

## **Table of Contents**

ARTICLE 1	NAME AND OFFICE .....	3
ARTICLE 2	STATEMENT OF FAITH AND BELIEFS .....	3
ARTICLE 3	AUTONOMY .....	7
ARTICLE 4	PRINCIPLES AND PURPOSES .....	7
ARTICLE 5	POWERS AND RESTRICTION .....	8
ARTICLE 6	CHURCH POLITY AND MINISTRY STRUCTURE .....	10
ARTICLE 7	MEMBERSHIP.....	11
ARTICLE 8	MANAGEMENT OF THE CHURCH – EXECUTIVE	
COUNCIL .....		18
ARTICLE 9	OFFICERS .....	33
ARTICLE 10	SENIOR PASTOR .....	36
ARTICLE 11	MINISTRY COUNCIL .....	41
ARTICLE 12	DEACONS .....	41
ARTICLE 13	TRUSTEES .....	46
ARTICLE 14	COMMITTEES AND ADVISORY TEAMS .....	52
ARTICLE 15	CHURCH STAFF .....	65
ARTICLE 16	DISCIPLINE .....	69
ARTICLE 17	CONFLICT RESOLUTION .....	70

ARTICLE 18	BENEVOLENCE .....	72
ARTICLE 19	LICENSING AND ORDINATION OF MINISTERS .....	72
ARTICLE 20	TRANSACTIONS OF THE CHURCH .....	73
....		
ARTICLE 21	PROPERTY .....	74
ARTICLE 22	WHISTLEBLOWER POLICY .....	75
ARTICLE 23	CONFLICT OF INTEREST POLICY .....	79
ARTICLE 24	INDEMNIFICATION .....	82
ARTICLE 25	BOOKS AND RECORDS .....	84
ARTICLE 26	CHURCH POLICY AND PROCEDURE MANUAL ....	85
ARTICLE 27	MISCELLANEOUS PROVISIONS .....	85
ARTICLE 28	EMERGENCY POWERS AND BYLAWS .....	88

**AMENDED AND RESTATED BYLAWS  
OF  
MT. HEBRON MISSIONARY BAPTIST CHURCH**

These Bylaws govern the affairs of Mt. Hebron Missionary Baptist Church, a Texas nonprofit religious corporation (the “Church”). The Church is organized under the Texas Business Organization Code, as amended (the “Code”). These Bylaws amend and restate, in its entirety, the previous Bylaws of the Church, as amended.

**ARTICLE 1  
NAME AND OFFICE**

**1.01 Name and Office.** The name of this religious nonprofit organization is Mt. Hebron Missionary Baptist Church. The principal office of the Church in the State of Texas shall be located in Garland, Dallas County, Texas. The Board of Directors (hereafter the “Executive Council”) of the Church shall have full power and authority to change any office from one location to another, either in Texas or elsewhere. The Church shall comply with the requirements of the Code and maintain a registered office and registered agent in Texas. The registered office may be, but need not be, identical with the Church’s principal office in Texas. The Executive Council may change the registered office and the registered agent as provided in the Code.

**ARTICLE 2  
STATEMENT OF FAITH AND BELIEFS**

**2.01 We Believe.** The Church accepts the Scriptures as the revealed Word of God, all sufficient rule of faith and practice, and for the purpose of maintaining general unity. This Church accepts the Scriptures of the Old and New Testaments as the inspired record of God’s revelatory actions in human history and as the authoritative basis for its doctrine and practice. This Church adopts the following Statement of Faith and Beliefs.

The Statement of Faith and Beliefs does not exhaust the extent of our faith. The Bible itself is the sole and final source of all that we believe. We do believe, however, that the following Statement of Faith and Beliefs accurately represents the teaching of the Bible, and therefore, is binding upon all members. All literature used in the Church shall be in complete agreement with the Statement of Faith and Beliefs, and are reflected in the following clear statements:

(a) Trinity. We believe in the concept of the Trinity. This concept balances the unity of one God with the distinctness and equality of three persons. We believe that God co-exists in three equal parts: God the Father, God the Son, and God the Holy Spirit. (Matthew 28:19; 1 Peter 1:1-2.)

(i) God the Father. We believe that God is the creator or the Supreme Being that is spiritual, free and independent from all of his creatures and creation. (Exodus 3:14; Exodus 33:18-23.)

(ii) God the Son. We believe that Christ was conceived by the Holy Spirit, born of the Virgin Mary and is both fully man and fully God. Through him and by his grace we believe in and have eternal life. Our entire faith centers around him as this age will be consummated by him. (Romans 10:9; Revelations 19:11; Philip 2:6-7.)

(iii) God the Holy Spirit. We believe that the Holy Spirit is a spiritual being. He, like Christ claims the deity of God (is God); he sets up residency within us at the moment of acceptance in Christ. Some of his attributes are: He convicts, empowers, teaches, prays, gives gifts, illuminates, fills and seals us. (John 15:26; Ephesians 1:13.)

(b) The Scripture. We believe in the verbal, plenary (full, complete, not limited in any respect) inspiration of the Old and New Testament. We believe the very words of the original scriptures are infallible, inerrant, and are our final and absolute authority in every area of life and knowledge. (2 Peter 1:20, 21.)

(c) Redemption and Justification. We believe that Christ died as

the substitutionary sacrifice for our sins. Therefore, we trust in him as Savior and Lord and have been redeemed to him by grace and justified by faith in his precious, soul-saving blood. We also believe that this “regeneration” is once and for all and we are eternally secure. (Romans 3:24-26; Acts 13: 39; Romans 5:9.)

(d) Sanctification. We believe that “sanctification” is the process of “holiness” in that it emphasizes the following:

(i) Separation from the “sin” and not the sinner, set apart to God to work his will through us.

(ii) A process or a progressive work that takes place at the onset of the believers regenerated life, used for development of the Christian life.

(iii) Empowerment by the Holy Spirit, a continuous filling, and He helps us exercise our gifts to edify the church.

(e) Return of the Lord. We believe that the climax of the Church Age will be the Second Coming of the Lord. Our Savior will end this age with the rapture when all believers will be “caught up” to meet Christ in the air. (1 Thessalonians 4:14-17.)

**2.02 Statement on Marriage.** We believe that the only legitimate marriage is the joining of one man and one woman. (Genesis 2:24; Romans 7:2; 1 Corinthians 7:10; Ephesians 5:22-23.)

We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between a man and a woman. We believe that any form of homosexuality, lesbianism, bisexuality, bestiality, incest, fornication, adultery and pornography are sinful perversions of God’s gift of sex. (Genesis 2:24; 19:5, 13; 26:8-9; Leviticus 18:1-30; Romans 1:26-29; 1 Corinthians 5:1; 6:9; 1 Thessalonians 4:1-8; Hebrews 13:4.)

We believe that God wonderfully and immutably created each person as

male or female. These two distinct, complementary genders together reflect the image of God. The Church regards as sinful the intent or desire to surgically alter one's biological sex to a different sex. Since the body is a creation of God, the Church holds sexual identity to be biologically determined, and associated gender norms are to be observed as appropriate to biblical standards.

**2.03 Statement on Complementarianism.** We believe women are bestowed each and every gift given by the Holy Spirit, and we affirm, embrace and seek to empower women to exercise their gifts in roles of leadership and service to build up the body and spread God's fame to the world. At the same time, with regard to ultimate accountability of leadership, we believe the husband is to be the leader of the home and men are to hold ecclesiastical leadership offices of pastor and deacon within the Church. (Galatians 3:28; Colossians 3:18; 1 Timothy 2:8-15; 3:4-5, 12.)

**2.04 The Ordinances.** We believe that water baptism and the Lord's Supper are the only ordinances of the church and that they are a testimony for the church in this age. (Matthew 28:19; Luke 22:19-20; Acts 10:47-48; 16:32-33; 18:7-8; 1 Corinthians 11:26.)

(a) Baptism. This Church shall receive for baptism any person who has received Jesus Christ as Savior by personal faith, who professes Him publicly, and who indicates a commitment to follow Christ as Lord.

(1) Baptism shall be by immersion in water.

(2) The Senior Pastor, his designee, or in his absence, whomever the Church shall authorize, shall administer baptism. The deacons shall assist in the preparation for, and the observance of baptism.

(3) Baptism shall be regularly administered.

(4) A person who professes Christ and is not baptized after a reasonable length of time shall be counseled by the Senior Pastor and/or staff or Deacons. If an applicant refuses to be baptized, the

applicant shall be deleted from the list of those awaiting baptism.

(b) The Lord's Supper. This Church shall regularly observe the Lord's Supper. The Senior Pastor, ministers, and Deacons shall administer the Lord's Supper. Deacons shall be responsible for the physical preparations.

### **ARTICLE 3 AUTONOMY**

**3.01 Autonomy.** The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world missions and otherwise, this Church may voluntarily affiliate with any churches (Christian churches and ministries) of like precious faith.

### **ARTICLE 4 PRINCIPLES & PURPOSES**

**4.01 Purposes.** The Church is formed for any lawful purpose or purposes not expressly prohibited under Title 1, Chapter 2, or Title 2, Chapter 22 of the Code, including any purpose described by Section 2.002 of the Code. The Church is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Church's purposes also include the limited participation of the Church in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Church are:

(a) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Church's combined or separate formation, of a church, ministry, charity, school, or eleemosynary institution, without limitation.

(b) To spread the Gospel of Jesus Christ and the worship of God among its attendants and practice the Christian virtues inculcated in the Holy Scriptures by any and all means possible including but not limited to services, classes, crusades, fellowship meetings, telephone conferences, seminars and other outreach activities.

(c) To ordain, employ and discharge ordained ministers of the Gospel, and others, to conduct and carry-on divine services at the place of worship of the Church, and elsewhere.

(d) To collect and disburse any and all necessary funds for the maintenance of said Church and the accomplishment of its purpose within the State of Texas and elsewhere.

(e) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

(f) This Church is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, 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 Church; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this 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.

## **ARTICLE 5**

### **POWERS AND RESTRICTIONS**

**5.01 Powers and Restrictions.** Except as otherwise provided in these Bylaws and in order to carry out the above-stated purposes, the Church shall have all those powers set forth in the Code, as it now exists or as it may hereafter be amended. Moreover, the Church shall have all



implied powers necessary and proper to carry out its express powers. The powers of the Church to promote the purposes set out above are limited and restricted in the following manner:

(a) The Church shall not pay dividends and no part of the net earnings of the Church shall inure to the benefit of or be distributable to its organizers, officers or other private persons, except that the Church shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church) in furtherance of its purposes as set forth in the Amended and Restated Constitution and Certificate of Formation (hereafter "Certificate of Formation") or these Bylaws. No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Certificate of Formation or these Bylaws, the Church 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 Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(b) In the event this Church is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or

corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (iv) making taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(c) The Church shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Church's religious, charitable, or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

## **ARTICLE 6**

### **CHURCH POLITY AND MINISTRY STRUCTURE**

**6.01 Church Polity.** The Church seeks to be led by the Holy Spirit in all its decisions. The Executive Council, Officers, and Senior Pastor all have a role in leadership. The Executive Council, Officers, and Senior Pastor serve the congregation. The Executive Council manages and governs the overall affairs of the Church and is the highest ecclesiastical tribunal within the Church, as described in Article 8. Subject to the authority of the Executive Council, the Officers are responsible for overseeing the day-to-day ministry (as guided by the Senior Pastor) and operations of the Church, as described in Article 9. Subject to the authority of the Executive Council, the Senior Pastor is responsible for developing and communicating the spiritual vision of the Church, as described in Article 10.

Trustees, Committees and Advisory Teams, and **all church staff serve under the authority of the Executive Council.** The Ministry Council and Deacons serve under the authority of the Senior Pastor in all spiritual matters.

**6.02 Ministry Structure.** The Church shall maintain ministries of discipleship, worship and fine arts, fellowship, mission, evangelism, pastoral care and administration that ministers to all the generations of the

Church. All ministries shall be under the Church's authority. All ministry leaders shall be approved by the Church and shall report regularly to the Church. All ministries shall have such leaders and organization, as the ministry requires. The Church shall provide human, physical, financial and spiritual support for the appropriate advancement of these ministries.

(a) Seven Basic Ministry Divisions. All ministries of the Church shall exist within the following seven (7) basic ministry divisions of the Church:

- (1) Administration.
- (2) Adult Discipleship.
- (3) Children and Youth Discipleship.
- (4) Evangelism and Missions.
- (5) Fellowship.
- (6) Pastoral; and
- (7) Worship and Fine Arts.

*(The ministries of the Church are further identified and defined in the Policy and Procedure Manual.)*

## **ARTICLE 7 MEMBERSHIP**

**7.01 Membership.** The Church shall have one class of membership. Membership in this Church shall consist of all persons who have met the qualifications of membership and are listed on the membership roll. The assembly of members shall be referred to as "the membership," while the collective gathering of members and nonmembers within the Church shall be referred to as "the congregation." Candidates for membership shall be presented to the membership for consideration. After approval by a majority of the membership, the new members shall have all the rights, privileges, and responsibilities of a member of the Church. The Executive Council may adopt and amend application procedures for membership in the Church. Power to manage and govern the Church shall be vested in the Executive Council, as set forth in Article 8 of these Bylaws. Members are only entitled to vote as set forth

in Article 7.07(e) of these Bylaws. Members are not entitled to vote by proxy.

## **7.02 Membership Process.**

(a) Request for Membership. An individual may request membership in this Church in any of the following ways:

(1) By Profession of Faith. An individual publicly confessing personal faith in the Lord Jesus Christ, giving evidence of a regenerate heart and adopting the covenant and the articles of faith and practices held by the church, shall, upon baptism be admitted into the fellowship of the Church.

(2) By Statement. Any individual who has been baptized upon profession of faith in a church of like faith and order but who, because of loss of records or similarly unavoidable circumstances, has no regular letter of dismissal, may be received into membership after giving satisfactory evidence of a regenerate heart, Christian conduct and scriptural faith. Any individual presented for membership who has been baptized by immersion in a church of like faith and order shall be received by statement.

(3) By Letter. Any individual from another church of like faith and order may be received into membership upon receipt of letter of transfer from that respective church.

(4) By Baptism From Another Denomination. Any individual who professes a personal faith and belief in the Lord Jesus Christ and actively follows the Lord Jesus Christ in discipleship but has been baptized by any method other than immersion in another church must be immersed to become a member of this body.

(b) Completion of Membership Orientation. An individual who requests membership in this Church must successfully complete New Member Orientation and agree to the following:

(1) A commitment to abide by the Church's Statement of Faith and Beliefs outlined in Article 2.

(2) A commitment to abide by the Church's Bylaws.

(3) A commitment to submit to the leadership and discipline of the Executive Council and Senior Pastor in matters of theological doctrine and conduct.

(4) Commitment to an overall life commitment to the Christian faith, to participation in corporate and individual worship in prayer, to invest time and resources in the Church body, to be faithful consistent Church attenders and **givers (encouraged to become tithers)**, to regularly attend membership meetings, and to otherwise participate in a continuous process of mutual support.

(c) Reception into Membership. All such candidates for membership, after successfully completing New Member Orientation, shall be presented to the membership for reception into the membership at any regular or special Church service.

**7.03 Watch Care.** A Christian may become affiliated with this Church through "Watch Care," as outlined in the Church's Policy and Procedure Manual. Should there be any dissent as defined in the Policy and Procedure Manual, to any candidate, such dissent shall be referred to the Care and Follow-Up Ministry for investigation and the making of recommendation to the Church within thirty (30) days.

