

1-1 By: Weber (Senate Sponsor - Hegar) H.B. No. 4103
1-2 (In the Senate - Received from the House May 18, 2009;
1-3 May 19, 2009, read first time and referred to Committee on Business
1-4 and Commerce; May 22, 2009, reported favorably by the following
1-5 vote: Yeas 9, Nays 0; May 22, 2009, sent to printer.)

1-6 A BILL TO BE ENTITLED
1-7 AN ACT

1-8 relating to management committees of certain nonprofit
1-9 corporations.

1-10 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF TEXAS:

1-11 SECTION 1. Section 22.218, Business Organizations Code, is
1-12 amended by amending Subsection (b) and adding Subsection (b-1) to
1-13 read as follows:

1-14 (b) A committee designated under this section must consist
1-15 of at least two persons. Except as provided by Subsection (b-1),
1-16 the [The] majority of the persons on the committee must be
1-17 directors. If provided by the certificate of formation or bylaws,
1-18 the remaining persons on the committee are not required to be
1-19 directors.

1-20 (b-1) If a corporation is a religious institution and if
1-21 provided by the corporation's certificate of formation or bylaws, a
1-22 committee designated under this section may be composed entirely of
1-23 persons who are not directors of the corporation.

1-24 SECTION 2. Section A, Article 2.18, Texas Non-Profit
1-25 Corporation Act (Article 1396-2.18, Vernon's Texas Civil
1-26 Statutes), is amended to read as follows:

1-27 A. If the articles of incorporation or the bylaws so provide,
1-28 the board of directors, by resolution adopted by a majority of the
1-29 directors in office, may designate one or more committees, which,
1-30 to the extent provided in such resolution, in the articles of
1-31 incorporation, or in the bylaws, shall have and exercise the
1-32 authority of the board of directors in the management of the
1-33 corporation. Each such committee shall consist of two or more
1-34 persons, and except as provided by this section, a majority of the
1-35 persons on a committee designated under this section must be [whom
1-36 are] directors; the remainder, if the articles of incorporation or
1-37 the bylaws so provide, need not be directors. If a corporation is a
1-38 religious institution and if provided by the corporation's articles
1-39 of incorporation or bylaws, a committee designated under this
1-40 section may be composed entirely of persons who are not directors of
1-41 the corporation. The designation of such committees and the
1-42 delegation thereto of authority shall not operate to relieve the
1-43 board of directors, or any individual director, of any
1-44 responsibility imposed upon it or him by law. Any non-director who
1-45 becomes a member of any such committee shall have the same
1-46 responsibility with respect to such committee as a director who is a
1-47 member thereof.

1-48 SECTION 3. This Act takes effect September 1, 2009.

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