

**Bylaws of Grace Presbytery, Inc.**  
A Texas Non-Profit Corporation  
(as Amended on November 13, 2010)

Article I: Name, Form of Organization and Offices

Section 1.01. Name. The name of this corporation is Grace Presbytery, Inc. and is hereinafter referred to as the “Corporation.”

Section 1.02. Form of Organization. The Corporation is a Texas non-profit corporation.

Section 1.03. Principal Office. The principal office of the Corporation shall be in the County of Dallas, State of Texas. The Corporation may have such other offices at such other places within the State of Texas as the Board of Trustees or as the affairs of the Corporation may require.

Section 1.04. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas. The address of the registered office and the registered agent may be changed from time to time by the Board of Trustees.

Article II: Purpose

Section 2.01. Purpose. The purposes for which the Corporation is organized are:

- a. To be the legal entity for and to hold title to the properties of Grace Presbytery and to facilitate the operation of the civil affairs of Grace Presbytery in such manner as may from time to time be directed by Grace Presbytery, and according to the Constitution of the Presbyterian Church (U.S.A.).
- b. To further the witness and mission, the administration of a program of nurture, sustenance and growth of the church within Grace Presbytery by encouraging, undergirding and supporting the extension of the interests and mission of the Christian religion that are the responsibility of Grace Presbytery.
- c. To receive, accept, hold, invest, encumber, manage and transfer property in such manner as may be directed by Grace Presbytery from time to time and according to the Constitution of the Presbyterian Church (U.S.A.)
- d. To accept, hold, manage, invest and disburse all capital gifts, devises, legacies, and bequests made to Grace Presbytery or its predecessor Presbyteries, in conformity with the intent of the donor(s) and the proper interest of Grace Presbytery.
- e. To accept and hold such money, real and personal property which any person, parish church, trust, partnership or corporation may tender and offer to the Corporation, without the donee or contributor thereof acquiring any interest in the Corporation or its

assets; provided, however, that the Board of Trustees shall have the right to reject the offer of any asset, the acceptance of which, in its sole judgment, would not be in the best interests of the Corporation.

- f. To obtain money and property of every kind by gift or by any other lawful manner, and, subject to the restrictions and limitations hereinafter set forth, to devote all moneys and properties of the Corporation exclusively to religious and/or charitable purposes.
- g. To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for religious and/or charitable purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- h. Provided, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination or dissolution of this Corporation, either voluntary or involuntary, or by operation of law, or through amendment to these Bylaws, the following provisions shall apply:
  - (1) The Corporation shall be subject to the Constitution of the Presbyterian Church (U.S.A.).
  - (2) No part of the monies, properties, or net earnings of the Corporation shall inure to the benefit of any member, trustee or officer of the Corporation, or any private individual other than those who may receive benefits from the carrying on of or supporting by the Corporation of activities for which the Corporation is organized (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
  - (3) No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
  - (4) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
  - (5) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

- (6) The Corporation shall not retain any except business holdings as defined in Section 4943(e) of the Internal Revenue of 1954, or corresponding provisions of any subsequent federal tax laws.
- (7) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (8) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (9) Notwithstanding any other provision of these Bylaw, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

### Article III: Members and Annual Meeting

Section 3.01. Members of the Corporation. The members of the Corporation (hereinafter called “Members of the Presbytery”) shall be the same as the members of Grace Presbytery and shall consist of (1) the member ministers of Grace Presbytery and (2) the churches within the geographical bounds of Grace Presbytery who shall be represented by Elder Commissioners elected in accordance with the provisions of the Constitution of the Presbyterian Church (U.S.A.), and the standing rules of Grace Presbytery.

Section 3.02. Annual Meeting of the Corporation. The annual meeting of the Members of the Presbyter shall be held conjunctively with the first stated meeting of Grace Presbytery in each calendar year.

Section 3.03. Special Meetings of the Corporation. Special meetings of the Members of the Presbytery may be called by the President, the Board of Trustees, or by the Grace Presbytery Council provided written or printed notices stating the place, day and hour of such special meeting of the Members of the Presbytery is delivered either personally or by mail to each Member of the Presbytery entitled to vote at such meetings not less than ten (10) nor more than fifty (50) days before the date of such special meeting. The purposes for which any special meeting is called shall be stated in the notice of the meeting.

