

**AMENDED AND RESTATED BYLAWS
OF
REDEMPTION CHURCH OF HOUSTON**

These Bylaws (referred to as the “Bylaws”) govern the affairs of Redemption Church of Houston, a non-profit corporation (referred to as the “Church”) organized under the Texas Business Organizations Code, Chapter 22 (referred to as the “Act”).

**ARTICLE 1
OFFICES**

1.01. Principal Office. The principal office of the Church in the State of Texas shall be located in the 8915 Timberside Drive, City of Houston, County of Harris, Texas. The Church may have such other offices, either in Texas or elsewhere, as the Council may determine. The Council may change the location of any office of the Church.

1.02. Registered Office and Registered Agent. The Church shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Church's principal office in Texas. The Council may change the registered office and the registered agent as provided in the Act.

**ARTICLE 2
NONPROFIT PURPOSES**

2.01. Tax Exemption. This Church is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the “Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. Specifically, the Church shall be organized and operated exclusively: (a) as a church as described in Section 170(b)(1)(A)(i) of the Code, and (b) for religious purposes within the meaning of Section 501(c)(3) of the Code.

**ARTICLE 3
CHURCH MEMBERS**

3.01. Requirements. Membership within the Church is first predicated on becoming a genuine follower of Jesus Christ through having responded by faith by the drawing of the Holy Spirit to the message of the gospel. A potential member shall be at least eighteen (18) years of age and shall have displayed a desire to serve others in and outside of the Church and promote the gospel alongside the Church within its community. In addition, members shall have completed all of the requirements of membership as defined by the Council, including (i) having signed or submitted online the Church Membership Form, as it may be revised, amended or restated from time to time, thus committing themselves to the responsibilities therein referenced,

and (ii) for any members seeking membership to the Church after November 2018, shall have attended at least one (1) new Church member orientation class within the twelve (12) months prior to the Church meeting where such person's membership shall be voted upon and approved by the Church members. Once a person's membership has been voted upon and approved at a Church members meeting, such Church member must sign or submit online the Church Membership Form by October of each year thereafter, in order to maintain his or her membership active.

3.02. Identification and Consultation. A Church staff member or volunteer shall (i) meet with any person expressing a desire to gain membership in the Church, (ii) in consultation with other members of the Church, including such person's HUB Group leaders, evaluate any such person's eligibility for Church membership, and (iii) submit to the Council the names of any such persons seeking to be members of the Church, along with any recommendation or pertinent information, including whether such person meets the eligibility requirements to be a Church member, and any input, if any, obtained by such staff member or volunteer in its consultation, if any, with other members of the Church.

3.03 Membership Review. In October of 2019 and every October thereafter, or the month prior to any Church Member Special Meeting, as applicable, the Council shall meet to review the list of any eligible persons who have not been Church members previously and are seeking to become members of the Church.

3.04 Withdrawal. The failure of any Church member to submit, whether online or otherwise, the Church Membership Form in accordance with Section 3.01 hereof shall be deemed such member's voluntary withdrawal from the Church membership. A Church member may otherwise withdraw or forfeit his or her Church membership at any time by submitting written notice of such withdrawal or forfeiture to the Church.

3.05 Removal. A member's Church membership may only be revoked by an affirmative vote by the Council in accordance with Section 4.11(a). The Council may consider and vote upon revoking or removing a Church member's membership if (i) the Council determines that such member no longer meets the member eligibility requirements referenced in Section 3.01 hereof, (ii) the Council determines that such revocation is appropriate as a result of a disciplinary recommendation by a pastor of the Church, or (iii) the Council determines that such member poses a safety risk to other Church members. Notwithstanding anything herein to the contrary, the Council may not vote to revoke the membership rights of more than the lesser of ten (10) Church members or ten percent (10%) of the Church's aggregate membership in any given twelve (12) month period.

