

**BYLAWS OF  
THE CHURCH OF JESUS CHRIST FORT WORTH RESTORATION BRANCH,  
a Texas Nonprofit Corporation**

These Bylaws of The Church of Jesus Christ Fort Worth Restoration Branch, a Texas nonprofit corporation (the “Corporation”) organized under the Texas Business Organizations Code (the “Act”) govern the operation of the Corporation. The membership consider themselves to be members of the Church of Jesus Christ as originally organized by command of God on April 6, 1830 and subsequently reorganized on April 6, 1860. The Corporation is not a separate denomination or a new church, but an independent branch of the Church of Jesus Christ.

**ARTICLE I.  
OFFICES**

**A. Principal Office.** The principal office of the Corporation in the State of Texas shall be located at 2501 Pollard, Fort Worth, Texas 76112. The Corporation may have other such offices, either in Texas or elsewhere, as the members may determine. The location of the office may be changed pursuant to the Articles of Incorporation.

**B. Registered Office and Registered Agent.** The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The initial registered agent is an individual by the name of Bill Erter with an address of 7545 Anemone Lane, Azle, TX 76020. The consent of the registered agent is maintained by the Corporation. The Board may, from time to time, change the registered agent by amendment of the Bylaws of the Corporation (the “Bylaws”).

**ARTICLE II.  
STATEMENT OF BELIEF**

The Corporation accepts the Inspired Version of the Holy Scriptures, the 1908 Authorized Edition of the Book of Mormon, and Sections 1 through 144 of the Doctrine and Covenants to be scriptures and to be the official law of the Corporation.

**ARTICLE III.  
CHURCH MEMBERSHIP**

**A. Class of Members.** The Corporation shall have one class of members.

**B. Admission of Members.** No natural person shall be eligible for membership unless he or she has been baptized and confirmed by a minister whose authority is recognized by the membership. A person may be admitted to membership in the Corporation upon approval by the Board President and Counselors. The membership may adopt and amend application procedures and qualifications for membership in the Corporation in accordance with Doctrine and Covenants Sections 17 and 20.

**C. Voting Rights.** No member shall be entitled to vote on matters involving the management of the affairs of the Corporation unless expressly authorized by the Articles of Incorporation, these Bylaws, or as required by the Act. When voting on authorized matters, each member shall be entitled to one vote on each matter submitted to a vote of the members. No member shall be allowed to cumulate votes for any election of officers or any other matter. No votes by proxy, or other than in-person, shall be allowed.

**D. Removal of Members.** Membership shall adopt standards for membership. The members do not have right to continued membership and may be removed for behavior that does not align with Article II.

**E. Resignation.** Any member may resign from the Corporation by submitting a written resignation to the President. The President may resign by submitting a written resignation to the Counselors and two officers. The resignation need not be accepted by the Corporation to be effective. A member's resignation shall not relieve the member of any obligations to pay any dues, assessments, or other charges that had accrued and were unpaid prior to the effective date of the resignation.

**F. Reinstatement.** A former member may submit a written request for reinstatement of membership to the President. The membership may reinstate membership on any reasonable terms that the membership deems appropriate.

**G. Transfer of Membership.** Membership in the Corporation is not transferable or assignable. Membership terminates on the dissolution of the Corporation or the death of a member. Membership in the Corporation is not a property right that may be transferred after member's death.

**H. Waiver of Interest in Corporation Property.** All real and personal property, including all improvements located on the property, acquired or to be acquired by the Corporation shall be owned by the Corporation. A member shall have no interest in specific property of the Corporation. Each member hereby expressly waives the right to require partition of all or part of the Corporation's property. No member is entitled to any dividend or any part of the income of the Corporation or to share in the distribution of the Corporation's assets upon dissolution.

#### **ARTICLE IV. MEETING OF MEMBERS**

**A. Annual Meeting.** Beginning in 2020, the Governing Body shall hold an annual meeting of the members at 1:00 o'clock p.m. on the third Sunday of October each year or at another time that the President designates. At the annual meeting, the members shall elect officers and transact any other business that may come before the meeting. If, in any year, the election of officers is not held on the day designated for the annual meeting, the President shall call a special meeting of the members as soon thereafter as possible to conduct the election of officers.

**B. Special Meetings.** Special business meetings of the members may be called by the President, a majority of the priesthood or ten percent of the voting members.

C. **Place of Meeting.** The President may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special business meeting. If the President does not designate the place of meeting, the meeting shall be held at the registered office of the Corporation in Texas.

