

BYLAWS OF TELUGU CHRISTIAN FELLOWSHIP OF HOUSTON, INC.

ARTICLE I – ORGANIZATION NAME AND PURPOSE

Section 1.1: The name of the organization shall be Telugu Christian Fellowship of Houston, Inc. (hereinafter the "Organization").

Section 1.2: Purpose of the Organization. Telugu Christian Fellowship of Houston, Inc. is organized to *bring the Gospel of Jesus Christ to all people in the United States and teach them to obey the commandments of Jesus Christ.* By acceptance of these Bylaws, the Organization shall be entitled to modify its business purpose to serve as a religious fellowship, governed by a Leadership Team that is duly elected by members of the Organization.

- A. 501(c)(3) Purpose Statement Clause: This congregation is organized as a church exclusively for charitable, religious, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law), for such purposes including, but not limited to, the proclaiming of the Gospel of the Lord Jesus Christ; the establishing and maintaining of religious worship; the educating of believers in a manner consistent with the requirements of Holy Scripture; and the maintaining of missionary activities in the United States and any foreign country.
- B. Private Inurement/Conflict of Interest Clause: No part of the net earnings of the church shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the church shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the tax-exempt purposes of the church.
- C. Political Activities Clause: No substantial part of the activities of the church shall be the carrying on of propaganda or otherwise attempting to influence legislation. The church shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.
- D. Dissolution Clause: Upon the dissolution of the corporation, after paying or making provision for payment of all its liabilities, the corporation shall dispose of all of its remaining assets to such organization or organizations formed and operated exclusively for religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- E. Exempt Activities Clause: Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE II – STATEMENT OF FAITH

SECTION 2.1: STATEMENT OF FAITH

(A) The Holy Scriptures. We believe the Old and New Testament Scriptures are the verbally and plenary inspired Word of God. The Scriptures are inerrant, infallible and God breathed and are, therefore, the final authority for faith and life. The sixty-six books of the Old and New Testaments are the complete and divine revelation of God to Man. The Scriptures shall be interpreted according to their normal grammatical-historical meaning, and all issues of interpretation and meaning shall be determined by the pastor. The King James Version of the Bible shall be the official and only translation used by the church. (2 Tim. 3:16-17; 2 Pet. 1:20-21)

(B) The Godhead. We believe in one triune God, eternally existing in three persons—Father, Son, and Holy Spirit—each co-eternal in being, co-identical in nature, co-equal in power and glory and having the same attributes and perfections. (Deut. 6:4; Matt. 28:19; John 14:10, 26; 2 Cor. 13:14)

ARTICLE III - MEMBERSHIP

Section 3.1: Requirement of Membership. Membership in the Organization shall require a person to satisfy the following:

- a. Professes Jesus Christ as their Lord and Savior.
- b. At least 18 years of age.
- c. Supports the Organization with their prayers, service, and gifts.
- d. Is involved, to some extent, in the activities, events, or mission of the Organization
- e. Completes a Family Membership Roster Form.

Section 3.2: Membership Roster. Every member of the Organization shall have his or her name, address, email, and phone number listed on the Organization's Family Membership Roster (whether that person is a married or unmarried person), which shall be issued no later than February of each calendar year. A person may continue to be a member of the Organization unless his or her membership is terminated as provided for in these bylaws.

Section 3.3: General Body. The General Body of the organization shall mean those members who are in attendance at any duly called meeting of the Organization, along with the Leadership Team, and are empowered to vote on all matters relating to and pertaining to the Organization, as set out in these Bylaws.

Section 3.4: Elders. The Elders (1 Timothy 3:1-7) shall comprise of four (4) members in good standing with the organization, exemplars of the purpose and mission of the Organization, be above reproach, each of whom has reached the age of thirty-five, (35) and has been active in various aspects of the Organization, having served two terms in the leadership team in the years prior to his or her selection and appointment as Elder by the then existing Leadership Team, and approved by General body, which is further defined in these bylaws.