3.06 Annual Church Member Meeting. The annual meeting of the Church members (hereinafter the "Annual Church Member Meeting") shall be held in November of every calendar year in the registered office of the Church. At every Annual Church Member Meeting, the

Church members shall vote on (i) the admission of any new members to the Church presented by the Council, (ii) the adoption of the Church's annual budget (the "Annual Operating Budget"), which Annual Operating Budget shall cover the Church's finances from December 1 of that year through November 30 of the following year, and (iii) any other matters specified in Section 3.08 hereof which require the Church's members' vote. The Secretary or a Church pastor shall announce or oversee (i) the announcement of the Annual Church Member Meeting via email with at least five (5) Business Days prior notice, and (ii) announcements at the immediately two (2) preceding Sunday worship services. All such notices shall state the place, day, and time of the Annual Church Member Meeting.

3.07 Special Meetings. Special meetings of the Church members (hereinafter "Church Member Special Meeting") may be called by or at the request of the simple majority of the Council Members. Any such Church Member Special Meeting must be held immediately following the Church's regular Sunday worship service and be held at the registered office of the Church. The person or persons calling the Church Member Special Meeting shall notify the Secretary or a Church pastor of the information required to be included in the notice of the Church Member Special Meeting. The Secretary or a Church pastor shall announce or oversee the (i) announcement of any Church Member Special Meeting via email with at least five (5) Business Days prior notice, and (ii) announcement at the immediately preceding Sunday worship service. All such notices shall state the place, day, and time of the Church Member Special Meeting, who called the meeting, and the purpose or purposes for which the Church Member Special Meeting is called.

3.08 Church Member Voting Matters. Each Church member shall be entitled to one (1) vote at any Annual Church Member Meeting or any Church Member Special Meeting, and voting by proxy shall not be allowed in any such meetings. The following matters shall be the matters which the Church members shall vote upon at a duly called and held Annual Church Member Meeting or any Church Member Special Meeting, as applicable, and shall require the vote of at least two thirds (2/3) of the Church members in attendance at such meeting:

- (a) the admission of any persons as Church members, whose membership has not been previously revoked by vote of the Council in accordance with Section 4.11(a) within the prior two (2) calendar years;
- (b) the adoption of the Annual Operating Budget;
- (c) the confirmation and approval of any Council Member;
- (d) the amendment of the Church's Bylaws or its Articles of Incorporation that would reduce, revoke, or otherwise attenuate a right granted to the members pursuant to the then-current Bylaws;
- (e) the Church's hiring of the Lead Pastor;
- (f) any decision to dissolve, liquidate, wind-up or terminate the Church;

- (g) the acquisition or disposition of any real property by the Church, provided such acquisition or disposition is not specifically described in the Annual Operating Budget;
- (h) any borrowing, commitment or expenditure by the Church in excess of the lesser of (i) Forty Thousand Dollars (\$40,000.00) or (ii) that amount which represents Ten Percent (10%) of the total Annual Operating Budget, provided such expenditure is not specifically described in the Annual Operating Budget;
- (i) the entering of any lease of any real property by the Church, which includes a lease term of longer than two (2) years and represents an annual financial commitment of more than Five Thousand Dollars (\$5,000.00), provided such lease is not specifically described in the Annual Operating Budget; and,
- (j) any other matter which the Council has determined, in accordance with Section 4.11(i), to permit to be decided by vote of the Church members at an Annual Church Member Meeting or any Church Member Special Meeting, as applicable.

ARTICLE 4 COUNCIL AND COUNCIL MEMBERS

4.01. Number, Composition, and Tenure of Council Members. The Council shall consist of a maximum of either five (5) or seven (7) Church members (each such member a “Council Member”), as determined by the Lead Pastor during every third Annual Church Member Meeting hereafter. By virtue of his office, the Lead Pastor shall automatically be a Council Member and shall be accounted for in the maximum number of Council Members allotted by the immediately preceding sentence. Each Council Member, once approved at an Annual Church Member Meeting or any Special Church Member Meeting, shall serve in such capacity for a period of three (3) years. A Church member may continue serving as a Council Member for additional three (3) year terms with the prior approval of the Church members at an Annual Church Member Meeting. The Council shall appoint annually who shall act as the chairman of the Council (the “Council Chairman”) and the secretary of the Council (the “Council Secretary”). As of adoption of these Bylaws, the initial Council Members shall consist of: Deborah Ryan, Keri Schadler, Rebecca Waggoner (Council Secretary), Edmundo de la Fuente, Zachary McCoy, Todd Parish (Council Chairman), and Jefferson Webster.

