



CHRIST
EVANGELICAL
PRESBYTERIAN
CHURCH (PCA)

**CHRIST EVANGELICAL PRESBYTERIAN
CHURCH OF HOUSTON
AMENDED AND RESTATED BYLAWS**

Adopted on

_____, 2020

SUMMARY NOTES ABOUT THE AMENDED AND RESTATED CEPC BYLAWS

Christ Evangelical Presbyterian Church of Houston (“CEPC”) is an ecclesiastical association of believers that is a member church in the denomination known as the Presbyterian Church in America, or PCA. As such, it is governed by the Book of Church Order of that denomination. CEPC is also a nonprofit corporation incorporated under the laws of the State of Texas, and in that regard it is governed by state law and by the terms of its Certificate of Formation on file with the Texas Secretary of State. Subject to such laws and their certificates of formation, corporations usually adopt bylaws. In general, the purpose of a corporation’s bylaws is to prescribe the procedures by which the corporation will operate in all the ways in which it is empowered to operate by state law and its Certificate of Formation.

CEPC first adopted bylaws in February 2016. When CEPC affiliated with the PCA in April, 2019, bylaw revision became necessary, giving rise to the Amended and Restated Bylaws attached hereto.

Appended to the Amended and Restated Bylaws is a copy of the resolution of the congregation by which it approved these Amended and Restated Bylaws. The resolution is not part of the Bylaws, but gives witness to their authenticity. Below the resolution is a statement signed by both the Session’s Clerk and Moderator attesting to the adoption of the resolution. These Amended and Restated Bylaws were approved by the Congregation of CEPC on _____, 2020.

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BYLAWS OF CHRIST EVANGELICAL PRESBYTERIAN CHURCH OF HOUSTON

ARTICLE 1 - NAME, LOCATION, AND DEFINITIONS

Section 1 - Name and Location

- a) **Corporate Name:** The name of the corporation is Christ Evangelical Presbyterian Church of Houston, hereinafter referred to as "CEPC."
- b) **Corporate Offices:** The principal office and registered office of CEPC is located at 8300 Katy Freeway, Houston, Harris County, Texas. Other offices may be located at such other places within or without the State of Texas as the Session may from time to time determine.

Section 2 - Definitions

Unless the context in which they are used clearly indicates that a different definition is intended, the following terms, when used in these Bylaws, shall have the following meanings:

Active: The term "Active" in reference to a Ruling Elder, Deacon, or Diaconal Ministry Team member means one who continues to be a Member and is serving a current term as a member of the Session, the Board of Deacons, or the Diaconal Ministry Team.

BCO: "BCO" means the Book of Church Order of the Presbyterian Church in America, which comprises the Form of Government, the Rules of Discipline, and the Directory for Worship, all as adopted and maintained by the PCA, subject to amendment according to its own terms.

Deacon: The term "Deacon" means a male Member who has been duly elected, ordained and installed to that position. An Active Deacon is an officer and serves on the Board of Deacons.

Diaconal Ministry Team: The term "Diaconal Ministry Team" means male or female unordained, non-officer Members who have been duly appointed and commissioned for that service. The Session shall determine the terms of active service on the Diaconal Ministry Team.

Diaconate: The term "Diaconate" shall mean the Board of Deacons and the Diaconal Ministry Team taken together.

Elder: The term "Elder" means a Ruling Elder, a Teaching Elder, or both, depending upon the context in which the term is utilized.

Emeritus: The term "Emeritus" when used in connection with the term Elder, Deacon or Diaconal Ministry Team means one who has been granted Emeritus Status by the Session.

Governing Documents: The term “Governing Documents” shall mean and shall refer to the applicable provisions of the Texas Business Organizations Code, the BCO, CEPC’s Amended and Restated Certificate of Formation, and these Bylaws.

Member: See Article 5 of these Bylaws concerning categories of church membership.

Officers: For ecclesiastical purposes, the term “officers” shall mean Teaching Elders, Ruling Elders, and Deacons. For legal purposes, "officers" shall mean the members of the then current Session.

