative vote of a majority of the Members present in person and entitled to vote at a special meeting called for such purpose. If the notice calling such meeting shall have so provided, the vacancy or vacancies caused by such removal may be filled at such meeting by the affirmative vote of a majority in number of the votes cast by the Members present in person and entitled to vote.

Section 4.4. *Resignations.* A Trustee or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time is specified, at the time of its receipt by the President or Secretary of the Board of Trustees. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 4.5. *Vacancies.* Any vacancy occurring in the Board of Trustees shall be filled by election at an annual meeting of Members, or at a special meeting of Members duly called for such purpose. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 4.6. *Regular Meetings.* Regular meetings of the Board of Trustees shall be held at such times and places as the Board of Trustees shall determine. No notice of any kind of such regular meetings needs to be given to either old or new members of the Board of Trustees.

Section 4.7. *Special Meetings.* Special meetings of the Board of Trustees shall be held at any time by call of the Chairperson of the Board of Trustees, the President, or any three Trustees. The Secretary of the Board of Trustees shall give notice of the time and place of each special meeting to each Trustee at his or her usual business or residence address by mail at least three days before the meeting or by telegraph, facsimile, electronic mail or telephone at least one day before such meeting. Except as otherwise provided by law, the Articles, or these Bylaws, such notice need not specify the business to be transacted at, or the purpose of, such meeting. No notice shall be necessary for any adjournment of any meeting. The signing of a written waiver of notice of any special meeting by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the receiving of such notice. Attendance of a Trustee at a meeting shall also constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express and announced purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 4.8. *Quorum.* A majority of the number of Trustees fixed by these Bylaws shall constitute a quorum for the transaction of business. The act of not less than a majority of the Trustees present in person at a meeting at which a quorum is present shall be required in order to constitute the act of the Board of Trustees, unless the act of a greater number shall be required by law, the Articles or these Bylaws.

Section 4.9. *Procedure at Meetings.* Except as otherwise provided in the Book of Discipline, the Board of Trustees, at the first regular meeting held after each annual meeting of Members, shall appoint one of their number as Chairperson of the Board of Trustees and another as Vice Chairperson of the Board of Trustees. The Chairperson of the Board of Trustees shall preside at meetings of the Board of Trustees and shall act as chief spokesman for the Board of Trustees. In his or her absence or incapacity, the Vice Chairperson of the Board of Trustees shall preside. The Secretary of the Board of Trustees shall act as secretary at all meetings of the Board of Trustees. In his or her absence, the presiding officer of the meeting may designate any person to act as secretary. At meetings of the Board of Trustees, the business shall be transacted in such order as the Board of Trustees may from time to time determine.

Section 4.10. *Presumption of Assent.* Any Trustee of the Church who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Board of Trustees of the Church immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Trustee who voted in favor of such action.

Section 4.11. *Action by Non-Unanimous Consent Without Meeting.* Unless otherwise restricted by law, the Articles or these Bylaws, any action required or permitted to be taken at any meeting of the Trustees or members of a committee of the Board of Trustees may be taken without a meeting if a consent in writing, setting forth the action to be so taken, is signed by a sufficient number of Trustees or members of a committee of the Board of Trustees as would be necessary to take that action at a meeting at which all of the Trustees or members of a committee of the Board of Trustees were present and voted. Such written consent shall bear the date of the signature of each Trustee or committee member who signs the consent, and such written consent shall not be effective unless, within 60 days after the date of the earliest dated consent, a consent or consents signed by the required number of Trustees or committee members is delivered to the Church. The Trustees' or committee members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgements shall be effective as original signatures. Prompt notice of the taking of any action by Trustees or committee members without a meeting by less than unanimous written consent shall be given to all Trustees or committee members who did not consent in writing to the action.

