

BYLAWS

Of

FIRST METHODIST CHURCH OF FORT WORTH FOUNDATION, INC.

These bylaws of **FIRST METHODIST CHURCH OF FORT WORTH FOUNDATION, INC.**, a Texas non-profit corporation (“the Corporation”), are adopted in accordance with the Amended Certificate of Formation (referred to herein as the “Certificate of Formation”), approved on December 16, 2014 by action of the Board of Directors of the Corporation. All bylaws previously adopted by the Corporation are hereby repealed.

ARTICLE ONE

NAME, PURPOSES, POWERS AND OFFICES

Section 1.1. Name

The name of the Corporation is **FIRST METHODIST CHURCH OF FORT WORTH FOUNDATION, INC.**

Section 1.2. Purposes

The Corporation is organized and shall be operated exclusively for religious and charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provisions of any subsequent United States Internal Revenue law or laws (the “Code”). More particularly, the purposes of this Corporation are:

- (a) To solicit, receive, maintain and preserve (either absolutely or in trust, as trustee) gifts and bequests which are intended to benefit the First United Methodist Church of Fort Worth, an exempt organization under Section 501(c)(3) of the Code, in whole or in part.
- (b) To support benefit, be responsive to the needs of, assist in carrying out the purposes of and to promote the ministries, programs, and activities of First United Methodist Church of Fort Worth.
- (c) To promote, encourage, and foster any other similar charitable, religious or educational activities; to accept, hold, invest, and reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance or accomplishment of the purposes of the Corporation. Provided however, no act may be performed which would violate Section 501(c) (3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

Section 1.3. Powers

The Corporation is a non-profit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in Chapter 22 of the ("Texas Business Organizations Code"), as it now exists or as it may hereafter be amended. Without limiting the generality of the foregoing in any way, the Corporation shall have the power to issue annuities and to appoint designate, or otherwise employ another entity as trustee to manage the annuities of the Corporation. Notwithstanding the above, 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, some of which provide that:

- (a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporator, or any director or officer of the Corporation, or any private individual; provided, however, the Corporation shall be authorized and empowered to make reasonable payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purpose as set forth in these bylaws.
- (b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- (c) Notwithstanding any other provision of the Certificate of Formation, or these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, as amended or corresponding provisions of any subsequent federal tax law, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, as amended, or corresponding provisions of an subsequent federal tax law.
- (d) Notwithstanding any other provision of the Certificate of Formation, if this Corporation shall be, or shall be deemed to be in any one year, a "private foundation" as described in Section 509(a) of the Code, then (i) the Corporation shall make distributions in each taxable year at such time and in such manner as not to subject the Corporation to taxation under Section 4942 of the Code, and (ii) the Corporation is expressly prohibited from (1) engaging in any act of "self-dealing" as defined in Section 4941(d) of the Code, (2) retaining any "excess business holdings" as defined in Section 4943(c) of the Code, (3) making any investments in such manner as to subject the Corporation to taxation under Section 4944 of the Code, and (4) making any taxable expenditures as defined in Section 4945(d) of the Code.
- (e) No gift or grant shall be accepted by the Corporation if the gift or grant contains major conditions which would restrict or violate any of the Corporation's religious, charitable, or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

Section 1.4. Offices

The Corporation may have, in addition to its registered office, offices at such other places, both within and without the State of Texas, as the Board of Directors may from time to time determine or as the activities of the Corporation may require.

ARTICLE TWO

MEMBERSHIP

The Corporation shall not have any members

ARTICLE THREE

BOARD OF DIRECTORS

Section 3.1. General Powers; Delegation

The activities, property and affairs of the Corporation shall be managed by its Board of Directors, who may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by statute, by the Certificate of Formation or by these bylaws, unless otherwise expressly provided therein or herein.

Section 3.2. Number and Qualification

The Board of Directors shall consist of twelve (12) directors which number may be increased or decrease from time to time by amendment to these bylaws; provided, that at no time shall the number of directors be less than three (3), and no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. All persons nominated and elected to serve as a Director of the Foundation shall be a member of First United Methodist Church of Fort Worth (the "Church").