PCA: "PCA" means the Presbyterian Church in America, an ecclesiastical denomination.

RONR: The term or abbreviation "RONR" shall mean *Robert's Rules of Order, Newly Revised, 11th Edition*, or the more current edition.

Ruling Elder: The term “Ruling Elder” means a male Member who has been duly elected and ordained to that office.

Session: The term “Session” means the ruling body of CEPC, and comprises Active Ruling Elders, the senior pastor, and associate pastor(s) if any.

Teaching Elder: The term "Teaching Elder" means a male who is a Minister of the Word as such term is used in the BCO.

ARTICLE 2 - PURPOSES

The purposes of CEPC shall be those as set forth in its Amended and Restated Certificate of Formation on file with the Office of the Secretary of State of the State of Texas.

ARTICLE 3 - TYPE OF ORGANIZATION

CEPC is a non-profit corporation as that term is defined in Section 1.002(59) of the Texas Business Organizations Code.

ARTICLE 4 - GOVERNMENT

Section 1 - Governing Documents: CEPC shall be governed in accordance with its Governing Documents.

Section 2 - Officers: Officers shall perform the duties prescribed by CEPC’s Governing Documents.

Section 3 - Delegated Authorities: At least annually, and more frequently as may be necessary or appropriate, the Session shall approve a written delegation of authority allowing specific individuals to execute documents, agreements, and contracts consistent with the purposes, intent, and resolve of CEPC and on its behalf, until such time as those so authorized have their authority

rescinded or are replaced by subsequent Session action. In accordance with Section 9-2 of the BCO, such designees would most appropriately be Deacons, but may also include church staff, Elders, or Members. The authority of these designees is subject to the limitations set forth in Article 13 and Article 14 of these Bylaws. Such delegations in no way set aside the prerogative of the Session at any time to resolve to take action directly on behalf of CEPC, which resolution may be conclusively evidenced by a statement issued by the Clerk of Session.

ARTICLE 5 - MEMBERSHIP

Section 1 – Session Controlled: The Session shall be responsible for receiving, processing, enrolling, dismissing, and otherwise determining the members and the membership of CEPC.

Section 2 – Categories: Each member’s name shall be listed on a roll or rolls according to category. The Session shall be responsible for maintaining the rolls described in this Section and shall have the sole authority over a person’s membership category. There shall be two categories of membership: **Non-Communing Members and Communing Members.**

- a) **Non-Communing Members.** The children of believing Members are, through covenant and by right of birth, non-communing members of the church, and are entitled to the sacrament of baptism. Member parents are encouraged to have their non-communing member children baptized, whereby their names are also entered onto the **Baptized Roll** maintained by the Session in accordance with the BCO.

- b) **Communing Members.** A person desiring to become a Communing Member of CEPC shall make that desire known to the Session. The Session shall satisfy itself that such individual demonstrates evidence of true commitment to Jesus Christ as Lord, and a determination by the help of the Holy Spirit to live as becomes a follower of Christ. Applicants for Communing Membership shall be expected to attend and complete a CEPC class designed to prepare applicants for Communing Membership. Children under the age of eighteen of communing member parent(s) are not required to attend such a class, but shall be interviewed as to their readiness to assume full membership by representatives of the Session. All applicants, however, shall provide testimony to the Session of a personal relationship with Jesus Christ and of an ongoing growth in faith. The Session shall not be obligated to accept a profession of faith as qualifying for admission to membership if it discerns a pattern of life that is incongruent with the applicant’s profession of Jesus Christ as Lord as well as Savior. Communing Members are persons who have been accepted by the Session for membership, been baptized, been admitted by the Session to the Lord’s Table, and made a profession of faith as such is described in Chapter 57 of the BCO, including public assent to the declarations and promises contained in the membership vows therein set forth. Communing members are entitled to all the rights and privileges of the church, including its discipline. Persons received by the Session from other churches by letters of dismissal as well as those being received by reaffirmation of faith shall nonetheless submit themselves for approval by the Session, and shall make a public confession of faith as above, including assent to the membership vows set forth in the mentioned Chapter.