3.4.1 Staggered Term. Each Elder shall have a term of two (2) years, with two elders being up for reappointment each year. The initial composition of Elders shall be four (4) elders. Based on a cast of lot, they will be chosen to serve for 1 or 2 years. The one who gets 1 year, will drop off after 1 year and will be up for reappointment after 2 years. Those in lot 2, will serve for 2 years and will be up for reappointment after 2 years. Those appointed after the initial composition will serve for 2 years.

3.4.2 Consideration of Application for President. The Elders shall, each year, by the end of the third calendar quarter, request from the General Body, receive, and consider all applications by qualified individuals, who have served at least two terms in the leadership team, to serve as President of the Organization, and recommend one individual to stand for ratification, by the General Body. In case of a tie in electing the incoming President, the current President shall cast the tie breaking vote.

3.4.3 Governance. The Elders shall have the authority to recommend to the General Body the removal of a sitting President or any other member of the Leadership Team, regardless of whether the Leadership Team has requested such action, for the demonstrable reason that such person has failed to follow the precepts or mission of the Organization. A disagreement with policy shall not be sufficient grounds to invoke such right or removal, and the Elders shall not interfere, comment upon, or otherwise subordinate, in any way, the authority of the President or the Leadership Team with respect to the governance of the Organization.

3.4.4 An Elder may be removed prior to the expiration of his or her term, by the General Body, for the same reasons that a member may be terminated or attempting to unduly interfere with the authority of the Leadership Team, in policy matters affecting the Organization.

Section 3.5: Termination of Membership. An individual may cease being a member of the Organization if

(1) he or she voluntarily ceases participation, in any capacity, in the Organization, and advises the leadership team of their interest to cease being a member

(2) may have his or her membership involuntarily terminated if that person materially interferes with the operations, growth, and mission of the Organization.

(3) The membership of any individual member shall automatically terminate without notice if the member openly and unashamedly disagrees with any provision found in the Statement of Faith.

ARTICLE IV - MEETINGS

Section 4.1: Meetings. The Organization shall call a General Body Meeting at least once per quarter, to discuss the operations, growth, finances, mission, and other business of the

Organization. The date of the General Body Meeting shall be called by the Leadership Team who shall also set the time and place of such meeting. Every matter to be discussed at such quarterly meeting shall be clearly delineated in the meeting agenda. All extraordinary items may, upon consent of a simple majority of the members of the Organization, be addressed at such Quarterly meeting.

Section 4.2: Year End General Body Meeting. The President of the Leadership Team is required to call a year end General Body Meeting, in the fourth quarter of each calendar year (which may coincide with the fourth quarter General Body Meeting), at which the Organization shall elect a new President, pursuant to the procedures outlined in these Bylaws, and ratify the officers selected by the incoming president.

Section 4.3: Notice. Notice of each meeting shall be given to each member, by email, not less than seven (7) days before the meeting. Notice shall also be provided to the members of the Organization at the worship / fellowship service in the month prior to the meeting and place such notice of meeting on the Organization's web page, if any. If insufficient notice is provided as to any regular or special meeting of any governing group of the Organization, the attendees shall sign a waiver in lieu of notice so that such meeting may proceed. A meeting with insufficient notice shall not proceed if a quorum of the attendees refused to sign a waiver in lieu of notice.

Section 4.4: Quorum. A quorum of the members, constituting at least 75% percent of the Leadership Team and all members who chose to attend.

Section 4.5: Voting. At every General Body Meeting of the Organization, each director shall have one (1) vote, which shall not be cast by proxy. Each member in attendance at the General Body meeting shall be entitled to cast one vote, which shall not be cast by proxy.

