

AMENDED AND RESTATED
BYLAWS
OF
HIGHLAND PARK PRESBYTERIAN CHURCH
Amended and Restated: August 16, 2020

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**AMENDED AND RESTATED BYLAWS
OF
HIGHLAND PARK PRESBYTERIAN CHURCH**

**ARTICLE ONE
NAME, ECO, POWERS AND OFFICES**

Section 1.1 Name. The name of the corporation (the “Corporation”) is Highland Park Presbyterian Church.

Section 1.2 Relation to ECO. The Corporation is a member congregation of ECO: A Covenant Order of Evangelical Presbyterians, a church denomination (“ECO”), and of the ECO Presbytery exercising ecclesiastical jurisdiction over The Church pursuant to the Constitution (the “Presbytery”). As such, the Corporation abides by the current ECO Essential Tenets. Further, the Corporation is governed by the ECO Polity and Rules of Discipline, as amended from time to time, respectively to the extent not contrary to the Constitution or laws of the United States or the State of Texas or to the Membership Agreement between ECO and the Corporation, dated October 28, 2013.

Section 1.3 Purposes. The Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as more specifically set forth in Article III of the Restated Certificate of Formation for the Corporation filed with the Secretary of State of Texas on _____, 2020 (the “Certificate”).

Section 1.4 Powers. The Corporation is a nonprofit corporation and shall have all the powers, duties, authorizations and responsibilities relating to nonprofit corporations as provided in the Texas Business Organizations Code (the “TBOC”); provided, however, that the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income tax as an organization described in Section 501(c)(3) of the Code.

Section 1.5 Offices. The Corporation may have, in addition to its registered office, office(s) in such other place or places as the Session may from time to time determine.

**ARTICLE TWO
THE CONGREGATION**

Section 2.1 Members. Members of the Corporation (the “Members”) shall include the Congregation’s baptized members (the “Baptized Members”) and the Congregation’s covenant partners (the “Covenant Partners”). A Baptized Member is a person who has received the Sacrament of Baptism. A Covenant Partner is a person who has made a profession of faith in Christ, has been baptized, has been received into the membership of the church, has voluntarily submitted to church governance, and participates in the church’s worship and work. Only

Covenant Partners are eligible to vote in meetings of the Congregation. In these Bylaws, the term “Congregation” means all of the members, including both Baptized Members and Covenant Partners.

Section 2.2 Meetings. The Congregation shall meet from time to time. An annual meeting of the Congregation shall be held each year on such date and at such time as the Session shall select. Meetings of the Congregation will be held at the principal office of the Corporation, unless otherwise designated by the Session. Special meetings of the Congregation may be called by the Session, the Presbytery, or upon written request of at least twenty-five percent (25%) of the Covenant Partners. Notice of any special meeting of the Congregation must set forth the purpose of the meeting and the business to be transacted at such meeting. Except as otherwise set forth in such written notice, no other business may be transacted at such special meeting. Meetings may be held electronically if all persons participating may hear each other and a quorum may be established.

Section 2.3 Notice. Notice of any annual or special meeting of the Congregation must be given in both printed and verbal form on at least two successive Sundays at a regularly scheduled worship service prior to the meeting at which a vote will take place.

Section 2.4 Quorum and Manner of Acting. At all meetings of the Congregation, the presence of at least five percent (5%) of the Covenant Partners shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by statute, by the Certificate, or by these Bylaws. The act of a majority of the Covenant Partners present at a meeting at which a quorum is present shall be the act of the Congregation, unless the act of a greater number is required by statute, by the Certificate, or by these Bylaws, in which case the act of such greater number shall be requisite to constitute the act of the Congregation.

Section 2.5 Voting. Each Covenant Partner shall be entitled to one (1) vote on any matter submitted to a vote at any meeting of the Congregation or vote of the Covenant Partners. A Covenant Partner may vote in person only; provided, however, that if the circumstances demand, the Session may in its discretion authorize electronic voting by Covenant Partners. No proxy, absentee or mail ballot voting by Covenant Partners shall be permitted.

Section 2.6 Fundamental Actions. At any meeting of the Congregation where a fundamental action (as that term is defined in Section 22.164 of the TBOC) is being proposed, such fundamental action must be described in the notice of the meeting.

Section 2.7 Business that Must Be Conducted at a Meeting of the Congregation. The following business items must be conducted at a meeting of the Congregation, but not necessarily at every meeting of the Congregation, nor are meetings of the Congregation limited to just the following:

- a. electing Elders and Deacons;
- b. calling a Senior Pastor or Associate Pastor or to request dissolution of such call;

- c. buying, mortgaging, transferring or selling real property;
- d. requesting that the Presbytery dismiss the Corporation to another presbytery of ECO, or requesting that the Presbytery dismiss the corporation to another Reformed body, which request shall require the approval of at least two-thirds (2/3) of the Covenant Partners present and voting at such meeting; and
- e. amending the Certificate (the procedures for which are set forth in Article VII of the Certificate) or these Bylaws (the procedures for which are set forth in Article Eight of these Bylaws).

Whenever permitted by law, both ecclesiastical and corporate business may be conducted at the same meeting of the Congregation.