D. **Notice of Meetings.** Oral or printed notice of any meeting of members, including the annual meeting, may be given by announcing any such meeting at a regularly scheduled Sunday worship service of the Corporation, and/or by written notice printed in the program of such service. Such notice shall be given at least 1 (one) week prior to any called business meeting, whether annual or special. The notice shall state the place, day, and time of the meeting, who called the meeting, and the general purpose or purposes for which the meeting is called. Notice shall be given by or at the direction of the President or Secretary of the Corporation, or the officers or persons calling the meeting.

E. **Quorum.** No quorum is required. The members present at a duly called or held meeting may transact business coming before the meeting.

F. **Actions of Membership.** The membership shall try to act by consensus. However, the vote of a majority of voting members present and entitled to vote shall be sufficient to constitute the act of the membership unless the vote of a greater number is required by law, the Articles of Incorporation, or these Bylaws. Voting may be by ballot or voice vote, except that any election of officers shall be by ballot if demanded by any voting member at the meeting before the voting begins.

G. **Proxies.** A member entitled to vote may not vote by proxy.

H. **Voting by Mail.** The membership may not authorize members to vote by mail on the election of officers or on any other matter that may be voted on by the members.

## ARTICLE V. BOARD OF DIRECTORS

A. **Management of the Corporation; Power and Authority of Directors.** The affairs of the Corporation shall be governed and managed by the membership, subject to the Act, the Articles of Incorporation, and these Bylaws. The Board may exercise all the powers and authority granted to the Corporation by law or as delegated by the membership.

B. **Number of Directors.** The Board shall consist of no more than fifteen or fewer than three (3) Directors (“Directors”). The number of Directors may be increased or decreased from time to time by Board resolution or amendment to these Bylaws; however, a change in the number of Directors shall not remove a Director from his or her position as a Director prior to the expiration of his or her term of office. In the event that the number of Directors is zero, membership shall vote Directors to serve until the next Board meeting.

C. **Qualifications.** A member admitted pursuant to Section III.B and who has maintained his or her membership in good standing is eligible to serve as a Director. No employee of the Corporation is eligible to serve on the Board while employed by the Corporation.

D. **Election and Term of Directors.**

(1) The first Board shall consist of those persons named in the Certificate of Formation. Such persons shall hold office until the first election of directors. Thereafter, at each Annual Board Meeting, Directors shall be elected by the membership, each Director to hold office for a term of one year and until his or her successor has been elected and qualified. Directors may serve unlimited consecutive terms.

(2) The Board shall set the number of Directors to be elected at each Annual Meeting, so long as the total number of Directors does not exceed fifteen (15). The initial Directors shall be appointed by Board resolution.

E. **Resignation.** Resignations are effective upon receipt by the Secretary (or receipt by the President or other officer if the Secretary is resigning) of written notification or a later date if provided in the written notification.

F. **Removal.** One or more Directors may be removed at a meeting called for that purpose, with or without cause, by majority vote of the entire Board. If a Director fails to attend three consecutive meetings of the Board, the Board shall evaluate the Director's contribution to the work of the Corporation, his or her reasons for not attending the meetings, as well as any other relevant factors, and if it appears to be in the best interest of the Corporation, may declare the position vacant.

G. **Vacancies.** Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of a term may be filled by the Board. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office and until his or her successor is elected and qualified.

H. **Quorum.** A simple majority of Directors must be in attendance to vote on any matter, except when otherwise noted herein, at all Regular, Special or Emergency Board Meetings.

**ARTICLE VI.  
OFFICERS**

A. **Officer Positions.** The officers of the Corporation shall be a President, two counselors, Treasurer, Secretary, Church School Director, Historian, Recorder, 1 Year Auditor, 2 Year Auditor, and Music Director. The Board may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. Any two or more offices may be held by the same person, except for the offices of President and secretary.

**B. Election and Term of office.**

- (1) The following officers of the Corporation shall be nominated and elected annually by the membership at the regular annual meeting of the membership: President, Treasurer, Secretary, Church School Director, 1 Year Auditor, 2 Year Auditor, and Music Director. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until a successor is duly elected and qualified, as established by the business meeting. An officer may be elected to succeed himself or herself in the same office.
- (2) The following officers are appointed by the President and sustained by vote of the congregation: Historian, Recorder, and Counselors. If such sustaining vote does not pass by a majority of the members present voting, then the President shall reappoint another person to such position, subject to the sustaining vote of the membership.
- (3) The election of 1 and 2 Year Auditors shall be as follows: The currently serving 2 Year Auditor shall automatically become the 1 Year Auditor (without election) and the Board will elect a new 2 Year Auditor.

