Be it enacted by the Legislature of the State of Texas:

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

(b) A committee designated under this section must consist of at least two persons. Except as provided by Subsection (b-1), 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.

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

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

A. If the articles of incorporation or the bylaws so provide, the board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, which, to the extent provided in such resolution, in the articles of incorporation, or in the bylaws, shall have and exercise the authority of the board of directors in the management of the corporation. Each such committee shall consist of two or more persons, and except as provided by this section, a majority of the persons on a committee designated under this section must be directors; the remainder, if the articles of incorporation or the bylaws so provide, need not be directors. If a corporation is a religious institution and if provided by the corporation's articles of incorporation or bylaws, a committee designated under this section may be composed entirely of persons who are not directors of the corporation. 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 upon it or him by law. Any non-director who becomes a member of any such committee shall have the same responsibility with respect to such committee as a director who is a member thereof.

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

Passed by the House on May 15, 2009: Yeas 144, Nays 0, 1 present, not voting; passed by the Senate on May 27, 2009: Yeas 31, Nays 0.

Approved June 19, 2009.

Effective September 1, 2009.