Section 3.3. Election and Terms of Office

The Board of Directors of the Corporation shall elect the members of its Board of Directors. The initial directors of the Corporation shall be those persons named in the Amended and Restated Articles of Incorporation as the directors. The Board of Directors shall be divided into three (3) classes. The first one-fourth of the Board of Directors shall be class one and shall serve a one year term after the date of their election; the second fourth of the Board of Directors shall be class two and shall serve a two year term after the date of their election; the remaining fourth of the Board of Directors shall be class three and shall serve a three year term after the date of their election. Upon the expiration of the term of a class of directors, a new class of directors shall be elected. All newly elected directors shall serve for a three year term, and successive three year terms if re-elected, and until such director's successor is elected and qualified, or until such director's earlier death, resignation, retirement, disqualification, or removal from office.

Section 3.4. Filling of Vacancies

The Board of Directors of the Corporation shall fill any vacancy occurring in the Board of Directors resulting from the death, resignation, retirement, disqualification or removal from office of any director during the calendar year. Any director elected or appointed to fill a vacancy shall hold office for the remainder of the vacated term or newly elected term and until such director's successor is chosen and qualified, or until such director's earlier death, resignation, retirement, disqualification or removal from office.

Section 3.5. Removal

Any director may be removed, either for or without cause, by the Board of Directors of the Corporation.

Section 3.6. Director Emeritus

In recognition of loyal and extraordinary service to the Church and Corporation the Board of Directors may, from time to time, elect a person as a Director Emeritus. Directors Emeritus shall be elected for life; may be appointed to one or more committees or subcommittees; shall be entitled to receive notice of and to attend and participate in all meetings of the Board and any committees and subcommittees; and shall have all other rights and privileges of Directors, including full voting privileges. However, the number of Director Emeritus, which may fluctuate from time to time, shall not be added to the regular composition of the Board of Directors for purposes of determining a quorum. The failure to give a Director Emeritus notice of a meeting of the Board of Directors shall not cause the meeting to be an unlawfully called or convened meeting of the Board of Directors.

Section 3.7. Advisory Directors

In recognition of loyal and extraordinary service to the Church and Corporation, the Board of Directors may, from time to time, elect a person and Advisory Director. Such Director shall be elected for a one (1) year term; may be appointed to one or more committees or subcommittees; shall be entitled to receive notice of and attend and participate in all meetings of the Board and any committees and subcommittees; and shall have all other rights and privileges of Directors, except the right to vote on any matter upon which Directors shall be entitled to vote. Provided, however, the failure to give such director notice of a meeting of the Board of Directors shall not cause the meeting to be an unlawfully called or convened meeting of the Board of Directors.

Section 3.8. Place of Meeting

Meetings of the Board of Directors shall be held at such places, within or without the State of Texas, as may from time to time be fixed by the Board of Directors or as shall be specified or fixed in the respective notices or waivers of notice thereof.

Section 3.9. Annual Meetings

An annual meeting of the Board of Directors shall be held each year on or after February 15 of each year. Notice of the time, place and object of such meeting shall be given by mail at least ten (10) days previous thereto at the last address of each director as it appears upon the books of the Corporation; and no business other than that mentioned in such notice shall be transacted at such meeting except by the unanimous consent of all of the directors present whether in person or by proxy. At such annual meeting, the directors shall transact any business as may properly come before the meeting.

Section 3.10. President of the Board of Directors

The President of the Board of Directors shall preside at all meetings of the Board of Directors, shall see that all resolutions of the Board of Directors are carried into effect and shall perform such other duties as the Board of Directors shall prescribe. He or she shall be the ex-officio member of all standing committees of the directors. The President of the Board of Directors must be a member of the Board of Directors.