Section 4.12. *Meetings by Conference Telephone.* Subject to these Bylaws and the laws of the State of Texas for notice of meetings, Members, members of the Board of Trustees, or members of any committee designated by the Board of Trustees may participate in and hold a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section 4.12 shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 4.13. *Committees.* The Board of Trustees, by resolution adopted by a majority of the number of Trustees fixed by these Bylaws, may designate one or more committees, the majority of the members of which shall be Trustees of the Church. Such committees may exercise such authority of the Board of Trustees in the business and affairs of the Church as the Board of Trustees may by resolution duly delegate to it except as prohibited by law. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any member thereof, of any responsibility imposed upon it or him or her by law. Any non-Trustee who becomes a member of any such committee shall have the same responsibility with respect to such committee as a Trustee who is a member thereof. Any member of the committee may be removed by the Board of Trustees by the affirmative vote of a majority of the number of Trustees fixed by the Bylaws whenever in the judgment of the Board of Trustees the best interests of the Church will be served thereby. The committees shall keep regular minutes of their proceedings and report to the Board of Trustees when required. The minutes of the proceedings of a committee shall be placed in the minute book of the Church.

Section 4.14. *Advisory Committees.* The Board of Trustees, or the President acting pursuant to a resolution of the Board of Trustees, may for their convenience, and at their discretion, appoint one or more advisory committees consisting of at least one Trustee and any number of other members each; but, no such advisory committees shall have any power or authority

except to advise the Board of Trustees or the President, any such committee shall exist solely at the pleasure of the Board of Trustees or the President, no minutes of the proceedings of any such committee shall be kept, and no member of any such committee shall receive any compensation for such membership except by way of reimbursement for reasonable expenses actually incurred by him or her by reason of such membership.

Section 4.15. *Ex-Officio Member of Board of Trustees.* The immediate past Chairperson of the Board of Trustees shall be an ex-officio member of the Board of Trustees. The ex-officio member's term shall begin on the date on which such ex-officio member's term as Chairperson of the Board of Trustees ends and shall continue until a different individual is the immediate past Chairperson, or until the earlier of such ex-officio member's death, resignation or removal. The Board of Trustees may remove an ex-officio member from his or her position as an ex-officio member at any time, with or without cause. The ex-officio member shall be entitled to notice of and to attend meetings of the Board of Trustees, but shall not be entitled to vote unless otherwise provided in the Articles or these Bylaws.

## ARTICLE V

### *Church Council*

Section 5.1. *Church Council.* In accordance with the Book of Discipline, the Church shall have a Church Council that shall have general oversight of the administration and program of the Church in pursuing the primary tasks of the Church. The qualifications for membership on, and the powers, duties and responsibilities of, the Church Council shall be as set forth in the Book of Discipline.

## ARTICLE VI

### *Officers*

Section 6.1. *Officers.* The officers of the Board of Trustees shall consist of a Chairperson of the Board of Trustees, a Vice Chairperson of the Board of Trustees, a President, a Secretary of the Board of Trustees, a Treasurer of the Board of Trustees, and such other officers and assistant officers and agents as may be deemed necessary or desirable. Unless otherwise provided herein, officers shall be elected or appointed by the Board of Trustees. The Church shall have a President and Secretary, and may have Vice-Presidents. Any two or more offices may be held by the same person, except the offices of President and Secretary of the Board of Trustees may not be held by the same person. The Secretary of the Board of Trustees shall also act as Secretary of the Church.

Section 6.2. *Election; Term; Qualification.* Unless otherwise provided herein, officers of the Board of Trustees shall be elected or appointed annually by the Board of Trustees at its regular annual meeting. Each officer shall hold office until his or her successor has been designated and qualified, or until his or her death, resignation, or removal.

Section 6.3. *Removal.* Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interests of the Church would be served thereby, but such removal shall

be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 6.4. *Vacancies.* A vacancy in any office for any reason may be filled by the Board of Trustees at any meeting for the unexpired portion of the term.

Section 6.5. *Duties.* The officers of the Church shall have such powers and duties as generally pertain to their offices, subject to modification from time to time by the Board of Trustees, these Bylaws and the Book of Discipline.

