

By: Weber

H.B. No. 4103

A BILL TO BE ENTITLED

AN ACT

Relating to management committees of religious institutions.

BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF TEXAS:

SECTION 1. Section 22.218, Texas Business Organizations Code, is amended to read as follows:

Sec. 22.218. MANAGEMENT COMMITTEE. (a) If authorized by the certificate of formation or bylaws of the corporation, the board of directors of a corporation, by resolution adopted by the majority of the directors in office, may designate one or more committees to have and exercise the authority of the board in the management of the corporation to the extent provided by:

- (1) the resolution;
- (2) the certificate of formation; or
- (3) the bylaws.

(b) Except as provided by Subsection (c), a [A] committee designated under this section must consist of at least two persons. The majority of the persons on the committee must be directors. If provided by the certificate of formation or bylaws, the remaining persons on the committee are not required to be directors.

(c) Notwithstanding Subsection (b), if the corporation is a religious institution, a committee designated under this section may be composed entirely of non-directors if the certificate of formation or bylaws of the corporation so provide.

(d) [~~e~~] The designation of a committee and the delegation

1 of authority to the committee does not operate to relieve the board  
2 of directors, or an individual director, of any responsibility  
3 imposed on the board or director by law. A committee member who is  
4 not a director has the same responsibility with respect to the  
5 committee as a committee member who is a director.

6 SECTION 2. This Act takes effect September 1, 2009.