ARTICLE V - LEADERSHIP TEAM

Section 5.1: Leadership Team Role, Size, Compensation. The Leadership Team shall be responsible for the control and management of the affairs and business of the Organization. It shall be regularly convened by the President after due notice to all the members of the Leadership Team of the meeting and providing every member of the Leadership Team a copy of the meeting agenda of items to be addressed at the meeting. The Leadership Team is also responsible for overall policy and direction of the Organization. The Leadership Team shall have up to four (4) members, including the President. Members of the Leadership Team shall receive no compensation for their services, and shall not be involved in any transaction, even an arm's length transaction, with the Organization.

Section 5.2: Requirements to Serve on the Leadership Team. Every member of the Leadership Team must be a person of good moral character, believing that Jesus Christ is his or her personal savior, be above reproach, not arrogant or quick tempered, and be an active contributing member of the Organization.

Section 5.3: Composition of the Leadership Team. The Leadership Team shall be composed of a President, elected by the General Body of the Organization, and a vice president, Executive Secretary and Treasurer, and secretary, each of whom shall be selected by the President and ratified by the General Body.

5.3.1 President. The President of the Organization shall be an individual who is an active, contributing member of the Organization, and has served on the Leadership Team at least two times prior to nomination. Any person seeking to serve as President may be recommended to the General Body by the Elders of the Organization. Upon selection by the Elders and elected by the General Body, the incoming President shall then select individuals to serve on the leadership team, who must then be confirmed by the General Body. The President is tasked with all duties relating to the operations, finances, growth, missions, and outreach of the Organization for the duration of his or her one-year term in office. The President shall, directly or through those persons he or she appointed to serve on the Leadership Team, report to the General Body at least once per quarter on all such matters relating to the operations, finances, growth, missions, and outreach of the Organization.

5.3.2 Vice President. The Vice President shall be a person who is an active, contributing member of the Organization, having served on leadership team at least once prior to his or her investiture as Vice President. In the event the President cannot complete his or her term in office, due to resignation or removal, the Vice President shall assume the duties of the President and select another person to serve as Vice President for the remainder of the former President's term.

5.3.3 Executive Secretary and Treasurer. The treasurer shall have been an active member of the Organization for at least two years and shall be tasked with maintaining good financial order or the financial accounts of the Organization, prepare an annual budget, and be a good steward of the money entrusted to the Organization by its Members. The Treasurer is also required to work with the Organizations accountants to timely and accurately file tax returns and any other financial reports required by a non-profit organization.

5.3.4 Secretary. The Secretary shall be an active member of the Organization for at least two years and shall be tasked with maintaining the books and records of the organization, including overseeing changes to the Organization's website, issuing notices of meetings to the members, and preparing agendas and minutes of each meeting. The Secretary shall further keep true and accurate minutes of each Leadership Team meeting and make those non-confidential portions of the Leadership Team meeting's minutes available to members, upon a valid request.

Section 5.4: Leadership Team Elections and Confirmation. Election of the new President and confirmation of his or her appointments to the Leadership Team shall occur on the last General Body quarterly meeting.

Section 5.5: Chairman / President. The duly elected President of the Organization, by virtue of his or her position as President, shall also serve as the Chairman of the Leadership Team.

Section 5.6: Terms. All Leadership Team members shall serve one (1) year term. Each member of the Leadership Team, except the President, shall be eligible to serve on a subsequent Leadership

Team, but under no circumstances may a member of the Leadership Team serve for more than two consecutive terms. The President shall not serve in any Leadership Team capacity for two calendar years subsequent to his or her term as President.

Section 5.7: Notice. An official Leadership Team meeting requires that each Leadership Team member have written notice two (2) days in advance, unless circumstances require a shorter notice.

Section 5.8: Recording Votes. The vote of each Leadership Team, whether in support of a resolution, in opposition, or in abstention, shall be recorded and be made part of the books and records of the Organization. The vote of attendance at each meeting, including the time that any Director was absent during the meeting, shall be recorded and made part of the books and records of the Organization.

Section 5.9: Location. All meetings, whether annual, regularly, quarterly or special, will be designated by the Leadership Team. The Chairman will chair committees on special subjects as designated by the Leadership Team.