4.02. Nomination and Election of Council Members. Any Church member may nominate him/herself or another Church member to serve as Council Member. The Council shall review and evaluate all nominations received for any new Council Member and shall in accordance with Section 4.11(e) select the candidates to be proposed to the Church members for confirmation in an Annual Church Member Meeting, or Special Member Meeting, as applicable. At every Annual Church Member Meeting, or any Church Member Special Meeting called to fill the vacancy of a Council Member, as applicable, the appointment of a Council Member shall be confirmed by the vote of at least two thirds (2/3) of the Church members in attendance at such meeting.

4.03. Vacancies. Vacancies on the Council shall exist upon: (a) the death, resignation, or removal of any Council Member, or (b) the failure of a proposed Church member to be confirmed as Council Member at the respective Annual Church Member Meeting or Special Member Meeting, as applicable.

4.04. Annual Council Meeting. The annual meeting of the Council (the “Annual Council Meeting”) shall be held on or before October 31 of each year in the registered office of the Church, unless the Council determines otherwise. The annual meeting of the Council may be held as described in this paragraph without notice other than these Bylaws.

4.05. Quarterly Meeting. The Council may provide for regular quarterly meetings (each a “Quarterly Council Meeting”) by resolution stating the time and place of such meetings. The meetings may be held either within or without the State of Texas and may be held by conference call if the resolution does not specify the location of the meetings. No notice of regular meetings of the Council is required other than a resolution of the Council stating the time of the meetings or conference calls.

4.06. Special Meetings. Special meetings of the Council (each a “Special Council Meeting”) may be called by or at the request of the President, the Council Chairman, or a simple majority of the Council. Any such Special Council Meeting shall be held at the registered office of the Church, unless the Council determines otherwise. The person or persons calling a special meeting shall notify the Secretary of the information required to be included in the notice of the Special Council Meeting. The Secretary shall give notice to the Council Members as required in the Bylaws.

4.07. Action by Consent of Council Without Meeting. Any action required or permitted to be taken by the Council may be taken without a meeting, and with the same force and effect as a unanimous vote of Council Members, if all Council Members consent in writing or by E Mail to the action. Such consent may be given individually or collectively.

4.08. Notice. Written or printed notice of any Special Council Meeting shall be delivered to each Council Member not less than three (3) nor more than thirty (30) days before the date of such Special Council Meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.

4.09. Quorum. All Annual Council Meetings, Quarterly Council Meetings, and Special Council Meetings shall be collectively referred to herein as the “Council Meetings”. The presence of all but one (1) Council Member shall constitute a quorum for the transaction of business at any Council Meeting. If a quorum is present at no time during a Council Meeting, a majority of the Council Members present may adjourn and reconvene the meeting one time without further notice.

4.10. Conduct of Meetings. At every meeting of the Council, the Council Chairman shall preside. The President or Secretary of the Church shall act as Secretary of the Council. When the President or Secretary is absent from any meeting, the Chairman, or the person presiding, may appoint any person to act as Secretary of the meeting.

4.11. Council Voting Matters. Each Council Member shall have one (1) vote at a duly called and held Council Meeting. Except as otherwise expressly provided for in these Bylaws, the following matters shall be the matters which the Council shall vote upon at a duly called and held Council Meeting, and shall require the vote of at least two thirds (2/3) of the Council Members in attendance at such meeting:

- (a) the revocation of a Church member's membership in the Church and any rights related thereto;
- (b) the removal of any officer of the Church;
- (c) the granting of any powers of attorney to representatives or officers of the Church;
- (d) the removal or dismissal of the Church's Lead Pastor;
- (e) the nomination of the candidates for confirmation by the Church members of any new Church member as council member;
- (f) the approval of the Lead Pastor's Compensation;
- (g) the approval of the fulfillment of any indemnification obligations in accordance with Article 9 hereof;
- (h) subject to Section 3.08(h) hereof, any borrowing, commitment or expenditure by the Church in excess of the lesser of (i) Twenty Thousand Dollars (\$20,000.00) or (ii) that amount which represents Ten Percent (5%) of the total Annual Operating Budget, provided such expenditure is not specifically described in the Annual Operating Budget;
- (i) any other matter expressly provided for in the Bylaws requiring a determination by the Council; and
- (j) the delegation of the vote and determination of any of the above matters in (a) through (h) of this Section of the Bylaws to the Church members in an Annual Church Member Meeting or a Special Church Member Meeting.

