

BYLAWS OF MEMORIAL DRIVE PRESBYTERIAN CHURCH U.S.

Section 1. Statement of Purpose. Memorial Drive Presbyterian Church (“The Church”) is a Texas nonprofit corporation organized under the laws of the State of Texas with principal place of business in Houston, Texas. The Church is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2. Relation to ECO. The Church 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 Church abides by the ECO Essential Tenets and is governed by the ECO Polity and Rules of Discipline, respectively. The Essential Tenets, Polity, and Rules of Discipline, as amended from time to time, collectively constitute the ECO Constitution, which is incorporated into and made a part of this document.

This corporation shall constitute the corporation through which The Church shall act legally as described in the Polity. The following Bylaws set forth provisions for the governance and operation of the corporation. These Bylaws shall at all times

be subject to the provisions of the Constitution, and the applicable provisions in the Constitution shall take priority over any inconsistent provisions in these Bylaws. These bylaws are also subject to the Texas Business Organizations Code (the “TBOC”) and the Articles of Incorporation of The Church.

Section 3. Governance of The Church. These Bylaws contain provisions for the regulation and management of The Church. While the governance of The Church is covered in both The ECO Polity and Discipline and The Church’s Bylaws, a number of details are not addressed in those documents. The Church’ Policies and Procedures Manual is intended to provide more specificity regarding day-to-day practices of The Church. The Policies and Procedures Manual may be amended at any

time by a majority vote of the Session.

Section 4. Meetings of the Congregation.

Meetings of the congregation shall be called by the Session, or when requested in writing by one fourth of the active members on the roll of the congregation. An annual meeting of the congregation shall take place in The Church building each year at a time designated by the Session, at which meeting the congregation may hear reports and plans from the Session and other church organizations, and transact business as appropriate. The congregation shall review the adequacy of the compensation of pastors upon report of the prior review by the Session or a Session committee. Special meetings may be called by the Session for purposes appropriate to an annual meeting or such other business as may

be proper for congregational consideration, e.g., matters related to electing officers, calling pastors, pastoral relationships, buying, selling, or mortgaging real property, and permissive powers of a congregation. The business to be transacted shall be restricted to that which is specified in the call. At the annual congregational meeting, the congregation shall be provided a written report concerning a review of The Church's activities for the prior year.

Section 5. Notice of Congregational Meetings.

Public notice of the meetings shall be given in printed and verbal form on at least two successive Sundays prior to the meeting, which can take place following worship on the second Sunday. When the meeting is called for the purpose of electing a pastor, the notice shall be given in

printed and verbal form at least ten days in advance, which shall include two successive Sundays.