**7.04 Member in Good Standing.** After an individual is received into the membership of the Church, to remain a member shall be in good standing, the member: (i) must have completed "New Members Orientation Class," (ii) must be in regular attendance at regular Church services; (iii) must be a regular financial contributor to the Church; and (iv) must not be under Church discipline. Reference should be made to the Policy and Procedure Manual for a complete definition of each requirement. If there are untoward circumstances that prevent or impede an individual from meeting their responsibilities as a member of this

Church, it is incumbent on the member or their representative to make the impediment known to the Church's leadership as early as possible.

(a) Rights of Members in Good Standing. Every member in good standing, age eighteen (18) and over, is entitled to vote at all elections and on all questions submitted to a vote by the members of the Church, as provided in Article 7.07(e). Every member in good standing is eligible for consideration by the membership as a candidate for elective office in the Church. Every member in good standing may participate in the ordinances of the Church.

#### **7.05 Termination and Dismissal of Membership.**

Members shall be removed from the Church roll for the following reasons: (a) by personal request of the member, (b) the transfer of membership to another church, (c) death, (d) absence from regular services for a period of one (1) year, or withholding of financial support for this same period of time without proper notification to the Church's leadership of reasons for inactivity and acceptance by the Church of such reasons; or (e) termination of membership by the membership of the Church as it deems necessary.

The membership of the Church may terminate a member's Church membership upon the recommendation of the Executive Council that the member's life and conduct is not in accordance with the membership covenant in such a way that the member hinders the influence of the Church in the community. Dismissal of Church membership shall require the majority vote of the membership of the Church.

**7.06 Restoration of Membership.** Dismissed members may be restored by the Executive Council according to the spirit of II Corinthians 2:7-8 and Galatians 6:1, when they are judged to be in accordance with the membership policy. Restoration of Church membership shall require the vote of two-thirds (2/3) of the Executive Council.

**7.07 Church Membership Meetings.** Unless otherwise stated herein, meeting of the Church members shall be held in the main

sanctuary of the Church, or such other place or places as may be designated from time to time by the Executive Council. Any meeting, regular or special, may be held by virtual conference, telephone conference, or similar communication means, as long as all Church members participating in the meeting can hear one another.

(a) Regular Meetings. Regular Church membership meetings shall be held at least annually. The time and place of the Church membership meetings shall be announced by written notification and from the pulpit at least two Sundays prior to the meeting.

(1) State of the Church Meeting. The Church shall hold quarterly "State of the Church" Meetings. The time and place of the State of the Church meetings shall be announced by written notification and from the pulpit at least two Sundays prior to the meeting and the stated agenda items requiring a vote must be provided.

(b) Special Meetings. Special Church membership meetings may be called by at least half (1/2) of the Executive Council, by the Senior Pastor, or by a written request from ten percent (10%) of the total number of voting members in good standing. Special meetings may be called at any time provided notice is given in a regular service at least one week prior to the special meeting.

(c) Moderator. The moderator shall maintain the fellowship, establish the agenda, protocol, and rules of order for each meeting, and he shall conduct the meeting accordingly. The Chairperson of the Deacons shall serve as the moderator at all Church membership meetings. In his absence, the Chairman of the Trustees shall preside, or a moderator *pro tempore* may be appointed from amongst the Executive Council.

(d) Quorum. Ten percent (10%) of the total number of members then in good standing and at least eighteen (18) years of age shall constitute a quorum for the transaction of business at any meeting of the membership of the Church. Such members in good standing of the Church present at a duly called or held meeting at which a quorum is present may

continue to transact business even if enough of such members in good standing leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of such members in good standing in attendance required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of such members in good standing present may adjourn and reconvene the meeting one time without further notice.

(e) Voting. All members in good standing and at least eighteen (18) years of age, present in person at a duly constituted meeting of the members, called and held in accordance with the provisions in the Bylaws of the Church, may vote on the following matters:

(1) The right to approve or terminate each non-standing member of the Executive Council.

(2) The right to approve or terminate (by a vote of not less than two-thirds (2/3) of the members) the Senior Pastor.

(3) The right to approve or terminate any Deacon.

(4) The right to approve or terminate any Trustees.

(5) The right to approve or terminate the Treasurer of the Church.

(6) The right to approve or terminate an individual's membership in the Church.

(7) The right to approve the annual church budget.

(8) The right to approve the acquisition of property or services that will require the Church to incur indebtedness in excess of Fifty Thousand and 00/100 Dollars (\$50,000.00);

(9) The right to approve any amendment(s) to the Certificate of Formation of the Church by a vote of not less than two-thirds



(2/3) of the members.

(10) The right to approve any amendment(s) to the Bylaws of the Church by a vote of not less than two-thirds (2/3) of the members.

(11) The right to approve the dissolution or substantial transfer of the assets of the Church; and

(12) Any other matter brought before the membership by the Executive Council.

In all other matters, the management of the Church's affairs shall be vested in the Executive Council. A vote of the membership duly taken and recorded shall, by a majority vote, unless otherwise noted herein, constitute the binding position of the membership on any motion, resolution, or any transaction of business. A vote may be taken in any manner deemed expeditious by the moderator. Voting by proxy is prohibited.

**7.08 Notice of Religious Gathering.** The annual meeting and special called business meetings of the Church are private religious gatherings. The Church reserves the right to limit attendance to Church members and guests and may take any and all necessary and available actions against disruptive persons.

#### **7.09 Services.**

(a) Worship Services. The Church shall meet each Sunday, and any such additional times as determined by the Church, for preaching, instruction, evangelism and for the worship of Almighty God. These meetings will be open to everyone and shall be conducted under the direction of the Senior Pastor. Exceptions can be made by recommendation of the Deacons.

(b) Special Services. All Church services which are essential to the promotion of the mission and vision of the Church shall be placed on the Church calendar, published in the Church newsletter at least once

prior to the service being held and announced at all services on the Sunday prior to the special service being held.

## **ARTICLE 8 MANAGEMENT OF THE CHURCH EXECUTIVE COUNCIL**

**8.01 Management.** Power to manage and govern the affairs of the Church, under the leadership of Jesus Christ, is vested in the Executive Council of the Church, except for powers granted to members by the Certificate of Formation and these Bylaws. The term “Executive Council” shall mean Board of Directors as required by the Code.

**8.02 Number and Composition of Executive Council.** Until changed by amendment of the Certificate of Formation or these Bylaws, the Executive Council shall consist of at least eleven (11) but no more than fifteen (15) Executive Council members. The total number of Executive Council members shall include four (4) standing members, with the remaining at-large members being nominated and elected in accordance with these Bylaws.

(a) Standing Members. Standing members shall be automatic members of the Executive Council because of the importance of the position and to ensure leadership continuity. The standing members of the Executive Council shall be the offices of Senior Pastor, Chairperson of the Deacons, Chairperson of the Trustees, and Treasurer.

**8.03 Qualifications.** The qualifications to serve as an Executive Council member are specifically set forth in Acts 6:1-7, 1 Timothy 3:1-7, Titus 1:5-9 and 1 Peter 5:1-11. The foregoing Scriptural references are not intended to limit the Church’s desire to have diverse representation (in age and gender) serving in the role of Executive Council member. Additionally, each person nominated as an Executive Council member must have been a member of the Church, as provided for in Article 7 of these Bylaw, for a continuous period of not less than two (2) years prior to their nomination; must currently be in good standing; must agree with the Church’s Statement of Faith set forth in Article 2 of these Bylaws; must

submit to the Bylaws of the Church; must possess demonstrated leadership skills, business acumen, and operational understanding; and must be willing to dedicate his or her time and service to the Executive Council. The Executive Council, in its discretion, may waive the minimum membership period required for an individual to be eligible to serve as an Executive Council member.

**8.04 Term of Executive Council Member.** Each Executive Council member, other than the standing members, who serve for the term of the position to which they were elected, appointed or designated, shall serve for a term of two (2) years. An Executive Council member whose term is expiring may serve up to two (2) successive terms if so elected by majority vote of the membership. After the conclusion of an Executive Council member's second consecutive term, the Executive Council member shall be ineligible to be considered to serve or actually serve as an Executive Council member for at least one (1) year.

**8.05 Leadership of the Executive Council.**

(a) Chairperson. The Executive Council shall elect an Executive Council member, who is not an employee of the Church, from among itself to serve as the Chairperson of the Executive Council. The Chairperson shall have the power in his sole discretion to select an Appointee, who shall be endowed with all powers of the Chairperson, in his absence, at any meetings of the Executive Council or Committees. Any reference to the Chairperson of Executive Council in these Bylaws shall, by default, make reference to his Appointee.

(i) Term. The Chairperson shall serve for a term of two (2) years. An Executive Council member whose term as Chairperson is expiring may serve one (1) addition term (totaling four (4) consecutive years) as Chairperson if so elected by majority vote of the Executive Council. After the conclusion of an Executive Council member's second consecutive term as Chairperson, the Executive Council member shall be ineligible to be considered to serve or actually serve as the Chairperson for at least one (1) year. If the Chairperson is unable to serve the entire two (2) year term of office for whatever reason, a special election shall be

held amongst the Executive Council members for the purpose of filling the remainder of the unexpired term.

(ii) Election. A Chairperson shall be selected every two (2) years. The Chairperson shall be elected by a majority vote of the Executive Council members present in person at any regular or special meeting duly noticed pursuant to Article 8.09 of these Bylaws. The Chairperson of the Executive Council shall preside at all the meetings of the Executive Council.

(iii) Duties. The Chairperson of the Executive Council shall have the following duties and responsibilities: (1) plan, delegate, and evaluate the goals and objectives of the Executive Council; (2) serve as presiding officer over all meetings of the Executive Council; (3) manage all directives that have been voted on and agreed to by the Executive Council; (4) coordinate organizational schedules and meeting agendas; (5) ensure the Executive Council executes the responsibilities outlined in Article 8.13; and (6) perform other duties as assigned by the Executive Council.

(iv) No Independent Action. At no time shall the Chairperson act independent of the Executive Council by finalizing decisions, enter agreements, sign contracts, or impose any rules, regulations, or any authorities that have not been agreed to and voted on by the Executive Council or the Church.

(v) Dual Role. The Executive Council shall appoint the individual elected to the office of Chairperson of the Executive Council to be the President of the Church.

(b) Vice Chairperson. The Executive Council shall elect an Executive Council member, who is not an employee of the Church, from among itself to serve as the Vice Chairperson of the Executive Council.

(i) Term. The Vice Chairperson shall serve for a term of two (2) years. An Executive Council member whose term as Vice Chairperson is expiring may serve one (1) addition term (totaling four (4) consecutive

years) as Vice Chairperson if so elected by majority vote of the Executive Council. After the conclusion of an Executive Council member's second consecutive term as Vice Chairperson, the Executive Council member shall be ineligible to be considered to serve or actually serve as the Vice Chairperson for at least one (1) year. If the Vice Chairperson is unable to serve the entire two (2) year term of office for whatever reason, a special election shall be held amongst the Executive Council members for the purpose of filling the remainder of the unexpired term.

(ii) Election. A Vice Chairperson shall be selected every two (2) years. The Vice Chairperson shall be elected by a majority vote of the Executive Council members present in person at any regular or special meeting duly noticed pursuant to Article 8.09 of these Bylaws.

(iii) Duties. The Vice Chairperson of the Executive Council shall have the following duties and responsibilities: (1) serve in partnership with the Chairperson and shall support and collaborate with their leadership responsibilities; (2) lead the Executive Council in the absence of the Chairperson; (3) ensure the Executive Council executes the responsibilities outlined in Article 8.13; and (4) perform other duties as assigned by the Executive Council.

(iv) No Independent Action. At no time shall the Vice Chairperson act independent of the Executive Council by finalizing decisions, enter agreements, sign contracts, or impose any rules, regulations, or any authorities that have not been agreed to and voted on by the Executive Council or the Church.

(c) Secretary. The Executive Council shall elect an Executive Council member, who is not an employee of the Church, from among itself to serve as the Secretary of the Executive Council.

(i) Term. The Secretary shall serve for a term of two (2) years. An Executive Council member whose term as Secretary is expiring may serve one (1) addition term (totaling four (4) consecutive years) as Secretary if so elected by majority vote of the Executive Council. After the conclusion of an Executive Council member's second consecutive

term as Secretary, the Executive Council member shall be ineligible to be considered to serve or actually serve as the Secretary for at least one (1) year. If the Secretary is unable to serve the entire two (2) year term of office for whatever reason, a special election shall be held amongst the Executive Council members for the purpose of filling the remainder of the unexpired term.

(ii) Election. A Secretary shall be selected every two (2) years. The Secretary shall be elected by a majority vote of the Executive Council members present in person at any regular or special meeting duly noticed pursuant to Article 8.09 of these Bylaws.

(iii) Duties. The Secretary of the Executive Council shall have the following duties and responsibilities: (1) record accurate minutes of all meetings; (2) maintain the permanent records and archives of the Executive Council and Church; (3) update all roster information (i.e., address, phone numbers, email addresses, etc.); (4) publish organizational materials (notices, minutes, reports, etc.); (5) maintain official membership records of attendance; (6) handle all business transactions as required by the Executive Council; (7) perform other duties as assigned by the Executive Council.

(iv) No Independent Action. At no time shall the **Secretary** act independent of the Executive Council by finalizing decisions, enter agreements, sign contracts, or impose any rules, regulations, or any authorities that have not been agreed to and voted on by the Executive Council or the Church.

(v) Dual Role. The Executive Council shall appoint the individual elected to the office of Secretary of the Executive Council to be the Secretary of the Church.

**8.06 Powers.** The Executive Council shall have all of the rights, powers, and responsibilities of a Board of Directors pursuant to the Code, subject to any limitations under the Code, the Certificate of Formation of the Church, and these Bylaws. All corporate powers shall be exercised by or under the authority of the Executive Council, subject to the reservations

by church members as set forth in Article 7.07(e) of these Bylaws. The Executive Council shall have authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. In particular, the Executive Council shall be responsible for the acquisition and disposition of Church property, which includes the management of its financial resources. The Executive Council shall have the power to buy, sell, mortgage, pledge or encumber any church property and incur related indebtedness, subject to the reservations by members as set forth in Article 7.07(e) of these Bylaws.

### **8.07 Nomination, Investigation and Election.**

(a) Nomination. Standing members and at-large members shall be nominated in the manner outlined below.

(1) Standing Members. The offices of the Senior Pastor, Chairperson of the Deacons, Chairperson of the Trustees, and Treasurer shall be standing members of the Executive Council, and each shall be filled by the individuals elected, appointed or designated to the respective offices, as set forth in these Bylaws.

(2) At-Large Members. Any member of the Church may nominate individuals the member deems qualified to serve as an at-large member of the Executive Council. Each standing member may only nominate one (1) individual to become an at-large member of the Executive Council.

(b) Investigation. After candidates have been nominated, the Nominating Committee shall conduct a thorough investigation of each candidate in order to ensure that each candidate is qualified to become an Executive Council member. Nominating Committee shall personally meet with each candidate and each candidate's spouse (if applicable) to discuss the Biblical qualifications and role of an Executive Council member. Qualifications and desires of each candidate shall be investigated and reviewed by the Nominating Committee. During the review, the Nominating Committee shall set aside specific times to receive comments

from the membership regarding the qualifications of each candidate being considered.