**C. Compensation.** An officer shall not receive a salary or other compensation for their services, but, by resolution of the Board, may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation, as long as a majority of disinterested Directors approve the reimbursement.

**D. President.** The President shall be the official representative of the Corporation and shall preside over all Board meetings and membership meetings of the Corporation at which he or she is present. The President shall be the chief executive officer of the Corporation. The President shall supervise and control all of the business and affairs of the Corporation. The President shall preside at all business meetings of the members. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the membership has authorized to be executed. However, the President may not execute instruments on behalf of the Corporation if this power is expressly delegated to another officer or agent of the Corporation under the Act. The President shall perform other duties prescribed by the membership and all duties incident to the offices of President, including, with the advice and consent of the Counselors, the distribution or assignment of distribution of Oblation funds.

**E. Counselors.** Counselor 1 and Counselor 2 (the “Counselor”) shall counsel, advise, and aid the President. When the President is absent, unable to act, incapacitated, or removed, or refuses to act or resigns, Counselor 1 shall perform the duties of the President. When Counselor 1 is absent, unable to act, incapacitated, or removed, or refuses to act or resigns, Counselor 2 acts in place of the President. In such instances, the Counselor shall have all the powers of and be subject to all the restrictions upon the President. At all other times, a Counselor shall perform other duties as assigned by the President. Counselors shall be appointed by the President, subject to approval by a simple majority of members present at a duly called meeting.

**F. Treasurer.** The Treasurer shall be responsible for the receipt and custody of all monies of the Corporation and disbursement thereof, as well as:

- (1) Have charge and custody of and be responsible for all funds and securities of the Corporation.
- (2) Receive and give receipts for monies due and payable to the Corporation from any source.
- (3) Deposit all monies in the name of the Corporation in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the membership or President.
- (4) Write checks and disburse funds to discharge obligations of the Corporation. Funds may not be drawn from the Corporation or its accounts for amounts greater than \$1,000.00 without the President's consent.
- (5) Maintain the financial books and records of the Corporation.
- (6) Prepare financial reports at least annually.
- (7) If required by the membership, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the membership.
- (8) Maintain signature authority of the Treasurer, President, and one other person designated by the President on the Church's checking account.
- (9) Perform all the duties incident to the office of Treasurer or as assigned by the President.

**G. Secretary.** The Secretary shall record and report all Board meetings, the regular meetings and the special meetings, as well as:

- (1) Give all notices as provided in the Bylaws or as required by law.
- (2) Take minutes of Board meetings and membership meetings and maintain such minutes as part of the corporate records.
- (3) Maintain custody of the corporate records and the Corporate seal.
- (4) Affix the Corporate seal to all documents as authorized.
- (5) Perform all duties incident to the office of Secretary or assigned by the President.

**H. Historian.** The Historian maintains the history of the congregation, and records the significant events concerning the congregation in a manner that will preserve it for posterity.

**I. Recorder.** The Recorder handles the administrative registration of due members, and records vital church statistics, such as blessings, marriages, divorces, births and deaths. The

Recorder will also keep a register of the mailing address of each member, officer, and employee of the Corporation.

**J. Church School Director.** The Church School Director coordinates educational classes at the church, classrooms, materials, teachers and all other activities and needs related thereto.

**K. Auditors.** Auditors are charged with the responsibility of preparing, if requested by the President, an audit of the books of the Church. Such audit shall be performed in accordance with generally accepted accounting principles, and shall fairly and accurately reflect the financial status, dealings, and transactions of the Church.

**L. Removal.** Any officer elected by the membership or appointed by the President may be removed by the President or membership respectively with or without good cause.

**M. Vacancies.** A vacancy in any office may be filled by the membership or by appointment by the President for the unexpired portion of the officer's term.

## **ARTICLE VII. PRIESTHOOD**

**A. Orders of the Priesthood.** The two main orders of the priesthood are the Melchisedec and Aaronic. (Doctrine and Covenants 104:1, 2.) The first includes the high priesthood and the elders, while the second includes the priests, teachers, and deacons.”