Section 3 – Membership Agreement: Every new member will be asked to sign a Membership Agreement in a form approved by the Session by which they recognize and accept appropriate features of membership in CEPC.

Section 4 -- Church Discipline: Communing Members by their own volition have submitted to the government and discipline of CEPC. Discipline is the exercise of authority given to the church by the Lord Jesus Christ to instruct and guide its members and their children, and to promote the church’s purity and welfare. Its exercise from time to time is highly important in the life of the church. Disciplinary proceedings and actions shall be undertaken as appropriate in accordance with Holy Scripture and the Governing Documents.

ARTICLE 6 - CONGREGATIONAL MEETINGS

Congregational meetings shall be called as necessary or required in accordance with the BCO and this Article. A quorum for any congregational meeting shall be as set forth in the BCO. Every year, one or more meetings of the congregation shall serve as meetings of the corporation during which the congregation will elect the current year’s class of officers, receive a fiscal report of the previous year’s activity, and receive any qualified audit report as per Article 13.5 of these bylaws.

**ARTICLE 7 - PROCEDURE FOR THE ELECTION OF OFFICERS,
AND TERM OF OFFICE**

Section 1 – Call to Office: The call to office as an Elder or a Deacon is for a lifetime. Those ordained to an office are always in a position to exercise the spiritual power of order, as it is understood ecclesiastically, for the benefit of the church family, and in this sense their term of service to the church body is perpetual.

Section 2 - Terms of Active Service: Terms of active service of ruling elders, deacons, and Diaconal Ministry Team members shall be in classes keyed to specific July to June annual terms of no fewer than three years, except to fill vacancies, provided that none who has served a full three year term shall be eligible for further active service in that position for a period of one year.

Section 3 – Number of Active Ruling Elders and Active Deacons: There shall be no more than four Ruling Elders in each class elected for a three year term. There shall be at least three, but no more than seven, Active Deacons, without regard to their specific classes of active service. The total number of Active Deacons plus non-Deacon members on the Diaconal Ministry Team shall be no more than twelve.

Section 4 -- Emeritus Status of Officers: The Session may grant Emeritus Status to a Teaching or Ruling Elder, to a Deacon, or to a Diaconal Ministry Team member, whereupon that person may have a voice in any regular or called meeting of the body to which the Emeritus status pertains, but shall not have a vote.

Section 5 – Nomination Procedure -- The procedure for the election of officers is set forth in Chapter 24 of the BCO. To aid and encourage the congregation to bring forth candidates, Members

annually shall elect a nominating committee consisting of eight members: two Active Ruling Elders appointed by the Session, with one appointed as chairman, two Active Deacons or Diaconal Ministry Team members appointed by the Board of Deacons, and four at-large Members from the congregation. The four at-large Members shall be elected by the congregation during a meeting called by the Session for this purpose. In order to assist the congregation, the officers appointed to the committee may recommend four at-large Members for the congregation's consideration. Upon presentation of the at-large candidates, the Moderator shall ask for any other nominees from the congregation. If other candidates are nominated, a written ballot shall be used, and the at-large Member positions shall be filled in the order of those Members receiving the most votes, with each Member present at the meeting and voting being entitled to cast a vote for as many as four distinct and separate candidates. The Senior Pastor shall be an ex officio member of the nominating committee.

The Active Elder appointed as chairman of the nominating committee shall convene the committee to begin the selection of nominees as soon as practicable after the election of the at-large Members. The committee shall also preliminarily assess those whose names are submitted to it by communing members according to the requirements of 1 Tim. 3 and Titus 1 and satisfy itself that individuals whose names are submitted to it do not consider themselves providentially hindered from accepting a position due to prior commitments, positions of potential conflict of interest, or other life circumstances. After the committee has performed its preliminary assessments the chairman of the committee shall provide the names of those it still has under consideration to the CEPC pastoral staff for their review and guidance regarding those names. As one facet of such review, the pastoral staff may consider whether the named individuals have demonstrated a reasonable level of faithful stewardship to CEPC. The committee shall submit the names it has received and considered to the Session, and the Session shall thereupon contact the names it has received through the Nominating Committee to inquire of their willingness and readiness to undergo training and examination as prescribed in Chapter 24-1 of the BCO and, for those willing and ready, provide the training and examination required under that Chapter. Upon completion of such training and examination, the Session shall decide who among those who have been so trained and examined is qualified to serve in the office under consideration. At the discretion of the Session, a number of candidates greater or lesser than the number of openings on each of the officer boards may be nominated, but the nomination of any greater number of candidates shall not change the number to be elected in each category. At its discretion, the nominating committee may also provide the Session names of Members whom the Session might want to consider for appointment to the Diaconal Ministry Team.