(c) **Election.** After the qualifications of each candidate have been thoroughly examined by the Nominating Committee and the candidates meet all the qualifications for an Executive Council member as set forth above, then the Nominating Committee shall recommend to the membership those candidates whom the Nominating Committee deems to be so qualified for the Executive Council. The candidates recommended for election shall be presented to the entire membership for election at a meeting called for such purpose. Executive Council members shall be elected by at least a majority affirmative vote of the membership.

**8.08 Vacancies.** The Executive Council shall nominate persons they deem qualified to serve on the Executive Council to fill any vacancy occurring on the Executive Council, and any position to be filled due to an increase in the number of Executive Council members serving. A vacancy is filled by the majority vote of the Executive Council. A person so elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

**8.09 Meetings.** Regular or Special meetings of the Executive Council may be held either within or outside the State of Texas but shall be held at the Church's principal office in Garland, Texas if notice thereof does not specify the location of the meeting. A regular or special meeting may be held at any place consented to in writing by all of the Executive Council members, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all Executive Council members participating in the meeting can hear one another. All Executive Council members shall be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence. A regular meeting of the Executive Council shall occur at least annually.



(a) Regular Meetings. Regular meetings of the Executive Council may be held without notice if the time and place of such meetings are fixed by a resolution of the Executive Council.

(b) Special Meetings. A special meeting of the Executive Council may be called by the Senior Pastor for spiritual matters or the Chairperson or any three (3) Executive Council members for all other matters.

(c) Notice of Special Meetings.

(1) Manner of Notification. Notice of the date, time and place of special meetings shall be given to each Executive Council member by one of the following methods: (1) by personal delivery of written notice; (2) by first class mail, postage paid; (3) by telephone communication, either directly to the Executive Council member or to a person at the Executive Council member's office or home who the person giving the notice has reason to believe will promptly communicate the notice to the Executive Council member; (4) by telecopier to the Executive Council member's office or home; or (5) by electronic mail ("e-mail").

(2) Time Requirements. Notice sent by first class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, telecopier, or e-mail shall be delivered, telephoned, faxed or e-mailed to the Executive Council member or given at least twenty-four (24) hours before the time set for the meeting.

(3) Notice Contents. The notice shall state the time and place for the meeting. However, the notice does not need to specify the place of the meeting if the special meeting is to be held at the Church's principal office.

(4) Waiver. Attendance of an Executive Council member at a meeting shall constitute waiver of notice of such meeting, except where the Executive Council member attends a meeting for the express purpose of objecting that the meeting is not properly called.

(d) **Attendance.** Members of the Executive Council shall attend each regular meeting of the Executive Council. If an Executive Council member is unable to attend a regular meeting, he or she shall notify either the Chairperson or Secretary of the Executive Council that he or she will not be able to attend the regular meeting of the Executive Council and the reason for such absence. The reason for the absence shall then be reported at the regular meeting of the Executive Council and the Executive Council shall vote as to whether or not such absence shall be excused. Whether or not an absence will be excused shall be determined at the sole discretion of the Executive Council by a vote of at least two-thirds (2/3) of the number of Executive Council members in attendance required to constitute a quorum. The Executive Council, pursuant to Article 8.19, may suspend or remove a member of the Executive Council from office if such member exceeds two (2) unexcused absences in a term. If a member of the Executive Council does not provide advance notice and excuse, such absence shall be unexcused.

**8.10 Action Without Meeting.** Any action required or permitted to be taken by the Executive Council may be taken without a meeting if all of the Executive Council members, individually or collectively, consent in writing to the action. Such action by written consent or consents shall be filed with the minutes of the proceedings of the Church.

**8.11 Quorum.** A majority of the number of Executive Council members then in office shall constitute a quorum for the transaction of business at any meeting of the Executive Council. The Executive Council members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Executive Council members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least two-thirds (2/3) of the number of Executive Council members in attendance required to constitute a quorum. If a quorum is present at no time during a meeting, two-thirds (2/3) of the Executive Council present may adjourn and reconvene the meeting one time without further notice.

**8.12 Proxies.** Voting by proxy is prohibited.

**8.13 Responsibilities of the Executive Council.** Governing responsibilities of the Executive Council include, but are not limited to, the following:

(a) To support the core values, long-range ministry vision, and maintain the Church's mission and purpose statement.

(b) To articulate the Church's core mission and develop a strategy and plan to achieve it.

(i) This is done by going through a formal strategic planning process: Develop a mission, vision and values statement and operational goals that map out the specific steps needed for achieving the mission.

(ii) Delegate those goals to specific departments/committees of the Church.

(c) To champion the Church's core values and ministry.

(d) To support the Senior Pastor, Church staff, and the Church's annual ministry plan/goals.

(e) To manage performance, monitor, and hold leadership accountable for doing their job.

(i) This is done by developing annual Church goals, delegating that responsibility to leadership, and then monitoring the progress.

(ii) Show support by delegating decision-making and authoritative boundaries for achieving those goals.

(f) To oversee and ensure the responsible stewardship of Church resources, and maintain financial accountability, and solvency.

- (i) This is done by **overseeing** the annual Church budget.
- (ii) Provide input and direction into strategy and prioritize spending to ensure that the strategy has the necessary financial resources to support it.
- (iii) Financial oversight includes identifying independent outside auditors to perform required audits to safeguard against embezzlement, ensure good business practices, and to maintain compliance with state and federal laws.
- (g) To ensure legal compliance by adhering to federal, state, and local laws that govern nonprofit organizations.
  - (i) This includes the fiduciary duties of care, loyalty, and obedience.
  - (ii) The Executive Council has a responsibility to ensure that the Church stays true to its core mission by participating in decision-making, using good judgment, setting aside personal interests to ensure the best interest of the Church is kept, and by complying with applicable governing laws.
  - (h) To recommend new governing policies and procedures or recommend revisions and amendments to existing policies and procedures to the Church Congregation for approval.
  - (i) To ensure that there are no conflicts-of-interest and establish policies and systems that will ensure full disclosure of any potential conflicts between outside organizations and Church employees or the Council.

(i) This is done by creating a conflict-of-interest policy that requires employees and Council members to disclose potential conflicts and sign a conflict-of-interest statement.

(j) To ensure all Executive Council and Church records are kept secure electronically and in secured filed cabinets. These include but are not limited to: Church Articles of Incorporation (and subsequent amendments); Church Bylaws (and subsequent amendments); Council meeting minutes; Church Policies and Procedures; and Church monthly update reports.

(k) To keep the Church Congregation adequately informed of important and significant Church matters during the scheduled State of the Church meeting or called meeting convened for such purpose.

(l) To perform other duties and responsibilities as designated by need of the Church Congregation.

**8.14 Discharging Duties.** Members of the Executive Council shall discharge their duties, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Church. Members of the Executive Council may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Church or another person that were prepared or presented by a variety of persons, including officers and employees of the Church, professional advisors or experts such as accountants or legal counsel. An Executive Council member is not relying in good faith if the Executive Council member has knowledge concerning a matter in question that renders reliance unwarranted.

Members of the Executive Council are not deemed to have the duties of trustees of a trust with respect to the Church or with respect to any property held or administered by the Church, including property that may be subject to restrictions imposed by the donor or transferor of the property.

**8.15 Delegation of Duties.** The Executive Council is entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Church; and to sell, transfer, or otherwise dispose of the Church's assets and properties at a time and for a consideration that the advisor deems appropriate. Members of the Executive Council have no personal liability for actions taken or omitted by the advisor if the Executive Council acts in good faith and with ordinary care in selecting the advisor. The Executive Council may remove or replace the advisor, with or without cause.

**8.16 Interested Parties.** Pursuant to the Code and the provisions of Article 23 below, a contract or transaction between the Church and an Executive Council member of the Church is not automatically void or voidable simply because the Executive Council member has a financial interest in the contract or transaction.

**8.17 Actions of the Executive Council.** The Executive Council shall try to act by consensus. However, the vote of a two-thirds (2/3) of the Executive Council present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Executive Council unless the act of a greater number is required by law or the bylaws. An Executive Council member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Executive Council.

**8.18 No Compensation.** Members of the Executive Council, including the Senior Pastor, shall not receive salaries or compensation for their services to the Executive Council. The Executive Council may adopt a resolution providing for payment to members of the Executive Council for expenses of attendance, if any, at a meeting of the Executive Council. An Executive Council member may serve the Church in any other capacity and receive reasonable compensation for those services.

**8.19 Suspension or Removal of Members of the Executive Council.** The Executive Council may vote to suspend or remove any Executive Council member at any time, with cause. A meeting to consider

the suspension or removal of an Executive Council member may be called and noticed following the procedures provided in these Bylaws. An Executive Council member may be suspended or removed by the affirmative vote of two-thirds (2/3) of the Executive Council present and voting at a meeting at which a quorum is present.

(a) Suspension of an Executive Council Member. If the Executive Council elects to suspend an Executive Council member for a period of time, the suspended member shall not have the right of voice or vote on any matter brought before the Executive Council during his or her suspension. The suspended member also shall not have the right to attend any Executive Council meeting during his or her suspension; provided, however, that the Executive Council may permit the suspended member to attend the meeting. Any absence or presence of the suspended member at an Executive Council meeting shall not count toward or against the quorum. A suspended member of the Executive Council may be reinstated by the affirmative vote of two-thirds (2/3) of the Executive Council present and voting at a meeting at which a quorum is present.

(b) Removal of a Standing Member. If the Executive Council elects to remove an individual occupying a standing member position on the Executive Council from the Executive Council, the Executive Council also shall take action to remove (or recommend the removal of) the individual from the standing member office of which the individual occupies. For provisions regarding removal of the Senior Pastor, see Article 10.06. For provisions regarding removal of the Chairperson of the Deacons, see Article 12.07. For provisions regarding removal of the Chairperson of the Trustees, see Article 13.07. For provisions regarding removal of the Treasurer, see Article 9.06.

(i) Vacant Standing Member. If, after the Executive Council elects to remove an individual occupying an office representing a standing member of the Executive Council and takes subsequent action to remove (or recommend the removal of) the individual from such office, the individual is not removed from such office, then the standing member position at issue shall remain vacant until the time a new individual is elected, appointed or designated to the office at issue. For clarity, the

individual removed from the Executive Council, yet retains the office representing a standing member of the Executive Council, shall have no right of voice, vote or attendance with the Executive Council, and the standing member position shall remain vacant. A vacant standing member position shall not count against the quorum.

**8.20 Resignation of an Executive Council Member.** Any Executive Council member may resign at any time by giving written notice to the Church. Such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**8.21 Ecclesiastical Tribunal.** The highest ecclesiastical tribunal of the Church shall be the Executive Council. The Executive Council shall be the express and final arbiter of ecclesiastical polity, religious doctrine, questions of Church property, and shall make the final decision with respect to any other matter that shall arise concerning the Church, its internal workings, and its governance in every respect. In deciding such matters, the Executive Council shall use the standards of: (a) the best spiritual, financial, and operating interests of the Church in light of the Holy Bible and the tenets of faith of the Church; and (b) the furtherance of the religious purposes of the Church as discerned by the Executive Council according to the teachings of the Holy Bible.

**8.22 Church Questions.** In any case where a question arises regarding ecclesiastical polity, Christian doctrine, membership discipline, questions of Church property, or with respect to any other matter that shall arise concerning the Church, its internal workings, and its governance by any member, congregant, visitor or other person who is ministered to during religious services held by the Church, or at other times, the Executive Council shall decide such question by majority vote.

**8.23 Church Disruptions.** Any person deemed by the Executive Council to: (a) be in substantial disagreement with the doctrine and interpretation of the Holy Bible espoused by the Church; or (b) pose a physical or psychological threat to any person or to the Church; or (c) be



causing, about to cause, or capable of causing disruption to the religious services and activities of the Church shall be considered a trespasser on Church property and may be ejected summarily. No Executive Council member shall incur any liability for acting in good faith in the interests of the Church pursuant to this section.

**8.24 Deadlock.** In the case where the Executive Council shall, by reason of deadlock (whether because an even number of members of the Executive Council is seated on the Executive Council, or because certain members of the Executive Council are absent even though a quorum is present, or because of abstention, or for any other reason), be unable to reach a conclusive vote on any issue before the Executive Council, then, in such instance, the Chairperson of the Executive Council or his Appointee, shall cast an additional ballot which shall be known as a “majority ballot,” so that an official act or decision may be taken by the Executive Council. The majority ballot shall be cast in addition to the regular vote cast by the Chairperson of the Executive Council.

## **ARTICLE 9 OFFICERS**

**9.01 Officer Positions.** The powers of the church officers are granted by and subject to the authority of the Executive Council. The officers of the Church shall be the President, Secretary, Treasurer and any other officers chosen at the discretion of the Executive Council. The Executive Council may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions.

**9.02 Appointment or Election.** The President and Secretary of the Church shall be appointed by the by the Executive Council. All other officers of the Church shall be elected by the membership. All elections for officers shall be made by the members of the Church upon majority vote. If no individual obtains a majority in a single vote, the Policy and Procedure Manual shall provide for run-off election procedures. All appointments or elections of officers shall be completed by January 1st of the upcoming year.

**9.03 President.** The Executive Council shall appoint the individual elected to the office of the Chairperson of the Executive Council as the corporate President of the Church. This is in accordance with Chapter 22, (Section 22.231), of the Texas Business Organizations Code, which requires all nonprofit organizations to have at least a president and secretary of the organization. The President is expressly authorized to do all things necessary and proper to fulfill the above-described leadership position and to fulfill all duties incident to the office of President. The President shall perform other duties as assigned by the Executive Council. Except as expressly authorized by the Executive Council, the President shall have no authority to sign for or otherwise bind the Church.

**9.04 Secretary.** The Executive Council shall appoint the individual elected to the office of the Secretary of the Executive Council as the corporate Secretary of the Church. The Secretary of the Church shall have the following duties and responsibilities: (1) record accurate minutes of all meetings to be part of the corporate records; (2) maintain the permanent records and archives of the Executive Council and Church; (3) update all roster information (i.e., address, phone numbers, email addresses, etc.); (4) publish organizational materials (notices, minutes, reports, etc.); (5) maintain official membership records of attendance; (6) handle all business transactions as required by the Executive Council; (7) give all notices as provided in the Bylaws or as required by law; and (8) perform all duties incident to the office of the Secretary.

**9.05 Treasurer.** The membership shall elect the Treasurer of the Church. The Treasurer shall be the chief financial officer of the Church. The Treasurer shall be a standing member of the Executive Council and a standing member of the Trustee Board.

(a) Term. The Treasurer shall serve for a term of two (2) years, from the first day of January for which the Treasurer is elected to serve. In order to preserve order, experience, continuity and effectiveness of the Church's administration, an individual whose term as Treasurer is expiring may serve one (1) addition term (totaling four (4) consecutive years) as Treasurer if so elected by majority vote of the membership of the Church.

After the conclusion of an individual's second consecutive term as Treasurer, the individual shall be ineligible to be considered to serve or actually serve as the Treasurer for at least one (1) year. If the Treasurer is unable to serve the entire two (2) year term of office for whatever reason, a special election shall be held by the membership of the Church for the purpose of filling the remainder of the unexpired term.

(b) Election. The Treasurer shall be selected every two (2) years. The Treasurer shall be elected by a majority vote of the membership of the Church present in person at any regular or special meeting duly noticed pursuant to Article 7.07 of these Bylaws.

