## SCAN OF ORIGINAL

SECOND AMENDED AND<br>RESTATED<br>BYLAWS<br>OF<br>COMMUNITY BIBLE CHAPEL

## ARTICLE ONE

## NAME, PURPOSES AND OFFICES

Section l. Name. The name of the corporation is COMMUNITY BIBLE CHAPEL (herein called the "Church").

Section. 2. Purposes. The Church is organized and will be operated exclusively for religious, charitable, or educational purposes (including the making of cash or property contributions to organizations organized and operated for such purposes) within the meaning of Section $501(\mathrm{c})(3)$ of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent United States revenue law.

Section 3. Offices. The Church may have, in addition to its registered office, offices at such places, both within and without the State of Texas, as the Board of Directors may from time to time determine or as the activities of the Church may require.

## ARTICLE TWO

## BOARD OF DIRECTORS

Section l. General Powers; Delegation. The
activities, property and affairs of the Church shall be managed by its Board of Directors, who may exercise all such powers of the Church and do all such lawful acts and things as are permitted by statute or by the Articles of Incorporation or by these Bylaws. The power conferred on the Board of Directors by Article Seven of its Articles of Incorporation may not be delegated to any committee or other entity or person.

Section 2. Number and Qualifications._The number of directors shall be fixed by the Board of Directōrs, and may be increased or decreased from time to time, provided, that at no time shall the number of directors exceed ten (10) or be less than three (3) and no decrease in number shall have the effect of shortening the term of any incumbent director. None of the directors need be residents of the State of Texas.

Section 3. Term of Office. The directors of the Church shall hold office until their death, resignation, retirement, disqualification or removal from office.

Section 4. Filling of Vacancies. Any vacancy occurring in the Board of Directors resulting from the death, resignation,
retirement, disqualification, removal from office of any
director or as the result of an increase in the number of directors shall be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors at any annual or special meeting thereof. Any director elected or appointed to fill a vacancy shall hold office until his death, resignation, retirement, disqualification or removal from office.

Section 5. Removal. Any director may be removed either for or without cause at any annual or special meeting of the Board of Directors by the affirmative vote of a majority of the number of directors fixed by these Bylaws, if notice of the intention to act upon such matter shall have been given in the notice of such meeting.

Section 6. Place of Meetings. Meetings of the Board of Directors shall be held at such places, within or without the State of Texas, as may from time to time be fixed by the Board of Directors or as shall be specified or fixed in the respective notices or waivers of notice thereof.

Section 7. Annual Meetings. An annual meeting of the Board of Directors shall be held in December in each year, at a time and place determined each year by the Directors, at which they shall elect officers and transact any and all other business as may be properly come before the meeting. Written or printed notice stating the place, day and hour of each annual meeting of the Board of Directors shall be delivered not less than three (3) nor more than fifty (50) days before the date of such meeting, either personally or by mail, by or at the direction of the President or Secretary, to each director entitled to vote at such meeting.

Section 8. Regular Meetings. Regular meetings of the Board of Directors, of which no notice shall be necessary, shall be held at such times and places as may be fixed from time to time by resolution adopted by the Board and communicated to all directors. Except as otherwise provided by statute, by the Articles of Incorporation, or by these Bylaws, any and all business may be transacted at any regular meeting.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by the President on twenty-four (24) hours notice to each director, either personally or by mail or by telegram. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two (2) or more directors. Except as may be otherwise expressly provided by statute or by the Articles of Incorporation or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 10. Quorum and Manner of Acting. At all meetings of the Board of Directors the presence of a majority of the number of directors fixed by these Bylaws shall be necessary and sufficient to constitute a quorum for the transaction of
business, except as otherwise provided by statute, by the Articles of Incorporation or by these Bylaws. Directors present by proxy may not be counted toward a quorum. The act of a majority of the directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by statute, by the Articles of Incorporation or by these Bylaws, in which case the act of such greater number shall be requisite to constitute the act of the Board. A director may vote in person or by proxy executed in writing by the director. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable and unless otherwise made irrevocable by law. If a quorum shall not be present at any meeting of the directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At any such adjourned meeting any business, may be transacted which might have been transacted at the meeting as originally convened.

Section 11. Directors' Compensation. No director shall receive compensation for his services as $\bar{a}$ director or as a member of a standing or special committee of the Board. Nothing herein contained shall be construed to preclude any director from receiving reimbursement for expenses incurred on behalf of the Church or in attending meetings of the Board of Directors or any such committee or from serving the Church in any other capacity and receiving compensation therefore.

Section 12. Consent of Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all of the directors or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any document.