4.12. Proxies. A Council Member may vote by proxy executed in writing by the Council Member. No proxy shall be valid after three (3) months from the date of its execution.

4.13. Compensation. Council Members may not receive salaries for their services as a Council Member. A Council Member may serve the Church in any other capacity and receive compensation for those services.

4.14. Removal of Council Members. A Council Member may be removed from the Council by the unanimous vote of the Council, not including the Council Member whose removal is the subject of the vote. A meeting to consider the removal of a Council Member may

be called with notice to the Council. The notice of the meeting shall state that the issue of possible removal of the Church Member will be on the agenda.

4.15. Council Chairman. The Council shall elect a Council Chairman annually. The Council Chairman shall preside at all meetings of the Council. The Council Chairman shall perform other duties prescribed by the Council and all duties incident to the office of Council Chairman.

4.16. Council Secretary. The Council shall elect a Council Secretary annually. The Council Secretary shall take minutes of the meetings of the Council and keep the minutes as part of the corporate records. The Council Secretary shall perform other duties prescribed by the Council and all duties incident to the office of Council Secretary.

ARTICLE 5 OFFICERS

5.01. Officer Positions. The officers of the Church shall be a President, Treasurer, Vice President(s) and a Secretary. The Council may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. The same person, except the offices of President, Treasurer and Secretary, may hold any two or more offices.

5.02. General Duties. All officers and agents of the Church, as between themselves and the Church, shall have such authority, perform such duties and manage the Church as may be provided in these Bylaws or as may be determined by resolution of the Council not inconsistent with these Bylaws.

5.03. Election and Term of Office. The Council at its Annual Council Meeting shall elect the officers of the Church. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Except as otherwise expressly set forth herein, each officer shall hold office for one (1) year. An officer may be elected to succeed himself or herself in the same office. All incumbent officers shall be deemed to have been reappointed to a successive term in the absence of specific action to the contrary by the Council.

5.04. Removal. The Council, with or without good cause, may remove any officer elected or appointed by the Council. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer or the Church.

5.05. Resignation. Any officer may resign at any time by giving written notice to the Council, the President or the Secretary. Such resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. Such resignation shall be without prejudice to the contract rights, if any, of the officer or the Church.

5.06. Vacancies. The Council may fill the vacancy in any office for the unexpired portion of that officer's term.

5.07. President. The President shall be the chief executive officer of the Church. The President shall supervise and control all of the business and affairs of the Church. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Council or the Church members, as applicable, have authorized to be executed. However, the President may not execute instruments on behalf of the Church if this power is expressly delegated to another officer or agent of the Church by the Council, the Bylaws, or statute. The President shall perform other duties prescribed by the Council and all duties incident to the office of President. The President shall be the Lead Pastor of the Church and the Lead Pastor shall maintain the office of President for so long as he or she serves the Church in the capacity as Lead Pastor. As of the date of adoption of these Bylaws, the Lead Pastor of the Church is Zachary McCoy.

5.08. Vice President. When the President is absent, is unable to act, or refuses to act, a Vice President may perform the duties of the President. When a Vice President acts in place of the President, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. If there is more than one Vice President, the Vice President serving as the Council Chairman shall act in place of the President. A Vice President shall perform other duties as assigned by the President or Council. The Council Chairman shall be a Vice President of the Church and the Council Chairman shall maintain the office of Vice President for so long as he or she serves as the Council Chairman.

5.09. Secretary. The Secretary shall:

- (a) Give all notices as provided in the Bylaws or as required by law.
- (b) Take minutes of the meetings of the Annual Church Member Meeting or any Church Member Special Meeting and keep the minutes as part of the corporate records.
- (c) Maintain any corporate records and the seal of the Church at the Church's principal office.
- (d) Keep a register of the mailing address of each Council Member, officer, and employee of the Church.
- (e) Perform duties as assigned by the President or by the Council.