(c) Duties. The Treasurer shall: (1) have charge and custody of and be responsible for all funds and securities of the Church; (2) receive and give receipts for moneys due and payable to the Church from any source; (3) co-sign all checks in accordance with the Church's policies and procedures; (5) maintain the financial books and records of the Church; (6) prepare financial reports at least annually; (7) counsel with the financial committee; (8) perform other duties as assigned by the President or by the Executive Council; (9) ensure the Church complies with all federal, state, and local tax laws; and (10) perform all of the duties incident to the office of Treasurer.

(d) Bond. The Treasurer shall give a bond for the faithful discharge of his or her duties in an amount equal to One Million and 00/100 Dollars (\$1,000,000.00) sum and with a surety as determined by the Executive Council, which shall be bonded at the Church's expense.

**9.06 Removal of Officers.** An officer may be removed: (i) upon the recommendation of the Executive Council based on the affirmative vote of two-thirds (2/3) of the Executive Council members present in person at any regular or special meeting duly noticed pursuant to Article 8.09 of these Bylaws, and (ii) a subsequent membership vote to remove the officer passed by the affirmative vote of the majority of the membership present in person at any regular or special meeting duly noticed pursuant to Article 7.07 of these Bylaws.

(a) Special Provisions. If the individual holding the office of President or Secretary is removed, then such individual shall be removed from the Executive Council by a two-thirds (2/3) majority vote of the Executive Council. If the Senior Pastor serves as an officer of the Church, he may be removed as an officer of the Church without being removed from the office of Senior Pastor.

**9.07 Resignation of Officers.** Any Officer may resign at any time by giving written notice to the Church. Any such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If the Senior Pastor serves as an officer of the Church, he may resign as an officer of the Church without resigning from the office of Senior Pastor.

(a) Special Provisions. If the individual holding the office of President or Secretary resigns, then such individual shall also resign from the Executive Council be removed from the Executive Council by a two-thirds (2/3) majority vote of the Executive Council. If the Senior Pastor serves as an officer of the Church, he may be removed as an officer of the Church without being removed from the office of Senior Pastor.

**9.08 Vacancies.** A vacancy in any office shall be filled only in the manner prescribed in these Bylaws for regular appointment or election to that office.

## **ARTICLE 10 SENIOR PASTOR**

**10.01 Generally.** The Senior Pastor is responsible for leading the Church to function as a New Testament church. The Senior Pastor's number one priority is leading the Church as its spiritual leader.

**10.02 Duties.** As a servant leader, the Senior Pastor is (1) spiritual shepherd of the Church and (2) the principal feeder of the congregation.

(a) The Spiritual Shepherd of the Church. As the spiritual shepherd of the Church, the Senior Pastor is responsible for the principal vision and direction of the Church — as determined and kept current through prayer and fasting, studying of God's Word, keeping abreast of the needs of the congregation, and working with the Executive Council. As the spiritual shepherd of the Church, the Senior Pastor shall shepherd the Church and care for the Church's spiritual condition, including overseeing, counseling, exhorting, admonishing, and reproving members as one entrusted with the care of their souls. All public religious meetings will be under his direction or that of his appointed representatives.

(b) The Principal Feeder of the Congregation. As the principal feeder of the congregation, the Senior Pastor is responsible for all congregational ministries, personally and by delegation. The Senior Pastor is responsible for maintaining the purity and consistency of doctrine and the Statement of Faith and Beliefs as outlined in Article 2, above. The Senior Pastor also shall direct and supervise the public religious instruction of the congregation in the pulpit.

(c) Additional Responsibilities. The senior pastor shall work with each ministry and standing committee to: (1) lead the Church in the achievement of its mission; (2) proclaim the Gospel to believers and unbelievers; and (3) care for the Church's members and other persons in the community. The Senior Pastor shall have oversight of the Seven Basic Ministries enumerated in Section 6.02(a) and shall have the right to attend and address issues at any ministry meeting and to have access to all correspondences related to such meetings. The Senior Pastor shall attend the State of the Church meetings and other official Church business meetings.

**10.03 Qualifications of Senior Pastor.** The Senior Pastor must meet the qualifications specifically set forth in 1 Timothy 3:1-7 and Titus 1:5-9. The Senior Pastor must be a member in good standing of the Church, as provided for in Article 7 of these Bylaw, for a continuous period of not less than two (2) years prior to their nomination; must agree with the Church's Statement of Faith set forth in Article 2 of these Bylaws; and must submit

to the Bylaws of the Church. The Executive Council, in their discretion, may waive the minimum membership period required for an individual to be eligible to serve as the Senior Pastor.

**10.04Term.** Subject to the terms of any employment agreement, the Senior Pastor of the Church shall hold office until he resigns, is removed pursuant to Article 10.06, or dies.

**10.05Succession of Senior Pastor.** In the event of a planned or unplanned permanent leadership change in the office of the Senior Pastor due to the Senior Pastor's resignation, disability, death, disqualification, or removal, the Executive Council shall implement the Pastoral Succession Plan.

**10.06 Removal of Senior Pastor.** Subject to the rights, if any, under any contract of employment with the Church, the removal of the Senior Pastor shall require: (i) an Executive Council resolution recommending the removal of the Senior Pastor passed by the affirmative vote of two-thirds (2/3) of the Executive Council members present in person at any regular or special meeting duly noticed pursuant to Article 8.09 of these Bylaws, and (ii) a subsequent membership vote to remove the Senior Pastor passed by the affirmative vote of two-thirds (2/3) of the membership present in person at any regular or special meeting duly noticed pursuant to Article 7.07 of these Bylaws.

(a) Causes for Removal. The Senior Pastor shall only be removed from office, subject to the terms of any employment agreement, for any of the following reasons: (1) falling into sinful and worldly practices without repentance; (2) engaging in conduct that could hinder the influence of the Church in its community; (3) teaching doctrines inconsistent with The Holy Bible; (4) neglect of duties; (5) resignation; or (6) death or disability.

(1) Biblical Grounds. Reasons (1) through (4) in Article 10.06(a) shall be considered offenses on biblical grounds. Examples include, but are not limited to, sufficient evidence establishing that the Senior Pastor has: been overbearing or inefficient in the discharge of his official duty; by person or attitude disturbed the purity, peace or unity of

the Church; been regarded as an improper person to hold the office of Senior Pastor by his occupation, deportment, or conversation; engaged in misconduct; misappropriated funds; rebelled against the Church's Statement of Faith as set forth in Article 2 and other stated doctrinal and theological positions; rebelled against the leadership of the Church; failed to abide by the Bylaws of the Church; neglected his stated duties and responsibilities; maliciously placed in jeopardy the welfare of individual members and/or the membership at large; engaged in a lifestyle inconsistent with Biblical morality as understood and taught by this Church; or demonstrated that his life and activities are consistently unbecoming a leader of this Church.

(b) Procedure to Remove Senior Pastor on Biblical Grounds. The procedure to remove the Senior Pastor accused of an offense on biblical grounds detailed in reasons (1) through (4) in Article 10.05(a), shall commence upon the action of the Executive Council, such action being based upon a complaint filed in writing to the Executive Council by any of the following: (1) the majority of the Executive Council, (2) not less than one-fourth (1/4<sup>th</sup>) of the members in good standing, or (3) the majority the Ministry Council. Upon receipt of the complaint, the Executive Council shall engage in a proper investigation and hearing of the case, beginning with a meeting with the Senior Pastor.

(1) Initial Meeting with Senior Pastor. The Chairperson of the Executive Council and one or more additional Executive Council members shall visit with the Senior Pastor regarding the complaint. If there be an acknowledgement of the fault, proper repentance and a promise to amend, the Executive Council may discipline the Senior Pastor by temporarily suspending the Senior Pastor with pay, require the Senior Pastor to submit to a restoration plan, or provide the Senior Pastor an opportunity to resign in lieu of removal. If the initial meeting with the Senior Pastor is not successful, and the Senior Pastor denies or fails to satisfactorily repent of the offense, the Executive Council shall hear the case against the Senior Pastor within fifteen (15) days. The Executive Council may temporarily suspend the Senior Pastor with pay during the fifteen (15) day period prior to the hearing, and the Senior Pastor shall not appear in the pulpit during the suspension.

(2) Hearing Before Executive Council. The Executive Council shall hear the case against the Senior Pastor accused of an offense on biblical grounds at any regular or special meeting duly noticed pursuant to Article 8.09 of these Bylaws. During the hearing of the case, the Executive Council shall discuss all evidence related to the complaint and may invite the Senior Pastor to address the Executive Council. After hearing the case, the Executive Council shall vote on a resolution to recommend removal of the Senior Pastor to the membership of the Church. Such a resolution must be passed by the affirmative vote of two-thirds (2/3) of the Executive Council members present. In the event that the Executive Council has passed the resolution to remove the Senior Pastor, the Executive Council shall provide the Senior Pastor the opportunity to submit a written letter of resignation.

(3) Submission of Resolution to the Membership. In the event that the Executive Council has passed the resolution to remove the Senior Pastor, the Executive Council shall call a regular or special meeting pursuant to Article 7.07 of these Bylaws for the purpose of a membership vote on the removal of the Senior Pastor. Such a vote must be passed by the affirmative vote of two-thirds (2/3) of the membership present in person at any regular or special meeting duly noticed pursuant to Article 7.07 of these Bylaws.

(4) Membership Vote Against Removal of Senior Pastor. In the event that the membership does not vote to remove the Senior Pastor, the Executive Council shall vote whether it should (i) restore the Senior Pastor without further discipline, (ii) temporarily suspend the Senior Pastor with pay, or (iii) require the Senior Pastor to submit to a restoration plan. Notwithstanding further discipline, the Senior Pastor shall maintain his office.

(c) Option to Resign in Lieu of Removal. In the event that the Executive Council provides the Senior Pastor the opportunity to submit a written letter of resignation, such letter of resignation shall not relieve the Executive Council of the biblical responsibility to address the situation with the membership according to 1 Timothy 5:20.



**10.07 Resignation of Senior Pastor.** The Senior Pastor may resign at any time by giving a thirty (30) day written notice to the Executive Council. Any such resignation shall take effect thirty (30) days from the date the Executive Council received the notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If the Senior Pastor serves as an officer of the Church, his resignation from the office of Senior Pastor shall constitute his resignation as an officer of the Church.

## **ARTICLE 11 MINISTRY COUNCIL**

**11.01 Generally.** The Ministry Council shall lead in the planning, coordinating, and evaluating of the ministries and programs of the Church and its organizations.

**11.02 Duties.** The primary functions of the Ministry Council shall be: (i) to recommend the Church suggested objectives and goals; (ii) to review and coordinate ministry program plans recommended by Church officers, organizations and committees; (iii) to recommend to the Church the use of leadership, calendar time, and other resources according to program priorities; and (iv) to evaluate the achievements in terms of the Church's objectives and goals.

**11.03 Composition.** The Ministry Council shall be comprised of the Senior Pastor, staff leaders of the seven (7) basic ministry divisions, one (1) delegate of each ministry, the Chairperson of each standing committee, and the Officers of the Church outlined in Article 8.

## **ARTICLE 12 DEACONS**

**12.01 Generally.** In accordance with the meaning of the work and the practice of the New Testament, Deacons shall be servants of the Church.

**12.02 Duties of Deacons.** It shall be the duty of the Deacons to

serve the Church in performing ministry duties as determined by the Senior Pastor. Deacons shall be responsible for supporting the Senior Pastor in the performance of his duties. Specifically, Deacons shall support the Senior Pastor by: (1) leading the Church in the achievement of its mission; (2) proclaiming the Gospel to believers and unbelievers; and (3) caring for the Church's members and other persons in the community. Further, Deacons shall be active participants in Church services and assist the Senior Pastor with distributing the elements of the Lord's Supper, as well as supporting the Senior Pastor at Church services and functions, including prayer meeting services. Every Deacon should serve under the sure calling of the Lord Jesus Christ, and he should conduct himself in all areas of life so as to glorify Christ and bring a good reputation upon this Church.

**12.03 Qualifications.** A Deacon must satisfy New Testament qualifications for the role of deacon in Acts 6:1-4 and 1 Timothy 3:8-13. A Deacon must have been a member in good standing of the Church, as provided for under Article 7 of these Bylaws, for not less than one (1) year prior to their election. The Executive Council, in its discretion, may waive the minimum membership period required for an individual to be eligible to serve as a Deacon. No individual shall be considered to serve as a Deacon unless he is an active member of the Church in good standing.

**12.04 Number.** The number of Deacons shall be determined by need.

**12.05 Term.** Deacons shall have no term limits.

**12.06 Nomination and Election.** Any member of the membership may nominate an individual to serve as a Deacon of the Church. After a period of investigation by the Nominating Committee, such nominee(s) shall be presented to the Deacons for approval by a majority vote of the Deacons. Thereafter, upon the recommendation of the Senior Pastor, such nominee(s) shall be presented to the membership for election. Deacons shall be elected by the majority vote of the membership at a regular or special meeting of the membership, according to the provisions set forth in Article 7.07. From the time of approval by the Deacons until the final

election by the Church and subsequent ordination, the nominee(s) shall serve a trial period of not less than six (6) months.

### **12.07 Leadership of the Deacons.**

(a) Chairperson. The Deacons shall elect a Deacon from among itself to serve as the Chairperson of the Deacons.

(i) Term. The Chairperson of the Deacons shall have a term of a period of two (2) years. A Deacon whose term as Chairperson is expiring may serve one (1) addition term (totaling four (4) consecutive years) as Chairperson if so elected by majority vote of the Deacons. After the conclusion of a Deacon's second consecutive term as Chairperson, the Deacon shall be ineligible to be considered to serve or actually serve as the Chairperson for at least one (1) year. If the Chairperson is unable to serve the entire two (2) year term of office for whatever reason, a special election shall be held amongst the Deacons for the purpose of filling the remainder of the unexpired term.

(ii) Election. A Chairperson shall be selected every two (2) years. The Chairperson shall be elected by a majority vote of the Deacons present in person at any duly called meeting of the Deacons. The Chairperson of the Deacons may be removed by a majority vote of the Deacons at a duly called meeting of the Deacons.

(iii) Duties. The Chairperson shall have the following duties and responsibilities: (1) plan, delegate, and evaluate the goals and objectives of the Deacons; (2) preside at all the meetings of the Deacons; (3) coordinate organizational schedules and meeting agendas; and (4) all other duties authorized by the Deacons.

(iv) No Independent Action. At no time shall the Chairperson act independent of the Deacons by finalizing decisions, enter agreements, sign contracts, or impose any rules, regulations, or any authorities that have not been agreed to and voted on by the members of the Church (or the Executive Council where appropriate).

(b) Vice Chairperson. The Deacons shall elect Deacon from among itself to serve as the Vice Chairperson of the Deacons.

(i) Term. The Vice Chairperson of the Deacons shall have a term of a period of two (2) years. A Deacon whose term as Vice Chairperson is expiring may serve one (1) addition term (totaling four (4) consecutive years) as Vice Chairperson if so elected by majority vote of the Deacons. After the conclusion of a Deacon's second consecutive term as Vice Chairperson, the Deacon shall be ineligible to be considered to serve or actually serve as the Vice Chairperson for at least one (1) year. If the Vice Chairperson is unable to serve the entire two (2) year term of office for whatever reason, a special election shall be held amongst the Deacons for the purpose of filling the remainder of the unexpired term.

(ii) Election. A Vice Chairperson shall be selected every two (2) years. The Vice Chairperson shall be elected by a majority vote of the Deacons present in person at any duly called meeting of the Deacons. The Vice Chairperson of the Deacons may be removed by a majority vote of the Deacons at a duly called meeting of the Deacons.