**B. Ordination.** The Branch shall authorize the ordination of men to the priesthood as provided in the Doctrine and Covenants (section 17), and shall issue priesthood licenses to said men, which shall certify them to be members of the priesthood and ministers of the gospel. Priesthood calls must come from God (Hebrews 5:4) and be received through the Branch president (see priesthood manual, 1957, p18). The Branch shall not have the power to authorize the ordination of men to offices higher than the office of elder (see D&C 17:17). At such time that the priesthood quorums will be once again organized and become operative, the Branch shall seek ways, according to the mind and will of God, to integrate existing ordination procedures into the Priesthood quorum structure.

## **ARTICLE VIII. BOARD MEETINGS**

**A. Regular and Special Meetings.** Regular Board meetings shall be held each month, or more frequently as deemed necessary by the Board. The President or any three (3) Directors may call a Special Meeting. The Pastor of the Church shall be an ex-officio (but nonvoting) member of the Board, and Pastor shall attend meetings of the Board.

**B. Notice of Board Meetings.** Notice of the date, time, and place of Regular Meetings shall be given to each Director by regular mail, telephone (including voice mail), facsimile, or e-mail no less than three (3) days' notice prior to the meeting. Notice of the date, time, and place of special meetings shall be given to each Director using the same methods, but with no less than one (1) day notice prior to the meeting, with the exception of special meetings held to amend the

bylaws or the Certificate of Formation. A special meeting held to amend the Bylaws or the Certificate of Formation requires a seven-day written notice by mail, facsimile or e-mail that includes the proposed amendment.

**C. Waiver of Notice.** Attendance by a Director at any Board meeting for which the Director did not receive the required notice will constitute a waiver of notice of such meeting unless the Director objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

**D. Quorum.** At all meetings, whether held via teleconference or online, a simple majority of the Directors then in office shall constitute a quorum to transact business. At Board meetings where a quorum is present, a majority vote of the Board attending shall constitute an act of the Board unless a greater number is required by the Articles of Incorporation or by any provision of these Bylaws.

**E. Actions without a meeting.** Any action required or permitted to be taken by the Board under Chapter 22 of the Act, the Articles of Incorporation, and these Bylaws may be taken without a meeting, if the Directors unanimously consent in writing, setting forth the action to be taken. Such unanimous written consent shall have the same force and effect as an in-person meeting and vote of the Board.

**F. Open Meetings.** Meetings shall be open to membership, except when personnel, real estate, or litigation matters are being discussed.

**G. Proxy Voting.** A Director who is unable to attend a Board meeting or a Board Committee meeting may vote by written proxy given to any other voting Director, committee member or designated staff member who is in attendance at the meeting in question. However, a vote by proxy will not be counted toward the number of Directors needed to be present to constitute a quorum for the transaction of business. No proxy shall be valid after three months from the date of execution. Each proxy shall be revocable unless expressly stated in the proxy that it is irrevocable or unless made irrevocable by law.

**H. Rules of Decorum.** The Corporation shall adopt rules for decorum, such as Robert's Rules of Order. In the event that the President is unable to maintain order, all actions shall be taken under Robert's Rules of Order upon motion and second by two Directors.

## **ARTICLE IX. COMMITTEES**

**A. Composition.** The Board may designate committees and appoint committee members. Committees shall consist of at least two (2) individuals. A committee that exercises the authority of the Board shall consist of at least two Directors. An Executive Committee established under this Section, having and exercising the full power of the Board, must consist of a minimum of three (3) Directors.



**B. Procedures & Authority.** The Board may make provisions for appointment of the Chair, establish procedures to govern their activities, and delegate authority as may be necessary or desirable for the efficient management of the property, affairs, business, or activities of the Corporation.

**C. Non-delegation of Fiduciary Duty.** The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon it or him or her by law.

**D. Pastor Search Committee.** When a vacancy occurs in the Pastor's position, the Board shall appoint a Search Committee to make recommendations to the membership to fill the position.

## **ARTICLE X. CORPORATE TRANSACTIONS**

**A. Contracts.** The membership may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

**B. Deposits.** All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Treasurer selects after consultation and approval by the President or one of the Counselors.

**C. Gifts.** The Corporation may accept any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The membership may make gifts and give charitable contributions that are not prohibited by the Bylaws, the Articles of Incorporation, state law, and any requirements for maintaining the Corporation's federal and state tax status.

**D. Potential Conflicts of Interest.** The Corporation shall not make any loan to a member or officer of the Corporation.