Section 3.04. Quorum. At any meeting of the Members of the Presbytery, the presence of the same number of Members of the Presbytery that is necessary to constitute a quorum at any stated or special meeting of Grace Presbytery shall constitute a quorum for all purposes except as otherwise provided by law. The act of a majority of the Members of the Presbytery present at any meeting at which there is a quorum shall be the act of the full membership of the Corporation except as may be otherwise specifically provided by statute or these Bylaws.

When a quorum is not present, a meeting may be adjourned from time to time by vote of a majority of the Members of the Presbytery present in person without notice other than announcement at the meeting without further notice to any absent member. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 3.05. Voting by Proxy Prohibited. Proxies are prohibited, and only voting Members of the Presbytery personally present at any meeting of the Members of the Presbytery shall be entitled to vote at such meetings.

#### Article IV: Trustees

Section 4.01. General Powers. The affairs of the Corporation shall be managed and controlled by its Board of Trustees in such manner as may be directed by Grace Presbytery according to the Constitution of the Presbyterian Church (U.S.A.).

Section 4.02. Numbers of Trustees. The Board of Trustees shall consist of the Chair of Grace Presbytery Council and the Stated Clerk and no less than three (3) elected trustees. The number of such elected trustees shall be determined by Grace Presbytery so long as the number is not reduced below three. When the number of trustees is so changed, each trustee in office shall serve until the trustee's term expires or until the trustee's resignation or removal as herein provided.

Section 4.03. Election of Trustee. Except as hereinafter provided in Section 4.06, approximately one-third of the number of elected trustees provided for in Section 4.02 of this Article IV shall be elected annually.

Section 4.04. Term of Office. The term of each elected trustee shall be for three (3) years and shall begin upon the adjournment of the meeting of the Members of the Presbytery at which such Trustee is elected. No member of the Board of Trustees may serve more than three full year terms in succession.

Section 4.05. Removal. Any trustee may be removed from office by the affirmative vote of two-thirds vote of the Members of the Presbytery present at any meeting of the Members of the Presbytery whenever in its judgment the best interest of the Corporation would be served thereby and provided that notice of the intention to remove at the meeting is delivered in accordance with the provisions of Section 3.03 of Article III. Election or appointment of a trustee shall not of itself create any contract right. Any trustee proposed to be removed shall be entitled to at least seven (7) days' notice in writing (delivered in accordance with the provisions of Section 10.01 of Article X) of the meeting at which such removal is to be voted upon and shall be entitled to appear before the Members of the Presbytery and be heard at such meeting either in person or by counsel. Any trustee may waive notice of such meeting. The attendance of a trustee at any meeting shall constitute a waiver of notice of such meeting.

Section 4.06. Resignation. Any trustee may resign at any time by giving written notice of such resignation to the Board of Trustees.

Section 4.07. Vacancies. Any vacancy in the Board of Trustees, excluding a vacancy created by an increase in the number of elected trustees, shall be filled for the unexpired portion of the term by the trustees (from nominations made by Grace Presbytery Nominating Committee) then serving although less than a quorum by affirmative vote of the majority thereof. Any trustee so elected by the trustees shall hold office until the end of the unexpired term for which elected or until the election and qualification of a successor. Any vacancy in the Board of Trustees created by an increase in the number of elected trustees shall be filled by the Members of the Presbytery at an annual or special meeting of the Corporation.

Section 4.08. Annual Organizational Meeting. The annual organization meeting of the Board of Trustees shall be held during the first quarter of each calendar year. Notice of the annual organizational meeting shall be given in accordance with Section 4.11 of these Bylaws.

Section 4.09. Regular Meetings. Regular meetings of the Board of Trustees shall be held as provided by resolution of the Board of Trustees. Notice of regular meetings shall be given in accordance with Section 4.11 of these Bylaws.

Section 4.10. Special Meetings. Special meetings of the Board of Trustees shall be called by or at the request of the President or any two trustees. The place of all special meetings of the Board of Trustees shall be the registered office of the Corporation in the State of Texas; however, the person or persons authorized to call special meetings of the Board of Trustees may fix the time of holding any special meeting of Board of Trustees called by them. Notice of special meetings shall be given in accordance with Section 4.11 of these Bylaws. The business to be transacted at any special meeting of the Board of Trustees shall be specified in the notice or waiver of notice of such meetings, and no other business shall be transacted at such special meeting. Members of the Board of Trustees may participate in such special meetings by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in the meeting as provided herein 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 4.11. Notice - Waiver of Notice. Notice of any meeting of the Board of Trustees shall be given in accordance with the provisions of Section 10.01 of Article X, at least four (4) days previously thereto. Any trustee may waive notice of any meeting. The attendance of a trustee at any meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.12. Quorum. If the number of trustees fixed by Section 4.02 of the Article IV is seven (7) or less, a majority of that number shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. If the number of trustees fixed by Section 4.02 is eight (8) or more, than the greater of five (5) or two-thirds of the total number of

trustees fixed by Section 4.02 shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. If less than a quorum is present at a meeting, a majority of the trustees present may adjourn the meeting from time to time without further notice.