Section 5.10: Books and Records. The Secretary shall be responsible for keeping records of Leadership Team actions, including overseeing the taking of minutes at all Leadership Team meetings, meetings of members, sending out meeting announcements, distributing copies of minutes and the agenda to each Leadership Team members, and assuring that corporate records are maintained. The Books and Records of the Organization shall be maintained at the Organization's principal place of business and shall be electronically stored.

Section 5.11: Financial Report to the Leadership Team. The Treasurer shall make a written report at each Leadership Team meeting on the financial affairs of the Organization, including any ordinary planned and extraordinary unplanned expenditures. The treasurer shall further chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Leadership Team members. Such financial records shall also be made available to the members of the Organization, for a proper purpose, as determined by Texas law.

Section 5.12: Expenditure. The treasurer may, in the ordinary course of his duties, make or authorize the making of any expenditure or obligation in any amount not exceeding One Hundred dollars (\$100). The President and Leadership team may make or authorize the making of any expenditure or obligation in any amount not exceeding Three Hundred dollars (\$300). The membership may make or authorize the making of any expenditure or obligation in any amount whatsoever.

Section 5.13: Missions. Payments to Missions are to be made to registered Christian organizations not exceeding five hundred dollars (\$500) per organization per year. Payments shall be made only in the organization name. No payments shall be made to any individuals names.

Section 5.14: Vacancies. When a vacancy on the Leadership Team arises during an ongoing term, nominations for new members may be received by the Leadership Team. These nominations shall

be reviewed by the Leadership Team, and those candidates proposed by the Leadership Team shall be submitted for a ratification vote by the General Body.

Section 5.15: Resignations and Termination. Resignations, if any, from the Leadership Team must be in writing and tendered to the Secretary or the President. A Leadership Team member shall be removed from Leadership Team by a three-fourths vote of the remaining directors or upon the request of the President. The President may be removed by a recommendation by the Elders, and an affirmative vote of such recommendation by the General Body.

Section 5.16: Special Meetings. Special meetings of the Leadership Team, if required, shall be called upon the request of the Chairman or one-third of the Leadership Team. Notices of special meetings shall be sent out by the Secretary to each Leadership Team member.

ARTICLE VI - COMMITTEES

Section 6.1: Creation of Committees. The Leadership Team may create committees as needed, such as fundraising, charities, Annual family conference (CFC), India Fest, Family Retreats, Youth Ministry, etc., and delegate such authority to those committees to carry out the purposes tasked to those committees. The Leadership Team shall not, however, delegate financial authority to those committees, or allow those committees to bind the Organization to any contract that is not authorized by the Leadership Team.

Section 6.2: Finance Committee. The Treasurer is chair of the Finance Committee, which includes three other Leadership Team members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Leadership Team members. The fiscal year shall be the calendar year. The Leadership Team must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Leadership Team, with the report of same to the members of the Organization. Annual reports are required to be submitted to the Leadership Team showing income, expenditures, and pending income. The Finance Committee shall be responsible for preparing an annual budget and detail extraordinary expenditures of the Organization to the membership at all regularly scheduled meetings of the members of the Organization.

ARTICLE VII – CONFLICT OF INTEREST

Section 7.1: Purpose. The purpose of this conflict-of-interest policy is to protect the Church's interest when it is contemplating entering into a transaction or arrangement that might either benefit the private interest of anyone on the Leadership Team or trustee of the Church or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state or federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Section 7.2: Definitions.

(A) Interested Person: Any trustee or Leadership member who has a direct or indirect financial interest.

(B) Financial interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(1) An ownership or investment interest in any entity with which the Church has a transaction or arrangement,

(2) A compensation arrangement with the Church or with any entity or individual with which Church has a transaction or arrangement, or

(3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Church is negotiating a transaction or arrangement.

(4) A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the board decides that a conflict of interest exists.