Section 6.6. *Chairperson.* The Chairperson of the Board of Trustees shall be elected from the membership of the Board of Trustees in accordance with the provisions of the Book of Discipline. The Chairperson shall preside at all meetings of the Board of Trustees, shall be the official spokesperson for the Board of Trustees and shall perform such other duties as ordinarily pertain to such office.

Section 6.7. *Vice Chairperson.* The Vice Chairperson of the Board of Trustees shall be elected from the membership of the Board of Trustees in accordance with the provisions of the Book of Discipline. The Vice Chairperson shall preside and otherwise act for the Chairperson of the Board of Trustees in his or her absence.

Section 6.8. *President.* The office of President shall be held by the person appointed by the bishop of the Texas Annual Conference of The United Methodist Church to hold the position of Senior Pastor of the Church. The President shall be the principal executive officer of the Church and, in general, shall supervise and control all of the business and affairs of the Church, subject to review by the Board of Trustees. At each annual meeting of Members and from time to time, the President shall report to the Members and to the Board of Trustees all matters within his or her knowledge which, in his or her opinion, the interest of the Church may require to be brought to the notice of such persons. The President shall preside at all meetings of the Members when so authorized by the District Superintendent; may sign and execute in the name of the Church (a) all contracts or other instruments authorized by the Board of Trustees and (b) all contracts or instruments in the usual and regular course of business, pursuant to Section 8.1, except when the signing and execution thereof shall be expressly delegated or permitted by the Board of Trustees or by these Bylaws to some other officer or agent of the Church; and, in general, shall perform all duties incident to the office of President, and such other duties as from time to time may be prescribed by the Board of Trustees, these Bylaws or the Book of Discipline.

Section 6.9. *Vice President.* At the request of the President, or in his or her absence or disability, a Vice President shall perform the duties of the President, and, when so acting, shall have all the powers of, and be subject to all restrictions upon, the President. Any action taken by a Vice President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken. A Vice President shall perform such other duties as from time to time may be assigned to him or her by the Board of Trustees or the President.

Section 6.10. *Secretary of the Board of Trustees and Church.* The Secretary of the Board of Trustees and Church shall be elected from the membership of the Board of Trustees in accordance with the provisions of the Book of Discipline. The Secretary of the Board of Trustees and Church shall keep the minutes of all meetings of the Members, the Board of Trustees, and the committees, if any, of the Board of Trustees, in one or more books provided for such purpose; shall cause all notices to be duly given in accordance with the provisions of these Bylaws or as required by law; shall be custodian of the corporate records and of the corporate seal (if any) of the Church and may affix the corporate seal to all documents the execution of which on behalf of the Church under its corporate seal is duly authorized; shall have general charge of such books and papers of the Church as the Board of Trustees may direct, all of which shall be open at all reasonable times to the examination of any Trustee, after application at the principal office of the Church during normal business hours; and, in general, shall perform all duties and exercise all powers incident to the office of the Secretary of the Board of Trustees and Church and such other duties and powers as from time to time may be assigned to him or her by the Board of Trustees or the President.

Section 6.11. *Treasurer of the Board of Trustees.* The Treasurer of the Board of Trustees shall be elected by the Charge Conference in accordance with the provisions of the Book of Discipline. The Treasurer of the Board of Trustees shall keep complete and accurate records of account, showing at all times the financial condition of the Church; shall be the legal custodian of all money, notes, securities and other valuables which may from time to time come into the possession of the Church; shall have the oversight of property belonging to the Church; shall furnish at meetings of the Board of Trustees or whenever requested, a statement of the financial condition of the Church; and, in general, shall perform all duties and exercise all powers incident to the office of the Treasurer of the Board of Trustees and such other duties and powers as from time to time may be assigned to him or her by the President or the Board of Trustees. The Treasurer may delegate any of his or her duties or responsibilities, including those set forth in this Section 6.11, to the Director of Finance, or equivalent or more senior finance position, of the Church.