(iii) Duties. The Vice Chairperson shall serve in partnership with the Chairperson. The Vice Chairperson shall be endued with all powers of the Chairperson, in the Chairperson's absence, at any meetings of the Deacons. The Vice Chairperson shall perform all other duties authorized by the Deacons.

(iv) No Independent Action. At no time shall the Vice Chairperson act independent of the Deacons by finalizing decisions, enter agreements, sign contracts, or impose any rules, regulations, or any authorities that have not been agreed to and voted on by the members of the Church (or the Executive Council where appropriate).

(b) Secretary. The Deacons shall elect Deacon from among itself to serve as the Secretary of the Deacons.

(i) Term. The Secretary of the Deacons shall have a term of a period of two (2) years. A Deacon whose term as Secretary is expiring

may serve one (1) addition term (totaling four (4) consecutive years) as Secretary if so elected by majority vote of the Deacons. After the conclusion of a Deacon's second consecutive term as Secretary, the Deacon shall be ineligible to be considered to serve or actually serve as the Secretary for at least one (1) year. If the Secretary is unable to serve the entire two (2) year term of office for whatever reason, a special election shall be held amongst the Deacons for the purpose of filling the remainder of the unexpired term.

(ii) Election. A Secretary shall be selected every two (2) years. The Secretary shall be elected by a majority vote of the Deacons present in person at any duly called meeting of the Deacons. The Secretary of the Deacons may be removed by a majority vote of the Trustees at a duly called meeting of the Deacons.

(iii) Duties. The Secretary shall have the following duties and responsibilities: (1) record accurate minutes of all meetings; (2) keep the permanent records/archives of the Deacons; (3) update all roster information (i.e. address, phone numbers, email addresses, etc.); (4) publish organizational materials (notices, minutes, reports, etc.); (5) maintain official membership records of attendance; (6) handle all business transactions as required by the Deacons; and (7) perform all other duties as assigned by the Deacons.

(iv) No Independent Action. At no time shall the Secretary act independent of the Deacons by finalizing decisions, enter agreements, sign contracts, or impose any rules, regulations, or any authorities that have not been agreed to and voted on by the members of the Church (or the Executive Council where appropriate).

**12.08 Actions.** All actions of the Deacons are subject to the authority and approval of the Senior Pastor in spiritual matters and the Executive Council in all other matters. No action by the Deacons is valid unless authorized or approved by the Senior Pastor or Executive Council.

**12.09 Removal of Deacons.** The termination of a Deacon can be accomplished by a majority vote of the membership, upon the

recommendation of the Deacons and Senior Pastor, if there exists sufficient evidence that the Deacon has: been overbearing or inefficient in the discharge of his official duty; by person or attitude disturbed the purity, peace or unity of the Church; been regarded as an improper person to hold the office of Deacon by his occupation, deportment, or conversation; engaged in misconduct; misappropriated funds; rebelled against the Church's Statement of Faith as set forth in Article 2 and other stated doctrinal and theological positions; rebelled against the leadership of the Church; failed to abide by the Bylaws of the Church; neglected his stated duties and responsibilities; maliciously placed in jeopardy the welfare of individual members and/or the membership at large; engaged in a lifestyle inconsistent with Biblical morality as understood and taught by this Church; or demonstrated that his life and activities are consistently unbecoming a leader of this Church. Such vote on termination shall occur at a special or regularly called meeting of the membership, according to the provisions set forth in Article 7.07.

**12.10 Resignation of Deacons.** If at any time a Deacon shall tender his resignation to the Chairman of the Deacons, it shall be accepted.

**12.11 Vacancies.** The position of Deacon shall be vacated by expiration of term, death, relocation, or placing membership in another congregation. A vacancy in any Deacon position shall be filled only in the manner prescribed in these Bylaws for regular appointment or election to that position. The new Deacon shall serve the balance of the unexpired term. Such election shall be conducted as soon as practical.

## **ARTICLE 13 TRUSTEES**

**13.01 Generally.** As servants of the Church, the Trustees shall function as Christian stewards of the property God has entrusted to the Church.

**13.02 Duties of Trustees.** It shall be the duty of the Trustees to serve the Church in supervising and maintaining both the physical property of the Church and gifts made to the Church to advance the

effectiveness of the ministries of the Church. The Trustees shall be responsible for maintaining buildings and facilities, tracking the church's equipment and investments, keeping insurance policies up to date, and managing risk, liability and governance issues. Trustees shall have the power to make necessary repairs or adjustments to the Church real property. The Trustees shall work with the Treasurer and Finance Committee in appropriating and managing funds related to Church property.

(a) Report. The Trustees shall provide a monthly report to the Executive Council detailing all activities and actions taken, including repairs or adjustments, related to the duties of the Trustees. The Trustees shall then report the same to the Church at its next regular Church meeting.

(b) No Active Service as Deacon. In light of the significant duties of Trustees, no elected Trustee, who also has been elected as a Deacon, shall actively serve as a Deacon during the elected Trustee's tenure as Trustee.

**13.03 Qualifications.** A Trustee must satisfy New Testament qualifications outlined in Acts 6:1-7, 1 Timothy 3:1-7, Titus 1:5-9 and 1 Peter 5:1-11. The foregoing Scriptural references are not intended to limit the Church's desire to have diverse representation (in age and gender) serving in the role of Trustee. A Trustee must have been a member in good standing in the Church, as provided for under Article 7 of these Bylaws, for not less than one (1) year prior to their election. The Executive Council, in its discretion, may waive the minimum membership period required for an individual to be eligible to serve as a Trustee. No individual shall be considered to serve as a Trustee unless he is an active member of the Church in good standing.

Additionally, Trustees must possess the following knowledge and skill qualifications: (1) understanding of church fiduciary responsibilities, risks, and liabilities; (2) general business acumen; (3) general finance and accounting acumen; (4) knowledge of operations and facilities management; (5) experience or ability to understand building and planning standards, procedures, and practices; (6) legal, contract

administration and negotiation skills; (7) basic leadership and management skills; (8) development and maintenance of church governance standards; and (9) excellent communication and interpersonal skills with ability to work effectively on teams.

**13.04Number.** The total number of Trustees shall be at least three (3) but not more than nine (9). The Treasurer of the Church shall be a standing member of the Trustees, meaning that one (1) of the total number of Trustees shall be filled by the individual elected to the office of Treasurer of the Church, as set forth in these Bylaws.

**13.05Term.** Trustees shall have a term of a period of four (4) years, and Trustees may serve up to two (2) successive terms if so elected by majority vote of the membership. After the conclusion of a Trustees' second term (total of eight (8) consecutive years), the Trustee shall be ineligible to be considered to serve or actually serve on as a Trustee for at least one (1) year.

**13.06Nomination and Election.** The Executive Council shall nominate an individual to serve as a Trustee of the Church. After a period of investigation, such nominee(s) shall be presented to the membership for election. Trustees shall be elected by the majority vote of the membership at a regular or special meeting of the membership, according to the provisions set forth in Article 7.07.

**13.07Leadership of the Trustees.**

(a) Chairperson. The Trustees shall elect a Trustee from among itself to serve as the Chairperson of the Trustees.

(i) Term. The Chairperson of the Trustees shall have a term of a period of two (2) years. A Trustee whose term as Chairperson is expiring may serve one (1) addition term (totaling four (4) consecutive years) as Chairperson if so elected by majority vote of the Trustees. After the conclusion of a Trustee's second consecutive term as Chairperson, the Trustee shall be ineligible to be considered to serve or actually serve as the Chairperson for at least one (1) year. If the Chairperson is unable to



serve the entire two (2) year term of office for whatever reason, a special election shall be held amongst the Trustees for the purpose of filling the remainder of the unexpired term.

(ii) Election. A Chairperson shall be selected every two (2) years. The Chairperson shall be elected by a majority vote of the Trustees present in person at any duly called meeting of the Trustees. The Chairperson of the Trustees may be removed by a majority vote of the Trustees at a duly called meeting of the Trustees.

(iii) Duties. The Chairperson shall have the following duties and responsibilities: (1) plan, delegate, and evaluate the goals and objectives of the Trustees; (2) preside at all the meetings of the Trustees; (3) coordinate organizational schedules and meeting agendas; and (4) all other duties authorized by the Trustees.

(iv) No Independent Action. At no time shall the Chairperson act independent of the Trustees by finalizing decisions, enter agreements, sign contracts, or impose any rules, regulations, or any authorities that have not been agreed to and voted on by the members of the Church (or the Executive Council where appropriate).

(b) Vice Chairperson. The Trustees shall elect Trustee from among itself to serve as the Vice Chairperson of the Trustees.

(i) Term. The Vice Chairperson of the Trustees shall have a term of a period of two (2) years. A Trustee whose term as Vice Chairperson is expiring may serve one (1) addition term (totaling four (4) consecutive years) as Vice Chairperson if so elected by majority vote of the Trustees. After the conclusion of a Trustee's second consecutive term as Vice Chairperson, the Trustee shall be ineligible to be considered to serve or actually serve as the Vice Chairperson for at least one (1) year. If the Vice Chairperson is unable to serve the entire two (2) year term of office for whatever reason, a special election shall be held amongst the Trustees for the purpose of filling the remainder of the unexpired term.

(ii) Election. A Vice Chairperson shall be selected every two (2) years. The Vice Chairperson shall be elected by a majority vote of the Trustees present in person at any duly called meeting of the Trustees. The Vice Chairperson of the Trustees may be removed by a majority vote of the Trustees at a duly called meeting of the Trustees.

(iii) Duties. The Vice Chairperson shall serve in partnership with the Chairperson. The Vice Chairperson shall be endowed with all powers of the Chairperson, in the Chairperson's absence, at any meetings of the Trustees. The Vice Chairperson shall perform all other duties authorized by the Trustees.

(iv) No Independent Action. At no time shall the Vice Chairperson act independent of the Trustees by finalizing decisions, enter agreements, sign contracts, or impose any rules, regulations, or any authorities that have not been agreed to and voted on by the members of the Church (or the Executive Council where appropriate).

(b) Secretary. The Trustees shall elect Trustee from among itself to serve as the Secretary of the Trustees.

(i) Term. The Secretary of the Trustees shall have a term of a period of two (2) years. A Trustee whose term as Secretary is expiring may serve one (1) addition term (totaling four (4) consecutive years) as Secretary if so elected by majority vote of the Trustees. After the conclusion of a Trustee's second consecutive term as Secretary, the Trustee shall be ineligible to be considered to serve or actually serve as the Secretary for at least one (1) year. If the Secretary is unable to serve the entire two (2) year term of office for whatever reason, a special election shall be held amongst the Trustees for the purpose of filling the remainder of the unexpired term.

(ii) Election. A Secretary shall be selected every two (2) years. The Secretary shall be elected by a majority vote of the Trustees present in person at any duly called meeting of the Trustees. The Secretary of the Trustees may be removed by a majority of the Trustees at a duly called meeting of the Trustees.

(iii) Duties. The Secretary shall have the following duties and responsibilities: (1) record accurate minutes of all meetings; (2) keep the permanent records/archives of the Trustees; (3) update all roster information (i.e. address, phone numbers, email addresses, etc.); (4) publish organizational materials (notices, minutes, reports, etc.); (5) maintain official membership records of attendance; (6) handle all business transactions as required by the Trustees; and (7) perform all other duties as assigned by the Trustees.

(iv) No Independent Action. At no time shall the Secretary act independent of the Trustees by finalizing decisions, enter agreements, sign contracts, or impose any rules, regulations, or any authorities that have not been agreed to and voted on by the members of the Church (or the Executive Council where appropriate).

**13.08 Actions.** Subject to the authority of the Executive Council, the Trustees shall represent the Church in all legal and financial matters related to Church property. Upon a specific vote of the membership of the Church (or the Executive Council where appropriate) authorizing the purchase, sale, mortgage, lease, transfer, pledge or encumbrance of any Church property or to incur related indebtedness, the Trustees shall have the authority to sign any legal documents to effectuate the transaction.

All actions of the Trustee Board are subject to the authority and approval of the membership of the Church (or Executive Council where appropriate). No action by the Trustee Board is valid unless authorized or approved by the membership of the Church (or Executive Council where appropriate).

**13.09 Removal of Trustees.** The termination of a Trustee can be accomplished by a majority vote of the membership of the Church, upon the recommendation of the Executive Council, if there exists sufficient evidence that the Trustee has: been overbearing or inefficient in the discharge of his official duty; by person or attitude disturbed the purity, peace or unity of the Church; been regarded as an improper person to hold the office of Trustee by his occupation, deportment, or conversation;

engaged in misconduct; misappropriated funds; rebelled against the Church's Statement of Faith and Beliefs as set forth in Article 2 and other stated doctrinal and theological positions; rebelled against the leadership of the Church; failed to abide by the Bylaws of the Church; neglected his stated duties and responsibilities; maliciously placed in jeopardy the welfare of individual members and/or the membership at large; engaged in a lifestyle inconsistent with Biblical morality as understood and taught by this Church; or demonstrated that his life and activities are consistently unbecoming a leader of this Church. Such vote on termination shall occur at a special or regularly called meeting of the membership of the Church, according to the provisions set forth in Article 7.07.

**13.10 Resignation of Trustees.** If at any time a Trustee shall tender his resignation to the Executive Council, it shall be accepted.

**13.11 Vacancies.** The position of Trustee shall be vacated by expiration of term, death, relocation, or placing membership in another congregation. A vacancy in any Trustee position shall be filled only in the manner prescribed in these Bylaws for regular appointment or election to that position. The new Trustee shall serve the balance of the unexpired term. Such election shall be conducted as soon as practical.

## **ARTICLE 14**

### **COMMITTEES AND ADVISORY TEAMS**

**14.01 Establishment.** The Church shall have Standing Committees, and the Executive Council may, at its discretion, adopt a resolution establishing one or more Committees (Ad-Hoc or additional Standing Committees) or Advisory Teams. Any and all Committees and Advisory Teams shall conform to rules established by the Executive Council.

(a) Standing Committee. Established by these Bylaws, standing committee shall exist indefinitely.

(b) Ad Hoc Committee. Established by a resolution of the Executive Council, ad hoc committees may be formed for selective purposes and dissolved when the objective is met/complete.

(c) Advisory Team. Established by a resolution of the Executive Council, advisory teams shall assist the Executive Council in carrying out its work by providing expertise and advice in selected areas.

**14.02 Delegation of Authority.** No Committee or Advisory Team shall have the authority to: (1) amend the Certificate of Formation; (2) adopt a plan of merger or a plan of consolidation with another Church; (3) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Church; (4) authorize the voluntary dissolution of the Church; (5) revoke proceedings for the voluntary dissolution of the Church; (6) adopt a plan for the distribution of the assets of the Church; (7) amend, alter, or repeal the Bylaws; (8) elect, appoint, or remove a member of a Committee or an Executive Council member or officer of the Church; (9) approve any transaction to which the Church is a party and that involves a potential conflict of interest as defined in Article 23 below; or (10) take any action outside the scope of authority delegated to it by the Executive Council or in contravention of the Code.

(a) Committee. If the Executive Council establishes or delegates any of its authority to a Committee, it shall not relieve the Executive Council, or Executive Council member, of any responsibility imposed by these Bylaws or otherwise imposed by law. The Executive Council shall define by resolution the activities and scope of authority and the qualifications, in addition to those set forth herein, for membership on all Committees.