Section 3.11. Vice-President of the Board of Directors

The Vice-President of the Board of Directors shall fill the position of the President of the Board of Directors in the event of his or her absence or incapacity to act and shall perform such other duties as the Board of Directors shall prescribe. The Vice-President of the Board of Directors must be a member of the Board of Directors.

Section 3.12. Secretary of the Board of Directors

The Secretary of the Board of Directors shall keep true records of all proceedings at all meeting of the Board of Directors.

Section 3.13. Regular Meetings

Regular Meetings of the Board of Directors shall be held quarterly on such dates, at such times and at such places as may be fixed from time to time by resolution of the Board and communicated by written notice to all directors. Except as otherwise provided by statute, by the Certificate of Formation or by these bylaws, any and all business may be transacted at any Regular Meeting. At the Regular Meeting held in December of each year the Board of Directors shall choose one of their members to serve as President of the Board of Directors (who shall serve as Chairman), choose one of their number to serve as Vice-President of the Board of Directors (who shall serve in the absence of the President of the Board), and elect such other officers as authorized by these bylaws. The President and the Vice-President of the Board of Directors shall serve for one year from the date of their election or until their successors have been chosen and qualified. The President and or Vice-President of the Board of Directors may be removed with or without cause by action of the Board of Directors.

The Secretary shall be elected by the Board of Directors to serve for a term of one year and may be removed by the Board of Directors, with or without cause.

Section 3.14. Special Meetings

Special meetings of the Board of Directors may be called by the President of the Board of Directors, Secretary or any two (2) or more Directors upon not less than one (1) nor more than sixty (60) days; notice to each director, either personally, by hand delivery, by mail, by email or by facsimile transmission. Except as otherwise provided by statute, by the Certificate of Formation or by these bylaws, neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 3.15. Quorum and Manner of Acting

At all meetings of the Board of Directors the presence of a majority of the number of directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by statute, by the Certificate of Formation or by these bylaws. Directors present by proxy are counted toward a quorum. The act of a majority of the directors present in person or by proxy at any meeting of the Board authorized by these bylaws which has been duly called or convened and at which a quorum is present, shall be the act of the Board of Directors unless the act of a greater number is required by statute, by the Certificate of Formation or by these bylaws; in which case the act of the greater number shall be requisite to constitute the act of the Board. If a quorum shall not be present at any meeting of the directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At any such adjourned meeting at which a quorum shall later be present, any business may be transacted which might have been transacted at the meeting as originally convened. Any director who participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened shall not be counted toward a quorum. Any director may vote by proxy at any meeting of the Board of Directors or any committee or subcommittee. Provided, however any proxy to be valid must be given in writing, signed by the person giving the proxy, name the director or directors who may vote his or her proxy and delivered to the President, Vice President or Secretary of the Board of Directors if the vote is to be cast at a Board of Directors meeting or to the chairman of the committee or subcommittee or the person presiding over meetings in the absence of the chairman if the vote is to be cast at either of such meetings. No proxy shall be valid after three (3) months from the date of its execution and shall be revocable unless stated in the proxy to be irrevocable or unless otherwise made irrevocable by law.

Section 3.16. Director's Compensation

Directors shall not receive compensation for their services as directors or as members of a standing or special committee of the Board, but may receive reimbursement for any expenses incurred on behalf of the Corporation or in attending meetings of the Board of Directors and may receive compensation for serving the Corporation in any other capacity.

Section 3.17. Written Consent of Directors

Any action required or permitted to be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if a consent in writing setting forth the action shall be signed by all of the directors or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any document.

Section 3.18. Telephone Meetings

Subject to the provisions of applicable law and these bylaws regarding notice of meeting, members of the Board of Directors or members of any committee designated by such Board may, unless otherwise restricted by statute, by the Certificate of Formation or by these bylaws, participate in and hold a meeting of such Board of Directors or committee by using conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 3.18 shall constitute presence in person at such meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

ARTICLE FOUR

COMMITTEES

Section 4.1. Committees of Directors

The Board of Directors by resolution adopted by a majority of the directors in office may designate one more committees which to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. Each committee shall consist of two (2) or more persons, a majority of whom are directors. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on the Board or such director by law.