**E. Prohibited Acts.** As long as the Corporation is in existence, a member, officer, or committee member of the Corporation shall not:

- (1) Violate the Bylaws or a binding obligation of the Corporation.
- (2) Harm the Corporation or any of its operations.
- (3) Make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation.
- (4) Receive an improper personal benefit from the operation of the Corporation.

- (5) Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation.
- (6) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.
- (7) Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.
- (8) Disclose any of the Corporation business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

## **ARTICLE XI. BOOKS AND RECORDS**

**A. Required Books and Records.** The Corporation shall keep correct and complete books and records of account. The Corporation's books and records shall include:

- (1) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to, the articles of incorporation, and any amendments thereto, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- (2) A copy of the Bylaws, and any amendments or restatements, thereto.
- (3) Minutes of the proceedings of the members and committees having any of the authority of the membership.
- (4) A list of the names and addresses of the members, officers, and any committee members of the Corporation.
- (5) A financial statement showing the assets, liabilities, and net worth of the Corporation at the year-end of the seven (7) most recent fiscal years.
- (6) A financial statement showing the income, expenses, accounts receivable, and accounts payable, and debt of the Corporation for the seven (7) most recent fiscal years.
- (7) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
- (8) The Corporation's federal, state, and local information, income tax returns, annual filings, and annual reports for each of the Corporation's seven (7) most recent fiscal years.

**B. Inspection and Copying.** Any Director of the Corporation may inspect and receive copies of all books and records of the Corporation required to be kept by the Bylaws. Such a person may

inspect or receive copies if the person has a proper purpose related to the person's interest in the Corporation and if the person submits a request in writing. Any person entitled to inspect and copy the Corporation's books and records may do so through his or her attorney or other duly authorized representative. A person entitled to inspect the Corporation's books and records may do so at a reasonable time no later than ten (10) working days after the Corporation's receipt of a proper written request. The membership may establish reasonable fees for copying the Corporation's books and records by members. The fees may cover the cost of materials and labor, but may not exceed twenty-five cents (\$.25) per page. The Corporation shall provide requested copies of books or records no later than ten (10) working days after the Corporation's receipt of a proper written request.

**C. Audits.** Any member shall have the right to have any audit conducted of the Corporation's books. The member requesting the audit shall bear the expense of the audit unless the members vote to authorize payment of audit expenses. The member requesting the audit may select the accounting firm to conduct the audit. A member may not exercise these rights to compel audits so as to subject the Corporation to an audit more than once in any fiscal year.

## **ARTICLE XII. FISCAL YEAR**

The Corporation's accounting period shall be a fiscal year and shall begin on the first day of January and end on the last day of December of each year. The accounting period may be amended by the Board from time to time. The Board shall promptly notify the IRS of any change in its accounting period.

## **ARTICLE XIII. INDEMNIFICATION**

### **A. When Indemnification is Required Permitted, and Prohibited.**

- (1) The Corporation shall indemnify a Director, officer, committee member, employee, or agent of the Corporation 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 Corporation. For the purposes of this article XI., an agent includes one who is or was serving at the request of the Corporation as an officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Corporation shall indemnify a person only if he or she acted in good faith as authorized pursuant to the Articles or Bylaws and reasonably believed that the conduct was in the Corporation'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 Corporation shall not indemnify a person who is found liable to the Corporation 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, for criminal matters, the person has either pled no contest, agreed to deferred guilty prosecution, or has been found guilty by the trier of

fact, and for civil matters, has been adjudged liable by a court of competent jurisdiction and all appeals have been waived or exhausted.

- (2) The Corporation shall pay or reimburse reasonable expenses incurred by a Director, officer, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation if the person is not a named defendant or respondent in the proceeding.
- (3) In addition to the situations otherwise described in this subsection, the Corporation may indemnify an officer, member, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited pursuant to Section XI.A.(1).
- (4) Before the final disposition of a proceeding, the Corporation may pay indemnification expenses permitted by the Bylaws and authorized by the Corporation. However, the Corporation 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 a proceeding brought by the Corporation or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.
- (5) If the Corporation may indemnify a person under the Bylaws, the person may be indemnified against judgment, penalties, including excise and similar taxes, fines, settlement, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding.
- (6) If a proceeding is brought by or on behalf of the Corporation against a member, Director, officer, committee member, employee or agent of the Corporation, the Corporation may not indemnify a person who is a counterparty to the proceeding brought by or on behalf of the Corporation.