Section 6 - Election, Ordination and Installation: The election, ordination, and installation of officers shall proceed as set forth in Chapter 24 of the BCO. Within a reasonable time following their election, each of those validly qualified and elected as either elder or deacon shall be duly ordained and/or installed to the respective office to which elected. Individuals selected by the Session to serve as Diaconal Ministry Team members shall be commissioned by the Session, not "installed" or "ordained".

Section 7 - Temporary filling of officer vacancies: If an officer vacancy occurs before the end of a term, the Session may select a replacement to fill the vacancy until the first day of July next following the commencement of the next normal officer nominating process. The replacement

must already be ordained to the office associated with the vacancy and must otherwise meet the qualifications required for election to that office. The replacement officer will be designated as Elder Pro Tem or Deacon Pro Tem, and will have the same authorities and responsibilities as the other officers of the respective body. At the next congregational meeting for election of Officers, a Pro Tem officer may, but need not, be elected by the congregation to fill out the remaining term, if any, of the post corresponding to the officer class in which the vacancy arose, or to a new full term, but not both. If the congregation is providentially hindered from timely electing officers whose terms are ending, the officers completing a full three year term, may, upon the Session's request, continue to serve until the congregation meets to elect new officers and such new officers are installed. The Session may fill Diaconal Ministry Team member vacancies at its discretion.

ARTICLE 8 – QUORUMS AND MEETINGS OF OFFICER BODIES

Section 1 - Regular and Called Meetings: The Session and Board of Deacons, respectively, shall determine the frequency and schedule for their stated and regular meetings, provided a joint meeting shall be conducted at least quarterly. Called meetings shall be duly noticed in accordance with the BCO, subject to waiver of notice agreed by all active officers.

Section 2 - Quorum Requirements: In accordance with BCO 12-1, a quorum of the Session shall consist of at least one of the Senior or Associate Pastors and two active Ruling Elders. The Board of Deacons may determine a quorum requirement for itself.

Section 3 - Meetings by Remote Communications Technology: In accordance with Sections 6.002 and 22.002 of the Texas Business Organizations Code, a meeting of the Session may be held by means of a remote electronic communications system, including videoconferencing technology or the Internet, only if: (1) each person entitled to participate in the meeting consents to the meeting being held by means of that system; and (2) the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant.

Section 4 - Unanimous Written Consent to Action - In accordance with Section 6.201 of the Texas Business Organizations Code, the Session may take action without holding a meeting, providing notice, or taking a vote, if each person entitled to vote on the action consents in writing to the specific action taken. Such written consent shall have the same effect as a unanimous vote at a meeting.

Section 5 – Committees

The Session and Board of Deacons may form committees to consider issues and bring recommendations to their respective boards regarding matters within scopes of responsibility as detailed in protocols for such committees to be promulgated by each such Board.

ARTICLE 9 - VOTING

Section 1 - Congregational Meetings: Voting at congregational meetings shall be in accordance with RONR, with votes cast by the Members who are physically present. Except for specific,

special matters for which a two-thirds majority is required, a simple majority of votes cast is required to approve the matter(s) presented.

Section 2 - Meetings of the Session and Board of Deacons: A member of the Session or of the Diaconate is entitled to one vote. Voting shall be conducted in accordance with RONR. Emeritus Elders and Emeritus Deacons are entitled to attend and participate in discussion at all such meetings but they are not entitled to vote. Members of the congregation are permitted to attend Session meetings other than executive sessions, and, if granted privilege of the floor, may speak to an issue before the Session, or before a meeting of the Board of Deacons, but they are not entitled to vote. Diaconal Ministry Team members shall attend meetings and may vote on all issues of benevolence and service.