ARTICLE THREE THE SESSION

Section 3.1 General. The activities and affairs of the Corporation shall be managed by the Session, which may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by statute, by the Certificate or by these Bylaws. The Session may form such committees as are necessary to carry out its work, as may be set forth in such policies and procedures adopted by the Session from time to time.

Section 3.2 Governance Policies and Procedures Manual. The Session shall adopt and may amend from time to time a Governance Policies and Procedures Manual that shall set forth rules, policies and procedures for the administration of the activities of the Corporation (the "Manual"). Unless, and only to the extent, otherwise provided in the TBOC, the provisions of the Manual shall have the same force and effect as if included in these Bylaws.

Section 3.3 Members of the Session; Moderator. The Session shall include the following members: (a) elected and ordained members of the Corporation known as Governing Elders (each, a "Governing Elder") the number of which shall be recommended from time to time by the Session and approved by the Covenant Partners; (b) the Senior Pastor; and (c) the Associate Pastors of the Corporation (each an "Associate Pastor"). Voting members of the Session shall include the Senior Pastor, the Governing Elders and the Associate Pastors. Provisions for the nomination, election and terms of service of the Governing Elders of the Corporation shall be set forth in the Manual. The Senior Pastor shall serve as Moderator of meetings of the Session. In the event the Senior Pastor is unable to serve as Moderator for a particular meeting, the Senior Pastor shall designate the replacement Moderator for that meeting.

Section 3.4 Meetings of the Session. Ordinarily, the Session shall gather in a stated (regular) meeting on the fourth Monday night of each month. The Moderator shall call a special meeting of the Session when he or she deems necessary, when called by the Presbytery, or when requested in writing by any two (2) voting members of the Session. The business to be transacted at special meetings shall be limited to items specifically listed in the call for meeting. There shall be reasonable notice of at least two (2) days for all regular and special meetings. All meetings of

the Session may be held electronically if necessary. The quorum for a stated or special meeting of the Session shall be the Senior Pastor or other presiding Moderator plus at least one-third (1/3) of the other voting members of the Session. Any action of the Session at a meeting where a quorum is present shall require the vote of a majority of the Session members present at such meeting, unless the act of a greater number is required by statute, the Certificate or these Bylaws.

Section 3.5 Remote Meetings. Subject to the provisions of applicable law, members of the Session may participate in and hold a meeting of the Session by using conference telephone or similar communications equipment, or another suitable electronic communications system, by means of which all persons participating in the meeting can communicate with each other.

Section 3.6 Resignation. Any member of the Session may resign at any time by giving notice in writing to the Clerk of the Session, and the acceptance of such resignation shall not be necessary to make it effective.

Section 3.7 Removal. Any member of the Session may be removed, either for or without cause, in the same manner by which such member of the Session was elected or appointed. Any member of the Session elected by the Covenant Partners may be removed by the affirmative vote of at least a majority of the Covenant Partners present at any meeting of members at which a quorum is present, if notice of the intention to act upon such matter shall have been given in the notice of such meeting and if such notice is provided to the member of the Session proposed to be removed.

Section 3.8 Filling of Vacancies. Any vacancy occurring in the Session resulting from the death, resignation, or removal from office of any member of the Session, may be filled in the same manner by which the vacating member of the Session was elected or appointed. The Session may in its discretion choose to leave the vacancy unfilled for the remainder of the vacated term.

ARTICLE FOUR OFFICERS

Section 4.1 Officer Positions. The officers of the Corporation shall be a Senior Pastor and a Clerk of Session. The Clerk of Session shall be elected by the Session for a term to be defined by the Session. The offices of Senior Pastor and Clerk of Session may not be held by the same person. Procedures for election of officers shall be set forth in the Manual.

Section 4.2 General Duties. All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties as may be provided in these Bylaws or as may be determined by resolution of the Session not inconsistent with these Bylaws and/or the ECO Polity.

Section 4.3 Removal. Any officer elected by the Session may be removed, with or without cause, by a majority of the members of Session in office.

Section 4.4 Resignation. Any officer may resign at any time by giving written notice to the Clerk of Session. Such resignation shall take effect at the time of the notice, unless otherwise

specified in the notice, and the acceptance of such resignation shall not be necessary to make it effective.

Section 4.5 Vacancies. Except as otherwise specifically provided, a vacancy in any office other than the Senior Pastor may be filled by the Session for the vacating officer's unexpired term portion.

Section 4.6 Senior Pastor. The Senior Pastor shall be the chief executive officer of the Corporation. The Senior Pastor shall supervise all of the business and affairs of the Corporation, except for those affairs specifically granted to the Members or Session. The Senior Pastor may execute any deeds, mortgages, bonds, contracts, or other instruments that the Session has authorized the Senior Pastor to execute. The Senior Pastor shall perform other duties prescribed by the Session and all duties incident to the office of president of a corporation. If the Senior Pastor is unable to fulfill the duties of this office, then another person selected by the Session shall act in the place of the Senior Pastor.