Section 6.12. *Assistant Officers.* Any Assistant Secretary or Assistant Treasurer may be appointed by the Board of Trustees and shall perform all duties assigned to him or her by the Treasurer of the Board of Trustees or the Secretary of the Board of Trustees and Church, as the case may be, or by the President or the Board of Trustees.

Section 6.13. *Salaries.* No officer shall be prevented from receiving such salary or other compensation by reason of the fact that he or she is also a Trustee or officer of the Church.

Section 6.14. *Bonds of Officers.* The Board of Trustees may secure the fidelity of any officer of the Church by bond or otherwise, on such terms and with such surety or sureties, conditions, penalties or securities as shall be deemed proper by the Board of Trustees.

Section 6.15. *Delegation.* The Board of Trustees may delegate temporarily the powers and duties of any officer of the Church, in case of his or her absence or for any other reason, to any other officer, and may authorize the delegation by any officer of the Church of any of his or her powers and duties to any agent or employee, subject to the general supervision of such officer.

## ARTICLE VII

### *Indemnification and Insurance*

Section 7.1. *Indemnification.* Each person who is or was a Trustee, officer or committee member of the Church, or any person who, while a Trustee, officer or committee member of the Church, is or was serving at the request of the Church as a director, trustee, officer, committee member, partner, venturer, proprietor, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, and the heirs, executors or administrators or estate of such person, shall be indemnified by the Church to the fullest extent permitted or authorized by the BOC or any successor provision, as amended from time to time, against any liability, cost or expense incurred by such person in his or her capacity as a Trustee, officer or committee member, or arising out of his status as a director, trustee, officer, committee member, partner, venturer, proprietor, employee, agent or similar functionary, in each case, as contemplated above. The rights granted pursuant to this Article VII shall be deemed contract rights, and no repeal or amendment of this Article VII shall have the effect of limiting or denying any such rights with respect to actions taken or proceedings arising prior to any such amendment or repeal.

Section 7.2. *Advance Payments.* The Church may, but shall not be obligated to, pay expenses incurred in defending a civil or criminal act, suit or proceeding arising out of a Trustee's, officer's or committee member's capacity or status as Trustee, officer or committee member, or as a director, trustee, officer, committee member, partner, venturer, proprietor, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, in each case at the request of the Church, in advance of the final disposition of such action, suit or proceeding, without any determination as to the person's ultimate entitlement to indemnification; provided, however, that the payment of such expenses incurred by any such person in advance of the final disposition of a proceeding shall be made only upon delivery to the Church of both a written affirmation by such person of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under this Article VII and a written undertaking, by or on behalf of such person, to repay all amounts so advanced if it is ultimately determined that such person is not entitled to be indemnified under this Article VII or otherwise.

Section 7.3. *Appearance as a Witness.* Notwithstanding any other provision of this Article VII, the Church may, but shall not be obligated to, pay or reimburse expenses incurred by a Trustee, officer or committee member in connection with his or her appearance as a witness or other participation in a proceeding at a time when he or she is not a named defendant or respondent in the proceeding.

Section 7.4. *Indemnification of Employees and Agents.* The Church, by adoption of a resolution of the Board of Trustees, may, but shall not be obligated to, indemnify and advance expenses to an employee or agent of the Church to the same extent and subject to the same conditions under which the Church may indemnify and advance expenses to Trustees, officers and committee members under this Article VII.

Section 7.5. *Non-Exclusive*. The indemnification provided by this Article VII shall not be exclusive of any other rights to which those seeking indemnification may be entitled as a matter of law or under any agreement or otherwise.

Section 7.6. *Insurance*. The Church may, but shall not be obligated to, maintain insurance at its expense to protect itself and any person who is or was a Trustee, officer, committee member, employee or agent of the Church or is or was serving at the request of the Church as a Trustee, officer, committee member, partner, venturer, proprietor, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise against any liability asserted against him or her and any liability, cost or expense incurred by him or her in such capacity or arising out of his or her status as such a person, whether or not the Church would have the power to indemnify such person against that liability under this Article VII or the Act.