Section 3 - No Absentee Balloting, Proxy, or Cumulative Voting: For the meetings named above in Sections 1 and 2, there shall be no voting by absentee ballot, by proxy, or by cumulative voting.

ARTICLE 10 - PARLIAMENTARY AUTHORITY

The rules contained in RONR shall govern the meetings of the congregation. The rules contained in RONR shall govern the meetings of the Session and the Diaconate, subject to any special and duly constituted rules of order the Session may adopt.

ARTICLE 11 - FISCAL YEAR

The fiscal year of CEPC shall be the calendar year unless otherwise changed by appropriate resolution of the Session.

ARTICLE 12 - OPERATIONS, ACTIVITIES, AND USE OF FACILITIES

The land, buildings, equipment and all improvements located at 8300 Katy Freeway, Houston, Harris County, Texas are solely owned and controlled by CEPC.

- a) CEPC, its ministers, officers, staff, employees, Members and guests shall use the CEPC facilities solely for purposes consistent with the mission, faith and doctrine of CEPC as set forth in the Governing Documents.
- b) The Session, or an authorized designee under Article 4.3 of these Bylaws, must approve any use of the CEPC facilities by other persons or groups, and then solely for purposes consistent with the mission, faith and doctrine of CEPC as set forth in the Governing Documents.
- c) The CEPC facilities are not facilities of public accommodation but are facilities dedicated and restricted solely for the permitted uses set forth in this Article 12.

ARTICLE 13 - CHECKS AND DEPOSITS

Section 1 - Checks: Checks, drafts or other orders for the payment of money issued in the name of CEPC shall be signed by an authorized designee of the Session in accordance with Article 4.3 of these Bylaws. Routine and appropriate disbursements in amounts not exceeding a fixed limitation as determined from time to time by the Session may be signed by a single designee. Disbursement amounts exceeding that fixed limitation shall be signed by two authorized designees.

Section 2 - Deposits: Funds received by CEPC shall be promptly deposited to the credit of CEPC in banks, trust companies, or other depositories as the Session, by resolution, may select.

Section 3 - Investment Policy: The investment policy for management of CEPC's investment assets shall be as directed by the Session, and such assets shall be monitored by the Session, and the CEPC finance committee, which shall include at least one Deacon.

Section 4 - Reconciliation: The accounts of CEPC shall be reconciled monthly by a staff member who does not have authority to disburse funds on behalf of CEPC. A staff member discovering any material discrepancy shall immediately communicate full information about the discrepancy directly to the Clerk of Session, the Chairman of the Board of Deacons and the Chairman of the CEPC finance committee, in addition to taking whatever other internal action the staff member believes may be appropriate. Reports that compare fiscal performance to budget shall be provided monthly to the Session and Diaconate for review.

Section 5 - Audits: The books and financial records of CEPC shall be audited by a professional audit firm at a frequency so directed by the Session; but not less often than annually. Within sixty (60) days after the conclusion of each audit, the audit firm shall deliver a written opinion, together with an oral report to the senior pastor, the chairman of the CEPC finance committee, and any other elder or deacon wishing to attend. At the next regularly scheduled Session meeting, said chairman shall report to the Session the substance of the audit firm's oral report. Any written opinion from the audit firm which is qualified shall be made available promptly to the Session and the Diaconate and reported to the Members.

ARTICLE 14 - CONTRACTS AND EVIDENCES OF INDEBTEDNESS

No contract may bind or purport to bind CEPC for the payment of funds, or for the performance of any obligation, unless signed by an authorized designee per **ARTICLE 4.3**. Every contract by which CEPC would (a) sell physical property or (b) expend more than \$10,000 to buy or perform maintenance, repair, or improvement on its physical property, shall be specifically authorized in advance by resolution of the Board of Deacons in collaboration with, and approved by, the Session. The Session may require adherence to a "purchase order" system under which the various employees of the church shall requisition and bind the church for matters coming within a particular committee or ministry budget. No note, or other evidence of indebtedness, may bind CEPC unless signed by an authorized designee per **ARTICLE 4.3**.