Section 4.13. Manner of Acting. The act of the majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees except as otherwise provided by law or these Bylaws.

Section 4.14. Compensation. Trustees as such shall not receive any stated salary for their services, but the trustees may be reimbursed or paid for any expense incurred by them on behalf of the Corporation.

Section 4.15. Presumption of Assent. A trustee 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 such trustee's dissent shall be entered in the minutes of the meeting or unless such trustee shall file a written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail 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 4.16. Attendance. Meetings of the Board of Trustees shall be attended by members of the Board of Trustees, Grace Presbytery's General Presbyter (Administration) and such other persons as the President, from time to time, invite to attend.

Section 4.17. Informal Action. Any action required by law to be taken at a meeting of the Board of Trustees or of a committee, or any action which may be taken at a meeting of the Board of Trustees or of a committee, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the members of the Board of Trustees or committee, as the case may be.

Section 4.18. Absence. The absence of a member of the Board of Trustees from three consecutive regular meetings by the Board of Trustees, for which no sufficient reason is presented on or before the day of such meeting, shall be considered to be the resignation of such absent trustee and the vacancy so created shall be filled pursuant to the provisions of Section 4.06 of this Article IV.

Section 4.19. Voting by Proxy Not Permitted. A trustee may not vote by proxy.

#### Article V: Officers

Section 5.01. Officers. The officers of the Corporation shall be a President, one or more Vice President(s), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Trustees may elect or appoint such other officers including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority to perform the

duties prescribed, from time to time, by the Board of Trustees. Any two or more may be held by the same person, except the offices of President and Secretary.

Section 5.02. Qualification and Election. All officers except the Treasurer, Assistant Secretaries and Assistant Treasurers shall be members of the Board of Trustees. The officers of the Corporation shall be elected annually by the Board of Trustees at its annual organizational meeting. The officers elected at the annual organizational meeting of the Board of Trustees shall assume the duties of their office upon the adjournment of annual organizational meeting of the Board of Trustees unless another time is specified as an effective date of election.

Section 5.03. Term of Office. Each officer shall hold office until her/her successor shall have been duly elected and shall have qualified, or until his/her death, or until he/she shall resign, or until he/she shall have been removed in a manner hereinafter provided.

Section 5.04. Removal. Any officer or agent elected or appointed by the Board of Trustees or any elected trustee may be removed from office by the affirmative vote of two-thirds of all the trustees at any regular or special meeting called for that purpose whenever in its judgment the best interests of the Corporation would be served thereby. Election or appointment of an officer or agent or trustee shall not of itself create any contract right. Any officer or agent of trustee proposed to be removed shall be entitled to at least seven (7) days' notice in writing (delivered in accordance with the provisions of Section 10.01 of Article X) of the meeting of the Board of Trustees at which such removal is to be voted upon and shall be entitled to appear before the Board and be heard by the Board of Trustees at such meeting either in person or by counsel. Any officer or agent or trustee may waive notice of any meeting. The attendance of any officer or agent or trustee at any meeting shall constitute a waiver of notice of such meeting.

Section 5.05. Resignation. Any officer or agent may resign at any time by giving written notice to the Board of Trustees, the President or Secretary. Such resignation shall take effect at the time of the giving of such notice, unless otherwise specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 5.06. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filed by the Board of Trustees for the unexpired portion of the term.

Section 5.07. Salaries. The officers shall not receive any salary for services rendered to the Corporation; however, they shall be entitled to reimbursement for expenses incurred by them on behalf of the Corporation.

Section 5.08. President. The President shall preside at all meetings of the Board of Trustees and shall be an ex officio member of all committees; shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time. The President shall make all committee appointments.

Section 5.09. Vice President. The Vice President shall assume all duties of the President in the absence of disability of the President and assist the President in the general supervision of work, and shall be an ex officio member of all committees.