Section 4.2. Advisory Committees

Advisory committees not having and exercising the authority, responsibility or duties of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by the directors. Except as otherwise provided in such resolution, members of each such advisory board or committee need not be directors of the Corporation. Any member thereof may be removed by the Board of Directors whenever in the Board of Directors' judgement the best interest of the Corporation shall be served by such removal.

Section 4.3. Term of Office

Each member of a committee of directors or advisory board or committee shall continue until the next annual meeting of the directors of the Corporation and until such member's successor is appointed, unless the

board or committee is sooner terminated, or unless such member is removed from such board or committee or shall cease to qualify as a member thereof.

Section 4.4. Chairman

Unless otherwise designated by these bylaws, one or more members of each directors; committee or advisory board or committee shall be appointed chairman, or co-chairman, by the person or persons authorized to appoint members thereof.

Section 4.5. Vacancies

Vacancies in the membership of any committee of directors or advisory board or committee may be filled by appointments made in the same manner as provide in the case of the original appointments.

Section 4.6. Quorum; Manner of Acting

Unless otherwise provided in the resolution of the Board of Directors designating a committee of directors or advisory board or committee, a majority of the whole board or committee shall constitute a quorum, and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the board or committee.

Section 4.7. Rules

Each committee of directors or advisory board or committee may adopt rules for its own government not inconsistent with any statute, the Certificate of Formation and these bylaws or with rules adopted by the Board of Directors.

ARTICLE FIVE

NOTICES

Section 5.1. Manner of Giving Notice

Whenever, under the provisions of any statute, the Certificate of Formation or these bylaws, notice is required to be given to any director or committee member 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 by hand delivery, by facsimile transmission, by email or by mail, postage prepaid, addressed to such member, director or committee member at such person's address as it appears on the records of the Corporation. Any notice required or permitted to be given by mail shall be deemed delivered at the time the same shall be thus deposited in the United States mail, as aforesaid. Any notice required or permitted to be given by facsimile transmission shall be deemed to be delivered upon successful transmission of such facsimile.

Any notice required or permitted to be given by email transmission shall be deemed to be delivered upon successful transmission of such email.

Section 5.2. Waiver of Notice

Whenever any notice is required to be given to any member, directors or committee member of the Corporation under the provisions of any statute, the Certificate of Formation or these bylaws, a waiver 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 SIX

OFFICERS, EMPLOYEES AND AGENTS; POWERS AND DUTIES

Section 6.1. Elected Officers

The elected officers of the Corporation shall include an Executive Director, may include one or more Associate Directors, a Secretary and such other officers as may be deemed necessary. None of the elected officers need to be a member of the Board of Directors.

Section 6.2. Election

So far as practicable, all elected officers shall be elected by the Board of Directors at the Regular Meeting of the Board held in December.

Section 6.3. Appointive Officers

The Board of Directors may also elect one or more other officers and assistant officers and agents from time to time deemed necessary, who shall exercise such powers and perform such duties as shall be set forth in these bylaws or as determined from time to time by the Board of Directors.

Section 6.4. Two or More Offices

Any two (2) or more offices may be held by the same person, except that the President and Secretary shall not be the same person.

Section 6.5. Compensation

The compensation, if any, of all officers of the Corporation shall be fixed from time to time by the Board of Directors. The Board of Directors may, from time to time, delegate to the Executive Director the authority to fix the compensation of any or all of the other employees and agents of the corporation.

Section 6.6. Term of Office; Removal; Filling of Vacancies

Each elected officer of the Corporation shall hold office for a term of one (1) year and until such officer's successor is chosen and qualified in such officer's stead or until such officer's earlier death, resignation, retirement, disqualification or removal from office. Any officer or agent may be removed at any time by the Board of Directors whenever, in its judgement, the best interest of the Corporation will be served thereby. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the board of Directors.