- (f) Keep a current copy of a complete list of Church members.
- (g) Perform all duties incident to the office of Secretary.

Unless and until the Church appoints another Church member as Secretary of the Church, the Council Secretary shall serve as Secretary of the Church.

5.10. Treasurer. The Treasurer shall:

- (a) Serve as the financial officer of the Church.
- (b) Pay or oversee the timely payment of all bills, invoices, and financial obligations of the Church.
- (c) Perform or oversee all of the financial recordkeeping functions on behalf of the Church.
- (d) Prepare or oversee all financial reports for the Council.
- (e) Prepare and keep track of all gift, tithe, and offering acknowledgments to donors or Church members.
- (f) File, or engage third party service providers in the filing of, all required federal, state, and local tax forms.
- (g) Perform or oversee any audits of the Church recommended by the Treasurer or the Council, including the engagement of any third party auditors in connection therewith.
- (h) Manage and monitor the Church's bank and investment accounts.
- (i) Prepare the Annual Operating Budget for the Council to review and make available to the Council such information as the Council may request in connection with such review.
- (j) Perform all duties incident to the office of Treasurer.

As of the date of adoption of these Bylaws, the Treasurer of the Church is Mark Assise. The Treasurer shall ensure that the Annual Operating Budget (i) includes a detailed accounting of all funds received by the Church during such operating year, (ii) accurately reflects of all known or anticipated financial obligations or liabilities for such operating year, (iii) reflects any other details reasonably requested by the Council, and (iv) is developed using sound accounting principles and practices similar to those used by other churches comparable to the Church.

5.11. Salaries. The salary, compensation and benefits (hereinafter “Compensation”) of the Lead Pastor/President shall be fixed by, or in accordance with the directions of, the disinterested members of the Council. The Lead Pastor/President shall determine all other Church employee Compensation and any such Compensation shall be deemed approved provided it is either (i) accounted for in the Annual Operating Budget or (ii) if not accounted for in the Annual Operating Budget, approved by, or in accordance with the directions of, the disinterested members of the Council. All salaries shall be reasonable compensation for services rendered or to be rendered to the Church.

5.12. Disallowed Payments. Any payments made to an officer of the Church such as a salary, commission, bonus, interest or rent, or expense reimbursement incurred by him, which is disallowed in whole or in part as an acceptable expense by the Internal Revenue Service, shall be reimbursed by such officer to the Church to the full extent of such disallowance.

ARTICLE 6 TRANSACTIONS OF THE CHURCH

6.01. Deposits. All funds of the Church shall be deposited to the credit of the Church in banks, trust companies, or other depositories that the Council selects.

6.02. Gifts. The Council may accept on behalf of the Church any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Church.

6.03. Loans and Related Parties. The Church shall not make any loan to a Council Member or officer of the Church.

6.04. Affiliated Transactions. No contract or transaction between the Church and one or more of its Council Members or officers, or between the Church and any other corporation, partnership or association or other organization in which one or more of its Council Members or officers are Council Members, 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 Council and the Council authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Council Members.

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

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

6.05. Prohibited Acts. As long as the Church is in existence, and except with the prior approval of the Council, no Council Member or officer 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.
- (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 7 BOOKS AND RECORDS

7.01. Required Books and Records. The Church shall keep correct and complete books and records of account. 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 Certificate of Formation, and any articles of amendment, restated articles, 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 Council.

(d) A list of the names and addresses of the Council Members and any officers 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 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.

7.02. Inspection and Copying. Any Council Member 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 Council Member or officer may inspect or receive copies if the person submits a request in writing. Any Council Member or officer entitled to inspect and copy the Church's books and records may do so. A Council Member or officer entitled to inspect the Church's books and records may do so at a reasonable time after the Church's receipt of a proper written request. The Council may establish reasonable fees for copying the Church's books and records by the Council Members. The fees may cover the cost of materials and labor, but may not exceed the Internal Revenue Service guidelines for providing copies. 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. The Church shall maintain a file containing all documents required by the Internal Revenue Service to be made available to the public, if any.

ARTICLE 8 FISCAL YEAR

The fiscal year of the Church shall begin December 1st and end on November 30th of each year.