(b) Advisory Team. The Executive Council may designate various Advisory Teams not having or exercising the authority of the Executive Council. Such Advisory Teams shall only function in an advisory capacity to the Executive Council. The Executive Council shall have the power to appoint and remove members of all Advisory Teams. The Executive Council shall define, by resolution, the scope of activities and the qualifications for membership on all Advisory Teams.

**14.03. Composition.** Each Committee or Advisory Team shall consist of three (3) or more persons. All members of Committees and Advisory Teams must be members of this Church, must have Christian

character, and must be a member in good standing in accordance with these Bylaws. The Nominating Committee shall vet all candidates for any Committee or Advisory Team, and it shall recommend candidates to be confirmed by the Executive Council. Once confirmed by the Executive Council, new members of any Committee or Advisory Team shall be communicated to the membership of the Church at the next meeting of the membership. The Executive Council may add or remove persons to the Committees or Advisory Teams at the discretion of the Executive Council.

**14.04 Term of Office.** A member of a Standing Committee shall have a term of two (2) years, from the first (1<sup>st</sup>) day of January for which the member is elected to serve. In order to preserve order, experience, continuity and effectiveness, such member may serve an unlimited number of successive two (2) terms if so elected by majority vote of the church membership. Ad Hoc Committees and Advisory Teams shall not have term limits.

**14.05 Chairperson, Vice Chairperson and Secretary.** Unless otherwise expressly stated herein, one member of each Committee or Advisory Team shall be designated as the Chairperson, a second member shall be designated as the Vice Chairperson, and a third member shall be designated as the Secretary. The Chairperson, Vice Chairperson and Secretary of each Committee or Advisory Team shall be elected by majority vote of the total number of members of each Committee or Advisory Team. The Chairperson shall call and preside at all meetings. When the Chairperson is absent, is unable to act, or refuses to act, the Vice-Chairperson shall perform the duties of the chair. When a Vice Chairperson acts in place of the Chairperson, the Vice Chairperson shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Secretary shall keep minutes of the respective Committee or Advisory Team meeting. The Chairperson, Vice Chairperson or Secretary of a Committee or Advisory Team may be removed by the majority vote of the Executive Council.

**14.06 Quorum.** Two-thirds (2/3) of the number of members of a Committee or Advisory Team shall constitute a quorum for the transaction of business at any meeting. The members present at a duly called or held

meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting at a later time without further notice.

**14.07 Actions.** Committees and Advisory Teams shall try to take action by consensus. However, the majority of members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Committee or Advisory Team unless the act of a greater number is required by law or these Bylaws. A member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the Committee or Advisory Team.

**14.08 Responsibilities.** All committee members are expected to attend at least seventy-five percent (75%) of all committee meetings except for excused absences. All committees shall record minutes of each meeting, along with the names of all who were present, which shall be maintained in the Committee's shared files. All committees will provide monthly reports to the Secretary of the Executive Council.

**14.09 Removal of Committee or Advisory Team Members.** The termination of a Committee or Advisory Team member can be accomplished by a majority vote of the Executive Council if there exists sufficient evidence that the member has: been overbearing or inefficient in the discharge of his official duty; by person or attitude disturbed the purity, peace or unity of the Church; been regarded as an improper person to serve on the Committees or Advisory Team by his occupation, deportment, or conversation; engaged in misconduct; misappropriated funds; rebelled against the Church's Statement of Faith and Beliefs as set forth in Article 2 and other stated doctrinal and theological positions; rebelled against the leadership of the Church; failed to abide by the Bylaws of the Church; neglected his stated duties and responsibilities; maliciously placed in jeopardy the welfare of individual members and/or the membership at large; engaged in a lifestyle inconsistent with Biblical

morality as understood and taught by this Church; or demonstrated that his life and activities are consistently unbecoming a leader of this Church. Such vote on termination shall occur at a special or regularly called meeting of the Executive Council, according to the provisions set forth in Article 8.09.

**14.10 Resignation of Committee or Advisory Team Member.** If at any time a Committee or Advisory Team member shall tender his resignation to the Executive Council, it shall be accepted.

**14.11 Vacancies.** The service on a Committee or Advisory Team shall be vacated by expiration of term, death, relocation, or placing membership in another congregation. A vacancy in on any Committee or Advisory Team shall be filled only in the manner prescribed in these Bylaws for regular appointment or election to that position. The new Committee or Advisory Team member shall serve the balance of the unexpired term. Such election shall be conducted as soon as practical.

**14.12 Standing Committees.** The Standing Committees of the Church shall be the Independent Compensation Committee, Human Resource Committee, Property and Space Planning Committee, Finance and Budget Committee, Policy and Procedure Committee, and Nominating Committee. All Standing Committee actions are subject to review of the Executive Council.

(a) Independent Compensation Committee. Annually, the Executive Council shall adopt a resolution establishing an Independent Compensation Committee. The Senior Pastor shall not be the Chairperson or a voting member of the Committee. At least two (2) of the persons serving on the Committee shall be Executive Council members. The Committee shall be elected by a majority of the Executive Council. The Independent Compensation Committee shall be responsible for providing the Executive Council with a recommendation of compensation for the Senior Pastor as well as that of any of his family members. In so doing, the Independent Compensation Committee may consider duties, performance evaluations, compensation comparability data, and other relevant information. The Senior Pastor shall not participate in the Independent



Compensation Committee's discussion and formulation of the recommendation of his salary and benefits, or any family member's salary or benefits. Nor shall the Senior Pastor participate in any vote of the Executive Council regarding the setting of compensation for himself or any family member.

(b) Human Resources Committee. The Human Resources Committee shall assist the Church in matters related to employed personnel administration. The Human Resources Committee shall support the Executive Administrator in areas of determining staff needs, employment, salaries, benefits, other compensation, policies, job descriptions, and personnel services or as otherwise provided by the Executive Council or Executive Administrator. The Human Resources Committee will be composed of a minimum of six (6) members. It is the responsibility of this committee to: (1) consult the HR Policy and Procedures Manual and follow all the requirements that pertain to the HR Committee; (2) review the HR Policy and Procedures Manual and all job descriptions and recommend to the church any needed changes; (3) in collaboration with stakeholder/hiring requester; develop and maintain written job descriptions for paid staff and contract positions; (4) annually review the salary and benefits of all employees and recommend changes to the Finance and Budget Committee as needed; (5) recruiting, screening, recommending paid staff and non-paid candidates, orienting and on-boarding of all new employees; (7) recommend any need for Church staff expansion in consultation with other appropriate committees and Executive Council; (8) make, in collaboration with the impacted manager, all recommendations on matters of employment and dismissal of Church personnel to the Executive Council for approval; and (9) establish and periodically review related policies and procedures for approval.

(c) Property and Space Planning Committee. The Property and Space Planning Committee shall support the Trustees in the supervision and maintenance of the physical property (real estate and equipment) of the Church. The Property and Space Planning Committee shall consist of not less than seven (7) members. The Property and Space Planning Committee shall: (1) gather, study and analyze information about the Church and the community (to establish an accurate picture of the Church's

future growth potential based on this study); (2) study the property owned and the Church's location in the community to determine the relationship of these factors to the church's ministry and growth; (3) make recommendations concerning property needs; (4) design the space available to accommodate the Church's programs; (5) determine what furnishings are needed in consultation with the appropriate staff; (6) see that the building(s) is constructed according to specifications, applicable municipal codes and are ready for use; (7) inspect all the property of the Church periodically (an inventory of all property should be maintained. The purpose of inspecting and keeping an inventory is to plan for preventative maintenance work); (8) consult with program leaders and administration concerning allocation, location, acquisition and maintenance of property and space (the Property and Space Planning committee should work with the ministry leaders to make sure that everyone has the necessary space); (9) recommend changes in use of facilities and property (the committee should work with the ministries involved to make recommendations for rearrangement and maximum use of the education and activity space); (10) make recommendations concerning maintenance, personnel, employment, training, and supervision needs; (11) develop and recommend policies and procedures related to the Church's property and space; (12) develop and recommend arranging, equipping, and administering parking space; (13) prepare budget recommendations, and at the appropriate time each year, the property and space planning committee should plan its program of work and budget for the new year (budget recommendations should be made to the Finance and Budget Committee); and (14) consult with the Church's ministries and other groups concerning adequate furnishings.

(d) Finance and Budget Committee. The Finance and Budget Committee shall not consist of more than nine (9) members; however, not more than one-third (1/3) of the Finance and Budget Committee members shall be comprised of the Trustees. The Finance and Budget Committee shall be responsible for the management of the operating funds of the Church. The Finance Committee members shall be bonded at the Church's expense. The Finance and Budget Committee, in conjunction with the Church Treasurer, shall prepare financial statements, which are reviewed and approved at the monthly Executive Council meetings and at regularly

scheduled State of the Church Meetings. The Finance and Budget Committee shall collaborate with the office of the Senior Pastor and Executive Council to educate the congregation, develop a program or strategy to increase the commitment level of the membership and congregation in their stewardship of life: time, talents, and financial contributions. This is to encourage support for annual budget development and future church growth strategies. The Finance and Budget Committee shall develop and recommend an overall financial development plan and a unified church budget. The Finance and Budget Committee shall advise and recommend the administration of financial gifts to Church members and others, using sound principles of financial management. The Finance Committee shall employ a system conforming to generally accepted accounting principles and procedures to handle and account for all of the Church's funds. The Finance and Budget Committee shall work with the Treasurer in the preparation of the reports to the Church regarding the financial affairs of the Church.

Specifically, the Finance and Budget Committee shall perform and shall be responsible for the following: (1) ensuring that accurate and complete financial records are maintained; (2) monitoring income and expenditures against projections; (3) reviewing and recommend financial policies to the Executive Council, including ensuring adequate internal controls and maintaining financial records in accordance with standard accounting practices; (4) ensuring that accurate, timely, and meaningful financial statements are prepared and presented to the Executive Council and the Church; (5) in collaboration with Treasurer, presenting monthly financial statements/reports to the Executive Council for review/approval; (6) in collaboration with Treasurer, overseeing budget preparation, financial planning, and management of budget; (7) proposing for Executive Council and Church's approval, a budget that reflects the Church's Missions, Values and Goals; (8) ensuring that the budget accurately reflects the needs, expenses, and revenue of the ministry/Church; (9) safeguarding the organization's assets through proper asset management accounting; (10) reviewing proposed new funding for ongoing financial implications, recommending approval or disapproval to the Executive Council and Church; (11) developing Stewardship strategies and plans for the Church; (12) ensuring that the church has the proper risk-management provisions

in place (this includes having proper financial management systems in place); (13) helping the Executive Council and congregation understand the Church's financial affairs; (14) educating/briefing the Executive Council about financial matters of the Church; (15) ensuring compliance with federal, state, and other requirements related to the Church's finances; (16) ensuring that all Committee members are trained and can effectively execute to the goals and requirements of the Finance and Budget committee; (17) counting, recording, and tabulating of all church receipts and disbursements, with proper controls in place; (18) closing collaboration with ministries and Executive Administrator on the Church's spending plan; (19) requesting an annual audit of all required financial records; (20) establishing periodically reviews of policies and procedures for approval by the Executive Council.

(e) Policy and Procedure Committee. The Policy and Procedure Committee shall develop a Policy and Procedure Manual for the Church that will also include organizational charts depicting the lines of responsibility in the administration of the Church. The Policy and Procedure Manual shall be kept in the Church office and made available for use by any member of the Church. The Policy and Procedure Committee shall maintain the Policy and Procedure Manual, and the Executive Council shall review the reports of the committee and the manual on a regular basis. All recommended amendments to the Policy and Procedure Manual must be approved by the Executive Council. Recommendations for amendments to the Policy and Procedure Manual may originate from any member of the Church. In revising the Policy and Procedure Manual, the Policy and Procedure Committee shall: (1) rewrite the policies (without changing context) into a uniform format; (2) organize policies into logical and understandable sections in the Policy and Procedure Manual; and (3) submit the sections as they are completed for approval to the Executive Council. The Policy and Procedure Committee also shall work with responsible Church officers, ministries, committees, and other Church members in the policy development/creation of new policy and procedures for their areas of responsibility.

(f) Nominating Committee. Subject to the nomination rights of the Executive Council outlined in these Bylaws, the Nominating Committee

may support the Executive Council in the selection process of the Church leaders. The Nominating Committee shall be responsible for maintaining a current file of leadership history and tenure of officers to ensure fair and equitable administration of the election process. The Nominating Committee shall: (1) gather recommendations for officers and ministry leaders and investigate the eligibility of those who are recommended, if called upon by the Executive Council; (2) monitor the tenure of officers and ministry leaders and notify appropriate leaders of pending expirations; (3) ensure that the election process is completed in accordance with the guidelines stipulated in these Bylaws; and (4) ensure that the selection of officers and ministry leaders is completed by January 1st of the following year.

**14.13 Advisory Teams.** The Advisory Teams of the Church shall be the Independent Audit Committee. All Advisory Team actions are subject to review of the Executive Council.

(a) Internal Audit Committee. The Internal Audit Committee shall oversee all material aspects of the Church's financial reporting, control, and audit functions. The committee shall have a particular focus on the qualitative aspects of financial reporting, Church processes for the management of risk, and compliance with significant, applicable tax, legal, ethical, and regulatory requirements. The committee shall coordinate with other standing committees and maintain strong, positive working relationships with church leadership, external auditors, and legal counsel, as required.

(i) Composition. The committee shall consist of at least three (3) members, a majority of whom must not be staff. However, persons who volunteer a substantial number of work hours can meet the "non-employee/staff" qualification, as long as their services are not in decision-making roles. The committee chair shall not be an employee of the Church. The auditor should not serve as a member of the committee but should only serve in an advisory capacity. Adequate financial expertise should be represented on the committee.

(ii) Committee Operating Principles. The Internal Audit Committee shall fulfill its responsibilities within the context of the

following overriding principles:

- (1) **Communications.** The chair and other committee members shall, to the extent appropriate, maintain an open avenue of contact throughout the year with Executive Council, other committee chairs, and other key committee advisors (external and internal auditors, etc.), as applicable, to strengthen the committee's knowledge of relevant current and prospective church issues.
- (2) **Meeting agenda.** The committee meeting agendas shall be the responsibility of the committee chair, with input from committee members. The chair is also expected to ask the Executive Council and key committee chairs, and perhaps others, to participate in this process.
- (3) **Meeting attendees.** The committee shall request members of the Executive Council internal and external auditors, as applicable, to participate in committee meetings, as necessary, to carry out the committee's responsibilities. Periodically (at least semi-annually), the committee shall meet in a private session with only the committee members. It shall be understood that either internal or external auditors, or counsel, may at any time request a meeting with the audit committee or committee chair, with or without Executive Council's attendance. In any case, the committee shall meet at least semi-annually in a private session separately with internal and external auditors.
- (4) **Meeting frequency.** The committee shall meet at least twice per year. Additional meetings shall be scheduled as considered necessary by the Executive Council, the committee, or the chair.
- (5) **Reporting to the Executive Council.** The committee, through the committee chair, shall report periodically to the full Executive Council (as deemed necessary, but at least twice per year). In addition, summarized minutes from

committee meetings shall be available to each Council member prior to the meeting of the Executive Council.

(6) **Maintain competency.** The committee shall possess financial expertise sufficient to perform its functions. This expertise may be found in a single member or among a combination of committee members. The committee shall semi-annually assess its competency and supplement with additional training as needed.

(iii) Financial Reporting. The Internal Audit Committee shall fulfill the following financial reporting responsibilities:

(1) Review and assess the financial statements before they are released to the public or filed with funders or regulators.