ARTICLE 15 - INDEMNIFICATION

CEPC shall indemnify its officers, specifically including its Elders, Deacons, and Diaconal Ministry Team members acting in their roles, to the fullest extent permitted by the Texas Business Organizations Code and by law, and may indemnify its employees and agents to the same or a narrower extent. The Session is authorized to decide how and when other indemnifications shall be made available. CEPC shall maintain appropriate liability insurance coverage for all of its officers, employees, and agents.

ARTICLE 16 - POLICY MANUALS

The Session is authorized to adopt policy manuals which would contain, among other things, guidance, rules, regulations, employment practices, scopes of work and the like, collectively referred to as “policy,” that are consistent with the Governing Documents. If the Session elects to adopt policy manuals, said manuals shall reflect the official action of CEPC. No changes, additions, amendments or rescissions to a manual may be made effective without Session approval.

ARTICLE 17 - SEVERABILITY

If any provision of these Bylaws or its application to any person or circumstance is held invalid by a court of competent jurisdiction, such invalidity shall not affect any other provisions or applications of these Bylaws that can be given effect without the invalid provision or application, and, to this end, the provisions of these Bylaws are severable.

ARTICLE 18 - AMENDMENTS OR ADDITIONS TO BYLAWS

These Bylaws may only be adopted or changed by the congregation of CEPC. Any act of adoption or amendment must be in strict accordance with RONR, which covers, inter alia, the specificity of required notice and a two-thirds approval requirement.

ARTICLE 19 - DISSOLUTION

Section 1 – Act of Dissolution: To dissolve CEPC the corporation, a resolution of dissolution must be approved by at least two-thirds of the Session. Upon approval by the Session, the resolution shall be submitted to the Members for a vote. At a duly called congregational meeting with a quorum present, at least two-thirds of those Members present must approve a resolution of dissolution. If the Members approve the resolution, the authorized designees per Article 4.3 of these Bylaws shall proceed with the disposition of assets and necessary filings and recordings with the appropriate governmental agencies.

Section 2 – Disposition of Assets: Upon the dissolution of CEPC the corporation, its remaining net assets shall be distributed at the discretion of the Session in accordance with all applicable provisions of Texas law. “Remaining net assets” are defined as assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation.

- END OF BYLAWS –

RESOLUTION APROVING THE
AMENDED AND RESTATED BYLAWS OF
CHRIST EVANGELICAL PRESBYTERIAN CHURCH OF HOUSTON

“Whereas the Members of Christ Evangelical Presbyterian Church of Houston (hereinafter “CEPC”) came together as a congregation and incorporated under the laws of Texas by adopting a set of Articles of Incorporation in March of 1991;

Whereas the Members of CEPC did resolve to affiliate with the denomination known as the Presbyterian Church in America in February, 2019;

Whereas the Session of CEPC did resolve to apply for membership in the Houston Metro Presbytery of the Presbyterian Church in America in February of 2019, and thereafter was received by the Houston Metro Presbytery in April of 2019;

Whereas CEPC amended its charter document by the filing of its Amended and Restated Certificate of Formation with the Secretary of State of the State of Texas effective as of _____, 2020;

Whereas CEPC maintains bylaws in order to provide more clarity to the local governance of this church, which bylaws by its own terms are subject to amendment by the congregation of CEPC;

Whereas a revision to CEPC’s existing bylaws is necessary and desired;

Therefore, the congregation of CEPC resolves that the Amended and Restated Bylaws to which this resolution is appended are accepted and were approved in whole at its congregational meeting of _____, 2020.

As the Clerk and Moderator of the congregational meeting of _____, 2020, we affirm the meeting was duly noticed in advance, that a proper quorum was present, that the above resolution was duly presented to the congregation of Christ Evangelical Presbyterian Church and approved by the required two-thirds majority of those in attendance.

Clerk of Session

Rev. Richard B. Harris
Moderator of the Session