## ARTICLE VIII

### *General Provisions*

Section 8.1. *Contracts*. The President shall have the power and authority to execute, on behalf of the Church, contracts or instruments in the usual and regular course of business, and in addition the Board of Trustees may authorize any officer or officers, agent or agents, of the Church to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Church, and such authority may be general or confined to specific instances. Unless so authorized by the Board of Trustees or these Bylaws, no officer, agent or employee shall have any power or authority to bind the Church by any contract or engagement, or to pledge its credit or to render it pecuniarily liable for any purpose or in any amount. The Church shall not make any loan to a Trustee or officer of the Church.

Section 8.2. *Affiliated Transactions*. No contract or transaction between the Church and one or more of its Trustees or officers, or between the Church and any other corporation, partnership or association or other organization in which one or more of its Trustees or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, if:

a. The material facts concerning the financial interests are disclosed to the Board of Trustees and the Board of Trustees authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Trustees.

b. The contract or transaction is fair to the Church at the time of approval. Nothing herein shall prevent retroactive approval of a transaction.

c. The interested Trustee that is present may be counted towards a quorum for purposes of voting on the contract or transaction. The interested Trustee may participate in the discussion of the matter but may not vote.

The Board of Trustees shall adopt a Conflict of Interest Policy to implement this provision.

Section 8.3. *Checks, Drafts, Etc.* All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Church shall be signed (which may be done via electronic signature as may be specifically authorized in writing (including via electronic notice) by the person whose signature is to be applied) by such officers or employees of the Church as shall from time to time be authorized pursuant to these Bylaws or by resolution of the Board of Trustees.

Section 8.4. *Depositories.* All funds of the Church shall be deposited from time to time to the credit of the Church in such banks or other depositories as the Board of Trustees may from time to time designate, and upon such terms and conditions as shall be fixed by the Board of Trustees. The Board of Trustees may from time to time authorize the opening and maintaining within any such depository as it may designate, of general and special accounts, and may make such special rules and regulations with respect thereto as it may deem expedient.

Section 8.5. *Corporate Seal.* The corporate seal, if any, shall be in such form as the Board of Trustees shall approve, and such seal, or a facsimile thereof, may be impressed on, affixed to, or in any manner reproduced upon, instruments of any nature required to be executed by officers of the Church.

Section 8.6. *Fiscal Year.* The fiscal year of the Church shall begin and end on such dates as the Board of Trustees shall determine.

Section 8.7. *Required Book and Records.* The Church shall keep correct and complete books and records of accounts. The Church's books and records shall include:

a. A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Church, including, but not limited to, the Articles of Incorporation, Certificate of Formation, any articles of amendment, restated articles of incorporation or certificate of formation, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.

b. A copy of the Bylaws and any amended versions or amendments to the Bylaws.

c. Minutes of the proceedings of the Board of Trustees and committees having any of the authority of the Board of Trustees.

- d. A list of the names and addresses of the Trustees, officers, members and any committee members of the Church.
- e. A financial statement showing the assets, liabilities, and net worth of the Church at the end of the three most recent fiscal years.
- f. A financial statement showing the income and expenses of the Church for the three most recent fiscal years.
- g. All rulings, letters, and other documents relating to the Church's federal, state, and local tax status.
- h. The Church's federal, state, and local information or income tax returns for each of the Church's three most recent tax years.
- i. Inspection and Copying.

- 1. Requests by Members, Trustees or Officers

Any Member, Trustee or officer of the Church may inspect and receive copies of all books and records of the Church required to be kept by the Bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Church and if the person submits a request in writing. Such a person entitled to inspect and copy the Church's books and records may do so. Such a person entitled to inspect the Church's books and records may do so at a reasonable time no later than required by Internal Revenue Regulation after the Church's receipt of a proper written request.

- 2. Requests by the Public

The Internal Revenue Service requires that copies be made available to the legitimate, requesting public. The Church shall receive and respond as required by Internal Revenue Service guidelines to requests from the public for copies of the Church's Form 1023 and Form 990, if any. The Church shall maintain a file containing all documents required by the Internal Revenue Service to be made available to the public.