Section 6.7. Executive Director

The Executive Director shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the Board of Directors.

Section 6.8. Associate Director

An Associate Director shall fill the office of the Executive Director in the event of his absence or incapacity to act, and shall generally assist the Executive Director and shall have such other powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the Board of Directors.

Section 6.9. Executive Secretary

The Executive Secretary shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the Board of Directors.

Section 6.10. Additional Powers and Duties

In addition to the foregoing specifically enumerate duties, services and powers, the several elected and appointed officers of the Corporation shall perform such other duties and services and exercise such further powers as may be provided by statute, the Certificate of Formation or these bylaws, or as the Board of Directors may from time to time determine or as may be assigned by any competent superior officer.

ARTICLE SEVEN

CONTRACTS, C CHECKS, DEPOSITS AND FUNDS

Section 7.1. Contracts

The Board of Directors may authorize any officer or officers, or agent or agents, of the Corporation, in addition to the officers so authorized by these bylaws, 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 7.2. 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 officer or officers, or agent or agents, of the Corporation so authorized by the bylaws and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination, such instruments shall be signed by the President of the Corporation.

Section 7.3. 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 Board of Directors may select or as may be selected in accordance with procedures established by the Board.

ARTICLE EIGHT

MISCELLANEOUS

Section 8.1. Dividends Prohibited

No part of the net income of the Corporation shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of the Corporation shall be distributed to its members, directors or officers. The Corporation may pay compensation in a reasonable amount to its officers for services rendered and may compensate and reimburse its directors as provided in Section 3.16 of Article Three hereof.

Section 8.2. Loans to Officers and Directors Prohibited

No loans shall be made by the Corporation to its officers or directors, and any directors voting for or assenting to the making of any such loan, and any officer participating in the making thereof, shall be jointly and severally liable to the Corporation for the amount of such loan until repayment thereof.

Section 8.3. Fiscal Year

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

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 Board of Directors. The seal may be used by causing it, or a facsimile thereof, to be impressed, affixed, imprinted or in any manner reproduced. If the Board of Directors approves a seal, the affixation of such seal shall not be required to create a valid and binding obligation of the Corporation.

Section 8.5. Gender

Words of either gender 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, 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

Except as to section 1.2 of Article One of these bylaws, the Board of Directors shall have the sole and exclusive right to amend or repeal these bylaws and to adopt new bylaws.

ARTICLE TEN

OPERATION AND DISSOLUTION

The Corporation is organized and operated primarily for the purposes set forth under Article One of these bylaws. It is to be operated in such a way that it does not result in the accrual of distributable profits, realization of private gain resulting from payment of compensation in excess of a reasonable allowance for salary or other compensation for services rendered, or realization of any other form of private gain.

The Corporation pledges its assets for use in performing the Corporation's religious and charitable functions. Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision or payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to the First United Methodist Church of Fort Worth (or its successor). In the event the First United Methodist Church of Fort Worth is not then in existence, or is not a qualified charitable organization under Section 501(c)(3) of the Code or corresponding section of any future federal code., the said assets shall be distributed to the Central Texas Annual Conference of the United Methodist Church, and any successor organization to it, in the manner provided by The Book of Discipline of the United Methodist Church, if such organization is then in existence and is then an exempt organization under Section 501(c)(3) of the Code or corresponding section of any future federal code. A district court of the State of Texas shall dispose of any remaining assets that are exempt from taxation under Section 501(c)(3) of the U.S. Internal Revenue Code of 1986 or its then counterpart. No director of the Corporation or First United Methodist Church of Fort Worth, and no other private individual will be entitled to share in the distribution of any assets of the Corporation in the event of its dissolution.

The undersigned, being the duly elected and qualified Secretary of the Corporation, hereby certifies that the foregoing bylaws of the Corporation were duly adopted by the Board of Director of the Corporation on August 30, 2016.

Lee Bloemendal

Lee Bloemendal, M.D., Corporate Secretary