ARTICLE 9 INDEMNIFICATION

9.01. When Indemnification is Required, Permitted, and Prohibited.

(a) The Church shall indemnify and advance expenses to a Council Member, officer, employee, or agent of the Church who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Church. However, the Church shall indemnify such person only if he or she acted

in good faith and reasonably believed that the conduct was in the Church's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Church shall not indemnify a person who is found liable to the Church or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if a court of competent jurisdiction has adjudged the person liable and all appeals have been exhausted.

(b) The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Church.

(c) The Church shall pay or reimburse expenses incurred by a Council Member, officer, employee, or agent of the Church in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Church when the person is not a named defendant or respondent in the proceeding.

(d) In addition to the situations otherwise described in this paragraph, the Church may indemnify a Council Member, officer, employee, or agent of the Church to the extent permitted by law. However, the Church shall not indemnify any person in any situation in which indemnification is prohibited by the terms of Section 9.01(a) above.

(e) Before the final disposition of a proceeding, the Church may pay indemnification expenses permitted by the Bylaws and authorized by the Church. However, the Church shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is a named defendant or respondent in any proceeding brought by the Church or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

(f) If the Church may indemnify a person under the Bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Church, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

9.02. Procedures Relating to Indemnification Payments. Before the Church may pay any indemnification expenses (including attorney's fees), the disinterested members of the Council shall (i) specifically determine that indemnification is permissible, (ii) authorize the indemnification, and (iii) determine that expenses to be reimbursed are reasonable.

9.03. Limitations on Obligation to Pay Indemnified Claim. The provisions of this article shall be limited in all respects by the applicable provisions of the Act. In addition and

notwithstanding the provisions of this article, the Church shall have no obligation to pay an indemnified claim if the Council decides that the Church does not have the financial resources to pay an indemnified claim.

ARTICLE 10 NOTICES

10.01. Notices. Any notice required or permitted by the Bylaws to be given to a Council Member, officer, or member of the Church may be given in any manner allowed by the Act. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Church, with postage prepaid and in a sealed wrapper. If notice is served by facsimile or email, the person giving notice shall retain records sufficient to prove actual delivery to the appropriate number or email address. A person may designate his or her preferred notice method and shall provide all necessary information regarding the same by giving written notice to the Secretary of the Church. Without a preference designation, the person serving the notice shall give notice by mail.

10.02. Signed Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Certificate of Formation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

10.03. Waiver of Notice by Attendance. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE 11 SPECIAL PROCEDURES CONCERNING MEETINGS

11.01. Meeting by Electronic Means. The Council may hold a meeting by telephone conference call or other electronic means in which all persons participating in the meeting can hear each other. The notice of a meeting by electronic means conference must state the fact that the meeting will be held by electronic means as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes presence of that person at the meeting. Each participant must consent in writing to meet electronically.

11.02. Voting by Proxy. A person who is authorized to exercise a proxy may not exercise the proxy unless the proxy is delivered to the officers or Council Member presiding at the meeting before the business of the meeting begins. The Council Secretary or other person taking the minutes of the meeting shall record in the minutes the name of the person who

executed the proxy and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy shall not be effective for that meeting. A proxy filed with the Council Secretary or other designated officer shall remain in force and effect until the first of the following occurs:

- (a) An instrument revoking the proxy is delivered to the Council Secretary or other designated officer.
- (b) The proxy authority expires under the terms of the proxy.
- (c) The proxy authority expires under the terms of the Bylaws.

ARTICLE 12 AMENDMENTS TO BYLAWS

Except as herein reserved to the Church members, the Council may alter, amend, or repeal, or enact new Bylaws. The notice of any meeting at which the Bylaws 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. Alternatively, the notice may include a fair summary of those provisions.

ARTICLE 13 MISCELLANEOUS PROVISIONS

13.01. 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.

13.02. 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.

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

13.04. Gender. Wherever 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.

13.05. Seal. The Council may provide for a corporate seal.

13.06. Power of Attorney. A person may execute any instrument related to the Church by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Church to be kept with the Church records.

13.07. Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Council Members, officers, Church members, employees, and agents of the Church and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.