(C) Compensation: Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 7.3: Procedures.

(A) In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the trustees considering the proposed transaction or arrangement.

(B) After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he shall leave the board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.

(C) An interested person may make a presentation at the board meeting, but after the presentation, he shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(1) The chairman of the board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(2) After exercising due diligence, the board or committee shall determine whether Church can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(3) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board shall determine by a majority vote of the disinterested trustees whether the transaction or arrangement is in the best interests of Church, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(D) If the board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(E) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 7.4: Records of Proceedings.

(A) The minutes of the board shall contain the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's decision as to whether a conflict of interest in fact existed.

(B) The minutes of the board also shall contain the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 7.5: Compensation.

A voting member of the board who receives compensation, directly or indirectly, from the church

ARTICLE VIII - INDEMNIFICATION

Section 8.1: Action subject to Indemnification.

(A) The church may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including all appeals (other than an action by or in the right of the church) by reason of the fact that the person is or was a leadership team member, deacon, elder or agent of the church, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit, or proceeding; and if that person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the

church and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

(B) The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that he reasonably believed to be in or not opposed to the best interests of the church and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

Section 8.2: Expenses Subject to Indemnification. To the extent that a leadership team member, deacon, elder or agent has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in this Article, or in defense of any claim, issue, or matter in that action, suit, or proceeding, he or she may be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the action, suit, or proceeding.

Section 8.3: Limitations of Indemnification. Any indemnification made under this Article, may be made by the church only as authorized in the specific case on a determination that indemnification of the leadership team member, deacon, elder or agent is proper in the circumstances because he has met the applicable standard of conduct. The determination shall be made (a) by a majority vote of a quorum consisting of the pastor and deacons who were not and are not parties to or threatened with the action, suit, or proceeding; (b) if the described quorum is not obtainable or if a majority vote of a quorum of disinterested deacons so directs, by independent legal counsel in a written opinion; or (c) by a majority vote of the members of the church.

Section 8.4: Timing of Indemnification. Expenses of each person seeking indemnification under this Article may be paid by the church as they are incurred, in advance of the final disposition of the action, suit, or proceeding, as authorized by the board of deacons in the specific case, so long as the leadership team member, deacon, elder or agent agrees to repay the amount if it is ultimately determined that he or she is not qualified to be indemnified by the church.

Section 8.5: Extent of Indemnification. The indemnification provided by this Article shall be deemed to be discretionary unless otherwise required as a matter of law or under any agreement or provided by insurance purchased by the church, both as to action of each person seeking indemnification under this Article in his official capacity and as to action in another capacity while holding that office, and may continue as to a person who has ceased to be a leadership team member, deacon, elder or agent and may inure to the benefit of the heirs, executors, and administrators of that person.

Section 8.6: Insurance. The church may purchase and maintain insurance on behalf of any person who is or was leadership team member, deacon, elder or agent of the church against any liability asserted against him and incurred by him in that capacity, or arising out of his status in that capacity, whether or not the church would have the power to indemnify him against liability under the provisions of this Article.

ARTICLE IX - AMENDMENTS

Section 9.1: Leadership Team Vote. These Bylaws may be amended, as required by a two-thirds (2/3) majority of the Leadership Team. Proposed amendments must be submitted to the Secretary to be issued with regular Leadership Team agenda.

Section 9.2: Approval by Membership. Upon approval by the Leadership Team, the General Body must approve any such amendments by a two thirds (2/3) majority. No amendment may take effect until it has been approved by the members of the Organization, as provided for in this Section.

These Bylaws were approved at a meeting of the Leadership Team of the Telugu Christian Fellowship of Houston, Inc. on the _____ day of _____, 2022, and accepted by the members of the Telugu Christian Fellowship of Houston, Inc. on the _____ day of _____, 2022, at which time it became a permanent corporate record of the Organization.

President
Telugu Christian Fellowship of Houston, Inc.