(2) Review and assess the key financial statement issues and risks, their impact or potential effect on reporting financial information, the processes used by Executive Council to address such matters, related auditors' views, and the basis for audit conclusions.

(3) Approve the application of changes in important accounting principles to both interim and annual financial reports.

(4) Advise financial management (Finance and Budget, Treasurer) and the external auditors that they are expected to provide a timely analysis of significant, current financial reporting issues and practices.

(iv) Risk and Control. The Internal Audit Committee shall fulfill the following risk and control responsibilities:

(1) Review and assess the church's operating and financial risk management process, including the adequacy of the overall control environment and controls in selected areas representing significant risk.

(2) Review and assess the church's system of internal controls for detecting accounting and financial reporting errors, fraud and defalcations, legal and tax code violations, and noncompliance with the church's code of conduct. In that regard, review the related findings and recommendations of the external and internal auditors, together with management's responses.

(3) Review the results of any annual audits of directors' and officers' expense accounts and management perquisites prepared by the external or internal auditors.

(4) External and Internal Auditors

(5) Recommend the selection of the external auditors for approval by the Executive Council.

(6) Instruct the external auditors that they are responsible to the Executive Council and the audit committee as representatives of the church. In that regard, confirm that the external auditors will report all relevant issues to the committee in response to agreed-upon expectations.

(7) Review the performance of the external and internal auditors.

(8) Obtain a formal written statement from the external auditors as to their independence. Additionally, discuss with the auditors any relationships or non-audit services that may affect their objectivity or independence.

(9) Consider, in consultation with the external and internal auditors, their audit scopes and plans to ensure completeness of coverage, reduction of redundant efforts, and the effective use of audit resources.

(10) Review and approve requests for any consulting services to be performed by the external auditors and be advised of any other study undertaken at the request of



management that is beyond the scope of the audit engagement letter.

(11) Review with Executive Council and the external auditors the results of the annual audits and related comments in consultation with other committees as deemed appropriate, including any difficulties or disputes with management, any significant changes in the audit plans, the rationale behind adoptions and changes in accounting principles, and accounting estimates requiring significant judgments.

(12) Approve changes in the operating plans of the internal audit function.

(13) Instruct the internal auditors that they are responsible to the Executive Council through the committee.

(v) Other. The Internal Audit Committee shall fulfill the following additional responsibilities:

(1) Review and update the committee's charter.

(2) Oversee administration of the Church's conflict-of-interest policy, including the review and approval of significant conflicts of interest and related-party transactions.

## **ARTICLE 15 CHURCH STAFF**

**15.01 Generally.** In order to perform the Church's ministry needs and objectives, salaried or hourly employees/volunteers must be retained. The Church will reserve employment for men and women who believe and confess essential biblical convictions (see Article 2) and act in accordance with such. Additionally, the Church reserves the right to terminate the employment of any existing employees who fail to meet this general standard of faith and practice.

## **15.02 Church Staff.**

(a) Positions. The Church shall retain employees for several positions, including, but not limited to, the following employees:

- (1) Senior Pastor
- (2) Executive Administrator
- (3) Pastor of Music and Worship
- (4) Youth Pastor
- (5) Pastor's Assistant/Aide
- (6) Children's Ministry Director
- (7) Operations Manager
- (8) Custodian(s)
- (9) Receptionist

The Church reserves the right to add additional individuals as employees or independent contractors.

(b) Hiring and Termination. Church staff leadership will participate in the selection, hiring and dismissal process for all staff members and volunteers. The Senior Pastor shall lead in the employment decisions for ministerial staff and the Executive Administrator will lead in the employment decisions of all non-ministerial staff. Any final recommendation made by Church staff leadership to hire, discipline or dismiss shall be with the concurrence of the Human Resources Committee, provided that, the final authority to hire and terminate employees being vested in the Executive Council. Any decision to terminate any staff member's employment, with or without cause, shall be subject to any rights under any contract of employment. All decisions to hire and terminate employees shall utilize spiritual principles and be conducted with professionalism and strict confidentiality.

(c) Duties. Church Staff Leadership shall determine the duties associated with each staff position created. The specific duties shall be based on the needs of the Church, the desires and qualifications of the individual and other related factors.

(d) At-Will Employment. Every Church staff member has an at-will employment relationship with the Church unless otherwise modified in a signed writing, between the individual staff member and the Executive Council (e.g., offer letter with terms of agreement/employment contract).

(e) Employment Handbook. All personnel employed by the Church shall act in accordance with the current Executive Council-approved Employee Handbook, as it may be revised, amended or restated from time to time.

**15.03 Church Staff Leadership.** The Executive Administrator shall lead the Church staff in coordination with the spiritual direction and vision of the Senior Pastor.

(a) Senior Pastor. The Senior Pastor shall lead the spiritual direction and vision of the Church staff. For a more complete description of the role and responsibilities of the Senior Pastor, please refer generally to Article 10.

(1) Report. The Senior Pastor shall provide a monthly report to the Executive Council detailing all activities and actions taken related to the duties of the Senior Pastor.

(b) Executive Administrator. The Executive Administrator shall lead the Church staff in coordination with the spiritual direction and vision of the Senior Pastor and the Executive Council. The Executive Administrator must be member in good standing as defined in these Bylaws.

(1) Administrative and Operational Oversight. The Executive Administrator shall be responsible for creating and overseeing all administrative and operating systems and processes for the business affairs of the Church. These responsibilities include all clerical and administrative functions associated with managing the Church office, including notary services, building operations management, business finance and accounting support, human resource management, facilities

and hospitality management, information technology tools, and management of assigned special projects. The Executive Administrator also shall provide oversight to the function of the Church Clerk.

(2) Employee Oversight. The Executive Administrator shall provide supervisory oversight, performance evaluation, hiring, and accountability to all Church non-ministerial staff, ministry support staff, and contractors as determined by the Executive Council. This includes training or arranging for the training of administrative personnel in all administrative methods and techniques, assigning work, and establishing workload priorities according to Church requirements and schedule of events. The Executive Administrator will evaluate staff work performance and issue performance appraisals in accordance with the Church's Human Resources and Policy and Procedure Manuals. The Executive Administrator will report on the status, accomplishments, issues, and training required for all administrative work to the Senior Pastor and the Executive Council, as required.

(3) Oversight of Internal and External Communications. The Executive Administrator shall conduct continual communications with all Church staff members. Additionally, the Executive Administrator will help develop, implement, monitor, and promote all ministry goals, objectives, and initiatives as determined by the Senior Pastor. The Executive Administrator also shall work in conjunction with the Church's social media, web site, and marketing teams to manage the flow of information to the congregation and the community ensuring accuracy, relevance and consistency with the Church's core values and vision.

(4) Relationship to the Executive Council and Other Committees. The Executive Administrator reports to the Executive Council and shall work closely with the Executive Council on various matters related to church governance. The Executive Administrator shall assist in the development and implementation of administrative policies and procedures requested and approved by the Executive Council and/or the Church and remain knowledgeable of all new and changed church policies and procedures affecting the various departments and staff of the Church. The Executive Administrator will also work in

coordination with the Trustees and Finance and Budget Committee to ensure the effective use of Church income, and the keeping of accurate financial records. The Executive Administrator shall provide recommendations related to the duties of the Executive Administrator and Church non-ministerial staff.

(5) Report. The Executive Administrator shall provide a monthly report to the Executive Council detailing all activities and actions taken related to the duties of the Executive Administrator.

(6) Limited Signatory Authority. The Executive Administrator is authorized to sign certain subscriptions and contract documents, as set forth in the *Church Delegation of Signing Authority*. All contract documents signed by the Executive Administrator are subject to prior review by a designated member of the Trustees.

## **ARTICLE 16 DISCIPLINE**

**16.01. Generally.** The Executive Council vests the authority to administer Church discipline to the Senior Pastor and the Church's Discipline, Restoration and Reconciliation Committee ("DRR Committee"). Church discipline shall be administered only when clear scriptural grounds are present and shall be administered in accordance with Matthew 18:15-18. The Senior Pastor or DRR Committee may discipline and ultimately recommend the suspension or termination of the person's Church membership to the membership of the Church, when, in the opinion of the Senior Pastor or DRR Committee, the member's life and conduct is not in accordance with the membership covenant in such a way that the member hinders the influence of the Church in the community.

**16.02 Administration of Discipline.** The discipline of delinquent members shall be administered in accordance with the Church's adopted Discipline, Restoration and Reconciliation Policies and Procedures.

**16.03 Appeal of Discipline.** Any aggrieved member, who has been disciplined by the Church, may appeal the discipline to Christian

arbitration but not to any Court, in accordance with Article 27.07.

**16.04 Discipline of Executive Council Members and Senior Pastor.** If the Senior Pastor or a member of the Executive Council is the subject of a disciplinary matter, he/she shall not sit as a member of the discipline committee. The Senior Pastor and the members of the Executive Council shall be subject to the same conflict resolution and disciplinary provisions as members of this Church, except that termination of the Senior Pastor is subject to Article 10.06.

**16.05 Termination of Employees and Volunteers.** If any employee of the Church who is a member of the Church comes under Church discipline, the employee shall be subject to employment discipline or termination as outlined in Article 15.02(b). The Senior Pastor, Executive Administrator, Executive Council or person designated as managerial staff, are authorized to terminate any volunteer's service at their discretion. Immoral conduct, as defined scripturally (including, but not limited to, *Galatians 5:19-21* and *1 Corinthians 6:9*), is and shall continue to be grounds for immediate termination.

**16.06 Waiver of Right to Resign When Under Discipline.** Members who have been charged with conduct warranting discipline under this Article 16 waive their right to resign from membership in the Church.

## **ARTICLE 17 CONFLICT RESOLUTION**

**17.01 Conflict Resolution.** This Church is committed to resolving all conflicts in a biblical manner. This commitment is based on God's command that Christians should strive earnestly to live at peace with one another. (*Matt. 5:9; John 17:20-23; Rom. 12:18; and Eph. 4:1-3*). When disputes arise, Christians should resolve them according to the principles set forth in Scripture. (*Prov. 19:11; Matt. 5:23-25; 18:15-20; 1 Cor. 6:1-8; Gal. 6:1*). We believe that these commands and principles are obligatory on all Christians and absolutely essential for the well-being and work of the Church. Therefore, any and all disputes in the Church shall be resolved according to biblical principles, as provided below.

**17.02 Process.** When a member of this Church has a conflict with, or is concerned about the behavior of another member, he shall attempt to resolve the matter as follows:

(a) The offended or concerned person shall prayerfully examine him- or herself and take responsibility for his or her contribution to the problem (*Matt. 7:3-5*), and he or she shall prayerfully seek to discern whether the offense is so serious that it cannot be overlooked in love. (*Prov. 19:11; 12:16; 15:18; 17:14; 20:3; Eph. 4:2; Col. 3:13; 1 Pet. 4:8*).

(b) If the offense is too serious to overlook, the offended or concerned person shall go, repeatedly if necessary, and talk to the offender in an effort to resolve the matter personally and privately, having first confessed his own wrongdoing. (*Matthew 18:5*).

(c) If the offender will not listen, and if the problem is too serious to overlook, the offended or concerned person shall return with one or two other people who will attempt to help the parties resolve their differences (*Matthew 18:16*); these other people may be members or officers of the Church, other respected Christians outside the church, or trained conciliators.

(d) If the offender still refuses to listen, the offended or concerned person shall notify the Church's Discipline, Restoration and Reconciliation Committee ("DRR Committee") of the offense so that the Church, through the DRR Committee, shall make every effort to assist the parties in resolving their differences and being reconciled.

(e) If the offender still refuses to listen, change his or her ways to comport with Scripture and the teaching of the Church, the Church, through the Executive Council, may discipline, terminate or dismiss the offender's membership with the Church.

## **ARTICLE 18 BENEVOLENCE**

**18.01 Benevolence.** As it is truly our desire to be a New Testament Church, benevolence (including funds) will only be disbursed from this Church according to scriptural principles. First of all, we believe that God intends for each of us to work, be productive and provide bread for our own families (*Gen. 3:19; Prov. 19:15; 2 Thess. 3:6-12; 1 Tim. 5:8*). Secondly, the Church will only disburse benevolence funds to those who qualify according to the guidelines as set forth in the New Testament (*1 Tim. 5; Acts 6:1; Jam. 2:15, 16*). As was the case in the New Testament, food and clothing will be distributed to those who qualify.

## **ARTICLE 19 LICENSING AND ORDINATION OF MINISTERS**

**19.01 Generally.** The Church may make provisions to license or ordain qualified ministers of the Gospel after first examining the aspiring minister's background, moral and religious character, and the course of study pursued by the aspiring minister. The Senior Pastor, in concert with the Executive Council, shall establish requirements for licensure and ordination.

### **19.02 Definitions.**

(a) Ordination. An ordination from the Church shall endow the minister with the full ecclesiastical powers accorded to ordained ministers by the State of Texas and by other comparable church denominations.

(b) Licensure. A license from the Church shall serve to validate that the one who is licensed has proven to be a mature believer and has demonstrated a divine gifting to preach and teach the Gospel.

**19.03 Licensing and Ordinations.** The Senior Pastor may license or ordain ministerial applicants to further the purposes of the Church. All such licenses or ordinations shall endow the minister with the full



ecclesiastical powers accorded to other ministers ordained or licensed by the Church and shall be by way of an additional endorsement by the Senior Pastor of specific talents recognized in the minister so ordained, and not by way of limitation of any ecclesiastical powers pertaining to such license or ordination.

**19.04 Application.** Any individual wishing to obtain licensure or ordination shall apply to the Senior Pastor. Applications for ordination and or licensing as a minister of the Gospel shall be on the form provided by the Senior Pastor. Approved applicants shall receive a certificate signed by the President and Secretary of the Church on a form approved by the Senior Pastor.

**19.05 Subject to Review.** Licenses and/or ordination of ministers with the Church shall be subject to review annually by the Senior Pastor. Upon such annual review, licensure or ordination may be revoked at the sole discretion of the Senior Pastor if said ministers are not ministering and conforming to the religious tenets, faith, ethics, and beliefs of the Church.

## **ARTICLE 20 TRANSACTIONS OF THE CHURCH**

**20.01 Contracts and Legal Instruments.** Subject to Article 23 below, the Executive Council authorizes the Trustees to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Church.

**20.02 Checks, Drafts, or Orders.** All checks, drafts, orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Church shall be signed by least two (2) of the following authorized individuals in accordance with their duties outlined in these Bylaws: Trustee or Treasurer.

**20.03 Deposits.** All funds of the Church shall be deposited to the credit of the Church in banks, trust companies, or other depositories that the Executive Council selects.

**20.04 Gifts.** The Executive Council may accept on behalf of the Church any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Church including, but not limited to, gifts of money, annuity arrangements, securities, and other tangible and intangible personal property, real property, and interest therein. The Executive Council may make gifts and give charitable contributions that are not prohibited by these Bylaws, the Certificate of Formation, state law, or any requirements for maintaining the Church's federal and state tax status.

## **ARTICLE 21 PROPERTY**

**21.01 Ownership of Property.** The Church shall hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these Bylaws.

**21.02 Real Property.** Title to real property of the Church shall be in the name of the Church. Real property may be purchased in the name of or on behalf of the Church with the affirmative vote of the Executive Council, subject to the reservations by members as set forth in Article 7.07(e) of these Bylaws. Real property of the Church may be sold, mortgaged, conveyed, transferred, or otherwise disbursed with the affirmative vote of the Executive Council, subject to the reservations by members as set forth in Article 7.07(e) of these Bylaws.