Section 4.7 Clerk of Session. The Clerk of Session ("Clerk") shall:

- a. Give all notices as provided in the Bylaws or as required by the ECO Polity or by law.
- b. Take minutes of the meetings of the Congregation and of the Session, and keep the minutes as part of the records of the Corporation.
- c. Maintain custody of the corporate records and of the seal, if any, of the Corporation.
- d. Affix the seal, if any, of the Corporation to all documents as authorized.
- e. Keep a register of the mailing and electronic address of each Elder, officer, and employee of the Corporation.
- f. Perform such other duties as assigned by the Session.
- g. Perform all duties incident to the corporate office of Secretary.

ARTICLE FIVE

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 5.1 Contracts. The Session may authorize any agent or agents of the Corporation 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 specific instances.

Section 5.2 Checks, Drafts or Orders for Payment. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Session. In the absence of such determination, such instruments shall be signed by two (2) officers of the Corporation.

Section 5.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Session may select or as may be selected in accordance with procedures established by the Session.

ARTICLE SIX CONFLICTS OF INTEREST

Section 6.1 General. No contract or agreement may be entered into by and between the Corporation and any of the following: (a) a member of the Session, officer, committee member, or employee of the Corporation (hereinafter an “Insider”); or (b) any Corporation, partnership, trust, sole proprietorship or any other entity (hereinafter an “Entity”) in which an interest is owned or held, directly or indirectly, by or for the benefit of an Insider, unless (i) the transaction is approved in accordance with Section 22.230 of the Texas Business Organizations Code; and (ii) if one or more of the parties to the contract is a “disqualified person” with respect to the Corporation within the meaning of Section 4958 of the Internal Revenue Code, either (a) such transaction is reviewed and approved in accordance with the “rebuttable presumption safe harbor” provisions set forth in the regulations promulgated under Section 4958 of the Internal Revenue Code or (b) the Session or any committee thereof determines that such procedures are not necessary for the transaction involved and records its specific findings for making such determination; provided, however, that the following contracts and agreements shall not be subject to the foregoing prohibition: a wholly gratuitous transfer of assets or promise to transfer assets to the Corporation of any kind, including, but not limited to, a charitable contribution of cash or property to the Corporation, an interest-free loan, a wholly gratuitous lease, a pledge, a guarantee, an assumption of liability, a bailment, or a consignment.

Section 6.2 Policies. All Insiders shall, as a condition of qualifying and continuing to qualify as a member of the Session, officer, committee member and/or employee of the Corporation, abide by such conflict of interest policies as the Board of Directors may adopt from time to time.

ARTICLE SEVEN NOTICES

Section 7.1 Manner of Giving Notice. Whenever, under the provisions of any statute, the Certificate or these Bylaws, notice is required to be given to any Member or member of the Session of the Corporation, 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 (any postage prepaid), by mail, overnight delivery service, courier service, facsimile transmission or electronic mail, addressed to such Member or member of the Session at such person’s address as it appears on the records of the Corporation.

Section 7.2 Waiver of Notice. Whenever any notice is required to be given to any Member or member of the Session of the Corporation under the provisions of any statute, the Certificate or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether signed before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE EIGHT
MISCELLANEOUS**

Section 8.1 Certain Loans Prohibited. No loans shall be made by the Corporation to its officers or members of the Session.

Section 8.2 Indemnification. Indemnification of officers and members of the Session of the Corporation shall be as provided in the Certificate.

Section 8.3 Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Session.

Section 8.4 Seal. The Corporation's seal, if any, shall be in such form as shall be adopted and approved from time to time by the Session. The seal may be used by causing it, or a facsimile thereof, to be impressed, affixed, imprinted or in any manner reproduced.

Section 8.5 Gender. Words of either gender, if any, used in these Bylaws shall be construed to include the other gender, unless the context requires otherwise.

Section 8.6 Invalid Provisions. If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

Section 8.7 Headings. The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.

**ARTICLE NINE
AMENDMENTS**

These Bylaws may be altered or amended in whole or in part, or repealed and new bylaws may be adopted (i) upon the affirmative recommendation of at least two-thirds (2/3) of the members of the Session then in office at any meeting of the Session, if at least 30 days written notice is given of an intention to recommend to alter, amend, or repeal these Bylaws or to adopt new bylaws at such meeting, and such notice contains a statement of the nature of the proposed amendment(s); and (ii) the affirmative vote of at least two-thirds (2/3) of the Covenant Partners present at a meeting of Congregation at which a quorum is present. The power to initiate any alteration, amendment or repeal of these Bylaws, or adoption of new bylaws, shall be vested solely in the Session, and the Covenant Partners shall have no power or authority to initiate any such alteration, amendment, repeal or adoption.

* * * * *

The undersigned, being the duly qualified and acting Clerk of Session of the Corporation, hereby certifies that the foregoing Amended and Restated Bylaws of the Corporation were affirmatively recommended to the Congregation by the Session at a meeting of the Session at which a quorum was present and voting throughout held on June 22, 2020, and were approved by

the Covenant Partners on August 16, 2020 at a meeting of the Congregation at which a quorum was present and voting throughout.

Nancy C. Seay, Clerk of Session
Highland Park Presbyterian Church