**B. Procedures Relating to Indemnification Payments.**

- (1) Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation shall specifically and expressly determine whether indemnification is permissible, and if permissible, authorize indemnification by resolution after a special or regular meeting, and determine which type or category of expenses are reasonable and reimbursable, except as provided in Section XI.B.(3). The Corporation may make these determinations and decisions by any one of the following procedures:
  - (a) Majority vote of the Directors present at a special or regulator meeting, who at the time of the vote, are not named defendants or respondents in the proceeding.
  - (b) Upon approval by two-thirds of Directors, after consulting with special legal counsel selected by the Board.

- (2) The Board shall authorize indemnification and determine which expenses are reimbursable and reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by Section XI.B.(1)(b), governing the selection of special legal counsel. A provision contained in the Articles of Incorporation, the Bylaws, or a resolution of members of the membership that requires the indemnification permitted by Section XI.A., above, constitutes sufficient authorization or indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.
- (3) The Corporation shall pay indemnification expenses before final disposition of a proceeding only after the Corporation determines that the facts then known would not preclude indemnification and the Corporation receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under Section XI.B.(1), above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.
- (4) An indemnification or advance of expenses shall be reported in writing to the members of the Corporation. The report shall be made with or before the notice or waiver of notice of the next membership meeting, or with or before the next submission to members of a consent to action without a meeting. In any case, the report shall be sent within the 12-month period immediately following the date of the indemnification or advance.

#### **ARTICLE XIV. NOTICES**

**A. Notice by Mail.** Any notice required or permitted by the Bylaws to be given to a member, Director, officer, or member of a committee of the Corporation may be given by postal mail, or electronic mail. If mailed via post, 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 Corporation, with postage prepaid. If transmitted by electronic mail, a notice shall be deemed to be delivered when sent to the sender's Internet Service Provider for electronic delivery. A person may change his or her address by giving written notice to the secretary of the Corporation.

**B. Signed Waiver of Notice.** Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation 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.

**C. 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 objection to the transaction of any business because the meeting is not lawfully called or convened.

#### **ARTICLE XV. SPECIAL PROCEDURES CONCERNING MEETINGS**

**A. Meeting by Telephone.** The members may not hold a meeting by telephone conference-call procedures.

**B. Decision Without Meeting.** Any decision required or permitted to be made at a meeting of the members or any committee of the Corporation may be made without a meeting. A decision without a meeting may be made only if a written consent to the decision is signed by all of the persons entitled to vote on the matter. The original signed consents shall be placed in the Corporation minute book and kept with the Corporation's records.

**C. In Writing.** All requirements within these Articles that any notice, consent, agreement, or similar action be "written" or "in writing" shall include writing in a tangible form, or any electronic form capable of being retained or printed by the recipient.

#### **ARTICLE XVI. AMENDMENTS TO BYLAWS**

The Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted only as recommended by the Board, and upon a simple majority vote by the membership. The notice of any meeting at which the Bylaws are altered, amended, or repealed, or at which new Bylaws are adopted shall include notice of the purpose of such meeting and the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed shall be made available for inspection by any member by the President and at the church office, if any. The notice shall include a fair summary of those provisions.

#### **ARTICLE XVII. MISCELLANEOUS PROVISIONS**

**A. 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.

**B. 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.

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

**D. Gender.** Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neutral gender, all singular words shall include the plural, and all plural words shall include the singular.

**E. Seal.** The membership may provide for a corporate seal.

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

**G. Electronic Communications.** To the fullest extent permitted by the Act and other law, electronic signatures (such as by digital signature) by Directors, officers, agents, and committee members, as between each other or each of them and the Corporation, shall constitute the valid signature of the person for purposes of obtaining consents or other matters prescribed by these Bylaws, unless the individual member or officer submits a written refusal to conduct any or certain transactions by electronic means.

#### **CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of **THE CHURCH OF JESUS CHRIST, FORT WORTH RESTORATION BRANCH** and that the foregoing Bylaws constitute the Bylaws of the Corporation as duly adopted by the Membership of the Corporation by vote at a properly noticed meeting held on \_\_\_\_\_, 20\_\_\_\_, effective \_\_\_\_\_, 20\_\_\_\_, and made pursuant to Chapter 22 of the Texas Business Organizations Code and the Corporation's Articles of Incorporation.

SECRETARY OF THE CORPORATION:

DATED: \_\_\_\_\_

SIGNED: \_\_\_\_\_

PRINTED NAME: \_\_\_\_\_