Section 5.10. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Trustees and all committees in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and affix the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; cause to be kept a register of the post office address of all persons who are trustees of the Corporation showing their place of residence and such register shall be open for inspection as prescribed by law; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Trustees.

Section 5.11. Treasurer. The Treasurer shall have custody of all funds of the Corporation and all property and other indicia of ownership in property, and shall keep full and accurate accounts of all monies received and paid by the Corporation, and shall give a bond for the faithful discharge of the duties of Treasurer in such sum and with such surety or sureties, if any, as the Board of Trustees shall determine, and shall present at each regular meeting of the Board of Trustees a statement of all funds, receipt, expenditures, and bill outstanding, if any.

Section 5.12. Assistant Secretaries and Assistant Treasurers. The Board of Trustees may elect or appoint one or more Assistant Secretaries and/or Assistant Treasurers who, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President of the Board of Trustees. If required by the Board of Trustees, the Assistant Treasure(s) shall give bond(s) for the faithful discharge of their duties in such sums and with such sureties as the Board of Trustees shall determine.

#### Article VI: Committees

Section 6.01. Committees. The Board of Trustees, by resolution adopted by a majority of the trustees, may designate one or more committees which, to the extent provided in such resolution, shall have and exercise the authority of the Board of Trustees in the management of the Corporation, except that it shall not reverse any action of the Board of Trustees or authorize or approve any expenditure not previously authorized by the Board of Trustees. Each such committee shall consist of two or more persons, a majority of whom are trustees; the remainder need not be trustees. The designation of such committees and the delegation thereto of authority shall not operate or relieve the Board of Trustees, or any individual trustee, or any responsibility imposed upon it or him 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.

Section 6.02. Removal. Any member of any committee may be removed by the Board of Trustees whenever in its judgment the best interests of the Corporation shall be served by such removal.

Section 6.03. Term of Office. Each member of a committee shall continue as such until the next annual organizational meeting of the Board of Trustees, unless the committee shall be sooner terminated, or unless such member be removed from such committee or unless such member ceases to qualify as a member thereof.

Section 6.04. Moderator and Secretary. The moderator of all committees shall be appointed by the President. Each committee shall, at its first meeting, elect one of its members as secretary of the committee.

Section 6.05. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the manner as provided in the case of the original appointments.

Section 6.06. Quorum. Unless otherwise provide by the Board of Trustees, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

#### Article VII: General

Section 7.01. Agents and Representatives. The Board of Trustees may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Trustees may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

Section 7.02. Authority to Contract. The Board of Trustees, except as in these Bylaws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Trustees, no officer, agent, or employee shall have the power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniary for any purpose or to any amount.

Section 7.03. Checks and Drafts. All checks, drafts, and orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall, from time to time, be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be countersigned by the President and the Treasurer.

Section 7.04. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, savings and loan associations, or other depositories as the Board of Trustees may select.

Section 7.05. Gifts. The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

Section 7.06. Authority to Vote Stock of Other Corporations. Unless otherwise ordered by the Board of Trustees, the President shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of stockholders of any corporation in which the Corporation may hold stock, and at any such meeting may possess and exercise all of the rights and power incident to the ownership of such stock which, as the owner thereof, the Corporation might have possessed and exercised if present. The Board of Trustees may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

Section 7.07. Investments of the Corporation. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it according to the judgment of the Board of Trustees, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 and Section 504 of the Internal Revenue Code and its Regulations as they now exist or as the hereafter be amended.

Section 7.08. Prohibition Against Trustees, Officers, and Others. No trustee, officer or employee of or member of a committee of or person connected with the Corporation or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Trustees; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Trustees, shall be distributed, transferred, conveyed, delivered and paid over, in accordance with the provisions of the Articles of Incorporation.

Section 7.09. Restriction of Activities. Notwithstanding any other provision of these Bylaws, no trustee, employee, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

Section 7.10. Loans to Trustees and Officers Prohibited. No loans shall be made by the Corporation to its trustees or officers. Any trustee who votes for or assents to the making of a loan to a trustee or an officer of the Corporation and any officer or officers participating

in the making of such a loan, shall be jointly and severally liable to the Corporation for the amount of such loan until repayment thereof.

### Article VIII: Indemnification

Section 8.01. Policy of Indemnification and Advancement of Expenses. To the full extent permitted by the Texas Non-Profit Corporation Act, as amended from time to time, the Corporation shall indemnify any Representative against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including court costs and attorneys' fees) actually incurred by any such person who was, is, or is threatened to be made a named defendant or respondent in the Proceeding because the person is or was a Representative and shall advance to such person such reasonable expenses as are incurred by such person in connection therewith.