## ARTICLE THREE

## NOTICES

Section 1. Manner of Giving Notice. Whenever, under the provisions of statute or of the Articles of Incorporation or of these Bylaws, notice is required to be given to any director or committee member of the Church, and no provision is made as to how such notice shall be given, it shall not be construed to require personal notice, but any such notice may be given in writing by mail, postage prepaid, addressed to such director or committee member at his address as it appears on the records of the Church. Any notice required or permitted to be given by mail shall be deemed to be delivered at the time when the same shall be thus deposited in the United States mails, as aforesaid.

Section 2. Waiver of Notice. Whenever any notice is required to be given to any director or committee member of the Church under the provisions of statute or of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE FOUR

## COMMITTEES OF THE BOARD

The Board of Directors may, by resolution adopted by affirmative vote of a majority of the number of directors fixed by these Bylaws, designate two or more directors (with such alternates, if any, as may be deemed desirable) to constitute a committee or committees for any purpose; provided, that any such committee or committees shall have and may exercise only the power of recommending action to the Board of Directors and of carrying out and implementing any policies, plans and programs theretofore approved, authorized and adopted by the Board of Directors.

## ARTICLE FIVE

## OFFICERS, EMPLOYEES AND AGENTS: POWERS AND DUTIES

Section l. Elected Officers. The elected officers of the Church shall be a President, one or more Vice Presidents, as may be determined from time to time by the Board (and in the case of each such Vice President, with such descriptive title, if any, as the Board shall deem appropriate), a Secretary and a Treasurer. None of the elected officers need be a member of the Board of Directors.

Section 2. Election. So far as is practicable, all elected officers shall be elected by the Board of Directors at each annual meeting thereof.

Section 3. Appointive Officers. The Board of Directors may also appoint one or more Assistant Secretaries and Assistant Treasurers and such other officers and assistant officers and agents as it shall from time to time deem necessary, who shall exercise such powers and perform such duties as shall be set forth in these Bylaws or determined from time to time by the Board of Directors.

Section 4. Two or More Officers. Any two (2) or more offices may be held by the same person, except that the President and Secretary shall not be the same person.

Section 5. Compensation. The compensation of all officers of the Church shall be fixed from time to time by the Board of Directors. The Board of Directors may from time to time delegate
to the President the authority to fix the compensation of any or all of the other employees and agents of the Church.

Section 6. Term of Office; Removal; Filling of Vacancies. Each elected officer of the Church shall hold office until his successor is chosen and qualified in his stead or until his earlier death, resignation, retirement, disqualification or removal from office. Each appointive officer shall hold office at the pleasure of the Board of Directors without the necessity of periodic reappointment. Any officer or agent may be removed at any time by the Board of Directors whenever in its judgment the best interests of the Church will be served thereby, but such removal shall be without prejudice to the contract rights, if any of the person so removed. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

Section 7. President. The President shall be the chief executive officer of the Church and subject to the provisions of these Bylaws, shall have general supervision of the activities and affairs of the Church and shall have general and active control thereof. The President shall preside when present at meetings of the Board of Directors. He shall have general authority to execute bonds, deeds and contracts in the name of the Church and to affix the corporate seal thereto; to cause the employment or appointment of such Church and agents of the Church as the proper conduct of operations may require and to fix their compensation; to remove or suspend any employee or agent; and in general to exercise all the powers usually appertaining to the office of president of a corporation, except as otherwise provided by statute, the Articles of Incorporation or these Bylaws. In the absence or disability of the President, his duties shall be performed and his powers may be exercised by the Vice Presidents in the order of their seniority, unless otherwise determined by the President or the Board of Directors.

Section 8. Vice Presidents. Each Vice President shall generally assist the President and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to him by the President or the Board of Directors.

Section 9. Secretary. The Secretary shall see that notice is given of all annual and special meetings of the Board of Directors and shall keep and attest true records of all proceedings at all meetings of the Board. He shall have charge of the corporate seal and have authority to attest any and all instruments of writing to which the same may be affixed. He shall keep and account for all books, documents, papers and records of the Church, except those for which some other officer or agent is properly accountable. He shall generally perform all duties usually appertaining to the office of the secretary of a corporation. In the absence or disability of the Secretary, his duties shall be performed and his powers may be exercised by the Assistant Secretaries in the order of their seniority, unless
otherwise determined by the Secretary, the President or the Board of Directors.

Section 10. Assistant Secretaries. Each Assistant Secretary shall generally assist the Secretary and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to him by the Secretary, the President or the Board of Directors.