- 3. Fees

The Board of Trustees may establish reasonable fees for copying the Church's books and records. The fees may cover the cost of materials and labor but may not exceed the Internal Revenue Service guidelines for providing copies.

Section 8.8. *Legal Authorities Governing Construction of Bylaws.* The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Section 8.9. *Legal Construction.* If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the

Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

Section 8.10. *Headings.* The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

Section 8.11. *Gender.* Whenever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

Section 8.12. *No Influence of Legislation or Political Activity.* Without limiting Section 2.1 of these Bylaws, no Trustee, officer or committee member shall, on behalf of the Church, devote more than an insubstantial part of his or her activities to attempting to influence legislation by propaganda or otherwise, or participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.

Section 8.13. *Distribution of Assets.* Pursuant to Section 11.20 of the Texas Tax Code, the Church adopts the following statement: The Church directs that on discontinuance of the organization by dissolution or otherwise the assets are to be transferred to the State of Texas or to a charitable, educational, religious, or other similar organization that is qualified as a charitable organization under Section 501(c)(3) of the Code. Thus, pursuant to Section 11.20(c) of the Texas Tax Code and Section 501(c)(3) of the Code, the Board of Trustees, upon dissolution or discontinuance of the Church, will direct that the assets of the Church be distributed to the State of Texas or to one or more exempt purposes within the meaning of Section 501(c)(3) of the Code. In particular, the Board of Trustees will give preference with regard to such distribution of assets to the Texas Annual Conference of The United Methodist Church to be held in trust for the benefit of St. Luke's United Methodist Church, or in the event that the Texas Annual Conference of The United Methodist Church is unable or unwilling to accept the distribution or may not at that time be a qualified donee or in existence, then to an organization with similar purposes to the Church for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, provided that such distribution is legal and does not alter the Church's tax-exempt status under Section 501(c)(3) of the Code or its tax-exempt status under Section 11.20(c) of the Texas Tax Code. 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 Church is then located, exclusively for such exempt purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such exempt purposes.

Section 8.14. *Prohibited Acts.* As long as the Church is in existence, and except with the prior approval of the Board of Trustees, no Trustee, officer, or committee member of the Church shall:

- a. Do any act in violation of the Bylaws or a binding obligation of the Church.
- b. Do any act with the intention of harming the Church or any of its operations.

- c. Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Church.
- d. Receive an improper personal benefit from the operation of the Church.
- e. Use the assets of this Church, directly or indirectly, for any purpose other than carrying on the business of this Church.
- f. Wrongfully transfer or dispose of Church property, including intangible property such as goodwill.
- g. Use the name of the Church (or any substantially similar name) or any trademark or trade name adopted by the Church, except on behalf of the Church in the ordinary course of the Church's business.
- h. Disclose any of the Church business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

#### ARTICLE IX

##### *Amendments*

Section 9.1. *Amendments*. These Bylaws may be altered, amended, or repealed or new bylaws may be adopted, by a majority of the votes cast at any duly held meeting of Members, provided that such amendment has received the prior approval of the Board of Trustees; provided further, that notice of such proposed action shall have been contained in the notice of any such meeting.

#### ARTICLE X

##### *Book of Discipline*

Section 10.1. *Book of Discipline*. The Book of Discipline is hereby incorporated by reference and made a part of these Bylaws. These Bylaws shall not be inconsistent with the Book of Discipline and, in the event of any such inconsistency, the provisions of the Book of Discipline shall control, subject to the terms and provisions of the BOC.

Certificate

The undersigned hereby certifies that the foregoing Second Amended and Restated Bylaws were duly adopted by the Members of the Church effective \_\_\_\_\_.

IN WITNESS WHEREOF, I have signed this certification on this \_\_\_\_\_ day of \_\_\_\_\_.

\_\_\_\_\_  
Secretary of the Board of Trustees and Church