Section 8.02. Definitions. For purposes of this Article VIII:

- a. "Representative" means any person who is or was a trustee and any person who, while a trustee, is or was serving at the request of the Corporation as a trustee, officer, partner, venturer, proprietor, employee, agent, or similar functionary of the Corporation or of another foreign or domestic association, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise or any person who is or was an officer and any person who, while an officer, is or was serving at the request of the Corporation as a trustee, officer, partner, venturer, proprietor, employee, agent, or similar functionary of the Corporation or of another foreign or domestic association, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise.
- b. "Proceeding" means any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry of investigation that could lead to such an action, suit or proceeding.

Section 8.03. Non-Exclusive; Continuation. The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which the person claiming indemnification may be entitled under any agreement, any vote of disinterested Trustees or otherwise, both as to any action in his or her official capacity and as to any action in another capacity while holding such office, and shall continue as to a person who shall have ceased to be a Representative engaged in any other enterprise at the request of the Corporation and shall inure to the benefit of the heirs, executors, and administrator of such person.

Section 8.04. Insurance or Other Arrangement. The Corporation shall have the power to purchase and maintain insurance or to the extent permitted by applicable law another arrangement on behalf of any person who is or was a Representative, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a trustee, officer, employee, or agent or any other capacity in another association, or a partnership, joint venture, trust, or other enterprise against any liability asserted against such person and

incurred by such person in such capacity, arising out of such person's status as such, whether or not such person is indemnified against such liability by the provisions of this Article VIII.

Section 8.05. Indemnification of Employees or Agents. The Corporation may indemnify and advance expenses to an employee or agent who is not a Trustee or officer to such further extent, consistent with law, as may be provided by general or specific action of the Board of Trustees, by contract, or as permitted or required by common law.

#### Article IX: Seal

Section 9.01. Seal. The Board of Trustees shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the word, "Seal" or words "Corporate Seal."

#### Article X: Notice

Section 10.01. Notice. Any notice required to be given to any trustee, officer, agent or employee of the Corporation under the provisions of the Texas Non-Profit Corporation Act, or any other statute of the State of Texas, the Articles of Incorporation, or these Bylaws, shall be by written notice, delivered personally, mailed, sent by telefax or email, to each trustee, officer, agent, employee, as the case may be, at the address shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid.

Section 10.02. Waiver of Notice. Unless otherwise provided by law, whenever any notice is required to be given to any trustee of the Corporation under the provisions of the Texas Non-Profit Corporation Act, or any statute of the State of Texas, the Articles of Incorporation, or 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 notices.

#### Article XI: Fiscal Year

Section 11.01. Fiscal Year. The fiscal year of the Corporation shall be determined by Grace Presbytery.

#### Article XII: Books and Records

Section 12.01. Books and Records. The Corporation shall maintain current, true and accurate financial records with full and correct entries made with respect to all financial transactions of the Corporation, including all income and expenditures, in accordance with generally accepted accounting practices.

Section 12.02. Minutes. The Corporation shall keep minutes of the proceedings of its members, the Board of Trustees, and any committees having any of the authority of the

Board of Trustees, and shall keep at its registered or principal office a record giving the name and addresses of the members.

Section 12.03. Inspection of Books and Records. All books, records, and minutes of the Corporation may be inspected by any trustee or any trustee's agent or attorney for any purpose at any reasonable time.

Article XIII: Standing Rules and Policies and Procedures

Section 13.01. Standing Rules. The Board of Trustees may, from time to time, adopt, amend, replace, repeal, waive, or suspend such standing rules as it deems necessary for the conduct of the business and affairs of the Corporation and its committees which are not inconsistent with these Bylaws.

Section 13.02. Policies and Procedures. The Board of Trustees may, from time to time, adopt, amend, replace, repeal, waive, or suspend such policies and procedures as it deems necessary for the conduct of the business and affairs of the Corporation.

Article XIV: Amendments to Bylaw

Section 14.01. Amendment by Members. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds of the Members of the Presbytery present at any meeting of the Members of the Presbytery provided that written or printed notice stating the place, day and hour of such meeting, with copies of the proposed amendment(s) included or attached, is delivered in accordance with provisions of Section 3.03 of Article III of these Bylaws.