### **21.03 Distribution of Property Upon Dissolution of Church.**

(a) Dissolution Defined. "Dissolution" means the complete disbanding of the Corporation so that it no longer functions as a congregation or as a corporate entity.

(b) Procedure Upon Dissolution. Upon the dissolution of the Church, its property shall be applied and distributed as follows: (a) all liabilities and obligations of the Church shall be paid and discharged, or adequate provision shall be made therefore; (b) assets held by the Church upon condition requiring return, transfer, or conveyance, which condition

occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; (c) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt 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), and are engaged in activities substantially similar to those of the Church; this distribution shall be done pursuant to a plan adopted by the Executive Council; and (d) any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with the Church's basic form of Government.

## **ARTICLE 22 WHISTLEBLOWER POLICY**

**22.01 Purpose.** The Church requires all of its Executive Council Members, officers, employees, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Church, individuals must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. Therefore, if an Executive Council Member, officer, employee, or volunteer of the Church reasonably believes that the Church, by and through its Executive Council members, officers, employees, or volunteers, or entities with whom the Church has a business relationship, is in violation of applicable law or regulation, or any policy or procedure of the Church, then that individual shall file a written complaint with either his or her supervisor or the Executive Council of the Church. This policy is intended to encourage and enable employees and others to raise serious concerns within the Church prior to seeking resolution outside the Church.

## **22.02 Procedure.**

(a) Reporting Responsibility. It is the responsibility of all of the Church's Executive Council members, officers, employees, and volunteers to comply with all applicable laws and regulations, as well as all policies and procedures of the Church and to report violations or suspected violations in accordance with the Policy.

If a Council Member, Officer, employee, or volunteer of the Church reasonably believes that any policy, practice, or activity of the Church is in violation of any applicable law, regulation, policy, or procedure of the Church, then the Executive Council member, officer, employee, or volunteer should share their questions, concerns, or complaints with someone who may be able to address them properly. If the concerns are not addressed, the reporting individual should make a formal complaint as outlined herein.

(b) Acting in Good Faith. Anyone filing a complaint concerning a violation or suspected violation of any applicable law, regulation, policy, or procedure of the Church must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the applicable law, regulation, policy, or procedure of the Church. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

(c) Reporting Violations. In most cases, an employee or volunteer's supervisor is in the best position to address an area of concern. However, if the reporting individual is not comfortable speaking with his or her supervisor, or the reporting individual is not satisfied with his or her supervisor's response, the reporting individual is encouraged to speak with a member of the Executive Council. Executive Council members are required to report suspected violations directly to the entire Executive Council.

(d) Accounting and Auditing Matters. The Executive Council shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The Executive Council shall work until the matter is resolved.

(e) Evidence. Although the reporting individual is not expected to prove the truth of an allegation, the reporting individual needs to demonstrate that there are reasonable grounds for concern on his or her part and that these concerns are most appropriately handled through this procedure.

(f) Investigation of Complaint. After receipt of the complaint, the Executive Council member to whom the complaint was made shall provide the complaint to the entire Executive Council. The Executive Council shall then determine whether an investigation is appropriate and the form that it should take. Concerns may be resolved through the initial inquiry by agreed action without the need for further investigation. The entire Executive Council shall receive a report on each complaint and a follow-up report on action taken.

(g) Handling of Reported Violations. The Executive Council member to whom the complaint was made shall notify the reporting individual and acknowledge receipt of the reported violation within five (5) business days. All reports will be promptly investigated, and appropriate corrective action will be taken if warranted by the investigation.

A reporting individual who reasonably believes that s/he has been retaliated against in violation of this Policy shall follow the same procedures as s/he did when s/he filed the original complaint.

### **22.03 Safeguards.**

(a) Confidentiality. Reported or suspected violations may be submitted on a confidential basis by the reporting individual or may be submitted anonymously. Reports of violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate

investigation.

However, the reporting individual is encouraged to put his or her name to the allegation because appropriate follow-up questions and investigations may not be possible unless the source of the information is identified. Concerns expressed anonymously will be investigated, but consideration will be given to the seriousness of the issue raised; the credibility of the concern; and the likelihood of confirming the allegation from documentation and/or other sources.

Every effort will be made to protect the reporting individual's identity; though all individuals considering such a report should be advised that anonymity cannot be assured if an external investigation or criminal proceedings relating to the report occur.

(b) No Retaliation. No reporting individual who, in good faith, reports a violation shall suffer harassment, retaliation, or adverse employment consequence. An employee or representative of the Church who retaliates against a reporting individual who has reported a violation in good faith is subject to discipline up to, and including, termination of employment or dismissal from Church representation.

(c) Harassment or Victimization. Harassment or victimization of the reporting individual for providing information in accordance with this policy by anyone affiliated with the Church will not be tolerated. In addition, the provision of such information shall not in any way influence, positively or negatively, the carrying out of routine disciplinary procedures by management as stated in the Church's employment policy.

(d) Malicious Allegations. The Executive Council recognizes that intentionally untruthful, malicious, erroneous, or harassing allegations would be damaging to the mission, integrity, and moral of the Church or the reputation of the accused individual. The safeguards stated in this policy do not apply to individuals who make such complaints. Such allegations may result in disciplinary action, including but not limited to termination of employment and/or dismissal of membership.

## **ARTICLE 23**

### **CONFLICT OF INTEREST POLICY**

**23.01 Purpose.** The purpose of the conflict-of-interest policy is to protect the Church's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Executive Council member or officer of the Church or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

#### **23.02 Definitions.**

(a) Interested Person. Any Executive Council member, principal officer, or member of a committee with powers delegated by the Executive Council, who has a direct or indirect financial interest, as defined below, is an interested person.

(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 the 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 the Church is negotiating a transaction or arrangement.

Compensation includes direct or indirect remuneration, as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

### **23.03 Procedures.**

(a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given opportunity to disclose all material facts to the Executive Council.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave Executive Council 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) Procedures for Addressing the Conflict of Interest.

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

(2) The Chairperson of the Executive Council may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the Executive Council shall determine whether the 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.

(4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Council shall determine by a majority vote of the disinterested Executive Council members whether the transaction or arrangement is in the Church's best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above



determination, it shall make its decision whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

(1) If the Executive Council 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.

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

**23.04 Records of Proceedings.** The minutes of the Executive Council shall contain:

(a) 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 Executive Council's decision as to whether a conflict of interest in fact existed.

(b) 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.

**23.05 Compensation.**

(a) A voting member of the Executive Council who receives compensation, directly or indirectly, from the Church for services is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church for services is precluded from voting on matters pertaining to that member's compensation.

(c) No voting member of the Executive Council or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## **ARTICLE 24 INDEMNIFICATION**

**24.01 Indemnification Generally.** The Church may provide a trust fund, insurance, or other arrangement to effectuate this Article. As described herein, requests for indemnification shall not be unreasonably withheld.

**24.02 Mandatory Indemnification.** To the maximum extent permitted by Code, as amended from time to time (provided, however, that if an amendment to the Code in any way limits or restricts the indemnification rights permitted by law as of the date of adoption of these Bylaws, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Article which occur subsequent to the effective date of such amendment), the Church shall indemnify and advance expenses to any person who is or was an Executive Council member (either elected or ex-officio) or Officer of the Corporation, or to such person's heirs, executors, administrators and legal representatives, for the defense of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (the "Proceeding"), to which such person was, is or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the Proceeding, all fines, judgments,

penalties and amounts paid in settlement thereof, subject to the following conditions:

(a) The Proceeding was instituted by reason of the fact that such person is or was an Executive Council member or officer of the Church; and

(b) The Executive Council member or officer conducted himself in good faith, and he reasonably believed (1) in the case of conduct in his official capacity with the Church, that his conduct was in its best interest; (2) in all other cases, that his conduct was at least not opposed to the best interests of the Church; and (3) in the case of any criminal proceeding, that he had no reasonable cause to believe his conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Executive Council member or officer did not meet the standard of conduct herein described.

**24.03 Permissive Indemnification.** The Church may, to the maximum extent permitted by Code, as amended from time to time (provided, however, that if an amendment to the Code in any way limits or restricts the indemnification rights permitted by law as of the date of adoption of these Bylaws, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Article which occur subsequent to the effective date of such amendment), indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Church, or to such person's heirs, executors, administrators and legal representatives, to the same extent as set forth in Article 24.02, provided that the Proceeding was instituted by reason of the fact that such person is or was an employee or agent of the Church and met the standards of conduct set forth in Article 24.02. The Church may also indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Church to the extent doing so is consistent with public policy or as may be provided by the Church's Certificate of Formation, by these Bylaws, by contract, or by general or specific action of the Executive Council.

## **ARTICLE 25 BOOKS AND RECORDS**

**25.01 Required Books and Records.** The Church shall keep correct and complete books and records of account.

**25.02 Fiscal Year.** The fiscal year of the Church shall begin on the first day of January and end on the last day in December in each year.

**25.03 Budget.** The Finance and Budget Committee and appointed staff, in consultation with the Executive Council, shall prepare and submit to the Executive Council and the Church for approval an annual itemized operational and capital budget. Church Policy and Procedure shall provide guidelines for budget changes. Membership in this Church involves a financial obligation to support the Church and its causes with regular tithes and offerings. Offering envelopes will be provided for members' use. Annually there shall be opportunity provided to secure worthy commitments of financial support from the church members.

**25.04 Accounting Procedures.** The treasurer and/or Financial Committee shall properly record all funds received for any and all purposes on the books of the Church. The treasurer and Financial and Budget Committee members shall be bonded at the Church's expense in accordance with these Bylaws. The Financial Committee shall employ a system conforming to generally accepted accounting principles and procedures to handle and account for all of the Church's funds.

**25.05 Maintenance and Inspection of Church Records.** The Church shall keep at its principal office the original or a copy of its Certificate of Formation and Bylaws as amended to date, which shall be open to inspection by the Executive Council members at all reasonable times during office hours. The Church shall also keep adequate and correct books and records of accounts, and written minutes of the proceedings of the Executive Council and committees of the Executive Council. All such records shall be kept at the principal office of the Church.

**25.06 Preparation of Annual Financial Statements.** The Church shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be reviewed by an independent certified public accountant, in conformity with generally accepted accounting standards, under supervision of the Executive Council. The Church shall have its financial statements audited by a certified public accounting firm selected by the Executive Council every third year.

## **ARTICLE 26 CHURCH POLICY AND PROCEDURE MANUAL**

**26.01 Generally.** The Church shall have a Policy and Procedure Manual to include church policies and procedures and organization charts depicting lines of responsibility in the administration of the Church. The manual shall be kept in the Church office and made available for use there by any member of the Church. The Executive Administrator shall maintain a hardcopy and electronic version of the manual.

**26.02 Review and Revision.** The Policy and Procedure Committee shall review the manual at least annually, with authority to recommend changes for the Church to consider. Any church member or church organization may initiate suggested changes in the manual. Addition, revision, or deletion of church policy or procedure requires: (a) the recommendation of the Church officer or organization to whose area(s) of assignment the policy or procedure relates; (2) the approval of the Executive Council; and (3) the approval by a majority vote of the members of the Church.

## **ARTICLE 27 MISCELLANEOUS PROVISIONS**

**27.01 English Standard Version.** The Holy Bible referred to in these Bylaws is the English Standard Version of the Old and New Testament,

or any later translation which may be adopted or used by the Executive Council from time to time.

**27.02 Amendments to Bylaws.** These Bylaws may only be altered, amended, or repealed, and new bylaws may only be adopted by a two-thirds (2/3) vote of the membership of the Church. Any proposed alteration, amendment, or repeal to the current Bylaws, or any presentation of proposed new Bylaws, may be made at any regular business meeting of the Church provided each proposed alteration, amendment, or repeal, or any new Bylaws, shall have been presented in writing at a previous business meeting and copies of each proposed alteration, amendment, or repeal, or any new Bylaws, shall have been furnished to each member present at the earlier meeting.

**27.03 Construction of Bylaws.** These Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws. Wherever the context requires, all words in the Bylaws in the male, female or neuter genders shall be deemed to include the other genders, all singular words shall include the plural, and all plural words shall include the singular.

**27.04 Seal.** The Executive Council may provide for a corporate seal.

**27.05 Power of Attorney.** A person may execute any instrument related to the Church by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary of the Church to be kept with the Church records.

**27.06 Parties Bound.** The Bylaws shall be binding upon and inure to the benefit of the Church members, Executive Council members,

officers, employees, and agents of the Church and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

**27.07 Christian Alternative Dispute Resolution.** In keeping with *1 Corinthians 6:1-8*, all disputes, arising out of or relating to these Bylaws or any other church matter, other than those which are subject to the jurisdiction of the Ecclesiastical Tribunal in Article 8.21, which may arise between any member of the Church and the Church itself, or between any member of the Church and any Pastor, Executive Council member, officer, employee, volunteer, agent, or other member of this Church, shall be resolved by mediation, and if not resolved by mediation, then by binding arbitration under the procedures and supervision of the ***Rules of Procedure for Christian Conciliation, Institute for Christian Conciliation***, or similar faith-based mediation and arbitration group. In the event that the Institute for Christian Conciliation ceases to exist during the course of this Agreement, arbitration under this Article shall be conducted according to the rules of the American Arbitration Association. Judgment upon an arbitration award may be entered in any court otherwise having jurisdiction. The parties each agree to bear their own costs related to any mediation or arbitration proceeding including payment of their own attorneys' fees. Either party may file a motion seeking temporary injunctive relief from a court of competent jurisdiction in order to maintain the status quo until the underlying dispute or claim can be submitted for mediation or arbitration.

If a dispute may result in an award of monetary damages that could be paid under a Church insurance policy, then use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the Church and the insurer's agreement to honor any mediation, conciliation or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in the Bylaws of the Church and shall in no way affect the authority of the church to investigate reports of misconduct, to conduct hearings, or to administer discipline of members.

## **ARTICLE 28**

### **EMERGENCY POWERS AND BYLAWS**

**28.01 Emergency Defined.** An “emergency” exists for the purposes of this Article if a quorum of the Executive Council cannot readily be obtained because of some catastrophic event.

**28.02 Emergency Powers and Bylaws.** In the event of an emergency, the Executive Council may: (i) modify lines of succession to accommodate the incapacity of any Executive Council member, officer, employee or agent; and (ii) relocate the principal office, designate alternative principal offices or regional office, or authorize officers to do so. During an emergency, notice of a meeting of the Executive Council only needs to be given to those Executive Council members for whom such notice is practicable. The form of such notice may also include notice by publication or radio. One or more officers of the Church present at a meeting of the Executive Council may be deemed Executive Council members for the meeting, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Church and may not be the basis for imposing liability on any Executive Council, Member, officer, employee or agent of the Church on the ground that the action was not authorized. The Executive Council may also adopt emergency bylaws, subject to amendments or repeal by the full Executive Council, which may include provisions necessary for managing the Church during an emergency including (i) procedures for calling a meeting of the Executive Council; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute Executive Council members. The emergency bylaws shall remain in effect during the emergency and not after the emergency ends.



## **CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of Mt. Hebron Baptist Church and that the foregoing Bylaws constitute the Bylaws of the Church. These Bylaws were adopted by the membership of the Church at a duly held meeting dated \_\_\_\_\_.

DATED: \_\_\_\_\_

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: Secretary