Section 11. Treasurer. The Treasurer shall be the chief accounting and financial officer of the Church and shall have active control of and shall be responsible for all matters pertaining to the accounts and finances of the Church. He shall audit all payrolls and vouchers of the Church and shall direct the manner of certifying the same; shall supervise the manner of keeping all vouchers for payments by the Church and all other documents relating to such payments; shall receive, audit and consolidate all operating and financial statements of the Church and its various departments; shall have supervision of the books of account of the Church, their arrangement and classification; shall supervise the accounting and auditing practices of the Church and shall have charge of all matters relating to taxation. The Treasurer shall have the care and custody of all monies, funds and securities of the Church; shall deposit or cause to be deposited all such funds in and with such
depositories as the Board of Directors shall from time to time direct or as shall be selected in accordance with procedures established by the Board; shall advise upon all terms of credit granted by the Church; shall be responsible for the collection of all its accounts and shall cause to be kept full and accurate accounts of all receipts, disbursements and contributions of the Church. He shall have the power to endorse for deposit or collection or otherwise all checks, drafts, notes, bills of exchange or other commercial papers payable to the Church, and to give proper receipts or discharges for all payments to the Church. The Treasurer shall generally perform all duties usually appertaining to the office of treasurer of a corporation. In the absence or disability of the Treasurer, his duties shall be performed and his powers may be exercised by the Assistant Treasurers in the order of their seniority, unless otherwise determined by the Treasurer, the President, or the Board of Directors.

Section 12. Assistant Treasurers. Each Assistant Treasurer shall generally assist the Treasurer and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to him by the Treasurer, the President or the Board of Directors.

Section 13. Additional Powers and Duties. In addition to the foregoing especially enumerated duties, services and powers, the several elected and appointed officers of the Church shall perform such other duties and services and exercise such further powers as may be provided by statute, the Articles of Incorporation or these Bylaws, or as the Board of Directors may
from time to time determine or as may be assigned to them by any competent superior officer.

## ARTICLE SIX

## MISCELLANEOUS

Section 1. Dividends Prohibited. No part of the net income of the Church shall inure to the benefit of any private shareholder or individual and no dividend shall be paid and no part of the income of the Church shall be distributed to its directors or officers. The Church may pay compensation in reasonable amount to its officers for services rendered and may reimburse its directors as provided in Section 11 of Article Two hereof.

Section 2. Loans to Officers and Directors Prohibited. No loans shall be made by the Church to its officers and directors, and any director voting for or assenting to the making of any such loan, and any officer participating in the making thereof, shall be jointly and severally liable to the Church for the amount of such loan until repayment thereof.

Section 3. Signature of Negotiable Instruments. All bills, notes, checks or other instruments for the payment of money shall be signed by the President or Vice President unless the Board of Directors requires that they be signed or countersigned by such other officer, officers, agent or agents, and in such manner, as from time to time may be prescribed by resolution of the Board of Directors.

Section 4. Fiscal Year. The fiscal year of the Church shall be the calendar year unless otherwise fixed by resolution of the Board of Directors.

Section 5. Seal. The Church's seal shall be in such form as shall be adopted and approved from time to time by the Board of Directors. The seal may be used by causing it, or a facsimile thereof, to be impressed, affixed, imprinted or in any manner reproduced.

## ARTICLE SEVEN

## INDEMNIFICATION OF OFFICERS, DIRECTORS AND OTHERS

The Church may, upon the determination of the Board of Directors in each case, indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a legal proceeding because the person (i) is or was a director or officer of the Church or (ii) as an employee or volunteer is or was serving the Church in any authorized capacity, to the fullest extent that a corporation may grant indemnification under the Texas Non-Profit Corporation Act, as the same exists or may hereafter be amended. Such indemnity shall be to the extent determined by the Board of Directors and may include the right to be paid by the Church expenses incurred in defending
the claim brought in any such proceeding in advance of its final disposition to the maximum extent permitted under the Texas NonProfit Corporation Act, as the same exists or may hereafter be amended. To the extent permitted by then applicable law, the grant of indemnification to any person pursuant to this Article may extend to proceedings involving the negligence or voluntary misconduct of such person. The Church may purchase and maintain insurance or a similar arrangement (including, but not limited to, a trust fund, self-insurance, a security interest or lien on the assets of the Church, or a letter of credit, guaranty or surety arrangement) on behalf of any person who is serving the Church (or another entity at the request of the Church) in any capacity against any liability asserted against such person and incurred by such person in such capacity, whether or not the Church would have the power to indemnify such person against that liability under this Article or by statute. Notwithstanding the other provisions of this Article, the Church may not indemnify or maintain insurance or a similar arrangement on behalf of any person if such indemnification or maintenance of insurance or similar arrangement would subject the Church to income or excise tax under the Internal Revenue Code of 1954, as the same exists or may hereafter be amended.

## ARTICLE EIGHT

## AMENDMENTS

These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted at any annual or special meeting of the Board of Directors by the affirmative vote of a majority of the number of directors fixed by these Bylaws, provided notice of the proposed alteration, amendment or repeal or adoption be contained in the notice of such meeting.

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