

St. Luke's United Methodist Church of Houston

Second Amended and Restated Bylaws

Summary of Significant Changes

From Existing Bylaws

- Existing Bylaws provide that Members holding one-tenth of the votes shall constitute a quorum at a meeting of the Members. The Texas Business Organizations Code requires that a quorum be defined as at least one-tenth of the Members unless the Articles of Incorporation or the Bylaws of the organization provide for a different number. The Book of Discipline provides that the Members present at a duly called meeting represent a quorum. Based on advice from outside counsel, the definition of a quorum for St. Luke's Members would now be defined as those Members present and voting at a duly announced meeting.
- The existing Bylaws allow voting by proxy. This is in conflict with the Book of Discipline. Therefore, all references to voting by proxy have been deleted.
- The Board of Trustees elects a Secretary and the Church Council has a Secretary, who serves on the Church Council. To minimize confusion, references to "Secretary" have been changed to "Secretary of the Board of Trustees". Similarly, the term "Treasurer" has been changed to "Treasurer of the Board of Trustees".
- The existing bylaws provide that the salaries of officers shall be fixed by the Board of Trustees. This is not what occurs in practice. Therefore, this provision has been deleted.
- A new section 8.2 has been added to provide circumstances whereby an affiliated transaction between the Church and a Trustee could be structured without creating a conflict of interest.
- Section 8.7 has been expanded to provide specifics and structure around the books and records that are required to be maintained by the Church and the process by which these documents and records can be made available upon a properly submitted request.
- A new Section 8.14 on Prohibited Acts has been added to document acts that Trustees, officers and committee members are generally not allowed to do.